PRODUCT HIGHLIGHTS SHEET

VIN'S HOLDINGS LTD

(Company Registration No.: 386652)
(Incorporated in Cayman Islands on 27 January 2022)

Placement in respect of 20,000,000 Placement Shares at S$0.30 for each Placement Share, payable in full on application ("Placement")

Prior to making a decision to subscribe for the Placement Shares, you should carefully consider all the information contained in the offer document dated 3 April 2025 issued by Vin's Holdings Ltd ("Company", and together with its subsidiaries, "Group") in respect of the Placement ("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 Placement Shares is suitable for you taking into account your investment objectives and risk appetite. If you are in doubt as to investing in the Placement Shares, you should consult your legal, financial, tax or other professional adviser(s). You are responsible for your own investment choices.

This Product Highlights Sheet[1] is an important document.

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

Issuer	Vin's Holdings Ltd	**Place of incorporation**	Cayman Islands
Details of this offer	Placement of 20,000,000 Placement Shares	**Total amount to be raised in this offer**	Gross proceeds from the Placement will be approximately S$6.0 million. The net proceeds to be raised from the Placement, will be approximately S$4.0 million after deducting the aggregated estimated expenses incurred in connection with the Placement (which will be borne by our Company).
Issue Price	S$0.30 for each Placement Share	**Listing status of Issuer and the Securities**	An application has been made to the SGX-ST for permission to deal in, and for the listing and quotation of, all our Shares (including our issued Shares, the Placement Shares and the Award Shares) on the Catalist of the SGX-ST. The Shares are expected to be listed on 15 April 2025.
Issue Manager, Full Sponsor and Placement Agent	RHB Bank Berhad		

[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 in the Company 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. Any decision to subscribe for and/or purchase 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 has been lodged and registered with the SGX-ST, acting as agent on behalf of the Authority, on 14 March 2025 and 3 April 2025 by RHB Bank Berhad, and may be obtained on request, subject to availability, during office hours from RHB Bank Berhad at 90 Cecil Street, #07-00 RHB Bank Building, Singapore 069531. An electronic copy of the Offer Document is also accessible at the SGX-ST website: http://www.sgx.com.

OVERVIEW

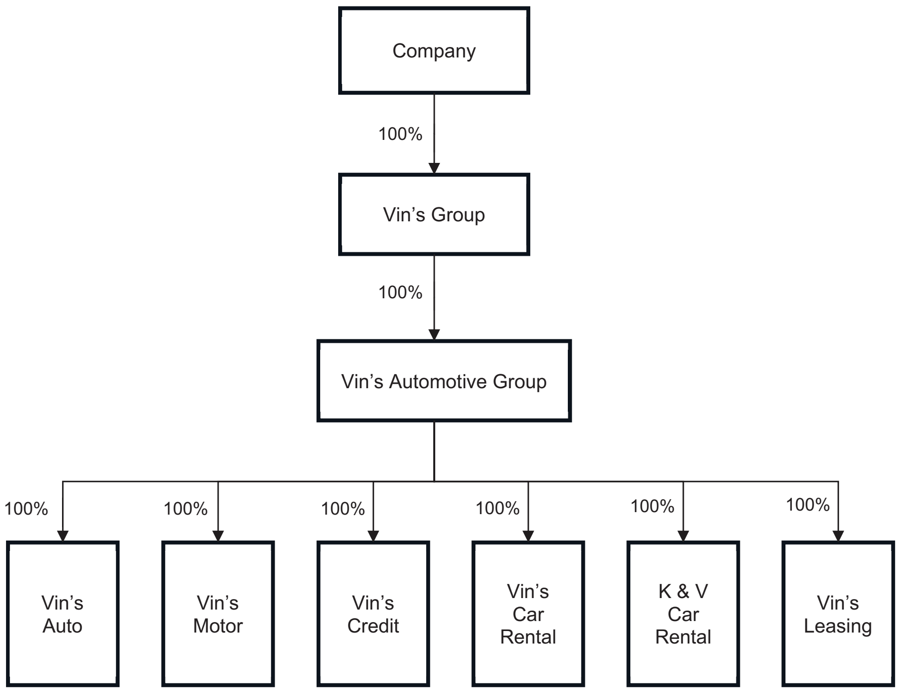
WHO ARE WE AND WHAT DO WE DO?

Our Company was incorporated in the Cayman Islands on 27 January 2022 under the laws of the Cayman Islands as an exempted company with limited liability, under the name of "Vin's Holdings Ltd". Following a restructuring exercise, our Company became the holding company of our indirect wholly-owned primary operating subsidiaries in Singapore, namely Vin's Auto Pte. Ltd. ("**Vin's Auto**"), Vin's Motor Pte. Ltd. ("**Vin's Motor**"), Vin's Credit Pte. Ltd. ("**Vin's Credit**"), Vin's Car Rental Pte. Ltd. ("**Vin's Car Rental**"), K & V Car Rental Pte. Ltd. ("**K & V Car Rental**") and Vin's Leasing Pte. Ltd. ("**Vin's Leasing**").

