

CIRCULAR DATED 16 SEPTEMBER 2025

THIS CIRCULAR IS ISSUED BY ASCENT BRIDGE LIMITED (THE “COMPANY”). THIS CIRCULAR IS IMPORTANT AS IT CONTAINS THE RECOMMENDATION OF THE INDEPENDENT DIRECTORS (AS DEFINED HEREIN) OF ASCENT BRIDGE LIMITED AND THE ADVICE OF ASIAN CORPORATE ADVISORS PTE. LTD., THE INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT DIRECTORS IN RELATION TO THE OFFER (AS DEFINED HEREIN). THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt about its contents or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

If you have sold or transferred all your Shares (as defined herein) held through The Central Depository (Pte) Limited (“CDP”), you need not forward this Circular to the purchaser or transferee, as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your Shares which are not deposited with CDP, you should immediately forward this Circular to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser or the transferee. Please note that no printed copies of this Circular will be despatched to Shareholders (as defined herein). Only printed copies of the Notification (as defined herein) regarding the electronic dissemination of this Circular will be despatched to Shareholders.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



ASCENT BRIDGE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 198300506G)

CIRCULAR TO SHAREHOLDERS

in relation to the

MANDATORY UNCONDITIONAL GENERAL OFFER

by

CAPSTONE INVESTMENT CORPORATE FINANCE PTE LTD

(Company Registration Number: 201631484Z)
(Incorporated in the Republic of Singapore)

for and on behalf of

MONTELION GLOBAL HOLDINGS PTE LTD

(Company Registration Number: 202102647Z)
(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up ordinary shares (the “Shares”) in the capital of the Company, other than those already owned or controlled by Montelion Global Holdings Pte Ltd and parties acting in concert with it

Independent Financial Adviser to the Independent Directors

ASIAN CORPORATE ADVISORS PTE. LTD.

(Company Registration No. 200310232R)
(Incorporated in the Republic of Singapore)

SHAREHOLDERS SHOULD NOTE THAT THE OFFER DOCUMENT (AS DEFINED HEREIN) STATES THAT ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER AT 5:30 P.M. (SINGAPORE TIME) ON 30 SEPTEMBER 2025 OR SUCH LATER DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE OFFEROR (AS DEFINED HEREIN).

ACCORDINGLY, SHAREHOLDERS WHO WISH TO ACCEPT THE OFFER MUST DO SO BY SUCH TIME AND DATE.

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DEFINITIONS

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

“Accepting Shareholder”	:	A Shareholder who validly accepts the Offer
“Acquisition”	:	Shall have the meaning ascribed to it in Section 1.1 of this Circular
“Business Day”	:	A day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 16 September 2025 issued by the Company containing, <i>inter alia</i> , the advice of the IFA to the Independent Directors and the recommendation of the Independent Directors in relation to the Offer
“Closing Date”	:	5.30 p.m. (Singapore time) on 30 September 2025 or such later date(s) as may be announced from time to time by or behalf of the Offeror, such date being the last date and time for the lodgement of acceptance of the Offer
“Code”	:	The Singapore Code on Take-overs and Mergers, as amended, modified and/or supplemented or from time to time
“Companies Act”	:	The Companies Act 1967, as amended, modified and/or supplemented or from time to time
“Company”	:	Ascent Bridge Limited
“Company Options”	:	Any options granted under the Company Scheme
“Company Scheme”	:	The Ascent Bridge Limited Employee Share Option Scheme
“Company Securities”	:	(i) Shares; (ii) securities which carry voting rights in the Company; and (iii) convertible securities, warrants, options and derivatives in respect of any Shares or such securities which carry voting rights in the Company
“Concert Parties”	:	The Shareholders who provided the Voting Pact Undertakings to the Offeror and are deemed to be parties acting in concert with the Offeror
“Constitution”	:	The constitution of the Company, as amended, modified and/or supplemented or from time to time
“CPF”	:	Central Provident Fund
“CPFIS”	:	CPF Investment Scheme
“CPFIS Investors”	:	Investors who purchase Shares using their CPF savings under the CPFIS

DEFINITIONS

“Directors”	:	The directors of the Company (including the Independent Directors) as at the Latest Practicable Date, and “Director” means any one of them
“FAA”	:	Form of Acceptance and Authorisation for Offer Shares, which forms part of the Offer Document and which is issued to Shareholders whose Offer Shares are deposited with CDP
“FAT”	:	Form of Acceptance and Transfer for Offer Shares, which forms part of the Offer Document and which is issued to Shareholders whose Offer Shares are registered in their own names in the Register and are not deposited with CDP
“Financial Adviser”	:	Capstone Investment Corporate Finance Pte Ltd, being the financial adviser to the Offeror in relation to the Offer
“FY”	:	Financial year ended or ending on (as the case may be) 31 March of a particular year as stated
“FY2023”	:	The financial year ended 31 March 2023
“FY2024”	:	The financial year ended 31 March 2024
“FY2025”	:	The financial year ended 31 March 2025
“Group”	:	The Company and its subsidiaries
“IFA” or “Asian Corporate Advisors”	:	Asian Corporate Advisors Pte. Ltd., being the independent financial adviser appointed in accordance with the Code to advise the Independent Directors on the Offer
“IFA Letter”	:	The letter dated 16 September 2025 issued by the IFA to the Independent Directors containing, <i>inter alia</i> , the advice of the IFA to the Independent Directors in respect of the Offer, as reproduced in Appendix I to this Circular
“Independent Directors”	:	<p>The Directors who are considered independent for the purposes of making recommendation to the Shareholders in respect of the Offer in accordance with the Code, namely,</p> <ul style="list-style-type: none"> (a) Dr Tan Khee Giap; (b) Mr. Siow Chee Keong; and (c) Mr. Furler Luke Anthony
“Interested Person”	:	<p>As defined in the Note on Rule 24.6 of the Code and read with Note on Rule 23.12 of the Code, an interested person, in relation a company, is:</p> <ul style="list-style-type: none"> (a) a director, chief executive officer, or substantial shareholder of the company; (b) the immediate family of a director, the chief executive officer, or a substantial shareholder (being an individual) of the company;

DEFINITIONS

- (c) the trustees, acting in their capacity as such trustees, of any trust of which a director, the chief executive officer or a substantial shareholder (being an individual) and his immediate family is a beneficiary;
 - (d) any company in which a director, the chief executive officer or a substantial shareholder (being an individual) together and his immediate family together (directly or indirectly) have an interest of 30% or more;
 - (e) any company that is the subsidiary, holding company or fellow subsidiary of the substantial shareholder (being a company); or
 - (f) any company in which a substantial shareholder (being a company) and any of the companies listed in (e) above together (directly or indirectly) have an interest of 30% or more
- “Latest Practicable Date”** : 3 September 2025, being the latest practicable date prior to the electronic despatch of this Circular, save that where parts of the Offer Document are reproduced, references to the “Latest Practicable Date” in such reproduction shall mean the Offer Document Latest Practicable Date
- “Listing Manual”** : The listing manual of the SGX-ST, as amended, modified and/or supplemented from time to time
- “Notification”** : Shall have the meaning ascribed to it in Section 13 of this Circular
- “Offer”** : The mandatory unconditional general offer by the Financial Adviser, for and on behalf of the Offeror, to acquire all the Offer Shares on the terms and subject to the conditions set out in the Offer Document, as such Offer may be amended and revised from time to time by or on behalf of the Offeror
- “Offer Announcement”** : The announcement of the Offer released by the Financial Adviser, for and on behalf of the Offeror, on the Offer Announcement Date
- “Offer Announcement Date”** : 12 August 2025, being the date of the Offer Announcement
- “Offer Document”** : The offer document dated 2 September 2025 issued by the Financial Adviser, for and on behalf of the Offeror, in respect of the Offer
- “Offer Shares”** : All Shares (excluding treasury Shares) as at the date of the Offer, other than those Shares already owned or controlled by the Offeror and parties acting in concert with the Offeror (including the Concert Parties)
- “Offeror”** : Montelion Global Holdings Pte Ltd
- “Offeror Securities”** :
 - (i) Offeror Shares;
 - (ii) securities which carry voting rights in the Offeror; and
 - (iii) convertible securities, warrants, options and derivatives in respect of the Offeror Shares, or securities which carry voting rights in the Offeror

DEFINITIONS

“Offeror Shares”	:	Issued and paid-up ordinary shares in the capital of the Offeror
“Overseas Shareholders”	:	Shareholders whose mailing addresses are outside of Singapore, as shown on the Register or in the Depository Register (as the case may be), each an “Overseas Shareholder”
“Register”	:	The register of members of the Company, as maintained by the Share Registrar
“Sale Shares”	:	Shall have the meaning ascribed to it in Section 1.1 of this Circular
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified and/or supplemented or from time to time
“SGXNET”	:	A system network used by listed companies to send information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Registrar”	:	Boardroom Corporate & Advisory Services Pte. Ltd.
“Shareholders”	:	Persons who/which are registered as holders of Shares in the Register, and persons whose/which Shares are deposited with CDP or who/which have purchased Shares on the SGX-ST
“Shares”	:	The issued ordinary shares in the capital of the Company
“SIC”	:	Securities Industry Council of Singapore
“SRS”	:	The Supplementary Retirement Scheme
“SRS Investors”	:	Investors who have purchased Shares using their SRS contributions pursuant to the SRS
“Voting Pact Undertakings”	:	Letters of undertaking from certain Shareholders, pursuant to which they have, among other things, undertaken to the Offeror to: <ul style="list-style-type: none"> (a) not accept the Offer and sell their respective shares to the Offeror during the Offer; (b) enter into a voting pact with the Offeror and its joint offerors (if any) effective during the term of the voting pact, and will accordingly take all such actions and do all such things necessary to vote in the same manner as the Offeror and its joint offeror (if any) in relation to all general meetings of the Company; and (c) act in concert with the Offeror and its joint offerors (if any) and therefore take all such actions and do all such things necessary to assist the Offeror and its joint offerors (if any) to facilitate the Offer

Units and currencies

“\$” or “S\$” and “cents”	:	Singapore dollars and cents, respectively, being the lawful currency of Singapore
“%” or “per cent.”	:	Per centum or percentage

DEFINITIONS

Acting in Concert. The expression “**acting in concert**” shall have the meaning ascribed to it in the Code.

Announcements and Notices. References to the making of an announcement or the giving of notice by the Company shall include the release of an announcement by the Company or its agents, for and on behalf of the Company, to the press or the delivery of or transmission by telephone, facsimile, SGXNET or otherwise of an announcement to the SGX-ST. An announcement made otherwise than to the SGX-ST shall be notified to the SGX-ST simultaneously.

Depository Related Terms. The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

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

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

Rounding. Any discrepancies in the figures included in this Circular between amounts shown and the totals thereof are due to rounding. Accordingly, the figures shown as totals in this Circular may not be arithmetic aggregations of the figures that precede them.

Shareholders. References to “**you**”, “**your**” and “**yours**” in this Circular are, as the context so determines, to Shareholders.

Statutes. Any reference in this Circular to any enactment or statutory provision is a reference to that enactment or statutory provision as for the time being amended or re-enacted, unless the context otherwise requires. Any word defined in the Companies Act, the SFA, the Listing Manual or the Code or any modification thereof and not otherwise defined in this Circular shall, where applicable, have the same meaning assigned to it under the Companies Act, the SFA, the Listing Manual or the Code, or any modification thereof, as the case may be, unless the context otherwise requires.

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

Time and Date. Any reference to a time of the day and date in this Circular shall be a reference to Singapore time and date, respectively, unless otherwise stated.

Total Number of issued Shares. Unless stated otherwise, any reference in this Circular to the total number of issued Shares is a reference to a total of 107,495,877 Shares as at the Latest Practicable Date.

Unless otherwise specified, all references to the percentage shareholding in the capital of the Company in this Circular are based on 107,495,877 Shares as at the Latest Practicable Date.

As at the Latest Practicable Date, the Company has no Shares held by the Company as treasury Shares.

Statements which are reproduced in their entirety from the Offer Document, the IFA Letter and the Constitution are set out in this Circular within quotes and in italics, and capitalised terms used within these reproduced statements shall bear the same meanings as ascribed to them in the Offer Document, the IFA Letter and the Constitution, respectively.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “**aim**”, “**seek**”, “**expect**”, “**anticipate**”, “**believe**”, “**estimate**”, “**intend**”, “**project**”, “**plan**”, “**strategy**”, “**forecast**”, “**possible**”, “**probable**” and similar expressions or future or conditional verbs such as “**if**”, “**will**”, “**would**”, “**should**”, “**could**”, “**may**” and “**might**”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information as at the Latest Practicable Date. Such forward-looking statements are not guarantees of future results, performance, events or achievements and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. Given the risks and uncertainties involved, Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Company nor the IFA guarantees any future performance or event, or undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

INDICATIVE TIMETABLE

Date of electronic despatch of the Offer Document	:	2 September 2025
Date of electronic despatch of this Circular	:	16 September 2025
Closing Date in respect of the Offer	:	5.30 p.m. (Singapore time) on 30 September 2025, being the last date and time for the lodgement of acceptance of the Offer or such later date(s) as may be announced from time to time by or behalf of the Offeror, such date being the last day for the lodgement of acceptances of the Offer
Date of settlement in respect of the Offer ⁽¹⁾	:	With respect to an Accepting Shareholder, within seven (7) Business Days of the date of receipt by the Offeror of valid acceptances and all other relevant documents from such Accepting Shareholder

Note:

(1) Please refer to Appendix A and Appendix B to the Offer Document for further details.

LETTER TO SHAREHOLDERS

ASCENT BRIDGE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 198300506G)

Board of Directors:

Mr. Qiu Peiyuan (Joint Chairman and Joint Chief Executive Officer)
Mr. Sun Quan (Joint Chairman and Joint Chief Executive Officer)
Dr. Tan Khee Giap (Lead Independent Director)
Mr. Siow Chee Keong (Independent Director)
Mr. Furler Luke Anthony (Non-Independent, Non-Executive Director)

Registered Office:

3 Temasek Boulevard
#03-300, Suntec City Mall
Singapore 038983

16 September 2025

To: The Shareholders of Ascent Bridge Limited

Dear Sir/Madam

MANDATORY UNCONDITIONAL GENERAL OFFER BY CAPSTONE INVESTMENT CORPORATE FINANCE PTE LTD, FOR AND ON BEHALF OF MONTELION GLOBAL HOLDINGS PTE LTD, FOR THE OFFER SHARES

1. INTRODUCTION

1.1 Offer Announcement

On 12 August 2025, being the Offer Announcement Date, Capstone Investment Corporate Finance Pte Ltd announced, for and on behalf of the Offeror, *inter alia*, that the Offeror intends to make a mandatory unconditional general offer for all the Shares as at the date of the Offer, other than those Shares already owned or controlled by the Offeror and parties acting in concert with it (including the Concert Parties) ("**Offer Shares**"), at S\$0.20 per Offer Share, in accordance with Section 139 of the SFA and Rule 14 of the Code.

On the Offer Announcement Date, the Offeror acquired by way of married deal from MTBL Global Fund (In Official Liquidation) 34,334,556 Shares ("**Sale Shares**"), representing 31.94% (as at the Offer Announcement Date) of the total number of issued Shares (excluding treasury shares) in the capital of the Company, for a cash consideration of S\$6,866,911.20, being S\$0.20 for each Sale Share (the "**Acquisition**").

Before the Acquisition, the Offeror held or controlled 10,250,000 Shares, representing 9.54% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, and the parties acting in concert with the Offeror (including the Concert Parties as defined and disclosed in paragraph 6.1 of the Offer Announcement) collectively held or controlled 20,108,646 Shares, representing 18.71% of the total number of issued Shares (excluding treasury shares) in the capital of the Company. As a result of the Acquisition, the Offeror and parties acting in concert (including the Concert Parties) with it collectively hold or control 64,693,202 Shares, representing 60.18% (i.e., more than 50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company.

An electronic copy of the Offer Announcement is available on the website of the SGX-ST at <http://www.sgx.com>.

LETTER TO SHAREHOLDERS

1.2 Offer Document

Shareholders should by now have received a copy of the notification letter containing, *inter alia*, instructions on how Shareholders can locate the Offer Document and related documents electronically, as announced by Capstone Investment Corporate Finance Pte Ltd, for and on behalf of the Offeror, which was despatched on 2 September 2025, setting out, *inter alia*, the terms and conditions of the Offer. The principal terms and conditions of the Offer are set out in paragraph 2 of the Offer Document and Appendix A of the Offer Document.

Shareholders are urged to read the terms and conditions of the Offer set out in the Offer Document carefully.

An electronic copy of the Offer Document is available on the website of the SGX-ST at <http://www.sgx.com>.

1.3 Independent Financial Adviser

Asian Corporate Advisors Pte. Ltd. has been appointed as the independent financial adviser in accordance with the Code to advise the Independent Directors in respect of the Offer.

1.4 Purpose of this Circular

The purpose of this Circular is to provide Shareholders with relevant information pertaining to the Offer, and to set out the advice of the IFA to the Independent Directors and the recommendation of the Independent Directors in respect of the Offer.

Shareholders should read the Offer Document, this Circular and the IFA Letter as reproduced in Appendix I to this Circular carefully and consider the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors in respect of the Offer before deciding whether or not to accept the Offer.

If Shareholders are in any doubt about the Offer or as to the action they should take, Shareholders should consult their stockbroker, bank manager, accountant, solicitor, tax advisor or other professional adviser immediately.

2. THE OFFER

2.1 Terms of the Offer

The principal terms and conditions of the Offer are set out in paragraph 2 of the Offer Document, extracts of which are set out in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated.

“2. THE OFFER

2.1 Mandatory Offer. *As a result of the Acquisition and subject to the terms and conditions set out in this Offer Document, the Offeror hereby makes the Offer to acquire all the Offer Shares in accordance with Section 139 of the SFA and Rule 14 of the Code.*

2.2 Offer Price.

For each Offer Share: S\$0.20 in cash

The Offer Price is final and the Offeror does not intend to revise the Offer Price, save that the Offeror reserves the right to revise the terms of the Offer in accordance with the Code if a competitive situation arises.

LETTER TO SHAREHOLDERS

Offer Shares. *The Offer is extended, on the same terms and conditions, to all the Shares (excluding treasury shares) as at the date of the Offer, other than those Shares already owned or controlled by the Offeror and parties acting in concert with the Offeror (including the Concert Parties).*

2.3 Rights and Encumbrances. *The Offer Shares will be acquired:*

- (a) *fully paid-up;*
- (b) *free from all Encumbrances; and*
- (c) *together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto (including any Distributions which may be announced, declared, made or paid thereon by the Company on or after the Offer Announcement Date).*

Accordingly, if any dividend, right, return of capital or other distribution is announced, declared, made or paid by the Company on or after the Offer Announcement Date, the Offeror reserves its right to reduce the Offer Price by the amount of such dividend, right, return of capital or other Distribution in accordance with Section 2.4 below.

2.4 Adjustment for Distributions.

Without prejudice to the foregoing, the Offer Price has been determined on the basis that the Offer Shares will be acquired with the right to receive any Distribution that may be declared, paid or made by the Company on or after the Offer Announcement Date.

Accordingly, in the event any Distribution is or has been declared, paid or made by the Company in respect of the Offer Shares on or after the Offer Announcement Date to an Accepting Shareholder, the Offer Price payable to such Accepting Shareholder may be reduced by an amount which is equal to the amount of such Distribution, depending on when the settlement date in respect of the Offer Shares tendered in acceptance of the Offer by the Accepting Shareholder falls, as follows:

- (a) *if such settlement date falls on or before the Record Date of such Distribution, the Offer Price for each Offer Share shall remain unadjusted and the Offeror shall pay the Accepting Shareholder the unadjusted Offer Price for each Offer Share, as the Offeror will receive the Distribution in respect of such Offer Share from the Company; or*
- (b) *if such settlement date falls after the Record Date of such Distribution, the Offer Price for each Offer Share shall be reduced by an amount which is equal to the amount of the Distribution in respect of each Offer Share and the Offeror shall pay the Accepting Shareholder the Adjusted Offer Price for each Offer Share, as the Offeror will not receive the Distribution in respect of such Offer Share from the Company.*

2.5 Offer Unconditional. *As set out in Section 1.1, as at the Offer Announcement Date, the Offeror and parties acting in concert with it (including the Concert Parties) collectively hold or control 60.18% of the voting rights attributable to all Shares (excluding treasury shares) as a result of the Acquisition.*

Accordingly, the Offer is unconditional in all respects.

LETTER TO SHAREHOLDERS

2.6 No Convertible Securities. *As at the Latest Practicable Date, based on information available to the Offeror, there are no outstanding instruments convertible into, rights to subscribe for, and options or derivatives in respect of, the Shares or securities which carry voting rights in the Company.*

2.7 Warranty. A Shareholder who tenders his Offer Shares in acceptance of the Offer will be deemed to have unconditionally and irrevocably warranted that he sells such Offer Shares as or on behalf of the beneficial owner(s) thereof, (a) fully paid-up, (b) free from all Encumbrances, and (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto (including the right to receive and retain all dividends, rights, returns of capital and other distributions (if any) which may be announced, declared, made or paid thereon by the Company on or after the Offer Announcement Date)."

2.2 Closing Date of the Offer

The Offer will close at **5:30 p.m. (Singapore time) on 30 September 2025** or such later date(s) as may be announced from time to time by or on behalf of the Offeror in the event of a competitive situation.

2.3 Further Details of the Offer

The further details of the Offer are set out in Appendix A to the Offer Document, extracts of which are set out in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated.

"APPENDIX A – DETAILS OF THE OFFER

1. DURATION OF THE OFFER

1.1 Closing Date. *Pursuant to Rule 22.3 of the Code, except insofar as the Offer is withdrawn with the consent of the SIC and every person released from obligation incurred thereunder, the Offer will remain open for acceptances by Shareholders for a period of at least twenty-eight (28) days after the Despatch Date.*

Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 30 September 2025. Notice is hereby given that the Offeror will not extend the Offer beyond 5.30 p.m. (Singapore time) on the Closing Date and the Offer will not be open for acceptance beyond 5.30 p.m. (Singapore time) on the Closing Date, save that such notice shall not be capable of being enforced in a competitive situation.

1.2 Revision. *The Offer Price is final and the Offeror does not intend to revise the Offer Price, save that the Offeror reserves the right to revise the terms of the Offer in accordance with the Code if a competitive situation arrives. If the terms of the Offer are revised, then pursuant to Rule 20.1 of the Code, the Offer will remain open for acceptance for a period of at least 14 days from the date of despatch of the written notification of the revision to the Shareholders. In any case, where the terms are revised, the benefit of the Offer (as so revised) will be made available to each of the Shareholders, including those who had previously accepted the Offer.*

2. SETTLEMENT OF THE OFFER

When Settlement is Due. Subject to the receipt by the Offeror from Accepting Shareholders of valid acceptances and all relevant documents required by the Offeror which are complete in all respects and in accordance with the instructions given in this Offer Document and in the FAA and the FAT, including, without limitation, (in the case of an Accepting Shareholder holding Offer Shares in scrip form) the receipt by the Offeror of share certificate(s) relating to the Offer Shares tendered by such Accepting Shareholder in acceptance of the Offer and (in the case of a Depositor) the receipt by the Offeror of a confirmation satisfactory to it that the relevant number of Offer Shares tendered by the Depositor in acceptance of the Offer are standing to the credit of the "Free Balance" of the Depositor's Securities Account at the relevant time, then pursuant to Rule 30 of the Code:

- (a) in the case of Accepting Shareholders holding Offer Shares in scrip form, remittances in the form of SGD crossed cheques for the aggregate Offer Price in respect of their Offer Shares validly tendered in acceptance of the Offer will be despatched to the Accepting Shareholders (or their designated agents, or, in the case of joint Accepting Shareholders who have not designated any agent, to the one first-named in the Register of Members, as the case may be) by ordinary post, at the risk of the Accepting Shareholders; or
- (b) in the case of Accepting Shareholders who are Depositors, payment of the aggregate Offer Price in respect of their Offer Shares validly tendered in acceptance of the Offer will be credited directly into their designated bank account for SGD via DCS on the payment date. In the event an Accepting Shareholder who is a Depositor is not subscribed to CDP's DCS, any monies to be paid shall be credited to such Accepting Shareholder's Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distributions are as defined therein), in each case, and as soon as practicable and in any case within seven (7) Business Days of the date of receipt of such acceptance.

3. ANNOUNCEMENTS

3.1 Timing and Contents. Pursuant to Rule 28.1 of the Code, by 8.00 a.m. (Singapore time) on the Relevant Day, the Offeror will announce and simultaneously inform the SGX-ST of the total number of Shares (as nearly as practicable):

- (a) for which valid acceptances of the Offer have been received;
- (b) held by the Offeror and any party acting in concert with the Offeror before the Offer Period; and
- (c) acquired or agreed to be acquired by the Offeror and any party acting in concert with the Offeror during the Offer Period,

and will specify the percentages of the total number of issued Shares represented by such numbers.

3.2 Suspension. Under Rule 28.2 of the Code, if the Offeror is unable, within the time limit, to comply with any of the requirements of paragraph 3.1 of this **Appendix A**, the SIC will consider requesting the SGX-ST to suspend dealings in the Shares until the relevant information is given and, where appropriate, the Offeror's Shares until relevant information is given.

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3.3 Announcements. *In this Offer Document, references to the making of any announcement or the giving of a notice by the Offeror include the release of an announcement by CICF or advertising agents, for and on behalf of the Offeror, to the press or the delivery of or transmission by telephone or facsimile or SGXNET or otherwise of an announcement to the SGX-ST. An announcement made otherwise than to the SGX-ST shall be notified simultaneously to the SGX-ST.*

3.4 Valid Acceptances for Offer Shares. *Under Rule 28.1 of the Code, subject to Section 14.1 of the Letter to Shareholders in this Offer Document, in computing the number of Offer Shares represented by acceptances received by the Offeror, the Offeror will, at the time of making an announcement, take into account acceptances which are valid in all respects. Acceptances of the Offer will only be treated as valid if the relevant requirements of Note 2 on Rule 28.1 of the Code are met.*

4. RIGHT OF WITHDRAWAL

4.1 Acceptances Irrevocable. *Except as expressly provided in this Offer Document and the Code, acceptances of the Offer shall be irrevocable and may not be withdrawn.*

4.2 Right of Withdrawal. *If the Offeror fails to comply with any of the requirements of Rule 28.1 of the Code by 3.30 p.m. (Singapore time) on the Relevant Day, then immediately thereafter:*

- (a) Shareholders holding Offer Shares which are deposited with CDP and have accepted the Offer will be entitled to withdraw their acceptance by written notice to Montelion Global Holdings Pte. Ltd., c/o The Central Depository (Pte) Limited Privy Box. 920764, Singapore 929292;*
- (b) Shareholders holding Offer Shares which are not deposited with CDP and accepting the Offer will be entitled to withdraw his acceptance by written notice to Montelion Global Holdings Pte. Ltd., c/o Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632.*

Such notice of withdrawal shall be effective only if signed by the Accepting Shareholder or his agent duly appointed in writing and evidence of whose appointment is produced in a form satisfactory to the Offeror within the said notice and when actually received by the Offeror.”

2.4 Procedures for acceptance of the Offer

The procedures for acceptance of the Offer are set out in paragraph 2.10 of the Offer Document and Appendix B to the Offer Document.

3. INFORMATION ON THE OFFEROR

Information on the Offeror has been extracted from paragraph 3 of the Offer Document and is reproduced in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated.

“3. INFORMATION ON THE OFFEROR AND ITS SHAREHOLDERS

3.1 The Offeror. *The Offeror was formerly known as MTBL Global Holdings Pte. Ltd. and changed its name to Montelion Global Holdings Pte. Ltd. on 7 June 2025. The Offeror is an exempt private company limited by shares incorporated under the laws of the Republic of Singapore on 20 January 2021. The Offeror’s principal activity is that of management consultancy services.*

LETTER TO SHAREHOLDERS

As at the Latest Practicable Date, the Offeror has an issued and paid-up capital of S\$1,000 divided into 1,000 ordinary shares.

As at the Latest Practicable Date, the Offeror's sole shareholder and sole director is Mr. Sun.

As at the Latest Practicable Date, as a result of the Acquisition, the Offeror owns 44,584,556 Shares, representing 41.48% of the Shares (excluding treasury shares) in the capital of the Company.

3.2 Additional Information. Appendix C to this Offer Document sets out additional information on the Offeror."

4. UNDERTAKINGS

Information on the undertakings not to sell and the voting pact undertakings received by the Offeror has been extracted from paragraphs 5 and 6 of the Offer Document and is reproduced in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated.

"5. UNDERTAKINGS NOT TO SELL

5.1 Undertakings Not to Sell. *As at Offer Announcement Date, the Offeror has received the Undertakings Not to Sell from the Undertaking Shareholders, pursuant to which the Undertaking Shareholders have, among other things, undertaken to the Offeror to not accept the Offer and not to sell their respective Shares to the Offeror during the Offer.*

As at the Latest Practicable Date, the Undertaking Shareholders collectively hold 15,413,228 Shares representing 14.34% of the number of issued Shares (excluding treasury shares).

The list of Undertaking Shareholders is as follows:

No.	Name	No. of Shares
1.	Gay Soon Watt	144,900
2.	Lee Sandor	1,775,700
3.	Lim Siew Keok	360,000
4.	Loh Foon Chan @ Leong Bee Lay	369,900
5.	Yeo Kan Yen	1,195,600
6.	Jain Consultancy Sdn Bhd	1,850,000
7.	Koh Xiankai	1,150,000
8.	SJR Holdings Sdn Bhd	1,500,000
9.	Zhang Yun (Vicky)	1,504,600
10.	Lee Chee Chuen	2,740,723
11.	Ho Kee	1,577,805
12.	Wu Dong	669,000
13.	Ong Soon Liong @ Ong Soon Chong	575,000
	Total	15,413,228

5.2 Condition of Undertakings Not to Sell. *The Undertakings Not to Sell are not subject to any conditions.*

LETTER TO SHAREHOLDERS

- 5.3 Termination of Undertakings Not to Sell.** *The Undertakings Not to Sell shall terminate on the earlier of (a) three (3) months from the dates of the respective Undertakings Not to Sell; or (b) the Offeror announcing that it will not proceed with the Offer, provided that if the Offeror launches the Offer within three (3) months from the dates of the respective Undertakings Not to Sell, then the respective Undertakings Not to Sell shall only terminate on the close of the Offer.*

None of the Undertakings Not to Sell are dated more than three (3) months before the Offer Announcement Date. All the Undertakings Not to Sell are valid as at the Offer Announcement Date and accordingly, shall remain valid until the close of the Offer.

6. VOTING PACT UNDERTAKINGS

- 6.1 Voting Pact Undertakings.** *As at the Offer Announcement Date, the Offeror has received the Voting Pact Undertakings from the Concert Parties, pursuant to which the Concert Parties have, among other things, undertaken to the Offeror to:*

- (a) not accept the Offer and sell their respective Shares to the Offeror during the Offer;*
- (b) enter into a voting pact with the Offeror and its joint offerors (if any) effective during the term of the voting pact, and will accordingly take all such actions and do all such things necessary to vote in the same manner as the Offeror and its joint offeror (if any) in relation to all general meetings of the Company; and*
- (c) act in concert with the Offeror and its joint offerors (if any) and therefore take all such actions and do all such things necessary to assist the Offeror and its joint offerors (if any) to facilitate the Offer.*

As at the Latest Practicable Date, the Concert Parties collectively hold 20,108,646 Shares representing 18.71% of the number of issued Shares (excluding treasury shares). For the avoidance of doubt, the Concert Parties are deemed to be parties acting in concert with the Offeror.

The list of Concert Parties is as follows:

No.	Name	No. of Shares
1.	Qiu Pei Yuan	189,600
2.	Pro Honor Investment Limited	1,000,000
3.	Peng Yun	3,482,889
4.	Hu Yidong	11,953,268
5.	Eastern Billion Industries Limited	3,482,889
	Total	20,108,646

- 6.2 Condition of Voting Pact Undertakings.** *The Voting Pact Undertakings are not subject to any conditions.*

- 6.3 Termination of Voting Pact Undertakings.** *The undertaking at Section 6.1(a) shall terminate on the earlier of (a) three (3) months from the dates of the respective Voting Pact Undertakings; or (b) the Offeror announcing that it will not proceed with the Offer, provided that if the Offeror launches the Offer within three (3) months from the dates of the respective Voting Pact Undertakings, then the undertaking at Section 6.1(a) shall only terminate on the close of the Offer.*

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The undertakings at Sections 6.1(b) and 6.1(c) shall terminate on the earlier of (i) three (3) months from the dates of the respective Voting Pact Undertakings; or (ii) the Offeror announcing that it will not proceed with the Offer, provided that if the Offeror launches the Offer within three (3) months from the dates of the respective Voting Pact Undertakings, then the undertakings at Sections 6.1(b) and 6.1(c) shall only terminate on the date falling one (1) year from the close of the Offer.

None of the Voting Pact Undertakings are dated more than three (3) months before Offer Announcement Date.

6.4 No other undertakings. *Save for the Undertakings Not to Sell and Voting Pact Undertakings, as at the Latest Practicable Date, the Offeror has not received undertakings from any other party to accept or reject the Offer.”*

5. RATIONALE FOR THE OFFER

The full text of the Offeror’s rationale for the Offer and intentions for the Company has been extracted from paragraph 7 of the Offer Document and is reproduced in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated. **Shareholders are urged to read the extract below carefully.**

“7. RATIONALE FOR THE OFFER

7.1 Compliance with the Code. *As a result of the Acquisition, the Offeror is making the Offer in compliance with the requirements of the Code.*

7.2 Re-consolidation of effective control. *The Offeror undertook the Acquisition with the strategic objective of consolidating its effective control in the Company, thereby enabling it to exercise greater influence over the Company’s strategic direction, operational decisions and long-term value creation. By increasing its stake, the Offeror seeks to streamline decision-making processes, enhance corporate stability, and align the Company’s business strategies more closely with its vision and growth objectives. This consolidation is expected to create synergies that will benefit the Company and its stakeholders, including operational efficiencies and a more coherent execution of business initiatives.”*

6. OFFEROR’S INTENTIONS FOR THE COMPANY

Information on the Offeror’s intentions for the Company has been extracted from paragraph 8 of the Offer Document and is reproduced in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated. **Shareholders are urged to read the extract below carefully.**

“8. THE OFFEROR’S INTENTIONS IN RELATION TO THE COMPANY

The Offeror intends for the Company to continue with its existing activities and has no intention to (a) introduce any major changes to the business of the Company; (b) re-deploy the fixed assets of the Company; or (c) discontinue the employment of any of the existing employees of the Company and its subsidiaries, other than in the ordinary course of business.

However, the board of director of the Offeror retains the flexibility at any time to consider any options in relation to the Company and its subsidiaries which may present themselves and which it may regard to be in the interest of the Offeror and/or the Company.”

LETTER TO SHAREHOLDERS

7. FINANCIAL EVALUATION OF THE OFFER

Paragraph 10 of the Offer Document sets out certain information on the financial evaluation of the Offer, extracts of which are reproduced in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated.

“10. FINANCIAL EVALUATION OF THE OFFER

The Offer Price represents the following premium over/(discount to) the historical transacted prices of the Shares on the SGX-ST:

<i>Description</i>	<i>Benchmark Price (S\$) ⁽¹⁾</i>	<i>Premium over/ (Discount to) the Benchmark Price (%) ⁽²⁾</i>
<i>Last transacted price per Share on the SGX-ST on 11 August (being the Last Trading Date)</i>	<i>0.690</i>	<i>(71.01%)</i>
<i>VWAP per Share for the 1-month period up to and including the Last Trading Date</i>	<i>0.587</i>	<i>(65.93%)</i>
<i>VWAP per Share for the 3-month period up to and including the Last Trading Date</i>	<i>0.572</i>	<i>(65.03%)</i>
<i>VWAP per Share for the 6-month period up to and including the Last Trading Date</i>	<i>0.470</i>	<i>(57.45%)</i>
<i>VWAP per Share for the 12-month period up to and including the Last Trading Date</i>	<i>0.412</i>	<i>(51.46%)</i>

Notes:

(1) Based on data extracted from Bloomberg L.P. and with the figures rounded to the nearest 3 decimal places.

(2) Percentage figures have been rounded to the nearest 2 decimal places.”

8. LISTING STATUS, COMPULSORY ACQUISITION AND SECTION 215(3) SHAREHOLDER RIGHTS

Information in relation to the Offeror's intentions in relation to the listing status of the Company and the compulsory acquisition of the Company has been extracted from paragraph 9 of the Offer Document and is reproduced in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated. **Shareholders are urged to read the extracts below carefully.**

“9. LISTING STATUS AND COMPULSORY ACQUISITION

9.1 Listing Status and Trading Suspension. *Under Rule 1105 of the Listing Manual, upon announcement by the Offeror that acceptances have been received that bring the holdings of the Shares owned by the Offeror and parties acting in concert with the Offeror to above 90% of the total number of Shares (excluding treasury shares), the SGX-ST may suspend the trading of the Shares on the SGX-ST until such time when the SGX-ST is satisfied that at least 10% of the total number of Shares (excluding treasury shares) are held by at least 500 Shareholders who are members of the public. Under Rule 1303(1) of the Listing Manual, where the Offeror succeeds in garnering acceptances exceeding 90% of the total number of Shares (excluding treasury shares), thus causing the percentage of the total number of Shares (excluding treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares at the close of the Offer.*

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Shareholders are advised to note that Rule 723 of the Listing Manual requires the Company to ensure that at least 10% of the total number of Shares (excluding treasury shares) is at all times held by the public. In addition, under Rule 724(1) of the Listing Manual, if the percentage of the total number of Shares (excluding treasury shares) held in public hands falls below 10%, the Company must, as soon as practicable, announce that fact and the SGX-ST may suspend trading of all securities of the Company on the SGX-ST. Rule 724(2) of the Listing Manual further states that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, for the percentage of the total number of Shares (excluding treasury shares) held by members of the public to be raised to at least 10%, failing which the Company may be removed from the Official List of the SGX-ST.

It is the current intention of the Offeror to maintain and preserve the listing status of the Company on the SGX-ST following the completion of the Offer. In the event the percentage of Shares held in public hands falls below 10% and the SGX-ST suspends trading of the Shares, the Offeror intends to take such steps which are necessary to restore the Company's public float in order to maintain the listing status of the Company. However, there is no assurance that timely and appropriate actions can be taken as these are dependent on, among others, prevailing market conditions at the relevant time. In the event the public float of the Company cannot be achieved, trading in the Shares may continue to be suspended and/or the Company may be delisted.

- 9.2 Compulsory Acquisition.** *In the event the Offeror receives valid acceptances pursuant to the Offer or otherwise acquires Shares following the date of despatch of the Offer Document other than through valid acceptances of the Offer in respect of not less than 90% of the total number of issued Shares (other than treasury shares and those already held by the Offeror, its related corporations or their respective nominees as at the date of despatch of the Offer Document), the Offeror would be entitled to exercise its right under Section 215(1) of the Companies Act, to compulsorily acquire all the Shares of Dissenting Shareholders on the same terms as those offered under the Offer.*

If the right under Section 215(1) of the Companies Act becomes available to the Offeror, the Offeror does not intend to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act to acquire those Offer Shares not acquired by the Offeror pursuant to the Offer.

In addition, pursuant to Section 215(3) of the Companies Act, Dissenting Shareholders have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares at the Offer Price in the event that the Offeror, its related corporations or their respective nominees acquire, pursuant to the Offer, such number of Shares which, together with treasury shares and the Shares held by the Offeror, its related corporations or their respective nominees, comprise 90% or more of the total number of Shares."

9. CONFIRMATION OF FINANCIAL RESOURCES

Paragraph 11 of the Offer Document sets out certain information on the confirmation of financial resources, extracts of which are reproduced in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated.

"11. CONFIRMATION OF FINANCIAL RESOURCES

CICF, as financial adviser to the Offeror in relation to the Offer, has confirmed that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer by holders of the Offer Shares in cash on the basis of the Offer Price."

LETTER TO SHAREHOLDERS

10. DISCLOSURES OF INTERESTS

Paragraph 1 of Appendix E to the Offer Document sets out certain information relating to disclosure of holdings, dealings and other arrangements, extracts of which are reproduced in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated.

“APPENDIX E – GENERAL INFORMATION

1. DISCLOSURES OF INTERESTS

1.1 Holdings of Company Securities

As at the Latest Practicable Date, based on the latest information available to the Offeror, the Offeror and parties acting in concert with the Offeror own or control the following Company Securities.

Name	Direct interest		Deemed Interest		Total interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
<u>Offeror</u>						
Montelion Global Holdings Pte Ltd ⁽²⁾	44,584,556	41.48	–	–	44,584,556	41.48
<u>Sole Director of Offeror</u>						
Sun Quan ⁽³⁾	–	–	44,584,556	41.48	44,584,556	41.48
<u>Parties acting in concert with Offeror (including Concert Parties)</u>						
Qiu Peiyuan ⁽⁴⁾	189,600	0.18	1,000,000	0.93	1,189,600	1.11
Pro Honor Investment Limited	1,000,000	0.93	–	–	1,000,000	0.93
Hu Yidong ⁽⁵⁾	11,953,268	11.12	3,482,889	3.24	15,436,157	14.36
Eastern Billion Industries Limited	3,482,889	3.24	–	–	3,482,889	3.24
Peng Yun	3,482,889	3.24	–	–	3,482,889	3.24

Notes:

- (1) Based on 107,495,877 Shares (excluding treasury shares) in issue as at the Latest Practicable Date.
- (2) Eurasia Financials Pte Ltd and Phillip Securities Pte Ltd provided financing to the Offeror for the purpose of financing the Offer.
- (3) Sun Quan is deemed interested in the 44,584,556 Shares held by the Offeror which is wholly owned by him.
- (4) Qiu Peiyuan is deemed interested in the 1,000,000 Shares held by Pro Honor Investment Limited which is wholly owned by him.
- (5) Hu Yidong is deemed interested in the 3,482,889 Shares held by Eastern Billion Industries Limited which is 20% owned by Hoida International Limited, which is wholly owned by him.

LETTER TO SHAREHOLDERS

1.2 Dealings in Company Securities

Save as disclosed below and in this Offer Document, as at the Latest Practicable Date, none of the Offeror and parties acting in concert with the Offeror has dealt for value in any Company Securities during the period commencing six (6) months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

1.5 Agreements Conditional upon Outcome of Offer.

The Offeror entered a sale and purchase agreement with one of the Concert Parties, Hu Yidong, whereby Hu Yidong shall sell to the Offeror, and the Offeror shall acquire from Hu Yidong, 10,448,668 Shares for the consideration of S\$2,089,733.60 (i.e. S\$0.20 per Share), subject to the completion of the Offer.

The Offeror has also received the Undertakings Not to Sell and the Voting Pact Undertakings from certain shareholders as set out in Sections 5 and 6 in the Letter to Shareholders of this Offer Document.

As at the Latest Practicable Date, save as disclosed in this Offer Document, there is no agreement, arrangement or understanding between (a) any of the Offeror and parties acting in concert with the Offeror, and (b) any of the Directors or any other person, in connection with or conditional upon the outcome of the Offer or otherwise connected with the Offer.

