TOKU LTD.

(Company Registration Number 201734881W)
(Incorporated in Singapore on 4 December 2017)

INVITATION IN RESPECT OF 65,000,000 INVITATION SHARES, COMPRISING 2,000,000 PUBLIC OFFER SHARES AT S$0.25 EACH BY WAY OF PUBLIC OFFER IN SINGAPORE AND 63,000,000 PLACEMENT SHARES AT S$0.25 EACH BY WAY OF PLACEMENT, PAYABLE IN FULL ON APPLICATION (THE "INVITATION")

Prior to making a decision to subscribe for the Invitation Shares, you should consider all the information contained in the Offer Document carefully and whether you understand what is described in the Offer Document. This Product Highlights Sheet should be read in conjunction with the Offer Document. You will be subject to various risks and uncertainties, including the potential loss of your entire principal amount invested. You should also consider whether an investment in the Invitation Shares is suitable for you taking into account your investment objectives and risk appetite. If you are in any doubt as to the action you should take, you should consult your legal, financial, tax or other professional adviser(s). You are responsible for your own investment choices.

This Product Highlights Sheet is an important document.

- **It is important to read the Offer Document before deciding whether to subscribe for the Invitation Shares. If you do not have a copy, please contact our Company, the Sponsor, Issue Manager and Underwriter or the Co-Placement Agents to ask for one.**
- **It highlights the key information and risks relating to the offer of the Invitation Shares contained in the Offer Document. It complements the Offer Document[1] [2].**
- **You should not subscribe for the Invitation Shares if you do not understand the nature of an investment in the Invitation Shares, our Company, our Group and our business or are not comfortable with the accompanying risks.**
- **If you wish to subscribe for the Invitation Shares, you will need to make an application in the manner set out in the Offer Document.**

Issuer	Toku Ltd.	**Place of incorporation**	Singapore
Details of the Invitation	65,000,000 Invitation Shares to be offered under the Invitation, comprising: (i) 2,000,000 Public Offer Shares to be offered by way of a public offer; and (ii) 63,000,000 Placement Shares to be offered by way of a placement.	**Total amount to be raised in the Invitation**	Gross proceeds of approximately S$16.25 million and net proceeds of approximately S$13.74 million.
Invitation Price/ Issue Price	S$0.25 per Invitation Share ("**Invitation Price**")/ US$0.192 per Invitation Share ("**Issue Price**") (based on the exchange rate of US$1.00 to S$1.3004)	**Listing status of Issuer and the Securities**	An application has been made to the SGX-ST for permission to deal in, and for listing and the quotation of, all our Shares that are already issued (including the PPCF Shares and the Conversion Shares), the Invitation Shares, the Option Shares and the Award Shares on Catalist. The Shares are expected to be listed on 22 January 2026.
Sponsor, Issue Manager, Underwriter and Co-Placement Agent	PrimePartners Corporate Finance Pte. Ltd.		
Co-Placement Agent	CGS International Securities Singapore Pte. Ltd.		

[1] This Product Highlights Sheet does not constitute, or form any part of any offer for sale or subscription of, or solicitation of any offer to buy or subscribe for, any securities nor shall it or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever. The information in this Product Highlights Sheet is based on information found in the Offer Document. This Product Highlights Sheet shall be read in conjunction with the Offer Document. Any decision to subscribe for any securities must be made solely on the basis of information contained in the Offer Document. Capitalised terms used in this Product Highlights Sheet, unless otherwise defined, shall bear the meanings as defined in the Offer Document.

[2] The Offer Document registered by the SGX-ST acting as agent on behalf of the Authority on 14 January 2026 by PrimePartners Corporate Finance Pte. Ltd., may be obtained on request, subject to availability, during office hours from PrimePartners Corporate Finance Pte. Ltd. at 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318 or CGS International Securities Singapore Pte. Ltd. at 10 Marina Boulevard, #09-01 Marina Bay Financial Centre Tower 2, Singapore 018983. An electronic copy of the Offer Document is also accessible on the SGX-ST's website: http://www.sgx.com.

OVERVIEW

WHO ARE WE AND WHAT DO WE DO?

As a leading cloud-native AI-powered CX platform in APAC, we empower enterprises to transform every customer interaction into an opportunity for excellence. Through our comprehensive 360° CX Platform, organisations can seamlessly orchestrate all conversations across voice, chat, email and other digital channels while navigating complex regulatory, linguistic, and infrastructure requirements.

Refer to "*Business*" on page 165 of the Offer Document for more information.

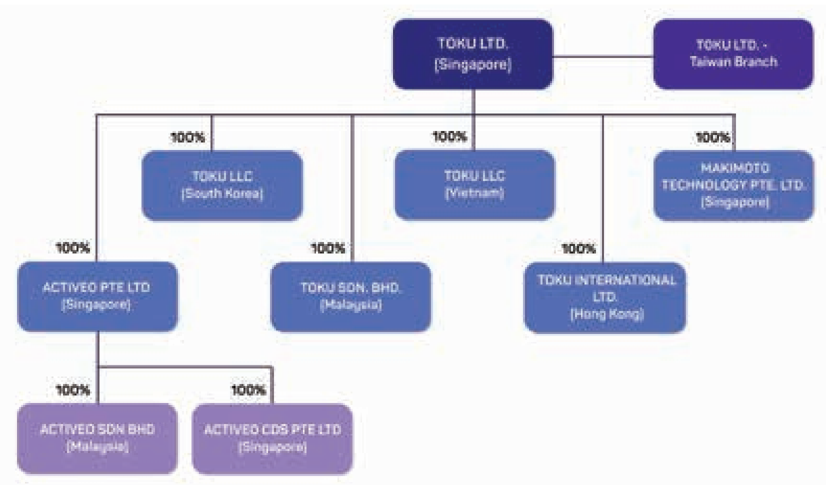
Established in December 2017, we set out to build the definitive customer experience platform for complex and dynamic markets. We began by acquiring and developing our own communications infrastructure, creating a robust network layer. This connectivity backbone now supports an expanding products and solutions suite: communication APIs, developer tools, end-to-end engagement solutions and conversational AI technology. The result is a composable platform with a proven track record of deployment across diverse industries.

