

GOODWILL ENTERTAINMENT HOLDING LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201633838K)

**ALLOTMENT AND ISSUANCE OF REDEEMABLE NON-CONVERTIBLE PREFERENCE SHARES
BY YAKITORI ONE PTE. LTD., A WHOLLY OWNED SUBSIDIARY OF THE COMPANY**

1. INTRODUCTION

1.1. The Board of Directors (the **"Board"**) of Goodwill Entertainment Holding Limited (the **"Company"**) together with its subsidiaries, the **"Group"**) wishes to announce that the Company and its wholly-owned subsidiary Yakitori One Pte. Ltd. (**"YO"**), has on 13 March 2025 entered into a subscription and shareholders agreement (the **"Agreement"**) with four (4) investors, namely HOSC International Pte. Ltd. (**"HOSC"**), Mr. Lu Zhitao, Mr. E Ran, and Mr. Yin Qinshi (collectively, the **"Investors"**) in connection with the following:

- (a) proposed subscription of 480,000 new redeemable non-convertible preference shares in the issued and paid-up share capital of YO (**"YO Preference Shares"**) by the Investors, for an aggregate subscription price of S\$480,000 (the **"YO Preference Shares Consideration"**),
- (b) proposed subscription of 20,000 new ordinary shares in the issued and paid-up share capital of YO (**"YO Ordinary Shares"**) by the Company for a consideration of S\$20,000 (the **"YO Ordinary Shares Consideration"**),

subject to and upon the terms and conditions of the Agreement (the **"Proposed Subscription"**). Please refer to paragraph 3 of this announcement for more information on the Proposed Subscription.

- 1.2. As at the date of this announcement, YO has an issued and paid-up share capital of S\$300,000, comprising 300,000 ordinary shares, which are wholly owned by the Company. Following the completion of the Proposed Subscription, YO will have an issued and paid up share capital of S\$800,000, comprising 320,000 YO Ordinary Shares and 480,000 YO Preference Shares.
- 1.3. On 13 March 2025, YO had entered into respective agreements with the Company and HOSC in relation to the management and consultancy provided by the Company and HOSC pertaining to the new outlet at located at 3 Temasek Boulevard #01-514/515, Tower 2 Suntec City Mall, Singapore 038983 (the **"Outlet"**), which is a food and beverage and entertainment concept with indoor and outdoor seating options designed to offer a unique ambiance and a variety of dining preferences with the brand "Yakitori ONE 鳥萬". Please refer to paragraph 4.2 of this announcement for more information on the agreements related to the management and consultancy of the Outlet.
- 1.4. The Company has reviewed and has determined that YO is not a principal subsidiary as defined under the SGX-ST Listing Manual Section B: Rules of Catalyst (**"Catalist Rules"**). Therefore, the disclosure requirements under Rule 805 of the Catalyst Rules does not apply.
- 1.5. The rationale for the Proposed Subscription is to allow the Group to raise S\$500,000, which will be used for the repayment of the shareholder's loan provided by the Company to YO and for general working capital requirements of YO.

2. INFORMATION OF THE INVESTORS

The information of the Investors set out in this paragraph 2 is based solely on information provided by the Investors and has been confirmed by the respective Investor. In respect of such information, the Company has not independently verified the accuracy and correctness of the same and the Company's responsibility is limited to ensuring that such information has been accurately and correctly extracted and reproduced in this announcement in its proper form and context.

- 2.1. To the best knowledge of the Company, the Investors have entered into the Agreement for their own investment purposes only. The Investors intend to invest in YO via the YO Preference Shares in view of YO's current business and future developments.
- 2.2. HOSC is a company incorporated in Singapore principally engaged in the operation of restaurants. As at the date of this announcement, the issued and paid-up share capital of HOSC is US\$300,000 comprising 300,000 ordinary shares and the sole shareholder of HOSC is Mr. Cao Yanjun, The board of directors of HOSC comprise Mr. Cao Yan Jun and Mr. Chai Huijing.

HOSC is licensed by the registered proprietor of the brand and related trademark of "Yakitori One", Zelin Yuntian (Beijing) Catering Management Co., Ltd., a company incorporated in People's Republic of China ("PRC") which owns the brand "Yakitori One". Mr. Cao Yanjun, is the legal representative of Zelin Yuntian (Beijing) Catering Management Co., Ltd.

- 2.3. Mr. Lu Zhitao and Mr. E Ran are citizens of the PRC, while Mr. Yin Qinshi is a Singaporean.
- 2.4. None of the Investors are related to any director and/or substantial shareholder of the Company. No introduction or referral fees have been or will be paid by the Company for such introductions.