We are an integrated automotive solutions provider in Singapore. Our business activities consist of:

- Automobile Sales and Related Services
  - o Sale of new parallel-import and pre-owned motor vehicles, floor stock financing, sale of scrap cars and insurance referral services
- Automobile After-Sales Services
  - o Motor vehicle maintenance and repair, accident repairs and insurance claims, and sale of salvaged spare parts and accessories
- Automobile Financing and Related Services
  - o Motor vehicle in-house financing via hire purchase agreements and arranging financing from financial institutions
- Automobile Rental and Leasing Services to both individual and corporate customers

Our Group structure as at the date of the Offer Document is as follows:



Refer to the section entitled "Restructuring Exercise" on pages 66 to 67 of the Offer Document.

Refer to the sections entitled "Offer Document Summary" on pages 27 to 29 and "General Information on our Group – Business Overview" on page 112 to 113 of the Offer Document.

Refer to the sections entitled "Group Structure" on page 68 of the Offer Document and "General Information on our Group – Our Subsidiaries" on page 111 of the Offer Document..

WHO ARE OUR DIRECTORS AND KEY EXECUTIVES?

Directors

Our Board of Directors comprise the following Directors:

(a) Mr. Vincent Khong (Executive Director and Chairman);
(b) Mr. Galvin Khong (Executive Director and CEO);
(c) Mr. Loke Wai Ming (Executive Director and Deputy CEO);
(d) Mr. Kong Kian Siong (Lead Independent Director);
(e) Mr. Liew Chok San (Independent Director);
(f) Mr. He Dingding (Independent Director); and
(g) Ms. Lu Beilin (Independent Director).

Refer to the section entitled "Directors, Executive Officers and Staff" on pages 167 to 179 of the Offer Document for more information on our Directors and Executive Officers.

Our Executive Officers are: (a) Ms. Yat Wan Thiam (Chief Financial Officer); (b) Mr. Wee Aik Bin (Workshop Manager); and (c) Mr. Yap Jun Hong (Ye Junhong) (Sales Manager).	

WHO IS OUR CONTROLLING SHAREHOLDER?

As at the Latest Practicable Date, our Controlling Shareholder is Vin's Capital Pte. Ltd. ("**Vin's Capital**"). Mr. Vincent Khong, Mr. Galvin Khong and Ms. Boong Lan Hiong owns 30%, 20% and 50% of the shares in Vin's Capital respectively. As at the Latest Practicable Date, Vin's Capital holds 90% of our Company's total issued and paid-up share capital.

Immediately after completion of the Placement, Vin's Capital is expected to hold 76.3% of our Company's issued and paid-up share capital and is expected to remain as our Controlling Shareholder.

Refer to the section entitled "Shareholders – Shareholding and Ownership Structure" on page 71 of the Offer Document.

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

Key information on the results of operations of our Group

	←	Audited	→	Unaudited	Audited
S$'000	**FY2021**	**FY2022**	**FY2023**	**9M2023**	**9M2024**
Revenue	75,391	91,838	106,429	82,799	83,689
Profit before income tax	2,926	3,287	3,644	2,820	2,722
Profit for the year/period attributable to owners of the Company	2,466	2,775	3,269	2,490	2,042
Pre-placement EPS[(1)] (cents)	2.22	2.50	2.94	2.24	1.84
Post-placement EPS[(2)] (cents)	1.88	2.12	2.49	1.90	1.56

Notes:

(1) For comparative purposes, our pre-Placement EPS for the Track Record Period has been computed based on net profit for the financial year/period attributable to owners of the Company and our pre-Placement share capital of 111,111,110 Shares.

(2) For comparative purposes, our post-Placement EPS for the Track Record Period has been computed based on the profit for the year/period attributable to owners of the Company and our post-Placement share capital of 131,111,110 Shares.

Key information on the financial position of our Group

S$'000	**Audited as at 31 December 2023**	**Audited as at 30 September 2024**
Non-current assets	61,023	64,483
Current assets	46,655	58,086
Total Assets	**107,678**	**122,569**
Non-current liabilities	48,751	49,881
Current liabilities	39,285	49,423
Total liabilities	**88,036**	**99,304**
Total equity	**19,642**	**23,265**
NAV per share (cents)[(1)]	17.68	20.94

Note:

(1) The NAV per Share as at 31 December 2023 and 30 September 2024 has been computed based on our pre-Placement share capital of 111,111,110 Shares.

Refer to the sections entitled "Offer Document Summary – Financial Highlights" on page 28, "Summary of our Financial Information" on pages 74 to 79, and "Management's Discussion and Analysis of Results of Operations and Financial Position of our Group" on pages 80 to 109 of the Offer Document for more information on our financial performance and position.

