

**REVISED  
SCHEME  
DOCUMENT  
DATED  
23 FEBRUARY  
2026**

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**AF Global Limited**  
(Incorporated in the Republic of Singapore)  
(Company Registration No.: 197301118N)

**THIS REVISED SCHEME DOCUMENT IS  
IMPORTANT AND REQUIRES YOUR IMMEDIATE  
ATTENTION. PLEASE READ IT CAREFULLY.**

THE PROPOSED ACQUISITION OF ALL THE ISSUED AND PAID-UP SHARES IN THE CAPITAL OF AF GLOBAL LIMITED (OTHER THAN THE SHARES ALREADY HELD BY ASPIAL CORPORATION LIMITED AND MR KOH WEE MENG) BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 210 OF THE COMPANIES ACT

**SCHEME  
CONSIDERATION**

**\$\$\$0.110**  
in cash per  
Scheme Share

Independent Financial Adviser to the  
Non-Conflicted Directors



**XANDAR CAPITAL PTE. LTD.**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number:  
200002789M)

**IMPORTANT DATES AND TIMES**

**Scheme Meeting**

Last date and time for lodgement of Proxy Form for the Scheme Meeting	7 March 2026, 10.30 a.m.
Date and time of the Scheme Meeting	10 March 2026, 10.30 a.m.
Venue of the Scheme Meeting	Aspial One 55 Ubi Avenue 3 Level 1 Singapore 408864



**Your Vote Counts.**  
Please vote by submitting your Proxy Forms.

If you are in any doubt about this Revised Scheme Document or to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately. The Singapore Exchange Securities Trading Limited (“SGX-ST”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Revised Scheme Document.

This Revised Scheme Document supersedes the scheme document that was issued and despatched on 15 January 2026. In deciding whether to vote for or against the Scheme in the Scheme Meeting, Scheme Shareholders should only consider the information in this Revised Scheme Document and disregard the scheme document issued on 15 January 2026.

This Revised Scheme Document (together with the Notice of Scheme Meeting and accompanying Proxy Form) has been made available on SGXNet and the Company’s website and may be accessed at the URLs <https://www.sgx.com/securities/company-announcements/> and <https://www.afgl.com.sg/> respectively.

If you have sold or transferred all your ordinary shares in the capital of AF Global Limited (the “Company” or “AFGL”), you should immediately inform the purchaser or transferee or bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Revised Scheme Document (together with the Notice of Scheme Meeting and accompanying Proxy Form) may be accessed at SGXNet at the URL <https://www.sgx.com/securities/company-announcements/> or the Company’s website at the URL <https://www.afgl.com.sg/>.

This Revised Scheme Document has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Revised Scheme Document, including the correctness of any of the statements or opinions made or reports contained in this Revised Scheme Document.

Unless otherwise defined, capitalised terms appearing on the cover of this Revised Scheme Document bear the same meanings as defined in this Revised Scheme Document.

## Offeror's Rationale for the Scheme

### 1 Privatisation offers greater management flexibility to navigate an increasingly challenging operating environment

- ▶ The Offeror believes that privatising the Company will give the Offeror and the management of the Company more flexibility to manage the business of the Company and optimise capital resources without the corresponding costs and regulatory restrictions associated with a listing on the SGX-ST

### 2 The Company'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 the Company 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 the Company 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

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

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

	One (1)-month	Three (3)-month	Six (6)-month	Twelve (12)-month
Average daily trading volume <sup>(1)</sup>	109,490	92,762	78,004	151,791
Average daily trading volume as a percentage of total number of Shares <sup>(1)(2)</sup>	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 29 September 2025 (the "Last 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 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 (3) decimal places.

# Offeror's Financial Evaluation of the Scheme Consideration

1

## Various factors have been taken into account by the Offeror in arriving at the Scheme Consideration

In arriving at the Scheme Consideration, the Offeror had taken into consideration various factors. These include, *inter alia*, the following factors:

- (a) the prevailing and historical market prices of the Company;
- (b) the financial performance and net asset value (the “NAV”) of the Company, as derived from its latest announced unaudited condensed interim consolidated financial statements of the Group for the six (6) months ended 30 June 2025 (“1HFY2025”) on 8 August 2025;
- (c) the cash consideration of S\$36,888,888 that the Company has received upon the completion of the sale of the Company's entire 55 per cent. equity interest in Knight Frank Pte Ltd (“Knight Frank”) pursuant to the sale and purchase agreement entered into between Cheong Hock Chye & Co. (Pte.) Ltd., a wholly-owned subsidiary of the Company, and Knight Frank Asia Pacific Pte Ltd (the “Knight Frank Disposal”);
- (d) as disclosed by the Company in the 9 February Company Update Announcement, in relation to the Relevant Transaction Agreements (as defined in **paragraph 1.3(c)** of the Letter to Shareholders) which each provides, *inter alia*, that if L.C. Logistics Pte Ltd (“LCLPL”), the wholly-owned subsidiary of the Company which holds 55 per cent. of the equity interests in Xuzhou Yinjian LumChang Real Estate Development Co., Ltd (“XZYJLC”), or the joint venture partner (the “JV Partner”) of the Group's joint venture investment in XZYJLC, in Xuzhou, China (the “Xuzhou Investment”) fails to perform their obligations in a timely manner or otherwise breaches their obligations under the compulsory liquidation resolution agreement entered into on 17 January 2026 (the “Compulsory Liquidation Resolution Agreement”) between LCLPL and the JV Partner in relation to the transfer of LCLPL's shares in XZYJLC (representing 55 per cent. equity interests) (the “Resolution Shares”) to the JV Partner (the “Resolution Disposal”), or the Relevant Transaction Agreements, the liquidator may terminate the arrangements on the Resolution Disposal, and may revert back to the prior arrangement of liquidating the assets of XZYJLC by way of public auctions. In addition, as also stated in the 9 February Company Update Announcement, if the Resolution Disposal is not completed by 30 June 2026, the transfer by Hillgate Investment Pte Ltd (“Hillgate”), a wholly-owned subsidiary of the Group, of Hillgate's shares (representing 55 per cent. equity interests) (such shares, the “XZRES Shares”) in Xuzhou Sancai Real Estate Sales Agency Co., Ltd. (徐州三才房地产销售代理有限公司) (“XZRES”) to the JV Partner (the “XZRES Disposal”, and together with the Resolution Disposal, the “Xuzhou Disposals”) will not take place unless otherwise agreed between XZRES, Hillgate and Beijing Sancai Investment Co., Ltd. (北京三才投资有限公司), an affiliate of the JV Partner. **As there is a possibility that the Xuzhou Disposals are not completed, for the purposes of benchmarking and valuation in the Offeror's Letter, the revalued net asset value (the “RNAV”) of the Company is presented in two scenarios as set out in paragraph 4.4 of the Offeror's Letter:**

- A. **the RNAV (Completed Xuzhou Disposals Scenario) (as described in paragraph 4.4 of the Offeror's Letter) which accounts for:**
  - i. the Compulsory Liquidation Resolution Agreement in relation to the transfer of the Resolution Shares to the JV Partner for a consideration of approximately S\$26.24 million that shall be satisfied by:
    - a. approximately S\$8.31 million payable by the JV Partner to LCLPL in cash; and
    - b. the balance of approximately S\$17.93 million being satisfied by the transfer to LCLPL of 239 office units and 64 carpark lots (the “Relevant Assets”) in Gulou Square which are currently held by XZYJLC (the “Asset Repayment”)<sup>1</sup>;
  - ii. the Relevant Transaction Agreements entered into by LCLPL on 6 February 2026 in relation to the Resolution Disposal;
  - iii. the potential write-down of up to an additional 10 per cent. to the fair value of the Relevant Assets, being S\$2.99 million (the “Relevant Assets Write-down”), such that the book value of the Relevant Assets recognised in the Group's accounts upon completion of the Resolution Disposal will be at 50 per cent. of (or a discount of 50 per cent. to) their fair value. The Relevant

3

<sup>1</sup> The transfer of the Relevant Assets to LCLPL pursuant to the Asset Repayment is in repayment of a debt of approximately S\$17.93 million owing by XZYJLC to the JV Partner (the “XZYJLC Debt”) which is to be assigned to LCLPL under the terms of the Compulsory Liquidation Resolution Agreement. For the purpose of the Asset Repayment, LCLPL and the JV Partner agreed in the Compulsory Liquidation Resolution Agreement that the Relevant Assets shall be valued at the amount of the XZYJLC Debt, which is at approximately 60 per cent. of (or a discount of 40 per cent. to) the fair value of the Relevant Assets.

## Offeror's Financial Evaluation of the Scheme Consideration (cont'd)

1

### Various factors have been taken into account by the Offeror in arriving at the Scheme Consideration (cont'd)

Assets Write-down is based on the preliminary view of the Company based on its assessment on the value at which the Group may dispose of the Relevant Assets in the future, on a bulk sale basis and with further discounts;

- iv. as disclosed by the Company in the 9 February Company Update Announcement, in addition to the Relevant Transaction Agreements, the additional agreements (such agreements, together with the Relevant Transaction Agreements, the **"Definitive Implementation Agreements"**) entered into on 6 February 2026 by the relevant parties in relation to the XZRES Disposal for a consideration of approximately S\$0.92 million in cash; and
- v. gain on sale from the Knight Frank Disposal; and

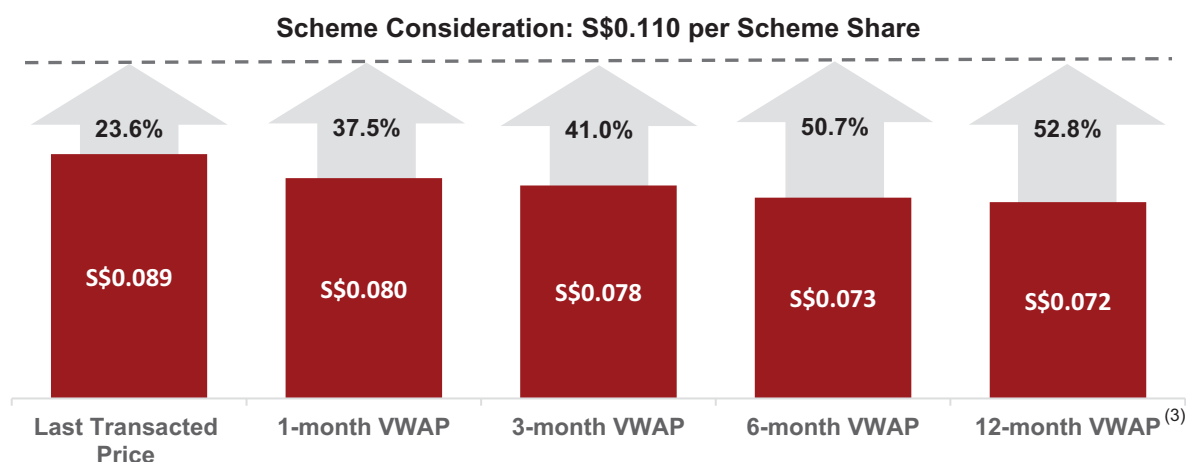
#### B. the RNAV (Auction Scenario) (as described in paragraph 4.4 of the Offeror's Letter) which accounts for:

- i. the estimated recoverable amount of the Xuzhou Investment which the Group has a 55 per cent. equity interest in, and as disclosed on 26 December 2025, had completed its fifth round of auction (following four rounds of public auctions as part of the ongoing liquidation of XZYJLC, each at a subsequently lowered reserve price) for the Hotel, Retail and Carpark Components<sup>2</sup> without any bids received; and
  - ii. gain on sale from the Knight Frank Disposal;
- (e) prevailing and historical price to NAV (**"P/NAV"**) of the Company;
  - (f) price to RNAV (**"P/RNAV"**) of precedent SGX-listed take-privates involving real estate companies;
  - (g) the risk profile and future prospects of the Company; and
  - (h) the market capitalisation and trading liquidity of the Company.

2

### Opportunity for Scheme Shareholders to realise their investment at a premium without incurring brokerage fees

Scheme Consideration as a premium<sup>(2)</sup> to the Last Transacted Price, one (1)-month, three (3)-month, six (6)-month and twelve (12)-month historical VWAPs<sup>(1)</sup>



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<sup>2</sup> For the avoidance of doubt, the Hotel, Retail and Carpark Components collectively comprised around 81 per cent. of the fair value of XZYJLC's investment in Gulou Square, a mixed-use development located in Gulou District of Xuzhou, China ("**Gulou Square**") held by XZYJLC. Other than the Hotel, Retail and Carpark Components, XZYJLC also owns other retail and office units and carpark spaces in Gulou Square.

## Offeror's Financial Evaluation of the Scheme Consideration (cont'd)

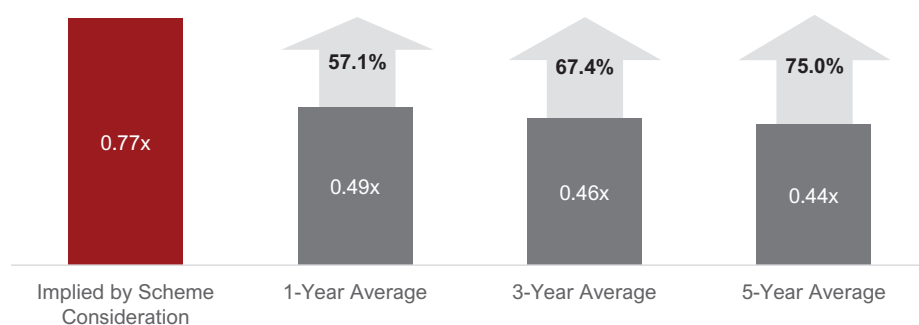
Source: Bloomberg.

### Notes:

- (1) As of the Last Undisturbed Trading Day.
- (2) Rounded to the nearest one (1) decimal place.
- (3) 12-month VWAP has been adjusted to exclude the time-period up to 1 November 2024 being the ex-dividend date of the return of capital on 1 November 2024 of 3.5 Singapore cents declared on 7 August 2024 and paid on 15 November 2024.

### 3 P/NAV as implied by the Scheme Consideration is at a premium to historical averages

P/NAV as implied by the Scheme Consideration as a premium to the one (1)-year, three (3)-year, and five (5)-year historical average P/NAV multiples<sup>(1)</sup>



### Note:

- (1) The historical average P/NAV is computed daily up to and including the Last Undisturbed Trading Day and reflects the market capitalisation at the end of each trading day divided by NAV for last reported financial quarter or period, as compiled from Bloomberg and Company filings.

### 4 P/RNAV as implied by the Scheme Consideration is at a premium to the average of precedent transactions

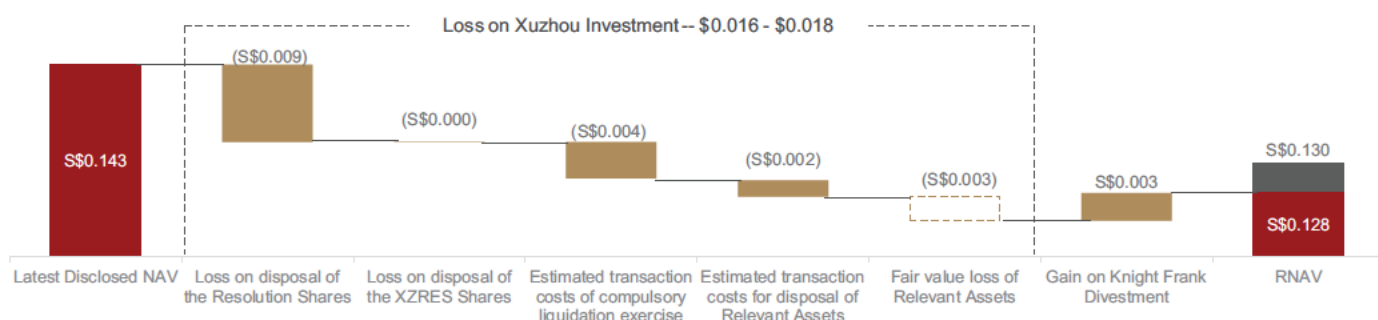
As stated in **paragraph 4.1(d)** of the Offeror's Letter, as there is a possibility that the Xuzhou Disposals are not completed as a result of the liquidator terminating the arrangements on the Resolution Disposal in the event LCLPL or the JV Partner fails to perform their obligations in a timely manner or otherwise breaches their obligations under the Compulsory Liquidation Resolution Agreement or the Relevant Transaction Agreements, for the purposes of benchmarking and valuation in the Offeror's Letter, the latest disclosed NAV per Share of S\$0.143 has been revalued under two scenarios where:

- (a) the Definitive Implementation Agreements (which includes the Relevant Transaction Agreements) are not terminated and the Xuzhou Disposals are completed in accordance with the terms of the Definitive Implementation Agreements (the "**RNAV (Completed Xuzhou Disposals Scenario)**"); and
- (b) the Definitive Implementation Agreements (which includes the Relevant Transaction Agreements) are terminated and the Xuzhou Disposals do not complete. In such event, the liquidator may revert back to the prior arrangement of liquidating the assets of XZYJLC by way of public auctions (the "**RNAV (Auction Scenario)**").

## Offeror's Financial Evaluation of the Scheme Consideration (cont'd)

### 4 P/RNAV as implied by the Scheme Consideration is at a premium to the average of precedent transactions (cont'd)

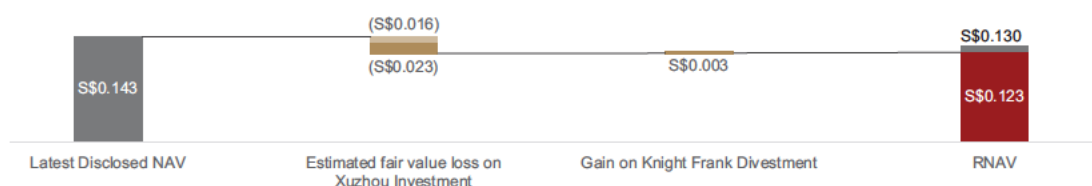
#### RNAV (Completed Xuzhou Disposals Scenario) on a per Share basis (S\$)



The **RNAV (Completed Xuzhou Disposals Scenario)** adjusts the latest NAV of the Group for the following:

- (a) in relation to the Company's equity interests in its Xuzhou Investment and XZRES:
  - (i) a loss on the disposal of the Resolution Shares (being the difference between the consideration and its carrying value of approximately S\$35,855,000 as at 30 June 2025 as disclosed in the unaudited consolidated financial statements of the Group for 1HFY2025);
  - (ii) a loss on the disposal of the XZRES Shares of approximately S\$3,000 and withholding taxes (net of provision) of approximately S\$9,000;
  - (iii) the estimated total costs and expenses in relation to the compulsory liquidation exercises of approximately S\$4,517,000;
  - (iv) the estimated costs and expenses to be incurred by the Company to sell the Relevant Assets<sup>3</sup>; and
  - (v) the Relevant Assets Write-down being 10 per cent. to the fair value of the Relevant Assets; and
- (b) gain on sale from the Knight Frank Disposal of approximately S\$3,435,000<sup>4</sup>.

#### RNAV (Auction Scenario) on a per Share basis (S\$)



The **RNAV (Auction Scenario)** adjusts the latest NAV of the Group for the following:

- (a) estimated fair value loss from the Xuzhou Investment of between S\$0.016 per Share and S\$0.023 per Share based on a 60 per cent. and 70 per cent. discount to fair value respectively<sup>5</sup>. This is arising from the unsuccessful fifth round<sup>6</sup> of auction with a reserve price pegged at 60 per cent. discount to the fair value which had closed without attracting any bids as disclosed on 26 December 2025. If the Company, together with the liquidator and the JV Partner decide to proceed with another round of auction in 2026, the reserve price will likely be pegged at up to 70 per cent. discount to the fair value, based on the advice obtained by the Group from its Chinese legal advisers; and
- (b) gain on sale from the Knight Frank Disposal of approximately S\$3,435,000<sup>4</sup>.

3 The full quantum of the estimated transaction costs for disposal of Relevant Assets is estimated to be approximately S\$2,275,000 or S\$0.002 per Share (if there is no Relevant Assets Write-down) and approximately S\$2,036,000 or S\$0.002 per Share (if there is a Relevant Assets Write-down).

4 As disclosed in the announcement titled "Proposed Disposal of Interests in Knight Frank Pte Ltd" released by the Company on 8 October 2025 relating to the divestment of Knight Frank.

5 As disclosed in the update announcement released by the Company on 26 December 2025. The full quantum of the fair value loss is estimated to be S\$16,500,000 (in the case of a 60 per cent. discount) and S\$24,500,000 (in the case of a 70 per cent. discount).

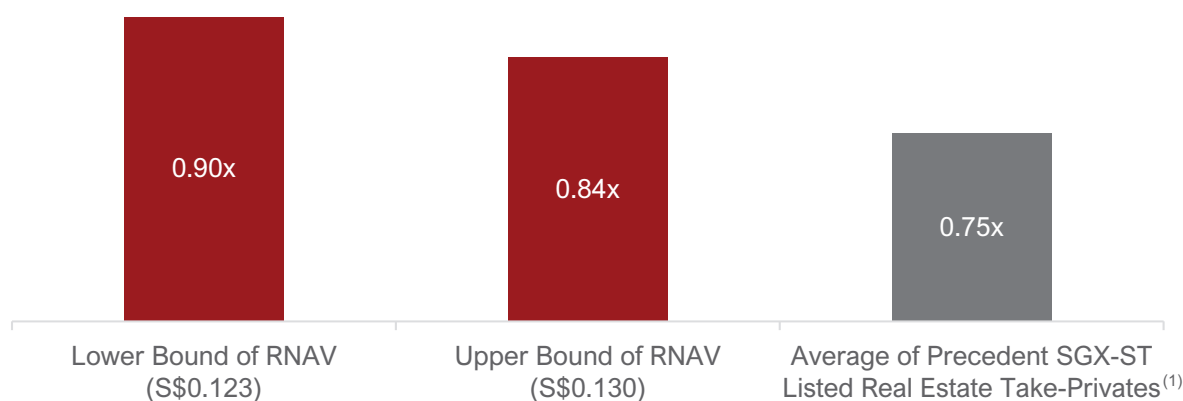
6 In relation to the Hotel, Retail and Carpark Components. Please refer to the announcement released by the Company on 26 December 2025 on updates to the Group's asset and investment portfolio for further details.

## Offeror's Financial Evaluation of the Scheme Consideration (cont'd)

4

P/RNAV as implied by the Scheme Consideration is at a premium to the average of precedent transactions (cont'd)

P/RNAV as implied by the Scheme Consideration and upper and lower bounds of RNAV as a premium to average P/RNAV of precedent SGX-listed real estate take-privates



**Note:**

- (1) Comprising Amara Holdings Limited as announced on 28 April 2025; SLB Development Limited as announced on 24 January 2025; Boustead Projects Limited as announced on 14 November 2023; Global Dragon Limited as announced on 10 February 2023; Chip Eng Seng Corporation Limited as announced on 24 November 2022; and Hwa Hong Corporation Limited as announced on 17 May 2022.

The upper and lower bounds of the RNAV per Share across both scenarios are S\$0.130 and S\$0.123 respectively. Accordingly, the P/RNAV as implied by the Scheme Consideration and the upper and lower bounds of the RNAV of 0.84x and 0.90x exceeds the implied average P/RNAV of precedent SGX-listed take-privates of real estate companies since 2022 where a fair and reasonable opinion was provided by the independent financial adviser.

5

Total returns for Scheme Shareholders that held over a five (5)-year period as implied by the Scheme Consideration exceeds 80 per cent.

Total Returns Analysis (S\$)	3-Year	5-Year
Closing Price at Start of Period	0.093 <sup>(1)</sup>	0.087 <sup>(2)</sup>
Total proceeds from Scheme Consideration and Dividends	0.160	0.160
Return of Capital	0.035	0.035
Special Cash Dividend	0.015	0.015
Scheme Consideration	0.110	0.110
<b>Total Returns</b>	<b>72.0%</b>	<b>83.9%</b>

**Notes:**

- (1) Closing price of Shares on 29 September 2022.  
 (2) Closing price of Shares on 29 September 2020.

Scheme Shareholders would have made a total return of 72.0 per cent. and 83.9 per cent. had they acquired the Shares and received dividends over a three (3)- and five (5)-year period respectively.

## What is the opinion of the Independent Financial Adviser and the recommendation of the Non-Conflicted Directors?

“Accordingly, after taking into account the above factors, we are of the opinion as of the date hereof that, on balance, the terms of the Scheme are **FAIR AND REASONABLE**.

Accordingly, we advise the Non-Conflicted Directors to recommend Shareholders to **vote in favour** of the Scheme.”

*- Opinion of Xandar Capital Pte. Ltd. (the IFA) on the Scheme*

“The Non-Conflicted Directors, having considered carefully the terms of the Scheme and the advice given by the IFA in the IFA Letter as set out in **Appendix B** to this Revised Scheme Document, recommend that Scheme Shareholders **VOTE IN FAVOUR** of the Scheme at the Scheme Meeting.”

*- Recommendation of the Non-Conflicted Directors (as defined herein)*

**The Scheme Shareholders should read and consider carefully this Revised Scheme Document in its entirety, in particular, the advice of the IFA in the IFA Letter as set out in Appendix B to this Revised Scheme Document, before deciding whether or not to vote in favour of the Scheme**

### What is required for the Scheme to be approved?

#### Headcount Condition

**> 50%**

More than 50% of the Scheme Shareholders present and voting either in person or by proxy at the Scheme Meeting must vote to approve the Scheme

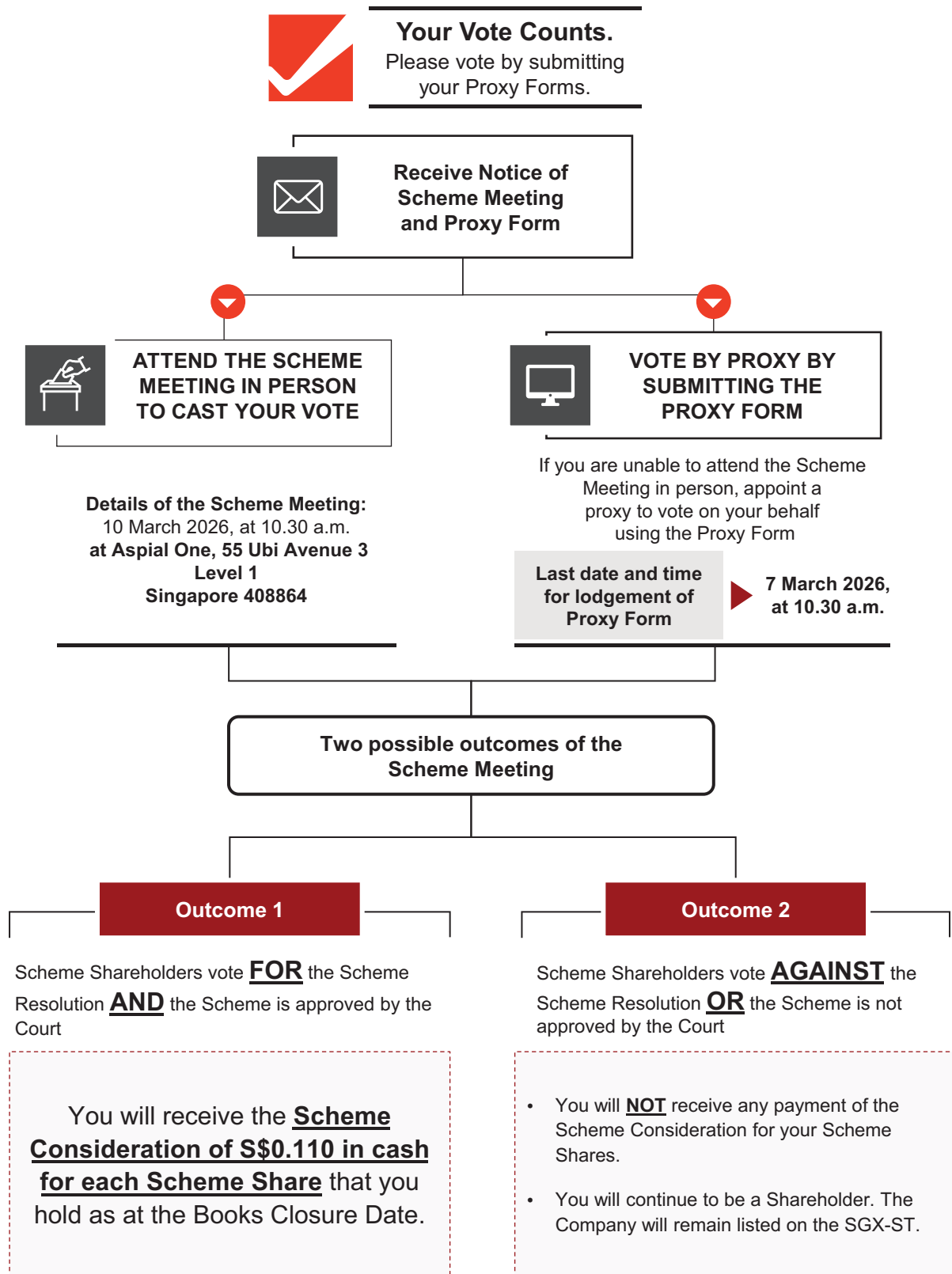
#### Share Count Condition

**≥ 75%**

Scheme Shareholders representing at least 75% in value of the Scheme Shares held by the Scheme Shareholders present and voting either in person or by proxy at the Scheme Meeting must vote to approve the Scheme

The Offeror and its concert parties, as well as the common substantial shareholders of the Offeror and its concert parties on one hand, and the Company on the other, will abstain from voting on the Scheme.

# How do I vote on the Scheme Resolution?



# What if I am unable to attend the Scheme Meeting?

If you are unable to attend the Scheme Meeting in person, you may appoint someone you know, or the Chairman of the Scheme Meeting, to vote on your behalf by completing and returning the Proxy Form.

1

## LOCATE THE PROXY FORM

The Proxy Form would have been despatched or made available to you together with the Notice of Scheme Meeting. It can also be obtained from the Share Registrar:

**Boardroom Corporate & Advisory Services Pte. Ltd.**  
1 Harbourfront Avenue  
#14-07 Keppel Bay Tower  
Singapore 098632  
Operating hours: Monday to Friday,  
8.30 a.m. to 5.30 p.m.

An electronic copy of the Proxy Form can be downloaded from the website of the SGXNet at the URL <http://www.sgx.com/securities/company-announcements/> and the Company's website at the URL <http://www.afgl.com.sg/>



2

## COMPLETE THE PROXY FORM

- I Fill in your name and particulars.
- II You may fill in the details of the appointee or leave this section blank. The Chairman of the Scheme Meeting will be the appointee if this section is left blank.
- III If you are a Shareholder who is not a relevant intermediary, you may only cast all the votes you hold at the Scheme Meeting in one way. If you wish to exercise all your votes **FOR**, **AGAINST** or to **ABSTAIN** on the Scheme Resolution, please indicate with a tick (✓) within the relevant box provided. **DO NOT TICK MORE THAN ONE (1) BOX.**
- IV If you are an individual, you or your attorney **MUST SIGN** and indicate the date. If you are a corporation, the proxy form must be executed under your common seal or under the hand of your duly authorised officer or attorney.
- V Indicate the number of Scheme Shares you hold.
- VI If you are a relevant intermediary, please refer to the Proxy Form for further details on the exercise of your votes.

The image shows a sample of the 'PROXY FORM FOR SCHEME MEETING'. It includes sections for:
 

- AF GLOBAL LIMITED** (Company Registration No. 197201188K)
- PROXY FORM FOR SCHEME MEETING**
- Fields for the shareholder's name and address.
- A table for voting on resolutions with columns for 'Scheme Resolution', 'Number of Votes For', 'Number of Votes Against', and 'Number of Votes Abstain'.
- A section for the appointee's details.
- A section for the shareholder's signature and date.
- A section for the number of shares held.

3

## RETURN THE COMPLETED PROXY FORM BY EMAIL OR BY POST

### If submitted electronically:

Scan and send the completed and signed Proxy Form in PDF format via email to the Share Registrar at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com)

OR

### If submitted by post:

Lodge the completed and signed Proxy Form at the office of the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632



The Proxy Form must reach the Share Registrar **NO LATER THAN 10.30 a.m. on Saturday, 7 March 2026**, being not less than 72 hours before the time fixed for holding the Scheme Meeting.

Persons (including SRS Investors) who hold Scheme Shares through relevant intermediaries who wish to vote at the Scheme Meeting should not use the Proxy Form and should instead approach their respective relevant intermediary, as soon as possible, to specify voting instructions.

## Important Information

You can check your holdings of Scheme Shares through your online CDP account or by contacting CDP at:

The Central Depository  
2 Shenton Way  
#02-02 SGX Centre I  
Singapore 068804  
Telephone: +65 6535 7511  
Fax: +65 6535 0775

**Opening hours**  
Monday to Friday:  
8.30 a.m. to 5.00 p.m.  
Saturday: 8.30 a.m. to 12.00 p.m.  
Closed on Sundays & Public Holidays

If you own Shares through a bank, broker or any other intermediaries, please contact them directly to determine your holdings of Shares.

If you are a SRS Investor, please consult your SRS Agent Bank for further information.

**The Scheme Meeting will be convened and held in a wholly physical format**

### IMPORTANT DETAILS OF THE SCHEME MEETING

Last date and time for lodgement of Proxy Form for the Scheme Meeting

7 March 2026, 10.30 a.m.

Date and time of the Scheme Meeting

10 March 2026, 10.30 a.m.

Venue of the Scheme Meeting

Aspial One  
55 Ubi Avenue 3  
Level 1  
Singapore 408864

**For enquiries, please contact any of the following:**

Operating hours: 9.00 a.m. to 6.00 p.m., Monday to Friday

**AF Global Investor Relations**

Email: AFGlobalEGM@afgl.com.sg  
Telephone: +65 8805 4963

**DBS Bank Ltd.**

Strategic Advisory  
Telephone: +65 6878 3913

### IMPORTANT NOTICE

THE INFORMATION PRESENTED IN THIS SECTION IS QUALIFIED IN ITS ENTIRETY BY, AND SHOULD BE READ IN CONJUNCTION WITH, THE FULL INFORMATION CONTAINED IN THE REST OF THIS REVISED SCHEME DOCUMENT. IF THERE SHOULD BE ANY INCONSISTENCY OR CONFLICT BETWEEN THE INFORMATION CONTAINED IN THIS SECTION AND THE INFORMATION CONTAINED IN THE REST OF THIS REVISED SCHEME DOCUMENT, THE INFORMATION CONTAINED IN THE REST OF THIS REVISED SCHEME DOCUMENT SHALL PREVAIL. NOTHING IN THIS SECTION IS INTENDED TO BE, OR SHALL BE TAKEN AS, ADVICE, A RECOMMENDATION OR AN OFFER TO, OR A SOLICITATION OF, ANY SHAREHOLDER OR ANY OTHER PARTY. SCHEME SHAREHOLDERS ARE ADVISED TO BE CAUTIOUS WHEN DEALING IN THEIR SCHEME SHARES AND NOT TO TAKE ANY ACTION IN RELATION TO THEIR SCHEME SHARES WHICH MAY NOT PROVE TO BE IN THEIR BEST INTERESTS.

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## DEFINITIONS

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In this Revised Scheme Document, the following definitions shall apply throughout unless the context otherwise requires:

“1HFY2025”	: The financial half-year period ended 30 June 2025
“15 January Scheme Document”	: The scheme document issued and despatched by the Company on 15 January 2026
“21 January Company Update Announcement”	: The update announcement made by the Company on 21 January 2026 in relation to, <i>inter alia</i> , the updates on the Company’s joint venture investment in Xuzhou, China, as set out in Appendix A to the 9 February Company Update Announcement
“9 February Company Update Announcement”	: The further update announcement made by the Company, on 9 February 2026 in relation to, <i>inter alia</i> , the updates on the Company’s joint venture investment in Xuzhou, China, as set out in <b>Appendix D</b> to this Revised Scheme Document
“Acquisition”	: The proposed acquisition by the Offeror of all the Scheme Shares to be effected by way of the Scheme on the terms and conditions of the Implementation Agreement
“ACRA”	: The Accounting and Corporate Regulatory Authority of Singapore
“Aspial”	: Aspial Corporation Limited
“Asset Repayment”	: Has the meaning given to it in paragraph 1.3(a)(iii) of the Letter to Shareholders
“Board”	: The board of directors of the Company
“Books Closure Date”	: The date to be announced by the Company (before the Effective Date) on which the Transfer Books and the Register of Members will be closed in order to determine the entitlements of the Scheme Shareholders in respect of the Scheme
“Business Day”	: A day (other than Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore for the transaction of normal banking business
“CDP”	: The Central Depository (Pte) Limited
“Code”	: The Singapore Code on Take-overs and Mergers
“Companies Act”	: Companies Act 1967 of Singapore, as amended or modified from time to time
“Company”	: AF Global Limited

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## DEFINITIONS

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<b>“Company Securities”</b>	: (a) Shares;  (b) securities which carry voting rights in the Company; and  (c) convertible securities, warrants, options or derivatives in respect of such Shares or securities
<b>“Compulsory Liquidation Resolution Agreement”</b>	: The compulsory liquidation resolution agreement dated 17 January 2026 entered into between LCLPL and the JV Partner
<b>“Conflicted Directors”</b>	: Mr Koh Wee Seng and Mr Periakaruppan Aravindan
<b>“Constitution”</b>	: The constitution of the Company, as amended, modified or supplemented from time to time
<b>“Court”</b>	: The General Division of the High Court of the Republic of Singapore, or where applicable on appeal, the Court of Appeal of the Republic of Singapore
<b>“Court Order”</b>	: The order of the Court sanctioning the Scheme under Section 210 of the Companies Act
<b>“CPF”</b>	: The Central Provident Fund of Singapore
<b>“CPF Act”</b>	: Central Provident Fund Act 1953 of Singapore, as amended or modified from time to time
<b>“CPF Agent Banks”</b>	: Agent banks included under the CPFIS
<b>“CPFIS”</b>	: CPF Investment Scheme
<b>“CPFIS Investors”</b>	: Investors who have purchased Shares using their CPF savings under the CPFIS
<b>“Cut-Off Date”</b>	: 8 April 2026, being the date falling six months from the Joint Announcement Date or such other date as may be agreed in writing between the Offeror and the Company
<b>“Deferment Announcement”</b>	: The joint announcement by the Offeror and the Company released on 21 January 2026 in relation, <i>inter alia</i> , to the deferment of the Scheme Meeting and issuance of this revised Scheme Document
<b>“Delisting”</b>	: The delisting and removal of the Company from the Official List of the SGX-ST after the Scheme becoming effective and binding in accordance with its terms
<b>“Directors”</b>	: The directors of the Company as at the Latest Practicable Date
<b>“Distribution”</b>	: All dividends, rights and other distributions (if any)

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## DEFINITIONS

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“Effective Date”	: The date on which the Scheme becomes effective and binding in accordance with its terms, and which date shall, in any event, be no later than the Cut-Off Date
“Encumbrances”	: All claims, charges, mortgages, security, pledges, liens, options, restrictions, equity, power of sale, hypothecation or other third party rights or interests, retention of title, rights of pre-emption, rights of first refusal or security interests of any kind or an agreement, arrangement or obligation to create any of the foregoing
“Entitled Scheme Shareholders”	: Scheme Shareholders as at 5.00 p.m. on the Books Closure Date
“Excluded Shareholders”	: Aspial and Mr Koh Wee Meng
“Explanatory Statement”	: The explanatory statement in compliance with Section 211 of the Companies Act as set out in <b>Appendix A</b> to this Revised Scheme Document
“FGL”	: Fragrance Group Limited
“FY”	: The financial year ended or ending 31 December, as the case may be
“FY2022”	: The financial year ended 31 December 2022
“FY2023”	: The financial year ended 31 December 2023
“FY2024”	: The financial year ended 31 December 2024
“FY2025”	: The financial year ended 31 December 2025
“FY2025 FS”	: The unaudited financial statements for FY2025
“FY2025 Results Deadline”	: 1 March 2026
“Governmental Authority”	: Any supranational, national, federal, state, municipal or local court, administrative, regulatory, fiscal or judicial agency, authority, body, commission, department, exchange, tribunal or entity, or other governmental, semi-governmental or quasi-governmental entity or authority, or any securities exchange, wherever located
“Group”	: The Company and its subsidiaries, and each, a “ <b>Group Company</b> ”
“Group PRC Holdco”	: Has the meaning given to it in paragraph 1.4(b)(iii) of the Letter to Shareholders
“Gulou Square”	: Has the meaning given to it in paragraph 1.3(a)(iii) of the Letter to Shareholders
“Hotel, Retail and Carpark Components”	: Has the meaning given to it in paragraph 1.3(b) of the Letter to Shareholders

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## DEFINITIONS

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“IFA”	: Xandar Capital Pte. Ltd., the independent financial adviser appointed by the Company pursuant to Rule 1309(2) of the Listing Manual, and the SIC Rulings as well as to advise the Non-Conflicted Directors under the Code as to whether the terms of the Scheme are fair and reasonable, for the purposes of the Non-Conflicted Directors making a recommendation to the Scheme Shareholders pursuant to the Scheme
“IFA Letter”	: The letter from the IFA to the Non-Conflicted Directors dated 23 February 2026 as set out in <b>Appendix B</b> to this Revised Scheme Document
“Implementation Agreement”	: The implementation agreement dated 8 October 2025 entered into between the Company and the Offeror setting out the terms and conditions on which the Acquisition and the Scheme will be implemented
“Joint Announcement”	: The joint announcement by the Company and the Offeror, released on 8 October 2025 in relation to, <i>inter alia</i> , the Acquisition and the Scheme
“Joint Announcement Date”	: 8 October 2025, being the date of the Joint Announcement
“JV Partner”	: Guangxi Yinjian Investment Co., Ltd. (广西银建投资股份有限公司)
“JV Partner Undertaking”	: Has the meaning given to it in paragraph 1.4(b)(viii) of the Letter to Shareholders
“Knight Frank Disposal”	: The sale of the Company’s entire 55 per cent. equity interest in Knight Frank Pte Ltd on 17 October 2025
“KWM”	: Mr Koh Wee Meng
“KWMLCo”	: JK Global Investment Pte. Ltd.
“KWS”	: Mr Koh Wee Seng
“Latest Practicable Date”	: 11 February 2026, being the latest practicable date prior to the printing of this Revised Scheme Document
“LCLPL”	: L.C. Logistics Pte Ltd, a wholly-owned subsidiary of the Company
“LCLPL Undertaking”	: Has the meaning given to it in paragraph 1.4(b)(vii) of the Letter to Shareholders
“Letter to Shareholders”	: The letter from the Company to the Shareholders as set out on pages 15 to 42 of this Revised Scheme Document
“Listing Manual”	: The listing manual of the SGX-ST, as amended, modified or supplemented from time to time
“Market Day”	: A day on which the SGX-ST is open for the trading of securities
“MAS”	: Monetary Authority of Singapore
“NAV”	: Net Asset Value

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## DEFINITIONS

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“Non-Conflicted Directors”	: The Directors who are considered independent for the purposes of making a recommendation to the Scheme Shareholders in respect of the Scheme under the Code, namely all the Directors excluding the Conflicted Directors (being Mr Koh Wee Seng and Mr Periakaruppan Aravindan)
“Notice of Scheme Meeting”	: The notice of the Scheme Meeting as set out in <b>Appendix R</b> to this Revised Scheme Document
“Offeror Concert Party Group”	: The Offeror and persons acting or presumed to be acting in concert with the Offeror in relation to the Acquisition and the Scheme (which, for the avoidance of doubt, includes the Excluded Shareholders)
“Offeror Securities”	: (a) Offeror Shares; (b) securities which carry voting rights in the Offeror; and (c) convertible securities, warrants, options or derivatives in respect of such Offeror Shares or securities
“Offeror Shares”	: Ordinary shares in the capital of the Offeror
“Offeror’s Financial Adviser”	: DBS Bank Ltd.
“Offeror’s Letter”	: The letter from the Offeror to the Scheme Shareholders as set out in <b>Appendix C</b> to this Revised Scheme Document
“Overseas Shareholders”	: Scheme Shareholders whose addresses are outside Singapore, as shown on the Register of Members, or as the case may be, in the records of the CDP
“Original Consideration”	: Has the meaning given to it in paragraph 1.3(a)(i) of the Letter to Shareholders
“Parties”	: The parties to the Implementation Agreement, being the Company and the Offeror, and “Party” means any one of them
“PRC”	: The People’s Republic of China
“Prescribed Occurrence”	: Any of the events set out in <b>Appendix K</b> to this Revised Scheme Document
“Previous Xuzhou Announcements”	: The announcements dated 5 September 2025, 24 November 2025 and 26 December 2025 made by the Company regarding the ongoing liquidation of XZYJLC
“Proxy Form”	: The accompanying proxy form for the Scheme Meeting as set out in this Revised Scheme Document
“Register of Members”	: The register of members of the Company
“Relevant Assets”	: Has the meaning given to it in paragraph 1.3(a)(iii) of the Letter to Shareholders

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## DEFINITIONS

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- “Relevant Assets Write-down”** : Has the meaning given to it in paragraph 1.3(b)(ii) of the Letter to Shareholders
- “Relevant Date”** : The date falling on the Business Day immediately preceding the Effective Date
- “relevant intermediary”** : (a) A banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the SFA, and who holds Shares in that capacity; or
- (c) the Central Provident Fund Board established by the CPF Act, in respect of shares purchased under the subsidiary legislation made under the CPF Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation
- “Relevant Transaction Agreements”** : Has the meaning given to it in paragraph 1.3(c) of the Letter to Shareholders
- “Resolution Disposal”** : Has the meaning given to it in paragraph 1.3(a)(i) of the Letter to Shareholders
- “Resolution Shares”** : Has the meaning given to it in paragraph 1.3(a)(i) of the Letter to Shareholders
- “Revised Scheme Document”** : This document dated 23 February 2026 (and any other document(s) which may be issued by or on behalf of the Company to the Shareholders to amend, revise, supplement or update the document(s) from time to time) containing, *inter alia*, the Scheme, the Explanatory Statement, the revised Notice of Scheme Meeting and the Proxy Form
- “RMB”** : The lawful currency of the People’s Republic of China
- “S\$” or “SGD” and “cents”** : Singapore dollars and cents respectively, being the lawful currency of Singapore
- “Scheme”** : The scheme of arrangement under Section 210 of the Companies Act dated 23 February 2026 as set out in **Appendix Q** to this Revised Scheme Document (as may be amended or modified from time to time)
- “Scheme Conditions”** : The conditions precedent in the Implementation Agreement which must be satisfied (or, where applicable, waived) by the Cut-Off Date for the Scheme to be implemented and which are reproduced in **Appendix J** to this Revised Scheme Document

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## DEFINITIONS

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“Scheme Consideration”	: S\$0.11 in cash per Scheme Share
“Scheme Meeting”	: The meeting of the Scheme Shareholders to be convened at the direction of the Court to consider and, if thought fit, to approve the Scheme (and shall include any adjournment or deferment thereof), notice of which is set out in <b>Appendix R</b> to this Revised Scheme Document
“Scheme Resolution”	: The resolution relating to the Scheme referred to in the Notice of Scheme Meeting dated 23 February 2026 set out in <b>Appendix R</b> to this Revised Scheme Document
“Scheme Shares”	: Shares other than those already directly held by the Excluded Shareholders
“Scheme Shareholders”	: Shareholders other than the Excluded Shareholders
“Securities Account”	: The relevant securities account maintained by a depositor with CDP but does not include a securities sub-account
“Securities and Futures Act” or “SFA”	: Securities and Futures Act 2001 of Singapore, as amended or modified from time to time
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“SGX-ST Delisting Approval”	: The advice by the SGX-ST that it has no objections to the Company’s application to delist from the Official List of the SGX-ST in connection to its proposed privatisation by way of the Scheme
“SGXNet”	: A system network used by listed companies to send information and announcements to the SGX-ST, or any other system network prescribed by the SGX-ST
“Share Registrar”	: Boardroom Corporate & Advisory Services Pte. Ltd. with its registered office at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, the share registrar of the Company
“Shareholders”	: Persons who are registered as holders of the Shares in the Register of Members and where such person is CDP, Depositors who have Shares entered against their names in the Depository Register
“Shares”	: The issued and paid-up ordinary shares in the capital of the Company
“SIAS Dialogue Session”	: The information session to be held by the Company prior to the Scheme Meeting with the Securities Investors Association (Singapore) as moderator
“SIAS Dialogue Registration Deadline”	: The deadline for Shareholders to register for the SIAS Dialogue Session, being 5.00 p.m. on Friday, 27 February 2026

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## DEFINITIONS

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“SIC”	: Securities Industry Council of Singapore
“SIC Application”	: The application made by the Offeror to the SIC to seek the SIC’s rulings and confirmations on certain matters in relation to the Acquisition and the Scheme
“SIC Rulings”	: The rulings obtained from the SIC on 30 September 2025 pursuant to the SIC Application as set out in paragraph 7.2 of the Letter to Shareholders
“SRS”	: Supplementary Retirement Scheme
“SRS Agent Banks”	: Agent banks included under the SRS
“SRS Investors”	: Investors who have purchased Shares using their SRS contributions pursuant to the SRS
“Subject Property”	: The hotel property known as Holiday Inn Resort Phuket located in Phuket, Thailand, the largest asset in the Group’s portfolio of properties in the hospitality sector
“Surviving Provisions”	: Clauses 1, 4.4, 8, 9 and 11 (excluding Clauses 11.1 and 11.8) of the Implementation Agreement which will survive the termination of the Implementation Agreement
“Taxes” or “Taxation”	: All forms of taxation whether of Singapore or elsewhere including all state or local taxation, past, present and deferred (including without limitation, income tax (including net income and gross income), corporate, value added, goods and services, occupation, real and personal property, social security, gross receipts, sales, use, ad valorem, franchise, profits, licence, withholding, payroll, employment, excise, severance, occupation, premium or windfall profit taxes, estate duty, stamp duty, customs and other import or export duties), or charges of any kind whatsoever, estimated and other taxes, together with any interest and levies and all penalties, charges, costs and additions to tax, payable by or due from each of the members of the Group or any additional amounts imposed by any government, Governmental Agency, statutory body or any revenue authority, upon a member of the Group
“Transfer Books”	: The transfer books of the Company
“Termination Date”	: Has the meaning given to it in paragraph 9 of the Letter to Shareholders
“Valuation Letter”	: The valuation letter from the Valuer in respect of the Subject Property, a copy of which is set out in <b>Appendix F</b> to this Revised Scheme Document
“Valuer”	: The independent valuer commissioned by the Company to conduct independent updated property valuation of the Subject Property as at 31 December 2025 for the purposes of the Scheme, being SG&R Singapore Pte Ltd

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## DEFINITIONS

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“Warranties”	: The representations and warranties made by the Offeror in Schedule 3 to the Implementation Agreement set out in <b>Appendix L</b> to this Revised Scheme Document or the representations and warranties made by the Company in Schedule 3 to the Implementation Agreement set out in <b>Appendix M</b> to this Revised Scheme Document, and “Warranty” means any one of them
“Xuzhou Updates”	: Has the meaning given to it in paragraph 1.3 of the Letter to Shareholders
“XZRES”	: Xuzhou Sancai Real Estate Sales Agency Co., Ltd. (徐州三才房地产销售代理有限公司)
“XZRES Disposal”	: Has the meaning given to it in paragraph 1.4(a) of the Letter to Shareholders
“XZRES Settlement Amount”	: Has the meaning given to it in paragraph 1.3(a)(v) of the Letter to Shareholders
“XZYJLC”	: Xuzhou Yinjian LumChang Real Estate Development Co., Ltd
“XZYJLC Debt”	: Has the meaning given to it in paragraph 1.3(a)(ii)(B) of the Letter to Shareholders
“%” or “per cent.”	: Per centum or percentage

The terms “**acting in concert**” and “**concert parties**” shall have the meanings ascribed to them in the Code.

The terms “**depositor**”, “**Depository Agent**”, “**Depository Register**” and “**sub-account holder**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The terms “**subsidiary**” and “**related corporation**” shall have the meanings ascribed to them in Sections 5 and 6 of the Companies Act.

The headings in this Revised Scheme Document are for ease of reference only and shall be ignored in construing this Revised Scheme Document.

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

Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Listing Manual or the Code or any modification thereof and used in this Revised Scheme Document shall, where applicable, have the same meaning assigned to it under the Companies Act, the SFA, the Listing Manual or the Code or any modification thereof, as the case may be, unless otherwise provided.

Any reference to any document or agreement shall include a reference to such document or agreement as amended, modified, supplemented and/or varied from time to time.

Any reference to a time of day and date in this Revised Scheme Document shall be a reference to Singapore time of day and date respectively, unless otherwise specified.

For the avoidance of doubt, where in this Revised Scheme Document there is a reference to an event occurring on, as at, prior to or from the date of the Implementation Agreement, such date means 8 October 2025.

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## DEFINITIONS

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Unless otherwise specified, all currency translations of RMB to S\$ in this Revised Scheme Document shall be based on an exchange rate of RMB100.00:S\$18.48, being the daily exchange rate published by the Monetary Authority of Singapore as at 16 January 2026.

In this Revised Scheme Document, a symbol 'x' that immediately follows a number, is a reference to the times or multiplication of that number. Any discrepancies in figures included in this Revised Scheme Document between the listed amounts shown and the totals thereof and/or the respective percentages are due to rounding. Accordingly, figures shown as totals in this Revised Scheme Document may not be an arithmetic aggregation of the figures that precede them.

In this Revised Scheme Document, the total number of Shares as at the Latest Practicable Date is 1,055,639,464. Unless stated otherwise, all references to percentage shareholding in the capital of the Company in this Revised Scheme Document are based on 1,055,639,464 Shares in the issued share capital of the Company as at the Latest Practicable Date.

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## FORWARD-LOOKING STATEMENTS

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### Forward-Looking Statements

All statements other than statements of historical facts included in this Revised Scheme Document are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror’s or the Company’s (as the case may be) current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Given the risks and uncertainties that may cause actual results or outcomes to differ materially from those expressed or implied in such forward-looking statements, shareholders and investors of the Offeror and the Company should not place undue reliance on such forward-looking statements, and none of the Offeror and the Company, the Offeror’s Financial Adviser and the IFA undertakes any obligation to update publicly or revise any forward-looking statements.

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## EXPECTED TIMETABLE

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The timetable for the events which are scheduled to take place and the Scheme Meeting is indicative only and is subject to change. Any changes (including any determination of the relevant dates) to the timetable below will be announced. Please refer to future SGXNet announcement(s) by the Company for the exact dates of these events. All dates and times referred to above are Singapore dates and times.

### SCHEME MEETING

Notice of Scheme Meeting	:	23 February 2026
Last date and time for submission of all substantial and relevant questions in advance of the Scheme Meeting	:	2 March 2026, 10.30 a.m.
SIAS Dialogue Session <sup>(1)</sup>	:	3 March 2026, 10.30 a.m.
Last date and time for the Company's responses to all substantial and relevant questions received from Scheme Shareholders	:	5 March 2026, 10.30 a.m.
Last date and time for lodgement of Proxy Form for the Scheme Meeting	:	7 March 2026, 10.30 a.m. <sup>(2)(3)</sup>
Date and time of Scheme Meeting	:	10 March 2026, 10.30 a.m.
Venue of Scheme Meeting	:	Aspial One 55 Ubi Avenue 3 Level 1 Singapore 408864
Expected date of Court hearing of the application to sanction the Scheme	:	On or around 25 March 2026 <sup>(4)</sup>
Expected last day of trading of the Shares	:	On or around 26 March 2026
Expected Books Closure Date	:	On or around 7 April 2026, 5.00 p.m.
Expected Effective Date	:	On or around 8 April 2026 <sup>(5)</sup>
Expected date for the payment of the Scheme Consideration	:	On or around 17 April 2026 <sup>(6)</sup>
Expected date for the Delisting of the Shares	:	On or around 24 April 2026 <sup>(7)</sup>

### Notes:

- (1) The Company intends to hold an information session in respect of the Scheme with the Scheme Shareholders, with the Securities Investors Association (Singapore) as the moderator. The SIAS Dialogue Session will be held in-person only. Pre-registration is compulsory and Scheme Shareholders must register for the SIAS Dialogue Session latest by 5.00 p.m. on Friday, 27 February 2026 (Singapore Time).
- (2) Scheme Shareholders are requested to lodge the Proxy Form for the Scheme Meeting in accordance with the instructions contained therein not less than 72 hours before the time appointed for the Scheme Meeting.
- (3) All Proxy Forms for the Scheme Meeting must be submitted to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
  - (a) if submitted by post, be lodged at the office of the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted via electronic mail, attach clear, scanned and signed PDF copy to the Share Registrar at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com),

in either case, by 10.30 a.m. on Saturday, 7 March 2026 being 72 hours before the time fixed for the Scheme Meeting in the case of Proxy Form.

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## EXPECTED TIMETABLE

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The Proxy Forms can be downloaded from SGXNet at the URL <https://www.sgx.com/securities/company-announcements/> or the Company's website at the URL <https://www.afgl.com.sg/>.

A Scheme Shareholder who wishes to submit a Proxy Form must first complete and sign the relevant Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

- (4) The date of the Court hearing of the application to sanction the Scheme will depend on the date that is allocated by the Court.
- (5) On the basis that all the Scheme Conditions have been satisfied or, as the case may be, waived in accordance with the Implementation Agreement and the Court Order is lodged with ACRA pursuant to Section 210(5) of the Companies Act by the Company. The Scheme will only become effective if all the Scheme Conditions (a list of which is set out in **Appendix J** of this Revised Scheme Document) have been satisfied or, as the case may be, waived in accordance with the Implementation Agreement and a copy of the Court Order has been lodged with ACRA.
- (6) Assuming that the Effective Date is on 8 April 2026.
- (7) The Delisting is conditional upon the SGX-ST Delisting Approval.

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## CORPORATE INFORMATION

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<b>DIRECTORS OF THE COMPANY</b>	: Mr Koh Wee Seng (Non-Independent Non-Executive Chairman) Mr Chay Yue Kai (Executive Director and Chief Executive Officer) Mr Roy Yeo Kan Kiang (Lead Independent Non-Executive Director) Mr Yeo Wee Kiong (Independent Non-Executive Director) Ms Pan Pei Say (Independent Non-Executive Director) Mr Periakaruppan Aravindan (Non-Independent Non-Executive Director)
<b>COMPANY SECRETARY</b>	: Mr Lim Swee Ann
<b>REGISTERED OFFICE</b>	: 55 Ubi Avenue 3 #04-01 Singapore 408864
<b>SHARE REGISTRAR</b>	: Boardroom Corporate & Advisory Services Pte. Ltd. 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632
<b>LEGAL ADVISER TO THE COMPANY</b>	: Venture Law LLC 80 Raffles Place #59-01 UOB Plaza 1 Singapore 048624
<b>INDEPENDENT FINANCIAL ADVISER TO THE NON-CONFLICTED DIRECTORS</b>	: Xandar Capital Pte. Ltd. 3 Shenton Way #24-02 Shenton House Singapore 068805
<b>AUDITOR</b>	: Ernst & Young LLP One Raffles Quay North Tower Level 18 Singapore 048583

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## LETTER TO SHAREHOLDERS

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### AF GLOBAL LIMITED

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

**Directors:**

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

**Registered Office:**

55 Ubi Avenue 3  
#04-01  
Singapore 408864

23 February 2026

To: The Shareholders of AF Global Limited

Dear Sir/Madam

**PROPOSED ACQUISITION BY AFG INVESTMENT PTE. LTD. OF ALL THE ISSUED AND PAID-UP SHARES IN THE CAPITAL OF AF GLOBAL LIMITED (OTHER THAN THE SHARES ALREADY HELD BY THE EXCLUDED SHAREHOLDERS) BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 210 OF THE COMPANIES ACT 1967 OF SINGAPORE**

#### 1. INTRODUCTION

##### 1.1 Joint Announcement of the Acquisition and the Scheme

On 8 October 2025, the Company and the Offeror jointly announced the proposed acquisition of all the Scheme Shares, being all Shares (other than Shares already held by the Excluded Shareholders) for consideration of payment to the Scheme Shareholders of the aggregate Scheme Consideration of S\$31,755,094.69<sup>1</sup>, which will be effected by the Company by way of a scheme of arrangement in accordance with Section 210 of the Companies Act and the Code.

A copy of the Joint Announcement is available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements/>.

##### 1.2 Despatch of Scheme Document on 15 January 2026

Pursuant to the Joint Announcement, the 15 January Scheme Document was issued and despatched on 15 January 2026 by the Company to the Shareholders.

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<sup>1</sup> Based on the Scheme Consideration of S\$0.11 in cash per Scheme Share and 288,682,679 Scheme Shares held by the Scheme Shareholders as at the Latest Practicable Date and assuming that no further Scheme Shares are issued between the Latest Practicable Date and the Effective Date.

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### 1.3 Deferment Announcement

On 21 January 2026, the Offeror and the Company jointly announced (the “**Deferment Announcement**”) that due to the update on the Group’s joint venture in Xuzhou, China (the “**Xuzhou Updates**”) announced by the Company on 21 January 2026 (the “**21 January Company Update Announcement**”), the Company intends to defer the scheme meeting originally scheduled at 10.30 a.m. (Singapore Time) on 5 February 2026 to update the information in the 15 January Scheme Document and issue a revised scheme document. **This Revised Scheme Document supersedes the 15 January Scheme Document. In deciding whether to vote for or against the Scheme in the Scheme Meeting, Scheme Shareholders should only consider the information in this Revised Scheme Document and disregard the 15 January Scheme Document.**

The Xuzhou Updates are as follows:

- (a) **Compulsory Liquidation Resolution.** With the endorsement of the appointed liquidator for the liquidation of XZYJLC, LCLPL, which holds 55% of the interests in XZYJLC, had on 17 January 2026 entered into a compulsory liquidation resolution agreement dated 17 January 2026 (the “**Compulsory Liquidation Resolution Agreement**”) with the JV Partner which holds the remaining 45% equity interests in XZYJLC, whereby LCLPL and the JV Partner agreed to undertake, among others, the following with the objectives of concluding the liquidation of XZYJLC and to discontinue all legal disputes between LCLPL and the JV Partner.
- (i) LCLPL will transfer its shares in XZYJLC (representing 55% equity interests) (the “**Resolution Shares**”) to the JV Partner (the “**Resolution Disposal**”) for a consideration of RMB142 million (approximately S\$26.24 million) (the “**Original Consideration**”). In arriving at the Original Consideration, the Company has taken into account, among others, that (i) XZYJLC is under compulsory liquidation at the order of the relevant court in the PRC, (ii) there is uncertainty as to what the true intrinsic value of the Resolution Shares should be given the prolonged downturn in the PRC’s property market, and no bid was received for the assets of XZYJLC despite multiple rounds of public auction for its assets at substantial discounts to their fair value, (iii) accepting the Resolution Disposal at the Original Consideration will allow the Company to reach an acceptable and expedient resolution to the liquidation of XZYJLC and the Company can avoid further losses arising from resources expended on the liquidation process, and (iv) the last auction in respect of the Relevant Assets (as defined below) concluded on 25 December 2025 without any bids when the reserve price was pegged at 60% of (or a discount of 40% to) their fair value;
- (ii) the Original Consideration shall be satisfied as follows:
- (A) RMB44.99 million (approximately S\$8.31 million) payable by the JV Partner to LCLPL in cash; and
- (B) the balance RMB97.01 million (approximately S\$17.93 million) shall be satisfied by the assignment of a debt of a same amount owing by XZYJLC to the JV Partner, to LCLPL (the “**XZYJLC Debt**”);
- (iii) in repayment of the XZYJLC Debt, XZYJLC shall transfer to LCLPL the ownership of 239 office units and 64 carpark lots (the “**Relevant Assets**”) in the mixed-use development located in Gulou District of Xuzhou, China (“**Gulou Square**”) which are currently held by XZYJLC (the “**Asset Repayment**”);

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- (iv) LCLPL and the JV Partner shall discontinue all litigation proceedings against each other in connection with their investments in XZYJLC, which had resulted in the compulsory liquidation of XZYJLC by the relevant court in the PRC; and
- (v) XZYJLC shall pay XZRES RMB9.70 million (approximately S\$1.79 million) (the “**XZRES Settlement Amount**”) in settlement of the debt owed by XZYJLC to XZRES. XZRES is engaged in the business of marketing real estate, and the Group has a 55% equity interest in it, while the JV Partner owns the remaining 45%. XZRES will use the XZRES Settlement Amount to pay various expenses and taxes incurred by XZRES, which have yet to be determined. It is therefore unclear what the balance amount of the XZRES Settlement Amount may be, if any, or when any such balance will be paid to the Group.

For the avoidance of doubt, the Group will effectively be paid RMB44.99 million (approximately S\$8.31 million) in cash, and have the ownership titles to the Relevant Assets transferred to the Group upon completion of the Resolution Disposal, in exchange for the transfer of the Resolution Shares to the JV Partner.

- (b) **Valuation of the Relevant Assets and Potential Write-down.** For the purpose of the Asset Repayment, LCLPL and the JV Partner agreed in the Compulsory Liquidation Resolution Agreement that the Relevant Assets shall be valued at the amount of the XZYJLC Debt, which is at approximately 60% of (or a discount of 40% to) the fair value of the Relevant Assets. This valuation of the Relevant Assets is based on the reserve price of the last auction undertaken in respect of the Relevant Assets, which concluded on 25 December 2025 without any bids. For the avoidance of doubt, this auction of the Relevant Assets is different from the auctions previously announced in the Previous Xuzhou Announcements, which were in relation to the auctions of the hotel tower and certain retail units and carpark lots of Gulou Square (the “**Hotel, Retail and Carpark Components**”).
  - (i) In relation to the disclosures referencing a “70% discount” in the following documents:
    - (A) the Previous Xuzhou Announcement dated 26 December 2025 by the Company which indicated a reserve price likely pegged at up to a 70% discount to the fair value of the Hotel, Retail and Carpark Components (defined as “Auction Components” in the said announcement), as no bids were received at a 60% discount to the fair value of the Hotel, Retail and Carpark Components in the fifth round of auction, if the parties decide to proceed with another round of auction in 2026. In addition, for illustrative purposes only, the Board has assessed the impact, assuming that there will be a bid at the reserve price of 70% discount to the fair value for all of the Hotel, Retail and Carpark Components and the other remaining components of the Xuzhou Investment; and
    - (B) the 15 January Scheme Document (including its appendices), which includes various references to a 70% discount to the fair value of the Xuzhou Investment or disclosures to similar effect,

the “70% discount” referred to in the disclosures are with reference to all components of Gulou Square under the Xuzhou Investment, including the Hotel, Retail and Carpark Components and the Relevant Assets. As the Hotel, Retail and Carpark Components collectively comprised around 81% of the fair value of XZYJLC’s investment in Gulou Square, the Company was, at that time when the documents referred to above were issued, of the view that all other components

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in the Xuzhou Investment (i.e. other than the Hotel, Retail and Carpark Components) would likely go through further rounds of auctions with lower reserve prices and similar to the Hotel, Retail and Carpark Components, would likely reach 40% of (or a discount of 60% to) their fair value without receiving any bid. The pro forma financial effects assuming a reserve price that was at a 70% discount to fair value was therefore applied to all components of the Xuzhou Investment (and not just the Hotel, Retail and Carpark Components).

- (ii) Although the Company and the JV Partner agreed to value the Relevant Assets at 60% of (or a discount of 40% to) their fair value (being pegged to the reserve price of the last auction in respect of the Relevant Assets which concluded on 25 December 2025 without any bids) for the purpose of the Asset Repayment, the Company made further assessments on the value at which the Group may dispose of the Relevant Assets in the future. These assessments were made without reference to the auction results of the Hotel, Retail and Carpark Components as the Group will cease to hold any interest in these components upon completion of the Resolution Disposal. Based on the aforesaid assessments, the Company determined that the most efficient course of action is to market and dispose of the Relevant Assets on a bulk sale basis (i.e. sale of one or more portfolios each comprising all or multiple office units and/or carpark lots comprised in the Relevant Assets) after the completion of the Resolution Disposal. Marketing each office unit and carpark lot individually may run the risk of incurring excessive marketing fees and expenses which may negatively impact the overall sale price of the Relevant Assets. However, given that the last auction of the Relevant Assets at 60% of their fair value did not result in any bid, the Company is cognisant that further discounts may be required to sell all the Relevant Assets on a bulk sale basis. Therefore, the Company is considering writing down up to an additional 10% to the fair value of the Relevant Assets, being S\$2.99 million (the “**Relevant Assets Write-down**”), such that the book value of the Relevant Assets recognised in the Group’s accounts upon completion of the Resolution Disposal will be at 50% of (or a discount of 50% to) their fair value. Shareholders should note that this is a preliminary view, and remains subject to, among others, further assessments and discussions with its advisors and auditors. The Company will make an announcement to inform Shareholders should it decide to proceed with the Relevant Assets Write-down upon completion of the Resolution Disposal.
  
- (c) **Other Agreements to be entered into.** The Compulsory Liquidation Resolution Agreement sets out the framework pursuant to which the Resolution Disposal will be undertaken and to conclude the liquidation of XZYJLC and the legal proceedings against each other between LCLPL and the JV Partner. To fully implement the processes agreed in the Compulsory Liquidation Resolution Agreement, LCLPL will need to enter into, among others, the following agreements (the “**Relevant Transaction Agreements**”):
  - (i) an equity transfer agreement with the JV Partner for the transfer of the Resolution Shares to the JV Partner in consideration of the Original Consideration;
  - (ii) a creditor’s rights transfer agreement with the JV Partner and XZYJLC for the assignment of the XZYJLC Debt to LCLPL; and
  - (iii) an assets-for-debt settlement agreement with XZYJLC for the Asset Repayment involving the transfer of the ownership titles of the Relevant Assets from XZYJLC to LCLPL.

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- (d) **Rationale for the Resolution Disposal.** The compulsory liquidation of XZYJLC commenced in September 2023 and has been on-going for more than two years. The Liquidator had undertaken multiple rounds of auctions to sell various components of Gulou Square which are owned by XZYJLC without success. In the latest rounds of auction, the auction for the Relevant Assets closed without receiving any bids when the auction was pegged at 60% of (or a discount of 40% to) the fair value of the Relevant Assets, while the auction for the Hotel, Retail and Carpark Components closed without receiving any bids, when the auction was pegged at 40% of (or a discount of 60% to) the fair value of the Hotel, Retail and Carpark Components. Since the commencement of the disputes with the JV Partner in 2017 which led to commencement of legal proceedings in 2018, the Group has incurred substantial amounts in various fees and expenses to pay lawyers, the courts and other relevant parties. The Resolution Disposal therefore provides the Group with the opportunity to (i) finally conclude and settle the longstanding disputes and claims between the Group and the JV Partner, (ii) recover part of its investments in XZYJLC and to stop incurring additional fees and expenses and committing additional resources in connection with the liquidation and legal process, and (iii) allow the Company to focus on growing its remaining businesses.

A copy of the Deferment Announcement is available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements/>.

### 1.4 Update on the Resolution Disposal

- (a) **Updates on the Xuzhou Investment.** On 9 February 2026, the Company announced further developments in relation to the Resolution Disposal (the “**9 February Company Update Announcement**”). Further to discussions with the JV Partner and the Liquidator during the negotiations of the Relevant Transaction Agreements, it was decided that the joint venture between the Group and the JV Partner in XZRES should be finally determined as part of the liquidation of XZYJLC, and the parties agreed that in addition to the Resolution Disposal, Hillgate Investment Pte Ltd shall transfer its 55% equity interest in XZRES to the JV Partner for a consideration of RMB 5.0 million (approximately S\$0.92 million) (the “**XZRES Disposal**”).
- (b) **Relevant Transaction Agreements and other agreements.** On 6 February 2026, the following Relevant Transaction Agreements and other agreements have been entered into by the relevant parties in connection with the Resolution Disposal and the XZRES Disposal:
- (i) an equity transfer agreement dated 6 February 2026 between LCLPL and the JV Partner and XZYJLC for the transfer of the Original Resolution Shares to the JV Partner in consideration of the Original Consideration;
  - (ii) a creditor's rights transfer agreement dated 6 February 2026 between LCLPL and the JV Partner and XZYJLC for the assignment of the XZYJLC Debt to LCLPL;
  - (iii) an assets-for-debt settlement agreement dated 6 February 2026 between LCLPL and the JV Partner and XZYJLC for the Asset Repayment involving the transfer of the ownership titles of the Relevant Assets from XZYJLC to a wholly-owned subsidiary of the Company incorporated under the laws of the PRC (the “**Group PRC Holdco**”);
  - (iv) a memorandum dated 6 February 2026 between XZRES, Hillgate Investment Pte Ltd and Beijing Sancai Investment Co., Ltd. (北京三才投资有限公司), an affiliate of the JV Partner, regarding the proposed transfer of the Group's

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equity interests in XZRES to the JV Partner. Hillgate Investment Pte Ltd is a wholly-owned subsidiary of the Group which holds the 55% interest XZRES, with the JV Partner holding the remaining 45%;

- (v) a memorandum dated 6 February 2026 between LCLPL, the JV Partner and XZYJLC pursuant to which the parties thereto agreed, among others, that between the date of transfer of the Resolution Shares from LCLPL to the JV Partner and the date of completion of the transfer of the Relevant Assets from XZYJLC to the Group PRC Holdco, any income during the aforementioned period shall be owned by XZYJLC (including but not limited to the interest, rental income, interest income generated from bank deposits, accounts receivable collection payments, and cost expenses generated from all assets owned by XZYJLC) and any expenses shall be borne by XZYJLC;
  - (vi) a memorandum dated 6 February 2026 between LCLPL, the JV Partner and XZYJLC, pursuant to which the parties thereto agreed, among others, that LCLPL shall be responsible for taxes as transferee (via the Group PRC Holdco) of the Relevant Assets, and shall not be responsible for any tax or fees applicable to XZYJLC as the transferor of the Relevant Assets or the transfer by the JV Partner of the XZYJLC Debt to LCLPL;
  - (vii) a declaration and undertaking letter dated 6 February 2026 from LCLPL to the relevant court in the PRC having oversight of the liquidation of XZYJLC, the JV Partner and XZYJLC (the “**LCLPL Undertaking**”); and
  - (viii) a declaration and undertaking letter dated 6 February 2026 from the JV Partner to the relevant court in the PRC having oversight of the liquidation of XZYJLC, XZYJLC and LCLPL (the “**JV Partner Undertaking**”).
- (c) **Termination.** Each of Relevant Transaction Agreements provides that if LCLPL or the JV Partner fails to perform their obligations in a timely manner or otherwise breaches their obligations under the Compulsory Liquidation Resolution Agreement, the Relevant Transaction Agreements, the LCLPL Undertaking or the JV Partner Undertaking (as applicable), the Liquidator may terminate the arrangements on the Resolution Disposal, and may revert back to the prior arrangement of liquidating the assets of XZYJLC by way of public auctions.

For more details on the Resolution Disposal and the XZRES Disposal, including the principal terms of the key terms of the Relevant Transaction Agreements and the other agreements in connection with the XZRES Disposal, a copy of each of the 21 January Company Update Announcement and the 9 February Company Update Announcement is available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements/>, and is also set out in **Appendix D** to this Revised Scheme Document.

### 1.5 Application for Waiver of Rule 1014(2) of the Listing Manual

As disclosed in the 21 January Company Update Announcement, the Resolution Disposal is considered a major transaction under Chapter 10 of the Listing Manual. As the Resolution Disposal is part of the compulsory liquidation process ordered by the PRC court and administered by the Liquidator which is appointed by the PRC court, it is different from disposals occurring as part of business operations, whether in the ordinary course of business or otherwise.

The Company has submitted a waiver application to the SGX-ST for a waiver of the requirement under Rule 1014(2) of the Listing Manual for the Resolution Disposal to be made conditional upon approval of the Shareholders of the Company in a general meeting.

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Scheme Shareholders should note that whether the SGX-ST grants the waiver of the requirement under Rule 1014(2) of the Listing Manual is independent of the Scheme. In the event that the SGX-ST does not grant the waiver, a separate extraordinary general meeting of Shareholders will be convened for the purpose of approving the Resolution Disposal. The Scheme Meeting will be expected to proceed regardless of the outcome of the Company's application for the abovementioned waiver.

### 1.6 Deferral of the SIAS Dialogue

In the Deferral Announcement, the Offeror and the Company also announced that the SIAS Dialogue Session originally scheduled for 10.30 a.m. on 27 January 2026 will be deferred.

The deferred SIAS Dialogue Session has been scheduled at 10.30 a.m. on Tuesday, 3 March 2026. The invitation to the deferred SIAS Dialogue Session has been despatched with this Revised Document.

### 1.7 Purpose

The purpose of this Revised Scheme Document is to set out information pertaining to the Scheme, to seek the Scheme Shareholders' approval of the Scheme, and to give Scheme Shareholders notice of the Scheme Meeting.

### 1.8 Explanatory Statement

An Explanatory Statement setting out the key terms of, the rationale for, and the effect of, the Scheme and the procedures for its implementation is set out in **Appendix A** to this Revised Scheme Document. The Explanatory Statement should be read in conjunction with the full text of this Revised Scheme Document, including the Scheme as set out in **Appendix Q** to this Revised Scheme Document.

### 1.9 Information on the Company

The Company was incorporated in Singapore on 14 June 1973 and was listed on the Mainboard of the SGX-ST on 15 August 1973. As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S\$173,040,710.02, comprising 1,055,639,464 Shares. The Company does not have any treasury shares and there are no outstanding options or convertible securities of the Company.

As at the Latest Practicable Date, the Board comprises the following:

- (a) Mr Koh Wee Seng (Non-Independent Non-Executive Chairman) ("**KWS**");
- (b) Mr Chay Yue Kai (Executive Director and Chief Executive Officer);
- (c) Mr Roy Yeo Kan Kiang (Lead Independent Non-Executive Director);
- (d) Mr Yeo Wee Kiong (Independent Non-Executive Director);
- (e) Ms Pan Pei Say (Independent Non-Executive Director); and
- (f) Mr Periakaruppan Aravindan (Non-Independent Non-Executive Director).

### 1.10 Information on the Offeror

The Offeror is a special purpose vehicle incorporated in Singapore on 25 September 2025 for the purposes of the Acquisition and the Scheme.

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The Offeror has not carried on any business since its incorporation, except to enter into certain arrangements in connection with the Acquisition and the Scheme.

As at the Latest Practicable Date:

- (a) the shareholders of the Offeror are:
  - (i) Aspial: 50 per cent. of the total issued shares; and
  - (ii) JK Global Investment Pte. Ltd. (“**KWMCo**”): 50 per cent. of the total issued shares;
- (b) the board of directors of the Offeror comprises:
  - (i) KWS; and
  - (ii) Mr Koh Wee Meng (“**KWM**”);
- (c) Aspial has a direct interest in 440,691,785 Shares, representing approximately 41.75 per cent. of the issued share capital of the Company; and
- (d) KWM has a direct interest in 326,265,000 Shares, representing approximately 30.9 per cent. of the issued share capital of the Company.

In addition, KWM is deemed interested in 4,307,851 Shares held by Fragrance Group Limited (“**FGL**”) by virtue of him holding more than 50 per cent. of the issued shares in FGL.

- (e) Further details on the Offeror can be found in Schedule A to the Offeror’s Letter as set out in **Appendix C** to this Revised Scheme Document.

### 1.11 Information on the Excluded Shareholders

- (a) As stated in the Offeror’s Letter, the Excluded Shareholders comprise Aspial and KWM.
- (b) As at the Latest Practicable Date, the Excluded Shareholders hold directly approximately 72.6% of the total issued Shares. In addition KWM has deemed interests in 0.4% of the total issued Shares held by FGL by virtue of him holding more than 50 per cent. of the issued shares in FGL. Please refer to Schedule B to the Offeror’s Letter as set out in **Appendix C** to this Revised Scheme Document for further details on the Excluded Shareholders’ shareholdings in the Company.

## 2. OFFEROR’S RATIONALE FOR THE ACQUISITION AND FUTURE INTENTIONS FOR THE COMPANY

### 2.1 The Offeror’s Rationale

The Offeror’s rationale for the Acquisition is stated in paragraph 3 of the Offeror’s Letter as set out in **Appendix C** of this Revised Scheme Document, an extract of which is reproduced in italics below:

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

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**3.2 The Company'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 the Company 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 the Company is unlikely to require access to Singapore equity capital markets to finance its operations in the foreseeable future. Additionally, the Company undertook a capital reduction exercise in 2024 to return S\$0.035 for each Share (in aggregate approximately S\$37 million) to Shareholders. Accordingly, the Offeror does not believe it is necessary for the Company to maintain a listing on the SGX-ST.*

**3.3 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 12-, six (6)-, three (3)- and one (1)-month periods up to and including 29 September 2025 (the "Last 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.*

	<b>One (1)- month</b>	<b>Three (3)- month</b>	<b>Six (6)- month</b>	<b>12-month</b>
<i>Average daily trading volume<sup>(1)</sup></i>	109,490	92,762	78,004	151,791
<i>Average daily trading volume as a percentage of total number of Shares <sup>(1)(2)</sup></i>	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 (3) decimal places.*

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

## 2.2 The Offeror's Future Intentions

The Offeror's future intentions for the Group is stated in paragraph 5 of the Offeror's Letter as set out in **Appendix C** of this Revised Scheme Document, an extract of which is reproduced in italics below:

*"Save as disclosed in this Offeror's Letter or previously announced by the Offeror or the Group prior to the Latest Practicable Date, there is presently no intention by the Offeror to (i) introduce any major changes to the business of the Group, (ii) re-deploy the fixed assets of the Group, or (iii) discontinue the employment of the employees of the Group, save in the ordinary course of business or as a result of any internal reorganisation or restructuring within the Group which may be implemented after the Effective Date.*

*However, the board of directors of the Offeror retains and reserves the right and flexibility at any time to consider any options or opportunities in relation to the Group which may present themselves and which it may regard to be in the interest of the Group."*

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### 3. THE ACQUISITION AND THE SCHEME

#### 3.1 Terms of the Scheme

The Acquisition will be effected by way of a scheme of arrangement pursuant to Section 210 of the Companies Act and in accordance with 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 the Scheme Shares held by the Entitled Scheme Shareholders as at the Books Closure Date will be transferred to the Offeror:
- (i) fully paid up;
  - (ii) free from all Encumbrances; and
  - (iii) together with all rights, benefits and entitlements attaching thereto as at the Joint Announcement Date and thereafter attaching thereto, including the right to receive and retain all Distributions declared, paid or made by the Company to the Scheme Shareholders on or after the Joint Announcement Date.

For the avoidance of doubt, if and when the Scheme becomes effective, it will be binding on all Scheme Shareholders, whether or not they were present in person or by proxy or voted at the Scheme Meeting and whether or not they voted for or against the Scheme Resolution, and the Scheme Shares held by the Entitled Scheme Shareholders will be transferred to the Offeror in accordance with this paragraph 3.1(a) of this Letter to Shareholders. Further details of the procedures to effect such transfers of Scheme Shares to the Offeror are set out in paragraph 11.2 of **Appendix A** to this Revised Scheme Document;

- (b) in consideration for such transfer of the Scheme Shares, subject to Paragraph 3.1(c) of this Letter to Shareholders, the Offeror shall pay the Entitled Scheme Shareholders the Scheme Consideration of:

<b>S\$0.11</b> for each Scheme Share in cash
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in accordance with the terms and conditions of the Implementation Agreement; and

- (c) in the event that any Distribution is announced, declared, paid or made by the Company to the Scheme Shareholders on or after the Joint Announcement Date, the Offeror reserves the right to reduce the Scheme Consideration payable to the Scheme Shareholders by the amount of such Distribution.

#### 3.2 Scheme Shares

The Scheme Shares do not include the following Shares held by the Excluded Shareholders, which will not be transferred to the Offeror pursuant to the Scheme:

- (a) the 440,691,785 Shares directly held by Aspial; and
- (b) the 326,265,000 Shares directly held by KWM.

On the date of settlement of the Scheme, the Offeror will hold 100% of the Scheme Shares, comprising 27.35% of the Shares, which, together with the Shares held by the Excluded

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Shareholders as at the Books Closure Date, shall comprise all the Shares as at the Books Closure Date.

### 3.3 Termination of the Implementation Agreement

In the event of termination of the Implementation Agreement by either the Company or the Offeror (as the case may be) pursuant to the terms of the Implementation Agreement:

- (a) the Implementation Agreement shall cease to have any further force or effect (save for the Surviving Provisions); and
- (b) neither Party shall have any further liability or obligation to the other Party (save for the Surviving Provisions),

provided always that such termination shall not prejudice the rights of either Party which have accrued or arisen prior to such termination.

Please refer to paragraph 8.6 of the Explanatory Statement set out in **Appendix A** to this Revised Scheme Document for additional details on the termination rights under the Implementation Agreement.

### 3.4 Financial Evaluation of the Scheme Consideration

The Offeror's financial evaluation of the Scheme Consideration is stated in paragraph 4 of the Offeror's Letter as set out in **Appendix C** of this Revised Scheme Document, an extract of which is reproduced in italics below:

**4.1** *In arriving at the Scheme Consideration, the Offeror had taken into consideration various factors. These include, inter alia, the following factors:*

- (a) *the prevailing and historical market prices of the Company;*
- (b) *the financial performance and net asset value (the "NAV") of the Company, as derived from its latest announced unaudited condensed interim consolidated financial statements of the Group for the six (6) months ended 30 June 2025 ("1HFY2025") on 8 August 2025;*
- (c) *the cash consideration of S\$36,888,888 that the Company has received upon the completion of the sale of the Company's entire 55 per cent. equity interest in Knight Frank Pte Ltd ("Knight Frank") pursuant to the sale and purchase agreement entered into between Cheong Hock Chye & Co. (Pte.) Ltd., a wholly-owned subsidiary of the Company, and Knight Frank Asia Pacific Pte Ltd (the "Knight Frank SPA") (the "Knight Frank Disposal");*
- (d) *as disclosed by the Company in the 9 February Company Update Announcement, in relation to the Relevant Transaction Agreements (as defined in paragraph 1.3(c) of the Letter to Shareholders) which each provides, inter alia, that if L.C. Logistics Pte Ltd ("LCLPL"), the wholly-owned subsidiary of the Company which holds 55 per cent. of the equity interests in Xuzhou Yinjian LumChang Real Estate Development Co., Ltd ("XZYJLC"), or the joint venture partner (the "JV Partner") of the Group's joint venture investment in XZYJLC, in Xuzhou, China (the "Xuzhou Investment") fails to perform their obligations in a timely manner or otherwise breaches their obligations under the compulsory liquidation resolution agreement entered into on 17 January 2026 (the "Compulsory Liquidation Resolution Agreement") between LCLPL and the JV Partner in relation to the transfer of LCLPL's shares in XZYJLC (representing 55 per cent. equity interests) (the "Resolution Shares") to the JV Partner (the "Resolution Disposal"), or the Relevant Transaction Agreements, the liquidator*

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## LETTER TO SHAREHOLDERS

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may terminate the arrangements on the Resolution Disposal, and may revert back to the prior arrangement of liquidating the assets of XZYJLC by way of public auctions. In addition, as also stated in the 9 February Company Update Announcement, if the Resolution Disposal is not completed by 30 June 2026, the transfer by Hillgate Investment Pte Ltd ("**Hillgate**"), a wholly-owned subsidiary of the Group, of Hillgate's shares (representing 55 per cent. equity interests) (such shares, the "**XZRES Shares**") in Xuzhou Sancai Real Estate Sales Agency Co., Ltd. (徐州三才房地产销售代理有限公司) ("**XZRES**") to the JV Partner (the "**XZRES Disposal**", and together with the Resolution Disposal, the "**Xuzhou Disposals**") will not take place unless otherwise agreed between XZRES, Hillgate and Beijing Sancai Investment Co., Ltd. (北京三才投资有限公司), an affiliate of the JV Partner. **As there is a possibility that the Xuzhou Disposals are not completed, for the purposes of benchmarking and valuation in this Offeror's Letter, the revalued net asset value (the "RNAV") of the Company is presented in two scenarios as set out in paragraph 4.4 of this Offeror's Letter:**

**A. the RNAV (Completed Xuzhou Disposals Scenario) (as described in paragraph 4.4 of this Offeror's Letter) which accounts for:**

- i. the Compulsory Liquidation Resolution Agreement in relation to the transfer of the Resolution Shares to the JV Partner for a consideration of approximately S\$26.24 million that shall be satisfied by:
  - a. approximately S\$8.31 million payable by the JV Partner to LCLPL in cash; and
  - b. the balance of approximately S\$17.93 million being satisfied by the transfer to LCLPL of 239 office units and 64 carpark lots (the "**Relevant Assets**") in Gulou Square which are currently held by XZYJLC (the "**Asset Repayment**")<sup>1</sup>;
- ii. the Relevant Transaction Agreements entered into by LCLPL on 6 February 2026 in relation to the Resolution Disposal;
- iii. the potential write-down of up to an additional 10 per cent. to the fair value of the Relevant Assets, being S\$2.99 million (the "**Relevant Assets Write-down**"), such that the book value of the Relevant Assets recognised in the Group's accounts upon completion of the Resolution Disposal will be at 50 per cent. of (or a discount of 50 per cent. to) their fair value. The Relevant Assets Write-down is based on the preliminary view of the Company based on its assessment on the value at which the Group may dispose of the Relevant Assets in the future, on a bulk sale basis and with further discounts;
- iv. as disclosed by the Company in the 9 February Company Update Announcement, in addition to the Relevant Transaction Agreements, the additional agreements (such agreements, together with the Relevant Transaction Agreements, the "**Definitive Implementation Agreements**") entered into on 6 February 2026 by the relevant parties in relation to the XZRES Disposal for a consideration of approximately S\$0.92 million in cash; and
- v. gain on sale from the Knight Frank Disposal; and

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<sup>1</sup> The transfer of the Relevant Assets to LCLPL pursuant to the Asset Repayment is in repayment of a debt of approximately S\$17.93 million owing by XZYJLC to the JV Partner (the "**XZYJLC Debt**") which is to be assigned to LCLPL under the terms of the Compulsory Liquidation Resolution Agreement. For the purpose of the Asset Repayment, LCLPL and the JV Partner agreed in the Compulsory Liquidation Resolution Agreement that the Relevant Assets shall be valued at the amount of the XZYJLC Debt, which is at approximately 60 per cent. of (or a discount of 40 per cent. to) the fair value of the Relevant Assets.

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## LETTER TO SHAREHOLDERS

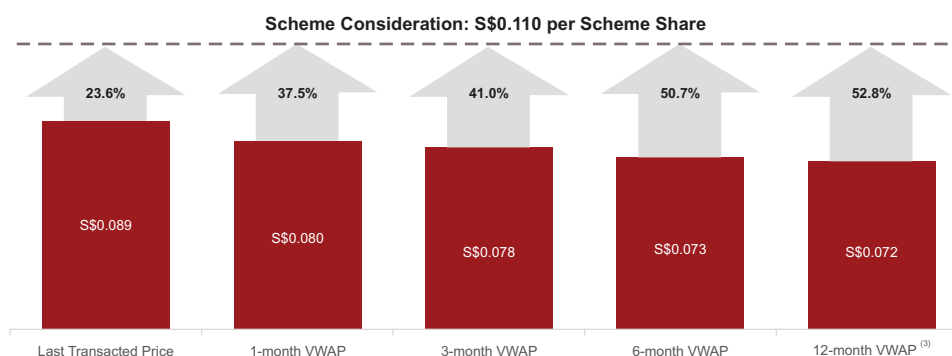
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**B. the RNAV (Auction Scenario) (as described in paragraph 4.4 of this Offeror's Letter) which accounts for:**

- i. the estimated recoverable amount of the Xuzhou Investment which the Group has a 55 per cent. equity interest in, and as disclosed on 26 December 2025, had completed its fifth round of auction (following four rounds of public auctions as part of the ongoing liquidation of XZYJLC, each at a subsequently lowered reserve price) for the Hotel, Retail and Carpark Components<sup>2</sup> without any bids received; and
  - ii. gain on sale from the Knight Frank Disposal;
- (e) prevailing and historical price to NAV ("**PINAV**") of the Company;
  - (f) price to RNAV ("**PIRNAV**") of precedent SGX-listed take-privates involving real estate companies;
  - (g) the risk profile and future prospects of the Company; and
  - (h) the market capitalisation and trading liquidity of the Company.

**4.2 Opportunity for Scheme Shareholders to realise their investment at a premium without incurring brokerage fees.** The Scheme Consideration represents a premium of approximately 23.6 per cent. over the Company's closing price of S\$0.089 as of the Last Undisturbed Trading Day, being the last full trading day immediately prior to the release of the update announcement on 30 September 2025, and a premium of 37.5 per cent., 41.0 per cent., 50.7 per cent. and 52.8 per cent. over the one (1)-month volume weighted average price ("**VWAP**") of S\$0.080, three (3)-month VWAP of S\$0.078, six (6)-month VWAP of S\$0.073 and 12-month VWAP of S\$0.072, respectively, without incurring brokerage and other trading costs.

Scheme Consideration as a premium<sup>(2)</sup> to the Last Transacted Price, one (1)-month, three (3)-month, six (6)-month and twelve (12)-month historical VWAPs<sup>(1)</sup>



Source: Bloomberg.

**Notes:**

- (1) As of the Last Undisturbed Trading Day.
- (2) Rounded to the nearest one (1) decimal place.

