

CIRCULAR DATED 13 MAY 2026

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

Before making any decision as to the Proposed Transactions (as defined herein), you should consider the information provided in this Circular carefully, and consider whether you understand what is described in this document. You should also consider whether your decisions as to the Proposed Transactions are suitable for you, taking into account your investment objectives and risk appetite. This document is important. If you are in any doubt as to the action that you should take, you should consult your bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately. You are responsible for your own investment choices.

Unless otherwise defined, capitalised terms appearing on the cover of this Circular shall have the meanings ascribed to them in this Circular.

If you have sold or transferred all your shares in the capital of GDS Global Limited (the “**Company**”) held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular to the purchaser or the transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or the transferee. If you have sold or transferred all your shares represented by physical share certificate(s), you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the Proxy Form 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 transferee.

Neither the Monetary Authority of Singapore (the “**Authority**”) nor Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) has examined or approved the contents of this Circular. Neither the Authority nor the SGX-ST assumes any responsibility for the contents of this Circular, including the correctness or accuracy of any of the statements made, reports contained or opinions expressed in this Circular. A copy of this Circular has been lodged with SGX-ST, acting as agent on behalf of the Authority. The lodgment of this Circular with the SGX-ST does not imply that the Securities and Futures Act 2001 of Singapore (the “**SFA**”), or any other legal or regulatory requirements, or requirements under the SGX-ST’s listing rules, have been complied with. The SGX-ST does not normally review the application for admission but relies on the Sponsor confirming that the Enlarged Group (as defined herein) is suitable to be listed on the Catalyst Board of the SGX-ST (the “**Catalist**”) and complies with the SGX-ST Listing Manual Section B: Rules of Catalist.

Companies listed on the Catalist may carry higher investment risk when compared with larger or more established companies listed on the SGX-ST Mainboard. In particular, companies may list on the Catalist without a track record of profitability and there is no assurance that there will be a liquid market in the shares in the capital of the Company (the “**Shares**”) traded on the Catalist. You should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with your professional adviser(s).

This Circular has been reviewed by the Company’s sponsor, SAC Capital Private Limited (the “**Sponsor**”). It has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Ms. Audrey Mok (Tel: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.

YOUR ATTENTION IS DRAWN TO THE SECTION TITLED “RISK FACTORS” OF APPENDIX A TO THIS CIRCULAR, WHICH YOU SHOULD REVIEW CAREFULLY AND IN ITS ENTIRETY.



GDS GLOBAL LIMITED

(Company Registration No. 201217895H)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

in relation to:

- (1) **THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF ASIABUILD METAL ENGINEERING PTE. LTD. AND INTEGRATED ALUMINIUM PTE. LTD. PURSUANT TO THE TERMS OF THE SPA (AS DEFINED HEREIN), WHICH CONSTITUTES AN INTERESTED PERSON TRANSACTION AND A VERY SUBSTANTIAL ACQUISITION UNDER CHAPTERS 9 AND 10 OF THE CATALIST RULES RESPECTIVELY (THE “PROPOSED ACQUISITION”);**
- (2) **THE PROPOSED ALLOTMENT AND ISSUANCE BY THE COMPANY OF UP TO 215,663,969 CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.08 PER SHARE TO THE VENDORS (SAVE FOR MR. TANG HEE SUNG (“MR. TANG”) AND MDM. SEOW HENG CHOO (“MDM. SEOW”)) AS CONSIDERATION TO THE VENDORS (SAVE FOR MR. TANG AND MDM. SEOW) FOR THE PROPOSED ACQUISITION (THE “PROPOSED CONSIDERATION SHARE ISSUE”);**
- (3) **THE PROPOSED ALLOTMENT AND ISSUANCE BY THE COMPANY TO MR. TANG (A RESTRICTED PERSON UNDER RULE 812(1) OF THE CATALIST RULES) OF (A) UP TO 120,932,164 CONSIDERATION SHARES AS CONSIDERATION TO MR. TANG FOR THE PROPOSED ACQUISITION; AND (B) 11,250,000 DEBT PURCHASE CONSIDERATION SHARES AS CONSIDERATION TO MR. TANG FOR THE PURCHASE OF THE OUTSTANDING DEBT OWING TO MR. TANG, AT AN ISSUE PRICE OF S\$0.08 PER SHARE (THE “PROPOSED ISSUE OF CERTAIN SHARES TO MR. TANG”);**
- (4) **THE PROPOSED ALLOTMENT AND ISSUANCE BY THE COMPANY OF UP TO 38,403,867 CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.08 PER SHARE TO MDM. SEOW (A RESTRICTED PERSON UNDER RULE 812(1) OF THE CATALIST RULES) AS CONSIDERATION TO MDM. SEOW FOR THE PROPOSED ACQUISITION (THE “PROPOSED ISSUE OF CERTAIN SHARES TO MDM. SEOW”);**
- (5) **THE POTENTIAL TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO MR. SEOW SENG WEI AS A RESULT OF THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 135,035,208 CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.08 PER SHARE (THE “POTENTIAL TRANSFER OF CONTROLLING INTEREST TO MR. SEOW”);**

- (6) THE PROPOSED ALLOTMENT AND ISSUANCE BY THE COMPANY OF 18,750,000 DEBT PURCHASE CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.08 PER SHARE TO MR. TAN POH TUCK AS CONSIDERATION FOR THE PURCHASE OF THE OUTSTANDING DEBT OWING TO MR. TAN POH TUCK (THE “PROPOSED DEBT PURCHASE CONSIDERATION SHARE ISSUE”);
- (7) THE PROPOSED WHITEWASH RESOLUTION FOR THE WAIVER OF THE RIGHTS OF THE INDEPENDENT SHAREHOLDERS (WHITEWASH) TO RECEIVE A MANDATORY GENERAL OFFER FROM THE VENDOR FAMILY GROUP (AS DEFINED HEREIN) FOR THE REMAINING ISSUED AND PAID-UP SHARES OF THE COMPANY NOT OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE VENDOR FAMILY GROUP, UPON THE ALLOTMENT AND ISSUANCE OF THE CONSIDERATION SHARES AND THE DEBT PURCHASE CONSIDERATION SHARES TO THE VENDOR FAMILY GROUP PURSUANT TO THE PAYMENT OF THE FULL CONSIDERATION AND THE DEBT PURCHASE CONSIDERATION UNDER THE PROPOSED ACQUISITION (THE “PROPOSED WHITEWASH RESOLUTION”);
- (8) THE PROPOSED DIVERSIFICATION OF THE CURRENT GROUP’S CURRENT BUSINESS TO INCLUDE THE NEW BUSINESS (THE “PROPOSED DIVERSIFICATION”);
- (9) THE PROPOSED ADOPTION OF A GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS (THE “PROPOSED IPT GENERAL MANDATE”); AND
- (10) THE PROPOSED CHANGE OF AUDITORS FROM MESSRS DELOITTE & TOUCHE LLP TO MESSRS BDO LLP.



Sponsor and Financial Adviser to the Company in respect of the Proposed Acquisition

SAC CAPITAL PRIVATE LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 200401542N)



Independent Financial Adviser in respect of the Proposed Acquisition as an interested person transaction, the Proposed Whitewash Resolution and the Proposed IPT General Mandate

NOVUS CORPORATE FINANCE PTE. LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 201723484W)

IMPORTANT DATES AND TIMES

Last date and time for lodgment of Proxy Form	:	26 May 2026, 10.00 a.m.
Date and time of Extraordinary General Meeting	:	29 May 2026, 10.00 a.m.
Venue of Extraordinary General Meeting	:	86 International Road, Singapore 629176, Level 3

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CORPORATE INFORMATION

BOARD OF DIRECTORS OF THE COMPANY : Mr. Tang Hee Sung (Non-Executive Non-Independent Chairman)
Ms. Lee Pei Fang (Gina) (Executive Director)
Mr. Aw Eng Hai (Lead Independent Non-Executive Director)
Mr. Cheam Heng Haw, Howard (Independent Non-Executive Director)
Ms. Doreen Yew Lai Leng (Independent Non-Executive Director)

COMPANY SECRETARY : Ms. Chiang Wai Ming (ACS)

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS OF THE COMPANY : 86 International Road
Singapore 629176
Tel: +65 6266 6668
Fax: +65 6266 6866
Website: www.qdsglobal.com.sg

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS OF THE TARGETS : Registered Office
9 Defu South Street 1
Teambuild Connect
Singapore 533844

Principal Place of Business
31 Tuas South Street 5
Singapore 637381

ABME:
Tel: +65 6330 8130
Fax: +65 6330 8132
Website: www.abmetal.com.sg

IAPL:
Tel: +65 6586 7077
Fax: +65 6362 5055
Website: www.iapl.com.sg

SHARE REGISTRAR AND SHARE TRANSFER OFFICE : **Boardroom Corporate & Advisory Services Pte. Ltd.**
1 Harbourfront Avenue
Keppel Bay Tower #14-07
Singapore 098632

SPONSOR AND FINANCIAL ADVISER TO THE COMPANY IN RESPECT OF THE PROPOSED ACQUISITION : **SAC Capital Private Limited**
1 Robinson Road
#21-01 AIA Tower
Singapore 048542

REPORTING AUDITORS TO THE COMPANY : **Deloitte & Touche LLP**
6 Shenton Way
#33-00 OUE Downtown 2
Singapore 068809

Partner-in-charge: Ms. Wong Hui Jing
(a member of the Institute of Singapore Chartered Accountants)

Date of Appointment: 19 January 2024

CORPORATE INFORMATION

INDEPENDENT AUDITORS TO THE TARGETS	: BDO LLP Public Accountants and Chartered Accountants 600 North Bridge Road #23-01 Parkview Square Singapore 188778 Partner-in-charge: Mr. Yeo Siok Yong (a member of the Institute of Singapore Chartered Accountants)
LEGAL ADVISER TO THE COMPANY AS TO SINGAPORE LAW	: Morgan Lewis Stamford LLC 10 Collyer Quay #27-00 Ocean Financial Centre Singapore 049315
LEGAL ADVISER TO THE SPONSOR AND FINANCIAL ADVISER AS TO SINGAPORE LAW	: Lee & Lee LLP 25 North Bridge Road Level 7 Singapore 179104
INDEPENDENT FINANCIAL ADVISER TO THE NON-CONFLICTED DIRECTORS IN RELATION TO THE PROPOSED ACQUISITION AS AN INTERESTED PERSON TRANSACTION, THE PROPOSED WHITEWASH RESOLUTION AND THE PROPOSED IPT GENERAL MANDATE	: Novus Corporate Finance Pte. Ltd. 7 Temasek Boulevard #04-02 Suntec Tower 1 Singapore 038987
INDEPENDENT VALUER	: Navi Corporate Advisory Pte Ltd 6 Battery Road Level 42 Executive Centre Singapore 049909
INDUSTRY CONSULTANT	: Converging Knowledge Pte. Ltd. 19 Keppel Road #07-04 Jit Poh Building Singapore 089058
PRINCIPAL BANKER	: United Overseas Bank Limited 80 Raffles Place UOB Plaza Singapore 048624

DEFINITIONS

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

Companies within the Current Group and the Enlarged Group

“ABME”	:	Asiabuild Metal Engineering Pte. Ltd.
“Company”	:	GDS Global Limited
“Current Group”	:	The Company and its subsidiaries as at the Latest Practicable Date
“Enlarged Group”	:	The enlarged group of companies comprising the Current Group and the Targets, assuming Completion
“IAPL”	:	Integrated Aluminium Pte. Ltd.
“Targets”	:	ABME and IAPL, collectively, and each a “Target”

Other Companies, Organisations and Agencies

“ACRA”	:	Accounting and Corporate Regulatory Authority of Singapore
“Authority” or “MAS”	:	The Monetary Authority of Singapore
“BCA”	:	Building and Construction Authority of Singapore
“CDP”	:	The Central Depository (Pte) Limited
“Deloitte”	:	Deloitte & Touche LLP
“EAR Group”	:	Collectively, (a) the Company; (b) a subsidiary of the Company (excluding subsidiaries listed on the SGX-ST or an approved exchange); or (c) an associated company of the Company (other than an associated company that is listed on the SGX-ST or an approved exchange) over which the Enlarged Group, or the Enlarged Group and its interested person(s), has or have control, that are considered to be “entities at risk” within the meaning of Chapter 9 of the Catalist Rules, and each, an “Entity at Risk”
“HDB”	:	Housing and Development Board of Singapore
“IFA” or “NCF”	:	Novus Corporate Finance Pte. Ltd., the independent financial adviser appointed pursuant to Rule 921(4)(a) of the Catalist Rules, the Take-over Code and Rule 920(1)(b)(v) of the Catalist Rules for the purposes of the Proposed Acquisition as an interested person transaction, the Proposed Whitewash Resolution and the Proposed IPT General Mandate, respectively

DEFINITIONS

“Independent Auditors to the Targets” or “BDO”	:	BDO LLP
“Independent Valuer”	:	Navi Corporate Advisory Pte Ltd
“Industry Consultant”	:	Converging Knowledge Pte. Ltd.
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SIC”	:	Securities Industry Council of Singapore
“Sponsor and Financial Adviser”, “Sponsor”, “Financial Adviser” or “SAC Capital”	:	SAC Capital Private Limited
“Teambuild Construction Group of Companies”	:	Certain companies carrying out the principal businesses of the manufacturing and implementation of prefabricated and prefinished modular units for both public and private property development projects in Singapore, comprising the following companies: (a) Asiabuild Engineering & Construction Pte. Ltd.; (b) Asiabuild Investment Pte. Ltd.; (c) Asiaworld Construction Pte. Ltd.; (d) Asiabuild Properties Pte. Ltd.; (e) CTSL Holdings Pte. Ltd.; (f) Integrated Precast Solutions Pte. Ltd.; (g) MES Electrical Engineering Pte. Ltd.; (h) MES Plumbing and Sanitary Pte. Ltd.; (i) Mouldtech Pte. Ltd.; (j) Pacific East Construction Pte. Ltd. (formerly known as IMAX Modular Pte. Ltd.); (k) Team Alliance Construction Pte. Ltd.; (l) Teambuild Construction Pte. Ltd.; (m) Teambuild E&C; (n) Teambuild Engineering & Construction (I) Pte. Ltd.; (o) Teambuild Holding (S) Pte. Ltd.; (p) Teambuild (ICPH) Pte. Ltd.; (q) Unitech E&C Pte. Ltd. (formerly known as Asiabuild Construction Pte. Ltd.); (r) Wyn Construction Services Pte. Ltd.; (s) Wyn Engineering & Construction Pte. Ltd.; (t) Wyn Investment Pte. Ltd.; and (u) Wyn2000 Transport & Container Services Pte. Ltd.
“Teambuild E&C”	:	Teambuild Engineering & Construction Pte. Ltd., an entity within Teambuild Construction Group of Companies, which is an associate of Mr. Tang and Mr. Seow, and a major customer of the Targets
“Teambuild Land Group of Companies”	:	Certain companies carrying out the principal businesses of real estate development in Singapore, comprising the following companies: (a) Ecco Properties Pte. Ltd.; (b) Heptacon Construction Pte. Ltd.; (c) Spazio Concepts Pte. Ltd.; (d) Teambuild Capital Pte. Ltd.; (e) Teambuild Concepts Pte. Ltd.; (f) Teambuild Homes Pte. Ltd.; (g) Teambuild Land Pte. Ltd.; (h) Teambuild Link Pte. Ltd.; (i) Teambuild Living Pte. Ltd.; (j) Teambuild Properties Pte. Ltd.; (k) Teambuild Residence Pte. Ltd.; and (l) Teambuild Village Pte. Ltd.
“URA”	:	Urban Redevelopment Authority of Singapore
“WSH Council”	:	Workplace Safety and Health Council of Singapore

DEFINITIONS

General

“ABME Sale Shares”	:	700,000 issued and fully paid-up ordinary shares in the capital of ABME, representing all of the issued and paid-up share capital of ABME
“Audit Committee”	:	The audit committee of the Company as at the date of this Circular
“Auditors”	:	The external auditors of the Company, as appointed from time to time
“Base Consideration”	:	The base consideration amount of S\$12,000,000 to be paid and satisfied through the allotment and issuance of the Base Consideration Shares
“Base Consideration Shares”	:	The 150,000,000 new Shares, representing 31.87% of the Enlarged Share Capital, to be allotted and issued by the Company to the Vendors at the Issue Price on the Completion Date pro rata to their respective shareholding proportions in the relevant Target in satisfaction of the Base Consideration
“BCA Price Index”	:	Building & Construction Authority Price Index
“Board”	:	The board of Directors of the Company as at the date of this Circular
“Catalist”	:	The sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as amended, modified or supplemented from time to time
“CG Code”	:	The Code of Corporate Governance issued by the Authority from time to time
“Circular”	:	This circular to Shareholders dated 13 May 2026
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
“Completion”	:	The completion of the Proposed Acquisition in accordance with the terms and conditions set out in the SPA
“Completion Date”	:	The date of Completion
“Consideration”	:	The aggregate consideration for the Sale Shares, being the amount of up to S\$30,000,000, comprising the Base Consideration, the Tranche 1 Deferred Consideration and the Tranche 2 Deferred Consideration
“Consideration Shares”	:	The Base Consideration Shares and the Deferred Consideration Shares, collectively
“Control”	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company

DEFINITIONS

“Controlling Shareholder”	: A person who: (a) holds directly or indirectly 15.0% or more of the nominal amount of all voting Shares in a company (unless otherwise determined by the SGX-ST); or (b) in fact exercises control over a company
“Convertible Bonds”	: The unlisted and non-transferable convertible bonds in the aggregate principal amount of S\$3,400,000 issued by the Company on 25 February 2025, with a maturity date falling three (3) years from the issue date, of which none of the principal amount of the Convertible Bonds has been converted as at the Latest Practicable Date
“CPF”	: Central Provident Fund of Singapore
“Current Business”	: The existing businesses of the Current Group as at the Latest Practicable Date, including: (a) providing commercial and industrial door and shutter solutions in Singapore and the Southeast Asia region, including the sale of products manufactured at the Current Group's own manufacturing facility and distribution of products procured from principals; (b) providing service and maintenance works for the products supplied or installed by the Current Group or third parties; (c) value-added services including providing specialist engineering and consultancy services to customers who require advice, customisation of door and shutter solutions to meet their requirements, the design, fabrication and testing of specialised one-off door and shutter systems, and providing project management services in relation to the installation of door and shutter systems in connection with a project development, which comprises risk assessment, site safety compliance and work schedule control; and (d) the sale of production components
“Debt Purchase Consideration”	: The consideration amount of S\$2,400,000 for the purchase of: (a) the Outstanding Debt of S\$1,500,000 owing by IAPL to Mr. Tan Poh Tuck; and (b) the Outstanding Debt of S\$900,000 owing by IAPL to Mr. Tang, to be paid and satisfied through the allotment and issuance of the Debt Purchase Consideration Shares
“Debt Purchase Consideration Shares”	: The 30,000,000 new Shares, representing 6.37% of the Enlarged Share Capital of the Company upon Completion, to be allotted and issued at the Issue Price to Mr. Tan Poh Tuck and Mr. Tang on the Completion Date in satisfaction of the Debt Purchase Consideration

DEFINITIONS

“Deferred Consideration Shares”	:	The Tranche 1 Deferred Consideration Shares and the Tranche 2 Deferred Consideration Shares, collectively
“Directors”	:	The directors of the Company as at the date of this Circular
“EGM”	:	The extraordinary general meeting of the Company to be convened and held at 86 International Road, Singapore 629176, Level 3, on 29 May 2026 at 10.00 a.m., notice of which is set out in the Notice of EGM
“Employment Act”	:	The Employment Act 1968 of Singapore, as amended, modified or supplemented from time to time
“Enlarged Share Capital”	:	The enlarged share capital of the Company of S\$26,597,308 comprising 470,621,800 Shares after Completion of the Proposed Acquisition and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares (and assuming that there is no exercise of the outstanding Warrants or conversion of the outstanding Convertible Bonds as at the Latest Practicable Date)
“EPS”	:	Earnings per Share
“Executive Director”	:	The executive director of the Company as at the date of this Circular
“Executive Officers”	:	The executive officers of the Company as at the date of this Circular
“Existing Share Capital”	:	The existing share capital of the Company of S\$12,197,308 ¹ comprising 290,621,800 Shares as at the Latest Practicable Date
“First Lock-up Period”	:	The moratorium period of the Shares held by the Vendor Family Group as set out in the section titled “The Proposed Acquisition – Salient Terms of the Proposed Acquisition – Moratorium Undertakings” of this Circular
“FY”	:	In respect of the Current Group, the financial year ended or ending 30 September, and in respect of the Targets and the Enlarged Group (subject to the change of financial year end as set out in the section titled “The Proposed Change of Financial Year End” of this Circular), the financial year ended or ending 31 December, as the case may be
“IAPL Sale Shares”	:	500,000 issued and fully paid-up ordinary shares in the capital of IAPL, representing all of the issued and paid-up share capital of IAPL
“IFA Letter”	:	The letter dated 13 May 2026 issued by the IFA containing the opinions and advice of the IFA in relation to the Proposed Acquisition as an interested person transaction, the Proposed Whitewash Resolution and the Proposed IPT General Mandate, as set out in Appendix D to this Circular

¹ This is based on records kept with ACRA and differs from the accounting records of the Company which is S\$11,962,308 due to certain share issue expenses.

DEFINITIONS

“Independent Market Report”	:	The report dated 13 May 2026 issued by the Industry Consultant on the building materials industry in Singapore for the purposes of inclusion in this Circular, as set out in Appendix H to this Circular
“Independent Shareholders (Acquisition)”	:	Shareholders who are independent for the purpose of approving the Proposed Acquisition, namely Shareholders other than Mr. Tang and his associates
“Independent Shareholders (IPT)”	:	Shareholders who are independent for the purpose of approving the Proposed IPT General Mandate, namely Shareholders other than Mr. Tang and his associates, and to the extent applicable, Mr. Seow and his associates
“Independent Shareholders (Whitewash)”	:	Shareholders who are independent for the purpose of approving the Proposed Whitewash Resolution, namely Shareholders other than the Vendor Family Group, persons acting in concert with the Vendor Family Group and persons not considered independent of the Vendor Family Group
“Interested Person”	:	The interested persons as defined in the section titled “Interested Person Transactions” of Appendix A to this Circular
“Issue Price”	:	S\$0.08 per Share
“Latest Practicable Date”	:	30 April 2026, being the latest practicable date prior to the printing of this Circular
“Long Stop Date”	:	31 December 2026 (or such other date as may be agreed in writing between the Parties)
“LPS”	:	Loss per Share
“Mandated Interested Person”	:	The interested persons which will be covered under the Proposed IPT General Mandate, as set out in the section titled “The Proposed IPT General Mandate – Mandated Interested Persons” of this Circular, and each a “Mandated Interested Person”
“Mandated Transactions”	:	The categories of transactions to which the Proposed IPT General Mandate will apply, as set out in the section titled “The Proposed IPT General Mandate – Categories of Mandated Transactions” of this Circular, and each, a “Mandated Transaction”
“Maximum Enlarged Share Capital”	:	The enlarged share capital of the Company of S\$44,597,308 comprising 695,621,800 Shares after Completion and the allotment and issuance of the Base Consideration Shares, the Debt Purchase Consideration Shares and the maximum number of the Deferred Consideration Shares (and assuming that there is no exercise of the outstanding Warrants or conversion of the outstanding Convertible Bonds as at the Latest Practicable Date)
“Mdm. Seow”	:	Mdm. Seow Heng Choo, who is one of the Vendors and the wife of Mr. Tang and the sister of Mr. Seow. Please refer to Appendix B to this Circular for the changes in shareholding interests of Mdm. Seow pursuant to the Proposed Acquisition
“Mr. Seow”	:	Mr. Seow Seng Wei, who is one of the Vendors and the brother-in-law of Mr. Tang and the brother of Mdm. Seow. Assuming Completion and the allotment and issuance of all the Deferred Consideration Shares, Mr. Seow will become a Controlling Shareholder of the Enlarged Group. Please refer to Appendix B

DEFINITIONS

	to this Circular for the changes in shareholding interests of Mr. Seow pursuant to the Proposed Acquisition
“Mr. Seow’s Aunt”	: Mdm. Shiow Moi Moi @ Seow Lian Moi, who is the aunt of both Mr. Seow and Mdm. Seow
“Mr. Seow’s Daughter”	: Ms. Seow Qi En, who is the daughter of Mr. Seow
“Mr. Seow’s Son”	: Mr. Seow Kai Wen, who is the son of Mr. Seow
“Mr. Tan”	: Mr. Tan Poh Tuck, from whom the Company will purchase S\$1,500,000 of the Outstanding Debt owed by IAPL as part of the Proposed Acquisition, for the Debt Purchase Consideration of S\$1,500,000, to be satisfied via the allotment and issuance of 18,750,000 Debt Purchase Consideration Shares
“Mr. Tang”	: Mr. Tang Hee Sung, who is one of the Vendors, the Non-Executive Non-Independent Chairman, a Director and a Controlling Shareholder of the Company. Upon Completion of the Proposed Acquisition, Mr. Tang continues to be the single largest Controlling Shareholder of the Enlarged Group. Please refer to Appendix B to this Circular for the shareholding interests of Mr. Tang as at the Latest Practicable Date and the changes to such shareholding interests pursuant to the Proposed Acquisition and the allotment and issuance of 11,250,000 Debt Purchase Consideration Shares to Mr. Tang
“Mr. Tang’s Daughter”	: Ms. Tang Yu Xin, who is the daughter of Mr. Tang
“Mr. Tang’s Son”	: Mr. Tang Yu Yang, who is the son of Mr. Tang
“NAV”	: Net asset value
“New Business”	: The businesses of the Targets, which includes but shall not be limited to the following: (a) the fabrication, supply and installation of structural steel components such as linkways, shelters, precinct pavilions, trellises and roof trusses; (b) the provision of metal works including railings, gratings, catwalks, and related metal structures; (c) the participation in upgrading and enhancement projects, including the design, supply and installation of aluminium cladding for lift shafts and associated structures; (d) the supply and installation of architectural aluminium systems, including window and door systems, façade and curtain wall systems, cladding panels, sunshades and canopies; and (e) the provision of integrated aluminium and façade works for schools and institutions, commercial and industrial developments and condominium projects and public housing estates

DEFINITIONS

“Nominating Committee”	:	The nominating committee of the Company as at the date of this Circular
“Non-conflicted Directors”	:	The Directors who are considered to be independent for the purposes of the Proposed Acquisition as an interested person transaction, the Proposed Whitewash Resolution and the Proposed IPT General Mandate, being all the Directors save for Mr. Tang
“Notice of EGM”	:	The notice of the EGM
“NTA”	:	Net tangible assets
“Ordinary Resolutions”	:	The ordinary resolutions relating to the Proposed Transactions, being the Proposed Acquisition (Ordinary Resolution 1), the Proposed Consideration Share Issue (Ordinary Resolution 2), the Proposed Issue of Certain Shares to Mr. Tang (Ordinary Resolution 3), the Proposed Issue of Certain Shares to Mdm. Seow (Ordinary Resolution 4), the Potential Transfer of Controlling Interest to Mr. Seow (Ordinary Resolution 5), the Proposed Debt Purchase Consideration Share Issue (Ordinary Resolution 6), the Proposed Whitewash Resolution (Ordinary Resolution 7), the Proposed Diversification (Ordinary Resolution 8), the Proposed IPT General Mandate (Ordinary Resolution 9) and the Proposed Change of Auditors (Ordinary Resolution 10), as set out in the Notice of EGM, each an “Ordinary Resolution”
“Outstanding Debt”	:	Collectively: (c) the outstanding debt of S\$1,500,000 owing by IAPL to Mr. Tan Poh Tuck; and (d) the outstanding debt of S\$900,000 owing by IAPL to Mr. Tang, to be purchased by the Company as part of the Proposed Acquisition for the Debt Purchase Consideration and to be satisfied via the allotment and issuance of the Debt Purchase Consideration Shares
“Parties”	:	The parties which entered into the SPA, being the Vendors and the Company, and each a “Party”
“Period Under Review”	:	In respect of the Targets, the financial periods comprising FY2023, FY2024 and FY2025
“Potential Transfer of Controlling Interest to Mr. Seow”	:	The potential transfer of controlling interest in the Company to Mr. Seow as a result of the proposed allotment and issuance of up to 135,035,208 Consideration Shares
“Proposed Acquisition”	:	The proposed acquisition by the Company of the entire issued and paid-up share capital of the Targets pursuant to the terms of the SPA, which constitutes an interested person transaction and a very substantial acquisition under Chapters 9 and 10 of the Catalist Rules respectively
“Proposed Change of Auditors”	:	The proposed change of auditors from Messrs Deloitte & Touche LLP to Messrs BDO LLP