Key information on cash flows

S$'000	Audited FY2021	FY2022	FY2023	9M2024
Net cash (used in)/ generated from operating activities	(1,722)	(1,704)	8,838	(2,850)
Net cash (used in) investing activities	(1,594)	(6,056)	(1,855)	(2,026)
Net cash generated from/ (used in) financing activities	6,433	8,449	(4,718)	5,406
Net increase in cash and cash equivalents	3,117	689	2,265	530
Cash and cash equivalents at beginning of financial year/period	2,077	5,194	5,883	8,148
Cash and cash equivalents at end of financial year/period	5,194	5,883	8,148	8,678

Review of results of operations

The most significant factors contributing to our financial performance in the past financial years were as follows:

Revenue

- Our Group's revenue increased by S$16.4 million or 21.8% from S$75.4 million in FY2021 to S$91.8 million in FY2022. This significant increase was driven by the growth across the Group's business segments against the backdrop of higher COE prices in 2022.
- Our Group's revenue increased by approximately S$14.6 million or 15.9% from S$91.8 million in FY2022 to S$106.4 million in FY2023. The increase in revenue was mainly driven by improvements across all segments, particularly in Automobile Sales and Related Services, which was driven primarily by the strong growth of the pre-owned car sales and floor stock financing, while COE prices continued the rising trend in FY2023.
- Our Group's revenue increased by approximately S$890,000 or 1.1% from S$82.8 million in 9M2023 to S$83.7 million in 9M2024, primarily due to an increase in revenue from Automobile After-Sales Services and Automobile Financing and Related Services, which offset revenue decrease from Automobile Sales and Related Services.

Profit before tax

- Our Group recorded a profit before tax of S$3.3 million in FY2022 as opposed to a profit before tax of S$2.9 million in FY2021. This was mainly a result of (i) an increase in gross profit by S$1.8 million or 23.8% from S$7.6 million in FY2021 to S$9.4 million due to the strong performance in the Automobile After-Sales Services and Automobile Financing and Related Services segments; partially offset by (ii) an increase in selling and marketing expenses by approximately S$170,000 or 23.8% from S$714,000 in FY2021 to S$884,000 in FY2022; and (iii) an increase in administration expenses by approximately S$835,000 or 24.4%, from S$3.4 million in FY2021 to S$4.3 million in FY2022.
- Our Group's profit before tax increased from of S$3.3 million in FY2022 to S$3.6 million in FY2023. This was mainly a result of (i) an increase in gross profit by S$2.7 million or 28.3% from S$9.4 million in FY2022 to S$12.1 million in FY2023 due to revenue growth across all segments, particularly Automobile After-Sales Services and Automobile Financing and Related Services and better cost control in the Automobile After-Sales and Related Services segment despite rising costs in others; partially offset by (ii) an increase of S$204,000 or 23.1% in selling and marketing expenses from S$884,000 in FY2022 to S$1.1 million in FY2023; and (iii) an increase in administration expenses by approximately S$2.0 million or 48.0% from S$4.3 million in FY2022 to S$6.3 million in FY2023.
- Despite an increase of S$2.2 million or 25.6% in the Group's gross profit from S$8.6 million in 9M2023 to S$10.8 million in 9M2024, our Group's profit before tax decreased slightly from S$2.8 million in 9M2023 to S$2.7 million in 9M2024. This was mainly due to (i) higher administration expenses, which was attributable to higher staffing costs and related benefits and an increase in professional fees from S$34,000 in 9M2023 to S$673,000 in 9M2024, mainly due to one-off listing expenses; (ii) an increase of S$305,000 in finance expenses; and (iii) an increase of S$249,000 in the Group's net allowance for expected credit losses.

