

CIRCULAR DATED 10 April 2023

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of LS 2 Holdings Limited (the "**Company**") and together with its subsidiaries, the "**Group**"), you should immediately inform the purchaser, transferee, bank, stockbroker, or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular (together with the Notice of Extraordinary General Meeting and accompanying Proxy Form) may be accessed at the Company's website at <https://www.ls2.sg/investor-pages-announcements> and SGXNet.

This Circular has been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**"), for compliance with the relevant rules of the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

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

The contact person for the Sponsor is Mr Lay Shi Wei, Registered Professional, RHT Capital Pte. Ltd., 36 Robinson Road, #10-06 City House, sponsor@rhtgoc.com.

The legal adviser to the Company in relation to this Circular is Bird & Bird ATMD LLP.

This Circular has been made available on SGXNet and the Company's website and may be accessed at the URL <https://www.ls2.sg/investor-pages-announcements> and <https://www.conveneagm.sg/LS2>. A printed copy of this Circular will NOT be despatched to Shareholders.

Due to the current COVID-19 restriction orders in Singapore, Shareholders will not be able to attend the EGM (as defined herein) in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via "live" webcast or listening to the EGM proceedings via "live" audio feed, (b) submitting questions in advance of or submitting textual questions "live" at the EGM and/or (c) voting by proxy or voting "live" at the EGM.

Please refer to Section 9 of this Circular and the Company's announcement dated 10 April 2023 entitled "Alternative Arrangements for the Extraordinary General Meeting of the Company to be held on 28 April 2023 which has been uploaded together with this Circular on SGXNet for further information, including the steps to be taken by Shareholders to participate at the EGM. Such announcement may also be accessed at the URL <https://www.ls2.sg/investor-pages-announcements>.

Shareholders should note that the Company may make further changes to its EGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act (as defined herein) and any regulations promulgated thereunder (including the COVID-19 Order (as defined herein)) as well as other guidelines issued by the relevant authorities) as the situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company as may be made from time to time on SGXNet.



LS 2 HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 202016972G)

CIRCULAR TO SHAREHOLDERS IN RELATION TO

THE PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	25 April 2023 at 5:00 p.m.
Last date and time to pre-register online to attend the Extraordinary General Meeting	:	25 April 2023 at 5:00 p.m.
Date and time of Extraordinary General Meeting	:	28 April 2023 at 5:00 p.m.
Place of Extraordinary General Meeting	:	The EGM will be held by way of electronic means. Please refer to Section 9 of this Circular for further details.

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

- "ACRA"* : The Accounting and Corporate Regulatory Authority of Singapore
- "EGM"* : The annual general meeting of the Company
- "Approval Date"* : Shall have the meaning ascribed to it in paragraph 2.3.1.
- "Associate"* : (a) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30.0% or more; and
- (b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.0% or more
- "Average Closing Price"* : The average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded, immediately preceding the day on which the purchase or acquisition of Shares was made or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Catalist Rules, for any corporate action that occurs after the relevant five (5) Market Days
- "Board" or "Board of Directors"* : The board of Directors of the Company as at the Latest Practicable Date
- "Catalist"* : The sponsor-supervised listing platform of the SGX-ST
- "Catalist Rules"* : The SGX-ST Listing Manual Section B: Rules of Catalist, as amended, modified or supplemented from time to time
- "CDP"* : The Central Depository (Pte) Limited
- "Circular"* : This circular to Shareholders dated 10 April 2023 in relation to the Proposed Adoption of the Share Buyback Mandate
- concert parties"* : Shall have the meaning ascribed to it in paragraph 2.11.2

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<i>"Companies Act"</i>	:	The Companies Act 1967 of Singapore, as may be amended or modified from time to time
<i>"Company"</i>	:	LS 2 Holdings Limited
<i>"Constitution"</i>	:	The constitution of the Company
<i>"controlling shareholder"</i>	:	A person who: <ul style="list-style-type: none">(i) holds directly or indirectly 15.0% or more of the nominal amount of all voting shares in the Company. The SGX-ST may determine that a person who satisfies this definition is not a controlling shareholder; or,(ii) in fact exercises control over the Company
<i>"Directors"</i>	:	The directors of the Company as at the Latest Practicable Date
<i>"EGM"</i>	:	The extraordinary general meeting of the Company to be convened on 28 April 2023 at 5:00 p.m. by way of electronic means, notice of which is set out on pages N-1 to N-5 of this Circular
<i>"EPS"</i>	:	Earnings per Share
<i>"FY"</i>	:	The financial year ended 31 December
<i>"Group"</i>	:	The Company and its subsidiaries, collectively
<i>"Latest Practicable Date"</i>	:	31 March 2023, being the latest practicable date prior to the issue of this Circular
<i>"Market Day(s)"</i>	:	A day on which the SGX-ST is open for trading in securities
<i>"Market Purchase"</i>	:	On-market purchases of Shares transacted on the SGX-ST through the SGX-ST trading system or, as the case may be, any other securities exchange on which the Shares may, for the time being, be listed and quoted, through one (1) or more duly licensed stockbrokers appointed by the Company for such purpose
<i>"Maximum Price"</i>	:	Shall have the meaning ascribed to it in paragraph 2.3.4
<i>"Notice of EGM"</i>	:	The notice of the EGM as set out on pages N-1 to N-5 of this Circular
<i>"NTA"</i>	:	Net tangible assets
<i>"Off-Market Purchase"</i>	:	Off-market purchases of Shares (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as defined in Section 76C of the Companies Act, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules
<i>"Proxy Form"</i>	:	The proxy form in respect of the EGM as set out in this Circular

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<i>"Public Shareholders"</i>	:	The Shareholders who are persons other than: (i) the Directors, Chief Executive Officer, Substantial Shareholders or Controlling Shareholders of the Company or its Subsidiaries, and (ii) the Associates of such persons named in (i)
<i>"Register of Members"</i>	:	The register of members of the Company
<i>"Relevant Period"</i>	:	Shall have the meaning ascribed to it in paragraph 2.1
<i>"Securities and Futures Act"</i>	:	Securities and Futures Act 2001 of Singapore, as may be amended, modified, or supplemented from time to time
<i>"SGX-ST"</i>	:	Singapore Exchange Securities Trading Limited
<i>"Share(s)"</i>	:	Ordinary share(s) in the capital of the Company
<i>"Shareholders"</i>	:	Registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term " Shareholders " shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with Shares, and each a " Shareholder "
<i>"Share Buyback(s)"</i>	:	The purchases or acquisitions of Shares by the Company pursuant to the terms of the Share Buyback Mandate
<i>"Share Buyback Mandate"</i>	:	The proposed general and unconditional mandate to be given by Shareholders to authorise the Directors to exercise all powers of the Company to purchase or otherwise acquire its issued Shares in accordance with the terms set out in this Circular, as well as the rules and regulations set forth in the Companies Act and the Catalist Rules
<i>"Share Registrar"</i>	:	Boardroom Corporate & Advisory Services Pte. Ltd.
<i>"SIC"</i>	:	Securities Industries Council of Singapore
<i>"Singapore"</i>	:	The Republic of Singapore
<i>"subsidiary holdings"</i>	:	Shareholdings in the Company held by its subsidiary(ies) as further elaborated in Sections 21(4), 21 (4B), 21 (6A) and 21 (6C) of the Companies Act
<i>"Substantial Shareholder"</i>	:	A person (including a corporation) who holds (directly or indirectly) not less than five per cent (5.0%) of the total votes attached to all the voting Shares in the Company
<i>"Take-over Code"</i>	:	The Singapore Code on Take-overs and Mergers, as may be amended, modified or supplemented from time to time
<i>"S\$" and "cents"</i>	:	Singapore dollars and cents, respectively, the lawful currency of Singapore

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"%" : percentage or per centum

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" have the same meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act or any statutory modification thereof, as the case may be.

The expressions "**treasury share**", "**subsidiary**" or "**related corporations**" shall have the meanings ascribed to them respectively in Sections 4, 5 and 6 of the Companies Act.