<sup>2</sup> For the avoidance of doubt, the Hotel, Retail and Carpark Components collectively comprised around 81 per cent. of the fair value of XZYJLC's investment in Gulou Square, a mixed-use development located in Gulou District of Xuzhou, China ("**Gulou Square**") held by XZYJLC. Other than the Hotel, Retail and Carpark Components, XZYJLC also owns other retail and office units and carpark spaces in Gulou Square.

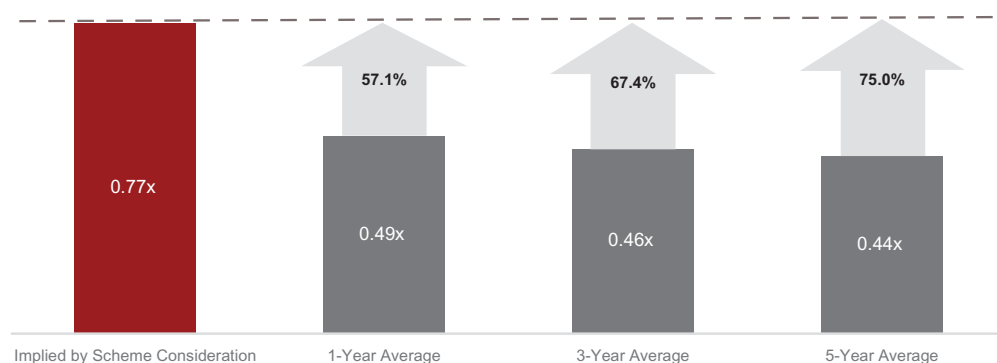
## LETTER TO SHAREHOLDERS

- (3) 12-month VWAP has been adjusted to exclude the time-period up to 1 November 2024 being the ex-dividend date of the return of capital on 1 November 2024 of 3.5 Singapore cents declared on 7 August 2024 and paid on 15 November 2024.

### 4.3 The P/NAV as implied by the Scheme Consideration is at a premium to historical averages.

The P/NAV as implied by the Scheme Consideration of 0.77x represents a premium of 57.1 per cent., 67.4 per cent. and 75.0 per cent. to the historical one (1)-year, three (3)-year and five (5)-year average P/NAV multiples of the Shares.

P/NAV as implied by the Scheme Consideration as a premium to the one (1)-year, three (3)-year, and five (5)-year historical average P/NAV multiples<sup>(1)</sup>



**Note:**

- (1) The historical average P/NAV is computed daily up to and including the Last Undisturbed Trading Day and reflects the market capitalisation at the end of each trading day divided by NAV for last reported financial quarter or period, as compiled from Bloomberg and Company filings.

### 4.4 The PIRNAV as implied by the Scheme Consideration is at a premium to the average of precedent transactions.

As stated in **paragraph 4.1(d)** of this Offeror's Letter, as there is a possibility that the Xuzhou Disposals are not completed as a result of the liquidator terminating the arrangements on the Resolution Disposal in the event LCLPL or the JV Partner fails to perform their obligations in a timely manner or otherwise breaches their obligations under the Compulsory Liquidation Resolution Agreement or the Relevant Transaction Agreements, for the purposes of benchmarking and valuation in this Offeror's Letter, the latest disclosed NAV per Share of S\$0.143 has been revalued under two scenarios where:

- (a) the Definitive Implementation Agreements (which includes the Relevant Transaction Agreements) are not terminated and the Xuzhou Disposals are completed in accordance with the terms of the Definitive Implementation Agreements (the "**RNAV (Completed Xuzhou Disposals Scenario)**"); and
- (b) the Definitive Implementation Agreements (which includes the Relevant Transaction Agreements) are terminated and the Xuzhou Disposals do not complete. In such event, the liquidator may revert back to the prior arrangement of liquidating the assets of XZYJLC by way of public auctions (the "**RNAV (Auction Scenario)**").

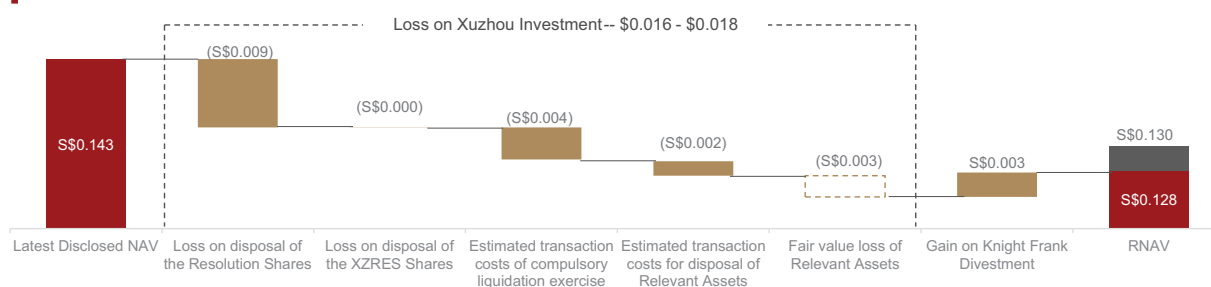
The **RNAV (Completed Xuzhou Disposals Scenario)** adjusts the latest NAV of the Group for the following:

- (a) in relation to the Company's equity interests in its Xuzhou Investment and XZRES:

## LETTER TO SHAREHOLDERS

- (i) a loss on the disposal of the Resolution Shares (being the difference between the consideration and its carrying value of approximately S\$35,855,000 as at 30 June 2025 as disclosed in the unaudited consolidated financial statements of the Group for 1HFY2025);
  - (ii) a loss on the disposal of the XZRES Shares of approximately S\$3,000 and withholding taxes (net of provision) of approximately S\$9,000;
  - (iii) the estimated total costs and expenses in relation to the compulsory liquidation exercises of approximately S\$4,517,000;
  - (iv) the estimated costs and expenses to be incurred by the Company to sell the Relevant Assets<sup>3</sup>;
  - (v) the Relevant Assets Write-down being 10 per cent. to the fair value of the Relevant Assets; and
- (b) gain on sale from the Knight Frank Disposal of approximately S\$3,435,000<sup>4</sup>.

### RNAV (Completed Xuzhou Disposals Scenario) on a per Share basis (S\$)



The **RNAV (Auction Scenario)** adjusts the latest NAV of the Group for the following:

- (a) estimated fair value loss from the Xuzhou Investment of between S\$0.016 per Share and S\$0.023 per Share based on a 60 per cent. and 70 per cent. discount to fair value respectively<sup>5</sup>. This is arising from the unsuccessful fifth round<sup>6</sup> of auction with a reserve price pegged at 60 per cent. discount to the fair value which had closed without attracting any bids as disclosed on 26 December 2025. If the Company, together with the liquidator and the JV Partner decide to proceed with another round of auction in 2026, the reserve price will likely be pegged at up to 70 per cent. discount to the fair value, based on the advice obtained by the Group from its Chinese legal advisers; and
- (b) gain on sale from the Knight Frank Disposal of approximately S\$3,435,000<sup>4</sup>.

<sup>3</sup> The full quantum of the estimated transaction costs for disposal of Relevant Assets is estimated to be approximately S\$2,275,000 or S\$0.002 per Share (if there is no Relevant Assets Write-down) and approximately S\$2,036,000 or S\$0.002 per Share (if there is a Relevant Assets Write-down).

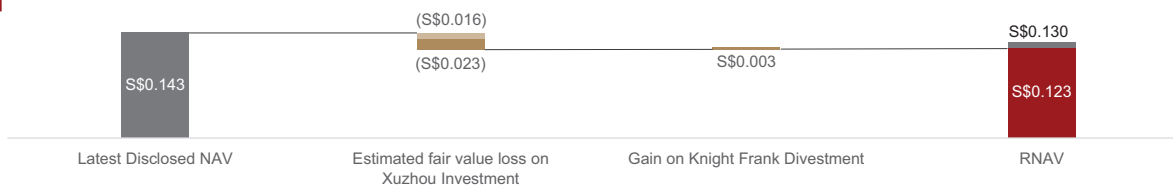
<sup>4</sup> As disclosed in the announcement titled "Proposed Disposal of Interests in Knight Frank Pte Ltd" released by the Company on 8 October 2025 relating to the divestment of Knight Frank.

<sup>5</sup> As disclosed in the update announcement released by the Company on 26 December 2025. The full quantum of the fair value loss is estimated to be S\$16,500,000 (in the case of a 60 per cent. discount) and S\$24,500,000 (in the case of a 70 per cent. discount).

<sup>6</sup> In relation to the Hotel, Retail and Carpark Components. Please refer to the announcement released by the Company on 26 December 2025 on updates to the Group's asset and investment portfolio for further details.

## LETTER TO SHAREHOLDERS

### RNAV (Auction Scenario) on a per Share basis (S\$)

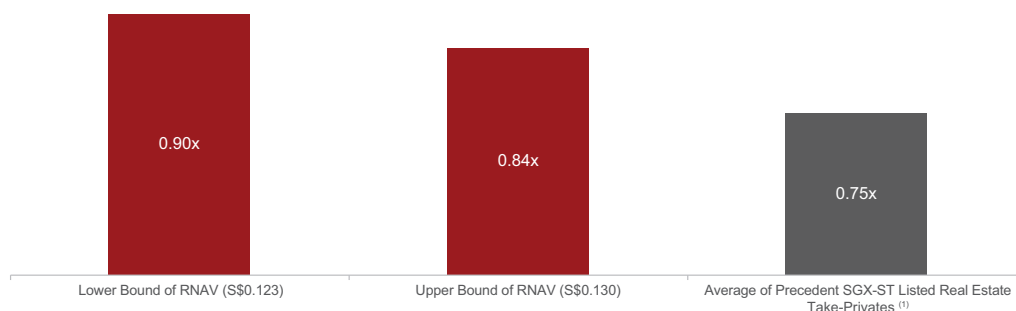


Range of possible RNAV across two scenarios	RNAV (Completed Xuzhou Disposals Scenario)		RNAV (Auction Scenario)	
	With Relevant Assets Write-down of 10%	Without Relevant Assets Write-down of 10%	70% Discount to Fair Value	60% Discount to Fair Value
Reported NAV - 30 June 2025	0.143	0.143	0.143	0.143
Loss on Xuzhou Investment	(0.018)	(0.016)	(0.023)	(0.016)
Loss on disposal of the Resolution Shares	(0.009)	(0.009)	-	-
Loss on disposal of the XZRES Shares	(0.000)	(0.000)	-	-
Estimated transaction costs of compulsory liquidation exercise	(0.004)	(0.004)	-	-
Estimated transaction costs for disposal of Relevant Assets	(0.002)	(0.002)	-	-
Fair value loss of Relevant Assets	(0.003)	-	-	-
Fair value loss of Xuzhou Investment	-	-	(0.023)	(0.016)
Gain on Knight Frank Sale	0.003	0.003	0.003	0.003
<b>RNAV on a per Share basis (S\$)</b>	<b>0.128</b>	<b>0.130</b>	<b>0.123</b>	<b>0.130</b>

The upper and lower bounds of the RNAV per Share across both scenarios are S\$0.130 and S\$0.123 respectively. Accordingly, the PIRNAV as implied by the Scheme Consideration and the upper and lower bounds of the RNAV of 0.84x and 0.90x exceeds the implied average PIRNAV of precedent SGX-listed take-privates of real estate companies since 2022 where a fair and reasonable opinion was provided by the independent financial adviser.

## LETTER TO SHAREHOLDERS

P/RNAV as implied by the Scheme Consideration and upper and lower bounds of RNAV as a premium to average P/RNAV of precedent SGX-listed real estate take-privates



**Note:**

(1) Comprising Amara Holdings Limited as announced on 28 April 2025; SLB Development Limited as announced on 24 January 2025; Boustead Projects Limited as announced on 14 November 2023; Global Dragon Limited as announced on 10 February 2023; Chip Eng Seng Corporation Limited as announced on 24 November 2022; and Hwa Hong Corporation Limited as announced on 17 May 2022.

#### 4.5 Total returns for Scheme Shareholders that held over a five (5)-year period as implied by the Scheme Consideration exceeds 80 per cent.

Total Returns Analysis (S\$)	3-Year	5-Year
Closing Price at Start of Period	0.093 <sup>(1)</sup>	0.087 <sup>(2)</sup>
Total proceeds from Scheme Consideration and Dividends	0.160	0.160
Return of Capital	0.035	0.035
Special Cash Dividend	0.015	0.015
Scheme Consideration	0.110	0.110
<b>Total Returns</b>	<b>72.0%</b>	<b>83.9%</b>

**Notes:**

(1) Closing price of Shares on 29 September 2022.

(2) Closing price of Shares on 29 September 2020.

*Scheme Shareholders would have made a total return of 72.0 per cent. and 83.9 per cent. had they acquired the Shares and received dividends over a three (3)- and five (5)-year period respectively."*

#### 4. IRREVOCABLE UNDERTAKINGS

Neither the Offeror nor any of the Offeror Concert Party Group has received any irrevocable undertaking from any party to vote in favour of the Scheme as at the Latest Practicable Date.

#### 5. NO CASH OUTLAY

Scheme Shareholders should note that no cash outlay (including any stamp duties or brokerage expenses) will be required from the Scheme Shareholders under the Scheme.

#### 6. WAIVER OF RIGHTS TO A GENERAL OFFER

In accordance with the SIC Rulings as set out in paragraph 7.2 of this Letter to Shareholders, Scheme Shareholders should note that by voting in favour of the Scheme, Scheme

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## LETTER TO SHAREHOLDERS

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Shareholders will be regarded as having waived their rights to a general offer by the Offeror Concert Party Group to acquire the Shares under the Code and are agreeing to the Offeror Concert Party Group acquiring or consolidating effective control of the Company without having to make a general offer for the Company.

### 7. APPROVALS REQUIRED IN RESPECT OF THE SCHEME

#### 7.1 Scheme Meeting and Court Sanction

The Scheme will require, *inter alia*, the following approvals:

- (a) the approval of the Scheme by a majority in number of Scheme Shareholders representing three-fourths (75%) in value of the Scheme Shares held by Scheme Shareholders present and voting either in person or by proxy at the Scheme Meeting pursuant to the requirements of Section 210(3AB) of the Companies Act; and
- (b) the grant of the Court Order and such Court Order having become final. As at the Latest Practicable Date, the Court has granted the Company leave to convene the Scheme Meeting for the purposes of considering, and if thought fit, approving the Scheme. An application will be made to the Court by the Company for the sanction of the Scheme after the approval of the Scheme at the Scheme Meeting.

In addition, the Scheme will only come into effect if all the Scheme Conditions have been satisfied or, as the case may be, waived in accordance with the Implementation Agreement and a copy of the Court Order sanctioning the Scheme has been lodged with ACRA.

#### 7.2 SIC Rulings and Confirmations

Pursuant to the SIC Application, the SIC has by way of the SIC Rulings, confirmed that:

- (a) the Scheme is exempted from complying with Rules 14, 15, 16, 17, 20.1, 21, 22, 28, 29, 33.2 and Note 1(b) on Rule 19 of the Code, subject to the following conditions:
  - (i) the Offeror and its concert parties, as well as the common substantial shareholders of the Offeror and its concert parties on one hand, and the Company on the other, abstain from voting on the Scheme;
  - (ii) the directors of the Company who are also directors of the Offeror or who are acting in concert with those persons in sub-paragraph (i) above, being the Conflicted Directors, abstain from making a recommendation on the Scheme to the Shareholders;
  - (iii) this Revised Scheme Document contains advice to the effect that by voting for the Scheme, the Shareholders are agreeing to the Offeror and its concert parties acquiring or consolidating effective control of the Company without having to make a general offer for the Company;
  - (iv) this Revised Scheme Document discloses the names of the Offeror and its concert parties, their current voting rights in the Company as of the latest practicable date and their voting rights in the Company after the Scheme;
  - (v) the Company appoints an independent financial adviser to advise the Shareholders on the Scheme; and
  - (vi) the Scheme being completed within six (6) months (unless extended with the SIC's consent) from the Joint Announcement Date;
- (b) it has no objections to the Scheme Conditions;

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## LETTER TO SHAREHOLDERS

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- (c) the fact that the Scheme will not be extended to the Excluded Shareholders does not constitute a special deal under Rule 10 of the Code for each Excluded Shareholder;
- (d) that the arrangements under the consortium and shareholders' agreement dated 8 October 2025 between the two shareholders of the Offeror do not constitute special deals under Rule 10 of the Code for each of them; and
- (e) the Conflicted Directors be excluded from assuming responsibility for any recommendations on the Scheme that the Board may make to Shareholders.

### 7.3 Other Regulatory Approvals

The Scheme will also require the approval-in-principle from the SGX-ST for the proposed Delisting of the Company from the SGX-ST after the Scheme becomes effective and binding in accordance with its terms, as described in **Appendix J** to this Revised Scheme Document.

### 8. ABSTENTION FROM VOTING ON THE SCHEME

In accordance with the SIC Rulings as set out in paragraph 7.2 of this Letter to Shareholders, the Offeror Concert Party Group as well as the common substantial shareholders (i.e. those holding 5% or more interests) of the Offeror Concert Party Group, on the one hand, and the Company on the other, will abstain from voting on the Scheme. As the Shares held by the Excluded Shareholders are not Scheme Shares, the Excluded Shareholders will in any case not be eligible to vote on the Scheme. The Company will disregard any votes cast by persons who are required to abstain from voting.

### 9. WAIVER OF RULE 705(1) OF THE LISTING MANUAL

Pursuant to Rule 705(1) of the Listing Manual, the Company is required to announce its financial statements in respect of FY2025 immediately after the figures are available, but in any event not later than 60 days after 31 December 2025, being 1 March 2026 (the "**FY2025 Results Deadline**"). The Company would therefore be required to announce its FY2025 FS by the FY2025 Results Deadline.

In the event that the Scheme Shareholders approve the Scheme in the Scheme Meeting, subject to sanction of the Scheme by the Court and other steps to be undertaken by the Company to effect the Scheme, Scheme Shares held by the Scheme Shareholders will be transferred to the Offeror. As such, any further announcement of the financial results by the Company will no longer be relevant as the Scheme Shares will be transferred to the Offeror in consideration of the Offeror's payment of the Scheme Consideration, which is expected to take place on or around 17 April 2026<sup>1</sup>.

An application has been made by the Company to seek approval from the SGX-ST for a waiver from compliance with Rule 705(1) of the Listing Manual to announce its unaudited financial statements for FY2025 by the FY2025 Results Deadline, provided that (i) the Scheme Shareholders shall have approved the Scheme at the Scheme Meeting, and (ii) such waiver shall lapse on such day (after the Scheme is approved at the Scheme Meeting) on which the Company publicly announces in accordance with the Listing Manual (the "**Termination Date**") that the Scheme is terminated for any reason whatsoever before it becomes effective in accordance with the Companies Act. If the Scheme is so terminated on or before the FY2025 Results Deadline, the Company shall have 21 days from the Termination Date to announce the unaudited financial statements for FY2025 in compliance with Rule 705(1) of the Listing Manual.

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<sup>1</sup> Assuming that the Effective Date is on 8 April 2026.

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## LETTER TO SHAREHOLDERS

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The SGX-ST informed the Company on 11 February 2026 that it has no objection to the Company's application for the waiver from compliance with Rule 705(1) of the Listing Manual, subject to conditions. Further information on the waiver, including the conditions imposed by the SGX-ST, was announced by the Company on 12 February 2026. The Company will make a further announcement when all of the conditions to the waiver granted have been fulfilled, which is expect to be after the conclusion of the Scheme Meeting.

### 10. DELISTING

Upon the Scheme becoming effective and binding in accordance with its terms, the Offeror will hold 100% of the Scheme Shares, comprising 27.35% of the Shares, which, together with the Shares held by the Excluded Shareholders 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.

An application has been made to seek approval from the SGX-ST to delist and remove the Company from the Official List of the SGX-ST upon the Scheme becoming effective and binding in accordance with its terms. The decision of the SGX-ST will be given after the Scheme Meeting if the Scheme is approved by the Scheme Shareholders and will be publicly announced by the Company on SGXNet. In the event that the Scheme is not approved by the Scheme Shareholders, the application for the Delisting will be withdrawn by the Company. Accordingly, the Delisting is conditional upon the receipt of the SGX-ST Delisting Approval from the SGX-ST, advising that it has no objection to the Company's application for the Delisting.

Please note that the SGX-ST's decision on the Company's application to delist and remove the Company from the Official List of the SGX-ST is not to be taken as an indication of the merits of the Scheme and the Delisting in connection to its proposed privatisation by way of the Scheme.

**SHAREHOLDERS SHOULD NOTE THAT BY VOTING IN FAVOUR OF THE SCHEME, SUBJECT TO THE SGX-ST DELISTING APPROVAL BEING OBTAINED, THE SHARES WILL BE DELISTED FROM THE OFFICIAL LIST OF THE SGX-ST IF THE SCHEME BECOMES EFFECTIVE AND BINDING IN ACCORDANCE WITH ITS TERMS.**

### 11. CONFIRMATION OF FINANCIAL RESOURCES

As stated in paragraph 15.2 of the Offeror's Letter, DBS Bank Ltd., being the Offeror's Financial Adviser, has confirmed that sufficient financial resources are available to the Offeror to satisfy in full the aggregate Scheme Consideration of S\$31,755,094.69 payable by the Offeror for all the Scheme Shares to be acquired by the Offeror pursuant to the Scheme.

### 12. INDEPENDENT FINANCIAL ADVISER TO THE NON-CONFLICTED DIRECTORS

#### 12.1 Appointment of IFA

Xandar Capital Pte. Ltd. has been appointed as the independent financial adviser pursuant to Rule 1309(2) of the Listing Manual, and the SIC Rulings as well as to advise the Non-Conflicted Directors under the Code as to whether the terms of the Scheme are fair and reasonable for the purposes of the Non-Conflicted Directors making a recommendation to the Scheme Shareholders pursuant to the Scheme.

**Scheme Shareholders should consider carefully the recommendation of the Non-Conflicted Directors and the advice of the IFA before deciding whether or not to vote in favour of the Scheme at the Scheme Meeting. The advice of the IFA in relation to the Scheme is set out in the IFA Letter dated 23 February 2026 as set out in Appendix B to this Revised Scheme Document.**

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## LETTER TO SHAREHOLDERS

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### 12.2 Factors Taken into Consideration by the IFA in respect of the Scheme

In arriving at its recommendation in respect of the Scheme, the IFA has taken into account certain considerations (including the Xuzhou Updates), an extract of which is reproduced in italics below. Scheme Shareholders should read the following extract in conjunction with, and in the context of, the IFA Letter in its entirety as set out in **Appendix B** to this Revised Scheme Document. Unless otherwise defined or the context otherwise requires, all capitalised terms below shall bear the same meanings ascribed to them in the IFA Letter.

#### **“ 7. OUR ADVICE**

*Under the Practice Statement, the IFA should conclude clearly and unequivocally in its advice whether an offer is “fair and reasonable” and the term “fair and reasonable” should be regarded as comprising two different concepts as follows:*

- (a) *“The term “fair” relates to an opinion on the value of the offer price or consideration compared against the value of the securities subject to the offer (the “Offeree Securities”). An offer is “fair” if the price offered is equal to or greater than the value of the Offeree Securities.”*
- (b) *“In considering whether an offer is “reasonable”, the IFA should consider other matters as well as the value of the Offeree Securities. Such matters include, but are not limited to, the existing voting rights in the offeree company held by the offeror and its concert parties and the market liquidity of the Offeree Securities.”*

#### **7.1 “FAIRNESS” OF THE SCHEME**

*We set out below a summary of the key factors we have taken into our consideration when assessing the “fairness” of the Scheme:*

##### **7.1.1 Factors for the Scheme**

*The following factors substantiate the “fairness” of the Scheme:*

- (a) *save for the daily closing prices of the Shares for the Dividend Period and on 19 December 2025, the Scheme Consideration is higher than the daily closing prices of the Shares in the 24-month period prior to and including the Last Undisturbed Trading Day up to and including the Latest Practicable Date. As mentioned in paragraph 6.1.2, there was a trade of 100 Shares at S\$0.119 on 19 December 2025. A total 39,200 Shares were traded with a VWAP of S\$0.1094 on 19 December 2025;*
- (b) *the Scheme Consideration represents premiums to the VWAPs of the Shares for all the periods prior to and including the Last Trading Day as set out in the table in paragraph 6.1.2 of this IFA Letter;*
- (c) *the PIE ratio and PINAV ratio of the Shares as implied by the Scheme Consideration are higher than the mean and median corresponding ratios of the Comparable Companies;*
- (d) *the EV/EBITDA ratio of the Shares as implied by the Scheme Consideration is slightly lower than the mean EV/EBITDA ratio but higher than the median EV/EBITDA ratio of the Comparable Companies;*
- (e) *the ex-cash PINAV ratio of the Shares as implied by the Scheme Consideration is higher than the mean and median ex-cash PINAV ratios of the Comparable Companies;*
- (f) *the PINAV ratio of the Shares implied by the Scheme Consideration is higher than the historical trending PINAV ratio of the Shares for the five (5)-year period prior to and including the Last Undisturbed Trading Day set out in paragraph 6.3 of this IFA Letter;*

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## LETTER TO SHAREHOLDERS

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- (g) *the PIRNAV ratios of the Shares as implied by the Scheme Consideration under the three (3) scenarios set out in paragraph 6.4 of this IFA Letter are within the range and higher than the mean and median PIRNAV ratios of the Property Related Transactions set out in paragraph 6.5.1 of this IFA Letter; and*
- (h) *the Scheme Consideration is at the higher end of the range of estimated values for the Shares as set out in paragraph 6.7 of this IFA Letter.*

### **7.1.2 Factors against the Scheme**

*The following factor undermines the “fairness” of the Scheme:*

- (a) *save for the premium of the Scheme Consideration over the VWAP of the Shares for the six (6)-month period prior to and including the Last Undisturbed Trading Day, the premiums of the Scheme Consideration over the last transacted price of the Shares, the one (1)-month VWAP of the Shares and the three (3)-month VWAP of the Shares are below the mean corresponding ratios of the Recent Privatisation Transactions while the premiums of the Scheme Consideration over the one (1)-month VWAP of the Shares and the three (3)-month VWAP of the Shares are above the median corresponding ratios of the Recent Privatisation Transactions; and*
- (b) *the PIRNAV ratios of the Company implied by the Scheme Consideration, while within the range of the PINAV ratio or PIRNAV ratio of the Recent Privatisation Transactions, are lower than the mean and median PINAV ratios or PIRNAV ratios of the Recent Privatisation Transactions.*

*Shareholders may wish to note that the above factor compares the valuation statistics implied by the Scheme Consideration with all successful privatisation of companies listed on the SGX-ST Mainboard or SGX-Catalist that were announced and completed since January 2023 and up to the Latest Practicable Date without having regard to their specific industry characteristics or other considerations. As mentioned in paragraph 7.1.1(g) above, the PIRNAV ratio of the Shares as implied by the Scheme Consideration are within the range and higher than the mean and median PIRNAV ratios of the Property Related Transactions when we compare the valuation statistics implied by the Scheme Consideration with the Property Related Transactions.*

### **7.2 “REASONABLENESS” OF THE SCHEME**

*We set out below a summary of the key factors we have taken into our consideration when assessing the “reasonableness” of the Scheme:*

#### **7.2.1 Factors for the Scheme**

*The following factors substantiate the “reasonableness” of the Scheme:*

- (a) *while the ADTV of the Shares for all the periods prior to and including the Last Undisturbed Trading Day as set out in the table above represents 0.17% or less of the free float of the Company, the ADTV of the Shares was better than most of the Comparable Companies during the 24 months prior to and including the Last Undisturbed Trading Day;*
- (b) *the Group’s revenue for TTM2025 was approximately S\$31.17 million, slightly lower than approximately S\$31.42 million for FY2024. We also calculated that the Adjusted EBITDA of the Group for TTM2025 was approximately S\$8.47 million which was lower than the Adjusted EBITDA of approximately S\$9.00 million for FY2024. The Company attributed the lower revenue for 1H2025 to lower occupancies of Holiday Inn Resort Phuket due to declined tourist arrivals from its key source markets and Somerset Vientiane due to competition from new hotels in Vientiane;*

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- (c) *the Company is cautioned of the outlook of the Group, in particular, global economic uncertainties and geopolitical tensions may affect travel decisions and guest arrivals for the Group's hospitality assets; and*
- (d) *other considerations set out in paragraph 6.8 of this IFA Letter.*

### **7.2.2 Factors against the Scheme**

*The following factor undermines the "reasonableness" of the Scheme:*

*NIL."*

### **12.3 Advice of the IFA in respect of the Scheme**

After having regard to the considerations set out in the IFA Letter, and based on the information available to the IFA as at the Latest Practicable Date, the IFA has given its advice in respect of the Scheme (an extract of which is reproduced in italics below).

Scheme Shareholders should read the following extract in conjunction with, and in the context of, the IFA Letter in its entirety as set out in **Appendix B** to this Revised Scheme Document.

#### **" 7.3 OUR OPINION**

*Accordingly, after taking into account the above factors, we are of the opinion as of the date hereof that, on balance, the terms of the Scheme are **FAIR AND REASONABLE**. Accordingly, we advise the Non-Conflicted Directors to recommend Shareholders to **vote in favour** of the Scheme.*

*The Directors should also highlight to Shareholders that the Scheme, when it becomes effective, will be binding on all Shareholders, whether or not they have attended or voted at the Scheme Meeting, and if they have attended and voted, whether or not they have voted in favour of the Scheme.*

*In rendering the above advice, we have not given regard to the specific investment objectives, financial situation, tax position or particular needs and constraints of any individual Shareholder. As each individual Shareholder would have different investment objectives and profiles, we would advise that any individual Shareholder who may require specific advice in relation to his investment objectives or portfolio should consult his legal, financial, tax or other professional adviser immediately. The Non-Conflicted Directors should advise Shareholders that the opinion and advice of Xandar Capital should not be relied upon by any Shareholder as the sole basis for deciding whether or not to accept the Scheme, as the case may be."*

### **13. NON-CONFLICTED DIRECTORS' RECOMMENDATION**

#### **13.1 Independence**

In accordance with the SIC Rulings as set out in paragraph 7.2 of this Letter to Shareholders, the SIC has ruled that the Conflicted Directors, namely Mr Koh Wee Seng and Mr Periakaruppan Aravindan, are exempted from the requirement to make a recommendation on the Scheme to the Scheme Shareholders.

Nonetheless, the Conflicted Directors must still assume responsibility for the accuracy of the facts stated in each document or advertisement issued by, or on behalf of, the Company in connection with the Scheme.

Save for the Conflicted Directors, all the other Directors consider themselves to be independent for the purpose of making a recommendation to the Scheme Shareholders in respect of the Scheme.

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## LETTER TO SHAREHOLDERS

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### 13.2 Recommendation

The Non-Conflicted Directors, having considered carefully the terms of the Scheme, the Xuzhou Updates and the advice given by the IFA in the IFA Letter as set out in **Appendix B** to this Revised Scheme Document, recommend that Scheme Shareholders **VOTE IN FAVOUR** of the Scheme at the Scheme Meeting.

Scheme Shareholders should also be aware and note that there is no assurance that the trading volumes and market prices of the Shares will be maintained at the current levels prevailing as at the Latest Practicable Date if the Scheme does not become effective and binding for whatever reason. In the event the Scheme becomes effective in accordance with its terms, it will be binding on all Scheme Shareholders, whether or not they attended or voted at the Scheme Meeting, and, if they attended and voted at the Scheme Meeting, whether or not they voted in favour of the Scheme. The Scheme Shareholders should also be aware and note that there is currently no certainty that the Scheme will become effective and binding.

The Scheme Shareholders should read and consider carefully this Revised Scheme Document in its entirety, in particular, the advice of the IFA in the IFA Letter as set out in **Appendix B** to this Revised Scheme Document, before deciding whether or not to vote in favour of the Scheme.

### 13.3 No Regard to Specific Objectives

The Non-Conflicted Directors advise the Scheme Shareholders, in deciding whether or not to vote in favour of the Scheme, to carefully consider the advice of the IFA and in particular, the various considerations highlighted by the IFA in the IFA Letter as set out in **Appendix B** to this Revised Scheme Document.

In giving the above recommendation, the Non-Conflicted Directors have not had regard to the specific objectives, financial situation, tax position, tax status, risk profiles or particular needs and constraints and circumstances of any individual Scheme Shareholder.

As each Scheme Shareholder would have different investment objectives and profiles, the Non-Conflicted Directors recommend that any individual Scheme Shareholder who may require advice in the context of his/her/its specific investment objectives or portfolio should consult his/her/its stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

## 14. DIRECTORS' INTERESTS AND INTENTIONS WITH RESPECT TO THEIR SHARES

The interests of the Directors in the Shares as at the Latest Practicable Date are set out in paragraph 5.3 of **Appendix E** to this Revised Scheme Document.

As at the Latest Practicable Date, only one Non-Conflicted Director, being Ms Pan Pei Say, holds Shares. Ms Pan Pei Say, who legally and/or beneficially own 44,200 Scheme Shares (amounting to approximately 0.004% of the total number of Shares), has informed the Company that she will **VOTE IN FAVOUR** of the Scheme in respect of all such Scheme Shares at the Scheme Meeting.

In accordance with the SIC Rulings as set out in paragraph 7.2 of this Letter to Shareholders, the Conflicted Directors are required to abstain from voting at the Scheme Meeting. The Company will disregard any votes cast by persons who are required to abstain from voting.

## 15. OVERSEAS SHAREHOLDERS

### 15.1 Overseas Shareholders

The applicability of the Scheme to Overseas Shareholders may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, all Overseas

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## LETTER TO SHAREHOLDERS

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Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.

Where there are potential restrictions on sending this Revised Scheme Document and any related documents to any overseas jurisdiction, the Offeror and the Company reserve the right not to send such documents to the Overseas Shareholders in such overseas jurisdiction. For the avoidance of doubt, the Scheme is being proposed to all the Scheme Shareholders (including any Overseas Shareholders), including those to whom this Revised Scheme Document and any related documents will not be, or may not be, sent, provided that this Revised Scheme Document and any related documents do not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful and the Scheme is not being proposed in any jurisdiction in which the introduction or implementation of the Scheme would not be in compliance with the laws of such jurisdiction.

**Overseas Shareholders who are in doubt as to their positions should consult their own professional advisers in the relevant jurisdictions.**

### 15.2 Copies of the Revised Scheme Document

The Constitution provides that any Shareholder whose registered address is outside Singapore and who has not supplied to the Company or CDP (as the case may be) an address within Singapore for the service of notices and documents shall not be entitled to receive any such notices or documents from the Company. Accordingly, the Offeror and the Company reserve the right not to send the Notice of Scheme Meeting and the Proxy Form to any Overseas Shareholder, including where there are potential restrictions on sending the Notice of Scheme Meeting and the Proxy Form to the relevant overseas jurisdiction. Hence, this Revised Scheme Document and any related documents has not been and will not be sent to any Overseas Shareholder.

Electronic copies of this Revised Scheme Document (together with the Notice of Scheme Meeting and the Proxy Form) have been made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements/> and the Company's corporate website at the URL <https://www.afgl.com.sg/>. A Scheme Shareholder will need an internet browser and PDF reader to view these documents on the SGXNet announcement page of the Company and the corporate website of the Company.

An Overseas Shareholder may write in to the Share Registrar at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 to request for this Revised Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to three (3) Market Days prior to the date of the Scheme Meeting.

For the avoidance of doubt, the Scheme is being proposed to all the Scheme Shareholders (including the Overseas Shareholders), including those to whom this Revised Scheme Document have not been, or will not be, sent, provided that this Revised Scheme Document does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful and the Scheme is not being proposed in any jurisdiction in which the introduction or implementation of the Scheme would not be in compliance with the laws of such jurisdiction.

It is the responsibility of any Overseas Shareholder who wishes to request for this Revised Scheme Document and any related documents to satisfy himself/herself/itself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for this Revised Scheme Document and any related documents or participating in the Scheme, the Overseas Shareholder represents and warrants to the Offeror and the Company that he/she/it is in full observance of the laws of the relevant jurisdiction in that connection, and that he/she/it is in full compliance with all necessary formalities or legal requirements. **If any Overseas Shareholder is in any doubt**

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## LETTER TO SHAREHOLDERS

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about his/her/its position, he/she/it should consult his/her/its professional adviser in the relevant jurisdiction.

### 15.3 Notice

Each of the Offeror and the Company reserves the right to notify any matter, including the fact that the Scheme has been proposed, to any or all Scheme Shareholders (including Overseas Shareholders) by announcement on SGXNet or paid advertisement in a daily newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Scheme Shareholder (including any Overseas Shareholder) to receive or see such announcement or advertisement. For the avoidance of doubt, for as long as the Company remains listed on the SGX-ST, the Company will continue to notify all Scheme Shareholders (including Overseas Shareholders) of any matter relating to the Scheme by announcement via SGXNet.

Notwithstanding that any Overseas Shareholder may not receive the Notice of Scheme Meeting, they shall be bound by the Scheme if the Scheme becomes effective in accordance with its terms.

### 15.4 Foreign Jurisdiction

It is the responsibility of any Overseas Shareholder who wishes to participate in the Scheme to satisfy himself/herself/itself as to the full observance of the laws of the relevant jurisdiction in connection with the Scheme, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In participating in the Scheme, the Overseas Shareholder represents and warrants to the Offeror and the Company that he/she/it is in full observance of the laws of the relevant jurisdiction in that connection, and that he/she/it is in full compliance with all necessary formalities or legal requirements. If any Overseas Shareholder is in any doubt about his/her/its position, he/she/it should consult his/her/its professional adviser in the relevant jurisdiction.

### 15.5 Tax

Scheme Shareholders should consult their own tax advisers on the possible tax implications (if any) of the Acquisition and the Scheme or any other transactions contemplated by this Revised Scheme Document. Depending on the individual circumstances of each Scheme Shareholder, including his/her tax residence and the size of his/her holdings in the Company, he/she may realise or be deemed under applicable tax laws, regulations and rules to realise a gain or loss arising from the Acquisition or the Scheme or any other transactions contemplated by this Revised Scheme Document which is taxable or, as the case may be, not permitted to be deductible in any applicable jurisdiction.

## 16. ACTION TO BE TAKEN BY SCHEME SHAREHOLDERS

Scheme Shareholders who are unable to attend the Scheme Meeting are requested to complete the enclosed Proxy Form in accordance with the instructions printed thereon and lodge them with the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:

- (a) if submitted electronically, a clear, scanned, completed and signed copy in PDF format be submitted via e-mail to [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com); or
- (b) if submitted by post, be lodged at the office of the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632,

in either case, by 10.30 a.m., on Saturday, 7 March 2026, being not less than 72 hours before the time fixed for the Scheme Meeting.

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## LETTER TO SHAREHOLDERS

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**Scheme Shareholders are strongly encouraged to submit their completed Proxy Forms electronically via e-mail.**

The completion and lodgement of the Proxy Form will not preclude a Scheme Shareholder from attending, speaking and voting in person at the Scheme Meeting if he/she/it subsequently wishes to do so. In such event, the relevant Proxy Form will be deemed to be revoked.

### 17. INFORMATION RELATING TO CPFIS INVESTORS AND SRS INVESTORS

CPFIS Investors and SRS Investors who wish to participate in the Scheme Meeting are advised to consult their respective CPF Agent Banks and SRS Agent Banks for further information and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.

### 18. SIAS DIALOGUE SESSION

An SIAS Dialogue Session will be held for Scheme Shareholders and persons (including CPFIS Investors and SRS Investors) who hold Shares through relevant intermediaries prior to the Scheme Meeting at 10.30 a.m. on 3 March 2026 where the Company will endeavour to address all questions ahead of the Scheme Meeting.

The SIAS Dialogue Session is exclusive to Shareholders. Pre-registration is compulsory and any registration received after 5.00, p.m., on Friday, 27 February 2026 (the “**SIAS Dialogue Registration Deadline**”) will not be accepted.

In order to participate in the SIAS Dialogue Session, Scheme Shareholders must follow these steps:

- (a) pre-register via the QR code below, latest by the SIAS Dialogue Registration Deadline;



- (b) submit their full name (as per their National Registration Identity Card) email address, contact number and a photo or scanned copy of their latest proof of holding of Shares for verification. Shareholders should also bring a copy of their latest proof of their holdings of Shares and proof of identification to the SIAS Dialogue Session for verification purposes;
- (c) Scheme Shareholders who hold Shares through relevant intermediaries are required to submit an electronic copy of their latest proof of their holdings of Shares for verification purposes when they register for the SIAS Dialogue Session (for example, a letter from the nominee bank), failing which, they will not be able to attend;
- (d) a Scheme Shareholder who is a corporation may appoint one representative by submitting an authorisation letter (on the corporation’s letterhead) authorising its named representative to attend the Dialogue Session on its behalf and indicate the details as required during the registration process. A Scheme Shareholder who is a corporation is also required to submit an electronic copy of its latest proof of holding of Shares for verification purposes when it registers;
- (e) Scheme Shareholders and persons (including CPFIS Investors and SRS Investors) who hold Shares through relevant intermediaries are not permitted to appoint a proxy to join the Dialogue Session on their behalf,
- (f) Scheme Shareholders and persons (including CPFIS Investors and SRS Investors) who hold Shares through relevant intermediaries who do not receive any email by 5.00 p.m., Monday, 2 March 2026 but have registered by the SIAS Dialogue Registration Deadline should contact SIAS at +(65) 6227 2683 during office hours or email to [admin@sias.org.sg](mailto:admin@sias.org.sg).

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## LETTER TO SHAREHOLDERS

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### 19. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision of the preparation of this Revised Scheme Document) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Revised Scheme Document which relate to the Company (excluding **Appendix B**, **Appendix C** and **Appendix F** to this Revised Scheme Document, and any information relating to the Offeror and the Offeror Concert Party Group or any opinion expressed by the Offeror, the Offeror Concert Party Group and/or the IFA) are fair and accurate and that, where appropriate, no material facts which relate to the Company have been omitted from this Revised Scheme Document. The Directors jointly and severally accept full responsibility for the accuracy of the information given in this Revised Scheme Document (excluding **Appendix B**, **Appendix C** and **Appendix F** to this Revised Scheme Document, and any information relating to the Offeror and the Offeror Concert Party Group or any opinion expressed by the Offeror, the Offeror Concert Party Group and/or the IFA).

The Directors confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Revised Scheme Document constitutes full and true disclosure of all material facts about the Acquisition, the Scheme and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Revised Scheme Document misleading.

Where any information in this Revised Scheme Document (including information which relates to the Company) has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including the Offeror, the Offeror Concert Party Group, the Offeror's Financial Adviser, the IFA and/or the Valuer), the sole responsibility of the Directors 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 Revised Scheme Document in its proper form and context. The Directors do not accept any responsibility for any information relating to the Offeror, the Offeror Concert Party Group, the Offeror's Financial Adviser, the IFA and/or the Valuer or any opinion expressed by the Offeror, the Offeror Concert Party Group, the Offeror's Financial Adviser, the IFA and/or the Valuer.

In respect of the IFA Letter set out in **Appendix B** to this Revised Scheme Document and the Valuation Letter set out in **Appendix F** to this Revised Scheme Document, the sole responsibility of the Directors has been to ensure that the facts stated with respect to the Group are fair and accurate.

### 20. GENERAL INFORMATION

Your attention is drawn to the further relevant information in the Explanatory Statement and the Appendices to this Revised Scheme Document.

In particular, your attention is also drawn to paragraph 13 of the Explanatory Statement explaining the procedures and timing for the settlement of the Scheme Consideration.

Yours faithfully

For and on behalf of the Board of Directors  
**AF Global Limited**

**Chay Yue Kai**  
Executive Director and Chief Executive Officer

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## **APPENDIX A – EXPLANATORY STATEMENT**

(in compliance with Section 211 of the Companies Act)

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### **PROPOSED ACQUISITION OF THE COMPANY BY THE OFFEROR BY WAY OF THE SCHEME**

#### **1. INTRODUCTION**

##### **1.1 Joint Announcement of the Acquisition and the Scheme**

On 8 October 2025, the Company and the Offeror jointly announced the proposed acquisition by the Offeror of all the Scheme Shares, being all the issued and paid-up shares in the capital of the Company held by the Shareholders (other than the Shares already held by the Excluded Shareholders) for consideration of payment to the Scheme Shareholders of the aggregate Scheme Consideration of S\$31,755,094.69<sup>1</sup>, which will be effected by the Company by way of a scheme of arrangement in accordance with Section 210 of the Companies Act and the Code.

A copy of the Joint Announcement is available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements/>.

##### **1.2 Despatch of the Scheme Document on 15 January 2026**

Pursuant to the Joint Announcement, the 15 January Scheme Document was issued and despatched on 15 January 2026 by the Company to the Shareholders.

##### **1.3 Deferment Announcement**

On 21 January 2026, the Offeror and the Company jointly announced that due to the Xuzhou Updates announced in the 21 January Company Update Announcement, the Company intends to defer the scheme meeting originally scheduled at 10.30 a.m. (Singapore Time) on 5 February 2026 to update the information in the 15 January Scheme Document and issue a revised scheme document. **This Revised Scheme Document supersedes the 15 January Scheme Document. In deciding whether to vote for or against the Scheme in the Scheme Meeting, Scheme Shareholders should only consider the information in this Revised Scheme Document and disregard the 15 January Scheme Document.**

A copy of the Deferment Announcement is available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements/>.

##### **1.4 Explanatory Statement**

The purpose of this Explanatory Statement is to provide Scheme Shareholders with information on the Scheme and to explain the rationale for and effect of the Scheme. This Explanatory Statement should be read in conjunction with the full text of this Revised Scheme Document, including the Scheme as set out in **Appendix Q** to this Revised Scheme Document.

Unless otherwise defined or the context otherwise requires, all capitalised terms used in this Explanatory Statement which are not defined herein shall bear the same meanings ascribed to them in this Revised Scheme Document.

#### **2. GENERAL**

##### **2.1 What is a scheme of arrangement?**

Under Singapore law, a scheme of arrangement of the kind proposed here is a compromise or arrangement provided for under Section 210 of the Companies Act to take effect between a company and its members or creditors. The arrangement becomes legally binding on **all of the**

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<sup>1</sup> Based on the Scheme Consideration of S\$0.11 in cash per Scheme Share and 288,682,679 Scheme Shares held by the Scheme Shareholders as at the Latest Practicable Date and assuming that no further Scheme Shares are issued between the Latest Practicable Date and the Effective Date.

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## **APPENDIX A – EXPLANATORY STATEMENT**

(in compliance with Section 211 of the Companies Act)

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**members** or creditors to whom it is intended to apply if a majority in number and representing at least 75% in value of the members or creditors, voting in person or by proxy, vote in favour of it at the meeting convened with the permission of the Court and if the Court subsequently approves it.

### **2.2 What are Scheme Shareholders required to do?**

If you are a Scheme Shareholder, you are entitled to vote at the Scheme Meeting for the purpose of approving the Scheme. The Scheme Meeting will be held on Tuesday, 10 March 2026 at 10.30 a.m., notice of which is set out at **Appendix R** to this Revised Scheme Document. You may attend the Scheme Meeting in person or you may vote by proxy in accordance with paragraph 16 of the Letter to Shareholders.

### **3. RATIONALE FOR THE ACQUISITION**

The Offeror's rationale for the Acquisition is set out in paragraph 3 of the Offeror's Letter as set out in **Appendix C** of this Revised Scheme Document.

### **4. THE SCHEME**

#### **4.1 Terms of the Scheme**

The Scheme is proposed to all Scheme Shareholders.

Pursuant to the terms of the Scheme:

- (a) following the Scheme becoming effective and binding in accordance with its terms, all the Scheme Shares held by the Entitled Scheme Shareholders as at the Books Closure Date will be transferred to the Offeror:
  - (i) fully paid up;
  - (ii) free from all Encumbrances; and
  - (iii) together with all rights, benefits and entitlements attaching thereto as at the Joint Announcement Date and thereafter attaching thereto, including the right to receive and retain all Distributions declared, paid or made by the Company to the Scheme Shareholders on or after the Joint Announcement Date.

For the avoidance of doubt, if and when the Scheme becomes effective, it will be binding on all Scheme Shareholders, whether or not they were present in person or by proxy or voted at the Scheme Meeting and whether or not they voted for or against the Scheme Resolution, and the Scheme Shares held by the Entitled Scheme Shareholders will be transferred to the Offeror in accordance with this paragraph 4.1(a). Further details of the procedures to effect such transfers of Scheme Shares to the Offeror are set out in paragraph 11.2 of this Explanatory Statement;

- (b) in consideration for such transfer of the Scheme Shares, subject to paragraph 4.1(c) of this Explanatory Statement, each of the Entitled Scheme Shareholders as at the Books Closure Date will be entitled to receive for each Scheme Share the Scheme Consideration, being S\$0.11 in cash per Scheme Share; and
- (c) in the event that any Distribution is announced, declared, paid or made on or after the Joint Announcement Date and before the Effective Date, the Offeror reserves the right to reduce the Scheme Consideration by the amount of such Distribution paid by the Company to the Scheme Shareholders.

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**APPENDIX A – EXPLANATORY STATEMENT**  
(in compliance with Section 211 of the Companies Act)

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**4.2 Scheme Shares**

On the date of settlement of the Scheme, the Offeror will hold 100% of the Scheme Shares, comprising approximately 27.35% of the Shares, which, together with the Shares held by the Excluded Shareholders as at the Books Closure Date, shall comprise all the Shares as at the Books Closure Date.

**4.3 No Cash Outlay**

Scheme Shareholders should note that no cash outlay (including any stamp duties or brokerage expenses) will be required from the Scheme Shareholders under the Scheme.

**4.4 Waiver of Rights to a General Offer**

In accordance with the SIC Rulings as set out in paragraph 7.2 of the Letter to Shareholders, Scheme Shareholders should note that by voting in favour of the Scheme, Scheme Shareholders will be regarded as having waived their rights to a general offer by the Offeror Concert Party Group to acquire the Shares under the Code and are agreeing to the Offeror Concert Party Group acquiring or consolidating effective control of the Company without having to make a general offer for the Company.

**5. IRREVOCABLE UNDERTAKINGS**

Neither the Offeror nor any of the Offeror Concert Party Group has received any irrevocable undertaking from any party to vote in favour of the Scheme as at the Latest Practicable Date.

**6. INFORMATION ON THE OFFEROR**

Information on the Offeror, as well as the Offeror's rationale for the Acquisition and future intentions for the Group, are set out in paragraph 2 of the Letter to Shareholders and in the Offeror's Letter set out in **Appendix C** to this Revised Scheme Document.

**7. SCHEME MEETING**

**7.1 Scheme Meeting**

The Scheme, which is proposed pursuant to Section 210 of the Companies Act, is required to be approved by the Scheme Shareholders at the Scheme Meeting. By an order of the Court, the Scheme Meeting was directed to be convened for the purpose of approving the Scheme.

By proposing that the Acquisition be implemented by way of a scheme of arrangement under Section 210 of the Companies Act, the Company is providing the Scheme Shareholders with the opportunity to decide at the Scheme Meeting whether they consider the Scheme to be in their best interests.

The Scheme must be approved at the Scheme Meeting by a majority in number of the Scheme Shareholders, present and voting, either in person or by proxy at the Scheme Meeting, such majority representing not less than 75% in value of the Scheme Shares voted at the Scheme Meeting.

If and when the Scheme becomes effective, it will be binding on all Scheme Shareholders, whether or not they were present in person or by proxy or voted at the Scheme Meeting and whether or not they voted for or against the Scheme Resolution. Scheme Shareholders should also be aware and note that there is currently no certainty that the Scheme will become effective and binding.

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**APPENDIX A – EXPLANATORY STATEMENT**  
(in compliance with Section 211 of the Companies Act)

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**7.2 Convening of Scheme Meeting**

Pursuant to an application by the Company to the Court, the Court has ordered, amongst other things, that:

- (a) pursuant to Section 210 of the Companies Act, the Company be at liberty to convene the Scheme Meeting within three (3) months of 10 December 2025, being the date of the order, in the manner set out in **Appendix P** to this Revised Scheme Document or in such other manner as the Court deems fit, for the purpose of considering, and if thought fit, approving (with or without modification) the Scheme; and
- (a) the Company shall have liberty to apply to Court for directions with respect to the resolution of any issue or dispute which may arise in or in connection with the Scheme Meeting and the voting or entitlement to vote of Scheme Shareholders.

The Scheme Meeting will be held on Tuesday, 10 March 2026 at 10.30 a.m. and convened in the manner set out in **Appendix P** to this Revised Scheme Document for the purpose of considering, and if thought fit, approving (with or without modification) the Scheme Resolution.

**7.3 Voting at the Scheme Meeting**

As set out in **Appendix P** to this Revised Scheme Document:

- (a) a Scheme Shareholder which is not a relevant intermediary may appoint only one (1) proxy to attend, speak and vote in his/her/its stead and may only cast all the voting rights attached to his/her/its Scheme Shares at the Scheme Meeting (whether in person or by proxy) in one (1) way. Where a Scheme Shareholder which is not a relevant intermediary appoints more than one (1) proxy, such additional appointments shall be invalid;
- (b) in relation to any Scheme Shareholder which is a relevant intermediary:
  - (i) subject to paragraph 7.3(b)(ii) below, a Scheme Shareholder which is a relevant intermediary need not cast all the voting rights attached to the Scheme Shares held on behalf of its sub-account holders in the same way, provided that (A) each vote is exercised in relation to a different Scheme Share; and (B) the voting rights attached to all or any of the Scheme Shares in each sub-account may only be cast at the Scheme Meeting in one (1) way but, for the avoidance of doubt, the voting rights of such Scheme Shares need not be cast in the same way as the Scheme Shares in another sub-account; and
  - (ii) a Scheme Shareholder which is a relevant intermediary may appoint more than two (2) proxies in relation to the Scheme Meeting to exercise all or any of such Scheme Shareholder's rights to attend and to speak and vote at the Scheme Meeting, but each proxy must be appointed to exercise the voting rights attached to a different Scheme Share or Scheme Shares held by the Scheme Shareholder on behalf of its sub-account holders (which number and class of Scheme Shares must be specified), provided that no more than one (1) proxy may be given in respect of each sub-account which holds Scheme Shares. Where a proxy is appointed in accordance with this paragraph 7.3(b)(ii) in respect of Scheme Shares held on behalf of only one (1) sub-account holder, such proxy may only cast the voting rights attached to all or any of the Scheme Shares in such sub-account at the Scheme Meeting in one (1) way; and
- (c) for the purposes of determining whether the conditions under Section 210(3AB)(a) of the Companies Act (which, in relation to the Scheme Resolution, relates to the Scheme

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Resolution being passed by a majority in number of the Scheme Shareholders) (the “**Headcount Test**”) and Section 210(3AB)(b) of the Companies Act (which, in relation to the Scheme Resolution, relates to the Scheme Resolution being passed by Scheme Shareholders representing at least 75% in value of the Scheme Shares held by Scheme Shareholders present and voting either in person or by proxy at the Scheme Meeting) (the “**Value Test**”) are satisfied:

- (i) each proxy appointed in accordance with paragraph 7.3(a) above and which casts a vote in respect of its Scheme Shares for or against the Scheme shall be treated as:
  - (A) casting one (1) vote in number for the purposes of the Headcount Test; and
  - (B) the value represented by the proxy for the purposes of the Value Test shall be the number of Scheme Shares in relation to which voting rights are being exercised by the proxy.

For the avoidance of doubt, where a person has been appointed as the proxy of more than one (1) Scheme Shareholder to vote at the Scheme Meeting, the votes of each such proxy shall be counted as separate votes attributable to each appointing Scheme Shareholder for the purposes of the Headcount Test and the Value Test provided that the proxy is exercising the voting rights attached to a different Scheme Share or Scheme Shares (which number and class of Scheme Shares must be specified);

- (ii) each proxy appointed in accordance with paragraph 7.3(b)(ii) above or each sub-account holder on whose behalf the Scheme Shareholder which is a relevant intermediary holds Scheme Shares, and which casts a vote in respect of its Scheme Shares for or against the Scheme shall be treated as:
  - (A) casting one (1) vote in number for the purposes of the Headcount Test; and
  - (B) the value represented by the proxy or sub-account holder for the purposes of the Value Test shall be the number of Scheme Shares in relation to which voting rights are being exercised by the proxy or the sub-account holder.

Where a person has been appointed as proxy in accordance with paragraph 7.3(b)(ii) above of more than one (1) sub-account holder to vote at the Scheme Meeting, the votes of each such proxy shall be counted as separate votes attributable to each appointing sub-account holder for the purposes of the Headcount Test and the Value Test; provided that such proxy is exercising the voting rights attached to a different Scheme Share or Scheme Shares (which number and class of Scheme Shares must be specified). The Scheme Shareholder which is a relevant intermediary shall submit to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., either:

- (1) by e-mail to [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com); or
- (2) by post, to be lodged at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632,

the list of these sub-account holder(s) (which sets out the name of each sub-account holder, the number of Scheme Shares attributed to each

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sub-account holder, and whether the sub-account holder has voted in favour of or against the Scheme in respect of such Scheme Shares). Each sub-account holder may only vote one (1) way in respect of all or any part of the Scheme Shares in such sub-account; and

- (iii) where a Scheme Shareholder which is a relevant intermediary casts the voting rights attached to the Scheme Shares held on behalf of its sub-account holder(s) both for and against the Scheme without submitting to the Company's Share Registrar the information required under paragraph 7.3(c)(ii) above then, without prejudice to the treatment of any proxies appointed in accordance with paragraph 7.3(b)(ii) above:
- (A) such relevant intermediary shall be treated as casting one (1) vote in favour of the Scheme for the purposes of the Headcount Test if the relevant intermediary casts more votes for the Scheme than against the Scheme;
  - (B) such relevant intermediary shall be treated as casting one (1) vote against the Scheme for the purposes of the Headcount Test if the relevant intermediary casts more votes against the Scheme than for the Scheme;
  - (C) such relevant intermediary shall be treated as casting one (1) vote for and one (1) vote against the Scheme for the purposes of the Headcount Test if the relevant intermediary casts equal votes for and against the Scheme; and
  - (D) with respect to each of the scenarios set out in paragraphs 7.3(c)(iii)(A), 7.3(c)(iii)(B) and 7.3(c)(iii)(C) above, the value represented by the relevant intermediary for the purposes of the Value Test shall be the number of Scheme Shares in relation to which voting rights "for" and "against" the Scheme are being exercised by the relevant intermediary.

*For example, to illustrate – a Scheme Shareholder who is a relevant intermediary holds 100 Scheme Shares on behalf of 10 sub-account holders who each beneficially own 10 Scheme Shares. Two (2) of these sub-account holders ask to attend the Scheme Meeting in person, one to vote "for" the Scheme and the other to vote "against" the Scheme. The relevant intermediary submits one (1) proxy form on behalf of each of these two (2) sub-account holders appointing each of them as proxies. Pursuant to paragraph 7.3(c)(ii) above, the Company shall treat the proxy who casts a vote "for" the Scheme as casting one (1) vote "for" for the purposes of the Headcount Test (representing 10 Scheme Shares "for" the Scheme for the purposes of the Value Test) and the proxy who casts a vote "against" the Scheme as casting one (1) vote "against" for the purposes of the Headcount Test (representing 10 Scheme Shares "against" the Scheme for the purposes of the Value Test).*

*Another two (2) of the sub-account holders do not ask to attend the Scheme Meeting in person. One of them instructs the relevant intermediary to vote "for" the Scheme and the other instructs the relevant intermediary to vote "against" the Scheme. The relevant intermediary submits one (1) proxy form for both the two (2) sub-account holders including the following information: (a) the names of these two (2) sub-account holders, (b) that 10 Scheme Shares are attributed to each sub-account holder and (c) one (1) sub-account holder has voted "for" the Scheme and one (1) sub-account holder has voted "against" the Scheme. Pursuant to paragraph 7.3(c)(ii) above, the Company shall treat the sub-account holder who casts a vote "for" the Scheme as casting one (1) vote "for" for the*

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*purposes of the Headcount Test (representing 10 Scheme Shares “for” the Scheme for the purposes of the Value Test) and the sub-account holder who casts a vote “against” the Scheme as casting one (1) vote “against” for the purposes of the Headcount Test (representing 10 Scheme Shares “against” the Scheme for the purposes of the Value Test).*

*The remaining six (6) sub-account holders do not ask to attend the Scheme Meeting in person but:*

- Scenario 1: Five (5) of these sub-account holders give instructions to the relevant intermediary to vote “for” the Scheme while the remaining one (1) gives instructions to the relevant intermediary to vote “against” the Scheme. The relevant intermediary submits one (1) proxy form on behalf of these six (6) sub-account holders collectively indicating 50 Scheme Shares “for” the Scheme and 10 Scheme Shares “against” the Scheme in the proxy form without specifying the names or number of sub-account holders, the number and class of Scheme Shares held by each sub-account holder and the vote cast by each sub-account holder. Pursuant to paragraph 7.3(c)(iii)(A) above, the Company shall treat the relevant intermediary as casting one (1) vote for the Scheme for the purposes of the Headcount Test (representing 50 Scheme Shares “for” the Scheme and 10 Scheme Shares “against” the Scheme for the purposes of the Value Test).*
- Scenario 2: One (1) of these sub-account holders gives instructions to the relevant intermediary to vote “for” the Scheme while the remaining five (5) give instructions to the relevant intermediary to vote “against” the Scheme. The relevant intermediary submits one (1) proxy form on behalf of these six (6) sub-account holders collectively indicating 10 Scheme Shares “for” the Scheme and 50 Scheme Shares “against” the Scheme in the proxy form without specifying the names or number of sub-account holders, the number and class of Scheme Shares held by each sub-account holder and the vote cast by each sub-account holder. Pursuant to paragraph 7.3(c)(iii)(B) above, the Company shall treat the relevant intermediary as casting one (1) vote against the Scheme for the purposes of the Headcount Test (representing 10 Scheme Shares “for” the Scheme and 50 Scheme Shares “against” the Scheme for the purposes of the Value Test).*
- Scenario 3: Three (3) of these sub-account holders give instructions to the relevant intermediary to vote “for” the Scheme while the remaining three (3) give instructions to the relevant intermediary to vote “against” the Scheme. The relevant intermediary submits one (1) proxy form on behalf of these six (6) sub-account holders collectively indicating 30 Scheme Shares “for” the Scheme and 30 Scheme Shares “against” the Scheme in the proxy form without specifying the names or number of sub-account holders, the number and class of Scheme Shares held by each sub-account holder and the vote cast by each sub-account holder. Pursuant to paragraph 7.3(c)(iii)(C) above, the Company shall treat the relevant intermediary as casting one (1) vote for and one (1) vote against the Scheme for the purposes of the Headcount Test (representing 30 Scheme Shares “for” the Scheme and 30 Scheme Shares “against” the Scheme for the purposes of the Value Test).*

### 7.4 Notice

The Notice of Scheme Meeting is set out in **Appendix R** to this Revised Scheme Document. Scheme Shareholders are requested to take note of the date, time and venue of the Scheme Meeting.

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### **8. CONDITIONS OF THE SCHEME**

#### **8.1 Scheme Conditions**

The Scheme is conditional upon the satisfaction (or, where applicable, the waiver) of the Scheme Conditions by the Cut-Off Date.

A list of the Scheme Conditions is set out in **Appendix J** to this Revised Scheme Document.

#### **8.2 Update on Status of Scheme Conditions**

- (a) The SIC has by way of a letter dated 30 September 2025 confirmed, *inter alia*, that:
- (i) the Scheme is exempted from complying with Rules 14, 15, 16, 17, 20.1, 21, 22, 28, 29, 33.2 and Note 1(b) on Rule 19 of the Code, subject to certain conditions;
  - (ii) it has no objections to the Scheme Conditions;
  - (iii) the fact that the Scheme will not be extended to the Excluded Shareholders does not constitute a special deal under Rule 10 of the Code for each Excluded Shareholder;
  - (iv) the arrangements under the consortium and shareholders' agreement dated 8 October 2025 between the two shareholders of the Offeror do not constitute special deals under Rule 10 of the Code for each of them as the two of them are acting as joint offerors in respect of the Scheme; and
  - (v) the Conflicted Directors be excluded from assuming responsibility for any recommendations on the Scheme that the Board may make to Shareholders.

Please refer to paragraph 9.1 of this Explanatory Statement for further details.

- (b) The SGX-ST has on 11 February 2026 given its clearance of the draft of the Revised Scheme Document submitted for its clearance, which the Company and the Offeror agreed is the Scheme Condition requiring approval-in-principle for this Revised Scheme Document under the Implementation Agreement.

Other than as set out in this paragraph 8.2, none of the other Scheme Conditions have, as at the Latest Practicable Date, been satisfied (or, where applicable, waived).

#### **8.3 Remaining Scheme Conditions**

Accordingly, as at the Latest Practicable Date, the Scheme is conditional upon the satisfaction (or, where applicable, the waiver) of the remaining Scheme Conditions as set out in **Appendix K** to this Revised Scheme Document by the Cut-Off Date.

#### **8.4 Non-fulfilment of Scheme Conditions**

The Scheme will only become effective and binding if all the Scheme Conditions have been satisfied or, where applicable, waived, in accordance with the terms of the Implementation Agreement. Shareholders should note that if any of the Scheme Conditions is not satisfied (or, where applicable, waived) on or before 5.00 p.m. on the Cut-Off Date, the Scheme will not become effective and binding.

#### **8.5 Benefit of Certain Scheme Conditions**

(a) **The Offeror's Benefit**

The Offeror alone may waive the Scheme Conditions in paragraph (f) (in relation to any Prescribed Occurrence relating to any Group Company) and paragraph (h) (in

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relation to any material breach of Warranties by the Company) of **Appendix J** to this Revised Scheme Document. Any breach or non-fulfilment of any such Scheme Conditions may be relied upon only by the Offeror. The Offeror may at any time and from time to time at its sole and absolute discretion waive in writing any such breach or non-fulfilment.

(b) **The Company's Benefit**

The Company alone may waive the Scheme Conditions in paragraph (g) (in relation to any Prescribed Occurrence relating to the Offeror) and paragraph (i) (in relation to any material breach of Warranties by the Offeror) of **Appendix J** to this Revised Scheme Document. Any breach or non-fulfilment of any such Scheme Conditions may be relied upon only by the Company. The Company may at any time and from time to time at its sole and absolute discretion waive in writing any such breach or non-fulfilment.

(c) **Mutual Benefit**

Any non-fulfilment of the Scheme Conditions in paragraph (e) (in relation to there being no illegality) of **Appendix J** to this Revised Scheme Document is capable of being waived with the consent in writing of both Parties (to the extent legally permissible).

(d) **Other Scheme Conditions**

For the avoidance of doubt, the Parties agree that the Scheme Conditions in paragraph (a) (in relation to approval of the Scheme by the Scheme Shareholders), paragraph (b) (in relation to the grant of the Court Order), paragraph (c) (in relation to the lodgement of the Court Order) and paragraph (d) (in relation to Regulatory Approvals) of **Appendix J** to this Revised Scheme Document are not capable of being waived by either Party or both Parties.

## 8.6 Termination Rights

(a) **Right to Terminate**

Subject to paragraph 8.6(c) of this Explanatory Statement, if any of the Scheme Conditions set out in paragraph (a) (in relation to approval of the Scheme by the Shareholders), paragraph (b) (in relation to the grant of the Court Order), paragraph (c) (in relation to the lodgement of the Court Order) or paragraph (d) (in relation to Regulatory Approvals) of **Appendix J** to this Revised Scheme Document is not satisfied, or if the Scheme has not become effective in accordance with its terms on or before 5.00 p.m. on the Cut-Off Date, either Party may immediately terminate the Implementation Agreement by notice in writing to the other Party.

(b) **Non-fulfilment of Scheme Conditions**

Subject to paragraph 8.6(c) of this Explanatory Statement, if:

- (i) the Scheme Condition set out in paragraph (e) (in relation to there being no illegality) of **Appendix J** to this Revised Scheme Document is not satisfied, or is incapable of being satisfied, or if applicable, has not been or will not be waived, on or before 5.00 p.m. on the Cut-Off Date, either Party may immediately terminate the Implementation Agreement by notice in writing to the other Party;

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- (ii) any of the Scheme Conditions set out in paragraph (f) (in relation to any Prescribed Occurrence relating to any Group Company) or paragraph (h) (in relation to any material breach of Warranties by the Company of **Appendix J** to this Revised Scheme Document is not satisfied, or is incapable of being satisfied, or if applicable, has not been or will not be waived, on or before 5.00 p.m. on the Cut-Off Date, the Offeror may terminate the Implementation Agreement by notice in writing to the Company; or
  - (iii) any of the Scheme Conditions set out in paragraph (g) (in relation to any Prescribed Occurrence relating to the Offeror) or paragraph (i) (in relation to any material breach of Warranties by the Offeror) of **Appendix J** to this Revised Scheme Document is not satisfied, or is incapable of being satisfied, or if applicable, has not been or will not be waived, on or before 5.00 p.m. on the Cut-Off Date, the Company may terminate the Implementation Agreement by notice in writing to the Offeror.
- (c) **SIC Determination**
- (i) The Offeror and/or the Company (as the case may be) may only invoke the non-satisfaction of any of the Scheme Conditions referred to in **Appendix J** to this Revised Scheme Document to terminate the Implementation Agreement if it has first consulted the SIC and the SIC gives its approval for, or states that it has no objection to, such termination and the Scheme not proceeding as a result of such termination.
  - (ii) For the avoidance of doubt, if the Implementation Agreement is not terminated because the SIC for any reason does not give its approval for, or does not state that it has no objection to, such termination and the Scheme not proceeding as a result of such termination, such non-termination of the Implementation Agreement shall not amount to a waiver of any claims or rights which the Offeror may have against the Company (and *vice versa*) in relation to the non-satisfaction of the relevant Scheme Condition.

### **8.7 Obligations of the Offeror and the Company in relation to the Scheme**

Pursuant to the terms of the Implementation Agreement, the Offeror and the Company shall in connection with the implementation of the Scheme, as expeditiously as practicable, comply with the obligations set out respectively in **Appendix N** and **Appendix O** to this Revised Scheme Document respectively.

The obligations of the Company in **Appendix O** to this Revised Scheme Document are subject to the fiduciary duties of its directors and compliance with all applicable laws.

## **9. SCHEME CONDITIONS AND REGULATORY APPROVALS**

### **9.1 SIC**

(a) **Code**

Pursuant to the SIC Application, the SIC has by way of the SIC Rulings, confirmed, *inter alia*, that the Scheme is exempted from complying with Rules 14, 15, 16, 17, 20.1, 21, 22, 28, 29 and 33.2 and Note 1(b) on Rule 19 of the Code, subject to the following conditions:

- (i) the Offeror and its concert parties, as well as the common substantial shareholders of the Offeror and its concert parties on one hand, and the Company on the other, abstain from voting on the Scheme;

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- (ii) the directors of the Company who are also directors of the Offeror or who are acting in concert with those persons in sub-paragraph (i) above, being the Conflicted Directors, abstain from making a recommendation on the Scheme to the Shareholders;
- (iii) this Revised Scheme Document contains advice to the effect that by voting for the Scheme, the Shareholders are agreeing to the Offeror and its concert parties acquiring or consolidating effective control of the Company without having to make a general offer for the Company;
- (iv) this Revised Scheme Document discloses the names of the Offeror and its concert parties, their current voting rights in the Company as of the latest practicable date and their voting rights in the Company after the Scheme;
- (v) the Company appoints an independent financial adviser to advise the Shareholders of the Scheme; and
- (vi) the Scheme being completed within 6 months (unless extended with Council's consent) from the date of the Joint Announcement.

As at the Latest Practicable Date, in respect of the conditions set out above:

- (A) the Offeror Concert Party Group as well as the common substantial shareholders of the Offeror and its concert parties on one hand, and the Company on the other, abstain from voting on the Scheme. As the Shares held by the Excluded Shareholders are not Scheme Shares, the Excluded Shareholders will in any case not be eligible to vote on the Scheme. The Company will disregard any votes cast by persons who are required to abstain from voting;
- (B) the Conflicted Directors, who are concert parties of the Offeror, will abstain from making a recommendation on the Scheme to the Scheme Shareholders;
- (C) paragraph 6 of the Letter to Shareholders and paragraph 4.4 of this Explanatory Statement contain advice to the effect that by voting for the Scheme, the Scheme Shareholders are agreeing to the Offeror Concert Party Group acquiring or consolidating effective control of the Company without having to make a general offer for the Company;
- (D) paragraph 9.8 of the Offeror's Letter and Schedule B to the Offeror's Letter disclose the names of the Offeror Concert Party Group, their current voting rights in the Company as of the Latest Practicable Date, and their voting rights in the Company after the Scheme; and
- (E) the Company has appointed the IFA to advise the Scheme Shareholders on the Scheme.

(b) **Scheme Conditions**

The SIC has, by way of the SIC Rulings, confirmed that it has no objections to the Scheme Conditions.

(c) **No Special Deal**

The SIC has, by way of the SIC Rulings, confirmed that:

- (i) the fact that the Scheme will not be extended to the Excluded Shareholders does not constitute a special deal under Rule 10 of the Code for each Excluded Shareholder; and

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- (ii) the arrangements under the consortium and shareholders' agreement dated 8 October 2025 between the two shareholders of the Offeror do not constitute special deals under Rule 10 of the Code for each of them as the two of them are acting as joint offerors in respect of the Scheme.

(d) **Exemption**

The SIC has, by way of the SIC Rulings, confirmed that Mr Koh Wee Seng and Mr Periakaruppan Aravindan are exempted from the requirement to make a recommendation on the Scheme to the Scheme Shareholders. However, Mr Koh Wee Seng and Mr Periakaruppan Aravindan must still assume responsibility for the accuracy of facts stated in each document or advertisement issued by, or on behalf of, the Company in connection with the Scheme.

### **9.2 Court**

The Scheme is subject to the sanction of the Court as stated in paragraph (b) of **Appendix J** to this Revised Scheme Document.

### **9.3 SGX-ST**

An application has been made to seek approval from the SGX-ST to delist the Company from the Official List of the SGX-ST upon the Scheme becoming effective and binding in accordance with its terms as set out in paragraph 10 of this Explanatory Statement below.

## **10. EFFECT OF THE SCHEME AND DELISTING**

Upon the Scheme becoming effective and binding in accordance with its terms, the Offeror will hold 100% of the Scheme Shares, comprising 27.35% of the Shares, which, together with the Shares held by the Excluded Shareholders 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.

An application has been made to seek approval from the SGX-ST to delist and remove the Company from the Official List of the SGX-ST upon the Scheme becoming effective and binding in accordance with its terms. The decision of the SGX-ST will be given after the Scheme Meeting if the Scheme is approved by the Scheme Shareholders and will be publicly announced by the Company on SGXNet. In the event that the Scheme is not approved by the Scheme Shareholders, the application for the Delisting will be withdrawn by the Company. Accordingly, the Delisting is conditional upon the receipt of the SGX-ST Delisting Approval from the SGX-ST, advising that it has no objection to the Company's application for the Delisting.

Please note that the SGX-ST's decision on the Company's application to delist and remove the Company from the Official List of the SGX-ST is not to be taken as an indication of the merits of the Scheme, the proposed delisting of the Company and the removal of the Company from the Official List of the SGX-ST in connection to its proposed privatisation by way of the Scheme.

**SHAREHOLDERS SHOULD NOTE THAT BY VOTING IN FAVOUR OF THE SCHEME, SUBJECT TO THE SGX-ST DELISTING APPROVAL BEING OBTAINED, THE SHARES WILL BE DELISTED FROM THE OFFICIAL LIST OF THE SGX-ST IF THE SCHEME BECOMES EFFECTIVE AND BINDING IN ACCORDANCE WITH ITS TERMS.**

## **11. IMPLEMENTATION OF THE SCHEME**

### **11.1 Application to Court for Sanction**

Upon the Scheme being approved by a majority in number of the Scheme Shareholders present and voting, either in person or by proxy, at the Scheme Meeting, such majority

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representing not less than 75% in value of the Scheme Shares voted at the Scheme Meeting, an application will be made to the Court by the Company for the sanction of the Scheme.

### **11.2 Procedure for Implementation**

If the Court sanctions the Scheme, the Offeror and the Company will (subject to the Scheme Conditions having been satisfied or, as the case may be, waived in accordance with the Implementation Agreement on or before 11.59 p.m. on the Cut-Off Date) take the necessary steps to render the Scheme effective and binding in accordance with its terms, and the following will be implemented:

- (a) subject to paragraph 4.1(c) of this Explanatory Statement, the Scheme Shares held by the Entitled Scheme Shareholders will be transferred to the Offeror for the Scheme Consideration to be paid by the Offeror to the Entitled Scheme Shareholders for each Scheme Share transferred not later than seven (7) Business Days after the Effective Date, as follows:
  - (i) in the case of the Entitled Scheme Shareholders (not being Depositors), the Company shall authorise any person to execute or effect on behalf of all such Entitled Scheme Shareholders an instrument or instruction of transfer of all the Scheme Shares held by such Entitled Scheme Shareholders and every such instrument or instruction of transfer so executed shall be effective as if it had been executed by the relevant Entitled Scheme Shareholder; and
  - (ii) in the case of the Entitled Scheme Shareholders (being Depositors), the Company shall instruct CDP, for and on behalf of such Entitled Scheme Shareholders, to debit all of the Scheme Shares standing to the credit of the Securities Account(s) of such Entitled Scheme Shareholders and credit all of such Scheme Shares to the Securities Account(s) of the Offeror or such Securities Account(s) as directed by the Offeror;
- (b) from the Effective Date, all existing share certificates relating to the Scheme Shares held by the Entitled Scheme Shareholders (not being Depositors) will cease to be evidence of title of the Scheme Shares represented thereby;
- (c) the Entitled Scheme Shareholders (not being Depositors) are required to forward their existing share certificates relating to their Scheme Shares to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 as soon as possible, but not later than seven (7) Business Days after the Effective Date for cancellation; and
- (d) subject to paragraph 4.1(c) of this Explanatory Statement, the Offeror shall, not later than seven (7) Business Days after the Effective Date, and against the transfer of the Scheme Shares set out in paragraph 11.2(a) of this Explanatory Statement above, make payment of the Scheme Consideration in the manner set out in paragraph 11.3 of this Explanatory Statement.

### **11.3 The Scheme Consideration**

#### **(a) The Scheme Consideration**

Subject to paragraph 4.1(c) of this Explanatory Statement, the Offeror shall, not later than seven (7) Business Days after the Effective Date, and against the transfer of the Scheme Shares set out in paragraph 11.2(a) of this Explanatory Statement above,

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make payment of the aggregate Scheme Consideration to the Entitled Scheme Shareholders for their Scheme Shares as follows:

(i) **Entitled Scheme Shareholders whose Scheme Shares are not deposited with CDP**

The Offeror shall pay each Entitled Scheme Shareholder (not being a Depositor) by sending a cheque for the aggregate Scheme Consideration payable to and made out in favour of such Entitled Scheme Shareholder by ordinary post to his/her/its address as appearing in the Register of Members at the close of business on the Books Closure Date, at the sole risk of such Entitled Scheme Shareholder, or in the case of joint Entitled Scheme Shareholders, to the first-named Entitled Scheme Shareholder made out in favour of such Entitled Scheme Shareholder by ordinary post to his/her/its address as appearing in the Register of Members at the close of business on the Books Closure Date, at the sole risk of such joint Entitled Scheme Shareholders.

(ii) **Entitled Scheme Shareholders whose Scheme Shares are deposited with the CDP**

The Offeror shall pay each Entitled Scheme Shareholder (being a Depositor) by making payment of the aggregate Scheme Consideration payable to such Entitled Scheme Shareholder to CDP. CDP shall:

- (A) in the case of an Entitled Scheme Shareholder (being a Depositor) who has registered for CDP's direct crediting service, credit the Scheme Consideration payable to such Entitled Scheme Shareholder, to the designated bank account of such Entitled Scheme Shareholder; and
- (B) in the case of an Entitled Scheme Shareholder (being a Depositor) who has not registered for CDP's direct crediting service, credit the Scheme Consideration to such Entitled Scheme Shareholder's cash ledger with CDP and such Scheme Consideration shall be subject to the same terms and conditions applicable to "Cash Distributions" under "The Central Depository (Pte) Limited Operation of Securities Account with the Depository Terms and Conditions" as amended, modified or supplemented from time to time, copies of which are available from CDP.

Assuming that the Scheme becomes effective and binding in accordance with its terms on 8 April 2026, the crediting by CDP of the Scheme Consideration into the designated bank accounts of the Entitled Scheme Shareholders (in the case of the Entitled Scheme Shareholders being Depositors and who have registered with CDP for its direct crediting service) or, as the case may be, the Entitled Shareholder's cash ledger with CDP (in the case of Entitled Shareholders being Depositors and who have not registered with CDP for its direct crediting service) in the manner set out in paragraphs 11.3(a)(ii)(A) and 11.3(a)(ii)(B) above, is expected to take place on or around 17 April 2026.

The despatch of payment by the Offeror of the Scheme Consideration to each Entitled Scheme Shareholder's address and/or CDP (as the case may be) in accordance with the above shall discharge the Offeror from any liability in respect of those payments.

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**APPENDIX A – EXPLANATORY STATEMENT**  
(in compliance with Section 211 of the Companies Act)

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**(b) Retention and Release of Proceeds**

- (i) In relation to the Entitled Scheme Shareholders (not being Depositors), on and after the day being six (6) calendar months after the posting of such cheques relating to the Scheme Consideration, the Offeror shall have the right to cancel or countermand payment of any such cheque which has not been cashed (or has been returned uncashed) and shall place all such moneys in a bank account in the Company's name with a licensed bank in Singapore selected by the Company.
- (ii) The Company or its successor entity shall hold such moneys until the expiration of six (6) years from the Effective Date and shall prior to such date make payments therefrom of the sums payable pursuant to Clause 3.4 of the Scheme as set out in **Appendix Q** to this Revised Scheme Document to persons who satisfy the Company or its successor entity that they are respectively entitled thereto and that the cheques referred to in Clause 3.4 of the Scheme as set out in **Appendix Q** to this Revised Scheme Document for which they are payees have not been cashed. Any such determination shall be conclusive and binding upon all persons claiming an interest in the relevant moneys, and any payments made by the Company hereunder shall not include any interest accrued on the sums to which the respective persons are entitled pursuant to Clause 3.1 of the Scheme as set out in **Appendix Q** to this Revised Scheme Document.
- (iii) On the expiry of six (6) years from the Effective Date, the Company and the Offeror shall be released from any further obligation to make any payments of the Scheme Consideration under this Scheme and the Company or its successor entity shall transfer to the Offeror the balance (if any) of the sums then standing to the credit of the bank account referred to in Clause 3.5(a) of the Scheme as set out in **Appendix Q** to this Revised Scheme Document including accrued interest, subject, if applicable, to the deduction of interest, tax or any withholding tax or any other deduction required by law and subject to the deduction of any expenses.

**12. CLOSURE OF BOOKS**

**12.1 Notice of Books Closure Date**

Subject to the approval by the requisite majority of the Scheme Shareholders at the Scheme Meeting and the sanction of the Scheme by the Court, notice of the Books Closure Date will be given in due course for the purposes of determining the entitlements of the Entitled Scheme Shareholders to the Scheme Consideration under the Scheme.

**The Books Closure Date is expected to be on or around 7 April 2026 at 5.00 p.m. The Company will make a further announcement in due course on the Books Closure Date.**

**12.2 Transfer of Shares after Books Closure Date**

No transfer of the Shares where the share certificates relating thereto are not deposited with CDP may be effected after the Books Closure Date, unless such transfer is made pursuant to the Scheme.

**12.3 Trading in Shares on the SGX-ST**

The Scheme is tentatively scheduled to become effective and binding in accordance with its terms on or around 8 April 2026.

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## **APPENDIX A – EXPLANATORY STATEMENT**

(in compliance with Section 211 of the Companies Act)

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Assuming the Scheme becomes effective and binding in accordance with its terms on 8 April 2026 and subject to the SGX-ST Delisting Approval being obtained, the Shares are expected to be delisted and removed from the Official List of the SGX-ST after the settlement of the Scheme Consideration. It is therefore expected that, subject to the approval of the SGX-ST, the Shares will cease to be traded on the SGX-ST on or around 27 March 2026 at 5.00 p.m., being six (6) clear Business Days before the expected Books Closure Date on 7 April 2026 at 5.00 p.m..

Shareholders (not being Depositors) who wish to trade in their Shares on the SGX-ST are required to deposit with CDP their share certificates relating to their Shares, together with the duly executed instruments of transfer in favour of CDP, by twelve (12) Market Days prior to the tentative last day for trading of the Scheme Shares.

### **13. SETTLEMENT AND REGISTRATION PROCEDURES**

#### **13.1 Settlement and Registration Procedures**

Subject to the Scheme becoming effective and binding in accordance with its terms, the following settlement and registration procedures will apply:

(a) **Entitled Scheme Shareholders whose Scheme Shares are not deposited with CDP**

Entitlements of Entitled Scheme Shareholders (not being Depositors) under the Scheme will be determined on the basis of their holdings of Scheme Shares appearing in the Register of Members as at 5.00 p.m. on the Books Closure Date.

Entitled Scheme Shareholders (not being Depositors) who have not already done so are requested to take the necessary action to ensure that the Scheme Shares owned by them are registered in their names with the Share Registrar by 5.00 p.m. on the Books Closure Date.

From the Effective Date, each existing share certificate representing a former holding of Scheme Shares by the Entitled Scheme Shareholder (not being Depositors) will cease to be evidence of title to the Scheme Shares represented thereby.

Within seven (7) Business Days of the Effective Date, the Offeror shall make payment of the Scheme Consideration to each Entitled Scheme Shareholder (not being a Depositor) based on his/her/its holding of the Scheme Shares as at 5.00 p.m. on the Books Closure Date.

(b) **Entitled Scheme Shareholders whose Scheme Shares are deposited with CDP**

Entitlements of Entitled Scheme Shareholders (being Depositors) under the Scheme will be determined on the basis of the number of Scheme Shares standing to the credit of their Securities Accounts at 5.00 p.m. on the Books Closure Date.

Entitled Scheme Shareholders (being Depositors) who have not already done so are requested to take the necessary action to ensure that the Scheme Shares owned by them are credited to their Securities Accounts by 5.00 p.m. on the Books Closure Date.

Following the Effective Date, CDP will debit all the Scheme Shares standing to the credit of each relevant Securities Account of each Entitled Scheme Shareholder (being a Depositor) and credit all of such Scheme Shares to the Securities Account(s) of the Offeror in such Securities Account(s) as directed by the Offeror, within seven (7) Business Days of the Effective Date and prior to the Delisting of Company.

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## **APPENDIX A – EXPLANATORY STATEMENT**

(in compliance with Section 211 of the Companies Act)

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Within seven (7) Business Days of the Effective Date, CDP shall, based on the number of Scheme Shares standing to the credit of the Securities Account of the Entitled Scheme Shareholders (being Depositors) as at 5.00 p.m. on the Books Closure Date make payment of the Scheme Consideration to each Entitled Scheme Shareholder (being a Depositor).

### **13.2 Further Information for CPFIS Investors and SRS Investors**

#### **(a) CPFIS Investors**

In the case of CPFIS Investors, entitlements to the Scheme will be determined on the basis of the number of the Scheme Shares held by the CPF Agent Banks on behalf of each CPFIS Investor as at the close of business on the Books Closure Date. The Scheme Consideration attributable to the Shares held by the CPF Agent Banks on behalf of the CPFIS Investors will be paid to the relevant CPF Agent Banks.

#### **(b) SRS Investors**

In the case of SRS Investors, entitlements to the Scheme will be determined on the basis of the number of Shares held by the SRS Agent Banks on behalf of each SRS Investor as at the close of business on the Books Closure Date. The Scheme Consideration attributable to the Scheme Shares held by the SRS Agent Banks on behalf of the SRS Investors will be paid to the relevant SRS Agent Banks.

### **14. DIRECTORS' INTERESTS**

The interests of Directors in the Scheme Shares as at the Latest Practicable Date are set out in **Appendix E** to this Revised Scheme Document.

Save as otherwise disclosed in this Revised Scheme Document, the effect of the Scheme on the interests of the Directors does not differ from that of the other Shareholders.

### **15. OVERSEAS SHAREHOLDERS**

The applicability of the Scheme to Overseas Shareholders may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, all Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.

Where there are potential restrictions on sending this Revised Scheme Document and any related documents to any overseas jurisdiction, the Offeror and the Company reserve the right not to send such documents to the Overseas Shareholders in such overseas jurisdiction. For the avoidance of doubt, the Scheme is being proposed to all the Scheme Shareholders (including any Overseas Shareholders), including those to whom this Revised Scheme Document and any related documents will not be, or may not be, sent, provided that this Revised Scheme Document and any related documents do not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful and the Scheme is not being proposed in any jurisdiction in which the introduction or implementation of the Scheme would not be in compliance with the laws of such jurisdiction.

**Overseas Shareholders who are in doubt as to their positions should consult their own professional advisers in the relevant jurisdictions.**

### **16. INFORMATION RELATING TO CPFIS INVESTORS AND SRS INVESTORS**

CPFIS Investors and SRS Investors who wish to attend the Scheme Meeting are advised to consult their respective CPF Agent Banks and SRS Agent Banks for further information and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.

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**APPENDIX A – EXPLANATORY STATEMENT**  
(in compliance with Section 211 of the Companies Act)

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**17. ADVICE OF THE INDEPENDENT FINANCIAL ADVISER**

The IFA Letter setting out the advice of the IFA to the Non-Conflicted Directors is set out in **Appendix B** to this Revised Scheme Document.

**18. NON-CONFLICTED DIRECTORS' RECOMMENDATION**

The recommendation of the Non-Conflicted Directors in relation to the Scheme is set out in paragraph 13 of the Letter to Shareholders.

**19. GENERAL INFORMATION**

Your attention is drawn to the further relevant information, including the interests in the Shares of the Directors, which is set out in the Appendices to this Revised Scheme Document. These Appendices form part of this Revised Scheme Document. This Explanatory Statement should be read in conjunction with, and is qualified by, the full text of this Revised Scheme Document, including the Scheme as set out at **Appendix Q** to this Revised Scheme Document.

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## APPENDIX B – LETTER FROM THE IFA TO THE NON-CONFLICTED DIRECTORS

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23 February 2026

**AF Global Limited**

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

Attention: The Non-Conflicted Directors (as defined herein)

Dear Non-Conflicted Directors

**PROPOSED ACQUISITION (THE “ACQUISITION”) BY AFG INVESTMENT PTE. LTD. (THE “OFFEROR”) OF ALL THE ISSUED ORDINARY SHARES (THE “SHARES”) IN THE CAPITAL OF AF GLOBAL LIMITED (THE “COMPANY”) (OTHER THAN THE SHARES HELD BY ASPIAL CORPORATION LIMITED AND MR KOH WEE MENG (THE “EXCLUDED SHARES”)) BY WAY OF A SCHEME OF ARRANGEMENT (THE “SCHEME”) IN ACCORDANCE WITH SECTION 210 OF THE COMPANIES ACT 1967 OF SINGAPORE (THE “COMPANIES ACT”) AND THE SINGAPORE CODE ON TAKE-OVERS AND MERGERS (THE “CODE”)**

*For the purpose of this letter, capitalised terms not otherwise defined shall have the meaning ascribed to them in the revised scheme document of AF Global Limited dated 23 February 2026 (the “**Revised Scheme Document**”).*

### 1. INTRODUCTION

On 8 October 2025 (the “**Joint Announcement Date**”), the Company and the Offeror jointly announced the Acquisition by the Offeror of all Shares other than the Excluded Shares (the “**Scheme Shares**”) by way of the Scheme.

In connection with the Acquisition, the Offeror and the Company (each, a “**Party**” and collectively, the “**Parties**”) have on 8 October 2025 entered into an implementation agreement (the “**Implementation Agreement**”) setting out the terms and conditions on which the Parties will implement the Scheme.

In consideration of the acquisition of each Scheme Share from the holders of the Scheme Shares (the “**Scheme Shareholders**”) by the Offeror pursuant to the Scheme, the Offeror shall pay S\$0.11 for each Scheme Share in cash (the “**Scheme Consideration**”).

Upon the Scheme becoming effective and binding in accordance with its terms, all the Scheme Shares will be transferred to the Offeror and the Company will, subject to the

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## APPENDIX B – LETTER FROM THE IFA TO THE NON-CONFLICTED DIRECTORS

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approval of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), be delisted from the Official List of the SGX-ST.

Pursuant to Rule 1309(2) of the Listing Manual of the SGX-ST (the “**Listing Manual**”), an issuer seeking to delist from the Official List of the SGX-ST must appoint an independent financial adviser (“**IFA**”) to advise on the exit offer and the IFA must opine that the exit offer is fair and reasonable. The Scheme is the exit offer to the Scheme Shareholders.

Pursuant to the application made by the Offeror to the Securities Industry Council (“**SIC**”) to seek the SIC’s rulings and confirmations on certain matters in relation to the Acquisition and the Scheme, the SIC has by way of the rulings dated 30 September 2025 (the “**SIC Rulings**”) confirmed that the Scheme is exempted from complying with certain Rules of the Code, subject to, among others, the Company appoints an independent financial adviser to advise the Shareholders of the Scheme.