Review of financial position ● The Group's non-current assets comprise property, plant and equipment, investment property, intangible assets and trade and other receivables. Non-current assets amounted to approximately S$61.0 million and S$64.5 million, representing 56.7% and 52.6% of the Group's total assets as at 31 December 2023 and 30 September 2024 respectively. ● The Group's current assets comprise inventories, trade and other receivables, financial assets, at fair value through profit and loss, and cash and cash equivalents. Current assets amounted to S$46.7 million and S$58.1 million, representing 43.3% and 47.4% of the Group's total assets as at 31 December 2023 and 30 September 2024 respectively. ● The Group's equity comprises share capital, share premium and retained earnings. Equity attributable to equity holders of the Company amounted to approximately S$19.6 million and S$23.3 million as at 31 December 2023 and 30 September 2024 respectively. The increase of approximately S$3.7 million in equity was attributable to the increase in retained earnings from profits earned in 9M2024, as well as the investment by a new shareholder as stated in the section entitled "Summary of Our Financial Information – Basis of preparation for the unaudited pro forma combined financial information". ● The Group's non-current liabilities comprise borrowings, lease liabilities, contract liabilities, and deferred tax liabilities. Non-current liabilities amounted to approximately S$48.8 million and S$49.9 million, representing 55.4% and 50.2% of the Group's total liabilities as at 31 December 2023 and 30 September 2024 respectively. ● The Group's current liabilities comprise borrowings, trade and other payables, lease liabilities, income tax liabilities and contract liabilities. Current liabilities amounted to approximately S$39.3 million and S$49.4 million, representing 44.6% and 49.8% of the Group's total liabilities as at 31 December 2023 and 30 September 2024 respectively. **The above factors are not the only factors contributing to our financial performance for the Track Record Period. Please refer to the other factors set out in "Management's Discussion and Analysis of Results of Operations and Financial Position" on pages 81 to 109 of the Offer Document**.	
INVESTMENT HIGHLIGHTS	
WHAT ARE OUR BUSINESS STRATEGIES AND FUTURE PLANS?	
Our business strategies and future plans for the growth and expansion of our businesses are as described below. These initiatives are designed to position our Group towards sustainable growth and expansion across key areas of our operations, enhancing our service offerings, operational efficiency, and market presence over the coming years. **Digital Transformation and IT Integration** As part of our long-term strategy, we are committed to advancing our digital transformation to improve internal operations and customer engagement. We are in the process of developing a comprehensive ERP system that will integrate data across our various business units and provide a holistic view of our operations, enhancing our operational efficiency. This system will allow us to better manage vehicle purchases, inventory, customer interactions, and financial data within a unified platform. This ERP system currently manages key processes such as vehicle purchasing, floor stock financing, car rentals, procurement requests, incident management, and customer dispute resolution. By building our own custom tools, we are able to ensure that our specific business needs are met, and tailor our tools according to our business model. We also plan to integrate AI-driven capabilities into our ERP system to optimise decision-making across the business. For instance, AI can assist with predictive maintenance, dynamic pricing models, and inventory management. In addition, we have plans to develop a customer-facing application to provide access to our services, enabling users to manage vehicle purchases, rental bookings, and service appointments seamlessly.	Refer to the section entitled "General Information on our Group – Business Strategies and Future Plans" on pages 146 to 147 of the Offer Document for more information on our business strategies and future plans.

Launch of New Showrooms We will continue to grow and expand all of our existing business segments. Pre-owned motor vehicles, in particular, represent a significant opportunity for us due to increasing consumer demand for affordable, high-quality vehicles at an affordable price. We aim to capitalise on this trend by upgrading existing showrooms and establishing new ones in strategic locations across Singapore. These expanded facilities will offer a wider selection of vehicles to cater to growing customer demand and improve overall customer experience. In addition to new showrooms, we also plan to expand our inventory of pre-owned motor vehicles with focus on popular models that appeal to a broad customer base. **Expansion of After-Sales Services** Furthermore, we plan to expand our workshop services. A key part of this strategy includes establishing our own fleet of tow trucks to offer enhanced roadside assistance and improve response time to accidents and breakdowns. This will allow us to further strengthen our after-sales capabilities and is potentially complementary with our repair services. In addition, we plan to expand our workshop network by acquiring new workshops and increase our service capacity, when suitable opportunities arise. This will enable us to handle a higher volume of maintenance and repair requests to support our growing customer base. As at the Latest Practicable Date, we have not identified any specific acquisition target. **Expansion through Acquisitions, Joint Ventures and/or Strategic Alliances** We may expand our business operations in local and/or overseas markets through acquisitions, joint ventures and/or strategic alliances that we believe will complement our current and future businesses and be aligned with our long-term interests. We believe this will strengthen our competitive advantage by giving us access to new markets, customers and businesses. We will explore and consider other opportunities to expand our existing service offerings. We may pursue inorganic growth through acquisitions, joint ventures and/or strategic alliances with parties which have the potential to add value to our current business and/or penetrate new businesses. In evaluating such opportunities, we will consider factors such as the acquisition of capabilities, network, skills, technology and/or operational processes which are synergistic to our existing businesses. As at the Latest Practicable Date, we have not identified any definitive target for acquisition, joint venture, and/or strategic alliance, and have not entered into any agreements or arrangements in relation thereto.	
WHAT ARE THE KEY TRENDS, UNCERTAINTIES, DEMANDS, COMMITMENTS OR EVENTS WHICH ARE REASONABLY LIKELY TO HAVE A MATERIAL EFFECT ON US?	
Barring unforeseen circumstances, our Directors have observed the following trends for the current financial year and the next twelve (12) months from the Latest Practicable Date: (a) We expect the Group's overall revenue to continue to grow in view of: (i) anticipated decline in COE prices with up to additional 20,000 COEs to be injected across all vehicle categories progressively from February 2025 as announced by the LTA on 29 October 2024; (ii) our launch of a new showroom tentatively scheduled for the first half of 2025 with a focus on the sale of pre-owned motor vehicles, which aligns with consumer preferences for more affordable options; (iii) continued strong demand for our motor vehicle after-sales services; and (iv) more prudent approach in growing our motor vehicle financing services and motor vehicle rental and leasing services to manage risks associated with potentially declining motor vehicle collateral values and rental fleet depreciation. (b) Our overall cost of sales is expected to increase in line with the expected growth in business activities. Competition will remain intense, which is expected to exert downward pressure on our pricing and gross profit margins. (c) Our selling and marketing expenses are expected to increase in line with the increase in our business activities and our plans to roll out various initiatives to enhance brand awareness and customer engagement, such as leveraging digital channels to reach new audiences and fostering positive relationships with media and stakeholders.	Refer to the section entitled "General Information on our Group – Trend Information" on page 148 of the Offer Document for more information on our trend information.