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

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the Securities and Futures Act, the Catalist Rules, or any statutory or regulatory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the Securities and Futures Act, the Catalist Rules, or such statutory or regulatory modification thereof, as the case may be, unless otherwise provided.

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

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

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

Any reference to "**we**", "**us**" and "**our**" in this Circular is a reference to the Group or any member of the Group as the context requires.

LETTER TO SHAREHOLDERS

LS 2 HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number:202016972G)

Directors:

Mr Tan Hoo Kiat *(Executive Chairman and Executive Director)*
Mr Ong Khong Weng, Alvin *(Chief Executive Officer and Executive Director)*
Mr Tan Siang Leng *(Lead Independent Director)*
Mr Ng Hong Whee *(Independent Director)*
Mr Chua Ser Miang *(Independent Director)*

Registered Office:

1 Bukit Batok
Crescent
#04-11 WCEGA
Plaza
Singapore 658064

10 April 2023

To: **The Shareholders of LS 2 Holdings Limited**

Dear Sir/Madam

THE PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE

1 INTRODUCTION

The Directors are convening an EGM to be held by way of electronic means on 28 April 2023 at 5:00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 4:00 p.m. on the same day and by way of electronic means) to seek Shareholders' approval in relation to the proposed adoption of the Share Buyback Mandate, notice of which is set out on N-1 to N-5 of this Circular.

The purpose of this Circular is to provide Shareholders with information relating to, and to seek Shareholders' approval for, the proposed adoption of the Share Buyback Mandate.

The SGX-ST takes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

2 THE PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE

2.1 BACKGROUND

The Companies Act allows a Singapore-incorporated company to purchase or otherwise acquire its own issued ordinary shares, stocks and preference shares if the purchase or acquisition is permitted under the company's constitution. Any purchase or acquisition of Shares by the Company must be made in accordance with, and in the manner prescribed by the Companies Act, the Constitution and such other laws and regulations as may, for the time being, be applicable. As the Company is listed on Catalist, it is also required to comply with Part XI of Chapter 8 of the Catalist Rules, which relates to the purchase or acquisition by an

LETTER TO SHAREHOLDERS

issuer of its own shares. Regulation 51(3) of the Constitution expressly permits the Company to purchase or otherwise acquire its issued Shares.

It is a requirement under the Companies Act and the Catalist Rules that a company which wishes to purchase or otherwise acquire its own shares must obtain the approval of its shareholders to do so at a general meeting. Accordingly, approval is being sought from Shareholders at the EGM for a general and unconditional mandate to be given for the purchase or acquisition by the Company of its issued Shares. An ordinary resolution will be proposed, pursuant to which the Share Buyback Mandate will be given to the Directors to exercise all powers of the Company to purchase or otherwise acquire Shares according to the terms of the Share Buyback Mandate, as well as the rules and regulations set forth in the Companies Act and the Catalist Rules.

If approved by Shareholders at the EGM, the authority conferred by the Share Buyback Mandate will take effect from the date of the EGM and continue to be in force until the date on which the next annual general meeting of the Company is held or as required by law to be held, whichever is earlier, unless prior thereto, Share Buybacks have been carried out to the full extent mandated, or the authority conferred by the Share Buyback Mandate is revoked or varied by Shareholders in a general meeting (the “**Relevant Period**”).

2.2 RATIONALE FOR THE SHARE BUYBACK MANDATE

The proposed adoption of the Share Buyback Mandate would give the Company the flexibility to purchase or acquire Shares of the Company if and when circumstances permit, up to the 10.0% limit described in paragraph 2.3.1 below at any time as and when appropriate, subject to market conditions, during the period when the Share Buyback Mandate is in force.

The rationale for the Company to undertake the purchase or acquisition of its Shares is as follows:

- (i) in managing the business of the Group, the management team strives to improve Shareholders’ value through, inter alia, the return on equity of the Group. In addition to the growth and expansion of the Group’s business, Share Buybacks is one of the ways through which the return on equity of the Group may be enhanced;
- (ii) Share Buybacks allow the Company to mitigate short-term market volatility in the price of its Shares, offset the effects of short-term price speculation and bolster Shareholders’ confidence;
- (iii) Share Buybacks allow the Company greater flexibility to manage its capital and maximise returns to its Shareholders. To the extent that the Company has capital and surplus funds which are in excess of its financial needs, taking into account its growth and expansion plans, Share Buybacks facilitate the efficient return of excess cash and surplus funds to Shareholders in an expedient, effective and cost-efficient manner;
- (iv) Shares purchased or acquired may be held by the Company as treasury shares to satisfy the Company’s obligations to furnish Shares to participants in any share-based incentive schemes it may implement from time to time, thus giving the Company greater

LETTER TO SHAREHOLDERS

flexibility to select the method of providing Shares to employees that is most beneficial to the Company and its Shareholders;

- (v) it allows the Directors to exercise greater control over the Company's share capital structure, dividend pay-out and cash reserves, thereby optimising the use of any surplus cash, especially when the Company is not required to borrow money in the repurchase of Shares; and
- (vi) Shares which are purchased or acquired may be held as treasury shares which have the added benefit of being used for prescribed purposes, such as selling treasury shares for cash. The use of treasury shares in lieu of issuing new Shares would also mitigate the dilution impact on existing Shareholders.

While the Share Buyback Mandate would authorise a purchase or acquisition of Shares up to the said 10.0% limit during the Relevant Period, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buyback Mandate may not be carried out to the full 10.0% limit as authorised and the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate will be made only as and when the Directors consider it to be in the best interests of the Company and/or Shareholders and in circumstances which they believe will not result in any material adverse effect on the float, liquidity, orderly trading of the Shares, affect the listing status of the Company on Catalist and financial position of the Company and the Group.

2.3 TERMS OF THE SHARE BUYBACK MANDATE

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Buyback Mandate, if approved at the EGM, are summarised below:

2.3.1 Maximum number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares that may be purchased or acquired by the Company pursuant to the Share Buyback Mandate is limited to the number of Shares representing not more than 10.0% of the issued ordinary share capital of the Company as at the date of the EGM at which the proposed adoption of the Share Buyback Mandate is approved (the "**Approval Date**"), unless the Company has, at any time during the Relevant Period, effected a reduction of its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered after such capital reduction. Any Shares which are held as treasury shares or subsidiary holdings as at the Approval Date will be excluded for the purposes of computing the aforementioned 10.0% limit. As at the Latest Practicable Date, the Company has no treasury shares and no subsidiary holdings.

For illustrative purposes only, based on the existing issued and paid-up share capital of the Company as at the Latest Practicable Date comprising 185,000,000 Shares, and assuming no further Shares are issued on or prior to the EGM, not more than 18,500,000 Shares (representing 10.0% of the issued Shares as at that date) may be purchased or acquired by the Company pursuant to the Share Buyback Mandate.

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2.3.2 Duration of authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the Approval Date, up to:

- (i) the date on which the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier;
- (ii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by Shareholders in a general meeting; or
- (iii) the date on which the Share Buybacks are carried out to the full extent mandated, whichever is the earliest.

The Share Buyback Mandate may be renewed at each EGM or other general meeting of the Company.

2.3.3 Manner of purchase of Shares

Purchases or acquisitions of Shares may be made by way of, amongst others:

- (i) the Market Purchase; and/or
- (ii) the Off-Market Purchase.

The Directors may impose such terms and conditions which are not inconsistent with the Share Buyback Mandate, the Catalist Rules, the Companies Act and the Constitution, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme(s). Under the Companies Act, an equal access scheme must, however, satisfy all the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded:
 - (A) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
 - (B) differences in consideration attributable to the fact that the offers may relate to Shares with different amounts remaining unpaid; and
 - (C) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

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In addition, the Catalist Rules provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed Share Buyback;
- (iv) the consequences, if any, of Share Buybacks by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (v) whether the Share Buyback, if made, would have any effect on the listing of the Shares on Catalist;
- (vi) details of any Share Buyback (whether Market Purchases or Off-Market Purchases in accordance with an equal access scheme) made by the Company in the previous twelve (12) months, giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (vii) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

2.3.4 Maximum purchase price

The purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors.