Xandar Capital Pte. Ltd. (“**Xandar Capital**”) has been appointed as the IFA pursuant to Rule 1309(2) of the Listing Manual and the SIC Rulings, as well as to advise the directors of the Company (the “**Directors**”) who are considered independent for the purposes of the Scheme (namely, Mr Roy Yeo Kan Kiang, Mr Yeo Wee Kiong, Ms Pan Pei Say and Mr Chay Yue Kai, collectively the “**Non-Conflicted Directors**”) under the Code, as to whether the terms of the Scheme are fair and reasonable in respect of their recommendation to the Shareholders in connection with the Scheme.

The scheme document dated 15 January 2026 (the “**15 January Scheme Document**”) containing, *inter alia*, our letter dated 15 January 2026 (the “**15 January IFA Letter**”) setting out, *inter alia*, our evaluation and advice on the terms of the Scheme and our recommendation thereon has been despatched to Shareholders on 15 January 2026.

On 21 January 2026 and 9 February 2026, the Company announced updates on the developments in relation to the ongoing compulsory liquidation of Xuzhou Yinjian LumChang Real Estate Development Co., Ltd (“**XZYJLC**”), a 55%-indirectly owned joint venture company of the Company (the “**Xuzhou Updates**”). In view of the Xuzhou Updates, the Company has updated the information relating to the Company and its subsidiaries (the “**Group**”) in the Revised Scheme Document and requested Xandar Capital to update our evaluation and advice of the terms of the Scheme.

**For avoidance of doubt, there is no change to the terms of the Scheme (including the Scheme Consideration).**

This letter (this “**IFA Letter**”) sets out, *inter alia*, our evaluation and advice on the terms of the Scheme based on the information available to us (including the Xuzhou Updates) as at 11 February 2026 (the “**Latest Practicable Date**”) and our recommendation thereon. This IFA Letter forms part of the Revised Scheme Document which provides, *inter alia*, the details

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of the Scheme and the recommendation of the Non-Conflicted Directors to the Shareholders in connection with the Scheme.

## 2. TERMS OF REFERENCE

Xandar Capital has been appointed as the IFA pursuant to Rule 1309(2) of the Listing Manual and the SIC Rulings, as well as to advise the Non-Conflicted Directors under the Code, as to whether the terms of the Scheme are fair and reasonable in respect of their recommendation to the Shareholders in connection with the Scheme.

We are not and were not involved in any aspect of the negotiations pertaining to the Scheme and the Implementation Agreement nor were we involved in the deliberations leading up to the decisions on the part of the Directors to agree on the terms of the Scheme and the Implementation Agreement. We were not required, instructed or authorised, to solicit, and we have not solicited, any indications of interest from any third party with respect to any other proposals for transactions similar to or in lieu of the Scheme. It is also not within our terms of reference to compare the relative merits of the Scheme vis-à-vis any alternative transactions previously considered by the Directors or transactions that the Directors may consider in the future. Accordingly, we do not, by this IFA Letter, warrant the merits of the Scheme, other than to advise the Non-Conflicted Directors, as to the fairness and reasonableness of the terms of the Scheme from a financial point of view.

Our evaluation is limited to the terms of the Scheme and our terms of reference do not require us to evaluate or comment on the rationale for, legal, strategic or commercial and/or risks or merits (if any) of the Scheme. We have not relied on any financial projections or forecasts in respect of the Group. We are not required to express and we do not express any view herein on the growth prospects, financial position and earnings potential of the Company or the Group with or without the Scheme. We are also not expressing any view herein as to the prices at which the Shares may trade if the Scheme is not effected. Such evaluation shall remain the sole responsibility of the Directors, although we may draw upon their views (to the extent deemed necessary or appropriate by us) in arriving at our opinion as set out in this IFA Letter.

We have not made any independent evaluation or appraisal of the assets or liabilities of the Group (including without limitation, freehold land and buildings, leasehold land and buildings of the Group as well as the properties in Xuzhou, the People's Republic of China ("China") held under XZYJLC (the "Xuzhou Properties")).

For the purpose of the Scheme, the Group has commissioned SG&R Singapore Pte Ltd ("HVS" or the "Valuer"), to determine the market value of Holiday Inn Resort Phuket in Thailand (which the Group holds effective interest through its non-wholly-owned subsidiaries, AF Global (Phuket) Limited and HIRP (Thailand) Limited) as at 31 December 2025. The letter from the Valuer on the valuation of Holiday Inn Resort Phuket (the "Valuation Letter") is

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## APPENDIX B – LETTER FROM THE IFA TO THE NON-CONFLICTED DIRECTORS

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appended as Appendix F to the Revised Scheme Document. The Group has also commissioned valuers to assess the market value of its properties in Vietnam and Laos for accounting purposes and has furnished the reports for our information (the “**Accounting Valuation Reports**”). We have not made any independent verification of the assumptions and bases set out in the Valuation Letter and the Accounting Valuation Reports. Accordingly, no representation or warranty, express or implied, is made and no responsibility is accepted by us concerning the accuracy, completeness or adequacy of the Valuation Letter and the Accounting Valuation Reports. Save for the Valuation Letter and the Accounting Valuation Reports, we have not been furnished with any evaluation or appraisal of any assets or liabilities of the Company or the Group.

In the course of our evaluation, we have held discussions with certain Directors and management of the Company and have examined publicly available information as well as information provided and representations made to us by the aforesaid parties, including information in the Revised Scheme Document. We have not independently verified such information, whether written or verbal, and accordingly cannot and do not warrant, and do not accept any responsibility for the accuracy, completeness or adequacy of such information, representation and assurance. Nonetheless, we have made reasonable enquiries and used our judgement in assessing such information and have found no reason to doubt the accuracy and reliability of such information.

We have relied upon the assurance of the Directors that the Directors (including any who may have delegated detailed supervision of the preparation of the Revised Scheme Document) have taken all reasonable care to ensure that the facts stated and all opinions expressed in the Revised Scheme Document which relate to the Company (excluding Appendix B, Appendix C and Appendix F to the Revised Scheme Document, and any information relating to the Offeror and the Offeror Concert Party Group (comprising the Offeror and persons acting or presumed to be acting in concert with the Offeror in relation to the Acquisition and the Scheme (which, for the avoidance of doubt, includes the Excluded Shareholders)) or any opinion expressed by the Offeror, the Offeror Concert Party Group and/or the IFA) are fair and accurate and that, where appropriate, no material facts which relate to the Company have been omitted from the Revised Scheme Document. The Directors jointly and severally accept full responsibility for the accuracy of the information given in the Revised Scheme Document (excluding Appendix B, Appendix C and Appendix F to the Revised Scheme Document, and any information relating to the Offeror and the Offeror Concert Party Group or any opinion expressed by the Offeror, the Offeror Concert Party Group and/or the IFA).

The Directors confirm after making all reasonable enquiries that, to the best of their knowledge and belief, the Revised Scheme Document constitutes full and true disclosure of all material facts about the Acquisition, the Scheme and the Group, and the Directors are not aware of any facts the omission of which would make any statement in the Revised Scheme Document misleading.

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## APPENDIX B – LETTER FROM THE IFA TO THE NON-CONFLICTED DIRECTORS

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Where any information in the Revised Scheme Document (including information which relates to the Company) has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including the Offeror, the Offeror Concert Party Group, the Offeror's Financial Adviser, the IFA and/or the Valuer), the sole responsibility of the Directors 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 the Revised Scheme Document in its proper form and context. The Directors do not accept any responsibility for any information relating to the Offeror, the Offeror Concert Party Group, the Offeror's Financial Adviser, the IFA and/or the Valuer or any opinion expressed by the Offeror, the Offeror Concert Party Group, the Offeror's Financial Adviser, the IFA and/or the Valuer.

In respect of this IFA Letter and the Valuation Letter set out in Appendix F to the Revised Scheme Document, the sole responsibility of the Directors has been to ensure that the facts stated with respect to the Group are fair and accurate.

Our advice is based upon economic, industry, market, monetary, regulatory and other relevant conditions subsisting and the information provided to us as at the Latest Practicable Date. Such conditions and information may change significantly over a short period of time. We assume no responsibility to update, revise or reaffirm our advice in light of any subsequent development after the Latest Practicable Date that may affect our advice contained herein. Shareholders should take note of any announcements and/or events relevant to their consideration of the Scheme which may be released or occur after the Latest Practicable Date.

**In preparing this IFA Letter, we did not consider the specific investment objectives, financial situation, risk profiles, tax position and/or unique needs and constraints of any individual Shareholder or any specific group of Shareholders. We recommend that any individual Shareholder or group of Shareholders who may require specific advice in relation to his or their Shares, investment objectives or portfolios should consult his or their stockbroker, bank manager, legal, financial, tax or other professional advisers immediately.**

**This IFA Letter is for the use and benefit of the Non-Conflicted Directors in connection with and for the purpose of their consideration of the Scheme and the recommendation made by the Non-Conflicted Directors shall remain their responsibility.**

**The Company has been separately advised by its own advisers in the preparation of the Revised Scheme Document (other than the IFA Letter). We have no role or involvement and have not provided any advice, financial or otherwise, whatsoever in the preparation, review and verification of the Revised Scheme Document (other than the IFA Letter). Accordingly, we take no responsibility for and express no views,**

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**express or implied, on the contents of the Revised Scheme Document (other than the IFA Letter).**

Our advice in relation to the Scheme should be considered in the context of the entirety of this IFA Letter and the Revised Scheme Document.

We recommend that the Non-Conflicted Directors advise the Shareholders to read these pages carefully.

### **3. THE ACQUISITION AND THE SCHEME**

The detailed terms of the Acquisition and the Scheme can be found in Paragraph 3 of the Company's letter to the Shareholders set out on pages 24 to 31 of the Revised Scheme Document (the "**Letter to Shareholders**") and the explanatory statement in compliance with Section 211 of the Companies Act set out as Appendix A to the Revised Scheme Document (the "**Explanatory Statement**").

We set out the key terms of the Acquisition and the Scheme relevant to our evaluation as follows:

#### **3.1 THE SCHEME SHARES**

The Scheme Shares refer to all the Shares of the Company other than the Excluded Shares.

The Excluded Shares comprise:

- (a) the 440,691,785 Shares directly held by Aspial Corporation Limited ("**Aspial**"); and
- (b) the 326,265,000 Shares directly held by Mr Koh Wee Meng ("**KWM**").

Aspial and KWM be collectively referred hereinafter as the "**Excluded Shareholders**".

The Excluded Shares will not be transferred pursuant to the Scheme.

Under the Scheme, all the Scheme Shares held by the Scheme Shareholders as at a record date to be announced by the Company 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 will be transferred to the Offeror:

- (a) fully paid up;
- (b) free from all claims, charges, mortgages, security, pledges, liens, options, restrictions, equity, power of sale, hypothecation or other third party rights or interests,

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retention of title, rights of pre-emption, rights of first refusal or security interests of any kind or an agreement, arrangement or obligation to create any of the foregoing; and

- (c) together with all rights, benefits and entitlements attaching thereto as at the Joint Announcement Date and thereafter attaching thereto, including the right to receive and retain all dividends, rights and other distributions (if any) (“**Distributions**”) declared, paid or made by the Company to the Scheme Shareholders on or after the Joint Announcement Date.

If any Distributions are announced, declared, paid or made by the Company to the Scheme Shareholders on or after the Joint Announcement Date, the Offeror reserves the right to reduce the Scheme Consideration payable to the Scheme Shareholders by the amount of such Distribution.

We note that no Distribution has been declared, paid or made by the Company between the Joint Announcement Date and the Latest Practicable Date.

### 3.2 THE SCHEME CONSIDERATION

The Scheme Consideration : S\$0.11 for each Scheme Share in cash

### 3.3 THE SCHEME CONDITIONS

The Scheme is conditional upon the satisfaction (or, where applicable, the waiver) of the conditions precedent set out in the Implementation Agreement (the “**Scheme Conditions**”) by 8 April 2026 (the “**Cut-Off Date**”)

The full text of the Scheme Conditions is reproduced in Appendix J to the Revised Scheme Document.

### 3.4 IRREVOCABLE UNDERTAKINGS

Neither the Offeror nor any of the Offeror Concert Party Group has received any irrevocable undertaking from any party to vote in favour of the Scheme as at the Latest Practicable Date.

### 3.5 THE OFFEROR’S RATIONALE FOR THE SCHEME

The Offeror’s rationale for the Scheme can be found in paragraph 3 of the letter from the Offeror to the Scheme Shareholders (the “**Offeror’s Letter**”) set out as Appendix C to the



Revised Scheme Document. We extract certain sub-paragraphs and set out in *italics* as follows:

*“The Offeror believes that privatising the Company will give the Offeror and the management of the Company more flexibility to manage the business of the Company and optimise capital resources without the corresponding costs and regulatory restrictions associated with a listing on the SGX-ST.”*

***“The Company’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 the Company 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 the Company is unlikely to require access to Singapore equity capital markets to finance its operations in the foreseeable future. Additionally, the Company undertook a capital reduction exercise in 2024 to return S\$0.035 for each Share (in aggregate approximately S\$37 million) to Shareholders. Accordingly, the Offeror does not believe it is necessary for the Company to maintain a listing on the SGX-ST.”***

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

### **3.6 TERMINATION OF THE ACQUISITION AND THE SCHEME**

The Offeror and/or the Company (as the case may be) may terminate the Implementation Agreement, and accordingly the Scheme, in accordance with the circumstances set out in paragraph 8.6 of the Explanatory Statement, including but not limited to non-fulfilment of the Scheme Conditions by the Cut-Off Date.

For the avoidance of doubt, the Offeror and/or the Company (as the case may be) may only invoke the non-satisfaction of any of the Scheme Conditions to terminate the Implementation Agreement if it has first consulted the Securities Industry Council (the “SIC”) and the SIC gives its approval for, or states that it has no objection to, such termination.

### **3.7 RESULTS OF AN EFFECTIVE SCHEME**

Upon the Scheme becoming effective and binding in accordance with its terms, all the Scheme Shares will be transferred to the Offeror and the Company will, subject to the approval of the SGX-ST, be delisted from the Official List of the SGX-ST.



#### **4. INFORMATION ON AND RELATING TO THE OFFEROR**

##### **4.1 THE OFFEROR**

Information on the Offeror can be found in paragraph 9 of the Offeror's Letter.

We extract and set out in *italics* as follows:

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

- (a) *Aspial: 50 per cent. of the total issued shares; and*
- (b) *JK Global Investment Pte. Ltd. ("KWMCo"): 50 per cent. of the total issued shares."*

We note that:

*"Aspial is a company incorporated in Singapore on 12 November 1970 and has been listed on the Mainboard of the SGX-ST since 21 June 1999. The principal activity of Aspial is investment holding and provision of management and treasury services. The principal activities of Aspial's subsidiaries are the business of jewellery retail, property development and investment, financial services, hospitality and resort management."*

*"KWMCo is a company incorporated in Singapore which is wholly owned by KWM."*

As set out in paragraph 3.1 of this IFA Letter, Aspial holds 440,691,785 Shares, representing approximately 41.75% of the issued share capital of the Company, while KWM holds 326,265,000 Shares, representing approximately 30.91% of the issued share capital of the Company.

As at the Latest Practicable Date, the board of directors of the Offeror and Aspial are:

- (a) The Offeror
  - (i) Mr Koh Wee Seng ("KWS"); and
  - (ii) KWM.
- (b) Aspial (and its directors' designation in brackets)
  - (i) KWS (Executive Director and Chief Executive Officer);
  - (ii) Ms Koh Lee Hwee (Executive Director);

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- (iii) Ms Ko Lee Meng (Non-Executive and Non-Independent Director);
- (iv) Mr Ong Tuen Suan (Lead Independent Director);
- (v) Ms Goh Bee Leong (Independent and Non-Executive Director); and
- (vi) Mr Tan Seng Chuan (Independent and Non-Executive Director).

#### **4.2 CONSORTIUM AND SHAREHOLDERS' AGREEMENT**

As set out in paragraph 9.9 of the Offeror's Letter, Aspial, KWM, KWMLCo and the Offeror have entered into a consortium and shareholders' agreement on 8 October 2025 in relation to the Offeror, the key terms of which are as follows (the "**Consortium Arrangements**"):

- (a) Aspial and KWMLCo shall jointly make all decisions relating to the Acquisition and the Scheme;
- (b) Aspial and KWMLCo shall have equal representation on the board of directors of the Offeror; and
- (c) Aspial and KWMLCo shall jointly approve all decisions of the Offeror.

#### **4.3 CONFIRMATION SOUGHT BY THE OFFEROR FROM THE SIC**

The Offeror has applied to the SIC for certain rulings in relation to the Acquisition and the Scheme, and the SIC has, on 30 September 2025, confirmed, *inter alia*, that:

- (a) the Scheme is exempted from complying with Rules 14, 15, 16, 17, 20.1, 21, 22, 28, 29 and 33.2 and Note 1(b) on Rule 19 of the Code, subject to the following conditions:
  - (i) the Offeror and its concert parties, as well as the common substantial shareholders of the Offeror and its concert parties on one hand, and the Company on the other, abstain from voting on the Scheme;
  - (ii) the directors of the Company who are also directors of the Offeror or who are acting in concert with those persons in sub-paragraph (i) above, being KWS and Mr Periakaruppan Aravindan (the "**Non-Independent Directors**"), abstain from making a recommendation on the Scheme to the Shareholders;
  - (iii) the scheme document contains advice to the effect that by voting for the Scheme, the Shareholders are agreeing to the Offeror and its concert parties acquiring or consolidating effective control of the Company without having to make a general offer for the Company;

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- (iv) the scheme document discloses the names of the Offeror and its concert parties, their current voting rights in the Company as of the latest practicable date and their voting rights in the Company after the Scheme;
  - (v) the Company appoints an IFA to advise the Shareholders on the Scheme; and
  - (vi) the Scheme being completed within six months (unless extended with the SIC's consent) from the Joint Announcement Date; and
- (b) it has no objections to the Scheme Conditions.

#### 4.4 SHARES HELD BY THE OFFEROR AND ITS RELATED PARTIES

We summarise the Shares held by the Offeror and its related parties as follows:

Shareholders	Number of Shares	Percentage shareholding in the Company
The Offeror	NIL	NIL
Aspial (as a 50% shareholder of the Offeror)	440,691,785	41.75%
KWM (as the sole shareholder of KWMCo, a 50% shareholder of the Offeror)	326,265,000	30.91%
Offeror's concert parties – Further details as set out in Schedule C of the Offeror's Letter	81,002,344	7.67%
<b>TOTAL</b>	<b>847,959,129</b>	<b>80.33%</b>

We note that the above Shareholders will abstain from voting on the Scheme in accordance with the requirements of the SIC Rulings.



## **5. INFORMATION ON THE COMPANY AND THE GROUP**

Information on the Company and the Group can be found in Appendix F to the Revised Scheme Document. We highlight the following:

### **5.1 ABOUT THE COMPANY**

The Company is a company incorporated in Singapore on 14 June 1973 and has been listed on the Mainboard of the SGX-ST since 15 August 1973.

As at the Latest Practicable Date, the Directors are:

- (a) Mr Chay Yue Kai (Chief Executive Officer and Executive Director);
- (b) Mr Koh Wee Seng (Non-Independent Non-Executive Chairman);
- (c) Mr Periakaruppan Aravindan (Non-Independent Non-Executive Director);
- (d) Mr Roy Yeo Kan Kiang (Lead Independent Director);
- (e) Mr Yeo Wee Kiong (Independent Non-Executive Director); and
- (f) Ms Pan Pei Say (Independent Non-Executive Director).

As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S\$173,040,710.02, comprising 1,055,639,464 Shares. The Company does not have any treasury shares and there are no outstanding options or convertible securities of the Company.

We note that there has been no change in the Company's issued share capital comprising 1,055,639,464 Shares since 16 February 2015. While the Company has not tapped on the equity capital markets to raise funds since 2010, the Company had issued employee share option shares between 2010 and 16 February 2015.

### **5.2 ABOUT THE GROUP**

The Group owns and operates hotels and serviced residences as part of its main business in the hospitality sector.

We set out the segmental revenue of the Group for the financial years ended 31 December ("FY") 2022, FY2023 and FY2024 as well as for the six months financial period ended

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30 June 2024 (“1H2024”) and 1H2025 (FY2022, FY2023, FY2024, 1H2024 and 1H2025 shall be collectively referred to herein as the “Period under Review”) as follows:

S\$'000	FY2022 Audited	FY2023 Audited	FY2024 Audited	1H2024 Unaudited	1H2025 Unaudited
Holiday Inn Resort Phuket, Thailand	12,211	23,632	26,215	13,443	13,350
Cityview Apartments and Commercial Centre in Vietnam	1,670	1,576	1,532	779	792
Somerset Vientiane in Laos	1,503	2,296	2,797	1,365	1,226
Dividend and interest income from Singapore	856	872	878	441	411
Total	16,240	28,376	31,422	16,028	15,779

Source: Annual reports and financial results announcement of the Company on SGXNet.

The Company also has equity stakes in joint venture companies engaged in other businesses, including (i) property investment and property development; and (ii) the provision of real estate consultancy services.

### Joint venture company engaged in property investment and property development

The property investment and property development were carried out by XZYJLC, a 55%-owned joint venture company of the Group. The Group had attempted to sell its 55% interest in XZYJLC to affiliates of its joint venture partner holding the remaining 45% interest in XZYJLC in 2020. Unfortunately, the disposal did not materialise as the purchasers were not able to secure financing for the transaction. At the advice of its legal counsel in China, the Group applied for, and on 25 September 2023, obtained the approval from the Jiangsu Xuzhou Intermediate People’s Court for the compulsory liquidation of XZYJLC.

As part of the compulsory liquidation of XZYJLC, all properties of XZYJLC were put up for auction by the appointed liquidator (the “Liquidator”). As disclosed by the Company in an announcement dated 26 December 2025, majority of the Xuzhou Properties had undergone five (5) rounds of public auctions (each with a subsequent descended reserve price) by the Liquidator, all of which closed with no bids received.



On 21 January 2026, the Company announced that, with the endorsement by the Liquidator, L.C. Logistics Pte Ltd. ("**LCLPL**"), the wholly-owned subsidiary of the Company which holds shares representing 55% equity interests in XZYJLC (the "**Resolution Shares**"), had on 17 January 2026 entered into a compulsory liquidation resolution agreement dated 17 January 2026 (the "**Compulsory Liquidation Resolution Agreement**") with the joint venture partner of XZYJLC which holds the remaining 45% equity interests (the "**JV Partner**"), pursuant to which:

- (a) LCLPL will transfer the Resolution Shares to the JV Partner for an aggregate consideration of RMB142 million (equivalent to approximately S\$26.24 million <sup>(1)</sup>) (the "**Original Consideration**"); and
- (b) the Original Consideration shall be satisfied as follows:
  - (i) RMB44.99 million (equivalent to approximately S\$8.31 million <sup>(1)</sup>) payable by the JV Partner to LCLPL in cash; and
  - (ii) the balance of RMB97.01 million (equivalent to approximately S\$17.93 million <sup>(1)</sup>) shall be satisfied by the assignment of a debt of a same amount owing by XZYJLC to the JV Partner, to LCLPL (the "**XZYJLC Debt**"); and
- (c) in repayment of the XZYJLC Debt, XZYJLC shall transfer to LCLPL the ownership of 239 office units and 64 carpark lots (the "**Relevant Assets**") in the mixed-use development located in Gulou District of Xuzhou, China which are currently held by XZYJLC,

collectively, the "**Resolution Disposal**".

**Note:**

- (1) Based on the exchange rate of RMB100.00 to S\$18.48, being the daily exchange rate published by the Monetary Authority of Singapore as at 16 January 2026, Friday, being the last market day prior to the date of the Compulsory Liquidation Resolution Agreement.

Completion of the Resolution Disposal is subject to other conditions, including the entry into relevant transactional agreements such as the equity transfer agreement, the creditor's rights transfer agreement, and the assets-for-debt settlement agreement (collectively, the "**Relevant Transaction Agreements**").

On 9 February 2026, the Company announced the entry into the Relevant Transaction Agreements as well as other agreements including (A) a declaration and undertaking letter dated 6 February 2026 from LCLPL to the relevant court in China having oversight of the liquidation of XZYJLC, the JV Partner and XZYJLC (the "**LCLPL Undertaking**"); (B) a



declaration and undertaking letter dated 6 February 2026 from the JV Partner to the relevant court in China having oversight of the liquidation of XZYJLC, XZYJLC and LCLPL (the “**JV Partner Undertaking**”); and (c) memorandum relating to the proposed disposal of the Group’s 55% interest in Xuzhou Sancai Real Estate Sales Agency Co., Ltd. (徐州三才房地产销售代理有限公司) (“**XZRES**”) to an associate of the JV Partner for a cash consideration of RMB5 million (the “**XZRES Disposal**”). The Resolution Disposal and the XZRES Disposal shall be referred to hereinafter as the “**Xuzhou Disposals**”).

In summary, the Group will effectively be paid RMB49.99 million (equivalent to approximately S\$9.24 million) in cash, and have the ownership titles to the Relevant Assets transferred to the Group upon completion of the Xuzhou Disposals. XZYJLC and XZRES will cease to be joint venture companies of the Group upon completion of the Xuzhou Disposals. We wish to highlight that the Resolution Disposal and the XZRES Disposal are not conditional upon each other and may not be completed concurrently or at all.

Please refer to paragraph 6.4(b) of this IFA Letter for our calculations of the effects of the Xuzhou Disposals on the net asset value of the Group.

Joint venture company engaged in the provision of real estate consultancy services

The real estate consultancy services were carried out by Knight Frank Pte Ltd (“**KFPL**”, a 55%-owned joint venture company of the Group). As announced by the Group on 8 October 2025 and 17 October 2025, the Group has, on 17 October 2025, completed the disposal of the Group’s 55% interest in KFPL for S\$36,888,888 pursuant to a sale and purchase agreement dated 7 October 2025.

Please refer to paragraph 6.4(c) of this IFA Letter for our calculations of the effects of the above disposal on the net asset value of the Group.

**5.2.1 Financial performance of the Group**

We summarise the financial performance of the Group for the Period under Review as follows:

<b>S\$'000</b>	<b>FY2022 Audited</b>	<b>FY2023 Audited</b>	<b>FY2024 Audited</b>	<b>1H2024 Unaudited</b>	<b>1H2025 Unaudited</b>
Revenue	16,240	28,376	31,422	16,028	15,779
Gross profit	6,775	16,651	19,544	9,987	10,382
(Loss)/Profit before taxation	(565)	5,307	422	272	4,838

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S\$'000	FY2022 Audited	FY2023 Audited	FY2024 Audited	1H2024 Unaudited	1H2025 Unaudited
(Loss)/Profit for the year/period	(631)	6,532	731	(787)	3,495
(Loss)/Profit for the year/period attributable to Shareholders	(553)	2,644	(2,648)	(2,599)	1,436
EBITDA <sup>(1)</sup>	(243)	6,569	1,512	895	4,258
Adjusted EBITDA <sup>(2)</sup>	1,008	7,484	8,996	5,129	4,606

**Notes:**

- (1) EBITDA refers to “earnings before interest, tax, depreciation and amortisation” and the Group’s EBITDA is calculated based on the profit before tax, add depreciation, amortization and interest expense, then less interest income and share of results of joint venture companies.
- (2) We have adjusted the Group’s EBITDA to exclude non-operating items such as gain or loss on sale of property, plant and equipment, gain or loss on sale of investment securities, gain or loss on sale of business, property, plant and equipment written off, dividend income from investment securities and foreign exchange gain or loss.

As set out in the table above, the Group’s annual revenue increased from approximately S\$16.24 million in FY2022 to approximately S\$28.38 million in FY2023, then further increased to approximately S\$31.42 million in FY2024. We note that the increase was mainly brought about by higher revenue contribution of Holiday Inn Resort Phuket in FY2023 and FY2024.

While the Group’s Adjusted EBITDA increased from approximately S\$1.01 million in FY2022 to approximately S\$9.00 million in FY2024, the Adjusted EBITDA decreased from approximately S\$5.13 million in 1H2024 to approximately S\$4.61 million in 1H2025.

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### 5.2.2 Financial position of the Group

We summarise the latest audited financial position of the Group as at 31 December 2024 and the unaudited financial position of the Group as at 30 June 2025 as follows:

<b>S\$'000</b>	<b>Audited as at 31 December 2024</b>	<b>Unaudited as at 30 June 2025</b>
Current assets	42,933	38,800
Current liabilities	(15,608)	(12,003)
<b>Net current assets</b>	<b>27,325</b>	<b>26,797</b>
Non-current assets	219,730	215,708
Non-current liabilities	(34,147)	(34,389)
<b>Net asset value ("NAV")</b>	<b>212,908</b>	<b>208,116</b>
Less: NAV attributable to non-controlling interests	(60,600)	(57,566)
NAV attributable to Shareholders	152,308	150,550

The current assets of the Group as at 30 June 2025 comprised mainly cash and cash equivalents of approximately S\$26.71 million and investment securities of approximately S\$10.96 million.

The current liabilities of the Group as at 30 June 2025 comprised mainly other payables and accruals of approximately S\$5.36 million, loans and borrowings of approximately S\$3.97 million and trade payables of approximately S\$1.77 million.

The non-current assets of the Group as at 30 June 2025 comprised mainly its hotels and serviced residences under its property, plant and equipment of approximately S\$143.00 million as well as the Group's investment in KFPL and Xuzhou Properties which had carrying value of approximately S\$33.33 million and approximately S\$36.78 million respectively.

The non-current liabilities of the Group as at 30 June 2025 comprised mainly deferred tax liabilities of approximately S\$24.75 million and loans and borrowings of approximately S\$8.96 million.

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After excluding NAV attributable to non-controlling interests, the NAV attributable to Shareholders amounted to approximately S\$150.55 million as at 30 June 2025. Based on the issued share capital of 1,055,639,464 Shares as at the Latest Practicable Date, the NAV per Share is approximately S\$0.1426.

Net tangible assets (“NTA”)

The Group had intangible assets of S\$22,000 as at 30 June 2025. As intangible assets represent only 0.01% of the Group’s NAV, the NTA per Share is the same as the NAV per Share at approximately S\$0.1426.

## **6. EVALUATION OF THE TERMS OF THE SCHEME**

In our evaluation of the terms of the Scheme, we have taken into account the following factors:

- (a) the historical market performance of the Shares;
- (b) comparison of the valuation ratios of the Company implied by the Scheme Consideration against those of its broadly comparable listed companies;
- (c) the historical price to net asset value ratios of the Shares;
- (d) the revalued net asset value for each Share;
- (e) comparison with recent completed privatisation transactions for companies listed on the SGX-ST;
- (f) financial performance of the Group;
- (g) the estimated values for the Shares; and
- (h) other considerations.

These factors are discussed in greater detail in the ensuing paragraphs.



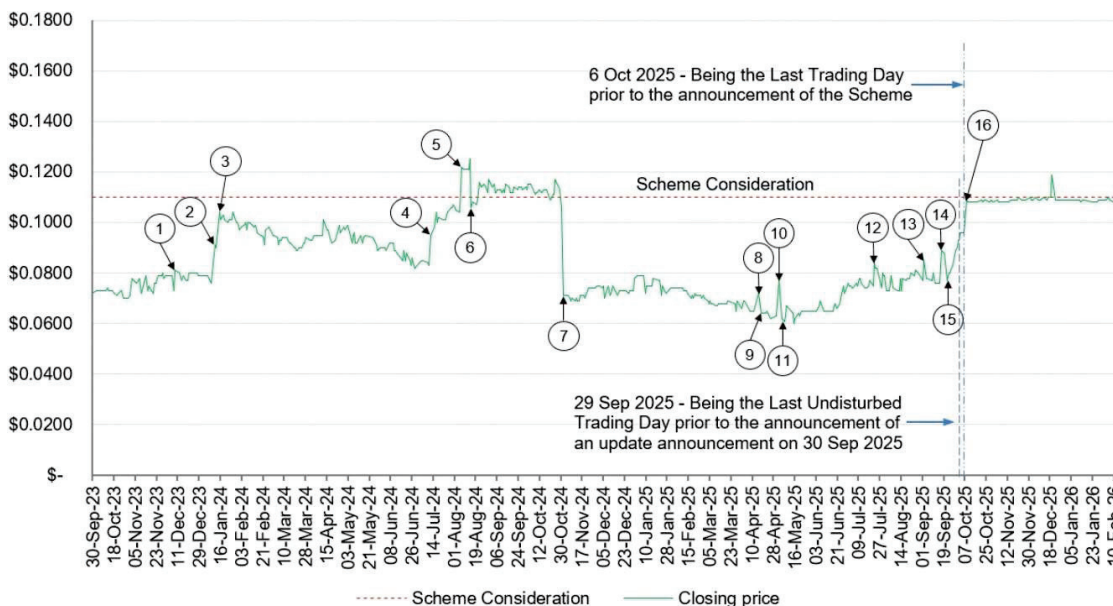
6.1 HISTORICAL MARKET PERFORMANCE OF THE SHARES

6.1.1 Historical closing price of the Shares

The Company issued an update announcement at 12:36 pm on 30 September 2025 that it continues to review opportunities to unlock shareholder value and is in discussions with various parties in relation to a number of corporate transactions.

There was no trading of Shares in the morning of 30 September 2025. We consider 29 September 2025 (the “**Last Undisturbed Trading Day**”) as the last full market day of the Shares traded on the SGX-ST that is unaffected by the update announcement and the subsequent announcement on the Acquisition and the Scheme.

Accordingly, for the purpose of our analysis of the historical share price performance and trading liquidity of the Shares in relation to the Scheme, we have compared the Scheme Consideration against the historical share prices of the Shares for the 24-month period prior to and including the Last Undisturbed Trading Day up to and including the Latest Practicable Date (the “**Reference Period**”):



Source: Bloomberg Finance L.P.

As seen from the chart set out above, save for the period from 7 August 2024 to 30 October 2024 (both dates inclusive and hereinafter referred to as the “**Dividend Period**”) and on 19 December 2025, the Scheme Consideration is above the daily closing prices of the Shares for the Reference Period.

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The Company announced its results for 1H2024 at 6:01 am on 7 August 2024 and declared a special interim dividend of S\$0.015 per Share (“**1H2024 Interim Dividend**”). The Company also announced on the same day at 6:03 am that it will be seeking Shareholders’ approval for a capital reduction exercise (the “**Capital Reduction**”) to return to its Shareholders, surplus capital of the Company in excess of its needs by way of a cash distribution (the “**Cash Distribution**”) by the Company to its Shareholders of S\$0.035 for each Share held by the Shareholders on the record date to be determined after receipt of Shareholders’ approval for the Capital Reduction and Cash Distribution. We note that the Shares traded on ex-1H2024 Interim Dividend basis on 15 August 2024 and ex-Cash Distribution Basis on 1 November 2024. Accordingly, the daily closing prices of the Shares for the Dividend Period were higher than the Scheme Consideration.

While the closing price of the Shares was above the Scheme Consideration on 19 December 2025, we note that a total of 39,200 Shares were traded with a VWAP of S\$0.1094 on 19 December 2025, of which there was a trade of 100 Shares traded at S\$0.119.

We set out a list of the dates where the closing prices of the Shares fluctuated by 10% or more during the Reference Period:

No.	Date	Change in closing price and number of shares traded	Announcements made by the Company in the 30 days prior to and including the date of the material change in closing price
1	8 Dec 2023	Increased 10.96% from S\$0.073 on 7 Dec 2023 to S\$0.081 on 8 Dec 2023  5,300 Shares traded at between S\$0.077 and S\$0.081 per Share	On 14 November 2023, the Company gave notification that it had incurred losses for three consecutive years from FY2020 to FY2022 mainly due to the adverse impact of the COVID-19 pandemic on its operations in accordance with Rule 1312 of the Listing Manual, but the Group was nevertheless profitable in its most recent announced interim financial statements for 1H2023.
2	11 Jan 2024	Increased 13.75% from S\$0.080 on 9 Jan 2024 to S\$0.091 on 11 Jan 2024  1,882,500 Shares traded at between S\$0.082 and S\$0.092 per Share	The Company requested for a trading halt of its Shares at 12:24 pm on 10 January 2024 and announced the proposed disposal of certain land and properties in Rawai, Phuket, Thailand (“ <b>Rawai Properties</b> ”) on 10 January 2024. The trading halt was lifted in the morning of 11 January 2024.

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No.	Date	Change in closing price and number of shares traded	Announcements made by the Company in the 30 days prior to and including the date of the material change in closing price
3	15 Jan 2024	Increased 15.56% from S\$0.090 on 12 Jan 2024 to S\$0.104 on 15 Jan 2024  3,113,200 Shares traded at between S\$0.089 and S\$0.108 per Share	Same as above.
4	12 Jul 2024	Increased 14.46% from S\$0.083 on 10 Jul 2024 to S\$0.095 on 12 Jul 2024  942,700 Shares traded at between S\$0.094 and S\$0.097 per Share	The Company requested for a trading halt of its Shares at 7:37 am on 11 July 2024 and announced the completion of the proposed disposal of the Rawai Properties. The trading halt was lifted at 5:24 pm on 11 July 2024.
5	7 Aug 2024	Increased 17.31% from S\$0.104 on 5 Aug 2024 to S\$0.122 on 7 Aug 2024  3,233,900 Shares traded at between S\$0.120 and S\$0.130 per Share	The Company requested for a trading halt of its Shares on 6 August 2024 and announced its results for 1H2024, the 1H2024 Interim Dividend and the Cash Distribution before trading hours on 7 August 2024. The trading halt was lifted in the early morning of 7 August 2024.
6	15 Aug 2024	Decreased 15.20% from S\$0.125 on 14 Aug 2024 to S\$0.106 on 15 Aug 2024  421,600 Shares traded at between S\$0.106 and S\$0.113 per Share	The Shares commenced trading on ex-1H2024 Interim Dividend basis on 15 August 2024.
7	1 Nov 2024	Decreased 33.02% from S\$0.106 on 30 Oct 2024 to S\$0.071 on 1 Nov 2024  3,167,400 Shares traded at between S\$0.070 and S\$0.080 per Share	The Shares commenced trading on ex-Cash Distribution basis on 1 November 2024.

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No.	Date	Change in closing price and number of shares traded	Announcements made by the Company in the 30 days prior to and including the date of the material change in closing price
8	15 Apr 2025	Increased 10.77% from S\$0.065 on 11 Apr 2025 to S\$0.072 on 15 Apr 2025  13,100 Shares traded at between S\$0.062 and S\$0.072 per Share	The Company published its annual report for FY2024 on 11 April 2025.
9	17 Apr 2025	Decreased 11.11% from S\$0.072 on 15 Apr 2025 to S\$0.064 on 17 Apr 2025  7,000 Shares traded at between S\$0.061 and S\$0.064 per Share	Same as above.
10	2 May 2025	Increased 22.22% from S\$0.063 on 30 Apr 2025 to S\$0.077 on 2 May 2025  4,500 Shares traded at between S\$0.061 and S\$0.077 per Share	The Company had its annual general meeting for FY2024 on 28 April 2025 and published its sustainability report for FY2024 on 30 April 2025.
11	5 May 2025	Decreased 19.48% from S\$0.077 on 30 Apr 2025 to S\$0.062 on 2 May 2025  219,600 Shares traded at between S\$0.050 and S\$0.062 per Share	Same as above.
12	22 Jul 2025	Increased 12.00% from S\$0.075 on 21 Jul 2025 to S\$0.084 on 22 Jul 2025  10,600 Shares traded at between S\$0.074 and S\$0.084 per Share	No announcement since the publication of the minutes of the annual general meeting on 28 May 2025.

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No.	Date	Change in closing price and number of shares traded	Announcements made by the Company in the 30 days prior to and including the date of the material change in closing price
13	2 Sep 2025	Increased 10.39% from S\$0.077 on 1 Sep 2025 to S\$0.085 on 2 Sep 2025  6,000 Shares traded at between S\$0.078 and S\$0.085 per Share	No announcement since the publication of the Group's unaudited results for 1H2025 on 8 August 2025.
14	17 Sep 2025	Increased 17.11% from S\$0.076 on 15 Sep 2025 to S\$0.089 on 17 Sep 2025  6,400 Shares traded at between S\$0.076 and S\$0.089 per Share	The Company announced an update announcement on Xuzhou Properties on 5 September 2025.
15	22 Sep 2025	Decreased 12.50% from S\$0.088 on 19 Sep 2025 to S\$0.077 on 22 Sep 2025  10,000 Shares traded at S\$0.077 per Share	Same as above.
16	8 Oct 2025	Increased 13.54% from S\$0.096 on 6 Oct 2025 to S\$0.109 on 8 Oct 2025  6,306,400 Shares traded at between S\$0.107 and S\$0.109 per Share	The Company requested for a trading halt of its Shares at 7:32 am on 7 October 2025 and announced the proposed disposal of KFPL and the Scheme in the early morning of 8 October 2025. The request for the lifting of trading halt was made at 7:32 am on 8 October 2025.  The Company subsequently announced on 17 October 2025 that the Group has completed the disposal of its 55% interest in KFPL.

Source: Company's announcements on the SGXNet.

The Scheme Consideration represents a premium of 23.60% to the closing price of the Shares of S\$0.089 on the Last Undisturbed Trading Day.

The Scheme Consideration represents a premium of 0.92% to the closing price of the Shares of S\$0.109 on the Latest Practicable Date.

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### 6.1.2 Trading statistics of the Shares

We tabulate below selected statistical information on the share price performance and trading liquidity of the Shares during the Reference Period:

	VWAP <sup>(1)</sup> (S\$)	Premium of Scheme Consideration to VWAP (%)	Highest trading price (S\$)	Lowest trading price (S\$)	Average daily trading volume (“ADTV”) <sup>(2)</sup>	ADTV as a percentage of free float <sup>(3)</sup> (%)
<b><u>Periods prior to and including the Last Undisturbed Trading Day</u></b>						
Last 24-month	0.093 <sup>(4)</sup>	18.28	0.130	0.050	238,216	0.11
Last 12-month	0.080 <sup>(4)</sup>	37.50	0.123	0.050	183,900	0.09
Last six (6)-month	0.073	50.68	0.098	0.050	95,255	0.05
Last three (3)-month	0.078	41.03	0.098	0.070	105,557	0.05
Last one (1)-month	0.080	37.50	0.098	0.076	127,739	0.06
29 September 2025, being the Last Undisturbed Trading Day	0.089	23.60	0.098	0.084	350,000	0.17
<b><u>Periods between 30 September 2025 and 6 October 2025 (the “Last Trading Day”)</u></b>						
30 September 2025 up to the Last Trading Day (both dates inclusive)	0.093	18.28	0.100	0.088	338,300	0.16
The Last Trading Day	0.096	14.58	0.096	0.096	150,000	0.07

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	VWAP <sup>(1)</sup> (S\$)	Premium of Scheme Consideration to VWAP (%)	Highest trading price (S\$)	Lowest trading price (S\$)	Average daily trading volume ("ADTV") <sup>(2)</sup>	ADTV as a percentage of free float <sup>(3)</sup> (%)
<b>Periods after the Joint Announcement Date up to and including the Latest Practicable Date</b>						
8 October 2025 up to and including the Latest Practicable Date (both dates inclusive)	0.108	1.85	0.119	0.107	367,740	0.18
The Latest Practicable Date	0.109	0.92	0.109	0.108	57,000	0.03

Source: Bloomberg Finance L.P.

### Notes:

- (1) The volume weighted average price ("VWAP") of the Shares for the relevant period, rounded to three (3) decimal places.
- (2) The ADTV of the Shares is computed based on the total number of Shares traded and the total number of market days on which the Shares were traded on the SGX-ST ("Trading Days") during the relevant period.
- (3) Free float is calculated based on 207,636,135 Shares, being the difference between (i) the existing share capital of 1,055,639,464 Shares; and (ii) the 847,959,129 Shares held by the Offeror and its related parties as set out in paragraph 4.4 of this IFA Letter and the 44,200 Shares held by Ms Pan Pei Say, a Director of the Company.
- (4) Includes Shares traded during the Dividend Period as follows:

	VWAP (S\$)	(Discount) of Scheme Consideration to VWAP (%)	Highest trading price (S\$)	Lowest trading price (S\$)	ADTV	ADTV as a percentage of free float (%)
Dividend Period	0.115	(4.35)	0.130	0.103	411,212	0.20

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If the trades during the Dividend Period were excluded from the 24-month and 12-month periods prior to and including the Last Undisturbed Trading Day, the trading statistics of the Shares for the aforesaid periods will be as follows:

	VWAP (S\$)	Premium of Scheme Consideration to VWAP (%)	Highest trading price (S\$)	Lowest trading price (S\$)	ADTV	ADTV as a percentage of free float (%)
<b>Periods prior to and including the Last Undisturbed Trading Day</b>						
Last 24-month	0.086	27.91	0.108	0.05	211,779	0.10
Last 12-month	0.072	52.78	0.098	0.05	162,433	0.08

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

- (a) the Scheme Consideration represents premiums to the VWAPs of the Shares for all the periods prior to and including the Last Trading Day as set out in the table above;
- (b) the highest trading price of S\$0.13 for the 24-month period prior to and including the Last Undisturbed Trading Day occurred on 7 August 2024, after the Company announced the 1H2024 Interim Dividend and the Cash Distribution. If the trades during the Dividend Period were excluded from the 24-month and 12-month periods prior to and including the Last Undisturbed Trading Day, the highest trading price of the Shares for the aforesaid periods will be S\$0.108 and S\$0.098 respectively, and the Scheme Consideration will be higher than the highest trading prices of the Shares for all the periods to and including the Last Trading Day as set out in the table above;
- (c) the Scheme Consideration represents a premium of approximately 120.00% to the lowest trading price of S\$0.05 per Share in the 24-month period prior to and including the Last Undisturbed Trading Day;
- (d) the Scheme Consideration represents a premium of approximately 18.28% to the VWAP of the Shares for the period between 30 September 2025 up to the Last Trading Day (both dates inclusive);
- (e) the Shares traded at between S\$0.107 to S\$0.119 for the period after the Joint Announcement Date up to and including the Latest Practicable Date, and the Scheme Consideration represents a premium of 1.85% to the VWAP of the Shares for the period after the Joint Announcement Date up to and including Latest Practicable Date. As mentioned in paragraph 6.1.1 of this IFA Letter, the highest trading price of S\$0.119 was attributable to a trade of 100 Shares on 19 December 2025. A total 39,200 Shares were traded with a VWAP of S\$0.1094 on 19 December 2025; and

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- (f) the Scheme Consideration at a slight premium of 0.92% to the VWAP of the Shares on the Latest Practicable Date.

Based on the above, the trading prices of the Shares for the period after the Joint Announcement Date up to and including the Latest Practicable Date were likely supported by the Scheme Consideration.

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

- (i) while the ADTV of the Shares for all the periods prior to and including the Last Undisturbed Trading Day as set out in the table above represents 0.17% or less of the free float of the Company, the ADTV of the Shares was more than 100,000 Shares for the aforesaid period other than the six (6)-month period prior to the Last Undisturbed Trading Day;
- (ii) as mentioned in the notes to the table above, the ADTV of the Shares is computed based on the total number of Shares traded and the total number of Trading Days rather than of the market days on which the SGX-ST was opened for trading (“**Market Days**”) during the relevant periods. We set out as follows:

	Total Shares traded	Number of Market Days	Number of Trading Days	% of Market Days where the Shares were traded
<b><u>Periods prior to and including the Last Undisturbed Trading Day</u></b>				
Last 24-month	102,432,700	502	430	85.7%
Last 12-month	38,251,300	252	208	82.5%
Last six (6)-month	9,906,500	127	104	81.9%
Last three (3)-month	6,122,300	66	58	87.9%
Last one (1)-month	2,299,300	21	18	85.7%
<b><u>Periods between 30 September 2025 and the Last Trading Day</u></b>				
30 September 2025 up to the Last Trading Day (both dates inclusive)	1,691,500	5	5	100.0%

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	Total Shares traded	Number of Market Days	Number of Trading Days	% of Market Days where the Shares were traded
<b><u>Periods after the Joint Announcement Date up to and including the Latest Practicable Date</u></b>				
8 October 2025 up to and including the Latest Practicable Date (both dates inclusive)	29,419,200	85 <sup>(1)</sup>	80	94.1%

**Note:**

- (1) Excluding three market days from 19 January 2026 to 21 January 2026 as the Company halted the trading of the Shares for this period.

As set out in the table above, the total number of Shares traded in the 24-month period prior to and including the Last Undisturbed Trading Day was 102,432,700 Shares and represents 49.33% of the free float of the Company.

Similarly, the statistics in the table above include Shares traded during the Dividend Period. We set out the statistics for the Dividend Period as follows:

	Total Shares traded	Number of Market Days	Number of Trading Days	% of Market Days where the Shares were traded
Dividend Period	23,439,100	60	57	95.0%

Excluding the Shares transacted during the Dividend Period, the total Shares traded in the 24-month period prior to and including the Last Undisturbed Trading Day was 78,993,600 Shares. Based on the 373 Trading Days in the aforesaid period, the ADTV of the Shares for the 24-month period prior to and including the Last Undisturbed Trading Day was 211,779 Shares;

- (iii) the ADTV of the Shares for the period between 30 September 2025 and the Last Trading Day (both dates inclusive) increased to 338,300 Shares as compared to less than 250,000 Shares for the 24-month, 12-month, six (6)-month, three (3)-month and one (1)-month prior to and including the Last Undisturbed Trading Day;



- (iv) the ADTV of the Shares for the period after the Joint Announcement Date up to and including the Latest Practicable Date increased to 367,740 Shares, representing 0.18% of the free float;
- (v) 57,000 Shares representing 0.03% of the free float traded on the Latest Practicable Date; and
- (vi) the Shares were traded on 430 Trading Days (representing 85.66% of the 502 market days on which the SGX-ST was opened for trading) for the 24-month period prior to and including the Last Undisturbed Trading Day. The Trading Days of the Shares improved to more than 90% of the market days on which the SGX-ST was opened for trading for the period after the Joint Announcement Date up to and including the Latest Practicable Date.

Based on the above, while the trading liquidity of the Shares was low, there were sufficient trading activities to reflect a fair market value for the Shares.

We wish to highlight that the above analysis on the historical trading prices and volume of the Shares serves only as an illustrative guide. There is no assurance that the market price and trading volume of the Shares will be maintained at the level prevailing as at the Latest Practicable Date after the Scheme Meeting. Shareholders are advised that the past trading performance of the Shares should not, in any way, be relied upon as an indication or promise of its future trading performance.

## **6.2 COMPARISON OF THE VALUATION RATIOS OF THE COMPANY IMPLIED BY THE SCHEME CONSIDERATION AGAINST THOSE OF ITS COMPARABLE COMPANIES**

We calculate the valuation statistics of the Company as implied by the Scheme Consideration as follows:

### **(a) Price-earnings (“P/E”) ratio**

The P/E ratio illustrates the ratio of the market price of a company’s share relative to its historical consolidated earnings per share. The P/E ratio is affected by, *inter alia*, the capital structure of a company, its tax position as well as its accounting policies relating to among others, depreciation and amortisation.

Based on the market capitalisation of the Company of approximately S\$116.12 million as implied by the Scheme Consideration of S\$0.11 for each Scheme Share and the profit for the period attributable to equity holders of the Company of approximately S\$1,387,000 for the trailing 12 months financial period ended 30 June 2025 (“**TTM2025**”), the P/E ratio of the Shares as implied by the Scheme Consideration is 83.7 times.



**(b) Enterprise value (“EV”) to EBITDA (“EV/EBITDA”) ratio**

The EV/EBITDA ratio is an earnings-based valuation methodology that does not take into account the capital structure of a company as well as its interest, taxation, depreciation and amortisation charges. Therefore, it serves as an illustrative indicator of the current market valuation of the business of a company relative to its pre-tax operating cash flow and performance.

EV is the sum of a company’s market capitalisation, preferred equity, minority interests, short term and long term debts less its cash and cash equivalents.

We compute the Group’s EV as follows:

	<b>S\$’000</b>
Market capitalisation of the Company implied by the Scheme Consideration of S\$0.11 for each Scheme Share	116,120
Add: Borrowings and lease liabilities as at 30 June 2025	13,652
Add: Non-controlling interest as at 30 June 2025	57,566
Less: Adjusted Group’s cash and cash equivalents <sup>(1)</sup>	(72,517)
<b>EV</b>	<b>114,821</b>

**Note:**

(1) Please refer to paragraph 6.4(d) of this IFA Letter on adjustments made to the Group’s cash and cash equivalents as well as the cash and cash equivalents attributable to Shareholders as at 30 June 2025.

Based on the EV calculations above, the EBITDA of the Group of approximately S\$4.88 million for TTM2025 and the Adjusted EBITDA of the Group of approximately S\$8.47 million for TTM2025, the EV/EBITDA ratio of the Company implied by the Scheme Consideration is 23.6 times and 13.6 times respectively.

**(c) Price-to-NAV (“P/NAV”) ratio**

P/NAV ratio illustrates the ratio of the market price of a company’s share relative to its asset backing as measured in terms of its historical consolidated NAV per share as stated in its financial statements. The NAV attributable to shareholders of a company provides an estimate of the value of a company assuming the hypothetical



sale of all its tangible and intangible assets, and the proceeds are first used to settle its liabilities and obligations with the balance, after taking out the amount attributable to non-controlling interests, for distribution to its shareholders. Comparisons of companies using their book NAVs are affected by differences in their respective accounting policies, in particular their depreciation and asset valuation policies.

Based on the Scheme Consideration of S\$0.11 for each Scheme Share and the NAV per Share of approximately S\$0.1426 as at 30 June 2025 as set out in paragraph 5.2.2 of this IFA Letter, the P/NAV ratio of the Shares as implied by the Scheme Consideration is 0.77 times.

We compare the Company's valuation statistics as implied by the Scheme Consideration to valuation statistics of companies listed on the SGX-ST Main Board or SGX-Catalist, whose businesses are broadly comparable to the Group's business activities, and generated at least 50% of their trailing 12 months' revenue (as announced on or before the Latest Practicable Date) from similar hospitality businesses (the "**Comparable Companies**").

We had discussions with management about the suitability and reasonableness of the Comparable Companies. We wish to highlight that the Comparable Companies are not exhaustive and it should be noted that there is no listed company that is directly comparable to the Group in terms of segmental revenue and profit contribution, customer base, size of operations, asset base, track record, financial performance, operating and financial leverage, future prospects, liquidity, quality of earnings, accounting policies, risk profile and other relevant criteria. Given that the Group generated more than 95% of its revenue outside Singapore in the Period under Review, for a more meaningful comparison, we have selected companies which generated more than 80% of their trailing 12 months' revenue (as announced on or before the Latest Practicable Date) out of Singapore. In addition, we have also excluded companies with market capitalisation below S\$100 million and above S\$1 billion.

In view of the above, it should be noted that any comparison made with respect to the Comparable Companies merely serves as an illustration and that the conclusions drawn from the comparisons may not necessarily reflect the perceived market valuation of the Company as at the Latest Practicable Date.

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A brief description of the Comparable Companies is set out below:

Name	Brief business description	Market capitalisation as at the Latest Practicable Date <sup>(1)</sup> (S\$ million)
Banyan Tree Holdings Limited (“ <b>Banyan Tree</b> ”)	Banyan Tree operates as a holding company. The company, through its subsidiaries, owns and manages hotel groups. The company focuses on hotels, resorts, spas, galleries, golf courses, and residences, as well as provides investments, design, construction, and project management services. Banyan Tree serves customers worldwide.	589.49
Bund Center Investment, Ltd. (“ <b>Bund Center</b> ”)	Bund Center invests in commercial property in the People’s Republic of China. The company owns office buildings, hotels, and retail malls.	322.48
Heeton Holdings Limited (“ <b>Heeton</b> ”)	Heeton Holdings Limited develops and sells private residential properties. The company also manages and invests in residential, retail, and commercial properties.	131.55
Hotel Grand Central Limited (“ <b>Hotel Grand Central</b> ”)	Hotel Grand Central owns, operates, and manages hotels. The company also collects rent, develops properties, and provides marketing and support services.	550.87
ProsperCap Corporation Ltd (“ <b>ProsperCap</b> ”)	ProsperCap owns a portfolio of 17 predominantly upscale hotels with a total of 3,383 keys located in key regional cities across the United Kingdom.	105.99
Stamford Land Corporation Limited (“ <b>Stamford Land</b> ”)	Stamford Land is an investment holding company. The company owns and manages hotels and travel agencies. Stamford Land also develops and invests in properties.	734.39

Source: Bloomberg Finance L.P.

**Note:**

- (1) Market capitalisation of the Comparable Companies are calculated based on their respective closing prices as at the Latest Practicable Date.

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We set out in the table below the valuation ratios of the Comparable Companies as at the Latest Practicable Date:

	<b>Net profit <sup>(1)</sup> (S\$'million)</b>	<b>P/E ratio <sup>(1)</sup> (times)</b>	<b>EV/EBITDA ratio <sup>(1)(2)</sup> (times)</b>	<b>P/NAV ratio <sup>(1)</sup> (times)</b>
Banyan Tree	44.9	13.1	11.4	0.81
Bund Center	9.5	33.8	5.0	0.98
Heeton	(4.0)	Negative	20.3	0.31
Hotel Grand Central	(18.1)	Negative	9.1	0.44
ProsperCap	(41.4)	Negative	23.5	0.49
Stamford Land	33.4	22.0	13.5	0.83
Maximum		33.8	23.5	0.98
Minimum		13.1	5.0	0.31
Mean		23.0	13.8	0.64
Median		22.0	12.4	0.65
<b>The Company (implied by the Scheme Consideration)</b>	<b>1.4</b>	<b>83.7</b>	<b>13.6</b>	<b>0.77</b>

Source: Bloomberg Finance L.P.

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**Notes:**

- (1) The ratios are calculated based on the latest available trailing 12 months results of the Comparable Companies as announced by the respective companies on or prior to the Latest Practicable Date, and adjusted for post balance sheet events as announced by the Comparable Companies. For example, the NAV attributable to equity holders of Bund Center has been adjusted to take out dividends paid by Bund Center in September 2025 as the dividends were proposed but not recognised as liabilities as at the last announced balance sheet date.
- (2) For comparison purposes:
  - (a) the cash and cash equivalents of the Comparable Companies adopted for the calculation of their EV included fixed deposits and quoted investment securities as the Group's cash and cash equivalents included fixed deposits and quoted debt securities. We have also adjusted the cash and cash equivalents of Bund Center to take out the dividends paid after their balance sheet dates; and
  - (b) the EBITDA of the Comparable Companies adopted for the calculation of EV/EBITDA ratios are based on the profit before tax, add depreciation, amortisation, interest expense and share of losses of joint ventures or associates, where applicable, then less interest income and share of profits of joint ventures or associates, where applicable. Similarly, we have also adjusted the EBITDA of the Group and the Comparable Companies to exclude non-operational related income and expenses such as gain or loss on disposal of property, plant and equipment, gain or loss on disposal of financial assets, fair value gain or loss on properties, dividend income from investment in securities, government grants, insurance claim compensation and listing expenses, foreign exchange gain or loss where applicable.

Based on the above ratio analysis, we note that:

- (i) the P/E ratio of the Shares as implied by the Scheme Consideration is higher than the range of the corresponding ratios of the Comparable Companies;
- (ii) the EV/EBITDA ratio of the Shares as implied by the Scheme Consideration is within the range, slightly lower than the mean EV/EBITDA ratio but higher than the median EV/EBITDA ratio of the Comparable Companies; and
- (iii) the P/NAV ratio of the Shares as implied by the Scheme Consideration and based on the Group's NAV as at 30 June 2025 of 0.77 times is within the range and higher than the mean and median P/NAV ratios of the Comparable Companies.

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### 6.2.1 Liquidity of the Shares versus the liquidity of the shares of the Comparable Companies

In our review of the valuation ratios of the Comparable Companies, we have also considered the liquidity of the shares of the Comparable Companies. We compare the liquidity of the Shares and the shares of the Comparable Companies as follows:

	Number of shares held in the hands of public ("Free Float") as at Latest Practicable Date ('million)	Total shares traded in the 24 months prior to and including the Last Undisturbed Trading Day		ADTV <sup>(1)</sup> and number of trading days required to achieve a 100% turnover of Free Float <sup>(2)</sup>	% of Market Days where the shares were traded
		Number of shares traded ('000)	As a percentage of Free Float (%)		
Banyan Tree	286.53	182,208	63.6	377,242 / 760 days	96.2
Bund Center	121.42	8,760	7.2	22,011 / 5,516 days	79.3
Heeton	119.07	45,681	38.4	100,398 / 1,186 days	90.6
Hotel Grand Central	179.09	17,971	10.0	42,686 / 4,196 days	83.9
ProsperCap	243.28	6,704	2.8	159,619 / 1,524 days	16.7
Stamford Land	612.35	106,174	17.3	220,277 / 2,780 days	96.0
<b>The Company</b>	<b>207.64</b>	<b>102,433</b>	<b>49.3</b>	<b>238,216 / 872 days</b>	<b>85.7</b>

Source: Bloomberg Finance L.P.

#### Notes:

- (1) Calculated based on the Trading Days of the shares of the Comparable Companies.
- (2) Calculated by dividing the Free Float over the ADTV of the shares.

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As seen from the table above, the liquidity of the Shares for the 24-month period prior to and including the Last Undisturbed Trading Day was better than most of the Comparable Companies, with almost 50% of the Shares held in the hands of public traded during the aforesaid period.

The average daily traded volume of the Shares was also higher than most of the Comparable Companies. Based on the free float of the Company and the average daily traded volume of the Shares for the 24-month period prior to and including the Last Undisturbed Trading Day, the total number of trading days required to turnover the Company's entire free float is 872 days which is much lower than those of the Comparable Companies other than Banyan Tree which requires 760 days.

While the Shares were not traded on a daily basis during the aforesaid period, there were trades on more than 85% of the market days on which the SGX-ST was opened for trading.

#### **6.2.2 P/NAV ratios of the shares of the Comparable Companies on an ex-cash basis**

As mentioned in paragraph 6.2(c) of this IFA Letter, the NAV attributable to shareholders of a company provides an estimate of the value of a company assuming the hypothetical sale of all its tangible and intangible assets, and the proceeds are first used to settle its liabilities and obligations with the balance, after taking out the amount attributable to non-controlling interests, for distribution to its shareholders. As cash is readily distributable, no discount is usually assigned to a company's cash and cash equivalents in such hypothetical evaluation.

As at 30 June 2025, cash and cash equivalents amounted to approximately S\$26.71 million or approximately 12.8% of the Group's NAV, translating to a cash and cash equivalents of approximately S\$0.0253 per Share. Based on the cash and cash equivalents as at 30 June 2025, the ex-cash P/NAV ratio implied by the Scheme Consideration is 0.72 times.

After discussion with the Company and based on the announcements made by the Company between 1 July 2025 and the Latest Practicable Date, we adjust the cash and cash equivalents attributable to Shareholders and NAV per Share as further detailed in paragraph 6.4 of this IFA Letter.

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Based on the revalued NAV (“RNAV”) per Share in the various scenarios set out in paragraph 6.4 of this IFA Letter and the adjustments to the cash and cash equivalents attributable to Shareholders as set out in 6.4(d) of this IFA Letter, we calculate the ex-cash price-to-RNAV (“P/RNAV”) ratios as follows:

	Scenario A	Scenario B	Scenario C
Ex-cash Scheme Consideration (S\$)	0.0498	0.0498	0.0498
Ex-cash RNAV per Share (S\$)	0.0701	0.0675	0.0624
Ex-cash P/RNAV ratio (times)	0.71	0.74	0.80

We compare the ex-cash ratios of the Shares as implied by the Scheme Consideration with the ex-cash P/NAV ratios of the Comparable Companies as follows:

	Latest announced NAV attributable to equity holders (S\$'million)	Cash and cash equivalents attributable to equity holders <sup>(1)</sup> / % of NAV attributable to equity holders (S\$'million / %)	P/NAV ratio	Ex-cash P/NAV ratio	Gearing ratio
Banyan Tree	725.78	98.38 / 13.6%	0.75	0.71	0.58
Bund Center	329.67	146.54 / 44.5%	0.94	0.90	<0.01
Heeton	424.65	59.54 / 14.0%	0.30	0.18	1.05
Hotel Grand Central	1,250.82	325.60 / 26.0%	0.41	0.21	0.06
ProsperCap	218.46	5.34 / 2.4%	0.54	0.53	2.39
Stamford Land	884.67	540.22 / 61.1%	0.85	0.61	0.25
Maximum		61.1%	0.94	0.90	
Minimum		2.4%	0.30	0.18	
Mean		26.9%	0.63	0.52	
Median		20.0%	0.65	0.57	

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	Latest announced NAV attributable to equity holders (S\$'million)	Cash and cash equivalents attributable to equity holders <sup>(1)</sup> / % of NAV attributable to equity holders (S\$'million / %)	P/NAV ratio	Ex-cash P/NAV ratio	Gearing ratio
The Company (as at 30 June 2025)	150.55	26.71 / 17.7%	0.77	0.72	0.07
The Company (after taking into account the adjusted cash and cash equivalents and the RNAV)	129.49 to 137.57 <sup>(2)</sup>	63.56 / 46.2% to 49.1%	0.84 to 0.90	0.71 to 0.80	0.07

Source: Bloomberg Finance L.P.

### Notes:

- (1) We have adjusted the cash and cash equivalents attributable to the equity holders of the Comparable Companies to exclude cash which may be attributable to non-controlling interest and to include quoted investment securities held by these Comparable Companies as cash and cash equivalents attributable to the equity holders of the Comparable Companies. We have also adjusted the cash and cash equivalents attributable to equity holders of these Comparable Companies and their NAV attributable to equity holders to take into account the dividends paid by these companies after the reported balance sheet date.
- (2) Please refer to paragraph 6.4 for the RNAV per Share and the P/RNAV ratios implied by the Scheme Consideration.

As seen from the table above, the ex-cash P/NAV ratios of the Shares as implied by the Scheme Consideration are within the range of ex-cash P/NAV ratios of the Comparable Companies and higher than the mean and median ex-cash P/NAV ratios of the Comparable Companies.



We also wish to highlight the following observations:

- (a) many of the Comparable Companies hold high percentage of cash and cash equivalents as compared to their NAV. The Company's percentage of cash and cash equivalents as compared to its NAV attributable to equity holders is within the range of corresponding ratios of the Comparable Companies. The Group's cash and cash equivalents as a percentage of its NAV attributable to equity holders as at 30 June 2025, prior to adjusting for the proceeds from the disposal of KFPL, was lower than the mean and median percentage of the Comparable Companies. The Group's cash and cash equivalents as a percentage of its NAV attributable to equity holders as at 30 June 2025 after adjusting for the proceeds from the disposal of KFPL is higher than the mean and median percentage of the Comparable Companies but still below the ratio of Stamford Land; and
- (b) out of the six (6) Comparable Companies, two companies had lower gearing ratios as compared to the Group.

### **6.3 THE HISTORICAL P/NAV RATIOS OF THE SHARES**

For evaluation purposes, we have also considered the historical P/NAV ratios of the Shares.

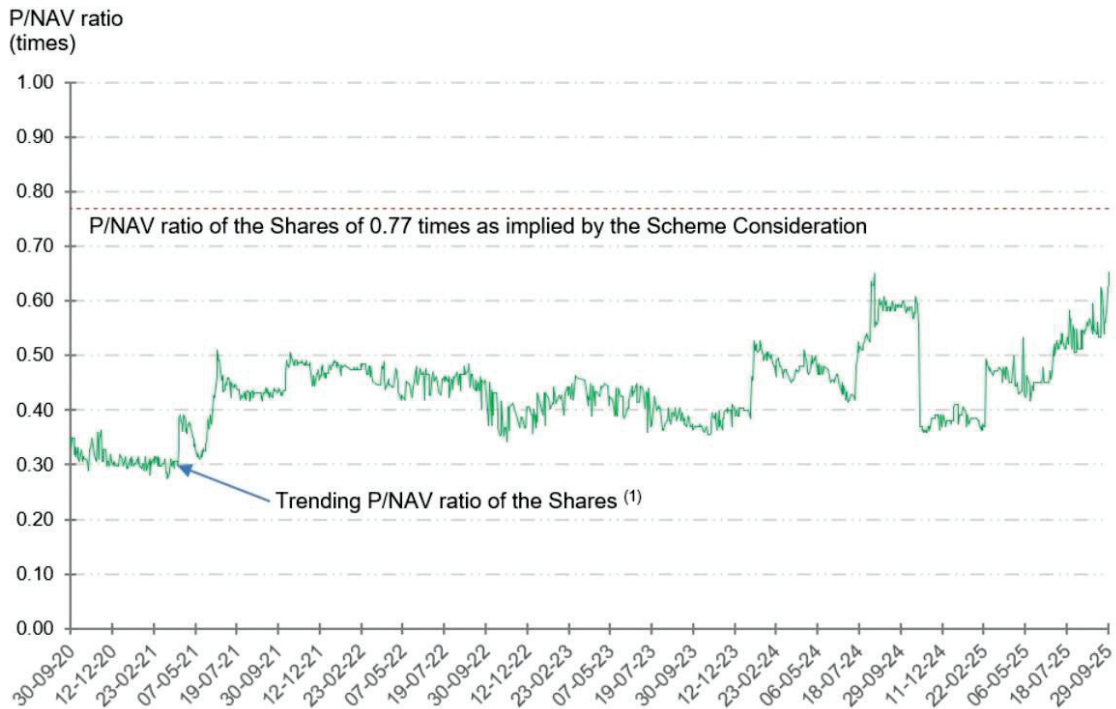
We note that the Offeror has presented the P/NAV ratio of the Shares as implied by the Scheme Consideration against the historical average P/NAV ratios of the Shares for the one (1)-year, three (3)-year and five-(5) year period prior to and including the Last Undisturbed Trading Day in paragraph 4.3 of the Offeror's Letter.

For a more meaningful representation, we compare the P/NAV ratio of the Shares as implied by the Scheme Consideration with the trending chart of the historical P/NAV ratios of the

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Shares for the five (5)-year period prior to and including the Last Undisturbed Trading Day as follows:



**Note:**

- (1) The trending P/NAV ratio of the Shares for the last five years prior to and including the Last Undisturbed Trading Day was plotted with the daily market capitalisation of the Company (based on the closing price of the Shares) and divided by the then latest announced NAV of the Company. We have adjusted the NAV based on the announcement dates. For example, NAV as at 30 June 2025 is adjusted from 11 August 2025 onwards as the Company announced the 1H2025 results on 8 August 2025 after market closed.

As set out above, the P/NAV ratio of the Shares implied by the Scheme Consideration is higher than the historical trending P/NAV ratio of the Shares for the aforesaid period.

For Shareholders' reference, the highest P/NAV ratio of the Shares for the aforesaid period was 0.65 times which occurred on 14 August 2024 while the lowest P/NAV ratio of the Shares was 0.28 times which occurred on 16 February 2021.



**6.4 THE RNAV FOR EACH SHARE**

In our evaluation of the NAV of the Group, we have considered whether there are any assets which may be valued at an amount that is materially different from that which was recorded in the latest announced balance sheet of the Group and whether there are any events in announcements made by the Company after the publication of the latest financial results that are likely to impact the NAV per Share.

We set out in the table below the assets which accounted for more than 5% of the NAV of the Group as at 30 June 2025:

	<b>Unaudited as at 30 June 2025</b>	
	<b>S\$'000</b>	<b>As a percentage of the Group's NAV</b>
Non-current assets – Property, plant and equipment	142,996	68.7
Non-current assets – Investments in Xuzhou entities	36,782	17.7
Non-current assets – Joint venture companies	33,326	16.0
Current assets – Cash and cash equivalents	26,707	12.8
Investment securities under current assets and non-current assets	12,772	6.1

We review each of the material assets as follows:

**(a) Non-current assets – Property, plant and equipment**

The Group's property, plant and equipment as at 30 June 2025 includes its hotels and serviced residences in Thailand, Vietnam and Laos. We note that the independent auditors of the Company had also identified the Group's property, plant and equipment as a key audit matter in its report on the Company's consolidated financial statements for FY2024. In the report, the independent auditors remarked that no revaluation was performed for the Group's properties, other than Holiday Inn Resort Phuket, as at 31 December 2024.

As set out in paragraph 5.2 of this IFA Letter, revenue from Thailand was the highest for the Period under Review. We calculate that revenue from Thailand, namely from the Holiday Inn Resort Phuket, Thailand, represented 75.2%, 83.3%, 83.4%, 83.9%

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and 84.6% of the Group's revenue for FY2022, FY2023, FY2024, 1H2024 and 1H2025 respectively. We note that Holiday Inn Resort Phuket accounted for approximately 94.4% of the carrying value of the Group's property, plant and equipment as at 30 June 2025. Accordingly, for purposes of the Scheme, the Company has commissioned the Valuation Letter to determine the market value of Holiday Inn Resort Phuket Thailand as at 31 December 2025.

Based on the market value of the Holiday Inn Resort Phuket of THB3.45 billion and the carrying value of the Holiday Inn Resort Phuket of THB3.45 billion as at 30 June 2025, there is no revaluation surplus or deficit in relation to the NAV of the Group arising from Holiday Inn Resort Phuket. However, there are foreign exchange differences due to exchange rate fluctuation between the Singapore dollars and Thai Baht. We note that the closing rates of Thai Baht against Singapore dollars that Thai Baht fluctuated between a high of THB 27.2667 and a low of THB 25.0784 for every one Singapore dollar for FY2024. Given that the Group has no intention to dispose of its interest in Holiday Inn Resort Phuket, any revaluation surplus or deficit arising from exchange rate fluctuation will be unrealised foreign exchange gain or loss. Accordingly, it is not meaningful to adjust the NAV of the Group, and accordingly the NAV per Share, to account for foreign exchange differences between Singapore dollars and Thai Baht.

Nevertheless, we note from paragraph 11 of Appendix E to the Revised Scheme Document that, based on the market value of Holiday Inn Resort Phuket as at 31 December 2025, the potential tax liabilities that may be incurred by the Group on the hypothetical disposal of Holiday Inn Resort Phuket on an "as is" basis is approximately S\$31.1 million, of which approximately S\$23.2 million is already provided for in the Group's balance sheet as at 30 June 2025. The Company expects the aforesaid tax liabilities to crystallise (if any) as and when the Company disposes of its interests in Holiday Inn Resort Phuket. Accordingly, in the event the Group disposes its interests in Holiday Inn Resort Phuket, in addition to the foreign exchange gain or loss, the Group will also incur additional taxes of approximately S\$7.9 million.

In respect of the Group's properties in Vietnam and Laos, we note that the Company has commissioned valuation reports on Cityview Apartments and Commercial Centre in Vietnam and Somerset Vientiane in Laos for financial reporting purposes. Based on the valuation of Cityview Apartments and Commercial Centre in Vietnam and Somerset Vientiane in Laos carried out in October 2025 and after adjusting for revaluation surplus and deficit attributable to the non-controlling interests of the two properties, the Group would recognise a net revaluation gain of approximately S\$599,000 on these two properties, representing only 0.4% of the NAV attributable to Shareholders as at 30 June 2025. In addition, we also wish to highlight that the revaluation differences of these two properties are also affected by exchange rates fluctuation. We note that the closing rates of Vietnam Dong and Laotian Kip against

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Singapore dollar that (i) Vietnam Dong fluctuated between a high of VND 19,312 and a low of VND 18,074 for every one Singapore dollars for FY2024; and (ii) Laotian Kip fluctuated between a high of LAK 20,497 and a low of LAK 18,482 for every one Singapore dollar for FY2024. Accordingly, it is also not meaningful to adjust the NAV of the Group, and accordingly the NAV per Share, to account for any revaluation gain of the Group's properties in Vietnam and Laos.

**(b) Non-current assets – Investments in Xuzhou entities**

These are the aggregate carrying value of the Group's 55% interest in XZYJLC as well as the Group's 55% interest in XZRES as at 30 June 2025.

As mentioned in paragraph 5.2 of this IFA Letter, in summary, the Group will effectively be paid RMB49.99 million (equivalent to approximately S\$9.24 million) in cash, and have the ownership titles to the Relevant Assets (comprising the ownership of 239 office units and 64 carpark lots) transferred to the Group upon completion of the disposal of 55% interest in XZYJLC and 55% interest in XZRES. Both XZYJLC and XZRES will cease to be joint venture companies of the Group upon completion of the Xuzhou Disposals.

Based on the above and discussion with the Company, we set out the following potential scenarios:

**Scenario A – The Xuzhou Disposals are completed with no further write-down in the value of the Relevant Assets**

Under this scenario, the Group will recognise a loss of disposal upon the completion of the Xuzhou Disposals and incur cost and expenses (being commissions, taxes, legal fees and other expenses) as follows:

<b>Adjustments</b>	<b>S\$'000</b>
(A) A loss on the disposal of the Resolution Shares (being the difference between the aggregate consideration for the Xuzhou Disposals and the carrying value of the Group's investments in Xuzhou entities of approximately S\$36.78 million as at 30 June 2025)	(9,617)
(B) Estimated total costs and expenses of the compulsory liquidation exercise	(4,517)

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Adjustments	S\$'000
(C) Estimated costs and expenses to be incurred by the Group to sell the Relevant Assets	(2,284)
	<u>(16,418)</u>

### Scenario B – The Xuzhou Disposals are completed with further write-down in the value of the Relevant Assets

We wish to highlight the following information on the Relevant Assets:

- (1) the Relevant Assets are not part of the majority of the assets put up for auction by the Liquidator in the announcement made by the Company on 26 December 2025;
- (2) the Relevant Assets represent approximately 14% of the Xuzhou Properties;
- (3) the Relevant Assets had also undergone different rounds of public auctions with no bids received. The latest reserve price for the Relevant Assets was marked at 40% discount to their market value, which is also the transfer value of RMB97.01 million determined for the Relevant Assets;
- (4) as at the Latest Practicable Date, 81 office units with floor area representing 34.25% of the total floor area of the office units were sublet, predominantly for tenures of less than two (2) years. The remaining 158 office units with floor area representing 65.75% of the total floor area of the office units were unoccupied as at the Latest Practicable Date; and
- (5) no income is derived from the carpark lots.

Accordingly, although the Group agreed to accept RMB97.01 million as the transfer value of the Relevant Assets, the value of the assets to be recognized in the books of the Group is subject to further assessments and discussions with the Company's advisors and auditors. As set out in 1.3(b)(ii) of the Letter to Shareholders of the Revised Scheme Document, the Company intends to market and dispose of the Relevant Assets on a bulk sale basis in one or more portfolios each comprising all or multiple office units and/or carpark lots which formed the Relevant Assets after the completion of the Xuzhou Disposals. Marketing each office unit and carpark lot individually may run the risk of incurring excessive marketing fees and expenses which may negatively impact the overall sale price of the Relevant Assets. Given that the last auction of the Relevant Assets at 60% of their fair value did not result in any

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bid, the Company is cognisant that further discounts may be required to sell all the Relevant Assets on a bulk sale basis. Therefore, the Company is considering writing down up to an additional 10% to the fair value of the Relevant Assets, being S\$2.99 million (the “**Relevant Assets Write-down**”), such that the book value of the Relevant Assets recognised in the Group’s accounts upon completion of the Xuzhou Disposals will be at 50% of (or a discount of 50% to) their fair value.

Under this scenario, in addition to the loss of disposal upon the completion of the Xuzhou Disposals, the Group will have additional impairment loss of approximately S\$2.99 million and incur cost and expenses (being commissions, taxes, legal fees and other expenses) as follows:

<b>Adjustments</b>	<b>S\$’000</b>
(A) Loss on the disposal of the Resolution Shares	(9,617)
(B) Estimated total costs and expenses of the compulsory liquidation exercise	(4,517)
(C) Relevant Assets Write-down	(2,988)
(D) Estimated costs and expenses to be incurred by the Group to sell the Relevant Assets <sup>(1)</sup>	(2,045)
	<hr/> <hr/> (19,167)

**Note:**

- (1) The Group estimates lower selling costs and expenses with the lower value of the Relevant Assets after the Relevant Assets Write-down.

**Scenario C – The Xuzhou Disposals are not completed**

Each of Relevant Transaction Agreements provides that if LCLPL or the JV Partner fails to perform their obligations in a timely manner or otherwise breaches their obligations under the Compulsory Liquidation Resolution Agreement, the Relevant Transaction Agreements, the LCLPL Undertaking or the JV Partner Undertaking (as applicable), the Liquidator may terminate the arrangements on the Resolution Disposal, and may revert back to the prior arrangement of liquidating the assets of XZYJLC by way of public auctions.

As disclosed in 15 January Scheme Document and the 15 January IFA Letter, no bids were received for a reserve price pegged at 60% discount to the fair value of 81%

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of the Xuzhou Properties in the fifth (5<sup>th</sup>) round of the public auction held in December 2025. Based on the advice previously obtained by the Group from its Chinese legal advisers, public auctions in China are carried out at descending reserve price. Accordingly, given that no bid was received in the fifth (5<sup>th</sup>) round of the public auction which had a reserve price pegged at 60% discount, there are reasonable grounds to believe that the bid price for the next auction, if any, will not be higher than the reserve price pegged at 60% discount for the last auction. Accordingly, for purposes of this scenario, we have assumed a 70% discount to the fair value of the Xuzhou Properties as a potential realisable value.

**(c) Non-current assets – Joint venture companies**

This refers to the carrying value of the Group's investment in KFPL.

As announced by the Group on 8 October 2025 and 17 October 2025, the Group has, on 17 October 2025, completed the disposal of its 55% interest in KFPL for S\$36,888,888 pursuant to a sale and purchase agreement dated 7 October 2025, and the estimated gain arising from the disposal is approximately S\$3,435,000.

**(d) Current assets – Cash and cash equivalents**

As at 30 June 2025, the Group had cash and cash equivalents of approximately S\$26.71 million.

After discussion with the Company and based on the announcements made by the Company between 1 July 2025 and the Latest Practicable Date, we make the following adjustments to the Group's cash and cash equivalents for our calculation of the Company's EV/EBITDA ratio:

- (a) as set out in the above paragraph, the Group completed the disposal of its 55% interest in KFPL on 17 October 2025. We note from the Company's announcement that the disposal is in cash. Accordingly, we adjust the cash and cash equivalents of the Group to include the carrying value of the Group's 55% interest in KFPL and the gain of approximately S\$3,435,000 from the disposal of the Group's 55% interest in KFPL;
- (b) the Group's capital expenditure (including capital commitment) for its hotels and serviced residences aggregate approximately S\$1.91 million for the period between 1 July 2025 and the Latest Practicable Date; and
- (c) we have classified all quoted debt securities held by the Company under current assets as part of the Group's cash and cash equivalents.



After taking into account the above adjustments, the Group's adjusted cash and cash equivalents will be approximately S\$72.52 million.

The Group's adjusted cash and cash equivalents above included approximately S\$8.96 million cash and cash equivalents attributable to non-controlling interests of the Group's non-wholly-owned subsidiaries. After excluding the cash and cash equivalents attributable to non-controlling interests, the cash and cash equivalents attributable to Shareholders will be approximately S\$63.56 million or approximately S\$0.0602 per Share.

The above adjustments exclude RMB49.99 million (equivalent to approximately S\$9.24 million), which is the cash component of the Xuzhou Disposals as (i) there is no definitive timeline for the completion of the Xuzhou Disposals; (ii) repatriation of cash out of China is subject to foreign exchange controls; and (iii) the time required to obtain relevant approvals from the authorities in China for the repatriation of cash is uncertain.

**(e) Investment securities under current assets and non-current assets**

These comprised quoted debt securities held by the Group under current assets and unquoted equity securities held by the Group under non-current assets.

We note that the quoted debt securities held by the Group relate to medium-term notes of Aspial ("**Aspial MTN**") which bear fixed interest rates of 6.5% per annum. The amount which relates to Aspial MTN due in December 2025 were fully redeemed. Based on the closing price of the Aspial MTN due in July 2027 as at the Latest Practicable Date and the Group's carrying value of the same Aspial MTN as at 30 June 2025, the Group will have a revaluation surplus of approximately S\$105,000 on the Aspial MTN due in July 2027.

However, given that the Company intends to hold the quoted debt securities till maturity, it is not meaningful to adjust the NAV of the Group to reflect the closing price of the Aspial MTN due in July 2027 as at the Latest Practicable Date.

Quoted debt securities with maturity of less than three months can be classified as cash and cash equivalents. For prudent purposes, we will be classifying all quoted debt securities held by the Company under current assets as cash and cash equivalents.

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### Confirmation of no adjustments

Save as disclosed in above, the Company confirms that, to the best of their knowledge and based on information made available to them, as at the Latest Practicable Date:

- (1) save for the disposal of the Group's 55% interest in KFPL completed in October 2025 and the Xuzhou Disposals announced on 21 January 2026 and 9 February 2026, there is no event subsequent to 30 June 2025 which would materially affect the NAV of the Group;
- (2) there are no material contingent liabilities, unrecorded earnings or expenses or assets or liabilities that may have a material impact on the NAV of the Group as at 30 June 2025; and
- (3) there is no material change to the accounting policies and methods of computation which may materially affect the NAV of the Group as at 30 June 2025.

### RNAV

Based on the above, we compute the Group's RNAV as follows:

	Scenario A <sup>(1)</sup>	Scenario B <sup>(2)</sup>	Scenario C <sup>(3)</sup>
Unaudited NAV attributable to Shareholders as 30 June 2025 (S\$'000)	150,550	150,550	150,550
Less: Adjustments to the Carrying Value of XZYJLC as further detailed in paragraph (b) above (S\$'000)	(16,418)	(19,167)	(24,500)
Add: Estimated gain on disposal of the Group's 55% interest in KFPL set out in paragraph (c) above (S\$'000)	3,435	3,435	3,435
RNAV (S\$'000)	137,567	134,818	129,485
RNAV per Share (S\$)	0.1303	0.1277	0.1227
P/RNAV ratio (times)	0.84	0.86	0.90

### **Notes:**

- (1) Scenario A assumes the completion of the Xuzhou Disposals with no Relevant Assets Write-down.

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- (2) Scenario B assumes the completion of the Xuzhou Disposals with Relevant Assets Write-down. As the value of the Relevant Assets will be lower after the Relevant Assets Write-down, the Group estimates lower selling costs and expenses under this scenario.
- (3) Scenario C assumes that the Xuzhou Disposals (in particular, the Resolution Disposal) fail to complete for any reason and the resumption of the public auction of the Xuzhou Properties. The scenario assumes a 70% discount to the fair value of the majority of the Xuzhou Properties which was last put up at a reserve price of 60% discount to their fair value with no bids received.
- (4) Based on the issued share capital of 1,055,639,464 Shares as at the Latest Practicable Date.

### Other potential adjustments to the RNAV

As mentioned in the paragraph 6.4(a), in the event the Group disposes its interests in Holiday Inn Resort Phuket, in addition to the foreign exchange gain or loss, the Group will also incur additional taxes of approximately S\$7.9 million. This will further reduce the RNAV per Share as follows:

	Scenario A <sup>(1)</sup>	Scenario B <sup>(1)</sup>	Scenario C <sup>(1)</sup>
Post-tax RNAV per Share (S\$)	0.1228	0.1202	0.1152
Post-tax P/RNAV ratio (times)	0.90	0.92	0.95

#### **Note:**

- (1) Please see scenarios set out in the notes on page 48 of this IFA Letter.

### **6.5 COMPARISON WITH RECENT COMPLETED PRIVATISATION TRANSACTIONS FOR COMPANIES LISTED ON THE SGX-ST**

Upon the Scheme becoming effective and binding, the Company will be delisted from the Official List of the SGX-Catalist. In assessing the Scheme Consideration, we have compared the valuation statistics for the Shares as implied by the Scheme Consideration with those of successful privatisation of companies which had primary listing on the SGX-ST Mainboard or SGX-Catalist that were announced and completed since January 2023 and up to the Latest Practicable Date (“**Recent Privatisation Transactions**”).

This analysis serves as a general indication of the relevant premium or discount that the offerors had paid in order to privatise 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 or VWAPs of the shares prior to the announcement of the respective Recent Privatisation Transactions.

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We wish to highlight that the premium that an offeror pays in any particular takeover depends on various factors such as the potential synergy that the offeror can gain by acquiring the target, the presence of competing bids for the target, prevailing market conditions and sentiments, attractiveness and profile of the target's business and assets, size of consideration and existing and desired level of control in the target. The comparison below is made without taking into consideration the underlying liquidity of the shares and the performance of the shares of the relevant companies below. Further, the list of target companies involved in Recent Privatisation Transactions set out in the analysis below are not directly comparable with the Group in terms of size of operations, market capitalisation, business activities, asset base, geographical spread, track record, accounting policy, financial performance, operating and financial leverage, future prospects and other relevant criteria. Hence, the comparison of the Scheme with the Recent Privatisation Transactions set out below is for illustration purposes only. Conclusions drawn from the comparisons made may not reflect any perceived market valuation of the Group.

The statistics of the Recent Privatisation Transactions are as follows:

Name of company	Date of announcement <sup>(1)</sup>	Type <sup>(2)</sup>	Premium / (Discount) of offer price over <sup>(3)</sup>				Offer price-to-NAV / RNAV <sup>(3)</sup> (times)
			Last transacted price (%)	1-month VWAP (%)	3-month VWAP (%)	6-month VWAP (%)	
Spindex Industries Limited	26-Sep-25	SOA	29.1	28.2	34.9	45.4	0.99
Niks Professional Ltd	11-Sep-25	VD	19.8	19.8	22.3	31.4	1.40
Alpina Holdings Limited <sup>(4)</sup>	3-Jun-25	SOA	24.0	24.0	44.9	48.3	2.35
Grand Venture Technology Limited	1-Jun-25	SOA	11.9	17.4	25.5	20.7	2.04
Cosmosteel Holdings Limited	15-May-25	VGO	85.2	96.9	101.60	113.70	0.66
Frasers Hospitality Trust	14-May-25	SOA	18.3	23.5	25.4	29.8	1.11
Ban Leong Technologies Limited	30-Apr-25	VGO	60.8	63.9	69.3	73.4	1.37
Amara Holdings Limited	28-Apr-25	VGO	27.0	42.1	44.8	46.7	0.63

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Name of company	Date of announcement <sup>(1)</sup>	Type <sup>(2)</sup>	Premium / (Discount) of offer price over <sup>(3)</sup>				Offer price-to-NAV / RNAV <sup>(3)</sup> (times)
			Last transacted price (%)	1-month VWAP (%)	3-month VWAP (%)	6-month VWAP (%)	
Procurri Corporation Limited	28-Apr-25	SOA	77.8	77.8	74.4	75.8	2.12
ICP Ltd	19-Apr-25	VD	28.6	16.9	20.0	23.3	1.18
Sinarmas Land Limited	27-Mar-25	VGO	36.4	41.6	27.7	21.6	0.44
PEC Ltd <sup>(4)</sup>	17-Feb-25	SOA	(14.1)	(5.9)	(2.0)	(0.5)	0.86
Econ Healthcare (Asia) Limited <sup>(4)</sup>	14-Feb-25	SOA	20.0	33.6	42.9	48.7	2.27
Paragon Real Estate Investment Trust	11-Feb-25	SOA	10.1	10.9	11.6	11.2	1.07
SLB Development Ltd	24-Jan-25	SOA	36.1	54.4	62.0	69.1	1.13
Japfa Ltd	24-Jan-25	SOA	34.8	39.0	51.2	70.3	1.10
Hai Leck Holdings Limited	9-Dec-24	SOA	34.2	41.8	46.7	44.7	0.98
5E Resources Limited	25-Oct-24	SOA	22.6	22.2	21.8	26.6	1.61
Dyna-Mac Holdings Ltd	11-Sep-24	VGO	35.4	18.6	27.4	44.4	5.88
Silverlake Axis Ltd	26-Aug-24	VGO	20.0	27.7	25.0	31.9	2.77
Second Chance Properties Ltd	10-Jul-24	VGO	39.5	40.9	37.0	33.3	1.01
RE&S Holdings Limited	19-May-24	SOA	56.5	65.1	50.0	45.2	1.93
TalkMed Group Limited	5-Apr-24	SOA	20.0	22.6	22.9	21.6	7.30
Isetan (Singapore) Limited	1-Apr-24	SOA	153.5	173.5	171.1	168.9	0.70
Best World International Limited	22-Mar-24	VD	46.3	47.1	46.3	48.8	1.88

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Name of company	Date of announcement <sup>(1)</sup>	Type <sup>(2)</sup>	Premium / (Discount) of offer price over <sup>(3)</sup>				Offer price-to-NAV / RNAV <sup>(3)</sup> (times)
			Last transacted price (%)	1-month VWAP (%)	3-month VWAP (%)	6-month VWAP (%)	
Healthway Medical Corporation Limited	3-Jul-23	VD	45.5	45.0	44.1	39.9	1.07
LHN Logistics Limited	4-Jun-23	VGO	34.9	35.7	39.0	44.3	2.01
Sysma Holdings Limited	1-Jun-23	VGO	34.4	39.8	34.2	30.5	0.72
Challenger Technologies Limited	30-May-23	VGO	9.1	10.5	11.9	14.3	1.46
Lian Beng Group Ltd	11-Apr-23	VGO	19.3	27.0	28.5	29.9	0.43
Global Palm Resources Holdings Limited	29-Mar-23	VGO	93.8	86.6	70.1	70.1	0.78
G. K. Goh Holdings Limited	28-Feb-23	VGO	38.5	38.8	39.2	37.6	0.97
Global Dragon Limited	10-Feb-23	VGO	14.3	15.4	22.4	17.6	0.73
Maximum			153.5	173.5	171.1	168.9	7.30
Minimum			(14.1)	(5.9)	(2.0)	(0.5)	0.43
Mean			37.1	40.7	42.3	44.8	1.60
Median			34.2	35.7	37.0	39.9	1.11
<b>The Company</b>	<b>8-Oct-25</b>	<b>SOA</b>	<b>23.6</b>	<b>37.5</b>	<b>41.0</b>	<b>50.7</b>	<b>0.84 to 0.90<sup>(5)</sup></b>

### Notes:

- (1) Refers to the first announcement, including holding announcement, which may be made by the respective offeree companies in relation to the potential privatisation exercises.
- (2) VGO – Voluntary General Offer, VD – Voluntary Delisting, MGO – Mandatory General Offer, SOA – Scheme of Arrangement.