(d) Our administration expenses are expected to increase as a result of expected increase in headcount, depreciation of right-of-use of assets, professional fees and other administration expenses along with the increase in our business activities.

Save as disclosed in the Offer Document, and barring any unforeseen circumstances, our Directors are not aware of any (i) significant recent trends in sales and inventory, and in the costs and selling prices of our products and services since the end of 9M2024, or (ii) any other 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 at least FY2024, or that may cause the financial information disclosed in the Offer Document to be not necessarily indicative of our future operating results or financial condition.

The above are not the only trends, uncertainties, demands, commitments or events that could affect us. Refer to the other factors in "Risk Factors" on pages 38 to 56, "Management's Discussion and Analysis of Results of Operations and Financial Position" on pages 81 to 109, "General Information on our Group – Industry Overview and Prospects" on pages 139 to 145 and "General Information on our Group – Trend Information" on page 148 of the Offer Document.

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 or could materially affect our business operations, financial position and results, and your investment in our Shares.

Refer to the section entitled "Risk Factors" on pages 38 to 56 of the Offer Document for more information on risk factors.

Our sales of motor vehicles are dependent on market demand in Singapore

Our sales of motor vehicles are dependent on market demand for motor vehicles in Singapore, which could be affected by macroeconomic conditions, household income level, availability of funding channels and changing consumer patterns. Policy measures such as the reduction of the vehicle growth rate, imposition of ARF and restrictions on motor vehicle financing, may increase the cost of motor vehicle ownership, and reduce motor vehicle affordability and market demand for motor vehicles, thereby reducing our sales and revenue. Given that our motor vehicle sales business focuses on the retail segment and that motor vehicles are generally regarded as big-ticket purchases which are also dependent on consumers' preferences, demand for our motor vehicles may also be particularly sensitive to any weaknesses in the global economy and/or Singapore economy.

Our ability to obtain financing on acceptable terms is critical to our ability to operate, maintain and grow our business

We require funding to operate our business, acquire inventories, enter into motor vehicle hire purchase arrangements with our customers and maintain optimum levels of working capital. We have generally relied on cash generated from our operations, bank loans and other external financing to fund our operations and expansion. As at 31 December 2023 and 30 September 2024, our Group had a total Net Debt Balance of S$74.3 million and S$84.2 million, and current borrowings of S$35.9 million and S$44.9 million due within twelve (12) months from drawdown under the terms of the relevant facilities respectively. Most of our present borrowings comprise bank loans taken out by our Group Companies. Our ability to obtain adequate loan financing on acceptable terms depends on our financial performance, the results of operations and compliance with the terms of our banking facility agreements, and other factors beyond our control such as global, regional and local economic conditions, prevailing interest rates, tightening of credit conditions and applicable laws and regulations. If we are unable to obtain sufficient financing, we will not be able to meet our working capital needs and our financial performance and competitiveness may be adversely affected. There can be no assurance of the continued availability of such financing arrangements, or that we will be able to continually obtain adequate financing on commercially favourable terms. Failure to service our indebtedness, maintain required security interests or perform our obligations under our financing agreements could lead to a termination of our credit facilities, trigger cross-default provisions in our facilities with other financial institutions, and/or result in acceleration of amounts due under such facilities or other enforcement actions. Our business, prospects, financial condition and results of operations may be adversely affected. We may be subject to interest rate risk concerning our Group's variable-rate bank borrowings, which may negatively affect our cash flow, financial condition and results of operations.

<u>Our motor vehicle repair business may be affected in the event we cease to be on the panel of insurance companies</u>

We are on the panel of multiple insurance companies. The bulk of our customers for motor vehicle repairs comprise customers insured by these insurance companies. For further details on the motor vehicle repair business of our Group, please refer to the section entitled "General Information on our Group – Automobile After-Sales Services – Motor vehicle repair (including accident repairs and insurance claims)". The material terms and conditions that we must satisfy under the relevant approved workshop services agreements to remain on these panels include:

(a) adhering to service timelines and quality standards imposed by the insurers;

(b) following insurer-approved rates and charges;

(c) having adequate liability insurance cover;

(d) restriction against sub-contracting of services without the insurer's consent; and

(e) compliance with applicable laws and regulatory requirements,

The Group has put in place procedures to monitor and ensure compliance with such material terms and conditions, including:

(a) following up with clients after repairs are completed by requesting feedback through Google reviews or a customer feedback form;

(b) addressing any disputes through a dedicated dispute management process, which monitors and resolves disputes systematically; and

(c) conducting bi-weekly customer service checks to ensure consistent adherence to quality standards.