However, the purchase price to be paid for the Shares pursuant to the Share Buyback must not exceed:

- (i) in the case of a Market Purchase, 105.0% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, 120.0% of the Average Closing Price of the Shares,

in each case, excluding related expenses of the Share Buyback (the “**Maximum Price**”).

2.4 STATUS OF PURCHASED SHARES

Under the Companies Act, Shares purchased or acquired by the Company shall be deemed cancelled immediately upon such purchase or acquisition (and all rights and privileges attached to the Shares will expire on such cancellation) unless such Shares are held by the Company as treasury shares. Accordingly, the total number of issued Shares will be diminished by the

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number of Shares purchased or acquired by the Company, which are cancelled and are not held as treasury shares.

Any Shares purchased or acquired by the Company (other than treasury shares held by the Company to the extent permitted by the Companies Act) and cancelled will be automatically de-listed by the SGX-ST and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

At the time of each Share Buyback, the Directors will decide whether the Shares purchased or acquired will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, taking into consideration the then prevailing circumstances and requirements of the Company at the relevant time.

2.5 TREASURY SHARES

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

2.5.1 Maximum Holdings

Under the Companies Act, the numbers of shares of a company held as treasury shares cannot at any time exceed 10.0% of the total number of its issued shares.

In the event that the Company holds more than 10.0% of the total number of its issued Shares as treasury shares, the Company shall dispose of or cancel the excess treasury shares in the manner set out under paragraph 2.5.3 below within six (6) months beginning with the day on which that contravention occurs, or such further period as the Registrar of Companies may allow.

2.5.2 Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distributions of assets to members on a winding up) may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. Furthermore, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number (as the case may be) is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

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2.5.3 Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (i) sell the treasury shares for cash;
- (ii) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (iii) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the treasury shares; or
- (v) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister of Finance.

2.6 REPORTING REQUIREMENTS

Within 30 days of the passing of a Shareholders' resolution to approve any purchase or acquisition of Shares by the Company, the Company shall lodge a copy of such resolution with ACRA. The Company shall notify ACRA within 30 days of a purchase or acquisition of Shares on the Catalist or otherwise. Such notification shall include details of the purchase, including the date of the purchase or acquisition, the total number of Shares purchased or otherwise acquired by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued ordinary share capital before the purchase or acquisition of Shares and after the purchase or acquisition of Shares, the amount of consideration paid by the Company for the purchase or acquisition, whether the Shares were purchased or acquired out of the profits or the capital of the Company and such other particulars as may be required by ACRA.

Within 30 days of the cancellation or disposal of treasury shares in accordance with the provisions of the Companies Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of treasury shares in the prescribed form.

In addition, under Rule 704(31) of the Catalist Rules, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares. Such announcement must include details such as:

- (i) the date of the sale, transfer, cancellation and/or use of such treasury shares;
- (ii) the purpose of such sale, transfer, cancellation and/or use of such treasury shares;
- (iii) the number of treasury shares which have been sold, transferred, cancelled and/or used;
- (iv) the number of treasury shares before and after such sale, transfer, cancellation and/or use;

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- (v) the percentage of the number of treasury shares against the total number of issued Shares (of the same class as the treasury shares) which are listed before and after such sale, transfer, cancellation and/or use, and
- (vi) the value of the treasury shares if they are used for a sale or transfer, or cancelled.

Further to these reporting obligations, the Catalist Rules also specify that a listed company shall notify the SGX-ST of all purchases or acquisitions of its Shares not later than 9:00 a.m.:

- (i) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made; and
- (ii) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

Such announcement (which must be in the form of Appendix 8D to the Catalist Rules) must include, inter alia, details of the date of the purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the price paid per share or the highest and lowest prices paid for such shares, as applicable, the total consideration (including stamp duties and clearing charges) paid or payable for the shares, the number of shares purchased as at the date of announcement (on a cumulative basis), the number of issued shares excluding treasury shares and the number of treasury shares held after the purchase.

2.7 SOURCE OF FUNDS FOR THE SHARE BUYBACK MANDATE

In purchasing or acquiring Shares under the Share Buyback Mandate, the Company may only apply funds legally available for such purchase in accordance with its Constitution and the applicable laws in Singapore. The Company may not purchase or acquire Shares for a consideration other than cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the Catalist Rules.

Share Buybacks by the Company may be made out of the Company's profits or capital so long as the Company is solvent as defined in section 76F(4) of the Companies Act. For this purpose, pursuant to the Companies Act, a company is solvent if at the date of payment in consideration of a Share purchase or acquisition:

- (i) there is no ground on which the company could be found to be unable to pay its debts;
- (ii) if:
 - (A) it is intended to commence winding up of the company within the period of 12 months immediately after the date of the payment, the company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or
 - (B) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (iii) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase, acquisition, variation or

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release (as the case may be), become less than the value of its liabilities (including contingent liabilities).

In determining that the Company is solvent, the Directors must have regard to the most recently audited financial statements or unaudited financial results, other relevant circumstances, and may rely on the valuations or estimates of assets or liabilities. In determining the value of contingent liabilities, the Directors may take into account the likelihood of the contingency occurring, as well as any counter-claims by the Company.

The Company may use internal or external sources of funds, or a combination of both, to finance Share Buybacks pursuant to the Share Buyback Mandate.

The Directors do not propose to exercise the Share Buyback Mandate in a manner and to such extent that the liquidity and capital adequacy position of the Group would be materially adversely affected.

2.8 FINANCIAL EFFECTS OF THE SHARE BUYBACK MANDATE

Shareholders should note that the financial effects illustrated below are for illustrative purposes only. It is important to note that the financial analysis set out below are based on the audited consolidated financial statements for FY2022 and are not necessarily representative of the future financial performance of the Group.

It is not possible for the Company to realistically calculate or quantify the financial effects of purchases of Shares that may be made pursuant to the Share Buyback Mandate as the resultant effect would depend on, inter alia, the aggregate number of Shares purchased, whether the purchase is made out of capital or profits, the purchase prices paid for such Shares, the amount (if any) borrowed by the Company to fund the purchases or acquisitions and whether the Shares purchased or acquired are cancelled or held as treasury shares.

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, such consideration will correspondingly reduce the share capital of the Company but the amount available for the distribution of cash dividends by the Company will not be reduced.

Purely for illustrative purposes only, and based on the assumptions set out below:

- (i) based on 185,000,000 Shares in issue as at the Latest Practicable Date (the Company does not hold any treasury shares and subsidiary holdings) and assuming no further Shares are issued and the Company does not hold any treasury shares and subsidiary holdings on or prior to the EGM, having regard to the public float of approximately 15.0% as at the Latest Practicable Date, the financial effects on the purchase or acquisition of Shares by the Company are based on the Company purchasing a maximum of 5.0% of the current total number of issued Shares (excluding treasury shares and subsidiary holdings) to ensure that at least 10.0% of the number of Shares are in the hands of Public

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Shareholders after the purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate;

- (ii) in the case of Market Purchases by the Company and assuming that the Company meeting the minimum public float of 10.0% after purchases or acquires 9,250,000 Shares at the Maximum Price of S\$0.163 for one (1) Share (being the price equivalent to 105.0% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 9,250,000 Shares (excluding ancillary expenses such as related brokerage, commissions, goods and services tax, stamp duties and clearance fees) is approximately S\$1,507,750;
- (iii) in the case of Off-Market Purchases by the Company and assuming that the Company meeting the minimum public float of 10.0% after purchases or acquires 9,250,000 Shares at the Maximum Price of S\$0.186 for one (1) Share (being the price equivalent to 120.0% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 9,250,000 Shares (excluding ancillary expenses such as related brokerage, commissions, goods and services tax, stamp duties and clearance fees) is approximately S\$1,720,500;
- (iv) the consideration for the purchase or acquisition of Shares is financed entirely by internal resources of the Company;
- (v) the purchase or acquisition of Shares took place at the beginning of FY2022 on 1 January 2022; and
- (vi) the transaction costs incurred for the purchase or acquisition of Shares pursuant to the Share Buyback Mandate are assumed to be insignificant and have been disregarded for the purpose of computing the financial effects,

the financial effects of the:

- (a) Market Purchase of 9,250,000 Shares by the Company pursuant to the Share Buyback Mandate which is made entirely out of capital and held as treasury shares;
- (b) Market Purchase of 9,250,000 Shares by the Company pursuant to the Share Buyback Mandate which is made entirely out of capital and cancelled;
- (c) Off-Market Purchase of 9,250,000 Shares by the Company pursuant to the Share Buyback Mandate which is made entirely out of capital and held as treasury shares; and
- (d) Off-Market Purchase of 9,250,000 Shares by the Company pursuant to the Share Buyback Mandate which is made entirely out of capital and cancelled,

on the audited consolidated financial statements of the Group for FY2022 are set out below.