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- (3) Based on the ratios from the independent financial adviser's letter set out in respective circular or scheme document of the offeree companies, except for Alpina Holdings Limited, PEC Ltd. and Econ Healthcare (Asia) Limited.
- (4) Alpina Holdings Limited, PEC Ltd. and Econ Healthcare (Asia) Limited included declaration of special dividend under their schemes of arrangement. For the above table, we have calculated the ratios of Alpina Holdings Limited, PEC Ltd. and Econ Healthcare (Asia) Limited to exclude their special dividend. The ratios of Alpina Holdings Limited, PEC Ltd. and Econ Healthcare (Asia) Limited based on the total consideration (being the special dividend paid by the target company as well as the cash consideration paid by the offeror) are as follows:

Name of company	Date of announcement	Type	Premium / (Discount) of offer price over				Offer price-to-NAV / RNAV (times)
			Last transacted price (%)	1-month VWAP (%)	3-month VWAP (%)	6-month VWAP (%)	
Alpina Holdings Limited	3-Jun-25	SOA	48.0	48.0	72.9	77.0	1.93
PEC Ltd	17-Feb-25	SOA	12.8	23.5	28.6	30.6	0.89
Econ Healthcare (Asia) Limited	14-Feb-25	SOA	29.1	43.7	53.7	59.9	2.09

With the above ratios, the mean and median ratios of the Recent Privatisation Transactions are as follows:

Name of company	Date of announcement	Type	Premium / (Discount) of offer price over				Offer price-to-NAV / RNAV (times)
			Last transacted price (%)	1-month VWAP (%)	3-month VWAP (%)	6-month VWAP (%)	
Mean			38.9	42.6	44.4	46.9	1.59
Median			34.4	39.0	37.0	39.9	1.11

<b>The Company</b>	<b>8-Oct-25</b>	<b>SOA</b>	<b>23.6</b>	<b>37.5</b>	<b>41.0</b>	<b>50.7</b>	<b>0.84 to 0.90</b>
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- (5) Please refer to paragraph 6.4 of this IFA Letter for our calculations of the P/RNAV ratios implied by the Scheme Consideration.



Based on the above, we note that:

- (a) the premiums of the Scheme Consideration over the VWAPs of the Shares for the Last Undisturbed Trading Day, the one (1)-month, three (3)-month and six (6)-month periods prior to and including the Last Undisturbed Trading Day as well as the P/RNAV ratios of the Shares as implied by the Scheme Consideration are all within the range of Recent Privatisation Transactions;
- (b) save for the premium of the Scheme Consideration over the VWAP of the Shares for the six (6)-month period prior to and including the Last Undisturbed Trading Day, the premiums of the Scheme Consideration over the last transacted price of the Shares, the one (1)-month VWAP of the Shares and the three (3)-month VWAP of the Shares are all below the mean corresponding ratios of the Recent Privatisation Transactions while the premiums of the Scheme Consideration over the one (1)-month VWAP of the Shares and the three (3)-month VWAP of the Shares are above the median corresponding ratios of the Recent Privatisation Transactions; and
- (c) the P/RNAV ratios of the Company implied by the Scheme Consideration, while within the range of the P/NAV ratio or P/RNAV ratio of the Recent Privatisation Transactions, are also lower than the mean and median P/NAV ratios or P/RNAV ratios of the Recent Privatisation Transactions.

### **6.5.1 Privatisation of property related companies**

As mentioned above, the Recent Privatisation Transactions set out in the table in paragraph 6.5 of this IFA Letter comprise all successful privatisation of companies listed on the SGX-ST Mainboard or SGX-Catalist that were announced and completed since January 2023 and up to the Latest Practicable Date. The comparison is made without having regard to their specific industry characteristics or other considerations.

For a more meaningful comparison, we compare the valuation statistics for the Shares as implied by the Scheme Consideration with those of successful privatisation of property related companies which had primary listing on the SGX-ST Mainboard or SGX-Catalist that were announced and completed since January 2022 <sup>(1)</sup> and up to the Latest Practicable Date (“**Property Related Transactions**”).

**Note:**

- (1) There is no Property Related Transactions in 2024 and we have extended the comparison period to commence from January 2022 and up to the Latest Practicable Date.

## APPENDIX B – LETTER FROM THE IFA TO THE NON-CONFLICTED DIRECTORS



We set out the P/RNAV ratios and the ex-cash P/RNAV ratios of these property related companies (the “**Property Related Transactions**”) as follows:

Name of companies	Date of announcement	Type	12-month average daily traded volume and % of free float <sup>(1)</sup>	Offer price-to-NAV or RNAV (times)	Offer price-to-NAV or RNAV on ex-cash basis (times) <sup>(2)</sup>	Gearing ratio (times) <sup>(3)</sup>	IFA’s opinion
Amara Holdings Limited	28-Apr-25	VGO	21,200 / 0.03%	0.63	0.62	0.82	Fair and reasonable
Sinarmas Land Limited	27-Mar-25	VGO	547,600 / 0.04%	0.44	0.03 <sup>(4)</sup>	0.31	Fair and reasonable
SLB Development Ltd	24-Jan-25	SOA	34,304 / 0.004%	1.13	1.13 <sup>(5)</sup>	0.84	Fair and reasonable
Sysma Holdings Limited	1-Jun-23	VGO	43,989 / 0.06%	0.72	0.16	0.28	Not fair and not reasonable
Lian Beng Group Ltd	11-Apr-23	VGO	109,178 / 0.08%	0.43	0.25	1.20	Not fair and not reasonable
Global Dragon Limited	10-Feb-23	VGO	10,257 / 0.0103%	0.73	0.71	1.18	Fair and reasonable
Chip Eng Seng Corporation Ltd.	24-Nov-22	MGO	1,024,460 / 0.30%	0.56	0.36	1.30	Fair and reasonable
GYP Properties Limited	8-Jul-22	VGO	55,427 / 0.062%	0.69	0.65	1.13	Not fair but reasonable
Hwa Hong Corporation Limited	17-May-22	VGO	59,974 / 0.027%	0.79	0.73	0.41	Fair and reasonable

Maximum	1.13	1.13
Minimum	0.43	0.16
Mean	0.68	0.58
Median	0.69	0.64

<b>The Company</b>	<b>8-Oct-25</b>	<b>SOA</b>	<b>183,900 / 0.09%</b>	<b>0.84 to 0.90</b>	<b>0.71 to 0.80</b>	<b>0.07</b>
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Source: Offeree circulars or scheme documents of the above-mentioned companies.

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## APPENDIX B – LETTER FROM THE IFA TO THE NON-CONFLICTED DIRECTORS

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**Notes:**

- (1) Presented in this column is the average daily traded number of shares in the 12-month period prior to the relevant offer announcement date of these property related companies and the percentage of these average daily traded number of shares to their free float as extracted from the IFA letters appended to the offeree circular (or supplemental letter) or scheme document of these property related companies.
- (2) We have adjusted the cash and cash equivalents attributable to the equity holders of these property related companies to exclude cash which may be attributable to non-controlling interest and included quoted investment securities held by these property related companies as cash and cash equivalents attributable to the equity holders of these property related companies.
- (3) Calculated based on the latest results published prior to the date of the offeree circular or scheme document of these property related companies.
- (4) Excluded as an outlier as the cash and cash equivalents of Sinarmas Land Limited were held by its listed Indonesian subsidiaries which are not wholly-owned subsidiaries of Sinarmas Land Limited.
- (5) The P/RNAV ratio of SLB Development Ltd is not on ex-cash basis given that its P/RNAV ratio is above 1.0 time.

The P/RNAV ratios of the Shares as implied by the Scheme Consideration are within the range and higher than the mean and median P/RNAV ratios of the Property Related Transactions.

The P/RNAV ratios of the Shares as implied by the Scheme Consideration on an ex-cash basis are also within the range and higher than the mean and median P/RNAV ratios of the Property Related Transactions on an ex-cash basis.

Shareholders should also note that the circumstances of these Property Related Transactions may differ from the Company's and the offer price made by an offeror may be influenced by many factors. For example, the premium on NAV of SLB Development Limited may be because its offeror (Lian Beng Group Pte Ltd) had taken into consideration the initial public offering price of SLB Development Limited as the offer price for SLB Development Limited is the same as its initial public offering price in 2018 when the revenue of SLB Development Limited declined from S\$47.69 million for its financial year ended 31 May 2023 to S\$805,000 for its financial year ended 31 May 2024. Liquidity of the shares may also influence the offer price. Save for Chip Eng Seng Corporation Ltd. and Sinarmas Land Limited, the average daily traded volumes of these Property Related Transactions were all lower than the Company's. Similarly, geographical attributes of these Comparable Companies may also have an impact on the offer price. Save for Sinarmas Land Limited (mainly Indonesian operations) and GYP Properties Limited (mainly New Zealand operations), these property related companies generated at least 50% of their revenue from Singapore. Hence, the comparison above is for illustration purposes only and conclusions drawn from the comparisons made may not reflect any perceived market valuation of the Group.



## **6.6 FINANCIAL PERFORMANCE OF THE GROUP**

We have summarised the financial results of the Group for the Period under Review in paragraph 5.2 of this IFA Letter.

As mentioned in paragraph 5.2 of this IFA Letter, the Group's annual revenue increased from approximately S\$16.24 million in FY2022 to approximately S\$28.38 million in FY2023, then further increased to approximately S\$31.42 million in FY2024. We calculate the Group's revenue for TTM2025 to be approximately S\$31.17 million which was slightly lower than FY2024.

We note that this was mainly due to lower occupancies of Holiday Inn Resort Phuket due to declined tourist arrivals from its key source markets and Somerset Vientiane due to competition from new hotels in Vientiane.

Despite the slight decrease in revenue for TTM2025 as compared to FY2024, we calculate that the Group's profit attributable to equity holders of the Company for TTM2025 to be approximately S\$1.39 million as compared to a loss attributable to equity holders of the Company of S\$2.65 million for FY2024. However, we also note that the loss attributable to equity holders of the Company for FY2024 was mainly due to a S\$6.62 million loss on disposal of Rawai Properties. On Adjusted EBITDA basis, the Group's Adjusted EBITDA for TTM2025 was approximately S\$8.47 million which was lower than the Adjusted EBITDA of approximately S\$9.00 million for FY2024.

### **6.6.1 Outlook of the Group**

The following statement was disclosed in the Company's results announcements for 1H2025 dated 8 August 2025:

*"The Group's prospects for the next reporting period may face external headwinds stemming from global economic uncertainties and geopolitical tensions, which may affect travel decisions and guest arrivals for our hospitality assets."*

Shareholders may also wish to note that the Group has completed the disposal of its 55% interest in KFPL on 17 October 2025. We note that KFPL contributed share of results of joint venture companies of approximately S\$3.27 million, S\$1.86 million, S\$0.85 million, S\$0.76 million and S\$1.02 million to the Group in FY2022, FY2023, FY2024, 1H2024 and 1H2025 respectively. The Group will not have such share of results from KFPL with the disposal.

### **6.6.2 Dividend Track Record of the Company**

We note that save for the 1H2024 Interim Dividend and the Cash Distribution, the Company did not declare, pay or make any dividend or distribution in the past five (5) years prior to the Last Undisturbed Trading Day.

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## 6.7 ESTIMATED VALUES FOR THE SHARES

In accordance with the Practice Statement on the Opinion Issued by an Independent Financial Adviser in relation to Offers, Whitewash Waivers and Disposal of Assets under the Code issued by the SIC on 25 June 2014 and amended on 28 February 2017 and 13 July 2020 (the “**Practice Statement**”), an IFA is required to provide a range of values of the shares derived from the various valuation methodologies used in its analysis of an offer and the range should be as narrow as possible, in any case not more than 15%.

In our evaluation of the terms of the Scheme, we have considered the historical market performance of the Shares, the valuation ratios of the Shares implied by the Scheme Consideration against those of the Comparable Companies, the RNAV per Share and the P/RNAV ratio of the Recent Privatisation Transactions and Property Related Transactions.

As set out in paragraphs 6.1 and 6.2 of this IFA Letter, while the trading liquidity of the Shares was low, there were sufficient trading activities to reflect a fair market value for the Shares, in particular, after comparing the trading liquidity of the Shares against the trading liquidity of the shares of the Comparable Companies. Accordingly, we believe the VWAP of the Shares of S\$0.086 for the 24-month period prior to and including the Last Undisturbed Trading Day (excluding Shares traded during the Dividend Period) to be a fair market expectation of the value of the Shares.

As set out in paragraph 6.2 of this IFA Letter, the P/E ratio of the Company as implied by the Scheme Consideration is higher than the range of the corresponding ratios of the Comparable Companies. However, three (3) of the six (6) Comparable Companies reported losses in their trailing 12 months financial results prior to the Latest Practicable Date and it may not be meaningful to infer an applicable comparable P/E ratio from the remaining Comparable Companies. Further, P/E ratios have limitations as the Comparable Companies may have different cost measurement and depreciation policies as well as different level of borrowings and cost of financing. The EV/EBITDA ratio, which sums the debts and equity of a company as numerator and applies EBITDA (which is earnings before interest, tax, depreciation and amortisation) as denominator, is also relevant in our estimation of the value of the Shares. Based on the mean and median EV/EBITDA ratios of the Comparable Companies as at the Latest Practicable Date, we derive an estimated value of S\$0.112 and S\$0.101 respectively for the Shares.

As a company with principal assets in hotels and serviced residences, RNAV is also an important factor in our estimation of the value of the Shares. Accordingly, we have also considered the mean and median P/RNAV ratios of the Property Related Transactions and the RNAVs of the Company to derive an estimated value of between S\$0.083 and S\$0.090 for the Shares.



Based on the above, our estimated value of the Shares ranged from S\$0.083 (being the lowest estimated value derived with the mean P/RNAV ratio of the Property Related Transactions) to S\$0.112 (being the higher end based on the EV/EBITDA ratio of Comparable Companies as at the Latest Practicable Date) per Scheme Share.

The Scheme Consideration is at the higher end of the range of estimated values for the Scheme Shares.

## **6.8 OTHER CONSIDERATIONS**

### **(a) Scale of operations of the Group**

In our review of the Group's financial performance for the purposes of our evaluation, we note that the scale of the Group's operations has shrunk in the last 10 years.

The following disposals were completed by the Group in the last 10 years:

- (i) the Group disposed of the family entertainment business in 2018 to focus its effort on the hospitality business;
- (ii) the Group completed the disposal of its subsidiary which operated Crowne Plaza London Kensington hotel in London, United Kingdom in April 2019;
- (iii) the Group completed the disposal of the Rawai Properties in July 2024; and
- (iv) the Group completed the disposal of its 55% interest in KFPL in October 2025.

Shareholders may also wish to note that the tenure of the land for the Group's Somerset Vientiane in Laos is for 40 years lease from 7 November 1994 while the tenure of the land for the Group's Cityview Apartments and Commercial Centre in Vietnam is 40 years lease from 1 March 1995. As at the Latest Practicable Date, these two properties of the Group have remaining tenures of less than 10 years.

### **(b) Abstention of recommendation by certain directors and abstention of voting by the Shareholders related to the Offeror**

In accordance with the SIC Rulings as set out in Paragraph 7.2 of the Letter to Shareholders, the Offeror Concert Party Group as well as the common substantial shareholders (that is, those holding 5% or more interests) of the Offeror Concert Party Group, on the one hand, and the Company on the other hand, will abstain from voting on the Scheme.

As the Shares held by the Excluded Shareholders are not Scheme Shares, the Excluded Shareholders will in any case not be eligible to vote on the Scheme.

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**(c) Effect of the Scheme**

When the Scheme becomes effective, it will be binding on all Shareholders, whether or not they have attended or voted at the Scheme Meeting, and if they have attended and voted, whether or not they have voted in favour of the Scheme.

**(d) No alternative offer**

The Directors have confirmed that, as at the Latest Practicable Date, apart from the Scheme being proposed by the Offeror, no alternative offer has been received. We also note that there is no publicly available evidence of any alternative offer for the Shares from any third party.

Given that the Offeror and its related parties already hold 80.33% interest in the issued share capital of the Company, any potential third party may also be discouraged from making a competing offer for the Company at a price higher than the Scheme Consideration.

**(e) No equity fund raising since 2010**

As mentioned in the Offeror's rationale for the Acquisition and the Scheme, the Company'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.

While the Company has not tapped on the equity capital markets to raise funds since 2010, the Company has returned surplus capital to its Shareholders by way of the Cash Distribution in October 2024. Based on the Cash Distribution of S\$0.035 per Share, the Company returned surplus capital of approximately S\$36.95 million to Shareholders in 2024.

## **7. OUR ADVICE**

Under the Practice Statement, the IFA should conclude clearly and unequivocally in its advice whether an offer is "fair and reasonable" and the term "fair and reasonable" should be regarded as comprising two different concepts as follows:

- (a) *"The term "fair" relates to an opinion on the value of the offer price or consideration compared against the value of the securities subject to the offer (the "Offeree Securities"). An offer is "fair" if the price offered is equal to or greater than the value of the Offeree Securities."*



- (b) *“In considering whether an offer is “reasonable”, the IFA should consider other matters as well as the value of the Offeree Securities. Such matters include, but are not limited to, the existing voting rights in the offeree company held by the offeror and its concert parties and the market liquidity of the Offeree Securities.”*

## **7.1 “FAIRNESS” OF THE SCHEME**

We set out below a summary of the key factors we have taken into our consideration when assessing the “fairness” of the Scheme:

### **7.1.1 Factors for the Scheme**

The following factors substantiate the “fairness” of the Scheme:

- (a) save for the daily closing prices of the Shares for the Dividend Period and on 19 December 2025, the Scheme Consideration is higher than the daily closing prices of the Shares in the 24-month period prior to and including the Last Undisturbed Trading Day up to and including the Latest Practicable Date. As mentioned in paragraph 6.1.2, there was a trade of 100 Shares at S\$0.119 on 19 December 2025. A total 39,200 Shares were traded with a VWAP of S\$0.1094 on 19 December 2025;
- (b) the Scheme Consideration represents premiums to the VWAPs of the Shares for all the periods prior to and including the Last Trading Day as set out in the table in paragraph 6.1.2 of this IFA Letter;
- (c) the P/E ratio and P/NAV ratio of the Shares as implied by the Scheme Consideration are higher than the mean and median corresponding ratios of the Comparable Companies;
- (d) the EV/EBITDA ratio of the Shares as implied by the Scheme Consideration is slightly lower than the mean EV/EBITDA ratio but higher than the median EV/EBITDA ratio of the Comparable Companies;
- (e) the ex-cash P/NAV ratio of the Shares as implied by the Scheme Consideration is higher than the mean and median ex-cash P/NAV ratios of the Comparable Companies;
- (f) the P/NAV ratio of the Shares implied by the Scheme Consideration is higher than the historical trending P/NAV ratio of the Shares for the five (5)-year period prior to and including the Last Undisturbed Trading Day set out in paragraph 6.3 of this IFA Letter;
- (g) the P/RNAV ratios of the Shares as implied by the Scheme Consideration under the three (3) scenarios set out in paragraph 6.4 of this IFA Letter are within the range

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and higher than the mean and median P/RNAV ratios of the Property Related Transactions set out in paragraph 6.5.1 of this IFA Letter; and

- (h) the Scheme Consideration is at the higher end of the range of estimated values for the Scheme Shares as set out in paragraph 6.7 of this IFA Letter.

### **7.1.2 Factors against the Scheme**

The following factor undermines the “fairness” of the Scheme:

- (a) save for the premium of the Scheme Consideration over the VWAP of the Shares for the six (6)-month period prior to and including the Last Undisturbed Trading Day, the premiums of the Scheme Consideration over the last transacted price of the Shares, the one (1)-month VWAP of the Shares and the three (3)-month VWAP of the Shares are below the mean corresponding ratios of the Recent Privatisation Transactions while the premiums of the Scheme Consideration over the one (1)-month VWAP of the Shares and the three (3)-month VWAP of the Shares are above the median corresponding ratios of the Recent Privatisation Transactions; and
- (b) the P/RNAV ratios of the Company implied by the Scheme Consideration, while within the range of the P/NAV ratio or P/RNAV ratio of the Recent Privatisation Transactions, are lower than the mean and median P/NAV ratios or P/RNAV ratios of the Recent Privatisation Transactions.

Shareholders may wish to note that the above factor compares the valuation statistics implied by the Scheme Consideration with all successful privatisation of companies listed on the SGX-ST Mainboard or SGX-Catalist that were announced and completed since January 2023 and up to the Latest Practicable Date without having regard to their specific industry characteristics or other considerations. As mentioned in paragraph 7.1.1(g) above, the P/RNAV ratio of the Shares as implied by the Scheme Consideration are within the range and higher than the mean and median P/RNAV ratios of the Property Related Transactions when we compare the valuation statistics implied by the Scheme Consideration with the Property Related Transactions.



## 7.2 “REASONABLENESS” OF THE SCHEME

We set out below a summary of the key factors we have taken into our consideration when assessing the “reasonableness” of the Scheme:

### 7.2.1 Factors for the Scheme

The following factors substantiate the “reasonableness” of the Scheme:

- (a) while the ADTV of the Shares for all the periods prior to and including the Last Undisturbed Trading Day as set out in the table above represents 0.17% or less of the free float of the Company, the ADTV of the Shares was better than most of the Comparable Companies during the 24 months prior to and including the Last Undisturbed Trading Day;
- (b) the Group’s revenue for TTM2025 was approximately S\$31.17 million, slightly lower than approximately S\$31.42 million for FY2024. We also calculated that the Adjusted EBITDA of the Group for TTM2025 was approximately S\$8.47 million which was lower than the Adjusted EBITDA of approximately S\$9.00 million for FY2024. The Company attributed the lower revenue for 1H2025 to lower occupancies of Holiday Inn Resort Phuket due to declined tourist arrivals from its key source markets and Somerset Vientiane due to competition from new hotels in Vientiane;
- (c) the Company is cautioned of the outlook of the Group, in particular, global economic uncertainties and geopolitical tensions may affect travel decisions and guest arrivals for the Group’s hospitality assets; and
- (d) other considerations set out in paragraph 6.8 of this IFA Letter.

### 7.2.2 Factors against the Scheme

The following factor undermines the “reasonableness” of the Scheme:

NIL.

## 7.3 OUR OPINION

Accordingly, after taking into account the above factors, we are of the opinion as of the date hereof that, on balance, the terms of the Scheme are **FAIR AND REASONABLE**. Accordingly, we advise the Non-Conflicted Directors to recommend Shareholders to **vote in favour** of the Scheme.

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## APPENDIX B – LETTER FROM THE IFA TO THE NON-CONFLICTED DIRECTORS

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The Directors should also highlight to Shareholders that the Scheme, when it becomes effective, will be binding on all Shareholders, whether or not they have attended or voted at the Scheme Meeting, and if they have attended and voted, whether or not they have voted in favour of the Scheme.

In rendering the above advice, we have not given regard to the specific investment objectives, financial situation, tax position or particular needs and constraints of any individual Shareholder. As each individual Shareholder would have different investment objectives and profiles, we would advise that any individual Shareholder who may require specific advice in relation to his investment objectives or portfolio should consult his legal, financial, tax or other professional adviser immediately. The Non-Conflicted Directors should advise Shareholders that the opinion and advice of Xandar Capital should not be relied upon by any Shareholder as the sole basis for deciding whether or not to accept the Scheme, as the case may be.

This IFA Letter is addressed to the Non-Conflicted Directors for their benefit, in connection with and for the purpose of their consideration of the terms of the Scheme, but the recommendation made by them to the Shareholders in connection with the Scheme shall remain their responsibility. Whilst a copy of this IFA Letter may be reproduced in the Revised Scheme Document, neither the Company nor the Directors may reproduce, disseminate or quote this IFA Letter (or any part thereof) for any other purpose at any time and in any manner without the prior written consent of Xandar Capital in each specific case.

This opinion is governed by, and 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 truly  
For and on behalf of  
**XANDAR CAPITAL PTE. LTD.**

LOO CHIN KEONG  
EXECUTIVE DIRECTOR

PAULINE SIM POI LIN  
HEAD OF CORPORATE FINANCE

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## APPENDIX C – OFFEROR’S LETTER TO SHAREHOLDERS

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### AFG INVESTMENT PTE. LTD.

(Incorporated in Singapore)

(Company Registration Number: 202542763D)

23 February 2026

To: The Shareholders of AF Global Limited

Dear Sir/Madam

### 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 UNDER SECTION 210 OF THE COMPANIES ACT

#### 1. INTRODUCTION

##### 1.1 Acquisition

On 8 October 2025 (the “**Joint Announcement Date**”), AFG Investment Pte. Ltd. (the “**Offeror**”) and AF Global Limited (the “**Company**” or “**AFGL**”, and together with its subsidiaries, the “**Group**” and “**Group Company**” means any one of the Company and its subsidiaries) jointly announced (the “**Joint Announcement**”) the proposed acquisition (the “**Acquisition**”) of all the issued ordinary shares in the capital of the Company (the “**Shares**”) by the Offeror, other than the Excluded Shares (as defined below), by way of a scheme of arrangement (the “**Scheme**”) under Section 210 of the Companies Act and in accordance with the Code.

##### 1.2 Implementation Agreement

In connection with the Scheme, the Offeror and the Company entered into the implementation agreement dated 8 October 2025, setting out the terms and conditions on which the Offeror and the Company will implement the Scheme (the “**Implementation Agreement**”).

##### 1.3 Further Announcements

On 21 January 2026, the Company issued an announcement in relation to, *inter alia*, the updates on the Company’s joint venture investment in Xuzhou, China (the “**21 January Company Update Announcement**”).

Further to the developments announced in the 21 January Company Update Announcement (the “**Xuzhou Updates**”), the Offeror and the Company issued a further joint announcement on 21 January 2026 stating, *inter alia*, that information in the original scheme document dated 15 January 2026 had to be updated and that the Company would be issuing a revised scheme document to include the Xuzhou Updates.

On 9 February 2026, the Company issued a further update announcement in relation to, *inter alia*, the updates on the Company’s joint venture investment in Xuzhou, China (the “**9 February Company Update Announcement**”).

##### 1.4 Revised Scheme Document

This revised Letter from the Offeror (the “**Offeror’s Letter**”) to shareholders of the Company (“**Shareholders**”) should be read and construed together with, and in the context of, the revised scheme document dated 23 February 2026 (the “**Revised Scheme Document**”) issued by the Company to the Shareholders containing details of the Scheme. Unless otherwise stated, terms used but not defined in this Offeror’s Letter shall have the same meanings as defined in the Revised Scheme Document.

**If you are in any doubt about this Offeror’s Letter or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.**

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## APPENDIX C – OFFEROR’S LETTER TO SHAREHOLDERS

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### 2. THE ACQUISITION AND THE SCHEME

#### 2.1 Terms of the Scheme

The Acquisition will be effected by way of a Scheme pursuant to Section 210 of the Companies Act and in accordance with the Code and the terms and conditions of the Implementation Agreement.

Under the Scheme:

- (a) all the Shares held by the Shareholders other than the Excluded Shares (as defined below) (the “**Scheme Shares**” and the Shareholders holding such Scheme Shares, the “**Scheme Shareholders**”) as at the Books Closure Date will be transferred to the Offeror:
  - (i) fully paid up;
  - (ii) free from all Encumbrances; and
  - (iii) together with all rights, benefits and entitlements attaching thereto as at the Joint Announcement Date and thereafter attaching thereto, including the right to receive and retain all dividends, rights and other distributions (if any) (“**Distributions**”) declared, paid or made by the Company to the Scheme Shareholders on or after the Joint Announcement Date.

If any Distributions are announced, declared, paid or made by the Company to the Scheme Shareholders on or after the Joint Announcement Date, the Offeror reserves the right to reduce the Scheme Consideration payable to the Scheme Shareholders by the amount of such Distribution.

- (b) In consideration of the acquisition of each Scheme Share from the Scheme Shareholders by the Offeror pursuant to the Scheme, the Offeror shall pay **S\$0.11** for each Scheme Share in cash (the “**Scheme Consideration**”).

Based on the 288,682,679 Scheme Shares held by the Scheme Shareholders as at the Latest Practicable Date, representing approximately 27.35% of the Shares, the total Scheme Consideration for the Scheme is approximately S\$31,755,094.69.

#### 2.2 Excluded Shares

The Shares which will **not** be transferred pursuant to the Scheme comprise:

- (a) the 440,691,785 Shares directly held by Aspial Corporation Limited (“**Aspial**”); and
- (b) the 326,265,000 Shares directly held by Mr Koh Wee Meng (“**KWM**”),

(collectively, the “**Excluded Shares**”, and the Shareholders holding such Shares, the “**Excluded Shareholders**”).

#### 2.3 Scheme Conditions

The Acquisition is conditional upon the satisfaction (or, where applicable, the waiver) of the Scheme Conditions on or before 5.00 p.m. on the Cut-Off Date. Additional information on the Scheme Conditions is set out in **paragraph 8** of the Explanatory Statement. The Scheme Conditions are reproduced in **Appendix J** to the Revised Scheme Document.

#### 2.4 Termination of the Implementation Agreement

In the event of termination of the Implementation Agreement by either the Company or the Offeror (as the case may be) pursuant to the terms of the Implementation Agreement:

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## APPENDIX C – OFFEROR’S LETTER TO SHAREHOLDERS

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- (a) the Implementation Agreement shall cease to have any further force or effect (save for the Surviving Provisions); and
- (b) neither party shall have any further liability or obligation to the other party (save for the Surviving Provisions),

provided always that such termination shall not prejudice the rights of either party which have accrued or arisen prior to such termination.

Please refer to **paragraph 8.6** of the Explanatory Statement for additional details on the termination rights under the Implementation Agreement.

### 2.5 Effect of Scheme

In the event the Scheme becomes effective, it will be binding on all Scheme Shareholders whether or not they were present in person or by proxy or voted to approve the Scheme at the Scheme Meeting. Scheme Shareholders should also be aware and note that there is currently no certainty that the Scheme will become effective and binding.

## 3. RATIONALE FOR THE SCHEME

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

**3.2 The Company’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 the Company 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 the Company is unlikely to require access to Singapore equity capital markets to finance its operations in the foreseeable future. Additionally, the Company undertook a capital reduction exercise in 2024 to return S\$0.035 for each Share (in aggregate approximately S\$37 million) to Shareholders. Accordingly, the Offeror does not believe it is necessary for the Company to maintain a listing on the SGX-ST.

**3.3 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 (12)-, six (6)-, three (3)- and one (1)-month periods up to and including 29 September 2025 (the “**Last 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 (1)-month	Three (3)-month	Six (6)-month	Twelve (12)-month
Average daily trading volume <sup>(1)</sup>	109,490	92,762	78,004	151,791
Average daily trading volume as a percentage of total number of Shares <sup>(1)(2)</sup>	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 (3) decimal places.

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## APPENDIX C – OFFEROR’S LETTER TO SHAREHOLDERS

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

### 4. FINANCIAL EVALUATION OF THE SCHEME CONSIDERATION

#### 4.1 In arriving at the Scheme Consideration, the Offeror had taken into consideration various factors. These include, *inter alia*, the following factors:

- (a) the prevailing and historical market prices of the Company;
- (b) the financial performance and net asset value (the “NAV”) of the Company, as derived from its latest announced unaudited condensed interim consolidated financial statements of the Group for the six (6) months ended 30 June 2025 (“1HFY2025”) on 8 August 2025;
- (c) the cash consideration of S\$36,888,888 that the Company has received upon the completion of the sale of the Company’s entire 55 per cent. equity interest in Knight Frank Pte Ltd (“Knight Frank”) pursuant to the sale and purchase agreement entered into between Cheong Hock Chye & Co. (Pte.) Ltd., a wholly-owned subsidiary of the Company, and Knight Frank Asia Pacific Pte Ltd (the “Knight Frank SPA”) (the “Knight Frank Disposal”);
- (d) as disclosed by the Company in the 9 February Company Update Announcement, in relation to the Relevant Transaction Agreements (as defined in **paragraph 1.3(c)** of the Letter to Shareholders) which each provides, *inter alia*, that if L.C. Logistics Pte Ltd (“LCLPL”), the wholly-owned subsidiary of the Company which holds 55 per cent. of the equity interests in Xuzhou Yinjian LumChang Real Estate Development Co., Ltd (“XZYJLC”), or the joint venture partner (the “JV Partner”) of the Group’s joint venture investment in XZYJLC, in Xuzhou, China (the “Xuzhou Investment”) fails to perform their obligations in a timely manner or otherwise breaches their obligations under the compulsory liquidation resolution agreement entered into on 17 January 2026 (the “Compulsory Liquidation Resolution Agreement”) between LCLPL and the JV Partner in relation to the transfer of LCLPL’s shares in XZYJLC (representing 55 per cent. equity interests) (the “Resolution Shares”) to the JV Partner (the “Resolution Disposal”), or the Relevant Transaction Agreements, the liquidator may terminate the arrangements on the Resolution Disposal, and may revert back to the prior arrangement of liquidating the assets of XZYJLC by way of public auctions. In addition, as also stated in the 9 February Company Update Announcement, if the Resolution Disposal is not completed by 30 June 2026, the transfer by Hillgate Investment Pte Ltd (“Hillgate”), a wholly-owned subsidiary of the Group, of Hillgate’s shares (representing 55 per cent. equity interests) (such shares, the “XZRES Shares”) in Xuzhou Sancai Real Estate Sales Agency Co., Ltd. (徐州三才房地产销售代理有限公司) (“XZRES”) to the JV Partner (the “XZRES Disposal”, and together with the Resolution Disposal, the “Xuzhou Disposals”) will not take place unless otherwise agreed between XZRES, Hillgate and Beijing Sancai Investment Co., Ltd. (北京三才投资有限公司), an affiliate of the JV Partner. **As there is a possibility that the Xuzhou Disposals are not completed, for the purposes of benchmarking and valuation in this Offeror’s Letter, the revalued net asset value (the “RNAV”) of the Company is presented in two scenarios as set out in paragraph 4.4 of this Offeror’s Letter:**

#### A. the RNAV (Completed Xuzhou Disposals Scenario) (as described in paragraph 4.4 of this Offeror’s Letter) which accounts for:

- i. the Compulsory Liquidation Resolution Agreement in relation to the transfer of the Resolution Shares to the JV Partner for a consideration of approximately S\$26.24 million that shall be satisfied by:
  - a. approximately S\$8.31 million payable by the JV Partner to LCLPL in cash; and

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## APPENDIX C – OFFEROR’S LETTER TO SHAREHOLDERS

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- b. the balance of approximately S\$17.93 million being satisfied by the transfer to LCLPL of 239 office units and 64 carpark lots (the “**Relevant Assets**”) in Gulou Square which are currently held by XZYJLC (the “**Asset Repayment**”)¹;
- ii. the Relevant Transaction Agreements entered into by LCLPL on 6 February 2026 in relation to the Resolution Disposal;
- iii. the potential write-down of up to an additional 10 per cent. to the fair value of the Relevant Assets, being S\$2.99 million (the “**Relevant Assets Write-down**”), such that the book value of the Relevant Assets recognised in the Group’s accounts upon completion of the Resolution Disposal will be at 50 per cent. of (or a discount of 50 per cent. to) their fair value. The Relevant Assets Write-down is based on the preliminary view of the Company based on its assessment on the value at which the Group may dispose of the Relevant Assets in the future, on a bulk sale basis and with further discounts;
- iv. as disclosed by the Company in the 9 February Company Update Announcement, in addition to the Relevant Transaction Agreements, the additional agreements (such agreements, together with the Relevant Transaction Agreements, the “**Definitive Implementation Agreements**”) entered into on 6 February 2026 by the relevant parties in relation to the XZRES Disposal for a consideration of approximately S\$0.92 million in cash; and
- v. gain on sale from the Knight Frank Disposal; and

**B. the RNAV (Auction Scenario) (as described in paragraph 4.4 of this Offeror’s Letter) which accounts for:**

- i. the estimated recoverable amount of the Xuzhou Investment which the Group has a 55 per cent. equity interest in, and as disclosed on 26 December 2025, had completed its fifth round of auction (following four rounds of public auctions as part of the ongoing liquidation of XZYJLC, each at a subsequently lowered reserve price) for the Hotel, Retail and Carpark Components² without any bids received; and
  - ii. gain on sale from the Knight Frank Disposal;
- (e) prevailing and historical price to NAV (“**P/NAV**”) of the Company;
  - (f) price to RNAV (“**P/RNAV**”) of precedent SGX-listed take-privates involving real estate companies;
  - (g) the risk profile and future prospects of the Company; and
  - (h) the market capitalisation and trading liquidity of the Company.

**4.2 Opportunity for Scheme Shareholders to realise their investment at a premium without incurring brokerage fees.** The Scheme Consideration represents a premium of approximately 23.6 per cent. over the Company’s closing price of S\$0.089 as of the Last Undisturbed Trading Day, being the last full trading day immediately prior to the release of the update announcement

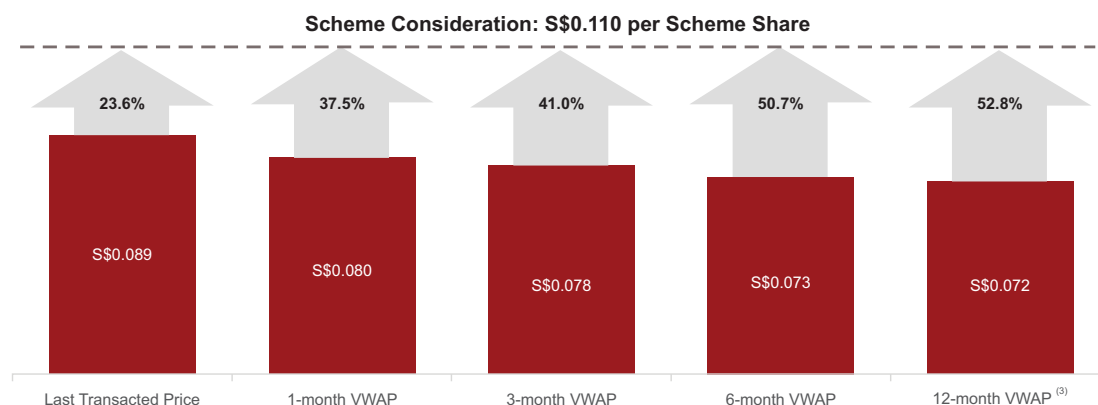
<sup>1</sup> The transfer of the Relevant Assets to LCLPL pursuant to the Asset Repayment is in repayment of a debt of approximately S\$17.93 million owing by XZYJLC to the JV Partner (the “**XZYJLC Debt**”) which is to be assigned to LCLPL under the terms of the Compulsory Liquidation Resolution Agreement. For the purpose of the Asset Repayment, LCLPL and the JV Partner agreed in the Compulsory Liquidation Resolution Agreement that the Relevant Assets shall be valued at the amount of the XZYJLC Debt, which is at approximately 60 per cent. of (or a discount of 40 per cent. to) the fair value of the Relevant Assets.

<sup>2</sup> For the avoidance of doubt, the Hotel, Retail and Carpark Components collectively comprised around 81 per cent. of the fair value of XZYJLC’s investment in Gulou Square, a mixed-use development located in Gulou District of Xuzhou, China (“**Gulou Square**”) held by XZYJLC. Other than the Hotel, Retail and Carpark Components, XZYJLC also owns other retail and office units and carpark spaces in Gulou Square.

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on 30 September 2025, and a premium of 37.5 per cent., 41.0 per cent., 50.7 per cent. and 52.8 per cent. over the one (1)-month volume weighted average price (“**VWAP**”) of S\$0.080, three (3)-month VWAP of S\$0.078, six (6)-month VWAP of S\$0.073 and 12-month VWAP of S\$0.072, respectively, without incurring brokerage and other trading costs.

**Scheme Consideration as a premium<sup>(2)</sup> to the Last Transacted Price, one (1)-month, three (3)-month, six (6)-month and twelve (12)-month historical VWAPs<sup>(1)</sup>**



Source: Bloomberg.

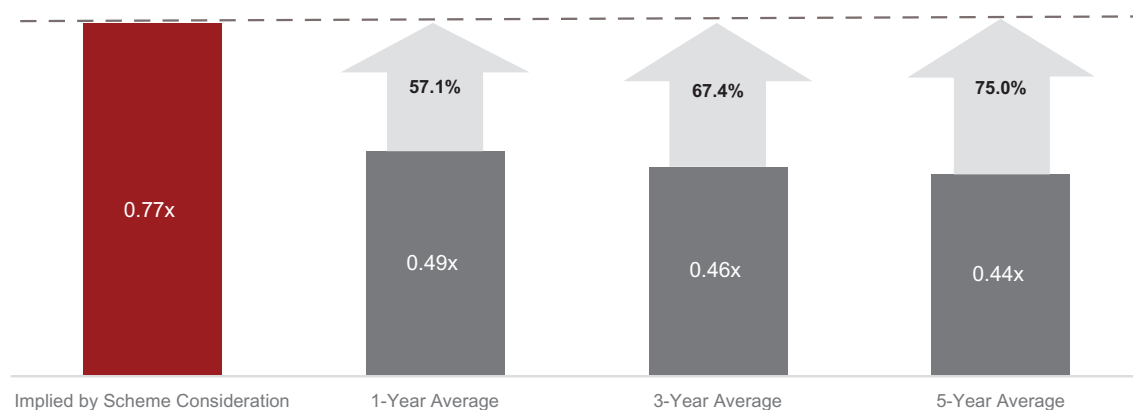
### Notes:

- (1) As of the Last Undisturbed Trading Day.
- (2) Rounded to the nearest one (1) decimal place.
- (3) 12-month VWAP has been adjusted to exclude the time-period up to 1 November 2024 being the ex-dividend date of the return of capital on 1 November 2024 of 3.5 Singapore cents declared on 7 August 2024 and paid on 15 November 2024.

### 4.3 The P/NAV as implied by the Scheme Consideration is at a premium to historical averages.

The P/NAV as implied by the Scheme Consideration of 0.77x represents a premium of 57.1 per cent., 67.4 per cent. and 75.0 per cent. to the historical one (1)-year, three (3)-year and five (5)-year average P/NAV multiples of the Shares.

**P/NAV as implied by the Scheme Consideration as a premium to the one (1)-year, three (3)-year, and five (5)-year historical average P/NAV multiples<sup>(1)</sup>**



### Note:

- (1) The historical average P/NAV is computed daily up to and including the Last Undisturbed Trading Day and reflects the market capitalisation at the end of each trading day divided by NAV for last reported financial quarter or period, as compiled from Bloomberg and Company filings.

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### 4.4 The P/RNAV as implied by the Scheme Consideration is at a premium to the average of precedent transactions.

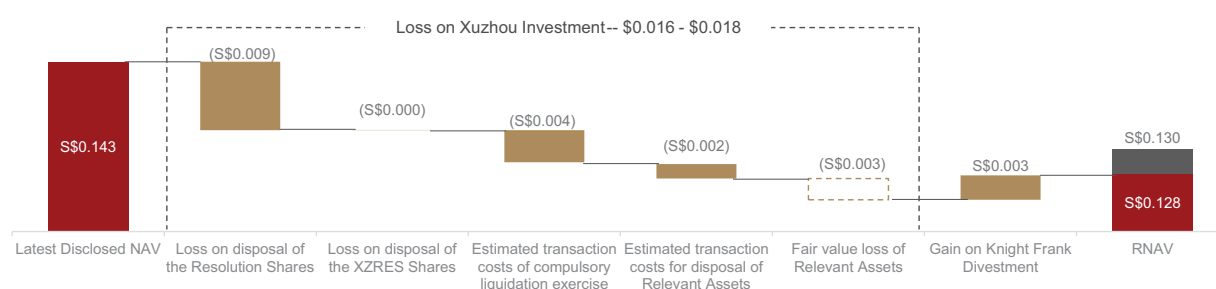
As stated in **paragraph 4.1(d)** of this Offeror’s Letter, as there is a possibility that the Xuzhou Disposals are not completed as a result of the liquidator terminating the arrangements on the Resolution Disposal in the event LCLPL or the JV Partner fails to perform their obligations in a timely manner or otherwise breaches their obligations under the Compulsory Liquidation Resolution Agreement or the Relevant Transaction Agreements, for the purposes of benchmarking and valuation in this Offeror’s Letter, the latest disclosed NAV per Share of S\$0.143 has been revalued under two scenarios where:

- (a) the Definitive Implementation Agreements (which includes the Relevant Transaction Agreements) are not terminated and the Xuzhou Disposals are completed in accordance with the terms of the Definitive Implementation Agreements (the “**RNAV (Completed Xuzhou Disposals Scenario)**”); and
- (b) the Definitive Implementation Agreements (which includes the Relevant Transaction Agreements) are terminated and the Xuzhou Disposals do not complete. In such event, the liquidator may revert back to the prior arrangement of liquidating the assets of XZYJLC by way of public auctions (the “**RNAV (Auction Scenario)**”).

The **RNAV (Completed Xuzhou Disposals Scenario)** adjusts the latest NAV of the Group for the following:

- (a) in relation to the Company’s equity interests in its Xuzhou Investment and XZRES:
  - (i) a loss on the disposal of the Resolution Shares (being the difference between the consideration and its carrying value of approximately S\$35,855,000 as at 30 June 2025 as disclosed in the unaudited consolidated financial statements of the Group for 1HFY2025);
  - (ii) a loss on the disposal of the XZRES Shares of approximately S\$3,000 and withholding taxes (net of provision) of approximately S\$9,000;
  - (iii) the estimated total costs and expenses in relation to the compulsory liquidation exercises of approximately S\$4,517,000;
  - (iv) the estimated costs and expenses to be incurred by the Company to sell the Relevant Assets<sup>3</sup>; and
  - (v) the Relevant Assets Write-down being 10 per cent. to the fair value of the Relevant Assets; and
- (b) gain on sale from the Knight Frank Disposal of approximately S\$3,435,000<sup>4</sup>.

#### **RNAV (Completed Xuzhou Disposals Scenario) on a per Share basis (S\$)**



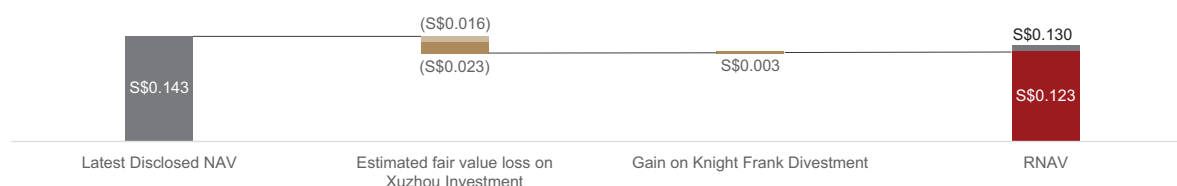
<sup>3</sup> The full quantum of the estimated transaction costs for disposal of Relevant Assets is estimated to be approximately S\$2,275,000 or S\$0.002 per Share (if there is no Relevant Assets Write-down) and approximately S\$2,036,000 or S\$0.002 per Share (if there is a Relevant Assets Write-down).

<sup>4</sup> As disclosed in the announcement titled “Proposed Disposal of Interests in Knight Frank Pte Ltd” released by the Company on 8 October 2025 relating to the divestment of Knight Frank.

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The **RNAV (Auction Scenario)** adjusts the latest NAV of the Group for the following:

- (a) estimated fair value loss from the Xuzhou Investment of between S\$0.016 per Share and S\$0.023 per Share based on a 60 per cent. and 70 per cent. discount to fair value respectively<sup>5</sup>. This is arising from the unsuccessful fifth round<sup>6</sup> of auction with a reserve price pegged at 60 per cent. discount to the fair value which had closed without attracting any bids as disclosed on 26 December 2025. If the Company, together with the liquidator and the JV Partner decide to proceed with another round of auction in 2026, the reserve price will likely be pegged at up to 70 per cent. discount to the fair value, based on the advice obtained by the Group from its Chinese legal advisers; and
- (b) gain on sale from the Knight Frank Disposal of approximately S\$3,435,000<sup>4</sup>.



Range of possible RNAV across two scenarios	RNAV (Completed Xuzhou Disposals Scenario)		RNAV (Auction Scenario)	
	With Relevant Assets Write-down of 10%	Without Relevant Assets Write-down of 10%	70% Discount to Fair Value	60% Discount to Fair Value
Reported NAV - 30 June 2025	0.143	0.143	0.143	0.143
Loss on Xuzhou Investment	(0.018)	(0.016)	(0.023)	(0.016)
Loss on disposal of the Resolution Shares	(0.009)	(0.009)	-	-
Loss on disposal of the XZRES Shares	(0.000)	(0.000)	-	-
Estimated transaction costs of compulsory liquidation exercise	(0.004)	(0.004)	-	-
Estimated transaction costs for disposal of Relevant Assets	(0.002)	(0.002)	-	-
Fair value loss of Relevant Assets	(0.003)	-	-	-
Fair value loss of Xuzhou Investment	-	-	(0.023)	(0.016)
Gain on Knight Frank Sale	0.003	0.003	0.003	0.003
<b>RNAV on a per Share basis (S\$)</b>	<b>0.128</b>	<b>0.130</b>	<b>0.123</b>	<b>0.130</b>

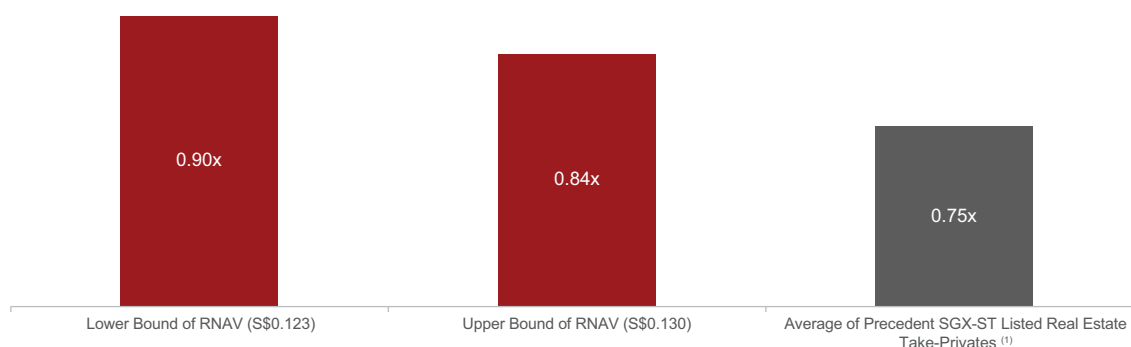
The upper and lower bounds of the RNAV per Share across both scenarios are S\$0.130 and S\$0.123 respectively. Accordingly, the P/RNAV as implied by the Scheme Consideration and the upper and lower bounds of the RNAV of 0.84x and 0.90x exceeds the implied average P/RNAV of precedent SGX-listed take-privates of real estate companies since 2022 where a fair and reasonable opinion was provided by the independent financial adviser.

<sup>5</sup> As disclosed in the update announcement released by the Company on 26 December 2025. The full quantum of the fair value loss is estimated to be S\$16,500,000 (in the case of a 60 per cent. discount) and S\$24,500,000 (in the case of a 70 per cent. discount).

<sup>6</sup> In relation to the Hotel, Retail and Carpark Components. Please refer to the announcement released by the Company on 26 December 2025 on updates to the Group’s asset and investment portfolio for further details.

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P/RNAV as implied by the Scheme Consideration and upper and lower bounds of RNAV as a premium to average P/RNAV of precedent SGX-listed real estate take-privates



**Note:**

- (1) Comprising Amara Holdings Limited as announced on 28 April 2025; SLB Development Limited as announced on 24 January 2025; Boustead Projects Limited as announced on 14 November 2023; Global Dragon Limited as announced on 10 February 2023; Chip Eng Seng Corporation Limited as announced on 24 November 2022; and Hwa Hong Corporation Limited as announced on 17 May 2022.

### 4.5 Total returns for Scheme Shareholders that held over a five (5)-year period as implied by the Scheme Consideration exceeds 80 per cent.

Total Returns Analysis (S\$)	3-Year	5-Year
Closing Price at Start of Period	0.093 <sup>(1)</sup>	0.087 <sup>(2)</sup>
Total proceeds from Scheme Consideration and Dividends	0.160	0.160
Return of Capital	0.035	0.035
Special Cash Dividend	0.015	0.015
Scheme Consideration	0.110	0.110
<b>Total Returns</b>	<b>72.0%</b>	<b>83.9%</b>

**Notes:**

- (1) Closing price of Shares on 29 September 2022.  
(2) Closing price of Shares on 29 September 2020.

Scheme Shareholders would have made a total return of 72.0 per cent. and 83.9 per cent. had they acquired the Shares and received dividends over a three (3)- and five (5)-year period respectively.

## 5. OFFEROR’S INTENTIONS FOR THE GROUP

Save as disclosed in this Offeror’s Letter or previously announced by the Offeror or the Group prior to the Latest Practicable Date, there is presently no intention by the Offeror to (i) introduce any major changes to the business of the Group, (ii) re-deploy the fixed assets of the Group, or (iii) discontinue the employment of the employees of the Group, save in the ordinary course of business or as a result of any internal reorganisation or restructuring within the Group which may be implemented after the Effective Date.

However, the board of directors of the Offeror retains and reserves the right and flexibility at any time to consider any options or opportunities in relation to the Group which may present themselves and which it may regard to be in the interest of the Group.

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## APPENDIX C – OFFEROR’S LETTER TO SHAREHOLDERS

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### 6. IRREVOCABLE UNDERTAKINGS

Neither the Offeror nor any other Relevant Person (as defined below) has received any irrevocable undertaking from any party to vote in favour of the Scheme as at the Latest Practicable Date.

### 7. DELISTING

Upon the Scheme becoming effective and binding in accordance with its terms, the Offeror will hold 100% of the Scheme Shares, comprising 27.35% of the Shares, which, together with the Shares held by the Excluded Shareholders 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.

An application has been made by the Company to seek approval from the SGX-ST to delist and remove the Company from the Official List of the SGX-ST upon the Scheme becoming effective and binding in accordance with its terms. The decision of the SGX-ST will be given after the Scheme Meeting if the Scheme is approved by the Scheme Shareholders and will be publicly announced by the Company on SGXNet. In the event that the Scheme is not approved by the Scheme Shareholders, the application for the Delisting will be withdrawn by the Company. Accordingly, the Delisting is conditional upon the receipt of the SGX-ST Delisting Approval from the SGX-ST, advising that it has no objection to the Company’s application for the Delisting.

Please note that the SGX-ST’s decision on the Company’s application to delist and remove the Company from the Official List of the SGX-ST is not to be taken as an indication of the merits of the Scheme, the proposed delisting of the Company and the removal of the Company from the Official List of the SGX-ST in connection with its proposed privatisation by way of the Scheme.

### 8. INFORMATION RELATING TO THE COMPANY

#### 8.1 The Company

The Company is a company incorporated in Singapore on 14 June 1973 and has been listed on the Mainboard of SGX-ST since 15 August 1973. The principal activities of the Company are investment holding and the provision of management services to its subsidiaries. The subsidiaries of the Company own and operate hotels and serviced residences as part of the Group’s main business in the hospitality sector. The Company also has equity stakes in joint venture companies engaged in other businesses<sup>7</sup>, including property investment and property development<sup>8</sup>.

#### 8.2 Share Capital of the Company

As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S\$173,040,710.02, comprising 1,055,639,464 Shares.

#### 8.3 Material Changes in the Financial Position of the Company

Save as disclosed in the Revised Scheme Document and in the public announcements issued by the Company, and save for the costs and expenses incurred or to be incurred in connection with the Scheme, as at the Latest Practicable Date, to the knowledge of the Offeror after making reasonable enquiries, there have been no material changes to the financial position or prospects

<sup>7</sup> Please refer to (i) the announcement titled “Proposed Disposal of Interests in Knight Frank Pte Ltd” released by the Company on 8 October 2025; and (ii) the announcement titled “Completion of the Proposed Disposal of Interests in Knight Frank Pte Ltd” released by the Company on 17 October 2025. Pursuant to the Knight Frank SPA, the Group’s interests in Knight Frank Pte Ltd and its subsidiaries Knight Frank Property & Facilities Management Pte Ltd and KF Property Network Pte Ltd, which are accounted as joint venture companies of the Company, will be fully divested, and the Group will accordingly cease to provide the full suite of real estate consultancy services upon completion of such disposal. As the disposal was completed on 17 October 2025, the Group has since ceased to provide real estate consultancy services.

<sup>8</sup> The entity engaged in the property investment and property development business is Xuzhou Yinjian LumChang Real Estate Development Co., Ltd, which is currently under liquidation.

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## APPENDIX C – OFFEROR’S LETTER TO SHAREHOLDERS

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of the Company since 31 December 2024, being the date of the last published audited consolidated financial statements of the Group laid before the Shareholders in general meeting.

### 8.4 Offeror’s Shares

As at the Latest Practicable Date, the Offeror does not hold any Shares.

### 8.5 Transfer Restrictions

The Constitution of the Company does not contain any restrictions on the right to transfer the Scheme Shares in connection with the Scheme.

### 8.6 Additional Information

Additional information relating to the Company is set out in **Appendix E** to the Revised Scheme Document.

## 9. INFORMATION RELATING TO THE OFFEROR, ASPIAL AND KWMCO

### 9.1 The Offeror

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

- (a) Aspial: 50 per cent. of the total issued shares; and
- (b) JK Global Investment Pte. Ltd. (“**KWMCo**”): 50 per cent. of the total issued shares.

### 9.2 Offeror Board

As at the Latest Practicable Date, the board of directors of the Offeror comprises:

- (a) Mr Koh Wee Seng (“**KWS**”); and
- (b) KWM.

### 9.3 Aspial

Aspial is a company incorporated in Singapore on 12 November 1970 and has been listed on the Mainboard of the SGX-ST since 21 June 1999. The principal activity of Aspial is investment holding and provision of management and treasury services. The principal activities of Aspial’s subsidiaries are the business of jewellery retail, property development and investment, financial services, hospitality and resort management.

### 9.4 Aspial Board

As at the Latest Practicable Date, the board of directors of Aspial comprises:

- (a) KWS (Executive Director and Chief Executive Officer);
- (b) Ms Koh Lee Hwee (Executive Director);
- (c) Ms Ko Lee Meng (Non-Executive and Non-Independent Director);
- (d) Mr Ong Tuen Suan (Lead Independent Director);
- (e) Ms Goh Bee Leong (Independent and Non-Executive Director); and
- (f) Mr Tan Seng Chuan (Independent and Non-Executive Director).

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### 9.5 Aspial Interest in Shares

As at the Latest Practicable Date, Aspial has a direct interest in 440,691,785 Shares, representing approximately 41.75 per cent. of the issued share capital of the Company.

### 9.6 KWMMCo

KWMMCo is a company incorporated in Singapore which is wholly owned by KWM.

### 9.7 KWM Interest in Shares

As at the Latest Practicable Date, KWM has a direct interest in 326,265,000 Shares, representing approximately 30.91 per cent. of the issued share capital of the Company.

In addition, KWM is deemed interested in 4,307,851 Shares, representing approximately 0.41 per cent. of the issued share capital of the Company, held by Fragrance Group Limited (“FGL”) by virtue of him holding more than 50 per cent. of the issued shares in FGL.

### 9.8 Shareholdings in the Company in the event the Scheme becomes effective

In the event the Scheme becomes effective and binding, the shareholding in the Company will be as follows:

Shareholder	No. of Shares	Shareholding Percentage
Offeror	288,682,679	27.35 per cent.
Aspial	440,691,785	41.75 per cent.
KWM	326,265,000	30.91 per cent.
<b>Total</b>	<b>1,055,639,464</b>	<b>100 per cent.</b>

### 9.9 Consortium and Shareholders’ Agreement

Aspial, KWM, KWMMCo and the Offeror have entered into a consortium and shareholders’ agreement on 8 October 2025 in relation to the Offeror, the key terms of which are as follows (the “**Consortium Arrangements**”):

- (a) Aspial and KWMMCo (each, a “**Consortium Party**”) shall jointly make all decisions relating to the Acquisition and the Scheme;
- (b) Aspial and KWMMCo shall have equal representation on the board of directors of the Offeror; and
- (c) Aspial and KWMMCo shall jointly approve all decisions of the Offeror.

### 9.10 SIC Confirmations

Pursuant to the Consortium’s application to the SIC dated 13 August 2025, the SIC has confirmed on 30 September 2025, *inter alia*, that:

- (a) the fact that the Scheme will not be extended to the Excluded Shareholders (being Aspial and KWM) does not constitute a special deal for each Excluded Shareholder prohibited under Rule 10 of the Code; and

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## APPENDIX C – OFFEROR’S LETTER TO SHAREHOLDERS

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- (b) the Consortium Arrangements do not constitute special deals for each Consortium Party prohibited under Rule 10 of the Code.

### 9.11 Additional Information

**Schedule A** of this Offeror’s Letter sets out certain additional information relating to the Offeror.

## 10. DISCLOSURE OF INTERESTS

### 10.1 Holdings

Based on the information available to the Offeror, save as disclosed in the Revised Scheme Document and **Schedule B** to this Offeror’s Letter, as at the Latest Practicable Date, none of the Offeror and its concert parties (the “**Relevant Persons**”) owns, controls or has agreed to acquire any (A) Shares, (B) securities which carry voting rights in the Company and (C) convertible securities, warrants, options or derivatives in respect of such Shares or securities which carry voting rights in the Company (collectively, the “**Company Securities**”).

### 10.2 Dealings

Based on the information available to the Offeror, save as disclosed in the Revised Scheme Document and **Schedule B** to this Offeror’s Letter, none of the Relevant Persons has dealt for value in any Company Securities during the period commencing from 8 July 2025 (being the date falling three (3) months before the Joint Announcement Date) and ending on the Latest Practicable Date (the “**Relevant Period**”).

### 10.3 Security Arrangements

Based on the information available to the Offeror, save as disclosed in the Revised Scheme Document and **Schedule B** to this Offeror’s Letter, as at the Latest Practicable Date, none of the Relevant Persons has (i) granted a security interest relating to any Company Securities to another person, whether through a charge, pledge or otherwise, (ii) borrowed any Company Securities from another person (excluding borrowed Company Securities which have been on-lent or sold) or (iii) lent any Company Securities to another person.

### 10.4 Other Arrangements

Based on the information available to the Offeror, save as disclosed in the Revised Scheme Document and **Schedule B** to this Offeror’s Letter, as at the Latest Practicable Date, none of the Relevant Persons has entered into any arrangement, including indemnity or option arrangements, and any agreement or understanding, formal or informal, of whatever nature, relating to the Company Securities which may be an inducement to deal or refrain from dealing in the Company Securities.

## 11. OVERSEAS SHAREHOLDERS

### 11.1 Overseas Shareholders

The applicability of the Scheme to Scheme Shareholders whose addresses are outside of Singapore (as shown in the Register of Members of the Company or, as the case may be, in the records of The Central Depository (Pte) Limited) (collectively, the “**Overseas Shareholders**”) may be affected by the laws of the relevant overseas jurisdictions. Accordingly, all Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.

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### 11.2 Copies of the Revised Scheme Document

An Overseas Shareholder may write in to the Share Registrar at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 to request for the Revised Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his/her/its own risk, up to three (3) Market Days prior to the date of the Scheme Meeting.

For the avoidance of doubt, the Acquisition and the Scheme are being proposed to all Scheme Shareholders (including Overseas Shareholders), including those to whom the Revised Scheme Document will not be, or may not be, sent, provided that the Revised Scheme Document does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful and the Acquisition and the Scheme are not being proposed in any jurisdiction in which the introduction or implementation of the Acquisition and the Scheme would not be in compliance with the laws of such jurisdiction.

It is the responsibility of any Overseas Shareholder who wishes to request for the Revised Scheme Document and any related documents to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for the Revised Scheme Document and any related documents or participating in the Scheme, the Overseas Shareholder represents and warrants to the Offeror and the Company that he/she/it is in full observance of the laws of the relevant jurisdiction in that connection, and that he/she/it is in full compliance with all necessary formalities or legal requirements. **Overseas Shareholders who are in doubt about their positions should consult their own professional advisers in the relevant jurisdictions.**

### 11.3 Notice

The Offeror and the Company each reserves the right to notify any matter, including the fact that the Acquisition and the Scheme have been proposed, to any or all Scheme Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Scheme Shareholder (including any Overseas Shareholders) to receive or see such announcement or advertisement. For the avoidance of doubt, for as long as the Company remains listed on the SGX-ST, the Company will continue to notify all Scheme Shareholders (including Overseas Shareholders) of any matter relating to the Acquisition and the Scheme by announcement via the SGXNet.

**Notwithstanding that such Overseas Shareholder may not receive the notice of the Scheme Meeting, they shall be bound by the Scheme if the Scheme becomes effective.**

## 12. **ABSTENTION FROM VOTING ON THE SCHEME**

In accordance with the SIC’s rulings as set out in the Revised Scheme Document, the Offeror and its concert parties, as well as the common substantial shareholders of the Offeror and its concert parties on one hand, and the Company on the other, will abstain from voting on the Scheme.

The list of the Offeror’s concert parties (the “**Identified Offeror Concert Parties**”) who will be abstaining from voting on the Scheme is as set out in **Schedule C** to this Offeror’s Letter.

## 13. **SETTLEMENT AND REGISTRATION**

The procedures for settlement are set out in **paragraph 13** of the Explanatory Statement.

## 14. **GENERAL INFORMATION**

**Schedule D** of this Offeror’s Letter sets out certain additional general information relating to the Scheme.

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## APPENDIX C – OFFEROR’S LETTER TO SHAREHOLDERS

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### 15. FINANCIAL ADVISER

#### 15.1 Financial Adviser to the Offeror

DBS Bank Ltd. (“**DBS**”) has been appointed as the sole financial adviser to the Offeror in respect of the Acquisition and the Scheme.

#### 15.2 Confirmation of Financial Resources

DBS, as the sole financial adviser to the Offeror, confirms that sufficient financial resources are available to the Offeror to satisfy in full the aggregate Scheme Consideration payable by the Offeror for all the Scheme Shares to be acquired by the Offeror pursuant to the Scheme.

### 16. RESPONSIBILITY STATEMENT

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

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror 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 Offeror’s Letter. The directors of the Offeror do not accept any responsibility for any information relating to the Company or any opinion expressed by the Company.

Yours faithfully  
For and on behalf of the Board of Directors of

**AFG INVESTMENT PTE. LTD.**

**Mr Koh Wee Seng**  
Director

**SCHEDULE A  
INFORMATION RELATING TO THE OFFEROR**

**1. DIRECTORS OF THE OFFEROR**

The relevant information of the directors of the Offeror as at the Latest Practicable Date is set out below:

<b>Name</b>	<b>Address</b>	<b>Designation</b>
Koh Wee Seng	55 Ubi Avenue 3, #01-01, Singapore 408864	Director
Koh Wee Meng	36 Yio Chu Kang Road, #01-01, Fragrance Building, Singapore 545553	Director

**2. PRINCIPAL ACTIVITIES**

The Offeror is a special purpose vehicle incorporated in Singapore on 25 September 2025 for the purposes of the Acquisition and the Scheme.

The Offeror has not carried on any business since its incorporation, except to enter into certain arrangements in connection with the Acquisition and the Scheme.

**3. SHARE CAPITAL**

**3.1 Share Capital.** As at the Latest Practicable Date:

**3.1.1** the Offeror has an issued and paid-up share capital of S\$2 comprising two (2) ordinary shares; and

**3.1.2** the Offeror does not have any other outstanding instruments convertible into, rights to subscribe for, and options in respect of, securities which carry voting rights affecting its shares.

**3.2 Shareholding in the Offeror.** As at the Latest Practicable Date, the shareholders of the Offeror are:

(a) Aspial: 50 per cent. of the total issued shares; and

(b) KWMLCo: 50 per cent. of the total issued shares.

**3.3 Changes to the Share Capital.** Since the date of its incorporation and ending on the Latest Practicable Date, there has been no re-organisation in the share capital of the Offeror.

**4. SUMMARY OF FINANCIAL POSITION OF THE OFFEROR**

**As the Offeror was newly incorporated on 25 September 2025 for the purposes of the Acquisition and the Scheme, no audited or unaudited financial statements of the Offeror have been prepared as at the Latest Practicable Date for inclusion in this Offeror's Letter.**

As no audited or unaudited financial statements of the Offeror have been prepared since the date of its incorporation, there are no significant accounting policies to be noted.

Save in relation to and in connection with the Acquisition and the Scheme (including financing the Acquisition and the Scheme and the costs and expenses incurred or to be incurred in connection with the Acquisition and the Scheme), there has been no known material change in the financial position of the Offeror since its incorporation.

**5. REGISTERED OFFICE**

The registered office of the Offeror is at 55 Ubi Avenue 3, #01-01, Singapore 408864.

**SCHEDULE B  
DISCLOSURES**

**1. HOLDINGS IN COMPANY SECURITIES**

Save as disclosed in the Revised Scheme Document and in this paragraph 1 of this **Schedule B**, as at the Latest Practicable Date, none of the Relevant Persons, owns, controls or has agreed to acquire any Company Securities:

Name	Direct Interest <sup>(1)</sup>		Deemed Interest <sup>(1)</sup>		Total	
	No. of Shares	% <sup>(2)</sup>	No. of Shares	% <sup>(2)</sup>	No. of Shares	% <sup>(2)</sup>
Aspial	440,691,785 <sup>(6)</sup>	41.75	-	-	440,691,785	41.75
Mr Koh Wee Seng	8,629,075	0.82	441,857,365 <sup>(3) (4)</sup>	41.86	450,486,440	42.67
Mr Koh Wee Meng	326,265,000	30.91	4,307,851 <sup>(5)</sup>	0.41	330,572,851	31.31
Ms Ko Lee Meng	8,777,216	0.83	441,595,285 <sup>(4) (7)</sup>	41.83	450,372,501	42.66
Ms Koh Lee Hwee	182,000	0.02	440,948,535 <sup>(4) (8)</sup>	41.77	441,130,535	41.79
<b>Other concert parties</b>						
Mdm Tan Su Lan	49,616,307 <sup>(9)</sup>	4.70	-	-	49,616,307	4.70
Ms Lim Kwee Hua	1,165,580	0.11	-	-	1,165,580	0.11
FGL	4,307,851	0.41	-	-	4,307,851	0.41
Periakaruppan Aravindan	505,665	0.05	-	-	505,665	0.05
Xavier Koh Hong Wei	1,000,000	0.09	-	-	1,000,000	0.09
Koh Joo Huang Karen	70,200	0.01	-	-	70,200	0.01
Ng Irene	195	n.m. <sup>(10)</sup>	-	-	195	n.m. <sup>(10)</sup>
Koh Kian Soo or Koh Joo Huang Karen	1,950	n.m. <sup>(10)</sup>	-	-	1,950	n.m. <sup>(10)</sup>
Koh Kian Soo	901,550	0.09	-	-	901,550	0.09
Ng Sheng Tiong	256,750	0.02	-	-	256,750	0.02
Tan Lee Hua	4,203,875	0.40	-	-	4,203,875	0.40
Tan Su Kiok or Sia Li Wei Jolie (She Liwei Jolie)	1,384,130	0.13	-	-	1,384,130	0.13

**Notes:**

- (1) As at the Latest Practicable Date.
- (2) The percentage is rounded to the nearest two (2) decimal places and calculated based on the issued share capital of 1,055,639,464 Shares in issue as at the Latest Practicable Date.
- (3) Aspial holds 440,691,785 Shares. MLHS Holdings Pte Ltd ("**MLHS**") holds more than 50% of the issued shares of Aspial. KWS holds more than 20% of the issued shares of MLHS. By virtue of Section 7 of the Companies Act, KWS is deemed to have an interest in the shares of the Company and its subsidiary companies to the extent held by Aspial. KWS is also deemed to have an interest in 1,165,580 Shares held by his spouse.
- (4) MLHS holds more than 50% of the issued shares of Aspial and is deemed to have an interest in the Shares in which Aspial has an interest. KWS, KLM and KLH each holds not less than 20% of the issued shares of MLHS and are deemed to have an interest in the Shares in which MLHS has an interest.
- (5) KWM is deemed interested in the 4,307,851 Shares held by FGL by virtue of him holding more than 50% shareholdings in FGL pursuant to Section 7 of the Companies Act.

- (6) In respect of these Shares, 100,000,000 Shares have been charged to certain financial institutions to secure credit facilities granted to Aspial.
- (7) Ms Ko Lee Meng is deemed interested in the 440,691,785 Shares held by Aspial, the 901,550 Shares held by her spouse and the 1,950 Shares held in the name of her spouse and child.
- (8) Ms Koh Lee Hwee is deemed interested in the 440,691,785 Shares held by Aspial and the 256,750 Shares held by her spouse.
- (9) Based on declarations given in March 2025 that were available to Aspial and the Offeror as at the Joint Announcement Date, Mdm Tan Su Lan had a direct interest in 50,563,270 Shares as was disclosed in Schedule 4 to the Joint Announcement. Due to the confidentiality of the transaction, no further enquiries were made of Mdm Tan prior to the Joint Announcement Date. Following the Joint Announcement Date, the Offeror made further enquiries of the parties who are or may be deemed to be acting in concert with it in connection with the Scheme, and was informed that Mdm Tan has, as at the Latest Practicable Date, an interest in 49,616,307 Shares. Mdm Tan has also confirmed that she has not made any dealings in the Shares during the Relevant Period.
- (10) Percentage holding labelled "n.m." is not meaningful.

In the event the Scheme becomes effective and binding, all the Shares of the Company will be held by the Offeror and the Excluded Shareholders in the proportion disclosed in **paragraph 9.8** of this Offeror's Letter, and all Relevant Persons as disclosed in this paragraph 1 of this **Schedule B** (other than Aspial and KWM, as the Excluded Shareholders) will cease to directly hold any Shares and accordingly voting rights in the Company.

## **2. DEALINGS IN COMPANY SECURITIES**

Save as disclosed in the Revised Scheme Document, as at the Latest Practicable Date, none of the Relevant Persons has dealt for value in any Company Securities during the Relevant Period.

**SCHEDULE C**  
**LIST OF IDENTIFIED OFFEROR CONCERT PARTIES**

No.	Name of Identified Offeror Concert Party	Direct interest in Shares	Shareholding Percentage <sup>(1)</sup>
1.	Mdm Tan Su Lan	49,616,307 <sup>(2)</sup>	4.70
2.	KWS	8,629,075	0.82
3.	Ms Ko Lee Meng	8,777,216	0.83
4.	Ms Koh Lee Hwee	182,000	0.02
5.	Ms Lim Kwee Hua	1,165,580	0.11
6.	Fragrance Group Limited	4,307,851	0.41
7.	Mr Xavier Koh Hong Wei	1,000,000	0.09
8.	Ms Koh Joo Huang Karen	70,200	0.01
9.	Ms Ng Irene	195	n.m. <sup>(3)</sup>
10.	Mr Koh Kian Soo or Ms Koh Joo Huang Karen	1,950	n.m. <sup>(3)</sup>
11.	Mr Koh Kian Soo	901,550	0.09
12.	Mr Ng Sheng Tiong	256,750	0.02
13.	Mr Periakaruppan Aravindan	505,665	0.05
14.	Ms Tan Lee Hua	4,203,875	0.40
15.	Mdm Tan Su Kiok or Ms Sia Li Wei Jolie (She Liwei Jolie)	1,384,130	0.13
<b>Total:</b>		<b>81,002,344</b>	<b>7.67</b>

**Notes:**

- (1) The percentage is rounded to the nearest two (2) decimal places and based on 1,055,639,464 Shares in issue as at the Latest Practicable Date.
- (2) Based on declarations given in March 2025 that were available to Aspial and the Offeror as at the Joint Announcement Date, Mdm Tan Su Lan had a direct interest in 50,563,270 Shares as was disclosed in Schedule 4 to the Joint Announcement. Due to the confidentiality of the transaction, no further enquiries were made of Mdm Tan prior to the Joint Announcement Date. Following the Joint Announcement Date, the Offeror made further enquiries of the parties who are or may be deemed to be acting in concert with it in connection with the Scheme, and was informed that Mdm Tan has, as at the Latest Practicable Date, an interest in 49,616,307 Shares. Mdm Tan has also confirmed that she has not made any dealings in the Shares during the Relevant Period.
- (3) Percentage holdings labelled "n.m." are not meaningful.

**SCHEDULE D  
GENERAL INFORMATION**

**1. SPECIAL ARRANGEMENTS**

- 1.1 No Agreement having any Connection with or Dependence upon the Scheme.** As at the Latest Practicable Date, save as disclosed in the Revised Scheme Document (including this Offeror's Letter), there is no agreement, arrangement or understanding between (i) the Offeror or any party acting in concert with it and (ii) any of the current or recent directors of the Company or any of the current or recent Shareholders or any other person that has any connection with, or is dependent on or is conditional upon, the Scheme or its outcome.
- 1.2 Transfer of Shares.** As at the Latest Practicable Date, save as disclosed in the Revised Scheme Document (including this Offeror's Letter), there is no agreement, arrangement or understanding whereby any of the Shares acquired by the Offeror pursuant to the Scheme will be transferred to any other person. However, the Offeror reserves the right to direct or transfer any of the Shares to any of its related corporations.
- 1.3 No Payment or Benefit to Directors of the Company.** As at the Latest Practicable Date, save as disclosed in the Revised Scheme Document (including this Offeror's Letter), there is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any director of the Company or of any of its related corporations (within the meaning of Section 6 of the Companies Act) as compensation for loss of office or otherwise in connection with the Scheme.

**2. MARKET QUOTATIONS OF SHARES**

- 2.1 Closing Prices.** The closing prices of the Shares on the SGX-ST (as extracted from Bloomberg L.P.) on (i) the Latest Practicable Date was S\$0.109; and (ii) 6 October 2025 (being the last Market Day on which there were trades on the SGX-ST in respect of the Shares prior to the Joint Announcement Date) was S\$0.096.

The following table sets out the last closing prices of the Shares on the SGX-ST (as extracted from Bloomberg L.P.) on (i) a monthly basis commencing six (6) months prior to 8 October 2025, being the Joint Announcement Date; (ii) 6 October 2025, being the last Market Day on which there were trades in respect of the Shares prior to the Joint Announcement Date; (iii) 2 January 2026, being the latest practicable date prior to the printing of the 15 January Scheme Document; and (iv) the Latest Practicable Date, and the corresponding premium based on the Scheme Consideration of S\$0.11:

Date	Closing Price (S\$) <sup>9</sup>	Premium based on the Scheme Consideration of S\$0.11 for each Scheme Share <sup>10</sup> (%)
30 April 2025	0.063	74.6
30 May 2025	0.065	69.2
30 June 2025	0.076	44.7
31 July 2025	0.079	39.2
29 August 2025	0.080	37.5
30 September 2025	0.090	22.2
6 October 2025 (the last Market Day on which there were trades in respect of the Shares prior to the Joint Announcement Date)	0.096	14.6

<sup>9</sup> Source: Bloomberg.

<sup>10</sup> Based on the Scheme Consideration of S\$0.11 for each Scheme Share, which shall be satisfied in cash.

<b>Date</b>	<b>Closing Price (S\$)<sup>9</sup></b>	<b>Premium based on the Scheme Consideration of S\$0.11 for each Scheme Share<sup>10</sup> (%)</b>
2 January 2026 (being the latest practicable date prior to the printing of the 15 January Scheme Document)	0.109	0.9
11 February 2026 (being the Latest Practicable Date)	0.109	0.9

**2.2 Highest and Lowest Prices.** The highest and lowest closing prices of the Shares on the SGX-ST (as extracted from Bloomberg L.P.) during the period commencing six (6) months prior to the Joint Announcement Date and ending on the Latest Practicable Date and the corresponding premium based on the Scheme Consideration of S\$0.11 are as follows:

	<b>Price (S\$)<sup>9</sup></b>	<b>Date</b>	<b>Premium based on the Scheme Consideration of S\$0.11<sup>10</sup> (%)</b>
Highest Closing Price	0.119	19 December 2025	(7.6)
Lowest Closing Price	0.060	15 May 2025	83.3

### **3. CONSENT**

DBS has given and has not withdrawn its written consent to the issue of this Offeror's Letter with the inclusion herein of their name and all references to their names in the form and context in which it appears in this Offeror's Letter.

### **4. DOCUMENTS FOR INSPECTION**

Copies of the following documents will be made available for inspection during normal business hours at the registered office of the Company at 55 Ubi Avenue 3, #04-01, Singapore 408864 for three (3) months from the date of the Revised Scheme Document or up until the Effective Date, whichever is the later:

- (a) the Implementation Agreement; and
- (b) the letter of consent referred to in **paragraph 3** above.



## AF Global Limited

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

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### UPDATES ON THE GROUP'S ASSET AND INVESTMENT PORTFOLIO – XUZHOU INVESTMENT

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#### 1. INTRODUCTION

The Board of Directors (the “**Board**” or the “**Directors**”) of AF Global Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to:

- (a) the joint announcement dated 8 October 2025 (the “**Joint Announcement**”) made by the Company and AFG Investment Pte. Ltd. (the “**Offeror**”) in relation to the proposed acquisition of all the issued ordinary shares in the capital of the Company (the “**Shares**”) by the Offeror, other than the Shares directly held by Aspial Corporation Limited and Mr Koh Wee Meng, by way of a scheme of arrangement (the “**Scheme**”) in accordance with Section 210 of the Companies Act 1967 of Singapore and the Singapore Code on Take-overs and Mergers (the “**Code**”);
- (b) the announcements dated 5 September 2025, 24 November 2025 and 26 December 2025 (the “**Previous Xuzhou Announcements**”) made by the Company and the disclosures in the Company’s results announcement dated 8 August 2025 for the half-year ended 30 June 2025 regarding the ongoing liquidation of Xuzhou Yinjian LumChang Real Estate Development Co., Ltd (“**XZYJLC**”), the Group’s joint venture investment in Xuzhou, China (the “**Xuzhou Investment**”) which the Group has a 55% equity interest in;
- (c) the announcement dated 15 January 2026 made by the Company in relation to the despatch of the scheme document dated 15 January 2026 (the “**Scheme Document**”) and related information and documents included therein (including the notice of scheme meeting dated 15 January 2026 published in The Straits Times on 15 January 2026), as well as the proposed waiver of Rule 705(1) of the listing manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”); and
- (d) the announcement dated 21 January 2026 (the “**21 January Company Announcement**”) made by the Company in relation to the entry by the Company’s wholly-owned subsidiary, L.C. Logistics Pte Ltd (“**LCLPL**”, which holds 55% equity interest in XZYJLC), into a compulsory liquidation resolution agreement dated 17 January 2026 (the “**Compulsory Liquidation Resolution Agreement**”) with the Group’s joint venture partner of XZYJLC which holds the remaining 45% equity interests in XZYJLC (the “**JV Partner**”). A copy of the 21 January Company Announcement is appended to Appendix A herein.

Unless otherwise specified, all currency translations of Chinese Renminbi (“**RMB**”) to Singapore Dollars (“**S\$**”) in this announcement (“**Announcement**”) shall be based on an exchange rate of RMB100.00:S\$18.48, being the daily exchange rate published by the Monetary Authority of Singapore as at 16 January 2026, being the latest practicable date prior to the release of the 21 January Company Announcement (the “**LPD Exchange Rate**”).

Unless otherwise defined, capitalised terms in this Announcement shall have the same meanings as set out in the 21 January Company Announcement.

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## APPENDIX D – 9 FEBRUARY COMPANY UPDATE ANNOUNCEMENT

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### 2. UPDATES ON THE XUZHOU INVESTMENT

**2.1 Background.** On 21 January 2026, the Company updated shareholders of the Company (“**Shareholders**”) on developments in relation to the ongoing compulsory liquidation of XZYJLC. It was announced in the 21 January Company Announcement that LCLPL had entered into the Compulsory Liquidation Resolution Agreement dated 17 January 2026, pursuant to which LCLPL will transfer its shares in XZYJLC (representing 55% equity interests) (the “**Resolution Shares**”) to the JV Partner (the “**Resolution Disposal**”) for a consideration of RMB142 million (approximately S\$26.24 million) (the “**Original Consideration**”). It was also disclosed in paragraph 2.3 of the 21 January Company Announcement that the Resolution Disposal remains subject to various agreements to be entered into by LCLPL, including the Relevant Transaction Agreements.

For the avoidance of doubt, disclosures in the 21 January Company Announcement continue to be applicable, except that the additional XZRES Disposal (as defined below) will now be undertaken in addition to the Resolution Disposal. Accordingly, the Company is making this Announcement to (i) provide updates to the agreements entered into by the Group in connection with the compulsory liquidation of XZYJLC; (ii) provide information regarding the XZRES Disposal; and (iii) update the information required for disclosure under Chapter 10 of the Listing Manual due to an additional RMB5.0 million (approximately S\$0.92 million) in consideration which the Group will receive in connection with the additional XZRES Disposal. Please note that the information in the 21 January Company Announcement continues to be applicable in respect of the Resolution Disposal, and the disclosures thereunder remain accurate to the extent not addressed in this Announcement. Accordingly, the disclosures relating to the Relevant Assets Write-down continue to be applicable.

### 2.2 Relevant Transaction Agreements

The Board wishes to update Shareholders that LCLPL has on 6 February 2026 entered into the following Relevant Transaction Agreements:

- (a) an equity transfer agreement dated 6 February 2026 with the JV Partner and XZYJLC for the transfer of the Resolution Shares to the JV Partner in consideration of the Original Consideration (the “**Equity Transfer Agreement**”);
- (b) a creditor’s rights transfer agreement dated 6 February 2026 with the JV Partner and XZYJLC for the assignment of the XZYJLC Debt to LCLPL (the “**Creditor’s Rights Transfer Agreement**”); and
- (c) an assets-for-debt settlement agreement dated 6 February 2026 with the JV Partner and XZYJLC for the Asset Repayment involving the transfer of the ownership titles of the Relevant Assets from XZYJLC to a wholly-owned subsidiary of the Company incorporated under the laws of the PRC (the “**Group PRC Holdco**”).

**2.3 Other Agreements.** In addition to the Relevant Transaction Agreements, the following agreements have also been entered into by the relevant parties (the “**Additional Agreements**”, and together with the Relevant Transaction Agreements, the “**Definitive Implementation Agreements**”):

- (a) a memorandum dated 6 February 2026 between XZRES, Hillgate Investment Pte Ltd (“**Hillgate**”) and Beijing Sancai Investment Co., Ltd. (北京三才投资有限公司) (“**Beijing Sancai**”), an affiliate of the JV Partner, regarding the proposed transfer of the Group’s equity interests in XZRES to the JV Partner (the “**XZRES Memorandum**”). Hillgate is a wholly-owned subsidiary of the Group which holds the 55% interest XZRES, with the JV Partner holding the remaining 45%;
- (b) a memorandum dated 6 February 2026 between LCLPL, the JV Partner and XZYJLC pursuant to which the parties thereto agreed, among others, that between the date of transfer of the Resolution Shares from LCLPL to the JV Partner and the date of completion of the transfer of the Relevant Assets from XZYJLC to the Group PRC Holdco, any income during the aforementioned period shall be owned by XZYJLC (including but not limited to the interest, rental income, interest income generated from bank deposits, accounts receivable collection payments, and cost expenses generated from all assets owned by XZYJLC) and any expenses shall be borne by XZYJLC;
- (c) a memorandum dated 6 February 2026 between LCLPL, the JV Partner and XZYJLC, pursuant to which the parties thereto agreed, among others, that LCLPL shall be responsible for taxes as transferee (via the Group PRC Holdco) of the Relevant Assets, and shall not be responsible for any tax or fees applicable to XZYJLC as the transferor of the Relevant Assets or the transfer by the JV Partner of the XZYJLC Debt to LCLPL; and

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## APPENDIX D – 9 FEBRUARY COMPANY UPDATE ANNOUNCEMENT

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- (d) a declaration and undertaking letter dated 6 February 2026 from LCLPL to the relevant court in the PRC having oversight of the liquidation of XZYJLC (the “**PRC Court**”), the JV Partner and XZYJLC (the “**LCLPL Undertaking**”).

As disclosed in paragraph 2.1(e) of the 21 January Company Announcement, as part of the Resolution Disposal, it was proposed that XZYJLC shall pay XZRES the XZRES Settlement Amount in settlement of the debt owed by XZYJLC to XZRES, and XZRES would use the XZRES Settlement Amount to pay various expenses and taxes incurred by XZRES. Further to discussions with the JV Partner and the Liquidator during the negotiations of the Relevant Transaction Agreements, it was decided that the joint venture between the Group and the JV Partner in XZRES should be finally determined as part of the liquidation of XZYJLC, and the parties agreed that in addition to the Resolution Disposal, Hillgate shall transfer its 55% equity interest in XZRES to the JV Partner for a consideration of RMB5.0 million (approximately S\$0.92 million) (the “**XZRES Disposal**”, and together with the Resolution Disposal, the “**Xuzhou Disposals**”).

Pursuant to the LCLPL Undertaking, LCLPL agrees and undertakes that upon completion of the transfer of the Resolution Shares to the JV Partner, LCLPL and its affiliates, successors, assignees, employees and representatives irrevocably waive, exempt and release the JV Partner, XZYJLC and their respective affiliates, managers and directors from any and all known or unknown disputes, claims (whether arising from contracts, breach of LCLPL's rights, law or any other reasons) arising from or related to the establishment, existence, operation management, liquidation or equity transfer of XZYJLC.

The JV Partner has also executed a declaration and undertaking letter dated 6 February 2026 (the “**JV Partner Undertaking**”) to the PRC Court, XZYJLC and LCLPL under which the JV Partner agrees and undertakes that upon completion of the transfer of the Resolution Shares, the JV Partner and its affiliates, successors, assignees, employees and representatives irrevocably waive, exempt and release LCLPL, XZYJLC and their respective affiliates, managers and directors from any and all known or unknown disputes, claims (whether arising from contracts, breach of the JV Partner's rights, law or any other reasons) arising from or related to the establishment, existence, operation management, liquidation or equity transfer of XZYJLC.

### 3. PRINCIPAL TERMS OF THE XUZHOU DISPOSALS

**3.1 Original Consideration.** Pursuant to the Equity Transfer Agreement and as disclosed in the 21 January Company Announcement, LCLPL shall transfer the Resolution Shares to the JV Partner for the Original Consideration, being RMB142 million (approximately S\$26.24 million), comprising:

- (a) RMB44.99 million (approximately S\$8.31 million) payable by the JV Partner to LCLPL in cash (the “**Resolution Shares Cash Consideration**”); and
- (b) the balance RMB97.01 million (approximately S\$17.93 million) shall be satisfied by the assignment of the XZYJLC Debt to LCLPL.

**3.2 XZRES Consideration.** Pursuant to the XZRES Memorandum, in addition to the transfer of the Resolution Shares by LCLPL, Hillgate shall transfer its shares in XZRES (representing 55% equity interests) (the “**XZRES Shares**”, and together with the Resolution Shares, the “**Disposal Shares**”) to the JV Partner for a consideration of RMB5.0 million (approximately S\$0.92 million) (the “**XZRES Consideration**”).

**3.3 Aggregate Consideration.** Pursuant to the Equity Transfer Agreement and the XZRES Memorandum, the aggregate consideration for the Xuzhou Disposals is RMB147.0 million (approximately S\$27.17 million) (the “**Aggregate Consideration**”), comprising the Original Consideration and the XZRES Consideration.

For the avoidance of doubt, the Group will effectively be paid RMB49.99 million (approximately S\$9.24 million) in cash (comprising the Resolution Shares Cash Consideration and the XZRES Consideration), and have the ownership titles to the Relevant Assets transferred to the Group upon completion of the Xuzhou Disposals, in exchange for the transfer of the Resolution Shares to the JV Partner and the transfer of the XZRES Shares to Beijing Sancai.

**3.4 Transfer of the XZYJLC Debt.** Pursuant to the Creditor's Rights Transfer Agreement, the JV Partner shall transfer to LCLPL the XZYJLC Debt, which is part of the amounts owed by XZYJLC to the JV Partner.