This integrated modular design streamlines vendor relationships while providing flexible adoption pathways, supported by professional services that ensure successful enterprise implementations. Built specifically to address regulatory sophistication, linguistic diversity, and complex connectivity challenges, our technology enables organisations to meet stringent data sovereignty and compliance requirements without compromising performance or reliability.

Our industry-leading transcription and analytics capabilities power conversational AI across diverse linguistic landscapes. We deliver precise speech recognition for multiple languages, regional accents, and code-switching scenarios, solving critical challenges in multiple markets. Our infrastructure serves end-customers with operations spanning 34 countries and which include major enterprises and government agencies. We combine AI innovation, telecommunications expertise and enterprise-grade security to accelerate growth across diverse sectors, from regulated industries to fast-moving commercial environments. Our recent expansion into LATAM and MENA, anchored by strategic partnerships with leading on-demand services enterprises, validates our readiness to capture opportunities globally and expand beyond APAC.

As at the date of the Offer Document, the structure of our Group is as follows:

Refer to "*Group Structure*" on page 118 of the Offer Document for more information.



WHO ARE OUR DIRECTORS AND KEY EXECUTIVES?	
Our Directors are Ms Tan Hwee Hua @ Lim Hwee Hua (Non-Independent Non-Executive Chairman), Mr Thomas Patrick M. Laboulle (Executive Director and Chief Executive Officer), Ms Pebble Sia Huei-Chieh (Lead Independent Director), Mr Doshi Bhavik Umesh (Independent Director) and Mr Vincent Francois Stevens (Independent Director). Our Executive Officers are Mr Thomas Patrick M. Laboulle (Executive Director and Chief Executive Officer), Mr Christian Kenfor Wong (Chief Financial Officer), Mr Ethan Storm Ruff (Chief Legal Officer) and Mr Girish Dharmaraj (Chief Technology Officer).	Refer to "*Directors, Executive Officers and Employees*" on page 227 of the Offer Document for more information on our directors and management.

WHO ARE OUR CONTROLLING SHAREHOLDERS?	
Our Company does not have any controlling shareholders.	Refer to "*Ownership Structure*" on page 101 of the Offer Document for more information.

HOW WAS OUR HISTORICAL FINANCIAL PERFORMANCE AND WHAT IS OUR CURRENT FINANCIAL POSITION?

Refer to "*Offer Document Summary – Summary of our Financial Information*" on page 42 of the Offer Document and "*Management's Discussion and Analysis of Results of Operations and Financial Position*" on page 126 of the Offer Document for more information on our financial performance and position.

Key information on the results of operations of our Group

	Audited			Unaudited			
(US$)	FY2022	FY2023	FY2024	1H2024	1H2025	FY2024 (*pro forma*)	1H2025 (*pro forma*)
Revenue	21,566,167	28,829,395	31,788,258	15,874,258	16,623,636	31,788,258	16,623,636
Loss before income tax	(3,967,725)	(4,515,366)	(5,274,368)	(2,797,455)	(1,761,780)	(5,559,570)	(2,077,835)
Loss for the year/ period	(3,967,731)	(4,510,153)	(5,256,507)	(2,786,796)	(961,780)	(5,541,709)	(1,277,835)
Total comprehensive loss for the financial year/ period, attributable to owners of our Company	(3,970,908)	(4,501,257)	(5,298,323)	(2,813,917)	(856,644)	(5,583,525)	(1,172,699)
Pre-Invitation LPS (cents)(1)	(0.79)	(0.89)	(1.05)	(0.56)	(0.17)	(1.11)	(0.23)
Post-Invitation LPS (cents)(2)(3)	(0.70)	(0.79)	(0.93)	(0.49)	(0.15)	(0.98)	(0.21)

Notes:

(1) For illustrative purposes, the pre-Invitation LPS for the periods under review have been computed based on the total comprehensive loss for the financial year/period, attributable to owners of our Company and our Company's pre-Invitation issued and paid-up share capital of 505,241,255 Shares.

(2) Had the Service Agreements (set out in the section entitled "*Directors, Executive Officers and Employees – Service Agreements*" of the Offer Document) been in place since 1 January 2024, there shall be no change to our loss before income tax, total comprehensive loss for the year attributable to owners of our Company and LPS for FY2024.

(3) For illustrative purposes, the post-Invitation adjusted LPS for the periods under review have been computed based on the total comprehensive loss for the financial year/period, attributable to owners of our Company and our Company's post-Invitation issued and paid-up share capital of 570,241,255 Shares.