1.6 Encumbrances.

As security for the financing extended by Eurasia Financials Pte. Ltd. and Phillip Securities Pte. Ltd. to the Offeror for the purpose of financing the Offer, the Offeror has agreed to charge all present and future rights, title and interest in and to all 44,584,556 Shares of the Offeror's Shares (including all rights, benefits and proceeds in respect of or derived from those Shares), amounting to 41.48% of the total issued share capital of the Company, in favour of Eurasia Financials Pte. Ltd. and Phillip Securities Pte. Ltd.

As at the Latest Practicable Date, save as disclosed in this Offer Document, none of the Offeror and parties acting in concert with the Offeror has, in respect of any Company Securities, (a) granted any security interest over any Company Securities to another person, whether through a charge, pledge or otherwise; (b) borrowed from another person any Company Securities (excluding borrowed Company Securities which have been on-lent or sold); or (c) lent to another person any Company Securities.

1.7 Transfer of Offer Shares.

Pursuant to the Offeror's financing arrangements for the Offer, the Offeror has undertaken to deposit into an escrow account assigned by way of charge to Eurasia Financials Pte. Ltd., such number of Shares (being not less than 29.9% of the total issued share capital of the Company (rounded down to the nearest Share) but not more than 30% of the total issued share capital of the Company) unless otherwise consented to in writing by Eurasia Financials Pte. Ltd. Accordingly, the Offeror will be transferring such number of Offer Shares into the escrow account to fulfil its undertaking to Eurasia Financials Pte. Ltd.

Save as disclosed above, as at the Latest Practicable Date, there is no agreement, arrangement or understanding whereby the Offer Shares acquired pursuant to the Offer will or may be transferred to any other person. The Offeror, however, reserves the right to transfer any of the Offer Shares to its shareholders or any of its related corporations."

11. DIRECTORS' INTERESTS

Details of the Directors including, *inter alia*, the Directors' direct and deemed interests in the Offeror Securities and the Company Securities as at the Latest Practicable Date are set out in **Appendix II** to this Circular.

LETTER TO SHAREHOLDERS

12. ADVICE AND RECOMMENDATION IN RESPECT OF THE OFFER

12.1 General

Asian Corporate Advisors Pte. Ltd. has been appointed as the independent financial adviser in accordance with the Code to advise the Independent Directors in respect of the Offer.

Shareholders should read and consider carefully the key considerations relied upon by the IFA in arriving at its advice to the Independent Directors, in conjunction with, and in the context of the full text of the IFA Letter before deciding whether or not to accept or reject the Offer.

12.2 Advice of the IFA to the Independent Directors on the Offer

The advice of the IFA to the Independent Directors is set out in the IFA Letter which is reproduced in **Appendix I** to this Circular. Taking into consideration the factors set out in the IFA Letter and the information available to the IFA as at the Latest Practicable Date, and subject to the qualifications and assumptions set out in the IFA Letter, the IFA has given its advice to the Independent Directors as set out in paragraph 9 of the IFA Letter.

The following are extracts from paragraph 9 of the IFA Letter and should be read in conjunction with, and interpreted in, the full context of the IFA Letter. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the IFA Letter, unless otherwise stated.

“9. OPINION

.....

*In summary, having regard to our analysis and the consideration in this Letter (including, inter alia, its limitation and constraints) and after having considered carefully the information available to us and based on market, economic and other relevant considerations prevailing as at the Latest Practicable Date, and subject to our terms of reference, as well as the representation and confirmation from the Directors, we are of the opinion that, in the absence of an alternative offer, the financial terms of the Offer is, on balance, **NOT FAIR and NOT REASONABLE**.*

For the purposes of evaluation of the Offer from a financial point of view, we have adopted the approach that the term “fair and reasonable” comprises two distinct concepts:

- (i) Whether the Offer is “fair” relates to the value of the offer price which is based strictly on the evaluation of the Offer Price (i.e. by, inter alia, looking at the financial or fundamental analysis of the Offer Price as set out in this Letter and based on information known to us or which is publicly available).*
- (ii) Whether the Offer is “reasonable”, after taking into consideration other circumstances surrounding the Offer and the Company or the Group, which we consider relevant (being both quantitative and qualitative factors available and made known to us).*

*We consider the financial terms of the Offer, on balance to be **NOT FAIR** from a financial point of view after considering, inter alia, the analysis and considerations in this Letter (including its limitation and constraints) and after taking into consideration the rationale for the Offer and the Offeror’s intention (Sections 7 and 8 of the Offer Document respectively) to maintain the listing status as well as other matters as described in this Letter. The following factors are significant for the Offer:-*

- (i) Whilst the Group was loss making during the period reviewed (being FP2023 to FY2025), it should be noted that the Group’s negative EBITDA, loss before tax and net loss after tax attributable to equity owners of the Company have reduced (or improved) substantially over the period reviewed. In addition, the Group’s financial position (in terms of ratios of total liabilities to shareholders’ equity, and total borrowings to shareholders’ equity) are generally more favourable than the Selected Comparable Companies.*

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- (ii) *The Offer Price represents discounts of approximately 28.3% and 17.4% from the Group's NAV and NTA per Share as at 31 March 2025 respectively. In addition, the Offer Price as adjusted for the Group's Net Cash per Share, represents discounts of approximately 28.8% and 17.7% from the Group's ex-cash NAV and NTA per Share respectively.*
- (iii) *Unfavourable comparisons against Selected Non-Privatisation MGO Transactions. We note that the implied discounts of approximately 23.1%, and 15.3% from the last transacted price for Shares as at the Last Undisturbed Trading Day and the VWAP for the Shares for the 1-month period prior to the Last Undisturbed Trading Day, respectively, are less favourable when compared to both the median and the simple average for the Selected Non-Privatisation MGO Transactions. Further, the implied premia of approximately 2.0% and 2.6% over the VWAP for the Shares for the 6-month and 12-month periods respectively prior to the Last Undisturbed Trading Day are less favourable than the simple average for the Selected Non-Privatisation MGO Transactions. In addition, the valuation of the Group as implied by the Offer Price in terms of the average of the premia/discounts for the Offer is less favourable when compared to the Selected Non-Privatisation MGO Transactions for the various periods reviewed. Likewise, the implied discounts for the various historical periods prior to the Last Trading Day (as set out in Section 10 of the Offer Document) are significantly worse off and less favourable than both the median and the simple average for the Selected Non-Privatisation MGO Transactions.*
- (iv) *Unfavourable comparison against the Placement in terms of comparison against the historical price, and the Proposed Rights Issue in terms of comparison of absolute nominal value of the Rights Issue Price versus the Offer Price; the discount from the last transacted price as implied by the Rights Issue Price vis-à-vis the discount from the last transacted price as implied by the Offer Price; and the implied P/NTA ratios.*
- (v) *Unfavourable comparison against the valuation of the Selected Comparable Companies after considering, inter alia, the Group's valuation in terms of P/NAV and P/NTA ratios (as implied by the Offer Price, the Group's NAV and/or NTA per Share as at 31 March 2025) are significantly lower than both the median and the simple average for the Selected Comparable Companies which we have assessed in conjunction with the fact that notwithstanding the Group's financial performance is generally less favourable as compared to the two profitable Selected Comparable Companies, its financial position is generally better than the Selected Comparable Companies.*
- (vi) *The Offer Price is at significant discounts from the Estimated Values per Share.*

*We consider the financial terms of the Offer, on balance to be **NOT REASONABLE** from a financial point of view after considering, inter alia, the analysis and the considerations in this Letter (including its limitation and constraints), after taking into consideration other matters as well as the rationale for the Offer and the Offeror's intention (Sections 7 and 8 of the Offer Document respectively) to maintain the listing status. The following factors which are a summary of our analysis are significant for the Offer:-*

- (i) *In general, the Offer Price is not favourable as compared to the historical prices for the Shares considering, inter alia: (a) the implied discounts of approximately 23.1%, 15.3%, and 43.5% from the last transacted price for Shares as at the Last Undisturbed Trading Day and the VWAP for the Shares for the 1-month and 24-month periods prior to the Last Undisturbed Trading Day respectively; (b) the small implied premia of approximately 1.5%, 2.0%, and 2.6% over the VWAP for the Shares for the 3-month, 6-month and 12-month periods prior to the Last Undisturbed Trading Day respectively; and (c) the implied discounts of approximately 71.0%, 65.9%, 65.0%, 57.5%, and 51.5% from the last transacted price as at the Last Trading Day prior to the Offer Announcement Date and the VWAP for 1-month, 3-month, 6-month, and 12-month periods prior to the Last Trading Day respectively.*

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- (ii) *The Offer Price is significantly and consistently lower than the prices at which Shares were traded in the market subsequent to, inter alia, the First Announcement and up to the Latest Practicable Date. The Offer Price represents a significant discount of approximately 66.7% from the last transacted price for the Shares of S\$0.600 on the SGX-ST on 3 September 2025, being the Latest Practicable Date*
- (iii) *Directors' opinion and confirmation that as at the Latest Practicable Date, inter alia, (a) the Group and the Company are able to continue as going concerns based on the factors mentioned in Section 7.1 of this Letter; (b) the carrying amounts of the Group's PPE, right-of-use assets, and intangible assets, as well as the fair value of the derivative put option as at 31 March 2025 were appropriate; (c) no expected credit losses were expected and recognised as at 31 March 2025 on those receivables, refundable deposits for acquisition and the Group's supplier, prepayments made to a vendor which are the subjects of the Disclaimer of Opinion; and (d) the carrying values and classification of the balances mentioned in (c) above were appropriate as at 31 March 2025, and no adjustments might have been necessary.*

ACA's Recommendation on the Offer

Based on our assessment of the financial terms of the Offer as set out above, we advise the Independent Directors that they should recommend Shareholders to REJECT the Offer. For Shareholders who wish to realise their Shares, to sell their Shares in the open market as the transacted prices for the Shares during, inter alia, the period commencing on the Market Day immediately after the First Announcement Date to the Latest Practicable Date were substantially higher than the Offer Price.

Shareholders should also be aware and note that there is no assurance that the price and trading volume of the Shares will remain at current levels after the close of the Offer, and the current price performance and trading volume of the Shares is not indicative of the future price performance or trading levels of the Shares. The price and trading volume of the Shares are subject to, inter alia, the performance and prospects of the Company, prevailing economic conditions, economic outlook and stock market conditions and sentiments.

Accordingly, our advice on the Offer does not and cannot take into account future trading activities or patterns or price levels that may be established for the Shares after the Latest Practicable Date since these are governed by factors beyond the ambit of our review and also, such advice, if given, would not fall within our terms of reference in connection with the Offer.

Matters to highlight

We would also wish to highlight the following matters which may affect the decisions or actions of Shareholders:—

1. *If the Shareholders are considering selling their Offer Shares in the open market, they should be aware that the current market prices and trading volumes for the Shares may have been affected by the Offer and may not be maintained at current levels when the Offer closes. In addition, opportunities to realise the Offer Shares in the open market may be restricted or limited by the lack of liquidity for the Shares (as observed during the historical periods under review, being 9 January 2023 to the Latest Practicable Date).*
2. *As stated in the Offer Document, the Offer is unconditional in all respects. The Offer Price of S\$0.20 for each Offer Share is final and the Offeror does not intend to increase the Offer Price, save that the Offeror reserves the right to revise the terms of the Offer in accordance with the Code if a competitive situation arises.*

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3. *Whilst the possibility of a higher offer from a third party cannot be ruled out, as at the Latest Practicable Date, we are not aware of any publicly available evidence of an alternative offer for the Shares. Shareholders should note that the likelihood of an alternative takeover is remote in view that as at 25 August 2025 (being the latest practicable date of the Offer Document), the Offeror and its Concert Parties owned, controlled or have agreed to acquire (including by way of valid acceptances of the Offer) an aggregate of 64,693,202 Shares, representing approximately 60.18% of the total number of issued Shares.*
4. *Whilst the Offer may present an opportunity for the Shareholders to realise their entire investment for cash in view of the low liquidity of the Shares (in terms of number of Shares traded on daily basis and frequency of trading) during the periods observed prior to the Last Undisturbed Trading Day, the Offer Price is in general at a significant discount from the historical traded prices or VWAP for the Shares after the First Announcement Date to the Latest Practicable Date.*
5. *The Directors confirmed that, to the best of their knowledge, as at the Latest Practicable Date and save for matters disclosed in the Circular, this Letter, the Group's audited consolidated financial statements for FY2025 and the Company's announcements on the SGXNET, there has been no material changes to the Group's assets and liabilities, financial position, condition and performance.*
6. *The Auditors have issued the Disclaimer of Opinion in respect of the audited financial statements for the Group for FY2025. Our scope does not require us and we have not evaluated nor commented on the basis of the Disclaimer of Opinion as well as the recoverability of, inter alia, certain receivables, refundable deposits for acquisition and the Group's supplier, prepayments made to a vendor and the ability of the Group and Company to continue as going concerns as well as the appropriateness of the carrying amounts of certain balance sheet items of the Group which are mentioned in the Disclaimer of Opinion.*
7. *Our scope does not require us and we have not made any independent evaluation of the Group (including without limitation, market value or economic potential) or appraisal of the Group's assets and liabilities (including without limitation, property, plant and equipment, intangible assets, derivative instrument and inventories) or contracts entered or are about to be entered by the Company or the Group, and we have not been furnished with any such evaluation and appraisal in respect of assets and liabilities (if any) held or contracts entered or are about to be entered into by the Group.*

With respect to such valuation, we are not experts in the evaluation or appraisal of assets and liabilities (including without limitation, property, plant and equipment, intangible assets, derivative instrument and inventories) including, inter alia, where applicable, the contracts that the Group has embarked upon or are about to embark upon and have relied on the opinion of the Directors and the financial statements (audited and unaudited), where applicable for the assessment.

Limitations

It is also to be noted that as trading of the Shares is subject to possible market fluctuations and accordingly, our advice on the Offer does not and cannot take into account the future trading activities or patterns or price levels that may be established for the Shares since these are governed by factors beyond the ambit of our review, and also such advice, if given, would not fall within our terms of reference in connection with the Offer.

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For our opinion and recommendation, we have not had regard to the general or specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints or plans of any individual Shareholder, or group of Shareholders. As different Shareholders or groups of Shareholders would have different investment profiles and objectives, we would advise Independent Directors to recommend that any individual Shareholder or group of Shareholders who may require advice in the context of his specific investment portfolio, including his investment in the Company, should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately with respect to the Offer."

12.3 Independence of Directors

Dr. Tan Khee Giap, Mr. Siow Chee Keong, and Mr. Furler Luke Anthony are regarded as independent for the purposes of the Offer and are required to make a recommendation to Shareholders in respect of the Offer.

Mr. Sun Quan, the Joint Chairman and Joint Chief Executive Officer of the Company, is the sole director of the Offeror and the sole shareholder of the Offeror, holding a direct interest of 100% in the Offeror. Accordingly, Mr. Sun Quan is considered a person acting in concert with the Offeror for the purposes of the Offer and would face an irreconcilable conflict of interest in making any recommendation on the Offer to the shareholders of the Company.

Mr. Qiu Peiyuan, the Joint Chairman and Joint Chief Executive Officer of the Company, holds 189,600 Shares and has a deemed interest in 1,000,000 Shares as at the Latest Practicable Date as disclosed in paragraph 5.5 of **Appendix II** to this Circular. Mr Qiu Peiyuan has provided a voting pact undertaking to the Offeror to, *inter alia*, act in concert with the Offeror and its joint offerors (if any) and therefore take all such actions and do all such things necessary to assist the Offeror and its joint offerors (if any) to facilitate the Offer. Accordingly, Mr. Qiu Peiyuan is considered a person acting in concert with the Offeror for the purposes of the Offer and would face an irreconcilable conflict of interest in making any recommendation on the Offer to the shareholders of the Company.

Consequent to the above, the SIC had ruled that Mr. Sun Quan and Mr. Qiu Peiyuan will be exempted from making and assuming any responsibility for any recommendation to Shareholders in respect of the Offer. Mr. Sun Quan and Mr. Qiu Peiyuan must, however, still assume responsibility for the accuracy of facts stated in the documents which the Company sends to its Shareholders in connection with the Offer.

As such, all the Directors (including, for the avoidance of doubt, Mr. Sun Quan and Mr. Qiu Peiyuan) are jointly and severally responsible for the accuracy of facts stated, opinions expressed, and completeness of the information given by the Company to Shareholders on the Offer, including information contained in documents, announcements and/or advertisements issued by or on behalf of the Company in connection with the Offer.

12.4 Recommendation of the Independent Directors in respect of the Offer

The Independent Directors, having considered carefully the terms of the Offer and the advice given by the IFA to the Independent Directors as set out in the IFA Letter (in particular, the relevant factors that the IFA highlighted in paragraphs 7, 8, and 9 of the IFA Letter), **CONCUR** with the advice of the IFA in respect of the Offer. The advice of the IFA is set out in **Section 12.2** of this Circular and the IFA Letter.

Accordingly, the Independent Directors recommend the Shareholders to **REJECT** the Offer.

LETTER TO SHAREHOLDERS

Shareholders are urged to read the terms and conditions of the Offer Document carefully. Shareholders are also urged to read and consider carefully the recommendation of the Independent Directors and the IFA Letter set out in Appendix I to this Circular in their entirety before deciding whether to accept or reject the Offer. Shareholders should note that the IFA's advice to the Independent Directors and the recommendation of the Independent Directors in respect of the Offer should not be relied upon by any Shareholder as the sole basis for deciding whether or not to accept the Offer.

Shareholders should note that the trading of the Shares are subject to, inter alia, the performance and prospects of the Group, prevailing economic conditions, economic outlook and stock market conditions and sentiments. Accordingly, the advice by the IFA on the Offer does not and cannot take into account future trading activities or patterns or price levels that may be established for the Shares after the Latest Practicable Date since these are governed by factors beyond the ambit of the IFA's review.

In rendering the above advice and making the above recommendation, the IFA and the Independent Directors have not had regard to the general or specific investment objectives, financial situation, tax status or position, risk profiles or unique needs and constraints and circumstances of any individual Shareholder or group of Shareholders. **As each Shareholder or group of Shareholders would have different investment objectives and profiles, the Independent Directors, as advised by the IFA, recommend that any individual Shareholder or group of Shareholders who may require specific advice in relation to his/her investment objectives or portfolio, including his/her investment in the Company, should consult his/her stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.**

13. ELECTRONIC DESPATCH OF THE CIRCULAR

In line with the public statements issued by the SIC dated 6 May 2020, 29 September 2020 and 29 June 2021 on the electronic despatch of take-over documents under the Code, **no printed copies of this Circular will be despatched to the Shareholders.**

Instead, this Circular has been despatched electronically to the Shareholders through publication on the respective websites of the SGX-ST and the Company. In connection with the electronic despatch of this Circular, the hardcopy notification with instructions on how the Shareholders can locate this Circular electronically (the “**Notification**”) will be despatched by ordinary post to the Shareholders.

An electronic copy of this Circular is available on the website of the SGX-ST at <http://www.sgx.com> and on the website of the Company at <https://ascentbridge.com/investor-relations.html>.

Shareholders may also obtain printed copies of this Circular by submitting a request to the Company by email to enquiry@ascentbridge.com.

14. OVERSEAS SHAREHOLDERS

14.1 Availability of the Offer to Overseas Shareholders

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

Overseas Shareholders should refer to paragraph 13 of the Offer Document, extracts of which are reproduced in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated.

“13. OVERSEAS SHAREHOLDERS

13.1 Overseas Shareholders. *The availability of the Offer to Overseas Shareholders may be affected by the laws of the relevant overseas jurisdictions. Accordingly, any Overseas Shareholder should inform himself about and observe any applicable legal requirements, and exercise caution in relation to the Offer, as this Offer Document has not been reviewed by any regulatory authority in any overseas jurisdiction. Where there are potential restrictions on sending this Offer Document, the Notification Letter, the Acceptance Forms to any overseas jurisdiction, the Offeror and CICF reserve the right not to send this Offer Document, the Notification Letter, the Acceptance Forms to any overseas jurisdiction.*

For the avoidance of doubt, the Offer is made to all Shareholders holding Offer Shares, including those to whom the Offer Document, the Notification Letter and the Acceptance Forms have not been, or will not be, sent.

Copies of this Offer Document, the Notification Letter, the Acceptance Forms and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable and regulations) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction, and the Offer will not be capable of acceptance by any such use, means, instrumentality or facility.

This Offer Document, the Notification Letter and Acceptance Forms shall not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Offer Document, the Notification Letter and Acceptance Forms in any jurisdiction in contravention of applicable law. The release, publication or distribution of this Offer Document, the Notification Letter and Acceptance Forms in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Offer Document, the Notification Letter and Acceptance Forms are released, published or distributed should inform themselves about and observe such restrictions.

13.2 Copies of the Notification Letter and Acceptance Forms. *Shareholders (including Overseas Shareholders) may (subject to compliance with applicable laws) obtain electronic copies of the Notification Letter (including the FAA and the FAT) and any related documents from the website of the SGX-ST at www.sgx.com. Subject to compliance with applicable laws, any affected Overseas Shareholder may nonetheless obtain printed copies of the Notification Letter (including the FAA and the FAT) and any related documents during normal business hours and up to the Closing Date, from (a) CDP (if it/he/she is a Depositor); or (b) the Share Registrar (if it/he/she is a scrip holder).*

LETTER TO SHAREHOLDERS

Overseas Shareholders may find the address, telephone number and email address of CDP and the Share Registrar below:

The Central Depository (Pte) Limited	Boardroom Corporate & Advisory Services Pte. Ltd.
Tel: +65 6535 7511 Email: asksgx@sgx.com	1 Harbourfront Avenue, #14-07 Keppel Bay Tower Singapore 098632 Tel: +65 6536 5355

Alternatively, an affected Overseas Shareholder may subject to compliance with applicable laws, write to the Offeror through (a) CDP (if it/he/she is a Depositor) at asksgx@sgx.com, or (b) the Share Registrar (if it/he/she is a scrip holder) at the above-stated address to request for the Notification Letter (including the FAA and the FAT) and any related documents to be sent to an address in Singapore by ordinary post at its/his/her own risk, up to five (5) Market Days prior to the Closing Date.

13.3 Overseas Jurisdiction. It is the responsibility of an Overseas Shareholder who wishes to (a) request for the Notification Letter, the FAA and/or the FAT, or (b) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror, its related corporations, CICF, CDP, the Share Registrar and any person acting on their behalf shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments as the Offeror, its related corporations, CICF, CDP, the Share Registrar and/or any person acting on their behalf may be required to pay. In (a) requesting for the Notification Letter, the FAA and/or the FAT and any related documents, and/or (b) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror and CICF that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all the necessary formalities or legal requirements.

Any Overseas Shareholder who is in doubt about his position should consult his professional adviser in the relevant jurisdiction.

13.4 Notice. The Offeror and CICF each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or notice and if necessary, paid advertisement in a daily newspaper published or circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder (including an Overseas Shareholder) to receive or see such announcement, notice or advertisement."

14.2 Copies of Circular

Where there are potential restrictions on sending the Notification and/or any related documents to any overseas jurisdictions, the Company reserves the right not to send the Notification and/or any related documents to such overseas jurisdictions. Any affected Overseas Shareholder may, nevertheless (subject to compliance with applicable laws), download a copy of this Circular from the website of the SGX-ST at <http://www.sgx.com>.

LETTER TO SHAREHOLDERS

15. INFORMATION RELATING TO CPFIS INVESTORS AND SRS INVESTORS

Paragraph 14.3 of the Offer Document sets out information pertaining to CPFIS Investors and SRS Investors, extracts of which are reproduced below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated.

“14.3 Information Pertaining to CPFIS Investors and SRS Investors. *CPFIS Investors and SRS Investors should receive further information on how to accept the Offer from their respective CPF Agent Banks and SRS Agent Banks. CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice. CPFIS Investors and SRS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks and SRS Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks, which may be earlier than the Closing Date. CPFIS Investors and SRS Investors will receive the Offer Price payable in respect of their Offer Shares validly tendered in acceptance of the Offer through appropriate intermediaries in their respective CPF investment accounts and SRS investment accounts.”*

16. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders may accept the Offer in respect of all or any part of their holdings of Shares. Shareholders **who wish to accept the Offer** must do so no later than **5:30 p.m. (Singapore time) on 30 September 2025** or such later date(s) as may be announced from time to time by or on behalf of the Offeror. Please refer to Appendix B of the Offer Document, which sets out the procedures for the acceptance of the Offer.

Shareholders who do not wish to accept the Offer need not take any further action in respect of the Offer Document, the FAA and/or the FAT.

17. DIRECTORS' RESPONSIBILITY STATEMENT

Save for the recommendation of the Independent Directors to the Shareholders set out in **Section 12.4** of this Circular which is the sole responsibility of the Independent Directors, the Directors (including those who may have delegated detailed supervision of the preparation of this Circular) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Circular (excluding those relating to the Offeror, parties acting in concert or deemed to be acting in concert with the Offeror, the Offer, and in **Appendix I** to the Offeree Circular for which the IFA has taken responsibility) are fair and accurate, and that no material facts have been omitted from this Circular, the omission of which would make any statement in this Circular (excluding those relating to the Offeror, parties acting in concert or deemed to be acting in concert with the Offeror, the Offer, and in **Appendix I** to the Offeree Circular for which the IFA has taken responsibility) misleading.

In respect of the IFA Letter, the sole responsibility of the Directors has been to ensure that the facts stated therein with respect to the Company are, to the best of their knowledge and belief, fair and accurate in all material respects.

Where any information in this Circular has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation, the Offer Announcement, the Offer Document, the Offer Document Dissemination Announcement, any other announcements made by or on behalf of the Offeror and the IFA Letter), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately and correctly reflected or reproduced in this Circular in its proper form and context.

The Directors jointly and severally accept full responsibility accordingly.

LETTER TO SHAREHOLDERS

18. ADDITIONAL INFORMATION

The attention of the Shareholders is also drawn to the Appendices which form part of this Circular.

Yours faithfully

For and on behalf of the Board of Directors of
ASCENT BRIDGE LIMITED

Dr Tan Khee Giap
Lead Independent Director

**LETTER FROM ASIAN CORPORATE ADVISORS PTE. LTD. TO THE
INDEPENDENT DIRECTORS OF ASCENT BRIDGE LIMITED**

ASIAN CORPORATE ADVISORS PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No: 200310232R)

160 Robinson Road #21-05
SBF Center
Singapore 068914

The Independent Directors (as hereinafter defined)
Ascent Bridge Limited
3 Temasek Boulevard
#03-300/301 Suntec City Mall
Singapore 038983

16 September 2025

MANDATORY UNCONDITIONAL GENERAL OFFER BY CAPSTONE INVESTMENT CORPORATE FINANCE PTE. LTD. (“CICF”) FOR AND ON BEHALF OF MONTELION GLOBAL HOLDINGS PTE. LTD. (THE “OFFEROR”) TO ACQUIRE ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF ASCENT BRIDGE LIMITED (THE “COMPANY”) OTHER THAN THOSE ALREADY OWNED OR CONTROLLED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT

Unless otherwise defined or where the context otherwise requires, all terms used herein shall have the same meanings as defined in the circular dated 16 September 2025 (the “Circular”) issued by the Company.

1. INTRODUCTION

On 12 August 2025, (the “**Offer Announcement Date**”), CICF announced, for and on behalf of the Offeror (the “**Offer Announcement**”) that it intends to make a mandatory unconditional cash offer (the “**Offer**”) for all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of the Company (excluding treasury Shares) other than those already owned or controlled by the Offeror and parties acting in concert with it (including the Concert Parties (as defined in the Circular)) (the “**Offer Shares**”) at S\$0.20 per Offer Share (the “**Offer Price**”), in accordance with section 139 of the Securities and Futures Act 2001 of Singapore (the “**SFA**”) and Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”), as a consequence of the acquisition by the Offeror of 34,334,556 Shares (the “**Sale Shares**”) from MTBL Global Fund (In Official Liquidation) by way of a married deal at S\$0.20 per Sale Share (the “**Acquisition**”).

On 2 September 2025, CICF announced, for and on behalf of the Offeror, that the notification containing the instructions for the electronic retrieval of the offer document dated 2 September 2025 containing the full terms and conditions of the Offer (the “**Offer Document**”) and its related documents have, on the same date, been despatched to shareholders of the Company (the “**Shareholders**”) together with the relevant forms for acceptance as defined in the Offer Document (“**Acceptance Forms**”).

Asian Corporate Advisors Pte. Ltd. (“**ACA**”) has been appointed as the independent financial adviser (the “**IFA**”) to advise the directors of the Company (the “**Directors**”), who are regarded as independent for the purpose of making a recommendation to the Shareholders in respect of the Offer (the “**Independent Directors**”). We note from the Circular that the Independent Directors comprise Dr. Tan Khee Giap, Mr. Siow Chee Keong and Mr. Furler Luke Anthony.

APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS

This letter (the “**Letter**” or “**IFA Letter**”) and any other documents, which may be issued by ACA, in respect of the Offer, for the purpose of revising, amending or supplementing or updating (as the case may be) and setting out, *inter alia*, our views and evaluation of the financial terms of the Offer and our recommendations thereon, will form part of the Circular providing, *inter alia*, details of the Offer and the recommendations of the Independent Directors with regards to the Offer. Unless otherwise defined or where the context otherwise requires, the definitions used in the Circular shall apply throughout this Letter. Certain figures and computations as enumerated or set out in this Letter are based on approximations and their accuracies are subjected to rounding.

2. TERMS OF REFERENCE

ACA has been appointed to advise the Independent Directors on the financial terms of the Offer and whether the Shareholders should accept or reject the Offer in compliance with the provisions of the Code. We do not warrant the merits of the Offer other than to form a view, for the purposes of Rule 7.1 and 24.1 (b) of the Code, as to whether the financial terms of the Offer are fair and reasonable. We have confined our evaluation strictly and solely on the financial terms of the Offer and have not taken into account the commercial risks and/or merits (if any) of the Offer or its strategic merits or the future prospects of the Company and its subsidiaries (collectively, the “**Group**”) including, *inter alia*, the contracts and/or project(s) that the Company and the Group have embarked upon or are about to embark upon or the comparison with other deals involving the issued and paid up Shares or the investments made by the Company or the timing or the time extended for the Offer. Such evaluation or comment remains the responsibility of the Directors and the management of the Company (the “**Management**”) although we may draw up on their views or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our view as set out in this Letter.

We were not requested or authorised to solicit, and we have not solicited, any indications of interest from any third party with respect to the Offer Shares or assets or businesses or investments of the Group. We are therefore not addressing the relative merits of the Offer as compared to any alternative transaction that may be available to the Company (or the Shareholders), or as compared to any alternative offer that might otherwise be available in the future.

In addition, we do not express any views or opinions on the legality of the Offer or all other matters pertaining to the Offer or documents for the Offer (the Circular), *inter alia*, the mechanism or the processes of acceptances, its eligibility or validity or other alternatives (if any) or the sufficiency of information or any undertakings provided or, where applicable, rights of compulsory acquisition under the Companies Act 1967 of Singapore (the “**Act**” or the “**Companies Act**”), or the requirement for a forecast or prospect statement or its contents pursuant to the Code. Our scope does not include determining the independence of the Independent Directors for the purpose of making the recommendation in respect of the Offer.

In the course of our evaluation, we have held discussions with the Directors and the Management, and have examined and relied on publicly available information collated by us as well as information provided and representations made to us, both written and verbal, by the Directors and the Management, including information contained in the Circular. We have not independently verified such information but have made such enquiries and used our judgement as we deemed necessary on such information and have found no reason to doubt the accuracy and the reliability of the information used for the purposes of our evaluation. Accordingly, we cannot and do not expressly or impliedly represent or warrant, and do not accept any responsibility for, the accuracy or completeness or adequacy of such information or the manner it has been classified or presented or the basis of any valuations which may have been included in the Circular or announced by the Company.

We have relied upon the assurance of the Directors and the Management that all statements of fact, belief, opinion, and intention made by the Directors and the Management in the Circular and this Letter, have been reasonably made after due and careful enquiry. Accordingly, no representation or warranty, expressed and implied, is made and no responsibility is accepted by us concerning the accuracy or completeness or adequacy of such information or statements of facts or belief or opinion or intention.

Our evaluation is based solely on publicly available information and other information provided by the Company as well as the economic and market conditions prevailing as at 3 September 2025 (the

APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS

“**Latest Practicable Date**”) and therefore does not reflect expected financial performance after the financial year ended 31 March (“**FY**” or “**FYE**”) 2025 (“**FY2025**”) for the Company and the Group.

Accordingly, we have not commented on or assessed the expected future performance or prospects of the Company or the Group (including their ability to continue as going concerns) or the Shares, irrespective of the outcome of the Offer. Under our scope and terms of reference, we are neither required nor able to discuss, comment, opine, or advise on the Group’s financial performance, position and conditions or its ability to continue as a going concern after 31 March 2025 or after the completion or close of the Offer. We are therefore not expressing any view herein as to the returns that the Shareholders may have owing the Shares upon completion of or close of the Offer, or on the future financial performance of the Company or the Group or the plans (if any) that the Offeror may have for the Company.

Our evaluation and opinion and recommendation do not and cannot take into account future or prospective performance of the Company or the Group, and neither are we responsible for it. Accordingly, estimates or analysis or evaluation of the merits of the Company or the Group or the Shares in this Letter are necessarily limited and we do not warrant or represent that it is complete or in entirety.

Our scope does not require us and we have not made any independent evaluation or appraisal of any of the Group’s assets and liabilities (including without limitation, property, plant and equipment, intangible assets, derivative instrument and inventories) or contracts entered into or to be entered into by the Group (where applicable), and we have not been furnished with any such evaluation and appraisal in respect of assets and liabilities (if any) held or contracts entered into or to be entered into by the Group.

The auditors of the Company (the “**Auditors**”), which is named in the Company’s Annual Report for FY2025 (the “**AR2025**”), have issued a disclaimer of opinion (the “**Disclaimer of Opinion**”) in respect of the audited financial statements for the Group for FY2025 and the basis for the said Disclaimer of Opinion are, *inter alia*, (a) opening balances; (b) impairment assessments of the Group’s property, plant and equipment, right-of-use assets, intangible assets and derivative instruments; (c) expected credit losses on the Group’s amount due from a related party, deposits and prepayment; (d) expected credit losses on the Company’s amounts due from subsidiary corporations; and (e) material uncertainty on the Group’s and the Company’s ability to continue as going concerns. Our scope does not require us and we have neither evaluated nor commented on the basis of the Disclaimer of Opinion as well as the recoverability of certain receivables and appropriateness of the carrying amounts of certain balance sheet items of the Group which are mentioned in the Disclaimer of Opinion.

The Directors are of the opinion that the values of the assets and liabilities as well as the financial performance or condition of the Group as reflected in the audited financial statements of the Company and the Group for FY2025 are true and fair. The Directors have also confirmed that to the best of their knowledge, nothing has come to their attention which may render the Group’s audited financial statements for FY2025 to be false or misleading in any material aspect. In addition, the Directors have confirmed that to the best of their knowledge and belief, such information is true, complete and accurate in all respects and that there is no other information or fact, *inter alia*, where applicable the valuation or appraisal of assets or liabilities or investments, contracts or project(s) or agreements that the Group has entered into or embarked upon or are about to embark upon, the omission of which would render those statements or information to be untrue, inaccurate, incomplete or misleading in any material aspect.

The Directors have confirmed that, to the best of their knowledge, as at the Latest Practicable Date and save for matters disclosed in the Circular, this Letter, the Group’s audited financial statements for FY2025, and the Company’s announcements on the SGXNET, there have been no material changes to the Group’s assets and liabilities, financial position, condition and performance.

Our opinion in this Letter is based on economic, market, industry, monetary and other conditions (if applicable) in effect on, and the information provided to us, as of the Latest Practicable Date. Such conditions may change significantly over a relatively short period of time. Accordingly, the bases or assumptions and likewise our views or opinion or recommendation may and do change in the light of

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these developments which, *inter alia*, include general as well as company specific or industry specific conditions or sentiments or factors or levels of acceptances after the Latest Practicable Date. We assume no responsibility to update, revise or reaffirm our opinion in light of any subsequent development after the Latest Practicable Date that may affect our opinion contained herein. Shareholders should further take note of any announcement(s) relevant to their consideration of the Offer which may be released by the Company and/or the Offeror after the Latest Practicable Date.

Likewise, this Letter outlines some of the matters or bases or factors or assumptions which we have used in our assessment. They are by no means exhaustive or a reproduction of all the matters or bases or factors or assumptions etc., which we have used in our assessment.

The Directors have jointly and severally accepted full responsibility, as set out in the Circular, for the truth, accuracy and completeness of the information and representations as provided by the Directors and contained therein. The Directors have confirmed to ACA that all material information including but not limited to plans or prospects or proposals or rationale involving the Offer, or the Company or Group or the transactions stipulated in the Circular or changes to its capital structure, available to them and the Management in connection with the Company, the Group, the Offer, or the Offeror or such other parties has been disclosed to ACA and included in the Circular, that such information is true, complete and accurate in all material respects and that there is no other information or fact including the expected future performance or future growth prospects or plans of the Company or the Group, the omission of which would result in the facts stated and the opinions expressed by the Directors in the Circular to be untrue, inaccurate or incomplete in any respect or misleading. Accordingly, no representation or warranty, expressed or implied, is made and no responsibility is accepted by ACA concerning the truth, accuracy, completeness or adequacy of such information or facts.

In rendering our opinion and giving our recommendation, we have not had regard to the general or specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints of any individual Shareholder. As different Shareholders would have different investment profiles and objectives, we would advise the Independent Directors to recommend that any individual Shareholder who may require advice in the context of his specific investment portfolio, including his investment in the Company, consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

Accordingly, any factor or assumption or basis as well as the relative emphasis on any matter set out in this Letter on the Offer, or the Company or the Group or the Shares which we used or may have used may differ from the relative emphasis accorded by any individual Shareholder or Independent Director, and as such Independent Directors are advised to highlight to Shareholders as well as note for themselves that any reliance on our opinion or view or assessment, is subject to the contents of this Letter and the Circular in its entirety.

Our Letter, opinion, views or recommendation should not be used or relied by anyone for any other purposes and should only be used by the Independent Directors, subject to our terms of reference and the contents of this Letter, as one of the basis for their opinions or views or recommendation. In addition, any references to our Letter as one of the basis for their opinion, views or recommendation, should not be made except with our prior consent in writing and even if made with our prior consent in writing, shall be subject to the contents of this Letter in its entirety, *inter alia*, the matters, conditions, assumptions, limitations, factors, and bases as well as our terms of reference for this Letter.

The Company has been separately advised by its own professional advisers in the preparation of the Circular (other than this Letter). We have had no role or involvement and have not provided any advice, financial or otherwise, in the preparation, review and verification of the Circular (other than this Letter and any extracts thereof set out in the Circular). Accordingly, we take no responsibility for and express no views, expressed or implied, on the contents of the Circular (other than this Letter and any extracts thereof set out in the Circular).

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3. TERMS OF THE OFFER

The principal terms and conditions of the Offer, as extracted from Section 2 of the Offer Document, are set out in italics below. We recommend that Shareholders read the terms and conditions contained therein carefully.

“2. THE OFFER

2.1 *Mandatory Offer.* *As a result of the Acquisition and subject to the terms and conditions set out in this Offer Document, the Offeror hereby makes the Offer to acquire all the Offer Shares in accordance with Section 139 of the SFA and Rule 14 of the Code.*

2.2 *Offer Price.*

<i>For each Offer Share: S\$0.20 in cash</i>

The Offer Price is final and the Offeror does not intend to revise the Offer Price, save that the Offeror reserves the right to revise the terms of the Offer in accordance with the Code if a competitive situation arises.

Offer Shares. *The Offer is extended, on the same terms and conditions, to all the Shares (excluding treasury shares) as at the date of the Offer, other than those Shares already owned or controlled by the Offeror and parties acting in concert with the Offeror (including the Concert Parties).*

2.3 *Rights and Encumbrances.* *The Offer Shares will be acquired:*

- (a) fully paid-up;*
- (b) free from all Encumbrances; and*
- (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto (including any Distributions which may be announced, declared, made or paid thereon by the Company on or after the Offer Announcement Date).*

Accordingly, if any dividend, right, return of capital or other distribution is announced, declared, made or paid by the Company on or after the Offer Announcement Date, the Offeror reserves its right to reduce the Offer Price by the amount of such dividend, right, return of capital or other Distribution in accordance with Section 2.4 below.

2.4 *Adjustment for Distributions.*

Without prejudice to the foregoing, the Offer Price has been determined on the basis that the Offer Shares will be acquired with the right to receive any Distribution that may be declared, paid or made by the Company on or after the Offer Announcement Date.

Accordingly, in the event any Distribution is or has been declared, paid or made by the Company in respect of the Offer Shares on or after the Offer Announcement Date to an Accepting Shareholder, the Offer Price payable to such Accepting Shareholder may be reduced by an amount which is equal to the amount of such Distribution, depending on when the settlement date in respect of the Offer Shares tendered in acceptance of the Offer by the Accepting Shareholder falls, as follows:

- (a) if such settlement date falls on or before the Record Date of such Distribution, the Offer Price for each Offer Share shall remain unadjusted and the Offeror shall pay the Accepting Shareholder the unadjusted Offer Price for each Offer Share, as the Offeror will receive the Distribution in respect of such Offer Share from the Company; or*

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- (b) *if such settlement date falls after the Record Date of such Distribution, the Offer Price for each Offer Share shall be reduced by an amount which is equal to the amount of the Distribution in respect of each Offer Share and the Offeror shall pay the Accepting Shareholder the Adjusted Offer Price for each Offer Share, as the Offeror will not receive the Distribution in respect of such Offer Share from the Company.*

- 2.5 Offer Unconditional.** *As set out in Section 1.1, as at the Offer Announcement Date, the Offeror and parties acting in concert with it (including the Concert Parties) collectively hold or control 60.18% of the voting rights attributable to all Shares (excluding treasury shares) as a result of the Acquisition.*

Accordingly, the Offer is unconditional in all respects.

- 2.6 No Convertible Securities.** *As at the Latest Practicable Date, based on information available to the Offeror, there are no outstanding instruments convertible into, rights to subscribe for, and options or derivatives in respect of, the Shares or securities which carry voting rights in the Company.*

- 2.7 Warranty.** *A Shareholder who tenders his Offer Shares in acceptance of the Offer will be deemed to have unconditionally and irrevocably warranted that he sells such Offer Shares as or on behalf of the beneficial owner(s) thereof, (a) fully paid-up, (b) free from all Encumbrances, and (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date, and thereafter attaching thereto (including the right to receive and retain all dividends, rights, returns of capital and other distributions (if any) which may be announced, declared, made or paid thereon by the Company on or after the Offer Announcement Date).*

- 2.8 Details of the Offer.** *Appendix A to this Offer Document sets out further details on (a) the duration of the Offer; (b) the settlement of the consideration for the Offer; (c) the requirements relating to the announcement of the level of acceptances of the Offer; and (d) the right of withdrawal of acceptances of the Offer.*

- 2.9 Closing Date.** *Except insofar as the Offer may be withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder, the Offer will remain open for acceptances for a period of at least 28 days from the date of posting of this Offer Document.*

Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 30 September 2025. Notice is hereby given that the Offeror will not extend the Offer beyond 5.30 p.m. (Singapore time) on the Closing Date and the Offer will not be open for acceptance beyond 5.30 p.m. (Singapore time) on the Closing Date, save that such notice shall not be capable of being enforce in a competitive situation.