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- 3.5 Long-stop to the XZRES Disposal.** The XZRES Memorandum provides that the XZRES Disposal shall be completed only if the transfer of the Resolution Shares to the JV Partner pursuant to the Equity Transfer Agreement is completed before 30 June 2026. Accordingly, if the Resolution Disposal is not completed by 30 June 2026, the XZRES Disposal will not take place unless otherwise agreed between XZRES, Hillgate and Beijing Sancai.
- 3.6 Effective Date.** Each of the Relevant Transaction Agreements contains a provision that the agreements shall be effective only after they have been duly executed, and the Company has obtained Shareholders' approval of the Xuzhou Disposals in an extraordinary general meeting, or in the absence of such Shareholders' approval, the waiver by the SGX-ST of the relevant rules under the Listing Manual to obtain Shareholders' approval of the Xuzhou Disposals (the "**Condition**"). See paragraph 6 below for information of the Company's application to the SGX-ST for a waiver of Rule 1014(2) of the Listing Manual. LCLPL and Hillgate shall notify the counterparties to the relevant Relevant Transaction Agreements when the Condition is satisfied and the Definitive Implementation Agreements become effective (the date of such notification, the "**Effective Date**"). Prior to the satisfaction of the Condition, the Definitive Implementation Agreements are not considered effective, and no party to the agreements shall have any obligation or liability thereunder.
- 3.7 Completion.** Pursuant to the Relevant Transaction Agreements and the XZRES Memorandum:
- (a) within 15 business days in the PRC ("**PRC Business Days**") from the Effective Date, LCLPL shall deliver to the Liquidator the relevant documentation required for the transfer of the Resolution Shares and the relevant documentation for the discontinuation of all legal proceedings against the JV Partner;
  - (b) within 15 PRC Business Days from the Effective Date and upon the receipt by the Liquidator of the relevant documentation in paragraph 3.7(a) above, the JV Partner shall make payment of the Resolution Shares Cash Consideration to the Liquidator;
  - (c) within 15 PRC Business Days from the Effective Date, Hillgate shall prepare the relevant transfer documents for the transfer of the XZRES Shares to Beijing Sancai, and upon completion of the filing procedures with the relevant PRC authorities for the transfer of the XZRES Shares to Beijing Sancai, XZRES, Hillgate and Beijing Sancai will notify the Liquidator to pay the XZRES Consideration (out of the XZRES Settlement Amount) to Hillgate (or its designated subsidiary of the Company), and the balance (after deducting the XZRES Consideration) of the XZRES Settlement Amount shall be paid to XZRES in accordance with the Compulsory Liquidation Resolution Agreement;
  - (d) on the Effective Date, the Liquidator shall deliver copies of all documents evidencing relevant debts owed by XZYJLC to the JV Partner and the XZYJLC Debt shall be transferred to LCLPL; and
  - (e) upon the receipt by the Liquidator of the relevant documentation in paragraph 3.7(a) and the Resolution Shares Cash Consideration from the JV Partner, the Liquidator shall commence procedures to transfer the ownership of the Relevant Assets, free from encumbrances, to the Group PRC Holdco, and upon completion of the transfer of the ownership of the Relevant Assets to the Group PRC Holdco, the Liquidator will release the Resolution Shares Cash Consideration to LCLPL, as transferor of the Resolution Shares.
- 3.8 Termination.** Each of Relevant Transaction Agreements provides that if LCLPL or the JV Partner fails to perform their obligations in a timely manner or otherwise breaches their obligations under the Compulsory Liquidation Resolution Agreement, the Relevant Transaction Agreements, the LCLPL Undertaking or the JV Partner Undertaking (as applicable), the Liquidator may terminate the arrangements on the Resolution Disposal, and may revert back to the prior arrangement of liquidating the assets of XZYJLC by way of public auctions.
- 4. RATIONALE FOR THE XUZHOU DISPOSALS AND USE OF PROCEEDS**
- 4.1 Rationale for the Xuzhou Disposals.** The rationale for the Resolution Disposal was disclosed in paragraph 5 of the 21 January Company Announcement. The XZRES Disposal was proposed to be undertaken in conjunction with the Resolution Disposal as XZRES currently does not have any significant business operations as its main business is to market the real estate components of Gulou Square owned by XZYJLC. However, as XZYJLC is under a court-ordered compulsory liquidation, XZRES has not been able to continue marketing the real estate components owned by XZYJLC. Accordingly, the XZRES Disposal will, among others, allow the Group to expeditiously exit its joint venture with the JV Partner's affiliate in XZRES and avoid uncertainties in exploring other ways to realise its investment in XZRES.

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**4.2 Use of Proceeds.** In view of the Scheme, the Company would like to inform that:

- (a) pursuant to Rule 5 of the Code, the Board must not take any action without the approval of Shareholders in a general meeting, on the affairs of the Company that could effectively result in an offer being frustrated or the Shareholders being denied an opportunity to decide on its merits. Such actions include but are not limited to selling, disposing of or acquiring or agreeing to sell, disposing of or acquiring assets of material amount; and
- (b) pursuant to an implementation agreement dated 8 October 2025 (the “**IA**”) entered into between the Company and the Offeror, the Scheme is conditional upon, among others, certain prescribed events not occurring in respect to the Group. Such prescribed events include the Group taking any action to make any form of dividend or distribution to Shareholders.

Accordingly, although the Offeror has agreed to the undertaking of the Xuzhou Disposals by the Company, the Company is currently unable to determine any specific use of the proceeds from the Xuzhou Disposals (other than for general corporate purposes) nor consider any dividend or distribution pending the outcome of the Scheme, in compliance with the Code and the IA.

The net proceeds from the Xuzhou Disposals are expected to be:

- (a) S\$20.31 million, **if the Company does not recognise the Relevant Assets Write-down upon completion of the Xuzhou Disposals.** This is after the deduction of S\$6.86 million, being commissions, taxes, legal fees and other expenses to be incurred in connection with the Xuzhou Disposals, from the Aggregate Consideration of S\$27.17 million; **or**
- (b) S\$17.56 million, **if the Company recognises the Relevant Assets Write-down upon completion of the Xuzhou Disposals.** This is after the deduction of the following items from the Aggregate Consideration of S\$27.17 million:
  - (i) S\$2.99 million, representing 10% of the fair value of the Relevant Assets, to be written down upon completion of the Xuzhou Disposals; and
  - (ii) S\$6.62 million, being commissions, taxes, legal fees and other expenses to be incurred in connection with the Xuzhou Disposals.

Shareholders should note that the Group will only receive RMB49.99 million (approximately S\$9.24 million) in cash, being the cash component of the Aggregate Consideration. Any repatriation of cash out of China will be subject to foreign exchange controls, and the time required to obtain relevant approvals from the PRC authorities is uncertain. Further, as disclosed in paragraph 2 of the 21 January Company Announcement, the Group will receive the Relevant Assets based on a valuation of RMB97.01 million (approximately S\$17.93 million) as part of the Aggregate Consideration, which is at 60% of (or a discount of 40% to) their fair value. There is no certainty that the Group will be able to dispose of the Relevant Assets at or above such valuation, and when the Group will be able to do so. The Company may recognise the Relevant Assets Write-down and associated costs incurred in connection with the Xuzhou Disposals amounting to approximately S\$9.61 million upon completion of the Xuzhou Disposals.

Pending deployment, the net proceeds of the Xuzhou Disposals may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions or for any other purpose on a short-term basis as the Company may, in its absolute discretion, deem fit.

In the event that the Scheme fails to complete for any reason, the Company shall make further assessments and make further announcements if needed to provide an update on the use of the net proceeds of the Xuzhou Disposals.

## 5. MAJOR TRANSACTION

**5.1 Major Transaction.** The relative figures in relation to the Xuzhou Disposals computed on the applicable bases set out in Rule 1006 of the Listing Manual (“**Rule 1006**”) are as follows:

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Rule 1006	Bases	Xuzhou Disposals (S\$'000)	Group (S\$'000)	Relative Figures (%)
(a)	Net asset value of the Disposal Shares to be disposed of, compared with the net asset value of the Group	36,782 <sup>(1), (2)</sup>	208,116 <sup>(1)</sup>	17.67
(b)	Net profit (before income tax, minority interests and extraordinary items) attributable to the Disposal Shares to be disposed of, compared with the Group's net profits (before income tax, minority interests and extraordinary items)	N.A. <sup>(3)</sup>	4,838 <sup>(1)</sup>	N.A. <sup>(3)</sup>
(c)	Aggregate value of the Aggregate Consideration compared with the market capitalisation of the Company (based on the total number of issued shares excluding treasury shares)	27,166 <sup>(4)</sup>	115,065 <sup>(5)</sup>	23.61

### Notes:

- (1) Based on the unaudited consolidated financial statements of the Group for the six months ended 30 June 2025.
- (2) Based on the book value of the Group's Xuzhou investment of S\$36,782,000 as at 30 June 2025.
- (3) The Xuzhou Investment is measured at fair value through other comprehensive income in accordance with Singapore Financial Reporting Standards (International) 9 *Financial Instruments*. Therefore, fair value movements are not included in the Group's net profit.
- (4) The Aggregate Consideration is calculated based on the LPD Exchange Rate.
- (5) The Company's market capitalisation is based on 1,055,639,464 Shares multiplied by the weighted average price of S\$0.109 of each Share transacted on 16 January 2026, being the latest date prior to the entry into the Compulsory Liquidation Resolution Agreement.

As the relative figure computed based on Rule 1006(c) of the Listing Manual exceeds 20%, the Xuzhou Disposals constitute a "major transaction" for the Company under Chapter 10 of the Listing Manual. Accordingly, unless the Rule 1014(2) Waiver (as defined in paragraph 6 below) is granted by the SGX-ST, the Xuzhou Disposals will require the approval of Shareholders at an EGM for the purpose of approving the Xuzhou Disposals in accordance with Rule 1014(2) of the Listing Manual.

## 6. APPLICATION FOR WAIVER OF RULE 1014(2) OF THE LISTING MANUAL

**6.1 Application for waiver of Rule 1014(2).** As the Resolution Disposal is part of the compulsory liquidation process ordered by the PRC Court and administered by the Liquidator which is appointed by the PRC Court and the XZRES Disposal is undertaken so that the Group and the JV Partner can expeditiously exit their joint venture in XZRES which was formed in connection with the same investment in Gulou Square, it is different from disposals occurring as part of business operations, whether in the ordinary course of business or otherwise. Prior to the date of this Announcement, the Company submitted a waiver application to the SGX-ST (the "**Waiver Application**") for a waiver of the requirement under Rule 1014(2) of the Listing Manual for the Resolution Disposal to be made conditional upon approval of the Shareholders of the Company in a general meeting (the "**Rule 1014(2) Waiver**"). Given the development disclosed in this Announcement and the change of the Resolution Disposal to include the XZRES Disposal, the Company will be submitting updates to its Waiver Application to the SGX-ST to modify the Rule 1014(2) Waiver being sought to also apply to the Xuzhou Disposals. In the event that the Rule 1014(2) Waiver is not granted by the SGX-ST, the Company will be required to convene an EGM to approve the Xuzhou Disposals.

**6.2 Voting Undertaking.** As stated in paragraph 4.2 of the 21 January Company Announcement, each of Aspial Corporation Limited and Mr Koh Wee Meng, who in aggregate hold approximately 72.6% of the voting rights in the Company, have confirmed to the Company that they intend to provide the Shareholder Undertakings, if an EGM is held.

## 7. FINANCIAL INFORMATION

**7.1 Book Value and Net Tangible Asset Value.** Based on the unaudited consolidated financial statements of the Group for the six months ended 30 June 2025, the book value and net tangible asset value ("**NTA**") of the Disposal Shares is approximately S\$36.78 million.

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**7.2 Deficit of Aggregate Consideration below book value of the Disposal Shares.** Based on the book value of the Disposal Shares as set out in paragraph 7.1 of this Announcement, the amount of deficit of the Aggregate Consideration below the said book value is approximately S\$9.62 million.

**7.3 Net Loss attributable to the Disposal Shares.** Based on the book value of the Disposal Shares as set out in paragraph 7.1 of this Announcement, and after considering (i) the estimated taxes payable to the tax authorities in the PRC; and (ii) the estimated costs and expenses related to the Xuzhou Disposals, the estimated net loss attributable to the Xuzhou Disposals is approximately S\$16.41 million, comprising S\$14.13 million of fair value loss and S\$2.28 million accounted as expenses in the profit or loss of the Group. The fair value loss of S\$14.13 million will be recognised in other comprehensive income and will not be recycled to profit or loss on disposal, meaning the net asset value will be affected but not the Group's earnings.

### 8. FINANCIAL EFFECTS

The pro forma financial effects of the Xuzhou Disposals on the earnings per Share (“EPS”), NTA per Share and NAV per Share of the Group are set out below.

**8.1 Bases and Assumptions.** The pro forma financial effects for the Xuzhou Disposals have been prepared based on the audited consolidated financial statements of the Group for the financial year ended 31 December 2024 (the “**Audited FY24 FS**”), being the most recently completed financial year for which financial statements are publicly available as at the date of this Announcement. Such financial effects are theoretical in nature and are therefore not necessarily indicative of the future financial position and earnings of the Group following the Xuzhou Disposals. As the Group completed the disposal of Knight Frank Pte Ltd and its subsidiaries (the “**KF Disposal**”) on 17 October 2025, the pro forma financial effects set out in this paragraph 8 also take into account the effects of the KF Disposal as disclosed in the Company's announcement dated 8 October 2025 titled “Proposed Disposal of Interests in Knight Frank Pte Ltd”.

**8.2 EPS.** For illustrative purposes only and assuming that the Xuzhou Disposal had been completed on 1 January 2024<sup>1</sup>, the pro forma financial effects on the EPS of the Group for the financial year ended 31 December 2024 (“**FY2024**”) based on the Audited FY24 FS are as follows:

	Audited	Pro Forma	
	For the financial year ended 31 December 2024		
	Without the KF Disposal and the Xuzhou Disposals	Taking in the KF Disposal <sup>(1)</sup>	Taking in the KF Disposal and the Xuzhou Disposals
Loss after tax and non-controlling interests (S\$'000)	(2,648)	(62)	(2,346) <sup>(2),(3)</sup>
Loss per Share (in Singapore cents)	(0.25)	(0.01)	(0.22) <sup>(3)</sup>

**Notes:**

- (1) As disclosed in the Company's announcement dated 8 October 2025 titled “Proposed Disposal of Interests in Knight Frank Pte Ltd”.
- (2) The pro forma loss after tax and non-controlling interests is derived by adding the estimated loss arising from the Xuzhou Disposals of approximately S\$2,284,000, which is accounted as expenses in the profit or loss of the Group.
- (3) Assuming the Company decides to recognise the Relevant Assets Write-down, the estimated net loss attributable to the Xuzhou Disposals will be approximately S\$19,166,000, comprising S\$17,121,000 of fair value loss, and S\$2,045,000 accounted as expenses in the profit or loss of the Group. If the KF Disposal and the Xuzhou Disposals are both completed, the loss after tax and non-controlling interests will be S\$2,107,000, and the loss per Share will be 0.20 Singapore cents.

<sup>1</sup> Rule 1010(9) of the Listing Manual provides that the effect of the Xuzhou Disposal on the EPS of the Group for the most recently completed financial year (i.e. FY2024) shall be disclosed, assuming that the transaction had been effected at the beginning of that financial year (i.e. 1 January 2024).

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- 8.3 NTA.** For illustrative purposes only and assuming that the Xuzhou Disposals had been completed on 31 December 2024<sup>2</sup>, the pro forma financial effects on the consolidated NTA of the Group as at 31 December 2024 based on the Audited FY24 FS are as follows:

	Audited		Pro Forma	
	As at 31 December 2024			
	Without the KF Disposal and the Xuzhou Disposals	Taking in the KF Disposal <sup>(1)</sup>	Taking in the KF Disposal and the Xuzhou Disposals	
Net Assets attributable to Shareholders (S\$'000)	152,308	155,841	139,424 <sup>(2),(3)</sup>	
Less: Intangibles (S\$'000)	14	14	14	
NTA (S\$'000)	152,294	155,827	139,410 <sup>(3)</sup>	
Number of Shares	1,055,639,464	1,055,639,464	1,055,639,464	
NTA per Share (in Singapore cents)	14.43	14.76	13.21 <sup>(3)</sup>	

**Notes:**

- (1) As disclosed in the Company's announcement dated 8 October 2025 titled "Proposed Disposal of Interests in Knight Frank Pte Ltd".
- (2) The pro forma NTA attributable to Shareholders is derived by deducting the estimated net loss attributable to the Xuzhou Disposals of approximately S\$16,417,000.
- (3) Assuming the Company decides to recognise the Relevant Assets Write-down, the estimated net loss attributable to the Xuzhou Disposals will be approximately S\$19,166,000. If the KF Disposal and the Xuzhou Disposal are both completed, the net assets attributable to Shareholders will be S\$136,675,000, the NTA will be S\$136,661,000 and the NTA per Share will be 12.95 Singapore cents.

- 8.4 NAV.** For illustrative purposes only and assuming that the Xuzhou Disposals had been completed on 31 December 2024<sup>3</sup>, the pro forma financial effects on the consolidated NAV of the Group as at 31 December 2024 based on the Audited FY24 FS are as follows:

	Audited		Pro Forma	
	As at 31 December 2024			
	Without the KF Disposal and the Xuzhou Disposals	Taking in the KF Disposal <sup>(1)</sup>	Taking in the KF Disposal and the Xuzhou Disposals	
Net Assets attributable to Shareholders (S\$'000)	152,308	155,841	139,424 <sup>(2),(3)</sup>	
Number of Shares	1,055,639,464	1,055,639,464	1,055,639,464	
NAV per Share (in Singapore cents)	14.43	14.76	13.21 <sup>(3)</sup>	

**Notes:**

- (1) As disclosed in the Company's announcement dated 8 October 2025 titled "Proposed Disposal of Interests in Knight Frank Pte Ltd".
- (2) The pro forma NAV attributable to Shareholders is derived by deducting the estimated net loss attributable to the Xuzhou Disposals of approximately S\$16,417,000.
- (3) Assuming that the Company decides to recognise the Relevant Assets Write-down, the estimated net loss attributable to the Xuzhou Disposals will be approximately S\$19,166,000. If the KF Disposal and the Resolution Disposal are both completed, the net assets attributable to Shareholders will be S\$136,675,000 and the NAV per Share will be 12.95 Singapore cents.

<sup>2</sup> Rule 1010(8) of the Listing Manual provides that the effect of the Xuzhou Disposal on the NTA of the Group for the most recently completed financial year (i.e. FY2024) shall be disclosed, assuming that the transaction had been effected at the end of that financial year (i.e. 31 December 2024).

<sup>3</sup> Please see footnote 2 above. The Company is also disclosing the effect of the Xuzhou Disposal on the NAV of the Group for the most recently completed financial year (i.e. FY2024), assuming that the transaction had been effected at the end of that financial year (i.e. 31 December 2024). The difference between the NAV and NTA is that the NTA exclude intangibles, which are not material (approximately S\$14,000).

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## APPENDIX D – 9 FEBRUARY COMPANY UPDATE ANNOUNCEMENT

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### 9. FURTHER INFORMATION

- 9.1 Interests of Directors and Controlling Shareholders.** As at the date of this Announcement, apart from their shareholdings in the Company and the Shareholder Undertakings, none of the Directors or the controlling shareholders of the Company has any interest, direct or indirect, in the Xuzhou Disposals.
- 9.2 Directors' Service Contracts.** No person is proposed to be appointed as a Director in connection with the Xuzhou Disposals. Accordingly, no service contract is proposed to be entered into between the Company and any such person.
- 9.3 Documents for Inspection.** A copy of each of the Compulsory Liquidation Resolution Agreement and the Definitive Implementation Agreements is available for inspection on an appointment basis during normal business hours at the registered office of the Company at Aspial One, 55 Ubi Avenue 3, #04-01, Singapore 408864, for a period of three months commencing from the date of this Announcement.

### 10. RESPONSIBILITY STATEMENT

The Directors of the Company (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 the Company (excluding information relating to the Offeror or any opinion expressed by the Offeror) 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 jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the sole responsibility of the Directors 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 the Offeror or any opinion expressed by the Offeror.

### BY ORDER OF THE BOARD

Lim Swee Ann  
Company Secretary

9 February 2026

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**APPENDIX D – 9 FEBRUARY COMPANY UPDATE ANNOUNCEMENT**

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**APPENDIX A**

**21 January Company Announcement**



### AF Global Limited

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

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#### UPDATES ON THE GROUP'S ASSET AND INVESTMENT PORTFOLIO – XUZHOU INVESTMENT

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##### 1. INTRODUCTION

The Board of Directors (the "**Board**") of AF Global Limited (the "**Company**" and together with its subsidiaries, the "**Group**") refers to:

- (a) the joint announcement dated 8 October 2025 (the "**Joint Announcement**") made by the Company and AFG Investment Pte. Ltd. (the "**Offeror**") in relation to the proposed acquisition of all the issued ordinary shares in the capital of the Company (the "**Shares**") by the Offeror, other than the Shares directly held by Aspial Corporation Limited and Mr Koh Wee Meng, by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act 1967 of Singapore and the Singapore Code on Take-overs and Mergers (the "**Code**");
- (b) the announcements dated 5 September 2025, 24 November 2025 and 26 December 2025 (the "**Previous Xuzhou Announcements**") and the disclosures in the results announcement for the half-year ended 30 June 2025 dated 8 August 2025 regarding the ongoing liquidation of Xuzhou Yinjian LumChang Real Estate Development Co., Ltd ("**XZYJLC**"), the Group's joint venture investment in Xuzhou, China (the "**Xuzhou Investment**") which the Group has a 55% equity interest in; and
- (c) the announcement dated 15 January 2026 in relation to the despatch of the scheme document dated 15 January 2026 (the "**Scheme Document**") and related information and documents included therein (including the notice of scheme meeting dated 15 January 2026 published in The Straits Times on 15 January 2026), as well as the proposed waiver of Rule 705(1) of the listing manual (the "**Listing Manual**") of Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

Unless otherwise specified, all currency translations of Chinese Renminbi ("**RMB**") to Singapore Dollars ("**S\$**") in this announcement ("**Announcement**") shall be based on an exchange rate of RMB100.00:S\$18.48, being the daily exchange rate published by the Monetary Authority of Singapore as at 16 January 2026 (the "**LPD Exchange Rate**").

##### 2. UPDATES ON THE XUZHOU INVESTMENT

- 2.1 **Compulsory Liquidation Resolution.** The Board wishes to update shareholders of the Company ("**Shareholders**") on developments in relation to the ongoing compulsory liquidation of XZYJLC. With the endorsement by the appointed liquidator for the liquidation of XZYJLC (the "**Liquidator**"), L.C. Logistics Pte Ltd. ("**LCLPL**"), the wholly-owned subsidiary of the Company which holds the 55% equity interests in XZYJLC, had on 17 January 2026 entered into a compulsory liquidation resolution agreement dated 17 January 2026 (the "**Compulsory Liquidation Resolution Agreement**") with the joint venture partner of XZYJLC which holds the remaining 45% equity interests (the "**JV Partner**"), whereby LCLPL and the JV Partner agreed to undertake, among others, the following with the objectives of concluding the liquidation of XZYJLC and to discontinue all legal disputes between LCLPL and the JV Partner:

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- (a) LCLPL will transfer its shares in XZYJLC (representing 55% equity interests) (the “**Resolution Shares**”) to the JV Partner (the “**Resolution Disposal**”) for a consideration of RMB142 million (approximately S\$26.24 million) (the “**Consideration**”). In arriving at the Consideration, the Company has taken into account, among others, that (i) XZYJLC is under compulsory liquidation at the order of the relevant court in the People’s Republic of China (“**PRC**”), (ii) there is uncertainty as to what the true intrinsic value of the Resolution Shares should be given the prolonged downturn in the PRC’s property market, and no bid was received for the assets of XZYJLC despite multiple rounds of public auction for its assets at substantial discounts to their fair value, (iii) accepting the Resolution Disposal at the Consideration will allow the Company to reach an acceptable and expedient resolution to the liquidation of XZYJLC and the Company can avoid further losses arising from resources expended on the liquidation process, and (iv) the last auction in respect of the Relevant Assets (as defined below) concluded on 25 December 2025 without any bids when the reserve price was pegged at 60% of (or a discount of 40% to) their fair value;
- (b) the Consideration shall be satisfied as follows:
- (i) RMB44.99 million (approximately S\$8.31 million) payable by the JV Partner to LCLPL in cash; and
- (ii) the balance RMB97.01 million (approximately S\$17.93 million) shall be satisfied by the assignment of a debt of a same amount owing by XZYJLC to the JV Partner, to LCLPL (the “**XZYJLC Debt**”);
- (c) in repayment of the XZYJLC Debt, XZYJLC shall transfer to LCLPL the ownership of 239 office units and 64 carpark lots (the “**Relevant Assets**”) in the mixed-use development located in Gulou District of Xuzhou, China (“**Gulou Square**”) which are currently held by XZYJLC (the “**Asset Repayment**”);
- (d) LCLPL and the JV Partner shall discontinue all litigation proceedings against each other in connection with their investments in XZYJLC, which had resulted in the compulsory liquidation of XZYJLC by the relevant court in the PRC; and
- (e) XZYJLC shall pay Xuzhou Sancai Real Estate Sales Agency Co., Ltd. (徐州三才房地产销售代理有限公司) (“**XZRES**”) RMB9.70 million (approximately S\$1.79 million) (the “**XZRES Settlement Amount**”) in settlement of the debt owed by XZYJLC to XZRES. XZRES is engaged in the business of marketing real estate, and the Group has a 55% equity interest in it, while the JV Partner owns the remaining 45%. XZRES will use the XZRES Settlement Amount to pay various expenses and taxes incurred by XZRES, which have yet to be determined. It is therefore unclear what the balance amount of the XZRES Settlement Amount may be, if any, or when any such balance will be paid to the Group.

For the avoidance of doubt, the Group will effectively be paid RMB44.99 million (approximately S\$8.31 million) in cash, and have the ownership titles to the Relevant Assets transferred to the Group upon completion of the Resolution Disposal, in exchange for the transfer of the Resolution Shares to the JV Partner.

- 2.2 Valuation of the Relevant Assets and Potential Write-down.** For the purpose of the Asset Repayment, LCLPL and the JV Partner agreed in the Compulsory Liquidation Resolution Agreement that the Relevant Assets shall be valued at the amount of the XZYJLC Debt, which is at approximately 60% of (or a discount of 40% to) the fair value of the Relevant Assets. This valuation of the Relevant Assets is based on the reserve price of the last auction undertaken in respect of the Relevant Assets, which concluded on 25 December 2025 without any bids. For the avoidance of doubt, this auction of the Relevant Assets is different from the auctions previously announced in the Previous Xuzhou Announcements, which were in relation to the auctions of the hotel tower and certain retail units and carpark lots of Gulou Square (the “**Hotel, Retail and Carpark Components**”).

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## APPENDIX D – 9 FEBRUARY COMPANY UPDATE ANNOUNCEMENT

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The Company wishes to bring Shareholders' attention to disclosures referencing a "70% discount" in the following documents:

- (a) the Previous Xuzhou Announcement dated 26 December 2025, which indicated a reserve price likely pegged at up to a 70% discount to the fair value of the Auction Components (as defined in the said announcement), as no bids were received at a 60% discount to the fair value of the Auction Components in the fifth round of auction, if the parties decide to proceed with another round of auction in 2026. In addition, for illustrative purposes only, the Board has assessed the impact, assuming that there will be a bid at the reserve price of 70% discount to the fair value for both the Auction Components and the other remaining components of the Xuzhou Investment; and
- (b) the Scheme Document (including its appendices), which includes various references to a 70% discount to the fair value of the Xuzhou Investment or disclosures to similar effect

The 70% discount referred to in the disclosures are with reference to all components of Gulou Square under the Xuzhou Investment, including the Hotel, Retail and Carpark Components and the Relevant Assets. As the Hotel, Retail and Carpark Components collectively comprised around 81% of the fair value of XZYJLC's investment in Gulou Square, the Company was, at that time when the documents referred to above were issued, of the view that all other components in the Xuzhou Investment (i.e. other than the Hotel, Retail and Carpark Components) would likely go through further rounds of auctions with lower reserve prices and similar to the Hotel, Retail and Carpark Components, would likely reach 40% of (or a discount of 60% to) their fair value without receiving any bid. The pro forma financial effects assuming a reserve price that was at a 70% discount to fair value was therefore applied to all components of the Xuzhou Investment (and not just the Hotel, Retail and Carpark Components).

Although the Company and the JV Partner agreed to value the Relevant Assets at 60% of (or a discount of 40% to) their fair value (being pegged to the reserve price of the last auction in respect of the Relevant Assets which concluded on 25 December 2025 without any bids) for the purpose of the Asset Repayment, the Company made further assessments on the value at which the Group may dispose of the Relevant Assets in the future. These assessments were made without reference to the auction results of the Hotel, Retail and Carpark Components as the Group will cease to hold any interest in these components upon completion of the Resolution Disposal. Based on the aforesaid assessments, the Company determined that the most efficient course of action is to market and dispose of the Relevant Assets on a bulk sale basis (i.e. sale of one or more portfolios each comprising all or multiple office units and/or carpark lots comprised in the Relevant Assets) after the completion of the Resolution Disposal. Marketing each office unit and carpark lot individually may run the risk of incurring excessive marketing fees and expenses which may negatively impact the overall sale price of the Relevant Assets. However, given that the last auction of the Relevant Assets at 60% of their fair value did not result in any bid, the Company is cognisant that further discounts may be required to sell all the Relevant Assets on a bulk sale basis. Therefore, the Company is considering writing down up to an additional 10% to the fair value of the Relevant Assets, being S\$2.99 million (the "**Relevant Assets Write-down**"), such that the book value of the Relevant Assets recognised in the Group's accounts upon completion of the Resolution Disposal will be at 50% of (or a discount of 50% to) their fair value. Shareholders should note that this is a preliminary view, and remains subject to, among others, further assessments and discussions with its advisors and auditors. The Company will make an announcement to inform Shareholders should it decide to proceed with the Relevant Assets Write-down upon completion of the Resolution Disposal.

**2.3 Other agreements to be entered into.** The Compulsory Liquidation Resolution Agreement sets out the framework pursuant to which the Resolution Disposal will be undertaken and to conclude the liquidation of XZYJLC and the legal proceedings against each other between LCLPL and the JV Partner. To fully implement the processes agreed in the Compulsory Liquidation Resolution Agreement, LCLPL will still need to enter into, among others, the following agreements (the "**Relevant Transaction Agreements**"):

- (a) an equity transfer agreement with the JV Partner for the transfer of the Resolution Shares to the JV Partner in consideration of the Consideration;
- (b) a creditor's rights transfer agreement with the JV Partner and XZYJLC for the assignment of the XZYJLC Debt to LCLPL; and
- (c) an assets-for-debt settlement agreement with XZYJLC for the Asset Repayment involving the transfer of the ownership titles of the Relevant Assets from XZYJLC to LCLPL.

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## APPENDIX D – 9 FEBRUARY COMPANY UPDATE ANNOUNCEMENT

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The Relevant Transaction Agreements are still subject to negotiations, and there is no certainty that all terms will be agreed upon between the JV Partner and LCLPL. In the event that the JV Partner and LCLPL do not come to agreement on the terms of the Relevant Transaction Agreements, the resolution framework under the Compulsory Liquidation Resolution Agreement may fail to materialise.

- 2.4 Updates to be announced.** The Company will announce further details when the Relevant Transaction Agreements are executed. In the event that the Relevant Transaction Agreements cannot be agreed upon, as advised by the Company's legal advisers in the PRC, the Liquidator shall have the right to discontinue the processes agreed under the Compulsory Liquidation Resolution Agreement, and continue with the liquidation of XZYJLC in accordance with applicable PRC laws and regulations. Material developments will be announced in due course.

### 3. INFORMATION ON LCLPL AND THE JV PARTNER

- 3.1 LCLPL.** LCLPL is a private limited company incorporated under the laws of Singapore and is a wholly-owned subsidiary of the Company. The principal activity of LCLPL is investment holding. LCLPL directly holds the Resolution Shares which are proposed to be sold under the Resolution Disposal.
- 3.2 JV Partner.** The JV Partner is Guangxi Yinjian Investment Co., Ltd. (广西银建投资股份有限公司), a company incorporated under the laws of the PRC. The JV Partner has been the Group's joint venture partner in the Group's investment in Gulou Square since 2010, being a legacy investment made by the Company when it was controlled by its previous controlling shareholder during the time when the Company was then known and listed as L.C. Development Ltd.

### 4. PRINCIPAL TERMS OF THE RESOLUTION DISPOSAL

- 4.1 Consideration.** The consideration for the Resolution Disposal is RMB142 million (approximately S\$26.24 million), comprising:
- (a) RMB44.99 million (approximately S\$8.31 million) payable by the JV Partner to LCLPL in cash; and
  - (b) the balance RMB97.01 million (approximately S\$17.93 million) shall be satisfied by the assignment of the XZYJLC Debt to LCLPL.

The XZYJLC Debt shall be repaid by XZYJLC upon completion of the Resolution Disposal by transferring the ownership of the Relevant Assets to LCLPL.

For the avoidance of doubt, the Group will effectively be paid RMB44.99 million (approximately S\$8.31 million) in cash, and have the ownership titles to the Relevant Assets transferred to the Group upon completion of the Resolution Disposal, in exchange for the transfer of the Resolution Shares to the JV Partner.

- 4.2 Other terms of the Resolution Disposal.** Material terms of the Compulsory Liquidation Resolution Agreement have been disclosed in paragraph 2 above. The Relevant Transaction Agreements have not been entered into, and further details of these agreements shall be announced by the Company in due course. However, the Company expects that the completion of the various transactions under the Relevant Transaction Agreements will be completed only after (a) the approval by Shareholders of the Resolution Disposal at an extraordinary general meeting ("EGM") of the Company to be convened; or (b) the Rule 1014(2) Waiver (as defined in paragraph 7 below) being granted by the SGX-ST. Following completion of the transactions contemplated under the Compulsory Liquidation Resolution Agreement and the Relevant Transaction Agreements, the Liquidator shall report to the relevant PRC court and request for a ruling to close all relevant cases before the PRC court.

Each of Aspial Corporation Limited and Mr Koh Wee Meng, who in aggregate hold approximately 72.6% of the voting rights in the Company, have confirmed to the Company that they intend to undertake to vote in favour of any resolution to approve the Resolution Disposal (the "Shareholder Undertakings"), if an EGM is held.

Please refer to paragraph 6 below for more information on the requirement for Shareholder approval of the Resolution Disposal at an EGM and paragraph 7 below for more information on the Rule 1014(2) Waiver.

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### 5. RATIONALE FOR THE RESOLUTION DISPOSAL AND USE OF PROCEEDS

**5.1 Rationale for the Resolution Disposal.** The compulsory liquidation of XZYJLC commenced in September 2023 and has been on-going for more than two years. The Liquidator had undertaken multiple rounds of auctions to sell various components of Gulou Square which are owned by XZYJLC without success. In the latest rounds of auction, the auction for the Relevant Assets closed without receiving any bids when the auction was pegged at 60% of (or a discount of 40% to) the fair value of the Relevant Assets, while the auction for the Hotel, Retail and Carpark Components closed without receiving any bids, when the auction was pegged at 40% of (or a discount of 60% to) the fair value of the Hotel, Retail and Carpark Components. Since the commencement of the disputes with the JV Partner in 2017 which led to commencement of legal proceedings in 2018, the Group has incurred substantial amounts in various fees and expenses to pay lawyers, the courts and other relevant parties. The Resolution Disposal therefore provides the Group with the opportunity to (i) finally conclude and settle the longstanding disputes and claims between the Group and the JV Partner, (ii) recover part of its investments in XZYJLC and to stop incurring additional fees and expenses and committing additional resources in connection with the liquidation and legal process, and (iii) allow the Company to focus on growing its remaining businesses.

**5.2 Use of Proceeds.** In view of the Scheme, the Company would like to inform that:

- (a) pursuant to Rule 5 of the Code, the Board must not take any action without the approval of Shareholders in a general meeting, on the affairs of the Company that could effectively result in an offer being frustrated or the Shareholders being denied an opportunity to decide on its merits. Such actions include but are not limited to selling, disposing of or acquiring or agreeing to sell, disposing of or acquiring assets of material amount; and
- (b) pursuant to an implementation agreement dated 8 October 2025 (the “IA”) entered into between the Company and the Offeror, the Scheme is conditional upon, among others, certain prescribed events not occurring in respect to the Group. Such prescribed events include the Group taking any action to make any form of dividend or distribution to Shareholders.

Accordingly, although the Offeror has agreed to the undertaking of the Resolution Disposal by the Company, the Company is currently unable to determine any specific use of the proceeds from the Resolution Disposal (other than for general corporate purposes) nor consider any dividend or distribution pending the outcome of the Scheme, in compliance with the Code and the IA.

The net proceeds from the Resolution Disposal is expected to be:

- (a) S\$19.45 million, **if the Company does not recognise the Relevant Assets Write-down upon completion of the Resolution Disposal.** This is after the deduction of S\$6.79 million, being commissions, taxes, legal fees and other expenses to be incurred in connection with the Resolution Disposal, from the Consideration of S\$26.24 million; **or**
- (b) S\$16.70 million, **if the Company recognises the Relevant Assets Write-down upon completion of the Resolution Disposal.** This is after the deduction of the following items from the Consideration of S\$26.24 million:
  - (i) S\$2.99 million, representing 10% of the fair value of the Relevant Assets, to be written down upon completion of the Resolution Disposal; and
  - (ii) S\$6.55 million, being commissions, taxes, legal fees and other expenses to be incurred in connection with the Resolution Disposal.

Shareholders should note that the Group will only receive RMB44.99 million (approximately S\$8.31 million) in cash, being the cash component of the Consideration. Any repatriation of cash out of China will be subject to foreign exchange controls, and the time required to obtain relevant approvals from the PRC authorities is uncertain. Further, as disclosed in paragraph 2 above, the Group will receive the Relevant Assets based on a valuation of RMB97.01 million (approximately S\$17.93 million) as part of the Consideration, which is at 60% of (or a discount of 40% to) their fair value. There is no certainty that the Group will be able to dispose of the Relevant Assets at or above such valuation, and when the Group will be able to do so. The Company may recognise the Relevant Assets Write-down and associated costs incurred in connection with the Resolution Disposal amounting to S\$6.55 million upon completion of the Resolution Disposal.

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Pending deployment, the net proceeds of the Resolution Disposal may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions or for any other purpose on a short-term basis as the Company may, in its absolute discretion, deem fit.

In the event that the Scheme fails to complete for any reason, the Company shall make further assessments and make further announcements if needed to provide an update on the use of the net proceeds of the Resolution Disposal.

### 6. MAJOR TRANSACTION

**6.1 Major Transaction.** The relative figures in relation to the Resolution Disposal computed on the applicable bases set out in Rule 1006 (“**Rule 1006**”) of the Listing Manual are as follows:

Rule 1006	Bases	Resolution Disposal (S\$'000)	Group (S\$'000)	Relative Figures (%)
(a)	Net asset value of the Resolution Shares to be disposed of, compared with the net asset value of the Group	35,855 <sup>(1). (2)</sup>	208,116 <sup>(1)</sup>	17.23
(b)	Net profit (before income tax, minority interests and extraordinary items) attributable to the Resolution Shares to be disposed of, compared with the Group's net profits (before income tax, minority interests and extraordinary items)	N.A. <sup>(3)</sup>	4,838 <sup>(1)</sup>	N.A. <sup>(3)</sup>
(c)	Aggregate value of the Consideration compared with the market capitalisation of the Company (based on the total number of issued shares excluding treasury shares)	26,242 <sup>(4)</sup>	115,065 <sup>(5)</sup>	22.81

**Notes:**

- (1) Based on the unaudited consolidated financial statements of the Group for the six months ended 30 June 2025.
- (2) Based on the book value of the Group's investment in XZYJLC of S\$35,855,000 as at 30 June 2025.
- (3) The investment in XZYJLC is measured at fair value through other comprehensive income in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)”) 9 *Financial Instruments*. Therefore, fair value movements are not included in the Group's net profit.
- (4) The Consideration is calculated based on the LPD Exchange Rate.
- (5) The Company's market capitalisation is based on 1,055,639,464 Shares multiplied by the weighted average price of S\$0.109 of each Share transacted on 16 January 2026.

As the relative figure computed based on Rule 1006(c) of the Listing Manual exceeds 20%, the Resolution Disposal constitutes a “major transaction” for the Company under Chapter 10 of the Listing Manual. Accordingly, unless the Rule 1014(2) Waiver (as defined in paragraph 7 below) is granted by the SGX-ST, the Resolution Disposal will require the approval of Shareholders at an EGM for the purpose of approving the Resolution Disposal in accordance with Rule 1014(2) of the Listing Manual.

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### 7. APPLICATION FOR WAIVER OF RULE 1014(2) OF THE LISTING MANUAL

- 7.1 Application for waiver of Rule 1014(2).** As the Resolution Disposal is part of the compulsory liquidation process ordered by the PRC court and administered by the Liquidator which is appointed by the PRC court, it is different from disposals occurring as part of business operations, whether in the ordinary course of business or otherwise. Therefore, the Company intends to submit a waiver application to the SGX-ST (the “**Waiver Application**”) for a waiver of the requirement under Rule 1014(2) of the Listing Manual for the Resolution Disposal to be made conditional upon approval of the Shareholders of the Company in a general meeting (the “**Rule 1014(2) Waiver**”). In the event that the Company decides not to proceed with the Waiver Application, or if submitted, the Rule 1014(2) Waiver is not granted by the SGX-ST, the Company will be required to convene an EGM to approve the Resolution Disposal.
- 7.2 Voting Undertaking.** As stated in paragraph 4 above, each of Aspial Corporation Limited and Mr Koh Wee Meng, who in aggregate hold approximately 72.6% of the voting rights in the Company, have confirmed to the Company that they intend to provide the Shareholder Undertakings, if an EGM is held.

### 8. FINANCIAL INFORMATION

- 8.1 Book Value and Net Tangible Asset Value.** Based on the unaudited consolidated financial statements of the Group for the six months ended 30 June 2025, the book value and net tangible asset value (“**NTA**”) of the Resolution Shares is approximately S\$35.85 million.
- 8.2 Deficit of Consideration below book value of the Resolution Shares.** Based on the book value of the Resolution Shares as set out in paragraph 8.1 of this Announcement, the amount of deficit of the Consideration below the said book value is approximately S\$9.61 million.
- 8.3 Net Loss attributable to the Resolution Shares.** Based on the book value of the Resolution Shares as set out in paragraph 8.1 of this Announcement, and after considering: (i) the estimated taxes payable to the tax authorities in the PRC; and (ii) the estimated costs and expenses related to the Resolution Disposal, the estimated net loss attributable to the Resolution Disposal is approximately S\$16.41 million, comprising S\$14.13 million of fair value loss, and S\$2.28 million accounted as expenses in the profit or loss of the Group. The fair value loss of S\$14.13 million above will be recognised in other comprehensive income and will not be recycled to profit or loss on disposal, meaning the net asset value will be affected but not the Group’s earnings.

### 9. FINANCIAL EFFECTS

The pro forma financial effects of the Resolution Disposal on the earnings per Share (“**EPS**”), NTA per Share and NAV per Share, of the Group are set out below.

- 9.1 Bases and Assumptions.** The pro forma financial effects for the Resolution Disposal have been prepared based on the audited consolidated financial statements of the Group for the financial year ended 31 December 2024 (the “**Audited FY24 FS**”), being the most recently completed financial year for which financial statements are publicly available as at the date of this Announcement. Such financial effects are theoretical in nature and are therefore not necessarily indicative of the future financial position and earnings of the Group following the Resolution Disposal. As the Group completed the disposal of Knight Frank Pte Ltd and its subsidiaries (the “**KF Disposal**”) on 17 October 2025, the pro forma financial effects set out in this paragraph 9 also take into account the effects of the KF Disposal as disclosed in the Company’s announcement dated 8 October 2025.

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**9.2 EPS.** For illustrative purposes only and assuming that the Resolution Disposal had been completed on 1 January 2024<sup>1</sup>, the pro forma financial effects on the EPS of the Group for financial year ended 31 December 2024 (“FY2024”) based on the Audited FY24 FS are as follows:

	Audited	Pro Forma	
	For the financial year ended 31 December 2024		
	Without the KF Disposal and the Resolution Disposal	Taking in the KF Disposal <sup>(1)</sup>	Taking in the KF Disposal and the Resolution Disposal
Loss after tax and non-controlling interests (S\$'000)	(2,648)	(62)	(2,337) <sup>(2),(3)</sup>
Loss per Share (in Singapore cents)	(0.25)	(0.01)	(0.22) <sup>(3)</sup>

Notes:

- (1) As disclosed in the Company's announcement dated 8 October 2025.
- (2) The pro forma loss after tax and non-controlling interests is derived by adding the estimated loss arising from the Resolution Disposal of approximately S\$2,275,000, which is accounted as expenses in the profit or loss of the Group.
- (3) Assuming the Company decides to recognise the Relevant Assets Write-down, the estimated net loss attributable to the Resolution Disposal will be approximately S\$19,154,000, comprising S\$17,118,000 of fair value loss, and S\$2,036,000 accounted as expenses in the profit or loss of the Group. If the KF Disposal and the Resolution Disposal are both completed, the loss after tax and non-controlling interests will be S\$2,098,000, and the loss per Share will be 0.20 Singapore cents.

**9.3 NTA.** For illustrative purposes only and assuming that the Resolution Disposal had been completed on 31 December 2024<sup>2</sup>, the pro forma financial effects on the consolidated NTA of the Group as at 31 December 2024 based on the Audited FY24 FS are as follows:

	Audited	Pro Forma	
	As at 31 December 2024		
	Without the KF Disposal and the Resolution Disposal	Taking in the KF Disposal <sup>(1)</sup>	Taking in the KF Disposal and the Resolution Disposal
Net Assets attributable to Shareholders (S\$'000)	152,308	155,841	139,436 <sup>(2),(3)</sup>
Less: Intangibles (S\$'000)	14	14	14
NTA (S\$'000)	152,294	155,827	139,422 <sup>(3)</sup>
Number of Shares	1,055,639,464	1,055,639,464	1,055,639,464
NTA per Share (in Singapore cents)	14.43	14.76	13.21 <sup>(3)</sup>

Notes :

- (1) As disclosed in the Company's announcement dated 8 October 2025.
- (2) The pro forma NTA attributable to Shareholders is derived by deducting the estimated net loss attributable to the Resolution Disposal of approximately S\$16,405,000.

<sup>1</sup> Rule 1010(9) of the Listing Manual provides that the effect of the Resolution Disposal on the EPS of the Group for the most recently completed financial year (i.e. FY2024) shall be disclosed, assuming that the transaction had been effected at the beginning of that financial year (i.e. 1 January 2024).

<sup>2</sup> Rule 1010(8) of the Listing Manual provides that the effect of the Resolution Disposal on the NTA of the Group for the most recently completed financial year (i.e. FY2024) shall be disclosed, assuming that the transaction had been effected at the end of that financial year (i.e. 31 December 2024).

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- (3) Assuming the Company decides to recognise the Relevant Assets Write-down, the estimated net loss attributable to the Resolution Disposal will be approximately S\$19,154,000. If the KF Disposal and the Resolution Disposal are both completed, the net assets attributable to Shareholders will be S\$136,687,000, the NTA will be S\$136,673,000 and the NTA per Share will be 12.95 Singapore cents.

**9.4 NAV.** For illustrative purposes only and assuming that the Resolution Disposal had been completed on 31 December 2024<sup>3</sup>, the pro forma financial effects on the consolidated NAV of the Group as at 31 December 2024 based on the Audited FY24 FS are as follows:

	Audited	Pro Forma	
	As at 31 December 2024		
	Without the KF Disposal and the Resolution Disposal	Taking in the KF Disposal <sup>(1)</sup>	Taking in the KF Disposal and the Resolution Disposal
Net Assets attributable to Shareholders (S\$'000)	152,308	155,841	139,436 <sup>(2),(3)</sup>
Number of Shares	1,055,639,464	1,055,639,464	1,055,639,464
NAV per Share (in Singapore cents)	14.43	14.76	13.21 <sup>(3)</sup>

Note :

- (1) As disclosed in the Company's announcement dated 8 October 2025.  
(2) The pro forma NAV attributable to Shareholders is derived by deducting the estimated net loss attributable to the Resolution Disposal of approximately S\$16,405,000.  
(3) Assuming that the Company decides to recognise the Relevant Assets Write-down, the estimated net loss attributable to the Resolution Disposal will be approximately S\$19,154,000. If the KF Disposal and the Resolution Disposal are both completed, the net assets attributable to Shareholders will be S\$136,687,000 and the NAV per Share will be 12.95 Singapore cents.

### 10. FURTHER INFORMATION

**10.1 Interests of Directors and Controlling Shareholders.** As at the date of this Announcement, apart from their shareholdings in the Company and the Shareholder Undertakings, none of the Directors or the controlling shareholders of the Company has any interest, direct or indirect, in the Resolution Disposal.

**10.2 Directors' Service Contracts.** No person is proposed to be appointed as a Director in connection with the Resolution Disposal. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

**10.3 Documents for Inspection.** A copy of the Compulsory Liquidation Resolution Agreement is available for inspection on an appointment basis during normal business hours at the registered office of the Company at Aspial One, 55 Ubi Avenue 3, #04-01, Singapore 408864, for a period of three months commencing from the date of this Announcement.

### 11. RESPONSIBILITY STATEMENT

The directors of the Company ("**Directors**") (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 the Company (excluding information relating to the Offeror or any opinion expressed by the Offeror) 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 jointly and severally accept responsibility accordingly.

<sup>3</sup> Please see footnote 2 above. The Company is also disclosing the effect of the Resolution Disposal on the NAV of the Group for the most recently completed financial year (i.e. FY2024), assuming that the transaction had been effected at the end of that financial year (i.e. 31 December 2024). The difference between the NAV and NTA is that the NTA exclude intangibles, which are not material (approximately S\$14,000).

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Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the sole responsibility of the Directors 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 the Offeror or any opinion expressed by the Offeror.

**BY ORDER OF THE BOARD**

Lim Swee Ann  
Company Secretary

21 January 2026

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## APPENDIX E – GENERAL INFORMATION RELATING TO THE COMPANY

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### 1. DIRECTORS

The names, addresses and designations of the Directors of the Company as at the Latest Practicable Date are as follows:

<b>Name</b>	<b>Address</b>	<b>Designation</b>
Mr Koh Wee Seng	c/o 55 Ubi Avenue 3, #01-01, Singapore 408864	Non-Independent Non-Executive Chairman
Mr Chay Yue Kai	c/o 55 Ubi Avenue 3, #04-01, Singapore 408864	Executive Director and Chief Executive Officer
Mr Periakaruppan Aravindan	36 Yio Chu Kang Road, #01-01, Fragrance Building, Singapore 545553	Non-Independent Non-Executive Director
Mr Roy Yeo Kan Kiang	c/o 55 Ubi Avenue 3, #04-01, Singapore 408864	Lead Independent Non-Executive Director
Mr Yeo Wee Kiong	c/o 55 Ubi Avenue 3, #04-01, Singapore 408864	Independent Non-Executive Director
Ms Pan Pei Say	c/o 55 Ubi Avenue 3, #04-01, Singapore 408864	Independent Non-Executive Director

### 2. PRINCIPAL ACTIVITIES

The Company was incorporated in Singapore on 14 June 1973 and was listed on the Mainboard of the SGX-ST on 15 August 1973. As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S\$173,040,710.02, comprising 1,055,639,464 Shares.

The principal activities of the Company are investment holding and the provision of management services to its subsidiary companies. The subsidiaries of the Company own and operate hotels and serviced residences as part of the Group's main business in the hospitality sector. The Company also has equity stakes in joint venture companies<sup>1</sup> engaged in other businesses, including property investment and property development.

### 3. SHARES

#### 3.1 Shares

As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S\$173,040,710.02, comprising 1,055,639,464 Shares. The Company does not have any treasury shares, and there are no outstanding options or convertible securities of the Company.

#### 3.2 Rights of the Shareholders in respect of Capital, Distributions and Voting

Selected texts of the Company's Constitution relating to the rights of Shareholders in respect of capital, distributions and voting have been extracted and reproduced in **Appendix I** to this Revised Scheme Document.

#### 3.3 Issue of Shares

Since 31 December 2024, being the end of the last financial year of the Company, no new Shares have been issued by the Company.

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<sup>1</sup> Please refer to the announcement titled "Completion of the Disposal of Interests in Knight Frank Pte Ltd" released by the Company on 17 October 2025. On 17 October 2025, the Company completed the sale of its interests in Knight Frank Pte Ltd ("KFSG"). KFSG and its subsidiaries are engaged in the business of providing a full suite of real estate consultancy services, and the Group ceased to provide such services following the completion of the sale of KFSG on such date.

## APPENDIX E – GENERAL INFORMATION RELATING TO THE COMPANY

### 3.4 Convertible Instruments

As at the Latest Practicable Date, there are no outstanding instruments convertible into, rights to subscribe for, and options in respect of, Shares or securities which carry voting rights affecting the Shares.

## 4. FINANCIAL INFORMATION

### 4.1 Financial Information of the Group

Set out below is certain financial information extracted from the audited consolidated financial statements of the Group for FY2022, FY2023 and FY2024, and the unaudited condensed consolidated financial statements of the Group for 1HFY2025.

The financial information for FY2022, FY2023 and FY2024 should be read in conjunction with the audited consolidated financial statements of the Group and the accompanying notes as set out in the annual reports of the Company for FY2022, FY2023 and FY2024 respectively. The financial information for 1HFY2025 should be read in conjunction with the unaudited condensed consolidated financial statements of the Group for 1HFY2025 and the accompanying notes as set out in the unaudited condensed consolidated financial statements of the Group for 1HFY2025. The audited consolidated financial statements of the Group for FY2024 and the unaudited condensed consolidated financial statements of the Group for 1HFY2025, including the notes thereto, are set out in **Appendix G** and **Appendix H** to this Revised Scheme Document respectively.

S\$'000	Group			
	Financial Period/Financial Year			
	Audited FY2022	Audited FY2023	Audited FY2024	Unaudited 1HFY2025
Revenue	16,240	28,376	31,422	15,779
Gross profit / (loss)	6,775	16,651	19,544	10,382
Net profit / (loss) before tax	(565)	5,307	422	4,838
Net profit / (loss) after tax	(631)	6,532	731	3,495
Profit/(loss) attributable to non-controlling interests	(78)	3,888	3,379	2,059
Profit/(loss) attributable to Shareholders	(553)	2,644	(2,648)	1,436
Net (loss) / earnings per share				
Basic (cents)	(0.05)	0.25	(0.25)	0.14
Diluted (cents)	(0.05)	0.25	(0.25)	0.14
Net dividend per share (cents)	-	-	1.50	-
Net distribution per share (cents)	-	-	3.50 <sup>(1)</sup>	-

Note:

(1) Cash distribution of 3.5 cents per Share distributed further to a capital reduction undertaken in FY2024.

## APPENDIX E – GENERAL INFORMATION RELATING TO THE COMPANY

### 4.2 Consolidated Statement of Financial Position

The audited consolidated statement of financial position of the Group as at 31 December 2024, being the latest published audited consolidated statement of financial position of the Group prior to the Latest Practicable Date, as well as the unaudited condensed consolidated statement of financial position of the Group for 1HFY2025, are set out below.

The audited consolidated statement of financial position of the Group as at 31 December 2024 should be read in conjunction with the audited consolidated financial statements of the Group and the accompanying notes as set out in the annual report of the Company for FY2024 and the unaudited condensed consolidated statement of financial position of the Group for 1HFY2025 should be read in conjunction with the accompanying notes as set out in the unaudited condensed consolidated financial statements of the Group for 1HFY2025.

S\$'000	Audited Group as at 31 December 2024	Unaudited Group as at 30 June 2025
<b>Non-current assets</b>		
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
<b>Total non-current assets</b>	219,730	215,708
<b>Current assets</b>		
Investment securities	13,916	10,963
Inventories	198	119
Trade receivables	852	303
Other receivables	392	426
Prepayments	272	282
Cash and cash equivalents	27,303	26,707
<b>Total current assets</b>	42,933	38,800
<b>Total assets</b>	262,663	254,508
<b>Non-current liabilities</b>		
Lease liability	753	682
Loans and borrowings	8,218	8,957
Deferred tax liabilities	25,176	24,750
<b>Total non-current liabilities</b>	34,147	34,389

## APPENDIX E – GENERAL INFORMATION RELATING TO THE COMPANY

S\$'000	Audited Group as at 31 December 2024	Unaudited Group as at 30 June 2025
<b>Current liabilities</b>		
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
<b>Total current liabilities</b>	15,608	12,003
<b>Total liabilities</b>	49,755	46,392
<b>Net assets</b>	212,908	208,116

Copies of the annual reports of the Company for FY2022, FY2023 and FY2024 are available for inspection on an appointment basis during normal business hours at the registered office of the Company at 55 Ubi Avenue 3, #04-01, Singapore 408864, from the date of this Revised Scheme Document up to the Effective Date.

On 8 August 2025, the Company announced the unaudited condensed consolidated financial statements of the Group for 1HFY2025 and such results are available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements/> and for inspection on an appointment basis during normal business hours at the registered office of the Company at 55 Ubi Avenue 3, #04-01, Singapore 408864, from the date of this Revised Scheme Document up to the Effective Date.

### 4.3 Material Changes in Financial Position

As at the Latest Practicable Date, save as disclosed in the unaudited condensed consolidated financial statements of the Group for 1HFY2025 and any other information on the Group which is publicly available (including without limitation, the announcements released by the Company on SGXNet), there have been no material changes in the financial position of the Company since 31 December 2024, being the date of the last published audited consolidated financial statements of the Group as at the Latest Practicable Date.

### 4.4 Significant Accounting Policies

The significant accounting policies for the Group are set out in the notes to the audited consolidated financial statements of the Group for FY2024, which are set out in **Appendix G** to this Revised Scheme Document. Save as disclosed in the notes to the audited consolidated financial statements of the Group for FY2024, there are no significant accounting policies or any matter from the notes of the financial statements of the Group which are of any major relevance for the interpretation of the financial statements of the Group.

### 4.5 Changes in Accounting Policies

As at the Latest Practicable Date, there are no changes in the accounting policies of the Group which will cause the figures disclosed in this paragraph 4 of this **Appendix E** not to be comparable to a material extent.

## APPENDIX E – GENERAL INFORMATION RELATING TO THE COMPANY

### 5. DISCLOSURE OF INTERESTS

#### 5.1 Holdings of Offeror Securities by Company

As at the Latest Practicable Date, none of the Group Companies owns, controls or has agreed to acquire any Offeror Securities.

#### 5.2 Interests of Directors in Offeror Securities

As at the Latest Practicable Date, Mr Koh Wee Seng is, by virtue of his shareholding in Aspial<sup>2</sup>, deemed interested in the one Offeror Share held by Aspial representing 50 per cent. of the issued and paid-up capital of the Offeror.

As at the Latest Practicable Date, save as disclosed in this paragraph 5.2 and in this Revised Scheme Document, none of the Directors has any direct or indirect interests in Offeror Securities.

#### 5.3 Interests of Directors in Company Securities

As at the Latest Practicable Date, and save as disclosed below and in this Revised Scheme Document, none of the Directors has any direct or indirect interests in the Shares.

Director	Direct Interest		Deemed Interest <sup>(1)</sup>	
	No. of Shares	% <sup>(2)</sup>	No. of Shares	% <sup>(2)</sup>
Koh Wee Seng	8,629,075	0.82	441,857,365 <sup>(3)</sup>	41.86
Chay Yue Kai	-	-	-	-
Periakaruppan Aravindan	505,665	0.05	-	-
Roy Yeo Kan Kiang	-	-	-	-
Yeo Wee Kiong	-	-	-	-
Pan Pei Say	44,200	n.m. <sup>(4)</sup>	-	-

#### Notes:

- (1) Deemed interests refer to interests determined pursuant to Section 4 of the SFA.
- (2) All references to percentage shareholdings of the issued Shares in this paragraph 5.3 are based on the total issued Shares as at the Latest Practicable Date, being 1,055,639,464 Shares in issue. Percentages are rounded to the nearest two decimal places.
- (3) Aspial holds 440,691,785 Shares. MLHS Holdings Pte Ltd (“MLHS”) holds more than 50% of the issued shares of Aspial. KWS holds more than 20% of the issued shares of MLHS. By virtue of Section 7 of the Companies Act, KWS is deemed to have an interest in the shares of the Company and its subsidiary companies to the extent held by Aspial. KWS is also deemed to have an interest in 1,165,580 Shares held by his spouse.
- (4) n.m. denotes not meaningful.

<sup>2</sup> Based on information available to the Company, as at the Latest Practicable Date, Mr Koh Wee Seng has an aggregate interest in 1,628,250,007 shares of Aspial (“Aspial Shares”) representing approximately 73.4 per cent. of the total issued share capital of Aspial (based on 2,218,261,158 issued Aspial Shares (excluding treasury shares)). Mr Koh Wee Seng’s interest in Aspial Shares comprises a direct interest in 418,655,470 Aspial Shares and a deemed interest in 1,209,594,537 Aspial Shares.

## APPENDIX E – GENERAL INFORMATION RELATING TO THE COMPANY

### 5.4 Interests of Substantial Shareholders in Shares

As at the Latest Practicable Date, based on the Register of Substantial Shareholders maintained by the Company, the interests of the substantial shareholders of the Company in the Shares are set out below:

Substantial Shareholders	Direct Interest		Deemed Interest <sup>(1)</sup>	
	No. of Shares	% <sup>(2)</sup>	No. of Shares	% <sup>(2)</sup>
Aspial Corporation Limited (“Aspial”)	440,691,785	41.75	-	-
MLHS Holdings Pte Ltd (“MLHS”) <sup>(3)</sup>	-	-	440,691,785	41.75
Koh Wee Seng <sup>(3)</sup>	8,629,075	0.82	441,857,365	41.86
Ko Lee Meng <sup>(3)</sup>	8,777,216	0.83	440,691,785	41.75
Koh Lee Hwee <sup>(3)</sup>	182,000	0.02	440,691,785	41.75
Koh Wee Meng <sup>(4)</sup>	326,265,000	30.91	4,307,851	0.41

**Notes:**

- (1) Deemed interests refer to interests determined pursuant to Section 4 of the SFA.
- (2) All references to percentage shareholding of the issued Shares in this paragraph 5.4 are based on the total issued Shares as at the Latest Practicable Date, being 1,055,639,464 Shares in issue. Percentages are rounded to the nearest two decimal places.
- (3) MLHS holds more than 50% of the issued shares of Aspial and is deemed to have an interest in the Shares in which Aspial has an interest. Koh Wee Seng, Ko Lee Meng and Koh Lee Hwee each holds not less than 20% of the issued shares of MLHS and are deemed to have an interest in the Shares in which MLHS has an interest.
- (4) KWM is deemed interested in the 4,307,851 Shares held by FGL by virtue of him holding more than 50% shareholdings in FGL pursuant to Section 7 of the Companies Act.

## 6. DEALINGS DISCLOSURE

### 6.1 Dealings in Offeror Securities by the Company

None of the Group Companies has dealt for value in any Offeror Securities during the period commencing three (3) months prior to the Joint Announcement Date and ending on the Latest Practicable Date.

### 6.2 Dealings in Offeror Securities by the Directors

None of the Directors has dealt for value in any Offeror Securities during the period commencing three (3) months prior to the Joint Announcement Date and ending on the Latest Practicable Date.

### 6.3 Dealings in Company Securities by the Directors

None of the Directors has dealt for value in any Company Securities during the period commencing three (3) months prior to the Joint Announcement Date and ending on the Latest Practicable Date.

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## APPENDIX E – GENERAL INFORMATION RELATING TO THE COMPANY

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### 7. INTERESTS OF THE IFA

#### 7.1 Interests of the IFA in Company Securities

As at the Latest Practicable Date, none of the IFA, its related corporations or funds whose investments are managed by the IFA or its related corporations on a discretionary basis, owns or controls any Company Securities.

#### 7.2 Dealings in Company Securities by the IFA

None of the IFA, its related corporations or funds whose investments are managed by the IFA or its related corporations on a discretionary basis has dealt for value in any Company Securities during the period commencing three (3) months prior to the Joint Announcement Date and ending on the Latest Practicable Date.

### 8. ARRANGEMENTS AFFECTING DIRECTORS

#### 8.1 No Payment or Benefit to Directors

As at the Latest Practicable Date, there is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any Director or to any director of any other corporation which, by virtue of Section 6 of the Companies Act, is deemed to be related to the Company as compensation for loss of office or otherwise in connection with the Scheme.

#### 8.2 No Agreement Conditional upon Outcome of the Scheme

As at the Latest Practicable Date, and save as disclosed in this Revised Scheme Document (including the Offeror's Letter at **Appendix C** to this Revised Scheme Document), there is no agreement, arrangement or understanding made between any of the Directors and any other person in connection with or conditional upon the outcome of the Scheme.

#### 8.3 No Material Personal Interest in Material Contracts

As at the Latest Practicable Date, and save as disclosed in this Revised Scheme Document (including the Offeror's Letter at **Appendix C** to this Revised Scheme Document), there are no material contracts entered into by the Offeror in which any Director of the Company has a material personal interest, whether direct or indirect.

### 9. MATERIAL LITIGATION

As at the Latest Practicable Date:

(a) none of the Group Companies is engaged in any material litigation or arbitration proceedings, as plaintiff or defendant, which might materially or adversely affect the financial position of the Group taken as a whole; and

(b) the Directors are not aware of any proceedings pending or threatened against any of the Group Companies or of any facts likely to give rise to any proceedings which might materially or adversely affect the financial position of the Group taken as a whole.

### 10. GENERAL DISCLOSURE

#### 10.1 Financial Statements for FY2022, FY2023 and FY2024 and 1HFY2025

The audited consolidated financial statements of the Group for FY2022, FY2023 and FY2024 are set out in the annual reports of the Company for FY2022, FY2023 and FY2024 respectively. Copies of the annual reports of the Group for FY2022, FY2023, FY2024 and the

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## APPENDIX E – GENERAL INFORMATION RELATING TO THE COMPANY

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unaudited condensed consolidated financial statements of the Group for 1HFY2025 are available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements/> or available for inspection on an appointment basis during normal business hours at the registered office of the Company at 55 Ubi Avenue 3, #04-01, Singapore 408864, from the date of this Revised Scheme Document up to the Effective Date.

### 10.2 Directors' Service Contracts

As at the Latest Practicable Date:

- (a) there are no service contracts between any of the Directors or proposed directors with any Group Company which have more than 12 months to run and which are not terminable by the employing company within the next 12 months without paying any compensation; and
- (b) there are no such contracts entered into or amended during the period commencing six (6) months prior to the Joint Announcement Date and ending on the Latest Practicable Date.

### 10.3 Material Contracts with Interested Persons

As at the Latest Practicable Date, save for the entry into the Implementation Agreement and save as disclosed in the audited consolidated financial statements of the Group for FY2022, FY2023 and FY2024, the annual reports of the Company for FY2022, FY2023 and FY2024, the unaudited condensed consolidated financial statements of the Group for 1HFY2025, and any other information on the Group which is publicly available (including without limitation, the announcements released by the Company on the SGXNet) as to material contracts with interested persons (within the meaning of Note 1 to Rule 23.12 of the Code) which are not in the ordinary course of business, none of the Group Companies has entered into any material contracts with interested persons (other than those entered into in the ordinary course of business) during the period beginning three (3) years before the Joint Announcement Date and ending on the Latest Practicable Date.

### 10.4 Costs and Expenses

In the event that the Scheme does not become effective and binding for any reason, the expenses and costs incurred by the Company in connection with the Scheme will be borne by the Company.

### 10.5 Non-Conflicted Director's Intentions with respect to her Scheme Shares

As at the Latest Practicable Date, only one Non-Conflicted Director, being Ms Pan Pei Say, holds Shares. Ms Pan Pei Say, who legally and/or beneficially own 44,200 Scheme Shares (amounting to approximately 0.004% of the total number of Shares), has informed the Company that she will **VOTE IN FAVOUR** of the Scheme in respect of all such Scheme Shares at the Scheme Meeting.

## 11. VALUATION

The Company has commissioned independent valuations of the Subject Property. Please refer to **Appendix F** to this Revised Scheme Document for the Valuation Letter for the purposes of inclusion in the Revised Scheme Document by the Valuer.

Under Rule 26.3 of the Code, the Company is required, *inter alia*, to make an assessment of any potential tax liability which would arise if the Subject Property were to be sold at the amount of the valuation. Based on the market value of the Subject Property as at 31 December 2025, the potential tax liabilities that may be incurred by the Group on the hypothetical disposal of the

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## APPENDIX E – GENERAL INFORMATION RELATING TO THE COMPANY

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Subject Property on an “as is” basis is approximately S\$31.1 million, of which S\$23.2 million is already provided for in the Group’s balance sheet as at 30 June 2025. The Company expects the aforesaid tax liabilities to crystallise (if any) as and when the Company disposes of its interests in the Subject Property.

### 12. CONSENTS

#### 12.1 General

Venture Law LLC and the Share Registrar have each given and have not withdrawn their respective written consents to the issue of this Revised Scheme Document with the inclusion herein of their names and all the references to their names in the form and context in which they respectively appear in this Revised Scheme Document.

#### 12.2 IFA

The IFA has given and has not withdrawn its written consent to the issue of this Revised Scheme Document with the inclusion herein of its name, the IFA Letter as set out in **Appendix B** to this Revised Scheme Document, and all references thereto in the form and context in which it appears in this Revised Scheme Document.

#### 12.3 Auditor

The Auditor has given and has not withdrawn its written consent to the issue of this Revised Scheme Document with the inclusion herein of its name, and all references thereto in the form and context in which it appears in this Revised Scheme Document.

#### 12.4 Valuer

The Valuer has given and has not withdrawn its written consent to the issue of this Revised Scheme Document with the inclusion herein of its name, a copy of the Valuation Letter as set out in **Appendix F** to this Revised Scheme Document, and all references thereto in the form and context in which it appears in this Revised Scheme Document.

### 13. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection on an appointment basis during normal business hours at the registered office of the Company at 55 Ubi Avenue 3, #04-01, Singapore 408864, from the date of this Revised Scheme Document up to the Effective Date:

- (a) the Constitution;
- (b) the annual reports of the Group for FY2022, FY2023 and FY2024;
- (c) the unaudited condensed consolidated financial statements of the Group for 1HFY2025;
- (d) the Implementation Agreement;
- (e) the IFA Letter;
- (f) the Valuation Letter in respect of the Subject Property as set out in **Appendix F**; and
- (g) the letters of consents referred to in paragraph 12 of this **Appendix E**.



DESKTOP REVIEW VALUATION CERTIFICATE

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## Holiday Inn Resort Phuket

52 THAWEWONG ROAD, PATONG, PHUKET, 83150, THAILAND



**SUBMITTED TO:**

The Board of Directors  
HIRP (Thailand) Limited  
52 Thaweewong Road Patong,  
Kathu, Phuket 83150  
Thailand

c/o Mr Chay Yue Kai

**PREPARED BY:**

HVS – Singapore Office  
137 Market Street  
#04-02 Grace Global Raffles  
Singapore 048943

Tel: + 65 6293 4415  
Fax: + 65 6293 5426

23 January 2026

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## APPENDIX F – VALUATION LETTER

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23 January 2026

The Board of Directors  
HIRP (Thailand) Limited  
52 Thaweewong Road Patong,  
Kathu, Phuket 83150  
Thailand

c/o Mr Chay Yue Kai,

Re: Holiday Inn Resort Phuket  
HVS Reference: 2025120073

Dear Sirs,

In accordance with your request, we herewith submit our Desktop Review Valuation Certificate pertaining to the Holiday Inn Resort Phuket (the "Property"). The facilities are based on the resort's website for Holiday Inn Resort Phuket our report referenced HVS No: 2024120191 dated 26 February 2025 and we have analysed resort market conditions in Phuket. HVS has assessed the property as an independent international appraiser. We hereby certify that we have no undisclosed interest in the property, and that our employment and compensation are not contingent upon our findings and valuation.

Based on our analysis, we confirm as of 31 December 2025, there is no material change in the value of the Property as at 31 December 2024, being:

**THB3,450,000,000**

**THREE BILLION AND FOUR HUNDRED FIFTY MILLION THAI BAHT**



### 1.0 Client Brief and Purpose of Valuation

We have been instructed to provide the desktop review valuation of the above-mentioned property as at 31 December 2025 for the Scheme of Arrangement of the Company announced on 8 October 2025. Our opinion of the market value can be published in the circular that will be shared with the shareholders.

HVS has analysed the resort market conditions respectively and has assessed the properties as independent appraisers. We hereby certify that we have no undisclosed interest in the property and our employment and compensation are not contingent upon our findings and valuation.

### 2.0 Basis of Valuation

The valuation is prepared in accordance with the International Valuation Standards Committee ('IVSC') definition of Market Value, which is:

*"The estimated amount for which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties has each acted knowledgeably, prudently and without compulsion."*

Our assessment will be on the basis of the existing use of the property only with appropriate approvals and licenses in place.

### 3.0 Premise of the Forecast

For hospitality properties, we commonly adopt the Discounted Cashflow (DCF) approach which is mainly considered by prospective investors.

The assessment is based on the current as well as expected future conditions as perceived by the market. We do stress that the estimation of future market conditions is a problematic exercise which at best should be regarded as an indicative assessment of possibilities rather than absolute certainties.

Resorts generally change hands in the open market at prices based on the future income potential and it is widely accepted that the valuation approach should be related to the property's actual and potential income. Past performance provides a certain level of guidance to the future performance of a resort, but new macroeconomic factors or local supply issues often mean that a fresh view needs to be taken of the competitive environment the subject Property operates in.

The projections of occupancy, average room rate and indicative cashflow are based on our knowledge and understanding of the market and experience of the operating performance of property of similar type and standard. The assumptions in respect of future events are our best estimates at the date of preparing the report. To the extent that any of the assumptions noted in our report are not realised, the indicative cashflow projections and estimate of value may be materially affected.

The process of making forward projections involves assumptions regarding a considerable number of variables which are acutely sensitive to changing conditions. To rely upon our valuation therefore, the reader must be satisfied as to the rationale behind these future estimates.



### **4.0 Planning**

Unless otherwise instructed, we do not normally carry out investigations with the various public authorities to confirm that the subject Property is not adversely affected by any town planning issues such as change in zoning, land use control, public schemes such as road or drainage reserves and so forth. Neither are we in a position to warrant the subject Property's conformance with local zoning regulations. If reassurance is required, we recommend that verification be obtained from your solicitor.

HVS has not conducted any legal requisition on the land lease/title, town planning control and other related matters and our valuation is made on the basis that the Property is free of encumbrances, restrictions or other impediments of an onerous nature which would affect the values. It is advisable for interested parties to seek full legal due diligence advice of a qualified legal solicitor prior to making any legal, financial or other commitments.

### **5.0 Other Statutory Consents**

Our valuation is prepared on the assumption that all necessary permits and approvals have been secured (including an appropriate alcohol licence), and that the subject Property (and any works thereof) were constructed in accordance with local zoning ordinances, building codes and all other applicable regulations.

We have assumed that the Property has a valid fire certificate, complies with environmental health legislation and holds all other necessary licences for the purposes of its operation. Furthermore, we have assumed that there are no outstanding issues in respect of such consents and licences.

We have not inspected any of the licences, approvals, consents, permits or certificates relating to the Property and assumed that all documents are in order.

### **6.0 Information Utilised**

All information was collected and analysed by the staff of HVS. Information such as historical operating statements, site plans, floor plans and so forth was supplied by the Client. We have assumed that this information is accurate and have therefore relied upon it without undertaking any independent verification.

Should it be revealed that any of this information is inaccurate or misleading so that its use would affect the valuation, HVS seeks to be informed of such discrepancies and accordingly reserves the right to amend its opinion of value.

The information presented in this report should not be disseminated to the public or third parties without the express written consent of HVS and no responsibility is given to any third party who may use or rely on the whole or part of the contents of this report.

### **7.0 Assumptions and Limiting Conditions**

A list of major assumptions made in the valuation of the property and the limiting conditions under which the valuation opinion is given is detailed in the Addendum of the valuation certificate. It is a condition of the use of the valuation that the recipient of the certificate accepts these statements.

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**APPENDIX F – VALUATION LETTER**

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Yours sincerely,  
HVS – SINGAPORE OFFICE

A handwritten signature in blue ink that reads 'Chee Hok Yean' with a horizontal line underneath.

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Chee Hok Yean  
Managing Partner  
MRICS, MSISV  
Licensed Appraiser No. AD0412003997F

A handwritten signature in black ink that reads 'Jay Low' with a horizontal line underneath.

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Jay Low  
Project Manager

HVS No: 2025120073

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## APPENDIX F – VALUATION LETTER

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### DESKTOP REVIEW VALUATION CERTIFICATE

Client:	HIRP (Thailand) Limited
Name and Address of Property:	Holiday Inn Resort Phuket 52 Thawewong Road, Patong, Phuket, 83150, Thailand
Tenure:	Freehold
Use of Property:	Hotel
Brief Description:	The property currently features 398 guest rooms, an all-day dining restaurant, three specialty restaurants, a bar, swimming pools, an events venue, and a fitness centre. By December 2025, the property will introduce additional family-friendly amenities, including a dedicated indoor play area for children, an outdoor swimming pool for children, a spray park, and a dry playground.
Site Area:	7,667.4 square metres
Gross Floor Area:	36,874.0 square metres
Valuation Methodologies:	Combination of Discounted Cashflow approach and Sales Comparison approach
Valuation Date:	31 December 2025
Valuation:	No material change in the value of the Property as at 31 December 2024, being:  THB3,450,000,000

#### Assumptions and Disclaimers

Our desktop review valuation of Holiday Inn Resort Phuket is subject to a degree of subjectivity and uncertainty inherent in any opinion of Market Value. This acknowledgment is consistent with the standards set by the RICS, and we wish to express our level of confidence in the valuation provided herein.

The valuation methodology for Holiday Inn Resort Phuket is dependent on the accuracy of historical trading results of the property and the level of detailed information available in the market. This information is crucial for assessing current market-wide conditions and for projecting the future trading potential of the resort.

We believe that our projections of future income and expenses for Holiday Inn Resort Phuket are well-aligned with those of similar properties in the region. Consequently, we assess the level of uncertainty attached to our opinion of value as medium.

The valuation report includes an Addendum that details a comprehensive list of major assumptions made during the valuation process and the limiting

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## APPENDIX F – VALUATION LETTER

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conditions under which our opinion of value is provided. It is essential that the recipient of this valuation accepts and understands these statements as a condition of its use.



## Addendum 1 – Statement of Assumptions and Limiting Conditions

1. We have relied on information given by the Client and its representatives and have accepted advice given to us on such matters as land titles, easements, tenure, planning approvals, statutory notices, tenancy schedule, site and floor plans, building plans, floor areas, building design, building costs, operating and income statements and all other relevant matters. We have assumed the information given to us as correct and have not conducted independent checks to verify them, and no responsibility is assumed or implied by us. Interested parties are advised to seek further due diligence of qualified solicitors, engineers and other professionals as appropriate prior to making any legal, financial or other commitments. Should it be revealed that any information provided is inaccurate or misleading so that its use would affect the valuation, we seek to be informed of such discrepancies and accordingly reserve the right to amend our assessment.
2. The Property including its land titles, use rights and improvements is assumed to be transferable, marketable and free of any deed restrictions, easements, encumbrances or other impediments of an onerous nature that would affect the value of the Property. We have not conducted independent checks to verify and likewise advice interested parties to engage qualified solicitors to perform such checks and verifications as appropriate.
3. There are no hidden or unapparent conditions of the Property, subsoil or structures that would render it more or less valuable. No responsibility is assumed for these conditions or any engineering that may be required to discover them. We have not considered the existence of potentially hazardous materials used in the construction or maintenance of the buildings, such as asbestos, urea formaldehyde foam insulation, or PCBs. We are thus unable to report that the Property is free from risk in this respect and have assumed that any investigation would not reveal the presence of hazardous materials. The valuers are not qualified to detect these substances and urge the Client to retain an expert in this field if desired. We have not investigated whether the site is or has been in the past contaminated and are therefore unable to warrant that the Property is free from any defect or risk in this respect. Our report is therefore based on the assumption that the land is not contaminated and any specialist investigation would not disclose the presence of any adverse conditions on the site or within the building.
4. In the course of the property inspection, particular investigation has not been made on environmental matters that are either an inherent feature of the Property itself or the surrounding area, which could impact on the property interest. Examples include the historic mining activity or electricity transmission equipment. We therefore

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## APPENDIX F – VALUATION LETTER

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value on the assumption that the Property is not affected by any such environmental matters.

5. No cadastral survey of the Property has been made by the valuers and no responsibility is assumed in connection with such matters. Sketches, pictures, maps and other exhibits are included to assist the Client in visualising the Property. It is assumed that the use of the land and premises is within the boundaries of the Property described and that there is no encroachment or trespass unless noted.
6. Each of these Valuation Certificates is neither a structural survey nor a survey on the electrical and mechanical services in terms of both hardware and software. We therefore value on the assumption that the Property is of sound design and construction, and free from any inherent defect. No detailed inspection or tests have been carried out by us on any of the services or items of equipment; therefore, no warranty can be given with regard to their serviceability, efficiency, safety or adequacy for their purpose. We express no opinion or advice upon the condition of uninspected parts and our report should not be read as making any implied representation or statement about such parts. We have assumed that the Property together with the services therein is in a good state of repair and condition and that there are no outstanding items of expenditure required.
7. Valuation reports for each individual Property are accompanied with their corresponding list of assumptions and limiting conditions which states assumptions peculiar and pertinent to individual Properties. Interested parties are advised to read the individual reports prior to making any legal, financial or other commitments.
8. We have not inspected any of the Property's city, local and private consents, licences, approvals, permits or certificates for its use and operations. It is assumed that the Property will be in full compliance with all applicable city, local and private codes, laws, consents, licences and regulations (including a fire certificate and relevant alcohol licences where appropriate), and that all licences, permits, certificates, franchises and so forth can be freely renewed and/or transferred to a purchaser. It is advisable for interested parties to seek full legal due diligence advice of a qualified legal solicitor prior to making any legal, financial or other commitments.
9. All mortgages, liens, encumbrances, leases, servitudes, arrears and penalties have been disregarded unless specified otherwise.
10. HVS is not required to give testimony or attendance in court by reason of this economic and valuation study without previous arrangements and only when our standard *per diem* fees and travel costs are paid prior to the appearance.
11. If the reader is making a fiduciary or individual investment decision and has any questions concerning the material contained in this report, it is recommended that the reader contact HVS.
12. The quality of a property's on-site management has a direct effect on a property's economic viability and market value. The financial forecasts presented in this Valuation Report assume both responsible ownership and competent management. Any variance

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## APPENDIX F – VALUATION LETTER

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from this assumption may have a significant impact on the forecast operating results.

13. The estimated operating results presented in this report are based on an evaluation of the current overall economy of the area and neither take into account nor make provision for the effect of any sharp rise or decline in local or economic conditions. To the extent that wages and other operating expenses may advance during the economic life of the Property, it is expected that the prices of rooms, food, beverages and services will be adjusted to at least offset these advances. HVS does not warrant that the estimates will be attained, but they have been prepared on the basis of information obtained during the course of this study and are intended to reflect the expectations of typical investors.
14. Many of the figures presented in this report were generated using sophisticated computer models that make calculations based upon numbers carried out to three or more decimal places. In the interest of simplicity, most numbers presented in this report have been rounded. Thus, these figures may be subject to small rounding errors in some cases.
15. Our valuation opinion is current as at the date of valuation. It is likely that the value assessed may be subjected to significant and unexpected changes over a relatively short period due to reasons including, but not limited to, the result of general market movements and/or other factors specific to the subject Properties. We are not liable for any losses arising from any of such subsequent changes in value and neither do we accept any liability where our value opinion is relied upon after the expiration of three months from the date of valuation. We shall not be responsible for any delay to the performance of our valuation exercise, where matters beyond our control cause such delay.
16. Valuing real estate is both a science and an art. Although this valuation employs various mathematical calculations, the final estimate is subjective and may be influenced by the consultant's experience and other factors not specifically set forth in this report.
17. It is assumed that the relationship between the currencies used in this report and other major world currencies remains constant as at the date of our fieldwork.
18. Whilst the information contained herein is believed to be correct, it is subject to change. Nothing contained herein is to be construed as a representation or warranty of any kind.
19. Until the time that all of our professional fees and other charges have been paid in full, the draft or final report, which is provided to you as a professional courtesy, remains the intellectual property of HVS and shall not be utilised in attempting to: a) obtain financial capital (whether debt or equity); b) further any litigation, mediation, or arbitration processes; or c) assist the Client in any cause, action or endeavour.
20. If HVS has not been paid in full for its outstanding professional fees and other charges, and the draft or final report is used in violation of this agreement, HVS will be entitled to seek injunctive relief,

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## APPENDIX F – VALUATION LETTER

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monetary damages, and the cost of attorney fees and collection expenses.

21. It is agreed that the liability of HVS, its employees and anyone else associated with this assignment is limited to the amount of the fee paid as liquidated damages. You acknowledge that any opinions, recommendations and conclusions expressed during this assignment will be rendered by the staff of HVS acting solely as employees and not as individuals. Any responsibility of HVS is limited to the Client, and use of our product by third parties shall be solely at the risk of the Client and/or third parties.
22. This assessment and study has been undertaken by HVS as an independent overseas consultant.
23. Throughout this report, 'HVS' refers to the trading name of SG&R Singapore Pte Ltd (Registration Number 199900143N).

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**APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE  
GROUP FOR FY2024**

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Company Registration No. 197301118N

AF Global Limited and Subsidiary Companies

Annual Financial Statements  
31 December 2024



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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### General Information

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##### Directors

Koh Wee Seng	(Non-Executive Chairman)
Chay Yue Kai	(Chief Executive Officer)
Periakaruppan Aravindan	(Non-Executive Director)
Roy Yeo Kan Kiang	(Lead Independent Director) (Appointed on 28 February 2023 and as Lead Independent Director on 1 February 2024)
Yeo Wee Kiong	(Independent Director)
Pan Pei Say	(Independent Director) (Appointed on 1 February 2024)

##### Audit Committee

Roy Yeo Kan Kiang	(Chairman)
Periakaruppan Aravindan	
Yeo Wee Kiong	
Pan Pei Say	

##### Nominating Committee

Pan Pei Say	(Chairman)
Koh Wee Seng	
Roy Yeo Kan Kiang	

##### Remuneration Committee

Yeo Wee Kiong	(Chairman)
Periakaruppan Aravindan	
Roy Yeo Kan Kiang	

##### Company Secretary

Lim Swee Ann

##### Registered Address

Aspial One  
55 Ubi Avenue 3 #04-01  
Singapore 408864  
Tel: 6266 2222  
Fax: 6263 2340

##### Registrar

Boardroom Corporate & Advisory Services Pte. Ltd.  
1 Harbourfront Avenue  
#14-07 Keppel Bay Tower  
Singapore 098632

##### Auditor

Ernst & Young LLP  
Public Accountants and Chartered Accountants Singapore  
Engagement Partner: Tan Seng Choon (*effective from financial year ended 31 December 2022*)

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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AF Global Limited and Subsidiary Companies

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Consolidated cash flow statement	15
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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Directors' statement

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The Directors present their statement to the members together with the audited consolidated financial statements of AF Global Limited (the "Company") and its subsidiary companies (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2024.

#### Opinion of the Directors

In the opinion of the Directors,

- (i) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and
- (ii) at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

#### Directors

The Directors of the Company in office at the date of this statement are:

Koh Wee Seng  
Chay Yue Kai  
Periakaruppan Aravindan  
Yeo Wee Kiong  
Roy Yeo Kan Kiang  
Pan Pei Say (Appointed on 1 February 2024)

#### Arrangements to enable Directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the Directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

#### Directors' interests in shares and debentures

The following Directors who held office at the end of the financial year had, according to the register of Directors' shareholdings kept under Section 164 of the Singapore Companies Act 1967, an interest in the ordinary shares of the Company as stated below:

Name of Director	Direct interest		Deemed interest	
	At 1 January 2024	At 31 December 2024	At 1 January 2024	At 31 December 2024
Koh Wee Seng	8,629,075	8,629,075	441,857,365	441,857,365
Periakaruppan Aravindan	505,665	505,665	–	–
Pan Pei Say	–	44,200	–	–

There was no change in any of the abovementioned interests in the Company between the end of the financial year and 21 January 2025.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Directors' statement

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#### Directors' interests in shares and debentures (cont'd)

Aspial Corporation Limited ("Aspial"), a company listed on the Singapore Exchange Securities Trading Limited, holds 440,691,785 shares of the Company. MLHS Holdings Pte Ltd ("MLHS") holds more than 50% of the issued shares of Aspial. Koh Wee Seng holds more than 20% of the issued shares of MLHS. By virtue of Section 7 of the Singapore Companies Act 1967, Koh Wee Seng is deemed to have an interest in the shares of the Company and its subsidiary companies to the extent held by Aspial. Koh Wee Seng is also deemed to have an interest in 1,165,580 shares held by his spouse.

Except as disclosed in this statement, no Director who held office at the end of the financial year had an interest in the shares or debentures of the Company, or of related corporations, either at the beginning of the financial year or at the end of the financial year or on 21 January 2025.

#### Audit Committee

At the date of this statement, the Audit Committee comprises the following members:

Roy Yeo Kan Kiang	(Chairman, Lead Independent Director) (Appointed on 1 February 2024)
Periakaruppan Aravindan	(Non-Executive Director)
Yeo Wee Kiong	(Independent Director)
Pan Pei Say	(Independent Director) (Appointed on 1 February 2024)

The Audit Committee carries out its functions in accordance with Section 201B(5) of the Singapore Companies Act 1967 including a review of the financial statements of the Company and of the Group for each financial year and the external auditor's report thereon. The Audit Committee has conducted an annual review of the non-audit services provided by the external auditor and is satisfied that the nature and extent of such services will not prejudice the independence and objectivity of the external auditor. It has recommended to the Board of Directors that Ernst & Young LLP be nominated for re-appointment as external auditor at the forthcoming Annual General Meeting of the Company.

The functions performed by the Audit Committee are further elaborated under the Corporate Governance section of the Annual Report.

#### Auditor

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the Board of Directors,



**KOH WEE SENG**  
Director



**CHAY YUE KAI**  
Director

Singapore  
2 April 2025

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Independent auditor's report For the financial year ended 31 December 2024

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### Independent Auditor's Report to the Members of AF Global Limited

#### Report on the Audit of the Financial Statements

##### Opinion

We have audited the financial statements of AF Global Limited (the "Company") and its subsidiary companies (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2024, the statements of changes in equity of the Group and the Company and the consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

##### Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing (the "SSAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (the "ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (the "ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

**(1) Accounting for investment in Xuzhou YinJian LumChang Real Estate Development Co., Ltd ("XZYJLC")**

The Group has a 55% equity stake in a joint venture, XZYJLC, that is engaged in property development in the People's Republic of China. The carrying value of XZYJLC as at 31 December 2024 amounted to \$37,569,000, representing 14% of the Group's total assets. As disclosed in Note 2.4, the Group's application for the compulsory liquidation of XZYJLC had been accepted by the court on 25 September 2023 and XZYJLC had been placed into compulsory liquidation.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Independent auditor's report For the financial year ended 31 December 2024

---

#### Independent Auditor's Report to the Members of AF Global Limited

#### Key Audit Matters (cont'd)

(1) **Accounting for investment in Xuzhou YinJian LumChang Real Estate Development Co., Ltd ("XZYJLC") (cont'd)**

The Group has elected to measure XZYJLC as an unquoted equity investment at fair value through other comprehensive income in accordance with SFRS (I) 9 *Financial Instruments*. We have identified the valuation of this unquoted equity investment as a key audit matter because of the significance of this investment, the use of management judgment in determining the method of recovery of its investment, and the use of management estimates in determining the fair value of this investment.

Our key audit procedures in relation to management judgments and estimates used in the valuation of the unquoted equity investment in XZYJLC included:

- Reviewed the reasonableness of the methodology used in determining the recoverable amount;
- Obtained an update from the liquidator on the status of the liquidation process;
- Evaluated management's key assumptions and estimates used in their valuation of the investment, including:
  - Completeness of material assets and liabilities
  - Fair value of material real estate assets and liquidation discount applied, with the assistance of our internal valuation specialists
  - Present value of estimated liquidation proceeds, net of related expenditures; and
- Assessed the adequacy of the Group's disclosures in Notes 2.4(c), 2.4(f), 2.4(h), 12 and 31(a) to the financial statements relating to *Investment in XZYJLC*, *Key sources of estimation uncertainty*, *Judgments made in applying accounting policies* and *Fair value of assets and liabilities* which are fundamental to the users' understanding of this matter. They comprise key assumptions, estimation uncertainty and sensitivity of the fair value, including information that the fair value of XZYJLC recorded in the Group's balance sheet as at 31 December 2024 was estimated based on information and conditions prevailing on that date.

(2) **Carrying value of property, plant and equipment**

As at 31 December 2024, the carrying value of the Group's properties amounted to \$145,926,000 and accounted for 56% of the Group's total assets. Accordingly, we have identified this as a key audit matter.