Key cash flows information

	Audited			Unaudited
(US$)	FY2022	FY2023	FY2024	1H2025
Net cash used in operating activities	(3,774,264)	(2,984,256)	(3,773,996)	(754,585)
Net cash used in investing activities	(94,196)	(1,716,702)	(2,240,717)	(814,513)
Net cash generated from financing activities	4,951,123	2,811,097	5,647,326	1,770,247
Net increase/(decrease) in cash and cash equivalents	1,082,663	(1,889,861)	(367,387)	201,149
Cash and cash equivalents at the beginning of the financial year/period	1,956,235	3,025,230	1,154,010	794,043
Net effect of exchange rate changes in the balance of cash held in foreign currencies	(13,668)	18,641	7,420	29,052
Cash and cash equivalents at the end of the financial year/period	3,025,230	1,154,010	794,043	1,024,244

Key information on the financial position of our Group

(US$)	Audited As at 31 December 2022	Audited As at 31 December 2023	Audited As at 31 December 2024	Unaudited As at 30 June 2025	Unaudited As at 31 December 2024 (*pro forma*)	Unaudited As at 30 June 2025 (*pro forma*)
Non-current assets	1,143,268	6,015,893	6,447,319	7,790,700	6,447,319	7,790,700
Current assets	4,453,736	6,371,313	8,642,962	8,789,696	15,702,962	15,449,696
Total assets	5,597,004	12,387,206	15,090,281	16,580,396	22,150,281	23,240,396
Total non-current liabilities	–	1,604,001	1,934,363	2,156,960	1,934,363	2,156,960
Total current liabilities	1,237,508	9,378,628	12,492,670	14,358,544	12,492,670	13,958,544
Total liabilities	1,237,508	10,982,629	14,427,033	16,515,504	14,427,033	16,115,504
Total equity	4,359,496	1,404,577	663,248	64,892	7,723,248	7,124,892
NAV per Share (cents)(1)	0.86	0.28	0.13	0.01	1.53	1.41
NTA per Share (cents)(2)	0.71	0.75	1.10	(1.49)	0.30	(0.09)

Notes:

(1) NAV per Share is computed based on total equity and our Company's pre-Invitation issued and paid-up share capital of 505,241,255 Shares.

(2) NTA per Share is computed based on total equity net of (i) goodwill, (ii) intangible assets and (iii) deferred tax assets and our Company's pre-Invitation issued and paid-up share capital of 505,241,255 Shares.

The most significant factors contributing to our financial performance for six months ended 30 June 2025 compared to the six months ended 30 June 2024 are as follows:

- Revenue increased by approximately US$0.75 million or 4.72%, from approximately US$15.87 million in 1H2024 to approximately US$16.62 million in 1H2025. The increase was primarily due to continued growth in platform usage, expanded customer base across the APAC region and LATAM, and increased adoption of our Group's modular CX solutions. The increase in total revenue was partially offset by decreases in two revenue streams: (i) Professional Services decreased by approximately US$0.79 million or 40.60% from approximately US$1.95 million in 1H2024 to approximately US$1.16 million in 1H2025 due to a combination of reduced delivery team capacity following the rightsizing initiatives and delayed project commencements; despite the smaller team, resource utilisation rates improved compared to the prior year, indicating stronger operational efficiency; and (ii) Maintenance and Support decreased by approximately US$0.14 million or 9.34% from approximately US$1.45 million in 1H2024 to approximately US$1.32 million in 1H2025 due to improved service delivery efficiency and the consolidation of support contracts.
- Loss before income tax decreased by approximately US$1.04 million or 37.02%, from approximately US$2.80 million in 1H2024 to approximately US$1.76 million in 1H2025. The improvement in loss before income tax resulted from: (i) selling and marketing expenses reduction of approximately US$0.21 million, (ii) general and administration expenses reduction of approximately US$0.69 million, and (iii) research and development expenses reduction of approximately US$0.38 million. These operational improvements reflect the successful implementation of strategic restructuring initiatives in the second half of 2024, demonstrating management's commitment to achieving profitability while maintaining growth momentum.

The most significant factors contributing to our financial performance for FY2024 compared to FY2023 are as follows:

- Revenue increased by US$2.96 million or 10.26%, from US$28.83 million in FY2023 to US$31.79 million in FY2024. The increase in revenue was primarily due to the full-year contribution from the Activeo SEA acquisition, continued enterprise adoption of our modular CX platform, expansion into LATAM, and growing demand for AI-powered customer engagement solutions. The increase in total revenue was partially offset by the decrease in the Hardware Sales revenue stream by US$0.46 million or 67.40% from US$0.68 million in FY2023 to US$0.22 million in FY2024 reflecting the opportunistic nature of this inherited revenue stream from the Activeo SEA acquisition and our Group's strategic focus on scalable software and services rather than hardware distribution.