- 2.10 Procedures for Acceptance.** *Appendix B to this Offer Document and the accompanying FAA and/or FAT (as the case may be) set out the procedures for acceptance of the Offer."*

4. INFORMATION ON THE OFFEROR AND ITS CONCERT PARTIES

Information and additional general information on the Offeror and its Concert Parties are set out in Sections 3 and 6, as well as Appendix C of the Offer Document.

5. INFORMATION ON THE COMPANY

Information and additional general information on the Company are set out in Section 4 of and Appendix D to the Offer Document as well as Appendix II to the Circular.

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6. THE RATIONALE FOR THE OFFER, INTENTION OF THE OFFEROR AND THE LISTING STATUS

The rationale for the Offer, the Offeror's intentions and the listing status are set out in Sections 7, 8 and 9 of the Offer Document respectively as well as Sections 5, 6 and 8 of the Circular respectively. We recommend that Shareholders read the relevant Sections of the Offer Document and the Circular carefully and in its entirety.

7. FINANCIAL ASSESSMENT OF THE OFFER

In assessing the terms of the Offer from a financial point of view, we have taken into account the following pertinent factors as well as others in this Letter, which we consider will have a significant bearing on our assessment:

- (i) historical financial performance and position of the Group;
- (ii) the Group's net asset value ("**NAV**") and net tangible assets ("**NTA**");
- (iii) market quotation and trading activities for the Shares;
- (iv) comparison with selected non-privatisation MGO transactions;
- (v) relative valuation analysis; and
- (vi) such other relevant considerations which have significant bearing on our assessment.

These factors are discussed in detail in the ensuing sections.

As at the Latest Practicable Date, we note from Appendix II of the Circular that the Company has an issued and paid-up Share capital of S\$70,966,000 comprising 107,495,877 Shares with no treasury Shares.

As at the Latest Practicable Date, the Company has no outstanding instruments convertible into, rights to subscribe for and options or awards granted under the employee share option scheme or performance share plan of the Company or derivatives in respect of, the Shares or securities carrying voting rights in the Company, and the Company has not entered into any agreement for the issue of such options, awards, derivatives, warrants or other securities which are instruments convertible into Shares or securities carrying voting rights in the Company.

In our assessment of the Offer, we have applied certain valuation ratios for the purposes of evaluating the fairness and reasonableness of the Offer Price. A brief description of such valuation ratios are as follows:—

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|-------|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i) | EV/EBITDA | <p>“EV” or “Enterprise Value” is defined as the sum of a company’s market capitalisation, preferred equity, minority interests, short-term and long-term debts less its cash and cash equivalents. “EBITDA” stands for earnings before interest, taxation, depreciation and amortisation but after share of associates’ and joint ventures’ income but excluding exceptional items.</p> <p>The “EV/EBITDA” multiple is an earnings-based valuation methodology that does not take into account the capital structure of a company as well as its interest, taxation, depreciation and amortisation charges. Therefore, it serves as an illustrative indicator of the current market valuation of the business of a company relative to its pre-tax operating cash flow and performance.</p> |
| (ii) | Price-to-Earnings ratio (“PER”) | <p>The PER is a widely used earnings-based valuation methodology that illustrates the ratio of the current market price of a company’s shares relative to its net earnings per share. Unlike the EV/EBITDA multiple, the PER is based on the net earnings attributable to shareholders after interest, taxation, depreciation and amortisation expenses. As such, the PER is affected by the capital structure of a company, tax position as well as its depreciation and goodwill policies.</p> |
| (iii) | Price-to-NTA (“P/NTA”) | <p>The P/NTA ratio is the ratio of the relevant prices of the shares to the net tangible asset value of the relevant companies. It is an asset-based valuation methodology that illustrates the ratio of the current market valuation of a company relative to its tangible asset backing as measured in terms of its NTA value.</p> <p>The NTA of a company provides an estimate of its value assuming a hypothetical sale of all its tangible assets, the proceeds of which are first used to repay the liabilities and obligations of that company with the balance available for distribution to its shareholders. The NTA-based approach is widely used for valuing the shares of property-based companies as their tangible asset backings are perceived as providing support for the value of their shares.</p> |
| (iv) | Price-to-NAV (“P/NAV”) | <p>The P/NAV ratio is the ratio of the relevant prices of the shares to the net asset value of the relevant companies. It is an asset based valuation methodology that illustrates the ratio of the current market valuation of a company relative to its tangible and intangible asset backing as measured in terms of its NAV value.</p> <p>The NAV of a company provides an estimate of its value assuming a hypothetical sale of all its tangible and intangible assets, the proceeds of which are first used to repay the liabilities and obligations of that company with the balance available for distribution to its shareholders.</p> |

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7.1 HISTORICAL FINANCIAL PERFORMANCE AND POSITION OF THE GROUP

The Group's business profile

The Group is primarily engaged in the distribution of alcoholic beverages and sale of Changchang cards (a digital wallet for payments and money transfers).

On 17 April 2025, the Company announced that it has diversified into the retail of non-tobacco products as a new revenue stream as a result of a strategic partnership entered into with Guizhou Qianfeng Yintong Investment Co., Ltd. for the joint operation of the YiFangHe Mall (a non-tobacco product supply chain platform targeting over 55,000 licensed tobacco retailers in Shenzhen).

The following are extracts from the audited consolidated financial statements of the Group for the 15-month financial period ended 31 March 2023 ("FP2023"), as well as the financial year ended 31 March 2024 ("FY2024"), and FY2025.

Summary of consolidated income statements

Figures in S\$'000 ⁽¹⁾	Audited FY2025	Audited FY2024	Audited FP2023
Revenue	2,060	3,731	3,948
Gross profit	860	1,511	2,340
EBITDA ⁽²⁾	(2,124)	(3,630)	(7,323)
Normalised EBITDA ⁽³⁾	(4,219)	(8,039)	(7,755)
Loss before tax	(3,069)	(4,766)	(8,803)
Normalised loss before tax ⁽³⁾	(5,164)	(9,175)	(9,235)
Loss for the year attributable to owners of the Company	(2,975)	(4,671)	(8,757)

Notes:

- (1) Any discrepancy between the amounts listed and their actual values, or between the sum of the figures stated and the total thereof, is due to rounding.
- (2) EBITDA is calculated with loss before tax, adjusted for depreciation and amortisation, interest income and interest expense.
- (3) Normalised EBITDA or Normalised loss before tax is calculated with EBITDA or loss before tax, adjusted for non-trade and non-recurring items, being, inter alia, gain on de-recognition of contingent consideration, re-measurement of contingent consideration from initial recognition, fair value gain on derivative instrument at FVPL, write-off of prepayments, as well as impairment loss on plant and equipment, intangible assets and goodwill.

(i) Financial performance for FY2025 and FY2024

The Group recorded lower revenue of approximately S\$2.1 million for FY2025 mainly due to the reduction in demand for alcoholic beverages in duty-paid markets (namely Hong Kong, Macau, Cambodia, Korea and Vietnam). However, the Group's gross profit margin improved slightly by approximately 1.2% to approximately 41.7% in FY2025.

The Group recorded loss before tax of approximately S\$3.1 million for FY2025 as compared to a loss before tax of approximately S\$4.8 million for FY2024, due to an overall decline in selling and distribution costs and general and administrative expenses (in line with the decline in revenue), a reduction in fair value gain by S\$4.7 million on derivative instruments (measured at FVPL) and an absence of one-off impairment charges aggregating to S\$7.4 million (recognised in FY2024) on goodwill, intangible assets as well as plant and equipment. This was partially offset by the absence of a one-off gain of S\$4.6 million (recognised in FY2024) on de-recognition of contingent consideration. In the event the non-trade and non-recurring items are excluded, the Group would record a normalised loss before tax of approximately S\$5.2 million and S\$9.2 million for FY2025 and FY2024 respectively.

The Group recorded a loss after tax attributable to equity owners of the Company of approximately S\$3.0 million for FY2025 as compared to a loss after tax attributable to equity owners of the Company of approximately S\$4.7 million for FY2024.

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(ii) Financial performance for FY2024 and FP2023

The Group's revenue declined from approximately S\$3.9 million for FP2023 to approximately S\$3.7 million for FY2024 due to lower liquor sales recorded in USA, Hong Kong and Macau (brought about by aggressive pricing from competitors), which was mitigated by increased sales from trading of assorted liquor (namely cognac and whiskey) and travel retail (via partnerships with Lotte, DFS and JALUX in the Philippines, Vietnam, Malaysia and Thailand).

The Group recorded a loss before tax of approximately S\$4.8 million for FY2024 as compared to approximately S\$8.8 million for FP2023, mainly due to the fair value gain of approximately S\$7.2 million on derivative instrument (measured at FVPL) and the one-off de-recognition of contingent consideration (as mentioned above), partially offset by approximately S\$2.4 million in doubtful debt provision on trade and other receivables and the one-off impairments (as mentioned above). In the event the non-trade and non-recurring items are excluded, the Group's normalised loss before tax would be approximately S\$9.2 million for each of FY2024 and FP2023.

The Group recorded a loss after tax attributable to equity owners of the Company of approximately S\$4.7 million for FY2024 as compared to a loss after tax attributable to equity owners of the Company of approximately S\$8.8 million for FP2023.

Summary of consolidated statements of financial position

Figures in S\$'000 ⁽¹⁾	Audited FY2025
Non-current assets	22,625
Current assets	11,225
Non-current liabilities	763
Current liabilities	3,125
Shareholders' equity	29,962
Net current assets ⁽²⁾	8,100

Notes:

(1) Any discrepancy between the amounts listed and their actual values, or between the sum of the figures stated and the total thereof, is due to rounding.

(2) Net current assets are defined as current assets less current liabilities.

(iii) Assets and liabilities

As at 31 March 2025, the Group's total assets amounted to approximately S\$33.8 million, comprising non-current assets of approximately S\$22.6 million and current assets of approximately S\$11.2 million.

The components of non-current assets are derivative instrument of approximately S\$10.4 million, deposits of approximately S\$6.1 million, intangible assets of approximately S\$3.9 million, other receivables of approximately S\$1.5 million as well as property, plant and equipment of approximately S\$0.7 million.

Current assets consisted of inventories of approximately S\$5.8 million, prepayments and deposits of approximately S\$2.4 million, other receivables of approximately S\$1.5 million, cash and cash equivalents of approximately S\$1.2 million and trade receivables of approximately S\$0.3 million.

We understand from the Management that the extremely high inventory days for FY2025 are due to the inherent nature of the liquor business, whereby products have a long shelf-life and are typically stocked in advance, which amplifies the impact when there is a slowdown in sales (as evidenced by the revenue decline).

As at 31 March 2025, the Group's total liabilities of approximately S\$3.9 million, comprising current liabilities of approximately S\$3.1 million and non-current liabilities of approximately S\$0.8 million. The current liabilities comprised mainly of other payables of approximately S\$1.5 million, loan from third

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party (unsecured, non-interest bearing, and repayable within 6 months from the date of disbursement) and lease liabilities aggregating to approximately S\$1.0 million and trade payables of approximately S\$0.6 million while the non-current liabilities comprised of deferred tax liabilities of approximately S\$0.6 million and lease liabilities of approximately S\$0.2 million.

(iv) Net current assets and shareholders' equity

The Group was in net current assets position of approximately S\$8.1 million as at 31 March 2025.

Equity attributable to owners of the Company amounted to approximately S\$30.0 million as at 31 March 2025, which comprised mainly of Share capital of approximately S\$71.0 million, partially offset by accumulated losses of approximately S\$41.0 million.

Summary of consolidated statements of cash flows

Figures in S\$'000 ⁽¹⁾	Audited FY2025	Audited FY2024	Audited FP2023
Net cash used in operating activities	(3,185)	(6,277)	(11,350)
Net cash used in investing activities	-	(26)	(20,521)
Net cash generated from / (used in) financing activities	3,108	(477)	(739)
Net decrease in cash and cash equivalents	(77)	(6,780)	(32,610)
Cash and cash equivalents at end of the financial year	1,219	1,301	8,078

Notes:

(1) Any discrepancy between the amounts listed and their actual values, or between the sum of the figures stated and the total thereof, is due to rounding.

(v) Net cash flow from operating activities

The Group incurred net cash outflows from operating activities of approximately S\$3.2 million for FY2025, which was attributed to the Group's operating cash outflows before changes in working capital and decline in payables, partially offset by the decrease in receivables and inventories.

The net cash flows generated from financing activities of approximately S\$3.1 million was due to proceeds obtained from borrowings, issuance of placement shares and sale of treasury shares, partially offset by repayment of lease liabilities and share issuance expenses.

As a result of the cash movements above, the Group's net cash and cash equivalents decreased by approximately S\$82.0 thousand (including effect of exchange rate changes) to approximately S\$1.2 million as at 31 March 2025.

(vi) Disclaimer of Opinion

The Auditors of the Company have issued the Disclaimer of Opinion in respect of the audited financial statements for the Group for FY2025 and the basis for the said Disclaimer of Opinion are, *inter alia*, (a) opening balances; (b) impairment assessments of the Group's property, plant and equipment, right-of-use assets, intangible assets and derivative instruments; (c) expected credit losses on the Group's amount due from a related party, deposits and prepayment; (d) expected credit losses on the Company's amounts due from subsidiary corporations; and (e) material uncertainty on the Group's and the Company's ability to continue as going concerns.

In particular for the going concerns, the Auditors drew attention to Note 2.2 to the audited financial statements for FY2025, which indicates that the Group incurred a net loss of approximately S\$3.0 million and a net operating cash outflows of approximately S\$3.2 million for FY2025. Additionally, the Group's and Company's cash and cash equivalents of approximately S\$1.2 million and S\$94.0 thousand as at 31 March 2025 may be insufficient to meet the business requirements and commitments over the next twelve months from the date of the financial statements. These conditions indicate the existence of material uncertainties that may cast significant doubt on the Group's and Company's ability to continue as going concerns.

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Further details on the Disclaimer of Opinion and the relevant notes to the financial statements for the Group for FY2025 are set out in the Group's AR2025.

As stated in Note 2.2 to the Group's audited financial statements for FY2025, the Directors are of the view that the Group and the Company are able to continue as going concerns for the following reasons:

- (a) As disclosed in the Note 35(a) to the financial statements, on 12 August 2025, the Company announced that CICF, for and on behalf of the Offeror and its concert parties, on intention to make a mandatory unconditional general offer to acquire all the Shares, other than those already owned or controlled by the Offeror and parties acting in concert with it at S\$0.20 per Offer Share. The Group is in the process to continue to take steps to complete the Offer; and
- (b) The Offeror has become the controlling Shareholder of the Company on 15 August 2025, holding 44,584,556 Shares which representing shareholding of 41.48% of the Company's issued and paid-up Share capital. The Offeror has agreed with the Company that upon and subject to the completion of the Offer, it will provide a loan to the Company for general working capital purposes and subscribe for the Company's proposed rights issue. These are intended to ensure that the Company has sufficient capital to continue operating as a going concern for the next 12 months to enhance and expand the Group's existing business operations as well as to explore new business opportunities. Accordingly, the Group expects to generate future cash inflows from its business operations.

(vii) Outlook

In the Group's results announcement dated 28 May 2025 for FY2025, the Company stated the following commentary on the significant trends and competitive conditions of the industry in which the Group operates and factors or events that may affect the Group in the next reporting period and the next 12 months:

“

*Following the completion of the Proposed Offer, the Board will re-evaluate the prevailing circumstances and may propose to undertake other fund raising options and plans for the Group which may potentially include a new proposed rights issue (“**Proposed Rights Issue**”) after completion of the Proposed Offer.*

*The Company is desirous of undertaking the Proposed Rights Issue to raise funds to enhance and expand the Group's existing business, operations and initiatives (via organic and inorganic growth), as well as to strengthen the financial position and capital base of the Group. In particular, the Company is desirous of funding the Group's joint venture agreement (“**JVA**”) with Dong Ying Quan Li Quan Wai International Trading Co Ltd (“**QLQW**”). Under the JVA, Ascent Bridge (Hainan) Co. Ltd. has been designated as the joint venture vehicle through which the Group and its partners, including QLQW will collaborate with each other and other potential partners to sell, distribute and supply baijiu in China. QLQW has been appointed to be the global exclusive distributor of Moutai Bulao 125 ml liquor by Kweichow Moutai Winery (Group) Health Wine Co Ltd, a subsidiary of Shanghai Exchange-listed Kweichow Moutai Co Ltd.*

This strategic partnership is expected to provide the Group with a foothold in the distribution of baijiu in China and further support and improve its financial performance. Please refer to the Company's announcement dated 7 February 2024 for more information.

The Board remains cautiously optimistic that, with a portion of the proceeds raised from the Proposed Rights Issue and the execution of the joint venture with QLQW, the Company is poised to achieve steadily sustainable growth by expanding its market share and distribution channels both in China and internationally.

The Group through its subsidiary Shenzhen MTBL Global Technology Co., Ltd. has entered into a strategic partnership with Guizhou Qianfeng Yintong Investment Co., Ltd. to jointly operate the YiFangHe Mall, a non-tobacco product supply chain platform targeting over 55,000 licensed tobacco retailers in Shenzhen. This initiative marks the Group's significant step into China's non-tobacco retail

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segment and is expected to create a new revenue stream while reinforcing the Group's local retail networks.
...”

The Directors confirmed that, to the best of their knowledge, as at the Latest Practicable Date and save for matters disclosed in the Circular, this Letter, the audited financial statements for the Group for FY2025, and the Company's announcements on the SGXNET, there have been no material changes to the Group's assets and liabilities, financial position, condition and performance.

7.2 THE GROUP'S NAV AND NTA

The NAV based approach of valuing a company or group is based on the aggregate value of all the assets of the company or the group in their existing condition, after deducting the sum of all liabilities of the company or the group and minorities' interests (or non-controlling interests). The NAV based approach is meaningful as it shows the extent to which the value of each Share is backed by both tangible and intangible assets and would be relevant in the event that the company or the group decides to realise or convert the use of all or most of its assets. The NAV based approach in valuing a company or group may provide an estimate of the value of a company or a group assuming the hypothetical sale of all its assets (including but not limited to any property, plant and equipment, intangible assets, land use rights, goodwill, trademarks and brand names) in an orderly manner or over a reasonable period of time and at the aggregate value of the assets used in the computation of the NAV, the proceeds of which are used to settle the liabilities, minority interest (or non-controlling interests) and the obligations of the company or the group, with the balance to be distributed to its shareholders. However, the NAV based approach does not take into account the hypothetical sale of assets in a non-orderly manner or over a short period of time. In addition, it does not illustrate the values at which assets may actually be realised or disposed of.

The NTA based approach of valuing a company or group is based on the aggregate value of all the assets of the company or the group in their existing condition, after deducting the sum of all liabilities of the company or the group, minority interests (or non-controlling interests), and intangible assets of the company or the group. The NTA based approach is meaningful as it shows the extent to which the value of each share is backed by tangible assets and would be relevant in the event that the company or the group decides to realise or convert the use of all or most of its assets. The NTA based approach in valuing a company or group may provide an estimate of the value of a company or a group assuming the hypothetical sale of all its assets (other than intangible assets) in an orderly manner over a reasonable period of time at the aggregate value of the assets used in the computation of the NTA, the proceeds of which are used to settle the liabilities, minority interests (or non-controlling interests) and the obligations of the company or the group, with the balance to be distributed to its shareholders. However, the NTA based approach does not take into account or consideration of the presence of any intangible assets including but not limited to (where applicable) goodwill, trademarks and brand names, nor does it take into account of the hypothetical sale of assets in a non-orderly manner or over a short period of time. It does not illustrate the values of which assets may actually be realised or disposed of.

In assessing the Offer Price in relation to the NAV and NTA per Share of the Group as at 31 March 2025, we have reviewed the audited consolidated statement of financial position of the Group as at 31 March 2025 to determine whether there are any assets of an intangible nature and as such would not appear in a valuation based on an NTA approach, but would be included in the NAV approach. Save as disclosed in the audited consolidated statements of financial position of the Group as at 31 March 2025, the Company's announcements on the SGXNET and the Circular, the Directors have confirmed, that as at the Latest Practicable Date, to the best of their knowledge and based on disclosures made available to them, that there are no other intangible assets or tangible assets which ought to be disclosed in such audited consolidated statements of financial position of the Group as at 31 March 2025 in accordance with the Singapore Financial Reporting Standards (International), and which have not been so disclosed and where such intangible or tangible assets would have had a material impact on the overall financial position of the Group as at the Latest Practicable Date.

The Directors have also confirmed that as at the Latest Practicable Date, there were, *inter alia*, no material contingent liabilities, bad or doubtful debts or unrecorded earnings or expenses or assets or liabilities which could have a material impact on the NAV or NTA of the Group as at 31 March 2025, save as disclosed in the audited consolidated financial statements of the Group as at 31 March 2025 and the Circular. In addition, the Directors are of the opinion that save as disclosed in the Circular, the values of the assets (other than those for which valuation has been conducted, where applicable) and liabilities (*inter alia*, trade and other payables) as well as financial performance or condition of the Group as disclosed and reflected in the audited consolidated financial statements of the Group as at 31 March 2025 are true and fair. The Directors further confirmed that, to the best of their knowledge or belief, such information is true, complete and accurate in all respects and that there is no other information or fact or the bases for which the statements were prepared, recorded or disclosed, the omission of which would render those statements or information, including our references, as well as

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analysis of such information to be untrue, inaccurate or incomplete or misleading in any respect.

Audited Statements of Financial Position for the Group as at 31 March 2025⁽¹⁾	S\$'000
<u>Non-current assets</u>	
Property, plant and equipment ("PPE")	679
Intangible assets	3,948
Derivative instrument	10,362
Deposits	6,144
Other receivables	1,492
	22,625
<u>Current assets</u>	
Inventories	5,769
Trade receivables	306
Prepayments and deposits	2,429
Other receivables	1,502
Cash and cash equivalents	1,219
	11,225
<u>Current liabilities</u>	
Trade payables	639
Other payables	1,468
Loan from third party ⁽²⁾	704
Lease liabilities ⁽²⁾	264
Income tax payable	50
	3,125
<u>Non-current liabilities</u>	
Lease liabilities ⁽²⁾	203
Deferred income tax liabilities	560
	763
NAV including non-controlling interest	29,962
Less: non-controlling interests	-
NAV attributable to equity owners of the Company	29,962
Less: Intangible assets	(3,948)
NTA as at 31 March 2025	26,014
NAV per Share (S\$)⁽³⁾	0.279
NTA per Share (S\$)⁽³⁾	0.242
Offer Price (S\$)	0.200
Discount of the Offer Price from the Group's NAV per Share as at 31 March 2025	(28.3)%
Discount of the Offer Price from the Group's NTA per Share as at 31 March 2025	(17.4)%

Notes:

- (1) The figures above are based on the Group's audited consolidated financial statements for FY2025. Any discrepancy between the amounts listed and their actual values, or between the sum of the figures stated and the total thereof, is due to rounding.
- (2) The amounts being loan from third party and lease liabilities are aggregated and disclosed as "Borrowings" in the audited consolidated financial statements for FY2025.
- (3) Figures are computed based on the Company's existing issued Share capital of 107,495,877 Shares as at the Latest Practicable Date.

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From the above table, we note that the Group had NAV and NTA attributable to equity owners of the Company as at 31 March 2025 of approximately S\$30.0 million and S\$26.0 million respectively (or approximately S\$0.279 per Share and S\$0.242 per Share respectively based on the Company's existing issued Share capital as at the Latest Practicable Date). The Offer Price represents discounts of approximately 28.3% and 17.4% from the Group's NAV and NTA per Share as at 31 March 2025 respectively.

The Directors and Management have confirmed to us that, to the best of their knowledge and belief, as at the Latest Practicable Date:

- (i) save as disclosed in the audited financial statements of the Group as at 31 March 2025, the Group's announcements on the SGXNET and the Circular, there have been no known material events that have or will have material impact to the audited financial statements of financial position of the Group since 31 March 2025. In addition, Directors and Management have confirmed that the amounts as stated in the audited financial statements for FY2024 are appropriate;
- (ii) there are no material differences between the estimated market value of the assets and liabilities and their respective book values as at 31 March 2025 which would have a material impact on the NAV and NTA of the Group;
- (iii) the impairment assessment of the Group's assets (covering PPE, right-of-use assets, intangible assets, a derivative instrument, and related cost of investments in subsidiary corporations and amounts due from subsidiary corporations at the Company level) has been properly carried out and the impairment losses as well as the fair value of the derivative instrument have been appropriately recorded. In addition, the carrying amounts of the Group's PPE, right-of-use assets and intangible assets, as well as the fair value of the derivative put option as at 31 March 2025 were appropriate;
- (iv) no expected credit losses were expected and recognised as at 31 March 2025 on (a) an amount due from a related party of approximately S\$2.8 million; (b) a refundable deposit of approximately S\$5.0 million for the acquisition of businesses in Singapore and Malaysia from the vendors; (c) a prepayment of approximately S\$1.5 million made to vendor; and (d) a refundable deposit of approximately S\$1.1 million made to its supplier, despite the fact that these amounts have not been recovered or refunded for some time;
- (v) carrying values and classification of the receivable balances mentioned in (iv) above were appropriate as at 31 March 2025, and no adjustments might have been necessary;
- (vi) the use of the going concern basis of accounting in the preparation of the Company's statements of financial position as at 31 March 2025, as well as the Group's consolidated financial statements and the Company's statement of changes in equity for the financial year then ended, is appropriate after considering the measures and assumption disclosed in Note 2.2 to the financial statements. We note from the audited financial statements that in the event that the Group and the Company are unable to continue as going concerns, adjustments may have to be made to reflect the situation where assets may need to be realised at amounts other than those currently recorded in the statement of financial position. In addition, the Group and the Company may have to provide for further liabilities that might arise and reclassify non-current assets and liabilities, where applicable, as current assets and liabilities, respectively.

Ex-Cash NAV and NTA

The Group's cash and cash equivalents and loan from a third party (unsecured, non-interest bearing, and repayable within 6 months from the date of disbursement) amounted to approximately S\$1.2 million and S\$0.7 million respectively as at 31 March 2025. Other than the said loan from a third party, the Group has no other borrowings. Thus, the Group's cash and cash equivalents less the loan from third party amounted to approximately S\$0.5 million or approximately S\$0.005 on a per Share basis (the "**Net Cash per Share**").

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After deducting the Net Cash per Share from the Group's NAV or NTA attributable to equity owners of the Company per Share as at 31 March 2025, we note that the Group's ex-cash NAV and NTA per Share were approximately S\$0.274 and S\$0.237 respectively. The Offer Price, as adjusted for the Group's Net Cash per Share, represents discounts of approximately 28.8% and 17.7% from the Group's ex-cash NAV and NTA per Share respectively. We note after accounting for cash in excess of loan from third party, the discounts of the Offer Price on a net cash basis from the Group's ex-cash NAV and/or NTA are relatively in line with the discounts of the Offer Price from the Group's NAV and/or NTA per Share.

The above computations and analysis are meant as an illustration, and it does not necessarily mean or imply that the net realisable value of the Group is as stated above. It also does not imply that the assets or properties of the Group can be disposed of at the estimated values as indicated above and that after the payment of all liabilities and obligations, the values or amounts as indicated for the respective types of NTA are realisable or distributable to the Shareholders of the Company.

It should be noted that the NTA basis of valuation provides an estimate of the value of a hypothetical sale of all its tangible assets over a reasonable period of time and is only relevant in the event that the Group decides to change the nature of its business or to release or convert the uses of all its assets. The NTA basis of valuation, however, does not necessarily reflect the value of the Group as a going concern nor can it capture or illustrate any value for the Group's goodwill or trademark or branding. In addition, it does not illustrate the values at which the assets may actually be realised or disposed.

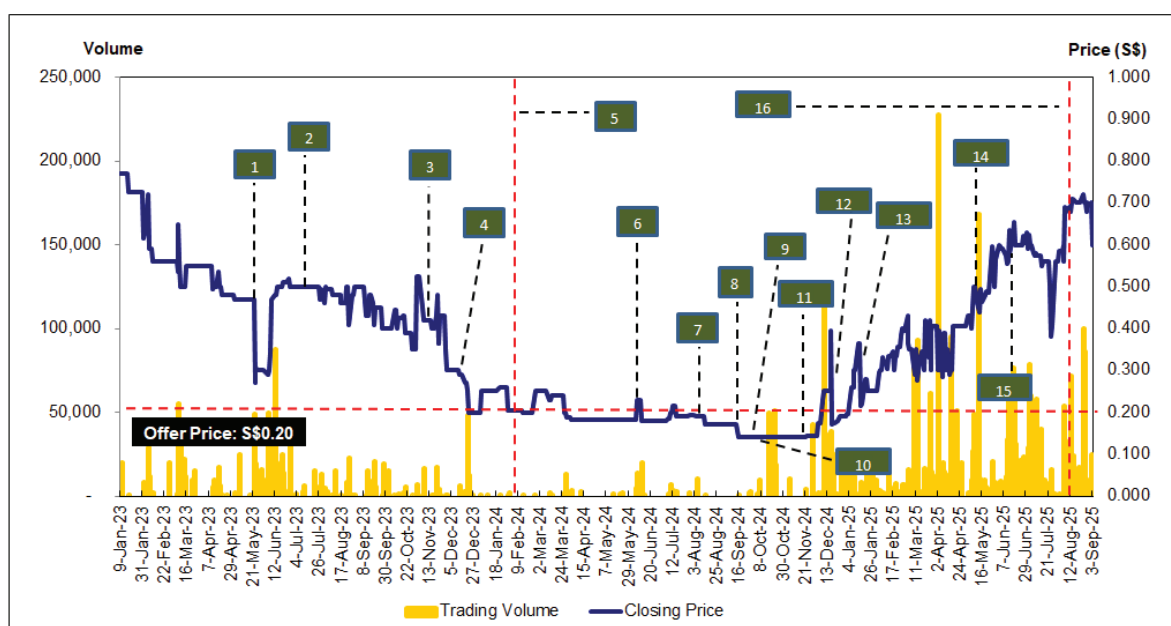
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7.3 MARKET QUOTATION AND TRADING ACTIVITIES FOR THE SHARES

On 7 January 2025 (the “**First Announcement Date**”), the Company announced that, *inter alia*, (a) the Offeror and its concert parties were desirous to make a voluntary conditional general offer to acquire all the issued and paid-up ordinary Shares in the share capital of the Company, other than those already owned or controlled by them at S\$0.20 per Share; and (b) such proposed offer will not be made unless and until the conditions stated in the said announcement are satisfied (being, *inter alia*, the Grand Court of the Cayman Islands (the “**Cayman Court**”) granting sanction (the “**Sanction**”) for the joint official liquidators (the “**JOLs**”) of MTBL Global Fund (in official liquidation) (the “**Fund**”) to execute the irrevocable undertaking for and on behalf of the Fund and for the JOLs and the Fund to perform all their respective obligations therein) (the “**First Announcement**”). It should be noted that there was no trading in the Shares as at the First Announcement Date. As such, we consider 6 January 2025 as the last undisturbed full market day that Shares of the Company were traded on the SGX-ST (the “**Last Undisturbed Trading Day**”).

Prior to the release of the Offer Announcement on 12 August 2025, the Company called for a trading halt. Hence, the last full trading day immediately prior to the Offer Announcement Date was 11 August 2025 (the “**Last Trading Day**”).

The historical price and volume charts for the Shares (based on the closing prices together with the number of Shares traded on a daily basis) for the period commencing from 9 January 2023 (being the Market Day 24 months prior to the Last Undisturbed Trading Day) and ending on the Latest Practicable Date are set out below:



Source: www.shareinvestor.com

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The key announcements made by the Company are as follows:

No.	Date	Announcement
1	30 May 2023	Release of financial results for FP2023.
2	12 July 2023	Release of the Company's Annual Report for FP2023.
3	10 November 2023	Release of financial results for the six-month period ended 30 September 2023.
4	8 December 2023	Announcement of proposed renounceable non-underwritten rights issue of up to 87.1 million rights shares (the " Rights Shares ") on the basis of one (1) Rights Share for every one (1) existing Share (the " Proposed Rights Issue ") at an issue price of S\$0.24 per Rights Share (the " Rights Issue Price ").
5	7 February 2024	Trading halt was issued. Entry into a definitive joint venture agreement with Dong Ying Quan Li Quan Wai International Trading Co Ltd (" QLQW ") to designate and utilise Ascent Bridge (Hainan) Co., Ltd as the joint venture vehicle (the " JVCo ") for the sale, supply and distribution of premium baijiu in China.
6	30 May 2024	Release of financial results for FY2024.
7	1 August 2024	Enforcement action was taken by MAS against China Capital Impetus Asset Management (" CCIAM ") and Sun Quan, who was then the Executive Chairman and CEO of the Company.
8	10 September 2024	A requisition notice (the " Notice of Requisition ") was issued by the JOLs for the Fund (the " Requisitioning Shareholder "), who owns 34.5m shares (39.58%) to conduct an extraordinary general meeting (" EGM "). The Requisition Shareholder intends to remove Sun Quan, Qiu Peiyuan, Tan Khoo Giap and Siow Chee Keong as Directors of the Company and appoint 2 executive directors (Thomas James Seymour and Troy William Doyle) as well as 2 non-executive directors (Marcus Nicola Paciocco and Andrew Lee Davey).
9	26 September 2024	Entry into placement agreements (the " Placement Agreements ") with Hu Yidong, Peng Yun and Eastern Billion Industries Limited for the issue of up to 17.4 million placement shares (the " Placement Shares ") at an issue price of S\$0.14 per Placement Share (the " Placement Price ").
10	2 October 2024	The Company announced that the Fund had filed for, <i>inter alia</i> , prohibitory injunctions against the Company, Sun Quan, Qiu Peiyuan, Tan Khoo Giap and Siow Chee Keong (collectively, the " Defendants "), restraining the facilitation and/or execution of obligations under the Placement Agreements.
11	14 November 2024	Release of financial results for the six-month period ended 30 September 2024.
12	6 December 2024	Release of the Company's Annual Report for FY2024.
13	7 January 2025	Release of the First Announcement.
14	9 May 2025	Termination of the Proposed Rights Issue and the grant of the Sanction

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No.	Date	Announcement
		by the Cayman Court.
15	28 May 2025	Release of financial results for FY2025.
16	12 August 2025	Trading halt was issued. Release of the Offer Announcement.

For the period commencing from 9 January 2023 and ending on 6 January 2025, being the Last Undisturbed Trading Day prior to the First Announcement (both dates inclusive), we note that the Shares were traded for 150 Market Days out of a total 500 Market Days (or approximately 30.0%). During the said period, the closing prices for the Shares were higher than the Offer Price on 302 Market Days, lower than the Offer Price on 182 Market Days, and in line with the Offer Price for 16 Market Days out of a total 500 Market Days. Thus, for 318 Market Days out of a total of 500 Markets (or approximately 63.6%) or the majority of the 24 months period, the closing prices for the Shares were at prices higher than or equal to the Offer Price.

For the period commencing from the Market Day immediately after the First Announcement Date and ending on 11 August 2025, being the Last Trading Day prior to the Offer Announcement Date (both dates inclusive), we note that the Shares were traded for 112 Market Days out of a total 148 Market Days (or approximately 75.7%). During the said period, the closing prices for the Shares were always higher than the Offer Price.

For the period commencing on the Market Day immediately after the Offer Announcement Date to the Latest Practicable Date, we note that the Shares were traded for 13 Market Days out of a total 16 Market Days (or approximately 81.3%). During the said period, the closing prices of the Shares were always higher than the Offer Price.

As a general market comparison and observation, the FTSE Straits Times Index (the “STI Index”) increased by approximately 15.6% for the period commencing from 9 January 2023 and ending on 6 January 2025, being the Last Undisturbed Trading Day prior to the First Announcement. Thereafter, the STI Index recorded an additional increase of approximately 10.8% for the period commencing from the Market Day immediately after the First Announcement Date and ending on 11 August 2025, being the Last Trading Day prior to the Offer Announcement Date, before increasing further by approximately 1.3% for the period commencing from the Market Day immediately after the Last Trading Day prior to the Offer Announcement Date and ending on 3 September 2025, being the Latest Practicable Date. For the period commencing from the Market Day immediately after the First Announcement Date and ending on the Latest Practicable Date, the STI Index recorded an increase of approximately 12.2%.

For the same period commencing from 9 January 2023 and ending on 6 January 2025, being the Last Undisturbed Trading Day Prior to the First Announcement Date, the closing price for the Shares declined by approximately 66.2%. Subsequently, the closing price for the Shares increased by approximately 165.4% for the period commencing from the Market Day immediately after the First Announcement Date and ending on 11 August 2025, being the Last Trading Day prior to the Offer Announcement Date, before declining by approximately 13.0% for the period commencing from the Market Day immediately after the Offer Announcement Date and ending on 3 September 2025, being the Latest Practicable Date. For the period commencing from the Market Day immediately after the First Announcement Date and ending on the Latest Practicable Date, the Shares recorded a substantial increase of approximately 130.8%.

We observed that the Shares appeared to have underperformed the STI Index for the 24-month period up to and including the Last Undisturbed Trading Day, but significantly outperformed the STI Index for the period commencing immediately after the First Announcement Date till the Latest Practicable Date. The upward trend in the prices for the Shares observed subsequent to the First Announcement Date may have been underpinned by the Offer.

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The chart on page I-18 of this Letter and the analysis below are presented for illustrative purposes only, and they are by no means representative of the future trading performance or prices of the Shares. Independent Directors should note that for the purposes of evaluating the Offer Price against past transactions for Shares in the market, we have used the Last Undisturbed Trading Day prior to the First Announcement Date as a reference, as subsequent transactions in the market may have been affected by sentiments of a possible transaction, and it does appear so, from the analysis below.

The volume-weighted average price (“**VWAP**”), the lowest and highest transacted prices, and the average daily trading volume for the Shares, for the period commencing from 9 January 2023 to the Latest Practicable Date are set out below:

	VWAP per Share (S\$) ⁽¹⁾	Premium/(Discount) of the Offer Price over/(from) the VWAP per Share (%)	Lowest transacted price (S\$)	Highest transacted price (S\$)	Average daily trading volume ⁽²⁾	Average daily trading volume as % of free- float ⁽³⁾ (%)
For the period prior to the Last Undisturbed Trading Day						
Last 24 months	0.354	(43.5)	0.111	0.770	3,501	0.008
Last 12 months	0.195	2.6	0.111	0.400	2,459	0.006
Last 6 months	0.196	2.0	0.111	0.400	4,294	0.010
Last 3 months	0.197	1.5	0.111	0.400	8,102	0.019
Last 1 month	0.236	(15.3)	0.111	0.400	15,589	0.037
Last transacted price on 6 January 2025 (being the Last Undisturbed Trading Day ⁽⁴⁾)	0.260	(23.1)	0.220	0.300	19,200	0.045
For the period commencing on the Market Day immediately after the First Announcement Date up to the Last Trading Day						
Till the Last Trading Day	0.461	(56.6)	0.200	0.690	15,561	0.036
Last transacted price on 11 August 2025 (being the Last Trading Day) ⁽⁵⁾	0.690	(71.0)	0.660	0.690	5,200	0.012
For the period commencing on the Market Day immediately after the Offer Announcement Date up to the Latest Practicable Date						
Till the Latest Practicable Date	0.693	(71.1)	0.550	0.720	24,050	0.056
Last transacted price on 3 September 2025, being the last trading day prior to the Latest Practicable Date ⁽⁶⁾	0.600	(66.7)	0.600	0.700	11,200	0.026

Source: www.shareinvestor.com

Notes:

- (1) The VWAP had been computed using the average prices of traded Shares and weighted by the volumes traded for the relevant trading days for each of the periods.
- (2) The average daily trading volume of the Shares is calculated based on the total number of Shares traded during the relevant period divided by the number of Market Days during that period.

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- (3) *“Free float” refers to approximately 42,674,275 Shares (or approximately 39.70% of the issued Shares) held by Shareholders, other than the Offeror and its Concert Parties (being Shareholders who have provided the Voting Pact Undertakings to the Offeror and are deemed to be parties as acting in concert with the Offeror as described in the Offer Document), the Directors, and the substantial Shareholders as at the Latest Practicable Date. It includes undertaking Shareholders (the “Undertaking Shareholders”) as described in the Offer Document, who provided undertakings not to sell to the Offeror.*
- (4) *This represents the last transacted price instead of VWAP for the Shares on 6 January 2025, being the Last Undisturbed Trading Day prior to the First Announcement Date.*
- (5) *This represents the last transacted price instead of VWAP for the Shares on 11 August 2025, being the Last Trading Day.*
- (6) *This represents the last transacted price instead of VWAP for the Shares on 3 September 2025, being the Latest Practicable Date.*

Based on a general observation of the chart above and after taking into account the summary of the transacted prices for the Shares, we note that the Offer Price:

- (i) represents a discount of approximately 23.1% from the last transacted price of S\$0.260 per Share for the Shares on the SGX-ST on 6 January 2025, being the Last Undisturbed Trading Day (prior to the First Announcement Date);
- (ii) represents discounts of approximately 15.3% and 43.5% from the VWAP for the Shares for the 1-month and 24-month periods prior to the Last Undisturbed Trading Day (prior to the First Announcement Date) respectively;
- (iii) represents small premia of approximately 1.5%, 2.0% and 2.6% over the VWAP for the Shares for the 3-month, 6-month and 12-month periods prior to the Last Undisturbed Trading Day (prior to the First Announcement Date) respectively;
- (iv) represents a discount of approximately 56.6% from the VWAP for the Shares for the period commencing from the Market Day immediately after the First Announcement Date till the Last Trading Date;
- (v) represents a discount of approximately 71.0% from the last transacted price of S\$0.690 per Share on the SGX-ST on 11 August 2025, being the Last Trading Date;
- (vi) represents a discount of approximately 71.1% from the VWAP for the Shares for the period commencing from the Market Day immediately after the Offer Announcement Date till the Latest Practicable Date; and
- (vii) represents a discount of approximately 66.7% from the last transacted price for the Shares of S\$0.600 on the SGX-ST on 3 September 2025, being the Latest Practicable Date.

For illustrative purpose only, based on the number of Shares traded on a daily basis during the period commencing from 9 January 2023 and ending on the Latest Practicable Date, we note that:–

- (i) from 9 January 2023 to 6 January 2025, being the Last Undisturbed Trading Day prior to the First Announcement Date, Shares were traded on 150 Trading Days out of the total 500 Market Days during the period, with the total number of Shares traded being approximately 1.8 million Shares and an average daily trading volume (based on a total of 500 Market Days) of approximately 3,501 Shares, which represents approximately 0.003% of the issued Share capital as at the Latest Practicable Date or approximately 0.008% of the Free Float as at the Latest Practicable Date.
- (ii) from the period commencing from 8 January 2025, being the Market Day immediately following the First Announcement Date till the Last Trading Date prior to the Offer Announcement Date, Shares were traded on 112 Trading Days out of the total 148 Market Days during the period, with the total number of Shares traded being approximately 2.3 million Shares and an average daily trading volume (based on a total of 148 Market Days) of approximately 15,561 Shares,

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which represents approximately 0.014% of the issued Share capital as at the Latest Practicable Date; or approximately 0.036% of the Free Float as at the Latest Practicable Date.