The financial effects of the acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of profits are similar to that of purchases made out of capital. Therefore, for illustrative purposes, only the financial effects of the

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acquisition of Shares pursuant to the Share Buyback Mandate by way of purchases made out of capital are set out in this Circular.

A. Purchases made entirely out of capital and held as treasury shares

The Group

As at 31 December 2022	Market Purchase		Off-Market Purchase	
	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
Share capital (S\$'000)	5,364	5,364	5,364	5,364
Total equity (S\$'000)	16,444	14,936	16,444	14,723
NTA (S\$'000)	16,444	14,936	16,444	14,723
Current assets (S\$'000)	25,509	24,001	25,509	23,788
Current liabilities (S\$'000)	11,522	11,522	11,522	11,522
Working capital (S\$'000)	13,987	12,479	13,987	12,266
Total Borrowing	5,937	5,937	5,937	5,937
Cash and cash equivalents (S\$'000)	7,573	6,065	7,573	5,852
Number of issued Shares (excluding treasury shares)	185,000,000	175,750,000	185,000,000	175,750,000
FY2022				
Profit for the year (S\$'000)	669	669	669	669
Weighted average number of Shares	181,046,575	171,796,575	181,046,575	171,796,575
Financial Ratios				
NTA per Share ⁽¹⁾ (cents)	8.89	8.50	8.89	8.38
Basic EPS ⁽²⁾ (cents)	0.37	0.39	0.37	0.39
Current Ratio ⁽³⁾ (times)	2.21	2.08	2.21	2.06
Gearing Ratio ⁽⁴⁾ (times)	0.36	0.40	0.36	0.40

Notes:

- (1) NTA per Share has been computed based on NTA divided by the number of Shares in issue (excluding treasury shares) as at 31 December 2022.
- (2) Current ratio represents the ratio of current assets to current liabilities.
- (3) Basic EPS has been computed based on FY2022 net profits divided by the weighted average number of Shares (excluding treasury shares) in issue at Latest Practicable Date
- (4) Gearing ratio represents the ratio of total borrowings to total equity.

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As at 31 December 2022	The Company			
	Market Purchase		Off-Market Purchase	
	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
Share capital (S\$'000)	5,364	5,364	5,364	5,364
Total equity (S\$'000)	4,325	2,817	4,325	2,604
NTA (S\$'000)	4,325	2,817	4,325	2,604
Current assets (S\$'000)	4,378	2,870	4,378	2,657
Current liabilities (S\$'000)	260	260	260	260
Working capital (S\$'000)	4,118	2,610	4,118	2,397
Total Borrowing	-	-	-	-
Cash and cash equivalents (S\$'000)	4,227	2,719	4,227	2,506
Number of issued Shares (excluding treasury shares)	185,000,000	175,750,000	185,000,000	175,750,000
FY2022				
Loss for the year (S\$'000)	(1,016)	(1,016)	(1,016)	(1,016)
Weighted average number of Shares	181,046,575	171,796,575	181,046,575	171,796,575
Financial Ratios				
NTA per Share ⁽¹⁾ (cents)	2.34	1.60	2.34	1.48
Basic EPS ⁽³⁾ (cents)	(0.56)	(0.59)	(0.56)	(0.59)
Current Ratio ⁽²⁾ (times)	16.84	11.04	16.84	10.22
Gearing Ratio ⁽⁴⁾ (times)	-	-	-	-

Notes:

- (1) NTA per Share has been computed based on NTA divided by the number of Shares in issue (excluding treasury shares) as at 31 December 2022.
- (2) Current ratio represents the ratio of current assets to current liabilities.
- (3) Basic EPS has been computed based on FY2022 net profits divided by the weighted average number of Shares (excluding treasury shares) in issue at Latest Practicable Date.
- (4) Gearing ratio represents the ratio of total borrowings to total equity.

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B. Purchases made entirely out of capital and cancelled

	The Group			
	Market Purchase		Off-Market Purchase	
	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
As at 31 December 2022				
Share capital (S\$'000)	5,364	3,856	5,364	3,643
Total equity (S\$'000)	16,444	14,936	16,444	14,723
NTA (S\$'000)	16,444	14,936	16,444	14,723
Current assets (S\$'000)	25,509	24,001	25,509	23,788
Current liabilities (S\$'000)	11,522	11,522	11,522	11,522
Working capital (S\$'000)	13,987	12,479	13,987	12,266
Total Borrowing(S\$'000)	5,937	5,937	5,937	5,937
Cash and cash equivalents (S\$'000)	7,573	6,065	7,573	5,852
Number of issued Shares (excluding treasury shares)	185,000,000	175,750,000	185,000,000	175,750,000
FY2022				
Profit for the year (S\$'000)	669	669	669	669
Weighted average number of Shares	181,046,575	171,796,575	181,046,575	171,796,575
Financial Ratios				
NTA per Share ⁽¹⁾ (cents)	8.89	8.50	8.89	8.38
Basic EPS ⁽³⁾ (cents)	0.37	0.39	0.37	0.39
Current Ratio ⁽²⁾ (times)	2.21	2.08	2.21	2.06
Gearing Ratio ⁽⁴⁾ (times)	0.36	0.40	0.36	0.40

Notes:

- (1) NTA per Share has been computed based on NTA divided by the number of Shares in issue (excluding treasury shares) as at 31 December 2022.
- (2) Current ratio represents the ratio of current assets to current liabilities.
- (3) Basic EPS has been computed based on FY2022 net profits divided by the weighted average number of Shares in issue.
- (4) Gearing ratio represents the ratio of total borrowings to total equity.

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	The Company			
	Market Purchase		Off-Market Purchase	
	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
As at 31 December 2022				
Share capital (S\$'000)	5,364	3,856	5,364	3,643
Total equity (S\$'000)	4,325	2,817	4,325	2,604
NTA (S\$'000)	4,325	2,817	4,325	2,604
Current assets (S\$'000)	4,378	2,870	4,378	2,657
Current liabilities (S\$'000)	260	260	260	260
Working capital (S\$'000)	4,118	2,610	4,118	2,397
Total Borrowing (S\$'000)	-	-	-	-
Cash and cash equivalents (S\$'000)	4,227	2,719	4,227	2,506
Number of issued Shares (excluding treasury shares)	185,000,000	175,750,000	185,000,000	175,750,000
FY2022				
Loss for the year (S\$'000)	(1,016)	(1,016)	(1,016)	(1,016)
Weighted average number of Shares	181,046,575	171,796,575	181,046,575	171,796,575
Financial Ratios				
NTA per Share ⁽¹⁾ (cents)	2.34	1.60	2.34	1.48
Basic EPS ⁽³⁾ (cents)	(0.56)	(0.59)	(0.56)	(0.59)
Current Ratio ⁽²⁾ (times)	16.84	11.04	16.84	10.22
Gearing Ratio ⁽⁴⁾ (times)	-	-	-	-

Notes:

- (1) NTA per Share has been computed based on NTA divided by the number of Shares in issue (excluding treasury shares) as at 31 December 2022.
- (2) Current ratio represents the ratio of current assets to current liabilities.
- (3) Basic EPS has been computed based on FY2022 net profits divided by the weighted average number of Shares (excluding treasury shares) in issue at Latest Practicable Date.
- (4) Gearing ratio represents the ratio of total borrowings to total equity.