DEFINITIONS

“Proposed Consideration Share Issue”	:	The proposed allotment and issuance by the Company of up to 215,663,969 Consideration Shares to the Vendors (save for Mr. Tang and Mdm. Seow) at the Issue Price as consideration for the Proposed Acquisition
“Proposed Debt Purchase Consideration Share Issue”	:	The proposed allotment and issuance by the Company of 18,750,000 Debt Purchase Consideration Shares to Mr. Tan Poh Tuck at the Issue Price as consideration for the purchase of the Outstanding Debt owing to Mr. Tan Poh Tuck in connection with the Proposed Acquisition
“Proposed IPT General Mandate”	:	The proposed general mandate from Shareholders pursuant to Chapter 9 of the Catalist Rules to enable the EAR Group to enter into the Mandated Transactions with the Mandated Interested Persons, as further described in the section titled “The Proposed IPT General Mandate” of this Circular
“Proposed Issue of Certain Shares to Mdm. Seow”	:	The proposed allotment and issuance by the Company of up to 38,403,867 Consideration Shares to Mdm. Seow (a restricted person under Rule 812(1) of the Catalist Rules) at the Issue Price as consideration for the Proposed Acquisition
“Proposed Issue of Certain Shares to Mr. Tang”	:	The proposed allotment and issuance by the Company of up to 120,932,164 Consideration Shares and 11,250,000 Debt Purchase Consideration Shares to Mr. Tang (a restricted person under Rule 812(1) of the Catalist Rules) at the Issue Price as consideration for the Proposed Acquisition and the purchase of the Outstanding Debt owing to Mr. Tang in connection with the Proposed Acquisition
“Proposed Issue of Certain Shares to Mr. Tang and Mdm. Seow”	:	The Proposed Issue of Certain Shares to Mr. Tang and the Proposed Issue of Certain Shares to Mdm. Seow, collectively
“Proposed Transactions”	:	The Proposed Acquisition, the Proposed Consideration Share Issue, the Proposed Issue of Certain Shares to Mr. Tang, the Proposed Issue of Certain Shares to Mdm. Seow, the Potential Transfer of Controlling Interest to Mr. Seow, the Proposed Debt Purchase Consideration Share Issue, the Proposed Whitewash Resolution, the Proposed Diversification and the Proposed IPT General Mandate, collectively
“Proposed Whitewash Resolution”	:	The ordinary resolution proposed as Ordinary Resolution 7 in the Notice of EGM in respect of the waiver by Independent Shareholders (Whitewash) of their rights to receive a general offer from the Vendor Family Group under Rule 14 of the Take-over Code for all of the Shares not already owned, controlled or agreed to be acquired by the Vendor Family Group and persons acting in concert with them, as a result of the allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares to the Vendor Family Group
“Proxy Form”	:	The proxy form in respect of the EGM, a copy of which is set out in this Circular
“Relevant Period”	:	The Period Under Review and the period from 1 January 2026 up to the Latest Practicable Date

DEFINITIONS

“Remuneration Committee”	:	The remuneration committee of the Company as at the date of this Circular
“Risk Factors”	:	The risks relating to the business and operations of the Targets, the Proposed Transactions and the Shares, as set out in the section titled “Risk Factors” of Appendix A to this Circular, collectively
“Sale Shares”	:	The ABME Sale Shares and the IAPL Sale Shares, collectively
“Securities Account”	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a depository agent
“SFA”	:	Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“SFR”	:	Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018, as amended, modified or supplemented from time to time
“Shareholders”	:	The registered holders of the Shares, except in the present case where the registered holder is CDP, the term “Shareholders” in relation to the Shares held by CDP shall, in relation to such Shares and where the context so admits, mean the persons named as Depositors in the Depository Register maintained by CDP and whose Securities Accounts are credited with the Shares
“Shares”	:	Ordinary shares in the capital of the Company
“SPA”	:	The conditional sale and purchase agreement entered into between the Parties dated 1 December 2025 pursuant to which, subject to the terms and conditions of the SPA: (a) the Vendors will sell, and the Company will acquire, all 700,000 ABME Sale Shares; and (b) the Vendors will sell, and the Company will acquire, all 500,000 IAPL Sale Shares
“SRS”	:	Supplementary Retirement Scheme
“SRS Investors”	:	Investors holding Shares in the Company through the SRS
“SRS Operators”	:	The relevant approved financial institutions in which SRS Investors hold their SRS accounts
“substantial shareholder”	:	A person which has an interest in one or more voting shares (excluding treasury shares) of a company and the total votes attached to that share, or those shares, is not less than 5.0% of the total votes attached to all the voting shares (excluding treasury shares) in the company
“Summarised Valuation Report”	:	The summarised valuation report on the Targets dated 13 May 2026 issued by the Independent Valuer as set out in Appendix E to this Circular

DEFINITIONS

“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time
“Tranche 1 Deferred Consideration”	:	A first tranche of deferred consideration amount of up to S\$10,000,000 for the Proposed Acquisition, to be satisfied through the allotment and issuance of the Tranche 1 Deferred Consideration Shares, which shall be determined and paid in accordance with the terms and conditions as set out in Appendix C to this Circular
“Tranche 1 Deferred Consideration Shares”	:	Up to 125,000,000 new Shares, representing 26.56% of the Enlarged Share Capital, to be allotted and issued by the Company to the Vendors at the Issue Price in satisfaction of the Tranche 1 Deferred Consideration
“Tranche 2 Deferred Consideration”	:	A second tranche of deferred consideration amount of up to S\$8,000,000 for the Proposed Acquisition, to be satisfied through the allotment and issuance of the Tranche 2 Deferred Consideration Shares, which shall be determined and paid in accordance with the terms and conditions as set out in Appendix C to this Circular
“Tranche 2 Deferred Consideration Shares”	:	Up to 100,000,000 new Shares, representing 21.25% of the Enlarged Share Capital, to be allotted and issued by the Company to the Vendors at the Issue Price in satisfaction of the Tranche 2 Deferred Consideration
“Valuation Date”	:	The valuation date of 31 December 2025 in respect of the valuation of the Targets undertaken by the Independent Valuer
“Vendor Family Group”	:	Mr. Tang, Mdm. Seow (as wife of Mr. Tang) and Mr. Seow (as brother-in-law of Mr. Tang) for the purposes of the Whitewash Waiver and the Proposed Whitewash Resolution
“Vendors”	:	The vendors who are selling the Sale Shares to the Company on the terms and subject to the conditions set out in the SPA, being Mr. Lee Kay Sin, Mr. Lee Keh Ha, Mdm. Seow, Mr. Seow, Mr. Tang, Mr. Tan Jun Lip Darren, Mr. Tang Yeong Hui and Ms. Tan Hong Chee, as further described in the section titled “Information on the Targets and the Vendors – Vendors and their Shareholding Interests in the Targets” of this Circular, and each a “Vendor”
“Warrants”	:	224,000,000 free detachable unlisted and transferrable warrants issued by the Company pursuant to its renounceable non-underwritten rights cum warrants issue which completed on 1 August 2024, of which 217,378,200 Warrants remain outstanding as at the Latest Practicable Date
“Whitewash Waiver”	:	The waiver by the SIC of the obligation for the Vendor Family Group to make a mandatory general offer under Rule 14 of the Take-over Code for the Shares not owned, controlled or agreed to be acquired by the Vendor Family Group, upon the allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares to the Vendor Family Group pursuant to the payment of the full Consideration and the Debt Purchase Consideration under the Proposed Acquisition, subject to the approval of the Independent Shareholders (Whitewash) for the Proposed Whitewash Resolution

DEFINITIONS

Currencies and Units of Measurement

“S\$” or “cent” : Singapore dollars and cents, respectively

“%” or “per cent” : Percentage or per centum

The terms “**Depositor**”, “**depository agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively by Section 81SF of the SFA.

The term “**subsidiary**” shall have the meaning ascribed to it in Section 5 of the Companies Act.

The terms “**associate**” and “**associated company**” shall have the meanings ascribed to them respectively in the section titled “Definitions and Interpretation” of the Catalist Rules or the Fourth Schedule to the SFR (as the context may require). As used in this Circular, an “**entity at risk**”, “**interested person**” and “**interested person transaction**” is a person, entity or transaction (as the case may be) falling within the meaning of the term in Paragraph 1 of the Fourth Schedule to the SFR or the Catalist Rules as the context may require, unless the context specifically requires the application of the definitions in one or the other as the case may be.

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

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted. Any word defined under the Companies Act, SFA (and the regulations promulgated thereunder, including without limitation, the SFR) and the Catalist Rules or any modification thereof and used in this Circular shall have the same meaning assigned to it under the Companies Act, the SFA (and the regulations promulgated thereunder, including without limitation, the SFR) and the Catalist Rules or any modification thereof.

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

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

Where any word or expression is defined in this Circular, such definition shall extend to the grammatical variations and cognate expressions of such word or expression.

In this Circular, any discrepancies between the listed amounts or percentages and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them. Unless otherwise stated, percentage figures shown in this Circular are rounded to the nearest two (2) decimal places.

The pro forma financial effects of the Proposed Acquisition on the Company in this Circular are for illustrative purposes only, and are not intended to be nor shall they constitute profit forecasts.

NOTIFICATION UNDER SECTION 309B OF THE SFA

The Consideration Shares and the Debt Purchase Consideration Shares are prescribed capital market products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements contained in this Circular, statements made in the press releases and oral statements that may be made by the Company, the Targets or their respective directors or key executives or employees acting on the Company's or the Targets' behalf, and/or the Vendors, that are not statements of historical fact constitute "forward-looking statements". Some of these statements can be identified by words that are biased or by forward-looking terms such as "anticipate", "believe", "could", "estimate", "expect", "forecast", "if", "intend", "may", "possible", "probable", "project", "plan", "should", "will", "would" and/or similar words. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the expected financial position, business strategy, plans and prospects of the Current Group, the Targets and/or the Enlarged Group are forward-looking statements. These forward-looking statements, including but not limited to, statements as to:

- (a) revenue and profitability;
- (b) any expected growth or decline in demand and business volume;
- (c) expected industry trends and development;
- (d) anticipated expansion and development plans and other future plans; and
- (e) any other matters discussed in this Circular regarding matters that are not historical facts,

are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Current Group's, the Targets' and/or the Enlarged Group's actual results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements. These risk factors and uncertainties are discussed in more detail in this Circular, in particular, but not limited to, the sections titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" as set out in **Appendix A** to this Circular.

Given the risks and uncertainties that may cause the actual future results, performance or achievements of the Current Group, the Targets and/or the Enlarged Group to be materially different than expected, expressed or implied by the forward-looking statements in this Circular, you are advised not to place undue reliance on those statements.

None of the Company, the Targets, the Sponsor and Financial Adviser, their respective directors and executive officers, or any other person represents or warrants to you that the actual future results, performance or achievements of the Current Group, the Targets or the Enlarged Group will be as discussed in those statements. The actual results of the Current Group, the Targets or the Enlarged Group may differ materially from those anticipated in these forward-looking statements. Further, the Company, the Targets, the Sponsor and Financial Adviser and their respective related corporations disclaim any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any regulatory or supervisory body or agency. The Company, the Targets, the Sponsor and Financial Adviser and their respective related corporations are, however, subject to the provisions of the SFA and the Catalyst Rules (each as applicable) regarding corporate disclosure.

Industry and Market Data

This Circular includes market and industry data and forecasts that have been obtained from internal surveys, reports and studies, where appropriate, as well as market research, publicly available information and industry publications. Industry publications, surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of such included information.

The Company has commissioned the Industry Consultant, Converging Knowledge Pte. Ltd., to prepare the Independent Market Report on the building materials industry in Singapore for the purpose of inclusion in this Circular, including data (actual, estimated and forecasted) relating to, among other

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

things, demand and market share information. Please refer to the Independent Market Report as set out in **Appendix H** to this Circular for the full text.

While the Company believes that the third party's/ies' information and data extracted and contained in this Circular are reliable, and the Company and the Sponsor and Financial Adviser have taken reasonable care to ensure that the information is extracted accurately and in its proper context, the Company cannot ensure the accuracy of the information or data, and the Company and the Sponsor and Financial Adviser or any person(s) acting on their behalf have not independently verified this information or data or ascertained the underlying assumptions relied upon therein. Consequently, none of the Company and the Sponsor and Financial Adviser or any person(s) acting on their behalf makes any representation as to the accuracy or completeness of such information and are not obliged to provide any updates on the same.

INDICATIVE TIMETABLE

The following indicative timetable assumes the approval for all Ordinary Resolutions proposed at the EGM is obtained:

Last date and time for lodgment of Proxy Form	:	26 May 2026, 10.00 a.m.
Last date and time for submission of questions to be asked in relation to the EGM	:	20 May 2026, 10.00 a.m.
Date and time of EGM	:	29 May 2026, 10.00 a.m.
Expected Completion Date	:	8 June 2026 (or such other date as may be agreed in writing between the Parties)

Shareholders should note that the dates above which are stated to be “expected” are indicative only and may be subject to change. Please refer to future announcement(s) by the Company on the SGXNet for the exact dates and times of these events.

LETTER TO SHAREHOLDERS

GDS GLOBAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201217895H)

Directors

Mr. Tang Hee Sung (*Non-Executive Non-Independent Chairman*)
Ms. Lee Pei Fang (Gina) (*Executive Director*)
Mr. Aw Eng Hai (*Lead Independent Non-Executive Director*)
Mr. Cheam Heng Haw, Howard (*Independent Non-Executive Director*)
Ms. Doreen Yew Lai Leng (*Independent Non-Executive Director*)

Registered Office

86 International Road
Singapore 629176

13 May 2026

To: The Shareholders of GDS GLOBAL LIMITED

Dear Sir/Madam

- (1) THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF ABME AND IAPL PURSUANT TO THE TERMS OF THE SPA, WHICH CONSTITUTES AN INTERESTED PERSON TRANSACTION AND A VERY SUBSTANTIAL ACQUISITION UNDER CHAPTERS 9 AND 10 OF THE CATALIST RULES RESPECTIVELY;
- (2) THE PROPOSED ALLOTMENT AND ISSUANCE BY THE COMPANY OF UP TO 215,663,969 CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.08 PER SHARE TO THE VENDORS (SAVE FOR MR. TANG AND MDM. SEOW) AS CONSIDERATION TO THE VENDORS (SAVE FOR MR. TANG AND MDM. SEOW) FOR THE PROPOSED ACQUISITION;
- (3) THE PROPOSED ALLOTMENT AND ISSUANCE BY THE COMPANY TO MR. TANG (A RESTRICTED PERSON UNDER RULE 812(1) OF THE CATALIST RULES) OF (A) UP TO 120,932,164 CONSIDERATION SHARES AS CONSIDERATION TO MR. TANG FOR THE PROPOSED ACQUISITION; AND (B) 11,250,000 DEBT PURCHASE CONSIDERATION SHARES AS CONSIDERATION TO MR. TANG FOR THE PURCHASE OF THE OUTSTANDING DEBT OWING TO MR. TANG, AT AN ISSUE PRICE OF S\$0.08 PER SHARE;
- (4) THE PROPOSED ALLOTMENT AND ISSUANCE BY THE COMPANY OF UP TO 38,403,867 CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.08 PER SHARE TO MDM. SEOW (A RESTRICTED PERSON UNDER RULE 812(1) OF THE CATALIST RULES) AS CONSIDERATION TO MDM. SEOW FOR THE PROPOSED ACQUISITION;
- (5) THE POTENTIAL TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO MR. SEOW SENG WEI AS A RESULT OF THE ALLOTMENT AND ISSUANCE OF UP TO 135,035,208 CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.08 PER SUCH SHARE;
- (6) THE PROPOSED ALLOTMENT AND ISSUANCE BY THE COMPANY OF 18,750,000 DEBT PURCHASE CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.08 PER SUCH SHARE TO MR. TAN POH TUCK AS CONSIDERATION TO MR. TAN POH TUCK FOR THE PURCHASE OF THE OUTSTANDING DEBT OWING TO MR. TAN POH TUCK;
- (7) THE PROPOSED WHITEWASH RESOLUTION FOR THE WAIVER OF THE RIGHTS OF THE INDEPENDENT SHAREHOLDERS (WHITEWASH) TO RECEIVE A MANDATORY GENERAL OFFER FROM THE VENDOR FAMILY GROUP FOR THE REMAINING ISSUED AND PAID-UP SHARES OF THE COMPANY NOT OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE VENDOR FAMILY GROUP, UPON THE ALLOTMENT AND ISSUANCE OF THE CONSIDERATION SHARES AND THE DEBT PURCHASE

LETTER TO SHAREHOLDERS

CONSIDERATION SHARES TO THE VENDOR FAMILY GROUP PURSUANT TO THE PAYMENT OF THE FULL CONSIDERATION AND THE DEBT PURCHASE CONSIDERATION UNDER THE PROPOSED ACQUISITION;

- (8) THE PROPOSED DIVERSIFICATION OF THE CURRENT GROUP'S CURRENT BUSINESS TO INCLUDE THE NEW BUSINESS;
- (9) THE PROPOSED ADOPTION OF A GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS; AND
- (10) THE PROPOSED CHANGE OF AUDITORS FROM MESSRS DELOITTE & TOUCHE LLP TO MESSRS BDO LLP

(COLLECTIVELY, THE "PROPOSED TRANSACTIONS")

1. INTRODUCTION

1.1 Background

On 1 December 2025, the Company announced that it had entered into a conditional sale and purchase agreement ("**SPA**") with the parties as set out in the section titled "Information on the Targets and the Vendors – Vendors and their Shareholding Interests in the Targets" of this Circular (the "**Vendors**", and each a "**Vendor**", and together with the Company, the "**Parties**" and each, a "**Party**"), pursuant to which, subject to the terms and conditions of the SPA:

- (a) the Vendors will sell, and the Company will acquire, all 700,000 issued and fully paid-up ordinary shares in the capital of Asiabuild Metal Engineering Pte. Ltd. ("**ABME**") held by the Vendors, representing all of the issued and paid-up share capital of ABME (the "**ABME Sale Shares**"); and
- (b) the Vendors will sell, and the Company will acquire, all 500,000 issued and fully paid-up ordinary shares in the capital of Integrated Aluminium Pte. Ltd. ("**IAPL**", together with ABME, the "**Targets**") held by the Vendors, representing all of the issued and paid-up share capital of IAPL (the "**IAPL Sale Shares**", together with the ABME Sale Shares, the "**Sale Shares**"),

for an aggregate maximum purchase consideration of up to S\$30,000,000 (the "**Consideration**"), to be satisfied via the allotment and issuance of up to 375,000,000 new ordinary shares in the capital of the Company (the "**Shares**") at the fixed issue price of S\$0.08 per such Share (the "**Consideration Shares**") (the "**Proposed Acquisition**"). Please refer to the section titled "The Proposed Acquisition – Salient Terms of the Proposed Acquisition – Consideration for the Proposed Acquisition" of this Circular for further details on the Consideration and the tranche payments thereunder.

Upon completion of the Proposed Acquisition (the "**Completion**"), the Targets will become wholly-owned subsidiaries of the Company.

As part of the Proposed Acquisition, the Company will also be purchasing:

- (i) the outstanding debt of S\$1,500,000 owing by IAPL to Mr. Tan Poh Tuck,
- (ii) the outstanding debt of S\$900,000 owing by IAPL to Mr. Tang,

collectively, the "**Outstanding Debt**", for an aggregate consideration of S\$2,400,000 (the "**Debt Purchase Consideration**"), to be satisfied via the allotment and issuance of 30,000,000 new Shares at the fixed issue price of S\$0.08 per such Share (the "**Debt Purchase Consideration Shares**"). For the avoidance of doubt, Mr. Tan Poh Tuck and Mr. Tang will be allotted and issued 18,750,000 Debt Purchase Consideration Shares and 11,250,000 Debt Purchase Consideration Shares, respectively. Please refer to the section titled "Information on the Targets and the Vendors – Information on the Vendors and Mr. Tan Poh Tuck" of this Circular for further details on Mr. Tan Poh Tuck and Mr. Tang (who is also a Vendor).

LETTER TO SHAREHOLDERS

The Proposed Acquisition constitutes:

- (1) an “interested person transaction” as defined under Chapter 9 of Section B: Rules of Catalist of the Listing Manual (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). Please refer to the section titled “The Proposed Acquisition as an Interested Person Transaction” of this Circular for further details on the Proposed Acquisition as an Interested Person Transaction; and
- (2) a “very substantial acquisition” under Chapter 10 of the Catalist Rules. Please refer to the section titled “The Proposed Acquisition — Proposed Acquisition as a Very Substantial Acquisition under Rule 1006 of the Catalist Rules” of this Circular for further details on the relative figures in respect of the Proposed Acquisition computed on the bases set out in Rule 1006 of the Catalist Rules.

Therefore, the Proposed Acquisition is subject to, among others, the approval of the shareholders who are deemed independent under the Catalist Rules in respect of the Proposed Acquisition (the “**Independent Shareholders (Acquisition)**”) as an interested person transaction and a very substantial acquisition under Chapter 9 and Chapter 10 of the Catalist Rules.

The Company is also seeking approval from the Shareholders for:

- (A) the proposed allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares;
- (B) the proposed diversification of the Current Business to include the New Business, being the businesses of the Targets (the “**Proposed Diversification**”);
- (C) the proposed whitewash resolution for a waiver of Shareholders’ rights to receive a mandatory general offer from the Vendor Family Group under Rule 14 of the Take-over Code for all of the Shares not already owned, controlled or agreed to be acquired by the Vendor Family Group and persons acting in concert with them, as a result of the allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares to the Vendor Family Group (the “**Proposed Whitewash Resolution**”);
- (D) the proposed adoption of a general mandate for interested person transactions in relation to certain recurrent transactions to be entered into by the Enlarged Group (assuming the Completion of the Proposed Acquisition) with Mandated Interested Persons in the ordinary course of business, to facilitate such transactions and to enable the Enlarged Group to realise the benefits of the Proposed Acquisition and the Proposed Diversification; and
- (E) the proposed change of auditors from Messrs Deloitte & Touche LLP to Messrs BDO LLP.

Further, the proposed allotment and issuance of Consideration Shares and Debt Purchase Consideration Shares will involve an allotment and issuance of Shares to restricted persons under Rule 812(1) of the Catalist Rules and a potential transfer of controlling interest to Mr. Seow. Accordingly, specific Shareholders’ approval is being sought pursuant to Chapter 8 of the Catalist Rules, for the Proposed Issue of Certain Shares to Mr. Tang and Mdm. Seow, and the Potential Transfer of Controlling Interest to Mr. Seow.

1.2 Opinions and Advice of the IFA

The IFA has been appointed to provide (a) an opinion on whether the Proposed Acquisition as an interested person transaction is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders as required under Rule 921(4)(a) of the Catalist Rules; (b) an opinion and advice on whether the proposed issue of the Consideration Shares and the Debt Purchase Consideration Shares pursuant to the Proposed Acquisition, being the subject of the Proposed Whitewash Resolution, is fair and reasonable as required under the Take-over Code; and (c) an opinion on whether the methods or procedures for determining the transaction prices of the Mandated Transactions pursuant to the Proposed IPT General Mandate, if adhered to, are sufficient to ensure that the Mandated Transactions will be

conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders as required under Rule 920(1)(b)(v) of the Catalist Rules.

The IFA's opinion and advice has been extracted from paragraph 9 titled "Our Opinions and Advice" of the IFA Letter and is set out in italics in the section titled "Opinions and Advice from the IFA in relation to the Proposed Acquisition as an Interested Person Transaction, the Proposed Whitewash Resolution and the Proposed IPT General Mandate" of this Circular. In addition, the IFA Letter is reproduced and appended in its entirety as **Appendix D** to this Circular. Shareholders are advised to read the IFA Letter in its entirety carefully.

1.3 Purpose of this Circular

The purpose of this Circular is to provide Shareholders with information pertaining to and to explain the rationale for the Proposed Transactions and to seek the approval of Shareholders for the following ordinary resolutions at the EGM:

- (a) the Proposed Acquisition (Ordinary Resolution 1);
- (b) the Proposed Consideration Share Issue (Ordinary Resolution 2);
- (c) the Proposed Issue of Certain Shares to Mr. Tang (Ordinary Resolution 3);
- (d) the Proposed Issue of Certain Shares to Mdm. Seow (Ordinary Resolution 4);
- (e) the Potential Transfer of Controlling Interest to Mr. Seow (Ordinary Resolution 5);
- (f) the Proposed Debt Purchase Consideration Share Issue (Ordinary Resolution 6);
- (g) the Proposed Whitewash Resolution (Ordinary Resolution 7);
- (h) the Proposed Diversification (Ordinary Resolution 8);
- (i) the Proposed IPT General Mandate (Ordinary Resolution 9); and
- (j) the Proposed Change of Auditors (Ordinary Resolution 10).

This Circular has been prepared solely for the purposes outlined above and may not be relied upon by any persons (other than the Shareholders to whom this Circular is despatched by the Company) or for any other purpose.

1.4 Inter-conditionality of Resolutions

Shareholders should note that Ordinary Resolutions 1 to 10 are inter-conditional upon the passing of each other. This means that if any of the Ordinary Resolutions are not approved, none of the Ordinary Resolutions will be passed. The Ordinary Resolutions are inter-conditional as the subject matter of the Ordinary Resolutions is substantially related and forms part of the Current Group's strategy for the Proposed Transactions.

1.5 Disclaimers

The SGX-ST assumes no responsibility for the contents of this Circular, including the accuracy of any of the statements or opinions made or reports contained in this Circular. If a Shareholder is in any doubt as to the course of action he/she/it should take, he/she/it should consult his/her/its bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately.

2. INFORMATION ON THE TARGETS AND THE VENDORS

2.1 Business of the Targets

ABME is a private limited company established in 2009 in Singapore specialising in the fabrication, supply, and installation of structural steel and metal works for both private and public development projects. ABME's structural steel works comprise link ways, shelters, precinct

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pavilions, trellises, and roof trusses, while its metal works encompass railings and gratings, among other products.

IAPL is a private limited company established in 2012 in Singapore specialising in the supply and installation of architectural aluminium products. IAPL's aluminium works comprise windows and door systems, façade works, curtain wall systems, cladding panels and canopies. IAPL operates across multiple sectors, undertaking projects for schools, institutions, commercial developments, condominiums and public housing.

The acquisition of ABME and IAPL form part of one transaction and are consolidated in Ordinary Resolution 1 relating to the Proposed Acquisition.

Please refer to **Appendix A** to this Circular, including the sections titled “History and Business of the Targets”, “Awards and Accreditations”, “Government Regulations, Permits, Licences and Registrations”, “Risk Factors” and “Management's Discussion and Analysis of Financial Condition and Results of Operations” of **Appendix A** to this Circular for additional information relating to the Targets.

Subject to, among others, the approvals to be obtained at the EGM from the relevant Shareholders for the Ordinary Resolutions as set out in the Notice of EGM and the Completion of the Proposed Acquisition, the Targets will become wholly-owned subsidiaries of the Company.

2.2 Vendors and their Shareholding Interests in the Targets

As at the date of this Circular, the Sale Shares are held by the relevant Vendors as follows:

Name of Vendor	Number of Sale Shares held and percentage ownership of the relevant Target			
	Number of ABME Sale Shares held	Percentage ownership of ABME (%)	Number of IAPL Sale Shares held	Percentage ownership of IAPL (%)
Lee Kay Sin	53,263	7.61	38,046	7.61
Lee Keh Ha	55,244	7.89	39,463	7.89
Seow Heng Choo	71,687	10.24	51,205	10.24
Seow Seng Wei	252,066	36.01	180,028	36.01
Tang Hee Sung	225,740	32.25	161,258	32.25
Tan Jun Lip Darren	21,000	3.00	15,000	3.00
Tang Yeong Hui	14,000	2.00	10,000	2.00
Tan Hong Chee	7,000	1.00	5,000	1.00
Total	700,000	100.0	500,000	100.0

Accordingly, Mr. Lee Kay Sin, Mr. Lee Keh Ha, Mdm. Seow, Mr. Seow, Mr. Tang, Mr. Tan Jun Lip Darren, Mr. Tang Yeong Hui and Ms. Tan Hong Chee are the “**Vendors**” in respect of the Proposed Acquisition.

Save as disclosed above, the Targets are not owned or controlled directly or indirectly by another corporation or any government or other natural or legal persons whether jointly or severally. To the best knowledge of the Directors, save for the Proposed Acquisition, there are no arrangements the operation of which may result in a change in control of the Targets after Completion of the Proposed Acquisition.