- (iii) for the period commencing from 13 August 2025, being the Market Day immediately following the Offer Announcement Date till the Latest Practicable Date, Shares were traded on 13 Trading Days out of the total 16 Market Days during the period, with the total number of Shares traded being approximately 384,800 Shares and an average daily trading volume of approximately 24,050 Shares, which represents approximately 0.022% of the issued Share capital as at the Latest Practicable Date; or approximately 0.056% of the Free Float as at the Latest Practicable Date.
- (iv) We observe that the average daily trading volume had generally increased from 3,501 Shares for the 24-month period prior to the Last Undisturbed Trading Day to 4,294 Shares, 8,102 Shares and 15,589 Shares for the 6-month, 3-month, and 1-month periods prior to the Last Undisturbed Trading Day. The average daily trading volume for the Shares for the periods immediately after the First Announcement Date up to the Last Trading Date, and immediately after the Offer Announcement Date to the Latest Practicable Date are also higher than the average daily trading volume for the Shares for the 24-month period prior to the Last Undisturbed Trading Day.

We note that trading for the Shares appear to be relatively erratic and that the number of Shares traded during the 24-month period analysed prior to and after the Last Undisturbed Trading Day is relatively low as compared to the number of issued Shares as at the Latest Practicable Date. In addition, the Shares were only traded for 150 Market Days out of a total 500 Market Days (or approximately 30.0%) during the 24-month period before the Last Undisturbed Trading Day prior to the First Announcement Date. It is generally accepted that the more actively traded the shares, the greater the reliance on market prices as a determination of the fair value of the shares between willing buyer and willing seller. Whilst historical transacted prices for the Shares may not be a meaningful indicator of its fundamental value in view of the lack of liquidity for the Shares (in terms of number of Shares traded on daily basis and the frequency of trading), they nonetheless represent the prices for transactions between willing buyer and willing seller.

We also note that the number of Shares that were traded on a daily basis for the period commencing on the Market Day immediately after the First Announcement Date till the Latest Practicable Date is higher than the number of Shares that were traded on a daily basis for the 24 months period before the Last Trading Date prior to the Last Undisturbed Trading Day. Subsequent to the First Announcement, the prices and average daily trading volume for the Shares have increased and these may have been underpinned by the Offer.

For illustrative purposes only, based on the average daily trading volume of 3,501 Shares for the 24-month period before the Last Trading Date prior to the First Announcement Date, it would take approximately 12,189 Market Days or close to 48.8 years (based on 250 Market Days per year) for the public Shareholders to be able to sell off their approximately 42.7 million Shares in the market.

There is no assurance that the observed increase in the average number of Shares traded on a daily basis or the trading activities for the Shares will be maintained or that the transacted prices for the Shares will be the same and at the levels prevailing during the period commencing on the Market Day immediately after the First Announcement Date and ending on the Latest Practicable Date in the event that the Offer closes.

Independent Directors should note that whilst the Offer may present an opportunity for the Shareholders to realise their entire investment for cash in view of the low liquidity of the Shares (in terms of number of Shares traded on daily basis and the frequency of trading) during the periods observed prior to the First Announcement Date, the Offer Price is in general at large discounts from the historical traded prices or VWAP for the Shares for the periods after the First Announcement Date.

However, it should be noted that in the absence of the Offer, such an exit for all Shareholders other than the Offeror and its Concert Parties may not be readily available due to the low trading liquidity for the Shares (in terms of number of Shares traded on a daily basis and the frequency of trading).

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Independent Directors should note that past trading performance for the Shares may not be relied upon as an indication or promise or prospects of its trading performance in the future.

7.4. COMPARISON WITH SELECTED NON-PRIVATISATION MGO TRANSACTIONS

For the purpose of providing an illustrative guide as to whether the financial terms of the Offer are fair and reasonable, we have compared the financial terms of the Offer with selected recently completed mandatory general offers for companies listed on SGX-ST, which were announced since January 2022 to the Latest Practicable Date and wherein offerors had indicated their intention to preserve the listing status of the target companies and these companies continued to be listed after the close of their respective offers, and where such offers were either: a) unconditional at the commencement of the offer; or b) conditional at the commencement of the offer, but subsequently became unconditional on or prior to the close of the offer (the “**Selected Non-Privatisation MGO Transactions**”).

In making the comparison herein, we wish to highlight that the companies selected and covered herein are not directly comparable to the Group and may differ from the Group largely, in terms of, *inter alia*, size and scale of operations, type and/or composition of business activities and and/or investment(s) and specialisation, asset base, revenue models, geographical spread, track record, financial performance, capital structure, operating and financial leverage, risk profile, liquidity, accounting policies, future prospects and other relevant criteria. Likewise, they involve shares of companies which are quoted, listed and tradeable on the SGX-ST.

We wish to highlight that other than the criteria mentioned above, the premium or discount that an offeror pays in any particular takeover varies in different specific circumstances depending on, *inter alia*, factors such as the potential synergy the offeror can gain by acquiring the target, the prevailing market conditions and sentiments, the attractiveness and profitability of the target's business and assets, the possibility of a significant revaluation of the assets to be acquired, existence of intangibles and branding or “internal goodwill or intangible assets”, the availability of substantial cash reserves, the liquidity in the trading of the target company's shares, the presence of competing bids for the target company and the existing and desired level of control in the target company.

The data used in the tables and the companies listed below have been compiled from publicly available information and serves as a guide as to the valuation ratios in connection with non-privatisation mandatory general offers for companies listed on the SGX-ST without regard to their, *inter alia*, specific industry or geographical characteristics; or the companies listed *per se* and may not even have similar business activities and/or investment(s) as compared to the Company, or other considerations. Each of the offers for the Selected Non-Privatisation MGO Transactions must be judged on its own commercial and financial merits including the particular circumstances (*inter alia*, operational, business, and compliance with rules, regulations and laws) of the companies under the Selected Non-Privatisation MGO Transactions as well as the Company during the relevant time when the offers were made.

The lists of target companies involved in the Selected Non-Privatisation MGO Transactions are by no means exhaustive and as such any comparison made only serves as an illustration.

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Selected Non-Privatisation MGO Transactions

Company	Date of announcement	% shareholding of the offeror and concert parties at the start of transaction ⁽¹⁾	Last transacted price prior to announcement (%)	Premium/(Discount) of offer price over/(from) VWAP for 1 month period prior to announcement (%)	VWAP for 3 month period prior to announcement (%)	VWAP for 6 month period prior to announcement (%)	VWAP for 12 month period prior to announcement (%)	P/NAV ⁽²⁾ (times)
Keong Hong Holdings Limited	21-Jan-22	45.8	3.8	7.9	11.1	11.0	12.7	0.5
Procurri Corporation Limited	20-May-22	30.8	0.0	3.2	9.3	17.4	20.4	2.2
Halcyon Agri Corporation Limited	16-Nov-22	65.2	50.3	73.3	78.0	80.5	79.2	1.1
Revez Corporation Ltd	7-Dec-22	58.6	(66.0)	(65.6)	(67.0)	(69.7)	(79.5)	0.8
ICP Ltd	11-Jul-23	45.7	(12.5)	(24.7)	(29.3)	(28.6)	(28.6)	0.9
Datapulse Technology Limited	11-Aug-23	43.2	(2.2)	0.0	(3.2)	(4.3)	(5.3)	0.4
No Signboard Holdings Ltd ⁽³⁾	28-Mar-24	75.0	(97.50)	n.m.	n.m.	n.m.	n.m.	n.m.
Nera Telecommunications Ltd	4-Sep-24	53.4	(6.3)	(5.1)	(3.9)	(6.3)	(5.1)	0.6
NSL Ltd	23-Sep-24	81.2	7.1	10.1	5.3	4.2	2.9	0.9
Vibropower Corporation Limited	21-Nov-24	50.0	0.0	(9.1)	(20.0)	(9.1)	17.7	0.1
HG Metal Manufacturing Limited	16-Dec-24	44.4	(12.8)	(14.7)	(15.0)	(13.4)	(9.2)	0.5
Sincap Group Limited ⁽⁴⁾	29-Apr-25	75.0	n.m.	n.m.	n.m.	n.m.	n.m.	n.m.
Aoxin Q&M Dental Group Limited	30-Apr-25	50.5	0.0	(15.4)	(19.0)	(22.6)	(32.2)	0.3
MAXIMUM		81.2	50.3	73.3	78.0	80.5	79.2	2.2
MINIMUM		30.8	(97.5)	(65.6)	(67.0)	(69.7)	(79.5)	0.1
MEDIAN (excluding outliers) ⁽⁵⁾		50.5	0.0	(2.6)	(3.5)	(5.3)	(1.1)	0.6
SIMPLE AVERAGE (excluding outliers) ⁽⁵⁾		55.3	2.7	2.6	1.3	2.9	5.3	0.8
Group ⁽⁶⁾	7-Jan-25	60.2	(23.1)	(15.3)	1.5	2.0	2.6	0.7

Source: SGX-ST announcements, offer documents and circulars to shareholders in relation to the respective transactions.

Notes:

- (1) Where applicable, it includes the percentage shareholding of the undertaking shareholder(s) as the date of the offer document.
- (2) Based on NAV per share, pro forma NAV per share, adjusted NAV per share, revalued NAV per share, or adjusted revalued NAV per share, as the case may be, as published in the respective circulars of the companies.
- (3) Shares in No Signboard Holdings Ltd ("No Signboard") had been halted and suspended since 19 January 2022 and resumed trading from 15 March 2024. Since the shares in No Signboard Holdings Ltd were traded less than a month prior to the offer announcement date and prior to the offer announcement date, there were no public market for the shares in the company for more than two (2) years, any comparison of the market premia to the historical share prices prior to the suspension will not be meaningful. No Signboard was in net liabilities position as at 30 September 2023, hence its P/NAV ratio is not meaningful.

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- (4) Shares in Sincap Group Limited ("Sincap") had been halted and suspended since 4 May 2021 and was still suspended at the time the offer was announced. Since there was no public market for the shares in the company for close to four (4) years, any comparison of the market premia to the historical share prices prior to the suspension will not be meaningful. Sincap was in net liabilities position as at 30 April 2025, hence its P/NAV ratio is not meaningful.
- (5) Outliers for premia/(discount) over/(from) VWAP 1-month, 3-month, 6-month and 12-month periods prior to the announcement of pre-conditional offers or offers (as the case may be) are Revez Corporation Ltd, No Signboard, and Sincap.
- (6) The historical premium/(discount) of the Offer Price over/(from) the VWAP for the 1-month, 3-month, 6-month, and 12-month period for the Company relates to periods prior to the Last Undisturbed Trading Day.

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For illustrative purposes only, we noted the following from the above table:

- (i) As disclosed in the Offer Announcement, the Offeror and its Concert Parties held an aggregate interest of approximately 60.18% in the Share capital of the Company, which is within the range, higher than both the median and the simple average for the percentage of the shareholding interest of the offeror and parties acting in concert as at the start for each of the Selected Non-Privatisation MGO Transactions.
- (ii) The discounts of approximately 23.1% and 15.3% as implied by the Offer Price from the last transacted price for Shares on or prior to (as the case maybe) the Last Undisturbed Trading Day and the VWAP for the Shares for the 1-month period prior to the Last Undisturbed Trading Day, respectively, are within the range, but less favourable than both the median and the simple average for the Selected Non-Privatisation MGO Transactions.
- (iii) The premium of approximately 1.5% as implied by the Offer Price over the VWAP for the Shares for the 3-month period prior to the Last Undisturbed Trading Day is within the range, and more favourable than both the median and the simple average for the Selected Non-Privatisation MGO Transactions.
- (iv) The premia of approximately 2.0% and 2.6% as implied by the Offer Price over the VWAP for the Shares for the 6-month and 12-month periods prior to the Last Undisturbed Trading Day are within the range, more favourable than the median, but less favourable than the simple average for the Selected Non-Privatisation MGO Transactions.
- (v) The valuation of the Group (as implied by the Offer Price and NAV per Share as at 31 March 2025) in terms of P/NAV ratio of approximately 0.7 times is within the range, higher than the median but lower than the simple average for the Selected Non-Privatisation MGO Transactions. This should be assessed in conjunction with, *inter alia*: (a) the higher aggregate shareholding interests of the Offeror and its Concert Parties as compared to both the median and the simple average for the Selected Non-Privatisation MGO Transactions; (b) the nature and type of businesses that the Company is involved in as compared to companies comprising the list of the Selected Non-Privatisation MGO Transactions; and (c) the offer price that offerors may have paid and their relative or perceived emphasis on P/NAV as a multiple for the offer. Shareholders should note that the comparison between the P/NAV multiples for the Group (as implied by the Offer Price) and for the Selected Non-Privatisation MGO Transactions is for illustrative purpose only, in view of the difference in the nature and type of businesses for the companies in the Selected Non-Privatisation MGO Transactions. Shareholders should refer to Section 7.5 of this Letter for comparison between the Group's valuation multiples as implied by the Offer Price and the multiples of the Selected Comparable Companies (defined later), which are within the same industry/sector.
- (vi) As set out in Section 7.3 of this Letter, the prices for the Shares increased substantially following the First Announcement. We note from Section 10 of the Offer Document, the Offer Price represents discounts of approximately 71.0%, 65.9%, 65.0%, 57.5%, and 51.5% from the last transacted price as at the Last Trading Day prior to the Offer Announcement Date, as well as VWAP for the 1-month, 3-month, 6-month, and 12-month periods prior to the Last Trading Day respectively. These discounts are worse off than the median and the simple average for the Selected Non-Privatisation MGO Transactions.

In summary, when considered in the context of the shareholdings or potential shareholdings of the Offeror and its Concert Parties as set out in the Offer Announcement and the Offer Document, which is within the range but higher than both the median and simple average for the percentage of shareholding interest for each of the offeror and parties acting in concert as at the start for the Selected Non-Privatisation MGO Transactions, the valuation of the Group as implied by the Offer Price in terms of both premia/discounts over/from historical prices for the Shares prior to the Last Undisturbed Trading Day (including the average of the premia/discounts for the Offer when compared to the Selected Non-Privatisation MGO Transactions for the various periods reviewed) and P/NAV ratio appears in general to be less favourable as compared to the Selected Non-Privatisation MGO Transactions. In addition, Shareholders should note that the discounts as implied by the Offer Price

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from the historical prices for the Shares prior to the Offer Announcement Date are generally worse off or less favourable when compared to the Selected Non-Privatisation MGO Transactions.

7.5 RELATIVE VALUATION ANALYSIS

In evaluating the Offer Price, we have considered the financial performance, financial position and valuation statistics of selected companies that may, in our view, be broadly comparable to the existing core businesses of the Group, which is principally engaged in the wholesale or distribution of alcoholic beverages (the “**Selected Comparable Companies**”).

The Selected Comparable Companies have been identified after a search was carried out on various stock exchanges, and evaluation of the companies operating in the same industry as the Group. We have had discussions with the Directors and Management about the suitability and reasonableness of these Selected Comparable Companies acting as a basis for comparison with the core businesses of the Group. For avoidance of doubt, we have excluded companies which are engaged in production and manufacturing of alcoholic beverages.

Relevant information has been extracted from the annual reports and/or public announcements of the Selected Comparable Companies.

Notwithstanding our use of these companies for peer analysis, the Selected Comparable Companies may or may not have similar business or products or operations or similar assets or geographical markets as the Group or being in the same financial performance or position as the Group, and their accounting policies or the relevant financial period compared may differ from the Group. We advise Independent Directors to note that there may not be any company listed on any relevant stock exchange that is directly comparable to the Group in terms of size, diversity of business activities and products/services, branding, geographical spread, track record, prospects, end customers, supply and/or value chain, core competence, resources, revenue drivers and models, operating and financial leverage, risk profile, quality of earnings and accounting, listing status, and such other relevant criteria. We wish to highlight that it may be difficult to place reliance on the comparison as the markets and businesses of the Selected Comparable Companies, its capital structures, growth rates, operating and financial leverage, taxation and accounting policies and that of the Group may differ. As such, any comparison made herein is necessarily limited and serves only as an illustrative guide and any conclusion drawn from the comparison may not necessarily reflect the perceived or implied market valuation (as the case may be) of the Group as at the Latest Practicable Date.

We also wish to highlight that the NAV or NTA based approach for valuing a company is dependent on factors that may differ for each of the Selected Comparable Companies including, *inter alia*, factors such as accounting or depreciation policies. As such, the comparison of the consolidated NAV or NTA of the Group with those of the Selected Comparable Companies is necessarily limited, and such comparison is made for illustrative purposes only. In addition, given that all ratios and tools used invariably use the price of the shares, they may or may not take into account any relative or perceived or actual risk premium or demand and supply conditions for those shares which may or may not have been fundamentally justified. In addition, as these are tools or ratios based on historical financial performance or position, they may or may not reflect the anticipated financial performance, and the mix of its activities or the relative contributions (in terms of assets, financial performance etc.) may differ.

Independent Directors and Shareholders should note that the prices at which shares trade include factors other than historical financial performance, and some of these include, *inter alia*, prospects, real or perceived financial performance or historical share price performance or demand and supply conditions of the shares, as well as the relative liquidity and the market capitalisation or the relative sentiments of the market for the shares.

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The Selected Comparable Companies are set out below.

Selected Comparable Companies	Principal Activities
Corby Spirit and Wine Limited ("Corby") <i>Listed on the Toronto Stock Exchange</i>	The group markets a variety of spirits and wines. Brands include J.P. Wiser's, Absolut, Jacob's Creek, Jameson, The Glenlivet, Malibu, Martell, Kahlua etc.
Major Holdings Limited ("Major Holdings") <i>Listed on the Hong Kong Stock Exchange</i>	The group is a retailer of a wide range of premium wine and spirits products and a personalised wine services provider.
TSH Corporation Limited ("TSH") <i>Listed on the SGX-ST</i>	The group operates bars and whiskey exhibition, as well as distributing premium spirits.
Vats Liquor Chain Store Management Joint Stock Co., Ltd ("Vats") <i>Listed on the Shenzhen Stock Exchange</i>	The group is engaged in the wholesale and distribution of alcohol products (<i>inter alia</i> , white spirits, wines, and other products).

Source: The respective company's website.

The following tabulates the salient ratios for comparative financial performance and position for the Selected Comparable Companies and the Group:

Selected Comparable Companies ⁽¹⁾	LTM ROE (%) ⁽²⁾	LTM net profit margin (%) ⁽³⁾	LTM asset turnover (times) ⁽⁴⁾	Total liabilities ⁽⁵⁾ /shareholders' equity ⁽⁶⁾ (times)	Total borrowings ⁽⁷⁾ /shareholders' equity ⁽⁶⁾ (times)
Corby	15.0	11.1	0.6	1.2	0.6
Major Holdings	n.m. ⁽⁸⁾	n.m. ⁽⁸⁾	0.5	0.1	No borrowings
TSH	10.5	8.3	0.9	0.5	0.04
Vats	n.m. ⁽⁹⁾	n.m. ⁽⁹⁾	1.3	0.7	0.6
MAXIMUM	15.0	11.1	1.3	1.2	0.6
MINIMUM	10.5	8.3	0.5	0.1	0.04
MEDIAN	12.7	9.7	0.7	0.6	0.6
SIMPLE AVERAGE	12.7	9.7	0.8	0.6	0.4
The Group	n.m.⁽¹⁰⁾	n.m.⁽¹⁰⁾	0.1	0.1	0.02

Source: The latest annual reports and the announced unaudited financial statements of the respective companies.

Notes:

- (1) Any discrepancy between the amounts listed and their actual values, or between the sum of the figures stated and the total thereof, is due to rounding.
- (2) The last twelve months ("LTM") return on equity ("ROE") is the ratio of the most recent twelve months consolidated net profits after tax attributable to equity owners of the company to the consolidated shareholders' equity of the respective companies.
- (3) LTM net profit margin is the ratio of the most recent twelve months consolidated net profits after tax attributable to equity owners of the company to the most recent twelve months consolidated revenue of the respective companies.
- (4) LTM asset turnover is the ratio of the most recent twelve months consolidated revenue to the consolidated assets as at the end of most recent twelve months of the respective companies.
- (5) Total liabilities include, *inter alia*, all the liabilities of the respective companies but exclude any contingent liabilities, if any.
- (6) Shareholders' equity is the consolidated equity excluding minority interest of the respective companies.

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- (7) Total borrowings include all bank loans and borrowings, as well as interest bearing debts, where applicable.
- (8) Major Holdings incurred a loss after tax attributable to equity owners of the company for the financial year ended 31 March 2025. Hence, Major Holdings' LTM ROE and LTM net profit margin were negative and not meaningful.
- (9) Vats incurred a loss after tax attributable to equity owners of the company for the LTM ended 30 June 2025. Hence, Vats' LTM ROE and LTM net profit margin were negative and not meaningful.
- (10) The Group incurred a loss after tax attributable to equity owners of the Company for FY2025. Hence, the Group's LTM ROE and LTM net profit margin were negative and not meaningful.

For illustrative purposes only, we note the following:-

- (i) The Group incurred a loss after tax attributable to equity owners of the Company for FY2025. Hence, the Group's LTM ROE and LTM net profit margin were negative and not meaningful. For illustrative purpose only, two (2) out of four (4) Selected Comparable Companies were profitable during the period reviewed with LTM ROE ranging from approximately 10.5% to approximately 15.0% and LTM net profit margin ranging from approximately 8.3% to approximately 11.1%.
- (ii) The Group's LTM asset turnover ratio of approximately 0.1 times is lower than any of the Selected Comparable Companies.
- (iii) The Group's ratios of total liabilities to shareholders' equity, and total borrowings to shareholders' equity are lower than any of the Selected Comparable Companies (save for Major Holdings whose ratio of total liabilities to shareholders equity is similar to the Group and which has no borrowings during the period reviewed).

The following valuation statistics for the Selected Comparable Companies are based on their respective closing prices as at the Latest Practicable Date, while those for the Group are based on the Offer Price. All the valuation statistics of the Selected Comparable Companies are computed on a historical basis using financial data, and information obtained from their latest publicly available unaudited financial statements or audited financial statements from their annual reports or result announcements.

The following table tabulates the comparative valuation statistics for the Selected Comparable Companies and the Group, and should be evaluated in the context of their relative financial performance and position.

Selected Comparable Companies ⁽¹⁾	Market Capitalisation (S\$ million)	LTM EV/ EBITDA ⁽²⁾ (times)	LTM PER ⁽³⁾ (times)	P/NAV ⁽⁴⁾ (times)	P/NTA ⁽⁵⁾ (times)
Corby	391.6	8.5	15.3	2.3	n.m. ⁽⁶⁾
Major Holdings	31.1	n.m. ⁽⁷⁾	n.m. ⁽⁷⁾	1.7	1.7
TSH	5.5	1.4	5.4	0.6	0.6
Vats	1,308.6	176.8	n.m. ⁽⁸⁾	2.3	2.3
MAXIMUM	1,308.6	176.8	15.3	2.3	2.3
MINIMUM	5.5	1.4	5.4	0.6	0.6
MEDIAN (excluding outliers)⁽⁹⁾	18.3	5.0	10.3	2.0	1.7
SIMPLE AVERAGE (excluding outliers)⁽⁹⁾	18.3	5.0	10.3	1.7	1.5
The Group (as implied by the Offer Price)	21.5	n.m.⁽¹⁰⁾	n.m.⁽¹⁰⁾	0.7	0.8

Source: The latest annual reports and the announced unaudited financial statements of the respective companies.

Notes:

- (1) Any discrepancy between the amounts listed and their actual values, or between the sum of the figures stated and the total thereof, is due to rounding.
- (2) The LTM EV/EBITDA ratios are based on the most recent twelve months EBITDA as reported by the respective companies. The EBITDA for the Group and Major Holdings are based on the financial year ended 31 March 2025. The EBITDA for Corby, TSH and Vats are based on the financial year or the most recent twelve months ended 30 June 2025.

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- (3) *The LTM PER ratios for the Selected Comparable Companies are based on the most recent twelve months earnings after tax attributable to owners of the company as reported by the respective companies. The earnings after tax attributable to the equity owners of the company for the Group and Major Holdings are based on the financial year ended 31 March 2025. The earnings after tax attributable to the equity owners of the company for Corby, TSH and Vats are based on the financial year or the most recent twelve months ended 30 June 2025.*
- (4) *The P/NAV ratios for the Selected Comparable Companies are based on their respective NAV values as set out in their latest available announced audited or unaudited financial statements. The NAV for the Group and Major Holdings are based on figures as at 31 March 2025. The NAV for Corby, TSH and Vats are based on figures as at 30 June 2025.*
- (5) *The P/NTA ratios for the Selected Comparable Companies are based on their respective NTA values as set out in their latest available announced audited or unaudited financial statements. The NTA for the Group and Major Holdings are based on figures as at 31 March 2025. The NTA for Corby, TSH and Vats are based on figures as at 30 June 2025.*
- (6) *Not meaningful as Corby's intangible assets exceeded its NAV as at 30 June 2025.*
- (7) *Major Holdings incurred a loss after tax attributable to equity owners of the Company and registered negative EBITDA for the financial year ended 31 March 2025. Hence, Major Holdings' LTM EV/EBITDA and LTM PER are negative and not meaningful.*
- (8) *Vats incurred a loss after tax attributable to equity owners of the Company for the LTM ended 30 June 2025. Hence, Vats' LTM PER is negative and not meaningful.*
- (9) *Outliers are Corby (market capitalisation, and P/NTA), Major Holdings (LTM EV/EBITDA and LTM PER as they are both negative and not meaningful), and Vats (market capitalisation, LTM EV/EBITDA, and LTM PER).*
- (10) *The Group incurred a loss after tax attributable to equity owners of the Company and registered negative EBITDA for FY2025. Hence, the Group's LTM EV/EBITDA and LTM PER are negative and not meaningful.*

For illustrative purposes only, we note:

- (i) The market capitalisation of the Group (as implied by the Offer Price) is within the range, higher than TSH but lower than the remaining three Selected Comparable Companies.
- (ii) The Group incurred a loss after tax attributable to equity owners of the Company and registered negative EBITDA for FY2025. Hence, the Group's valuation (as implied by the Offer Price) in terms of LTM EV/EBITDA and LTM PER are negative and not meaningful.
- (iii) The valuation of the Group in terms of the P/NAV and P/NTA ratios (as implied by the Offer Price, and NAV and/or NTA per Share) are within the range, but significantly lower than both the median and the simple average for the Selected Comparable Companies.

In summary, the valuation of the Group (as implied by the Offer Price) in terms of LTM EV/EBITDA and LTM PER are negative and not meaningful, whilst in terms of P/NAV and P/NTA, the Group's valuation multiples are significantly lower and less favourable than both the median and the simple average for the Selected Comparable Companies.

Independent Directors are advised to review the Offer Price and the comparison of the Group's valuation ratios with the Selected Comparable Companies in conjunction with the following facts:

- (i) the Group's financial performance (in terms of LTM ROE and LTM net profit margin) are generally less favourable as compared to the two Selected Comparable Companies which were profitable during the period reviewed. In addition, the Group's asset turnover ratio is worse off than any of the Selected Comparable Companies. However, the Group's financial position (in terms of ratios of total liabilities to shareholders' equity, and total borrowings to shareholders' equity) are lower and more favourable than any of the Selected Comparable Companies (save for Major Holdings as explained earlier); and
- (ii) the trading statistics for the shares of the Selected Comparable Companies are based on transactions which do not result in an acquisition of control whilst for the Offer, the Offeror is required to make a mandatory general offer pursuant to the Acquisition, and from Section 7.4 of this Letter, we note that no control premium were paid for such offers.

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Estimated Value of the Shares

In deriving a range of estimated values for the Shares, we have considered: (a) the financial performance and position of the Group, in particular the NAV per Share of the Group as at 31 March 2025; and (b) the median and the simple average of P/NAV multiples for the Selected Comparable Companies. We have not considered the earnings multiples as the Group was loss making and recorded negative EBITDA in FY2025, thus any assessment based on the PER and EV/EBITDA approaches would not be meaningful.

Based on the above, the estimated fair value of the Company is between approximately S\$51.4 million to S\$60.0 million, which translate to between S\$0.48 to S\$0.56 per Share (the “**Estimated Value per Share**”). We note that the Offer Price of S\$0.20 is well below our Estimated Value per Share.

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8. OTHER CONSIDERATIONS

The following factors should also be considered together with the other comments and issues raised in this Letter and the contents of the Circular.

8.1 SHAREHOLDING STRUCTURE

	Existing Shareholdings					
	Direct interests	%	Deemed interests	%	Total interests	%
Offeror and its Concert Parties						
Montelion Global Holdings Pte. Ltd. ⁽¹⁾	44,584,556	41.48	-	0.00	44,584,556	41.48
Sun Quan ⁽¹⁾	-	0.00	44,584,556	41.48	44,584,556	41.48
Qiu Peiyuan ⁽²⁾	189,600	0.18	1,000,000	0.93	1,189,600	1.11
Pro Honor Investment Limited ⁽²⁾	1,000,000	0.93	-	0.00	1,000,000	0.93
Peng Yun	3,482,889	3.24	-	0.00	3,482,889	3.24
Hu Yidong ⁽³⁾	11,953,268	11.12	3,482,889	3.24	15,436,157	14.36
Eastern Billion Industries Limited ⁽³⁾	3,482,889	3.24	-	0.00	3,482,889	3.24
Directors (other than the Offeror and its Concert Parties)						
Dr. Tan Khee Giap	Nil	Nil	Nil	Nil	Nil	Nil
Siow Chee Keong	Nil	Nil	Nil	Nil	Nil	Nil
Furler Luke Anthony ⁽⁴⁾	Nil	Nil	128,400	0.12	128,400	0.12
Public Shareholders⁽⁵⁾	42,674,275	39.70	Nil	Nil	42,674,275	39.70

Notes:

- (1) Montelion Global Holdings Pte. Ltd. or the Offeror was formerly known as MTBL Global Holdings Pte Ltd and Sun Quan is the sole shareholder.
- (2) Qiu Peiyuan is deemed interested in the 1,000,000 Shares held by Pro Honor Investment Limited, which is wholly-owned by him.
- (3) Hu Yidong is deemed interested in the 3,482,889 Shares held by Eastern Billion Industries Limited, which is 20% owned by Hoida International Limited, which is wholly owned by him.
- (4) This represents Mr. Furler Luke Anthony's deemed interest held in the name of the Fund (In Official Liquidation) which he, pursuant to an Order of the Grand Court of the Cayman Islands dated 27 March 2024, has been appointed as JOL of the Fund alongside Mr. Mitchell Mansfield, who was appointed pursuant to an Order of the Grand Court of the Cayman Islands dated 18 June 2025. Mr. Furler Luke Anthony's deemed interest in the Shares that the Fund holds in the Company arises by virtue of his appointment as JOL of the Fund.
- (5) Includes the number of Shares held by the Undertaking Shareholders.

We note that as stated in the Offer Document, as at 25 August 2025 (being the latest practicable date of the Offer Document), the Offeror and its Concert Parties hold an aggregate interest of 64,693,202 Shares, representing approximately 60.18% of the issued Share capital (excluding treasury Shares) of the Company.

We note from Section 6 of the Offer Document that the Offeror has received letters of undertaking (the “**Voting Pact Undertaking**”) from certain Shareholders (the “**Concert Parties**”), who collectively hold 20,108,646 Shares or approximately 18.71% of the issued and paid-up Share capital of the Company, pursuant to which the Concert Parties have, among other things, undertaken to the Offeror to:

- (a) not accept the Offer and sell their respective Shares to the Offeror during the Offer;
- (b) enter into a voting pact with the Offeror and its joint offerors (if any) effective during the term of the voting pact, and will accordingly take all such actions and do all such things necessary to vote in the same manner as the Offeror and its joint offeror (if any) in relation to all general meetings of the Company; and

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- (c) act in concert with the Offeror and its joint offerors (if any) and therefore take all such actions and do all such things necessary to assist the Offeror and its joint offerors (if any) to facilitate the Offer.

In addition, we note from Section 5 of the Offer Document that the Offeror has received letters of undertaking from the Undertaking Shareholders, who collectively hold 15,413,228 Shares or approximately 14.34% of the issued Share capital of the Company, to not accept the Offer and not to sell their Shares (the “**Undertakings Not to Sell**”) to the Offeror during the Offer. In the event that such number of Shares held by the Undertaking Shareholders is deducted from the amount indicated for the Public Shareholders in the table above, the number of Shares which are not subject to any undertakings is 27,261,047 Shares or approximately 25.36% of the issued Share capital of the Company.

As disclosed in Section 5.9 of Appendix II to the Circular, Mr. Sun Quan has a deemed interest in 44,584,556 Shares. As at the Latest Practicable Date, and as disclosed in Section 1.1 of Appendix E to the Offer Document, Mr. Sun Quan is acting in concert with the Offeror and holds these Shares through the Offeror. As such, Mr. Sun Quan will not tender these Shares in acceptance of the Offer and will not receive any cash consideration for these Shares.

As disclosed in Section 5.9 of Appendix II to the Circular, Mr. Qiu Peiyuan has a direct interest in 189,600 Shares and a deemed interest in 1,000,000 Shares. As at the Latest Practicable Date, and as disclosed in Section 1.1 of Appendix E to the Offer Document, Mr. Qiu Peiyuan is acting in concert with the Offeror and has provided an undertaking not to sell his Shares. As such, Mr. Qiu Peiyuan does not intend to tender his Shares in acceptance of the Offer and will not receive any cash consideration for his Shares.

As disclosed in Section 5.9 of Appendix II to the Circular, Mr. Furler Luke Anthony has a deemed interest in 128,400 Shares held by MTBL Global Fund (In Official Liquidation) which he, pursuant to an Order of the Grand Court of the Cayman Islands dated 27 March 2024, has been appointed as Joint Official Liquidator of. As at the Latest Practicable Date, Mr. Furler Luke Anthony has informed the Company that it is his intention to accept the Offer in respect of all the 128,400 Shares in which he has a deemed interest.

As disclosed in Section 1.5 of Appendix E to the Offer Document, the Offeror entered a sale and purchase agreement with one of the Concert Parties, Hu Yidong, whereby Hu Yidong shall sell to the Offeror, and the Offeror shall acquire from Hu Yidong, 10,448,668 Shares for the consideration of S\$2,089,733.60 (i.e. S\$0.20 per Share), subject to the completion of the Offer.

Subsequent to the Offer Announcement Date to the Latest Practicable Date, the Offeror and its Concert Parties did not make any further announcement in connection with changes in its shareholding in the Company or any further purchases of Shares.

8.2 OFFER IS UNCONDITIONAL

As set out in Section 2.5 of the Offer Document, the Offer is unconditional in all respects. This means the Offer is not subject to any condition which is dependent on the level of acceptances that the Offeror must receive for the Offer and cannot be withdrawn without the consent of the SIC. In addition, as set out in Section 2.2 of the Offer Document, the Offer Price is final and the Offeror does not intend to revise the Offer Price save that the Offeror reserves the right to revise the terms of the Offer in accordance with the Code if a competitive situation arises.

8.3 LIKELIHOOD OF COMPETING OFFERS IS LOW

We note that the likelihood of an alternative take-over is remote in view that as at 25 August 2025 (being the latest practicable date of the Offer Document), the Offeror and its Concert Parties own 64,693,202 Shares, or approximately 60.18% of the issued Share capital of the Company.

Under such circumstances, any competing offer for Shares is unlikely to be forthcoming without the support of the Offeror and its Concert Parties in view of their majority control as represented by the percentage of the total number of Shares that the Offeror and its Concert Parties hold. Thus, the

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possibility of an alternative offer from parties other than the Offeror and its Concert Parties, will be significantly reduced.

The Directors confirmed that (a) no other third party has approached the Company with an intention to make an offer for the Company; and (b) no other third party has made a firm offer for the Company as at the Latest Practicable Date. We also note that there is no publicly available evidence of any alternative offer for the Shares from any third party.

Based on the above, the likelihood of competing offers is low.

8.4 CONTROL OVER THE COMPANY

As at the Latest Practicable Date, the Offeror and its Concert Parties already have statutory and majority control of the Company, which places the Offeror in a position to significantly influence, *inter alia*, the management, operating and financial policies of the Company and ability to pass all ordinary resolutions on matters in which the Offeror and its Concert Parties do not have an interest and subject to the listing requirements or rules of the SGX-ST, at general meetings of Shareholders.

8.5 ISSUANCE OF NEW SHARES PURSUANT TO THE PLACEMENT

On 18 December 2024, the Company completed a placement (the “**Placement**”) of an aggregate of 17,414,446 Placement Shares (approximately 16.7% of the enlarged Share Capital) at the Placement Price of S\$0.14 per Placement Share to Hu Yidong, Peng Yun and Eastern Billion Industries Limited (the “**Placees**”). The gross proceeds raised were approximately S\$2.4 million.

A comparison between the Placement Price and the Offer Price is presented in the table below:

	The Placement	The Offer
The Placement Price/ The Offer Price	S\$0.14	S\$0.20
Premium/(discount) over/(from) the VWAP prior to the respective announcement	0.0% (or in line with the VWAP)	(14.3)%
Implied P/NAV ⁽¹⁾	0.4 times	0.7 times
Implied P/NTA ⁽¹⁾	0.5 times	0.8 times

Note:

(1) Based on the latest announced NAV and/or NTA for the Group as at 31 March 2024 prior to the announcement of the Placement and the latest announced NAV and/or NTA for the Group as at 31 March 2025 for the Offer.

The Placement Price is in line with the VWAP for the Shares on 26 September 2024, which is the last full Trading Day immediately prior to the date the Placement Agreements were signed. This is more favourable as compared to the Offer Price which is at a discount of approximately 23.1% from the last transacted price (or a discount of approximately 14.3% from the VWAP) on the Last Undisturbed Trading Day.

We note that the Placement Price is lower in absolute terms as compared to the Offer Price, with the Offer Price being at a premium of approximately 42.9% over the Placement Price. Save for Hu Yidong, each of the remaining 2 Placees have been allocated less than 5% of the issued Shares. Furthermore, the Placement Shares, upon being issued will not result in a “transfer” of statutory control. It should be noted that the 3 Placees are the Concert Parties of the Offeror and they have provided undertakings, *inter alia*, not to accept the Offer and not to sell their respective Shares to the Offeror during the Offer.

We note that the ratios for the Placement Price to the Group’s NAV and NTA per Share as at 31 March 2024 of approximately 0.4 times and 0.5 times respectively are lower than the P/NAV and

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P/NTA ratios of approximately 0.7 times and 0.8 times respectively as implied by the Offer Price and the Group's NAV and NTA as at 31 March 2025.

In general, whilst in absolute amount, the Offer Price is higher than Placement Price, the Offer is less favourable as compared to the Placement in terms of discount from the last transacted price or VWAP on the Last Undisturbed Trading Day.

8.6 TERMINATED RIGHTS ISSUE

On 8 December 2023, the Company proposed a renounceable non-underwritten rights issue of up to 87,072,231 Rights Shares at the Rights Issue Price of S\$0.24 for each Rights Share, on the basis of one (1) Rights Share for every one (1) Share. The proceeds from the Proposed Rights Issue of approximately up to S\$20.9 million were intended to fund, *inter alia*, acquisitions and expansion of existing business, as well as the Group's general working capital. In connection with the Proposed Rights Issue, the Company received a conditional letter of undertaking dated 1 December 2023 from Nitrile Pte. Ltd. ("**Nitrile**"), which provided a conditional undertaking to the Company to subscribe and pay for (or procure subscription and payment for) up to 22,500,000 excess Rights Shares.

As announced on 9 May 2025, the Proposed Rights Issue was subsequently terminated.

Comparison between the Rights Issue Price and the Offer Price is presented in the table below:

	The Proposed Rights Issue	The Offer
The Rights Issue Price/ The Offer Price	S\$0.24	S\$0.20
Premium/(discount) over/from the last transacted price prior to the respective announcement	(20.0)%	(23.1)%
Implied P/NAV ⁽¹⁾	0.7 times	0.7 times
Implied P/NTA ⁽¹⁾	1.0 times	0.8 times

Note:

(1) Based on the latest announced NAV and/or NTA for the Group as at 30 September 2023 prior to the announcement of the Placement and the latest announced NAV and/or NTA for the Group as at 31 March 2025 for the Offer.

We note that notwithstanding the fact that the Proposed Rights Issue was terminated:

- (i) The Offer Price is lower and at a discount of approximately 16.7% from the Rights Issue Price.
- (ii) The ratio of the Rights Issue Price to the Group's NAV per Share as at 30 September 2023 of approximately 0.7 times is in line with the P/NAV as implied by the Offer Price and the Group's NAV per Share as at 31 March 2025.
- (iii) The ratio of the Rights Issue Price to the Group's NTA per Share as at 30 September 2023 of approximately 1.0 times is higher than the P/NTA as implied by the Offer Price and the Group's NTA per Share as at 31 March 2025.
- (iv) The Rights Issue Price represents a discount of approximately 20.0% from the last transacted price of S\$0.30 as at 5 December 2023 and a discount of approximately 11.1% from the theoretical ex-rights price. The discount implied by the Rights Issue Price from the last transacted price appears to be lower and more favourable than the discount implied by the Offer Price from the last transacted price on the Last Undisturbed Trading Day.

In general, we note that notwithstanding the termination of the Proposed Rights Issue, the Offer Price appears to be less favourable as compared to the Rights Issue Price, due to, *inter alia*, its lower price

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in absolute terms, lower implied P/NTA, less favourable discounts from the last transacted price and there being no new proceeds (unlike the Proposed Rights Issue) to be received by the Company or the Group.

8.7 RATIONALE FOR THE OFFER AND THE OFFEROR'S INTENTION FOR THE COMPANY

We note from Section 7 of the Offer Document that the Offer is made to comply with the Code arising from the Acquisition, and to consolidate effective control in the Company.

We understand from the Directors that the Acquisition of the Sale Shares by the Offeror from the Fund was triggered by the fact that the Fund was placed in liquidation by an Order of the Grand Court of the Cayman Islands dated 27 March 2024.

Save as disclosed in the Offer Document, the Offeror intends for the Company to continue with its existing activities and has no intention to (a) introduce any major changes to the business of the Company; (b) re-deploy the fixed assets of the Company; or (c) discontinue the employment of any of the existing employees of the Company and its subsidiaries, other than in the ordinary course of business. However, the board of director of the Offeror retains the flexibility at any time to consider any options in relation to the Company and its subsidiaries which may present themselves and which it may regard to be in the interest of the Offeror and/or the Company.

We also note from the AR2025 that the Offeror has agreed with the Company that upon and subject to the completion of the Offer, it will provide a loan to the Company for general working capital purposes and subscribe for the Company's proposed rights issue to ensure that the Company has sufficient capital to continue operating as a going concern for the next 12 months to enhance and expand the Group's existing business operations as well as to explore new business opportunities.

8.8 DIVIDEND TRACK RECORD

The Directors and the Management have confirmed and represented that the Company had not declared any dividends in the last three financial years, being FP2023 to FY2025. Based on our discussions with the Directors, we understand that the Company currently does not have a formal dividend policy. Generally, the Board considers factors such as the Group's earnings, financial position, results of operations, capital needs, plans for expansion, and other relevant factors before determining whether any dividend is to be declared and/or paid. In addition, no dividends were declared and recommended in the last three financial years as the Group intends to conserve cash for future investments and working capital requirements.

We wish to highlight that the above is not an indication of the Company's future dividend policy, and there is no assurance that the Company will or will not pay dividends in future.