For Holiday Inn Resort Phuket ("HIRP"), management has engaged an independent valuation specialist to support its determination of the fair value of the property. For the other property, plant and equipment, the Group has performed an internal valuation on the land and buildings to support its determination of the fair value of the property. As SFRS(I) 1-16 *Property, Plant and Equipment* requires the revaluation to be performed only with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period, no revaluation has been performed for the properties, other than HIRP, as at 31 December 2024.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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AF Global Limited and Subsidiary Companies

Independent auditor's report  
For the financial year ended 31 December 2024

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Independent Auditor's Report to the Members of AF Global Limited

Key Audit Matters (cont'd)

(2) Carrying value of property, plant and equipment (cont'd)

Our audit procedures in relation to valuation of the properties included:

- Where an independent valuation specialist is engaged by management:
  - Evaluated the competence, independence and expertise of the independent valuation specialist involved in the assessment, and read the terms of engagement of the independent valuation specialist to ascertain whether there are matters that might have affected the scope of their work and their objectivity;
  - Discussed with the independent valuation specialist and management to obtain an understanding of the valuation methodologies, key assumptions and estimates adopted;
  - Assessed the appropriateness of the valuation methodologies, key assumptions and estimates adopted by the independent valuation specialist with the assistance of our internal valuation specialists;
- Where no independent valuation specialist is engaged by management, reviewed management's assessment in determining that no significant changes in its fair value was expected;
- Reviewed management's assessment in accordance with SFRS (I) 1-36 *Impairment of Assets* that there are no impairment indicators noted for each of the properties;
- Assessed the reasonableness of the key estimates used by the independent valuation specialist and management by comparing to historical budgets and actual performance relating to average room and occupancy rates, industry data and prices from recent sale transactions of comparable properties where available; and
- Assessed the adequacy of disclosures in Note 9 *Property, Plant and Equipment* and Note 31(a) *Fair Value of Assets and Liabilities* to the financial statements relating to the assumptions, given the estimation uncertainty, including the sensitivity of the valuations;

**Other Information**

Management is responsible for other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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AF Global Limited and Subsidiary Companies

Independent auditor's report  
For the financial year ended 31 December 2024

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### Independent Auditor's Report to the Members of AF Global Limited

#### Other Information (cont'd)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Directors' responsibilities include overseeing the Group's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Independent auditor's report For the financial year ended 31 December 2024

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#### Independent Auditor's Report to the Members of AF Global Limited

##### Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)

As part of an audit in accordance with the SSAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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AF Global Limited and Subsidiary Companies

Independent auditor's report  
For the financial year ended 31 December 2024

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### Independent Auditor's Report to the Members of AF Global Limited

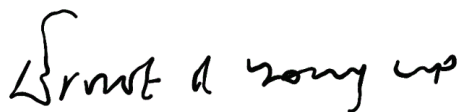
#### Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Tan Seng Choon.



Ernst & Young LLP  
Public Accountants and  
Chartered Accountants  
Singapore  
2 April 2025

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Consolidated statement of comprehensive income For the financial year ended 31 December 2024

	Note	Group	
		2024 \$'000	2023 \$'000
<b>Revenue</b>	3	31,422	28,376
Cost of sales		(11,878)	(11,725)
<b>Gross profit</b>		19,544	16,651
Other operating income	4	947	738
Marketing expenses		(1,269)	(1,147)
Administrative expenses		(7,549)	(6,588)
Other operating expenses		(11,290)	(5,093)
<b>Operating profit</b>		383	4,561
Finance costs	5	(810)	(1,112)
Share of results of joint venture companies		849	1,858
<b>Profit before taxation</b>	6	422	5,307
Taxation	7	309	1,225
<b>Profit for the year</b>		<u>731</u>	<u>6,532</u>

#### Other comprehensive income:

##### Items that may be reclassified subsequently to profit or loss:

Foreign currency translation	5,134	(2,422)
Fair value gain on investment securities	26	346

##### Items that will not be reclassified to profit or loss:

Fair value loss on investment securities and investment in Xuzhou entities	(11,246)	(4,413)
Net surplus on revaluation of property, plant and equipment	12,153	94
	<u>6,067</u>	<u>(6,395)</u>

<b>Total comprehensive income for the year</b>	<u>6,798</u>	<u>137</u>
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The accompanying notes form an integral part of the financial statements.

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**APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE  
GROUP FOR FY2024**

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**AF Global Limited and Subsidiary Companies**

**Consolidated statement of comprehensive income  
For the financial year ended 31 December 2024**

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	Note	Group 2024 \$'000	Group 2023 \$'000
<b>(Loss)/profit for the year attributable to:</b>			
Shareholders of the Company		(2,648)	2,644
Non-controlling interests		<u>3,379</u>	<u>3,888</u>
		<u>731</u>	<u>6,532</u>
<b>Total comprehensive income for the year attributable to:</b>			
Shareholders of the Company		(4,092)	(3,002)
Non-controlling interests		<u>10,890</u>	<u>3,139</u>
		<u>6,798</u>	<u>137</u>
<b>(Loss)/earnings per share (cents)</b>			
- Basic	8	(0.25)	0.25
- Diluted	8	<u>(0.25)</u>	<u>0.25</u>

*The accompanying notes form an integral part of the financial statements.*

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Balance sheets As at 31 December 2024

	Note	Group		Company	
		2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
<b>Non-current assets</b>					
Property, plant and equipment	9	145,926	190,842	–	–
Intangible assets		25	28	–	–
Right-of-use asset	24	597	637	–	–
Subsidiary companies	10	–	–	241,887	295,615
Joint venture companies	11	32,278	33,949	–	–
Investment securities	12	1,809	1,809	–	–
Deferred tax assets	13	554	2,079	–	–
Investment in Xuzhou entities	12	38,541	49,710	–	–
		<u>219,730</u>	<u>279,054</u>	<u>241,887</u>	<u>295,615</u>
<b>Current assets</b>					
Investment securities	12	13,916	14,010	–	–
Inventories		198	134	–	–
Trade receivables	14	852	607	–	–
Other receivables	15	392	834	494	368
Prepayments		272	196	3	4
Amount due from a subsidiary company	16	–	–	–	901
Cash and cash equivalents	23	27,303	22,585	320	1,265
		<u>42,933</u>	<u>38,366</u>	<u>817</u>	<u>2,538</u>
<b>Current liabilities</b>					
Trade payables	17	3,229	1,808	–	–
Other payables and accruals	18	6,615	5,737	570	625
Provision for taxation		334	296	133	18
Lease liability	24	45	37	–	–
Amounts due to subsidiary companies	16	–	–	411	–
Loans and borrowings	19	5,385	13,617	2,742	10,419
		<u>15,608</u>	<u>21,495</u>	<u>3,856</u>	<u>11,062</u>
<b>Net current assets/(liabilities)</b>		<b>27,325</b>	<b>16,871</b>	<b>(3,039)</b>	<b>(8,524)</b>
<b>Non-current liabilities</b>					
Amount due to a subsidiary company	16	–	–	33,850	15,465
Lease liability	24	753	773	–	–
Loans and borrowings	19	8,218	9,322	–	392
Deferred tax liabilities	13	25,176	24,361	–	–
		<u>34,147</u>	<u>34,456</u>	<u>33,850</u>	<u>15,857</u>
<b>Net assets</b>		<b>212,908</b>	<b>261,469</b>	<b>204,998</b>	<b>271,234</b>
<b>Equity attributable to shareholders of the Company</b>					
Share capital	20	172,571	209,518	172,571	209,518
Reserves		(20,263)	(644)	32,427	61,716
		<u>152,308</u>	<u>208,874</u>	<u>204,998</u>	<u>271,234</u>
Non-controlling interests	21	60,600	52,595	–	–
<b>Total equity</b>		<b>212,908</b>	<b>261,469</b>	<b>204,998</b>	<b>271,234</b>

The accompanying notes form an integral part of the financial statements.

**APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024**

**AF Global Limited and Subsidiary Companies**

**Statements of changes in equity  
For the financial year ended 31 December 2024**

	Attributable to shareholders of the Company			Non-controlling interests	Total equity
	Share capital \$'000	Capital and other reserves (Note 22) \$'000	Accumulated losses \$'000		
<b>Group</b>					
<b>2024</b>					
<b>As at 1 January 2024</b>	209,518	30,534	(31,178)	(644)	261,469
(Loss)/profit for the year	-	-	(2,648)	(2,648)	731
Other comprehensive income for the year, net of tax	-	(1,444)	-	(1,444)	6,067
Total comprehensive income for the year	-	(1,444)	(2,648)	(4,092)	6,798
<i>Contributions by and distributions to shareholders of the Company</i>					
Dividend paid (Note 29)	-	-	(15,835)	(15,835)	(15,835)
Capital reduction via cash distribution (Note 20)	(36,947)	-	-	-	(36,947)
Total contributions by and distributions to shareholders of the Company	(36,947)	-	(15,835)	(15,835)	(52,782)
<i>Others</i>					
Dividends paid to non-controlling interests	-	-	-	-	(2,753)
Repayment of loans from a non-controlling interest	-	-	-	-	(132)
Transfer from asset revaluation reserve to accumulated losses upon Rawai Disposal (Note 10)	-	(12,268)	12,268	-	-
Transfer from accumulated losses to legal reserve	-	2	(2)	-	-
Share of reserves of a joint venture company	-	(1)	-	(1)	(1)
Increase in net assets of a joint venture company	-	-	309	309	309
Total others	-	(12,267)	12,575	308	(2,577)
<b>As at 31 December 2024</b>	<b>172,571</b>	<b>16,823</b>	<b>(37,086)</b>	<b>(20,263)</b>	<b>212,908</b>

The accompanying notes form an integral part of the financial statements.

**APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024**

**AF Global Limited and Subsidiary Companies**

**Statements of changes in equity  
For the financial year ended 31 December 2024**

Group	Attributable to shareholders of the Company				Non-controlling interests	Total equity
	Share capital \$'000	Capital and other reserves (Note 22) \$'000	Accumulated losses \$'000	Total reserves \$'000		
<b>2023</b>						
<b>As at 1 January 2023</b>	209,518	40,124	(38,099)	2,025	50,805	262,348
Profit for the year	-	-	2,644	2,644	3,888	6,532
Other comprehensive income for the year, net of tax	-	(5,646)	-	(5,646)	(749)	(6,395)
Total comprehensive income for the year	-	(5,646)	2,644	(3,002)	3,139	137
<b>Others</b>						
Dividends paid to non-controlling interests	-	-	-	-	(1,349)	(1,349)
Transfer from asset revaluation reserve and foreign currency translation reserve to accumulated losses	-	(3,998)	3,998	-	-	-
Share of reserves of a joint venture company	-	54	-	54	-	54
Increase in net assets of a joint venture company	-	-	279	279	-	279
Total others	-	(3,944)	4,277	333	(1,349)	(1,016)
<b>As at 31 December 2023</b>	209,518	30,534	(31,178)	(644)	52,595	261,469

The accompanying notes form an integral part of the financial statements.

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**APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE  
GROUP FOR FY2024**

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**AF Global Limited and Subsidiary Companies**

**Statements of changes in equity  
For the financial year ended 31 December 2024**

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Company	Attributable to shareholders of the Company		
	Share capital \$'000	Revenue reserve \$'000	Total equity \$'000
<b>2024</b>			
<b>As at 1 January 2024</b>	209,518	61,716	271,234
Loss for the year, representing total comprehensive income for the year	–	(13,454)	(13,454)
<u>Contributions by and distributions to shareholders of the Company</u>			
Dividend paid (Note 29)	–	(15,835)	(15,835)
Capital reduction via cash distribution (Note 20)	(36,947)	–	(36,947)
Total contributions by and distributions to shareholders of the Company	(36,947)	(15,835)	(52,782)
<b>As at 31 December 2024</b>	172,571	32,427	204,998
<b>2023</b>			
<b>As at 1 January 2023</b>	209,518	59,900	269,418
Profit for the year, representing total comprehensive income for the year	–	1,816	1,816
<b>As at 31 December 2023</b>	209,518	61,716	271,234

*The accompanying notes form an integral part of the financial statements.*

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Consolidated cash flow statement For the financial year ended 31 December 2024

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	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	\$'000	\$'000
<b>Cash flows from operating activities:</b>		
Profit before taxation	422	5,307
Adjustments for:		
Depreciation of property, plant and equipment	2,865	3,426
Depreciation of right-of-use asset	59	59
Gain on sale of property, plant and equipment	(6)	–
Property, plant and equipment written off	18	–
Gain on sale of investment securities	(12)	–
Share of results of joint venture companies	(849)	(1,858)
Amortisation of club memberships	2	3
Interest income	(1,797)	(1,480)
Finance costs	810	1,112
Expected credit losses on trade and other receivables	–	23
Writeback of expected credit losses on trade receivables	(3)	–
Loss on Rawai Disposal (Note 10)	6,616	–
Unrealised foreign exchange differences	(61)	715
	8,064	7,307
<b>Operating profit before reinvestment in working capital</b>		
(Increase)/decrease in inventories	(57)	86
Increase in receivables and prepayments	(419)	(79)
Increase in payables	839	597
	8,427	7,911
<b>Cash flows from operations</b>		
Interest received	1,934	1,554
Interest paid	(784)	(1,061)
Income taxes paid	(777)	(175)
	8,800	8,229
<b>Net cash flows from operating activities</b>		
<b>Cash flows from investing activities:</b>		
Dividend received	2,750	2,475
Proceeds from sale of property, plant and equipment	6	–
Purchase of property, plant and equipment	(1,255)	(548)
Purchase of investment securities	(8,000)	(3,000)
Proceeds from sale of investment securities	8,000	3,000
Net cash inflow from Rawai Disposal (Note 10)	59,427	–
	60,928	1,927
<b>Net cash flows from investing activities</b>		

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**APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE  
GROUP FOR FY2024**

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**AF Global Limited and Subsidiary Companies**

**Consolidated cash flow statement  
For the financial year ended 31 December 2024**

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	<b>2024</b>	<b>Group</b>	<b>2023</b>
	\$'000		\$'000
<b>Cash flows from financing activities:</b>			
Proceeds from bank loans	3,789		5,792
Repayment of bank loans	(13,431)		(6,172)
Repayment of loans from a non-controlling interest	(132)		–
Repayment of lease liability	(105)		(103)
Fixed deposit discharged by a bank	–		54
Dividend paid by the Company	(15,835)		–
Dividends paid to non-controlling interests	(2,753)		(1,349)
Capital reduction via cash distribution	(36,947)		–
<b>Net cash flows used in financing activities</b>	<u>(65,414)</u>		<u>(1,778)</u>
Net increase in cash and cash equivalents	4,314		8,378
Effects of exchange rate changes on cash and cash equivalents	404		(617)
Cash and cash equivalents at beginning of year	<u>22,585</u>		<u>14,824</u>
<b>Cash and cash equivalents at end of year (Note 23)</b>	<u><u>27,303</u></u>		<u><u>22,585</u></u>

*The accompanying notes form an integral part of the financial statements.*

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 1. Corporate information

AF Global Limited (the "Company") is a limited liability company incorporated and domiciled in Singapore and listed on Singapore Exchange Securities Trading Limited ("SGX-ST").

The registered office and the principal place of business of the Company is at Aspial One, 55 Ubi Avenue 3, #04-01, Singapore 408864.

The principal activities of the Company are investment holding and the provision of management services to its subsidiary companies. The subsidiary companies 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.

#### 2. Material accounting policy information

##### 2.1 *Basis of preparation*

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)").

The financial statements have been prepared on the historical cost basis except where disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollars ("SGD" or "\$") and all values are rounded to the nearest thousand (\$'000) unless otherwise stated.

##### 2.2 *Changes in accounting policies*

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted the following SFRS(I) relevant to the Group's operations which are effective for annual periods beginning on 1 January 2024:

- Amendments to SFRS(I) 1-1 *Classification of Liabilities as Current or Non-current*
- Amendments to SFRS(I) 1-1 *Non-current Liabilities with Covenants*

The adoption of the standards above did not result in any significant impact on the financial performance or financial position of the Group and the Company.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 2. Material accounting policy information (cont'd)

##### 2.3 Standards issued but not yet effective

The Group has not adopted the following SFRS(I) applicable to the Group that have been issued but are not yet effective:

<i>Description</i>	<i>Effective for annual periods beginning on or after</i>
Amendments to SFRS(I) 1-21 <i>Lack of Exchangeability</i>	1 January 2025
Amendments to SFRS(I) 9 and SFRS(I) 7 <i>Amendments to the Classification and Measurement of Financial Instruments</i>	1 January 2026
Annual Improvements to SFRS(I)s-Volume 11	1 January 2026
SFRS(I) 18 <i>Presentation and Disclosure in Financial Statements</i>	1 January 2027
SFRS(I) 19 <i>Subsidiaries without Public Accountability: Disclosures</i>	1 January 2027
Amendments to SFRS(I) 10 and SFRS(I) 1-28 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Date to be determined

##### SFRS(I) 18 *Presentation and Disclosure in Financial Statements*

In October 2024, the Accounting Standards Committee issued SFRS(I) 18, which replaces SFRS(I) 1-1 *Presentation of Financial Statements*. SFRS(I) 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes.

In addition, narrow-scope amendments have been made to SFRS(I) 1-7 *Statement of Cash Flows*, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

SFRS(I) 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. SFRS(I) 18 will apply retrospectively.

The Group is currently working to identify the impact such amendments will have on the primary financial statements and notes to the financial statements. Except for the adoption of SFRS(I) 18, the Directors expect that the adoption of these new and amended standards above will have no material impact on the financial statements in the period of initial application.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 2. Material accounting policy information (cont'd)

##### 2.4 Significant accounting estimates and judgments

The preparation of the Company's and the Group's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

##### *Key sources of estimation uncertainty*

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes will deviate from the assumptions when they occur.

##### (a) *Revaluation of property, plant and equipment*

The Group carries its property, plant and equipment at fair value with changes in fair values being recognised in other comprehensive income.

The fair values of property, plant and equipment are determined by independent valuation specialists or Directors using recognised valuation techniques. These techniques comprise the discounted cash flow method and the market comparable approach.

The determination of the fair values of property, plant and equipment requires the use of estimates such as future cash flow from the assets and discount rates applicable to those assets, as well as indicative values of comparable properties. These estimates are based on local market conditions existing at the end of the reporting period.

The carrying amounts, key assumptions used to determine the fair values of the property, plant and equipment and sensitivity analysis are further explained in Note 31(a).

##### (b) *Depreciation of property, plant and equipment*

Property, plant and equipment are depreciated on a straight-line basis over their expected useful lives. Management's estimate of the useful lives of these property, plant and equipment are disclosed in Note 2.10. The carrying amount of the Group's property, plant and equipment at 31 December 2024 was \$145,926,000 (2023: \$190,842,000). Changes in the expected level of usage and technological advancements could impact the economic useful lives of these assets. As a result, future depreciation charges could be revised. A 5% difference in the expected useful lives of these assets from management's estimates would result in a variance in the Group's profit before taxation of approximately 34% (2023: 3%).

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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## 2. Material accounting policy information (cont'd)

### 2.4 Significant accounting estimates and judgments (cont'd)

#### *Key sources of estimation uncertainty (cont'd)*

##### (c) Valuation of investment in XZYJLC

At the end of the reporting period, the investment in XZYJLC is measured at fair value through other comprehensive income in accordance with SFRS(I) 9 *Financial Instruments*. Management has assessed the risk-adjusted present value of the estimated share of liquidation proceeds expected by the Group upon the compulsory liquidation of the investee to be the best reasonable estimate of the fair value of the investment in XZYJLC.

The determination of the risk-adjusted present value of the estimated share of liquidation proceeds requires the use of estimates. This includes the completeness of the assets and liabilities of XZYJLC as at end of the reporting period, the liquidation discount rate applied to the fair value of the real estate assets held by XZYJLC, duration of the liquidation process, anticipated outflows for liabilities and expenditures up to the winding-up date, and discount for the time value of money.

These estimates are based on the best available information provided to the management from the liquidators and local market conditions existing at the end of the reporting period. The fair value measurement is thus categorised as Level 3.

The carrying amount, key assumptions used to determine the fair value of the investment in XZYJLC and sensitivity analysis are further explained in Note 31(a).

#### *Judgments made in applying accounting policies*

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

##### (d) Determination of control over investees

As at 31 December 2024, the Group has a 41% equity interest in HIRP (Thailand) Limited and a 49% equity interest in AF Global (Thailand) Limited. It has been assessed that the Group has management control over the financial and operating policies of these companies due to its majority representation on the board of these companies. Consequently, these companies are consolidated as subsidiary companies of the Group.

As at 31 December 2024, the Group has a 55% equity interest in Xuzhou YinJian LumChang Real Estate Development Co., Ltd ("XZYJLC") and Xuzhou RE Sales Co., Ltd ("XZRES"). For the classification of XZYJLC and XZRES (collectively, the "Xuzhou entities"), please refer to Note 2.4(f).

As at 31 December 2024, the Group owns 55% of equity in Knight Frank Pte Ltd ("KFPL"). KFPL in turn has a 91% (2023: 91%) equity interest in Knight Frank Property & Facilities Management Pte Ltd and 100% equity interest in KF Property Network Pte Ltd (collectively, "KFPL and its subsidiary companies"). It has been assessed that the Group does not have control over KFPL and its subsidiary companies because their operations are jointly controlled by the Group and the joint venture partner in accordance with a shareholders' agreement. Consequently, KFPL and its subsidiary companies are accounted for as joint venture companies of the Group.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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## 2. Material accounting policy information (cont'd)

### 2.4 Significant accounting estimates and judgments (cont'd)

#### *Judgments made in applying accounting policies (cont'd)*

(e) *Impairment of investments in subsidiary companies and joint venture companies*

The Group and the Company assess at the end of each reporting period whether there is any indication that the investments in subsidiary companies and joint venture companies may be impaired. Determining whether there are indicators of impairment require judgments. In making these judgments, the Group and the Company evaluate, among other factors, the performance of the subsidiary companies and joint venture companies.

The carrying amounts of investments in subsidiary companies and joint venture companies at 31 December 2024 of the Group and the Company are disclosed in Notes 10 and 11 respectively.

(f) *Classification of investment in Xuzhou entities*

#### *Investment in XZYJLC*

Pursuant to the Group's application for the compulsory liquidation of XZYJLC, the court on 25 September 2023 had accepted the application and appointed a local legal firm as the liquidator to carry out the compulsory liquidation of XZYJLC.

Since XZYJLC is in compulsory liquidation and the liquidators have assumed the responsibility of XZYJLC and had taken over all its official seals, the Group is not able to substantively exercise its rights to jointly control nor exert significant influence over the relevant activities of XZYJLC.

At 31 December 2024 and 31 December 2023, the Group classified its investment in XZYJLC as a non-current asset in view of the compulsory liquidation process and uncertainty over the completion of the liquidation, and hence realisation of liquidation proceeds, within the next financial year.

#### *Investment in XZRES*

Management has assessed that the Group is not able to substantively exercise its rights to jointly control nor exert significant influence over the relevant activities of XZRES. Consequently, XZRES is accounted for as a non-current asset of the Group at 31 December 2024 and 31 December 2023.

The carrying amount of these assets are disclosed in Note 12.

(g) *Income taxes*

The Group has exposure to income taxes in numerous jurisdictions. Significant judgment is involved in determining the group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amounts of the Group's tax payable, deferred tax assets and liabilities at 31 December 2024 were \$334,000 (2023: \$296,000), \$554,000 (2023: \$2,079,000) and \$25,176,000 (2023: \$24,361,000) respectively.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 2. Material accounting policy information (cont'd)

#### 2.4 Significant accounting estimates and judgments (cont'd)

##### *Judgments made in applying accounting policies (cont'd)*

- (h) *Assessment of tax impact arising from the remittance of XZYJLC's liquidation proceeds*

In determining the tax impact from the remittance of liquidation proceeds from XZYJLC, judgment is required to determine the expected mode of remittance of the proceeds. While management will assess the situation till completion of the compulsory liquidation process, management has determined that the most likely mode of remittance would be to receive the liquidation proceeds on its investment in XZYJLC in China instead of repatriation to Singapore. Hence, there is no tax impact arising from the remittance of the liquidation proceeds to the Group.

#### 2.5 Foreign currency

The Group's consolidated financial statements are presented in Singapore Dollars, which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

- (a) *Transactions and balances*

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiary companies, and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign subsidiary companies which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss on disposal of the foreign operation.

- (b) *Consolidated financial statements*

For consolidation purpose, the assets and liabilities of foreign operations are translated into SGD at the rates of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the dates of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

In the case of a partial disposal without loss of control of a subsidiary company that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences re-attributed to non-controlling interest is not recognised in profit or loss. For a partial disposal of a jointly controlled entity that is a foreign operation, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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## 2. Material accounting policy information (cont'd)

### 2.6 *Basis of consolidation and business combinations*

#### (a) *Basis of consolidation*

The consolidated financial statements comprise the financial statements of the Company and its subsidiary companies as at the end of the reporting period. The financial statements of the subsidiary companies used in the preparation of the consolidated financial statements are prepared for the same reporting period as the Company. Consistent accounting policies are applied for like transactions and events in similar circumstances.

All intra-group balances, transactions, income and expenses, dividends and unrealised gains and losses resulting from intra-group transactions are eliminated in full.

Subsidiary companies are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary company are attributed to the non-controlling interest even if that results in a deficit balance.

#### (b) *Business combinations*

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and services are rendered.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in profit or loss.

In a business combination achieved in stages, previously held equity interests in the acquiree are remeasured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

The Group elects for each individual business combination, whether non-controlling interest in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation, is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Other components of non-controlling interests are measured on the acquisition date at their fair value, unless another measurement basis is required by another SFRS(I).

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree, and the fair value of the Group's previously held equity interest in the acquiree, over the net fair values of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 2. Material accounting policy information (cont'd)

##### 2.7 *Transactions with non-controlling interests*

Non-controlling interest represents the equity in subsidiary companies not attributable, directly or indirectly, to owners of the Company, and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated balance sheet, separately from equity attributable to owners of the Company.

Changes in the Company's ownership interest in a subsidiary company that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary company. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

##### 2.8 *Subsidiary companies*

A subsidiary company is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's balance sheet, investments in subsidiary companies are accounted for at cost less any impairment losses.

##### 2.9 *Joint venture companies*

A joint arrangement is a contractual arrangement whereby two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

A joint arrangement is classified either as joint operation or joint venture, based on the rights and obligations of the parties to the arrangement. To the extent the joint arrangement provides the Group with rights to the net assets of the arrangement, the arrangement is a joint venture.

The Group accounts for its investment in a joint venture company using the equity method from the date on which it becomes a joint venture company.

On acquisition of the investment, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities is accounted as goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the Group's share of results of the joint venture company in the period in which the investment is acquired.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 2. Material accounting policy information (cont'd)

##### 2.9 Joint venture companies (cont'd)

Under the equity method, the investment in a joint venture company is carried in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the joint venture company. The profit or loss reflects the share of results of the operations of the joint venture company. Distributions received from joint venture company reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the joint venture company, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and a joint venture company are eliminated to the extent of the interest in the joint venture company.

When the Group's share of losses in a joint venture company equals or exceeds its interest in the joint venture company, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture company.

After application of the equity method, the Group determines whether it is necessary to recognise any impairment loss on the Group's investment in joint venture company. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the joint venture company is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture company and its carrying value and recognises the amount in profit or loss.

The financial statements of the joint venture company are prepared as the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

##### 2.10 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The accounting policy for borrowing costs is set out in Note 2.16. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Subsequent to initial recognition, property, plant and equipment other than land and buildings are measured at cost less accumulated depreciation and any accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. When a major inspection is performed, its cost is recognised in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Land and buildings are measured at fair value less accumulated depreciation and impairment losses recognised after the date of the revaluation. Fair value is determined from market-based evidence by Directors and supported by appraisals undertaken by independent valuation specialists where necessary. Valuations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from the fair value of the land and buildings at the end of the reporting period.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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## 2. Material accounting policy information (cont'd)

### 2.10 *Property, plant and equipment (cont'd)*

When an asset is revalued, any increase in the carrying amount is recognised in other comprehensive income and accumulated in the asset revaluation reserve. However, the increase is recognised in profit or loss to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss. When an asset's carrying amount is decreased as a result of a revaluation, the decrease is recognised in profit or loss. However, the decrease is recognised in other comprehensive income and reversed from the asset revaluation reserve to the extent of any credit balance existing in the reserve in respect of that asset.

Any accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. The depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. The whole of the revaluation surplus included in the asset revaluation reserve in respect of an asset is transferred directly to revenue reserve on retirement or disposal of the asset.

Freehold land has an unlimited useful life and therefore is not depreciated. Depreciation of an asset begins when it is available for use and is computed on a straight-line basis over the estimated useful life of the asset as follows:

	<u>Useful lives</u>
Buildings on freehold land	20 to 50 years
Building improvements	10 years
Leasehold land and buildings	32 to 40 years
Plant and machinery	5 to 10 years
Furniture, fittings and equipment	4 to 10 years
Motor vehicles	5 to 10 years

Capital work-in-progress included in property, plant and equipment are not depreciated as these assets are not yet available for use.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying values may not be recoverable.

The residual value, useful life and depreciation method are reviewed on an annual basis and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on such derecognition is included in profit or loss in the year the item of property, plant and equipment is derecognised.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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## 2. Material accounting policy information (cont'd)

### 2.11 *Impairment of non-financial assets*

The Group assesses at the end of each reporting period whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognised in profit or loss except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase.

### 2.12 *Financial instruments*

#### (a) *Financial assets*

##### *Initial recognition and measurement*

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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AF Global Limited and Subsidiary Companies

Notes to the financial statements  
For the financial year ended 31 December 2024

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### 2. Material accounting policy information (cont'd)

#### 2.12 Financial instruments (cont'd)

##### (a) Financial assets (cont'd)

###### *Subsequent measurement*

###### Investments in debt instruments

Debt instruments comprise cash and cash equivalents, trade and other receivables, amount due from a subsidiary company and quoted debt securities.

Depending on the Group's business model for managing the asset and the cash flow characteristics of the asset, subsequent measurement of debt instruments are as follows:

##### (i) *Amortised cost*

Cash and cash equivalents, trade and other receivables and amount due from a subsidiary company that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Such assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, as well as through the amortisation process.

##### (ii) *Fair value through other comprehensive income*

Quoted debt securities that are held for collection of contractual cash flows and for sale, and where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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## 2. Material accounting policy information (cont'd)

### 2.12 Financial instruments (cont'd)

#### (a) Financial assets (cont'd)

##### *Subsequent measurement (cont'd)*

##### Investments in equity securities

The Group had elected to recognise subsequent changes in fair value of investment in Xuzhou entities and unquoted equity securities not held for trading in other comprehensive income. Dividends from such investments are recognised in profit or loss when the Group's right to receive payments is established.

##### *Derecognition*

A financial asset is derecognised when the contractual rights to receive cash flows from the asset have expired. On derecognition of a debt instrument in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss. On derecognition of an investment in equity instrument, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income will not be recycled to profit or loss.

#### (b) Financial liabilities

##### *Initial recognition and measurement*

Financial liabilities include trade and other payables, amounts due to subsidiary companies, lease liability and interest-bearing loans and borrowings. Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

Financial liabilities at amortised cost are initially recognised at fair value plus directly attributable transaction costs.

##### *Subsequent measurement*

After initial recognition, financial liabilities are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

##### *Derecognition*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or has expired. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

#### (c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheets if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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## 2. Material accounting policy information (cont'd)

### 2.13 *Cash and cash equivalents*

Cash and cash equivalents comprise cash at bank and on hand, demand deposits, and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. These also include bank overdrafts which form an integral part of the Group's cash management.

### 2.14 *Impairment of financial assets*

For trade and other receivables, the Group applies a simplified approach in calculating expected credit losses. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime expected credit losses at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

### 2.15 *Inventories*

Inventories are stated at the lower of cost and net realisable value.

Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- Food and beverage and general supplies – cost is determined on a weighted average or first-in first-out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Where necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of inventories to the lower of cost and estimated net realisable value.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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## 2. Material accounting policy information (cont'd)

### 2.16 *Borrowing costs*

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale. All other borrowing costs are expensed as incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### 2.17 *Transfers between levels of the fair value hierarchy*

Transfers between levels of the fair value hierarchy are deemed to have occurred on the date of the event or change in circumstances that caused the transfers.

### 2.18 *Provisions*

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### 2.19 *Employee benefits*

#### (a) *Defined contribution plans*

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund, a defined contribution pension scheme in Singapore. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

#### (b) *Employee leave entitlement*

Employee entitlements to annual leave are recognised as a liability when they accrue to employees. The estimated liability for leave is recognised for services rendered by employees up to the end of the reporting period.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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## 2. Material accounting policy information (cont'd)

### 2.20 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(a) *As lessee*

The Group recognises right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets are recognised based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised. For new leases, the Group recognises right-of-use assets at the commencement date of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of the lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets as follows:

	<u>Useful lives</u>
Leasehold land	16 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. The accounting policy for impairment of non-financial assets is set out in Note 2.11.

Lease liabilities are measured at the present value of the lease payments that are not paid at the date of initial application or commencement, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. The Group determines its incremental borrowing rate by obtaining interest rates from various external sources and makes certain adjustments to reflect the terms of the lease and the type of the asset leased.

The amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. The carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term or a change in the lease payments.

For short-term leases and leases of low-value assets, the Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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## 2. Material accounting policy information (cont'd)

### 2.20 Leases (cont'd)

#### (b) *As lessor*

Leases where the Group retains substantially all the risks and rewards of ownership of the asset are classified as operating leases. Operating lease receipts are recognised as an income in profit or loss on a straight-line basis over the lease term. The accounting policy for rental income is set out in Note 2.24(d). Contingent rents are recognised as revenue in the periods in which they are earned.

### 2.21 Taxes

#### (a) *Current income tax*

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of each reporting period in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### (b) *Deferred tax*

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiary companies and interests in joint venture companies, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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## 2. Material accounting policy information (cont'd)

### 2.21 Taxes (cont'd)

#### (b) *Deferred tax (cont'd)*

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiary companies and interests in joint venture companies, where deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax items recognised outside profit or loss are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity, and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

#### (c) *Sales tax*

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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## 2. Material accounting policy information (cont'd)

### 2.22 Segment reporting

For management reporting purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly reviews the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 28, including the factors used to identify the reportable segments and the basis of evaluating the segment performance.

### 2.23 Contingencies

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but where the liability is not recognised because:
  - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
  - (ii) the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised in the balance sheet of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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## 2. Material accounting policy information (cont'd)

### 2.24 Revenue

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

#### (a) Revenue from hotel and serviced residence operations

Room revenue from the rental of serviced residences, hotel rooms and other facilities is recognised when the service is rendered.

Food and beverage income is recognised upon sale.

Revenue from the rendering of services is recognised when the service is rendered.

#### (b) Interest income

Interest income is recognised using the effective interest method.

#### (c) Dividend income

Dividend income is recognised when the Group's right to receive payment is established.

#### (d) Rental income

Rental income is recognised on a straight-line basis over the lease terms of ongoing leases.

### 2.25 (Loss)/earnings per share

Basic (loss)/earnings per share is calculated by dividing (loss)/profit, net of tax, attributable to shareholders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted (loss)/earnings per share is calculated by dividing (loss)/profit, net of tax, attributable to shareholders of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the potential conversion of all the dilutive ordinary shares into ordinary shares.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

### 3. Revenue

Segments	Group					
	Hotel and serviced residence		Others		Total	
	2024	2023	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Primary geographical markets</b>						
Singapore	–	–	878	872	878	872
Thailand	26,215	23,632	–	–	26,215	23,632
Vietnam	1,532	1,576	–	–	1,532	1,576
Lao People's Democratic Republic	2,797	2,296	–	–	2,797	2,296
	<u>30,544</u>	<u>27,504</u>	<u>878</u>	<u>872</u>	<u>31,422</u>	<u>28,376</u>
<b>Major product or service lines</b>						
Revenue from room, food and beverage and services rendered	29,704	26,659	–	–	29,704	26,659
Rental income	840	845	–	–	840	845
Interest income	–	–	878	872	878	872
	<u>30,544</u>	<u>27,504</u>	<u>878</u>	<u>872</u>	<u>31,422</u>	<u>28,376</u>
<b>Timing of transfer of goods or services</b>						
At a point in time	29,704	26,659	878	872	30,582	27,531
Over time	840	845	–	–	840	845
	<u>30,544</u>	<u>27,504</u>	<u>878</u>	<u>872</u>	<u>31,422</u>	<u>28,376</u>

No revenue was derived from the property segment for the financial years ended 31 December 2024 and 31 December 2023.

### 4. Other operating income

	Group	
	2024	2023
	\$'000	\$'000
Interest income from fixed deposits	919	608
Gain on sale of investment securities	12	–
Gain on sale of property, plant and equipment	6	–
Others	10	130
	<u>947</u>	<u>738</u>

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 5. Finance costs

	Group	
	2024	2023
	\$'000	\$'000
Interest on bank loans	742	1,041
Interest on lease liability	68	71
	810	1,112

#### 6. Profit before taxation

The following items have been included in arriving at profit before taxation:

Audit fees		
- Auditor of the Company	243	207
- Other auditors	71	80
Non-audit fees		
- Auditor of the Company	18	19
Total audit and non-audit fees	332	306
Legal and professional fees	234	555
Expected credit losses on trade and other receivables	–	23
Writeback of expected credit losses on trade receivables	(3)	–
Utilities	1,539	1,592
Repairs and maintenance	846	828
Property, plant and equipment written off	18	–
Amortisation of club memberships	2	3
Depreciation of property, plant and equipment	2,865	3,426
Depreciation of right-of-use asset	59	59
Salaries and other short-term employee benefits (including executive director)	7,565	6,792
Central Provident Fund and other defined contributions (including executive director)	369	325
Inventories recognised as an expense in cost of sales	1,798	1,893
Directors' fees	224	221
Rental expenses	200	177
Property tax	192	200
Foreign currency losses	868	915
Loss on Rawai Disposal (Note 10)	6,616	–

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 7. Taxation

The major components of income tax (credit)/expense for the years ended 31 December were:

	<b>2024</b>	<b>Group</b>	<b>2023</b>
	\$'000		\$'000
Current tax			
- Current year	2,437		1,689
- Benefits from previously unrecognised tax losses	(57)		(1,273)
- Over provision in respect of prior year	(33)		(1)
	2,347		415
Deferred tax			
- Origination and reversal of temporary differences	(2,658)		202
- Benefits from previously unrecognised tax losses	–		(1,842)
- Under provision in respect of prior year	2		–
	(2,656)		(1,640)
Income tax credit recognised in profit or loss	(309)		(1,225)

As at 31 December 2024, certain subsidiary companies in the Group had unutilised tax losses of approximately \$114,752,000 (2023: \$123,141,000) which may be available for set off against future taxable profits of the respective companies in which the tax losses arose. The availability and utilisation of these tax losses are subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislations of the respective countries in which the companies operate. Tax losses amounting to \$1,492,000 (2023: \$9,901,000) will expire within the next 5 years. Except as disclosed in Note 13, no deferred tax asset was recognised due to uncertainty of its recoverability.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 7. Taxation (cont'd)

A reconciliation between the tax (credit)/expense and the product of accounting profit multiplied by the applicable tax rate for the years ended 31 December were as follows:

	Group	
	2024	2023
	\$'000	\$'000
Profit before taxation	422	5,307
Adjustment for:		
Share of results of joint venture companies	(849)	(1,858)
	<u>(427)</u>	<u>3,449</u>
Tax at statutory rate of 17% (2023: 17%)	(73)	586
Tax effect of expenses not deductible in determining taxable profit	2,008	935
Tax effect of income not taxable in determining taxable profit	(3,081)	–
Tax effect of tax incentives	(46)	(43)
Over provision in respect of prior year	(31)	(1)
Tax effect of different statutory tax rates of other countries	273	159
Tax effect of unutilised tax losses and temporary differences	429	(1,624)
Tax effect of utilisation of previously unrecognised tax losses	(57)	(1,273)
Tax effect of net deferred tax assets not recognised	8	22
Withholding tax	270	6
Others, net	(9)	8
	<u>(309)</u>	<u>(1,225)</u>

The expenses not deductible in determining taxable profit comprised mainly expenses disallowed for investment holding companies, as well as foreign currency and other losses of a capital nature. The income not taxable in determining taxable profit relates to the reversal of intercompany impairment loss.

#### 8. (Loss)/earnings per share

	Group	
	2024	2023
	\$'000	\$'000
(Loss)/profit attributable to shareholders of the Company	<u>(2,648)</u>	<u>2,644</u>
<b>Number of shares ('000)</b>		
Weighted average number of ordinary shares in issue for basic and diluted earnings per share	<u>1,055,639</u>	<u>1,055,639</u>
<b>(Loss)/earnings per share (cents)</b>		
Basic	(0.25)	0.25
Diluted	<u>(0.25)</u>	<u>0.25</u>

**APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024**

**AF Global Limited and Subsidiary Companies**

**Notes to the financial statements  
For the financial year ended 31 December 2024**

**9. Property, plant and equipment**

Group	Freehold land and buildings \$'000	Leasehold land and buildings \$'000	Capital work-in- progress \$'000	Plant and machinery \$'000	Furniture, fittings and equipment \$'000	Motor vehicles \$'000	Total \$'000
Cost and valuation							
At 1 January 2024	204,492	12,305	3,959	11,872	16,831	163	32,825
Cost			—	—	—	—	216,797
Valuation							
Additions	204,492	12,305	3,959	11,872	16,831	163	249,622
Net surplus on revaluation	23	—	352	272	608	—	1,255
Reversals	15,144	—	—	—	—	—	15,144
Disposals	—	—	—	49	—	—	49
Write off	(1)	—	—	(7)	(177)	—	(185)
Attributable to the Rawai Disposal (Note 10)	—	—	—	(207)	(630)	—	(837)
Attributable to the Rawai Disposal (Note 10)	(55,503)	—	(4,088)	—	(18)	—	(59,609)
Currency realignment	2,148	(282)	(171)	176	350	—	2,221
At 31 December 2024	166,303	12,023	52	12,155	16,964	163	207,660
Representing -							
Cost	166,303	12,023	52	12,155	16,964	163	29,334
Valuation							178,326
Accumulated depreciation							
At 1 January 2024	29,652	2,649	—	11,308	15,008	163	58,780
Charge for the year	554	851	—	365	1,095	—	2,865
Reversals	—	—	—	49	—	—	49
Disposals	(1)	—	—	(7)	(177)	—	(185)
Write off	—	—	—	(207)	(612)	—	(819)
Attributable to the Rawai Disposal (Note 10)	(300)	—	—	—	(18)	—	(318)
Currency realignment	925	(58)	—	167	328	—	1,362
At 31 December 2024	30,830	3,442	—	11,675	15,624	163	61,734
Net carrying amount							
At 31 December 2024	135,473	8,581	52	480	1,340	—	145,926

**APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024**

**AF Global Limited and Subsidiary Companies**

**Notes to the financial statements  
For the financial year ended 31 December 2024**

**9. Property, plant and equipment (cont'd)**

Group	Freehold land and buildings \$'000	Leasehold land and buildings \$'000	Capital work-in- progress \$'000	Plant and machinery \$'000	Furniture, fittings and equipment \$'000	Motor vehicles \$'000	Total \$'000
Cost and valuation							
At 1 January 2023	206,560	13,536	4,003	12,429	17,281	171	33,884
Cost	206,560	13,536	4,003	12,429	17,281	171	220,096
Valuation	110	-	-	108	330	-	548
Additions	(54)	-	-	(319)	(306)	-	(679)
Write off	-	-	(2)	-	2	-	-
Reclassification	(2,124)	(1,231)	(42)	(346)	(476)	(8)	(4,227)
Currency realignment							
At 31 December 2023	204,492	12,305	3,959	11,872	16,831	163	249,622
Representing -							
Cost	204,492	12,305	3,959	11,872	16,831	163	32,825
Valuation	-	-	-	-	-	-	216,797
Accumulated depreciation							
At 1 January 2023	29,100	1,957	-	11,532	14,596	169	57,354
Charge for the year	907	925	-	429	1,163	2	3,426
Write off	(54)	-	-	(319)	(306)	-	(679)
Currency realignment	(301)	(233)	-	(334)	(445)	(8)	(1,321)
At 31 December 2023	29,652	2,649	-	11,308	15,008	163	58,780
Net carrying amount							
At 31 December 2023	174,840	9,656	3,959	564	1,823	-	190,842

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 9. Property, plant and equipment (cont'd)

The Group's cash outflow on acquisition of property, plant and equipment amounted to \$1,255,000 (2023: \$548,000).

The Group's freehold and leasehold land and buildings consist of the following:

	Location	Description	Site area	Gross floor area	Tenure of land
(i)	Holiday Inn Resort Phuket 52 Thaweewong Road Tambol Patong Amphoe Kathu Phuket Thailand	398-room hotel	30,670 sq.m.	36,860 sq.m.	Freehold
(ii)	Somerset Vientiane Souphanouvong Avenue Sikottabong District Vientiane Lao People's Democratic Republic	116-unit serviced residence	11,946 sq.m.	13,619 sq.m.	40 years lease from 7 November 1994
(iii)	Cityview Apartments and Commercial Centre 12 Mac Dinh Chi Street Da Kao Ward District 1 Ho Chi Minh City Vietnam	66-unit serviced residence and office space	2,690 sq.m.	12,856 sq.m.	40 years lease from 1 March 1995

The carrying value of the Group's freehold land and buildings included in property, plant and equipment that have been mortgaged to secure various loan facilities, as detailed in Note 19, amounted to \$135,473,000 (2023: \$117,013,000).

The fair values of the above land and buildings were determined by independent valuation specialists or Directors in December 2024 and December 2023 using valuation techniques and inputs as disclosed in Note 31(a).

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 9. Property, plant and equipment (cont'd)

If the land and buildings were measured on a historical cost basis, the carrying amounts would be:

	Group	
	2024	2023
	\$'000	\$'000
Freehold land	33,106	77,937
Buildings on freehold land	8,950	9,248
Leasehold land	604	677
Buildings on leasehold land	3,796	4,326
	46,456	92,188

#### 10. Subsidiary companies

	Company	
	2024	2023
	\$'000	\$'000
Unquoted shares, at cost	207,778	207,778
Advances to subsidiary companies	193,016	229,494
Less: Allowance for impairment loss	(158,907)	(141,657)
	241,887	295,615
Movement in allowance for impairment loss:		
Balance at beginning	141,657	141,657
Charge to profit or loss	17,250	–
Balance at end	158,907	141,657

The advances to subsidiary companies are non-trade in nature, unsecured and interest-free, except for an amount of \$11,460,000 (2023: \$11,630,000) which is interest bearing at 5.23% to 6.22% (2023: 6.05% to 6.56%) per annum during the year. The Company does not expect to recover the advances to its subsidiary companies within the next 12 months and has classified the amounts as non-current as it is in substance a net interest in the subsidiary companies.

The Company has undertaken not to recall the advances to subsidiary companies until the cash flows of the subsidiary companies permit and where necessary, to continue to provide financial support to enable the subsidiary companies to meet their liabilities as and when they fall due, for at least 12 months from the issuance date of the financial statements for the year ended 31 December 2024.

Impairment loss amounting to \$17,250,000 (2023: Nil) was recognised to write down the investments in subsidiary companies to their recoverable amounts. The recoverable amounts were lower mainly due to the decrease in fair value of the investment in XZYJLC as well as the loss on Rawai Disposal.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 10. Subsidiary companies (cont'd)

##### *Rawai Disposal*

On 10 January 2024, the Group had entered into a shares sale and purchase agreement to sell its entire equity stake in a wholly-owned subsidiary company that owns freehold land in Phuket, Thailand. Concurrently, the Group had also entered into an asset sale and purchase agreement to sell its properties, held by another subsidiary company, that are adjacent to the aforementioned freehold land in Phuket, Thailand. The shares sale, together with the asset sale (herein referred to as "Rawai Disposal") is recognised by the Group as a disposal group. The sale was completed on 10 July 2024 and the effects of disposal were as follows:

	<b>Group 2024</b>
	\$'000
Property, plant and equipment	59,291
Other receivables	349
Prepayments	30
Cash and cash equivalents	129
	59,799
Other payables and accruals	(3)
<b>Net assets derecognised</b>	<b>59,796</b>
Consideration received	59,556
Less: Cash and cash equivalents disposed of	(129)
<b>Net cash inflow from investing activities</b>	<b>59,427</b>
Consideration received	59,556
Less: Net assets derecognised	(59,796)
Less: Transaction costs and taxes incurred	(2,619)
Less: Realisation of foreign currency translation reserve	(3,757)
<b>Loss on Rawai Disposal</b>	<b>(6,616)</b>

In addition, asset revaluation reserve relating to the disposal group amounting to \$12,268,000 was transferred to accumulated losses upon the disposal.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 10. Subsidiary companies (cont'd)

Name of company	Country of incorporation and place of business	Principal activities	At cost		Percentage of equity held by the Group	
			2024 \$'000	2023 \$'000	2024 %	2023 %
<b>Held by the Company</b>						
Draycott Garden Pte Ltd	Singapore	Investment holding	1,000	1,000	100	100
Hillgate Investment Pte Ltd	Singapore	Investment holding	1,200	1,200	100	100
L.C. Hotels Pte Ltd	Singapore	Investment holding and provision of management services	162,651	162,651	100	100
LCD Property Pte Ltd	Singapore	Investment holding	1,000	1,000	100	100
LCD (Indochina) Pte Ltd	Singapore	Investment holding	100	100	100	100
LCD (Vietnam) Pte Ltd	Singapore	Investment holding	800	800	80	80
Cheong Hock Chye & Co. (Pte) Ltd	Singapore	Investment holding	38,724	38,724	100	100
Bon 88 Investment Pte Ltd	Singapore	Investment holding	100	100	100	100
Bon (38) Investment Pte Ltd	Singapore	Investment holding	100	100	100	100
Rawai 88 Investment Pte Ltd	Singapore	Investment holding	100	100	100	100
Rawai (38) Investment Pte Ltd	Singapore	Investment holding	100	100	100	100
AF Global Investment Holding Pte Ltd	Singapore	Investment holding	@	@	100	100
③ LCD Property Management Pte Ltd	Singapore	Dormant	1,903	1,903	100	100

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 10. Subsidiary companies (cont'd)

Name of company	Country of incorporation and place of business	Principal activities	At cost		Percentage of equity held by the Group		
			2024 \$'000	2023 \$'000	2024 %	2023 %	
<b>Held through subsidiary companies</b>							
L.C. Logistics Pte Ltd	Singapore	Investment holding	**	**	100	100	
AF Phuket Hotels Pte Ltd	Singapore	Investment holding	**	**	100	100	
AF Rawai Hotels Pte Ltd	Singapore	Investment holding	**	**	100	100	
② AF Global (Phuket) Limited* <sup>^</sup>	Thailand	Investment holding	**	**	49	49	
② HIRP (Thailand) Limited* <sup>^</sup>	Thailand	Hotel investment	**	**	12.6	12.6	
② RP (Thailand) Limited* <sup>^</sup>	Thailand	Property investment	**	**	49	49	
② AF Global (Thailand) Limited*	Thailand	Investment holding	**	**	49	49	
④ RP Hotels (Thailand) Limited	Thailand	Hotel investment	–	**	–	100	
① Gateway Enterprise Company Limited	Lao People's Democratic Republic	Serviced residence investment	**	**	100	100	
① Cityview Property Investment & Trading Limited	Vietnam	Serviced residence investment	**	**	54.8	54.8	
③ AF (Shanghai) Real Estate Co., Ltd ( <i>formerly known as AF (Shanghai) Business Consulting Co., Ltd</i> )	People's Republic of China	Real estate development and management ( <i>previously Business consulting</i> )	**	**	100	100	
③ AF (Xuzhou) Real Estate Co., Ltd	People's Republic of China	Real estate development and operation	**	–	100	–	

@ The shareholding in this company is less than \$1,000.

\* Accounted for as a subsidiary company of the Group by virtue of management control over financial and operating policies of the company.

\*\* The shareholdings in these companies are held indirectly through subsidiary companies of the Company.

<sup>^</sup> The Group holds a total equity interest of 74%, 41% and 87% (2023: 74%, 41% and 87%) in AF Global (Phuket) Limited, HIRP (Thailand) Limited and RP (Thailand) Limited respectively, including those held through indirect interest.

All the companies are audited by Ernst & Young LLP, Singapore except for the following:

- ① Audited by member firms of Ernst & Young Global in the respective countries.
- ② Audited by PricewaterhouseCoopers ABAS Ltd, Bangkok, Thailand.
- ③ This company is not required to be audited by law in its country of incorporation.
- ④ This company was sold on 10 July 2024.

In the engagement of auditing firms for the Company, its subsidiary companies and significant joint venture companies, the Company has complied with Rules 712 and 715 of the Listing Manual of SGX-ST.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 10. Subsidiary companies (cont'd)

##### *Interest in a subsidiary company with material non-controlling interest*

The Group has the following subsidiary company with material non-controlling interest.

Name of company	Principal place of business	Proportion of accounting interest held by non-controlling interest %	Profit after tax allocated to non-controlling interest during the reporting period \$'000	Accumulated non-controlling interest at the end of reporting period \$'000	Dividends paid to non-controlling interest \$'000
<b>2024</b>					
HIRP (Thailand) Limited	Thailand	49	3,293	55,906	2,562
<b>2023</b>					
HIRP (Thailand) Limited	Thailand	49	3,712	47,573	1,180

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 10. Subsidiary companies (cont'd)

##### *Summarised financial information of a subsidiary company with material non-controlling interest*

Summarised financial information and consolidation adjustments but before intercompany eliminations of the subsidiary company with material non-controlling interest was as follows:

	<b>HIRP (Thailand) Limited</b>	
	<b>2024</b>	<b>2023</b>
	\$'000	\$'000
<b>Summarised balance sheet</b>		
Current assets	16,191	11,043
Current liabilities	<u>(9,519)</u>	<u>(8,083)</u>
Net current assets	<u>6,672</u>	<u>2,960</u>
Non-current assets	137,538	121,386
Non-current liabilities	<u>(31,802)</u>	<u>(28,705)</u>
Net non-current assets	<u>105,736</u>	<u>92,681</u>
Net assets	<u><u>112,408</u></u>	<u><u>95,641</u></u>
<b>Summarised statement of comprehensive income</b>		
Revenue	<u>26,215</u>	<u>23,632</u>
Profit before tax	7,425	4,977
Income tax (expense)/credit	<u>(1,527)</u>	<u>1,858</u>
Profit after tax, representing total comprehensive income for the year	<u><u>5,898</u></u>	<u><u>6,835</u></u>
<b>Other summarised information</b>		
Net cash flows from operating activities	10,611	7,014
Net cash flows used in investing activities	(659)	(566)
Net cash flows used in financing activities	<u>(5,561)</u>	<u>(1,310)</u>
Net increase in cash and cash equivalents	<u><u>4,391</u></u>	<u><u>5,138</u></u>

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 11. Joint venture companies

The Group's material investments in joint venture companies are summarised below:

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	\$'000	\$'000
Knight Frank Pte Ltd, Knight Frank Property & Facilities Management Pte Ltd and KF Property Network Pte Ltd (collectively, "KF group")	32,278	33,949

Name of company	Country of incorporation and place of business	Principal activities	<b>Percentage of equity held by the Group</b>	
			2024	2023
			%	%
<b>Held through a subsidiary company</b>				
Knight Frank Pte Ltd	Singapore	Valuers, auctioneers, estate agents and property consultants	55	55
<b>Held through a joint venture company</b>				
Knight Frank Property & Facilities Management Pte Ltd ( <i>formerly known as Knight Frank Property Asset Management Pte Ltd</i> )	Singapore	Real estate activities, business management, consultancy services and provision of mall and car park management services	50	50
KF Property Network Pte Ltd	Singapore	Real estate agency	55	55

All the companies are audited by Ernst & Young LLP, Singapore.

The Group jointly controls the ventures with its partners under contractual agreements which require unanimous consent for all major decisions over the relevant activities.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 11. Joint venture companies (cont'd)

The summarised financial information in respect of KF group, based on its financial statements prepared in accordance with SFRS(I), and reconciliation with the carrying amount of the investment in the consolidated financial statements were as follows:

	<b>2024</b>	<b>2023</b>
	\$'000	\$'000
<b>Summarised balance sheet</b>		
Current assets *	46,359	47,625
Non-current assets	16,512	19,562
Current liabilities **	(27,468)	(27,097)
Non-current liabilities	(2,112)	(3,762)
Equity	33,291	36,328
Non-controlling interests	(1,253)	(1,283)
Net assets attributable to shareholders	<u>32,038</u>	<u>35,045</u>
Proportion of the Group's ownership	<u>55%</u>	<u>55%</u>
Group's share of net assets	17,621	19,274
Goodwill on acquisition	9,810	9,810
Other adjustments	4,847	4,865
Carrying amount of the investment	<u>32,278</u>	<u>33,949</u>

\* Current assets include cash and cash equivalents and trade receivables amounting to \$18,838,000 and \$22,994,000 (2023: \$22,312,000 and \$21,482,000) respectively.

\*\* Current liabilities include trade payables and other payables amounting to \$5,031,000 and \$19,188,000 (2023: \$3,309,000 and \$19,911,000) respectively.

#### Summarised statement of comprehensive income

Revenue	85,614	81,610
Interest income	373	585
Operating expenses	(81,560)	(75,759)
Depreciation and amortisation	(1,740)	(1,740)
Interest expense	(232)	(298)
Profit before tax	2,455	4,398
Income tax expense	(877)	(986)
Profit after tax, representing total comprehensive income for the year	<u>1,578</u>	<u>3,412</u>

During the year, the Group received dividend amounting to \$2,750,000 (2023: \$2,475,000) from KF group. There are no significant restrictions on the ability of KF group to transfer funds to the Group in the form of cash dividends, or to repay loans or advances made by the Group.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 12. Investment securities / Investment in Xuzhou entities

At fair value through other comprehensive income (“FVOCI”):

	Group	
	2024	2023
	\$'000	\$'000
<b>Non-current</b>		
Unquoted equity securities	1,809	1,809
Investment in XZYJLC	37,569	48,688
Investment in XZRES	972	1,022
	<u>          </u>	<u>          </u>
<b>Current</b>		
Quoted debt securities	13,916	14,010
	<u>          </u>	<u>          </u>

At the end of the financial year, the fair value of the investment in XZYJLC decreased by \$11,119,000 and the fair value of the investment in XZRES decreased by \$50,000 with the corresponding adjustments to fair value adjustment reserve.

As detailed in Notes 2.4(c) and 2.4(f), the Group classified its investment in XZYJLC as a non-current asset in view of the compulsory liquidation process and uncertainty over its realisation within the next financial year. The fair value of the investment is determined by management’s assessment of the risk-adjusted present value of the estimated share of liquidation proceeds expected by the Group, as disclosed in Note 31(a).

#### 13. Deferred tax assets and deferred tax liabilities

	Group			
	Balance sheet		Profit or loss	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Deferred tax assets arise as a result of:				
Tax losses	290	1,837	2	(1,842)
Provisions	264	242	(7)	(16)
	<u>          </u>	<u>          </u>		
	554	2,079		
	<u>          </u>	<u>          </u>		
Unrecognised deferred tax assets are disclosed in Note 7.				
Deferred tax liabilities arise as a result of:				
Revaluation of assets				
- to asset revaluation reserve	23,236	19,817	–	–
- to revenue reserve	1,184	1,150	–	–
Provisions	700	3,344	(2,651)	218
Net gain on debt instruments designated at FVOCI	56	50	–	–
	<u>          </u>	<u>          </u>		
	25,176	24,361		
	<u>          </u>	<u>          </u>		
Deferred tax credit			<u>          </u>	<u>          </u>
			(2,656)	(1,640)

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 13. Deferred tax assets and deferred tax liabilities (cont'd)

At the end of the last financial year, no deferred tax liability had been recognised for taxes that would be payable on the undistributed earnings of a subsidiary company as the Group had determined that the undistributed earnings of this company would not be distributed in the foreseeable future. The temporary difference for which no deferred tax liability had been recognised was estimated to be \$18,030,000 and the related deferred tax liability amount was approximately \$1,803,000.

#### 14. Trade receivables

Trade receivables are non-interest bearing and are generally settled between 30 to 60 days' term. They are recognised at their original invoice amounts which represent their fair values at initial recognition.

At the end of the reporting period, the Group had trade receivables amounting to \$88,000 (2023: \$84,000) that were past due but not impaired. These receivables are unsecured and the analysis of their ageing was as follows:

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	\$'000	\$'000
Trade receivables past due but not impaired:		
Up to 30 days	85	73
31 to 60 days	3	9
61 to 90 days	–	1
More than 90 days	–	1
	88	84

At the end of the last financial year, the Group had provided an allowance for expected credit losses of \$3,000 for the impairment of trade receivables as follows:

Trade receivables that are impaired:		
Trade receivables – nominal amounts	–	3
Less: Allowance for impairment	–	(3)
	–	–
Balance at beginning	3	–
(Credit)/charge to profit or loss	(3)	3
Balance at end	–	3

Trade receivables that were individually determined to be impaired relate to debts that were long overdue. These receivables are not secured by any collateral or credit enhancements.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 15. Other receivables

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Sundry deposits	111	53	–	–
Interest receivable	17	19	3,967	3,841
Amounts due from related parties	115	79	–	–
Net GST receivable	85	578	–	–
Others	71	112	–	–
Less: Allowance for impairment loss	<u>(7)</u>	<u>(7)</u>	<u>(3,473)</u>	<u>(3,473)</u>
	<u>392</u>	<u>834</u>	<u>494</u>	<u>368</u>

Movement in allowance for impairment loss:

Balance at beginning	7	–	3,473	3,473
Charge to profit or loss	<u>–</u>	<u>7</u>	<u>–</u>	<u>–</u>
Balance at end	<u>7</u>	<u>7</u>	<u>3,473</u>	<u>3,473</u>

Interest receivable of the Company is in relation to the interest receivable from subsidiary companies.

Amounts due from related parties are non-trade related, unsecured, non-interest bearing and are due for repayment in cash within the next twelve months.

Allowance for impairment loss of the Company amounting to \$3,473,000 (2023: \$3,473,000) was in respect of interest receivable from a subsidiary company.

#### 16. Amount due from a subsidiary company / Amounts due to subsidiary companies

The amount due from a subsidiary company is non-trade related, unsecured, non-interest bearing and is to be settled within the next twelve months.

The amounts due to subsidiary companies under current liabilities are non-trade related, unsecured, non-interest bearing and are repayable in cash on demand.

The amount due to a subsidiary company under non-current liabilities is non-trade related, unsecured and non-interest bearing. It is repayable only when the cash flow of the Company permits.

#### 17. Trade payables

Trade payables are unsecured, non-interest bearing and normally settled between 30 to 90 days' term.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 18. Other payables and accruals

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Accrued expenses	5,033	3,583	359	349
Interest payable	1,104	1,147	4	34
Sundry creditors	405	442	146	130
Amounts due to related parties	73	152	61	112
Accrued development costs	–	413	–	–
	<u>6,615</u>	<u>5,737</u>	<u>570</u>	<u>625</u>

Amounts due to related parties are non-trade related, unsecured, non-interest bearing, repayable on demand and are to be settled in cash.

Other payables and accruals are normally settled within six months.

#### 19. Loans and borrowings

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Repayable within 12 months	5,385	13,617	2,742	10,419
Repayable after 12 months	8,218	9,322	–	392
	<u>13,603</u>	<u>22,939</u>	<u>2,742</u>	<u>10,811</u>

Details of the Group's loans and borrowings were as follows:

- (i) Two term loans aggregating \$10,600,000 (2023: Four term loans aggregating \$11,354,000) secured by a mortgage on the freehold land and buildings owned by a company in the Group bore interest at 3.00% to 3.50% (2023: 2.00% to 4.68%) per annum during the year. In aggregate, these term loans are repayable by instalments with an annual minimum sum of \$1,854,000 and a maximum sum of \$2,382,000 from February 2025 to December 2029.
- (ii) A revolving credit facility of \$1,000,000 (2023: Two revolving credit facilities totalling \$3,000,000) which is unsecured and bore interest at 5.10% to 5.92% (2023: 5.88% to 6.08%) per annum during the year. It is repayable on demand.
- (iii) A revolving credit facility of \$1,350,000 (2023: \$6,650,000) secured by a pledge of shares of a company in the Group bore interest at 5.20% to 5.95% (2023: 5.76% to 6.40%) per annum during the year. It is repayable on demand.
- (iv) A term loan of \$392,000 (2023: \$1,161,000) which is unsecured and bore interest at 2.50% (2023: 2.50%) per annum during the year. It is repayable monthly with a minimum sum of \$65,000 and a maximum sum of \$66,000 from January 2025 to June 2025.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 19. Loans and borrowings (cont'd)

- (v) A term loan of \$261,000 (2023: \$774,000) secured by a corporate guarantee of the Company bore interest at 2.50% (2023: 2.50%) per annum during the year. It is repayable monthly with a minimum sum of \$43,000 and a maximum sum of \$44,000 from January 2025 to June 2025.

The revolving credit facilities of the Company of \$2,350,000 (2023: \$9,650,000) have no fixed repayment terms. They can be rolled over when due.

A reconciliation of liabilities from financing activities of the Group is as follows:

	2023	Cash flows	Foreign exchange movement	Reclassification	2024
	\$'000	\$'000	\$'000	\$'000	\$'000
Loans and borrowings					
- current	13,617	(11,232)	(35)	3,035	5,385
- non-current	9,322	1,590	341	(3,035)	8,218
	<u>22,939</u>	<u>(9,642)</u>	<u>306</u>	<u>–</u>	<u>13,603</u>

	2022	Cash flows	Foreign exchange movement	Reclassification	2023
	\$'000	\$'000	\$'000	\$'000	\$'000
Loans and borrowings					
- current	20,007	(3,223)	(80)	(3,087)	13,617
- non-current	3,432	2,843	(40)	3,087	9,322
	<u>23,439</u>	<u>(380)</u>	<u>(120)</u>	<u>–</u>	<u>22,939</u>

#### 20. Share capital

##### Ordinary shares of the Company:

	No. of shares		Share capital	
	2024	2023	2024	2023
	'000	'000	\$'000	\$'000
Balance at beginning	1,055,639	1,055,639	209,518	209,518
Capital reduction via cash distribution of 3.50 cents per share, approved at the extraordinary general meeting held on 2 October 2024	–	–	(36,947)	–
Balance at end	<u>1,055,639</u>	<u>1,055,639</u>	<u>172,571</u>	<u>209,518</u>

All issued ordinary shares are fully paid. There is no par value for these ordinary shares. Fully paid ordinary shares (except treasury shares) carry one vote per share without restriction and carry a right to dividends as and when declared by the Company.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 21. Non-controlling interests

Included in non-controlling interests are advances amounting to \$1,064,000 (2023: \$1,196,000) from a non-controlling interest which are unsecured and non-interest bearing. The advances are not due for repayment within the next twelve months.

#### 22. Capital and other reserves

##### (a) *Asset revaluation reserve*

The asset revaluation reserve is used to record increases in the fair value of land and buildings, net of tax, and decreases to the extent that such decrease does not exceed the amount held in the asset revaluation reserve for that same asset. Revaluation surplus included in the asset revaluation reserve in respect of an asset is transferred to the revenue reserve on retirement or disposal of the asset.

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	\$'000	\$'000
Balance at beginning	45,994	49,412
Net surplus on revaluation of property, plant and equipment	7,436	–
Adjustments of deferred tax liabilities	(1,393)	79
Transfer to accumulated losses	<u>(12,268)</u>	<u>(3,497)</u>
Balance at end	<u>39,769</u>	<u>45,994</u>

The transfer to accumulated losses during the financial year relates to Rawai Disposal as disclosed in Note 10. The transfer in the last financial year relates to the utilisation of asset revaluation reserve by a subsidiary company to offset its accumulated losses.

##### (b) *Foreign currency translation reserve*

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency. The exchange difference is transferred to profit or loss when the foreign operation is disposed of.

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	\$'000	\$'000
Balance at beginning	(10,403)	(8,244)
Foreign currency translation gain/(loss)	3,733	(1,658)
Transfer to accumulated losses	<u>–</u>	<u>(501)</u>
Balance at end	<u>(6,670)</u>	<u>(10,403)</u>

As detailed in Note 22(a), the transfer to accumulated losses in the last financial year relates to the utilisation of asset revaluation reserve by a subsidiary company to offset its accumulated losses.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 22. Capital and other reserves (cont'd)

(c) **Legal reserve**

Pursuant to the laws of the country of incorporation, three (2023: two) foreign subsidiary companies of the Group are required to set aside at least 5% of its profits arising from its operations at each distribution of dividend until the amount set aside is not less than 10% of its registered capital. The legal reserve is non-distributable.

	Group	
	2024	2023
	\$'000	\$'000
Balance at beginning	30	30
Transfer from accumulated losses	<u>2</u>	<u>–</u>
Balance at end	<u><u>32</u></u>	<u><u>30</u></u>

During the financial year, a foreign subsidiary company paid dividends and set aside a portion of its profits as legal reserve in accordance with the local laws.

(d) **Other reserves**

Other reserves comprise fair value adjustment reserve which is used to record the cumulative net change in fair value of financial assets and share of reserves of a joint venture company.

	Group	
	2024	2023
	\$'000	\$'000
Balance at beginning	(5,087)	(1,074)
Net loss on fair value changes of financial assets	(11,220)	(4,067)
Share of reserves of a joint venture company	<u>(1)</u>	<u>54</u>
Balance at end	<u><u>(16,308)</u></u>	<u><u>(5,087)</u></u>

#### 23. Cash and cash equivalents

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Cash and bank balances	19,216	14,618	320	1,265
Fixed deposits	<u>8,087</u>	<u>7,967</u>	<u>–</u>	<u>–</u>
	<u><u>27,303</u></u>	<u><u>22,585</u></u>	<u><u>320</u></u>	<u><u>1,265</u></u>

The weighted average effective interest rate of the fixed deposits of the Group at the end of the financial year was 4.55% (2023: 4.80%) per annum.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 24. Leases

##### As lessee

The Group has a lease contract for land. This lease has a remaining non-cancellable lease term of 16 years from the date of initial application of SFRS(I) 16 with renewal option. The Group is restricted from subleasing to third parties. The Group also has leases of office premises which is short-term and office and operating equipment which are of low-value. The Group applies the short-term lease and leases of low-value assets recognition exemptions for these leases.

The carrying amount of right-of-use asset recognised and its movement during the year was as follows:

	Group	
	2024	2023
	\$'000	\$'000
<b>Leasehold land</b>		
Balance at beginning	637	709
Depreciation expense	(59)	(59)
Currency realignment	19	(13)
Balance at end	<u>597</u>	<u>637</u>

The carrying amount of lease liability and its movement during the year was as follows:

	Group	
	2024	2023
	\$'000	\$'000
As at 1 January	810	859
Accretion of interest	68	71
Payments	(105)	(103)
Currency realignment	25	(17)
Balance at end	<u>798</u>	<u>810</u>
Current	<u>45</u>	<u>37</u>
Non-current	<u>753</u>	<u>773</u>

The maturity analysis of the lease liability is disclosed in Note 30.

Amounts recognised in profit or loss:

Depreciation expense of right-of-use asset	59	59
Interest expense on lease liability	68	71
Expenses relating to short-term leases and leases of low-value assets (included in rental expenses)	192	168
Total amount recognised in profit or loss	<u>319</u>	<u>298</u>

Total cash outflow of the Group for leases during the year amounted to \$306,000 (2023: \$281,000).

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 24. Leases (cont'd)

##### *As lessor*

The Group has entered into commercial leases on its property portfolio. These non-cancellable leases have remaining lease terms of up to 2 years.

Future minimum lease payments receivable under non-cancellable operating leases were as follows:

	Group	
	2024	2023
	\$'000	\$'000
Not later than 1 year	776	715
Later than 1 year but not later than 5 years	<u>86</u>	<u>149</u>
	<u>862</u>	<u>864</u>

#### 25. Contingent liabilities

As at 31 December 2024, the Company had provided a corporate guarantee to a bank for a term loan granted to a subsidiary company for an amount of \$2,000,000 (2023: \$2,000,000). The amount outstanding under the term loan is \$261,000 (2023: \$774,000).

#### 26. Capital commitments

The Group had commitments in respect of property, plant and equipment of \$1,326,000 (2023: \$2,209,000) not provided for in the financial statements.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 27. Related party disclosures

In addition to those related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place during the year on terms agreed between the parties:

	<b>2024</b>	<b>Group</b>	<b>2023</b>
	\$'000		\$'000
(a) <b>Sale and purchase of goods and services</b>			
<b>Related parties</b>			
<i>Aspial Corporation Limited and its subsidiary companies:</i>			
Interest income received	878		872
Recharge of staff cost and rental receivable	82		74
Purchase of investment securities	(8,000)		(3,000)
Proceeds from sale of investment securities	8,000		3,000
Corporate service fee paid	(518)		(451)
Rental and maintenance expenses paid	(135)		(172)
	(135)		(172)
<i>Fragrance Group Limited<sup>#</sup> and its subsidiary companies:</i>			
Facilities management fee received by a joint venture company of the Group*	101		111
	101		111
(b) <b>Remuneration of key management personnel</b>			
Salaries and other short-term employee benefits	(1,310)		(947)
Central Provident Fund contributions	(59)		(46)
Total remuneration paid to key management personnel	(1,369)		(993)
	(1,369)		(993)

# a company in which Mr Koh Wee Meng has an interest of 30% or more. Mr Koh Wee Seng, a controlling shareholder of the Company, and Mr Koh Wee Meng are siblings.

\* based on the Group's effective interest in the transactions.

#### 28. Segment information

For management purposes, the Group is organised into business units based on the nature of products and services provided.

The reportable operating segments are as follows:

The property segment relates to project and property management, real estate consultancy services, investment in properties and development of properties for sale.

The hotel and serviced residence segment relates to ownership and operation of hotels and serviced residences.

The others segment relates mainly to investment holding activities.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 28. Segment information (cont'd)

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss of the operating segments, as shown in the table below.

Transfer prices between operating segments are based on contractual agreements.

	Group				Rawai Disposal – Hotel and serviced residence \$'000	Consolidated \$'000
	Property \$'000	Hotel and serviced residence \$'000	Others \$'000	Subtotal \$'000		
<b>2024</b>						
<b>Segment revenue</b>						
Total segment sales	–	30,545	4,411	34,956	–	34,956
Inter-segment sales	–	–	(3,534)	(3,534)	–	(3,534)
Revenue	–	30,545	877	31,422	–	31,422
Segment results	(414)	7,844	(431)	6,999	(6,616)	383
Finance costs	–	(463)	(347)	(810)	–	(810)
Share of results of joint venture companies	849	–	–	849	–	849
Profit/(loss) before taxation	435	7,381	(778)	7,038	(6,616)	422
Taxation	–	449	(140)	309	–	309
Profit/(loss) for the year	435	7,830	(918)	7,347	(6,616)	731
Segment assets	159	174,572	834	175,565	–	175,565
Investment in joint venture companies	32,278	–	–	32,278	–	32,278
Investment securities	–	–	15,725	15,725	–	15,725
Deferred tax assets	–	554	–	554	–	554
Investment in Xuzhou entities	38,541	–	–	38,541	–	38,541
Total assets	70,978	175,126	16,559	262,663	–	262,663
Segment liabilities	93	9,900	649	10,642	–	10,642
Loans and borrowings	–	10,861	2,742	13,603	–	13,603
Tax liabilities	53	25,248	209	25,510	–	25,510
Total liabilities	146	46,009	3,600	49,755	–	49,755
Other segment information:						
Capital expenditures	–	1,255	–	1,255	–	1,255
Depreciation of property, plant and equipment	–	2,865	–	2,865	–	2,865
Depreciation of right-of-use asset	–	59	–	59	–	59
Amortisation expenses	–	2	–	2	–	2
Interest income	–	486	1,311	1,797	–	1,797
Property, plant and equipment written off	–	18	–	18	–	18
Loss on Rawai disposal	–	–	–	–	6,616	6,616

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 28. Segment information (cont'd)

	Group			Consolidated \$'000
	Property \$'000	Hotel and serviced residence \$'000	Others \$'000	
<b>2023</b>				
<b>Segment revenue</b>				
Total segment sales	–	27,504	3,924	31,428
Inter-segment sales	–	–	(3,052)	(3,052)
Revenue	–	27,504	872	28,376
Segment results	(158)	5,211	(492)	4,561
Finance costs	–	(504)	(608)	(1,112)
Share of results of joint venture companies	1,858	–	–	1,858
Profit/(loss) before taxation	1,700	4,707	(1,100)	5,307
Taxation	–	1,255	(30)	1,225
Profit/(loss) for the year	1,700	5,962	(1,130)	6,532
Segment assets	162	214,204	1,497	215,863
Investment in joint venture companies	33,949	–	–	33,949
Investment securities	–	–	15,819	15,819
Deferred tax assets	–	2,079	–	2,079
Investment in Xuzhou entities	49,710	–	–	49,710
Total assets	83,821	216,283	17,316	317,420
Segment liabilities	102	7,552	701	8,355
Loans and borrowings	–	12,128	10,811	22,939
Tax liabilities	53	24,522	82	24,657
Total liabilities	155	44,202	11,594	55,951
Other segment information:				
Capital expenditures	–	548	–	548
Depreciation of property, plant and equipment	–	3,426	–	3,426
Depreciation of right-of-use asset	–	59	–	59
Amortisation expenses	–	3	–	3
Interest income	–	608	872	1,480

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 28. Segment information (cont'd)

##### *Geographical segments*

The Group's geographical segments are based on the location of the Group's assets. Revenue disclosed in geographical segments are based on sales generated in that location.

	<b>Revenue</b>		<b>Non-current assets</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	\$'000	\$'000	\$'000	\$'000
Singapore	878	872	32,362	34,032
Thailand	26,215	23,632	136,965	181,057
Vietnam	1,532	1,576	5,918	6,626
Lao People's Democratic Republic	2,797	2,296	3,581	3,741
People's Republic of China	–	–	38,541	49,710
	<u>31,422</u>	<u>28,376</u>	<u>217,367</u>	<u>275,166</u>

Non-current assets information presented above consists of property, plant and equipment, intangible assets, right-of-use asset, joint venture companies and investment in Xuzhou entities.

##### *Information about major customers*

There was no concentration of revenue derived from any single customer for the financial years ended 31 December 2024 and 31 December 2023.

#### 29. Dividend

<b>Group and Company</b>	
<b>2024</b>	<b>2023</b>
\$'000	\$'000

##### *Declared and paid during the year*

*Dividend on ordinary shares:*

Special dividend for 2024 of 1.50 cents per share	<u>15,835</u>	<u>–</u>
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#### 30. Financial risk management objectives and policies

The Group's principal financial instruments comprised loans and borrowings and cash and cash equivalents which are used for the Group's operations. The Group has other financial assets and liabilities, such as, trade receivables and trade payables arising directly from its operations. It is not the Group's policy to engage in foreign exchange and/or derivatives speculation or trading.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 30. Financial risk management objectives and policies (cont'd)

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, liquidity risk, credit risk and market risk. The Directors review and agree policies and procedures for managing these risks which are then executed by the management. The Audit Committee provides independent oversight to the effectiveness of the risk management process. There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks. The Group's approach in managing each of these risks so as to minimise any potential material adverse effects from the exposures is summarised below.

##### (a) *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposures to market risk of changes in interest rates relate primarily to its long-term debt obligations.

The Group manages its exposure to interest rate risk by sourcing for the most favourable interest rates without increasing its foreign currency exposure. It maintains an efficient and optimal interest cost structure by borrowing at both fixed and floating rates, as far as possible, to balance its exposure to interest rate volatility.

Surplus funds of the Group are mainly placed in fixed deposits of varying maturities and interest rate terms with reputable financial institutions to generate some returns.

The table below illustrates the effect of a change of 100 basis points in interest rate at the end of the reporting period on the Group's profit before taxation assuming all other variables are held constant.

	<b>Group</b>	
	<b>Increase by 100bp Increase/ (Decrease) \$'000</b>	<b>Decrease by 100bp Increase/ (Decrease) \$'000</b>
<b>2024</b>		
<b>Profit before taxation</b>		
Fixed deposits	81	(81)
Loans and borrowings	(122)	122
	(41)	41
<b>2023</b>		
<b>Profit before taxation</b>		
Fixed deposits	80	(80)
Loans and borrowings	(198)	198
	(118)	118

The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

### 30. Financial risk management objectives and policies (cont'd)

#### (b) *Foreign currency risk*

As the Group's operations are significantly overseas, the Group's balance sheet is affected by fluctuations in the exchange rates of the various foreign currencies. The Group's sales and costs of sales are largely denominated in the respective functional currencies of the Group entities. Foreign currency exchange rate movements on sales and purchases, assets and liabilities which arise from daily operations are hedged naturally by a matching sale, purchase or a matching asset, liability of the same currency and amount. The Group also manages its exposure to foreign exchange risk by borrowing, whenever necessary, in the currency of the country where it operates, as far as possible.

In relation to the Group's overseas investments in foreign subsidiary companies whose net assets are exposed to currency translation risk, the differences arising from such translation are captured under the foreign currency translation reserve. As these overseas investments are long-term in nature, there is no fixed or pre-determinable pattern of repatriation. Therefore, the exposure to such risk which is dependent on the fluctuations in exchange rates of the various currencies of these overseas investments cannot be anticipated. However, these translation differences in the reserve are reviewed and monitored on a regular basis.

The Group's financial assets and liabilities denominated in currencies other than the functional currencies of the Group entities were as follows:

	Group			
	Singapore Dollar \$'000	United States Dollar \$'000	Thai Baht \$'000	Others \$'000
<b>2024</b>				
<b>Financial assets</b>				
Cash and cash equivalents	–	1,066	486	65
Other receivables	–	–	–	54
<b>Financial liabilities</b>				
Trade payables	(24)	(330)	–	–
Other payables and accruals	(3)	(34)	–	(91)
Lease liability	–	(798)	–	–
Net financial (liabilities)/assets	<u>(27)</u>	<u>(96)</u>	<u>486</u>	<u>28</u>
<b>2023</b>				
<b>Financial assets</b>				
Cash and cash equivalents	–	1,094	954	66
Other receivables	–	–	–	91
<b>Financial liabilities</b>				
Trade payables	(20)	(103)	–	–
Other payables and accruals	(399)	(139)	(4)	(130)
Lease liability	–	(810)	–	–
Net financial (liabilities)/assets	<u>(419)</u>	<u>42</u>	<u>950</u>	<u>27</u>

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 30. Financial risk management objectives and policies (cont'd)

(b) **Foreign currency risk (cont'd)**

Sensitivity analysis

It is estimated that the impact of a one percentage point strengthening or weakening in foreign currencies against the respective functional currencies of the Group entities, with all other variables held constant, would be immaterial to the Group's profit before taxation.

(c) **Liquidity risk**

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group actively manages its operating cash flows to ensure that it has sufficient funding for its working capital requirements. It also ensures the availability of funding through committed bank facilities for both standby lines as well as longer term project financing. In arranging for credit lines, the expected future revenue stream is closely monitored to time the maturity of the borrowings so as to ensure that repayment and refinancing can be met.

At the end of the reporting period, the Company is in a net current liabilities position mainly due to maturity of loan and borrowings within the next 12 months. Notwithstanding the net current liabilities position, considering the Company's existing financing resources, including its revolving credit facilities and cash receipts from its subsidiary companies, management believes the Company will be able to meet its current obligations as and when they fall due.

At the end of the reporting period, 40% (2023: 59%) of the Group's loans and borrowings will mature within one year based on the carrying amounts reflected in the financial statements.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

### 30. Financial risk management objectives and policies (cont'd)

#### (c) *Liquidity risk (cont'd)*

The following table sets out the carrying amounts, by maturity, of the Group's and the Company's financial assets and liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	2024				2023			
	Within 1 year	Over 1 to 5 years	Over 5 years	Total	Within 1 year	Over 1 to 5 years	Over 5 years	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Group</b>								
<b>Financial assets</b>								
Investment securities	13,916	–	1,809	15,725	14,010	–	1,809	15,819
Investment in Xuzhou entities	–	38,541	–	38,541	–	49,710	–	49,710
Trade and other receivables	1,244	–	–	1,244	1,441	–	–	1,441
Cash and cash equivalents	27,303	–	–	27,303	22,585	–	–	22,585
<b>Total undiscounted financial assets</b>	<b>42,463</b>	<b>38,541</b>	<b>1,809</b>	<b>82,813</b>	<b>38,036</b>	<b>49,710</b>	<b>1,809</b>	<b>89,555</b>
<b>Financial liabilities</b>								
Trade and other payables	9,844	–	–	9,844	7,545	–	–	7,545
Lease liability	168	577	470	1,215	163	569	550	1,282
Loans and borrowings	5,848	8,866	–	14,714	14,578	9,823	192	24,593
<b>Total undiscounted financial liabilities</b>	<b>15,860</b>	<b>9,443</b>	<b>470</b>	<b>25,773</b>	<b>22,286</b>	<b>10,392</b>	<b>742</b>	<b>33,420</b>
<b>Total net undiscounted financial assets</b>	<b>26,603</b>	<b>29,098</b>	<b>1,339</b>	<b>57,040</b>	<b>15,750</b>	<b>39,318</b>	<b>1,067</b>	<b>56,135</b>

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 30. Financial risk management objectives and policies (cont'd)

##### (c) *Liquidity risk (cont'd)*

	2024				2023			
	Within 1 year	Over 1 to 5 years	Over 5 years	Total	Within 1 year	Over 1 to 5 years	Over 5 years	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Company</b>								
<b>Financial assets</b>								
Other receivables	494	–	–	494	368	–	–	368
Amount due from a subsidiary company	–	–	–	–	901	–	–	901
Cash and cash equivalents	320	–	–	320	1,265	–	–	1,265
Total undiscounted financial assets	814	–	–	814	2,534	–	–	2,534
<b>Financial liabilities</b>								
Other payables and accruals	570	–	–	570	625	–	–	625
Amounts due to subsidiary companies	411	33,850	–	34,261	–	15,465	–	15,465
Loans and borrowings	2,871	–	–	2,871	11,016	394	–	11,410
Total undiscounted financial liabilities	3,852	33,850	–	37,702	11,641	15,859	–	27,500
Total net undiscounted financial liabilities	(3,038)	(33,850)	–	(36,888)	(9,107)	(15,859)	–	(24,966)

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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### 30. Financial risk management objectives and policies (cont'd)

#### (d) *Credit risk*

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including investment securities and cash and cash equivalents), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to in-house credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

The Group considers the probability of default upon initial recognition of an asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 90 days when they fall due, which are derived based on the Group's historical information.

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset at the end of the reporting period with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forward-looking information which includes the following indicators:

- Internal credit rating
- External credit rating
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- Actual or expected significant changes in the operating results of the borrower
- Significant increases in credit risk on other financial instruments of the same borrower
- Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements
- Significant changes in the payment status and behaviour of the borrower

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the issuer or the borrower
- A breach of contract, such as a default or past due event
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation
- There is a disappearance of an active market for that financial asset because of financial difficulty

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 30. Financial risk management objectives and policies (cont'd)

##### (d) *Credit risk (cont'd)*

The Group categorises a receivable for potential write-off when a debtor fails to make contractual payments more than 90 days past due. Financial assets are written off when there is no reasonable expectation of recovery. Where receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The following are credit risk management practices, quantitative and qualitative information on expected credit losses for each class of financial assets.

##### (i) Trade and other receivables at amortised cost

The Group uses a provision matrix to measure the lifetime expected credit loss allowance for trade and other receivables. In measuring the expected credit losses, trade and other receivables are grouped based on days past due. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of receivables and adjusts to reflect current and forward-looking macroeconomic data.

The Group had assessed that the lifetime expected credit loss of trade and other receivables as disclosed in Notes 14 and 15 is not significant.

##### (ii) Quoted debt securities at fair value through other comprehensive income

The Group uses three categories of internal credit risk ratings for this group of financial assets which reflect their credit risk and how the loss provision is determined for each of those categories. These internal credit risk ratings are determined through incorporating both qualitative and quantitative information that builds on information from external credit rating agencies, supplemented with information specific to the counterparty and other external information that could affect the counterparty's behaviour.

The Group computes the expected credit loss for this group of financial assets using the probability of default approach. In calculating the expected credit loss rates, the Group considers implied probability of default from external rating agencies where available and historical loss rates for each category of counterparty, and adjusts for forward-looking macroeconomic data.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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### 30. Financial risk management objectives and policies (cont'd)

#### (d) *Credit risk (cont'd)*

- (ii) Quoted debt securities at fair value through other comprehensive income (cont'd)

A summary of the Group's internal grading category in the computation of the Group's expected credit loss model for these securities is as follows:

<u>Category</u>	<u>Definition of category</u>	<u>Basis for recognition of expected credit loss provision</u>
Grade I	Counterparty with low risk of default and a strong capacity to meet contractual cash flows.	12-month expected credit losses
Grade II	Amount is > 30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime expected credit losses
Grade III	Amount is > 90 days past due or there is evidence indicating the asset is credit-impaired.	Lifetime expected credit losses

There are no significant changes to estimation techniques or assumptions made during the reporting period.

As at 31 December 2024, the gross carrying amount of quoted debt securities was \$13,916,000 (2023: \$14,010,000). There is no loss allowance (2023: Nil) provided as the expected credit loss is not significant.

#### ***Exposure to credit risk***

The Group has no significant exposure to credit risk at the end of the reporting period and the last financial year.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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### 30. Financial risk management objectives and policies (cont'd)

(d) **Credit risk (cont'd)**

**Credit risk concentration profile**

The Group determines concentrations of credit risk by monitoring the industry sector profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the end of the reporting period was as follows:

	Group			
	2024	2024	2023	2023
	\$'000	% of total	\$'000	% of total
Hotel and serviced residence	<u>852</u>	<u>100</u>	<u>607</u>	<u>100</u>

There was no significant concentration of credit risk from any one single customer within the Group or the Company.

**Financial assets that are neither past due nor impaired**

Trade and other receivables that are neither past due nor impaired are due from creditworthy debtors with good payment record with the Group. Cash and cash equivalents and securities that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

**Financial assets that are either past due or impaired**

Information regarding financial assets that are either past due or impaired is disclosed in Notes 14 and 15.

(e) **Market risk**

Market risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates). As the Group holds investments in debt securities, the fair value of the investments will fluctuate because of changes in market prices. Assuming all other variables are held constant, a 2% increase or decrease in the quoted market prices at the end of the reporting period would result in a \$230,000 increase/decrease on the Group's other comprehensive income.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 31. Fair value of assets and liabilities

The Group categorises fair value measurement using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair value measurements that use inputs of different hierarchy levels are categorised in their entirety at the same level of the fair value hierarchy as the lowest input that is significant to the entire measurement.

##### (a) *Assets and liabilities measured at fair values*

The following table shows an analysis of the Group's assets and liabilities measured at fair value at the end of the reporting period:

	Quoted prices in active markets for identical instruments (Level 1) \$'000	Significant other observable inputs (Level 2) \$'000	Significant unobservable inputs (Level 3) \$'000	Total \$'000
<b>2024</b>				
<b>Group</b>				
<b>Non-financial asset</b>				
Property, plant and equipment (Note 9)	–	–	144,054	144,054
<b>Financial assets</b>				
Investment securities / Investment in Xuzhou entities (Note 12)				
- Unquoted equity securities	–	–	1,809	1,809
- Investment in XZYJLC	–	–	37,569	37,569
- Investment in XZRES	–	–	972	972
- Quoted debt securities	13,916	–	–	13,916
<hr/>				
<b>2023</b>				
<b>Group</b>				
<b>Non-financial asset</b>				
Property, plant and equipment (Note 9)	–	–	184,496	184,496
<b>Financial assets</b>				
Investment securities / Investment in Xuzhou entities (Note 12)				
- Unquoted equity securities	–	–	1,809	1,809
- Investment in XZYJLC	–	–	48,688	48,688
- Investment in XZRES	–	–	1,022	1,022
- Quoted debt securities	14,010	–	–	14,010
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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

AF Global Limited and Subsidiary Companies

Notes to the financial statements  
For the financial year ended 31 December 2024

### 31. Fair value of assets and liabilities (cont'd)

#### (a) *Assets and liabilities measured at fair values (cont'd)*

##### *Fair value hierarchy*

There were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

##### *Level 3 fair value measurements*

#### (i) Information about significant unobservable inputs used in Level 3 fair value measurements

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3):

Description	Fair value \$'000	Valuation techniques	Unobservable inputs	Range
<b>Recurring fair value measurements</b>				
<b>2024</b>				
Investment in XZYJLC	37,569	Risk-adjusted present value of estimated share of liquidation proceeds	Liquidation discount on fair value of real estate assets held by XZYJLC	40%
			Time value discount rate	1.1%
Property, plant and equipment	144,054	Income approach	Discount rate	9.50% to 15.00% per annum
			Terminal capitalisation rate	7.50%
Unquoted equity securities	1,809	Market comparison technique	Adjusted market multiple	1.10 to 2.62 Price-to-book value ratio

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

AF Global Limited and Subsidiary Companies

Notes to the financial statements  
For the financial year ended 31 December 2024

### 31. Fair value of assets and liabilities (cont'd)

#### (a) Assets and liabilities measured at fair values (cont'd)

##### Level 3 fair value measurements (cont'd)

##### (i) Information about significant unobservable inputs used in Level 3 fair value measurements (cont'd)

Description	Fair value \$'000	Valuation techniques	Unobservable inputs	Range
<b>Recurring fair value measurements</b>				
<b>2023</b>				
Investment in XZYJLC	48,688	Risk-adjusted present value of estimated share of liquidation proceeds	Liquidation discount on fair value of real estate assets held by XZYJLC	40%
			Time value discount rate	2.1%
Property, plant and equipment	126,669	Income approach	Discount rate	9.50% to 15.00% per annum
			Terminal capitalisation rate	8.00%
Property, plant and equipment	57,827	Market comparable approach	Yield adjustments based on management's assumptions*	+15.00% to -42.00% per annum
Unquoted equity securities	1,809	Market comparison technique	Adjusted market multiple	0.70 to 3.10 Price-to-book value ratio

\* The yield adjustments are made for any difference in the nature, location or condition of specific property.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 31. Fair value of assets and liabilities (cont'd)

##### (a) *Assets and liabilities measured at fair values (cont'd)*

##### *Level 3 fair value measurements (cont'd)*

##### (i) Information about significant unobservable inputs used in Level 3 fair value measurements (cont'd)

The key assumptions used in fair value measurements are based on the relevant market conditions prevailing at the end of the reporting period.