• Cost of sales increased by approximately US$2.12 million or 10.13%, from US$20.96 million in FY2023 to US$23.09 million in FY2024. This was primarily due to increased platform usage, expanded enterprise deployments, and continued investment in proprietary software and infrastructure to support growth across APAC and LATAM. The increase in total cost of sales was partially offset by a decrease in the Maintenance and Support revenue stream due to improved service delivery efficiency and automation, and a decrease in the Hardware revenue stream due to the lower volume of opportunistic hardware transactions. The most significant factors contributing to our financial performance for FY2023 compared to FY2022 are as follows: • Revenue increased by approximately US$7.26 million or 33.68%, from approximately US$21.57 million in FY2022 to approximately US$28.83 million in FY2023. The increase in revenue was largely due to the contribution from the new acquisition of three subsidiaries, Activeo Pte. Ltd., Activeo Malaysia Sdn. Bhd. and Activeo CDS Pte. Ltd. on 20 March 2023. The increase in the above revenue was partially offset by the decrease in the Usage revenue stream by approximately US$1.18 million or 6.12% from approximately US$19.26 million in FY2022 to approximately US$18.08 million in FY2023 due to strategic rationalisation of low-margin connectivity routes and a deliberate shift in focus toward higher-margin software and services. • Our gross profit increased by approximately US$3.40 million or 76.04%, from approximately US$4.47 million in FY2022 to approximately US$7.87 million in FY2023 as a result of the increase in revenue of US$7.26 million which exceeded the increase in cost of sales of US$3.86 million from FY2022 to FY2023. Gross profit margin increased from 20.72% in FY2022 to 27.29% in FY2023 as the proportion of revenue contribution from the lower margin Usage revenue stream decreased from 89.33% in FY2022 to 62.73% in FY2023 due to both the Activeo SEA acquisition and increased customer adoption of our Company's subscription-based solutions. **The above factors are not the only factors contributing to our financial performance in FY2022, FY2023, FY2024 and 1H2025.** Please refer to the other factors set out in "*Management's Discussion and Analysis of Results of Operations and Financial Position*" on page 126 of the Offer Document.	

INVESTMENT HIGHLIGHTS

WHAT ARE OUR BUSINESS STRATEGIES AND FUTURE PLANS?

Our growth strategy is built on six interconnected pillars that collectively drive value creation and market expansion. **(1) Enterprise AI Focus** We are establishing Toku as the definitive AI-powered customer experience platform for complex, multilingual markets, anchored in our Enterprise AI principles of control, reliability, and compliance. Our technology roadmap prioritises two parallel tracks. First, we are expanding our Core AI Suite capabilities across new languages and industry verticals, with no-code customisation tools that enable rapid localisation for enterprise customers. Second, we are advancing our Agentic AI programme, currently in active customer pilots, creating AI Chat Agents and AI Voice Agents that deliver autonomous, context-aware customer interactions while maintaining governance standards required by regulated industries. Our proprietary development methodology, combined with enterprise-grade deployment options ensuring data sovereignty across jurisdictions, positions us to serve customers requiring both technological sophistication and regulatory compliance. **(2) Margin enhancement through revenue mix optimisation and operational improvements** We aim to improve gross margins significantly via revenue mix optimisation and operational improvements. In particular, we intend to (i) increase the proportion of our revenue derived from higher-margin Subscriptions and Licensing business; and (ii) take steps to improve our financial performance as (a) our brand awareness strengthens, reducing the need for aggressive discounting, (b) our proprietary technology expands, replacing third party components, and (c) our platform maturity enables premium pricing.	Refer to "*Business – Our Business Strategies and Future Plans*" on page 213 of the Offer Document for more information on our strategies and future plans.

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(3) Channel Partner Scaling Strategy

Building on our Activeo SEA acquisition success, we seek to transform human capital-intensive services into scalable partner-delivered offerings. Our channel partner programme will include system integrator certification based on proven methodologies, comprehensive training programmes, joint go-to-market initiatives with strategic partners, and revenue-sharing models incentivising mutual success. We expect this strategy to scale services revenue without proportional headcount growth, expand market reach through partner networks, maintain quality through standardised methodologies, and accelerate time-to-value for enterprise customers.

(4) Product Innovation and Technology Advancement

Our innovation strategy is built on a progressive AI architecture. Our Core AI Suite, comprising Toku Transcribe, Toku Summarise, Conversation Analytics, and Sentiment Analysis, provides the foundational intelligence layer deployed in production today. Conversational AI extends these capabilities by adding the essential dialogue layer, utilising natural language understanding for intent recognition and context management across our chatbot and voicebot implementations. Building on these foundations, our Agentic AI programme, currently in active customer pilots, adds reasoning capabilities, API-driven actions, and multi-step autonomy for complex customer resolutions. This layered approach ensures that our platform advances while maintaining the control, reliability, and compliance standards that enterprises require, including data sovereignty and scalability across jurisdictions.

Key platform initiatives include replacing third-party components with proprietary technology, developing advanced journey orchestration capabilities, deepening enterprise system integrations, and strengthening predictive analytics and insights. Our R&D investment strategy involves scaling investment through a graduated approach, balancing profitability with innovation, and focusing on proprietary technology that creates competitive differentiation.

(5) Geographic Expansion

Our 2026-2027 expansion strategy encompasses three priorities: Deepening our MENA footprint, entering European markets, and exploring North American opportunities. Our go-to-market approach employs a partner-led strategy for new market entry combined with direct enterprise sales for strategic accounts, leveraging enterprise AI adoption and value demonstration while minimising capital requirements through channel partners.

(6) Strategic M&A Programme

We will seek acquisition targets that offer a combination of strategic and commercial value, which may include enhancing our market positioning; offering access to new markets; expanding our customer base; improving our technology posture; and/or expanding our portfolio of services and solutions. We intend to look particularly for opportunities to leverage our proven Activeo integration playbook, whereby we maintained core leadership teams for continuity while accelerating cross-selling into combined customer bases and integrating technology into our unified platform architecture.

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<th colspan="2">WHAT ARE THE KEY TRENDS, UNCERTAINTIES, DEMANDS, COMMITMENTS OR EVENTS WHICH ARE REASONABLY LIKELY TO HAVE A MATERIAL EFFECT ON US?</th>
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Please refer to “*Business – Outlook and Trend Information – Market Overview and Future Outlook*” and “*Business – Outlook and Trend Information – Industry Trends and Market Dynamics*” of the Offer Document.