8.9 LISTING STATUS AND COMPULSORY ACQUISITION

Listing Status

Under Rule 1105 of the Listing Manual, upon announcement by the Offeror that acceptances have been received that bring the holdings of the Shares owned by the Offeror and parties acting in concert with the Offeror to above 90% of the total number of Shares (excluding treasury shares), the SGX-ST may suspend the trading of the Shares on the SGX-ST until such time when the SGX-ST is satisfied that at least 10% of the total number of Shares (excluding treasury shares) are held by at least 500 Shareholders who are members of the public. Under Rule 1303(1) of the Listing Manual, where the Offeror succeeds in garnering acceptances exceeding 90% of the total number of Shares (excluding treasury shares), thus causing the percentage of the total number of Shares (excluding treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares at the close of the Offer.

Shareholders are advised to note that Rule 723 of the Listing Manual requires the Company to ensure that at least 10% of the total number of Shares (excluding treasury shares) is at all times held by the public. In addition, under Rule 724(1) of the Listing Manual, if the percentage of the total number of Shares (excluding treasury shares) held in public hands falls below 10%, the Company must, as soon

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as practicable, announce that fact and the SGX-ST may suspend trading of all securities of the Company on the SGX-ST. Rule 724(2) of the Listing Manual further states that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, for the percentage of the total number of Shares (excluding treasury shares) held by members of the public to be raised to at least 10%, failing which the Company may be removed from the Official List of the SGX-ST.

It is the current intention of the Offeror to maintain and preserve the listing status of the Company on the SGX-ST following the completion of the Offer. In the event the percentage of Shares held in public hands falls below 10% and the SGX-ST suspends trading of the Shares, the Offeror intends to take such steps which are necessary to restore the Company's public float in order to maintain the listing status of the Company. However, there is no assurance that timely and appropriate actions can be taken as these are dependent on, among others, prevailing market conditions at the relevant time. In the event the public float of the Company cannot be achieved, trading in the Shares may continue to be suspended and/or the Company may be delisted.

Compulsory Acquisition

In the event the Offeror receives valid acceptances pursuant to the Offer or otherwise acquires Shares following the date of despatch of the Offer Document other than through valid acceptances of the Offer in respect of not less than 90% of the total number of issued Shares (other than treasury shares and those already held by the Offeror, its related corporations or their respective nominees as at the date of despatch of the Offer Document), the Offeror would be entitled to exercise its right under Section 215(1) of the Companies Act 1967 of Singapore (the “**Companies Act**”), to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer (the “**Dissenting Shareholders**”) on the same terms as those offered under the Offer.

If the right under Section 215(1) of the Companies Act is available, the Offeror does not intend to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act to acquire those Offer Shares not acquired by the Offeror pursuant to the Offer.

In addition, pursuant to Section 215(3) of the Companies Act, Dissenting Shareholders have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares at the Offer Price in the event that the Offeror, its related corporations or their respective nominees acquire, pursuant to the Offer, such number of Shares which, together with treasury shares and the Shares held by the Offeror, its related corporations or their respective nominees, comprise 90% or more of the total number of Shares.

We note that as the aggregate number of Shares held by the Undertaking Shareholders, who has provided undertaking not to accept the Offer and not to sell their Shares, constitute more than 10% of the Issued Share capital of the Company, the application of Rule 1303(1) of the Listing Manual may be limited and the possibility of suspension is, therefore, remote.

8.10 WATCH-LIST

The Company had been placed on the watch-list with effect from 4 December 2019 (the “**Watch-List**”), pursuant to the then prevailing Rule 1311(1) and 1311(2) with effect from 5 December 2017 of the Listing Manual. The said Rule 1311 was amended on 1 June 2020.

Pursuant to Rule 1311, an issuer will be put on the Watch-List, if it records pre-tax losses for the 3 most recently completed consecutive financial years (based on audited full year consolidated accounts) and an average daily market capitalisation of less than S\$40 million over the last 6 months. Furthermore, based on Rule 1314 (which was last amended on 1 June 2020), an issuer on the watch-list may apply to the SGX-ST to be removed from the Watch-List if it records consolidated pre-tax profit for the most recently completed financial year (based on audited full year consolidated accounts) and has an average daily market capitalisation of S\$40 million or more over the last 6 months (the “**Exit Criteria**”).

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The Company had subsequently filed for time extensions for the removal from the Watch-List on 7 October 2022, 10 November 2023 and 27 November 2024. The SGX-ST approved the Company's time extension submissions on 5 December 2022 and 8 December 2023 respectively. The latest deadline for the Company to fulfil the requirements stated above for removal from the Watch-List was 1 December 2024 as the SGX-ST has not approved the latest time extension (till 31 March 2026) filed on 27 Nov 24.

On 15 May 2025, the Singapore Exchange Regulation Pte. Ltd. (the “**SGXRegCo**”) issued a public consultation paper on, *inter alia*, the removal of Watch-List from the listing regime (the “**SGX RegCo Consultation Paper**”), extracts of key provisions as set out below:

Page 9, para 1.4:

“Pending the conclusion of this consultation, SGX RegCo will provisionally suspend the half-yearly reviews to place issuers on the Financial Watch-list. In the interim, issuers that are currently on the Financial Watch-list will not be directed to delist, regardless of their inability to exit the watch-list in accordance with the requisite criteria in Mainboard Rules 1315 and 1316 (“Exit Criteria”). For the avoidance of doubt, issuers on the Financial Watch-list that meet the Exit Criteria can continue to apply to SGX RegCo for their removal from the Financial Watch-list during this interim period.”

Shareholders should note that there is no certainty that the proposals under the SGX RegCo Consultation Paper will be put into effect, including the removal of the Watch-list from the listing regime, and the Company may be directed to delist following conclusion of the public consultation. In the event of directed delisting, it must be in compliance with the applicable Listing Manual requirements including, *inter alia*, the exit offer must be fair and reasonable.

Shareholders who are not prepared to bear the aforesaid risks associated with the Company will benefit from the clean cash exit opportunity provided through the Offer, and in the absence of an alternative offer or plans from the Company on the matter.

8.11 MATERIAL LITIGATIONS AND CONTRACTS WITH INTERESTED PERSONS

Material Litigation

We note from the Appendix II, Section 8 of the Circular that as at the Latest Practicable Date, neither the Company nor any of its subsidiaries is engaged in any material litigation or arbitration proceedings, as plaintiff or defendant, which might materially and adversely affect the financial position of the Company or the Group, taken as a whole, and the Directors are not aware of any litigation, claims or proceedings pending or threatened against the Company or any of its subsidiaries or any facts likely to give rise to any litigation, claims or proceedings which might materially and adversely affect the financial position of the Company or the Group, taken as a whole.

Material Contracts with Interested Persons

We note from the Appendix II, Section 7 of the Circular that as at the Latest Practicable Date, save as disclosed in any information on the Company which is publicly available (including, without limitation, the annual reports of the Company and the announcements released by the Company on SGXNET), neither the Company nor any of its subsidiaries has entered into material contracts (other than those entered into in the ordinary course of business) with persons who are Interested Persons during the period commencing three (3) years before the Offer Announcement Date and ending on the Latest Practicable Date.

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9. OPINION

In arriving at our recommendation, we have reviewed and examined all factors set out in Sections 7 and 8 of this Letter as well as others elaborated elsewhere in this Letter which we have considered to be pertinent in our assessment of the Offer, including, *inter alia*, the views of and representations by the Directors.

Our recommendation or opinion is by no means an indication of the merits, prospects, financial performance and position of the Company or the Group after the completion or lapse of the Offer; or whether the Company or the Group can improve their financial position and performance, and cash flow; or whether the Company or the Group can continue to operate as a going concern; or the ability of the Company or the Group to meet its liabilities when due or the prices at which the Shares would trade after the completion of the Offer.

Shareholders are advised to read this Letter carefully and in its entirety. Our views, recommendation and opinion are necessarily limited and subject to the matters stated in this IFA Letter (including, *inter alia*, the Disclaimer of Opinion). The following should be read in conjunction with, and in the context of, the full text of this IFA Letter.

In summary, having regard to our analysis and the consideration in this Letter (including, *inter alia*, its limitation and constraints) and after having considered carefully the information available to us and based on market, economic and other relevant considerations prevailing as at the Latest Practicable Date, and subject to our terms of reference, as well as the representation and confirmation from the Directors, we are of the opinion that, in the absence of an alternative offer, the financial terms of the Offer is, on balance, **NOT FAIR and NOT REASONABLE**.

For the purposes of evaluation of the Offer from a financial point of view, we have adopted the approach that the term “fair and reasonable” comprises two distinct concepts:

- (i) Whether the Offer is “fair” relates to the value of the offer price which is based strictly on the evaluation of the Offer Price (i.e. by, *inter alia*, looking at the financial or fundamental analysis of the Offer Price as set out in this Letter and based on information known to us or which is publicly available).
- (ii) Whether the Offer is “reasonable”, after taking into consideration other circumstances surrounding the Offer and the Company or the Group, which we consider relevant (being both quantitative and qualitative factors available and made known to us).

We consider the financial terms of the Offer, on balance to be **NOT FAIR** from a financial point of view after considering, *inter alia*, the analysis and considerations in this Letter (including its limitation and constraints) and after taking into consideration the rationale for the Offer and the Offeror’s intention (Sections 7 and 8 of the Offer Document respectively) to maintain the listing status as well as other matters as described in this Letter. The following factors are significant for the Offer:-

- (i) Whilst the Group was loss making during the period reviewed (being FP2023 to FY2025), it should be noted that the Group’s negative EBITDA, loss before tax and net loss after tax attributable to equity owners of the Company have reduced (or improved) substantially over the period reviewed. In addition, the Group’s financial position (in terms of ratios of total liabilities to shareholders’ equity, and total borrowings to shareholders’ equity) are generally more favourable than the Selected Comparable Companies.
- (ii) The Offer Price represents discounts of approximately 28.3% and 17.4% from the Group’s NAV and NTA per Share as at 31 March 2025 respectively. In addition, the Offer Price as adjusted for the Group’s Net Cash per Share, represents discounts of approximately 28.8% and 17.7% from the Group’s ex-cash NAV and NTA per Share respectively.
- (iii) Unfavourable comparisons against Selected Non-Privatisation MGO Transactions. We note that the implied discounts of approximately 23.1%, and 15.3% from the last transacted price for Shares as at the Last Undisturbed Trading Day and the VWAP for the Shares for the 1-month period prior to the Last Undisturbed Trading Day, respectively, are less favourable when

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compared to both the median and the simple average for the Selected Non-Privatisation MGO Transactions. Further, the implied premia of approximately 2.0% and 2.6% over the VWAP for the Shares for the 6-month and 12-month periods respectively prior to the Last Undisturbed Trading Day are less favourable than the simple average for the Selected Non-Privatisation MGO Transactions. In addition, the valuation of the Group as implied by the Offer Price in terms of the average of the premia/discounts for the Offer is less favourable when compared to the Selected Non-Privatisation MGO Transactions for the various periods reviewed. Likewise, the implied discounts for the various historical periods prior to the Last Trading Day (as set out in Section 10 of the Offer Document) are significantly worse off and less favourable than both the median and the simple average for the Selected Non-Privatisation MGO Transactions.

- (iv) Unfavourable comparison against the Placement in terms of comparison against the historical price, and the Proposed Rights Issue in terms of comparison of absolute nominal value of the Rights Issue Price versus the Offer Price; the discount from the last transacted price as implied by the Rights Issue Price *vis-à-vis* the discount from the last transacted price as implied by the Offer Price; and the implied P/NTA ratios.
- (v) Unfavourable comparison against the valuation of the Selected Comparable Companies after considering, *inter alia*, the Group's valuation in terms of P/NAV and P/NTA ratios (as implied by the Offer Price, the Group's NAV and/or NTA per Share as at 31 March 2025) are significantly lower than both the median and the simple average for the Selected Comparable Companies which we have assessed in conjunction with the fact that notwithstanding the Group's financial performance is generally less favourable as compared to the two profitable Selected Comparable Companies, its financial position is generally better than the Selected Comparable Companies.
- (vi) The Offer Price is at significant discounts from the Estimated Values per Share.

We consider the financial terms of the Offer, on balance to be **NOT REASONABLE** from a financial point of view after considering, *inter alia*, the analysis and the considerations in this Letter (including its limitation and constraints), after taking into consideration other matters as well as the rationale for the Offer and the Offeror's intention (Sections 7 and 8 of the Offer Document respectively) to maintain the listing status. The following factors which are a summary of our analysis are significant for the Offer:-

- (i) In general, the Offer Price is not favourable as compared to the historical prices for the Shares considering, *inter alia*: (a) the implied discounts of approximately 23.1%, 15.3%, and 43.5% from the last transacted price for Shares as at the Last Undisturbed Trading Day and the VWAP for the Shares for the 1-month and 24-month periods prior to the Last Undisturbed Trading Day respectively; (b) the small implied premia of approximately 1.5%, 2.0%, and 2.6% over the VWAP for the Shares for the 3-month, 6-month and 12-month periods prior to the Last Undisturbed Trading Day respectively; and (c) the implied discounts of approximately 71.0%, 65.9%, 65.0%, 57.5%, and 51.5% from the last transacted price as at the Last Trading Day prior to the Offer Announcement Date and the VWAP for 1-month, 3-month, 6-month, and 12-month periods prior to the Last Trading Day respectively.
- (ii) The Offer Price is significantly and consistently lower than the prices at which Shares were traded in the market subsequent to, *inter alia*, the First Announcement and up to the Latest Practicable Date. The Offer Price represents a significant discount of approximately 66.7% from the last transacted price for the Shares of S\$0.600 on the SGX-ST on 3 September 2025, being the Latest Practicable Date
- (iii) Directors' opinion and confirmation that as at the Latest Practicable Date, *inter alia*, (a) the Group and the Company are able to continue as going concerns based on the factors mentioned in Section 7.1 of this Letter; (b) the carrying amounts of the Group's PPE, right-of-use assets, and intangible assets, as well as the fair value of the derivative put option as at 31 March 2025 were appropriate; (c) no expected credit losses were expected and recognised as at 31 March 2025 on those receivables, refundable deposits for acquisition and the Group's supplier, prepayments made to a vendor which are the subjects of the Disclaimer of Opinion;

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and (d) the carrying values and classification of the balances mentioned in (c) above were appropriate as at 31 March 2025, and no adjustments might have been necessary.

ACA's Recommendation on the Offer

Based on our assessment of the financial terms of the Offer as set out above, we advise the Independent Directors that they should recommend Shareholders to **REJECT** the Offer. For Shareholders who wish to realise their Shares, to sell their Shares in the open market as the transacted prices for the Shares during, *inter alia*, the period commencing on the Market Day immediately after the First Announcement Date to the Latest Practicable Date were substantially higher than the Offer Price.

Shareholders should also be aware and note that there is no assurance that the price and trading volume of the Shares will remain at current levels after the close of the Offer, and the current price performance and trading volume of the Shares is not indicative of the future price performance or trading levels of the Shares. The price and trading volume of the Shares are subject to, *inter alia*, the performance and prospects of the Company, prevailing economic conditions, economic outlook and stock market conditions and sentiments.

Accordingly, our advice on the Offer does not and cannot take into account future trading activities or patterns or price levels that may be established for the Shares after the Latest Practicable Date since these are governed by factors beyond the ambit of our review and also, such advice, if given, would not fall within our terms of reference in connection with the Offer.

Matters to highlight

We would also wish to highlight the following matters which may affect the decisions or actions of Shareholders:–

1. If the Shareholders are considering selling their Offer Shares in the open market, they should be aware that the current market prices and trading volumes for the Shares may have been affected by the Offer and may not be maintained at current levels when the Offer closes. In addition, opportunities to realise the Offer Shares in the open market may be restricted or limited by the lack of liquidity for the Shares (as observed during the historical periods under review, being 9 January 2023 to the Latest Practicable Date).
2. As stated in the Offer Document, the Offer is unconditional in all respects. The Offer Price of S\$0.20 for each Offer Share is final and the Offeror does not intend to increase the Offer Price, save that the Offeror reserves the right to revise the terms of the Offer in accordance with the Code if a competitive situation arises.
3. Whilst the possibility of a higher offer from a third party cannot be ruled out, as at the Latest Practicable Date, we are not aware of any publicly available evidence of an alternative offer for the Shares. Shareholders should note that the likelihood of an alternative takeover is remote in view that as at 25 August 2025 (being the latest practicable date of the Offer Document), the Offeror and its Concert Parties owned, controlled or have agreed to acquire (including by way of valid acceptances of the Offer) an aggregate of 64,693,202 Shares, representing approximately 60.18% of the total number of issued Shares.
4. Whilst the Offer may present an opportunity for the Shareholders to realise their entire investment for cash in view of the low liquidity of the Shares (in terms of number of Shares traded on daily basis and frequency of trading) during the periods observed prior to the Last Undisturbed Trading Day, the Offer Price is in general at a significant discount from the historical traded prices or VWAP for the Shares after the First Announcement Date to the Latest Practicable Date.
5. The Directors confirmed that, to the best of their knowledge, as at the Latest Practicable Date and save for matters disclosed in the Circular, this Letter, the Group's audited consolidated financial statements for FY2025 and the Company's announcements on the SGXNET, there

APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS

has been no material changes to the Group's assets and liabilities, financial position, condition and performance.

6. The Auditors have issued the Disclaimer of Opinion in respect of the audited financial statements for the Group for FY2025. Our scope does not require us and we have not evaluated nor commented on the basis of the Disclaimer of Opinion as well as the recoverability of, *inter alia*, certain receivables, refundable deposits for acquisition and the Group's supplier, prepayments made to a vendor and the ability of the Group and Company to continue as going concerns as well as the appropriateness of the carrying amounts of certain balance sheet items of the Group which are mentioned in the Disclaimer of Opinion.
7. Our scope does not require us and we have not made any independent evaluation of the Group (including without limitation, market value or economic potential) or appraisal of the Group's assets and liabilities (including without limitation, property, plant and equipment, intangible assets, derivative instrument and inventories) or contracts entered or are about to be entered by the Company or the Group, and we have not been furnished with any such evaluation and appraisal in respect of assets and liabilities (if any) held or contracts entered or are about to be entered into by the Group.

With respect to such valuation, we are not experts in the evaluation or appraisal of assets and liabilities (including without limitation, property, plant and equipment, intangible assets, derivative instrument and inventories) including, *inter alia*, where applicable, the contracts that the Group has embarked upon or are about to embark upon and have relied on the opinion of the Directors and the financial statements (audited and unaudited), where applicable for the assessment.

Limitations

It is also to be noted that as trading of the Shares is subject to possible market fluctuations and accordingly, our advice on the Offer does not and cannot take into account the future trading activities or patterns or price levels that may be established for the Shares since these are governed by factors beyond the ambit of our review, and also such advice, if given, would not fall within our terms of reference in connection with the Offer.

For our opinion and recommendation, we have not had regard to the general or specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints or plans of any individual Shareholder, or group of Shareholders. As different Shareholders or groups of Shareholders would have different investment profiles and objectives, we would advise Independent Directors to recommend that any individual Shareholder or group of Shareholders who may require advice in the context of his specific investment portfolio, including his investment in the Company, should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately with respect to the Offer.

APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS

10. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders may accept the Offer in respect of all or any part of their holdings of Shares. Shareholders **who wish to accept the Offer** must do so no later than **5:30 p.m. (Singapore time) on 30 September 2025** or such later date(s) as may be announced from time to time by or on behalf of the Offeror. Please refer to Appendix B of the Offer Document, which sets out the procedures for the acceptance of the Offer.

Shareholders who do not wish to accept the Offer need not take any further action in respect of the Offer Document, the FAA and/or the FAT.

This Letter is addressed to the Independent Directors in connection with and for the purpose of their evaluation of the financial terms of the Offer. Whilst a copy of this Letter may be included in the Circular, neither the Company nor the Directors nor the Shareholders nor any third parties, may reproduce, disseminate or quote this Letter (or any part thereof) for any other purpose, save in connection with the Circular, at any time and in any manner without the prior written consent of ACA in each specific case. This opinion is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters and the scope of our appointment stated herein and does not apply by implication to any other matter. Save as disclosed, nothing herein shall confer or be deemed or is intended to confer any right of benefit to any third party and the Contracts (Rights of Third Parties) Act 2001 of Singapore and any re-enactment thereof shall not apply.

The recommendations made by the Independent Directors to Shareholders in relation to the Offer and the issue of the Circular (as well as any information therein) shall remain the sole responsibility of the Independent Directors and the Directors respectively.

Yours faithfully,

For and on behalf of

ASIAN CORPORATE ADVISORS PTE. LTD.

H.K. LIAU
MANAGING DIRECTOR

FOO QUEE YIN
MANAGING DIRECTOR

APPENDIX II – ADDITIONAL GENERAL INFORMATION

1. DIRECTORS

The names, addresses and descriptions of the Directors as at the Latest Practicable Date are set out below:

Name	Address	Designation
Mr. Sun Quan	1 Jalan Kembangan, The Trumps #01-04, Singapore 419154	Joint Chairman and Joint Chief Executive Officer
Mr. Qiu Peiyuan	c/o 3 Temasek Boulevard #03-300, Suntec City Mall, Singapore 038983	Joint Chairman and Joint Chief Executive Officer
Dr Tan Khee Giap	c/o 3 Temasek Boulevard #03-300, Suntec City Mall, Singapore 038983	Lead Independent Director
Mr. Siow Chee Keong	c/o 3 Temasek Boulevard #03-300, Suntec City Mall, Singapore 038983	Independent Director
Mr. Furler Luke Anthony	c/o 3 Temasek Boulevard #03-300, Suntec City Mall, Singapore 038983	Non-Independent, Non-Executive Director

2. REGISTERED OFFICE

The registered office of the Company is at 3 Temasek Boulevard #03-300, Suntec City Mall, Singapore 038983.

3. HISTORY AND PRINCIPAL ACTIVITIES

The Company was incorporated under the laws of Singapore on 2 February 1983 and was listed on the Main Board of the SGX-ST on 11 February 2004. The Company was formerly known as AEI Corporation Ltd and changed its name to Ascent Bridge Limited on 3 March 2022.

The principal activities of the Company are investment holdings in production and distribution of liquor and beverages.

The Company aspires to transform into one of the region's top ranking beverage businesses and become a global leader in the beverage market with a wide collection of brands across spirits, beer and non-alcoholic drinks.

To achieve the above objectives, the Company is committed to driving sustained growth by focusing on strategic priorities, including diversifying its product portfolio beyond its current products and enhancing market penetration through strengthened brand-building efforts across both duty-paid and duty-free channels in diversified global markets.

4. SHARE CAPITAL

4.1 Issued Share Capital

The Company has one class of Shares, being ordinary shares. As at the Latest Practicable Date, the issued and paid-up share capital of the Company is S\$70,966,000 comprising 107,495,877 Shares. The issued Shares are listed and quoted on the Main Board of the SGX-ST.

As at the Latest Practicable Date, the Company does not hold any treasury Shares.

APPENDIX II – ADDITIONAL GENERAL INFORMATION

4.2 Rights of Shareholders in respect of capital, dividends and voting

The rights of Shareholders in respect of capital, dividends and voting are contained in the Constitution, which is available for inspection at the registered office of the Company at 3 Temasek Boulevard #03-300, Suntec City Mall Singapore 038983 during normal business hours for the period during which the Offer remains open for acceptance. The relevant provisions in the Constitution in relation to the rights of Shareholders in respect of capital, dividends and voting have been extracted from the Constitution and are reproduced in **Appendix IV** to this Circular. Capitalised terms and expressions not defined in the extracts have the meanings ascribed to them in the Constitution.

4.3 Number of Shares issued since the end of the last financial year

No Shares have been issued by the Company since 31 March 2025, being the end of the last financial year up to the Latest Practicable Date.

4.4 Options and Convertible Instruments

There are no outstanding instruments convertible into, rights to subscribe for, and options in respect of securities being offered for or which carry voting rights affecting the Shares in the Company, as at the Latest Practicable Date.

5. DISCLOSURE OF INTERESTS AND DEALINGS

5.1 Interests of the Company in Offeror Securities

The Company does not have any direct or deemed interests in the Offeror Securities as at the Latest Practicable Date.

5.2 Dealings in Offeror Securities by the Company

The Company has not dealt for value in the Offeror Securities during the period commencing six (6) months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

5.3 Interests of the Directors in Offeror Securities

Mr. Sun Quan is the sole shareholder and sole director of the Offeror as disclosed in paragraph 3.1 of the Offer Document.

Save for Mr. Sun Quan's interest as disclosed above, none of the Directors have any direct or deemed interests in the Offeror Securities as at the Latest Practicable Date.

5.4 Dealings in Offeror Securities by the Directors

None of the Directors have dealt for value in the Offeror Securities during the period commencing six (6) months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

5.5 Interests of the Directors in Company Securities

Save as disclosed below, as at the Latest Practicable Date, none of the Directors have any direct or deemed interests in the Company Securities:

Interests of Directors in Shares

Name of Director	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Sun Quan	—	—	44,584,556 ⁽²⁾	41.48	44,584,556	41.48
Qiu Peiyuan	189,600	0.18	1,000,000 ⁽³⁾	0.93	1,189,600	1.11
Furler Luke Anthony	—	—	128,400 ⁽⁴⁾	0.12	128,400	0.12

APPENDIX II – ADDITIONAL GENERAL INFORMATION

Notes:

- (1) Based on a total of 107,495,877 Shares in issue as at the Latest Practicable Date and rounded to the nearest two (2) decimal places.
- (2) This represents Mr. Sun Quan's deemed interest held in the name of Montelion Global Holdings Pte. Ltd. (formerly known as MTBL Global Holdings Pte. Ltd.) which is wholly-owned by him.
- (3) This represents Mr. Qiu Peiyuan's deemed interest held in the name of Pro Honor Investment Limited which is wholly-owned by him.
- (4) This represents Mr. Furler Luke Anthony's deemed interest held in the name of MTBL Global Fund (In Official Liquidation) which he, pursuant to an Order of the Grand Court of the Cayman Islands dated 27 March 2024, has been appointed as Joint Official Liquidator of MTBL Global Fund (In Official Liquidation) alongside Mr. Mitchell Mansfield, who was appointed pursuant to an Order of the Grand Court of the Cayman Islands dated 18 June 2025. Mr. Furler Luke Anthony's deemed interest in the Shares that MTBL Global Fund (In Official Liquidation) holds in the Company arises by virtue of his appointment as Joint Official Liquidator of MTBL Global Fund (In Official Liquidation).

Interests of Directors in Company Options

None of the Directors have any interest in any Company Options.

5.6 Dealings in Company Securities by the Directors

Save as disclosed below, none of the Directors have dealt for value in the Company Securities during the period commencing six (6) months prior to the Offer Announcement Date and ending on the Latest Practicable Date:

Name of Director	Date of Transaction	Number of Shares	Transaction price (S\$)	Nature of Transaction
Mr. Furler Luke Anthony, acting as Joint Liquidator of MTBL Global Fund (In Official Liquidation)	12 August 2025	34,334,556	6,866,911.20	MTBL Global Fund (in Official Liquidation) sold by way of married deal 34,334,556 Shares, at S\$0.20 per Share, to the Offeror, thereby triggering the mandatory unconditional offer. Please refer to section 1 of the Offer Announcement for further details on the above.
Mr. Sun Quan, the sole director and sole shareholder of the Offeror	12 August 2025	34,334,556	6,866,911.20	The Offeror acquired by way of married deal 34,334,556 Shares, at S\$0.20 per Share, from MTBL Global Fund (in Official Liquidation), thereby triggering the mandatory unconditional offer. Please refer to section 1 of the Offer Announcement for further details on the above.

APPENDIX II – ADDITIONAL GENERAL INFORMATION

5.7 Interests of the IFA in Company Securities

As at the Latest Practicable Date, none of the IFA nor any funds whose investments are managed by the IFA on a discretionary basis has dealt for value in the Company Securities.

5.8 Dealings in Company Securities by the IFA

None of the IFA nor any funds whose investments are managed by the IFA on a discretionary basis has dealt for value in any Company Securities during the period commencing six (6) months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

5.9 Directors' Intentions in respect of their Shares

As disclosed above in paragraph 5.5 of this **Appendix II**, Mr. Sun Quan has a deemed interest in 44,584,556 Shares. As at the Latest Practicable Date, and as disclosed in paragraph 1.1 of Appendix E to the Offer Document, Mr. Sun Quan is acting in concert with the Offeror and holds these Shares through the Offeror. As such, Mr. Sun Quan will not tender these Shares in acceptance of the Offer and will not receive any cash consideration for these Shares.

As disclosed above in paragraph 5.5 of this **Appendix II**, Mr. Qiu Peiyuan has a direct interest in 189,600 Shares and a deemed interest in 1,000,000 Shares. As at the Latest Practicable Date, and as disclosed in paragraph 1.1 of Appendix E to the Offer Document, Mr. Qiu Peiyuan is acting in concert with the Offeror and has provided an undertaking not to sell his Shares. As such, Mr. Qiu Peiyuan does not intend to tender his Shares in acceptance of the Offer and will not receive any cash consideration for his Shares.

As disclosed above in paragraph 5.5 of this **Appendix II**, Mr. Furler Luke Anthony has a deemed interest in 128,400 Shares held by MTBL Global Fund (In Official Liquidation) which he, pursuant to an Order of the Grand Court of the Cayman Islands dated 27 March 2024, has been appointed as Joint Official Liquidator of. As at the Latest Practicable Date, Mr. Furler Luke Anthony has informed the Company that it is his intention to accept the Offer in respect of all the 128,400 Shares in which he has a deemed interest. Notwithstanding his recommendation to Shareholders made in his capacity as an Independent Director in Section 12.4 of this Circular after having considered the advice of the IFA to the Independent Directors on the Offer, Mr. Furler Luke Anthony intends to accept the Offer in respect of the Shares he is deemed interested in, in his capacity as Joint Official Liquidator of MTBL Global Fund (In Official Liquidation), as he and Mr. Mitchell Mansfield (as Joint Official Liquidators) have determined that accepting the Offer in an otherwise illiquid resale market for the Shares represents a viable option to facilitate the recovery and realisation of the assets of MTBL Global Fund (In Official Liquidation).

6. OTHER DISCLOSURES

6.1 Directors' service contracts

As at the Latest Practicable Date:

- (a) there are no service contracts between any of the Directors or proposed directors and the Company or its subsidiaries which have more than twelve (12) months to run and which are not terminable by the employing company within the next twelve (12) months without paying any compensation; and
- (b) there are no other service contracts entered into or amended between any of the Directors or proposed directors and the Company or its subsidiaries during the period commencing six (6) months prior to the Offer Announcement and ending on the Latest Practicable Date.

6.2 No Payment or Benefit to Directors

As at the Latest Practicable Date, there is no payment or other benefit which will be made or given to any Director or to any director of any other corporation which is, by virtue of Section 6 of the Companies Act, deemed to be related to the Company as compensation for loss of office or otherwise in connection with the Offer.

APPENDIX II – ADDITIONAL GENERAL INFORMATION

6.3 Agreements Conditional upon Outcome of Offer

As at the Latest Practicable Date, save as disclosed below, there are no agreements or arrangements made between any Director and any other person in connection with or conditional upon the outcome of the Offer.

The Offeror, controlled by Mr. Sun Quan, entered a sale and purchase agreement with one of the Concert Parties, Hu Yidong, whereby Hu Yidong shall sell to the Offeror, and the Offeror shall acquire from Hu Yidong, 10,448,668 Shares for the consideration of S\$2,089,733.60 (i.e. S\$0.20 per Share), subject to the completion of the Offer.

The Offeror has also received the Undertakings Not to Sell and the Voting Pact Undertakings from certain Shareholders as set out in Sections 5 and 6 in the Letter to Shareholders of the Offer Document.

6.4 Material Contracts entered into by Offeror

As at the Latest Practicable Date, there are no material contracts entered into by the Offeror in which any Director has a material personal interest, whether direct or indirect.

7. MATERIAL CONTRACTS WITH INTERESTED PERSONS

As at the Latest Practicable Date, save as disclosed in any information on the Company which is publicly available (including, without limitation, the annual reports of the Company and the announcements released by the Company on SGXNET), neither the Company nor any of its subsidiaries has entered into material contracts (other than those entered into in the ordinary course of business) with persons who are Interested Persons during the period commencing three (3) years before the Offer Announcement Date and ending on the Latest Practicable Date.

8. MATERIAL LITIGATION

As at the Latest Practicable Date:

- (a) neither the Company nor any of its subsidiaries is engaged in any material litigation or arbitration proceedings, as plaintiff or defendant, which might materially and adversely affect the financial position of the Company or the Group, taken as a whole; and
- (b) the Directors are not aware of any litigation, claims or proceedings pending or threatened against the Company or any of its subsidiaries or of any facts likely to give rise to any litigation, claims or proceedings which might materially and adversely affect the financial position of the Company or the Group, taken as a whole.

APPENDIX II – ADDITIONAL GENERAL INFORMATION

9. SUMMARY OF FINANCIAL INFORMATION

9.1 Consolidated Statements of Comprehensive Income

A summary of the audited consolidated statements of comprehensive income of the Group for FY2023, FY2024 and FY2025 is set out below.

	1.4 2024 to 31.3.2025 \$'000	1.4 2023 to 31.3.2024 \$'000	1.1.2022 to 31.3.2023s ⁽¹⁾ \$'000
Revenue	2,060	3,731	3,948
Cost of sales	(1,200)	(2,220)	(1,608)
Gross profit	860	1,511	2,340
Other operating income	65	58	163
Other gains/(losses), net	2,086	4,409	(44)
Expenses			
- Selling and distribution	(863)	(1,239)	(2,133)
- General and administrative	(5,198)	(9,514)	(9,215)
Loss from operating activities	(3,050)	(4,775)	(8,889)
Finance cost	(20)	(37)	(51)
Finance income	1	46	137
Loss before income tax	(3,069)	(4,766)	(8,803)
Income tax credit	94	95	46
Net loss	(2,975)	(4,671)	(8,757)
Other comprehensive (loss)/income, net of tax:			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
- Currency translation differences arising from consolidation - (loss)/gain	(80)	28	(19)
Total comprehensive income for the year, net of tax	(3,055)	(4,643)	(8,776)
Loss attributable to:			
Owners of the Company	(2,975)	(4,671)	(8,757)
Non-controlling interests	—	—	—
	(2,975)	(4,671)	(8,757)
Total comprehensive income attributable to:			
Owners of the Company	(3,055)	(4,643)	(8,776)
Non-controlling interests	—	—	—
	(3,055)	(4,643)	(8,776)
Loss per share attributable to equity owners of the Company			
- Basic and diluted (in cents)	(3.21)	(5.36)	(10.06)
Net dividend per share	—	—	—

Notes:

- (1) FY2023 was a 15-month financial year beginning 1 January 2022 and ending 31 March 2023 as the Group had changed its financial year end from 31 December to 31 March. Please refer to the Company's announcement on 10 August 2022 for further information on such.

APPENDIX II – ADDITIONAL GENERAL INFORMATION

The above summary financial information is extracted from, and should be read together with, the audited consolidated financial statements of the Group and the accompanying notes as set out in the annual reports of the Company for FY2023, FY2024 and FY2025 as set out therein.

The audited consolidated financial statements of the Group for FY2025 (as set out in the annual report of the Company for FY2025) are reproduced in **Appendix III** to this Circular, respectively.

9.2 Consolidated Statements of Financial Position

A summary of the audited consolidated statement of financial position of the Group as at 31 March 2025 (being the date to which the Company's last published audited financial statements were made up) is set out below.

	2025 \$'000
ASSETS	
Non-current assets	
Property, plant and equipment	679
Intangible assets	3,948
Derivative instrument	10,362
Investments in subsidiary corporations	–
Deposits	6,144
Other receivables	1,492
	<u>22,625</u>
Current assets	
Inventories	5,769
Trade receivables	306
Prepayments and deposits	2,429
Other receivables	1,502
Amounts due from subsidiary corporations	–
Cash and cash equivalents	1,219
	<u>11,225</u>
Total assets	<u><u>33,850</u></u>
LIABILITIES	
Current liabilities	
Trade payables	639
Other payables	1,468
Borrowings	968
Current income tax liabilities	50
	<u>3,125</u>
Non-current liabilities	
Borrowings	203
Deferred income tax liabilities	560
	<u>763</u>
Total liabilities	<u>3,888</u>
NET ASSETS	<u><u>29,962</u></u>
EQUITY	
Capital and reserve attributable to equity owners of the Company	
Share capital	70,966
Treasury shares	–
Foreign currency translation reserve	(27)
Accumulated losses	(40,977)
Total equity	<u><u>29,962</u></u>

APPENDIX II – ADDITIONAL GENERAL INFORMATION

The above summary financial information is extracted from, and should be read together with, the audited consolidated financial statements of the Group for FY2025 and the accompanying notes as set out in the annual report of the Company for FY2025.

The audited consolidated financial statements of the Group for FY2025 are reproduced in **Appendix III** to this Circular.

9.3 Significant Accounting Policies

The Company prepares its financial statements in accordance with the Singapore Financial Reporting Standards (International) (“**SFRS(I)**”). The significant accounting policies of the Company are disclosed in the FY2025 audited financial statements as extracted from the annual report of the Company for FY2025.

Save as disclosed in this Circular and publicly available information on the Group (including but not limited to that contained in audited consolidated financial statements of the Group for FY2025 (as set out in the annual report of the Company for FY2025) and other announcements, financial statements and annual reports released by the Company on SGXNET, there are no significant accounting policies or any matter from the notes of the financial statements of the Group which are of any major relevance for the interpretation of the accounts.

9.4 Changes in Accounting Policies

The summary of the significant accounting policies of the Group is disclosed in Note 2 of the audited consolidated financial statements of the Group for FY2025 as set out in the Group’s annual report for FY2025.

As at the Latest Practicable Date, save as disclosed in this Circular and in publicly available information on the Group (including but not limited to that contained in announcements, financial statements and annual reports released by the Company on SGXNET), there are no changes in the accounting policies of the Group which will cause the figures disclosed in this Circular not to be comparable to a material extent.

9.5 Material Changes in Financial Position

Save as disclosed in this Circular and in publicly available information on the Company (including but not limited to that contained in announcements, financial statements and annual reports released by the Company on SGXNET), as at the Latest Practicable Date, there has not been, within the knowledge of the Directors, any material change in the financial position of the Company since 31 March 2025, being the date of the last published audited financial statements of the Company.

9.6 Material Changes in Information

Save as disclosed in this Circular and save for the information in relation to the Company and the Offer that is publicly available (including but not limited to that contained in announcements, financial statements and annual reports released by the Company on SGXNET), there has been no material change in any information previously published by or on behalf of the Company during the period commencing from the Offer Announcement Date and ending on the Latest Practicable Date.

10. GENERAL

10.1 Costs and Expenses

All expenses and costs incurred by the Company in relation to the Offer will be borne by the Company.

APPENDIX II – ADDITIONAL GENERAL INFORMATION

10.2 Consents

Asian Corporate Advisors Pte Ltd, named as the IFA, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of (i) its name and all references thereto, and (ii) the IFA Letter as reproduced in **Appendix I** to this Circular containing its advice to the Independent Directors in respect of the Offer and all references thereto, in the form and context in which they appear in this Circular.

11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered address of the Company at 3 Temasek Boulevard #03-300, Suntec City Mall Singapore 038983 during normal business hours for the period during which the Offer remains open for acceptance:

- (a) the Constitution of the Company;
- (b) the IFA Letter as reproduced in **Appendix I** to this Circular;
- (c) the letter of consent referred to in **Paragraph 10.2** in **Appendix II** to this Circular; and
- (d) the annual reports of the Company for FY2023, FY2024 and FY2025, which include the audited consolidated financial statements of the Group for FY2023, FY2024 and FY2025.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

The audited consolidated financial statements of the Group for FY2025 which are reproduced below have been extracted from the Company's annual report for FY2025, and were not specifically prepared for inclusion in this Circular.

All capitalised terms used in Notes to the audited consolidated financial statements of the Group for FY2025 set out below shall have the same meanings given to them in the annual report of the Company for FY2025.

A copy of the annual report of the Company for FY2025 is available for inspection at the registered address of the Company at 3 Temasek Boulevard #03-300, Suntec City Mall Singapore 038983 during normal business hours for the period during which the Offer remains open for acceptance.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

DIRECTORS’ STATEMENT

The directors present their statement to the members together with the audited consolidated financial statements of Ascent Bridge Limited (the “**Company**”) and its subsidiary corporations (collectively, the “**Group**”) and the statement of changes in equity of the Company for the financial year ended 31 March 2025 and the statement of financial position of the Company as at 31 March 2025.

In the opinion of the directors,

- (i) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2025 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year covered by the consolidated financial statements; and
- (ii) at the date of this statement, based on the assumptions and measures undertaken as described in Note 2.2 of the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

The directors of the Company in office at the date of this statement are:

Qiu Peiyuan
Sun Quan
Dr Tan Khoo Giap
Siow Chee Keong
Furler Luke Anthony (Appointed on 28 May 2024)

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

DIRECTORS' STATEMENT

Directors' interests in shares or debentures

The following directors, who held office at the end of the financial year, according to the register of directors' shareholdings required to be kept under the Singapore Companies Act 1967, an interest in shares and warrants of the Company as stated below:

	Holdings registered in name of director			Holdings in which director is deemed to have an interest		
	As at 1.4.2024 or date of appointment, if later	As at 31.3.2025	At 21.4.2025	As at 1.4.2024 or date of appointment, if later	As at 31.3.2025	At 21.4.2025
The Company						
<u>No. of ordinary shares</u>						
Sun Quan	–	–	–	44,712,956 ⁽¹⁾	10,250,000 ⁽¹⁾	10,250,000 ⁽¹⁾
Qiu Peiyuan	189,600	189,600	189,600	1,000,000 ⁽²⁾	1,000,000 ⁽²⁾	1,000,000 ⁽²⁾
Furler Luke Anthony	–	–	–	–	34,462,956 ⁽³⁾	34,462,956 ⁽³⁾

⁽¹⁾ This represents Mr Sun Quan's deemed interest held in the name of Montelion Global Holdings Pte. Ltd. (formerly known as MTBL Global Holdings Pte. Ltd.) which is wholly-owned by him.

⁽²⁾ This represents Mr Qiu Peiyuan's deemed interest held in the name of Pro Honor Investment Limited which is wholly-owned by him.

⁽³⁾ This represents Mr Furler Luke Anthony's deemed interest held in the name of Quantuma (Singapore) Pte Limited which he is appointed as joint official liquidators together with Mr Mitchell Mansfield.

By virtue of section 7 of the Singapore Companies Act 1967, Sun Quan is deemed to have interest in shares of all the subsidiaries to the extent held by the Company.

Except as disclosed in this statement, no other director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning of the financial year, or date of appointment if later, or at the end of the financial year.

Share options

At an Extraordinary General Meeting held on 28 April 2024, shareholders approved the adoption of AEI Performance Share Plan ("Plan") as a compensation scheme that promotes higher performance goals and recognises exceptional achievement. The Company believes the Plan will strengthen the overall effectiveness of the Group's remuneration and benefits to its employees.

The Plan is administrated by the Remuneration Committee and the Plan continues in force at the discretion of the Remuneration Committee, subject to a maximum period of up to ten years.

No shares have been issued under the Plan as the Plan was expired in April 2024.

There were no options granted during the financial year to subscribe for unissued shares of the Company or its subsidiary corporations.

DIRECTORS’ STATEMENT

Share options (cont’d)

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiary corporations.