The internal auditors have reviewed the procedures over the monitoring of disputes and customer complaints in the latest internal audit exercise. There can be no assurance that we will remain on the panel of all these insurance companies. Prior to and during the Track Record Period, we received notices of termination on 23 November 2020 and 18 June 2024 respectively from two of the insurance companies for the unilateral termination of the approved workshop service agreements. The notices of termination did not cite any breach of the terms and conditions under the relevant agreement by us. In the event our role as authorised workshop of these insurance companies were terminated, our business and results of operations may be adversely affected.

<u>We rely on our suppliers for the supply of motor vehicles to be used for our business</u>

Our sales of new and pre-owned motor vehicles and salvage of spare parts are primarily dependent on the supply of motor vehicles or wreck vehicles from our suppliers. Our suppliers may encounter difficulties supplying motor vehicles to us or may run into financial difficulties due to factors beyond our control. If our suppliers attempt to increase their prices, alter payment terms and/or pass on their increased costs to us, reduce their supply of motor vehicles or cease operations, such actions may increase our costs and have a negative impact on our profitability. From time to time, we are required by our suppliers to make deposit payments upon placement of orders for new motor vehicles. In the event such motor vehicle suppliers are unable to deliver the orders and the deposit payments by our Group are not refunded, our business, financial position and results of operations may be adversely affected.

<u>We are exposed to risks associated with debt financing</u>

We are exposed to risks associated with debt financing, including adverse changes in interest rates and our ability to meet payments of principal and interest for credit facilities in a timely manner. As at the Latest Practicable Date, we have obtained various credit facilities. Refer to the section entitled "Capitalisation and Indebtedness" of the Offer Document for further details. This is no assurance that financing options will always be available at terms and conditions acceptable to us, or that we will be able to renew the existing bank loans and credit facilities upon maturity. Disruptions, volatility or uncertainty in the credit markets could limit our ability to borrow funds or increase borrowing costs. We may have to pay higher interest rates, thereby increasing our interest expense, decreasing our profitability and reducing our financial flexibility. Higher interest rates would affect a consumer's decision to purchase motor vehicles and/or taking on financing via our in-house financing through hire purchase arrangements or from financial institutions.

Debt financing may also involve the imposition of debt covenants on our Group, which may:

(a) increase our vulnerability to general adverse industry and economic conditions;

(b) require us to seek consent for the payment of dividends or limit our ability to pay dividends;

(c) require us to maintain a certain amount of tangible net worth;

(d) require us to maintain certain financial ratios;

(e) limit our ability to obtain further third party loans and borrowings; and/or

(f) require us to dedicate a substantial portion of our sales proceeds to payments on our debts or maintenance of operating bank accounts, thereby reducing the availability of our Group's cash flow to fund working capital requirements, capital expenditure and other general corporate purposes.

We cannot give any assurance that future loans granted to us will not contain such debt covenants. As at the Latest Practicable Date, the banking facilities obtained by our Group include, *inter alia*, the following clauses which are usually part of the lenders' standard terms of facilities and were imposed on our Group at the time the facilities were granted to us:

(a) the requirement to maintain a certain amount of tangible net worth;

(b) the requirement to maintain below a certain gearing ratio or other financial ratios;

(c) the requirement to maintain a minimum level of shareholding held directly or indirectly by Singaporean(s) and/or Singapore permanent resident(s) as determined by the ultimate individual ownership and their active participation in the Group Companies;

(d) the requirement to dedicate a substantial portion of our sales proceeds to payments on our debts or maintenance of operating bank accounts;

(e) prior consent of the bank is required before our Group Companies may declare dividends or other distributions, or undertake corporate changes to its board composition, management, ownership, re-organisation, amalgamation, reconstruction, take-over, schemes of compromise or arrangement, capital structure and the change of its name;

(f) restrictions on creating charges and securities over our Group's assets to obtain new banking facilities and/or incurring additional indebtedness;

(g) restrictions on encumbering or disposing of its assets;

(h) restrictions on entering into transactions other than in the ordinary course of business and on arms' length commercial terms; and

(i) the requirement to be informed of any listing plans and given the opportunity to provide a bid, and to match the best offer, for the provision of advice on the listing.