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2.3 Information on the Vendors and Mr. Tan Poh Tuck

Name	Information on Vendors and Tan Poh Tuck	Number of Base Consideration Shares to be issued	Maximum number of Deferred Consideration Shares to be issued
Lee Kay Sin	Private investor. Shareholder and director of certain of the Teambuild Construction Group of Companies. Lee Kay Sin is the brother of Lee Keh Ha.	11,413,547	17,120,322
Lee Keh Ha	Private investor. Shareholder and director of certain of the Teambuild Construction Group of Companies and certain of the Teambuild Land Group of Companies. Lee Keh Ha is the brother of Lee Kay Sin.	11,837,957	17,756,935
Seow Heng Choo	Private investor. Shareholder and director of certain of the Teambuild Construction Group of Companies and shareholder of certain of the Teambuild Land Group of Companies. Seow Heng Choo is the wife of Mr. Tang and the sister of Mr. Seow.	15,361,547	23,042,320
Seow Seng Wei	Private investor. Shareholder and director of certain of the Teambuild Construction Group of Companies and Teambuild Land Group of Companies. Seow Seng Wei had subscribed to S\$600,000 in principal amount of the Convertible Bonds, which are convertible into 9,677,419 new Shares of the Company, representing 3.33% of the Existing Share Capital of the Company and the conversion of the full principal amount of the Convertible Bonds. Seow Seng Wei is the brother-in-law of Mr. Tang and the brother of Mdm. Seow.	54,014,083	81,021,125
Tang Hee Sung	Non-Executive Non-Independent Chairman, Director and a Controlling Shareholder of the Company. Tang Hee Sung is a shareholder of certain of the Teambuild Construction Group of Companies, the Chief Executive Officer of the Teambuild Land Group of Companies and also a director of certain of the Teambuild Land Group of Companies. Tang Hee Sung also has an interest in 47,000,000 outstanding Warrants. Tang Hee Sung is the husband of Mdm. Seow and the brother-in-law of Mr. Seow.	48,372,866	72,559,298

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Name	Information on Vendors and Tan Poh Tuck	Number of Base Consideration Shares to be issued	Maximum number of Deferred Consideration Shares to be issued
Tan Jun Lip Darren	Private investor. Tan Jun Lip Darren is the son of Tan Chin Tuan, who is an employee and consultant in the operations and management team of the Company.	4,500,000	6,750,000
Tang Yeong Hui	Private investor.	3,000,000	4,500,000
Tan Hong Chee	Private investor. Tan Hong Chee is the daughter-in-law of Tan Pak Nang @ Eo Pak Nang (Eo Pak Nang), who is a consultant in the business development team of the Company and a director of IAPL and a director and 10.00% indirect shareholder of Spazio Concepts Pte. Ltd., an entity in the Teambuild Land Group of Companies. Tan Hong Chee holds 7,520,000 Shares in the Company, constituting 2.59% of the Existing Share Capital of the Company. Tan Hong Chee also has an interest in 7,520,000 outstanding Warrants.	1,500,000	2,250,000
Tan Poh Tuck	Private investor. Shareholder and director of certain of the Teambuild Construction Group of Companies.	-	-

Mr. Tang is the Non-Executive Non-Independent Chairman and Director and a Controlling Shareholder of the Company who holds Shares constituting 16.17% of the Existing Share Capital of the Company. Mr. Tang, together with Mdm. Seow (wife of Mr. Tang) and Mr. Seow (brother-in-law of Mr. Tang) shall form the “**Vendor Family Group**” for the purposes of the Whitewash Waiver and the Proposed Whitewash Resolution.

Save as disclosed in this Circular:

- (a) each of the Vendors and Mr. Tan Poh Tuck has not had any previous business, commercial, trade dealings or any other connection with one another; and
- (b) each of the Vendors and Mr. Tan Poh Tuck has not had any previous business, commercial, trade dealings or any other connection with, and are independent of, the Current Group, the Directors and the substantial shareholders of the Company.

Save for Mr. Tang and Mdm. Seow, none of the other Vendors nor Mr. Tan Poh Tuck is a person who falls within the categories set out in Rule 812(1) of the Catalyst Rules.

Accordingly, none of the Consideration Shares will be placed by the Company to any person who is a Director or substantial shareholder of the Company, or any other person in the categories set out in Rule 812(1) of the Catalyst Rules, save for Mr. Tang and Mdm. Seow.

Further, save for the Vendor Family Group, no other Vendors are or will be acting in concert with any of the Shareholders nor ultimate Shareholders of the Company nor with any other persons to obtain or consolidate control of the Company for the purpose of the Take-over Code.

2.4 Independent Valuation of the Sale Shares

Pursuant to the terms of the SPA and pursuant to Rule 1015(2) of the Catalist Rules, the Company has engaged Navi Corporate Advisory Pte Ltd, as the independent valuer (the “**Independent Valuer**”) to ascertain the market value of the Sale Shares. The Independent Valuer has assessed that the market value of the Sale Shares as at the valuation date of 31 December 2025 (the “**Valuation Date**”) is in the range of approximately S\$27.60 million to S\$33.18 million.

The market value of the Sale Shares as at the Valuation Date was derived using the income approach with market approach as a cross check, and in accordance with the International Valuation Standards (2025) used by the Institute of Valuers and Appraisers Singapore (IVAS). Please refer to the Summarised Valuation Report as set out in **Appendix E** to this Circular for further details on the independent valuation of the Sale Shares. Shareholders are advised to read the Summarised Valuation Report for a summary of the full valuation report, in particular the valuation methodologies and principal assumptions used in arriving at the above valuations in respect of the Sale Shares.

The Board is of the view that the key assumptions used by the Independent Valuer in the valuation of the Sale Shares are reasonable, including but not limited to the historical financial performance and position, the financial projections of the Targets as well as the discount rate used in the discounted cash flow model adopted for the valuation, and the key limitations as disclosed in the Summarised Valuation Report are acceptable.

Background and Track Record of the Independent Valuer

The Independent Valuer, Navi Corporate Advisory Pte Ltd, was founded in 2022 and currently has a team of more than five (5) professionals performing the business valuation function, including its Chief Executive Officer, Mr. Richard Yap, who has experience in corporate finance, strategy and business valuation and advisory work. The Independent Valuer is a corporate member of the International Valuation Standards Council (the independent global standard setter for the valuation profession).

Mr. Richard Yap is a member of the Institute of Valuers and Appraisers Singapore (IVAS) who holds the certification of Chartered Valuer and Appraiser and has the requisite certification for conducting business valuation. Mr. Richard Yap has around 15 years of experience as a business valuer. He has conducted business valuations on companies located/operating in countries such as Singapore, Malaysia, Indonesia, China and India for transaction purposes and has experience in conducting business valuations on companies operating in the construction industry. Beside valuations for transaction purposes, Mr. Richard Yap also conducts valuations for financial reporting purposes such as purchase price allocation exercise, share option valuation and impairment assessment of companies operating in Singapore, Malaysia, Indonesia, China, Vietnam and Thailand.

Based on the above, the Independent Valuer has the necessary expertise and personnel with more than 10 years’ experience in valuing assets of the type in question.

Independence of the Independent Valuer

None of the Directors, substantial shareholders and their respective associates have any interest, direct or indirect, in the Independent Valuer. The Targets, the Vendors and their respective associates also do not have any interest, direct or indirect, in the Independent Valuer.

2.5 Financial Information on the Targets

As at 31 December 2025, the (a) book value of the Sale Shares is S\$0.45 million; and (b) NTA attributable to the Sale Shares is S\$0.45 million. The Sale Shares are not publicly traded.

Please refer to:

- (a) the sections titled “Selected Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of **Appendix A** to this Circular;

- (b) the “Independent Auditors’ Report and Audited Combined Financial Information of Asiabuild Metal Engineering Pte. Ltd. and Integrated Aluminium Pte. Ltd. for the Financial Years ended 31 December 2023, 2024 and 2025” as set out in **Appendix F** to this Circular; and
- (c) the “Independent Auditors’ Assurance Report and Unaudited Pro Forma Consolidated Financial Information of Enlarged Group for the Financial Year ended 30 September 2025” as set out in **Appendix G** to this Circular,

for further details on the financial information on the Targets.

3. THE PROPOSED ACQUISITION

3.1 Rationale for the Proposed Acquisition and the Proposed Diversification

The Current Group is a leading specialist provider of commercial and industrial door and shutter solutions in Singapore and the Southeast Asia region, and its products comprise an extensive range of door and shutter systems which can be tailored to the specific needs and requirements of its customers. The Current Group’s products include door systems, fire-rated shutter systems and doors for special applications which are widely used across a broad spectrum of industries such as manufacturing, retail, food processing, hospitality, health, education, aerospace, security and defence. The Current Group also provides service and maintenance works for the products supplied or installed by the Current Group or third parties, and sale of production components.

The Proposed Acquisition and the Proposed Diversification form part of the Current Group’s strategy to diversify its revenue base and capture new growth opportunities. While the Current Group remains a leading provider of door and shutter solutions, it is of the view that entering complementary building-related segments will enhance its competitiveness and improve earnings visibility. Further, the Current Group believes the Proposed Acquisition and the Proposed Diversification will provide the following benefits to the Current Group:

(a) Expansion into adjacent and complementary building solutions

The Targets operate in the structural steel, metal works and architectural aluminium industries, which are adjacent and complementary segments within the broader building solutions value chain. The Proposed Acquisition allows the Current Group to broaden its product offerings and participate in a wider scope of construction and upgrading projects, enabling it to become a more comprehensive building solutions provider.

(b) Synergies in project pipeline and cross-selling opportunities

The Targets, being part of the Teambuild Construction Group of Companies, have track records serving public housing, institutional, commercial and industrial developments. The Current Group believes that the New Business, which includes the provision of aluminium and façade works for schools and institutions, commercial and industrial developments and condominium projects and public housing estates will co-exist with the Current Group’s provision of door and shutter systems in the same developments. This alignment creates potential opportunities for bundled offerings in design, supply and installation packages, cross-selling of door/shutter systems into steel/aluminium projects and vice versa and potentially higher revenues through integrated proposals for main contractors.

(c) Immediate access to new customer segments and end-markets

The markets in which the Targets operate for the New Business provide new recurring revenue channels beyond the Current Group’s traditional client base. In particular, HDB upgrading projects offer stable, multi-year project flows that may complement the Current Group’s existing commercial/industrial focus.

(d) Enhancing scale, capabilities and operational resilience

Entering into the New Business through the Proposed Acquisition will expand the Current Group’s technical capabilities, including in-house fabrication, engineering design and

installation for larger and more complex structures. The Current Group believes that this strengthens its competitive position and reduces reliance on a single product vertical. The broader portfolio, in the Current Group's view, will allow it to stay resilient against sectoral cycles affecting the door/shutter business.

(e) **Immediate revenue contribution and profitability and additional revenue streams**

The Targets are revenue-generating businesses with established histories, and have an audited combined net profit after tax of approximately S\$1.6 million for the financial year ended 31 December 2025 and S\$1.9 million for the financial year ended 31 December 2024. Integrating these profitable operations provides immediate incremental revenue to the Current Group and potential margin enhancement via cost synergies and stronger procurement power. Thus, the Current Group is of the view that the Proposed Acquisition and the Proposed Diversification will provide additional revenue streams for the Current Group.

(f) **More diversified business and income base, reducing reliance on Current Business**

The Proposed Acquisition and the Proposed Diversification will provide the Current Group with a more diversified business and income base for future growth and reduce the Current Group's reliance on its Current Business for its revenue streams. As the Current Group explores other growth areas, this will facilitate the Current Group's goal for sustained performance in the future.

(g) **Enhance Shareholders' value**

The Proposed Acquisition and the Proposed Diversification are part of the corporate strategy of the Current Group to provide Shareholders with diversified returns and long-term growth. It may provide the Current Group with additional funds, which can be channelled towards the enhancement of shareholder value over the long term. Additionally, the Board believes that the Proposed Diversification can offer new business opportunities, provide the Current Group with new revenue streams and improve its prospects, so as to enhance Shareholders' value for the Company.

(h) **Strategic fit with Singapore's built environment outlook**

The Current Group is of the view that Singapore's construction outlook remains robust, driven primarily by infrastructure, public housing development and upgrading works. Given that the Targets, being part of the Teambuild Construction Group of Companies, are already operating in these segments, the Proposed Acquisition positions the Current Group to capitalise on sustained public sector spending, including façade upgrading, home improvement programme and precinct and community infrastructure works.

3.2 Salient Terms of the Proposed Acquisition

3.2.1 Consideration for the Proposed Acquisition

The Consideration shall be satisfied by the Company as follows:

- (a) a base consideration amount of S\$12,000,000 (the "**Base Consideration**"), to be paid and satisfied through the allotment and issuance of 150,000,000 new Shares (the "**Base Consideration Shares**") at the issue price of S\$0.08 for each Base Consideration Share (the "**Issue Price**") on the Completion Date to the Vendors pro rata to their respective shareholding proportions in the relevant Target;
- (b) a first tranche of deferred consideration amount of up to S\$10,000,000 (the "**Tranche 1 Deferred Consideration**") to be paid and satisfied through the allotment and issuance of up to 125,000,000 Consideration Shares at the Issue Price (the "**Tranche 1 Deferred Consideration Shares**"), which shall be determined and paid in accordance with the terms and conditions as set out in **Appendix C** to this Circular; and

- (c) a second tranche of deferred consideration amount of up to S\$8,000,000 (the “**Tranche 2 Deferred Consideration**”, together with the Tranche 1 Deferred Consideration, the “**Deferred Consideration**”) to be paid and satisfied through the allotment and issuance of up to 100,000,000 Consideration Shares at the Issue Price (the “**Tranche 2 Deferred Consideration Shares**”, together with the Tranche 1 Deferred Consideration Shares, the “**Deferred Consideration Shares**”), which shall be determined and paid in accordance with the terms and conditions as set out in **Appendix C** to this Circular.

The Parties agree that the Consideration has been arrived at after arm’s length negotiations on a willing-buyer and willing-seller basis and that the Consideration shall be fixed at up to a maximum amount of S\$30,000,000 unless the valuation of the Sale Shares, based on the valuation report issued by the Independent Valuer, materially deviates either way from the maximum amount of the Consideration. In the event of such material deviation, the Parties agree to negotiate in good faith on reasonable adjustments (if any) to be made to the Consideration and enter into such supplemental agreement as necessary to evidence such adjustments.

Based on the independent valuation of the Sale Shares set out in the section titled “Information on the Targets and the Vendors – Independent Valuation of the Sale Shares” of this Circular, the Independent Valuer has assessed that the market value of the Targets as at the Valuation Date is in the range of approximately S\$27.60 million to S\$33.18 million. Accordingly, no adjustments to the Consideration shall be made.

The Consideration was arrived at after arm’s length negotiations between the Company and the Vendors and on a willing-buyer and willing-seller basis, taking into account, among others, the financial performance of the Targets for the financial years ended 31 December 2022, 2023 and 2024, the business prospects of the Targets and the proposed payment terms of the Proposed Acquisition, including tranches of the Consideration being deferred and determined on an earn-out basis in accordance with the formula in the SPA, as set out in **Appendix C** to this Circular.

Having regard to the total aggregate amount of the Consideration and the Debt Purchase Consideration, the payment arrangements of the Consideration and the Debt Purchase Consideration and noting that the total aggregate amount of the Consideration and the Debt Purchase Consideration is within the range of the market value of the Sale Shares as assessed by the Independent Valuer, the Board is of the opinion that the Proposed Acquisition is in the best interests of the Company and its Shareholders.

3.2.2 Debt Purchase Consideration

The Debt Purchase Consideration is a total amount of S\$2,400,000, which will be satisfied via the allotment and issuance of 30,000,000 Debt Purchase Consideration Shares at the Issue Price of S\$0.08 per such Share.

The Debt Purchase Consideration was arrived at after arm’s length negotiations between the Company and Mr. Tan Poh Tuck and Mr. Tang, on a willing-buyer and willing-seller basis, taking into account the financial position and business prospects of IAPL and the ability of IAPL to repay the Outstanding Debt.

3.2.3 Conditions Precedent

Completion is conditional upon the following conditions precedent (the “**Conditions Precedent**”) having been fulfilled or waived (in accordance with the SPA):

- (a) the completion of a legal, business and financial due diligence review of the Targets by the Company, its agents, representatives and professional advisers, including the provision of the valuation report with regard to the valuation of the Targets which comply with the requirements of the SGX-ST, the outcome of which is to be satisfactory to the Company for the purposes of the Proposed Acquisition;
- (b) the Securities Industry Council of Singapore (the “**SIC**”) having granted the Vendor Family Group a waiver of their obligation to make a mandatory general offer under Rule 14 of the Take-over Code for the Shares of the Company not held by them and persons acting in concert with them and from having to comply with the requirements of Rule 14 of the Take-

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over Code subject to any conditions that the SIC may impose (the “**Whitewash Waiver**”), and such Whitewash Waiver not having been withdrawn or revoked on or prior to Completion; and

- (c) the approval of the Shareholders of the Company being obtained at an extraordinary general meeting of the Company (or any adjournment thereof) to be convened, in respect of:
 - (i) the Proposed Acquisition on the terms set out in the SPA pursuant to Chapters 9 and 10 of the Catalist Rules;
 - (ii) the proposed allotment and issuance of the maximum number of the Consideration Shares and the Debt Purchase Consideration Shares pursuant to the Proposed Acquisition pursuant to Chapters 8 and 9 of the Catalist Rules;
 - (iii) the proposed ordinary resolution of the Company which if passed by the Independent Shareholders (Whitewash) would result in a waiver by the Independent Shareholders (Whitewash) of their right to receive a mandatory general offer from the Vendor Family Group pursuant to Rule 14 of the Take-over Code in connection with the allotment and issuance of the maximum number of the Consideration Shares and the Debt Purchase Consideration Shares pursuant to the Proposed Acquisition (the “**Proposed Whitewash Resolution**”);
 - (iv) the Proposed Diversification of the Company’s business to include the New Business;
 - (v) the Proposed IPT General Mandate; and
 - (vi) such other corporate action(s) in connection with the Proposed Acquisition as may be necessary;
- (d) the Proposed Acquisition on the terms set out in the SPA being approved by the SGX-ST as a very substantial acquisition by the Company pursuant to Chapter 10 of the Catalist Rules, as relevant, and such approval not having been withdrawn or revoked on or prior to Completion, and where approval from the SGX-ST is obtained subject to any conditions, such conditions being reasonably acceptable to the Parties;
- (e) the listing and quotation notice being received and not having been withdrawn from the SGX-ST for the dealing in, listing of and quotation for the Consideration Shares and the Debt Purchase Consideration Shares on the SGX-ST;
- (f) the allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares by the Company and the subscription of the Consideration Shares by the Vendors and the subscription of the Debt Purchase Consideration Shares by Mr. Tan Poh Tuck and Mr. Tang as at Completion not being prohibited by any statute, order, rule or regulation promulgated after the date of the SPA by any legislative, executive or regulatory body or authority of Singapore which is applicable to the Company;
- (g) such consents, approvals or waivers as may be required (or deemed necessary by the Parties hereto) being obtained from any third parties, including but not limited to any governmental, regulatory body or competent authority having jurisdiction over the Parties in respect of the transactions contemplated in the SPA, and such consents, approvals or waivers not having been amended or revoked before Completion or the Long Stop Date (whichever is earlier) and if any such consents, approvals or waivers are subject to conditions, such conditions being reasonably acceptable to the Parties;
- (h) no relevant government authority taking, instituting, implementing or threatening to take, institute or implement any action, proceeding, suit, investigation, inquiry or reference, or making, proposing or enacting any statute, regulation, decision, ruling, statement or order or taking any steps to do so, and there not continuing to be in effect or outstanding any statute, regulation, decision, ruling, statement or order which would or might (i) make the transactions contemplated under the SPA void, illegal and/or unenforceable or otherwise

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frustrate or be adverse to the same; and/or (ii) render the Company being unable to acquire all or any of the Sale Shares;

- (i) the Vendors and the Company not having received notice of any injunction or other order, directive or notice restraining or prohibiting the consummation of the transactions contemplated by the SPA, and there being no action seeking to restrain or prohibit the consummation thereof, or seeking damages in connection therewith, which is pending or any such injunction, order or action which is threatened;
- (j) there being no material adverse change, or events, acts or omissions likely to lead to such a change, in the business, assets, prospects, performance, financial position or results of operations of the Targets (taken individually) from the date of the SPA;
- (k) all representations, undertakings and warranties of the Vendors and the Company under the SPA being complied with, true, accurate and correct as at the date of the SPA and as at Completion;
- (l) the approval of the respective boards of directors of the Targets and the Company for the Proposed Acquisition;
- (m) the entry by the Company with each of Mr. Tan Poh Tuck and Mr. Tang into agreements for the purchase of the Outstanding Debt on such terms and conditions as set out in the section titled "Introduction – Background" of this Circular and as agreed between the parties thereto (the "**Debt Purchase Agreements**", each a "**Debt Purchase Agreement**"); and
- (n) the entry by the Parties into any supplemental or written agreement to the SPA to reflect any amendment of or additional Conditions Precedent, Vendors' warranties, indemnities and/or any other terms and conditions as required by the Company pursuant to the completion of the legal, business and financial due diligence review of the Targets.

As at the date of this Circular, sub-paragraphs (a), (b), (d), (e), (l), (m) and (n) of the Conditions Precedent have been fulfilled and sub-paragraphs (c), (f), (g), (h), (i), (j) and (k) of the Conditions Precedent will be fulfilled upon obtaining the relevant Shareholders' approval and/or confirmed as fulfilled as at Completion Date (as applicable) by the Parties. The Company is of the opinion that all Conditions Precedent will be fulfilled for the purposes of Completion of the Proposed Acquisition.

3.2.4 Long Stop Date

The long stop date is 31 December 2026 (or such other date as may be agreed in writing between the Parties) (the "**Long Stop Date**").

If any Condition Precedent is not satisfied (or waived by the Parties) by the Long Stop Date, the provisions of the SPA (other than the surviving provisions as set out in the SPA) shall automatically terminate and all obligations and liabilities of the relevant Parties shall cease and determine (save for the surviving provisions as set out in the SPA, or for any antecedent breach of the SPA), and no Party shall have any claim against any of the other Parties for costs, damages, compensation or otherwise.

3.2.5 Completion

The sale and purchase of the Sale Shares shall be completed on the date falling no later than five (5) business days after the fulfilment (or waiver) of the Conditions Precedent (or such other date as may be agreed in writing between the Parties) (the "**Completion Date**") at such location as may be agreed between the Parties.

3.2.6 Non-compete

For so long as any of the Vendors is and/or will be a Controlling Shareholder of the Company and/or an employee of the Current Group, whether or not pursuant to the Proposed Acquisition (the "**Restricted Vendors**") and for the period of 12 months thereafter, each such Restricted

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Vendor undertakes to the Company and the Targets that he/she shall not, and shall use best endeavours to procure that none of his/her associates shall, directly or indirectly, alone or with, through or as any manager, adviser, consultant, partner, employee, shareholder, unitholder or agent for any person, without the Company's prior written consent:

- (a) be concerned or interested in any capacity (whether for reward or otherwise) in, provide any technical, commercial or professional advice to, or in any way assist (including via the provision of financial support) any person carrying on business which is or is about to be engaged in any business or activity which is the same as or substantially similar to the (1) New Business or a material part of the New Business in competition with the Targets; and/or (2) business or a material part of the business of the Current Group in competition with the Current Group (collectively, the **"Restricted Services"**), or operate, manage or form any partnership, joint venture or any other form of alliance with respect to, or enter into any arrangement or structure which performs any Restricted Services in competition with the Targets and/or the Current Group, save that nothing in this paragraph shall operate to prohibit any Restricted Vendor and/or his/her associates from holding up to five per cent. (5.0%) of the shares of any company or group, the shares of which are listed or dealt in on a recognised stock exchange;
- (b) provide on behalf of a competing business the Restricted Services to any person;
- (c) solicit, entice away or endeavour to solicit or entice away from the Targets and/or the Current Group any director, manager or other person employed or otherwise engaged by the Targets and/or the Current Group during this period, whether or not that person would commit any breach of their contract of employment or contract of service by reason of leaving the service of the Targets and/or the Current Group or employ or otherwise engage any such director, manager or other person, provided that nothing shall prevent employment or engagement of any such director, manager or other person who responds to an advertisement or other notice that is not specifically targeted at such persons; or
- (d) solicit, canvass or approach or endeavour to solicit, canvass or approach any person, firm or company (including actual or prospective customers or suppliers of the Targets and/or the Current Group during or before this period) for the purpose of, or with the intention of, offering to that person, firm or company any Restricted Services.

3.2.7 Mr. Seow's Undertaking

Further to the SPA, Mr. Seow provided an undertaking in favour of the Company that, for so long as he remains a Shareholder of the Company, he shall not, at any time: (a) participate in, be appointed to, or otherwise be involved in, the management or the boards of directors of any of the entities as may from time to time be in the Enlarged Group; (b) nominate, appoint or procure the nomination or appointment of any person to the management or the boards of directors of any of the entities as may from time to time be in the Enlarged Group; and (c) directly or indirectly influence, or seek to influence, the decision-making of the management or the boards of directors of any of the entities as may from time to time be in the Enlarged Group.

3.2.8 Vendor Indemnities

The Vendors have jointly and severally agreed in the SPA to indemnify and keep the Company (and its Directors, officers, employees, agents, representatives, affiliates, successors, assigns and Shareholders, where applicable) fully and effectively indemnified against all losses, liabilities, obligations, damages, judgments, claims, penalties, demands, suits, proceedings, arbitrations, assessments, costs and expenses (including, without limitation, legal costs as between solicitor and client, and costs for investigating, disputing, defending and settling any of the aforesaid matters), sustained, incurred or paid by the Company, directly or indirectly, as a result of or arising out of (a) a breach or breaches of any of the representations, warranties, undertakings and covenants given by the Vendors in the SPA; (b) any breach by the Vendors of any applicable laws and regulations resulting from or in connection with the performance of their obligations under the SPA; or (c) any failure in performing the undertakings or agreements in the SPA.

3.2.9 Governing Law

The SPA and the relationship between the Parties shall be governed by, and interpreted in accordance with, the laws of Singapore.

In respect of any legal action or proceedings arising out of or in connection with the SPA, the Parties irrevocably submit to the non-exclusive jurisdiction of the courts of Singapore and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum.

3.3 **Allotment and Issuance of the Consideration Shares and the Debt Purchase Consideration Shares**

3.3.1 Issue Price and Status of the Consideration Shares and Debt Purchase Consideration Shares

The Issue Price of S\$0.08 per Consideration Share and per Debt Purchase Consideration Share represents a premium of approximately 6.67% to the volume weighted average price of S\$0.075 for each Share based for trades done on the SGX-ST on 26 November 2025, being the last full market day prior to the trading halt called on 27 November 2025 before the entry into the SPA on 1 December 2025.

The Consideration Shares and the Debt Purchase Consideration Shares shall be issued as fully paid shares and rank *pari passu* in all respects with and carry all rights similar to the Shares in issue then, except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the date of allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares.

3.3.2 Rationale for the Allotment and Issuance of the Consideration Shares and the Debt Purchase Consideration Shares

The Board is of the view that satisfaction of the Consideration through the allotment and issuance of the Consideration Shares is in line with the Vendors' interests to continue with the development of the business for the Targets jointly and would also allow the Company to conserve such equivalent cash reserves and provide the Company with greater financial flexibility in the future. Therefore, no cash financing will be required for the Consideration.

In addition, the Board is of the view that the purchase of the Outstanding Debt, and the settlement of such amounts through the allotment and issuance of Debt Purchase Consideration Shares, is commercially beneficial to the Company. This approach enables the Company to acquire the Targets without the Outstanding Debt, simplify the capital structure of the Enlarged Group, and eliminate future cash outflows that would otherwise be required to repay such indebtedness. Settling the debt through allotment and issuance also aligns the Vendors' interests with the long-term performance of the Current Group and conserves cash resources for operational needs and future strategic opportunities.

3.3.3 Issue Size

The maximum number of the Consideration Shares to be allotted and issued by the Company is 375,000,000, representing approximately:

- (a) 129.03% of the Existing Share Capital of 290,621,800 Shares;
- (b) 79.68% of the Enlarged Share Capital of 470,621,800 Shares; and
- (c) 53.91% of the Maximum Enlarged Share Capital of 695,621,800 Shares.

The number of Debt Purchase Consideration Shares to be allotted and issued by the Company is 30,000,000, representing approximately:

- (i) 10.32% of the Existing Share Capital of 290,621,800 Shares;
- (ii) 6.37% of the Enlarged Share Capital of 470,621,800 Shares; and

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(iii) 4.31% of the Maximum Enlarged Share Capital of 695,621,800 Shares.