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Shareholders should note that the financial effects set out above are purely for illustrative purposes only and are based on the assumptions set out above. Although the proposed Share Buyback Mandate would authorise the Company to purchase or acquire up to 10.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), the Company may not necessarily purchase or acquire, or be able to purchase or acquire, the entire 10.0% of the total number of its issued Shares (excluding treasury shares and subsidiary holdings). In addition, the Company may cancel all or part of the Shares purchased or acquired or hold all or part of the Shares purchased or acquired in treasury. It is also important to note that the above analysis is based on historical numbers and is not necessarily representative of future financial performance.

2.9 TAX IMPLICATIONS

Shareholders who are in doubt as to their respective tax positions or the tax implications of a Share Buyback by the Company or who may be subject to tax, whether in or outside Singapore, should consult their own professional advisers.

2.10 OTHER APPLICABLE CATALIST RULES

2.10.1 Restrictions on Share Buybacks

While the Catalist Rules do not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buyback Mandate in any of the following circumstances:

- (i) at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of a decision of the board of directors until the price sensitive information has been publicly announced; and
- (ii) during the period commencing one month immediately preceding the announcement of the Company’s half-year and full-year financial results until after the release of the announcement.

2.10.2 Free Float

The Company is required under Rule 723 of the Catalist Rules to ensure that at least 10.0% of the total number of issued Shares (excluding preference shares, convertible equity securities and treasury shares) are in the hands of Public Shareholders.

As at the Latest Practicable Date, to the best of the Company’s knowledge and based on the information provided to the Company as at the Latest Practicable Date, approximately 27,750,000 Shares, representing approximately 15.0% of the total number of issued Shares (excluding treasury shares), are in the hands of Public Shareholders.

Assuming that (i) the Company purchases its Shares up to the full 10.0% limit pursuant to the Share Buyback Mandate from the public (as defined in the Catalist Rules); and (ii) all Shares purchased by the Company are held as treasury shares, the number of Shares in the hands of the public would be reduced to 18,500,000 Shares, representing approximately 10.0% issued Shares (excluding treasury shares). As such, as at the Latest Practicable Date, the Company will not be able to undertake purchases or acquisitions of

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its Shares up to the full 10.0% limit and the Company will not exercise the full 10.0% limit to ensure that the Public Shareholders shall hold not less than 10.0% of the issued share capital of the Company.

For illustrative purposes only, in order to maintain the public float of not less than 10.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), the Company would not purchase or acquire more than 9,250,000 Shares (representing approximately 5.0% of the total Shares in issue (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date. The Directors will use their best efforts to ensure that the Company does not effect a purchase or acquisition of Shares if the purchase or acquisition of Shares would result in the number of Shares remaining in the hands of the public falling to such a level as to cause market illiquidity or adversely affect the orderly trading or listing status of the Shares on the SGX-ST. Before deciding to effect a purchase or acquisition of Shares, the Directors will ensure that, notwithstanding such purchase or acquisition, a sufficient float in the hands of the public will be maintained to provide for an orderly market for trading in the Shares.

2.11 TAKE-OVER IMPLICATIONS UNDER THE TAKE-OVER CODE

Appendix 2 of the Take-over Code contains the Share Buyback Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

2.11.1 Obligation to make a Take-over Offer

Under Rule 14 of the Take-over Code, a person will incur an obligation to make a mandatory take-over offer if:

- (i) he acquires 30.0% or more of the voting rights of the company; or
- (ii) he holds between 30.0% and 50.0% of the voting rights of the company and he increases his voting rights in the company by more than 1.0% in any period of six (6) months.

If, as a result of any purchase or acquisition by the Company of the Shares, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. Consequently, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate effective control of the Company and become obliged to make an offer under Rule 14 of the Take-over Code.

2.11.2 Persons Acting in Concert

Under the Take-over Code, persons acting in concert ("**concert parties**") comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons, inter alia, will be presumed to be acting in concert with each other:

- (i) a company with its parent company, subsidiaries and its fellow subsidiaries, any associated company of the foregoing companies, any company whose associated

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companies include any of the foregoing companies and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights. For this purpose, a company is an associated company of another company if the second-mentioned company owns or controls at least 20.0% but not more than 50.0% of the voting rights of the first-mentioned company;

- (ii) a company with any of its directors (together with their close relatives, related trusts and any company controlled by any of the directors, their close relatives and related trusts);
- (iii) a company with any of its pension funds and employee share schemes;
- (iv) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (v) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser, and all the funds which the adviser manages on a discretionary basis, where the shareholding of the adviser and any of those funds in the client total 10.0% or more of the client's equity share capital;
- (vi) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer where they have reason to believe a bona fide offer for their company may be imminent;
- (vii) partners; and
- (viii) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the foregoing, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing for the purchase of voting rights.

The circumstances under which Shareholders (including Directors) and persons acting in concert with them, respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

Unless exempted, Directors of the Company and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 of the Takeover Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties increase to 30.0% or more, or if the voting rights of such Directors and their concert parties fall between 30.0% and 50.0% of the Company's voting rights, the voting rights of such Directors and their concert parties increase by more than 1 per cent in any period of 6 months. In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

A Shareholder who is not acting in concert with directors will not be required to make a takeover offer under Rule 14 of the Takeover Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and

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50% of the company's voting rights, the voting rights of such Shareholder would increase by more than 1.0% in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buyback Mandate.

2.11.3 Application of the Take-over Code

Based on substantial shareholding notifications received by the Company under Part VII of the Securities and Futures Act 2001 as at the Latest Practicable Date, as set out in paragraph 3 below, none of the Substantial Shareholders (including Tan Hoo Kiat and Ong Khong Weng, Alvin) would become obliged to make a mandatory offer for the Company under Rule 14 of the Take-over Code as a result of the purchase or acquisition by the Company of the maximum limit of 10.0% of its issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.

To the best of the Directors' knowledge, save as disclosed above, there are no persons who may incur an obligation to make a take-over offer as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate. Further details of the interests of the Directors and Substantial Shareholders of the Company in Shares as at the Latest Practicable Date are set out in Section 3 of this Circular.

To the best of the Directors' knowledge, save as disclosed above, there are no persons who may incur an obligation to make a take-over offer as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate. Further details of the interests of the Directors and Substantial Shareholders of the Company in Shares as at the Latest Practicable Date are set out in Section 3 of this Circular.

The statements in this Circular do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any Share Buyback should consult the SIC and/or their professional advisers at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any share purchases or acquisitions by the Company.

2.12 **DETAILS OF SHARES BOUGHT BY THE COMPANY IN THE PREVIOUS 12 MONTHS**

There was no share buyback mandate in force in the last 12 months prior to the Latest Practicable Date. The Company has not purchased or acquired any Shares in the last 12 months preceding the Latest Practicable Date.

3 **DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS**

3.1 **INTERESTS IN THE COMPANY**

As at the Latest Practicable Date, the interests of the Directors in the Shares (as extracted from the Register of Directors' and Chief Executive Officer's Shareholdings) and the interests of the Substantial Shareholder in the Shares (as extracted from the Register of Substantial Shareholders) are as follows:

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	Direct Interest		Deemed Interest		Total Interests	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
<u>Directors</u>						
Mr Tan Hoo Kiat	120,250,000	65.0	-	-	120,250,000	65.0
Mr Ong Khong Weng, Alvin	37,000,000	20.0	-	-	37,000,000	20.0
Mr Tan Siang Leng	-	-	-	-	-	-
Mr Ng Hong Whee	-	-	-	-	-	-
Mr Chua Ser Miang	-	-	-	-	-	-
<u>Other Shareholders</u>						
Public	27,750,000	15.0	-	-	27,750,000	15.0

Note:

(1) Calculated based on 185,000,000 issued Shares.