For investment in XZYJLC, management has assessed the risk-adjusted present value of the estimated share of liquidation proceeds expected by the Group upon the compulsory liquidation of the investee to be the best reasonable estimate of the fair value.

In assessing the fair value of the investment in XZRES, management had considered the Net Asset Value ("NAV") of the entity based on its latest available financial statements as at 31 December 2022. The NAV is primarily driven by the receivables from XZYJLC.

A significant decrease/(increase) in the liquidation discount rate would result in a significantly higher/(lower) fair value of the investment in XZYJLC. A 5% decrease/increase in the discount rate based on management's assumptions would result in a \$4,496,000 higher/lower fair value measurement of the investment in XZYJLC valued using risk-adjusted present value of the estimated share of liquidation proceeds.

A 1%/2% increase in the time value discount rate would result in a \$733,000 lower/\$1,444,000 lower fair value measurement of the investment in XZYJLC respectively, valued using risk-adjusted present value of the estimated share of liquidation proceeds.

The carrying amounts of property, plant and equipment does not differ materially from that which would be determined using fair value at the end of the reporting period.

A significant decrease/(increase) in the discount rate would result in a significantly higher/(lower) fair value of the property, plant and equipment. A 0.5% decrease/increase in the discount rate based on management's assumptions would result in a \$5,023,000 higher/lower fair value measurement of the property, plant and equipment valued using income approach.

A significant decrease/(increase) in the terminal capitalisation rate would result in a significantly higher/(lower) fair value of the property, plant and equipment. A 0.5% decrease/increase in the terminal capitalisation rate based on management's assumptions would result in a \$4,764,000 higher/\$4,367,000 lower fair value measurement of the property, plant and equipment valued using income approach.

A significant increase/(decrease) in the adjusted market multiple would result in a significantly higher/(lower) fair value of the unquoted equity securities. A 5% increase/decrease in the adjusted price multiple based on management's assumptions would result in a \$11,000 higher/\$163,000 lower fair value measurement of the unquoted equity securities.

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**APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE  
GROUP FOR FY2024**

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**AF Global Limited and Subsidiary Companies**

**Notes to the financial statements  
For the financial year ended 31 December 2024**

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**31. Fair value of assets and liabilities (cont'd)**

(a) **Assets and liabilities measured at fair values (cont'd)**

**Level 3 fair value measurements (cont'd)**

(ii) Movements in Level 3 assets and liabilities measured at fair value

The following table presents the reconciliation for all assets and liabilities measured at fair value based on significant unobservable inputs (Level 3):

	<b>Fair value measurements using significant unobservable inputs (Level 3) \$'000</b>
<b>Group</b>	
<b>Investment in XZYJLC</b>	
Balance at 1 January 2024	48,688
Fair value loss	<u>(11,119)</u>
Balance at 31 December 2024	<u>37,569</u>
Balance at 1 January 2023	50,627
Fair value loss	<u>(1,939)</u>
Balance at 31 December 2023	<u>48,688</u>
<b>Property, plant and equipment</b>	
Balance at 1 January 2024	184,496
Additions	23
Depreciation	(1,405)
Net surplus on revaluation	15,144
Attributable to the Rawai Disposal	(55,203)
Currency realignment	<u>999</u>
Balance at 31 December 2024	<u>144,054</u>
Balance at 1 January 2023	189,039
Additions	110
Depreciation	(1,832)
Currency realignment	<u>(2,821)</u>
Balance at 31 December 2023	<u>184,496</u>

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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AF Global Limited and Subsidiary Companies

Notes to the financial statements  
For the financial year ended 31 December 2024

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31. Fair value of assets and liabilities (cont'd)

(a) **Assets and liabilities measured at fair values (cont'd)**

**Level 3 fair value measurements (cont'd)**

(ii) Movements in Level 3 assets and liabilities measured at fair value (cont'd)

The Directors oversee the valuation process and are responsible for the Group's valuation policies and procedures.

For all significant valuations using valuation models and significant unobservable inputs, it is the Group's policy to engage independent valuation specialists to perform the valuation. The Directors are responsible for selecting and engaging independent valuation specialists that possess the relevant credentials and knowledge on the subject of valuation, valuation methodologies and SFRS(I) 13 fair value measurement guidance.

For valuations performed by independent valuation specialists, the Directors review the appropriateness of the valuation methodologies and assumptions adopted. The Directors also evaluate the appropriateness and reliability of the inputs (including those developed internally by the Group) used in the valuations.

(b) **Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are a reasonable approximation of fair value**

Management has determined that the carrying amounts of cash and cash equivalents, trade and other receivables, trade and other payables, amount due from a subsidiary company, and amounts due to subsidiary companies under current liabilities, based on their notional amounts, reasonably approximate their fair values because they are short-term in nature.

The carrying amounts of loans and borrowings and lease liability reflect the corresponding fair values because they are repriced to or approximate the market interest rates near the end of the reporting period.

The amount due to a subsidiary company under non-current liabilities is repayable only when the cash flow of the Company permits. Its carrying amount approximates its fair value as the difference between the fair value and carrying value is not significant.

## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

AF Global Limited and Subsidiary Companies

Notes to the financial statements  
For the financial year ended 31 December 2024

### 32. Classification of assets and liabilities

	Assets at amortised cost \$'000	Fair value through other comprehen- -sive income \$'000	Non- financial assets \$'000	Total \$'000
<b>2024</b>				
<b>Group</b>				
<b>Assets</b>				
<b>Non-current</b>				
Property, plant and equipment	–	–	145,926	145,926
Intangible assets	–	–	25	25
Right-of-use asset	–	–	597	597
Investment securities	–	1,809	–	1,809
Deferred tax assets	–	–	554	554
Investment in Xuzhou entities	–	38,541	–	38,541
<b>Current</b>				
Investment securities	–	13,916	–	13,916
Inventories	–	–	198	198
Trade and other receivables	1,244	–	–	1,244
Prepayments	–	–	272	272
Cash and cash equivalents	27,303	–	–	27,303
	<u>28,547</u>	<u>54,266</u>	<u>147,572</u>	<u>230,385</u>
		<b>Liabilities at amortised cost \$'000</b>	<b>Non- financial liabilities \$'000</b>	<b>Total \$'000</b>
<b>2024</b>				
<b>Group</b>				
<b>Liabilities</b>				
<b>Current</b>				
Trade and other payables		9,844	–	9,844
Provision for taxation		–	334	334
Lease liability		45	–	45
Loans and borrowings		5,385	–	5,385
<b>Non-current</b>				
Lease liability		753	–	753
Loans and borrowings		8,218	–	8,218
Deferred tax liabilities		–	25,176	25,176
		<u>24,245</u>	<u>25,510</u>	<u>49,755</u>





## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

#### 32. Classification of assets and liabilities (cont'd)

	Assets at amortised cost \$'000	Non- financial asset \$'000	Total \$'000
<b>2023</b>			
<b>Company</b>			
<b>Assets</b>			
<b>Current</b>			
Other receivables	368	–	368
Prepayments	–	4	4
Amount due from a subsidiary company	901	–	901
Cash and cash equivalents	1,265	–	1,265
	2,534	4	2,538
	<b>Liabilities at amortised cost \$'000</b>	<b>Non- financial liability \$'000</b>	<b>Total \$'000</b>
<b>2023</b>			
<b>Company</b>			
<b>Liabilities</b>			
<b>Current</b>			
Other payables and accruals	625	–	625
Provision for taxation	–	18	18
Loans and borrowings	10,419	–	10,419
<b>Non-current</b>			
Amount due to a subsidiary company	15,465	–	15,465
Loans and borrowings	392	–	392
	26,901	18	26,919

#### 33. Capital management

Capital includes debt and equity items as disclosed in the table below.

The primary objective of the Group's capital management is to ensure that it maintains an appropriate capital structure in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, obtain new borrowings or sell assets to reduce borrowings. No changes were made in the objectives, policies or processes during the financial years ended 31 December 2024 and 31 December 2023.

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## APPENDIX G – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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### AF Global Limited and Subsidiary Companies

#### Notes to the financial statements For the financial year ended 31 December 2024

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#### 33. Capital management (cont'd)

As disclosed in Note 22, three (2023: two) foreign subsidiary companies of the Group are required to maintain a non-distributable statutory reserve by setting aside at least 5% of their profits arising from its operations at each distribution of dividend until the amount accumulated in the reserve is not less than 10% of its registered capital. This externally imposed capital requirement has been complied with by the said subsidiary companies for the financial years ended 31 December 2024 and 31 December 2023.

The Group will continue to be guided by prudent financial policies of which gearing is an important aspect. The Group's policy is to maintain a gearing ratio of not more than 0.75 times. Gearing ratio is calculated using net debt divided by total equity. Net debt includes loans and borrowings and lease liability less fixed deposits and cash and bank balances.

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	\$'000	\$'000
Loans and borrowings (Note 19)	13,603	22,939
Lease liability (Note 24)	798	810
Less: Fixed deposits (Note 23)	(8,087)	(7,967)
Less: Cash and bank balances (Note 23)	(19,216)	(14,618)
Net (cash)/debt	(12,902)	1,164
Total equity	212,908	261,469
Gearing ratio (times)	N/A	0.004

N/A: Not applicable.

#### 34. Authorisation of financial statements

The financial statements for the year ended 31 December 2024 were authorised for issue in accordance with a resolution of the Directors on 2 April 2025.

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## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

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**AF Global Limited**

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

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### UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE HALF-YEAR ENDED 30 JUNE 2025

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## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

### A. CONDENSED INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

		Group		
		01.01.2025	01.01.2024	
		to	to	
		30.06.2025	30.06.2024	Change
		("1H2025")	("1H2024")	
Note		S\$'000	S\$'000	%
	<b>Revenue</b>	15,779	16,028	(2)
	Cost of sales	(5,397)	(6,041)	(11)
	<b>Gross profit</b>	10,382	9,987	4
	Other operating income	289	246	17
	Marketing expenses	(702)	(675)	4
	Administrative expenses	(3,422)	(3,493)	(2)
	Other operating expenses	(2,478)	(6,046)	(59)
	<b>Operating profit</b>	4,069	19	21,316
	Finance costs	(255)	(510)	(50)
	Share of results of joint venture companies	1,024	763	34
	<b>Profit before taxation</b>	4,838	272	1,679
	Taxation	(1,343)	(1,059)	27
	<b>Profit/(loss) for the period</b>	3,495	(787)	NM
	<b>Other comprehensive income:</b>			
	<i>Items that may be reclassified subsequently to profit or loss:</i>			
	Foreign currency translation	(2,659)	(5,564)	(52)
	Fair value (loss)/gain on investment securities	(111)	68	NM
	<i>Items that will not be reclassified to profit or loss:</i>			
	Fair value (loss)/gain on investment securities and investment in Xuzhou entities	(1,734)	73	NM
	Deficit on revaluation of property, plant and equipment	-	(85)	NM
	<b>Other comprehensive income for the period, net of tax</b>	(4,504)	(5,508)	(18)
	<b>Total comprehensive income for the period</b>	(1,009)	(6,295)	(84)
	<b>Profit/(loss) for the period attributable to:</b>			
	Shareholders of the Company	1,436	(2,599)	NM
	Non-controlling interests	2,059	1,812	14
		3,495	(787)	NM
	<b>Total comprehensive income for the period attributable to:</b>			
	Shareholders of the Company	(1,758)	(6,014)	(71)
	Non-controlling interests	749	(281)	NM
		(1,009)	(6,295)	(84)
	<b>Earnings/(loss) per share (cents)</b>			
	- Basic	0.14	(0.25)	
	- Diluted	0.14	(0.25)	

'NM': Not meaningful.

## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

### A. CONDENSED INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)

Other information:

	Group		
	1H2025 S\$'000	1H2024 S\$'000	Change %
Other operating income:			
Interest income from fixed deposits	286	224	28
Gain on sale of investment securities	-	12	NM
Gain on sale of property, plant and equipment	-	2	NM
Others	3	8	(63)
	<u>289</u>	<u>246</u>	17
Other operating expenses (**):			
Payroll and other indirect overheads	(862)	(805)	7
Utilities	(707)	(767)	(8)
Legal and professional fees	(346)	(53)	553
Foreign currency losses (#)	(395)	(1,271)	(69)
Impairment loss on disposal group classified as held for sale (^)	-	(2,977)	NM
Others	(168)	(173)	(3)
	<u>(2,478)</u>	<u>(6,046)</u>	(59)
Profit before taxation is stated after crediting/(charging):			
Depreciation of property, plant and equipment	(808)	(1,510)	(46)
Depreciation of right-of-use asset	(29)	(30)	(3)
Amortisation of club memberships	(1)	(1)	-
Loss on sale of investment securities	(1)	-	NM
Writeback of expected credit losses on trade receivables	-	3	NM
Property, plant and equipment written off	(1)	-	NM
Impairment loss on disposal group classified as held for sale (^)	-	(2,977)	NM

'NM': Not meaningful.

\*\* Excluding foreign currency losses and impairment loss on disposal group classified as held for sale, the higher other operating expenses in 1H2025 was mainly attributed to higher legal fees incurred on the compulsory liquidation of the joint venture company, Xuzhou YinJian LumChang Real Estate Development Co., Ltd in Xuzhou, PRC (hereinafter "XZYJLC").

^ On 10 January 2024, the Group had entered into a shares sale and purchase agreement to sell its entire equity stake in a wholly-owned subsidiary company that owns freehold land in Phuket, Thailand. Concurrently, the Group had also entered into an asset sale and purchase agreement to sell its properties, held by another subsidiary company, that are adjacent to the aforementioned freehold land in Phuket, Thailand. The shares sale, together with the asset sale (herein referred to as "Rawai Disposal") was recognised by the Group as a disposal group as at 30 June 2024. Hence, in accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations*, the disposal group was measured at fair value less costs to sell and an impairment loss of S\$2,977,000 was recognised in 1H2024. Upon completion of the sale on 10 July 2024, the Group recorded a realisation of foreign currency translation reserve of S\$3,757,000 and a total loss on disposal of S\$6,616,000 for the second half-year ("2H2024") and full year ended 31 December 2024 respectively.

# The foreign currency losses in 1H2024 was higher as it comprised exchange loss due to depreciation of Thai Baht on Singapore Dollar denominated inter-company interest payable. Following the Rawai Disposal in 2H2024, the aforementioned inter-company amount owing had been written off at group level.

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## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

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### A. CONDENSED INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)

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#### NOTES

- (a) Cost of sales comprised mainly direct costs, depreciation and overheads in respect of the Group's hospitality business. The lower cost of sales was mainly due to lower depreciation expense.
- (b) Administrative expenses comprised mainly payroll, expenses for the administration of the business including hotel management fee and statutory expenses.
- (c) The lower finance costs was mainly due to lower outstanding loan as well as lower interest rates.
- (d) This constitutes our share of profits from Knight Frank Pte Ltd group of companies in Singapore.
- (e) The higher tax expense was mainly due to higher withholding tax expense on inter-company dividends and higher taxable profits of Holiday Inn Resort Phuket (hereinafter "HIRP").
- (f) Foreign currency translation in other comprehensive income comprised exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency (Singapore Dollar); and the realisation of such exchange differences to profit or loss. The translation loss in 1H2025 was mainly attributed to weaker Thai Baht and Vietnamese Dong, whereas the translation loss in 1H2024 (including those of the disposal group held for sale) was mainly attributed to weaker Thai Baht. The depreciation of Thai Baht was higher in 1H2024.
- (g) These were in respect of the fair value movements of the Group's quoted debt securities classified under current assets, unquoted equity securities classified under non-current assets, as well as the Group's investment in Xuzhou entities. The fair value loss in 1H2025 was mainly attributed to the investment in Xuzhou entities due to weaker Renminbi.
- (h) The fair value movement in 1H2024 arose from the revaluation of the Group's land and buildings relating to the Rawai Disposal, prior to their reclassification to assets of disposal group classified as held for sale.

## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

### B. CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

	Note	Group		Company	
		30.06.2025	31.12.2024	30.06.2025	31.12.2024
		S\$'000	S\$'000	S\$'000	S\$'000
<b>Non-current assets</b>					
Property, plant and equipment	(a)	142,996	145,926	-	-
Intangible assets		22	25	-	-
Right-of-use asset		531	597	-	-
Subsidiary companies	(e)	-	-	239,579	241,887
Joint venture companies		33,326	32,278	-	-
Investment securities		1,809	1,809	-	-
Deferred tax assets		242	554	-	-
Investment in Xuzhou entities	(b)	36,782	38,541	-	-
		215,708	219,730	239,579	241,887
<b>Current assets</b>					
Investment securities	(c)	10,963	13,916	-	-
Inventories		119	198	-	-
Trade receivables		303	852	-	-
Other receivables		426	392	605	494
Prepayments		282	272	2	3
Amount due from a subsidiary company	(d)	-	-	317	-
Cash and cash equivalents	(e)	26,707	27,303	2,530	320
		38,800	42,933	3,454	817
<b>Current liabilities</b>					
Trade payables	(f)	1,768	3,229	-	-
Other payables and accruals	(g)	5,356	6,615	319	570
Provision for taxation		866	334	52	133
Lease liability		45	45	-	-
Amounts due to subsidiary companies	(h)	-	-	-	411
Loans and borrowings	(i)	3,968	5,385	1,500	2,742
		12,003	15,608	1,871	3,856
<b>Net current assets/(liabilities)</b>	(j)	26,797	27,325	1,583	(3,039)
<b>Non-current liabilities</b>					
Amount due to a subsidiary company	(k)	-	-	36,030	33,850
Lease liability		682	753	-	-
Loans and borrowings	(i)	8,957	8,218	-	-
Deferred tax liabilities		24,750	25,176	-	-
		34,389	34,147	36,030	33,850
<b>Net assets</b>		208,116	212,908	205,132	204,998
<b>Equity attributable to shareholders of the Company</b>					
Share capital		172,571	172,571	172,571	172,571
Reserves		(22,021)	(20,263)	32,561	32,427
		150,550	152,308	205,132	204,998
Non-controlling interests		57,566	60,600	-	-
<b>Total equity</b>		208,116	212,908	205,132	204,998

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## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

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### **B. CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION (CONTINUED)**

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#### NOTES

- (a) Apart from depreciation, the decrease was mainly attributed to weaker Thai Baht.
- (b) The decrease in fair value of the Group's investment in Xuzhou entities was mainly due to weaker Renminbi.
- (c) The decrease was mainly attributed to the maturity of a quoted debt security.
- (d) The increase was due to payments made on behalf of a subsidiary by the Company.
- (e) The increase in cash and cash equivalents of the Company was mainly attributed to repayments from subsidiary companies, partially offset by repayments of revolving credit facilities and instalment repayments of a term loan.
- (f) The decrease was mainly due to a decrease in guest deposits from hotel operations.
- (g) The decrease in other payables and accruals of the Group was mainly attributed to payment of expenses accrued as at the end of the last financial year.
- (h) The amounts due to subsidiary companies were waived by the respective subsidiary companies during the period.
- (i) The decrease in loans and borrowings of the Group and the Company was mainly due to instalment repayments of term loans and repayments of the Company's revolving credit facilities, partially offset by drawdowns from an existing term loan facility by a subsidiary company for working capital and revamp of the hotel's kids play area.
- (j) The Company's transition from net current liabilities position to net current assets position was mainly attributed to repayments from subsidiary companies as mentioned in Notes (e) and (k), which resulted in an increase in cash and cash equivalents and a reduction in loans and borrowings.
- (k) The increase in the net amount due to a subsidiary company was mainly due to repayments from the subsidiary company.

## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

### C. CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

	Group	
	1H2025	1H2024
	S\$'000	S\$'000
<b>Cash flows from operating activities:</b>		
Profit before taxation	4,838	272
Adjustments for:		
Depreciation of property, plant and equipment	808	1,510
Depreciation of right-of-use asset	29	30
Gain on sale of property, plant and equipment	-	(2)
Property, plant and equipment written off	1	-
Loss/(gain) on sale of investment securities	1	(12)
Share of results of joint venture companies	(1,024)	(763)
Amortisation of club memberships	1	1
Dividend income from investment securities	(49)	-
Interest income	(649)	(665)
Finance costs	255	510
Writeback of expected credit losses on trade receivables	-	(3)
Impairment loss on disposal group classified as held for sale	-	2,977
Unrealised foreign exchange differences	330	1,177
<b>Operating profit before reinvestment in working capital</b>	<b>4,541</b>	<b>5,032</b>
Decrease in inventories	76	22
Decrease in receivables and prepayments	121	162
Decrease in payables	(2,171)	(1,249)
<b>Cash flows from operations</b>	<b>2,567</b>	<b>3,967</b>
Interest received	733	823
Interest paid	(228)	(494)
Income taxes paid	(473)	(313)
<b>Net cash flows from operating activities</b>	<b>2,599</b>	<b>3,983</b>
<b>Cash flows from investing activities:</b>		
Dividend received	49	-
Proceeds from sale of property, plant and equipment	-	2
Purchase of property, plant and equipment	(589)	(579)
Purchase of investment securities	-	(8,000)
Proceeds from sale of investment securities	2,749	8,000
<b>Net cash flows from/(used in) investing activities</b>	<b>2,209</b>	<b>(577)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from bank loans	3,181	2,401
Repayment of bank loans	(3,688)	(3,150)
Repayment of loans from a non-controlling interest	-	(132)
Repayment of lease liability	(107)	(107)
Dividends paid to non-controlling interests	(3,783)	(2,694)
<b>Net cash flows used in financing activities</b>	<b>(4,397)</b>	<b>(3,682)</b>
Net increase/(decrease) in cash and cash equivalents	411	(276)
Effects of exchange rate changes on cash and cash equivalents	(1,007)	(657)
Cash and cash equivalents at beginning of period	27,303	22,585
<b>Cash and cash equivalents at end of period</b>	<b>26,707</b>	<b>21,652</b>
<b>NOTE</b>		
Cash and cash equivalents comprised the following amounts:		
Fixed deposits	7,756	7,291
Cash and bank balances	18,951	14,232
Cash and cash equivalents per Consolidated Statement of Financial Position	26,707	21,523
Cash and cash equivalents of disposal group classified as held for sale	-	129
<b>Cash and cash equivalents per Consolidated Statement of Cash Flows</b>	<b>26,707</b>	<b>21,652</b>

**APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025**

**D. CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY**

Group	Attributable to shareholders of the Company										Non-controlling interests	Total equity
	Share capital	Capital and other reserves	Legal reserve	Foreign currency translation reserve	Asset revaluation reserve	Other reserves (#)	Accumulated losses	Reserves of disposal group classified as held for sale	Total reserves			
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>1H2025</b>												
<b>As at 1 January 2025</b>	172,571	16,823	32	(6,670)	39,769	(16,308)	(37,086)	-	(20,263)	60,600	212,908	
Profit for the period	-	-	-	-	-	-	1,436	-	1,436	2,059	3,495	
Other comprehensive income for the period, net of tax	-	(3,194)	-	(1,349)	-	(1,845)	-	-	(3,194)	(1,310)	(4,504)	
Total comprehensive income for the period	-	(3,194)	-	(1,349)	-	(1,845)	1,436	-	(1,758)	749	(1,009)	
<i>Others</i>												
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-	-	(3,783)	(3,783)	
Total others	-	-	-	-	-	-	-	-	-	(3,783)	(3,783)	
<b>As at 30 June 2025</b>	172,571	13,629	32	(8,019)	39,769	(18,153)	(35,650)	-	(22,021)	57,566	208,116	
<b>1H2024</b>												
<b>As at 1 January 2024</b>	209,518	30,534	30	(10,403)	45,994	(5,087)	(31,178)	-	(644)	52,595	261,469	
Loss for the period	-	-	-	-	-	-	(2,599)	-	(2,599)	1,812	(787)	
Other comprehensive income for the period, net of tax	-	(3,415)	-	(3,471)	(85)	141	-	-	(3,415)	(2,093)	(5,508)	
Total comprehensive income for the period	-	(3,415)	-	(3,471)	(85)	141	(2,599)	-	(6,014)	(281)	(6,295)	
<i>Others</i>												
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-	-	(2,694)	(2,694)	
Repayment of loans from a non-controlling interest	-	(8,638)	-	3,934	(12,572)	-	-	-	-	(132)	(132)	
Reserves of disposal group classified as held for sale	-	(8,638)	-	3,934	(12,572)	-	-	8,638	-	-	-	
Total others	-	(8,638)	-	3,934	(12,572)	-	-	8,638	-	(2,826)	(2,826)	
<b>As at 30 June 2024</b>	209,518	18,481	30	(9,940)	33,337	(4,946)	(33,777)	8,638	(6,658)	49,488	252,348	

# : Other reserves comprise fair value adjustment reserve which is used to record the cumulative net change in fair value of financial assets and share of reserves of a joint venture company.

## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

### D. CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY (CONTINUED)

Company	Attributable to shareholders of the Company		
	Share capital S\$'000	Revenue reserve S\$'000	Total equity S\$'000
<b>1H2025</b>			
<b>As at 1 January 2025</b>	<b>172,571</b>	<b>32,427</b>	<b>204,998</b>
Profit for the period, representing total comprehensive income for the period	-	134	134
<b>As at 30 June 2025</b>	<b>172,571</b>	<b>32,561</b>	<b>205,132</b>
<b>1H2024</b>			
<b>As at 1 January 2024</b>	<b>209,518</b>	<b>61,716</b>	<b>271,234</b>
Loss for the period, representing total comprehensive income for the period	-	(449)	(449)
<b>As at 30 June 2024</b>	<b>209,518</b>	<b>61,267</b>	<b>270,785</b>

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## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

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### E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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#### 1. Corporate information

AF Global Limited (the "Company") is a limited liability company incorporated and domiciled in Singapore and listed on Singapore Exchange Securities Trading Limited ("SGX-ST").

These condensed interim consolidated financial statements as at and for the half-year ended 30 June 2025 comprised the Company and its subsidiaries (collectively, the "Group").

The principal activities of the Company are investment holding and the provision of management services to its subsidiary companies. The subsidiary 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.

#### 2. Basis of preparation

The condensed interim financial statements for the half-year ended 30 June 2025 have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)") 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last annual financial statements for the year ended 31 December 2024.

The accounting policies and methods of computation adopted are consistent with those of the previous financial year except in the current financial period, the Group has adopted all new and amendments to SFRS(I) relevant to the Group's operations which are effective for annual periods beginning on 1 January 2025. The adoption of these standards did not result in any significant impact on the financial performance or financial position of the Group and the Company.

The condensed interim financial statements are presented in Singapore Dollars ("SGD" or "\$") and all values are rounded to the nearest thousand (S\$'000) unless otherwise stated.

##### 2.1 *New and amendments to SFRS(I) adopted*

A number of amendments to SFRS(I) have become applicable for the current financial period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting those standards.

##### 2.2 *Significant accounting estimates and judgments*

In preparing the condensed interim financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of revenues, expenses, assets and liabilities. Actual results may differ from these estimates.

The significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2024.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

#### 3. Seasonal operations

The Group's businesses are not affected significantly by seasonal or cyclical factors during the current financial period.

## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

### E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 4. Segment information

For management purposes, the Group is organised into business units based on the nature of products and services provided.

The reportable operating segments are as follows:

The property segment relates to project and property management, real estate consultancy services, investment in properties and development of properties for sale.

The hotel and serviced residence segment relates to ownership and operation of hotels and serviced residences.

The others segment relates mainly to investment holding activities.

	<b>Group</b>			
	<b>Property</b>	<b>Hotel and serviced residence</b>	<b>Others</b>	<b>Consolidated</b>
	S\$'000	S\$'000	S\$'000	S\$'000
<b>1H2025</b>				
<b>Segment revenue</b>				
Total segment sales	-	15,367	809	16,176
Inter-segment sales	-	-	(397)	(397)
Revenue	-	15,367	412	15,779
Segment results	(403)	4,927	(455)	4,069
Finance costs	-	(214)	(41)	(255)
Share of results of joint venture companies	1,024	-	-	1,024
Profit/(loss) before taxation	621	4,713	(496)	4,838
Taxation	-	(1,361)	18	(1,343)
Profit/(loss) for the period	621	3,352	(478)	3,495
Segment assets	316	168,197	2,873	171,386
Investment in joint venture companies	33,326	-	-	33,326
Investment securities	-	-	12,772	12,772
Deferred tax assets	-	242	-	242
Investment in Xuzhou entities	36,782	-	-	36,782
Total assets	70,424	168,439	15,645	254,508
Segment liabilities	84	7,369	398	7,851
Loans and borrowings	-	11,425	1,500	12,925
Tax liabilities	53	25,461	102	25,616
Total liabilities	137	44,255	2,000	46,392
Other segment information:				
Capital expenditures	-	(589)	-	(589)
Depreciation of property, plant and equipment	-	(808)	-	(808)
Depreciation of right-of-use asset	-	(29)	-	(29)
Amortisation expenses	-	(1)	-	(1)
Interest income	-	272	377	649
Property, plant and equipment written off	-	(1)	-	(1)

## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

### E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 4. Segment information (continued)

	Group					Consolidated S\$'000
	Property S\$'000	Hotel and serviced residence S\$'000	Others S\$'000	Subtotal S\$'000	Disposal group held for sale - Hotel and serviced residence S\$'000	
<b>1H2024</b>						
<b>Segment revenue</b>						
Total segment sales	-	15,587	729	16,316	-	16,316
Inter-segment sales	-	-	(288)	(288)	-	(288)
Revenue	-	15,587	441	16,028	-	16,028
Segment results	(176)	3,513	(341)	2,996	(2,977)	19
Finance costs	-	(230)	(280)	(510)	-	(510)
Share of results of joint venture companies	763	-	-	763	-	763
Profit/(loss) before taxation	587	3,283	(621)	3,249	(2,977)	272
Taxation	-	(1,046)	(13)	(1,059)	-	(1,059)
Profit/(loss) for the period	587	2,237	(634)	2,190	(2,977)	(787)
Segment assets	175	145,114	529	145,818	59,565	205,383
Investment in joint venture companies	34,571	-	-	34,571	-	34,571
Investment securities	-	-	15,774	15,774	-	15,774
Deferred tax assets	-	1,189	-	1,189	-	1,189
Investment in Xuzhou entities	49,924	-	-	49,924	-	49,924
Total assets	84,670	146,303	16,303	247,276	59,565	306,841
Segment liabilities	142	8,494	390	9,026	2	9,028
Loans and borrowings	-	11,339	10,379	21,718	-	21,718
Tax liabilities	53	23,600	94	23,747	-	23,747
Total liabilities	195	43,433	10,863	54,491	2	54,493
Other segment information:						
Capital expenditures	-	(579)	-	(579)	-	(579)
Depreciation of property, plant and equipment	-	(1,510)	-	(1,510)	-	(1,510)
Depreciation of right-of-use asset	-	(30)	-	(30)	-	(30)
Amortisation expenses	-	(1)	-	(1)	-	(1)
Interest income	-	224	441	665	-	665
Gain on sale of property, plant and equipment	-	2	-	2	-	2
Impairment loss on disposal group classified as held for sale	-	-	-	-	(2,977)	(2,977)

## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

### E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 5. Revenue

Segments	Group					
	Hotel and serviced residence		Others		Total	
	1H2025 S\$'000	1H2024 S\$'000	1H2025 S\$'000	1H2024 S\$'000	1H2025 S\$'000	1H2024 S\$'000
<b>Primary geographical markets</b>						
Singapore	-	-	411	441	411	441
Thailand	13,350	13,443	-	-	13,350	13,443
Vietnam	792	779	-	-	792	779
Lao People's Democratic Republic	1,226	1,365	-	-	1,226	1,365
	<u>15,368</u>	<u>15,587</u>	<u>411</u>	<u>441</u>	<u>15,779</u>	<u>16,028</u>
<b>Major product or service lines</b>						
Revenue from room, food and beverage and services rendered	14,926	15,161	-	-	14,926	15,161
Rental income	441	426	-	-	441	426
Dividend income from investment securities	49	-	-	-	49	-
Interest income	-	-	363	441	363	441
	<u>15,416</u>	<u>15,587</u>	<u>363</u>	<u>441</u>	<u>15,779</u>	<u>16,028</u>
<b>Timing of transfer of goods or services</b>						
At a point in time	14,975	15,161	363	441	15,338	15,602
Over time	441	426	-	-	441	426
	<u>15,416</u>	<u>15,587</u>	<u>363</u>	<u>441</u>	<u>15,779</u>	<u>16,028</u>

#### 6. Related party disclosures

	Group	
	1H2025 S\$'000	1H2024 S\$'000
<b>Related parties</b>		
<i>Aspial Corporation Limited and its subsidiary companies:</i>		
Interest income received	363	441
Purchase of investment securities	-	(8,000)
Proceeds from sale of investment securities	2,500	8,000
Corporate service fee paid	(257)	(252)
Rental and maintenance expenses paid	(85)	(79)
<i>Fragrance Group Limited<sup>#</sup> and its subsidiary companies:</i>		
Facilities management fee received by a joint venture company of the Group*	55	46

# a company in which Mr Koh Wee Meng has an interest of 30% or more. Mr Koh Wee Seng, a controlling shareholder of the Company, and Mr Koh Wee Meng are siblings.

\* based on the Group's effective interest in the transactions.

## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

### E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 7. Taxation

The major components of income tax expense were:

	<b>Group</b>	
	<b>1H2025</b>	<b>1H2024</b>
	S\$'000	S\$'000
Current tax		
- Current year	1,317	1,086
- Over provision in respect of prior year	(8)	-
	1,309	1,086
Deferred tax		
- Origination and reversal of temporary differences	34	(27)
	34	(27)
Income tax expense recognised in profit or loss	1,343	1,059

#### 8. Net asset value

	<b>Group</b>		<b>Company</b>	
	<b>30.06.2025</b>	<b>31.12.2024</b>	<b>30.06.2025</b>	<b>31.12.2024</b>
	S\$	S\$	S\$	S\$
Net asset value per ordinary share attributable to shareholders of the Company	0.14	0.14	0.19	0.19

#### 9. Property, plant and equipment

During the half-year ended 30 June 2025, the Group acquired assets amounting to S\$589,000 (30 June 2024: S\$579,000) and disposed of assets with a net book value of S\$1,000 (30 June 2024: S\$0).

#### 10. Investment securities / Investment in Xuzhou entities

At fair value through other comprehensive income:

	<b>Group</b>	
	<b>30.06.2025</b>	<b>31.12.2024</b>
	S\$'000	S\$'000
<b>Non-current</b>		
Unquoted equity securities	1,809	1,809
Investment in XZYJLC	35,855	37,569
Investment in Xuzhou RE Sales Co., Ltd ("XZRES")	927	972
	10,963	13,916
<b>Current</b>		
Quoted debt securities	10,963	13,916

At the end of the current financial period, the fair value of the investment in XZYJLC decreased by S\$1,714,000 and the fair value of the investment in XZRES decreased by S\$45,000 with the corresponding adjustments to fair value adjustment reserve.

The Group classified its investment in XZYJLC as a non-current asset in view of the compulsory liquidation process and uncertainty over its realisation within the next financial year. The fair value of the investment as at 31 December 2024 is determined by management's assessment of the risk-adjusted present value of the estimated share of liquidation proceeds expected by the Group.

## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

### E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 11. Loans and borrowings

	Group		Company	
	30.06.2025 S\$'000	31.12.2024 S\$'000	30.06.2025 S\$'000	31.12.2024 S\$'000
<b>Repayable within 12 months</b>				
Secured	2,468	3,993	-	1,350
Unsecured	1,500	1,392	1,500	1,392
<b>Repayable after 12 months</b>				
Secured	8,957	8,218	-	-
Unsecured	-	-	-	-
	<u>12,925</u>	<u>13,603</u>	<u>1,500</u>	<u>2,742</u>

The Group's secured borrowings comprised two term loans aggregating S\$11,425,000 secured by a mortgage on the freehold land and buildings owned by a company in the Group.

#### 12. Share capital

##### *Ordinary shares of the Company:*

	No. of shares '000	Share capital S\$'000
Balance at 31 December 2024 and 30 June 2025	1,055,639	172,571

There was no change in the Company's share capital since the end of the previous financial year up to the end of the current financial period. The Company's issued and fully paid-up shares as at 30 June 2025 comprised 1,055,639,464 (31 December 2024 and 30 June 2024: 1,055,639,464) ordinary shares with voting rights.

The Company has no treasury shares, subsidiary holdings or outstanding convertibles as at 30 June 2025, 31 December 2024 and 30 June 2024.

#### 13. Fair value of assets and liabilities

The Group categorises fair value measurement using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair value measurements that use inputs of different hierarchy levels are categorised in their entirety at the same level of the fair value hierarchy as the lowest input that is significant to the entire measurement.

## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

### E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 13. Fair value of assets and liabilities (continued)

##### Assets and liabilities measured at fair values

The following table shows an analysis of the Group's assets and liabilities measured at fair value at the end of the reporting period:

Group				
	Quoted prices in active markets for identical instruments (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	S\$'000	S\$'000	S\$'000	S\$'000
<b>30.06.2025</b>				
<b>Non-financial asset</b>				
Property, plant and equipment	-	-	140,758	140,758
<b>Financial assets</b>				
Investment securities /				
Investment in Xuzhou entities				
- Unquoted equity securities	-	-	1,809	1,809
- Investment in XZYJLC	-	-	35,855	35,855
- Investment in XZRES	-	-	927	927
- Quoted debt securities	10,963	-	-	10,963
<hr/>				
<b>31.12.2024</b>				
<b>Non-financial asset</b>				
Property, plant and equipment	-	-	144,054	144,054
<b>Financial assets</b>				
Investment securities /				
Investment in Xuzhou entities				
- Unquoted equity securities	-	-	1,809	1,809
- Investment in XZYJLC	-	-	37,569	37,569
- Investment in XZRES	-	-	972	972
- Quoted debt securities	13,916	-	-	13,916

##### **Fair value hierarchy**

There were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

##### **Level 3 fair value measurements**

The key assumptions used in fair value measurements are based on the relevant market conditions prevailing at the end of the reporting period.

The Directors are responsible for selecting and engaging independent valuation specialists that possess the relevant credentials and knowledge on the subject of valuation, valuation methodologies and SFRS(I) 13 fair value measurement guidance.

The fair values of land and buildings were determined by independent valuation specialists or Directors in December 2024 and December 2023 using valuation techniques and inputs as disclosed in the Group's latest full year financial statements.

The Group did not engage independent valuation specialists to determine the fair values of the property, plant and equipment as at 30 June 2025. In assessing the fair values as at the reporting date, the Directors consider those underlying factors that would have an impact on the fair values of the property, plant and equipment. The Directors determine that the carrying amounts of property, plant and equipment does not differ materially from that which would be determined using fair value at the end of the reporting period. There were no revaluation movements in property, plant and equipment during the current financial period.

## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

### E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 13. Fair value of assets and liabilities (continued)

##### Assets and liabilities measured at fair values (continued)

##### Level 3 fair value measurements (continued)

For investment in XZYJLC, management has assessed the risk-adjusted present value of the estimated share of liquidation proceeds expected by the Group upon the compulsory liquidation of the investee to be the best reasonable estimate of the fair value.

There was no change in the valuation technique and types of inputs used in deriving the fair value of unquoted equity securities and investment in Xuzhou entities. Except for the fair value movement of the investment in Xuzhou entities which was disclosed in Note 10, there was no movement in the fair value of unquoted equity securities during the current financial period.

#### 14. Classification of assets and liabilities

<b>Group</b>				
	<b>Assets at amortised cost</b>	<b>Fair value through other comprehen- sive income</b>	<b>Non-financial assets</b>	<b>Total</b>
	S\$'000	S\$'000	S\$'000	S\$'000
<b>30.06.2025</b>				
<b>Assets</b>				
<b>Non-current</b>				
Property, plant and equipment	-	-	142,996	142,996
Intangible assets	-	-	22	22
Right-of-use asset	-	-	531	531
Investment securities	-	1,809	-	1,809
Deferred tax assets	-	-	242	242
Investment in Xuzhou entities	-	36,782	-	36,782
<b>Current</b>				
Investment securities	-	10,963	-	10,963
Inventories	-	-	119	119
Trade and other receivables	729	-	-	729
Prepayments	-	-	282	282
Cash and cash equivalents	26,707	-	-	26,707
	27,436	49,554	144,192	221,182
<b>Liabilities</b>				
		<b>Liabilities at amortised cost</b>	<b>Non-financial liabilities</b>	<b>Total</b>
		S\$'000	S\$'000	S\$'000
<b>30.06.2025</b>				
<b>Current</b>				
Trade and other payables		7,124	-	7,124
Provision for taxation		-	866	866
Lease liability		45	-	45
Loans and borrowings		3,968	-	3,968
<b>Non-current</b>				
Lease liability		682	-	682
Loans and borrowings		8,957	-	8,957
Deferred tax liabilities		-	24,750	24,750
		20,776	25,616	46,392

## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

### E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 14. Classification of assets and liabilities (continued)

	Group			
	Assets at amortised cost S\$'000	Fair value through other comprehen- sive income S\$'000	Non-financial assets S\$'000	Total S\$'000
<b>31.12.2024</b>				
<b>Assets</b>				
<b>Non-current</b>				
Property, plant and equipment	-	-	145,926	145,926
Intangible assets	-	-	25	25
Right-of-use asset	-	-	597	597
Investment securities	-	1,809	-	1,809
Deferred tax assets	-	-	554	554
Investment in Xuzhou entities	-	38,541	-	38,541
<b>Current</b>				
Investment securities	-	13,916	-	13,916
Inventories	-	-	198	198
Trade and other receivables	1,244	-	-	1,244
Prepayments	-	-	272	272
Cash and cash equivalents	27,303	-	-	27,303
	28,547	54,266	147,572	230,385
<b>Liabilities</b>				
<b>Current</b>				
Trade and other payables	-	9,844	-	9,844
Provision for taxation	-	-	334	334
Lease liability	-	45	-	45
Loans and borrowings	-	5,385	-	5,385
<b>Non-current</b>				
Lease liability	-	753	-	753
Loans and borrowings	-	8,218	-	8,218
Deferred tax liabilities	-	-	25,176	25,176
	-	24,245	25,510	49,755

## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

### E. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 14. Classification of assets and liabilities (continued)

	<b>Company</b>		
	<b>Assets at amortised cost S\$'000</b>	<b>Non-financial asset S\$'000</b>	<b>Total S\$'000</b>
<b>30.06.2025</b>			
<b>Assets</b>			
<b>Current</b>			
Other receivables	605	-	605
Prepayments	-	2	2
Amount due from a subsidiary company	317	-	317
Cash and cash equivalents	2,530	-	2,530
	<b>3,452</b>	<b>2</b>	<b>3,454</b>
<b>Liabilities</b>			
<b>Current</b>			
Other payables and accruals	319	-	319
Provision for taxation	-	52	52
Loans and borrowings	1,500	-	1,500
<b>Non-current</b>			
Amount due to a subsidiary company	36,030	-	36,030
	<b>37,849</b>	<b>52</b>	<b>37,901</b>
<b>31.12.2024</b>			
<b>Assets</b>			
<b>Current</b>			
Other receivables	494	-	494
Prepayments	-	3	3
Cash and cash equivalents	320	-	320
	<b>814</b>	<b>3</b>	<b>817</b>
<b>Liabilities</b>			
<b>Current</b>			
Other payables and accruals	570	-	570
Provision for taxation	-	133	133
Amounts due to subsidiary companies	411	-	411
Loans and borrowings	2,742	-	2,742
<b>Non-current</b>			
Amount due to a subsidiary company	33,850	-	33,850
	<b>37,573</b>	<b>133</b>	<b>37,706</b>

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## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

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### F. OTHER INFORMATION REQUIRED BY APPENDIX 7.2 OF THE LISTING MANUAL OF SGX-ST

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**Para**

**2 Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice.**

The figures in this announcement have not been audited or reviewed by the Company's auditor.

**3 Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).**

Not applicable.

**3A Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion:**

(a) Updates on the efforts taken to resolve each outstanding audit issue.

(b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

This is not required for any audit issue that is a material uncertainty relating to going concern.

Not applicable.

**8 A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-**

(a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and

(b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

**Revenue**

Revenue of the Group for 1H2025 of S\$15.8 million was S\$0.2 million lower than 1H2024.

**Hotel and Serviced Residence**

Revenue of S\$15.4 million was S\$0.2 million lower than 1H2024.

The lower revenue was mainly attributed to lower occupancies of Holiday Inn Resort Phuket ("HIRP") and Somerset Vientiane ("SV"). HIRP's revenue declined mainly due to decreased tourist arrivals from its key source markets which were affected by the impact of US tariffs, regional conflict and local safety concerns. Revenue for SV decreased due to competition from new hotels in Vientiane, Laos.

The revenue of Cityview Apartments and Commercial Centre ("CV") was comparable with 1H2024.

**Others**

Revenue of S\$0.4 million was comparable with 1H2024.

**Property**

No revenue was recorded in both 1H2025 and 1H2024.

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## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

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### F. OTHER INFORMATION REQUIRED BY APPENDIX 7.2 OF THE LISTING MANUAL OF SGX-ST (Continued)

Para

- 8 A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-**
- (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and**
  - (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

#### **Profit Before Tax**

The Group's pre-tax profit for 1H2025 of S\$4.8 million was S\$4.5 million higher than 1H2024. This was mainly attributed to a one-off loss on Rawai Disposal in 1H2024.

#### **Hotel and Serviced Residence**

This sector's pre-tax profit of S\$4.7 million in 1H2025 was S\$4.4 million higher than 1H2024. Excluding the one-off loss on Rawai Disposal, this sector's pre-tax profit of S\$4.7 million in 1H2025 was S\$1.4 million higher than 1H2024.

The higher pre-tax profit of HIRP was mainly attributed to lower depreciation expense as assets acquired in 2019 for the refurbishment of Busakorn Wing were fully depreciated by 2024. The lower depreciation expense was partially offset by lower revenue.

The lower pre-tax profit of SV was mainly attributed to lower revenue and higher staff costs. The pre-tax profit of CV was comparable with 1H2024.

In 1H2025, this sector recorded lower foreign currency losses. The foreign currency losses in 1H2024 was higher as it comprised exchange loss due to depreciation of Thai Baht on Singapore Dollar denominated inter-company interest payable. Following the Rawai Disposal in 2H2024, the aforementioned inter-company amount owing had been written off at group level.

In view of the above, the Group's hospitality assets delivered broadly positive performance in the first half of the year, despite tourism arrivals being affected by various geopolitical incidents and natural disasters in Southeast Asia.

#### **Others**

Corporate office's pre-tax loss of S\$0.5 million in 1H2025 was S\$0.1 million lower than 1H2024 mainly due to lower finance costs.

#### **Property**

This sector's pre-tax profit of S\$0.6 million in 1H2025 was comparable with 1H2024. The Group's share of higher profits from Knight Frank group of companies was fully offset by higher legal fees incurred on the compulsory liquidation of the joint venture company, Xuzhou YinJian LumChang Real Estate Development Co., Ltd.

- 9 Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.**

Not applicable.

- 10 A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.**

The Group's prospects for the next reporting period may face external headwinds stemming from global economic uncertainties and geopolitical tensions, which may affect travel decisions and guest arrivals for our hospitality assets.

As part of the ongoing liquidation of our joint venture investment in Xuzhou, China, the appointed liquidator has conducted first and second round of auctions (each with a subsequent descended reserve price) in accordance with applicable regulations and guidelines. Both rounds have closed with no bids received. The auction process is continuing with a third round to be launched in mid-August at a further lowered reserve price. A write-down of the investment's carrying value may be required if no bids are received in such a third round. We will provide updates as and when there are material developments. The Group is not precluded under Chinese regulations from making any bids in such round of auctions.

In Singapore, our Knight Frank Pte Ltd group of companies business is expected to remain stable.

We will continue to explore opportunities to unlock value and enhance capital efficiency within our asset and investment portfolio.

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## APPENDIX H – UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR 1HFY2025

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### F. OTHER INFORMATION REQUIRED BY APPENDIX 7.2 OF THE LISTING MANUAL OF SGX-ST (Continued)

**Para**

**11 Dividend.**

**(a) Current Financial Period Reported On.**

Any dividend declared for the current financial period reported on?

None.

**(b) Corresponding Period of the Immediately Preceding Financial Year.**

Any dividend declared for the corresponding period of the immediately preceding financial year?

Name of Dividend	:	Special Interim
Dividend Type	:	Cash
Dividend per share	:	S\$0.015 per ordinary share
Tax Rate	:	Tax exempt (one-tier)

**(c) Date payable.**

Not applicable.

**(d) Record date.**

Not applicable.

**12 If no dividend has been declared (recommended), a statement to that effect and the reason(s) for the decision.**

No dividend has been declared or recommended for the current financial period reported on as the Board of Directors deemed it necessary to preserve cash for working capital.

**13 Confirmation pursuant to Rule 920(1)(a)(ii) of the Listing Manual.**

The Company does not have a general mandate from shareholders for interested person transactions.

**14 Confirmation by the Board pursuant to Rule 705(5) of the Listing Manual.**

The Directors of the Company hereby confirm to the best of their knowledge that nothing has come to the attention of the Board of Directors which may render the Unaudited Condensed Interim Financial Statements for the Half-Year ended 30 June 2025 to be false or misleading in any material respect.

On behalf of the Board of Directors

Koh Wee Seng  
Chairman

Chay Yue Kai  
Director

**15 Confirmation pursuant to Rule 720(1) of the Listing Manual.**

The Company has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1) of the Listing Manual.

**BY ORDER OF THE BOARD**  
**Lim Swee Ann**  
**Company Secretary**

8 August 2025

## APPENDIX I – EXTRACTS FROM THE COMPANY’S CONSTITUTION

*All capitalised terms used in the following extracts shall have the same meanings given to them in the Constitution, a copy of which is available for inspection during normal business hours at the registered office of the Company at 55 Ubi Avenue 3, #04-01, Singapore 408864 from the date of this Revised Scheme Document up until the Effective Date.*

**The rights of Shareholders in respect of capital, distribution and voting as extracted and reproduced from the Constitution are set out below:**

1.	<b>THE RIGHTS OF SHAREHOLDERS IN RESPECT OF CAPITAL</b>	
	<b>ISSUE OF SHARES</b>	
3.	<p>(A) Subject to the Statutes and this Constitution, no shares may be issued by the Directors without the prior approval of the Company in a General Meeting. Subject to the prior approval of the Company in a General Meeting, the terms of such approval, Regulation 5 and any special rights attached to any shares for the time being issued, the Directors may allot and issue shares or grant options over or otherwise dispose of the same to such persons (a) on such terms and conditions; (b) for such consideration (if any); (c) at such time; and (d) whether or not subject to the payment of any part of the amount (if any) thereof in cash or otherwise, as the Directors may think fit; Provided always that no options shall be granted over unissued shares except in accordance with the Act and the listing rules of the Designated Stock Exchange.</p> <p>The shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and the preference shares may be issued with such rights of redemption at the option of the Company or otherwise, the terms and manner of such redemption being determined by the Directors in accordance with the Act.</p>	Issue of Shares
	<p>(B) The Directors may, at any time after the allotment of any share but before any person has been entered in the Register of Members as the holder or (as the case may be) before that share is entered in the name of a Depositor in the Depository Register, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Directors may think fit to impose.</p>	Renunciation by the allottee of a share
	<p>(C) Except so far as otherwise provided by the conditions of issue or by this Constitution, all new shares shall be issued subject to the provisions of the Statutes and of this Constitution with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture or otherwise.</p>	New shares shall be subject to the Statutes and this Constitution
	<p>(D) Except as herein provided, no person shall exercise any rights or privileges of a Member until his name is entered in the Register of Members or (as the case may be) the Depository Register as a Member and shall have paid all calls and other monies due for the time being on every share held by him.</p>	No rights or privileges until entered in Register of Members or the Depository Register as a Member
4.	<p>The Company shall not exercise any right in respect of treasury shares other than as provided by the Act. Subject thereto, the Company may hold or deal with its treasury shares in the manner authorised by, or prescribed pursuant to, the Act.</p>	Treasury shares

## APPENDIX I – EXTRACTS FROM THE COMPANY’S CONSTITUTION

5.	<p>(A) Subject to any direction to the contrary that may be given by the Company in General Meeting or except as permitted under the listing rules of the Designated Stock Exchange, all new shares shall before issue be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as far as the circumstances admit, to the number of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined. After the expiration of the aforesaid time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares or by reason of any other difficulty in apportioning the same) cannot, in the opinion of the Directors, be conveniently offered under this Regulation 5(A).</p>	Offer of new shares to Members
8.	<p>(A) Preference shares may be issued subject to such limitation thereof as may be prescribed by the Designated Stock Exchange. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and financial statements and attending General Meetings of the Company, and preference shareholders shall also have the right to vote at any General Meeting convened for the purpose of reducing capital or winding-up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the General Meeting directly affects their rights and privileges or when the Dividend on the preference shares is more than 6 months in arrears.</p>	Preference Shares
	<p>(B) The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares already issued.</p>	Issue of further preference capital
	<p>(C) The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution.</p>	Rights attaching to shares of a class other than ordinary shares
	<p>(D) The Company may issue shares for which no consideration is payable to the Company.</p>	Issue of shares for no consideration
	<b>VARIATION OF RIGHTS</b>	
9.	<p>(A) Whenever the share capital of the Company is divided into different classes of shares, the variation or abrogation of the special rights attached to any class may, subject to the provisions of the Act, only be made either with the consent in writing of the holders of three-quarters of the total number of the issued shares of the class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so made either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate General Meeting all the provisions of this Constitution relating to General Meetings of the Company and to the proceedings thereat shall <i>mutatis mutandis</i> apply, except that the necessary quorum shall be 2 or more persons holding at least one-third of the total number of the issued shares of the class present in person or by proxy and that any</p>	Variation of rights

## APPENDIX I – EXTRACTS FROM THE COMPANY’S CONSTITUTION

	holder of shares of the class present in person or by proxy may demand a poll, Provided always that where the necessary majority for such a Special Resolution is not obtained at such General Meeting, the consent in writing, if obtained from the holders of three-quarters of the total number of the issued shares of the class concerned within 2 months of such General Meeting, shall be as valid and effectual as a Special Resolution carried at such General Meeting.	
	(B) The provisions in Regulation 9(A) shall <i>mutatis mutandis</i> apply to any repayment of preference capital (other than redeemable preference capital) and any variation or abrogation of the special rights attached to preference shares or any class thereof.	Repayment of preference capital other than redeemable preference capital
	(C) The special rights conferred upon the holders of any class of shares having preferential or other rights shall not, unless otherwise expressly provided by the terms of issue thereof, be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith.	Issue of further shares ranking <i>pari passu</i>
	<b>ALTERATION OF SHARE CAPITAL</b>	
10.	(A) The Company may by Ordinary Resolution:	Power to consolidate, sub-divide, redenominate and cancel shares
	<ul style="list-style-type: none"> <li>(a) consolidate and divide all or any of its shares;</li> <li>(b) sub-divide its shares, or any of them (subject nevertheless to the provisions of the Act and this Constitution); Provided always that in such sub-division the proportion between the amount paid and the amount (if any) unpaid on each sub-divided share shall be same as it was in the case of the share from which the sub-divided share is derived;</li> <li>(c) subject to the provisions of the Act and this Constitution, convert its share capital or any class of shares from one currency to another currency; and/or</li> <li>(d) cancel the number of shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the number of the shares so cancelled.</li> </ul>	
	(B) The Company may by Special Resolution, subject to and in accordance with the Act, convert one class of shares into another class of shares.	Power to convert shares
11.	(A) Subject to and in accordance with the Act, the Company may, by Special Resolution and with any consent or confirmation required by law, reduce its share capital in any manner.	Power to reduce share capital
	(B) The Company may, subject to and in accordance with the Act and the listing rules of the Designated Stock Exchange, purchase or otherwise acquire its issued shares on such terms and in such manner as the Company may from time to time think fit. Any share purchased or acquired by the Company as aforesaid shall, unless held in treasury in accordance with the Act, be deemed to be cancelled immediately on purchase or acquisition by the Company. On the cancellation of any share as aforesaid, the rights and privileges attached to that share shall expire. In any other instance, the Company may hold or deal with any such share which is so purchased or acquired by it in such manner	Power to purchase its issued shares

## APPENDIX I – EXTRACTS FROM THE COMPANY’S CONSTITUTION

	as may be permitted by, and in accordance with the Act and the listing rules of the Designated Stock Exchange. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to the Act and this Constitution, the number of issued shares of the Company shall be diminished by the number of shares so cancelled, and, where any such cancelled share was purchased or acquired out of the capital of the Company, the amount of share capital of the Company shall be reduced accordingly.	
	<b>SHARE CERTIFICATES</b>	
12.	(A) Subject to Regulation 119(C), every share certificate shall be issued under the Seal and shall bear the facsimile signatures or the autographic signatures of any 2 Directors or one of the Directors and the Secretary or such other person as may be authorised by the Directors, and shall specify the number and class of shares to which it relates, whether the shares are fully or partly paid-up, and the amount (if any) unpaid thereon. The facsimile signatures may be reproduced by mechanical, electronic or other means provided the method or system of reproducing signatures has first been approved by the Directors of the Company. No share certificate shall be issued representing shares of more than one class.	Share Certificates
	(B) The provisions in this Regulation 12 and in Regulations 13 to 16 (so far as they are applicable) shall not apply to transfer of book-entry securities (as defined in the Statutes).	Regulations 13 to 16 do not apply to book-entry securities
13.	(A) The Company shall not be bound to register more than 3 persons as joint holders of a share except in the case of executors, trustees or administrators of the estate of a deceased Member.	Joint Holders
	(B) Only one share certificate shall be issued in respect of any share.	Only one share certificate issued in respect of any share
	(C) In the case of a share held jointly in the names of several persons, the Company shall not be bound to issue more than one share certificate therefor and delivery of a share certificate to any one of the joint holders shall be sufficient delivery to all. Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the share certificate relating to such share.	Issue of share certificate to joint holders
	(D) The retention by the Directors of any unclaimed share certificates shall not constitute the Company a trustee in respect thereof.	Retention of share certificate
14.	Every person whose name is entered as a Member in the Register of Members shall be entitled, within 10 market days (or such period as the Company may determine having regard to any limitation thereof as may be prescribed by the Designated Stock Exchange from time to time) after the closing date of any application for shares or the date of lodgement of a registrable transfer or on a transmission of shares (as the case may be), to receive one share certificate for all his shares of any one class or several share certificates in reasonable denominations each for a part of the shares so allotted or transferred.	Entitlement to share certificate

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15.	(A) Where a Member transfers part only of the shares comprised in a share certificate or where a Member requires the Company to cancel any share certificate or share certificates and issue new share certificates for the purpose of sub-dividing his holding in a different manner, the old share certificate or share certificates shall be cancelled and a new share certificate or share certificates for the balance of such shares (in the case of transfer) and the whole of such shares (in the case of sub-division) shall be issued in lieu thereof and the Member shall pay (in the case of sub-division) a maximum fee of S\$2.00 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Designated Stock Exchange from time to time) for each new share certificate. Where some only of the shares comprised in a share certificate are transferred, the new share certificate for the balance of such shares shall be issued in lieu thereof without charge.	Sub-division of share certificates
	(B) Any 2 or more share certificates representing shares of any one class held by any Member may at his request be cancelled and a single new share certificate for such shares issued in lieu thereof without charge.	Consolidation of share certificates
16.	Subject to the provisions of the Statutes, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of the Designated Stock Exchange or on behalf of its or their client or clients as the Directors shall require, and in case of defacement or wearing out on delivery of the old share certificate, and in any case on payment of such sum not exceeding S\$2.00 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Designated Stock Exchange from time to time) as the Directors may from time to time require. In the case of destruction, loss or theft, a shareholder or person entitled to, and to whom such renewed share certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.	Replacement of share certificates
	<b>CALLS ON SHARES</b>	
17.	The Directors may from time to time make calls upon the Members in respect of any monies unpaid on their shares but subject always to the terms of issue of such shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments.	Calls on shares
18.	Each Member shall (subject to receiving at least 14 clear days’ notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. A call may be revoked or postponed as the Directors may determine.	Notice of calls
19.	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate (not exceeding 10% per annum) as the Directors may determine but the Directors shall be at liberty in any case or cases to waive payment of such interest in whole or in part.	Interest on unpaid calls

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20.	Any sum which by the terms of issue of a share becomes payable, upon allotment or at any fixed date, shall for all the purposes of this Constitution, be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable. In the case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	When calls are deemed to be made and payable
21.	The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment.	Power of Directors to differentiate
22.	(A) The Directors may, if they think fit, receive from any Member willing to advance all or any part of the monies uncalled and unpaid upon the shares held by him and such payment in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is made and upon the monies so received (until and to the extent that the same would but for such advance become payable) the Company may pay interest at such rate (not exceeding 10% per annum, unless the Company in General Meeting otherwise directs) as the Member paying such sum and the Directors may agree. Capital paid on shares in advance of calls shall not, whilst bearing interest, confer a right to participate in profits and until appropriated towards satisfaction of any call be treated as a loan to the Company and not as part of its capital and shall be repayable at any time if the Directors so decide.	Payment of calls in advance
	(B) The Directors may apply all Dividends which may be declared in respect of any shares in payment of any calls made or instalments payable and which may remain unpaid in respect of the same shares.	Power of Directors to apply Dividends in payment of calls made or instalments payable
<b>FORFEITURE AND LIEN</b>		
23.	If a Member fails to pay in full any call or instalment of a call on the due date for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued thereon and any expenses incurred by the Company by reason of such non-payment.	Notice requiring payment of calls
24.	The notice shall name a further day (not earlier than the expiration of 14 days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call has been made will be liable to be forfeited.	Notice to state place and time of payment
25.	(A) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all Dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.	Forfeiture on non-compliance with notice

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	(B) When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission (as the case may be), and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members or in the Depository Register (as the case may be) opposite to the share; but the provisions of this Regulation 25(B) are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.	Notice of forfeiture to be given and entered
26.	(A) A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition, the forfeiture or surrender may be cancelled on such terms as the Directors shall think fit. The Directors may, if necessary, authorise some person to transfer or effect the transfer of a share so forfeited or surrendered to any such other person as aforesaid.	Sale of forfeited shares
	(B) Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.	Directors may allow forfeited share to be redeemed
27.	A Member whose shares have been forfeited or surrendered shall cease to be a Member in respect of such shares but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all monies which at the date of forfeiture or surrender were presently payable by him to the Company in respect of such shares with interest thereon at 10% per annum (or such lower rate as the Directors may determine) from the date of forfeiture or surrender until payment and the Directors may at their absolute discretion enforce payment without any allowance for the value of such shares at that time of forfeiture or surrender or waive payment in whole or in part.	Rights and liabilities of Members whose shares have been forfeited
28.	The Company shall have a first and paramount lien on every share (not being a fully paid share) and Dividends from time to time declared in respect of such shares. Such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such monies are due and unpaid, and to such amounts as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member. The Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this Regulation 28.	Company shall have first and paramount lien on every share
29.	(A) The Company may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of 14 days after a notice in writing stating and demanding payment of the sum presently payable and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share or the person entitled thereto (if any) entitled to effect a transmission of the shares and who shall have produced to the Company satisfactory evidence of such capacity and default in payment shall have been made by him or them for 14 days after such notice; Provided always that if a Member shall have died or become mentally disordered and incapable of managing himself or his	Sale of shares subject to lien

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	affairs or bankrupt and no person shall have given to the Company satisfactory proof of his right to effect a transmission of the shares held by such Member, the Directors may exercise such power of sale without serving any such notice.	
	(B) In the event of a forfeiture of shares or a sale of shares to satisfy the Company’s lien thereon, the Member or other person who prior to such forfeiture or sale was entitled thereto shall be bound to deliver and shall forthwith deliver to the Company the share certificate or share certificates held by him for the shares so forfeited or sold.	Members whose shares have been forfeited bound to deliver share certificate of forfeited shares
30.	The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debts or liabilities (including unpaid calls and accrued interest and expenses) and any residue shall be paid to the person entitled to the shares at the time of the sale or to his executors, administrators or assignees, as he may direct. For the purpose of giving effect to any such sale, the Directors may authorise some person to transfer or effect the transfer of the shares sold to the purchaser.	Application of sale proceeds
31.	A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt by the Company of the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser (or where the purchaser is a Depositor, the Depository or its nominee (as the case may be)) or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share, or where such person is a Depositor, the Company shall procure that his name be entered in the Depository Register in respect of the share so sold, re-allotted or disposed of. Such person shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, surrender, sale, re-allotment or disposal of the share.	Title to forfeited or surrendered shares
	<b>TRANSFER OF SHARES</b>	
32.	(A) All transfers of shares shall be effected by written instruments of transfer in the form for the time being approved by the Directors and the Designated Stock Exchange.	Form of instrument of transfer
	(B) The instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee and be witnessed; Provided always that an instrument of transfer in respect of which the transferee is the Depository or its nominee (as the case may be) shall be effective although not signed or witnessed by or on behalf of the Depository or its nominee (as the case may be). The transferor shall be deemed to remain the holder of the shares concerned until the name of the transferee is entered in the Register of Members in respect thereof.	Execution of instrument of transfer
33.	The Register of Members and the Register of Transfers may be closed, and the registration of transfers may be suspended, at such times and for such periods as the Directors may from time to time determine; Provided always that such Registers shall not be closed for more than 30 days in any year, and that the Company shall give prior notice of each such closure, as	Closure of Register of Members and Register of Transfers

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	may be required, to the Designated Stock Exchange, stating the period and purpose or purposes for which such closure is made.	
34.	(A) There shall be no restriction on the transfer of fully paid-up shares (except where required by law or by the listing rules of the Designated Stock Exchange) but the Directors may in their discretion decline to register any transfer of shares upon which the Company has a lien, and in the case of shares not fully paid-up, may refuse to register a transfer to a transferee of whom they do not approve (to the extent permitted by the listing rules of the Designated Stock Exchange); Provided always that in the event of the Directors declining to register a transfer of shares, the Company shall within 10 market days (or such period as the Directors may determine subject to any limitation thereof as may be prescribed by the Designated Stock Exchange from time to time) after the date on which the application for a transfer of shares was made, serve a notice in writing to the applicant, transferor and/or the transferee stating the facts which are considered to justify the refusal as required by the Statutes.	Directors' power to decline to register a transfer of shares
	(B) The Directors may in their sole discretion decline to register any instrument of transfer unless: <ul style="list-style-type: none"> <li>(a) Such fee not exceeding S\$2.00 (or such other fee as the Directors may determine subject to any limitation thereof as may be prescribed by the Designated Stock Exchange from time to time) as the Directors may from time to time require, is paid to the Company in respect thereof;</li> <li>(b) the amount of proper duty (if any) with which each instrument of transfer is chargeable under any law for the time being in force relating to stamps is paid;</li> <li>(c) the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by a certificate of payment of stamp duty (if stamp duty is payable on such instrument of transfer in accordance with any law for the time being in force relating to stamp duty), the share certificates of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and</li> <li>(d) the instrument of transfer is in respect of only one class of shares.</li> </ul>	When Directors may decline to register a transfer of shares
35.	(A) All instruments of transfer which are registered may be retained by the Company, but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same except in the case of fraud.	Retention of instruments of transfer
	(B) To the extent permissible by law, neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers, be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred.	Indemnity against wrongful transfer

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36.	<p>The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of 6 years from the date of registration thereof and all Dividend mandates and notifications of change of address at any time after the expiration of 6 years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of 6 years from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the Register of Members purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument of transfer duly and properly registered and every share certificate so destroyed was a valid and effective share certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company; Provided always that:</p> <p>(a) the provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;</p> <p>(b) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Regulation 36; and</p> <p>(c) references herein to the destruction of any document include references to the disposal thereof in any manner.</p>	Destruction of instrument of transfers
<b>TRANSMISSION OF SHARES</b>		
37.	(A) In the case of the death of a Member whose name is entered in the Register of Members, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole or only surviving holder, shall be the only person(s) recognised by the Company as having any title to his interest in the shares.	Survivor or legal personal representatives of deceased Member
	(B) In the case of the death of a Member who is a Depositor, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole or only surviving holder and where such executors or administrators are entered into the Depository Register in respect of any shares of the deceased Member, shall be the only person(s) recognised by the Company as having any title to his interest in the shares.	Survivor or legal personal representatives of deceased Depositor
	(C) Nothing in this Regulation 37 shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.	Estate of deceased holder
38.	<p>(A) Any of the following person(s) or guardian(s), may (subject as hereinafter provided) upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, elect either to be registered himself as holder of the share or to have another person nominated by him registered as a transferee thereof:</p> <p>(a) any person becoming entitled to a share in consequence of the death or bankruptcy of a Member whose name is entered in the Register of Members;</p> <p>(b) any guardian becoming entitled to the legal title in a share of an infant whose name is entered in the Register of Members;</p>	Transmission of shares

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	<p>(c) any person who has the management of the estate of a Member whose name is entered in the Register of Members; and</p> <p>(d) any person who has the management of the affairs of a Member who is mentally disordered and incapable of managing himself or his affairs whose name is entered in the Register of Members.</p> <p>The Directors shall, in any case, have the same right to decline or suspend registration as they would have had in the case of a transfer of shares by a Member.</p>	
	<p>(B) If the person becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing (in a form as may be approved by the Directors from time to time) signed by him stating that he so elects. If he elects to have another person nominated by him registered, he shall testify his election by executing to that person a transfer of shares. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the event upon which transmission took place had not occurred and the notice or transfer were a transfer executed by such Member.</p>	Procedure for transmission of shares
39.	<p>(A) Save as otherwise provided by or in accordance with this Constitution, a person becoming entitled to a share by transmission (and upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) shall be entitled to the same Dividends and other advantages as those to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof (except with the authority of the Directors) to exercise any right conferred by membership in relation to General Meetings of the Company until he shall have been entered in the Register of Members as a Member or his name shall have been entered in the Depository Register in respect of the share.</p>	Rights of person on transmission of shares
	<p>(B) The Directors may at any time give notice requiring any person entitled to a share by transmission to elect either to be registered himself or to transfer the share, and if the notice is not complied with within 60 days the Directors may thereafter withhold payment of all Dividends, or other monies payable in respect of the share until the requirements of the notice have been complied with.</p>	Notice for transmission of shares
40.	<p>There shall be paid to the Company in respect of the registration of any grant of probate or letters of administration or certificate of death or stop notice or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the Register of Members affecting the title to any shares such fee not exceeding S\$2.00 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Designated Stock Exchange from time to time) as the Directors may from time to time require.</p>	Fee for registration of documents relating to or affecting the title to any shares
	<b>STOCK</b>	
43.	<p>The Company may from time to time by Ordinary Resolution convert any paid-up shares into stock and may from time to time by like resolution reconvert any stock into paid-up shares of any denomination.</p>	Conversion of shares to stock and reconversion of stock to shares

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44.	The holders of stock may transfer the same or any part thereof in the same manner and subject to the same Regulations as and subject to which the shares from which the stock arose might prior to conversion have been transferred (or as near thereto as circumstances admit) but no stock shall be transferable except in such units as the Directors may from time to time determine.	Transfer of stock
45.	The holders of stock shall, according to the amount of stock units held by them, have the same rights, privileges and advantages as regards Dividend, return of capital, voting and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except as regards participation in the profits or assets of the Company) shall be conferred by the number of stock units which would not, if existing in shares, have conferred such privilege or advantage, and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.	Rights of stockholders
<b>GENERAL MEETINGS</b>		
46.	Save as otherwise permitted under the Act, an Annual General Meeting shall be held once in every year, at such time (within a period of not more than 15 months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors (subject to the listing rules of the Designated Stock Exchange). All other General Meetings shall be called Extraordinary General Meetings. The interval between the close of a financial year of the Company and the date of the Annual General Meeting shall not exceed 4 months or such other period as prescribed by the Act and the listing rules of the Designated Stock Exchange or other legislation applicable to the Company from time to time.	Annual General Meeting and Extraordinary General Meeting
47.	The Directors may whenever they think fit, and shall on requisition in accordance with the Statutes, proceed with proper expedition to convene an Extraordinary General Meeting.	Calling Extraordinary General Meeting
<b>NOTICE OF GENERAL MEETINGS</b>		
48.	<p>Any Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Statutes) a resolution of which special notice has been given to the Company, shall be called by 21 clear days’ notice in writing at the least and an Annual General Meeting or any other Extraordinary General Meeting, by 14 clear days’ notice in writing at the least. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the General Meeting is to be held and shall be given in manner hereinafter mentioned to all Members other than those who are not under the provisions of the Act and this Constitution entitled to receive such notices from the Company; Provided always that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and</p> <p>(b) in the case of an Extraordinary General Meeting by a majority in number of the Members having a right to attend and vote thereat, being a majority together holding not less than 95% of the total voting rights of all the Members having a right to vote thereat;</p> <p>Provided also that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the</p>	Notice of Annual General Meeting and Extraordinary General Meeting

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	proceedings at any General Meeting. At least 14 clear days’ notice in writing (excluding the date of notice and the date of meeting) of any General Meeting shall be given to shareholders by advertisement in the daily press and in writing to the Designated Stock Exchange; Provided always that in the case of any Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution, at least 21 clear days’ notice in writing (excluding the date of notice and the date of meeting) of such Annual General Meeting and Extraordinary General Meeting shall be given to shareholders by advertisement in the daily press and in writing to the Designated Stock Exchange.	
49.	(A) Every notice calling a General Meeting shall specify the place, day and hour of the General Meeting, and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a Member of the Company.	Contents of notice of General Meeting
	(B) In the case of an Annual General Meeting, the notice shall also specify the meeting as such.	Contents of notice of Annual General Meeting
	(C) In the case of any General Meeting at which business other than routine business (“special business”) is to be transacted, the notice shall specify the general nature of such business, and if any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect.	Notice of General Meeting for special business and Special Resolution
50.	Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say: (a) declaring Dividends; (b) receiving and adopting the financial statements, the Directors’ statement, and the Auditor’s report and other documents required to be attached or annexed to the financial statements; (c) appointing or re-appointing Directors to fill vacancies arising at the Annual General Meeting on retirement whether by rotation or otherwise; (d) appointing the Auditor or re-appointing the retiring Auditor (unless they were last appointed otherwise than by the Company in General Meeting); (e) fixing the remuneration of the Auditor or determining the manner in which such remuneration is to be fixed; and (f) fixing the fees of the Directors proposed to be paid in respect of their office under Regulation 77.	Routine business
51.	Any notice of a General Meeting to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution on the Company in respect of such special business.	Statement regarding effect of special business
	<b>PROCEEDINGS AT GENERAL MEETINGS</b>	
52.	The Chairman of the Board of Directors shall preside as Chairman at a General Meeting. If there be no such Chairman, or if at any General Meeting neither be present within 15 minutes after the time appointed for holding the General Meeting and willing to act, the Directors present shall choose one of their number (or, if no Director be present or if all the	Chairman of General Meeting

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	Directors present decline to take the chair, the Members present shall choose one of their number) to be Chairman of the General Meeting. If required by the listing rules of the Designated Stock Exchange, all General Meetings shall be held in Singapore, unless prohibited by relevant laws and regulations of the jurisdiction of the Company’s incorporation, or unless such requirement is waived by the Designated Stock Exchange.	
53.	No business other than the appointment of a Chairman shall be transacted at any General Meeting unless a quorum is present at the time when the General Meeting proceeds to business. Save as herein otherwise provided, the quorum at any General Meeting shall be 2 or more Members present in person or by proxy; Provided always that (a) a proxy representing more than one Member shall only count as one Member for purpose of determining if the quorum aforesaid is present; and (b) where a Member is represented by more than one proxy, such proxies of such Member shall only count as one Member for purposes of determining if the quorum aforesaid is present. In addition, for the purposes of a quorum, joint holders of any share shall be treated as one Member.	Quorum
54.	If within 30 minutes from the time appointed for a General Meeting (or such longer interval as the Chairman of the General Meeting may think fit to allow) a quorum is not present, the General Meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day is a public holiday then to the next business day following that public holiday) at the same time and place or such other day, time or place as the Directors may by not less than 10 clear days’ notice appoint. At the adjourned General Meeting, if a quorum is not present within 30 minutes from the time appointed for holding the adjourned General Meeting, any one or more Members present in person or by proxy shall be a quorum.	Dissolution or adjournment of General Meeting if a quorum is not present
55.	The Chairman of any General Meeting at which a quorum is present may with the consent of the General Meeting (and shall if so directed by the General Meeting) adjourn the General Meeting from time to time (or <i>sine die</i> ) and from place to place, but no business shall be transacted at any adjourned General Meeting except business which might lawfully have been transacted at the General Meeting from which the adjournment took place. Where a General Meeting is adjourned <i>sine die</i> , the time and place for the adjourned General Meeting shall be fixed by the Directors. When a General Meeting is adjourned for 30 days or more or <i>sine die</i> , not less than 7 clear days’ notice of the adjourned General Meeting shall be given in like manner as in the case of the original General Meeting.	Adjournment
56.	Save as hereinbefore expressly provided, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.	Notice of adjournment not required
57.	If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairman of the General Meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution, no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.	Amendment of resolution
58.	(A) If required by the listing rules of the Designated Stock Exchange, a resolution put to the vote at any General Meeting shall be decided by a poll (unless such requirement is waived by the Designated Stock Exchange).	Mandatory polling

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	<p>(B) Subject to Regulation 58(A), at any General Meeting, a resolution put to the vote of the General Meeting shall be decided on a show of hands by the Members present in person or by proxy and entitled to vote at the General Meeting, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:</p> <p>(a) the Chairman of the General Meeting; or</p> <p>(b) not less than 2 Members present in person or by proxy and entitled to vote at the General Meeting; or</p> <p>(c) any Member or Members present in person or by proxy, or where such a Member has appointed 2 or more proxies any one of such proxies, or any number or combination of such Members or proxies, holding or representing as the case may be not less than 5% of the total voting rights of all the Members having the right to vote at the General Meeting; or</p> <p>(d) any Member or Members present in person or by proxy, or where such a Member has appointed 2 or more proxies any one of such proxies, or any number or combination of such Members or proxies, holding shares conferring a right to vote at the General Meeting, on which an aggregate sum has been paid-up equal to not less than 5% of the total sum paid-up on all the shares conferring that right;</p> <p>A demand for a poll made pursuant to this Regulation 58(B) may be withdrawn only with the approval of the General Meeting.</p>	<p>Method of voting where mandatory polling is not required</p>
	<p>(C) If any votes be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same General Meeting or at any adjournment thereof and not in any case unless it shall in the opinion of the Chairman be of sufficient magnitude.</p>	<p>Error in counting of votes shall not vitiate the result of the voting</p>
<p>59.</p>	<p>Unless a poll is demanded (and the demand for a poll is not withdrawn), a declaration by the Chairman of the General Meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such resolution. Where a poll is demanded, it shall be taken in such manner (including the use of ballot or voting papers or tickets or electronic means) as the Chairman of the General Meeting may direct, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was taken. The Chairman of the General Meeting may (and, if required by the listing rules of the Designated Stock Exchange or if so directed by the General Meeting, shall) appoint scrutineers and may adjourn the General Meeting to some place and time fixed by him for the purpose of declaring the result of the poll.</p>	<p>Unless a poll is demanded, a declaration by the Chairman of the General Meeting shall be conclusive evidence; Where a poll is taken, the result of the poll shall be deemed to be the resolution of the General Meeting</p>
<p>60.</p>	<p>In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the General Meeting at which the show of hands takes place or at which the poll is taken shall be entitled to a casting vote.</p>	<p>Casting vote of the Chairman of the General Meeting</p>
<p>61.</p>	<p>(A) A poll on any other question shall be taken either immediately or at such subsequent time (not being more than 30 days from the date of the General Meeting) and place as the Chairman of the General Meeting may direct. No notice need be given of a poll not taken immediately. A demand for a poll made pursuant to Regulation 58(B) shall not prevent the continuance of the General Meeting for the transaction of any business other than the question on which the poll has been demanded.</p>	<p>Timing for taking a poll</p>

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	(B) After the Chairman of any General Meeting shall have declared the General Meeting to be over and shall have left the chair no business or question shall under any pretext whatsoever be brought forward or discussed.	No business or question shall be brought forward or discussed after the Chairman declared the General Meeting to be over
	<b>VOTES OF MEMBERS</b>	
62.	(A) Subject and without prejudice to any special rights, privileges or restrictions as to voting attached by or in accordance with this Constitution to any class of shares, and to Regulation 4, each Member entitled to vote may vote in person or by proxy.	Members may vote in person or by proxy
	(B) On a show of hands, every Member who is present in person or by proxy shall have one vote; Provided always that:  (a) in the case of a Member who is not a relevant intermediary and who is represented by 2 proxies, only one of the 2 proxies as determined by that Member or, failing such determination, by the Chairman of the General Meeting (or by a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands; and  (b) in the case of a Member who is a relevant intermediary and who is represented by 2 or more proxies, each proxy shall be entitled to vote on a show of hands.	Voting by a show of hands
	(C) For the purposes of determining the number of votes which a Member, being a Depositor, or his proxy or proxies may cast at any General Meeting on a poll, the reference to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company. A Member who is bankrupt shall not, while his bankruptcy continues, be entitled to exercise his rights as a Member, or attend, vote or act at any General Meeting.	Number of votes of a Depositor
	(D) On a poll, every Member who is present in person or by proxy shall have one vote for every share which he holds or represents.	Each Member shall have one vote
63.	In the case of joint holders of a share, any one of such persons may vote and be reckoned in a quorum at any General Meeting either personally or by proxy as if he were solely entitled thereto, but if more than one of such persons is present at a General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the name which stands first in the Register of Members or (as the case may be) the name which appears first in the Depository Register in respect of the joint holding. Several executors or administrators of a deceased Member in whose name any share stands shall for the purpose of this Regulation 63 be deemed joint holders thereof.	Voting rights of joint holders
64.	Where in Singapore or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any Member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of	Voting receivers by

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	such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such Member, to vote in person or by proxy at any General Meeting, or to exercise any other right conferred by membership in relation to meetings of the Company.	
65.	No Member shall be entitled in respect of shares held by him to vote at a General Meeting either personally or by proxy or to exercise any other right conferred by membership in relation to meetings of the Company if any call or other sum payable by him to the Company in respect of such shares remains unpaid.	Entitlement of Members to vote
66.	No objection shall be raised as to the admissibility of any vote except at the General Meeting or adjourned General Meeting at which the vote objected to is or may be given or tendered, and every vote not disallowed at such General Meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman of the General Meeting whose decision shall be final and conclusive.	When objection to admissibility of votes may be made
67.	On a poll, votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.	Votes on a poll
68.	<p>(A) Save as otherwise provided in the Act:</p> <p>(a) a Member who is not a relevant intermediary may appoint not more than 2 proxies to attend, speak and vote at the same General Meeting. Where such Member’s instrument of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument of proxy; and</p> <p>(b) a Member who is a relevant intermediary may appoint more than 2 proxies to attend, speak and vote at the same General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member’s instrument of proxy appoints more than 2 proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument of proxy.</p>	Appointment of proxies
	<p>(B) (a) In any case where a Member is a Depositor, the Company shall be entitled and bound:</p> <p>(i) to reject any instrument of proxy lodged by that Depositor if he is not shown to have any shares entered against his name in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company; and</p> <p>(ii) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by that Depositor is or are able to cast on a poll, a number of votes which corresponds with the number of shares entered against the name of that Depositor in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.</p> <p>(b) The Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy submitted to it, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy.</p>	Shares entered in Depository Register; Notes and instructions

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	<p>(C) Where a Member appoints more than one proxy, the Member shall specify the proportion of his shares to be represented by each such proxy. If the Member fails to specify the proportion of his shares to be represented by each proxy and more than one of such proxies is present at a General Meeting, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other proxies and for this purpose seniority shall be determined by the Chairman of the General Meeting in his absolute discretion.</p>	Member to specify the proportion of shares to be represented by each proxy
	<p>(D) A proxy need not be a Member of the Company.</p>	Proxy need not be a Member
69.	<p>(A) An instrument appointing a proxy for any Member shall be in writing in any usual or common form or in any other form which the Directors may approve and:</p> <p>(a) in the case of an individual Member:</p> <p>(i) signed by the appointor or his attorney if the instrument of proxy is delivered personally or sent by post; or</p> <p>(ii) authorised by that individual through such method and in such manner as may be approved by the Directors in their absolute discretion, if the instrument of proxy is submitted by electronic communication; and</p> <p>(b) in the case of a Member which is a corporation:</p> <p>(i) either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation if the instrument of proxy is delivered personally or sent by post; or</p> <p>(ii) (authorised by that corporation through such method and in such manner as may be approved by the Directors in their absolute discretion, if the instrument of proxy is submitted by electronic communication.</p> <p>The Company shall be entitled to treat a certificate under seal of the corporation as conclusive evidence of the appointment or revocation of appointment of a representative under this Regulation 69(A)(b).</p>	Execution of proxies
	<p>(B) The signatures on an instrument of proxy need not be witnessed. Where an instrument appointing a proxy is signed on behalf of a Member (which shall, for purposes of this Regulation 69(B) include a Depositor) by an attorney, the letter or power of attorney or a duly certified copy thereof shall (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to Regulation 70, failing which the instrument of proxy may be treated as invalid.</p>	Witness and authority
	<p>(C) The Directors may, in their absolute discretion:</p> <p>(a) approve the method and manner for an instrument appointing a proxy to be authorised; and</p> <p>(b) designate the procedure for authenticating an instrument appointing a proxy,</p> <p>as contemplated in Regulations 69(A)(a)(ii) and 69(A)(b)(ii) for application to such Members or class of Members as they may determine. Where the Directors do not so approve and designate in relation to a Member (whether of a class or otherwise), Regulation 69(A)(a)(i) and/or (as the case may be) Regulation 69(A)(b)(i) shall apply.</p>	Company may approve method and manner, and designate procedure for electronic communications

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70.	<p>(A) An instrument appointing a proxy or the power of attorney or other authority, if any:</p> <p style="padding-left: 20px;">(a) if sent personally or by post, must be left at the Office or such other place (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the General Meeting; or</p> <p style="padding-left: 20px;">(b) if submitted by electronic communication, must be received through such means as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the General Meeting,</p> <p>and in either case not less than 72 hours before the time appointed for the holding of the General Meeting or adjourned General Meeting, and in default shall not be treated as valid.</p>	Deposit proxies of
	<p>(B) The Directors may, in their absolute discretion, and in relation to such Members or class of Members as they may determine, specify the means through which instruments appointing a proxy may be submitted by electronic communications, as contemplated in Regulation 70(A)(b). Where the Directors do not so specify in relation to a Member (whether of a class or otherwise), Regulation 70(A)(a) shall apply.</p>	Company may specify means for electronic communications
	<p>(C) An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the General Meeting as for the General Meeting to which the instrument of proxy relates; Provided always that an instrument of proxy relating to more than one General Meeting (including any adjournment thereof) having once been so delivered for the purposes of any General Meeting shall not be required again to be delivered for the purposes of any subsequent General Meeting to which it relates.</p>	Instrument of proxy shall be valid for adjourned General Meeting
71.	<p>An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll, to move any resolution or amendment thereto and to speak at the General Meeting.</p>	Rights of proxies
72.	<p>A vote cast by proxy in accordance with the terms of an instrument of proxy (which for the purposes of this Constitution shall also include a power of attorney) shall not be invalidated by the previous death or mental disorder of the principal or by the revocation of the appointment of the proxy or of the authority under which the appointment was made or the transfer of the share in respect of which the proxy is given; Provided always that no notice in writing of such death, mental disorder, revocation or transfer shall have been received by the Company at the Office (or such other place as may be specified for the deposit of instruments appointing proxies) at least one hour before the commencement of the General Meeting or adjourned General Meeting.</p>	Intervening death or mental disorder
73.	<p>(A) Subject to the Statutes and this Constitution, the Directors may, at their sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow Members who are unable to vote in person at any General Meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile.</p>	Voting absentia in

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	(B) In the event that instruments of proxy are sent to the Members together with any notice of General Meeting, the accidental omission to include the instrument of proxy to, or the non-receipt of such instrument of proxy by any Member entitled to receive a notice of General Meeting shall not invalidate any Ordinary Resolution or Special Resolution passed, or any proceeding at any such General Meeting.	
	<b>CORPORATIONS ACTING BY REPRESENTATIVES</b>	
74.	Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting or of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member of the Company and such corporation shall for the purposes of this Constitution (but subject to the Act) be deemed to be present in person at any such General Meeting if a person so authorised is present thereat.	Corporations acting by representatives
	<b>THE RIGHTS OF SHAREHOLDERS IN RESPECT OF DIVIDENDS</b> <b>DIVIDENDS</b>	
123.	The Company may by Ordinary Resolution declare Dividends but no such Dividends shall exceed the amount recommended by the Directors.	Declaration of Dividends
124.	If and so far as in the opinion of the Directors, the profits of the Company justify such payments:  (a) the Directors may declare and pay the fixed Dividends on any class of shares carrying fixed Dividends on such dates as they think fit; and  (b) the Directors may also from time to time declare and pay interim Dividends on shares of any class of such amounts and on such dates and in respect of such periods as they think fit.	Interim Dividends
125.	Subject to any rights or restrictions attached to any shares or class of shares and except as otherwise permitted under the Act:  (a) all Dividends in respect of shares must be paid in proportion to the number of shares held by a Member, but where shares are partly paid, all Dividends must be apportioned and paid proportionately to the amounts paid or credited as paid on the partly paid shares; and  (b) all Dividends must be apportioned and paid proportionately to the amounts so paid or credited as paid during any portion or portions of the period in respect of which the Dividend is paid.  For the purposes of this Regulation 125, an amount paid or credited as paid on a share in advance of a call is to be ignored.	Apportionment of Dividends
126.	(A) No Dividend shall be paid otherwise than out of profits available for distribution under the provisions of the Statutes. The payment by the Directors of any unclaimed Dividends or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All Dividends remaining unclaimed after one year from the date they are first payable may be invested or otherwise made use of by the Directors for the benefit of the Company, and any Dividend or any such monies unclaimed after 6 years from the date they are first payable shall be forfeited and shall	Dividends payable only out of profits; Unclaimed Dividends or other monies

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	revert to the Company; Provided always that the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the Dividend so forfeited to the person entitled thereto prior to the forfeiture. If the Depository returns any such Dividend or monies to the Company, the relevant Depositor shall not have any right or claim in respect of such Dividend or monies against the Company if a period of 6 years has elapsed from the date of the declaration of such Dividend or the date on which such other monies are first payable.	
	(B) A payment by the Company to the Depository of any Dividend or other monies payable to a Depositor shall, to the extent of the payment made, discharge the Company from any liability to the Depositor in respect of that payment	Payment to Depository good discharge
127.	No Dividend or other monies payable on or in respect of a share shall bear interest as against the Company.	No interest on Dividends
128.	(A) The Directors may retain any Dividend or other monies payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Retention of Dividends on shares subject to lien
	(B) The Directors may retain the Dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same.	Retention of Dividends pending transmission
	(C) A transfer of shares shall not pass the right to any Dividend declared thereon before the registration of the transfer.	Transfer of shares shall not pass the right to any Dividend
129.	The waiver in whole or in part of any Dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the Member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Company.	Waiver of Dividends
130.	The Company may upon the recommendation of the Directors by Ordinary Resolution direct payment of a Dividend in whole or in part by the distribution of specific assets (and in particular of paid-up shares or debentures of any other company or in any one or more of such ways) and the Directors shall give effect to such resolution. Where any difficulty arises with regard to such distribution, the Directors may settle the same as they think expedient and in particular, may issue fractional share certificates, may fix the value for distribution of such specific assets or any part thereof, may determine that cash payments shall be made to any Member upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.	Payment of Dividends in specie
131.	Any Dividend or other monies payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address appearing in the Register of Members or (as the case may be) the Depository Register of the Member or person entitled thereto (or, if 2 or more persons are registered in the Register of Members or (as the case	Dividends payable by cheque or warrant

## APPENDIX I – EXTRACTS FROM THE COMPANY’S CONSTITUTION

	<p>may be) entered in the Depository Register as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or to such person and such address as such Member or person or persons may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque or warrant by the banker upon whom it is drawn shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby. Notwithstanding the foregoing provisions of this Regulation 131 and the provisions of Regulation 133, the payment by the Company to the Depository of any Dividend payable to a Depositor shall, to the extent of the payment made to the Depository, discharge the Company from any liability to the Depositor in respect of that payment.</p>	
132.	<p>If 2 or more persons are registered in the Register of Members or (as the case may be) the Depository Register as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any Dividend, return of capital or other monies payable or property distributable on or in respect of the share.</p>	<p>Payment of Dividends to joint holders</p>
133.	<p>Any resolution declaring a Dividend on shares of any class, whether a resolution of the Company in General Meeting or a resolution of the Directors, may specify that the same shall be payable to the persons registered as the holders of such shares in the Register of Members or (as the case may be) the Depository Register at the close of business on a particular date and thereupon the Dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such Dividend of transferors and transferees of any such shares.</p>	<p>Resolution declaring Dividends</p>
134.	<p>(A) Whenever the Directors or the Company in General Meeting have resolved or proposed that a Dividend (including an interim, final, special or other Dividend) be paid or declared on the ordinary shares of the Company, the Directors may further resolve that Members entitled to such Dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the Dividend as the Directors may think fit.</p> <p>In such case, the following provisions shall apply:</p> <p>(a) the basis of any such allotment shall be determined by the Directors;</p> <p>(b) the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any Dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular Dividend or Dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the</p>	<p>Right to elect to receive allotment of shares in lieu of Dividends</p>

## APPENDIX I – EXTRACTS FROM THE COMPANY’S CONSTITUTION

	<p>Directors consider necessary or expedient in connection with the provisions of this Regulation 134;</p> <p>(c) the right of election may be exercised in respect of the whole of that portion of the Dividend in respect of which the right of election has been accorded provided that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and</p> <p>(d) the Dividend (or that part of the Dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect whereof the share election has been duly exercised (the “elected ordinary shares”). In lieu and in satisfaction thereof, ordinary shares shall be allotted and credited as fully paid to the holders of the elected ordinary shares on the basis of allotment determined as aforesaid. For such purpose and (notwithstanding any provision of the Regulations to the contrary), the Directors shall be empowered to do all things necessary and convenient for the purpose of implementing the aforesaid including, without limitation, the making of each necessary allotment of shares and of each necessary appropriation, capitalisation, application, payment and distribution of funds which may be lawfully appropriated, capitalised, applied, paid or distributed for the purpose of the allotment.</p> <p>Without prejudice to the generality of the foregoing, the Directors may</p> <p>(i) capitalise and apply, the amount standing to the credit of any of the Company’s reserve accounts or any sum standing to the credit of the profit and loss account or otherwise for distribution as the Directors may determine, such sum as may be required to pay up in full the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis, or</p> <p>(ii) apply the sum which would otherwise have been payable in cash to the holders of the elected ordinary shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis.</p>	
	<p>(B) (a) The ordinary shares allotted pursuant to the provisions of Regulation 134(A) shall rank pari passu in all respects with the ordinary shares then in issue save only as regards participation in the Dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the Dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.</p> <p>(b) The Directors may do all acts and things considered necessary or expedient to give effect to any appropriation, capitalisation, application, payment and distribution of funds pursuant to the provisions of Regulation 134(A), with full power to make such provisions as they think fit in the case of fractional entitlements to shares (including, notwithstanding any provision to the contrary in this Constitution, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the</p>	

## APPENDIX I – EXTRACTS FROM THE COMPANY’S CONSTITUTION

	Members) and to authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such appropriation, capitalisation, application, payment and distribution of funds and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.	
	(C) The Directors may, on any occasion when they resolve as provided in Regulation 134(A), determine that the rights of election under that provision shall not be made available to the persons who are registered as holders of ordinary shares in the Register of Members or (as the case may be) in the Depository Register, or in respect of ordinary shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit, and in such event the provisions of this Regulation 134 shall be read and construed subject to such determination.	
	(D) The Directors may, on any occasion when they resolve as provided in Regulation 134(A), further determine that no allotment of ordinary shares or rights of election for ordinary shares under that provision shall be made available or made to Members whose registered addresses entered in the Register of Members or (as the case may be) the Depository Register is outside Singapore or to such other Members or class of Members as the Directors may in their sole discretion decide and in such event the only entitlements of the Members aforesaid shall be to receive in cash the relevant Dividend resolved or proposed to be paid or declared.	
	(E) Notwithstanding the foregoing provisions of this Regulation 134, if at any time after the Directors’ resolution to apply the provisions of Regulation 134(A) in relation to any Dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and as they deem fit in the interest of the Company, cancel the proposed application of Regulation 134(A).	
	<b>BONUS ISSUES AND CAPITALISATION OF PROFITS AND RESERVES</b>	
135.	<p>(A) The Directors may, with the sanction of an Ordinary Resolution of the Company (including any Ordinary Resolution passed pursuant to Regulation 5(B)):</p> <p>(a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) the Depository Register at the close of business on:</p> <p>(i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or</p> <p>(ii) (in the case of an Ordinary Resolution passed pursuant to Regulation 5(B)) such other date as may be determined by the Directors,</p> <p>in proportion to their then holdings of shares; and/or</p>	Power to issue free bonus shares and/or capitalise reserves

**APPENDIX I – EXTRACTS FROM THE COMPANY’S CONSTITUTION**

	<p>(b) capitalise any sum standing to the credit of any of the Company’s reserve accounts or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:</p> <p>(i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or</p> <p>(ii) (in the case of an Ordinary Resolution passed pursuant to Regulation 5(B)) such other date as may be determined by the Directors,</p> <p>in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full new shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid-up to and amongst them as bonus shares in the proportion aforesaid.</p>	
	<p>(B) The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue or capitalisation under this Regulation 135, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such bonus issue or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.</p>	<p>Power of Directors to give effect to bonus issues and capitalisations</p>
	<p>(C) In addition and without prejudice to the powers provided for by this Regulation 135, the Directors shall have power to issue shares for which no consideration is payable and to capitalise any undivided profits or other monies of the Company not required for the payment or provision of any Dividend on any shares entitled to cumulative or non-cumulative preferential Dividends (including profits or other monies carried and standing to any reserve or reserves) and to apply such profits or other monies in paying up in full, in each case on terms that such shares shall, upon issue, be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by Members in General Meeting and on such terms as the Directors shall think fit.</p>	<p>Power to issue free shares and/or to capitalise reserves for share-based incentive plans</p>
	<p>(D) The Directors may do all such acts and things considered necessary or expedient to give effect to any of the foregoing.</p>	<p>Power of Directors to do all acts and things considered necessary or expedient</p>

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## APPENDIX J – SCHEME CONDITIONS

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*All capitalised terms used in the following extracts shall have the same meanings given to them in the Implementation Agreement, a copy of which is available for inspection during normal business hours at the registered office of the Company at 55 Ubi Avenue 3, #04-01, Singapore 408864 from the date of this Revised Scheme Document up until the Effective Date.*

As at the Latest Practicable Date, save for the Scheme Conditions set out in paragraph (d) of this **Appendix J** (other than approval-in-principle from the SGX-ST for the proposed Delisting of the Company from the SGX-ST) which have been satisfied, the Scheme is conditional upon the satisfaction (or, where applicable, waiver) of the remaining Scheme Conditions as set out in this **Appendix J** by the Cut-Off Date.