Collectively, the maximum number of the Consideration Shares and the Debt Purchase Consideration Shares to be allotted and issued by the Company is 405,000,000, representing approximately:

- (1) 139.36% of the Existing Share Capital of 290,621,800 Shares;
- (2) 86.06% of the Enlarged Share Capital of 470,621,800 Shares; and
- (3) 58.22% of the Maximum Enlarged Share Capital of 695,621,800 Shares.

Please refer to **Appendix B** to this Circular for a breakdown of the shareholding interests of Directors and substantial shareholders of the Company both prior to and immediately after Completion.

To the best of the knowledge of the Directors, save as disclosed in **Appendix B** to this Circular, the Company is not directly or indirectly owned or controlled by another corporation, any government, or other natural or legal persons whether jointly or severally, and save as disclosed in this Circular in relation to the allotment and issuance of the maximum number of the Deferred Consideration Shares, there are no arrangements the operation of which may result in a change in control of the Company after Completion of the Proposed Acquisition.

3.3.4 Specific Shareholders' Approval

Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules provide, among others, that an issuer must obtain the prior approval of shareholders in a general meeting for the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer unless the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer is made pursuant to a general mandate previously obtained from shareholders of the issuer at a general meeting as provided in Rule 806 of the Catalist Rules.

The Company will not be relying on the general mandate previously obtained from Shareholders at the latest annual general meeting of the Company held on 16 January 2026 for the allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares. The allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares will be made pursuant to a specific mandate. Accordingly, the Company will be seeking Shareholders' approval at the EGM for the Proposed Consideration Share Issue and the Proposed Issue of the Debt Purchase Consideration Shares in accordance with, among others, Rule 805(1) of the Catalist Rules.

The Company will also be seeking specific Shareholders' approval at the EGM for the Proposed Issue of Certain Shares to Mr. Tang and Mdm. Seow for the purposes of Rules 804 and 812(2) of the Catalist Rules. Please refer to the section titled "Proposed Issue of Certain Shares to Mr. Tang and Mdm. Seow" of this Circular for further details.

3.3.5 Potential Transfer of Controlling Interest to Mr. Seow

Pursuant to Rule 803 of the Catalist Rules, an issuer must not issue securities to transfer a controlling interest without prior approval of shareholders in a general meeting. Under the Catalist Rules, a Controlling Shareholder is a person who (a) holds directly or indirectly 15.0% or more of the nominal amount of all voting Shares in a company (unless otherwise determined by the SGX-ST); or (b) in fact exercises control over a company.

As at the Latest Practicable Date, Mr. Seow does not hold any Shares and had subscribed to S\$600,000 in principal amount of Convertible Bonds, which are convertible into 9,677,419 Shares, representing 3.33% of the Existing Share Capital of the Company. Upon Completion, Mr. Seow will hold 54,014,083 Shares representing approximately 11.48% of the Enlarged Share Capital. Assuming the allotment and issuance of the maximum number of Deferred Consideration Shares thereafter, Mr. Seow will hold 135,035,208 Shares representing approximately 19.41% of the Maximum Enlarged Share Capital.

Assuming Completion takes place and the Company does not issue any other new Shares from the Latest Practicable Date up to such date on which the Deferred Consideration Shares are allotted and issued (including any Shares arising from the exercise of the outstanding Warrants or the conversion of the outstanding Convertible Bonds), the allotment and issuance of the maximum number of Deferred Consideration Shares will result in Mr. Seow holding such number of Shares representing more than 15.0% of the Maximum Enlarged Share Capital.

Accordingly, the Company will be seeking specific Shareholders' approval for the Potential Transfer of Controlling Interest to Mr. Seow at the EGM to be convened pursuant to Rule 803 of the Catalyst Rules.

3.3.6 Submission to the SGX-ST

On 1 April 2026, the Sponsor and Financial Adviser had submitted the pre-admission notification to the SGX-ST. A copy of this Circular has been lodged by the Sponsor and Financial Adviser with the SGX-ST, acting as agent on behalf of the Authority, on 13 May 2026 for posting on the SGX-ST website.

Pursuant to Part II of Appendix 4F of the Catalyst Rules, the SGX-ST is expected to issue a listing and quotation notice in respect of the Consideration Shares and the Debt Purchase Consideration Shares upon lodgment of this Circular with the SGX-ST, acting as agent on behalf of the Authority.

It should be noted that the listing and quotation notice, if issued by the SGX-ST, is not to be taken as an indication of the merits of the Proposed Transactions, the Company, its subsidiaries, the Targets, the Enlarged Group, the Shares, the Consideration Shares and/or the Debt Purchase Consideration Shares.

3.3.7 Adjustments to the Warrants and the Convertible Bonds

Based on the terms and conditions of the Warrants and the terms and conditions of the Convertible Bonds, no adjustments are required to the number of such securities pursuant to the Completion of the Proposed Acquisition.

3.4 **Proposed Issue of Certain Shares to Mr. Tang and Mdm. Seow**

3.4.1 Principal Terms, Rationale and Issue Size

Please refer to the sections titled "Introduction – Background", "The Proposed Acquisition – Rationale for the Proposed Acquisition and the Proposed Diversification" and "The Proposed Acquisition – Allotment and Issuance of the Consideration Shares and the Debt Purchase Consideration Shares" of this Circular for the background on the Proposed Acquisition, and the rationale for the Proposed Acquisition and the purchase of the Outstanding Debt. In particular:

- (a) up to 120,932,164 Consideration Shares and 11,250,000 Debt Purchase Consideration Shares, in aggregate representing approximately 19.00% of the Maximum Enlarged Share Capital, are to be allotted and issued to Mr. Tang, who is the Non-Executive Non-Independent Chairman, Director and a Controlling Shareholder of the Company and is one of the Vendors (the **"Proposed Issue of Certain Shares to Mr. Tang"**);
- (b) up to 38,403,867 Consideration Shares, representing approximately 5.52% of the Maximum Enlarged Share Capital, are to be allotted and issued to Mdm. Seow, who is the wife of Mr. Tang and one of the Vendors (the **"Proposed Issue of Certain Shares to Mdm. Seow"** and together with the Proposed Issue of Certain Shares to Mr. Tang, the **"Proposed Issue of Certain Shares to Mr. Tang and Mdm. Seow"**).

3.4.2 Specific Shareholders' approval for the Proposed Issue of Certain Shares to Mr. Tang and Mdm. Seow

Under Rule 804 of the Catalyst Rules, except in the case of an issue made on a pro rata basis to shareholders or a scheme referred to in Part VIII of Chapter 8 of the Catalyst Rules, no director of an issuer, or associate of the director, may participate directly or indirectly in an issue of equity

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securities or convertible securities unless shareholders in a general meeting have approved the specific allotment. Such directors and their associates must abstain from exercising any voting rights on the matter.

In addition, Rules 812(1) and 812(2) of the Catalist Rules provide that, save where specific shareholder approval for such a placement has been obtained, an issue must not be placed to any of the following persons:

- (a) an issuer's directors and substantial shareholders;
- (b) immediate family members of the directors and substantial shareholders;
- (c) substantial shareholders, related companies (as defined in Section 6 of the Companies Act), associated companies and sister companies of the issuer's substantial shareholders;
- (d) corporations in whose shares the issuer's directors and substantial shareholders have an aggregate interest of at least 10.0%; or
- (e) any person who, in the opinion of the SGX-ST, falls within sub-categories (a) to (d) above.

As at the Latest Practicable Date, (a) Mr. Tang is the Non-Executive Non-Independent Chairman, Director and a Controlling Shareholder of the Company; and (b) Mdm. Seow is Mr. Tang's wife. Accordingly, Mr. Tang and Mdm. Seow fall within the categories described in Rules 812(1)(a) and 812(1)(b) of the Catalist Rules respectively.

Save for Mr. Tang and Mdm. Seow, none of the other Vendors nor Mr. Tan Poh Tuck is a person who falls within the categories set out in Rule 812(1) of the Catalist Rules. Accordingly, none of the Consideration Shares or the Debt Purchase Consideration Shares will be placed by the Company to any person who is a Director or substantial shareholder of the Company, or any other person in the categories set out in Rule 812(1) of the Catalist Rules, save for Mr. Tang and Mdm. Seow.

In accordance with Rules 804 and 812(2) of the Catalist Rules, specific approval from Shareholders is required for the Proposed Issue of Certain Shares to Mr. Tang and Mdm. Seow.

As Mr. Tang and Mdm. Seow are interested persons for the purposes of Chapter 9 of the Catalist Rules, please also refer to the sections titled "The Proposed Acquisition as an Interested Person Transaction" and "Statement from the Audit Committee – Statement in relation to the Proposed Acquisition" of this Circular for further disclosures relating to the Proposed Acquisition in accordance with Chapter 9 of the Catalist Rules, the opinion from the IFA, and the Audit Committee's statement on the Proposed Issue of Certain Shares to Mr. Tang and Mdm. Seow.

3.5 Proposed Acquisition as a Very Substantial Acquisition under Rule 1006 of the Catalist Rules

3.5.1 Relative Figures

The relative figures for the Proposed Acquisition computed on the bases set out in Rule 1006 of the Catalist Rules are as follows:

Rule 1006	Bases of calculation	Relative figure ⁽¹⁾	Relative figure ⁽²⁾
(a)	Net asset value of the assets to be disposed of or aggregate value of the financial assistance given, compared with the Current Group's net asset value.	N.A. ⁽³⁾	N.A. ⁽³⁾

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Rule 1006	Bases of calculation	Relative figure ⁽¹⁾	Relative figure ⁽²⁾
(b)	Net profits/losses attributable to the assets acquired or disposed of, compared with the Current Group's net profits/losses.	648.1% ⁽⁴⁾	554.6% ⁽⁵⁾
(c)	Aggregate value of the consideration given or aggregate value of the financial assistance given, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares.	188.1% ^(6, 7)	184.3% ^(7, 8)
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	176.3% ⁽⁹⁾	139.4% ⁽¹⁰⁾
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Current Group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	N.A. ⁽¹¹⁾	N.A. ⁽¹¹⁾

Notes:

- (1) Based on the unaudited consolidated financial statements of the Current Group for FY2025 and the unaudited financial statements of the Targets for FY2024, being the latest financials available as at the date of the announcement of the Proposed Acquisition.
- (2) Based on the audited consolidated financial statements of the Current Group for FY2025 and the audited financial statements of the Targets for FY2025, being the latest financials available as at the Latest Practicable Date.
- (3) Not applicable as this is relating to an acquisition and there is no provision of financial assistance.
- (4) Computed based on (a) the profit before tax attributable to the Sale Shares amounting to approximately S\$1.90 million for the Targets for FY2024; and (b) the profit before tax of the Current Group of approximately S\$0.29 million for FY2025.
- (5) Computed based on (a) the profit before tax attributable to the Sale Shares amounting to approximately S\$1.63 million for FY2025; and (b) the profit before tax of the Current Group of approximately S\$0.29 million for FY2025.
- (6) Based on the market capitalisation of the Company of approximately S\$17.23 million, which is computed based on 229,730,800 Shares in issue and the weighted average price of S\$0.075 on 26 November 2025, being the last full market day when Shares were traded prior to the trading halt called on 27 November 2025 before the entry into the SPA.
- (7) Computed based on (a) the total of the maximum amount of the Consideration payable of S\$30,000,000 and the Debt Purchase Consideration payable of S\$2,400,000; and (b) the market capitalisation of the Company of S\$17.23 million.
- (8) Based on the market capitalisation of the Company of approximately S\$17.58 million, which is computed based on the Existing Share Capital of 290,621,800 Shares in issue and the weighted average price of S\$0.0605 on 29 April 2026, being the last full market day when Shares were traded prior to the Latest Practicable Date.
- (9) Computed based on (a) the total of the maximum number of the Consideration Shares to be allotted and issued of 375,000,000 Consideration Shares and the Debt Purchase Consideration Shares to be allotted and issued of 30,000,000 Debt Purchase Consideration Shares; and (b) the share capital of the Company as at the date of the announcement of the Proposed Acquisition of 229,730,800 Shares.
- (10) Computed based on (a) the total of the maximum number of the Consideration Shares to be allotted and issued of 375,000,000 Consideration Shares and the Debt Purchase Consideration Shares to be allotted and issued of 30,000,000 Debt Purchase Consideration Shares; and (b) the Existing Share Capital of the Company of 290,621,800 Shares.

- (11) Not applicable as the Proposed Acquisition is not of mineral, oil or gas assets by a mineral, oil and gas company.

As the relative figures under Rules 1006(b), (c) and (d) of the Catalist Rules exceed 100.00%, and the Proposed Acquisition will not result in a change in control of the Company as Mr. Tang (as one of the Vendors) is an existing Controlling Shareholder of the Company and will remain as the single largest Controlling Shareholder of the Company upon Completion, the Proposed Acquisition constitutes a “very substantial acquisition” pursuant to Rule 1015 of the Catalist Rules. Accordingly, the Proposed Acquisition is subject, among others, to the approval of the SGX-ST and of the Shareholders.

3.6 Moratorium Undertakings

The Proposed Acquisition, being within the ambit of Rule 1015 of the Catalist Rules, is subject to the moratorium requirements specified in Rules 420, 421 and 422 of the Catalist Rules. Rule 1015(3)(b) of the Catalist Rules provides that the moratorium requirements specified in Rules 420, 421 and 422 of the Catalist Rules are applicable to the following persons:

- (a) persons who are existing Controlling Shareholders or who will become Controlling Shareholders of the issuer as a result of the asset acquisition; and
- (b) associates of any person in sub-paragraph (a) above.

Such persons are required to provide an undertaking to maintain the relevant person's effective interest in the securities under the moratorium during the moratorium period.

In compliance with the moratorium requirements specified in Rule 420 of the Catalist Rules and to demonstrate their commitment to the Enlarged Group, each of Mr. Tang, Mdm. Seow and Mr. Seow, being members of the Vendor Family Group, has undertaken, among others, that in respect of all Shares which they each directly hold as at the Completion Date (such Shares referred to below as the “**Vendor Family Group Shares**”), each of them will not, directly or indirectly:

- (i) (1) offer, pledge, sell, contract to sell, realise, assign, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, hypothecate, grant any security over or encumber (such as by way of mortgage, assignment of rights, charge, pledge, pre-emption rights, rights of first refusal or otherwise); or (2) otherwise transfer or dispose of, directly or indirectly, any of his/her Vendor Family Group Shares, any securities convertible into, exercisable or exchangeable for or which carry rights to subscribe for or purchase any Vendor Family Group Shares or enter into a transaction that would have the same effect, whether any such transaction described above is to be settled by delivery of the Vendor Family Group Shares or such other securities, in cash or otherwise;
- (ii) enter into any swap, agreement, hedge or other transaction or arrangement (including a derivative transaction) that transfers to another, in whole or in part, any of the economic consequences of ownership of the Vendor Family Group Shares (or any securities convertible into or exercisable or exchangeable for or which carry rights to subscribe for or purchase any of the Vendor Family Group Shares), whether any such transaction described above is to be settled by delivery of the Vendor Family Group Shares or such other securities, in cash or otherwise;
- (iii) deposit all or any part of the Vendor Family Group Shares or any securities convertible into or exercisable or exchangeable for or which carry rights to subscribe for or purchase any Vendor Family Group Shares in any depository receipt facilities (other than in a CDP-designated moratorium account, if any, for the purposes of complying with the obligations under the moratorium undertaking), whether any such transaction described above is to be settled by delivery of the Vendor Family Group Shares or such other securities, in cash or otherwise;
- (iv) enter into any agreement, transaction or other arrangement which is designed or which may reasonably be expected to result in or have the same effect (economic or otherwise)

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as (in whole or in part) any of the transactions described in sub-paragraphs (i) to (iii) above;
and

- (v) announce, or publicly disclose any intention to do any of the above.

The foregoing restrictions shall apply to all Vendor Family Group Shares held by Mr. Tang, Mdm. Seow and Mr. Seow, being 175,998,496 Shares (as adjusted for any consolidation, bonus issue or sub-division), representing approximately 37.40% of the Enlarged Share Capital for the period commencing from the date of Completion of the Proposed Acquisition until the date falling six (6) months from the Completion Date (both dates inclusive) (such period, being the “**First Lock-up Period**”), and shall apply to the effective interest in 50.0% of the Vendor Family Group Shares (as adjusted for any consolidation, bonus issue or sub-division) for the six (6)-month period commencing on the day immediately following the expiry of the First Lock-up Period until the date falling 12 months from the Completion Date (both dates inclusive).

If, for any reason, the Proposed Acquisition is terminated in accordance with the SPA, the moratorium described in the above paragraph shall be terminated.

3.7 Directors’ Service Contracts

No person is proposed to be appointed as a director of the Company in connection with the Proposed Transactions and no service contracts in relation thereto are proposed to be entered into by the Company.

3.8 No Introducer or Consultant

There are no introducers to the Proposed Acquisition and save as disclosed in this Circular, no consultants have been engaged by the Company in relation to the Proposed Acquisition.

4. THE PROPOSED ACQUISITION AS AN INTERESTED PERSON TRANSACTION

4.1 Interested Person Transaction under Chapter 9 of the Catalist Rules

Pursuant to Rule 906 of the Catalist Rules, an issuer must obtain shareholders’ approval for an interested person transaction² of a value equal to, or more than 5.0% of the Current Group’s latest audited net tangible assets (“**NTA**”) value.

Mr. Tang, the Non-Executive Non-Independent Chairman and a Controlling Shareholder of the Company, currently holds 225,740 shares, constituting 32.25% in the total ordinary share capital of ABME and 161,258 shares, constituting 32.25% in the total ordinary share capital of IAPL. Mdm. Seow, the wife of Mr. Tang and therefore an associate of Mr. Tang, currently holds 71,687 shares, constituting 10.24% in the total ordinary share capital of ABME and 51,205 shares, constituting 10.24% in the total ordinary share capital of IAPL.

Accordingly, Mr. Tang and Mdm. Seow are both “interested persons” as defined under Chapter 9 of the Catalist Rules and the Proposed Acquisition is regarded as an “interested person transaction” as defined under Chapter 9 of the Catalist Rules.

4.2 Value of the Interested Person Transaction

Having considered Rule 909 of the Catalist Rules, which considers the value of the transaction to be the amount at risk to the Current Group, the Company has considered the value of the interested person transaction to be the maximum amount of the Consideration of S\$30,000,000 and the Debt Purchase Consideration of S\$2,400,000, which represents 412.7% of the latest

² “transaction” includes: (a) the provision or receipt of financial assistance; (b) the acquisition, disposal or leasing of assets; (c) the provision or receipt of goods or services; (d) the issuance or subscription of securities; (e) the granting of or being granted options; and (f) the establishment of joint ventures or joint investments; whether or not in the ordinary course of business, and whether or not entered into directly or indirectly (for example, through one or more interposed entities).

available audited consolidated NTA of the Current Group for the financial year ended 30 September 2025 amounting to approximately S\$7.85 million.

This is on the basis that (a) the Proposed Acquisition can only complete with all the Vendors proceeding collectively; (b) the purchase of the Outstanding Debt is part of the Proposed Acquisition; and (c) Shareholders' approval is being sought on the basis of the maximum amount of the Consideration being paid.

As the value of the interested person transaction exceeds 5.0% of the Current Group's latest audited NTA, the Proposed Acquisition will require the approval of the Independent Shareholders (Acquisition) pursuant to Rule 906 of the Catalyst Rules.

4.3 Total Value of all Interested Person Transactions³

As at the Latest Practicable Date and save for the Proposed Acquisition, interested person transactions entered into by the Current Group for FY2026 and up to the Latest Practicable Date amounted to a total of S\$20,255, which represents 0.2% of the latest available audited consolidated NTA of the Current Group for the financial year ended 30 September 2025. This is in relation to the receipt of inbound logistics services from Wyn2000 Transport & Container Services Pte. Ltd. Please refer to section titled "The Proposed IPT General Mandate – Mandated Interested Persons" of this Circular for further details on the shareholding of Wyn2000 Transport & Container Services Pte. Ltd.

5. THE PROPOSED DIVERSIFICATION

5.1 Existing Business of the Current Group

As at the Latest Practicable Date, the Current Group is in the business of:

- (a) providing commercial and industrial door and shutter solutions in Singapore and the Southeast Asia region, including the sale of products manufactured at the Current Group's own manufacturing facility and distribution of products procured from principals;
- (b) providing service and maintenance works for the products supplied or installed by the Current Group or third parties;
- (c) value-added services including providing specialist engineering and consultancy services to customers who require advice, customisation of door and shutter solutions to meet their requirements, the design, fabrication and testing of specialised one-off door and shutter systems, and providing project management services in relation to the installation of door and shutter systems in connection with a project development, which comprises risk assessment, site safety compliance and work schedule control; and
- (d) the sale of production components,

the "Current Business".

5.2 The Proposed Diversification and Information in relation to the New Business

The Company proposes to diversify its business to include the New Business through the Proposed Acquisition. The New Business includes, among others, the following activities:

³ For disclosure purposes, the Current Group had also provided services to Spazio Concepts Pte. Ltd., amounting to S\$55,171, which represents 0.7% of the latest available audited consolidated NTA of the Current Group for the financial year ended 30 September 2025. For the avoidance of doubt, as at the Latest Practicable Date, Spazio Concepts Pte. Ltd. is not currently an interested person, but will be a Mandated Interested Person following Completion of the Proposed Transactions. Please refer to the section titled "The Proposed IPT General Mandate – Mandated Interested Persons" of this Circular for further details on the shareholding of Spazio Concepts Pte. Ltd.

- (a) the fabrication, supply and installation of structural steel components such as linkways, shelters, precinct pavilions, trellises and roof trusses;
- (b) the provision of metal works including railings, gratings, catwalks, and related metal structures;
- (c) the participation in upgrading and enhancement projects, including the design, supply and installation of aluminium cladding for lift shafts and associated structures;
- (d) the supply and installation of architectural aluminium systems, including window and door systems, façade and curtain wall systems, cladding panels, sunshades and canopies; and
- (e) the provision of integrated aluminium and façade works for schools and institutions, commercial and industrial developments and condominium projects and public housing estates.

The Company does not plan to restrict the New Business to any specific geographical market as each investment will be evaluated and assessed by the Board on its individual merits. Nevertheless, as at the Latest Practicable Date, the Company's plans in relation to the New Business are primarily focused within Singapore following Completion. The Enlarged Group may, as part of the New Business, invest in or dispose of shares or interests in any entity that is in the New Business. The Enlarged Group may also explore joint ventures, partnerships, cooperation and/or strategic alliances with third parties who have the relevant expertise and resources to carry out the New Business as and when the opportunity arises.

Please refer to the section titled "The Proposed Acquisition" of this Circular for further details on the Proposed Acquisition, and the section titled "History and Business of the Targets – Business Overview" of **Appendix A** to this Circular for further details on the New Business.

5.3 Rationale for the Proposed Diversification

The Proposed Acquisition and the Proposed Diversification form part of the Current Group's strategy to diversify its revenue base and capture new growth opportunities. Please refer to the section titled "The Proposed Acquisition – Rationale for the Proposed Acquisition and the Proposed Diversification" of this Circular for further details on the rationale for and benefits to the Current Group arising from undertaking the Proposed Acquisition and the Proposed Diversification.

5.4 Management of the New Business

It is currently envisaged that the existing management teams of the Targets will continue to manage the New Business following completion, with oversight by the Executive Director and the Executive Officers of the Company. In addition, the Board and existing management team of the Company will be responsible for generally overseeing the strategic direction of the New Business and the Enlarged Group. This includes high-level decision-making on financial investments and long-term business growth, ensuring compliance with corporate governance and regulatory requirements, monitoring financial performance and risk management. Accordingly, as at the Latest Practicable Date, no new directors or key executive officers will be appointed to the Company following Completion.

The Current Group has already taken proactive steps to ensure effective oversight and risk management during the acquisition process, which includes conducting comprehensive due diligence on the Targets' business operations, financial performance, legal and regulatory compliance, and key contractual arrangements. As part of this early integration process, the Current Group has engaged with the management teams of the Targets to align operational procedures, reporting protocols, and risk management frameworks, and to ensure continuity of key projects, skilled personnel, and customer relationships following Completion. The Current Group has also assessed the corporate services and any additional services required by the Targets, taking into account that the Targets previously shared corporate services with the Teambuild Construction Group of Companies, to ensure that appropriate administrative, accounting and compliance support will be available post-Completion.

The Current Group's executive team brings extensive experience in operational management, finance, corporate governance, project execution and business expansion, which will support the integration and growth of the Targets' specialised sub-contracting businesses. Specifically, Mr. Kenny Zhang's expertise in strategy, project management and operational efficiency will assist in streamlining the Targets' processes and enhancing project execution, while Ms. Goh Joo San's experience in finance, regulatory compliance and risk management will strengthen budgeting, internal controls and financial oversight, including the provision of corporate services previously shared by the Targets with the Teambuild Construction Group of Companies, such as accounting, financing and reporting functions. Mr. Leow Chyan's technical and engineering experience will contribute relevant expertise to support the development and technical aspects of the Targets' business, and Ms. Lee Pei Fang (Gina)'s long-standing operational knowledge will contribute to effective day-to-day management and business development.

Meanwhile, the day-to-day operations of the New Business, including the fabrication, supply and installation of structural steel components, metal works and architectural aluminium systems, project planning and coordination, procurement, site supervision and execution of sub-contracting works, will remain the responsibility of the employees of the Targets. The existing management teams of the Targets are also expected to remain post-Completion (save for the resignations of the directors as described in the section titled "Directors and Employees of the Targets – Current Directors and Executive Officers of the Targets – Directors of the Targets" of **Appendix A** to this Circular), providing continuity in operations, customer relationships and project execution. Collectively, the Current Group's executives and the Targets' management will provide strategic guidance and operational support, facilitating the sustainable growth and integration of the Targets' business within the Enlarged Group. To this end, the Board is satisfied that the key management team and current staff of the Enlarged Group are familiar with the Enlarged Group's business operations and potential, and possess the necessary experience and expertise to manage the business effectively.

The Company will also continually evaluate the manpower and expertise required for the New Business and will, as and when required, engage suitably qualified external personnel, consultants, industry experts and professionals for the New Business. In making decisions, the Board and management team will seek the advice of these reputable external consultants and experts where necessary and appropriate. Where necessary, work may be outsourced to these third parties who have expertise in the relevant area.

The Company is confident of developing and building up the expertise required and a track record for the New Business over time. Notwithstanding the above, the Company also notes that the relevant experience and expertise required can be strengthened, acquired and developed by the Enlarged Group over time as it progresses in the New Business. The Board, as assisted by the Audit Committee, reviews the risk exposure of the Current Group for all its businesses at regular intervals and will additionally review the risk exposure of the New Business on an annual basis to ensure that there are sufficient guidelines and procedures in place to monitor its operations.

5.5 Funding for the New Business

The Proposed Diversification into the New Business will be funded primarily through internal funds and/or external funding. As and when necessary and deemed appropriate, the Company may explore secondary fund-raising exercises by tapping the capital markets, including but not limited to rights issues, share placements and/or issuance of debt instruments. The Company will remain prudent and take into account the financial condition of the Company in deciding the types of contracts and related investments it undertakes, and the amounts thereof.

5.6 Prospects, Trends, Business Strategies and Future Plans for the New Business

Please refer to the section titled "Prospects, Trends, Business Strategies and Future Plans" of **Appendix A** to this Circular for further details on the prospects, trends, business strategies and future plans of the New Business.

5.7 Risk Factors

In undertaking the Proposed Acquisition and Proposed Diversification, the Board acknowledges that there may be risks relating to the business and operations of the Targets, the Proposed Transactions and the Shares. Shareholders should evaluate carefully the information set out in the section titled “Risk Factors” of **Appendix A** to this Circular (collectively, the “**Risk Factors**”), and the other information in this Circular before deciding on the Proposed Transactions and how to cast their votes at the EGM.

5.8 Internal Controls and Risk Management of the New Business

The Board recognises the importance of internal control and risk assessment for the smooth running of the New Business. Thus, in order to better manage the Enlarged Group’s external and internal risks arising from the Proposed Diversification, the Enlarged Group will implement a set of operations and compliance procedures.

Before undertaking any investment or transaction in relation to the New Business, the management will prepare a proposal containing a cost-benefit analysis, credentials of the management of the New Business, joint venture partners or co-investors (if any) and will, if necessary, seek the advice of qualified external consultants and experts. The Board will also assess and consider whether the Enlarged Group has sufficient financial resources to invest in the project and the gearing ratios and liquidity of the Enlarged Group as a result of such a project.