We believe that current market conditions (i.e. over the next 12 months from the Latest Practicable Date) are favourable for platform providers with proven capabilities in complex markets. Our sales pipeline momentum and substantial order book as at the Latest Practicable Date of US$23.44 million (as described in the section entitled “*Order Book*” of the Offer Document) provide the basis for our confidence in driving revenue growth that supports our progression towards profitability.

The convergence of market trends, technological maturity, and our established positioning creates conditions for sustained value creation. As enterprises worldwide face increasing complexity in customer engagement, demand is expected to continue growing for platforms that combine comprehensive capabilities with deployment flexibility and regional expertise.

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Refer to “*Business – Outlook and Trend Information*” on page 209, “*Business – Order Book*”, on page 213 and “*Business – Our Business Strategies and Future Plans*” on page 213 of the Offer Document for more information.

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Save as disclosed in the "*Business – Outlook and Trend Information*" section and in the sections entitled "*Risk Factors*", "*Management's Discussion and Analysis of Results of Operations and Financial Position*", "*Business – Our Business Strategies and Future Plans*", "*Appendix A – Independent Auditors' Report And The Audited Consolidated Financial Statements For The Financial Years Ended 31 December 2022, 2023 And 2024*", "*Appendix B – Independent Auditors' Review Report And The Unaudited Condensed Interim Consolidated Financial Statements For The Six-Month Period Ended 30 June 2025*" and "*Appendix C – Reporting Accountants' Assurance Report And The Unaudited Pro Forma Consolidated Financial Information For The Financial Year Ended 31 December 2024 And The Six-Month Period Ended 30 June 2025*" of the Offer Document, based on current market conditions, our operational performance and reasonable assumptions about market development and barring any unforeseen circumstances, we are not aware of any significant recent trends in sales and in the costs and selling prices of our products and services, or other any known trends, uncertainties, demands, commitments, or events that are reasonably likely to have a material effect on our net sales or revenues, profitability, liquidity, or capital resources for the current financial year, or that may cause the financial information disclosed in the Offer Document to be not necessarily indicative of future operating results or financial condition of our Group. **The above are not the only trends, uncertainties, demands, commitments or events that could affect us. Please refer to the other factors set out in the sections of the Offer Document listed in the column to the right.**	
WHAT ARE THE KEY RISKS WHICH HAD MATERIALLY AFFECTED OR COULD MATERIALLY AFFECT US AND YOUR INVESTMENT IN OUR SECURITIES?	
We consider the following to be the most important key risks which had materially affected or could materially affect our business operations, financial position and results, and your investment in our Shares. **Risks Relating to our Business and Industry** ***Rapid technological transformation requires continuous innovation and adaptation to maintain competitiveness and there is no assurance we can consistently keep pace with technological developments.*** The contact centre solutions market, where we compete with our AI-powered customer experience platform, is characterised by rapid changes in customer requirements, frequent introductions of new and enhanced products and features and continuing technological advancement. To compete successfully, we must continue to devote significant resources to design, develop, deploy and sell new and enhanced capabilities for our 360° CX Platform and features that provide superior functionality, performance and stability at lower cost, particularly in AI-powered capabilities where generative AI is transforming customer experience delivery. If we are unable to develop or acquire new features for our existing solutions or new applications that achieve market acceptance or keep pace with technological developments, our business would be adversely affected. The success of our cloud-based technology advancements depends on many factors, including timely development, introduction and market acceptance, as well as our ability to transition our existing customers to these new solutions, applications and features. To the extent that these enhancements are made through acquisitions, our success depends on our ability to integrate the acquired technology with our existing platform. Any failure may significantly impair our revenue growth. Furthermore, because our platform is designed to operate on a variety of systems, we must continuously modify and enhance our solutions to keep pace with changes in hardware, operating systems, omnichannel communications and other software technologies. We may not be successful in developing, acquiring or integrating these modifications and enhancements or bringing them to market in a timely fashion. Additionally, uncertainties about the timing and nature of new network platforms or technologies, or modifications to existing platforms, could delay the introduction of updates to our solutions and increase our research and development expenses. Any failure of our platform to operate effectively, including with future network platforms and technologies, could reduce demand for our solutions, result in customer dissatisfaction and adversely affect our business. ***Our substantial investments in AI technology may not achieve expected returns, and the deployment of AI presents evolving operational, legal and competitive risks.*** *AI Development and Competitive Challenges* We are investing heavily in our AI-powered features across our conversational AI suite, including Toku Transcribe, Summarise, AI Chat & Voice Agents, and Conversation Analytics modules. These features must perform effectively in complex multilingual environments involving code-switching, regional accents, and challenging audio quality conditions typical of telephony infrastructure. We may not be able to incorporate sufficient customer data to train models for industry-specific terminology and communication patterns, and such data may contain biased or otherwise inaccurate information, resulting in unacceptable user experiences that could damage customer trust in mission-critical applications.	Refer to "*Risk Factors*" on page 50 of the Offer Document for more information on risk factors.