3.2 INTERESTS IN THE PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE

Other than through their respective shareholdings in the Company, none of the Directors, Controlling Shareholder and, as far as the Directors are aware, the Substantial Shareholders, has any interest, direct or indirect, in the proposed adoption of the Share Buyback Mandate.

4 ABSTENTION FROM VOTING

No party is required to abstain from voting on the resolution in relation to the proposed adoption of the Share Buyback Mandate.

5 DIRECTORS' RECOMMENDATIONS

After having considered, inter alia, the terms, rationale for and benefits of the proposed adoption of the Share Buyback Mandate, the Directors are of the opinion that the proposed adoption of the Share Buyback Mandate is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution relating to the proposed adoption of the Share Buyback Mandate as set out in the Notice of EGM.

6 EXTRAORDINARY GENERAL MEETING

6.1 DATE AND TIME OF EGM

The EGM, the notice of which is set out on N-1 to N-5 of this Circular, will be held by way of electronic means on 28 April 2023 at 5:00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 4:00

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p.m. on the same day by way of electronic means) for the purpose of considering and, if thought fit, passing, with or without any modification(s), the ordinary resolution as set out in the Notice of EGM.

6.2 NO ATTENDANCE AT EGM IN PERSON

Due to the current COVID-19 restriction orders in Singapore (including under the COVID-19 Act), **Shareholders will not be able to attend the EGM in person**. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by:

- (a) watching the EGM proceedings via “live” audio-and-video webcast or listening to the EGM proceedings via “live” audio feed;
- (b) submitting questions in advance of or “live” at the EGM; and/or
- (c) voting (i) “live” by the members or by their duly appointed proxy(ies) (other than the Chairman of EGM) or (ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM.

Please refer to Section 9 of this Circular for further details on the alternative arrangements for the EGM.

In addition, Shareholders should note that the Company may make further changes to its EGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act and any regulations promulgated thereunder (including the COVID-19 Order) as well as other guidelines issued by the relevant authorities) as the situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNet.

7 NO DESPATCH OF PRINTED COPIES OF CIRCULAR, NOTICE OF EGM AND PROXY FORM

In line with the provisions under the COVID-19 Order, no printed copies of this Circular, the Notice of EGM and the Proxy Form in respect of the EGM will be despatched to Shareholders.

Copies of this Circular, Notice of EGM and the Proxy Form have been uploaded on SGXNet and are now also available on the Company’s website at the URL <https://www.ls2.sg/investor-pages-announcements> and <https://www.conveneagm.sg/LS2>.

A Shareholder will need an Internet browser and PDF reader to view these documents on SGXNet and the Company’s designated website.

Shareholders are advised to read this Circular carefully in order to decide whether they should vote in favour of or against the resolution to be proposed at the EGM.

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8 ADVICE TO SHAREHOLDERS

As different Shareholders would have different investment objectives and profiles with specific investment objectives, financial situation, tax position or unique needs or constraints, the Directors recommend that any individual Shareholder who may require specific advice in relation to his specific investment portfolio should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers. Shareholders who are in any doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

9 ACTIONS TO BE TAKEN BY SHAREHOLDERS

9.1 ALTERNATIVE ARRANGEMENTS

Alternative arrangements have been put in place to allow Shareholders to participate in the EGM as follows:

(a) Registration to attend the EGM

The meeting's Chairman, will conduct the proceedings of the EGM by way of electronic means.

Shareholders will be able to watch the proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone.

In order to do so, Shareholders must follow these steps:

- (i) Shareholders who wish to follow the proceedings through a "live" webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone must pre-register at the URL <https://www.conveneagm.sg/LS2> no later than 5:00 p.m. on 25 April 2023 (**Registration Cut-Off Time**). Following verification, an email containing instructions on how to access the "live" webcast and audio feed of the EGM proceedings will be sent to authenticated members by 12:00 p.m. on 27 April 2023.
- (ii) Shareholders who do not receive any email by 12:00 p.m. on 27 April 2023, but have registered by the Registration Cut-Off Time, should contact the Company by email at ir@LS2.sg.
- (iii) Investors holding Shares through Depository Agents must also contact their respective Depository Agents as soon as possible to indicate their interest in order for the Depository Agents to make the necessary arrangements for them to participate in the "live" broadcast of the EGM.

(b) Submission of questions prior to the EGM

Members (including CPF and SRS Investors) may also submit questions relating to the resolutions to be tabled for approval at the EGM or the Company's business and operations prior to the EGM.

LETTER TO SHAREHOLDERS

To do so, all questions must be submitted no later than 4.00 p.m. on 17 April 2023 through any of the following means:

- (i) via the Pre-Registration Website at the URL: <http://www.conveneagm.sg/LS2>; or
- (ii) in physical copy by depositing the same at the registered office of the Company's by depositing a hard copy by post at registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (iii) by email to the Company at ir@LS2.sg.

If the questions are deposited in physical copy at the registered office of the Company's share registrar or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/company registration number for verification purposes, failing which the submission will be treated as invalid.

The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM or the Company's business and operations by publishing its responses to such questions, if any, on the Company's corporate website at the following URL: <https://www.ls2.sg/investor-pages-announcements> and is made available on SGXNet at the following URL <https://www.sgx.com/securities/company-announcements> at least forty-eight (48) hours prior to the deadline for submission of Proxy Forms. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the EGM through publication on SGXNet, or at the EGM.

(c) Submission of Questions "Live" at the EGM

Members (including CPF and SRS Investors) may submit textual questions "live" at the EGM in the following manner:

- (i) Members (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) who have pre-registered and are verified to attend the EGM can ask questions relating to the ordinary resolutions tabled for approval at the EGM "live" at the EGM, by typing in and submitting their questions through the "live" ask-question function via the webcast platform during the EGM.
- (ii) Members who wish to appoint proxy(ies) (other than the Chairman of the EGM) to ask questions "live" at the EGM on their behalf must, in addition to completing and submitting a Proxy Form, ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) via email upon verification of the Proxy Form(s).
- (iii) Members (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) must access the EGM proceedings via the "live" webcast platform in order to ask questions "live" at the EGM.

The Company will, during the EGM itself, address the substantial and relevant questions (which are related to the resolutions to be tabled for approval at the EGM). Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

LETTER TO SHAREHOLDERS

(d) Voting by Shareholders

Shareholders who wish to exercise their voting rights at the EGM may:

- (i) (where such members are individuals) vote “live” via electronic means at the EGM; or
- (ii) (where such members are individuals or corporates) appoint a proxy(ies)(other than the Chairman of the EGM)* to vote “live” via electronic means at the EGM on their behalf; or

*For avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (ie. persons other than the Chairman of the EGM) to vote “live” at the EGM on their behalf.

- (iii) (where the member is an individual or corporate) appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a member (whether individual or corporate must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment for that resolution will be treated as invalid.

A proxy need not be a member of the Company.

- (iii) The proxy form must be submitted to the Company in the following manner:

- (A) if submitted by post, be lodged with the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 HarbourFront Ave, #14-07 Keppel Bay Tower, Singapore 098632; or
- (B) if submitted electronically, be submitted via the pre-registration website <http://www.conveneagm.sg/LS2> or email to ir@LS2.sg.

in either case, by 5:00 p.m. on 25 April 2023 (being seven-two (72) hours before the time fixed for the EGM).

Investors (excluding SRS Investors) who wish to vote should approach their relevant intermediaries as soon as possible to specify his/her voting instructions. SRS Investors who wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (including their respective SRS Approved Banks) to submit their voting instructions by 5:00 p.m. on 19 April 2023 in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by 5:00 p.m. on 25 April 2023.

9.2 DEPOSITOR NOT MEMBER

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register as certified by CDP to the Company at least seven-two (72) hours before the time appointed for the EGM.

LETTER TO SHAREHOLDERS

10 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, as at the Latest Practicable Date, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed adoption of the Share Buyback Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

11 DOCUMENTS AVAILABLE FOR INSPECTION

Subject to prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be issued by the relevant authorities, the following documents are available for inspection at the registered office of the Company at 1 Bukit Batok Crescent #04-11 WCEGA Plaza Singapore 658064, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (i) Circular to Shareholders in relation to the Proposed Adoption of Share Buyback Mandate dated 10 April 2023;
- (ii) Notice of EGM;
- (iii) Proxy Form; and
- (iv) the Constitution of the Company.