There were no unissued shares of the Company or its subsidiary corporations under option at the end of the financial year.

Audit Committee

The audit committee (“**AC**”) carried out its functions in accordance with Section 201B (5) of the Companies Act 1967, including the following:

- Reviewed the audit plans of the independent auditor of the Group and the Company.
- Reviewed the half-yearly and annual financial statements and the independent auditor’s report on the annual financial statements and results announcement of the Group and the Company before their submission to the board of directors.
- Reviewed effectiveness of the Group and the Company’s material internal controls, including financial, operational and compliance controls and risk management.
- Met with the independent auditor, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC.
- Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators.
- Reviewed the cost effectiveness and the independence and objectivity of the independent auditor.
- Reviewed the nature and extent of non-audit services provided by the independent auditor.
- Recommended to the board of directors the independent auditor to be nominated, approved the compensation of the independent auditor, and reviewed the scope and results of the audit.
- Reported actions and minutes of the AC to the board of directors with such recommendations as the AC considered appropriate.
- Reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited’s Listing Manual.

The AC has full access to and co-operation of management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any director and executive officer to attend its meetings. The independent auditor has unrestricted access to the AC.

Further details regarding the AC are disclosed in the Report on Corporate Governance.

The AC has recommended to the directors that the independent auditor, CLA Global TS Public Accounting Corporation, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL
STATEMENTS OF THE GROUP FOR FY2025**

DIRECTORS’ STATEMENT

Independent auditor

The independent auditor, CLA Global TS Public Accounting Corporation, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors,

Qiu Peiyuan
Joint Chairman and Joint Chief Executive Officer

Sun Quan
Joint Chairman and Joint Chief Executive Officer

Singapore
3 September 2025

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 March 2025

Report on the audit of the financial statements

Disclaimer of Opinion

We were engaged to audit the financial statements of Ascent Bridge Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”), which comprise the statements of financial position of the Group and Company as at 31 March 2025, the consolidated statement of comprehensive income, consolidated statements of changes in equity of the Group, statement of changes in equity of the Company and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of material accounting policies.

We do not express an opinion on the accompanying financial statements of the Group as well as the statement of financial position and the statement of changes in equity of the Company. Because of the significance of the matters described in the Basis of Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for Disclaimer of Opinion

1. Opening balances

The financial statements for the financial year ended 31 March 2024 were audited by another firm of auditors who expressed a disclaimer of opinion in their report dated 6 December 2024. Due to limitations in the information made available to the predecessor auditor, they were unable to obtain sufficient appropriate audit evidence in respect of the matters discussed below.

(i) Impairment assessments of assets

During the previous financial year, the Group had not been able to meet the sales forecast and generated operating losses, and management carried out impairment assessment on its assets, covering goodwill, property, plant and equipment, right-of-use assets, intangible assets, a derivative instrument, and related cost of investments in subsidiary corporations and amounts due from subsidiary corporations at the Company level.

As stated in Notes 13, 15 and 16 to the financial statements, based on management's assessment, the Group recognised an aggregate impairment loss of \$7,386,000 against the goodwill, property, plant and equipment and intangible assets related to MTBL Global Pte Ltd (“**MTBL**”) and its subsidiary corporations (collectively, the “**MTBL Group**”) as at 31 March 2024. Management's impairment assessment was based on cash flow projections which required the Group to assess its ability to generate operating cash flows based on estimate of projected revenue, margin and expenditure.

As part of the acquisition of MTBL Group, the Group also recognised a derivative put option that allows the Group to sell back the shares of MTBL to Capital Impetus Group Limited (“**CIGL**”) upon the trigger of certain events. The put option asset was carried at a fair value of \$7,870,000 as at 31 March 2024. The fair value determination requires the consideration of significant estimates and judgement, such as the counter-party's credit worthiness and risk of a default, which are inherently subjective.

Similarly, the Company has recorded an impairment loss of \$15,981,000 against the related cost of investment in subsidiary corporations (Note 18) and \$4,177,000 against the amounts due from subsidiary corporation (Note 23) as at 31 March 2024.

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 March 2025

Report on the audit of the financial statements (cont'd)

Basis for Disclaimer of Opinion (cont'd)

1. Opening balances and comparative figures (cont'd)

(i) Impairment assessments of assets (cont'd)

The predecessor auditor was unable to obtain sufficient appropriate evidence with respect to certain key judgement and assumptions used in these impairment assessments due to lack of historical trend of business and lack of supportable information on the business growth assumptions and the ability to generate operating cash flows. Accordingly, they were unable to determine the appropriateness of the impairment losses recorded (or not recorded against other assets) by the Group and Company, and the fair value of the derivative as at 31 March 2024.

(ii) Amount due from a related party, deposits and prepayment

As at 31 March 2024, the Group had:

- (a) an amount due from a related party, CIGL of \$2,842,000;
- (b) a refundable deposit of \$5,000,000 for the acquisition of businesses in Singapore and Malaysia from the vendors ;
- (c) a prepayment of \$1,495,000 made to a vendor; and
- (d) a refundable deposit of \$1,066,000 made to its supplier,

as disclosed in Notes 21 and 22 to the financial statements.

Management has determined that no loss allowance for expected credit losses was required on these amounts as at 31 March 2024 despite these amounts not having been recovered or utilised for some time.

Due to the lack of information available to the predecessor auditor, they were unable to assess the timing or the extent of the recoverability of these amounts and were unable to determine whether these amounts were appropriately measured and classified as at 31 March 2024.

In view of the predecessor auditor's disclaimer opinions on the financial year ended 31 March 2024, and as we were unable to carry out any alternative audit procedures to obtain sufficient audit evidence on the opening balances as described above, we were unable to determine whether any adjustments might have been required to those financial statements or whether there were possible effects on the comparability of the current year's figures with the corresponding figures.

2. Impairment assessments of the Group's property, plant and equipment, right-of-use assets, intangible assets and derivative instruments

As at 31 March 2025, the carrying amounts of the Group's property, plant and equipment, right-of-use assets and intangible assets were \$186,000, \$493,000 and \$3,948,000 respectively, as disclosed in Notes 13, 14 and 15 to the financial statements.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 March 2025

Report on the audit of the financial statements (cont'd)

Basis for Disclaimer of Opinion (cont'd)

2. Impairment assessments of the Group's property, plant and equipment, right-of-use assets, intangible assets and derivative instruments (cont'd)

Management estimated the recoverable amounts of these assets using value-in-use calculations and concluded that no additional impairment losses were required as at 31 March 2025.

As disclosed in Note 17 to the financial statements, the Group recognised a derivative put option that entitles to require CIGL to repurchase the 100% of the issued share capital in MTBL upon the occurrence of certain events specified in the agreement. The derivative put option was measured at a fair value of \$10,362,000 as at 31 March 2025. The determination of its fair value involves significant estimates and judgement, including assessment of the counter-party's creditworthiness and risk of default, which are inherently subjective.

Due to a lack of historical business performance and insufficient supportable information on business growth assumptions, we were unable to obtain sufficient appropriate audit evidence to support the cash flow forecasts and certain key judgement and assumptions used in the value-in-use calculations. Accordingly, we were unable to assess the Group's ability to generate future operating cash flows. As a result, we were unable to determine the appropriateness of the carrying amounts of the Group's property, plant and equipment, right-of use assets and intangible assets, as well as the fair value of the derivative put option as at 31 March 2025.

3. Expected credit losses on the Group's amount due from a related party, deposits and prepayment

As at 31 March 2025, the Group had:

- (a) an amount due from a related party, CIGL of \$2,842,000;
- (b) a refundable deposits of \$5,000,000 for the acquisition of businesses in Singapore and Malaysia from the vendors;
- (c) a prepayment of \$1,495,000 made to vendor; and
- (d) a refundable deposit of \$1,066,000 made to its supplier,

as disclosed in Notes 21 and 22 respectively to the financial statements.

Based on management's assessment, no expected credit losses were recognised on these balances as at 31 March 2025 despite the fact that these amounts have not been recovered or utilised for some time.

Due to the lack of supportable information available to us, we were unable to assess the timing or extent of recoverability of these receivable balances and the appropriateness of not recording any expected credit loss as at 31 March 2025. Accordingly, we were unable to determine whether the carrying values and classification of these receivable balances were appropriate as at 31 March 2025, and whether any adjustments might have been necessary.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 March 2025

Report on the audit of the financial statements (cont'd)

Basis for Disclaimer of Opinion (cont'd)

4. Expected credit losses on the Company's amounts due from subsidiary corporations

As disclosed in Note 23 to the financial statements, the Company had amounts due from subsidiary corporations of \$21,230,000, net of an expected credit losses allowance of \$4,177,000 recognised in the prior financial year. Management determined that no additional expected credit losses were necessary as at 31 March 2025.

Due to insufficient information provided by the management, we were unable to assess the recoverability of these balances and whether additional loss allowance should have been recognised. Consequently, we were unable to obtain sufficient appropriate audit evidence to determine the appropriateness of the carrying amount of the amounts due from subsidiary corporations as at 31 March 2025, and whether any adjustments might have been necessary.

5. Going concern

As disclosed in Note 2.2 to the financial statements, the Group incurred a net loss of \$2,975,000 and a net operating cash outflows of \$3,185,000 for the financial year ended 31 March 2025. As at that date, the Group's and the Company's cash and cash equivalents amounted to \$1,219,000 and \$94,000 respectively, which may be insufficient to meet their business requirements and commitments over the next twelve months from the date of the financial statements.

These conditions indicate the existence of material uncertainties that may cast significant doubt on the Group's and the Company's ability to continue as going concerns. Nevertheless, the Directors of the Company believe that the use of the going concern basis of accounting in the preparation of the Company's statement of financial position as at 31 March 2025, as well as the Group's consolidated financial statements and the Company's statement of changes in equity for the financial year then ended, is appropriate after considering the measures and assumptions disclosed in Note 2.2 to the financial statements.

The ability of the Group and the Company to continue in operational existence in the foreseeable future and to meet their financial obligations as and when they fall due depends on the successful execution of these measures and assumptions, which are inherently uncertain at this point in time. As of the date of our report, we were unable to obtain sufficient appropriate audit evidence to assess the likely outcome of these measures and assumptions, due to the lack of supportable information on business growth assumptions and uncertainties surrounding the Group's and the Company's future business, the projected revenue and funding plans. Accordingly, we were unable to form an opinion on the appropriateness of using the going concern basis of accounting in the preparation of the accompanying financial statements.

In the event that the Group and the Company are unable to continue as going concerns, adjustments may have to be made to reflect the situation where assets may need to be realised at amounts other than those currently recorded in the statement of financial position. In addition, the Group and the Company may have to provide for further liabilities that might arise and reclassify non-current assets and liabilities, where applicable, as current assets and liabilities, respectively.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 March 2025

Report on the audit of the financial statements (cont'd)

Other Matter

The financial statements of the Company for the financial year ended 31 March 2024 were audited by another firm of auditors who expressed a disclaimer of opinion on those statements on 6 December 2024.

Other Information

Management is responsible for other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 March 2025

Report on the audit of the financial statements (cont'd)

Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL
STATEMENTS OF THE GROUP FOR FY2025**

**INDEPENDENT
AUDITOR'S REPORT**

For the financial year ended 31 March 2025

Report on Other Legal and Regulatory Requirements

In our opinion, except for the matter as described in the *Basis for Disclaimer of Opinion* section of our report, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Meriana Ang Mei Ling.

**CLA Global TS Public Accounting Corporation
Public Accountants and Chartered Accountants**

**Singapore
3 September 2025**

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL
STATEMENTS OF THE GROUP FOR FY2025**

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 March 2025

	Note	2025 \$'000	2024 \$'000
Revenue	4	2,060	3,731
Cost of sales		(1,200)	(2,220)
Gross profit		860	1,511
Other operating income	5	65	58
Other gains/(losses), net	6	2,086	4,409
Expenses			
- Selling and distribution		(863)	(1,239)
- General and administrative		(5,198)	(9,514)
Loss from operating activities		(3,050)	(4,775)
Finance cost	9	(20)	(37)
Finance income	10	1	46
Loss before income tax		(3,069)	(4,766)
Income tax credit	11	94	95
Net loss		(2,975)	(4,671)
Other comprehensive (loss)/income, net of tax:			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
- Currency translation differences arising from consolidation			
- (loss)/gain		(80)	28
Total comprehensive income for the year, attributable to equity owners of the Company		(3,055)	(4,643)
Loss per share attributable to equity owners of the Company			
- Basic and diluted (in cents)	12	(3.21)	(5.36)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL
STATEMENTS OF THE GROUP FOR FY2025**

**STATEMENTS OF
FINANCIAL POSITION**

As at 31 March 2025

	Note	Group		Company	
		2025	2024	2025	2024
		\$'000	\$'000	\$'000	\$'000
ASSETS					
Non-current assets					
Property, plant and equipment	13	679	1,124	–	–
Intangible assets	15	3,948	4,365	–	–
Derivative instrument	17	10,362	7,870	10,362	7,870
Investments in subsidiary corporations	18	–	–	1	1
Deposits	21	6,144	5,089	5,000	5,000
Other receivables	22	1,492	2,341	–	–
		22,625	20,789	15,363	12,871
Current assets					
Inventories	19	5,769	6,428	–	–
Trade receivables	20	306	1,814	–	–
Prepayments and deposits	21	2,429	3,144	24	31
Other receivables	22	1,502	947	–	200
Amounts due from subsidiary corporations	23	–	–	21,230	18,714
Cash and cash equivalents	24	1,219	1,301	94	698
		11,225	13,634	21,348	19,643
Total assets		33,850	34,423	36,711	32,514
LIABILITIES					
Current liabilities					
Trade payables	25	639	1,421	–	–
Other payables	25	1,468	1,313	904	552
Borrowings	26	968	392	–	–
Current income tax liabilities	11(b)	50	50	50	50
		3,125	3,176	954	602
Non-current liabilities					
Borrowings	26	203	361	–	–
Deferred income tax liabilities	27	560	656	–	–
		763	1,017	–	–
Total liabilities		3,888	4,193	954	602
NET ASSETS		29,962	30,230	35,757	31,912
EQUITY					
Capital and reserve attributable to equity owners of the Company					
Share capital	28	70,966	68,600	70,966	68,600
Treasury shares	29	–	(3,315)	–	(3,315)
Foreign currency translation reserve	30	(27)	53	–	–
Accumulated losses		(40,977)	(35,108)	(35,209)	(33,373)
Total equity		29,962	30,230	35,757	31,912

The accompanying notes form an integral part of these financial statements.

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL
STATEMENTS OF THE GROUP FOR FY2025**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 March 2025

← Attributable to equity owners of the Company →							
	Note	Share capital \$'000	Treasury shares \$'000	Foreign currency translation reserve \$'000	Accumulated losses \$'000	Total equity \$'000	
Group							
2025							
Beginning of the financial year		68,600	(3,315)	53	(35,108)	30,230	
Loss for the financial year		–	–	–	(2,975)	(2,975)	
Other comprehensive loss for the financial year		–	–	(80)	–	(80)	
Total comprehensive loss for the financial year		–	–	(80)	(2,975)	(3,055)	
Issuance of new shares pursuant to the share placement		28	2,438	–	–	2,438	
Share issuance expenses		28	(72)	–	–	(72)	
Treasury shares re-issued		29	–	3,315	–	(2,894)	421
End of the financial year		70,966	–	(27)	(40,977)	29,962	
2024							
Beginning of the financial year		68,600	(3,315)	25	(30,437)	34,873	
Loss for the financial year		–	–	–	(4,671)	(4,671)	
Other comprehensive income for the financial year		–	–	28	–	28	
Total comprehensive loss for the financial year		–	–	28	(4,671)	(4,643)	
End of the financial year		68,600	(3,315)	53	(35,108)	30,230	

The accompanying notes form an integral part of these financial statements.

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL
STATEMENTS OF THE GROUP FOR FY2025**

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2025

	Note	Share capital \$'000	Treasury shares \$'000	Accumulated losses \$'000	Total equity \$'000
Company					
2025					
Beginning of the financial year		68,600	(3,315)	(33,373)	31,912
Profit for the financial year		–	–	1,058	1,058
Issuance of new shares pursuant to the share placement	28	2,438	–	–	2,438
Share issuance expenses	28	(72)	–	–	(72)
Treasury shares re-issued	29	–	3,315	(2,894)	421
End of the financial year		<u>70,966</u>	<u>–</u>	<u>(35,209)</u>	<u>35,757</u>
2024					
Beginning of the financial year		68,600	(3,315)	(22,680)	42,605
Loss for the financial year		–	–	(10,693)	(10,693)
End of the financial year		<u>68,600</u>	<u>(3,315)</u>	<u>(33,373)</u>	<u>31,912</u>

The accompanying notes form an integral part of these financial statements.

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL
STATEMENTS OF THE GROUP FOR FY2025**

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2025

	Note	2025 \$'000	2024 \$'000
Cash flows from operating activities			
Loss before income tax		(3,069)	(4,766)
Adjustments for:			
- Depreciation of property, plant and equipment	7	509	660
- Amortisation of intangible assets	7	417	485
- Property, plant and equipment written off	13	10	–
- Impairment loss on property, plant and equipment	6	–	61
- Impairment loss on intangible asset	6	–	494
- Impairment loss on goodwill	6	–	6,831
- Gain on derecognition of contingent consideration	6	–	(4,576)
- Fair value gain on derivative instrument at fair value through profit or loss (“FVPL”)	6	(2,492)	(7,219)
- Interest expense	9	20	37
- Interest income	10	(1)	(46)
- Expected credit losses on trade receivables	20	3	2,402
- Prepayment written off	6	397	–
- Loss on lease modification	6	9	3
- Foreign currency translation adjustments		(53)	(28)
Operating cash flows before changes in working capital		(4,250)	(5,662)
Changes in working capital:			
- Trade and other receivables		1,796	(1,465)
- Prepaid and deposit		(747)	(874)
- Trade and other payables		(622)	1,193
- Inventories		659	495
Cash flows used in operations		(3,164)	(6,313)
Interest paid	26	(20)	(37)
Income tax (paid)/refunded		(2)	27
Interest received		1	46
Net cash used in operating activities		(3,185)	(6,277)
Cash flow from investing activities			
Additions to property, plant and equipment		–	(26)
Net cash used in investing activities		–	(26)
Cash flows from financing activities			
Repayment of principal portion of lease liabilities	26	(383)	(477)
Proceeds from issuance of placement shares	28	2,438	–
Share issuance expenses	28	(72)	–
Proceeds from sale of treasury shares	29	421	–
Proceeds from borrowings	26	704	–
Net cash generated from/(used in) financing activities		3,108	(477)
Net decrease in cash and cash equivalents		(77)	(6,780)
Effect of exchange rate changes on cash and cash equivalents		(5)	3
Cash and cash equivalents at beginning of the financial year		1,301	8,078
Cash and cash equivalents at end of the financial year	24	1,219	1,301

The accompanying notes form an integral part of these financial statements.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. Corporate information

Ascent Bridge Limited (the “**Company**”) is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). The registered office and principal place of business of the Company is located at 3 Temasek Boulevard #03-300 Suntec City Mall, Singapore 038983.

The principal activities of the Company are investment holdings in production and distribution of liquor and beverages. The principal activities of the subsidiary corporations are disclosed in Note 18 to the financial statements.

2. Material accounting policies

2.1 Basis of preparation

These financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) (“**SFRS(I)**”) under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I) requires management to exercise its judgement in the process of applying the Group’s accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where estimates and assumptions are significant to the financial statements are disclosed in Note 3 to the financial statements.

Interpretations and amendments to published standards effective in 2025

On 1 April 2024, the Group has adopted the new or amended SFRS(I) and Interpretations of SFRS(I) (“**INT SFRS(I)**”) that are mandatory for application for the financial year. Changes to the Group’s accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and INT SFRS(I).

The adoption of these new or amended SFRS(I) and INT SFRS(I) did not result in substantial changes to the Group’s accounting policies and had no material effect on the amounts reported for the current or prior financial years.

2.2 Going concern assumption

The Group incurred a net loss of \$2,975,000 (2024: \$4,671,000) and a net operating cash outflows of \$3,185,000 (2024: \$6,277,000) respectively for the financial year ended 31 March 2025. As at that date, the Group’s and the Company’s cash and cash equivalents amounted to \$1,219,000 and \$94,000 (2024: \$1,301,000 and \$698,000) respectively, which may be insufficient to meet their business requirements and commitments over the next twelve months from the date of the financial statements.

These conditions indicate the existence of events or conditions which may adversely affect the Group’s and the Company’s ability to continue as going concerns and discharge their liabilities in the ordinary course of business.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.2 Going concern assumption (cont'd)

Going Concern

Notwithstanding the above, the Directors of the Company are of the view that the Group and the Company are able to continue as going concerns for the following reasons:

- (a) As disclosed in the Note 35(a) to the financial statements, on 12 August 2025, Capstone Investment Corporate Finance Pte. Ltd. (“**CICF**”) announced, for and on behalf of Montelion Global Holdings Pte. Ltd. (“**Montelion**”) (formerly known as MTBL Global Holdings Pte. Ltd.), on intention to make a mandatory unconditional general offer (“**Offer**”) to acquire all the issued and paid-up ordinary shares (“**Shares**”) in the capital of the Company, other than those already owned or controlled by Montelion and parties acting in concert with it at S\$0.20 per Offer Share. The Group is in the process to continue to take steps to complete the Offer; and
- (b) Montelion has become the controlling shareholder of the Company on 15 August 2025, holding 44,584,556 shares in the capital of the Company which representing shareholding of 41.48% of the Company’s issued and paid-up share capital. Montelion has agreed with the Company that upon and subject to the completion of the Offer, it will provide a loan to the Company for general working capital purposes and subscribe for the Company’s proposed rights issue. These are intended to ensure that the Company has sufficient capital to continue operating as a going concern for the next 12 months to enhance and expand the Group’s existing business operations as well as to explore new business opportunities. Accordingly, the Group expects to generate future cash inflows from its business operations.

In the event that the Group and the Company are unable to continue as going concerns, adjustments may need to be made to reflect the fact that assets may need to be realised other than at the amounts at which they are currently recorded in the statement of financial position. In addition, the Group and the Company may have to provide for further liabilities that might arise and reclassify non-current assets and liabilities, where applicable, as current assets and liabilities, respectively.

2.3 Group accounting

(a) *Subsidiary corporations*

(i) *Consolidation*

Subsidiary corporations are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

The consolidated financial statements comprise the financial statements of the Company and its subsidiary corporations as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances. They are deconsolidated from the date on which control ceases.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.3 Group accounting (cont'd)

(a) Subsidiary corporations (cont'd)

(ii) Acquisitions

In preparing the consolidated financial statements, transactions and balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred asset. Accounting policies of subsidiary corporations have been changed where necessary to ensure consistency with the policies adopted by the Group.

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the acquisition of a subsidiary corporation or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes any contingent consideration arrangement and any pre-existing equity interests in the subsidiary corporation measured at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of the (i) consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interests in the acquiree over the (ii) fair value of the identifiable net assets acquired is recorded as goodwill. Please refer to the paragraph "Intangible assets– Goodwill" for the subsequent accounting policy on goodwill.

(iii) Disposals

When a change in the Group's ownership interest in a subsidiary corporation result in a loss of control over the subsidiary corporation, the assets and liabilities of the subsidiary corporation including any goodwill are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific SFRS(I).

Any retained equity interests in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiary corporations" for the accounting policies on investments in subsidiary corporations in the separate financial statements of the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.3 Group accounting (cont'd)

(b) Transactions with non-controlling interests

Changes in the Group's ownership interest in a subsidiary corporation that do not result in a loss of control over the subsidiary corporation are accounted for as transactions with equity owners of the Company. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised within equity attributable to the equity holders of the Company.

2.4 Property, plant and equipment

(a) Measurement

(i) Property, plant and equipment

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

(ii) Components of costs

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

(b) Depreciation

Freehold land is not depreciated. Depreciation on other items of property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Plant and machinery	5 years
Renovation	3 to 5 years
Motor vehicle	10 years
Furniture and fittings	3 years
Office equipment	3 years
Leasehold building	Over the lease period

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.4 Property, plant and equipment (cont'd)

(c) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

(d) Disposal

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss within “Other gains/(losses), net”.

2.5 Intangible assets

(a) Goodwill

Goodwill on acquisitions of subsidiary corporations and businesses, represents the excess of (i) the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired. Goodwill on subsidiary corporations is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Gains and losses on the disposal of subsidiary corporations include the carrying amount of goodwill relating to the entity sold.

(b) Other intangible assets

Intangible assets acquired separately are measured initially at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.5 Intangible assets (cont'd)

(b) Other intangible assets (cont'd)

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

(i) Development costs

Development costs on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale;
- Its intention to complete and its ability and intention to use or sell the asset;
- How the asset will generate future economic benefits;
- The availability of resources to complete the asset; and
- The ability to measure reliably the expenditure during development.

Development costs are subsequently carried at cost less any accumulated amortisation and accumulated impairment losses. These costs are amortised to profit or loss using the straight-line method over their estimated useful lives of 5 years.

(ii) Liquor distribution rights

The liquor distribution right was acquired in business combination. The liquor distribution right relating to MTBL Group is amortised over its estimated useful life of 8.5 years and are subsequently carried at cost less any accumulated amortisation and accumulated impairment losses.

The amortisation period and amortisation method of intangible assets other than goodwill are reviewed at least at each reporting date. The effects of any revision are recognised in profit or loss when the changes arise.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.6 Investments in subsidiary corporations

Investments in subsidiary corporations are carried at cost less accumulated impairment losses in the Company's statement of financial position. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2.7 Impairment of non-financial assets

(a) Goodwill

Goodwill recognised separately as an intangible asset is tested for impairment annually and whenever there is indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated to each of the Group's cash-generating-units ("CGU") expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is the higher of the CGU's fair value less cost to sell and value-in-use.

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised as an expense and is not reversed in a subsequent period.

(b) Intangible assets

*Property, plant and equipment (including right-of-use assets)
Investments in subsidiary corporations*

Intangible assets, property, plant and equipment (including right-of-use assets) and investments in subsidiary corporations are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash-generating units ("CGU") to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.7 Impairment of non-financial assets (cont'd)

(b) Intangible assets (cont'd)

*Property, plant and equipment (including right-of-use assets)
Investments in subsidiary corporations (cont'd)*

For an asset other than goodwill, management assesses at the end of the reporting period whether there is any indication that an impairment recognised in prior periods may no longer exist or may have decreased. If any such indication exists, the recoverable amount of that assets is estimated and may result in a reversal of impairment loss. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss.

2.8 Financial assets

(a) Classification and measurement

The Group classifies its financial assets in the following measurement categories:

- Amortised cost; and
- Fair value through profit or loss (FVPL).

The classification of debt instruments depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial assets.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

At initial recognition

At initial recognition, the Group measures a financial asset at its fair value plus transactions cost that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

At subsequent measurement

Debt instruments

Debt instruments mainly comprise of cash and cash equivalents, trade and other receivables and unlisted debt securities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.8 Financial assets (cont'd)

(a) Classification and measurement (cont'd)

At subsequent measurement (cont'd)

Debt instruments (cont'd)

There are two subsequent measurement categories, depending on the Group's business model for managing the asset and the cash flow characteristics of the asset:

- Amortised cost: Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.
- FVPL: Debt instruments that are held for trading as well as those that do not meet the criteria for classification as amortised cost or FVOCI are classified as FVPL. Movement in fair values and interest income is recognised in profit or loss in the period in which it arises and presented in "Other gains/(losses), net".

(b) Impairment

The Group recognises an allowance for expected credit losses ("**ECLs**") for all debts instruments not held at FVPL and financial guarantee contracts. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a "**12-month ECL**"). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a "**lifetime ECL**").

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.8 Financial assets (cont'd)

(b) Impairment (cont'd)

The Group considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

(c) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Company commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

On disposal of an equity investment, the difference between the carrying amount and sales proceed is recognised in profit or loss if there was no election made to recognise fair value changes in other comprehensive income. If there was an election made, any difference between the carrying amount and sales proceed amount would be recognised in other comprehensive income and transferred to retained profits along with the amount previously recognised in other comprehensive income relating to that asset.

2.9 Derivatives financial instruments

A derivative financial instrument is initially recognised at its fair value on the date the contract is entered into and is subsequently carried at its fair value. Fair value changes on derivatives are recognised in profit or loss when the changes arise.

2.10 Borrowings

Borrowings are presented as current liabilities unless, at the end of the reporting date, the Group has the right to defer settlement for at least 12 months after the reporting date, in which case they are presented as non-current liabilities.

Covenants that the Group is required to comply with on or before the end of the reporting date are considered in classifying loan arrangement with covenants as current or non-current. Covenants that the Group is required to comply with after the reporting date do not affect the classification at the statement of financial position.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.10 Borrowings (cont'd)

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any differences between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

2.11 Borrowings costs

Borrowing costs are recognised in profit or loss using the effective interest method except for those costs that are directly attributable to the construction. This includes those costs on borrowings acquired specifically for the construction, as well as those in relation to general borrowings used to finance the construction.

Borrowing costs on general borrowings are capitalised by applying a capitalisation rate to construction that are financed by general borrowings.

2.12 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

2.13 Fair value estimation of financial assets and liabilities

The fair values of financial instruments traded in active markets (such as exchange-traded and over-the-counter securities and derivatives) are based on quoted market prices at the reporting date. The quoted market prices used for financial assets are the current bid prices; the appropriate quoted market prices used for financial liabilities are the current asking prices.

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

2.14 Leases

When the Group is the lessee

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract convey the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.14 Leases (cont'd)

When the Group is the lessee (cont'd)

(a) Right-of-use assets

The Group recognised a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

These right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

Right-of-use assets are presented within "Property, plant and equipment".

(b) Lease liabilities

The initial measurement of a lease liability is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group shall use its incremental borrowing rate.

Lease payments include the following:

- Fixed payment (including in-substance fixed payments), less any lease incentives receivables;
- Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;
- Amount expected to be payable under residual value guarantees;
- The exercise price of a purchase option if it is reasonably certain to exercise the option;
- Lease payments to be made under an extension option if the Group is reasonably certain to exercise the option; and
- Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

For a contract that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease component. The Group has elected to not separate lease and non-lease component for property leases and account these as one single lease component.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.14 Leases (cont'd)

When the Group is the lessee (cont'd)

(b) Lease liabilities (cont'd)

Lease liability is measured at amortised cost using the effective interest method. Lease liability shall be remeasured when:

- There is a change in future lease payments arising from changes in an index or rate;
- There is a change in the Group's assessment of whether it will exercise an extension option; or
- There is modification in the scope or the consideration of the lease that was not part of the original term.

Lease liability is remeasured with a corresponding adjustment to the right-of-use assets, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

(c) Short-term and low-value leases

The Group has elected to not recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

(d) Variable lease payments

Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in profit or loss in the periods that triggered those lease payments.

2.15 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost incurred in bringing the inventories to their present location and condition are accounted for on a weighted-average basis.

When necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.16 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as "Finance cost".

2.17 Revenue

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(a) Sale of goods

Revenue from sale of goods is recognised when the goods are delivered to the customer and all criteria for acceptance have been satisfied at point in time.

(b) Rendering of services

Revenue from rendering of services is recognised when the services have been performed and rendered.

(c) Interest income

Interest income is recognised using the effective interest method.

2.18 Government grants

Government grants are recognised when there is a reasonable assurance that the grant will be received, and all attaching conditions will be complied with and are recorded as 'other operating income' in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.19 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a tax authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date; and
- (ii) based on the tax consequence that will follow from the manner in which the Group expects, at the balance sheet date, to recover or settle the carrying amounts of its assets and liabilities except for investment properties. Investment property measured at fair value is presumed to be recovered entirely through sale.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.20 Employee benefits

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

(a) Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(b) Employee leave entitlement

Employee entitlements to annual leave are recognised as a liability when they accrue to employees. The estimated liability for leave is recognised for services rendered by employees up to the end of the reporting period.

2.21 Currency translation

(a) Functional and presentation currency

The financial statements are presented in Singapore Dollar (“\$”), which is also the Company’s functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(b) Transactions and balances

Transactions in a currency other than functional currency (“**foreign currency**”) are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in profit or loss. Monetary items include primarily financial assets (other than equity investments), contract assets and financial liabilities. However, in the consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

When a foreign operation is disposed of or any loan forming part of the net investment of the foreign operation is repaid, a proportionate share of the accumulated currency translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

Foreign exchange gains and losses that relate to borrowings are presented in the income statement within “Finance expense”. All other foreign exchange gains and losses impacting profit or loss are presented in the income statement within “Other gains/(losses), net”.

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.21 Currency translation (cont'd)

(c) *Translation of Group entities' financial statements*

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities are translated at the closing exchange rates at the reporting date;
- (ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal with loss of control of the foreign operation.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rates at the reporting date.

2.22 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand and deposits with financial institutions which are subject to an insignificant risk of change in value.

2.23 Share capital and treasury shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

When any entity within the Group purchases the Company's ordinary shares ("treasury shares"), the carrying amount which includes the consideration paid and any directly attributable transaction cost is presented as a component within equity attributable to the Company's equity holders, until they are cancelled, sold or reissued.

When treasury shares are subsequently cancelled, the cost of treasury shares are deducted against the share capital account if the shares are purchased out of capital of the Company, or against the retained profits of the Company if the shares are purchased out of earnings of the Company.

When treasury shares are subsequently sold or reissued pursuant to an employee share option scheme, the cost of treasury shares is reversed from the treasury share account and the realised gain or loss on sale or reissue, net of any directly attributable incremental transaction costs and related income tax, is recognised in the capital reserve.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

2. Material accounting policies (cont'd)

2.24 Contingencies

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but is not recognised because:
 - (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the statement of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

2.25 Segment reporting

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge.

The segment managers report directly to the management of the Company who regularly reviews the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 33 to the financial statements.

3. Critical accounting estimates, assumptions and judgements

Estimates, assumptions and judgements are continually evaluated and are based on historical experience, and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Fair value of derivative instrument- put option

Derivative instrument is stated at fair value based on valuation determined by external independent professional valuers (“**valuers**”). As the fair value of derivative instrument cannot be derived from active markets, fair value is determined using valuation techniques and processes such as Binomial Option Pricing Model (“**OPM**”).

The determination of the fair value of the derivative instrument involves significant assumptions and judgements, including the exercise price, counterparty credit spread and discount rate.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

3. Critical accounting estimates, assumptions and judgements (cont'd)

(a) *Fair value of derivative instrument- put option (cont;d)*

The fair value of the derivative instrument for the Group and the Company as at reporting date is disclosed in Note 17 to the financial statements.

(b) *Impairment of property, plant and equipment (including right-of-use assets) and intangible assets*

The Group reviews its property, plant and equipment (including right-of-use assets) and intangible assets for indications of impairment at each reporting period. In the event potential impairment indicators are identified, the Group uses projections of future cash flows and a suitable discount rate in order to calculate the present value of the cash flows. The carrying amounts of the Group's property, plant and equipment and intangible assets are disclosed in Notes 13 and 15 to the financial statements respectively.

(c) *Investments in subsidiary corporations*

Investments in subsidiary corporations are tested for impairment when there are indicators that the carrying amounts may not be recoverable. The recoverable amounts of investments in subsidiary corporations are determined using value in use method which were derived based on discounted cash flow models.

In determining the recoverable value, an estimate of expected future cash flows from each asset or cash-generating unit ("CGU") and a suitable discount rate is required to be made. An impairment exists when the carrying amount of an asset or CGU exceeds its recoverable amount.

The carrying amount of the Company's investments in subsidiary corporations at the end of the reporting period is disclosed in Note 18 to the financial statements.

(d) *Net realisable value of inventories*

Inventories are stated at lower of cost and net realisable value. The net realisable value of the Group's inventories is assessed based on the best available facts and circumstances at the end of each reporting period, including but not limited to, the inventories' own physical conditions at year end. There is estimation uncertainty involved in the determination of the net realisable value as the saleability is affected by factors such as changing consumer demand, supply-related scarcity, and economic uncertainties. The value is re-evaluated and a write-down might be recorded, if additional information received affects the amount initially assessed. The carrying amount of the inventories as at the end of the reporting period is disclosed in Note 19 to the financial statements.

(e) *Expected credit loss allowance on deposits, other receivables and amounts due from subsidiary corporations*

The Group and the Company measure expected credit loss ("ECL") on deposits, other receivables and amounts due from subsidiary corporations using the general approach. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECL at initial recognition. At each reporting date, the Group and the Company assess whether there is any objective evidence that a financial asset at amortised cost is impaired and whether the credit risk of the counterparty has increased significantly.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

3. Critical accounting estimates, assumptions and judgements (cont'd)

- (e) *Expected credit loss allowance on deposits, other receivables and amounts due from subsidiary corporations (cont'd)*

When determining whether any impairment needed, the Group and the Company have considered the probability of default approach and adjust for forward looking macroeconomic data. This includes both quantitative information and analysis, based on the Group's historical experience and informed credit assessment, such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments are objective evidence of impairment.

The carrying amounts of the Group's and the Company's deposits, other receivables and amounts due from subsidiary corporations as at the end of the reporting period are disclosed in Notes 21, 22 and 23 to the financial statements and the information about the ECL on the Group's other receivables is disclosed in Note 34(b) to the financial statements.

4. Revenue from contracts with customers

- (a) *Disaggregation of revenue from contracts with customers*

	Group	
	2025	2024
	\$'000	\$'000
<i>Revenue from contracts with customers:</i>		
At a point in time:		
Sale of good – Alcoholic beverage	2,056	3,618
Banquet sales	3	40
Others	–	13
	2,059	3,671
Over time:		
Rendering of services – Chang Chang cards	1	60
Total revenue	2,060	3,731
Geographical information:		
Singapore	943	1,357
Middle East	415	–
United States	106	16
Hong Kong	39	699
Cambodia	–	656
Korea	29	293
Malaysia	395	276
Taiwan	–	123
Vietnam	9	109
Other countries	124	202
	2,060	3,731

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

4. Revenue from contracts with customers (cont'd)

(b) *Trade receivables from contracts with customers*

	31 March 2025 \$'000	Group 31 March 2024 \$'000	1 April 2023 \$'000
<u>Current assets</u>			
Trade receivables from contracts with customers	1,729	3,236	1,709
Loss allowance	(1,423)	(1,422)	(18)
	306	1,814	1,691

5. Other operating income

	Group 2025 \$'000	2024 \$'000
Government grant income ⁽¹⁾	52	7
Gain on foreign exchange, net	9	23
Sundry income	4	28
	65	58

⁽¹⁾ Included in the government grants were Progressive Wage Credit Scheme and Corporate Income Tax Rebate.

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

6. Other gains/(losses), net

		Group	
	Note	2025 \$'000	2024 \$'000
Gain on derecognition of contingent consideration	25	–	4,576
Fair value gain on derivative instrument at FVPL	17	2,492	7,219
Impairment loss on property, plant and equipment	13	–	(61)
Impairment loss on intangible assets	15	–	(494)
Impairment loss on goodwill	16	–	(6,831)
Loss on lease modification		(9)	(3)
Prepayment written off		(397)	–
		<u>2,086</u>	<u>4,409</u>

7. Expenses by nature

		Group	
	Note	2025 \$'000	2024 \$'000
Audit fees paid/payable to auditors of the Company:			
- current year fee payable		140	148
- under accrued for prior financial year		31	35
		171	183
Change in inventories		659	495
Purchases		541	1,705
Depreciation of property, plant and equipment	13	509	660
Amortisation of intangible assets	15	417	485
Allowance for expected credit losses on trade receivables	20	3	1,402
Allowance for expected credit losses on other receivables	22	–	1,000
Entertainment expenses		77	78
Employee compensation	8	2,251	3,862
Insurance expenses		83	115
Marketing expenses		435	360
Professional fees		843	765
Rental expenses	14(c)	590	719
Travelling expenses		151	162
Other expenses		531	982
Total cost of sales, selling and distribution and general and administrative expenses		<u>7,261</u>	<u>12,973</u>

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL
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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

8. Employee compensation

	Group	
	2025	2024
	\$'000	\$'000
Salaries, bonuses and other costs	2,041	3,610
Employer's contribution to defined contribution plans including CPF and other pension costs	209	250
Other personnel costs	1	2
	2,251	3,862

9. Finance cost

		Group	
	Note	2025	2024
		\$'000	\$'000
Interest expense:			
- Lease liabilities	14(c)	20	37

10. Finance income

	Group	
	2025	2024
	\$'000	\$'000
Interest income on short-term deposits	1	46

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL
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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

11. Income taxes

(a) *Income tax credit*

	Group	
	2025 \$'000	2024 \$'000
Tax credit attributable to loss is made up of:		
Current income tax		
- Foreign		
- Loss for the financial year	–	1
- Over provision of income tax in prior financial years	2	1
	2	2
Deferred income tax (Note 27)		
- Singapore	(96)	(97)
- Foreign	–	–
	(96)	(97)
	(94)	(95)

The tax on the Group's loss before tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax is as follows:

	Group	
	2025 \$'000	2024 \$'000
Loss before income tax	(3,069)	(4,766)
Tax at the domestic rates applicable to loss in the countries where the Group operates	(568)	(833)
Effects of:		
- Income not subject to tax	(424)	(2,005)
- Non-deductible expenses	306	1,342
- Deferred tax assets not recognised	590	1,399
- Over provision in respect of prior financial years	2	1
- Others	–	1
Tax credit	(94)	(95)

The above reconciliation is prepared by aggregating separate reconciliations for each national jurisdiction.

The Group has an unutilised tax losses of approximately \$16,059,000 (2024: \$12,117,000) that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

11. Income taxes (cont'd)

(a) *Income tax credit (cont'd)*

The use of these tax losses is subjected to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate.

(b) *Movement in current income tax liabilities*

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Beginning of the financial year	50	21	50	21
Income tax (paid)/refunded	(2)	27	–	27
Tax expense	–	1	–	1
Over provision in prior financial years	2	1	–	1
End of the financial year	50	50	50	50

12. Loss per share

Basic loss per share is calculated by dividing the net loss attributable to equity owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted loss per share are calculated by dividing loss for the financial year, net of tax, attributable to equity owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following table reflects the losses and share data used in the computation of basic and diluted loss per share for the financial years ended 31 March 2025 and 2024:

	Group	
	2025	2024
Net loss attributable to equity owners of the Company (\$'000)	(2,975)	(4,671)
Weighted average number of ordinary shares outstanding for basic loss per share computation ('000)	92,547	87,072
Basic and diluted loss per share (cents per share)	(3.21)	(5.36)

There are no potential dilutive ordinary shares during the financial years ended 31 March 2025 and 2024 respectively.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

13. Property, plant and equipment

	Plant, equipment and other assets \$'000	Leasehold building \$'000	Renovations \$'000	Total \$'000
Group				
Cost				
At 1 April 2023	921	1,043	163	2,127
Additions	20	73	6	99
Disposals	–	(125)	–	(125)
Foreign exchange difference	–	6	–	6
At 31 March 2024 and 1 April 2024	941	997	169	2,107
Additions	–	122	–	122
Write-off	(18)	–	–	(18)
Derecognition ⁽¹⁾	–	(300)	–	(300)
Foreign exchange difference	1	(17)	3	(13)
At 31 March 2025	924	802	172	1,898
Accumulated depreciation and impairment				
At 1 April 2023	218	78	99	395
Depreciation charge (Note 7)	190	420	50	660
Impairment loss (Note 6)	60	–	1	61
Disposals	–	(122)	–	(122)
Foreign exchange difference	(1)	(9)	(1)	(11)
At 31 March 2024 and 1 April 2024	467	367	149	983
Depreciation charge (Note 7)	165	330	14	509
Write-off	(8)	–	–	(8)
Derecognition ⁽¹⁾	–	(276)	–	(276)
Foreign exchange difference	11	(3)	3	11
At 31 March 2025	635	418	166	1,219
Net book value				
At 31 March 2024	474	630	20	1,124
At 31 March 2025	289	384	6	679

⁽¹⁾ The derecognition of leasehold building relate mainly to those leases which have been expired and lease termination.