Our competitors may incorporate AI features into their products more quickly or more successfully, particularly global vendors with greater resources for AI research and development or regional competitors with deeper linguistic expertise. Competition for specialised AI talent, particularly engineers with expertise in natural language processing for Asian languages and low-resource language models, is intense in the markets where we operate. Should any of these factors occur, including slower than expected adoption of conversational AI in regulated sectors or customer preference for human agents in complex interactions, we may fail to recoup our substantial investments in AI development and our competitive position could be materially weakened. *AI-related Legal and Regulatory Risks* Generative AI technologies are complex and rapidly evolving, with particular complexity in our multi-jurisdictional operations. The incorporation of AI-powered features into our solution may subject us to new or enhanced governmental or regulatory scrutiny in markets with varying AI regulations, litigation, and compliance requirements. Intellectual property ownership and licence rights, including copyright, surrounding AI and generative AI technologies have not been fully addressed by courts in our primary markets, and the manner in which we configure and use these technologies, including training on customer interaction data, may expose us to claims of copyright infringement or other intellectual property misappropriation. Various APAC countries have implemented or proposed AI-specific regulations which could require localised AI model deployment or restrict cross-border data flows for AI training. The cost to comply with such diverse regulatory frameworks across our operating markets could be significant and would increase our operating expenses, which could harm our business, reputation, financial condition and results of operations. *AI-related Operational and Output Risks* AI can generate content which contains bias, factual errors, misrepresentations, offensive language, or inappropriate responses, particularly when processing diverse linguistic inputs or operating in low audio quality environments. While we seek to use generative AI in a way that is designed to minimise these risks, there are still risks of such events occurring. Any disruption or failure in our AI systems or infrastructure could result in delays or errors in our operations including incorrect transcriptions, failed intent detection, or inappropriate automated responses, which could trigger SLA violations, regulatory penalties, or loss of enterprise customers. *Workforce AI Usage Risks* Our workforce is exposed to and uses AI technologies for certain tasks related to our business including code development, documentation, customer communications, and data analysis. Despite our AI usage guidelines, our workforce may use unauthorised AI tools or misuse authorised ones, which poses risks relating to the protection of data, including creating cybersecurity vulnerabilities, exposing of our proprietary information to AI training datasets, or misusing third-party intellectual property. Even authorised AI use may result in liability for third-party intellectual property violations, improper access to proprietary information or generation of code containing security vulnerabilities. AI technology may also produce output responses that could lead to errors in our decision-making, solution development, customer deliverables, operations or other business activities, which could have a negative impact on our business, operating results and financial condition. Given our role as a trusted provider to enterprise customers and government agencies, our ability to mitigate these risks will depend on our continued effective training, monitoring and enforcement of stringent policies, guidelines and procedures governing the use of AI technology, with regular audits and consequence management for policy violations. ***Customer concentration creates revenue vulnerability.*** Our business model focuses on enterprise customers, and our revenue from large customers, including several Singapore government agencies and major enterprises across financial services, sharing economy platforms, and telecommunications, account for an increasing proportion of our total revenue. This customer concentration creates several risks, including revenue concentration risk; negotiating power imbalance; procurement policies and constraints; contract renewal dependencies; and marketing dependencies. The loss of any key customer, or a failure of some of them to renew or continue recommending our platform and services, could significantly affect our revenue, reputation and ability to acquire new customers.	

Enterprise sales cycles may cause unpredictable financial results.

Our focus on the enterprise customer segment results in greater costs, longer sales and implementation cycles, and less predictability in closing sales. Enterprise customers typically require extensive configuration, integration services, and customised features, which increases our upfront investment in sales and deployment efforts, with no guarantee that these customers will subscribe to our platform or increase the scope of their subscription. Furthermore, larger organisations require us to provide a greater level of education regarding the use and benefits of our platform to multiple stakeholders. As a result of these factors, we must devote significant sales support to individual customers and prospective customers, thereby increasing the cost and time required to complete sales.

Our typical sales cycle is six to nine months, but can be significantly longer. Longer sales cycles result in operating and financial results that are less predictable and fluctuate between reporting periods.

Failure to maintain and expand Subscriptions and Licensing revenue growth may impair our growth.

Our Subscriptions and Licensing revenue stream, while representing a smaller revenue stream than Usage Services, has significantly higher margins, making us increasingly dependent on the success of this part of our business. Our business strategies are geared towards driving Subscriptions and Licensing revenue growth. We contemplate that these strategies could work synergistically to transform the revenue mix: with proprietary technology and AI creating premium subscription products; channel partners and geographic expansion multiplying distribution; and strategic acquisitions accelerating execution. This comprehensive approach aims to enable Subscriptions and Licensing to be the dominant revenue stream, fundamentally improving margins and business quality.

However, there is no assurance that these strategies, either individually or in aggregate, would be successful in driving Subscriptions and Licensing revenue growth on a sustained basis. If we cannot compete effectively, generate significant revenue or maintain the profitability of our subscription-based offering, or if we fail to anticipate customer needs, particularly regarding the pace of AI adoption by large enterprises, our revenue could decline and our reputation may be adversely affected.

Furthermore, if market adoption of our higher-margin subscription services develops more slowly than anticipated, our margin improvement timeline could be delayed.

Risks Relating to Corporate Governance and Strategic Execution

We have a history of losses, negative working capital and negative operating cash flows, and we may be unable to achieve or sustain profitability.

We have incurred losses every year since our inception in 2017. We incurred loss for the year of US$3.97 million, US$4.51 million and US$5.26 million for FY2022, FY2023 and FY2024 respectively, and US$0.96 million for the six-month period ended 30 June 2025. As of 30 June 2025, we had accumulated losses of US$19.57 million.