3. THE PROPOSED SUBSCRIPTION

3.1. THE SUBSCRIPTION OF YO PREFERENCE SHARES BY THE INVESTORS

- 3.1.1. Subject to the terms and conditions of the Agreement, YO shall allot and issue to the Investors, and the Investors agrees to subscribe for such number of YO Preference Shares, for the YO Preference Shares Consideration, in the following proportions:

Name	No. of YO Preference Shares	Shareholding Percentage	YO Preference Shares Consideration (S\$)
HOSC	280,000	58.33%	280,000
Lu Zhitao	80,000	16.67%	80,000
E Ran	80,000	16.67%	80,000
Yin Qinshi	40,000	8.33%	40,000
Total	480,000	100%	480,000

- 3.1.2. The YO Preference Shares rank *pari passu* and rateably without any preference among themselves.
- 3.1.3. The YO Preference Shares Consideration was negotiated at arms' length and arrived at on a willing-buyer, willing-seller basis, taking into account the historical financial information and future potential of the business of YO.

3.1.4. The YO Preference Shares shall be issued free of all encumbrances whatsoever and shall confer upon the holders of such shares' certain rights and privileges, which include, amongst others, the following:

(a) Dividend

The rights of holders of YO Preference Shares then outstanding to receive such dividends shall rank senior and prior to and in preference to the dividend rights of the holders of ordinary shares and any other class of shares in YO. Each YO Preference Share holder would be entitled to receive dividends and distributions as and when declared by the Board on a pro rata basis.

No dividends or distributions (in whatever form) shall be declared or paid to the holders of ordinary shares or any other class of shares in YO unless the holders of YO Preference Shares then outstanding first receive in full a pro rata share of such dividends.

(b) Liquidation Preference

Upon the occurrence of a liquidation event (as defined in the Agreement), the holders of YO Preference Shares shall have preference to the distribution of assets and funds of YO available for distribution, prior to the holders of ordinary shares and other class of shares in YO, an amount per YO Preference Share held by them equal to the Remaining Invested Capital (i.e. the total subscription price paid for the YO Preference Shares, minus the aggregate of all distributions and/or dividends paid per YO Preference Share during the period up to the occurrence of the liquidation event) and any declared and unpaid dividends in respect of each YO Preference Share.

(c) Votes

The YO Preference Shares are non-voting save for the following matters which shall require prior written consent of holders of more than 50% of the total outstanding YO Preference Shares.

Constitution	Any amendment to the constitution of YO in relation to rights, benefits, privileges, obligations or liabilities attaching to the YO Preference Shares.
Changes to Share Capital	Any change or increase in the preference shares or the issue or grant of any option over the unissued preference shares or the issue of any new class of preference shares or the issuing of any convertible securities by YO.
Reduction of Share Capital	Any reduction of the share capital, save in respect of any transactions contemplated under the Agreement and the redemption of the YO Preference Shares.
Dividends	The declaration, payment or distribution of any dividends or other distribution of profits of YO (whether in cash or in specie).
Administration	The voluntary liquidation, winding up, dissolution, reorganization, down-sizing, or putting into receivership or judicial management of YO or the taking of any step by any subsidiary of YO or its shareholders for the appointment of a receiver, judicial manager or like officer.

The rights, benefits, privileges, obligations or liabilities attaching to the YO Preference Shares may be modified, varied or abrogated with the consent in writing of holders of not less than 75% of the YO Preference Shares then outstanding.

- 3.1.5. YO shall have the right, at its sole discretion, to redeem the YO Preference Shares, in whole or in part, at any time specified by YO, by giving prior written notice to the holders of the YO Preference Shares

3.2. THE SUBSCRIPTION OF YO ORDINARY SHARES BY THE COMPANY

- 3.2.1. Pursuant to the Agreement, the Company shall subscription 20,000 ordinary shares for the YO Ordinary Shares Consideration of S\$20,000, concurrently with the subscription of YO Preference Shares by the Investors.
- 3.2.2. The YO Ordinary Shares will rank *pari passu* in all respects with the other ordinary shares of YO including voting rights and will be entitled to any dividends, rights, allotments and/or other distributions that may be declared, paid or made subsequent to the date of the allotment of such YO Ordinary Shares.
- 3.2.3. The YO Ordinary Shares Consideration will be funded through internal resources and is not expected to have any material impact on the consolidated net tangible assets and earnings per share of the Group for the current financial year.