Further, the Board will assess whether the management team has the relevant experience and expertise to manage such a project and, if not, whether any lack of such experience can be supplemented by professional advisers. In evaluating any new projects or investments based on the aforementioned factors, the Board is guided by the overarching consideration of whether the project will be able to generate revenue for the Enlarged Group and optimise returns to Shareholders. Investments and/or transactions above an internally determined threshold will be subject to specific approval by the Board. Before undertaking any investment activity into a new jurisdiction for any new project or investment under the New Business, the Enlarged Group will also conduct market research and analysis and carry out the necessary due diligence. As and where necessary and if required, the Enlarged Group will apply for the requisite licences, permits, consents and/or approvals required in relation to any project or investment under the New Business.

The Board is currently assisted by the Audit Committee, internal auditors and external auditors in carrying out its responsibility of overseeing the Enlarged Group’s risk management framework and policies. To address the risks presented by the Proposed Diversification, the members of the Audit Committee will be tasked with the responsibility of overseeing the risk management activities of the Company in relation to the New Business following the Proposed Diversification.

The Audit Committee will be required to approve appropriate risk management procedures and measurement methodologies and be involved in identifying and managing the various business risks for the New Business. The Audit Committee will:

- (a) endeavour to ensure that the relevant risk management and internal control systems implemented are commensurate with the risk and business profile, nature, size and complexity of operations and business activities of the New Business, protect the integrity of the Enlarged Group’s financial and accounting information, and promote accountability and prevent fraud where necessary;
- (b) review, with the management and the external and internal auditors, the adequacy and effectiveness of the Enlarged Group’s internal control procedures addressing financial, operational, compliance, information technology and risk management systems relating to the New Business; and
- (c) commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any law, rule or regulation which has or is likely to have a material impact on the Enlarged Group’s operating results and/or financial position.

The Company will endeavour to ensure that the risk management systems which are implemented are commensurate with the risk and business profile, nature, size and complexity of operations and business activities of the New Business, and will review such risk management systems periodically to assess its adequacy.

The Board and the Audit Committee will adopt internal policies or procedures for management to consider before tabling proposals for any new projects or investments under the New Business. In addition, the Board and the Audit Committee (which is required to review the risk exposure of the New Business of the Company at regular intervals) will review the risk exposure of the New Business on an annual basis.

The risk management and internal control systems, no matter how sophisticated in design, still contain inherent limitations caused by misjudgment or fault. Accordingly, notwithstanding the Enlarged Group's efforts, there is no assurance that the risk management and internal control systems are adequate or effective, and any failure to address any internal control matters and other deficiencies may result in investigations and/or disciplinary actions, prosecution being taken against the Company, its directors and/or employees, disruption to the risk management system, and/or an adverse effect on the Enlarged Group's financial condition and results of operations.

5.9 Application of Chapter 10 of the Catalist Rules

Rule 1002(1) of the Catalist Rules provides that "transaction" generally refers to the acquisition or disposal of assets, or the provision of financial assistance, by an issuer or its subsidiary that is not listed on the SGX-ST or an approved exchange, including an option to acquire or dispose of assets. It excludes a transaction which is in, or in connection with, the ordinary course of its business or of a revenue nature. It also excludes the provision of financial assistance to the issuer, or its subsidiary or associated company.

A material transaction which changes the risk profile of the company is, notwithstanding that it is in the ordinary course of business of such company, required to be approved by shareholders of a company. Pursuant to paragraph 2.3 of Practice Note 10A of the Catalist Rules, shareholders' approval is not required for an acquisition that is regarded to be in, or in connection with the ordinary course of an issuer's business, if (a) the asset to be acquired is part of the issuer's existing principal business; and (b) the acquisition does not change the issuer's risk profile. Further guidelines are provided under Practice Note 10A of the Catalist Rules on the assessment of what consists of an "existing principal business" and a "change of risk profile".

As the Proposed Diversification involves the diversification of the Current Group into the New Business, the Company's view is that the Proposed Diversification will involve a change in the risk profile of the Current Group. Accordingly, the Company is convening the EGM to seek Shareholders' approval to approve the Proposed Diversification. Upon the approval by the Shareholders of the Proposed Diversification, any acquisition or disposal which is in, or in connection with, the New Business, may be deemed to be in the Enlarged Group's ordinary course of business and therefore not fall under the definition of a "transaction" under Chapter 10 of the Catalist Rules even if the relative figures computed on the bases set out in Rule 1006 of the Catalist Rules exceed the thresholds set out in Rule 1014 of the Catalist Rules, unless such transaction changes the risk profile of the Enlarged Group or, being a very substantial acquisition or a reverse take-over, is subject to Rule 1015 of the Catalist Rules. The Proposed Diversification will thus allow the Company, in its normal course of business, to enter into transactions in furtherance of the New Business in an efficient and timely manner without the need for Shareholders' approval, for so long as such transaction is in the ordinary course of its business or of a revenue nature. Accordingly, the Company will not need to convene separate general meetings from time to time to seek Shareholders' approval as and when potential transactions occur, which are transactions within the ordinary course of the New Business or are of a revenue nature, even where such transactions cross the thresholds of a major transaction. This will reduce substantially the administrative time and expenses in convening such meetings, without

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compromising the corporate objectives and adversely affecting the business opportunities available to the Company.

For the avoidance of doubt, notwithstanding the Shareholders' approval for the Proposed Diversification:

- (a) where Rule 1015 of the Catalist Rules applies in respect of an acquisition of assets or several acquisitions of assets when aggregated under Rule 1005 of the Catalist Rules, and any of the relative figures as computed on the bases set out in Rule 1006 of the Catalist Rules is 100% or more, or such acquisition will result in a change in control of the issuer, Chapter 10 of the Catalist Rules will continue to apply to any such acquisition, which must be made conditional upon the approval of, among others, Shareholders; and
- (b) where a transaction constitutes an interested person transaction (as defined under the Catalist Rules), Chapter 9 of the Catalist Rules will continue to apply to any such transaction.

6. INFORMATION ON THE ENLARGED GROUP

6.1 Principal Business

Immediately following Completion, the principal business of the Enlarged Group will be both the Current Business and the New Business.

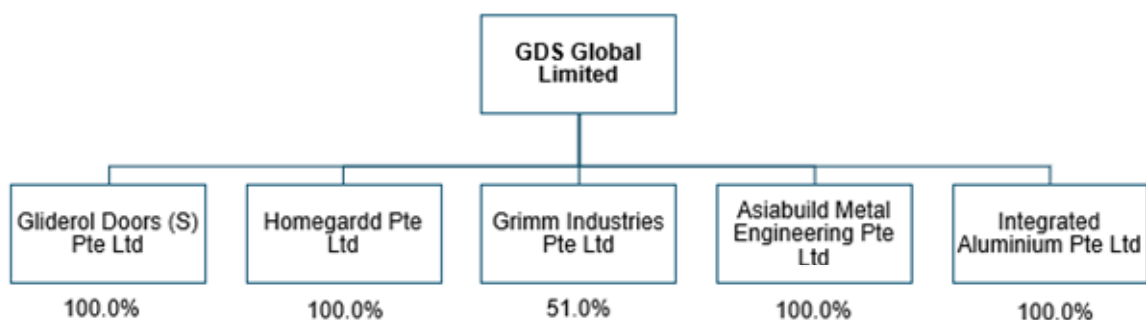
Please refer to **Appendix A** to this Circular, including the section titled "History and Business of the Targets – Business Overview", for additional information on the Targets.

6.2 Enlarged Group Structure after Completion of the Proposed Transactions

As at 1 October 2024, the Company had an issued and paid-up capital of S\$7,720,000⁴, comprising 224,000,000 fully paid Shares and as at 30 September 2025, the Company had an issued and paid-up capital of S\$7,756,000⁵, comprising 224,610,600 fully paid Shares.

As at the Latest Practicable Date, the Company had an issued and paid-up capital of S\$12,197,308⁶, comprising 290,621,800 fully paid Shares, and the Company did not have any treasury shares and subsidiary holdings.

Following Completion, the Targets will become wholly-owned subsidiaries of the Company, and the structure of the Enlarged Group will be as set out below:



⁴ This is based on records kept with ACRA and differs from the accounting records of the Company which is S\$ 7,485,000 due to certain share issue expenses

⁵ This is based on records kept with ACRA and differs from the accounting records of the Company which is S\$ 7,521,000 due to certain share issue expenses

⁶ This is based on records kept with ACRA and differs from the accounting records of the Company which is S\$11,962,308 due to certain share issue expenses.

6.3 Risk Factors relating to the Enlarged Group

An investment in the Shares following the Completion and the Proposed Acquisition involves a number of risks, some of which could be substantial, including market, liquidity, credit, operational, legal and regulatory risks relating to the Enlarged Group.

Shareholders should evaluate carefully the Risk Factors as set out in the section titled “Risk Factors” of **Appendix A** to this Circular, and the other information in this Circular in its entirety, before deciding on the Proposed Transactions and how to cast their votes at the EGM.

The Risk Factors as set out in the section titled “Risk Factors” of **Appendix A** to this Circular are not the only risks which the Enlarged Group faces. Some risks are not yet known to the Current Group and/or the Targets, and there may be others which they currently believe are not material but may subsequently turn out to be so. Factors that affect the price of Shares may change and the risk factors should not be construed as a comprehensive listing of all the risk factors, and the listing is not set out in any particular order. If any of the risk factors develops into actual events, the financial position, results, cash flow, performance, business operations and prospects of the Enlarged Group could be, directly or indirectly, materially and adversely affected. In the event that any of the foregoing occurs, the trading price of the Shares could fluctuate and/or decline and Shareholders may lose all or part of their investment in the Shares.

This Circular also contains forward-looking statements that involve risks, uncertainties and assumptions. The actual results could differ materially from those anticipated or implied in these forward-looking statements as a result of certain risk factors.

6.4 Dividend Policy

Current Group

No dividend has been paid or proposed by the Company for FY2023, FY2024, FY2025 and the period from 1 October 2025 until the Latest Practicable Date.

The Current Group does not currently have a formal dividend policy.

Targets

No dividend has been paid or proposed by any of the Targets for FY2023, FY2024, FY2025 and the period from 1 January 2026 until the Latest Practicable Date.

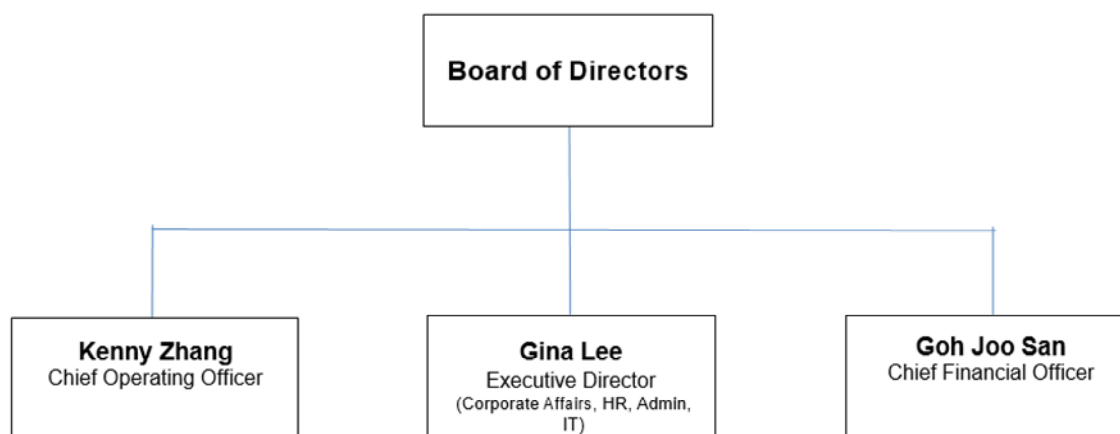
Enlarged Group

The Current Group does not have a fixed dividend policy, and this will remain unchanged upon Completion for the Enlarged Group. It should be noted that the declaration and payment of final dividends will be determined at the sole discretion of the Board, subject to the approval of Shareholders. There can be no assurance that dividends will be paid in the future or on the amount or timing of any dividends that may be paid in the future. The declaration and payment of any future dividends will depend on various factors, including:

- (a) the level of the Enlarged Group’s cash and retained earnings;
- (b) the Enlarged Group’s actual and projected financial performance;
- (c) the Enlarged Group’s projected levels of capital expenditure and other investment plans;
and
- (d) the Enlarged Group’s working capital requirements and general financing condition.

6.5 Management Reporting Structure

Pursuant to the Proposed Transactions and upon Completion, the management reporting structure of the Enlarged Group will be as follows:



6.6 Board of Directors

There will be no change to the Board of Directors of the Company following the Completion of the Proposed Acquisition. The particulars of the members of the Board are set out below:

Name	Age	Address	Position in the Enlarged Group
Tang Hee Sung	65	c/o 86 International Road, Singapore 629176	Non-Executive Non-Independent Chairman
Lee Pei Fang (Gina)	56	c/o 86 International Road, Singapore 629176	Executive Director
Aw Eng Hai	58	c/o 86 International Road, Singapore 629176	Lead Independent Non-Executive Director
Cheam Heng Haw, Howard	50	c/o 86 International Road, Singapore 629176	Independent Non-Executive Director
Doreen Yew Lai Leng	57	c/o 86 International Road, Singapore 629176	Independent Non-Executive Director

Information on the business and working experience, educational and professional qualifications, if any, and areas of responsibilities of the Directors is set out below:

Mr. Tang Hee Sung was appointed to the Board on 29 November 2023 and is a member of the Nominating Committee. He brings with him extensive management experience and a strong business network gleaned from his years working in Singapore's building and construction industry. Presently, he is the Chief Executive Officer of the Teambuild Land Group of Companies, a role he has held since 2008. Concurrently, Mr. Tang also holds directorships in other non-listed companies in the building and construction business. He holds a Master of Science (Management in Technology) from the National University of Singapore and a Bachelor of Science (Engineering) from Arizona State University, United States of America.

Ms. Lee Pei Fang (Gina), who has been with the Current Group for over 30 years, was appointed as its Executive Director on 1 November 2023. As Executive Director, she is responsible for the day-to-day business operations of the Current Group and also oversees its business expansion and strategic business direction. Ms. Lee was previously a director and senior manager of the Current Group's Corporate Affairs, Human Resource and Administration departments, where she

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assisted the former Chairman and Chief Executive Officer, Mr. Michael Wong, in running the Current Group's business. Having first joined the Current Group in 1991, Ms. Lee has worked her way up the management ranks, gaining in-depth knowledge and well-rounded experience of the commercial and industrial doors industry in the process. In the course of her career with the Current Group, she has held positions that included Management Executive and Manager (Human Resource and Administration). Ms. Lee obtained a Diploma in Business Efficiency & Productivity (Personnel Management) from the Institute for Productivity Training of the National Productivity Board of Singapore in 1994.

Mr. Aw Eng Hai was appointed to the Board on 25 October 2023. He chairs the Audit Committee and is a member of the Nominating and Remuneration Committees. Mr. Aw is a public accountant and currently the executive director of SinCo Advisory Services Pte. Ltd., which he is a founder of. Prior to this, he was a partner at Foo Kon Tan LLP for over 20 years where he headed departments providing specialist advisory services including recovery and reorganisation and forensic investigation services. Prior to joining the commercial sector, Mr. Aw was an investigator in the Commercial Affairs Department (CAD) where he was involved in complex commercial fraud investigation. Mr. Aw holds a Bachelor of Business Administration (Honours) from the National University of Singapore. He is also a practising member of the Institute of Singapore Chartered Accountants (ISCA), a Fellow of the Association of Chartered Certified Accountants (ACCA), a Fellow of Insolvency Practitioners Association of Singapore (IPAS), a member of INSOL International and a member of the Singapore Institute of Directors (SID).

Mr. Cheam Heng Haw, Howard was appointed to the Board on 25 October 2023. He is Chairman of the Remuneration Committee and Nominating Committee and a member of the Audit Committee. Mr. Cheam is an equity partner at Rajah & Tann Singapore LLP and practices in the specialised field of Capital Markets and Mergers and Acquisitions (M&A). He holds a Bachelor of Law from King's College, University of London, and is a member of the Law Society of Singapore and the Singapore Academy of Law.

Ms. Doreen Yew Lai Leng was appointed to the Board on 25 October 2023. She is a member of the Audit Committee, Remuneration Committee and Nominating Committee. Ms. Yew, who is a lawyer by training, is currently the Director, Business Development, at NeoAsia (S) Pte Ltd. She brings with her extensive experience in corporate strategy and business development gleaned from a career that spanned almost two decades in the pharmaceutical industry. She was most recently Vice President, Business Development, at Axcynsis Therapeutics Pte Ltd. Prior to that, she was with Zuellig Pharma Asia Pacific, a leading healthcare solutions company in Asia, from 2011 to 2018, where she last held the role of Regional Business Development Manager. Ms. Yew holds a Bachelor of Arts (Honours) in Law and English from the University of Keele, the United Kingdom.

None of the independent Directors (a) sits on the boards of the subsidiaries of the Current Group; and (b) pursuant to the Completion, will sit on the boards of the Targets.

6.7 Executive Officers

There will be no change to the Executive Officers of the Company following the Completion of the Proposed Acquisition. The particulars of the Executive Officers of the Company are set out below:

Name	Age	Address	Position in the Enlarged Group
Kenny Zhang	51	c/o 86 International Road, Singapore 629176	Chief Operating Officer
Goh Joo San	58	c/o 86 International Road, Singapore 629176	Chief Financial Officer
Leow Chyan	54	c/o 86 International Road, Singapore 629176	Senior Manager, Technical

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Mr. Kenny Zhang joined the Current Group on 2 January 2024, bringing with him over 20 years of industry experience in the areas of business strategy, corporate governance, project management, processes streamlining and optimisation, among others. As a Chief Operating Officer, Mr. Zhang is responsible for formulating the Current Group's strategic directions and expansion plans in conjunction with other key executives. He also oversees the development of overseas markets and manages the Current Group's operational efficiency and budgetary controls.

He commenced his career in audit practices, and spent seven (7) years at Deloitte & Touche. Over the course of his career, he held senior financial positions in several SGX-ST listed companies and across diverse industries including offshore oil and gas, property development and manufacturing.

Mr. Zhang holds a Bachelor of Science in Applied Accounting from Oxford Brookes University (UK). He was a Fellow member of the Association of Chartered Certified Accountants (UK) and has been a Chartered Accountant with the Institute of Singapore Chartered Accountants since 2007.

Ms. Goh Joo San was appointed to her current senior management role on 29 September 2023. As Chief Financial Officer, she takes charge of the Current Group's financial and accounting functions, which include regulatory compliance, internal controls and risk management, cashflow management, taxation, SGX listing obligations compliance and investor relations. She also provides support for the Current Group's business growth via the capital market and M&A activities.

Ms. Goh has accumulated a wealth of experience in the finance and accounting disciplines over the course of her extensive career. She was previously the Country Finance Head (Singapore) of Incorp Global Pte Ltd., a leading Asia Pacific corporate services provider, from 2021 to 2022. Prior to that, she was Chief Financial Officer at a Singapore Press Holding UK subsidiary (UK Purpose-Built Student Accommodation) from 2019 to 2021. During her career, Ms. Goh also spent seven years as Associate Director at Stone Forest Corporate Advisory and Sirius Venture Capital Pte. Ltd. At Stone Forest she specialised in corporate advisory, and at Sirius she led venture capital and entrepreneurial finance targeted at small- and medium-sized companies in Singapore.

Ms. Goh holds a Master of Business Administration from University of Surrey, United Kingdom, and is a Chartered Accountant with the Institute of Singapore Chartered Accountants.

Mr. Leow Chyan is responsible for the design, development and systems integration of products from conception to implementation. He identifies system deficiencies in the technical aspects of the products' operation and implements solutions and revisions to them. He also manages complex projects (local and overseas) and serves as the liaison between overseas principals and project managers. In addition, he also ensures that products manufactured by the Current Group comply with the relevant regulatory codes in various jurisdictions.

Mr. Leow joined Gliderol Doors (S) Pte. Ltd. as a Marketing Executive in May 1997 and has been with the Current Group since then. He began his career as a Police Officer with the Singapore Police Force in 1990. From 1996 to 1997, he was a Sales Executive in Azen Manufacturing Pte Ltd.

Mr. Leow graduated from Summershire Business School in 1996 with an Advanced Certificate in Marketing.

6.8 Related Employees

As at the Latest Practicable Date and for each of FY2024 and FY2025:

- (a) there is no, and during the two (2) most recently completed financial years of the Company there was no, employee in the Enlarged Group who is or was an immediate family member of a Director and whose remuneration exceeds S\$50,000 per year;

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- (b) the Company is not aware of any employee in the Enlarged Group who is a substantial shareholder of the Company or an immediate family member of a substantial shareholder of the Company; and
- (c) (i) none of the Directors and Executive Officers of the Enlarged Group are related by blood or marriage to one another; and (ii) save for Mdm. Seow who is the wife of Mr. Tang and the sister of Mr. Seow and Mr. Seow who is the brother-in-law of Mr. Tang, nor are they so related to any substantial shareholders of the Company.

6.9 Past and Present Directorships of Directors and Executive Officers

The present and past directorships of each Director and Executive Officer held in the five (5) years preceding the Latest Practicable Date are set out below.

Name	Present Directorships	Past Directorships
<u>Directors</u>		
Tang Hee Sung	<u>Group Companies</u> Gliderol Doors (S) Pte. Ltd.	<u>Group Companies</u> -
	<u>Other Companies</u> Ecco Land Sdn Bhd Heptacon Construction Pte. Ltd. iCon Services Limited Privazio Holdings Limited Qualicon Construction Sdn Bhd Rentak Spektra Sdn Bhd Spazio Concepts Pte. Ltd. Teambuild Engineering & Construction (International) Limited Teambuild MESB Properties Sdn Bhd Teambuild Venture Sdn Bhd	<u>Other Companies</u> -
Lee Pei Fang (Gina)	<u>Group Companies</u> Gliderol Doors (S) Pte. Ltd. Grimm Industries Pte. Ltd. Homegardd Pte. Ltd.	<u>Group Companies</u> -
	<u>Other Companies</u> -	<u>Other Companies</u> -
Aw Eng Hai	<u>Group Companies</u> -	<u>Group Companies</u> -
	<u>Other Companies</u> Insolvency Practitioners Association of Singapore Limited Luminor Financial Holdings Limited SinCo Advisory Services Pte. Ltd. Tritech Group Limited	<u>Other Companies</u> Airtrust (Singapore) Pte Ltd (<i>In members' voluntary liquidation</i>) Century Master Pte Ltd (<i>Dissolved</i>) Foo Kon Tan Advisory Services Pte Ltd Foo Kon Tan Transaction Services Pte Ltd Hunting Airtrust Tubulars Pte Ltd (<i>Dissolved</i>) TOTM Technologies Limited TXZ Tankers Pte Ltd (<i>Dissolved</i>)

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Name	Present Directorships	Past Directorships
Cheam Heng Haw, Howard	<u>Group Companies</u> - <u>Other Companies</u> Aedge Group Limited Centurion Asset Management Pte Ltd R&T Asia (Thailand) Limited R&T Corporate Services Pte Ltd Santak Holdings Limited Ten-League International Holdings Limited	<u>Group Companies</u> - <u>Other Companies</u> Cool Link & Marketing Pte Ltd RTA Collab Capital Pte. Ltd (<i>Struck off voluntarily</i>) TOTM Technologies Limited
Doreen Yew Lai Leng	<u>Group Companies</u> - <u>Other Companies</u> -	<u>Group Companies</u> - <u>Other Companies</u> -
<u>Executive Officers</u>		
Kenny Zhang	<u>Group Companies</u> - <u>Other Companies</u> -	<u>Group Companies</u> - <u>Other Companies</u> -
Goh Joo San	<u>Group Companies</u> - <u>Other Companies</u> -	<u>Group Companies</u> - <u>Other Companies</u> Hampton Square Living S.a.r.l Privilege Leeds S.a.r.l Privilege Sheffield S.a.r.l Privilege Southampton S.a.r.l Straits One (Jersey) Limited Straits Two (Jersey) Limited Straits Three (Jersey) Limited
Leow Chyan	<u>Group Companies</u> - <u>Other Companies</u> -	<u>Group Companies</u> - <u>Other Companies</u> -

6.10 Remuneration of Directors and Executive Officers

The compensation (which includes benefits-in-kind, directors' fees and bonuses) paid to the Directors and Executive Officers for services rendered to the Current Group in any capacity on an individual basis during FY2024 and FY2025, and estimated to be paid for the current financial year is set out in the following remuneration bands:

Name	FY2024 ⁽¹⁾	FY2025 ⁽¹⁾	FY2026 ⁽¹⁾ (estimated)
Directors			
Tang Hee Sung	A	A	A
Lee Pei Fang (Gina)	A	A	A
Aw Eng Hai	A	A	A
Cheam Heng Haw, Howard	A	A	A

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Name	FY2024 ⁽¹⁾	FY2025 ⁽¹⁾	FY2026 ⁽¹⁾ (estimated)
Doreen Yew Lai Leng	A	A	A
Executive Officers			
Kenny Zhang	A	B	B
Goh Joo San	A	A	A
Leow Chyan	A	A	A

Note:

- (1) Band A refers to remuneration less than or equal to the equivalent of S\$250,000 per annum. Band B refers to remuneration greater than the equivalent of S\$250,000 and less than or equal to S\$500,000 per annum.

As at the Latest Practicable Date, the Enlarged Group does not have in place any formal bonus or profit-sharing plan or any other profit-linked agreement or arrangement with any of its employees and bonus is expected to be paid on a discretionary basis.

No remuneration was paid or is to be paid in the form of share options or share awards to any of the Directors, the Executive Officers or employees of the Company after Completion.

As at the Latest Practicable Date, other than the amounts set aside or accrued as required for compliance with the applicable laws of Singapore, no amounts have been set aside or accrued to provide for pension, retirement or similar benefits for any of the Directors or the Executive Officers of the Enlarged Group.

There is no compensation paid by the Enlarged Group, for each of the two (2) most recently completed financial years, to any employee who is an immediate family member of a director or chief executive officer of the Enlarged Group.

There are no existing or proposed service agreements entered or to be entered into by the Current Group with any of the Directors which provide for benefits upon the termination of employment.

6.11 Material Background Information on the Directors, Executive Officers and Controlling Shareholder of the Company

At the Latest Practicable Date, save as disclosed below and in this Circular, none of the Directors, Executive Officers or the Controlling Shareholder of the Company has:

- (a) at any time during the last 10 years, had an application or a petition under any bankruptcy laws of any jurisdiction filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within two (2) years after the date he ceased to be a partner;
- (b) at any time during the last 10 years, had an application or a petition under any law of any jurisdiction filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within two (2) years after the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency;
- (c) any unsatisfied judgment against him;
- (d) ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal

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proceedings (including any pending criminal proceedings of which he is aware) for such purpose;

- (e) ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach;
- (f) at any time during the last 10 years, had judgment entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part;
- (g) ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust;
- (h) ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust;
- (i) ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body permanently or temporarily enjoining him from engaging in any type of business practice or activity;
- (j) ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:
 - (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere;
 - (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere;
 - (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or
 - (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,

in connection with any matter occurring or arising during the period when he was so concerned with the entity or business trust; or

- (k) ever been the subject of any current or past investigation or disciplinary proceedings, or been reprimanded or issued any warning, by the Authority or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere.

Mr. Tang

Heptacon Construction Pte. Ltd. ("**Heptacon**"), of which Mr. Tang is a director, had, on 27 July 2018, received temporary stop work orders from the Ministry of Manpower pursuant to Section 21 of the WSHA, in relation to working at height and formwork. No penalties were charged to Heptacon and the stop work order has since been lifted.

Teambuild Construction Pte. Ltd., of which Mr. Tang is a shareholder, was fined S\$418,224.92 by the Inland Revenue Authority of Singapore in early 2008 as final settlement for income tax offences (for the years of assessment 2002 to 2006). The fine has since been paid.

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Mr. Aw Eng Hai

On 27 August 2015, Mr. Aw was issued a warning letter by the Authority for a breach of Section 133 of the SFA in relation to his late notification on 22 April 2014 to Trittech Group Limited ("**Trittech**") following the issuance of bonus warrants to him by Trittech on 31 March 2014. Mr. Aw has been an independent director of Trittech from 4 September 2009 to date.