The above documents are available on SGXNET (www.sgx.com), the Company's website at <https://www.ls2.sg/investor-pages-announcements> and via the pre-registration website <http://www.conveneagm.sg/LS2>.

Yours faithfully
For and on behalf of the Board of Directors of
LS 2 HOLDINGS LIMITED

Tan Hoo Kiat
Executive Chairman and Executive Director

Singapore, 10 April 2023

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

LS 2 HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number:202016972G)

All capitalised terms in the resolution below and defined in the Circular dated 10 April 2023 to the shareholders of the Company (the “Circular”) shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the Company will be held by way of electronic means on 28 April 2023 at 5:00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 4:00 p.m. on the same day by way of electronic means) for the purpose of considering and, if thought fit, passing the following ordinary resolution:

ORDINARY RESOLUTION – THE PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE

That:

- (i) for the purposes of the Companies Act 1967 of Singapore (the “**Companies Act**”), the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company (the “**Shares**”) not exceeding in aggregate the Maximum Limit (defined below), at such price(s) as may be determined by the directors of the Company from time to time up to the Maximum Price (defined below), whether by way of:
 - (a) on-market purchases (the “**Market Purchase(s)**”) effected on the SGX-ST through the SGX-ST trading system, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (b) off-market purchases (the “**Off-Market Purchase(s)**”) effected pursuant to an equal access scheme(s) as may be determined or formulated by the directors of the Company from time to time as they consider fit, which scheme(s) shall satisfy all conditions prescribed by the Companies Act;and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);
- (ii) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this resolution relating to the Share Buyback Mandate and expiring on:
 - (a) the date on which the next annual general meeting of the Company is held or required by law to be held, whichever is the earlier;
 - (b) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by Shareholders in a general meeting; or
 - (c) the date on which the Share Buybacks are carried out to the full extent mandated, whichever is the earliest;
- (iii) in this resolution relating to the Share Buyback Mandate:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded, immediately preceding the day on which the purchase or acquisition of Shares was made or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

to be adjusted, in accordance with the Catalist Rules, for any corporate action that occurs after the relevant five (5) Market Days;

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“Market Day” means a day on which the SGX-ST is open for trading in securities;

“Maximum Limit” means that number of Shares representing not more than 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the resolution passed in relation to the Share Buyback Mandate, unless the Company has, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered after such capital reduction (excluding any treasury shares and subsidiary holdings as may be held by the Company from time to time);

“Maximum Price” in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:

- (a) in the case of a Market Purchase, 105.0% of the Average Closing Price; and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Average Closing Price; and

“Relevant Period” means the period commencing from the date of the resolution passed in relation to the Share Buyback Mandate and expiring on the date on which the next annual general meeting of the Company is or is required by law to be held, whichever is the earlier;

- (iv) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the discretion of the Directors of the Company; either be cancelled or held in treasury and dealt with in accordance with the Companies Act; and
- (v) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution relating to the Share Buyback Mandate.

BY ORDER OF THE BOARD

Tan Hoo Kiat
Executive Chairman and Executive Director

Singapore, 10 April 2023

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

General

1. Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended from time to time), the EGM will be held by way of electronic means and members WILL NOT be allowed to attend the EGM in person.
2. There will be no despatch of printed copies and this Notice of EGM together with the proxy form and Circular to Shareholder are made available to members on 10 April 2023 via publication on the Company's website at <https://www.ls2.sg/investor-pages-announcements> and the SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements>. Members and Investors are advised to check SGXNet and/or the Company's website regularly for updates.
3. Alternative arrangements are instead put in place to allow members/proxies to participate in the EGM by:
 - (a) watching or listening to the EGM proceedings via a Live Webcast (as defined below). Members/proxies who wish to participate as such will have to pre-register in the matter outlined in Notes 4 to 8 below;
 - (b) submitting questions ahead of or "live" at the EGM. Please refer to the Notes 9 to 13 below for further details; and
 - (c) voting (i) "live" by the members or by their duly appointed proxy(ies) (other than the Chairman of the EGM) or (ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM. Please refer to Notes 14 to 22 below for further details.

Participation in EGM proceedings via "live webcast"

4. A member of the Company, their proxy(ies) or their corporate representative (in the case of a member which is a legal entity) will be able to listen to the proceedings of the EGM through a "live" webcast via mobile phone, tablet or computer or listen to the proceedings through a "live" audio feed via telephone ("**Live Webcast**"). In order to do so, the member/proxy(ies) must pre-register by 5.00 p.m. on 25 April 2023 ("**Registration Cut-Off Time**"), at the following URL: <http://www.conveneagm.sg/LS2> (the "**Pre-registration Website**"), to create an account.
5. It is important that you provide your email address in your registration form. Following authentication of his/her/its status as a member of the Company, such member will receive an email on authentication status containing login credentials to access the Live Webcast of the EGM proceedings using the account created.
6. Members/proxies who have pre-registered by the Registration Cut-Off Time in accordance with paragraph (4) above but do not receive an email response by 12.00 p.m. on 27 April 2023 may contact the Company or its Share Registrar for assistance at the following address: ir@LS2.sg or srs.teamc@boardroomlimited.com respectively, with the following details included:
 - (a) the member's/proxy's full name;
 - (b) his/her/its identification/company registration number; and
 - (c) the manner in which the shares are held (eg. Via the Central Depositor (Pte) Limited ("**CDP**"), Central Provident Fund ("**CPF**") Investment Scheme, or Supplementary Retirement Scheme ("**SRS**")
7. Non-CPF/SRS holders whose shares are registered under Depository Agents ("**DAs**") must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast of the EGM proceedings.
8. Corporate shareholders must also submit the Corporate Representative Certificate to Share Registrar in the following manner:
 - (a) via the Pre-registration Website at the URL: <http://www.conveneagm.sg/LS2>; or
 - (b) by sending a scanned PDF copy by email to: srs.teamc@boardroomlimited.com or ir@LS2.sg.

in addition to the registration procedures as set out in paragraph (4) above, by the Registration Cut-Off Time, for verification purposes.

Submission of questions prior to the EGM

9. Members (including CPF and SRS Investors) may also submit questions relating to the resolutions to be tabled for approval at the EGM or the Company's business and operations prior to the EGM.
10. To do so, all questions must be submitted no later than 4.00 p.m. on 17 April 2023 through any of the following means:
 - (i) via the Pre-Registration Website at the URL: <http://www.conveneagm.sg/LS2>; or

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (ii) in physical copy by depositing the same at the registered office of the Company's by depositing a hard copy by post at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (iii) by email to the Company at ir@LS2.sg.

If the questions are deposited in physical copy at the registered office of the Company's share registrar or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/company registration number for verification purposes, failing which the submission will be treated as invalid.

11. The Company will address all substantial and relevant questions relating to the resolution to be tabled for approval at the EGM or the Company's business and operations by publishing its responses to such questions, if any, on the Company's corporate website at the following URL: <https://www.ls2.sg/investor-pages-announcements> and is made available on SGXNet at the following URL <https://www.sgx.com/securities/company-announcements> at least forty-eight (48) hours prior to the deadline for submission of Proxy Forms. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the EGM through publication on SGXNet, or at the EGM.