3.3. COMPLETION OF THE PROPOSED SUBSCRIPTION

- 3.3.1. The Agreement also contain conditions precedent to be fulfilled within twenty (20) business days after the date of the Agreement (or any other date as mutually agreed) which includes the passing of the necessary resolutions for the Proposed Subscription, all authorisations, consents, clearances, permissions and approvals in connection with the Agreement and the Proposed Subscription has been obtained and the accuracy of representations and warranties.
- 3.3.2. The completion shall occur upon fulfilment of the conditions precedent. Following the completion of the Proposed Subscription, the shareholding structure of YO will be as follows:

Ordinary Shares

Shareholder	Number of Shares	Shareholding Percentage of Ordinary Shares
Goodwill Entertainment Holding Limited	320,000	100%
TOTAL	320,000	100%

Preference Shares

Shareholder	Number of Shares	Shareholding Percentage of Preference Shares
HOSC International Pte. Ltd.	280,000	58.33%
Lu Zhitao	80,000	16.67%
E Ran	80,000	16.67%
Yin Qinshi	40,000	8.33%
TOTAL	480,000	100%

3.3.3. The Company will continue to hold all the ordinary shares, and all the preference shares will be held by the Investors. Save for the voting rights conferred on the Investors as stated in paragraph 3.1.4(c), the Company will also continue to hold 100% of the voting rights in YO.

4. OTHER TERMS

4.1. Pursuant to the Agreement, the Investors shall not have any right to nominate and/or appoint any directors nor the right to object to the appointment of any director to the board of directors of YO. The business of the Outlet shall in turn be managed by an executive committee to be formed that consists of five (5) members (the “**Executive Committee**”), of which the Company shall have the right to nominate and appoint two (2) members and the Investors, collectively, shall have the right to nominate and appoint three (3) members to the Executive Committee. Subject to the applicable laws and the terms of the Agreement, certain matters shall require the unanimous decision of all members of Executive Committee.

The Agreement also contain customary provisions relating to shareholding which include the following salient terms:

4.1.1. all shareholders (of the same class) of YO shall have the pre-emption right on new shares (of the same class) in YO; and

4.1.2. all shareholders of YO shall have certain right of first refusal in respect of any purported transfer of shares in YO.

4.2. As disclosed in paragraph 1.3, YO has entered into respective agreements with the Company and HOSC in relation to the management and consultancy provided by the Company and HOSC pertaining to the Outlet, which includes management and consultancy services prior to the establishment of the Outlet. The parties agree that the management and consultancy services are with effect from 1 November 2024.

For the management and consultancy agreement between YO and the Company, the Company shall provide services on administration, human resource, finance, marketing, social and digital media consultation and implementation.

In relation to the agreement with HOSC for the management and consultancy of the Outlet by HOSC, HOSC shall provide management services in relation to chef services and kitchen crew along with the planning and execution of food and beverage menu for the Outlet, and sublicense to YO the right to use the brand and related trademark of "Yakitori One". The proposed subscription of YO Preference Shares by HOSC and the entry into such agreement represents a collaboration between YO and HOSC which allows YO to tap into operational experience, market knowledge, and industry connections of HOSC and Mr. Cao Yanjun to enhance the product offerings or innovations, and consequently increasing the business performance of the Outlet.

The Board believes that the Proposed Subscription and collaboration is in line with the Group's future plans in continuing to grow the business of the Group and enter into strategic collaboration which create synergies for the Group.

5. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

As at the date of this announcement, none of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Subscription, other than through their respective shareholding interests, direct or indirect, in the Company.

6. SERVICE CONTRACTS

No person will be appointed to the Board in connection with the Proposed Subscription and no service contracts in relation thereto will be entered into by the Company.

7. FURTHER UPDATES

The Company will update the Shareholders if there are any material developments and will make the necessary announcements.

8. DIRECTORS' RESPONSIBILITY STATEMENT

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

9. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company are advised to exercise caution in trading of the Company's shares as there is no certainty or assurance that the Proposed Investment will be proceeded with or that no changes will be made to the terms thereof.

The Company will make the necessary announcement(s) where there is further development. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, solicitors and other professional advisors if they have any doubts as to the actions they should take.

10. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Agreement is available for inspection at the Company's registered office at 33 Ubi Avenue 3, #05-16 Vertex Tower B, Singapore 408868 during normal business hours for a period of three (3) months from the date of this announcement.

BY ORDER OF THE BOARD GOODWILL ENTERTAINMENT HOLDING LIMITED

Lu Mang
Executive Chairman and Chief Executive Officer
13 March 2025

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Evolve Capital Advisory Private Limited (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). This announcement has not been examined or approved by the SGX-ST and the SGX-ST assume no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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