In addition, we have experienced negative working capital throughout the Period Under Review. Our current liabilities have exceeded our current assets as we have invested heavily in growth initiatives while managing our short-term obligations. This negative working capital position reflects our strategic decision to prioritise investment in product development and customer acquisition over maintaining excess liquid assets, which may create liquidity challenges if not carefully managed.

Furthermore, our net cash used in operating activities amounted to US$3.77 million, US$2.98 million, and US$3.77 million for FY2022, FY2023 and FY2024 respectively, and US$0.75 million for the six-month period ended 30 June 2025. These negative operating cash flows indicate that our operations have not yet generated sufficient cash to cover our operating expenses, requiring us to rely on external financing and capital raising activities to fund our operations and growth.

These losses, negative working capital position and negative operating cash flows reflect the substantial investments we have made, and continue to make, to develop our products and solutions, acquire new customers, and build our market presence, among other expenses. While we have demonstrated improvements in operational metrics and reductions in cash consumption, there can be no assurance that we will achieve positive working capital or generate positive operating cash flows in the near term.

We expect our costs and expenses to increase in the future as revenue increases, although at a slower rate than the expected growth in revenue. Our historical or recent growth in revenue is not necessarily indicative of our future performance. The combination of continuing losses, negative working capital and negative operating cash flows may affect our ability to continue as a going concern if we are unable to secure adequate financing or achieve operational profitability. Accordingly, there is no assurance that we will achieve profitability in the future or that, if we do become profitable, we will sustain profitability.

The above are not the only risk factors that had a material effect or could have a material effect on our business operations, financial position and results, and your Shares. Refer to "*Risk Factors*" on page 50 of the Offer Document for a discussion on other risk factors and for more information on the above risk factors. Prior to making a decision to invest in our Shares, you should consider all the information contained in the Offer Document.

WHAT ARE THE RIGHTS ATTACHED TO THE SECURITIES OFFERED?

As of the Latest Practicable Date, our issued and paid-up share capital is US$18,502,701.05 comprising 5,148,306 ordinary shares and 2,770,573 preference shares. Following the Capital Restructuring Exercise, the allotment and issue of the PPCF Shares and the Conversion Shares, as at the date of the Offer Document, our issued and paid-up share capital is US$25,861,770 (rounded) comprising 505,241,255 Shares. There are no Shares issued that have not been fully paid. Upon the allotment and issue of all the Invitation Shares which are the subject of the Invitation, our resultant issued and paid-up share capital will increase to US$38,341,770 (rounded) comprising 570,241,255 Shares.

As at the date of the Offer Document, our Company has only one class of shares, being Shares. The Shares, which have identical rights in all respects, rank equally with one another. All of the Shares are in registered form. There is no restriction on the transfer of fully paid-up Shares except where required by law or the listing rules, or bye-laws and rules, governing any securities exchange upon which the Shares are listed or as provided in our Constitution.

Refer to "*Share Capital*" on page 96 of the Offer Document, "*Description of Our Shares*" on page 272 of the Offer Document, and "*Appendix F – Summary of Selected Regulations of our Constitution*" on page F-1 of the Offer Document for more information.

HOW WILL THE PROCEEDS OF THE OFFER BE USED?

The gross proceeds to be raised by our Company from the issue of all Invitation Shares from the Invitation will be approximately S$16.25 million. The net proceeds to be raised by our Company from the Invitation (after deducting the estimated expenses incurred in connection with the Invitation, including listing and application fees, professional fees, placement and underwriting commissions and other miscellaneous expenses of approximately S$2.51 million) are estimated to be approximately S$13.74 million.

The allocation of each principal intended use of proceeds from the Invitation and breakdown of the estimated listing expenses is set out below:

	Amount (S$'000)	Estimated amount allocated for each dollar of the gross proceeds raised from the Invitation (cents)	Estimated amount as a percentage (%) of gross proceeds raised from the Invitation
Use of proceeds[1]			
To accelerate the expansion of our AI-powered 360° CX Platform, including investments in proprietary technology development, R&D initiatives, talent acquisition, channel partner ecosystem development, and expansion into strategic markets across APAC, LATAM, MENA, and Europe	3,863	23.77	23.77
Set aside as a cash reserve to strengthen our Company's financial position, enhance liquidity, and ensure sufficient working capital to support operational requirements	1,996	12.28	12.28
For potential strategic acquisitions, partnerships, and general corporate purposes	4,551	28.01	28.01
Repayment of shareholders' loans	3,324	20.46	20.46
Net proceeds from the Invitation	13,735	84.52	84.52
Estimated listing expenses payable in cash by our Company[2]			
Listing and application fees	68	0.42	0.42
Professional fees[3]	1,308	8.05	8.05
Underwriting and Placement commissions[4]	569	3.50	3.50
Miscellaneous expenses[5]	570	3.51	3.51
Gross proceeds from the Invitation	16,250	100.00	100.00

Refer to "*Use of Proceeds and Listing Expenses*" on page 89 of the Offer Document for more information.