During the Track Record Period, our Group did not meet with clauses relating to (a) credit of a minimum sum of sales proceeds to the Company's operating account with a lender; (b) requirement for prior consent from the lenders for the creation of new securities and charges; and (c) requirement from a lender to be informed of any listing plans and given the opportunity to provide a bid, and to match the best offer, for the provision of advice on the listing. However, as at the Latest Practicable Date, our Group's lenders have agreed to waive the aforesaid clauses. As at the Latest Practicable Date, our Group is in compliance with all material debt covenants listed above. Our Group will tighten its monthly review of loan covenants in relation to all banking facilities. If required, we will seek a waiver from the banks of any (potential) breach of such facilities. If there is a breach of a material term of such facilities or if a waiver sought is not granted, our Group may be required to repay the loan facilities on demand and/or be restricted from making any distribution to Shareholders.

<u>We may be affected by measures taken by the Singapore government in relation to motor vehicle ownership</u> Due to the limited geographic land area and high population density in Singapore, the government restricts the motor vehicle population via measures such as limiting motor vehicle ownership and reducing motor vehicle affordability. These measures may decrease demand for motor vehicles, impacting our motor vehicle sales. Under the VQS, anyone who wishes to register a new motor vehicle must obtain a COE in the appropriate category. In addition to a basic registration fee payable upon registration of a motor vehicle, the LTA imposes a tiered ARF component. The measures in relation to VQS, VES, COE and tiered ARF structure will impact the cost of motor vehicle ownership and our sales and revenue. **The above are not the only risk factors that had or could have a material effect on our business operations, financial position and results, and our Shares. Please refer to "Risk Factors" on pages 38 to 56 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 Documen**t.	

WHAT ARE THE RIGHTS ATTACHED TO THE SECURITIES OFFERED?

Our Company has only one (1) class of shares, being ordinary shares. The rights of our Shares are stated in our Articles of Association. There are no founder, management or deferred shares. Except for the Vin's PSP, as at the Latest Practicable Date, no person has been, or is entitled to be, given an option to subscribe for or purchase any securities of our Company or our subsidiaries. Save as provided in our Articles of Association, there is no restriction on the transfer of fully paid-up Shares (except where required by law or the Catalist Rules). As at the date of the Offer Document, the issued and paid-up share capital of our Company is US$111,111.11 comprising 111,111,110 Shares. Upon the allotment and issue of the Placement Shares, the resultant issued and paid-up share capital of our Company will be US$131,111.11 comprising 131,111,110 Shares. The Placement Shares, will, upon issue and allotment, be free from all pre-emption rights, charges, liens and other encumbrances and rank *pari passu* in all respects with our existing issued Shares.	Refer to the section entitled "Share Capital" on pages 69 to 70 of the Offer Document and Appendix E – "Description of our Shares" on pages E-1 to E-9 of this Offer Document.

HOW WILL THE PROCEEDS OF THE OFFER BE USED?

The net proceeds to be raised from the Placement, after deducting the estimated listing expenses of approximately S$2.0 million, is approximately S$4.0 million. The allocation of the proceeds to each principal intended use and the estimated listing expenses is set out below:

Refer to the section entitled "Use of Proceeds and Listing Expenses" on pages 57 to 58 of the Offer Document for more information on our use of proceeds.

Use of proceeds from the Placement	**Estimated Amount(1) (S$'000)**	**Estimated amount for each dollar of the gross proceeds from the Placement(1) (cents)**
Enhancement of IT and services	2,000	33.34
Expansion of showrooms, workshops and after-sales services	1,200	20.00
General working capital purposes	800	13.33
Net proceeds from the Placement	**4,000**	**66.67**
Estimated listing expenses		
Listing and processing fees	101	1.68
Professional fees	1,666	27.77
Placement commission(2)	180	3.00
Miscellaneous expenses	53	0.88
Total listing expenses(3)	**2,000**	**33.33**
Gross proceeds from the Placement	**6,000**	**100.00**

Notes:

(1) Figures may not add up due to rounding.

(2) The amount of placement commission per Placement Share, agreed upon between the Placement Agent and our Company is 3% of the Placement Price for each Placement Share. Please refer to the section entitled "Sponsorship, Management and Placement Arrangements" of the Offer Document for further details. (3) Of the total estimated listing expenses of approximately S$2.0 million, approximately S$193,000 will be capitalised against share capital and the balance of the estimated listing expenses will be charged to the profit and loss account of our Company.	

WILL WE BE PAYING DIVIDENDS AFTER THE OFFER?

Since incorporation, our Company has not declared or paid any dividends. No dividends have been declared by our subsidiaries during the Track Record Period and from 1 October 2024 up to the Latest Practicable Date. The Company does not have a fixed dividend policy. Notwithstanding this, subject to our performance and the availability of distributable profits, our Directors intend to recommend and distribute dividends to reward shareholders for their participation in our Group's growth.

For FY2024, our Directors plan to recommend the distribution of: (a) 50% of net profit after tax as an ordinary dividend, marking an inaugural return to Shareholders, and (b) an additional 25% of net profit after tax as a special dividend as a one-time reward for Shareholders' support and confidence in our Group. This planned distribution for FY2024 reflects our commitment to delivering value to shareholders while ensuring sufficient capital remains for reinvestment in our growth initiatives. Future dividend distributions will be assessed based on our financial performance, strategic priorities, and prevailing market conditions.