Right-of-use assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 14(a) to the financial statements.

In the previous financial year ended 31 March 2024, the Group recognised an impairment loss of \$61,000 on property, plant and equipment in profit or loss. The impairment was determined with reference to the recoverable amount of these assets based on the value-in-use calculations using cash flow projections approved by management and the key assumptions used for assessment are disclosed in Note 16 to the financial statements.

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL
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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

13. Property, plant and equipment (cont'd)

	Computer equipment \$'000
Company	
Cost	
At 1 April 2023	7
Additions	4
At 31 March 2024, 1 April 2024 and 31 March 2025	11
Accumulated depreciation	
As at 1 April 2023	3
Charge for the financial year	4
Impairment loss	4
At 31 March 2024, 1 April 2024 and 31 March 2025	11
Net book value	
As at 31 March 2024	–
As at 31 March 2025	–

14. Leases – The Group as a lessee

Nature of the Group's leasing activities

The Group leases building and motor vehicle for its business operations. Lease terms are negotiated on an individual basis and contains a wide range of different terms and conditions. The lease agreement does not impose any covenants, but leased assets may not be used as security for borrowing purposes.

The Group also has certain leases of machinery and office equipment with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

(a) *Carrying amounts of right-of-use assets presented within property, plant and equipment*

	Group 2025 \$'000	2024 \$'000
<u>Right-of-use assets</u>		
Leasehold building	384	630
Motor vehicle (include within plant, equipment and other assets)	109	131
	493	761

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

14. Leases – The Group as a lessee (cont'd)

(b) *Lease liabilities*

The carrying amounts of lease liabilities and the movements during the financial year are disclosed in Note 26 to the financial statements.

(c) *Amount recognised in profit or loss*

	Note	Group 2025 \$'000	2024 \$'000
Depreciation of right-of-use assets		344	438
Interest expense on lease liabilities	9	20	37
Lease expense not capitalised in lease liabilities:	7		
- Short-term leases		590	718
- Low-value leases		–	1
		590	719
Total amount recognised in profit or loss		954	1,194

(d) The Group had total cash outflows for leases of \$993,000 (2024: \$1,233,000) for the financial year ended 31 March 2025.

(e) Addition of ROU assets during the year was \$122,000 (2024: \$73,000).

(f) Future cash outflow which are not capitalised in lease liabilities

(i) *Variable lease payments*

There is no variable lease payments for the financial years ended 31 March 2025 and 2024.

(ii) *Extension options*

The leases for certain buildings contain extension periods, for which the related lease payments had not been included in lease liabilities as the Group is not reasonably certain to exercise these extension options. The Group negotiates extension options to optimise operational flexibility in terms of managing the assets used in the Group's operations. The majority of the extension options are exercisable by the Group and not by the lessor.

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

15. Intangible assets

	Liquor distribution rights \$'000	Group Development cost \$'000	Total \$'000
Cost			
At 31 March 2024, 1 April 2024 and 31 March 2025	5,478	364	5,842
Accumulated amortisation and impairment			
As at 1 April 2023	416	82	498
Amortisation charges (Note 7)	403	82	485
Impairment loss (Note 6)	474	20	494
At 31 March 2024 and 1 April 2024	1,293	184	1,477
Amortisation charges (Note 7)	357	60	417
At 31 March 2025	1,650	244	1,894
Net book value			
At 31 March 2024	4,185	180	4,365
At 31 March 2025	3,828	120	3,948

In the previous financial year ended 31 March 2024, the Group recognised an impairment loss of \$494,000 on intangible assets in profit or loss. The impairment was determined with reference to the recoverable amount of these assets based on the value-in-use calculations using cash flow projections approved by management and the key assumptions used for assessment are disclosed in Note 16 to the financial statements.

16. Goodwill

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Beginning of the financial year	–	6,831	–	–
Impairment loss (Note 6)	–	(6,831)	–	–
End of the financial year	–	–	–	–

Goodwill was recognised from the acquisition of MTBL Group based on the Purchase Price Allocation exercise (“PPA”) conducted by an independent valuer.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

16. Goodwill (cont'd)

Impairment tests for goodwill

Goodwill is tested for impairment by comparing the carrying amount of goodwill with its recoverable amount. For the purpose of management's impairment assessment, goodwill is allocated to the beverage segment - MTBL Group as a cash-generating unit ("CGU").

The recoverable amounts of the CGU have been determined based on value-in-use calculations using cash flow projections from financial budgets approved by management covering five-year period.

Key assumptions used in the value-in-use calculations:

The calculation of value-in-uses for MTBL Group are most sensitive to the following assumptions:

Forecasted revenue and budgeted gross margins - Revenue are estimated based on management's assessment of outlook of the CGU and industry, with an estimated average growth rate of 5% (2024: 5%) while gross margins are forecasted as a percentage of budgeted revenue and are estimated based on historical trend.

Pre-tax discount rate - Discount rate represents the current market assessment of the risk specific to MTBL Group, regarding the time value of money and individual risk of the underlying assets which have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of MTBL Group and derived from its weighted average cost of capital. The pre-tax discount rate applied in the cash flow projections is 8% (2024: 8.5%) which reflects management's estimation of the risk specific to the segment.

Impairment loss recognised

During the financial year ended 31 March 2024, the Group recognised impairment loss to write-down the carrying amount of goodwill attributable to the acquisition of MTBL Group based on value-in-use calculations. The impairment loss of \$6,831,000 has been recognised in the "other loss" line item in the consolidated statement of comprehensive income.

17. Derivative instrument

	Group		Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Beginning of the financial year	7,870	651	7,870	651
Fair value gains (Note 6)	2,492	7,219	2,492	7,219
End of the financial year	10,362	7,870	10,362	7,870

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

17. Derivative instrument (cont'd)

The derivative instrument represents the put option granted by CIGL, the former owner of MTBL Group. The put option was granted in connection with the acquisition of MTBL Group which entitles the Company to sell back the entire issued shares of MTBL to CIGL upon the occurrence of specified triggering events. The exercise of the option is subject to the terms and conditions as set out in the sale and purchase agreement entered into between CIGL and the Company for the purchase of MTBL Group. As management does not anticipate exercising the option within the next twelve months, the derivative instrument is classified as a non-current asset.

The fair value of put option was assessed by an independent valuer upon initial recognition at the acquisition date and subsequently at each financial year end. During the financial year ended 31 March 2025, the Group recognised a gain for changes in fair value of the put option of \$2,492,000 (2024: \$7,219,000) in the “Other gain/(losses), net” line item in the consolidated statement of comprehensive income.

18. Investments in subsidiary corporations

	Company	
	2025	2024
	\$'000	\$'000
<i>Unquoted shares, at cost</i>		
Beginning and end of the financial year	15,982	15,982
<i>Allowance for impairment</i>		
Beginning of the financial year	(15,981)	–
Impairment loss	–	(15,981)
End of the financial year	(15,981)	(15,981)
	1	1

Management performed an impairment review by comparing the carrying amounts of investments in subsidiary corporations with their recoverable amounts annually. The recoverable amounts were estimated based on value-in-use calculations derived from projected cash flows. Key assumptions applied in the assessment include revenue projection, gross profit margin and discount rates. Accordingly, an impairment loss of \$15,981,000 was recognised in the prior financial year ended 31 March 2024.

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

18. Investments in subsidiary corporations (cont'd)

Details of subsidiary corporations as at 31 March 2025 and 2024:

Name of subsidiary corporations	Principal activities	Country of business/ incorporation	Proportion of ordinary shares directly held by the Group	
			2025 %	2024 %
<u>Held by the Company</u>				
AEI Trading and Investments Pte. Ltd. ⁽¹⁾	Wholesale of alcoholic beverage	Singapore	100	100
Ascent Bridge (Singapore) Pte. Ltd. ⁽¹⁾	Wholesale of alcoholic beverage	Singapore	100	100
MTBL Global Pte. Ltd. ⁽¹⁾	Wholesale of alcoholic beverage	Singapore	100	100
<u>Held by Ascent Bridge (Singapore) Pte. Ltd.</u>				
Ascent Bridge (Hainan) Co., Ltd ⁽²⁾	Wholesale of alcoholic beverages. Import and export general food	China	100	100
<u>Held by MTBL Global Pte. Ltd.</u>				
MTBL Cultural Centre Pte. Ltd. ⁽¹⁾	Wholesale of alcoholic beverage	Singapore	100	100
MTBL Global (Hong Kong) Limited ⁽³⁾	Wholesale of alcoholic beverage	Hong Kong	100	100
MTBL Global USA Inc. ⁽²⁾	Wholesale of alcoholic beverage	United States	100	100
MTBL Global Australia Pty Ltd ⁽²⁾	Wholesale of alcoholic beverage	Australia	100	100
MTBL Global Technology Pte. Ltd. ⁽¹⁾	Development of software and applications. Renting of other machinery, equipment and tangible goods	Singapore	100	100
MTBL Global Franchise Pte. Ltd. ⁽¹⁾	Wholesale of alcoholic beverage	Singapore	100	100
<u>Held by MTBL Global Technology Pte. Ltd.</u>				
Shenzhen MTBL Global Technology Co., Ltd ⁽²⁾	Development of software and applications (except games and cybersecurity)	China	100	100

⁽¹⁾ Audited by CLA Global TS Public Accounting Corporation

⁽²⁾ Exempted from statutory audit

⁽³⁾ Audited by CK Alliance CPA Limited

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For the financial year ended 31 March 2025

19. Inventories

	Group	
	2025	2024
	\$'000	\$'000
Finished goods	5,769	6,428

The costs of inventories recognised as an expense during the financial year ended 31 March 2025 amounted to \$1,200,000 (2024: \$2,220,000).

20. Trade receivables

	Group	
	2025	2024
	\$'000	\$'000
Trade receivables		
- Non-related parties	1,729	3,236
Less: Allowance for expected credit losses	(1,423)	(1,422)
	306	1,814

Trade receivables are non-interest bearing and are normally settled on average 30 to 90 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Expected credit losses

The movement in allowance for expected credit losses of trade receivables computed based on lifetime expected credit losses are as follows:

	Group	
	2025	2024
	\$'000	\$'000
Beginning of the financial year	1,422	18
Charge for the financial year (Note 7)	3	1,402
Foreign exchange difference	(2)	2
End of the financial year	1,423	1,422

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

21. Prepayments and deposits

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Current				
Prepayments to vendors ⁽¹⁾	2,311	1,965	23	23
Deposit paid to supplier ⁽³⁾	–	1,066	–	–
Other deposits	118	113	1	8
	<u>2,429</u>	<u>3,144</u>	<u>24</u>	<u>31</u>
Non-current				
Refundable deposit for acquisition ⁽²⁾	5,000	5,000	5,000	5,000
Deposit paid to supplier ⁽³⁾	1,066	–	–	–
Rental deposit	78	89	–	–
	<u>6,144</u>	<u>5,089</u>	<u>5,000</u>	<u>5,000</u>

⁽¹⁾ Included therein was a prepayment made to an external vendor for the development, issuance and maintenance of Chang Chang card of approximately \$1,495,000 (2024: \$1,495,000) which is not refundable. The amount will be offset against the future subscription of the Chang Chang card.

⁽²⁾ The refundable deposit for acquisition represents a refundable deposit due from Octopus Investment Pte. Ltd. and Octopus Global Holdings Pte. Ltd. (the “Octopus Group”) in relation to the proposed acquisition of 80% equity interest in Octopus Distribution Networks Pte. Ltd., 80% equity interest in Nereus Cape Pte. Ltd. (formerly known as Cape Exim Pte. Ltd.) and 39.2% equity interest in Luen Heng F&B Sdn. Bhd..

⁽³⁾ The deposit paid to supplier pertains to refundable deposit paid to supplier as guarantee for the Group's performance to secure the distribution rights of liquor. The refundable deposit will be refunded upon expiry of distribution right on 31 December 2027, subject to terms and conditions set out in the agreement, accordingly this deposit is classified as non-current as at 31 March 2025.

22. Other receivables

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Current				
Receivable from disposal of the aluminium extrusion business	1,000	1,200	1,000	1,200
Less: Allowance for expected credit losses	(1,000)	(1,000)	(1,000)	(1,000)
	–	200	–	200
Amount due from a related party ⁽¹⁾	1,350	501	–	–
Goods and services tax receivables	28	60	–	–
Other receivables – non-related parties	14	64	–	–
Other receivables - related parties ⁽²⁾	110	122	–	–
	<u>1,502</u>	<u>947</u>	<u>–</u>	<u>200</u>
Non-current				
Amount due from a related party ⁽¹⁾	1,492	2,341	–	–

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For the financial year ended 31 March 2025

22. Other receivables (cont'd)

⁽¹⁾ Amount due from a related party pertains advances provided for business joint venture transaction with a related company, CIGL. The advances were initially provided by the Group to CIGL for the purpose of purchase liquor products and to cover related marketing expense incurred for participation in certain promotional events, prior to the acquisition of MTBL from CIGL in March 2022.

The Group has agreed on a repayment schedule on with CIGL and the outstanding amounts are expected to be fully settled by 30 June 2026.

The advances are unsecured, non-interest bearing and are repayable based on the repayment schedule agreed with CIGL.

⁽²⁾ Other receivables from related parties are unsecured, interest-free and are repayable on demand.

Expected credit losses

The movement in allowance for expected credit losses of receivable from disposal of the aluminium extrusion business computed based on lifetime expected credit losses are as follows:

	Group and Company	
	2025	2024
	\$'000	\$'000
Beginning of the financial year	1,000	–
Charge for the financial year (Note 7)	–	1,000
End of the financial year	1,000	1,000

23. Amounts due from subsidiary corporations

	Company	
	2025	2024
	\$'000	\$'000
Other receivables		
Amounts due from subsidiary corporations	25,407	22,891
Less: Allowance for expected credit losses	(4,177)	(4,177)
	21,230	18,714

The other receivables from subsidiary corporations are unsecured, non-interest bearing, are repayable upon demand and to be settled in cash.

Expected credit losses

The movement in allowance for expected credit losses of amounts due from subsidiary corporations computed based on lifetime expected credit losses are as follows:

	Company	
	2025	2024
	\$'000	\$'000
Beginning of the financial year	4,177	122
Charge for the financial year	–	4,055
End of the financial year	4,177	4,177

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For the financial year ended 31 March 2025

24. Cash and cash equivalents

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Cash at banks and on hand	1,219	1,301	94	698

Cash at banks earns interest at floating rates based on daily bank deposit rates.

25. Trade and other payables

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Trade payables				
- Non-related parties	639	1,421	–	–
Other payables:				
- Non-related parties	895	1,235	904	540
- Related party	48	48	–	–
	943	1,283	904	540
Goods and services tax payables	–	30	–	12
Refundable deposits	525	–	–	–
	1,468	1,313	904	552
Total trade and other payables	2,107	2,734	904	552

Trade payables – non-related parties

Trade payables are non-interest bearing and are normally settled on 30 to 60 days' terms.

Other payables – non-related parties

Other payables to non-related parties are non-interest bearing and have an average term of 30 days.

Other payables due to a related party

Other payables due to a related party pertain to advances provided to the subsidiary corporations for working capital purpose. The amount is unsecured, interest-free and repayable on demand.

Refundable deposits

Refundable deposits pertain to deposits received from two customers as guarantees of sales to secure the distribution rights of liquor.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

25. Trade and other payables (cont'd)

Contingent consideration

As part of the sale and purchase agreement in relations to the acquisition of MTBL Group, a contingent consideration of \$4,965,000 has been agreed depending on the satisfaction of the profit targets stipulated in the sales and purchase agreement. The contingent considerations are payable in cash in two tranches, falling on nine months (“**Tranche 1**”) and twenty-one months (“**Tranche 2**”) from the completion date.

As at acquisition date, the fair value of the contingent consideration was estimated to be \$4,338,000. As at 31 March 2024, the profit targets were not satisfied, as a result, the contingent consideration was reversed and recognised in the “Other gain/(losses), net” line item in the consolidated statement of comprehensive income for the financial year ended 31 March 2024.

A reconciliation of fair value measurement of the contingent consideration is provided below:

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Beginning of the financial year	–	4,576	–	4,576
Gain on derecognition of contingent consideration (Note 6)	–	(4,576)	–	(4,576)
End of the financial year	–	–	–	–

26. Borrowings

	Group	
	2025	2024
	\$'000	\$'000
Current		
Loan from third party	704	–
Lease liabilities	264	392
	<u>968</u>	<u>392</u>
Non-current		
Lease liabilities	<u>203</u>	<u>361</u>

The loan from third party pertains to a non-interest bearing and unsecured loan granted from Dong Ying Quan Li Quan Wai International Trading Co Ltd (“**QLQW**”) amounted to RMB3,800,000 (approximately to \$704,000) to the Company’s wholly owned subsidiary corporation, Ascent Bridge (Hainan) Co., Ltd. (“**ABL Hainan**”) during the financial year. The loan is repayable within 6 months from the date of disbursement.

Subsequently, QLQW agreed not to demand for repayment of the loan prior to the injection of additional funds in ABL Hainan and will consider converting the loan into part of the capital injection of ABL Hainan. As it is uncertain whether the loan would be converted into QLQW’s investment in ABL Hainan and the timing for the conversion is not fixed, the loan is classified as current as at 31 March 2025.

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

26. Borrowings (cont'd)

Reconciliation of liabilities arising from financing activities

					Non-cash changes			
	1 April	Proceed	Principal	Lease		Interest	Foreign	31 March
	\$'000	from	and interest	termination	Additions	expense	exchange	\$'000
		borrowings	payments				movement	
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
2025								
Lease liabilities	753	–	(403)	(24)	122	20	(1)	467
Borrowings	–	704	–	–	–	–	–	704
2024								
Lease liabilities	1,139	–	(514)	3	73	37	15	753

27. Deferred income taxes

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority.

Deferred income tax assets and liabilities determined after appropriate offsetting, are shown on the statement of financial position as follows:

	Group	
	2025	2024
	\$'000	\$'000
Deferred income tax assets	73	122
Deferred income tax liabilities	(633)	(778)
Net deferred income tax liabilities	(560)	(656)

The movement in the net deferred income tax account is as follows:

	Group	
	2025	2024
	\$'000	\$'000
Beginning of the financial year	(656)	(753)
Tax credited to profit or loss (Note 11)	96	97
End of the financial year	(560)	(656)

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For the financial year ended 31 March 2025

27. Deferred income taxes (cont'd)

The movement in the Group's deferred income tax assets and liabilities (prior to offsetting of balances within the same tax jurisdiction) is as follows:

Deferred income tax assets

	Beginning of financial year \$'000	Tax (credited)/ charged to profit or loss \$'000	End of financial year \$'000
Group			
2025			
Lease liabilities	122	(49)	73
2024			
Lease liabilities	187	(65)	122

Deferred income tax liabilities

	Beginning of the financial year \$'000	Tax (credited)/ charged to profit or loss \$'000	End of the financial year \$'000
Group			
2025			
Fair value adjustments on acquisition	(656)	96	(560)
Accelerated tax depreciation	(3)	3	–
ROU assets	(119)	46	(73)
	(778)	145	(633)
2024			
Fair value adjustments on acquisition	(753)	97	(656)
Accelerated tax depreciation	(5)	2	(3)
ROU assets	(182)	63	(119)
	(940)	162	(778)

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

28. Share capital

	Group and Company			
	2025		2024	
	No. of ordinary shares '000	Amount \$'000	No. of ordinary shares '000	Amount \$'000
Beginning of the financial year	87,072	68,600	87,072	68,600
Issuance of ordinary shares pursuant to placement	17,415	2,438	–	–
Share issuance expenses	–	(72)	–	–
Treasury shares re-issued (Note 29)	3,009	–	–	–
End of the financial year	107,496	70,966	87,072	68,600

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction. The ordinary shares have no par value.

On 26 September 2024, the Company had entered into separate placement agreements with three placees for the subscription of a total aggregate placement consideration of \$2,438,022 for 17,414,446 new ordinary shares in the capital of the Company at an issue price of \$0.14 per share. The placement exercise was completed on 18 December 2024.

29. Treasury shares

	Group and Company	
	No. of ordinary shares	Amount \$'000
2025		
Beginning of the financial year	3,009	3,315
Re-issued during the financial year (Note 28)	(3,009)	(3,315)
End of the financial year	–	–
2024		
Beginning and end of the financial year	3,009	3,315

Treasury shares relate to ordinary shares of the Company that is held by the Company.

During the financial year ended 31 March 2025, the Company sold all its treasury shares to a third party at \$0.14 per share, for a total net consideration of \$421,288. The full amount was received and there are no treasury shares available in the Company after the sale of treasury shares. All the treasury shares were re-issued as ordinary shares (Note 28). The difference between the consideration received and the carrying amount of the treasury shares of \$2,894,000 is recognised directly in the accumulated losses in the equity.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

30. Foreign currency translation reserve

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of a foreign operation whose functional currency is different from that of the Group's presentation currency. This reserve is non-distributable.

31. Contingent liabilities

The Company has provided letter of financial support for some of its subsidiary corporations that having deficiencies in shareholders' funds to enable these subsidiary corporations to operate as going concerns and to meet their liabilities as and when they fall due. No liabilities were recognised in the statement of financial position of the Company as it is considered unlikely that there will be significant outflows of resources made by the Company as a result of the financial support provided by the Company.

32. Related party transactions

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place at terms agreed between the parties during the financial year:

(a) *Compensation of key management personnel*

	Group	
	2025	2024
	\$'000	\$'000
Directors' fees	361	415
Short-term employee benefits	963	819
Central Provident Fund contributions	69	47
Other short-term benefits	–	50
	1,393	1,331
	Group	
	2025	2024
	\$'000	\$'000
Comprise amounts paid to:		
Directors of the Company	831	932
Other key management personnel	562	399
	1,393	1,331

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

32. Related party transactions (cont'd)

(b) Advances to a related party

The Group made total advances of \$2,842,000 to a related company for a business joint venture transaction as disclosed in Note 22 to the financial statements, which remain outstanding as at 31 March 2025 and 2024.

(c) Professional fees paid to shareholder

There were professional fees of \$317,376 (2024: \$81,000) paid to a shareholder, Insights Law LLC (“**Insights Law**”). Insights Law has advised that it is holding the Company’s shares as a bare trustee, and do not own beneficially any of the shares held by them.

33. Segment information

For management purposes, the Group is organised into business units based on reports reviewed by the management team that are used for its strategic decision-making purposes. There are three reportable operating segments as follows:

(i) Beverage

The beverage segment involves wholesale of alcoholic beverage.

(ii) Chang chang card

The Chang chang card segment involves in the development and maintenance of a financial technology services platform, named Chang Chang card.

(iii) Others

Others segment comprise banquet sales.

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

33. Segment information (cont'd)

(a) *Business segment*

	Beverage		Chang chang Card		Others		Consolidated	
	2025	2024	2025	2024	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Revenue								
External customers	2,056	3,618	1	60	3	53	2,060	3,731
Results								
Segment result	(1,856)	(780)	(109)	(995)	-	-	(1,965)	(1,775)
Allowance for expected credit losses on trade and other receivables	(3)	(2,402)	-	-	-	-	(3)	(2,402)
Depreciation and amortisation	(753)	(960)	(173)	(185)	-	-	(926)	(1,145)
Directors' fee and remuneration	(831)	(931)	-	-	-	-	(831)	(931)
Employee compensation (excluding directors' remuneration)	(1,420)	(2,931)	-	-	-	-	(1,420)	(2,931)
Finance income	1	46	-	-	-	-	1	46
Finance cost	(20)	(37)	-	-	-	-	(20)	(37)
Prepayment written off	(397)	-	-	-	-	-	(397)	-
Fair value adjustment of contingent consideration							-	4,576
Fair value adjustment on derivative instrument at FVPL							2,492	7,219
Impairment loss on property, plant and equipment							-	(61)
Impairment loss on goodwill							-	(6,831)
Impairment loss on intangible assets							-	(494)
Loss before income tax							(3,069)	(4,766)
Income tax (expense)/credit							94	95
Net loss							(2,975)	(4,671)

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

33. Segment information (cont'd)

(a) Business segment (cont'd)

	Beverage		Chang chang Card		Others		Consolidated	
	2025	2024	2025	2024	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Assets								
Segment assets	32,142	32,783	1,708	1,640	-	-	33,850	34,423
Total assets							<u>33,850</u>	<u>34,423</u>
Liabilities								
Segment liabilities	3,767	3,976	121	217	-	-	3,888	4,193
Total liabilities							<u>3,888</u>	<u>4,193</u>
Other information								
Depreciation and amortisation	753	899	173	246	-	-	926	1,145
Fair value adjustment on derivative instrument at FVPL	2,492	7,219	-	-	-	-	2,492	7,219
Impairment loss	-	7,328	-	58	-	-	-	7,386
Allowance for expected credit loss on trade and other receivables	3	2,402	-	-	-	-	3	2,402
Prepayment written off	397	-	-	-	-	-	397	-

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

33. Segment information (cont'd)

(b) Geographical segment

Please refer to Note 4 for revenue information based on geographical location of customers. Non-current assets information on the geographical location assets is as follows:

	Non-current assets	
	2025	2024
	\$'000	\$'000
<i>By location of assets</i>		
Singapore	4,276	5,111
United States	314	303
Hong Kong	32	75
China	5	–
	<u>4,627</u>	<u>5,489</u>

* The non-current assets information above is based on the locations of assets and excludes derivative instrument, deposits and other receivables.

(c) Information about a major customer

Revenue from three (2024: two) major customers amounted to \$1,094,821 (2024: \$1,721,108), arising from beverage segment - sales of liquor (2024: beverage segment - sales of liquor).

34. Financial risks management

Financial risks factors

The Group and the Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks are foreign currency risk, credit risk, liquidity risk and capital risk. The audit committee provides independent oversight to the effectiveness of risk management process. It is, and has been throughout the current and previous financial year, the Group's policy that no trading in derivatives for speculative purposes shall be undertaken, where appropriate and cost efficient. The Group does not apply hedge accounting.

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

(a) Market risk

(i) Currency risk

The Group's has transactional currency exposures arising from its cost and revenue that are denominated in currencies other than the functional currencies of the Company and the respective entities in the Group. Currency risk arises within entities in the Group when transactions are denominated in foreign currencies such as United States Dollar ("USD"), Hong Kong Dollar ("HKD") and Chinese Yuan ("CNY").

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For the financial year ended 31 March 2025

34. Financial risks management (cont'd)

(a) Market risk (cont'd)

(i) Currency risk (cont'd)

The Group's currency exposure based on the information provided to key management is as follows:

	SGD \$'000	USD \$'000	HKD \$'000	CNY \$'000	Total \$'000
2025					
Financial assets					
Cash and cash equivalents	342	91	12	774	1,219
Trade and other receivables	3,132	9	131	–	3,272
Deposits	5,152	28	8	1,074	6,262
Derivative instrument	10,362	–	–	–	10,362
	18,988	128	151	1,848	21,115
Financial liabilities					
Borrowings	160	279	28	704	1,171
Trade and other payables	1,302	149	103	28	1,582
	1,462	428	131	732	2,753
Net financial assets/ (liabilities)	17,526	(300)	20	1,116	18,362
Currency exposure of financial (liabilities)/assets net of those denominated in the respective entities' functional currencies	–	(300)	20	1,116	836
2024					
Financial assets					
Cash and cash equivalents	966	186	105	44	1,301
Trade and other receivables	1,480	3,431	131	–	5,042
Deposits	5,202	–	–	1,066	6,268
Derivative instruments	7,870	–	–	–	7,870
	15,518	3,617	236	1,110	20,481
Financial liabilities					
Borrowings	267	406	80	–	753
Trade and other payables	2,361	343	–	–	2,704
	2,628	749	80	–	3,457
Net financial assets	12,890	2,868	156	1,110	17,024
Currency exposure of financial assets net of those denominated in the respective entities' functional currencies	–	2,868	156	1,110	4,134

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For the financial year ended 31 March 2025

34. Financial risks management (cont'd)

(a) Market risk (cont'd)

(i) Currency risk (cont'd)

The Company's currency exposure based on the information provided to key management is as follows:

<u>Company</u>	SGD \$'000	USD \$'000	Total \$'000
2025			
Financial assets			
Cash and cash equivalents	63	31	94
Amounts due from subsidiary corporations	21,230	–	21,230
Deposits	5,001	–	5,001
Derivative instrument	10,362	–	10,362
	<u>36,656</u>	<u>31</u>	<u>36,687</u>
Financial liabilities			
Other payables	904	–	904
Net financial assets	<u>35,752</u>	<u>31</u>	<u>35,783</u>
Currency exposure of financial assets net of those denominated in the respective entities' functional currencies	<u>–</u>	<u>31</u>	<u>31</u>
2024			
Financial assets			
Cash and cash equivalents	666	32	698
Other receivables	200	–	200
Amounts due from subsidiary corporations	18,714	–	18,714
Deposits	5,008	–	5,008
Derivative instrument	7,870	–	7,870
	<u>32,458</u>	<u>32</u>	<u>32,490</u>
Financial liabilities			
Other payables	540	–	540
Net financial assets	<u>31,918</u>	<u>32</u>	<u>31,950</u>
Currency exposure of financial assets net of those denominated in the respective entities' functional currencies	<u>–</u>	<u>32</u>	<u>32</u>

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For the financial year ended 31 March 2025

34. Financial risks management (cont'd)

(a) Market risk (cont'd)

(i) Currency risk (cont'd)

If the USD, HKD and CNY change against the SGD by 5% (2024:5%) respectively, with all other variables including tax rate being held constant, the effects arising from the net financial position on the Group's and Company's result after income tax will be as follows:

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
<i>Increase/(Decrease)</i>				
USD against SGD				
- strengthened	12	(119)	1	1
- weakened	(12)	119	(1)	(1)
<i>Increase/(Decrease)</i>				
HKD against SGD				
strengthened	(1)	(6)	–	–
weakened	1	6	–	–
<i>Increase/(Decrease)</i>				
CNY against SGD				
strengthened	(46)	(46)	–	–
weakened	46	46	–	–

(ii) Cash flow and fair value interest rate risks

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to change in market interest rates.

The Group and the Company's income and operating cash flows are substantially independent of changes in market interest rates. The Group and the Company have no significant interest rate risk as its financial assets and liabilities are non-interest bearing.

(iii) Price risk

The Group and the Company do not have exposure to equity price risk as the Group and the Company do not hold any equity financial assets.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

34. Financial risks management (cont'd)

(b) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a party default on its obligations. The Company's exposure to credit risk arises primarily from loan receivable and trade and other receivables. No other financial assets carry a significant exposure to credit risk.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group has adopted the policy of dealing with customers with an appropriate credit history as a means of mitigating the credit risk exposures. Credit evaluation which takes into account qualitative and quantitative profile of each customer is performed and approved by management before credit is being granted. The Group also closely monitors customers' payment pattern and credit exposures on an on-going basis.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 180 days when they fall due, which are derived based on the Group's historical information.

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

- Internal credit rating;
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- Actual or expected significant changes in the operating results of the borrower; and
- Significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the group and changes in the operating results of the borrower.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 180 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the issuer or the borrower;
- A breach of contract, such as a default or past due event; and
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

34. Financial risks management (cont'd)

(b) Credit risk (cont'd)

The Group categorises a receivable for potential write-off when a debtor fails to make contractual payments more than 365 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The following are credit risk management practices and quantitative and qualitative information about amounts arising from expected credit losses for each class of financial assets.

(i) Trade receivables

The Group has applied the simplified approach in SFRS(I) 9 *Financial Instruments* to measure the loss allowance at lifetime expected credit losses. The Group provides for lifetime expected credit losses for all trade receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past due by grouping of customers based on aging of the trade receivables.

The loss allowance provision as at 31 March 2025 and 2024 are determined as follows, the expected credit losses below also incorporate forward looking information such as forecast of economic conditions where the number of defaults might be affected.

Summarised below is the information about the credit risk exposure on the Group's trade receivables using provision matrix, grouped by the risk profile of the debtors.

		Past due				
	Current	<30 days	31-60 days	61-90 days	>90 days	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
2025						
Gross carrying amount	124	15	81	15	1,494	1,729
Allowance for expected credit losses	–	–	–	–	(1,423)	(1,423)
2024						
Gross carrying amount	93	1,119	18	–	2,006	3,236
Allowance for expected credit losses	–	–	–	–	(1,422)	(1,422)

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

34. Financial risks management (cont'd)

(b) Credit risk (cont'd)

(ii) Other financial assets, at amortised cost

The Group uses three categories of internal credit risk ratings for debt instruments and loans which reflect their credit risk and how the loss provision is determined for each of those categories. These internal credit risk ratings are determined through incorporating both qualitative and quantitative information that builds on information from external credit rating companies supplemented with information specific to the counterparty and other external information that could affect the counterparty's behaviour.

The Group measured the loss allowance at lifetime expected credit losses for the other receivable, which is determined based on specific information about the counterparties indicating that the financial assets are credit impaired. The Group computes expected credit loss for this group of financial assets using the probability of default approach. In calculating the expected credit loss rates, the Group considers implied probability of default from external rating agencies where available and historical loss rates for each category of counterparty, and adjusts for forward looking macroeconomic data such as default rate of relevant industry.

The table below details the credit quality of the Group's other financial assets, as well as maximum exposure to credit risk.

	Note	12-months or lifetime expected credit losses	Gross carrying amount \$'000	Loss allowance \$'000	Net carrying amount \$'000
Group					
2025					
Deposits	21	12-month ECL	6,262	–	6,262
Other receivables	22	Lifetime ECL	1,000	(1,000)	–
Other receivables	22	12-month ECL	2,966	–	2,966
2024					
Deposits	21	12-month ECL	6,268	–	6,268
Other receivables	22	Lifetime ECL	1,200	(1,000)	200
Other receivables	22	12-month ECL	3,028	–	3,028

(iii) Concentration risk

Credit risk concentration profile

At 31 March 2025, there is no significant concentration of credit risk apart for the Group's trade receivables were due from major customers (2024: approximately 94.8% of the Group's trade receivables were due from three major customers who are in United States).

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

34. Financial risks management (cont'd)

(b) Credit risk (cont'd)

(iii) Concentration risk (cont'd)

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are with creditworthy debtors with good payment record with the Group. Cash and short-term deposits are placed with or entered into with reputable financial institutions with high credit ratings.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Notes 20, 21 and 22 to the financial statements.

(c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group manages its liquidity risk by monitoring its net operating cash flow and maintains an adequate amount of committed credit facilities from financial institutions. The Group assesses the concentration risk with respect to refinancing its debt and concluded it to be low.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial assets and liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

	Less than 1 year \$'000	Over 1 year to 5 years \$'000	Total \$'000
Group			
2025			
Trade payables	639	–	639
Other payables	943	–	943
Borrowings	981	207	1,188
	2,563	207	2,770
2024			
Trade payables	1,421	–	1,421
Other payables	1,283	–	1,283
Borrowings	410	372	782
	3,114	372	3,486

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL
STATEMENTS OF THE GROUP FOR FY2025**

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

34. Financial risks management (cont'd)

(c) Liquidity risk (cont'd)

Analysis of financial instruments by remaining contractual maturities (cont'd)

	Less than 1 year \$'000	Over 1 year to 5 years \$'000	Total \$'000
<u>Company</u>			
2025			
Other payables	904	–	904
2024			
Other payables	540	–	540

(d) Capital risk

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders.

The Group aims to obtain an optimal capital structure by balancing capital efficiency and financial flexibility. The Group manages the capital structure in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or raise funds through debt market.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, trade and other payables and lease liabilities less cash and cash equivalents. Capital refers to equity attributable to owners of the Company.

	Note	Group 2025 \$'000	2024 \$'000
<u>Net debt</u>			
Trade payables	25	639	1,421
Other payables	25	1,468	1,313
Borrowings	26	1,171	753
		3,278	3,487
Less: Cash and cash equivalents	24	(1,219)	(1,301)
Net debt		2,059	2,186
<u>Total capital</u>			
Net debt		2,059	2,186
Total equity		29,866	30,230
Total capital		31,925	32,416
Gearing ratio (times)		0.06	0.07

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2025

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

34. Financial risks management (cont'd)

(d) Capital risk (cont'd)

The Group and the Company are not subject to externally imposed capital requirements for the financial years ended 31 March 2025 and 2024 respectively.

(e) Fair value measurement

The table below presents assets and liabilities recognised and measured at fair value and classified by level of the following fair value measurement hierarchy:

- (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- (b) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and
- (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(g) Financial instruments by category

The carrying amount of the different categories of financial instruments is as disclosed on the face of the statements of financial position and in notes to the financial statements, except for the following:

	Group		Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'000
Financial assets, at amortised cost	10,753	12,611	26,325	24,620
Financial assets, at FVPL	10,362	7,870	10,362	7,870
Financial liabilities, at amortised cost	2,753	3,457	904	540

35. Events occurring after the reporting period

(a) Mandatory Unconditional General Offer

On 7 January 2025, the Company received an announcement (“**GO Announcement**”) from Montelion Global Holdings Pte. Ltd. (“**Montelion**”) (formerly known as MTBL Global Holdings Pte. Ltd.) stating that subject to conditions as set out in the GO Announcement (the “**Conditions**”), Montelion and its concert parties are desirous of making a voluntary conditional general offer (the “**Proposed Offer**”) to acquire all the issued and paid-up ordinary shares (“**Shares**”) (excluding treasury shares) in the share capital of the Company, other than those already owned or controlled by Montelion and its concert parties at S\$0.20 per Share as at the date of the Proposed Offer.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

35. Events occurring after the reporting period (cont'd)

(a) Mandatory Unconditional General Offer (cont'd)

Montelion had also received an irrevocable undertaking (the “**Irrevocable Undertaking**”) from MTBL Global Fund (in Official Liquidation) (the “**Undertaking Shareholder**”) and the joint official liquidators of the Undertaking Shareholder (“**JOLs**”), pursuant to which the Undertaking Shareholder has, among other things, conditionally and irrevocably undertaken to Montelion to accept the Proposed Offer, if the Proposed Offer is made, at S\$0.20 per share in respect of all the shares held by it as at the date of the Irrevocable Undertaking.

The obligations of the Undertaking Shareholder and the JOLs are conditional upon the Grand Court of the Cayman Islands (the “**Cayman Court**”) granting sanction for the JOLs to execute the Irrevocable Undertaking for and on behalf of the Undertaking Shareholder and for the JOLs and the Undertaking Shareholder to perform all their respective obligations therein (“**Sanction**”).

On 9 May 2025, the Company received an announcement from Montelion notifying that Montelion has received a written notice from the JOLs declaring that the Cayman Court has granted the Sanction.

In light of the Sanction being granted and the fact that proposed rights issue has been outstanding for more than 17 months and not progressing, Montelion has requested the Board to terminate the rights issue and release the Original Undertaking and the Additional Undertaking given by Montelion to the Company dated 10 June 2024 and 20 June 2024 respectively. This will allow Montelion to repurpose the S\$11,000,000 set aside for the proposed rights issue to be used for the Proposed Offer.

On 12 August 2025, Capstone Investment Corporate Finance Pte. Ltd. (“**CICF**”), announced, for and on behalf of Montelion, on intention to make a mandatory unconditional general offer (“**Offer**”) to acquire all the issued and paid-up ordinary shares (“**Shares**”) in the capital of the Company, other than those already owned or controlled by Montelion and parties acting in concert with it at S\$0.20 per Offer Share.

On 18 August 2025, the Board had appointed Asian Corporate Advisors Pte. Ltd. as the independent financial adviser (the “**IFA**”) to advise the Directors of the Company who are considered independent for the purposes of making a recommendation to the Shareholders of the Company in connection with the Offer (the “**Independent Directors**”).

Subsequently on 2 September 2025, CICF had announced for and on behalf of the Montelion, the electronic dissemination of the Offer Document and a notification letter has been despatched by post to the Shareholders on the same day.

An offeree circular containing, inter alia, the advice of the IFA and the recommendation of the Independent Directors in respect of the Offer will be issued by the Company to the Shareholders within fourteen (14) days from the date of dissemination of the Offer Document, i.e., no later than 16 September 2025.

Montelion has become the controlling shareholder of the Company on 15 August 2025, holding 44,584,556 shares in the capital of the Company which representing shareholding of 41.48% of the Company’s issued and paid-up share capital. Montelion has agreed with the Company that upon and subject to the completion of the Offer, it will provide a loan to the Company for general working capital purposes and subscribe for the Company’s proposed rights issue. These are intended to ensure that the Company has sufficient capital to continue operating as a going concern for the next 12 months.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

35. Events occurring after the reporting period (cont'd)

(a) Mandatory Unconditional General Offer (cont'd)

The Company is desirous of undertaking a New Proposed Rights Issue to raise funds to enhance and expand the Group's existing business, operations and initiatives (via organic and inorganic growth), as well as to strengthen the financial position and capital base of the Group. In particular, the Company is desirous of funding the Group's joint venture agreement ("JVA") with Dong Ying Quan Li Quan Wai International Trading Co Ltd ("QLQW"). Under the JVA, Ascent Bridge (Hainan) Co. Ltd. has been designated as the joint venture vehicle through which the Group and its partners, including QLQW will collaborate with each other and other potential partners to sell, distribute and supply Baijiu in China. QLQW has been appointed to be the global exclusive distributor of Moutai Bulao 125 ml liquor by Kweichow Moutai Winery (Group) Health Wine Co Ltd, a subsidiary of Shanghai Exchange-listed Kweichow Moutai Co Ltd. MTBL Global Pte Ltd subsequently secure the global exclusive distribution rights (excluding Mainland China) for Moutai Bulao 125ml products from QLQW.

This strategic partnership is expected to provide the Group with a foothold in the distribution of baijiu in China and further support and improve its financial performance. Please refer to the Company's announcement dated 7 February 2024 for more information.

The Board remains cautiously optimistic that, with a portion of the proceeds raised from the Proposed Rights Issue and the execution of the joint venture with QLQW, the Company is poised to achieve steadily sustainable growth by expanding its market share and distribution channels both in China and internationally.

(b) Signing of "YiFangHe Mall", non-tobacco product supply chain platform cooperation agreement

The Group through its subsidiary Shenzhen MTBL Global Technology Co., Ltd. has entered into a strategic partnership with Guizhou Qianfeng Yintong Investment Co., Ltd. to jointly operate the YiFangHe Mall, a non-tobacco product supply chain platform targeting over 55,000 licensed tobacco retailers in Shenzhen. This initiative marks the Group's strategic step into China's non-tobacco retail segment and reinforcing the Group's local retail networks.

The Company will continue to make relevant announcements of any material development that may impact the Group's operations and performance as and when they arise.

36. New or revised accounting standards and interpretations

Below are the mandatory standards and amendments and interpretations to existing standards that have been published, and are relevant for the Group's accounting periods beginning on or after 1 January 2025 and which the Group has not early adopted.