Trittech was issued a warning letter (the "**Trittech Warning Letter**") by the Authority on 13 February 2017 for a breach of Section 136 of the SFA for Trittech's late notification dated 24 June 2016 to Terratech Group Limited ("**Terratech**"), for which Trittech is a controlling shareholder, following the completion of the placement of Terratech shares on 21 April 2016, which resulted in a change in percentage of Trittech's shareholding interests in Terratech. The Authority has informed Trittech that no further regulatory action will be taken against Trittech in respect of such breach. Neither Mr. Aw nor any of the directors of Trittech were the subject of the Trittech Warning Letter.

Disclosure in relation to potential Controlling Shareholder

Mr. Seow

Teambuild Construction Pte. Ltd. was fined S\$418,224.92 by the Inland Revenue Authority of Singapore in early 2008 as final settlement for income tax offences (for the years of assessment 2002 to 2006) (the "**IRAS Offence**"). The fine has since been paid. Mr. Seow was a director and shareholder of Teambuild Construction Pte. Ltd. during the relevant years of assessment and remains a director and shareholder as at the Latest Practicable Date.

Taking into account that (a) the IRAS Offence took place more than 10 years ago and the fine has been paid; (b) such offences had not recurred and Mr. Seow has also confirmed that there were no regulatory actions taken against him on matters in relation to the IRAS Offence; and (c) Mr. Seow will become a Controlling Shareholder of the Company (assuming the allotment and issuance of the maximum number of Deferred Consideration Shares) and he will not be involved in any executive capacity in the Enlarged Group post Completion of the Proposed Acquisition, and after making all reasonable enquiries and to the best of their knowledge and belief, the Nominating Committee is of the opinion that Mr. Seow has the character and integrity expected of a controlling shareholder of a listed issuer, for the purposes of Rule 406(3)(b) of the Catalist Rules.

6.12 Corporate Governance

6.12.1 Board Practices

The Board recognises the importance of corporate governance to the Shareholders and will exert best efforts to implement the principles and provisions set out under the Code of Corporate Governance issued by the Authority on 6 August 2018 and amended on 11 January 2023 (the "**CG Code**") and the Catalist Rules.

Upon Completion, the compositions of the Audit Committee, Nominating Committee, and the Remuneration Committee will not be changed and shall remain as follows:

Audit Committee	Nominating Committee	Remuneration Committee
Aw Eng Hai (Chairman)	Cheam Heng Haw, Howard (Chairman)	Cheam Heng Haw, Howard (Chairman)
Cheam Heng Haw, Howard	Aw Eng Hai	Aw Eng Hai
Doreen Yew Lai Leng	Doreen Yew Lai Leng	Doreen Yew Lai Leng
-	Tang Hee Sung	-

Audit Committee

The Audit Committee comprises Mr. Aw Eng Hai (Chairman), Mr. Cheam Heng Haw, Howard and Ms. Doreen Yew Lai Leng. The key terms of reference of the Audit Committee include the following:

- (a) review the audit plans of the Company's external auditors and internal auditors, including the results of the external and internal auditors' review and evaluation of the system of internal controls;
- (b) review the scope and result of the external auditors' reports;
- (c) review with independent internal auditors the findings of their review report, internal control processes and procedures, and make recommendations on the internal control processes and procedures to be adopted by the Enlarged Group;
- (d) review and recommend to the Board the types of risks or risk appetite the Company undertakes to achieve its business strategies. Oversee the risk management framework, policies and resources to manage and report risks within the Company's risk appetite;
- (e) review and report to the Board at least annually the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls, and risk management systems;
- (f) recommend to the Board on the opinion and disclosure in the annual report on the adequacy and effectiveness of the Company's risk management and internal control systems in accordance with the Catalist Rules and the CG Code;
- (g) review the co-operation given by management to the external auditors and internal auditors, where applicable;
- (h) review the financial statements of the Company and the Enlarged Group, and discuss any significant adjustments, major risk areas, changes in accounting policies, compliance with Singapore Financial Reporting Standards (International), concerns and issues arising from the audits including any matters which the auditors may wish to discuss in the absence of management, where necessary, before their submission to the Board for approval;
- (i) review the significant financial reporting issues and judgments so as to ensure the integrity of the financial statements of the Company and the Enlarged Group and any announcements relating to the Company's and the Enlarged Group's financial performance;
- (j) receive and review a formal assurance from the Executive Director and the Chief Financial Officer on the financial records and financial statements;
- (k) review and discuss with auditors any suspected fraud, irregularity or infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Enlarged Group's operating results or financial position and management's response;
- (l) review the transactions falling within the scope of Chapter 9 and Chapter 10 of the Catalist Rules, if any;
- (m) review any potential conflicts of interest and set out a framework to resolve or mitigate any potential conflicts of interest;
- (n) review the key financial risk areas, with a view to providing an independent oversight on the Enlarged Group's financial reporting, the outcome of such review to be disclosed in the annual reports or, where the findings are material, announced immediately via SGXNet;
- (o) review the independence of the external auditors and recommend their appointment or re-appointment, remuneration and terms of engagement;

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- (p) review and approve foreign exchange hedging policies implemented by the Enlarged Group and conduct periodic review of foreign exchange transactions and hedging policies and procedures;
- (q) undertake such other reviews and projects as may be requested by the Board and report to the Board its findings from time to time on matters arising and requiring the attention of the Audit Committee;
- (r) review arrangements by which an employee may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the independent investigations of such matters and for appropriate follow-up; and
- (s) undertake generally such other functions and duties as may be required by statute or the Catalist Rules, as amended, modified or supplemented from time to time.

Apart from the above, the Audit Committee shall:

- (t) commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or suspected infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on the Enlarged Group's operating results and/or financial position; and
- (u) commission an annual internal control audit for the purposes of satisfying itself that the internal controls of the Enlarged Group have remained robust and effective. Upon the completion of an internal controls audit, the Board shall make the appropriate disclosure via the SGXNet of any weaknesses in the Enlarged Group's internal controls which may be material or of a price-sensitive or trade-sensitive nature, as well as any follow-up actions to be taken by the Board.

Nominating Committee

The Nominating Committee comprises Mr. Cheam Heng Haw, Howard (Chairman), Mr. Aw Eng Hai, Ms. Doreen Yew Lai Leng and Mr. Tang. The key terms of reference of the Nominating Committee include the following:

- (a) review the size, structure and composition of the Board;
- (b) identify, review and recommend candidates to the Board, including the appointment of alternate directors, if any, board committee members, Chief Executive Officer, deputy Chief Executive Officer, Chief Financial Officer and key management;
- (c) recommend to the Board re-nominations of existing directors for re-election in accordance with the Company's Constitution, taking into account the Director's competencies, commitment, contribution and performance;
- (d) establish a process for the selection, appointment and re-appointment of Directors;
- (e) review and approve any new employment of employees related to the Directors, substantial shareholders of the Company or related persons, including the proposed terms of such employment;
- (f) undertake board succession plans for Directors, in particular, the Chairman and the Chief Executive Officer;
- (g) determine annually whether or not a Director is independent;
- (h) in respect of a Director who has multiple board representations on various companies, if any, to review and decide whether or not such Director is able to and has been adequately carrying out his duties as a Director, having regard to the competing time commitments that are faced by the Director when serving on multiple boards and discharging his duties towards other principal commitments;

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- (i) review training and professional development programmes for the Board;
- (j) make recommendation to the Board in determining the maximum number of listed company board representations which any Director may hold, and disclose this in the Company's annual report;
- (k) decide whether or not a Director is able to and has been adequately carrying out his/her duties as a Director;
- (l) develop a process for evaluating the performance of the Board, its board committees and Directors by setting objective performance criteria for the Board and implementing such process for assessing the effectiveness of the Board as a whole and assessing the contribution of each individual Director to the effectiveness of the Board; and
- (m) ensure complete disclosure of key information of Directors in the Company's annual report as required under the CG Code.

The independent Directors do not have any existing business or professional relationship of a material nature with the Enlarged Group, Directors and/or substantial shareholders of the Company. The independent Directors are also not related to the other Directors and/or substantial shareholders of the Company.

Remuneration Committee

The Remuneration Committee comprises Mr. Cheam Heng Haw, Howard (Chairman), Mr. Aw Eng Hai and Ms. Doreen Yew Lai Leng. The Remuneration Committee is responsible for ensuring a formal and transparent procedure for developing policies on executive remuneration, and for fixing the remuneration packages of individual Directors and key management personnel. The key terms of reference of the Remuneration Committee include the following:

- (a) review and recommend to the Board for endorsement, a framework of remuneration for the Board and key management personnel. The framework covers all aspects of remuneration, including but not limited to Director's fees, salaries, allowances, bonuses, options, share-based incentives and awards and benefits in kind;
- (b) review and recommend to the Board the specific remuneration packages for each Director as well as for key management personnel;
- (c) review the level and structure of remuneration to align with the long-term interest and risk policies of the Company in order to attract, retain and motivate the Directors and key management personnel; and
- (d) review the Enlarged Group's obligations arising in the event of termination of the Executive Director's and key management personnel's contracts of service to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous.

In reviewing and making recommendations for remuneration for the Board and key management personnel, the Remuneration Committee shall consider, among others:

- (i) level and structure of remuneration should be aligned with the long-term interest and risk policies of the Company, and should be appropriate to attract, retain and motivate (1) the directors to provide good stewardship of the Company; and (2) key management personnel to successfully manage the Company;
- (ii) the use of long-term incentive schemes for the executive Director and key management personnel;
- (iii) that the remuneration of independent Directors and non-executive Directors should be appropriate to the level of contribution, taking into account factors such as effort and time spent, and responsibilities of the Directors. Independent Directors and non-executive

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Directors should not be overcompensated to the extent that their independence may be compromised;

- (iv) the use of contractual provisions to allow the Company to reclaim incentive components of remuneration from the executive Director and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company; and
- (v) the Company's obligations arising in the event of termination of the executive Director and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous. The Company should aim to be fair and avoid rewarding poor performance.

6.12.2 Internal Controls

In preparation for the Proposed Acquisition, the Board held discussions with the management of the Targets, and the Company's internal auditors and the Independent Auditors to the Targets. The Targets have adopted the Company's group policies and established aligned internal control framework, which will be operationalised following Completion as part of the post-acquisition integration process. The Board notes that all material internal control weaknesses that have been raised in the internal controls review that was conducted by the internal auditors in the course of their audit for the Period Under Review have been satisfactorily resolved.

Furthermore, the Board also notes that no material internal accounting control weakness has been raised by the Independent Auditors to the Targets in the course of their audit of the combined financial statements of the Targets for FY2023, FY2024 and FY2025.

Based on the foregoing, the Board, with the concurrence of the Audit Committee, after making all reasonable enquiries and to the best of its knowledge and belief, is of the opinion that following Completion, the internal controls (including financial, operational, compliance and information technology controls) and risk management systems are adequate and effective to address such risks of the Enlarged Group.

Following Completion, the Targets will form part of the Enlarged Group and the Company's Audit Committee will continually review the effectiveness of the internal control procedures of the Enlarged Group in accordance with the policies of the Current Group and the Catalist Rules. Please refer to the sections titled "The Proposed Diversification – Management of the New Business" and "The Proposed Diversification – Internal Controls and Risk Management of the New Business" of this Circular for further details on the management of the New Business and the internal controls and risk management of the New Business respectively.

6.12.3 Suitability of the Enlarged Group's Chief Financial Officer

Ms. Goh Joo San will remain as the Chief Financial Officer of the Company after Completion.

The Audit Committee has:

- (a) considered the qualifications and past working experience of Ms. Goh Joo San, and assessed that she should be sufficiently qualified and equipped to handle the financial matters of the Enlarged Group, taking into consideration the nature of the Enlarged Group's business;
- (b) observed her abilities and diligence in the financial matters of the Company and in the preparation of the financial information of the Enlarged Group for purposes of this Circular; and
- (c) noted the absence of negative feedback from the Auditors.

After making all reasonable enquiries, and to the best of their knowledge and belief, nothing has come to the attention of the members of the Audit Committee to cause them to believe that Ms. Goh Joo San does not have the competence, character and integrity expected of the Chief Financial Officer of the Company.

6.12.4 Guidelines and Review Procedures for On-Going and Future Interested Person Transactions

Following Completion, interested person transactions are to be reviewed by the Audit Committee, in accordance with the methods and procedures stated in the section titled “The Proposed IPT General Mandate” of this Circular as well as the prevailing requirements of the Catalist Rules, to ensure that all interested person transactions are to be carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders. Please refer to the section titled “The Proposed IPT General Mandate” of this Circular for further details.

In the event that any member of the Audit Committee is interested in an interested person transaction, he/she will recuse himself/herself from deliberating, reviewing and/or participating in any decision-making process (including abstaining from voting) on that particular transaction.

6.13 Potential Conflicts of Interests

This section sets out the potential conflicts of interests which may arise from the interests of the Directors, Executive Officers, the Controlling Shareholders of the Enlarged Group and/or their respective associates. In general, a conflict of interest arises when any of the abovementioned persons has any interest in any entity carrying on the same business or dealing in similar products as the Enlarged Group.

All Directors have a duty to disclose their interests in respect of any transaction in which they have any personal material interest or any actual or potential conflicts of interest. Upon such disclosure, such Directors will not participate in any proceedings of the Board and shall abstain from voting in respect of any such transaction where the conflict arises.

Save as disclosed in this section, the section titled “The Proposed IPT General Mandate” of this Circular and the sections titled “Interested Person Transactions” and “Potential Conflicts of Interests” of **Appendix A** to this Circular, as at the Latest Practicable Date, none of the Directors, Executive Officers or Controlling Shareholder (and/or any potential Controlling Shareholder) of the Enlarged Group or their respective associates has any interest, direct or indirect, in:

- (a) any business transaction to which the Enlarged Group was or is to be a party;
- (b) any company carrying on the same business or dealing in similar products as the Enlarged Group; and
- (c) any business that is a competitor, supplier or customer of the Enlarged Group.

Vendor Family Group’s interests in the Teambuild Construction Group of Companies and the Teambuild Land Group of Companies

Mr. Tang is the Non-Executive Non-Independent Chairman, Director and a Controlling Shareholder of the Company. Mr. Tang is also a shareholder of certain of the Teambuild Construction Group of Companies, the Chief Executive Officer of the Teambuild Land Group of Companies, a role he has held since 2008, and a director of certain of the Teambuild Land Group of Companies.

Mdm. Seow is the wife of Mr. Tang and the sister of Mr. Seow, and a shareholder and director of certain of the Teambuild Construction Group of Companies and a shareholder of certain of the Teambuild Land Group of Companies.

Mr. Seow is the brother-in-law of Mr. Tang and the brother of Mdm. Seow, and a shareholder and director of certain of the Teambuild Construction Group of Companies and Teambuild Land Group of Companies. Assuming the allotment and issuance of the maximum number of Deferred Consideration Shares thereafter, Mr. Seow will hold 135,035,208 Shares representing approximately 19.41% of the Maximum Enlarged Share Capital and will be a Controlling Shareholder of the Company.

While the Board is of the view that the New Business and the businesses of the Teambuild Construction Group of Companies and the Teambuild Land Group of Companies are not competing in nature, it is acknowledged that potential conflicts of interest may still arise by virtue

of their positions within the same broader building and construction value chain and industries. Although the New Business, the Teambuild Construction Group of Companies and the Teambuild Land Group of Companies operate at different stages and undertake distinct roles, they are ultimately part of an integrated industry ecosystem where projects, counterparties and opportunities may intersect. For instance, entities within these groups may participate in the same development projects in different capacities (e.g. as developer, main contractor or specialist sub-contractor), or may compete indirectly for participation in tenders, allocation of resources, or strategic partnerships within the building and construction sectors. In such circumstances, there may be situations where the interests of the Enlarged Group and those of the Teambuild Construction Group of Companies and/or the Teambuild Land Group of Companies are not fully aligned, particularly in relation to the awarding of contracts, pricing considerations, or prioritisation of business opportunities. Given Mr. Tang's, Mdm. Seow's and Mr. Seow's shareholding interests and/or roles across these entities, there exists the potential for perceived or actual conflicts in decision-making, even if the underlying businesses are operationally distinct and not in direct competition.

Nonetheless, the Board believes that any potential conflicts of interest are mitigated, when viewed entirely, for the following reasons:

- (a) the New Business is distinct from those of the Teambuild Construction Group of Companies and the Teambuild Land Group of Companies in terms of scope of activities, market positioning and customer engagement. The Targets are primarily engaged as specialist sub-contractors in the fabrication, supply and installation of structural steel, metal works and architectural aluminium systems, and derive their revenue mainly from project-based sub-contracting works with contract sizes ranging from approximately S\$1.0 million to S\$6.0 million. In contrast, the Teambuild Construction Group of Companies operates with its core businesses focused on the manufacturing and implementation of prefabricated and prefinished modular units for public and private property development projects in Singapore. The Teambuild Construction Group of Companies comprises mainly companies which provide main contracting services with contract sizes ranging from approximately S\$100.0 million to S\$400.0 million, as well as ancillary subcontracting services such as supplying precast components and reinforced concrete, piling works, electrical works and sanitary works. The Teambuild Land Group of Companies, on the other hand, is engaged in real estate development activities in Singapore and is involved in the development and management of property assets. These businesses are positioned at different stages of the construction and property development value chain and serve different commercial roles, customer bases and risk profiles. The Targets are specialists in their field of structural steel, metal and architectural aluminium works, which are different in terms of the technical expertise required as compared to the businesses of the Teambuild Construction Group of Companies as well as the Teambuild Land Group of Companies. Accordingly, the business activities of the Teambuild Construction Group of Companies and the Teambuild Land Group of Companies do not overlap with, nor are they in direct competition with, the specialist sub-contracting services provided by the Targets. Therefore, the Directors are of the view that the businesses are not competing in nature, and that no conflict of interest is likely to arise between the New Business and those of the Teambuild Construction Group of Companies and the Teambuild Land Group of Companies;
- (b) none of the shareholders (direct and indirect) and directors of the Teambuild Construction Group of Companies and Teambuild Land Group of Companies will be involved in the day-to-day management of the Targets or the Current Group. Mr. Tan Pak Nang @ Eo Pak Nang (Eo Pak Nang), who is a director of IAPL and director and 10.0% indirect shareholder of Spazio Concepts Pte. Ltd. will be resigning as director of IAPL following Completion. Accordingly, following Completion, each of the Teambuild Construction Group of Companies and Teambuild Land Group of Companies will be managed by its own set of management and operation team which is not related to or involved in the Targets or the Current Group;
- (c) as a Director, Mr. Tang owes fiduciary duties and a duty of acting honestly and with reasonable due diligence in the discharge of his duties to the Company under the applicable Singapore legal and regulatory framework for companies and listed issuers;

- (d) the SPA entered into between the Parties contains non-compete provisions on the Restricted Vendors as described further in the section titled “The Proposed Acquisition – Salient Terms of the Proposed Acquisition – Non-compete” of this Circular;
- (e) Mr. Tang will not participate in any discussions of the Board relating to matters that might give rise to a conflict of interest between the Enlarged Group and the Teambuild Construction Group of Companies or the Teambuild Land Group of Companies, and shall abstain from voting on any such proposals at meetings of the Board and from making any recommendations to Shareholders in relation to such proposals. The Board will also deliberate and decide on such matters in Mr. Tang’s absence. As a majority of the Board comprises independent Directors, and as the Audit Committee comprises three (3) independent Directors, none of whom hold concurrent appointments as directors or employees of any entity related to the Teambuild Construction Group of Companies or the Teambuild Land Group of Companies, the Board will be able to oversee and make decisions with respect to any matters that might give rise to a conflict of interest between the Enlarged Group and the Teambuild Construction Group of Companies or the Teambuild Land Group of Companies; and
- (f) the Audit Committee will conduct half-yearly reviews to assess if there are any breaches of the non-compete undertakings as set out under section titled “The Proposed Acquisition – Salient Terms of the Proposed Acquisition – Non-compete” of this Circular by obtaining the necessary declarations from the Vendor Family Group that there are no breaches of the non-compete undertakings.

6.14 Corporate Social Responsibility

The Company will ensure that the Enlarged Group remains committed to responsible corporate citizenship, taking into account the physical and human environment in its business decisions. The Enlarged Group will strive to make a positive social and economic impact in the communities in which it operates, including by promoting safe and sustainable construction and manufacturing practices, supporting local employment and skills development, engaging with local suppliers and stakeholders, and contributing to community initiatives and charitable causes where practicable.

The Targets will form part of the Enlarged Group following Completion, and they will implement sustainability guidelines and standards in accordance with the policies of the Current Group and the Catalist Rules.

6.15 Exchange Controls

As at the Latest Practicable Date, there are no exchange control restrictions in Singapore.

6.16 Trading Suspension

The Company’s Shares have not been subject to any significant trading suspensions since its listing.

7. FINANCIAL EFFECTS OF THE PROPOSED ACQUISITION

The pro forma financial effects of the Proposed Acquisition on the Company’s share capital and the Current Group’s net asset value (the “**NAV**”) per Share and losses per Share (the “**LPS**”) or earnings per Share (the “**EPS**”) as set out below are strictly for illustrative purposes and are not indicative of the actual financial position and results of the Current Group following the Proposed Acquisition.

The pro forma financial effects have been prepared based on the latest audited financial results of the Current Group for FY2025 and the audited combined financial information of the Targets for FY2025 without any adjustment to align the financial year end of the Current Group with that of the Targets and on the following bases and assumptions:

- (a) that the Proposed Acquisition had been completed on 30 September 2025 for the purposes of illustrating the financial effects on the NTA;

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- (b) that the Proposed Acquisition had been completed on 1 October 2024 for the purposes of illustrating the financial effects on the (LPS)/EPS;
- (c) the Existing Share Capital of 290,621,800 Shares, unless otherwise specified, which takes into account the placement of 60,000,000 Shares which was completed on 29 December 2025;
- (d) the computation takes into account the allotment and issuance of the (i) 150,000,000 Base Consideration Shares and the 30,000,000 Debt Purchase Consideration Shares upon the Completion of the Proposed Acquisition; and (ii) maximum number of the 225,000,000 Deferred Consideration Shares, as the case may be;
- (e) none of the 217,378,200 outstanding Warrants as at the Latest Practicable Date has been exercised and will not be taken into consideration for the enlarged issued and paid-up capital of the Company;
- (f) there has not been any conversion of any of the S\$3,400,000 in aggregate principal amount of the Convertible Bonds and therefore, none of the 54,838,704 Shares pursuant thereto have been issued and will not be taken into consideration for the enlarged issued and paid-up capital of the Company; and
- (g) the computation takes into account expenses amounting to approximately S\$1.5 million to be incurred in relation to the Proposed Acquisition.

Shareholders are advised to read the assumptions made in relation to the preparation of the pro forma financial effects carefully. Because of its nature, the pro forma financial effects may not give a true picture of the Enlarged Group's actual results and financial position, following the completion of the Proposed Acquisition.

7.1 Share Capital

	Number of Shares (excluding treasury shares)
As at the Latest Practicable Date	290,621,800
Upon the completion of the Proposed Acquisition and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares	470,621,800
Upon the allotment and issuance of the maximum number of the Deferred Consideration Shares	695,621,800

Please also refer to **Appendix B** to this Circular for the changes in shareholding interests of the Directors and substantial shareholders of the Company pursuant to the Proposed Acquisition.

7.2 NAV per Share

Assuming that the Proposed Acquisition was completed on 30 September 2025, the pro forma financial effects on the Current Group's NAV per Share would be as follows:

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	Before the Proposed Acquisition	After the Proposed Acquisition and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares	Upon the allotment and issuance of the maximum number of the Deferred Consideration Shares
NAV ⁽¹⁾ attributable to owners of the Company (S\$ '000)	7,246	24,587 ⁽²⁾	42,587
Number of issued ordinary shares in the capital of the Company	290,621,800	470,621,800	695,621,800
NAV per Share (Singapore cents)	2.49	5.22	6.12

Notes:

- (1) NAV means total assets less total liabilities.
- (2) NAV includes the maximum amount of the Deferred Consideration of S\$18,000,000 as a non-current liability which will be reduced upon the allotment and issuance of the corresponding number of Deferred Consideration Shares.

7.3 (LPS)/EPS

Assuming that the Proposed Acquisition was completed on 1 October 2024, the pro forma financial effects on the Current Group's (LPS)/EPS would be as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares	Upon the allotment and issuance of the maximum number of the Deferred Consideration Shares
(Loss)/Profit attributable to owners of the Company (S\$'000)	(129)	(4)	(4) ⁽¹⁾
Number of issued ordinary shares in the capital of the Company	290,621,800	470,621,800	695,621,800
(LPS)/EPS (Singapore cents)	(0.04)	(0.00)	(0.00)

Note:

- (1) The loss attributable to owners of the Company after the Completion of the Proposed Acquisition has taken into account expenses amounting to approximately S\$1.5 million to be incurred in relation to the Proposed Acquisition.

8. THE PROPOSED WHITEWASH RESOLUTION

8.1 General Offer Requirement under Rule 14 of the Take-over Code

Under Rule 14.1 of the Take-over Code, except with the SIC's consent, where:

- (a) any person acquires whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry 30.0% or more of the voting rights in a company; or
- (b) any person who, together with persons acting in concert with him, holds not less than 30.0% but not more than 50.0% of the voting rights and such person, or any person acting in concert with him, acquires in any period of six (6) months additional shares carrying more than 1.0% of the voting rights,

such person must extend a general offer for all the remaining shares in the company which he does not already own or control, to the holders of any class of share capital of the company which carries votes and in which such person, or persons acting in concert with him, hold shares. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

8.2 Interests of the Vendor Family Group

As at the Latest Practicable Date, the aggregate shareholding of the Vendor Family Group in the Company is 47,000,000 Shares representing approximately 16.17% of the issued and paid-up share capital of the Company⁷.

Assuming Completion of the Proposed Acquisition and the allotment and issuance of the maximum number of the Deferred Consideration Shares, the Maximum Enlarged Share Capital will be 695,621,800 Shares. Based on the Maximum Enlarged Share Capital and assuming the allotment and issuance of the maximum number of Deferred Consideration Shares to the Vendors, the aggregate shareholding of the Vendor Family Group will be 352,621,239 Shares, representing approximately 50.69% of the Maximum Enlarged Share Capital.

In the circumstances described above, unless otherwise waived by the SIC, the Vendor Family Group will be required under Rule 14 of the Take-over Code to make a mandatory general offer for the Shares not already owned or controlled by them.

8.3 Whitewash Waiver

An application was made to the SIC for a waiver such that the Vendor Family Group will not be required to make a mandatory general offer under Rule 14 of the Take-over Code for the Shares not owned, controlled or agreed to be acquired by the Vendor Family Group, upon the allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares to the Vendor Family Group pursuant to the payment of the full Consideration and the Debt Purchase Consideration under the Proposed Acquisition, subject to the approval of the Independent Shareholders (Whitewash) for the Proposed Whitewash Resolution. The granting of the Whitewash Waiver and the approval of the Proposed Whitewash Resolution are conditions precedent to Completion.

On 2 March 2026, the SIC waived the obligation for the Vendor Family Group to make a mandatory general offer for the Company under Rule 14 of the Take-over Code incurred as a result of the Vendor Family Group acquiring the Consideration Shares and the Debt Purchase Consideration Shares, subject to, among others, the following conditions:

- (a) a majority of holders of voting rights of the Company approve at a general meeting, before the issue of the Consideration Shares and Debt Purchase Consideration Shares to the Vendor Family Group, the Proposed Whitewash Resolution by way of a poll;

⁷ Based on the Existing Share Capital of 290,621,800 Shares.