The Acquisition is conditional upon the satisfaction (or, where applicable, the waiver) of the following Scheme Conditions:

- (a) **Approval by Scheme Shareholders:** the approval of the Scheme by a majority in number representing three-fourths in value of the Scheme Shares held by Scheme Shareholders present and voting either in person or by proxy at the Scheme Meeting pursuant to the requirements of Section 210(3AB) of the Companies Act;
- (b) **Court Order:** the grant of the Court Order sanctioning the Scheme and such Court Order having become final;
- (c) **Lodgement of Court Order with ACRA:** the lodgement of the Court Order with ACRA in accordance with Section 210(5) of the Companies Act;
- (d) **Regulatory Approvals:** the following Regulatory Approvals having been obtained or granted and remaining in full force and effect from the date such Regulatory Approvals are obtained or granted up to the Relevant Date, and where such Regulatory Approvals are subject to conditions, such conditions being satisfied on or prior to the Relevant Date:
  - (i) confirmations and/or rulings from the SIC that:
    - (1) Rules 14, 15, 16, 17, 20.1, 21, 22, 28, 29 and 33.2 and Note 1(b) on Rule 19 of the Code shall not apply to the Scheme, subject to any conditions the SIC may deem fit to impose;
    - (2) it has no objections to the Scheme Conditions set out in this **Appendix J**;
    - (3) the fact that the Scheme will not be extended to the Excluded Shareholders does not constitute a special deal under Rule 10 of the Code for each Excluded Shareholder;
    - (4) the arrangements under the consortium and shareholders' agreement dated 8 October 2025 between the two shareholders of the Offeror do not constitute special deals under Rule 10 of the Code for each of them as the two of them are acting as joint offerors in respect of the Scheme; and
  - (ii) approval-in-principle from the SGX-ST for this Revised Scheme Document and for the proposed Delisting of the Company from the SGX-ST after the Scheme becomes effective and binding in accordance with its terms;
- (e) **No Illegality:** between the date of the Implementation Agreement and up to the Relevant Date no order, injunction, judgement or decree issued by any Governmental Agency or by any court of competent jurisdiction, other legal or regulatory restraints, prohibition or conditions preventing the consummation of the Acquisition or implementation of the Scheme shall be in effect;
- (f) **No Prescribed Occurrence:** between the date of the Implementation Agreement and up to the Relevant Date, no Prescribed Occurrence in relation to (i) the Offeror (as set out in Part 1

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## APPENDIX J – SCHEME CONDITIONS

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of **Appendix K** to this Revised Scheme Document); or (ii) any Group Company (as set out in Part 2 of **Appendix L** to this Revised Scheme Document), in each case, occurring other than as required or contemplated by the Implementation Agreement or the Scheme;

- (g) **Company Warranties:** there having been no breach by the Company of its Warranties given under the Implementation Agreement as at the date of the Implementation Agreement and as at the Relevant Date as though made on and as at each such date except to the extent any Warranty expressly relates to an earlier date (in which case as at such earlier date), in each such case which has resulted in a material adverse effect on the business of the Group (taken as a whole) and is material in the context of the Scheme; and
- (h) **Offeror Warranties:** there having been no breach by the Offeror of its Warranties given under the Implementation Agreement as at the date of the Implementation Agreement and as at the Relevant Date as though made on and as at each such date except to the extent any Warranty expressly relates to an earlier date (in which case as at such earlier date), in each such case which has resulted in a material adverse effect on the business of the Offeror (taken as a whole) and is material in the context of the Scheme.

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## APPENDIX K – PRESCRIBED OCCURRENCE

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*All capitalised terms used in the following extracts shall have the same meanings given to them in the Implementation Agreement, a copy of which is available for inspection during normal business hours at the registered office of the Company at 55 Ubi Avenue 3, #04-01, Singapore 408864 from the date of this Revised Scheme Document up until the Effective Date.*

### Part 1 – Prescribed Occurrence in relation to the Offeror

“**Prescribed Occurrence**” means, in relation to the Offeror, any of the following:

- (a) **Injunction:** an injunction or other order issued against the Offeror by any court of competent jurisdiction or other legal restraint or prohibition preventing the consummation of the Scheme or the Acquisition or any part thereof by the Offeror;
- (b) **Resolution for Winding Up:** the Offeror resolving that it be wound up;
- (c) **Appointment of Liquidator and Judicial Manager:** the appointment of a liquidator, provisional liquidator, judicial manager, provisional judicial manager and/or any other similar officer of the Offeror;
- (d) **Order of Court for Winding Up:** the making of an order by a court of competent jurisdiction for the winding up of the Offeror;
- (e) **Composition:** the Offeror entering into any arrangement or general assignment or composition for the benefits of its creditors generally;
- (f) **Appointment of Receiver:** the appointment of a receiver or a receiver and manager, in relation to the property or assets of the Offeror;
- (g) **Insolvency:** the Offeror becoming or being deemed by Law or a court of competent jurisdiction to be insolvent or being unable to pay its debts when they fall due or stops or suspends or threatens to stop or suspend payment of its debts of a material amount as they fall due;
- (h) **Cessation of Business:** the Offeror ceases or threatens to cease for any reason to carry on business in the usual and ordinary course;
- (i) **Investigations and Proceedings:** if the Offeror or any of its directors is the subject of any governmental, quasi-governmental, criminal, regulatory or stock exchange investigation and/or proceeding; or
- (j) **Analogous Event:** any event occurs which, under the Laws of any jurisdiction, has an analogous or equivalent effect to any of the foregoing event(s).

### Part 2 – Prescribed Occurrence in relation to the Company (and where applicable, any Group Company)

“**Prescribed Occurrence**” means, in relation to any Group Company, any of the following:

- (a) **Conversion of Shares:** any Group Company converting all or any of its shares into a larger or smaller number of shares;
- (b) **Allotment of Shares:** any Group Company making an allotment of, or granting an option to subscribe for, any shares or securities convertible into shares or agreeing to make such an allotment or to grant such an option or convertible security;
- (c) **Issuance of Convertible Notes:** any Group Company issuing, or agreeing to issue, convertible notes;

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## APPENDIX K – PRESCRIBED OCCURRENCE

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- (d) **Dividends:** any Group Company declaring, making or paying any dividends or any other form of distribution to its shareholders;
- (e) **Injunction:** an injunction or other order issued against any Group Company by any court of competent jurisdiction or other legal restraint or prohibition preventing the consummation of the Scheme or the Acquisition or any part thereof by any Group Company;
- (f) **Resolution for Winding Up:** save as disclosed on the SGXNet and any proposed winding up of Bon (38) Investment Pte. Ltd., Bon 88 Investment Pte. Ltd., Rawai (38) Investment Pte. Ltd. and Rawai 88 Investment Pte Ltd., being subsidiaries of the Company which are currently dormant, any Group Company resolving that it be wound up;
- (g) **Appointment of Liquidator and Judicial Manager:** save as disclosed on the SGXNet, the appointment of a liquidator, provisional liquidator, judicial manager, provisional judicial manager and/or any other similar officer of any Group Company;
- (h) **Order of Court for Winding Up:** save as disclosed on the SGXNet, the making of an order by a court of competent jurisdiction for the winding up of any Group Company;
- (i) **Composition:** save as disclosed on the SGXNet, any Group Company entering into any arrangement or general assignment or composition for the benefits of its creditors generally;
- (j) **Appointment of Receiver:** save as disclosed on the SGXNet, the appointment of a receiver or a receiver and manager, in relation to the property or assets of any Group Company;
- (k) **Insolvency:** save as disclosed on the SGXNet, any Group Company becoming or being deemed by Law or a court of competent jurisdiction to be insolvent or being unable to pay its debts when they fall due or stops or suspends or threatens to stop or suspend payment of its debts of a material amount as they fall due;
- (l) **Cessation of Business:** save as disclosed on the SGXNet, any Group Company ceases or threatens to cease for any reason to carry on business in the usual and ordinary course;
- (m) **Investigations and Proceedings:** if any Group Company or any of their respective directors (in their capacity as a director of such Group Company) is the subject of any governmental, quasi-governmental, criminal, regulatory or stock exchange investigation and/or proceeding; or
- (n) **Analogous Event:** any event occurs which, under the Laws of any jurisdiction, has an analogous or equivalent effect to any of the foregoing event(s).

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## APPENDIX L – THE OFFEROR’S WARRANTIES

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*All capitalised terms used in the following extracts shall have the same meanings given to them in the Implementation Agreement, a copy of which is available for inspection during normal business hours at the registered office of the Company at 55 Ubi Avenue 3, #04-01, Singapore 408864 from the date of this Revised Scheme Document up until the Effective Date.*

The Offeror warrants that:

**1. Incorporation, Authority, Capacity, etc.**

- 1.1** It is a company duly incorporated and validly existing under its laws of incorporation.
- 1.2** It (i) has full power and capacity to sign and deliver the Implementation Agreement and to exercise all its rights and perform all its obligations under the Implementation Agreement and (ii) has taken all necessary corporate action to authorise its entry into and delivery of, the Implementation Agreement and the exercise of its rights and the performance of its obligations under the Implementation Agreement.
- 1.3** The Implementation Agreement constitutes valid and legally binding obligations on it, enforceable in accordance with its terms.
- 1.4** Save as expressly provided in the Implementation Agreement, all action, conditions and things required to be taken, fulfilled and done (including the obtaining of any necessary consents from third parties) in order:
- 1.4.1** to enable it lawfully to enter into, exercise its rights and perform and comply with its obligations under the Implementation Agreement; and
- 1.4.2** to ensure that those obligations are valid, legally binding and enforceable,
- have been taken, fulfilled and done, and are in full force and effect and all conditions of each such consent or authorisation have been complied with.
- 1.5** The execution and delivery of, and the performance by it of its obligations under, the Implementation Agreement will not:
- 1.5.1** result in a breach of any provision of its Constitutional Documents; or
- 1.5.2** result in a breach of, or give any third party a right to terminate or modify, or result in the creation of any Encumbrance under, any agreement, licence or other instrument or result in a breach of any order, judgment or decree of any court, Governmental Authority or regulatory body to which it is a party or by which it or any of its assets is bound.

**2. No Insolvency**

- 2.1** It is not insolvent, or unable to pay its debts when due.
- 2.2** No resolutions have been passed nor has any other step been taken or legal proceedings been started or threatened against it, for its bankruptcy, winding-up or dissolution or for the appointment of a liquidator, judicial manager, receiver, administrator, administrative receiver or similar officer over any or all of its assets which would prevent it from fulfilling, or inhibit or impair its ability to fulfil, its obligations under the Implementation Agreement.

**3. No Litigation**

No litigation, arbitration or administrative proceedings against it is current or pending or threatened to restraint its entry into, the exercise of its rights under and/or performance or enforcement of or compliance with its obligations under the Implementation Agreement.

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## APPENDIX L – THE OFFEROR’S WARRANTIES

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### 4. Financial Resources

It has sufficient financial resources to undertake and complete the Acquisition and satisfy in full the aggregate Scheme Consideration required for the Scheme.

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## APPENDIX M – THE COMPANY’S WARRANTIES

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*All capitalised terms used in the following extracts shall have the same meanings given to them in the Implementation Agreement, a copy of which is available for inspection during normal business hours at the registered office of the Company at 55 Ubi Avenue 3, #04-01, Singapore 408864 from the date of this Revised Scheme Document up until the Effective Date.*

The Company warrants that:

### **1. Corporate Information**

#### **1.1 Incorporation, Authority, Capacity, etc.**

**1.1.1** It is the direct or indirect owner of such percentage of equity interest in each Group Company (other than the Company) as disclosed in the annual report of the Company for the financial year ended 31 December 2024 and holds such equity interest free from any Encumbrance.

**1.1.2** It (i) has full power and capacity to sign and deliver the Implementation Agreement and to exercise all its rights and perform all its obligations under the Implementation Agreement and (ii) has taken all necessary corporate action to authorise its entry into and delivery of, the Implementation Agreement and the exercise of its rights and the performance of its obligations under the Implementation Agreement.

**1.1.3** The Implementation Agreement constitutes valid and legally binding obligations on it, enforceable in accordance with their respective terms.

**1.1.4** Save as expressly provided in the Implementation Agreement, all actions, conditions and things required to be taken, fulfilled and done (including the obtaining of any necessary consents from any Governmental Authority or other authority) in order:

(i) to enable it lawfully to enter into, exercise its rights and perform and comply with its obligations under this Agreement; and

(ii) to ensure that those obligations are valid, legally binding and enforceable,

have been taken, fulfilled and done, and are in full force and effect and where applicable, all conditions of each such consent or authorisation have been complied with.

**1.1.5** The execution and delivery of, and the performance by it of its obligations under, the Implementation Agreement, the implementation of the Scheme and the delisting of the Company will not:

(i) result in a breach of any provision of the Constitutional Documents of any Group Company; or

(ii) result in a breach of, or give any third party a right to terminate or modify, or result in the creation of any Encumbrance under, any agreement, licence or other instrument or result in a breach of any order, judgment or decree of any court, Governmental Authority or regulatory body to which any Group Company is a party or by which such Group Company or any of its assets is bound, except as will not result in a material adverse effect on the business, operations, assets or financial condition of the Group.

#### **1.2 The Group**

**1.2.1** Each Group Company is duly incorporated and validly existing under its laws of incorporation. Each Group Company has full power under its Constitutional Documents to conduct its business.

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## APPENDIX M – THE COMPANY’S WARRANTIES

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**1.2.2** No Group Company has entered into any agreement whereby any person (other than another Group Company) has the right (exercisable now or in the future and whether contingent or not) to call for the allotment, transfer, or issue of any share or loan capital in any Group Company.

**1.2.3** As at the date hereof, no Group Company has or has agreed to acquire any interest of any nature in any shares, debentures or other securities issued by any undertaking (other than in another Group Company).

### **2. Accounts and Financial Statements**

**2.1** The Accounts have been prepared:

**2.1.1** in accordance with applicable Law and relevant generally accepted accounting principles on a proper and consistent basis; and

**2.1.2** subject to paragraph 2.1.1 above, on a basis consistent with the accounting principles used in preparing the management accounts of the Group for the preceding two financial years and do not materially misstate the assets, liabilities and state of affairs of each Group Company and of the Group and of the profits or losses of each Group Company and of the Group for the six months ended 30 June 2025.

**2.2** The Financial Statements:

**2.2.1** have been prepared in accordance with applicable Law and relevant generally accepted accounting practices on a proper and consistent basis; and

**2.2.2** give a true and fair view of the assets, liabilities and state of affairs of each Group Company and of the Group as at the Financial Statements Date and of the profits or losses of each Group Company and of the Group for the financial year ended on the Financial Statements Date.

### **3. No Litigation**

Save as disclosed on SGXNet, no litigation, arbitration or administrative proceeding against any Group Company is current or pending or threatened to restrain the entry into, exercise of the Company’s rights under and/or performance or enforcement of or compliance with its obligations under the Implementation Agreement.

### **4. Important Business Issues Since the Accounts Date**

Save as disclosed on the SGXNet, since the Accounts Date each Group Company has carried on its business in the ordinary and usual course and as a going concern, without any material interruption or alteration in its nature, scope or manner.

### **5. Disclosure of Information**

**5.1** The Company is not aware of any matter or circumstance which would cause any of the Scheme Conditions in Clause 3.1.6 of the Implementation Agreement (in relation to any Prescribed Occurrence relating to any Group Company) and Clause 3.1.7 of the Implementation Agreement (in relation to any material breach of Warranties by the Company), not to be satisfied.

**5.2** All material information relating to the Group with respect to the two-year period prior to the date of this Agreement has been disclosed on the SGXNet in compliance with the listing rules of the SGX-ST. All statements of fact contained in all announcements and circulars issued by the Company and published on the website of the SGX-ST and/or provided to the

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## APPENDIX M – THE COMPANY’S WARRANTIES

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Shareholders with respect to the two year period prior to the date of this Agreement were, when supplied or published (unless subsequently clarified and/or supplemented prior to the date of the Implementation Agreement), true and accurate and not misleading in any material respect and did not, at the time of their filing or publication (unless subsequently clarified and/or supplemented prior to the date of the Implementation Agreement), omit to state a material fact required to be stated therein or necessary in order to make the statements therein, in light of circumstances under which they were made. The Revised Scheme Document will contain all material information in compliance with any order of the Court, the Code, the Companies Act and the Listing Manual, relevant to the Scheme Shareholders in determining whether to approve the Scheme.

### **6. Insolvency**

- 6.1** Save as disclosed on the SGXNet, none of the Group Companies is insolvent, or unable to pay its debts when due.
- 6.2** Save as disclosed on the SGXNet, no order has been made and no meeting has been convened or resolution passed for its winding up or administration or for a provisional liquidator to be appointed in respect of any Group Company.
- 6.3** Save as disclosed on the SGXNet, no liquidator, provisional liquidator, receiver or an administrative receiver of any Group Company has been appointed and none of the Group Company is aware of any proceedings having been filed under which such a person might be appointed.
- 6.4** Save as disclosed on the SGXNet, no voluntary arrangement in relation to the repayment of any debt has been proposed in respect of any Group Company.

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## APPENDIX N – THE OFFEROR’S OBLIGATIONS

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*All capitalised terms used in the following extracts shall have the same meanings given to them in the Implementation Agreement, a copy of which is available for inspection during normal business hours at the registered office of the Company at 55 Ubi Avenue 3, #04-01, Singapore 408864 from the date of this Revised Scheme Document up until the Effective Date.*

The Offeror shall in connection with the implementation of the Scheme, as expeditiously as practicable, do the following:

- (a) **Joint Announcement:** release the Joint Announcement jointly with the Company on the SGX-ST on the Joint Announcement Date;
- (b) **The Offeror’s Letter to the Scheme Shareholders:** prepare and furnish to the Company and its advisers the Offeror’s Letter to the Scheme Shareholders in compliance with all applicable Laws and regulations, including the Code, for inclusion as part of this Revised Scheme Document;
- (c) **Satisfaction of the Scheme Consideration:** subject to the Scheme becoming effective in accordance with its terms, make payment of the aggregate Scheme Consideration payable to each Scheme Shareholder, in accordance with Rule 30 of the Code on the terms and conditions set out in the Implementation Agreement and this Revised Scheme Document;
- (d) **Representation:** if necessary, ensure that it, through its legal counsel, is represented at the Court Hearings, and if required by the Court, provide an undertaking to the Court to do all things and take all actions to fulfil its obligations under the Scheme;
- (e) **Responsibility of Directors:** ensure that its directors and such other persons as the SIC may require, take responsibility for the Offeror’s Letter and all other information relating to the Offeror or the Offeror Concert Party Group provided by or on behalf of the Offeror to the Company for inclusion in this Revised Scheme Document and all other ancillary documents in such manner as may be required by all applicable Laws and regulations, including the Code, the Listing Manual and the Companies Act;
- (f) **Provision of Information:** from the date of the Implementation Agreement until the Effective Date, subject to the Offeror’s legal obligations or restrictions and the Offeror Directors’ fiduciary duties, furnish to the Company and its advisers the Offeror’s Letter (for inclusion as part of this Revised Scheme Document) and such information relating to the Offeror Concert Party Group and the Offeror Directors as the Company and its advisers may reasonably request (i) for the preparation of this Revised Scheme Document, for the purposes of addressing any comments or queries from the SGX-ST in relation to the clearance of this Revised Scheme Document, the implementation of the Acquisition and/or the Scheme and to facilitate the timely notification of material matters affecting the Offeror to the Company; and (ii) to determine whether the Scheme Conditions in **Appendix J** to this Revised Scheme Document are being or have been fulfilled. To the extent that legal or contractual obligations in relation to third parties or the Offeror Directors’ fiduciary duties may limit the Offeror’s obligations to comply with this paragraph (f), the Offeror shall forthwith inform the Company of that fact;
- (g) **Review of relevant documents:** ensure that the drafts of the Offeror’s Letter, any other document or information to be provided by the Offeror in this Revised Scheme Document and all documents to be despatched by the Company to the Shareholders or submitted to any Governmental Authority in connection with the Scheme are provided to the Company with sufficient time for review, being at least five Business Days, or such longer time as the Company may reasonably require;
- (h) **Consultation with the Company:** consult in good faith with the Company with a view to establishing appropriate procedures to provide the Company with access to information which the Company requires in relation to or in connection with the Acquisition and/or the Scheme and to facilitate the timely notification of material matters affecting the Offeror (including any matter or circumstance that would cause or result in a reasonable likelihood that the Offeror

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## APPENDIX N – THE OFFEROR’S OBLIGATIONS

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would not be able to perform or comply with its obligations under the Implementation Agreement or cause any of the Scheme Conditions to be unfulfilled or incapable of fulfilment) to the Company;

- (i) **Implementation of the Scheme:** take all steps required to be taken by it in relation to the Scheme and will use its reasonable endeavours to procure that the Scheme is implemented on the terms set out in the Implementation Agreement and this Revised Scheme Document including complying with all procedures and processes imposed by the Court in connection with the Scheme; and
- (j) **No Action:** except for the exercise of any of its rights under the Implementation Agreement and subject to the Offeror’s legal obligations or restrictions and the Offeror Directors’ fiduciary duties, take no action which may be prejudicial to the successful completion of the Acquisition or the implementation of the Scheme.

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## APPENDIX O – THE COMPANY’S OBLIGATIONS

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*All capitalised terms used and not defined in the following extracts shall have the same meanings given to them in the Implementation Agreement, a copy of which is available for inspection during normal business hours at the registered office of the Company at 55 Ubi Avenue 3, #04-01, Singapore 408864 from the date of this Revised Scheme Document up until the Effective Date.*

Subject to (i) the fiduciary duties of its directors; and (ii) compliance with all applicable Laws, the Company shall in connection with the implementation of the Scheme, as expeditiously as practicable, do the following:

- (a) **Joint Announcement:** release the Joint Announcement jointly with the Offeror on the SGX-ST on the Joint Announcement Date;
- (b) **Implementation of the Scheme:** take all steps required to be taken by it in relation to the Scheme and will use its reasonable endeavours to procure that the Scheme is implemented on the terms set out in the Implementation Agreement and this Revised Scheme Document including complying with all procedures and processes imposed by the Court in connection with the Scheme;
- (c) **IFA:** appoint an IFA to (i) advise the Non-Conflicted Directors in connection with the Scheme; and (ii) publicly state in its opinion whether the terms of the Scheme are fair and reasonable;
- (d) **Scheme Document and Approval of Documents by the Offeror:**
  - (i) prepare the requisite shareholder documents, including this Revised Scheme Document in consultation with the Offeror and in accordance with any order of the Court, the Code, the Companies Act, the Listing Manual and all applicable Laws and regulations and despatch the same; and
  - (ii) provide this Revised Scheme Document in draft form to the Offeror with sufficient time for the Offeror’s review, being at least five Business Days, or such longer time as the Offeror may reasonably require and obtain the Offeror’s written approval (such approval not to be unreasonably withheld or delayed) prior to (I) despatching all documents required for the implementation of the Scheme; (II) the making of any application to the Court under Section 210 of the Companies Act; and (III) the filing of any documents with a Governmental Authority in connection with the Scheme;
- (e) **SGX-ST Clearance:**
  - (i) submit the draft Revised Scheme Document with the SGX-ST for clearance (provided that the Offeror shall have provided the Company with the Offeror’s Letter and other information relating to the Offeror and its concert parties which is required to be included in this Revised Scheme Document), together with a draft of the opinion of the IFA; and
  - (ii) diligently pursue the SGX-ST’s clearance for this Revised Scheme Document and for the approval-in-principle of the delisting of the Company after the Effective Date;
- (f) **Scheme Meeting:** subject to obtaining the prior written approval-in-principle of the SGX-ST for the draft Revised Scheme Document:
  - (i) apply to the Court for an order under Section 210(1) of the Companies Act to convene the Scheme Meeting and for any ancillary orders relating thereto, all such applications and orders, including the originating summons for the Scheme and all affidavits in support thereof, to be in such form and substance as may be approved by the Offeror, such approval not to be unreasonably withheld or delayed;

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## APPENDIX O – THE COMPANY’S OBLIGATIONS

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- (ii) diligently pursue such application so as to obtain the Court’s order to convene the Scheme Meeting and other necessary ancillary orders as soon as reasonably practicable; and
- (iii) convene the Scheme Meeting;
- (g) **Despatch of Documents:** subject to obtaining the Court’s order under Section 210(1) of the Companies Act to convene the Scheme Meeting, despatch to the Scheme Shareholders this Revised Scheme Document and appropriate forms of proxy in such form and within such period as may be directed by the Court, each in form and substance reasonably acceptable to the Offeror, for use at the Scheme Meeting;
- (h) **Requests for Inspection of Documents:** following despatch of this Revised Scheme Document, upon request by the Offeror, inform the Offeror promptly in writing of any requests made to inspect any document(s) which has been made available for inspection;
- (i) **Court Order:** subject to the Scheme being approved by the requisite majority of the Scheme Shareholders at the Scheme Meeting, apply to the Court for the Court Order and for any ancillary orders relating thereto (all such applications, orders and all affidavits in support thereof, including the Court Order, to be in such form and substance as may be approved by the Offeror, such approval not to be unreasonably withheld or delayed) and diligently pursue such application so as to obtain the sanction and confirmation of the Scheme by the Court as soon as reasonably practicable;
- (j) **Lodgement of Court Order with ACRA:** subject to the Court Order being granted, deliver a copy of the Court Order to ACRA for lodgement in accordance with the time frame as set out in Clause 5.3 of the Implementation Agreement, pursuant to Section 210(5) of the Companies Act;
- (k) **Provision of Information and Consultation with the Offeror:** from the date of the Implementation Agreement until the Effective Date, subject to the Company’s and every Group Company’s legal obligations or restrictions and to every Group Company’s directors’ fiduciary duties, provide (and use reasonable endeavours to procure that the Group and their respective Representatives will so provide) the Offeror with reasonable access to such information relating to the Company, the Group, the Company’s directors and the Company’s concert parties which the Offeror may reasonably require in relation to or in connection with the Acquisition, the Scheme or the Offeror’s post-Acquisition plans for the Business and to facilitate the timely notification of material matters affecting the Company (including any matter or circumstance that would cause or result in a reasonable likelihood that the Company would not be able to perform or comply with its obligations under the Implementation Agreement or cause any of the Scheme Conditions to be unfulfilled or incapable of fulfilment) to the Offeror. To the extent that any legal or contractual obligations in relation to third parties or any Group Company’s directors’ fiduciary duties may limit the Company’s obligations to comply with this paragraph (k), the Company shall forthwith inform the Offeror of that fact;
- (l) **Access:** upon the Offeror providing reasonable notice and as the Offeror may reasonably require, make available its Representatives during Working Hours to discuss and assist with the Offeror’s transition planning;
- (m) **Application for Delisting of the Company:** subject to the Scheme becoming effective in accordance with its terms, apply to the SGX-ST for a delisting of the Company with effect after the Effective Date;
- (n) **Directors’ Responsibility:** ensure that its directors shall take responsibility for all information included in this Revised Scheme Document (other than the Offeror’s Letter and all other information relating to the Offeror and its concert parties provided by or on behalf of the Offeror

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## APPENDIX O – THE COMPANY’S OBLIGATIONS

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to the Company for inclusion in this Revised Scheme Document) and all ancillary documents, as required by all applicable Laws and regulations, including any order of the Court, the Code, the Listing Manual and the Companies Act;

- (o) **No Action:** save for the exercise of any of its rights under the Implementation Agreement and subject to the Company’s legal obligations or restrictions and the Company’s directors’ fiduciary duties, take no action which may be prejudicial to the successful completion of the Acquisition or the implementation of the Scheme;
- (p) **Conduct of Business by the Group:** subject to the Company’s legal obligations or restrictions, during the period from the date of the Implementation Agreement up to (and including) the Effective Date or the date on which the Implementation Agreement is terminated pursuant to Clause 4 of the Implementation Agreement (whichever is earlier), undertake that the Company (and undertake to procure that all the Group Companies):
  - (i) shall carry on the Business of the Group as a going concern in the ordinary and usual course consistent with past practices, and save insofar as otherwise agreed in writing by the Offeror (which agreement shall not be unreasonably withheld or delayed), not:
    - (a) alter the general nature or scope of its Business;
    - (b) effect any material change in strategy, or enter into any new joint ventures if and to the extent that doing so would represent a material deviation from the current business strategy of the Group or entry into a new geographic market; or
    - (c) take any action which would be prejudicial to, or could reasonably be expected to materially delay the successful outcome of the Scheme; and
  - (ii) without prejudice to the generality of paragraph (p)(i) of this **Appendix O** and save as required by Law, shall not (and shall procure that all the Group Companies shall not), without the prior written consent of the Offeror (such consent not to be unreasonably withheld or delayed):
    - (a) to the extent it is within its power or control, make, permit or suffer any Prescribed Occurrences;
    - (b) enter into any agreements or arrangements containing a change in control provision which would give a counterparty any rights exercisable as a result of the Scheme or Acquisition;
    - (c) incur any additional borrowings or incur any other indebtedness or vary the terms of existing borrowings or indebtedness, other than in the ordinary and usual course of business or pursuant to utilisation of existing financial facilities;
    - (d) make any change to its accounting practices or policies or amend its Constitutional Documents, other than for compliance with applicable Law;
    - (e) make (or seek the approval of the Court to make) any amendments to this Revised Scheme Document after it has been despatched to the Scheme Shareholders or adjournment or deferment of the Scheme Meeting in respect of the Scheme;
    - (f) dispose of, or agree to dispose of, any assets, including shares or other interests in any entity in which it has an interest, or voluntarily assume, acquire or incur any liabilities (including contingent liabilities), in each case, involving consideration or liabilities in excess of S\$10 million, exclusive of GST or equivalent tax;

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## APPENDIX O – THE COMPANY’S OBLIGATIONS

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- (g) enter into, renew, vary or waive any material rights in relation to any third-party lease, tenancy or licence relating to any real property, save to grant rental rebates of an amount not exceeding S\$10 million per year, or terminate any third-party lease, tenancy or licence relating to any real property;
- (h) enter into, or exercise an option in relation to, any agreement or incur any commitment involving any capital expenditure in excess of S\$10 million per item and S\$10 million in aggregate, in each case exclusive of GST or equivalent tax; and/or
- (i) settle any claim or litigation in excess of S\$10 million,

provided that nothing in this paragraph (p) shall restrict any Group Company from fulfilling its obligations under existing contractual commitments, which have been disclosed to the Offeror prior to the date of the Implementation Agreement; and

- (q) **Appeal Process:** If the Court refuses to make any orders convening the Scheme Meeting or approving the Scheme, the Company shall appeal the Court’s decision to the fullest extent possible (except to the extent that the Parties agree otherwise in writing). If an appeal of the Court’s decision is made by the Company, the Offeror shall furnish to the Company and its advisers such information relating to the Offeror and its concert parties as required by them for the purposes only of the appeal and, where necessary, provide all reasonable assistance as the Company and its advisers may reasonably request for the purposes of the appeal.

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## **APPENDIX P – MANNER OF CONVENING SCHEME MEETING**

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The manner of convening the Scheme Meeting is set out below:

### **Convening, holding and/or conducting the Scheme Meeting**

1. The Company shall be at liberty to convene the Scheme Meeting at a date, time and/or location to be determined by the Company.
2. The minutes of the Scheme Meeting shall be published on SGXNet and the corporate website of the Company within one (1) month after the date of the Scheme Meeting.

### **Right or entitlement to speak on a resolution at the Scheme Meeting**

3. The Company may require that a Scheme Shareholder shall, before the Scheme Meeting, send to the Company, by post to the Company's registered office, electronic mail ("e-mail") and/or such other electronic means as the Company considers appropriate, the matters which the Scheme Shareholder wishes to raise at the Scheme Meeting, and each such matter, if substantial and relevant and sent within a reasonable time before the Scheme Meeting, is to be responded to at or before the Scheme Meeting in any manner the Company determines appropriate.

### **Quorum at the Scheme Meeting**

4. A quorum may be formed by two (2) Scheme Shareholders attending in person or by proxy.

### **Voting at the Scheme Meeting**

5. Each Scheme Shareholder entitled to attend and vote at the Scheme Meeting may attend in person or shall be entitled to appoint a proxy(ies). The proxy need not be a Shareholder and may be the Chairman of the Scheme Meeting.
6. Each Scheme Shareholder who wishes to appoint a proxy(ies) must complete the Proxy Form and lodge it with the Share Registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd., in accordance with the instructions printed thereon not less than 72 hours before the time fixed for the Scheme Meeting.
7. A Scheme Shareholder which is not a relevant intermediary may appoint only one (1) proxy to attend and vote in his/her/its stead and may only cast all the voting rights attached to his/her/its Scheme Shares at the Scheme Meeting (whether in person or by proxy) in one (1) way. Where a Scheme Shareholder which is not a relevant intermediary appoints more than one (1) proxy, such additional appointments shall be invalid.
8. In relation to any Scheme Shareholder which is a relevant intermediary:
  - (a) subject to paragraph 8(b) below, a Scheme Shareholder which is a relevant intermediary need not cast all the voting rights attached to the Scheme Shares held on behalf of its sub-account holders in the same way, provided that (A) each vote is exercised in relation to a different Scheme Share and (B) the voting rights attached to all or any of the Scheme Shares in each sub-account may only be cast at the Scheme Meeting in one (1) way but, for the avoidance of doubt, the voting rights of such Scheme Shares need not be cast in the same way as the Scheme Shares in another sub-account; and
  - (b) a Scheme Shareholder which is a relevant intermediary may appoint more than two (2) proxies in relation to the Scheme Meeting to exercise all or any of such Scheme Shareholder's rights to attend and to speak and vote at the Scheme Meeting, but each proxy must be appointed to exercise the voting rights attached to a different Scheme

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## APPENDIX P – MANNER OF CONVENING SCHEME MEETING

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Share or Scheme Shares held by the Scheme Shareholder on behalf of its sub-account holders (which number and class of Scheme Shares must be specified), provided that no more than one (1) proxy may be given in respect of each sub-account which holds Scheme Shares. Where a proxy is appointed in accordance with this paragraph 8(b) in respect of Scheme Shares held on behalf of only one (1) sub-account holder, such proxy may only cast the voting rights attached to all or any of the Scheme Shares in such sub-account at the Scheme Meeting in one (1) way.

9. For the purposes of determining whether the conditions under Section 210(3AB)(a) of the Companies Act (the “**Headcount Test**”) and Section 210(3AB)(b) of the Companies Act (the “**Value Test**”) are satisfied:

- (a) each proxy appointed in accordance with paragraph 7 above and which casts a vote in respect of its Scheme Shares for or against the Scheme shall be treated as:
  - (i) casting one (1) vote in number for the purposes of the Headcount Test; and
  - (ii) the value represented by the proxy for the purposes of the Value Test shall be the number of Scheme Shares in relation to which voting rights are being exercised by the proxy.

For the avoidance of doubt, where a person has been appointed as the proxy of more than one (1) Scheme Shareholder to vote at the Scheme Meeting, the votes of each such proxy shall be counted as separate votes attributable to each appointing Scheme Shareholder for the purposes of the Headcount Test and the Value Test provided that the proxy is exercising the voting rights attached to a different Scheme Share or Scheme Shares (which number and class of Scheme Shares must be specified);

- (b) each proxy appointed in accordance with paragraph 8(b) above or each sub-account holder on whose behalf the Scheme Shareholder which is a relevant intermediary holds Scheme Shares, and which casts a vote in respect of its Scheme Shares for or against the Scheme shall be treated as:
  - (i) casting one (1) vote in number for the purposes of the Headcount Test; and
  - (ii) the value represented by the proxy or sub-account holder for the purposes of the Value Test shall be the number of Scheme Shares in relation to which voting rights are being exercised by the proxy or the sub-account holder.

Where a person has been appointed as proxy in accordance with paragraph 8(b) above of more than one (1) sub-account holder to vote at the Scheme Meeting, the votes of each such proxy shall be counted as separate votes attributable to each appointing sub-account holder for the purposes of the Headcount Test and the Value Test; provided that such proxy is exercising the voting rights attached to a different Scheme Share or Scheme Shares (which number and class of Scheme Shares must be specified). The Scheme Shareholder which is a relevant intermediary shall submit to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., either by e-mail or by post, the list of these sub-account holder(s) (which sets out the name of each sub-account holder, the number of Scheme Shares attributed to each sub-account holder, and whether the sub-account holder has voted in favour of or against the Scheme in respect of such Scheme Shares). Each sub-account holder may only vote one (1) way in respect of all or any part of the Scheme Shares in such sub-account; and

- (c) where a Scheme Shareholder which is a relevant intermediary casts the voting rights attached to the Scheme Shares held on behalf of its sub-account holder(s) both for and against the Scheme without submitting to the Company’s Share Registrar the

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## APPENDIX P – MANNER OF CONVENING SCHEME MEETING

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information required under paragraph 9(b) above then, without prejudice to the treatment of any proxies appointed in accordance with paragraph 8(b) above:

- (i) such relevant intermediary shall be treated as casting one (1) vote in favour of the Scheme for the purposes of the Headcount Test if the relevant intermediary casts more votes for the Scheme than against the Scheme;
  - (ii) such relevant intermediary shall be treated as casting one (1) vote against the Scheme for the purposes of the Headcount Test if the relevant intermediary casts more votes against the Scheme than for the Scheme;
  - (iii) such relevant intermediary shall be treated as casting one (1) vote for and one (1) vote against the Scheme for the purposes of the Headcount Test if the relevant intermediary casts equal votes for and against the Scheme; and
  - (iv) with respect to each of the scenarios set out in paragraphs 9(c)(i), 9(c)(ii) and 9(c)(iii) above, the value represented by the relevant intermediary for the purposes of the Value Test shall be the number of Scheme Shares in relation to which voting rights “for” and “against” the Scheme are being exercised by the relevant intermediary.
10. If any Scheme Shareholder fails to submit a duly completed Proxy Form (if applicable) in the manner and within the period stated therein or if the Proxy Form (if applicable) is incomplete, improperly completed, illegible or where the true intentions of the Scheme Shareholder are not ascertainable from the instructions of the Scheme Shareholder specified in the Proxy Form (if applicable), the Scheme Shareholders and the proxy of such Scheme Shareholder (if applicable) may only be admitted to the Scheme Meeting at the discretion of the Chairman. Any such Scheme Shareholder shall, nonetheless, be bound by the terms of the Scheme in the event that it becomes effective.
11. For the purposes of voting at the Scheme Meeting, the Company shall be entitled to reject any Proxy Form lodged by a Scheme Shareholder if the Scheme Shareholder is not shown to be a shareholder of the Company in the Company’s Register of Members or the Depository Register (collectively, the “**Registers**”) as at 72 hours before the time of the Scheme Meeting.

### **Laying and production of documents at the Scheme Meeting**

12. This Revised Scheme Document and any other document to be laid or produced before the Scheme Meeting may be so laid or produced by being sent or published in the manner provided in paragraph 14 below.
13. An Overseas Shareholder may write in to the Share Registrar at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 to request for this Revised Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to three (3) Market Days prior to the date of the Scheme Meeting.

### **Giving of Notice of the Scheme Meeting**

14. The Scheme Meeting (including any adjourned or postponed meeting) shall be called by notice in writing of not less than 14 clear days (i.e. not inclusive of the day on which the Notice of Scheme Meeting is served, and the day of the Scheme Meeting) in all of the following manners:
- (a) as may be determined by the Company, either: (i) by ordinary post to or left at the Scheme Shareholder’s last known Singapore address as appearing in the Registers, or in the case of joint Scheme Shareholders, the joint Scheme Shareholder named first in the Registers at such person’s address as appearing in the Registers; or (ii) by

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## APPENDIX P – MANNER OF CONVENING SCHEME MEETING

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e-mail to the Scheme Shareholder's last known e-mail address as appearing in the Company's records, or in the case of joint Scheme Shareholders, the joint Scheme Shareholder named first in the Registers at such person's e-mail address as appearing in the Company's records;

- (b) by way of advertisement in The Straits Times;
- (c) by way of announcement on SGXNet; and
- (d) by way of publication on the Company's corporate website,

subject to any potential restrictions on sending the Revised Scheme Document to any overseas jurisdiction. The Company shall not be liable for any mistake with respect to each Scheme Shareholder's address or e-mail as how it is recorded in the Registers or the Company's records, including but not limited to the said address or e-mail address being outdated or that the Scheme Shareholder no longer resides at said address or utilises said e-mail address.

15. The Notice of Scheme Meeting:

- (a) shall set out the date, time and venue of the Scheme Meeting;
- (b) shall provide instructions on how the Scheme Shareholders can locate and access the Revised Scheme Document electronically;
- (c) shall set out how a Scheme Shareholder may vote (either in person or by proxy) at the Scheme Meeting;
- (d) shall state how a Scheme Shareholder may submit questions in advance of the Scheme Meeting or during the Scheme Meeting; and
- (e) may be accompanied by any other documents relevant to the Scheme Meeting.

### Other matters

16. Mr Roy Yeo Kan Kiang, or failing him, any other Director of the Company, shall be appointed Chairman of the Scheme Meeting (the "**Chairman**") and the Chairman shall report the results of the Scheme Meeting to the Court as soon as practicable after the conclusion of the Scheme Meeting.
17. Not less than 14 clear days before the day appointed for the Scheme Meeting, the Revised Scheme Document consisting of, *inter alia*, the following:
- (a) a Letter to Scheme Shareholders from the Company to the Scheme Shareholders containing details of, *inter alia*, the purpose of the Revised Scheme Document and information relating to the purpose of the Revised Scheme Document, as well as a copy of the Scheme;
  - (b) an Explanatory Statement which contains, *inter alia*, the information required to be disclosed under Section 211 of the Companies Act;
  - (c) a letter from the IFA;
  - (d) the Offeror's Letter to the Scheme Shareholders;
  - (e) the Notice of Scheme Meeting;
  - (f) the Proxy Form; and

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## APPENDIX P – MANNER OF CONVENING SCHEME MEETING

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(g) any other ancillary documents,

shall be published or sent in accordance with paragraphs 14(a), 14(c) and 14(d) above, save that where the Notice of Scheme Meeting sent in accordance with paragraph 14(a)(i) includes instructions through which the Revised Scheme Document can be located and accessed by Scheme Shareholders electronically (including, for example, links and/or QR codes), it shall not be necessary to send a printed copy of the Revised Scheme Document in accordance with paragraph 14(a)(i).

18. Any inadvertent omission to give any Scheme Shareholder the Notice of Scheme Meeting or the non-receipt of the Notice of Scheme Meeting by any Scheme Shareholder shall not invalidate the proceedings at the Scheme Meeting, unless otherwise ordered by the Court.

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**APPENDIX Q – THE SCHEME**

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**IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE**

HC/OA 1291/2025

In the matter of Section 210 of the Companies  
Act 1967

And

In the Matter of  
AF Global Limited  
(Company Registration No.: 197301118N)

... Applicant

**SCHEME OF ARRANGEMENT**

Under Section 210 of the Companies Act 1967

Among

AF Global Limited

And

The Scheme Shareholders  
(as defined herein)

And

AFG Investment Pte. Ltd.

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## APPENDIX Q – THE SCHEME

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## APPENDIX Q – THE SCHEME

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### PRELIMINARY

In this Scheme (as defined below), the following definitions shall apply throughout unless the context otherwise requires:

<b>“Acquisition”</b>	:	The proposed acquisition by the Offeror of all the Scheme Shares to be effected by way of the Scheme on the terms and conditions of the Implementation Agreement
<b>“Books Closure Date”</b>	:	The date to be announced by the Company (before the Effective Date) on which the Transfer Books and the Register of Members will be closed in order to determine the entitlements of the Scheme Shareholders in respect of the Scheme
<b>“Business Day”</b>	:	A day (other than Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore for the transaction of normal banking business
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Companies Act”</b>	:	Companies Act 1967 of Singapore, as amended or modified from time to time
<b>“Company”</b>	:	AF Global Limited
<b>“Court”</b>	:	The General Division of the High Court of the Republic of Singapore, or where applicable on appeal, the Court of Appeal of the Republic of Singapore
<b>“Cut-Off Date”</b>	:	8 April 2026, being the date falling six months from the Joint Announcement Date or such other date as may be agreed in writing between the Offeror and the Company.
<b>“Distribution”</b>	:	All dividends, rights and other distributions
<b>“Effective Date”</b>	:	The date on which the Scheme becomes effective and binding in accordance with its terms, and which date shall, in any event, be no later than the Cut-Off Date
<b>“Encumbrances”</b>	:	All claims, charges, mortgages, security, pledges, liens, options, restrictions, equity, power of sale, hypothecation or other third party rights or interests, retention of title, rights of pre-emption, rights of first refusal or security interests of any kind or an agreement, arrangement or obligation to create any of the foregoing
<b>“Entitled Scheme Shareholders”</b>	:	Scheme Shareholders as at 5.00 p.m. on the Books Closure Date
<b>“Excluded Shareholders”</b>	:	Aspial Corporation Limited and Mr Koh Wee Meng
<b>“Group”</b>	:	The Company and its subsidiaries, and each, a <b>“Group Company”</b>

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## APPENDIX Q – THE SCHEME

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“Implementation Agreement”	:	The implementation agreement dated 8 October 2025 entered into between the Company and the Offeror setting out the terms and conditions on which the Acquisition and the Scheme will be implemented
“Joint Announcement”	:	The joint announcement by the Company and the Offeror, released on 8 October 2025 in relation to, <i>inter alia</i> , the Acquisition and the Scheme
“Joint Announcement Date”	:	8 October 2025, being the date of the Joint Announcement
“Offeror”	:	AFG Investment Pte. Ltd.
“Latest Practicable Date”	:	11 February 2026, being the latest practicable date prior to the printing of this Revised Scheme Document
“Offeror Securities”	:	(a) Offeror Shares; (b) securities which carry voting rights in the Offeror; and (c) convertible securities, warrants, options or derivatives in respect of the Offeror Shares or securities
“Offeror Shares”	:	Ordinary shares in the capital of the Offeror
“Register of Members”	:	The register showing all Shareholders at any one time
“S\$” or “SGD” and “cents”	:	Singapore dollars and cents respectively, being the lawful currency of Singapore
“Scheme”	:	This scheme of arrangement under Section 210 of the Companies Act dated 23 February 2026, in its present form or with or subject to any modification thereof or amendment or addition thereto in accordance with its terms or condition(s) approved or imposed by the Court
“Scheme Conditions”	:	The conditions precedent in the Implementation Agreement which must be satisfied (or, where applicable, waived) by the Cut-Off Date for the Scheme to be implemented and which are reproduced in <b>Appendix J</b> to this Revised Scheme Document
“Scheme Consideration”	:	S\$0.11 in cash per Scheme Share
“Revised Scheme Document”	:	This document dated 23 February 2026 (and any other document(s) which may be issued by or on behalf of the Company to the Shareholders to amend, revise, supplement or update the document(s) from time to time) containing, <i>inter alia</i> , the Scheme, the Explanatory Statement, the Notice of Scheme Meeting and the Proxy Form
“Scheme Meeting”	:	The meeting of the Scheme Shareholders to be convened at the direction of the Court to consider and, if thought fit, to approve the Scheme (and shall include any

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## APPENDIX Q – THE SCHEME

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	adjournment thereof), notice of which is set out in <b>Appendix R</b> to this Revised Scheme Document
“Scheme Resolution”	: The resolution relating to the Scheme referred to in the Notice of Scheme Meeting dated 23 February 2026 set out in <b>Appendix R</b> to this Revised Scheme Document
“Scheme Shares”	: Shares other than those already directly held by the Excluded Shareholders
“Scheme Shareholders”	: Shareholders other than the Excluded Shareholders
“Securities and Futures Act” or “SFA”	: Securities and Futures Act 2001 of Singapore, as amended or modified from time to time
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“SGX-ST Delisting Approval”	: The advice by the SGX-ST that it has no objections to the Company’s application to delist from the Official List of the SGX-ST in connection to its proposed privatisation by way of the Scheme
“Share Registrar”	: Boardroom Corporate & Advisory Services Pte. Ltd., the share registrar of the Company
“Shareholders”	: Persons who are registered as holders of the Shares in the Register of Members and where such person is CDP, Depositors who have Shares entered against their names in the Depository Register
“Shares”	: The issued and paid-up ordinary shares in the capital of the Company
“SRS”	: Supplementary Retirement Scheme
“SRS Agent Banks”	: Agent banks included under the SRS
“SRS Investors”	: Investors who have purchased Shares using their SRS contributions pursuant to the SRS
“Transfer Books”	: The transfer books of the Company
“%” or “per cent.”	: Per centum or percentage

The terms “**depositor**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

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

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

Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the SFA or the Code or any modification thereof and used in this Scheme shall, where applicable, have the same meaning assigned to it under the SFA or the Code or any modification thereof, as the case may be, unless otherwise provided.

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## APPENDIX Q – THE SCHEME

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Any reference to any document or agreement shall include a reference to such document or agreement as amended, modified, supplemented and/or varied from time to time.

Any reference to a time of day and date in this Scheme shall be a reference to Singapore time of day and date respectively, unless otherwise specified.

Any reference to an event occurring on, as at, prior to or from the date of the Implementation Agreement, such date shall mean 8 October 2025.

### RECITALS

- (A) The Company was incorporated in Singapore on 14 June 1973 and was listed on the Mainboard of the SGX-ST on 15 August 1973. As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S\$173,040,710.02, comprising 1,055,639,464 Shares.
- (B) The primary purpose of this Scheme is the Acquisition by the Offeror of all the Scheme Shares.
- (C) The Company and the Offeror have entered into the Implementation Agreement to set out their respective rights and obligations with respect to this Scheme and the implementation thereof.
- (D) The Offeror has agreed to appear by legal counsel at the hearing of the Originating Application to sanction this Scheme, if required, and to consent thereto, and to undertake to the Court to be bound thereby and to execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by it for the purpose of giving effect to this Scheme.

### 1. CONDITIONS PRECEDENT

This Scheme is conditional upon each of the Scheme Conditions being satisfied or, where applicable, waived in accordance with the terms of the Implementation Agreement on or before the Cut-Off Date.

### 2. TRANSFER OF THE SCHEME SHARES

2.1 With effect from the Effective Date, all the Scheme Shares held by the Entitled Scheme Shareholders will be transferred to the Offeror:

- (a) fully paid up;
- (b) free from all Encumbrances; and
- (c) together with all rights, benefits and entitlements attaching thereto as at the Joint Announcement Date and thereafter attaching thereto, including the right to receive and retain all Distributions declared, paid or made by the Company to the Scheme Shareholders on or after the Joint Announcement Date.

If any Distributions are announced, declared, paid or made by the Company to the Scheme Shareholders on or after the Joint Announcement Date, the Offeror reserves the right to reduce the Scheme Consideration payable to the Scheme Shareholders by the amount of such Distribution.

2.2 For the purpose of giving effect to this Scheme as provided for in Clause 2.1 of this Scheme:

- (a) in the case of the Entitled Scheme Shareholders (not being Depositors), the Company shall authorise any person to execute or effect on behalf of all such Entitled Scheme Shareholders an instrument or instruction of transfer of all the Scheme Shares held by

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## APPENDIX Q – THE SCHEME

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such Entitled Scheme Shareholders and every such instrument or instruction of transfer so executed shall be effective as if it had been executed by the relevant Entitled Scheme Shareholder; and

- (b) in the case of the Entitled Scheme Shareholders (being Depositors), the Company shall instruct CDP, for and on behalf of such Entitled Scheme Shareholders, to debit all of the Scheme Shares standing to the credit of the Securities Account(s) of such Entitled Scheme Shareholders and credit all of such Scheme Shares to the Securities Account(s) of the Offeror or such Securities Account(s) as directed by the Offeror.

### 3. PAYMENT OF SCHEME CONSIDERATION

3.1 In consideration of the transfer of the Scheme Shares to the Offeror under Clause 2 of this Scheme and subject to Clauses 1 and 3.2 of this Scheme, the Offeror shall pay or procure that there shall be paid to each Entitled Scheme Shareholder the Scheme Consideration for each Scheme Share transferred by the Entitled Scheme Shareholder, being S\$0.11 in cash per Scheme Share.

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

#### 3.3 CPFIS/SRS Investors

CPFIS Investors and SRS Investors who wish to participate in the Scheme Meeting are advised to consult their respective CPFIS Agent Banks and/or SRS Agent Banks for further information and if they are in any doubt as to the action they should take, SRS Investors should seek independent professional advice.

#### 3.4 The Scheme Consideration

The Offeror shall, not later than seven (7) Business Days after the Effective Date, and against the transfer of the Scheme Shares set out in Clause 2 of this Scheme above, make payment of the aggregate Scheme Consideration to the Entitled Scheme Shareholders for their Scheme Shares as follows:

(a) **Entitled Scheme Shareholders whose Scheme Shares are not deposited with CDP**

The Offeror shall pay each Entitled Scheme Shareholder (not being a Depositor) by sending a cheque for the aggregate Scheme Consideration payable to and made out in favour of such Entitled Scheme Shareholder by ordinary post to his/her/its address as appearing in the Register of Members at the close of business on the Books Closure Date, at the sole risk of such Entitled Scheme Shareholder, or in the case of joint Entitled Scheme Shareholders, to the first-named Entitled Scheme Shareholder made out in favour of such Entitled Scheme Shareholder by ordinary post to his/her/its address as appearing in the Register of Members at the close of business on the Books Closure Date, at the sole risk of such joint Entitled Scheme Shareholders.

(b) **Entitled Scheme Shareholders whose Scheme Shares are deposited with the CDP**

The Offeror shall pay each Entitled Scheme Shareholder (being a Depositor) by making payment of the aggregate Scheme Consideration payable to such Entitled Scheme Shareholder to CDP. CDP shall:

- (i) in the case of an Entitled Scheme Shareholder (being a Depositor) who has registered for CDP's direct crediting service, credit the Scheme Consideration

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## APPENDIX Q – THE SCHEME

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payable to such Entitled Scheme Shareholder, to the designated bank account of such Entitled Scheme Shareholder; and

- (ii) in the case of an Entitled Scheme Shareholder (being a Depositor) who has not registered for CDP's direct crediting service, credit the Scheme Consideration to such Entitled Scheme Shareholder's cash ledger with CDP and such Scheme Consideration shall be subject to the same terms and conditions applicable to "**Cash Distributions**" under "The Central Depository (Pte) Limited Operation of Securities Account with the Depository Terms and Conditions" as amended, modified or supplemented from time to time, copies of which are available from CDP.

### 3.5 Retention and Release of Proceeds

- (a) In relation to the Entitled Scheme Shareholders (not being Depositors), on and after the day being six (6) calendar months after the posting of such cheques relating to the Scheme Consideration, the Offeror shall have the right to cancel or countermand payment of any such cheque which has not been cashed (or has been returned uncashed) and shall place all such moneys in a bank account in the Company's name with a licensed bank in Singapore selected by the Company.
- (b) The Company or its successor entity shall hold such moneys until the expiration of six (6) years from the Effective Date and shall prior to such date make payments therefrom of the sums payable pursuant to Clause 3.4 of this Scheme to persons who satisfy the Company or its successor entity that they are respectively entitled thereto and that the cheques referred to in Clause 3.4 of this Scheme to this Revised Scheme Document for which they are payees have not been cashed. Any such determination shall be conclusive and binding upon all persons claiming an interest in the relevant moneys, and any payments made by the Company hereunder shall not include any interest accrued on the sums to which the respective persons are entitled pursuant to Clause 3.1 of this Scheme.
- (c) On the expiry of six (6) years from the Effective Date, the Company and the Offeror shall be released from any further obligation to make any payments of the Scheme Consideration under this Scheme and the Company or its successor entity shall transfer to the Offeror the balance (if any) of the sums then standing to the credit of the bank account referred to in Clause 3.5(a) of this Scheme including accrued interest, subject, if applicable, to the deduction of interest, tax or any withholding tax or any other deduction required by law and subject to the deduction of any expenses.
- (d) Clause 3.5(c) of this Scheme shall take effect subject to any prohibition or condition imposed by law.

3.6 From the Effective Date, each existing share certificate representing a former holding of Scheme Shares by an Entitled Scheme Shareholder (not being a Depositor) will cease to be evidence of title to the Scheme Shares represented thereby. The Entitled Scheme Shareholders (not being Depositors) shall be required to forward their existing share certificates relating to their Scheme Shares to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 as soon as possible, but not later than seven (7) Business Days after the Effective Date for cancellation.

## 4. EFFECTIVE DATE

4.1 Subject to the satisfaction of the Scheme Conditions set out in Clause 1 of this Scheme, this Scheme shall become effective and binding upon a copy of the order of the Court sanctioning this Scheme under Section 210 of the Companies Act being duly lodged with the Accounting and Corporate Regulatory Authority of Singapore for registration.

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## APPENDIX Q – THE SCHEME

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- 4.2 Unless this Scheme shall have become effective and binding as aforesaid on or before the Cut-Off Date (or such other date as the Court on the application of the Company or the Offeror may allow), this Scheme shall lapse.
- 4.3 The Company and the Offeror may jointly consent, for and on behalf of all concerned, to any modification of, or amendment to, this Scheme or to any condition which the Court may think fit to approve or impose.
- 4.4 In the event that this Scheme does not become effective and binding for any reason, the costs and expenses incurred by the Company in connection with this Scheme will be borne by the Company.
- 4.5 This Scheme shall be governed by, and construed in accordance with, the laws of Singapore, and the Company, the Offeror and the Scheme Shareholders submit to the non-exclusive jurisdiction of the courts of Singapore. A person who is not a party to this Scheme has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore, to enforce any term or provision of this Scheme.

Dated this 23rd day of February 2026

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## APPENDIX R – NOTICE OF SCHEME MEETING

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### IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OA 1291/2025

In the Matter of Section 210 of the Companies  
Act 1967

And

In the Matter of  
AF Global Limited  
(Company Registration No.: 197301118N)

... Applicant

### SCHEME OF ARRANGEMENT

Under Section 210 of the Companies Act 1967

Between

AF Global Limited

And

Scheme Shareholders (as defined herein)

And

AFG Investment Pte. Ltd.

**NOTICE IS HEREBY GIVEN** that by an Order of Court made in the above matter, the General Division of the High Court of the Republic of Singapore (the “**Court**”) has directed a meeting (the “**Scheme Meeting**”) of the Scheme Shareholders of AF Global Limited (the “**Company**”) to be convened and such Scheme Meeting shall be held at Aspial One, 55 Ubi Avenue 3, Level 1, Singapore 408864 on Tuesday, 10 March 2026 at 10.30 a.m., for the purpose of considering and, if thought fit, approving (with or without modification) the following resolution:

### THE SCHEME RESOLUTION

“**THAT** the scheme of arrangement dated 23 February 2026 proposed to be made pursuant to Section 210 of the Companies Act 1967 of Singapore, between (i) the Company, (ii) the Scheme Shareholders, and (iii) AFG Investment Pte. Ltd., a copy of which has been circulated with this Notice convening this Scheme Meeting, be and is hereby approved.”

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## APPENDIX R – NOTICE OF SCHEME MEETING

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All references to the Revised Scheme Document in this Notice of Scheme Meeting shall mean the revised scheme document dated 23 February 2026 issued by the Company to the Shareholders (the “**Revised Scheme Document**”). All capitalised terms used but not otherwise defined herein shall have the same meanings given to them in the Revised Scheme Document.

By the said Order of Court, the Court has appointed Mr Roy Yeo Kan Kiang, or failing him, any Director of the Company, to act as Chairman of the Scheme Meeting and has directed the Chairman to report the results thereof to the Court.

The said scheme of arrangement will be subject to, *inter alia*, the subsequent sanction of the Court.

### **IMPORTANT NOTICE FROM THE COMPANY:**

**The Revised Scheme Document supersedes the scheme document issued and despatched by the Company on 15 January 2026. In deciding whether to vote for or against the Scheme in the Scheme Meeting, Scheme Shareholders should only consider the information in the Revised Scheme Document and disregard the scheme document issued and despatched on 15 January 2026.**

The Scheme Meeting will be convened and held in a wholly physical format at Aspial One, 55 Ubi Avenue 3, Level 1, Singapore 408864 on Tuesday, 10 March 2026 at 10.30 a.m..

Electronic copies of the Revised Scheme Document (together with this Notice of Scheme Meeting and the Proxy Form) has been made available via publication on SGXNet at the URL <https://www.sgx.com/securities/company-announcements/> and the Company’s website at the URL <http://www.afgl.com.sg/>. A Scheme Shareholder will need an internet browser and PDF reader to view these documents on SGXNet and the corporate website of the Company.

An Overseas Shareholder may write in to the Share Registrar at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 to request for this Revised Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to three (3) Market Days prior to the date of the Scheme Meeting.

### **Notes:**

1. A copy of the said scheme of arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act 1967 (“**Companies Act**”), are incorporated in the Revised Scheme Document of which this Notice of Scheme Meeting forms part.

### **Arrangements for Conduct of the Scheme Meeting**

2. Arrangements relating to the conduct of the Scheme Meeting, including:
  - (a) attending the Scheme Meeting in person;
  - (b) submitting questions related to the Scheme Resolution to be tabled for approval at the Scheme Meeting, in advance of the Scheme Meeting or at the Scheme Meeting itself; and/or
  - (c) voting at the Scheme Meeting by the Scheme Shareholder (i) in person or (ii) by his/her/its duly appointed proxy,

are set out in this Notice of Scheme Meeting. Any reference to a time of day is made by reference to Singapore time.

Scheme Shareholders, including CPFIS Investors and SRS Investors, or, where applicable, their appointed proxy who will be attending the Scheme Meeting in person should bring along their NRIC/passport so as to enable the verification of their identity on the day of the Scheme Meeting.

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## APPENDIX R – NOTICE OF SCHEME MEETING

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### Questions & Answers, Minutes of Scheme Meeting

3. Scheme Shareholders, including CPFIS Investors and SRS Investors, may submit questions related to the Scheme Resolution to be tabled for approval at the Scheme Meeting, in advance of the Scheme Meeting. To do so, all questions must be submitted in the following manner by 10.30 a.m. on Monday, 2 March 2026:
  - (a) if submitted electronically, via e-mail to [AFGlobalEGM@afgl.com.sg](mailto:AFGlobalEGM@afgl.com.sg); or
  - (b) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632.
4. Scheme Shareholders, including CPFIS Investors and SRS Investors, who submit questions via e-mail or by post to the Share Registrar must provide the following information:
  - (a) the Scheme Shareholder's full name;
  - (b) the Scheme Shareholder's full address; and
  - (c) the manner in which the Scheme Shareholder holds Shares in the Company (e.g. via CDP, scrip, CPF or SRS).
5. Scheme Shareholders are strongly encouraged to submit their questions electronically via email.
6. The Company will endeavour to address all substantial and relevant questions received by it in the manner set out above by 10.30 a.m. on Thursday, 5 March 2026 and the Company's responses will be posted on SGXNet and the Company's corporate website.

Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
7. Scheme Shareholders (including CPFIS Investors and SRS Investors) or, where applicable, their appointed proxy, may also ask the Chairman of the Scheme Meeting substantial and relevant questions related to the Scheme Resolution at the Scheme Meeting.
8. The Company will publish the minutes of the Scheme Meeting on the Company's corporate website and on SGXNet within one (1) month from the date of the Scheme Meeting, and the minutes will include the responses to the questions received from Scheme Shareholders which are addressed during the Scheme Meeting.

### Voting, or appointing a proxy to vote, at the Scheme Meeting

9. A Scheme Shareholder who wishes to exercise his/her/its voting rights at the Scheme Meeting may:
  - (a) vote at the Scheme Meeting in person; or
  - (b) appoint a proxy to vote on his/her/its behalf at the Scheme Meeting.
10. A Scheme Shareholder which is not a relevant intermediary (as defined in paragraph 19 below) may appoint only one (1) proxy to attend, speak and vote in his/her/its stead and may only cast all the voting rights attached to his/her/its Scheme Shares at the Scheme Meeting (whether in person or by proxy) in one (1) way. Where a Scheme Shareholder which is not a relevant intermediary appoints more than one (1) proxy, such additional appointments shall be invalid.

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## APPENDIX R – NOTICE OF SCHEME MEETING

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11. A proxy need not be a member of the Company and may be the Chairman of the Scheme Meeting.
12. A Scheme Shareholder who wishes to submit an instrument appointing a proxy must complete the accompanying proxy form (the "**Proxy Form**"), before submitting it in the manner set out below and the instructions set out in the Proxy Form.
13. Printed copies of this Notice of Scheme Meeting and the Proxy Form will be sent to Scheme Shareholders. The Proxy Form may also be accessed on SGXNet at the URL <https://www.sgx.com/securities/company-announcements/> and the Company's website at the URL <https://www.afgl.com.sg/>.
14. In the case of joint holders of Scheme Shares, any one (1) of such persons may vote, but if more than one (1) of such persons be present at the Scheme Meeting, the person whose name stands first in the Register of Members of the Company or, as the case may be, the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001) shall alone be entitled to vote.
15. The completed and signed Proxy Form for the Scheme Meeting (together with the power of attorney or such other authority (if any) under which it is signed or a notarially certified copy of such power or authority) must be submitted to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
  - (a) if submitted electronically, a clear, scanned, completed and signed copy in PDF format be submitted via e-mail to [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com); or
  - (b) if submitted by post, be lodged at the office of the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632,in either case, by 10.30. a.m. on Saturday, 7 March 2026, being not less than 72 hours before the time fixed for the Scheme Meeting.
16. **Scheme Shareholders are strongly encouraged to submit their completed Proxy Forms electronically via e-mail.**
17. If any Scheme Shareholder fails to submit a Proxy Form (if applicable) in the manner and within the period stated therein or if the Proxy Form (if applicable) is incomplete, improperly completed, illegible or where the true intentions of the Scheme Shareholder are not ascertainable from the instructions of the Scheme Shareholder specified in the Proxy Form (if applicable), the Scheme Shareholders and the proxy of such Scheme Shareholder (if applicable) may only be admitted to the Scheme Meeting at the discretion of the Chairman of the Scheme Meeting. Any such Scheme Shareholder shall, nonetheless, be bound by the terms of the Scheme in the event that it becomes effective.
18. **Relevant Intermediaries**
  - (a) Persons who hold Scheme Shares through relevant intermediaries, other than CPFIS Investors and SRS Investors, and who wish to participate in the Scheme Meeting should contact the relevant intermediary through which they hold such Scheme Shares as soon as possible. Persons who hold Scheme Shares through relevant intermediaries, other than CPFIS Investors and SRS Investors, may (i) vote at the Scheme Meeting if they are appointed as proxy by their respective relevant intermediaries; or (ii) specify their voting instructions to and/or arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.
  - (b) In addition, CPFIS Investors and SRS Investors may (i) vote at the Scheme Meeting if they are appointed as proxy by their respective CPF Agent Banks and/or SRS Agent Banks, and

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## APPENDIX R – NOTICE OF SCHEME MEETING

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should contact their respective CPF Agent Banks and/or SRS Agent Banks if they have any queries regarding their appointment as proxy; or (ii) specify their voting instructions to and/or arrange for their votes to be submitted with their respective CPF Agent Banks or SRS Agent Banks, and should approach their respective CPF Agent Banks and/or SRS Agent Banks by 5.00 p.m. on Friday, 27 February 2026, being at least seven (7) Business Days before the date of the Scheme Meeting.

19. In relation to any Scheme Shareholder which is a relevant intermediary:

- (a) subject to paragraph 19(b) below, a Scheme Shareholder which is a relevant intermediary need not cast all the voting rights attached to the Scheme Shares held on behalf of its sub-account holders in the same way, provided that (i) each vote is exercised in relation to a different Scheme Share; and (ii) the voting rights attached to all or any of the Scheme Shares in each sub-account may only be cast at the Scheme Meeting in one (1) way but, for the avoidance of doubt, the voting rights of such Scheme Shares need not be cast in the same way as the Scheme Shares in another sub-account; and
- (b) a Scheme Shareholder which is a relevant intermediary may appoint more than two (2) proxies in relation to the Scheme Meeting to exercise all or any of such Scheme Shareholder's rights to attend and to speak and vote at the Scheme Meeting, but each proxy must be appointed to exercise the voting rights attached to a different Scheme Share or Scheme Shares held by the Scheme Shareholder on behalf of its sub-account holders (which number and class of Scheme Shares must be specified), provided that no more than one (1) proxy may be given in respect of each sub-account which holds Scheme Shares. Where a proxy is appointed in accordance with this paragraph 19(b) in respect of Scheme Shares held on behalf of only one (1) sub-account holder, such proxy may only cast the voting rights attached to all or any of the Scheme Shares in such sub-account at the Scheme Meeting in one (1) way.

A "relevant intermediary" means:

- (i) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds shares in that capacity; or
- (iii) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

20. For the purposes of determining whether the conditions under Section 210(3AB)(a) of the Companies Act (which, in relation to the Scheme Resolution, relates to the Scheme Resolution being passed by a majority in number of the Scheme Shareholders) (the "**Headcount Test**") and Section 210(3AB)(b) of the Companies Act (which, in relation to the Scheme Resolution, relates to the Scheme Resolution being passed by Scheme Shareholders representing at least 75% in value of the Scheme Shares held by Scheme Shareholders present and voting either in person or by proxy at the Scheme Meeting) (the "**Value Test**") are satisfied:

- (a) each proxy appointed in accordance with paragraph 10 above and which casts a vote in respect of its Scheme Shares for or against the Scheme shall be treated as:
  - (i) casting one (1) vote in number for the purposes of the Headcount Test; and

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## APPENDIX R – NOTICE OF SCHEME MEETING

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- (ii) the value represented by the proxy for the purposes of the Value Test shall be the number of Scheme Shares in relation to which voting rights are being exercised by the proxy.

For the avoidance of doubt, where a person has been appointed as the proxy of more than one (1) Scheme Shareholder to vote at the Scheme Meeting, the votes of each such proxy shall be counted as separate votes attributable to each appointing Scheme Shareholder for the purposes of the Headcount Test and the Value Test provided that the proxy is exercising the voting rights attached to a different Scheme Share or Scheme Shares (which number and class of Scheme Shares must be specified);

- (b) each proxy appointed in accordance with paragraph 19(b) above or each sub-account holder on whose behalf the Scheme Shareholder which is a relevant intermediary holds Scheme Shares, and which casts a vote in respect of its Scheme Shares for or against the Scheme shall be treated as:
  - (i) casting one (1) vote in number for the purposes of the Headcount Test; and
  - (ii) the value represented by the proxy or sub-account holder for the purposes of the Value Test shall be the number of Scheme Shares in relation to which voting rights are being exercised by the proxy or the sub-account holder.

Where a person has been appointed as proxy in accordance with paragraph 19(b) above of more than one (1) sub-account holder to vote at the Scheme Meeting, the votes of each such proxy shall be counted as separate votes attributable to each appointing sub-account holder for the purposes of the Headcount Test and the Value Test; provided that such proxy is exercising the voting rights attached to a different Scheme Share or Scheme Shares (which number and class of Scheme Shares must be specified). The Scheme Shareholder which is a relevant intermediary shall submit to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., either:

- (A) by e-mail to [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com); or
- (B) by post, to be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632,

the list of these sub-account holder(s) (which sets out the name of each sub-account holder, the number of Scheme Shares attributed to each sub-account holder, and whether the sub-account holder has voted in favour of or against the Scheme in respect of such Scheme Shares). Each sub-account holder may only vote one (1) way in respect of all or any part of the Scheme Shares in such sub-account; and

- (c) where a Scheme Shareholder which is a relevant intermediary casts the voting rights attached to the Scheme Shares held on behalf of its sub-account holder(s) both for and against the Scheme without submitting to the Company's Share Registrar the information required under paragraph 20(b) above then, without prejudice to the treatment of any proxies appointed in accordance with paragraph 19(b) above:
  - (i) such relevant intermediary shall be treated as casting one (1) vote in favour of the Scheme for the purposes of the Headcount Test if the relevant intermediary casts more votes for the Scheme than against the Scheme;
  - (ii) such relevant intermediary shall be treated as casting one (1) vote against the Scheme for the purposes of the Headcount Test if the relevant intermediary casts more votes against the Scheme than for the Scheme;

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## APPENDIX R – NOTICE OF SCHEME MEETING

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- (iii) such relevant intermediary shall be treated as casting one (1) vote for and one (1) vote against the Scheme for the purposes of the Headcount Test if the relevant intermediary casts equal votes for and against the Scheme; and
- (iv) with respect to each of the scenarios set out in paragraphs 20(c)(i), 20(c)(ii) and 20(c)(iii) above, the value represented by the relevant intermediary for the purposes of the Value Test shall be the number of Scheme Shares in relation to which voting rights “for” and “against” the Scheme are being exercised by the relevant intermediary.

21. Please see the Revised Scheme Document and the notes to the Proxy Form for more information.

### Personal Data Privacy

22. By (i) attending the Scheme Meeting; (ii) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Scheme Meeting and/or any adjournment or deferment thereof; (iii) submitting any question in advance of, or at, the Scheme Meeting; and/or (iv) submitting a written request to request for a printed copy of the Revised Scheme Document, a Scheme Shareholder:

- (a) consents to the collection, use and disclosure of the Scheme Shareholder’s personal data by the Company (and/or its agents or service providers) for the following purposes:
  - (i) the processing, administration and analysis by the Company (and/or its agents or service providers) of proxy(ies) and representative(s) appointed for the Scheme Meeting (including any adjournment or deferment thereof);
  - (ii) the addressing of questions received from Scheme Shareholders in advance of or at the Scheme Meeting and, if necessary, the following up with the relevant Scheme Shareholders in relation to such questions;
  - (iii) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Scheme Meeting (including any adjournment or deferment thereof); and
  - (iv) in order for the Company (and/or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines,(collectively, the “**Purposes**”);
- (b) warrants that where the Scheme Shareholder discloses the personal data of the Scheme Shareholder’s proxy(ies) and/or representative(s) to the Company (and/or its agents or service providers), the Scheme Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (and/or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;
- (c) agrees to provide the Company (and/or its agents or service providers) with written evidence of such prior consent upon reasonable request;
- (d) agrees that the Scheme Shareholder will indemnify the Company (and/or its agents or service providers) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Scheme Shareholder’s breach of warranty; and

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## APPENDIX R – NOTICE OF SCHEME MEETING

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- (e) agrees and consents to such photographic, sound and/or video recordings of the Scheme Meeting as may be made by the Company (and/or its agents or service providers) for record keeping and to ensure the accuracy of the minutes prepared of the Scheme Meeting. Accordingly, the personal data of the Scheme Shareholder (such as his/her/its name, his/her/its presence at the Scheme Meeting and any questions he/she/it may raise or motions he/she/it may propose/second) may be recorded by the Company (and/or its agents or service providers) for such purpose.

Dated this 23rd day of February 2026

By Order of the Court

**AF Global Limited**  
55 Ubi Avenue 3  
#04-01  
Singapore 408864

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**PROXY FORM FOR SCHEME MEETING**

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**IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE**

HC/OA 1291/2025

In the Matter of Section 210 of the Companies  
Act 1967

And

In the Matter of  
AF Global Limited  
(Company Registration No.: 197301118N)

... Applicant

**SCHEME OF ARRANGEMENT**

Under Section 210 of the Companies Act 1967

Between

AF Global Limited

And

Scheme Shareholders (as defined herein)

And

AFG Investment Pte. Ltd.

## PROXY FORM FOR SCHEME MEETING

**AF GLOBAL LIMITED**  
 (Company Registration No.197301118N)  
 (Incorporated in the Republic of Singapore)

**PROXY FORM  
 SCHEME MEETING**

**IMPORTANT NOTES**

1. A proxy need not be a member of the Company and may be the Chairman of the Scheme Meeting.
2. A Scheme Shareholder who is not a relevant intermediary may appoint one (1) proxy to attend, speak and vote in his/her/its stead. Where a Scheme Shareholder which is not a relevant intermediary appoints more than one (1) proxy, such additional appointments shall be invalid.
3. For CPFIS/SRS investors who have used their CPFIS/SRS monies to buy the Company's shares, this form of proxy is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPFIS/SRS investors should contact their respective CPF Agent Banks/SRS Agent Banks if they have any queries regarding their appointment as proxies.
4. By submitting this Proxy Form appointing a proxy(ies) and/or representative(s), the Scheme Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Scheme Meeting dated 23 February 2026.
5. For purposes of the appointment of a proxy(ies)/representative(s), Scheme Shareholder(s)' and their proxy(ies)/representative(s)' full name and full NRIC/passport number will be required for verification purposes. Proxy(ies)/representative(s) must also produce their NRIC/passport for sighting upon registration at the Scheme Meeting to ensure that only the duly authorised proxy(ies)/representative(s) attend and vote at the Scheme Meeting. The Company reserves the right to refuse admittance to the Scheme Meeting if the proxy(ies)/representative(s)' identity cannot be verified accurately.
6. All capitalised terms used in this Proxy Form but not otherwise defined herein shall have the same meanings given to them in the Company's Revised Scheme Document to Shareholders dated 23 February 2026.

I/We\*, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC / Passport / Company Reg. No.)  
 of \_\_\_\_\_ (Address) being a member/members\* of  
 AF Global Limited (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Shareholdings <i>(to be completed by a relevant intermediary, if applicable)</i>	
		No. of Shares	%
Address			

or failing him/her\*, the Chairman of the Scheme Meeting of the Company as my/our proxy/proxies\* to attend and to vote for me/us\* on my/our\* behalf at the Scheme Meeting of the Company to be held at Aspial One 55 Ubi Avenue 3, Level 1, Singapore 408864 on Tuesday, 10 March 2026 at 10.30 a.m., and at any adjournment or deferment thereof, for the purpose of considering and, if thought fit, approving the Scheme referred to in the Notice of Scheme Meeting, and at such Scheme Meeting (or at any adjournment or deferment thereof) to vote for me/us\* and in my/our\* name(s) for the said Scheme or against the said Scheme as hereunder indicated.

I/We\* direct my/our\* proxy to vote for or against, or abstain from voting on, the Scheme as indicated hereunder. If no specific direction as to voting is given, my/our\* proxy will vote or abstain from voting at his/her/its\* discretion. If no person is named in the above boxes, the Chairman of the Scheme Meeting shall be my/our\* proxy to vote, for or against, or to abstain from voting on, the Scheme to be proposed at the Scheme Meeting, for me/us\* and on my/our\* behalf at the Scheme Meeting and at any adjournment or deferment thereof. In appointing the Chairman of the Scheme Meeting as proxy, Shareholders must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

The Scheme Resolution put to the vote of the Scheme Meeting shall be decided by the way of poll. Please indicate the number of votes as appropriate.

Scheme Resolution	Number of Votes For	Number of Votes Against	Number of Votes Abstain
To approve the Scheme			

**Notes:**

*If you are a Scheme Shareholder who is not a relevant intermediary:*

*You may only cast all the votes you use in the Scheme Meeting **IN ONE (1) WAY**. If you wish to vote "FOR" the Scheme Resolution, please indicate with a tick ( ✓ ) in the box marked "FOR" as set out above. If you wish to vote "AGAINST" the Scheme Resolution, please indicate with a tick ( ✓ ) in the box marked "AGAINST" as set out above. If you wish to abstain from voting on the Scheme Resolution, please indicate with a tick ( ✓ ) in the box marked "ABSTAIN" as set out above. **DO NOT TICK MORE THAN ONE (1) BOX.***

*If you are a Scheme Shareholder who is a relevant intermediary:*

*Please indicate (i) the number of votes "FOR" or "AGAINST" in the "FOR" or "AGAINST" boxes as set out above in respect of the Scheme Resolution; and (ii) the number of Scheme Shares your proxy is directed to abstain from voting in the "ABSTAIN" box provided in respect of the Scheme Resolution.*

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2026.

Total number of shares held	
CDP Register	
Register of Members	
<b>Total:</b>	

\_\_\_\_\_  
 Signature(s) of Scheme Shareholder(s) or Common Seal

**IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM**

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## PROXY FORM FOR SCHEME MEETING

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### Notes:

- (1) The Revised Scheme Document supersedes the scheme document issued and despatched by the Company on 15 January 2026. In deciding whether to vote for or against the Scheme in the Scheme Meeting, Scheme Shareholders should only consider the information in the Revised Scheme Document and disregard the scheme document issued and despatched on 15 January 2026.
- (2) The Scheme Meeting will be convened and held in a wholly physical format. There will be no option for Shareholders to participate in the Scheme Meeting virtually. The Notice of Scheme Meeting dated 23 February 2026 and this Proxy Form will be sent by post to members of the Company. At the same time, these documents will also be published on SGXNet at the URL <https://www.sgx.com/securities/company-announcements/> and the corporate website of the Company at the URL <https://www.afgl.com.sg/>.
- (3) For the purposes of determining whether the conditions under Section 210(3AB)(a) of the Companies Act are satisfied, Scheme Shareholders should refer to Note 20 of the Notice of Scheme Meeting dated 23 February 2026.
- (4) A Scheme Shareholder who wishes to exercise his/her/its voting rights at the Scheme Meeting may: (a) vote at the Scheme Meeting in person; or (b) appoint a proxy to vote on his/her/its behalf at the Scheme Meeting.
- (5) A Scheme Shareholder should insert the total number of Scheme Shares held. If the Scheme Shareholder has Scheme Shares entered against his/her/its name in the Depository Register, he/she/it should insert that number of Scheme Shares. If a Scheme Shareholder has Scheme Shares registered in his/her/its name in the Register of Members of the Company, he/she/it should insert that number of Scheme Shares. If a Scheme Shareholder has Scheme Shares entered against his/her/its name in the Depository Register and Scheme Shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of Scheme Shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members. If no number is inserted, this Proxy Form shall be deemed to relate to all the Scheme Shares held by the Scheme Shareholder.
- (6) A Scheme Shareholder (other than a relevant intermediary) who is entitled to attend and vote at the Scheme Meeting may appoint only one (1) proxy to attend, speak and vote in his/her/its stead and may only cast all the voting rights attached to his/her/its Scheme Shares at the Scheme Meeting (whether in person or by proxy) in one (1) way. Where a Scheme Shareholder which is not a relevant intermediary appoints more than one (1) proxy, such additional appointments shall be invalid.
- (7) Persons who hold Scheme Shares through relevant intermediaries, other than CPFIS Investors and SRS Investors, and who wish to participate in the Scheme Meeting should contact the relevant intermediary through which they hold such Scheme Shares as soon as possible. Persons who hold Scheme Shares through relevant intermediaries, other than CPFIS Investors and SRS Investors, may (i) vote at the Scheme Meeting if they are appointed as proxy by their respective relevant intermediaries; or (ii) specify their voting instructions to and/or arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.
- (8) CPFIS Investors and SRS Investors may (i) vote at the Scheme Meeting if they are appointed as proxy by their respective CPFIS Agent Banks and/or SRS Agent Banks, and should contact their respective CPFIS Agent Banks and/or SRS Agent Banks if they have any queries regarding their appointment as proxy; or (ii) specify their voting instructions to and/or arrange for their votes to be submitted with their respective CPFIS Agent Banks and/or SRS Agent Banks, and should approach their respective CPFIS Agent Banks and/or SRS Agent Banks by **5.00 p.m. on 27 February 2026**, being at least seven (7) Business Days before the date of the Scheme Meeting.
- (9) In relation to a Scheme Shareholder who is a relevant intermediary:
  - (a) subject to paragraph 9(b) below, a Shareholder which is a relevant intermediary need not cast all the voting rights attached to the Scheme Shares held on behalf of its sub-account holders in the same way, provided that (i) each vote is exercised in relation to a different Share; and (B) the voting rights attached to all or any of the Shares in each sub-account may only be cast at the Scheme Meeting in one (1) way but, for the avoidance of doubt, the voting rights of such Shares need not be cast in the same way as the Shares in another sub-account maintained by such relevant intermediary; and
  - (b) a Shareholder which is a relevant intermediary may appoint more than two (2) proxies in relation to the Scheme Meeting to exercise all or any of such Scheme Shareholder's rights to attend and to speak and vote at the Scheme Meeting, but each proxy must be appointed to exercise the voting rights attached to a different Scheme Share or Scheme Shares held by the Scheme Shareholder on behalf of its sub-account holders (which number and class of Scheme Shares must be specified), provided that no more than one (1) proxy may be given in respect of each sub-account which holds Scheme Shares. Where a proxy is appointed in accordance with this paragraph 9(b) in respect of Scheme Shares held on behalf of only one (1) sub-account holder, such proxy may only cast the voting rights attached to all or any of the Scheme Shares in such sub-account at the Scheme Meeting in one (1) way.
- (10) "relevant intermediary" used in this Proxy Form means:
  - (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore ("SFA") and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of the Scheme Shareholders of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (11) The completed and signed Proxy Form shall be submitted by email to [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com) OR the registered office of the Share Registrar, **1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632**, in either case, by no later than **10.30 a.m. on 7 March 2026**, being 72 hours before the time appointed for holding the Scheme Meeting of the Company, failing which the Company shall be entitled to regard this Proxy Form as invalid. **Scheme Shareholders are strongly encouraged to submit their completed Proxy Forms electronically via email.**
- (12) If any Scheme Shareholder fails to submit a duly completed Proxy Form (if applicable) in the manner and within the period stated herein or if this Proxy Form (if applicable) is incomplete, improperly completed, illegible or where the true intentions of the Scheme Shareholder are not ascertainable from the instructions of the Scheme Shareholder specified in this Proxy Form (if applicable), the Scheme Shareholder and the proxy of such Scheme Shareholder (if applicable) may only be admitted to the Scheme Meeting at the discretion of the Chairman of the Scheme Meeting. Any such Scheme Shareholder shall, nonetheless, be bound by the terms of the Scheme in the event that it becomes effective.
- (13) This Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where this Proxy Form is executed by a corporation, it must be executed either under its common seal or signed by its attorney or a duly authorised officer of the corporation.
- (14) Where this Proxy Form is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.
- (15) A corporation which is a Scheme Shareholder may authorise by resolution of its Directors or other governing body such person as it thinks fit to act as its representative at the Scheme Meeting of the Company, in accordance with Section 179 of the Companies Act 1967 of Singapore.
- (16) Completion and submission of this Proxy Form by a Scheme Shareholder will not prevent him/her/it from attending, speaking and voting at the Scheme Meeting if he/she/it so wishes. The appointment of the proxy(ies) for the Scheme Meeting will be deemed to be revoked if the Scheme Shareholder attends the Scheme Meeting in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under this Proxy Form to the Scheme Meeting.
- (17) The Company shall be entitled to reject this Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on this Proxy Form (such as in the case where the appointor submits more than one (1) Proxy Form). In the case of a Scheme Shareholder whose Scheme Shares are entered against his/her/its name in the Depository Register, the Company may reject any Proxy Form lodged if such Scheme Shareholder, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the Scheme Meeting, as certified by the Share Registrar and/or The Central Depository (Pte) Limited to the Company.

### Personal Data Privacy:

By submitting this Proxy Form appointing the Chairman of the Scheme Meeting as proxy to attend, speak and vote at the Scheme Meeting and/or any adjournment or deferment thereof, the Scheme Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Scheme Meeting dated 23 February 2026.