Effective for annual periods beginning on or after 1 April 2025

(a) Amendments to SFRS(I) 1-21 *Lack of Exchangeability*:

SFRS(I) 1-21 is amended to add requirements to help entities to determine whether a currency is exchangeable into another currency, and the spot exchange rate to use when it is not. Prior to these amendments, SFRS(I) 1-21 set out the exchange rate to use when exchangeability is temporarily lacking, but not what to do when lack of exchangeability is not temporary.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

36. New or revised accounting standards and interpretations (cont'd)

- (b) Amendment to SFRS(I)9 and SFRS(I) 7 *Amendment to the Classification and Measurement of Financial Instruments*:

SFRS(I) 9 and SFRS(I) 7 are amended to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

- Clarify the timing of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- Clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (“**SPPI**”) criterion;
- Add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
- Update the disclosures for equity instruments designated at fair value through other comprehensive income (“**FVOCI**”).

- (c) Amendments to SFRS(I) 18 *Presentation and Disclosures in Financial Statements*

SFRS(I) 18 replaces SFRS(I) 1-1 Presentation of Financial Statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance (comprising of the statement of profit or loss and other comprehensive income) and providing management-defined performance measures within the financial statements.

Management is currently assessing the detailed implications of applying the new standard on the Group’s consolidated financial statements. From the high level preliminary assessment performed, the following potential impacts have been identified:

- Although the adoption of SFRS(I) 18 will have no impact on the Group’s net profit, the Group expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the Group has performed, the following items might potentially impact operating profit:
 - Foreign exchange differences currently aggregated in the line item “Other gains, net” in operating profit might need to be disaggregated, with some foreign exchange gains or losses presented below operating profit.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2025

36. New or revised accounting standards and interpretations (cont'd)

(c) Amendments to SFRS(I) 18 *Presentation and Disclosures in Financial Statements* (cont'd)

- The line items presented on the primary financial statements might change as a result of the application of the concept of “useful structured summary” and the enhanced principles on aggregation and disaggregation. In addition, since goodwill will be required to be separately presented in the statement of financial position, the Group will disaggregate goodwill and other intangible assets and present them separately in the statement of financial position.
- The Group does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:
 - Management-defined performance measures;
 - A break-down of the nature of expenses for line items presented by function in the operating category of the statement of profit or loss – this break-down is only required for certain nature expenses; and
 - For the first annual period of application of SFRS(I) 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying SFRS(I) 18 and the amounts previously presented applying SFRS(I) 1-1.
- From a cash flow statement perspective, there will be changes to how interest received and interest paid are presented. Interest paid will be presented as financing cash flows and interest received as investing cash flows, which is a change from current presentation as part of operating cash flows.

The Group will apply the new standard from its mandatory effective date of 1 April 2027. Retrospective application is required, and so the comparative information for the financial year ending 31 March 2027 will be restated in accordance with SFRS(I) 18.

37. Authorisation of financial statements

The financial statements for the financial year ended 31 March 2025 were authorised for issue in accordance with a resolution of the directors on 3 September 2025.

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

The provisions in the Constitution of the Company relating to the rights of Shareholders in respect of capital, dividends and voting have been reproduced below.

All capitalised terms used in the following extracts shall have the same meanings ascribed to them in the Constitution of the Company, a copy of which is available for inspection at the registered address of the Company at 3 Temasek Boulevard #03-300, Suntec City Mall Singapore 038983 during normal business hours for the period during which the Offer remains open for acceptance.

(A) RIGHTS IN RESPECT OF CAPITAL

SHARES

7. *Subject to the Act and these Articles, no shares may be issued by the Directors without the prior sanction of an Ordinary Resolution of the Company in General Meeting but subject thereto and to Article 51, and to any special rights attached to any shares for the time being issued, the Directors may issue, allot or grant options over or otherwise deal with or dispose of the same to such persons on such terms and conditions and at such time and subject or not to the payment of any part of the amount thereof in cash as the Directors may think fit, and any shares may be issued in such denominations or with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors.* *Issue of New Shares*
8. (1) *Preference shares may be issued subject to such limitations thereof as may be prescribed by the Exchange and the rights attaching to shares other than ordinary shares shall be expressed in the Memorandum of Association or these Articles. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance sheets and attending General Meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six months in arrears.* *Rights attached to certain Shares*
- (2) *The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares from time to time already issued or about to be issued.*
9. *The Company shall not exercise any rights in respect of treasury shares other than as provided by the Act. Subject thereto, the Company may hold or deal with its treasury shares in the manner authorised by, or prescribed pursuant to, the Act*

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

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| 10. (1) | <i>If at any time the share capital is divided into different classes, the repayment of preference capital other than redeemable preference capital and the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, whether or not the Company is being wound up, only be made, varied or abrogated with the sanction of a Special Resolution passed at a separate General Meeting of the holders of shares of the class and to every such Special Resolution the provisions of Section 184 of the Act shall, with such adaptations as are necessary, apply. To every such separate General Meeting the provisions of these Articles relating to General Meetings shall mutatis mutandis apply; but so that the necessary quorum shall be two persons at least holding or representing by proxy or by attorney one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy or by attorney may demand a poll. Provided always that where the necessary majority for such a Special Resolution is not obtained at the Meeting, consent in writing if obtained from the holders of three-fourths of the issued shares of the class concerned within two months of the Meeting shall be as valid and effectual as a Special Resolution carried at the Meeting.</i> | <i>Variation of rights</i> |
| (2) | <i>The repayment of preference capital other than redeemable preference or any other alteration of preference shareholder rights, may only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the Meeting, consent in writing if obtained from the holders of three-fourths of the preference shares concerned within two months of the Meeting, shall be as valid and effectual as a special resolution carried at the Meeting.</i> | <i>Rights of Preference Shareholders</i> |
| 11. | <i>The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class or by these Articles as are in force at the time of such issue, be deemed to be varied by the creation or issue of further shares ranking equally therewith.</i> | <i>Creation or issue of further shares with special rights</i> |
| 12. | <i>Unless otherwise specified or restricted by law, the Company may pay commissions or brokerage on any issue or purchase of its shares, or sale, disposal or transfer of treasury shares at such rate or amount and in such manner as the Directors may deem fit. Such commission or brokerage may be satisfied by the payment of cash or the allotment of fully or partly paid shares, or partly in one way and partly in the other.</i> | <i>Power to pay commission and brokerage</i> |
| 13. | <i>If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of the share capital (excluding treasury shares) as is for the time being paid up and may charge the same to capital as part of the cost of the construction or provision.</i> | <i>Power to charge interest on capital</i> |

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

14. *Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share, except an absolute right to the entirety thereof in the person (other than the Depository) entered in the Register of Members as the registered holder thereof or (where the person entered in the Register of Members as the registered holder of a share is the Depository) the person whose name is entered in the Depository Register in respect of that share. Nothing contained herein in this Article relating to the Depository or the Depositors or in any depository agreement made by the Company with any common depository for shares or in any notification of substantial shareholding to the Company or in response to a notice pursuant to Section 92 of the Act or any note made by the Company of any particulars in such notification or response shall derogate or limit or restrict or qualify these provisions; and any proxy or instructions on any matter whatsoever given by the Depository or Depositors to the Company or the Directors shall not constitute any notification of trust and the acceptance of such proxies and the acceptance of or compliance with such instructions by the Company or the Directors shall not constitute the taking of any notice of trust.* No trust recognised
15. (1) *The Company shall not be bound to register more than three persons as the joint holders of any share except in the case of executors or administrators of the estate of a deceased Member.* Joint holders
- (2) *If two or more persons are registered as joint holders of any share any one of such person may give effectual receipts for any dividend payable in respect of such share and the joint holders of a share shall, subject to the provisions of the Act, be severally as well as jointly liable for the payment of all instalments and calls and interest due in respect of such shares.*
- (3) *Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders. Only the person whose name stands first in the Depository Register shall be entitled to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders.*
16. *No person shall be recognised by the Company as having title to a fractional part of a share otherwise than as the sole or a joint holder of the entirety of such share.* Fractional part of a share
17. *If by the conditions of allotment of any shares the whole or any part of the amount of the issue price thereof shall be payable by instalments every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share or his personal representatives, but this provision shall not affect the liability of any allottee who may have agreed to pay the same.* Payment of instalments

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

18. *The certificate of title to shares or debentures in the capital of the Company shall be issued under the Seal in such form as the Directors shall from time to time prescribe and may bear the autographic or facsimile signatures of at least two Directors, or by one Director and the Secretary or some other person appointed by the Directors in place of the Secretary for that purpose, and shall specify the number and class of shares to which it relates, the amounts paid thereon, the amount (if any) unpaid on the shares and the extent to which the shares are paid up. The facsimile signatures may be reproduced by mechanical or other means provided the method or system of reproducing signatures has first been approved by the Auditors of the Company.* Share certificates
19. (1) *Shares must be allotted and certificates despatched within 10 Market Days of the final closing date for an issue of shares unless the Exchange shall agree to an extension of time in respect of that particular issue. The Depository must despatch statements to successful investor applicants confirming the number of shares held under their Securities Accounts. Persons entered in the Register of Members as registered holders of shares shall be entitled to certificates within 10 Market Days after lodgement of any transfer. Every registered shareholder shall be entitled to receive share certificates in reasonable denominations for his holding and where a charge is made for certificates, such charge shall not exceed S\$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by any stock exchange upon which the shares of the Company may be listed). Where a registered shareholder transfers part only of the shares comprised in a certificate or where a registered shareholder requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares issued in lieu thereof and the registered shareholder shall pay a fee not exceeding S\$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by any stock exchange upon which the shares of the Company may be listed) for each such new certificate as the Directors may determine. Where the member is a Depositor the delivery by the Company to the Depository of provisional allotments or share certificates in respect of the aggregate entitlements of Depositors to new shares offered by way of rights issue or other preferential offering or bonus issue shall to the extent of the delivery discharge the Company from any further liability to each such Depositor in respect of his individual entitlement.* Entitlement to certificate
- (2) *The retention by the Directors of any unclaimed share certificates (or stock certificates as the case may be) shall not constitute the Company a trustee in respect thereof. Any share certificate (or stock certificate as the case may be) unclaimed after a period of six years from the date of issue of such share certificate (or stock certificate as the case may be) may be forfeited and if so shall be dealt with in accordance with Articles 40, 44, 48 and 49, mutatis mutandis.* Retention of Certificate

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20. (1) Subject to the provisions of the Act, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of the Exchange or on behalf of its or their client or clients as the Directors of the Company shall require, and (in case of defacement or wearing out) on delivery up of the old certificate and in any case on payment of such sum not exceeding S\$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by any stock exchange upon which the shares of the Company may be listed) as the Directors may from time to time require. In the case of destruction, loss or theft, a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.
- New Certificates may be issued
- (2) When any shares under the powers in these Articles herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered up.
- New certificate in place of one not surrendered

TRANSFER OF SHARES

21. Subject to these Articles, any Member may transfer all or any of his shares but every instrument of transfer of the legal title in shares must be in writing and in the form for the time being approved by the Directors and the Exchange. Shares of different classes shall not be comprised in the same instrument of transfer. The Company shall accept for registration transfers in the form approved by the Exchange.
- Form of transfer of shares
22. The instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferee and be witnessed, provided that an instrument of transfer in respect of which the transferee is the Depository or its nominee (as the case may be) shall not be ineffective by reason of it not being signed or witnessed by or on behalf of the Depository or its nominee (as the case may be). The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members.
- Execution
23. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.
- Person under disability
- 24 (1) Subject to these Articles, the Act or as required by the Exchange, there shall be no restriction on the transfer of fully paid up shares except where required by law or by rules, bye-laws or listing rules of the Exchange but the Directors may in their discretion decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve. If the Directors shall decline to register any such transfer of shares, they shall give to both the transferor and the transferee written notice of their refusal to register as required by the Act.
- Directors' power to decline to register

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(2) *The Directors may decline to register any instrument of transfer unless:-*

- (i) *such fee not exceeding S\$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by any stock exchange upon which the shares of the Company may be listed) as the Directors may from time to time require, is paid to the Company in respect thereof;*
- (ii) *the amount of proper duty (if any) with which each instrument of transfer is chargeable under any law for the time being in force relating to stamps is paid;*
- (iii) *the instrument of transfer, duly stamped in accordance with any law for the time being in force relating to stamp duty, is deposited at the Office or at such other place (if any) as the Directors appoint accompanied by a certificate of payment of stamp duty (if any is payable), the certificates of the shares to which the transfer relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and*
- (iv) *the instrument of transfer is in respect of only one class of shares.*

25. (1) *All instruments of transfer which are registered may be retained by the Company, but any instrument of transfer which the Directors may decline to register shall (except in the case of fraud) be returned to the person depositing the same.*

*Retention of
transfers*

(2) *Subject to any legal requirements to the contrary, the Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of six years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of six years from the date of the cancellation thereof and it shall be conclusively presumed in the favour of the Company that every entry in the Register of Members purporting to have been made on the basis of an instrument of transfer or other documents so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. PROVIDED that:-*

- (i) *the provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;*
- (ii) *nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any circumstances which would not attach to the Company in the absence of this Article; and*

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- (iii) references herein to the destruction of any document include references to the disposal thereof in any manner.

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| 26. | <i>The Register of Members and the Depository Register may be closed at such times and for such period as the Directors may from time to time determine, provided always that the Registers shall not be closed for more than thirty days in the aggregate in any year. Provided Always that the Company shall give prior notice of such closure as may be required to the Exchange, stating the period and purpose or purposes for which the closure is made.</i> | <i>Closing of Register</i> |
| 27. | <p>(1) <i>Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.</i></p> <p>(2) <i>Neither the Company nor its Directors nor any of its Officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other Officers, be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assigns, alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.</i></p> | <p><i>Renunciation of allotment</i></p> <p><i>Indemnity against wrongful transfer</i></p> |

TRANSMISSION OF SHARES

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| 28. | <p>(1) <i>In case of the death of a registered shareholder, the survivor or survivors, where the deceased was a joint holder, and the legal representatives of the deceased, where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing herein shall release the estate of a deceased registered shareholder (whether sole or joint) from any liability in respect of any share held by him.</i></p> <p>(2) <i>In the case of the death of a Depositor, the survivor or survivors, where the deceased was a joint holder, and the legal personal representatives of the deceased, where he was a sole holder and where such legal representatives are entered in the Depository Register in respect of any shares of the deceased, shall be the only persons recognised by the Company as having any title to his interests in the share; but nothing herein contained shall release the estate of a deceased Depositor (whether sole or joint) from any liability in respect of any share held by him.</i></p> | <p><i>Transmission on death</i></p> |
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29. (1) Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member or by virtue of a vesting order by a court of competent jurisdiction and recognised by the Company as having any title to that share may, upon producing such evidence of title as the Directors shall require, be registered himself as holder of the share upon giving to the Company notice in writing or transfer such share to some other person. If the person so becoming entitled shall elect to be registered himself, he shall send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member. The Directors shall have, in respect of a transfer so executed, the same power of refusing registration as if the event upon which the transmission took place had not occurred, and the transfer were a transfer executed by the person from whom the title by transmission is derived.
- Persons becoming entitled on death or bankruptcy of Member may be registered
- (2) The Directors may at any time give notice requiring any such person to elect whether to be registered himself as a Member in the Register of Members or, (as the case may be), entered in the Depository Register in respect of the share or to transfer the share and if the notice is not complied with within 60 days the Directors may thereafter withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with.
- Rights of unregistered executors and trustees
30. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at meetings of the Company, or, save as aforesaid, to exercise any of the rights or privileges of a Member, unless and until he shall become registered as a shareholder or have his name entered in the Depository Register as a Depositor in respect of the share.
- Rights of Unregistered Executors And trustees
31. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any share, such fee not exceeding S\$2 (or such other sum as may be approved by the Exchange from time to time) as the Directors may from time to time require or prescribe.
- Fee for Registration of probate, etc.

CALLS ON SHARES

32. The Directors may from time to time make such calls as they think fit upon the Members in respect of any money unpaid on their shares and not by the terms of the issue thereof made payable at fixed times, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
- Calls on shares
33. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments.
- Time when made

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| 34. | <i>If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum due from the day appointed for payment thereof to the time of actual payment at such rate not exceeding ten per cent per annum as the Directors determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.</i> | <i>Interest on calls</i> |
| 35. | <i>Any sum which by the terms of issue and allotment of a share becomes payable upon allotment or at any fixed date shall for all purposes of these Articles be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of the Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</i> | <i>Sum due to allotment</i> |
| 36. | <i>The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payments.</i> | <i>Power to differentiate</i> |
| 37. | <i>The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money uncalled and unpaid upon the shares held by him and such payments in advance of calls shall extinguish (so far as the same shall extend) the liability upon the shares in respect of which it is made, and upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest at such rate not exceeding without the sanction of the Company in General Meeting ten per cent per annum as the Member paying such sum and the Directors agree upon. Capital paid on shares in advance of calls shall not whilst carrying interest confer a right to participate in profits and until appropriated towards satisfaction of any call shall be treated as a loan to the Company and not as part of its capital and shall be repayable at any time if the Directors so decide.</i> | <i>Payment in advance of calls</i> |

FORFEITURE AND LIEN

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| 38. | <i>If any Member fails to pay in full any call or instalment of a call on or before the day appointed for payment thereof, the Directors may at any time thereafter serve a notice on such Member requiring payment of so much of the call or instalment as is unpaid together with any interest and expense which may have accrued by reason of such non-payment.</i> | <i>Notice requiring payment of calls</i> |
| 39. | <i>The notice shall name a further day (not being less than seven days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited.</i> | <i>Notice to state time and place</i> |
| 40. | <i>If the requirements of any such notice as aforesaid are not complied with any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture. The forfeiture or surrender of a share shall involve the extinction at the time of forfeiture or surrender of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the Member whose share is forfeited or surrendered and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Act given or imposed in the case of past Members. The Directors may accept a surrender of any share liable to be forfeited hereunder.</i> | <i>Forfeiture on non-compliance with notice</i> |

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| 41. | <i>When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members or in the Depository Register (as the case may be) opposite to the share; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.</i> | <i>Notice of forfeiture to be given and entered</i> |
| 42. | <i>Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.</i> | <i>Directors may allow forfeited share to be redeemed</i> |
| 43. | <i>A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. To give effect to any such sale, the Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such person as aforesaid.</i> | <i>Sale of shares forfeited</i> |
| 44. | <i>A Member whose shares have been forfeited or surrendered shall cease to be a Member in respect of the shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares with interest thereon at ten per cent per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment, but such liability shall cease if and when the Company receives payment in full of all such money in respect of the shares and the Directors may waive payment of such interest either wholly or in part.</i> | <i>Rights and liabilities of Members whose shares have been forfeited or surrendered</i> |
| 45. | <i>The Company shall have a first and paramount lien and charge on every share (not being a fully paid share) in the name of each Member (whether solely or jointly with others) and on the dividends declared or payable in respect thereof for all unpaid calls and instalments due on any such share and interest and expenses thereon but such lien shall only be upon the specific shares in respect of which such calls or instalments are due and unpaid and to such amounts as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member.</i> | <i>Company's lien</i> |
| 46. | <i>No Member shall be entitled to receive any dividend or to exercise any privileges as a Member until he shall have paid all calls for the time being due and payable on every share held by him, whether along or jointly with any other person, together with interest and expenses (if any).</i> | <i>Member not Entitled to Privileges until all calls paid</i> |
| 47. | <i>The Directors may sell in such manner as the Directors think fit any share on which the Company has a lien but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of seven days after notice in writing stating and demanding payment of the sum payable and giving notice of intention to sell in default, shall have been given to the Member for the time being in relation to the share or the person entitled thereto by reason of his death or bankruptcy. To give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof.</i> | <i>Sale of shares subject to lien</i> |

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48. *The net proceeds of sale, whether of a share forfeited by the Company or of a share over which the Company has a lien, after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the unpaid call and accrued interest and expenses and the residue (if any) paid to the Member entitled to the share at the time of sale or his executors, administrators or assigns or as he may direct.* *Application of proceeds of such sale*
49. *A statutory declaration in writing by a Director of the Company that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof, together with the certificate under Seal for the share delivered to a purchaser or allottee thereof, shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be entered in the Register of Members as the holder of the share or (as the case may be) in the Depository Register in respect of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the forfeiture, surrender, sale, re-allotment or disposal of the share.* *Title to shares forfeited or surrendered or sold to satisfy a lien*

ALTERATION OF CAPITAL

50. *Subject to any special rights for the time being attached to any existing class of shares, all new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct and if no direction be given as the Directors shall determine; subject to the provisions of these Articles and in particular (but without prejudice to the generality of the foregoing) such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company or otherwise.* *Rights and privileges of new shares*
51. (1) *Subject to any direction to the contrary that may be given by the Company in General Meeting, or except as permitted under the Exchange's listing rules, all new shares shall before issue be offered to the Members in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled or hold. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article.* *Issue of new shares to Members*
- (2) *Notwithstanding Article 51(1) above but subject to the Act and the byelaws and listing rules of the Exchange, the Company may by Ordinary Resolution in General Meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the Ordinary Resolution to:*
- (i) *issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or*

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- (ii) *make or grant Instruments;*
- (iii) *(notwithstanding the authority conferred by the Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the Ordinary Resolution was in force;*

Provided that the aggregate number of shares or Instruments to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the Ordinary Resolution but excluding shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed any applicable limits prescribed by the Exchange.

- (3) *Notwithstanding Article 51(1) above but subject to the Act, the Directors shall not be required to offer any new shares to members to whom by reason of foreign securities laws such offers may not be made without registration of the shares or a prospectus or other document, but to sell the entitlements to the new shares on behalf of such Members in such manner as they think most beneficial to the Company.*

52. *Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered part of the original ordinary capital of the Company and shall be subject to the provisions of these Articles with reference to allotments, payment of calls, lien, transfer, transmission, forfeiture and otherwise.*

New shares otherwise subject to provisions of Articles

53. (1) *The Company may by Ordinary Resolution:-*

Power to Consolidate, Cancel and Subdivide Shares

- (i) *consolidate and divide all or any of its shares;*
- (ii) *cancel the number of shares which, at the date of the passing of the Resolution, have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the number of the shares so cancelled;*
- (iii) *subdivide its shares or any of them (subject, nevertheless, to the provisions of the Act), provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and*
- (iv) *subject to the provisions of these Articles and the Act, convert any class of shares into any other class of shares.*

- (2) *The Company may purchase or otherwise acquire its issued shares subject to and in accordance with the provisions of the Act and any other relevant rule, law or regulation enacted or promulgated by any relevant competent authority from time to time (hereafter, the "Relevant Laws"), on such terms and subject to such conditions as the Company may in general meeting prescribe in accordance with the Relevant Laws. Any shares purchased or acquired by the Company as aforesaid may be cancelled or held as treasury shares and dealt with in accordance with the Relevant Laws. On the cancellation of any shares as aforesaid, the rights and privileges attached to that share shall expire. In any other instance, the Company may hold or deal with any such share which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with, the Act.*

Repurchase of Company's Shares

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

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| 54. <i>The Company may by Special Resolution reduce its share capital or any undistributable reserve in any manner and with and subject to any incident authorised and consent required by law. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to these Articles and the Act, the number of shares so cancelled, and, where any such cancelled share was purchased or acquired out of the capital of the Company, the amount of the share capital of the Company shall be reduced accordingly.</i> | <i>Power to Reduce capital</i> |
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STOCK

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| 55. <i>The Company may by Ordinary Resolution convert any or all its paid up shares into stock and may from time to time by resolution reconvert any stock into paid up shares.</i> | <i>Power to Convert Into stock</i> |
| 56. <i>The holders of stock may transfer the same or any part thereof in the same manner and subject to these Articles as and subject to which the shares from which the stock arose might prior to conversion have been transferred or as near thereto as circumstances admit but no stock shall be transferable except in such units as the Directors may from time to time determine.</i> | <i>Transfer of Stock</i> |
| 57. <i>The holders of stock shall, according to the number of stock units held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except as regards dividend and return of capital and the assets on winding up) shall be conferred by the number of stock units which would not if existing in shares have conferred that privilege or advantage, and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.</i> | <i>Rights of Stockholders</i> |
| 58. <i>All provisions of these Articles applicable to paid up shares shall apply to stock and the words “share” and “shareholder” or similar expression herein shall include “stock” or “stockholder”.</i> | <i>Interpretation</i> |

(B) RIGHTS IN RESPECT OF DIVIDENDS

DIVIDENDS AND RESERVES

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| 129. <i>The Directors may, with the sanction of the Company, by Ordinary Resolution declare dividends but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company.</i> | <i>Payment of dividends</i> |
| 130. <i>Subject to any rights or restrictions attached to any shares or class of shares and except as otherwise provided by the Act:</i> | <i>Apportionment of dividends</i> |
| (1) <i>all dividends in respect of shares must be paid in proportion to the number of shares held by a Member but where shares are partly paid all dividends must be apportioned and paid proportionately to the amounts paid or credited as paid on the partly paid shares; and</i> | |
| (2) <i>all dividends must be appointed and paid proportionately to the amounts so paid or credited as paid during any portion or portions of the period in respect of which the dividend is paid.</i> | |

For the purposes of this Article, an amount paid or credited as paid on a share in advance of a call is to be ignored

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| 131. <i>Notwithstanding Article 130, if, and so far as in the opinion of the Directors, the profits of the Company justify such payments, the Directors may pay fixed preferential dividends on any express class of shares carrying a fixed preferential dividend expressed to be payable on a fixed date on the half-yearly or other dates (if any) prescribed for the payment thereof by the terms of issue of the shares, and subject thereto may also from time to time pay to the holders of any other class of shares interim dividends thereon of such amounts and on such dates as they may think fit.</i> | <i>Payment of preference and interim dividends</i> |
| 132. <i>No dividend or other moneys payable on or in respect of a share shall bear interest against the Company.</i> | <i>Dividends not to bear interest</i> |
| 133. <i>The Directors may deduct from any dividend or other moneys payable to any Member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or in connection therewith, or any other account which the Company is required by law to withhold or deduct.</i> | <i>Deduction from dividend</i> |
| 134. <i>The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.</i> | <i>Retention of dividends on shares subject to lien</i> |
| 135. <i>The Directors may retain the dividends payable on shares in respect of which any person is under these Articles, as to the transmission of shares entitled to become a Member, or which any person under these Articles is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same.</i> | <i>Retention of dividends on shares pending transmission</i> |
| 136. (1) <i>The payment by the Directors of any unclaimed dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All dividends unclaimed after being declared may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend unclaimed after a period of six years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company but the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the dividend so forfeited to the person entitled thereto prior to the forfeiture. For the avoidance of doubt no Member shall be entitled to any interest, share of revenue or other benefit arising from any unclaimed dividends, howsoever and whatsoever. If the Depositor returns any such dividend or money to the Company, the relevant Depositor shall not have any right or claim in respect of such dividend or money against the Company if a period of six years has elapsed from the date of the declaration of such dividend or the date on which such other money was first payable.</i> | <i>Unclaimed dividends</i> |
| (2) <i>A payment by the Company to the Depositor of any dividend or other money payable to a Depositor shall, to the extent of the payment made, discharge the Company from any liability to the Depositor in respect of that payment.</i> | |

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(3) *For the avoidance of doubts, the six-year period shall be calculated as follows:-*

- (i) *in respect of interim dividends, it shall commence from the date when the declaration of the dividend is made by the Directors;*
- (ii) *in respect of final dividends, it shall commence from the date when the declaration of the dividend is approved by the Shareholders in a general meeting.*

137. *The Company may, upon the recommendation of the Directors, by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid up shares or debentures of any other company or in any one or more of such ways, and the Directors shall give effect to such Resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.*

*Payment of
dividend in specie*

138. (1) *Whenever the Directors or the Company in General Meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be, paid or declared on the ordinary share capital of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:*

Scrip Dividend

- (i) *the basis of any such allotment shall be determined by the Directors;*
- (ii) *the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such election) or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Article;*
- (iii) *the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of election has been accorded provided that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion;*

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- (iv) *the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect whereof the share election has been duly exercised (the “elected ordinary shares”) and in lieu and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the elected ordinary shares on the basis of allotment determined as aforesaid and for such purpose and notwithstanding the provisions of Article 138, the Directors shall (a) capitalise and apply the amount standing to the credit of any of the Company’s reserve accounts (including share premium account and any capital redemption reserve funds) or any sum standing to the credit of the profit and loss account or otherwise for distribution as the Directors may determine, such sum as may be required to pay up in full (to the nominal value thereof) the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis or (b) apply the sum which would otherwise have been payable in cash to the holders of the elected ordinary shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis.*
- (2)
 - (i) *The ordinary shares allotted pursuant to the provisions of Article 139(1) shall rank pari passu in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.*
 - (ii) *The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of Article 138(1), with full power to make such provisions as they think fit in the case of shares becoming distributable in fractions (including, notwithstanding any provision to the contrary in these Articles, provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than to the Members concerned).*
- (3) *The Directors may, on any occasion when they resolve as provided in Article 138(1), determine that rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary shares in the Register of Members or (as the case may be) in the Depository Register, or in respect of ordinary shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit, and in such event the provisions of this Article shall be read and construed subject to such determination.*

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- (4) *The Directors may, on any occasion when they resolve as provided in Article 138(1), further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register of Members or (as the case may be) the Depository Register is outside Singapore or to such other Members or class of Members as the Directors may in their sole discretion decide and in such event the only entitlement of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.*
- (5) *Notwithstanding the foregoing provisions of this Article, if at any time after the Directors' resolution to apply the provisions of Article 138(1) in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and without assigning any reason therefore, cancel the proposed application of Article 138(1).*
139. *Any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled thereto or, if several persons are registered as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons or to such person and such address as such persons may by writing direct Provided that where the Member is a Depositor, the payment by the Company to the Depository of any dividend payable to a Depositor shall to the extent of the payment discharge the Company from any further liability in respect of the payment. Every such cheque and warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque if purporting to be endorsed or the receipt of any such person shall be a good discharge to the Company. Every such cheque and warrant shall be sent at the risk of the person entitled to the money represented thereby.* *Dividends payable by cheque*
140. *A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer.* *Effect of transfer*

RESERVES

141. *The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works, plant and machinery of the Company or for special dividends or bonuses or for equalising dividends or for any other purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit and may consolidate into one fund, any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also, without placing the same to reserve, carry forward any profits which they may think it not prudent to divide.* *Power to carry profit to reserve*

BONUS ISSUES AND CAPITALISATION OF PROFITS AND RESERVES

142. (1) *The Directors may, with the sanction of an Ordinary Resolution of the Company (including any Ordinary Resolution passed pursuant to Article 51 (2)):* *Power to capitalize profits*
- (i) *issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) the Depository Register at the close of business on:*
- (a) *the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or*
- (b) *(in the case of an Ordinary Resolution passed pursuant to Article 51 (2)) such other date as may be determined by the Directors,*
- in proportion to their then holdings of shares; and/or*
- (ii) *capitalise any sum standing to the credit of any of the Company's reserve accounts or other undistributable reserve or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:*
- (a) *the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided; or*
- (b) *(in the case of an Ordinary Resolution passed pursuant to Article 51(2)) such other date as may be determined by the Directors, in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full unissued shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.*
- (2) *In addition and without prejudice to the powers provided for by Article 142(1), the Directors shall have power to issue shares for which no consideration is payable and to capitalise any undivided profits or other moneys of the company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up such shares in full, in each case on terms that such shares shall, upon issue, be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting and on such terms as the Directors shall think fit.*

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143. *The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation with full power to the Directors to make such provision for the satisfaction of the right of the holders of such shares in the Register of Members or in the Depository Register as the case may be and as they think fit for any fractional entitlements which would arise including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the members concerned. The Directors may authorise any person to enter, on behalf of all the members interested, into an agreement with the Company providing for any such capitalisation and matters incidental thereto, and any agreement made under such authority shall be effective and binding on all concerned.*

(C) RIGHTS IN RESPECT OF VOTING

GENERAL MEETINGS

59. (1) *Subject to the provisions of the Act, the Company shall in each year hold a General Meeting in addition to any other meetings in that year to be called the Annual General Meeting, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.* Annual General Meeting
- (2) *All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.* Extraordinary General Meetings
60. *The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by Section 176 of the Act. If at any time there are not within Singapore sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.* Calling of Extraordinary General Meetings

NOTICE OF GENERAL MEETINGS

61. (1) *Subject to the provisions of the Act as to the calling of meetings at short notice, any General Meeting which is proposed to pass a Special Resolution or (save as provided by the Act) a resolution of which special notice has been given to the Company, shall be called by twenty-one day's notice in writing at the least, and at least fourteen days' notice in writing (exclusive both of the day on which the notice is served or deemed to be served and of the day for which the notice is given) of an Annual General Meeting and any other Extraordinary General Meeting shall be given in the manner hereinafter mentioned to all members other than such as are not under the provisions of these Articles and the Act entitled to receive notice from the Company and, so long as the shares in the Company are listed on any listed exchange, at least fourteen days' notice of such Meeting shall be given by advertisement in the daily press and in writing to the Exchange. Provided that a general meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:* Notice of meetings
- (i) *in the case of an Annual General Meeting by all the members entitled to attend and vote thereat; and*

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- (ii) *in the case of an Extraordinary General Meeting by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent of the total voting rights of all members having a right to vote at that meeting.*
- (2) *The accidental omission to give notice to, or the non-receipt by any person entitled thereto, shall not invalidate the proceedings at any General Meeting.*
62. (1) *Every notice calling a General Meeting shall specify the place and the day and hour of the Meeting and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not be a Member of the Company.* Contents of notice
- (2) *In the case of an Annual General Meeting, the notice shall also specify the Meeting as such.* Notice of Annual General Meeting
- (3) *In the case of any General Meeting at which business other than routine business is to be transacted (special business), the notice shall specify the general nature of the special business, and if any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.* Nature of special Business to be specified
63. *All business shall be deemed special that is transacted at any Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheet and the reports of the Directors and Auditors, and any other documents required to be annexed to the balance sheet, electing Directors in place of those retiring by rotation or otherwise and the fixing of the Directors' remuneration and the appointment and fixing of the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.* Special business

PROCEEDINGS AT GENERAL MEETINGS

64. *No business shall be transacted at any General Meeting unless a quorum is present at the time the meeting proceeds to business. Save as herein otherwise provided, two or more Members present in person shall form a quorum. For the purpose of this Article, "Member" includes a person attending by proxy or by attorney or as representing a corporation which is a Member. Provided that (i) a proxy representing more than one Member shall only count as one Member for the purpose of determining the quorum; and (ii) where a Member is represented by more than one proxy such proxies shall count as only one Member for the purpose of determining the quorum.* Quorum
65. *If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting, the Meeting shall be dissolved.* Adjournment if quorum not present

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| 66. | <i>Subject to the Act, a resolution in writing signed by every Member of the Company entitled to vote or being a corporation by its duly authorised representative shall have the same effect and validity as an Ordinary Resolution of the Company passed at a General Meeting duly convened, held and constituted, and may consist of several documents in the like form, signed by one or more of such Members.</i> | <i>Resolutions in writing</i> |
| 67. | <i>The Chairman of the Directors or, in his absence, the Deputy Chairman (if any) shall preside as Chairman at every General Meeting. If there is no such Chairman or Deputy Chairman or if at any Meeting he is not present within fifteen minutes after the time appointed for holding the Meeting or is unwilling to act, the Members present shall choose some Director to be Chairman of the Meeting or, if no Director is present or if all the Directors present decline to take the Chair, some Member present to be Chairman.</i> | <i>Chairman</i> |
| 68. | <i>The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting except business which might lawfully have been transacted at the Meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, notice of the adjourned Meeting shall be given as in the case of the original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.</i> | <i>Adjournment</i> |
| 69. | <i>At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-</i> | <i>Method of voting</i> |
| | <i>(1) by the Chairman of the meeting; or</i> | |
| | <i>(2) by at least two Members present in person or by proxy (where a Member has appointed more than one proxy, any one of such proxies may represent that member) or attorney or in the case of a corporation by a representative and entitled to vote thereat; or</i> | |
| | <i>(3) by any Member or Members present in person or by proxy (where a Member has appointed more than one proxy, any one of such proxies may represent that member) or attorney or in the case of a corporation by a representative or any number or combination of such Members, holding or representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting; or</i> | |
| | <i>(4) by a Member or Members present in person or by proxy (where a Member has appointed more than one proxy, any one of such proxies may represent that member) or attorney or in the case of a corporation by a representative or any number or combination of such Members, holding or representing shares in the Company conferring a right to vote at the Meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total amount paid up on all the shares of the Company (excluding treasury shares).</i> | |

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Provided always that no poll shall be demanded on the election of a Chairman or on a question of adjournment. Unless a poll is so demanded (and the demand is not withdrawn) a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. A demand for a poll may be withdrawn.

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| 70. | <i>If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner (including the use of ballot or voting papers) as the Chairman may direct and the result of a poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. The Chairman may, and if so requested shall, appoint scrutineers and may adjourn the Meeting to some place and time fixed by him for the purpose of declaring the result of the poll.</i> | <i>Taking a poll</i> |
| 71. | <i>If any votes are counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it is pointed out at the same Meeting or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude.</i> | <i>Votes counted in error</i> |
| 72. | <i>Subject to the Act and the requirements of the Exchange, in the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the votes to which he may be entitled as a Member or as proxy of a Member.</i> | <i>Chairman's casting vote</i> |
| 73. | <i>A poll demanded on any question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the Meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately.</i> | <i>Time for taking a poll</i> |
| 74. | <i>The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business, other than the question on which the poll has been demanded.</i> | <i>Continuance of business after demand for a poll</i> |

VOTES OF MEMBERS

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| 75. | <p>(1) <i>Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the Company and to Article 9, each Member entitled to vote may vote in person or by proxy or attorney, and (in the case of corporation) by a representative.</i></p> <p>(2) <i>On a show of hands every Member who is present in person or by proxy or attorney, or in the case of a corporation by representative, shall have one vote provided that if a Member is represented by two or more proxies, only one of those proxies as determined by their appointer shall vote on a show of hands and in the absence of such determination, only one of those proxies as determined by the Chairman (or by a person authorised by him) shall vote on a show of hands and on a poll, every Member who is present in person or by proxy, attorney or representative shall have one vote for each share which he holds or represents.</i></p> | <i>Voting rights of Members</i> |
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- (3) *Provided Always that notwithstanding anything contained in these Articles, a Depositor shall not be entitled to attend any General Meeting and to speak and vote thereat unless his name is certified by the Depository to the Company as appearing on the Depository Register not later than 48 hours before that General Meeting (the “cut-off time”) as a Depositor on whose behalf the Depository holds shares in the Company. For the purpose of determining the number of votes which a Depositor or his proxy may cast on a poll, the Depositor or his proxy shall be deemed to hold or represent that number of shares entered in the Depositor’s Securities Account at the cut-off time as certified by the Depository to the Company, or where a Depositor has apportioned the balance standing to his Securities Account as at the cut-off time between the two or more proxies, to apportion the said number of shares between the two or more proxies in the same proportion as specified by the Depositor in appointing the proxies; and accordingly no instrument appointing a proxy of a Depositor shall be rendered invalid merely by reason of any discrepancy between the number of shares standing to the credit of that Depositor’s Securities Account as at the cutoff time, and the true balance standing to the Securities Account of a Depositor as at the time of the relevant General Meeting, if the instrument is dealt with in such manner as aforesaid.*
76. *Where there are joint holders of any share any one of such persons may vote and be reckoned in a quorum at any Meeting either personally by proxy or by attorney or in the case of a corporation by a representative as if he were solely entitled thereto but if more than one of such joint holders is so present at any meeting then the person present whose name stands first in the Register of Members or the Depository Register (as the case may be) in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Member in whose name any share stands shall for the purpose of this Article be deemed joint holders thereof.* *Voting rights of joint holders*
77. *If a Member be a lunatic, idiot or non-compos mentis, he may vote whether on a show of hands or on a poll by his committee, curator bonis or such other person as properly has the management of his estate and any such committee, curator bonis or other person may vote by proxy or attorney, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time appointed for holding the Meeting.* *Voting rights of Members of unsound mind*
78. *Subject to the provisions of these Articles, every Member either personally or by proxy or by attorney or in the case of a corporation by a representative shall be entitled to be present and to vote at any General Meeting and to be reckoned in the quorum thereat in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid. In the event a member has appointed more than one proxy, only one proxy is counted in determining the quorum.* *Right to vote*
79. *No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered and every vote not disallowed at such Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting whose decision shall be final and conclusive.* *Objections*

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80. *On a poll votes may be given either personally or by proxy or by attorney or in the case of a corporation by its representative and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.* *Votes on a poll*
81. (1) *A Member may appoint not more than two proxies to attend and vote at the same General Meeting.* *Appointment of proxies*
- (2) *If the Member is a Depositor, the Company shall be entitled:-*
- (i) *to reject any instrument of proxy lodged if the Depositor is not shown to have any shares entered in its Securities Account as at the cutoff time as certified by the Depository to the Company; and*
- (ii) *to accept as validly cast by the proxy or proxies appointed by the Depositor on a poll that number of votes which corresponds to or is less than the aggregate number of shares entered in its Securities Account of that Depositor as at the cut-off time as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.*
- (3) *Where a Member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.*
- (4) *Voting right(s) attached to any shares in respect of which a Member has not appointed a proxy may only be exercised at the relevant general meeting by the member personally or by his attorney, or in the case of a corporation by its representative.*
- (5) *Where a Member appoints a proxy in respect of more shares than the shares standing to his name in the Register of Members, or in the case of a Depositor, standing to the credit of that Depositor's Securities Account, such proxy may not exercise any of the votes or rights of the shares not registered to the name of that Member in the Register of Members or standing to the credit of that Depositor's Securities Account as at the cut-off time, as the case may be.*
82. *A proxy or attorney need not be a Member, and shall be entitled to vote on a show of hands on any question at any General Meeting.* *Proxy need not be a Member*
83. *Any instrument appointing a proxy shall be in writing in the common form approved by the Directors under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, under seal or under the hand of its attorney duly authorised and the Company shall accept as valid in all respects the form of proxy approved by the Directors for use at the date relevant to the General Meeting in question.* *Instrument appointing a proxy*

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

84. *The instrument appointing a proxy, together with the power of attorney or other authority, if any, under which the instrument of proxy is signed or a duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy and must be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the Meeting not less than forty-eight hours before the time appointed for the holding of the Meeting or adjourned Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which it is to be used failing which the instrument may be treated as invalid. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the Meeting as for the Meeting to which it relates Provided that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates. An instrument of proxy shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointer. Unless otherwise instructed, a proxy shall vote as he thinks fit. The signature on an instrument appointing a proxy need not be witnessed.*
- To be left at
Company's office
85. *A vote given in accordance with the terms of an instrument of proxy (which for the purposes of these Articles shall also include a power attorney) shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office (or such other place as may be specified for the deposit of instruments appointing proxies) before the commencement of the Meeting or adjourned Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used.*
- Intervening death
or insanity of
principal not to
revoke proxy
86. *Subject to these Articles and the Act, the Directors may, at their sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow members who are unable to vote in person at any General Meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile.*
87. *Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Company or of any class of Members and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member of the Company. The Company shall be entitled to treat a certificate under the seal of the corporation as conclusive evidence of the appointment or revocation of appointment of a representative under this Article.*
- Corporations
acting by
representatives