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- (b) the Proposed Whitewash Resolution is separate from other resolutions;
- (c) the Vendor Family Group, parties acting in concert with them and parties not independent of them abstain from voting on the Proposed Whitewash Resolution;
- (d) the Vendor Family Group and its concert parties did not acquire or are not to acquire any Shares or instruments convertible into and options in respect of the Shares (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new Shares which have been disclosed in this Circular to the Shareholders):
 - (i) during the period between the date of the announcement of the Proposed Acquisition and the date the approval from the Independent Shareholders (Whitewash) is obtained for the Proposed Whitewash Resolution; and
 - (ii) in the six (6) months prior to the date of the announcement of the Proposed Acquisition but subsequent to negotiations, discussions or the reaching of understandings or agreements with the Directors of the Company in relation to the Proposed Acquisition, including the allotment and issuance of the Consideration Shares and Debt Purchase Consideration Shares to the Vendor Family Group;
- (e) the Company appoints an independent financial adviser to advise the Independent Shareholders (Whitewash) on the Proposed Whitewash Resolution;
- (f) the Company sets out clearly in this Circular:
 - (i) details of the Proposed Acquisition and the allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares to the Vendor Family Group pursuant to the payment of the full Consideration and the Debt Purchase Consideration under the Proposed Acquisition;
 - (ii) the dilution effect to existing holders of voting rights of the Company upon the allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares to the Vendor Family Group pursuant to the payment of the full Consideration and the Debt Purchase Consideration under the Proposed Acquisition;
 - (iii) the number and percentage of voting rights in the Company as well as the number of instruments convertible into, rights to subscribe for and option in respect of Shares held by the Vendor Family Group and its concert parties as at the Latest Practicable Date;
 - (iv) the number and percentage of voting rights to be issued to the Vendor Family Group or to be acquired by the Vendor Family Group pursuant to the allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares to the Vendor Family Group pursuant to the payment of the full Consideration and the Debt Purchase Consideration under the Proposed Acquisition; and
 - (v) specific and prominent reference to the fact that:
 - (1) the allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares to the Vendor Family Group pursuant to the payment of the full Consideration and the Debt Purchase Consideration under the Proposed Acquisition will result in the Vendor Family Group and persons acting in concert with the Vendor Family Group holding in aggregate Shares carrying over 49.0% of the voting rights of the Company and that the Vendor Family Group will be free to acquire further Shares without incurring any obligation under Rule 14 of the Take-over Code to make a general offer, and that the Vendor Family Group will only hold Shares carrying over 49.0% of the voting rights of the Company upon the allotment and issuance of the Tranche 2 Deferred Consideration Shares and on the assumption that the maximum number of the Deferred Consideration Shares have been allotted and issued; and

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- (2) the Independent Shareholders (Whitewash), by voting for the Proposed Whitewash Resolution, are waiving their rights to a general offer from the Vendor Family Group at the highest price paid by the Vendor Family Group and parties acting in concert with it for the Shares in the past six (6) months preceding the date of the announcement of the Proposed Acquisition;
- (g) this Circular states that the Whitewash Waiver granted by SIC to the Vendor Family Group from the requirement to make a general offer under Rule 14 is subject to the conditions stated at sub-paragraphs (a) to (f) above;
- (h) the Vendor Family Group obtains SIC's approval in advance for those parts of this Circular that refer to the Proposed Whitewash Resolution; and
- (i) to rely on the Proposed Whitewash Resolution:
 - (i) the approval of the Proposed Whitewash Resolution must be obtained within three (3) months of the date of the grant of the Whitewash Waiver by SIC; and
 - (ii) the allotment and issuance of the:
 - (1) Base Consideration Shares and the Debt Purchase Consideration Shares to the Vendor Family Group upon the completion of the Proposed Acquisition to the Vendor Family Group must be completed within three (3) months of the approval of the Proposed Whitewash Resolution;
 - (2) Tranche 1 Deferred Consideration Shares, if any, to the Vendor Family Group upon meeting the terms and conditions as set out in the SPA must be completed within three (3) months from the date on which the audited financial statements of each Target for the financial year ended 31 December 2026 (whichever is later) has been approved by the Company as the shareholder of the Target; and
 - (3) Tranche 2 Deferred Consideration Shares, if any, to the Vendor Family Group upon meeting the terms and conditions as set out in the SPA must be completed within three (3) months from the date on which the audited financial statements of each Target for the financial year ended 31 December 2027 (whichever is later) have been approved by the Company as the shareholder of the Target.

As at the Latest Practicable Date, based on the conditions in sub-paragraphs (a) to (i), save for the condition listed under sub-paragraph (a) and (i), all the conditions imposed by the SIC for the Whitewash Waiver have been satisfied.

8.4 Proposed Whitewash Resolution

Independent Shareholders (Whitewash) are requested to vote by way of a poll on the Proposed Whitewash Resolution set out as Ordinary Resolution 7 in the Notice of EGM, waiving their rights to receive a general offer from the Vendor Family Group.

Independent Shareholders (Whitewash) should take note that:

- (a) **approval of the Proposed Whitewash Resolution is a condition precedent to the Proposed Acquisition. Accordingly, in the event that Independent Shareholders (Whitewash) do not vote in favour of the Proposed Whitewash Resolution, due to the interconditionality of the Proposed Transactions, none of the Proposed Transactions will take place;**
- (b) **by voting for the Proposed Whitewash Resolution, they will be waiving their rights to receive a general offer from the Vendor Family Group at the highest price paid by the Vendor Family Group and parties acting in concert with it for the Shares in the past six (6) months preceding the date of the announcement of the Proposed Acquisition;**

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- (c) as a result of the Proposed Acquisition, the aggregate shareholding of the Vendor Family Group will be approximately 50.69% of the Maximum Enlarged Share Capital upon Completion and on the assumption that the maximum number of the Deferred Consideration Shares have been allotted and issued; and
- (d) based on the above, pursuant to obtaining approval from the Independent Shareholders (Whitewash) for the Proposed Whitewash Resolution, the allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares to the Vendor Family Group pursuant to the payment of the full Consideration and the Debt Purchase Consideration under the Proposed Acquisition will result in the Vendor Family Group and persons acting in concert with the Vendor Family Group holding in aggregate Shares carrying over 49.0% of the voting rights of the Company and that the Vendor Family Group will be free to acquire further Shares without incurring any obligation under Rule 14 of the Take-over Code to make a general offer, and that the Vendor Family Group will only hold Shares carrying over 49.0% of the voting rights of the Company upon the allotment and issuance of the Tranche 2 Deferred Consideration Shares and on the assumption that the maximum number of the Deferred Consideration Shares have been allotted and issued.

8.5 Potential Dilution

For illustrative purposes only, the effect of the Proposed Acquisition on the shareholding structure of the Company is as follows:

Name	Before the Proposed Acquisition ⁽¹⁾		Upon the Completion of Proposed Acquisition and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares ⁽²⁾		Upon the allotment and issuance of the maximum number of the Deferred Consideration Shares ⁽³⁾		Assuming the exercise of all outstanding Warrants and conversion of all outstanding Convertible Bonds ⁽⁴⁾	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Tang Hee Sung	47,000,000	16.17	106,622,866	22.66	179,182,164	25.76	226,182,164	23.37
Seow Heng Choo	-	-	15,361,547	3.26	38,403,867	5.52	38,403,867	3.97
Seow Seng Wei	-	-	54,014,083	11.48	135,035,208	19.41	144,712,627	14.95
Total for the Vendor Family Group	47,000,000	16.17	175,998,496	37.40	352,621,239	50.69	409,298,658	42.29
Independent Shareholders (Whitewash)	243,621,800	83.83	294,623,304	62.60	343,000,561	49.31	558,540,046	57.71

Notes:

- (1) Based on the Existing Share Capital of 290,621,800 Shares.
- (2) Based on the Enlarged Share Capital of 470,621,800 Shares upon Completion of the Proposed Acquisition and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares (and assuming that there is no exercise of the outstanding Warrants or conversion of the outstanding Convertible Bonds as at the Latest Practicable Date).
- (3) Based on the Maximum Enlarged Share Capital of 695,621,800 Shares (and assuming that there is no exercise of the outstanding Warrants or conversion of the outstanding Convertible Bonds as at the Latest Practicable Date).
- (4) Provided solely for informative purposes only. Based on the Maximum Enlarged Share Capital of 695,621,800 Shares, and assuming that there is full exercise of the outstanding Warrants and full conversion of the outstanding Convertible Bonds as at the Latest Practicable Date, which would

result in a share capital of 967,838,704 Shares.

Based on the shareholding statistics available to the Company as at the Latest Practicable Date, post-Completion and assuming the allotment and issuance of the maximum number of Deferred Consideration Shares and that there is no exercise of the outstanding Warrants or conversion of the outstanding Convertible Bonds, the Company expects that approximately 49.17% of the Shares would be considered as public shareholding, which would satisfy the free float requirement stipulated under the Catalist Rules.

9. THE PROPOSED IPT GENERAL MANDATE

9.1 Chapter 9 of the Catalist Rules

9.1.1 Requirements under Chapter 9 of the Catalist Rules

Chapter 9 of the Catalist Rules governs transactions by a listed company, as well as transactions by its subsidiaries and associated companies that are considered to be entities at risk, with the listed company's interested persons. The purpose is to guard against the risk that interested persons could influence the listed company, its subsidiaries or associated companies to enter into transactions with interested persons that may adversely affect the interests of the listed company or its shareholders.

Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested person and hence are excluded from the ambit of Chapter 9, when Chapter 9 applies to a transaction with an interested person and the value of the transaction alone or in aggregation with other transactions conducted with the same interested person during the financial year reaches or exceeds certain materiality thresholds (which are based on the listed company's latest audited consolidated net tangible assets ("NTA")), the listed company is required to make an immediate announcement, or to make an immediate announcement and seek its shareholders' approval for the transaction.

In particular, an immediate announcement is required for an interested person transaction of a value equal to, or exceeding:

- (a) 3.0% of the listed company's latest audited consolidated NTA; or
- (b) 3.0% of the listed company's latest audited consolidated NTA, when aggregated with the values of all other transactions entered into with the "same interested person" (as such term is construed under Chapter 9 of the Catalist Rules) during the same financial year.

In particular, shareholders' approval is required for an interested person transaction of a value equal to, or exceeding:

- (i) 5.0% of the listed company's latest audited consolidated NTA; or
- (ii) 5.0% of the listed company's latest audited consolidated NTA, when aggregated with the values of all other transactions entered into with the "same interested person" (as such term is construed under Chapter 9 of the Catalist Rules) during the same financial year.

Based on the latest audited consolidated financial statements of the Current Group for the financial year ended 30 September 2025, the NTA of the Current Group was approximately S\$7.85 million. Accordingly, in relation to the Current Group, for the purposes of Chapter 9 of the Catalist Rules, in the current financial year and until such time as the audited consolidated financial statements of the Enlarged Group for the financial year ending 31 December 2026⁸ are published, independent Shareholders' approval is required where:

- (1) an interested person transaction is of a value equal to, or more than, approximately S\$0.39 million, being 5.0% of the Current Group's latest audited NTA; or

⁸ Please refer to section titled "Letter to Shareholders – The Proposed Change of Financial Year End" of this Circular for information on the change of the financial year of the Current Group.

- (2) an interested person transaction, when aggregated with the values of all other transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than, approximately S\$0.39 million.

9.1.2 Rules relating to General Mandate for Interested Person Transactions

Chapter 9 of the Catalist Rules, however, allows a listed company to seek a general mandate from its shareholders for recurrent interested person transactions of a revenue or trading nature or for those necessary for its day-to-day operations such as the purchase and sale of supplies and materials, but not in respect of the purchase or sale of assets, undertakings or businesses.

An issuer must:

- (a) disclose the general mandate in the annual report, giving details of the aggregate value of transactions conducted pursuant to the general mandate during the financial year. The disclosure must be in the form set out in Rule 907 of the Catalist Rules; and
- (b) announce the aggregate value of transactions conducted pursuant to the general mandate for the financial periods which it is required to report on pursuant to Rule 705 of the Catalist Rules within the time required for the announcement of such report. The disclosure must be in the form set out in Rule 907 of the Catalist Rules.

For the purposes of Chapter 9 of the Catalist Rules:

- (i) an **“approved exchange”** means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Catalist Rules;
- (ii) an **“associate”**:
- (1) in relation to any individual, including a director, chief executive officer, substantial shareholder or Controlling Shareholder (being an individual) means:
- (A) his immediate family (that is, the person’s spouse, child, adopted child, step-child, sibling and parent);
- (B) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
- (C) any company in which he and his immediate family together (directly or indirectly) have an interest of 30.0% or more; and
- (2) in relation to a substantial shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.0% or more;
- (iii) an **“associated company”** means a company in which at least 20.0% but not more than 50.0% of its shares are held by the listed company or group;
- (iv) an **“entity at risk”** means:
- (1) the listed company;
- (2) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or
- (3) an associated company of the listed group that is not listed on the SGX-ST or an approved exchange, provided that the listed group, or the listed group and its interested person(s), has control over the associated company;
- (v) an **“interested person”** means:

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- (1) a director, chief executive officer or Controlling Shareholder of the listed company;
or
- (2) an associate of such director, chief executive officer or Controlling Shareholder;
- (vi) an “**interested person transaction**” or “**IPT**” means a transaction between an entity at risk and an interested person;
- (vii) a “**primary interested person**” means a director, chief executive officer or Controlling Shareholder of the listed company;
- (viii) a “**transaction**” includes:
 - (1) the provision or receipt of financial assistance;
 - (2) the acquisition, disposal or leasing of assets;
 - (3) the provision or receipt of goods or services;
 - (4) the issuance or subscription of securities;
 - (5) the granting of or being granted options; and
 - (6) the establishment of joint ventures or joint investments,whether or not entered into in the ordinary course of business, and whether entered into directly or indirectly.
- (ix) in interpreting the term “**same interested person**” for the purpose of aggregation of the values of all transactions entered into with the same interested person during the same financial year under Rules 905, 906 and 907 of the Catalist Rules, the following applies:
 - (1) Transactions between (A) an entity at risk and a primary interested person; and (B) an entity at risk and an associate of that primary interested person, are deemed to be transactions between an entity at risk with the same interested person.

Transactions between (aa) an entity at risk and a primary interested person; and (bb) an entity at risk and another primary interested person, are deemed to be transactions between an entity at risk with the same interested person if the primary interested person is also an associate of the other primary interested person.
 - (2) Transactions between an entity at risk and interested persons who are members of the same group are deemed to be transactions between the entity at risk with the same interested person.

If an interested person (which is a member of a group) is listed, its transactions with the entity at risk need not be aggregated with transactions between the entity at risk and other interested persons of the same group, provided that the listed interested person and other listed interested persons have boards the majority of whose directors are different and are not accustomed to act on the instructions of the other interested person and have audit committees whose members are completely different; and
- (x) while transactions below S\$100,000 are not normally aggregated under Rules 905 and 906 of the Catalist Rules, the SGX-ST may aggregate any such transaction entered into during the same financial year and treat them as if they were one transaction in accordance with Rule 902 of the Catalist Rules.

9.2 Background

The Current Group is a leading specialist provider of commercial and industrial door and shutter solutions in Singapore and the Southeast Asia region, and its products comprise an extensive range of door and shutter systems which can be tailored to the specific needs and requirements

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of its customers. The Current Group's products include door systems, fire-rated shutter systems and doors for special applications which are widely used across a broad spectrum of industries such as manufacturing, retail, food processing, hospitality, health, education, aerospace, security and defence. The Current Group also provides service and maintenance works for the products supplied or installed by the Current Group or third parties, and sale of production components.

Upon Completion of the Proposed Acquisition, the Targets will become wholly-owned subsidiaries of the Company.

As disclosed in the section titled "Information on the Targets and the Vendors – Business of the Targets" of this Circular and the section titled "History and Business of the Targets – Business Overview" of **Appendix A** to this Circular:

- (a) ABME is a private limited company established in 2009 in Singapore specialising in the fabrication, supply, and installation of structural steel and metal works for both private and public development projects. ABME's structural steel works comprise link ways, shelters, precinct pavilions, trellises, and roof trusses, while its metal works encompass railings and gratings, among other products; and
- (b) IAPL is a private limited company established in 2012 in Singapore specialising in the supply and installation of architectural aluminium products. IAPL's aluminium works comprise windows and door systems, façade works, curtain wall systems, cladding panels and canopies. IAPL operates across multiple sectors, undertaking projects for schools, institutions, commercial developments, condominiums and public housing.

As set out in the sections titled "Information on the Targets and the Vendors – Vendors and their Shareholding Interests in the Targets" and "Information on the Targets and the Vendors – Information on the Vendors and Mr. Tan Poh Tuck" of this Circular, Mr. Tang and Mr. Seow are Vendors under the SPA and are (a) shareholders, and director (in relation to Mr. Seow) of the Teambuild Construction Group of Companies, which carry out the principal businesses of the manufacturing and implementation of prefabricated and prefinished modular units for both public and private property development projects in Singapore; and (b) shareholders and directors of the Teambuild Land Group of Companies, which carry out real estate development activities in Singapore. As ABME and IAPL have been suppliers and/or customers of the Teambuild Construction Group of Companies and/or Teambuild Land Group of Companies, it is intended that such relationships will continue post-Completion of the Proposed Acquisition.

Therefore, such suppliers and/or customers of ABME and IAPL, being associates of Mr. Tang (our Non-Executive Non-Independent Chairman, Director and a Controlling Shareholder of the Company) and Mr. Seow (a Controlling Shareholder of the Company) upon Completion and assuming allotment and issuance of all the Deferred Consideration Shares have been included as the Mandated Interested Persons (as defined below).

Specifically, certain Interested Persons are major customers of the Targets, collectively accounting for approximately 66.9%, 57.2% and 61.0% of the Targets' total combined revenue for FY2023, FY2024 and FY2025, respectively, and certain Interested Persons are also major suppliers to the Targets, collectively accounting for approximately 4.0%, 6.9% and 24.9% of the Targets' total combined supplier expenses for FY2023, FY2024 and FY2025, respectively. Please refer to the section titled "Major Customers and Suppliers" of **Appendix A** to this Circular for further details.

It is also expected that there will be further synergies in project pipeline and cross-selling opportunities, where there are potential opportunities for bundled offerings in design, supply and installation packages, cross-selling of door/shutter systems into steel/aluminium projects and vice versa and potentially higher revenues through integrated proposals for main contractors, which may result in the entities within the Current Group being able to enter into Mandated Transactions with the Mandated Interested Persons.

9.3 Rationale for, and Benefits of the Proposed IPT General Mandate

As disclosed in the section titled “The Proposed Acquisition – Rationale for the Proposed Acquisition and the Proposed Diversification” of this Circular, the Current Group is undertaking the Proposed Acquisition and the Proposed Diversification as part of its strategy to diversify its revenue base and capture new growth opportunities.

It is intended that, subject to (among others) the approvals to be obtained at the EGM from the relevant Shareholders for the Ordinary Resolutions as set out in the Notice of EGM and the Completion of the Proposed Acquisition, the Enlarged Group (including the Targets) will enter and/or continue to enter into, certain recurrent transactions with the Mandated Interested Persons (as defined below) in the ordinary course of business.

Therefore, to ensure that the benefits of the Proposed Acquisition and the Proposed Diversification can materialise, the Board believes that it is in the interests of the Enlarged Group to continue entering into certain recurrent transactions with the Mandated Interested Persons, in the ordinary course of business, provided that such Mandated Transactions are entered into on normal commercial terms, and are not prejudicial to the interests of the Company and its minority Shareholders.

The Proposed IPT General Mandate enables the Enlarged Group to continue to purchase materials and/or procure services from the Mandated Interested Persons, to meet the Enlarged Group’s business and operational needs, and also enables the Enlarged Group to, from time to time, sell products and materials and/or provide services to the Mandated Interested Persons, and to generate revenue and improve the utilisation rate of its production from such transactions.

The Enlarged Group envisages that such Mandated Transactions (as defined below) will occur with some degree of frequency and could arise at any time and from time to time, as they are recurring transactions and are part of the day-to-day operations of the Enlarged Group. In lieu of seeking the specific approval of Shareholders for such contracts which are in the Enlarged Group’s ordinary course of business whenever the need arises and in view of the time-sensitive nature of commercial transactions, the Company is proposing the adoption of the Proposed IPT General Mandate, pursuant to Chapter 9 of the Catalist Rules, to enable the Enlarged Group to enter in the ordinary course of business into the Mandated Transactions with the Mandated Interested Persons, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such transactions.

Specifically, the adoption of the Proposed IPT General Mandate will:

- (a) facilitate the entry into Mandated Transactions with the Mandated Interested Persons in the ordinary course of the Enlarged Group’s businesses;
- (b) give the Enlarged Group the ability to select transactions, suppliers, customers or business relationships on the basis of which provides the best commercial advantage to the Enlarged Group regardless of the Mandated Interested Persons’ relationship as interested persons of the Company; and
- (c) eliminate the need to convene separate general meetings under Chapter 9 of the Catalist Rules, to seek Shareholders’ approval as and when material Mandated Transactions occur, thereby:
 - (i) substantially reducing administrative time and costs associated with the convening of such meetings;
 - (ii) avoiding delay in the execution of the Mandated Transactions which are time-sensitive in nature;
 - (iii) enabling the Enlarged Group to maintain its overall competitiveness and not be disadvantaged as compared to its competitors which may not require Shareholders’ approval to be obtained for entering into such transactions; and

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- (iv) allowing manpower resources and time to be channelled towards attaining corporate objectives rather than to the convening of repeated general meetings.

9.4 Validity Period of the Proposed IPT General Mandate

If the Ordinary Resolution 9 for the adoption of the Proposed IPT General Mandate is approved at the EGM, the Proposed IPT General Mandate will take effect from the date of the passing of such Ordinary Resolution, and will, unless revoked or varied by the Company in a general meeting, continue in force until the date on which the next annual general meeting of the Company is held or required to be held, whichever is the earlier date. Accordingly, it is proposed that the Proposed IPT General Mandate be adopted at the EGM, to take effect until the conclusion of the next annual general meeting of the Company.

Approval from Shareholders will be sought for the renewal of the Proposed IPT General Mandate at the next annual general meeting (or extraordinary general meeting following such annual general meeting) and each subsequent annual general meeting (or extraordinary general meeting following such annual general meeting) of the Company, subject to satisfactory review by the Audit Committee of its continued application to the Mandated Transactions (as defined below).

9.5 Entities at Risk

For the purposes of the Proposed IPT General Mandate, subject to (among others) the approvals to be obtained at the EGM from the relevant Shareholders for the Ordinary Resolutions as set out in the Notice of EGM and the Completion of the Proposed Acquisition, an “**Entity at Risk**” means:

- (a) the Company;
- (b) a subsidiary of the Company (excluding subsidiaries listed on the SGX-ST or an approved exchange); or
- (c) an associated company of the Company (other than an associated company that is listed on the SGX-ST or an approved exchange) over which the Enlarged Group, or the Enlarged Group and its interested person(s), has or have control,

together, the “**EAR Group**”.

9.6 Mandated Interested Persons

The Proposed IPT General Mandate will apply to the transactions that are carried out between any Entity at Risk and the following entities:

Mandated Interested Person	Nature of relationship with the Targets and the Enlarged Group
Asiabuild Engineering & Construction Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include building construction and general contractor works. The shareholders include Mr. Tang (19.11%), Mdm. Seow (10.90%), Mr. Seow (53.50%) and Mr. Seow's Aunt (0.31%), with a collective aggregate shareholding interest of 83.81%.
Heptacon Construction Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include general contractor works, building and engineering, design and consultancy. 100.00% owned by Teambuild Land Pte. Ltd. (“TLPL”). TLPL's shareholders include Mr. Seow (55.28%) and Mdm. Seow (28.53%), with a collective aggregate shareholding interest of

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Mandated Interested Person	Nature of relationship with the Targets and the Enlarged Group
	83.81%.
Spazio Concepts Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include general contractors. 100.00% owned by iCon Services Limited. iCon Services Limited is 90.00% owned by Teambuild Engineering & Construction (International) Limited ("Teambuild E&C International") and 10.00% owned by Hobigreen Limited ("Hobigreen"). Teambuild E&C International is 100.00% owned by TLPL. TLPL's shareholders include Mr. Seow (55.28%) and Mdm. Seow (28.53%), with a collective aggregate shareholding interest of 83.81%. Hobigreen is 100.00% owned by Mr. Tan Pak Nang @ Eo Pak Nang (Eo Pak Nang).
Teambuild Engineering & Construction Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include building construction, including major upgrading works, and general contractor works. The shareholders include Mr. Tang (19.11%), Mdm. Seow (10.89%), Mr. Seow (49.00%), Mr. Seow's Daughter (4.51%) and Mr. Seow's Aunt (0.30%), with a collective aggregate shareholding interest of 83.81%.
Unitech E&C Pte. Ltd. (formerly known as Asiabuild Construction Pte. Ltd.)	A Singapore-incorporated private company limited by shares, which business activities include building construction and scaffolding works. The shareholders include Mr. Tang's Son (15.00%), Mr. Tang's Daughter (15.00%), Mr. Seow (27.00%), Mr. Seow's Son (1.50%) and Mr. Seow's Aunt (0.30%), with a collective aggregate shareholding interest of 58.80%.
Wyn Construction Services Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include building construction and scaffolding works. The shareholders include Mr. Tang (19.11%), Mdm. Seow (10.89%), Mr. Seow (53.51%) and Mr. Seow's Aunt (0.30%), with a collective aggregate shareholding interest of 83.81%.
Wyn Engineering & Construction Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include engineering, design and consultancy. 100.00% owned by CTSL Holdings Pte. Ltd., which is 100.00% owned by Wyn Construction Services Pte. Ltd. (see above).
Wyn2000 Transport & Container Services Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include rental and leasing of freight land transport vehicles. 100.00% owned by Wyn Investment Pte. Ltd. ("WIPL"). WIPL's shareholders include Mr. Tang (28.53%), Mdm. Seow (1.48%), Mr. Seow (53.51%) and Mr. Seow's Aunt (0.30%), with a

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Mandated Interested Person	Nature of relationship with the Targets and the Enlarged Group
	collective aggregate shareholding interest of 83.81%.

the above collectively, the “**Mandated Interested Persons**” and each a “**Mandated Interested Person**”, all being “interested persons” as defined in the Catalist Rules.

9.7 Scope of the Proposed IPT General Mandate

The Proposed IPT General Mandate will not cover any transaction with interested persons which has a value below S\$100,000 as transactions below S\$100,000 are not normally aggregated under Rules 905 and 906 of the Catalist Rules. However, while such transactions below S\$100,000 are not normally aggregated under Rules 905(3) and 906(2) of the Catalist Rules, the SGX-ST may aggregate any such transactions entered into during the same financial year and treat them as if they were one transaction in accordance with Rule 902 of the Catalist Rules.

Transactions with interested persons which do not fall within the ambit of the Proposed IPT General Mandate (including any renewal thereof) will be subject to the applicable provisions of Chapter 9 and/or any other applicable provisions of the Catalist Rules.

9.8 Categories of Mandated Transactions

The categories of transactions to which the Proposed IPT General Mandate will apply, and the benefits to be derived therefrom, comprise the following (the “**Mandated Transactions**”, each a “**Mandated Transaction**”):

- (a) the purchase of materials such as, among others, steel bars and hooks required for the ordinary course of business by the Enlarged Group from the Mandated Interested Persons (the “**Purchase of Goods**”);
- (b) the sale, supply and/or installation of products and materials (including but not limited to doors and roller shutters, structural steel and metal works, and architectural aluminium products) in its ordinary course of business by the Enlarged Group to the Mandated Interested Persons (the “**Sale of Goods**”);
- (c) the procurement of services by the Enlarged Group from the Mandated Interested Persons in relation to (i) transportation; (ii) training of workers; (iii) rental of equipment; and (iv) the arrangement, management and provision of worker’s accommodation (the “**Procurement of Rental Services**”) (collectively, the “**Procurement of Services**”); and
- (d) the provision of sub-contracting on a contractual basis which includes the supply and/or installation of structural steel and metal works, architectural aluminium products as well as maintenance works by the Enlarged Group to the Mandated Interested Persons (the “**Provision of Services**”).

9.9 Methods and Procedures for Mandated Transactions with Mandated Interested Persons

9.9.1 Methods and/or Procedures

To ensure that the Mandated Transactions with the Mandated Interested Persons are undertaken at:

- (a) arm’s length and on normal commercial terms, being consistent with the Enlarged Group’s usual business practices and on price and terms which, taken as a whole, are:
 - (i) not less favourable than those obtained by the Enlarged Group from unrelated third parties (in the case of Purchase of Goods and the Procurement of Services (including the Procurement of Rental Services) by the Enlarged Group);

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- (ii) not more favourable than those extended by the Enlarged Group to unrelated third parties (in the case of Sale of Goods and/or the Provision of Services by the Enlarged Group); or
- (b) in any event on price and terms, which taken as a whole, are not prejudicial to the interests of the Company and the minority Shareholders,

the Company will adopt the following methods and/or procedures:

Purchase of Goods by the Enlarged Group from the Mandated Interested Persons

- (1) When purchasing materials from the Mandated Interested Persons, the Enlarged Group will, whenever possible or available, obtain quotes from at least two (2) other unrelated third-party suppliers for the same or substantially similar type of materials which are reasonably contemporaneous in time, prior to the entry into the transaction with the Mandated Interested Persons. Such comparison shall be made to ensure that the price is not higher than the prevailing market price and the terms offered by the Mandated Interested Persons are no less favourable as compared to those offered by unrelated third-party suppliers. When comparing the price and terms, the Enlarged Group will take into account pertinent factors such as, but not limited to, the nature of the product and materials, delivery schedule, quantity and quality, duration of contract, preferential rates, discounts or rebates for bulk purchases or sales, cost of freight, customer requirements and specifications, the credit terms and the margins which may be generated by the Enlarged Group from the transaction, where applicable.
- (2) In the event that there are no such comparable quotations, the Chief Operating Officer or a senior management staff which may include the Executive Director or the Chief Financial Officer (who must have no interest, direct or indirect, in the Mandated Transaction) will (i) evaluate and weigh the benefits of, and rationale for transacting with the Mandated Interested Persons; and (ii) assess and determine whether the price and terms offered by the Mandated Interested Persons are on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders, after taking into account pertinent factors such as, but not limited to, the nature of the product and materials, delivery schedule, quantity and quality, duration of contract, preferential rates, discounts or rebates for bulk purchases or sales, cost of freight, customer requirements and specifications, the credit terms, and the margins which may be generated by the Enlarged Group from the transaction, where applicable.