Submission of questions "Live" at the EGM

12. Members (including CPF and SRS Investors) may submit textual questions "live" at the EGM in the following manner:
- (i) Members (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) who have pre-registered and are verified to attend the EGM can ask questions relating to the ordinary resolutions tabled for approval at the EGM "live" at the EGM, by typing in and submitting their questions through the "live" ask-question function via the webcast platform at the EGM.
 - (ii) Members who wish to appoint proxy(ies) (other than the Chairman of the EGM) to ask questions "live" at the EGM on their behalf must, in addition to completing and submitting a Proxy Form, ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) via email upon verification of the Proxy Form(s).
 - (iii) Members (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) must access the EGM proceedings via the "live" webcast platform in order to ask questions "live" at the EGM.
13. The Company will, during the EGM itself, address the substantial and relevant questions (which are related to the resolution to be tabled for approval at the EGM). Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

Submission of Proxy Form, or voting "live" at the EGM

14. Members who wish to exercise their voting rights at the EGM may:
- (i) (where such members are individuals) vote "live" via electronic means at the EGM; or
 - (ii) (where such members are individuals or corporates) appoint a proxy(ies)(other than the Chairman of the EGM)* to vote "live" via electronic means at the EGM on their behalf; or
- *For avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (ie. persons other than the Chairman of the EGM) to vote "live" at the EGM on their behalf.
- (iii) (where the member is an individual or corporate) appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a member (whether individual or corporate must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment for that resolution will be treated as invalid.

A proxy need not be a member of the Company.

15. A member of the Company who is not a relevant intermediary entitled to attend the meeting and vote is entitled to appoint one or two proxies to attend and vote in his/her stead. Where a member who is not a relevant intermediary appoints two proxies, the appointments shall be valid unless he/she specifies the proportion of his/her shareholdings (expressed as a percentage of the whole) to be represented by each proxy.
16. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

Relevant intermediary" means:

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- (a) a banking corporation licensed under the Banking Act, Chapter 19 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, Chapter 289 of Singapore, 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 (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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
17. Subject to Note (21) below, completion and return of Proxy Form shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Live Webcast of the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM.
18. The completed and signed Proxy Form must be submitted to the Company in the following manner:
- (a) via the pre-registration website at the URL: <http://www.conveneagm.sg/LS2>; or
 - (b) by depositing a hard copy by post at the registered office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (c) by sending a scanned PDF copy by email to: srs.teamc@boardroomlimited.com or ir@LS2.sg.
- in either case, no later than 5:00 p.m. on 25 April 2023 (“**Proxy Deadline**”), being at least seventy-two (72) hours before the time appointed for the EGM.
19. A member who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.
20. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under seal or under the hand of an officer or attorney duly authorised.
21. Investor who holds shares under the CPF Investment Scheme and/or the SRS (as may be applicable) and wishes to appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the EGM (ie. 19 April 2023 at 5:00 p.m.)
22. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (including any related attachment) such as in the case where the appointor submits more than one Proxy Form). In addition, in the case of Shares entered in the Depository Register (as defined in Part IIIA of the Securities and Futures Act 2001 of Singapore), the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at least seventy-two (72) hours before the time appointed for holding the EGM, as certified by the Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting the proxy form appointing proxy(ies) or the Chairman to attend, speak and vote at the EGM and/or any adjournment thereof, a member consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of proxy(ies) or the Chairman as proxy for the EGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines

This Notice of EGM has been prepared by the Company and its contents have been reviewed by the Company’s Sponsor, RHT Capital Pte. Ltd. (the “**Sponsor**”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). This Notice of EGM has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice of EGM, including the correctness of any of the statements or opinions made or reports contained in this Notice of EGM.

The contact person for the Sponsor is Mr. Lay Shi Wei - Registered Professional, 36 Robinson Road, #10-06 City House Singapore 068877, sponsor@rhtgoc.com.

PROXY FORM

LS 2 HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number:202016972G)

PROXY FORM EXTRAORDINARY GENERAL MEETING

(Please see notes overleaf before completing this form)

IMPORTANT

- Shareholders who wish to exercise their voting rights at the EGM may:
 - (where such members are individuals) vote "live" via electronic means at the EGM;
 - where such members are individuals or corporates appoint a proxy(ies)(other than the Chairman of the EGM) to vote "live" via electronic means at the EGM on their behalf; and
 - where the member is an individual or corporate) appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM.
- A member will not be able to attend the EGM in person. Alternative arrangements relating to the attendance of the EGM through electronic means, as well as conduct of the EGM and relevant guidance with full details are set out in the Notice of EGM dated 10 April 2023 which has been uploaded on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> on the same day. The announcement and the Notice of Annual General Meeting can also be assessed at the Company's corporate website <https://www.ls2.sg/investor-pages-announcements>. **Printed copies of this Proxy Form and the Notice will not be sent to members.**
- An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") and wishes to vote should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes to appoint the Chairman of the EGM as their proxy, at least seven (7) working days before the EGM (ie. 19 April 2023 at 5.00 p.m.)
- This Proxy Form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.**
- Personal Data Privacy:** By submitting this proxy form, a member of the Company accepts and agrees to the personal data terms set out in the Notice of EGM dated 10 April 2023.
- Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the EGM as a member's proxy to attend, speak and vote on his/her/its behalf at the EGM.**

I/We, _____ (Name), NRIC/Passport No./Co Regn No. _____ of _____ (Address) being a *member/members of **LS 2 HOLDINGS LIMITED** (the "**Company**"), hereby appoint(s):

Name	Email Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of shares	%

and/or (delete as appropriate)

Name	Email Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of shares	%

or failing the person, or either or both of the persons, referred to above, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the EGM of the Company to be held by way of electronic means on Friday, 28 April 2023 at 5:00 p.m. and at any adjournment thereof. *I/We direct *my/our proxy to vote for or against or abstain from voting the Resolution to be proposed at the Meeting indicated hereunder. If no specific direction as to voting is given the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the Meeting and at any adjournment thereof. *I/We direct *my/our proxy to vote for or against, or abstain from voting on, the resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the appointment of proxy for that resolution will be treated as invalid at the EGM and at any adjournment thereof.

ORDINARY RESOLUTION	Number of votes		
	For**	Against**	Abstain**
To approve the proposed adoption of the Share Buyback Mandate			

* Delete where applicable

** If you wish to exercise all your votes "For", "Against" or "Abstain", please indicate with a "X" within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll. In the absence of specific directions, the appointment of the proxy(ies) or the Chairman of the EGM as your proxy will be treated as invalid.

Dated this _____ day of _____ 2023

Total Number of Shares Held	No. of Shares
(a) CDP Register	
(b) Register of Member	

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

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS FORM

PROXY FORM

NOTES:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. Members will not be able to attend the EGM in person. If a member (individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it may:
 - (a) (where such members are individuals) vote "live" via electronic means at the EGM; or
 - (b) (where such members are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the EGM) * to vote "live" via electronic means at the EGM on their behalf; or

*For avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (ie. persons other than the Chairman of the EGM) to vote "live" at the EGM on their behalf.

 - (c) (where the member is an individual or corporate) appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a member (whether individual or corporate must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment for that resolution will be treated as invalid.
3. A proxy need not be a member of the Company.
4. A member of the Company who is not a relevant intermediary entitled to attend the meeting and vote is entitled to appoint one or two proxies to attend and vote in his/her stead.
5. Where a member who not a relevant intermediary appoints two proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy.
6. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

Relevant intermediary" means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 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, Chapter 289 of Singapore, 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 (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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
7. Subject to Note (10) below, completion and return of Proxy Form shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Live Webcast of the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM.
 8. The completed and signed Proxy Form must be submitted to the Company in the following manner:
 - (a) via the pre-registration website at the URL: <http://www.conveneagm.sg/LS2>
 - (b) by depositing a hard copy by post at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (c) by sending a scanned PDF copy by email to: <http://www.conveneagm.sg/LS2> or email to ir@LS2.sg

in either case, no later than 5:00 p.m. on 25 April 2023 ("Proxy Deadline"), being at least seventy-two hours before the time appointed for the EGM.

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

PROXY FORM

9. The Proxy Form must be signed by the appointor, or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under seal or under the hand of an officer or attorney duly authorised.
10. Investor who holds shares under the CPF Investment Scheme and/or the SRS (as may be applicable) and wishes to appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the EGM (ie. 19 April 2023 at 5:00 p.m.)

PERSONAL DATA PRIVACY:

By submitting a Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 10 April 2023.

GENERAL:

The Company shall be entitled to reject the instrument appointing proxy(ies) or the Chairman of the EGM as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.