The form, frequency and amount of future dividends that our Directors may recommend or declare in respect of any particular financial year or period will be subject to the factors outlined below as well as any other factors deemed relevant by our Directors:

(a) the level of our cash and retained earnings;

(b) our actual and projected financial performance;

(c) our projected levels of capital expenditure and other investment plans;

(d) our working capital requirements and general financing condition;

(e) restrictions on payment of dividends imposed on us by our financing arrangements (if any); and

(f) the general economic and business conditions in countries in which we operate.

The above should not be taken as an indication of the dividends payable to Shareholders in the future, as explained in the paragraph headed "Risks relating to an investment in our Shares – We may be constrained from paying dividends on the Shares from time to time" of the "Risk Factors" section of the Offer Document.

Refer to the section entitled "Dividend Policy" on pages 64 to 65 of the Offer Document for more information on our dividend policy.

DEFINITIONS

"9M"	:	The nine (9) months financial period ended 30 September
"ARF"	:	Additional registration fee, a tax imposed upon registration of a motor vehicle, calculated based on a percentage of the OMV of the motor vehicle
"Articles of Association"	:	The articles of association of the Company, as amended or modified from time to time
"Authority"	:	The Monetary Authority of Singapore
"Award"	:	An award of Shares granted under the Vin's PSP
"Award Shares"	:	The Shares which may be allotted and issued and/or transferred upon the vesting of Awards granted under the Vin's PSP
"Catalist"	:	The Catalist Board of the SGX-ST
"Catalist Rules"	:	The Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
"COE"	:	Certificate(s) of Entitlement issued by the Land Transport Authority which represent(s) the right(s) to ownership of motor vehicle(s) and use of road space in Singapore
"Company"	:	Vin's Holdings Ltd

"Controlling Shareholder"	:	As defined in the Catalist Rules: (a) a person who holds directly or indirectly 15.0% or more of the nominal amount of all voting shares in our Company (unless otherwise determined by the SGX-ST); or (b) a person who in fact exercises control over our Company
"Directors"	:	The directors of our Company as at the date of the Offer Document, unless otherwise stated
"EPS"	:	Earnings per Share
"ERP system"	:	Enterprise resource planning software system
"Executive Officers"	:	The executive officers of our Group as at the date of the Offer Document
"FY"	:	Financial year ended or ending 31 December as the case may be
"Group"	:	Our Company and our subsidiaries as at the date of the Offer Document
"Latest Practicable Date"	:	28 February 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 Authority
"NAV"	:	Net asset value
"Net Debt Balance"	:	Total liabilities less current and deferred tax liabilities less total cash and cash equivalents
"Offer Document"	:	The offer document dated 3 April 2025 issued by our Company in respect of the Placement
"OMV"	:	open market value of the motor vehicle as assessed by the Singapore Customs, taking into account the purchase price, freight, insurance, handling and all other charges incidental to the sale and delivery of the motor vehicle from the country of manufacture to Singapore
"Placement"	:	The placement of the Placement Shares by the Placement Agent on behalf of our Company for subscription at the Placement Price, subject to and on the terms and conditions of the Offer Document
"Full Sponsor and Issue Manager" or "Placement Agent"	:	RHB Bank Berhad
"Placement Shares"	:	The 20,000,000 new Shares which are the subject of the Placement
"Track Record Period"	:	The period which comprises FY2021, FY2022, FY2023 and 9M2024
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Shareholder(s)"	:	Registered holder(s) of Shares, except where the registered holder is CDP, the term *"Shareholders"* shall, in relation to such Shares, mean the Depositors whose Securities Accounts are credited with Shares
"Shares"	:	Ordinary shares having a par value of US$0.001 each in the share capital of our Company
"VES"	:	Vehicle Emissions Scheme, a scheme introduced by the LTA to encourage buyers to choose cleaner vehicles by offering rebates or imposing charges based on emissions
"VQS"	:	Vehicle Quota System administered by the LTA which regulates the rate of growth of motor vehicles on the roads in Singapore
"Vin's PSP"	:	The performance share plan of our Company known as the "Vin's Performance Share Plan", as described in the section entitled "Vin's Performance Share Plan" of the Offer Document

CONTACT INFORMATION

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

The Issuer	:	**Vin's Holdings Ltd** 20 Sin Ming Lane #06-65/66, Singapore 573968 +65 64532121 / +65 64599795 https://vinsautogroup.com.sg/

Information contained on our website does not constitute part of the Offer Document or this Product Highlights Sheet and should not be relied on.

Issue Manager, Full Sponsor and Placement Agent	:	**RHB Bank Berhad** 90 Cecil Street #03-00 RHB Bank Building, Singapore 069531 +65 6320 0627