Notes: (1) Any discrepancies in this table between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in this table may not be an arithmetic aggregation of the figures that precede them. (2) Of the total estimated listing expenses payable in cash, approximately S$0.70 million will be capitalised against share capital and the balance of S$1.81 million will be charged to the profit or loss. (3) Includes, amongst others, the estimated audit and legal fees, fees for the Sponsor, Issue Manager and Underwriter and other professionals. This excludes the portion of the professional fee payable to the Sponsor, Issue Manager and Underwriter which has been satisfied by the allotment and issue of 1,200,000 PPCF Shares pursuant to the Sponsorship, Management and Underwriting Agreement. (4) The amount of placement commission and underwriting commission per Invitation Share, agreed upon between PPCF and CGS SG (as the case may be) and our Company, is 3.5% of the Invitation Price payable for each Invitation Share. Please refer to the section entitled "*Management, Underwriting and Placement Arrangements*" of the Offer Document for more details. (5) Includes, amongst others, the estimated cost of production of the Offer Document and other marketing expenses and certain other expenses incurred or to be incurred in connection with the Invitation. These are estimated expenses and the actual amounts may differ.	
WILL WE BE PAYING DIVIDENDS AFTER THE OFFER?	
Since incorporation, our Company has not declared or paid any dividends as we have been incurring losses. Our Company currently does not have a fixed dividend policy. Our Company's current priority is to reinvest available capital to fund growth opportunities, expand market presence, and enhance our technology platform. Should our Board consider any future dividend recommendations, our Directors would consider, among other factors: • our financial position, cash flow generation, and profitability levels; • our working capital and capital expenditure requirements, including for R&D initiatives; • our growth and expansion plans, including geographic market entry and channel partner ecosystem development; • strategic acquisition and investment opportunities; • debt servicing obligations and financial covenants; • the maintenance of a strong balance sheet to support enterprise customer confidence; • general economic and business conditions in our operating markets; and • regulatory restrictions and requirements. Any future consideration of dividend distributions would be subject to the factors outlined above and would require careful evaluation of our Company's financial position, capital requirements, and strategic priorities at the relevant time. The Board will continue to review our Company's dividend policy periodically, taking into account the Company's financial performance, business requirements, and market conditions. However, no assurance can be given regarding the declaration or payment of future dividends. Any final dividends we declare must be approved by an ordinary resolution of our Shareholders at a general meeting. All dividends must be paid out of our profits available for distribution. We are not permitted to pay dividends in excess of the amount recommended by our Board. Our Board may, without the approval of our Shareholders, also declare interim dividends.	Refer to "*Dividend Policy*" on page 94 of the Offer Document for more information on our dividend policy.

DEFINITIONS

Activeo SEA Acquisition	:	Our Company's acquisition of Activeo Pte. Ltd. (and its subsidiaries, Activeo CDS Pte. Ltd. and Activeo Sdn. Bhd.) in March 2023
AI	:	Artificial intelligence – computer systems that simulate human-like intelligence to perform tasks such as learning, reasoning, and natural language understanding. Applied in chatbots, speech recognition, virtual agents, automation, and enterprise analytics

Award Shares	:	The new Shares which may be allotted and issued from time to time pursuant to the release of Awards granted under the Toku Performance Share Plan
Conversion Shares	:	The 51,126,205 new Shares issued by our Company pursuant to conversion of the Pre-IPO Convertible Loans at the relevant conversion prices determined in accordance with the relevant Pre-IPO CLAs
Invitation Shares	:	The Public Offer Shares and the Placement Shares
Invitation Price	:	S$0.25 for each Invitation Share (which is the Singapore dollar equivalent of the Issue Price (being US$0.192 per Invitation Share) based on the exchange rate of US$1.00 to S$1.3004)
Issue Price	:	US$0.192 for each Invitation Share (which is the US dollar equivalent of the Invitation Price (being S$0.25 per Invitation Share) based on the exchange rate of US$1.00 to S$1.3004)
Latest Practicable Date	:	26 November 2025, being the latest practicable date prior to the lodgement of the Offer Document with the SGX-ST, acting as agent on behalf of the MAS
Offer Document	:	The offer document dated 14 January 2026 issued by our Company in respect of the Invitation
Option Shares	:	The new Shares which may be issued upon the exercise of the Options granted pursuant to the Toku Employee Share Option Scheme
Placement	:	The placement by the Co-Placement Agents of the Placement Shares on behalf of our Company for subscription at the Invitation Price, subject to and on the terms and conditions set out in the Offer Document
Placement Shares	:	The 63,000,000 new Shares which are the subject of the Placement
PPCF Shares	:	The 1,200,000 new Shares allotted and issued by our Company to PPCF as part of PPCF's professional fee as the Sponsor and Issue Manager, after the date of lodgement of the Offer Document but before the registration of the Offer Document
Public Offer	:	The offer by our Company to the public in Singapore of the Public Offer Shares for subscription at the Invitation Price, subject to and on the terms and conditions of the Offer Document
Public Offer Shares	:	The 2,000,000 new Shares for which our Company invites applications to subscribe, pursuant to the Public Offer, subject to and on the terms and conditions of the Offer Document

CONTACT INFORMATION

WHO CAN YOU CONTACT IF YOU HAVE ENQUIRIES RELATING TO OUR OFFER?

HOW DO YOU CONTACT US?

The Company

Toku Ltd.

Registered Address	:	3 Phillip Street, #12-01, Royal Group Building, Singapore 048693
Principal Place of Business	:	63 Chulia Street, #15-01 OCBC Centre East, Singapore 049514
Website	:	https://toku.co/

Sponsor, Issue Manager, Underwriter and Co-Placement Agent

PrimePartners Corporate Finance Pte. Ltd.

Address	:	16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318

Co-Placement Agent

CGS International Securities Singapore Pte. Ltd.

Address	:	10 Marina Boulevard, #09-01 Marina Bay Financial Centre Tower 2, Singapore 018983