Sale of Goods to the Mandated Interested Persons by the Enlarged Group

- (1) When selling and/or installing products and/or supplying materials to the Mandated Interested Persons, the Enlarged Group shall determine the price and terms to be offered to the Mandated Interested Persons based on the price and terms of at least two (2) successful sale transactions of the same or substantially similar type of products and/or materials to its unrelated third-party customers which are reasonably contemporaneous in time.

The price of the products and materials to the Mandated Interested Person shall be carried out at the prevailing market prices offered by the Enlarged Group to the unrelated third-party customers for the same or substantially similar type of products and materials, and the terms offered by the Enlarged Group to the Mandated Interested Persons shall not be more favourable as compared to the terms offered by the Enlarged Group to its unrelated third-party customers. When comparing the price and terms, the Enlarged Group will take into account pertinent factors such as, but not limited to, the quality and specifications, the quantity required, the freight costs, the delivery schedules, the credit terms, the cost of the materials and the gross profit margins, and the prevailing market conditions, where applicable.

- (2) In the event that there is no recent successful sale transactions with unrelated third-party customers for comparison, the Chief Operating Officer or a senior management staff which may include the Executive Director or the Chief Financial Officer (who must have no

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interest, direct or indirect, in the Mandated Transaction) will (i) evaluate and weigh the benefits of, and rationale for transacting with the Mandated Interested Persons; and (ii) assess and determine whether the price and terms to be offered to the Mandated Interested Persons are on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders and in accordance with the usual pricing policies and business practices, after taking into account factors such as, but not limited to, the quality and specifications, the quantity required, the freight costs, the delivery schedules, the credit terms, the cost of the materials and the gross profit margins, the prevailing market conditions and the Enlarged Group's production capacity and resources, where applicable.

Procurement of Services by the Enlarged Group from the Mandated Interested Persons

In relation to the procurement of transportation, training of workers, and rental of equipment by the Enlarged Group from the Mandated Interested Persons

- (1) When procuring services in relation to (i) transportation; (ii) training of workers; and (iii) rental of equipment from the Mandated Interested Persons, the Enlarged Group will, wherever possible and available, obtain quotes from at least two (2) other unrelated third-party suppliers for the same or substantially similar type of services, which are reasonably contemporaneous in time, prior to entry into the transaction with the Mandated Interested Persons. Such comparison shall be made to ensure that the price is not higher than the prevailing market price and the terms offered by the Mandated Interested Persons are no less favourable as compared to those offered by unrelated third-party suppliers. When comparing the price and terms, the Enlarged Group will take into account pertinent factors such as, but not limited to, the volume of services required, the track record, experience and expertise, the duration of the contracts, the availability of such services, and the preferential rates or rebates or discounts in particular, for longer-term contracts, where applicable.
- (2) In the event that there are no such comparable quotations for the same or substantially similar services, the Chief Operating Officer or a senior management staff who may include the Executive Director or the Chief Financial Officer (who must have no interest, direct or indirect, in the Mandated Transaction) will (i) evaluate and weigh the benefits of, and rationale for transacting with the Mandated Interested Persons; and (ii) assess and determine whether the price and terms offered by the Mandated Interested Persons are on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders after taking into account factors such as the volume of services required, the track record, experience and expertise, the duration of the contracts, the availability of such services, and the preferential rates or rebates or discounts in particular, for longer-term contracts, where applicable.

In relation to the Procurement of Rental Services by the Enlarged Group from the Mandated Interested Persons

- (1) The rent payable to the Mandated Interested Persons shall be in line with the prevailing market rental rates for other premises within the vicinity of similar or comparable standing and facilities. In determining whether the premises are similar, the Enlarged Group will take into consideration the size, location and condition of such premises, any inclusion of ancillary services, the tenure of the lease, the area of the leased premises, and any other factors which may reasonably affect the rental rates or the terms of the lease.
- (2) In determining the prevailing market rental rates, the Enlarged Group shall obtain quotes from at least two (2) other unrelated third-party suppliers for premises within the vicinity of similar or comparable standing and facilities, which are reasonably contemporaneous in time, as comparison by making relevant enquiries with unrelated third-party landlords or service providers, obtaining indicative rental rates from publicly available property listing platforms or such service providers, or obtaining relevant reports or reviews published by unrelated third-party property agents (including an independent valuation report by a property valuer, where appropriate) (as the case may be).

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- (3) In the event that there are no such comparable quotations, the Chief Operating Officer or a senior management staff which may include the Executive Director or the Chief Financial Officer (who must have no interest, direct or indirect, in the Mandated Transaction) will (i) evaluate and weigh the benefits of, and rationale for transacting with, the Mandated Interested Persons; and (ii) assess and determine whether the price and terms offered by the Mandated Interested Persons are on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders, after taking into account pertinent factors such as, but not limited to, the size, location and condition of such premises, any inclusion of ancillary services, the tenure of the lease, the area of the leased premises, and any other factors which may reasonably affect the rental rates or the terms of the lease where applicable.
- (4) In general, the Enlarged Group shall only enter into any transaction with the Mandated Interested Person on prices and terms that are not less favourable to the Enlarged Group than those offered by such unrelated third-party landlords or service providers.

Provision of Services by the Enlarged Group to the Mandated Interested Persons

- (1) The sub-contracting services are usually awarded by the main contractors to the Enlarged Group through a competitive tendering process, and the pricing and terms of such contracts are subject to the prevailing market conditions and competitive pressures at the time of tender.
- (2) The quantity surveyor team of the Targets, who will form part of the Enlarged Group upon completion of the Proposed Acquisition, and are familiar with the terms and complexity of the contracts for the Provision of Services will first prepare the initial quotations based on the prevailing market prices and terms offered by the Enlarged Group to its unrelated third-party customers for the same or substantially similar type of services. Pricing for each of the quotation submitted for the tendering process may vary depending on the specific requirements of the project, including the scope, specifications and quantities of materials required (such as the length and dimensions of structural components), which may differ from project to project.

Subject to the prevailing market conditions and competitive pressures, the price and terms may be subject to further commercial negotiation. In the preparation of the final quotation, the Enlarged Group will take into account its internal project budget and assess the expected profit margin from the Provision of Services prior to submission. This approach is applied consistently regardless of whether the customer is a Mandated Interested Person or an unrelated third-party as part of the competitive tendering process.

- (3) Prior to the finalisation of the contract for the Provision of Services with a Mandated Interested Person, the Enlarged Group shall review and determine the price and terms to be offered to the Mandated Interested Persons based on the price and terms of at least two (2) recent successful transactions by the Enlarged Group of the same or substantially similar type of services to its unrelated third-party customers, which are reasonably contemporaneous in time. The price for the Provision of Services shall be carried out at the prevailing market prices offered by the Enlarged Group to the unrelated third-party customers, and the terms offered by the Enlarged Group to the Mandated Interested Persons shall not be more favourable than the terms offered by the Enlarged Group to its unrelated third-party customers. When comparing the price and terms, the Enlarged Group will take into account pertinent factors such as the prevailing market conditions, size and complexity of the contract, scope, specifications and quantities of materials required (such as the length and dimensions of structural components), the retention period and credit terms, the duration of the contracts, and strategic considerations such as the development of new technical know-hows, where applicable.
- (4) In the event that there are no recent similar or substantially similar successful sale transactions with unrelated third-party customers for comparison, the Chief Operating Officer or a senior management staff which may include the Executive Director or the Chief

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Financial Officer (who must have no interest, direct or indirect, in the Mandated Transaction) shall undertake relevant costing analysis to assess whether the gross profit margin to be generated from the proposed transaction is consistent with the Enlarged Group's usual pricing policies and business practices, and shall determine whether the terms to be offered to the Mandated Interested Persons are on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders. The Enlarged Group will take into consideration factors such as the rationale and benefits for the entry into the Mandated Transactions, the utilisation rate of the existing manpower and resource capacity, the prevailing market conditions, size and complexity of the contract, the scope, specifications and quantities of materials required (such as the length and dimensions of structural components), the retention period and credit terms, the duration of the contracts, and strategic considerations such as the development of new technical know-hows, where applicable.

- (5) Taking into consideration the value of the historical transactions and the anticipated quantum of contracts which are expected to increase as a result of the change in business model of the Targets for the Provision of Services following Completion, it would be impractical and operationally inefficient for the Enlarged Group to seek the prior approval of the Audit Committee for each transaction based on a 5.0% NTA threshold. In particular, such transactions may be relatively time-sensitive and require prompt commercial decisions or turnarounds. For illustration purposes, the average contract size between the Enlarged Group and the Mandated Interested Persons for the Provision of Services amounted to approximately S\$2.4 million, representing approximately 30.6% of the latest audited NTA of the Current Group.
- (6) Taking the foregoing into consideration, a review threshold limit of 20.0% of the latest audited NTA of the Current Group has been proposed. Accordingly, the prior approval of the Audit Committee must be sought for any transaction that meets or exceeds such threshold limit relating to the Provision of Services, so as to strike a balance between operational practicality and the need to maintain adequate oversight and governance safeguards over transactions entered into with the Mandated Interested Persons in respect of the Provision of Services.

Combination of Mandated Transactions

In the case of provision and/or procurement of services, the contracts between the Enlarged Group and the Mandated Interested Persons may be for a combination of materials, products and services. In such circumstances, when assessing the price and terms to be offered to or from the Mandated Interested Persons, the Enlarged Group shall take into account the methods and procedures above, including all relevant factors considered, to ensure that the gross profit margins to be generated by the Enlarged Group from such transactions are in line with the usual business practices and norms of the Enlarged Group.

9.9.2 Threshold Limit

The following approval thresholds shall be adopted in respect of the Mandated Transactions:

Types of Mandated Transactions	Value of the Mandated Transaction	Approving Authority
Each of the categories of the Mandated Transactions (save for the Provision of Services)	Below 3.0% of the Current Group ⁹ 's latest audited NTA	Chief Operating Officer or such other senior executive(s) of the Company designated by the Audit Committee from time to time to approve Mandated Transactions in accordance with the approval

⁹ For the purposes of this table in relation to the approval thresholds to be adopted in respect of the Mandated Transactions, where the audited consolidated NTA of the Enlarged Group for 31 December 2026 will be available post-Completion of the Proposed Acquisition, references to the "Current Group" shall refer to the "Enlarged Group" from such time onwards.

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Types of Mandated Transactions	Value of the Mandated Transaction	Approving Authority
		thresholds as set out in this section, provided that each of such senior executive(s) (including the Executive Director or the Chief Financial Officer) are persons who are unrelated to the Mandated Interested Persons (the “ Approving Executives ”)
	Where the value of the transaction or cumulative value equal to or exceeding 3.0%, but below 5.0% of the Current Group’s latest audited NTA	Being the Chief Operating Officer and an Approving Executive
	Where the value of the transaction or cumulative value of the transaction is equal to or exceeds 5.0% of the Current Group’s latest audited NTA	The Audit Committee
Provision of Services by the Enlarged Group to the Mandated Interested Persons	Below 20.0% of the Current Group’s latest audited NTA	Two (2) Approving Executives
	Where the value of the transaction is equal to or exceeds 20.0% of the Current Group’s latest audited NTA.	The Audit Committee

The threshold limits are arrived at with the view to strike a balance between maximising the efficiency of the day-to-day operations of the Enlarged Group, and maintaining adequate internal controls and governance in relation to the Mandated Transactions. The above threshold limits also act as an additional safeguard to supplement the existing approval procedures of the Enlarged Group.

The Approving Executives and the Audit Committee may, as they/it deems fit, request for additional information pertaining to the Mandated Transaction under review from independent sources or advisers, including requesting for an independent financial adviser’s opinion and/or the obtaining of valuations from independent professional valuers.

9.9.3 Abstention from Decision Making in relation to the Mandated Transaction

In the event that any of the Approving Executives or member of the Audit Committee has an interest in the Mandated Transaction, he/she shall abstain from reviewing and approving the Mandated Transaction:

- (a) if any of the Approving Executives has any interest, direct or indirect, in the Mandated Transaction, such Mandated Transaction shall be approved by other Approving Executives who have no interest, direct or indirect, in the Mandated Transaction;

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- (b) if all Approving Executives are deemed interested in the Mandated Transaction, such Mandated Transaction shall be approved by the Audit Committee; or
- (c) if a member of the Audit Committee is deemed to be interested in the Mandated Transaction, he/she shall abstain from participating in the review and approval process of the Audit Committee in relation to that Mandated Transaction.

9.9.4 Other Guidelines and Procedures

In addition to the methods and procedures set out above, the Enlarged Group will implement the following additional guidelines to ensure that the Mandated Transactions carried out under the Proposed IPT General Mandate will be undertaken on normal commercial terms and on terms not prejudicial to the interest of the Company and its minority Shareholders:

- (a) The Company will maintain a register of interested persons and a register of interested person transactions, which shall include the Mandated Transactions and interested person transactions which has a value of not more than S\$100,000, although such transactions are not required to be aggregated under Chapter 9 of the Catalist Rules.
- (b) The Company shall also maintain, in a separate file, documents relating to the Mandated Transactions such as the requisition form, the approval form, and the contracts, to facilitate the review of the Mandated Transactions by the internal auditors and the Audit Committee. The register will also include the basis of entering into the transactions, including the comparative quotations and supporting evidence, as well as any relevant non-quantitative factors which were taken into account.
- (c) The Audit Committee will review the registers and the relevant documents on a semi-annual basis to ascertain the established methods and procedures for the Mandated Transactions have been complied with and the relevant approvals have been obtained to ensure that the Mandated Transactions have been entered into on normal commercial terms and on terms not prejudicial to the interest of the Company and its minority Shareholders.
- (d) The Company's internal auditors shall carry out a review on the Mandated Transactions annually on whether such Mandated Transactions are carried out in compliance of the methods and procedures for the Mandated Transactions and will report its findings to the Audit Committee.
- (e) The internal auditors shall also conduct reviews annually to determine whether the established methods and procedures for Mandated Transactions continue to be appropriate and sufficient to ensure that the Mandated Transactions will be carried out on normal commercial terms and on terms not prejudicial to the interest of the Company and its minority Shareholders.
- (f) If during any of the reviews by the Audit Committee, the Audit Committee is of the view that the established methods and procedures for the Mandated Transactions have become inappropriate or insufficient for whatever reason, such as in the event of changes to the nature of, or manner in which, the business activities of the Enlarged Group or the Mandated Interested Persons are conducted, the Company will seek a fresh mandate from the Shareholders based on new methods and procedures with a view to ensuring that the Mandated Transactions will be carried out at arm's length, on normal commercial terms and will not be prejudicial to the interests of the Company and the minority Shareholders. In such a situation, prior to obtaining the new Shareholders' mandate for the Mandated Transactions, all Mandated Transactions will be reviewed and approved by the Audit Committee.
- (g) The Audit Committee shall, when it deems necessary, have the right to require the appointment of auditors or any independent professionals to review all matters relating to the Proposed IPT General Mandate.

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9.10 Disclosure

The Company will announce the aggregate value of all interested person transactions (including Mandated Transactions pursuant to the Proposed IPT General Mandate) for each financial period which the Company is required to report on pursuant to Rule 705 of the Catalist Rules and within the time required for the announcement of such reports. Disclosure will also be made in the Company's annual report of the aggregate value of all interested person transactions (including Mandated Transactions pursuant to the Proposed IPT General Mandate) entered during the financial year under review in the following format as stipulated under Rule 907 of the Catalist Rules:

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the Catalist Rules)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the Catalist Rules (excluding transactions less than S\$100,000)

10. THE PROPOSED CHANGE OF AUDITORS

10.1 Background and Rationale

In connection with and subject to Completion of the Proposed Acquisition, the Board considers it appropriate to review the appointment of the Auditors in light of the anticipated expansion of the Enlarged Group following completion of the Proposed Acquisition.

The Targets are currently audited by BDO, and the Board is of the view that aligning the Auditors with that of the Targets would facilitate a more efficient and streamlined audit process, enhance consistency in the application of accounting and audit approaches across the Enlarged Group, and enhance coordination and integration of the financial reporting and audit functions following completion of the Proposed Acquisition. In addition, the Board notes that Deloitte, the current auditors of the Company, have served as the Company's Auditors since its initial public offering in 2013. Accordingly, the Board considers that the Proposed Change of Auditors is also consistent with good corporate governance practices relating to periodic audit firm rotation. The appointment of BDO would therefore enable the Enlarged Group to benefit from the firm's familiarity with the businesses of the Targets to be acquired while also bringing fresh professional perspectives in respect of the Enlarged Group's audit and financial reporting processes.

The Proposed Change of Auditors is due neither to, among others, audit opinion or search for a favourable opinion, the dismissal of Deloitte nor Deloitte declining to stand for election.

Following an evaluation of BDO's proposal, the Audit Committee, having considered, among others, the requirements under Rules 712 and 715 of the Catalist Rules, the Audit Quality Indicators Disclosure Framework issued by ACRA, including the adequacy of the resources and experience of BDO and the audit engagement partner assigned to the audit, other audit engagements of BDO, the Enlarged Group's audit requirements, and the size and complexity of the Enlarged Group, including, among others, the nature and type of activities of the Enlarged Group as well as recent developments, and the number and experience of supervisory and professional staff to be assigned to the audit, is of the opinion that BDO is suitable to be appointed as Auditors of the Company. Accordingly, the Board has recommended the appointment of BDO as Auditors of the Company in place of Deloitte.

The quality and scope of audit services to be provided by BDO will be comparable to the services currently provided by Deloitte, save for the inclusion of the Targets as part of the audit for the

Enlarged Group. Accordingly, the Company does not expect the Proposed Change of Auditors to affect the quality of the audit to be undertaken and there will be no change in the scope of the audit to be undertaken with the Proposed Change of Auditors. The Board, having reviewed BDO's fee proposal and credentials and the factors mentioned above, has determined, in consultation with the Audit Committee, that its proposal is suited to meet the audit requirements of the Enlarged Group, and that its proposed professional fees are reasonable and competitive.

In connection with the above, the Company is proposing to appoint BDO to replace Deloitte as the Auditors of the Company subject to the consent of ACRA to the resignation of Deloitte as the Auditors of the Company. BDO, having consented to act, to be appointed as Auditors of the Company in place of Deloitte, with effect from the later of (a) the date of approval of Shareholders in relation to the Proposed Change of Auditors at the EGM; and (b) the day on which ACRA notifies Deloitte and the Company of ACRA's consent on the resignation of Deloitte, and BDO to hold office until the conclusion of the next annual general meeting of the Company, for such fee and on such terms as may be agreed between the Directors and BDO.

The Board wishes to express its appreciation for the past services rendered by Deloitte.

10.2 Information on BDO and the Audit Engagement Partner

The information set out in this Circular on BDO and the audit engagement partner has been provided to the Company by BDO. The Directors have not conducted an independent review or verification of the accuracy of the statements and information set out below.

BDO in Singapore is a member firm of BDO International Limited, a UK company limited by guarantee which has one of the largest international accounting networks with a strong global presence and local roots. BDO's global organisation extends across 169 countries and territories, with over 94,900 people working out of 870 offices. BDO is one of the largest professional services firms in Singapore with more than 750 people of which the audit team size is approximately 350 people and has a wide-ranging clientele base consisting of industries such as marine, construction, shipping, manufacturing, food and beverage, oil and gas, trading, electronics, education and food processing. BDO is a firm of Chartered Accountants in Singapore registered with ACRA and approved under the Accountants Act 2004 of Singapore.

For further details on BDO, please visit its website at <https://www.bdo.com.sg>.

Mr. Yeo Siok Yong ("**Mr. Yeo**") will be the audit engagement partner. Mr. Yeo has more than 23 years' audit experience and in that time has built up a deep knowledge and understanding of the issues and challenges faced by the market. His expertise is in audit and assurance to public companies listed on the SGX-ST and multinational corporations in various industries. His sector experience and focus include industries of retail, agricultural, food and beverages, education, freight and logistics, manufacturing, property development and healthcare and technology. He has been involved in IPO audits (Section 144A and Regulation S offerings under the United States Securities Act 1933 and SGX-ST listings) as well as reverse takeover engagements. Mr. Yeo is a practicing member of the Institute of Singapore Chartered Accountants and is a public accountant registered with ACRA.

The Audit Committee has enquired into whether Mr. Yeo, who will be the audit engagement partner assigned to the audit of the Enlarged Group, has been subjected to the Practice Monitoring Programme review by ACRA and noted that Mr. Yeo has been subjected to and passed the Practice Monitoring Programme review in 2021.

The audit engagement team will consist of approximately four (4) to five (5) members with experience ranging from one (1) to 23 years. BDO has confirmed that the size/experience of the audit team will be suitable for the upcoming audit, and will be relevant i.e. will have experience in auditing companies with similar business activities as the Company.

Neither BDO nor Mr. Yeo has been subject to any current or past restrictions, disciplinary actions and/or conditions imposed by any regulatory authority or professional body in Singapore or elsewhere as at the Latest Practicable Date.

10.3 Compliance with Catalist Rules

10.3.1 Rule 712 of the Catalist Rules

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) Deloitte has confirmed by way of a professional clearance letter dated 4 May 2026 that it is not aware of any professional reasons why BDO should not accept appointment as the Auditors;
- (b) the Company confirms that there are no disagreements with Deloitte on accounting treatments within the last 12 months up to the date of this Circular;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in this Circular;
- (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in section titled “The Proposed Change of Auditors – Background and Rationale” of this Circular. The Proposed Change of Auditors is due neither to the dismissal of Deloitte nor Deloitte declining to stand for election; or any direction by SGX-ST for the existing auditors of the Company to be replaced under Rule 305(1)(eb) of the Catalist Rules; and
- (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of BDO as its Auditors.

10.3.2 Rule 715 of the Catalist Rules

In compliance with Rule 715(1) of the Catalist Rules, following Shareholders' approval of the Proposed Change of Auditors and receipt of ACRA's consent on the resignation of Deloitte, BDO will become the auditors of the Company and its Singapore-incorporated subsidiaries. The Enlarged Group does not have any foreign-incorporated subsidiaries or associated companies.

11. THE PROPOSED CHANGE OF FINANCIAL YEAR END

The Company's current financial year end falls on 30 September, whereas the financial year end of the Targets falls on 31 December. In connection with the Proposed Transactions, it is proposed that the Company change its financial year end from 30 September to 31 December in order to align the financial year end of the Company with that of the Targets following Completion.

Subject to the approval of Shareholders for the Proposed Acquisition, the Company shall change its financial year end such that the first financial period of the Enlarged Group will be from 1 October 2025 to 31 December 2026.

The Company will make further announcements to update Shareholders of the change of financial year end as may be necessary from time to time.

12. OPINIONS AND ADVICE OF THE IFA IN RELATION TO THE PROPOSED ACQUISITION AS AN INTERESTED PERSON TRANSACTION, THE PROPOSED WHITEWASH RESOLUTION AND THE PROPOSED IPT GENERAL MANDATE

The Company has appointed Novus Corporate Finance Pte. Ltd. as the IFA to provide:

- (a) an opinion on whether the Proposed Acquisition as an interested person transaction is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders as required under Rule 921(4)(a) of the Catalist Rules;
- (b) an opinion and advice on whether the proposed issue of the Consideration Shares and the Debt Purchase Consideration Shares pursuant to the Proposed Acquisition, being the subject of the Proposed Whitewash Resolution, is fair and reasonable as required under the Take-over Code; and

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- (c) an opinion on whether the methods or procedures for determining the transaction prices of the Mandated Transactions pursuant to the Proposed IPT General Mandate as set out in the section titled “The Proposed IPT General Mandate – Methods and Procedures for Mandated Transactions with Mandated Interested Persons” of this Circular, if adhered to, are sufficient to ensure that the Mandated Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders as required under Rule 920(1)(b)(v) of the Catalist Rules.

Having regard to the considerations set out in the IFA Letter and the information available to the IFA as at the Latest Practicable Date, the IFA is of the opinion that:

- (i) the Proposed Acquisition as an interested person transaction is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders;
- (ii) on balance, the proposed issue of the Consideration Shares and the proposed issue of the Debt Purchase Consideration Shares pursuant to the Proposed Acquisition, being the subject of the Proposed Whitewash Resolution, are fair and reasonable; and
- (iii) the methods or procedures for determining the transaction prices of the Mandated Transactions as set out in the section titled “The Proposed IPT General Mandate – Methods and Procedures for Mandated Transactions with Mandated Interested Persons” of this Circular, if adhered to, are sufficient to ensure that the Mandated Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

Accordingly, the IFA has advised the Non-conflicted Directors to recommend to the Independent Shareholders (Whitewash) to vote in favour of the Proposed Whitewash Resolution.

As each Shareholder would have different investment objectives and profiles, any Shareholder who may require specific advice in the context of his specific investment objectives or portfolio should consult his bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately. The Non-conflicted Directors wish to highlight that there is no assurance that the price of the Shares will remain at the current levels in the event that the Proposed Acquisition proceeds or does not proceed. The historical trading performance of the Shares serves only as an illustrative guide and should not be relied upon as an indication of the future price performance of the Shares, which will be governed by, among other factors, the performance and prospects of the Current Group, prevailing economic conditions, economic outlook, stock market conditions and sentiment.

Shareholders should read the following extracts in conjunction with, and in the context of, the IFA Letter in its entirety as set out in **Appendix D** to this Circular:

“9.1 The Proposed Acquisition as an IPT and the Proposed Whitewash Resolution

In arriving at our opinion in respect of the Proposed Acquisition as an IPT and the Proposed Whitewash Resolution, we have taken into consideration, inter alia, the following factors summarised below as well as elaborated elsewhere in this Letter. The following should be read in conjunction with, and in the context of, the full text of this Letter:

- (a) *the rationale for the Proposed Acquisition as set out in section 3.1 of the Circular, inter alia, that the Proposed Acquisition would enable the Group to expand into complementary building-related segments, broaden its product offerings and diversify its revenue base beyond the traditional client base, in particular, through participation in Housing Development Board’s upgrading projects. In addition, the Group would be well-positioned from the Proposed Acquisition to benefit from Singapore’s robust construction outlook, which continues to be driven by sustained public sector spending;*
- (b) *the financial assessment of the Proposed Acquisition:*
 - (i) *in respect of the Independent Valuation of the Sale Shares, (1) the Consideration of S\$30.0 million is within the Valuation Range of between approximately S\$27.6*

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million and S\$33.2 million as at the Valuation Date, and is close to the average of the Valuation Range of approximately S\$30.4 million, and (2) the Total Consideration of S\$32.4 million is within the Adjusted Valuation Range of between approximately S\$29.6 million and S\$35.2 million as at the Valuation Date, and is comparable to the average of the Adjusted Valuation Range of approximately S\$32.4 million;

- (ii) *the historical financial performance and financial position of the Targets, particularly, that notwithstanding that the net profit of the Targets had decreased from approximately S\$1.9 million in Targets FY2024 to approximately S\$1.6 million in Targets FY2025, we note that the decrease in profit in Targets FY2025 was mainly due to a lower contribution from IAPL as it shifted its business focus to shorter-term projects. Save for the net cash used in operating activities of approximately S\$0.7 million in Targets FY2023, the Targets recorded net cash from operating activities of approximately S\$0.9 million in Targets FY2024 and approximately S\$2.7 million in Targets FY2025. In Targets FY2025, the Targets had recorded a net increase in cash and cash equivalents of approximately S\$1.8 million, with cash and cash equivalents amounting to approximately S\$3.5 million as at the end of Targets FY2025;*
- (iii) *the Targets recorded a net liability position of approximately S\$3.3 million as at 31 December 2023 and approximately S\$1.2 million as at 31 December 2024 primarily as a result of the COVID-19 pandemic, and recognised a net equity position of approximately S\$0.5 million as at 31 December 2025 primarily as a result of a recovery of business activities following the COVID-19 pandemic. Following the Debt Purchase by the Company, the equity of the Targets would increase from approximately S\$0.5 million as at 31 December 2025 to approximately S\$2.9 million, and correspondingly, the working capital position of the Targets would improve from approximately S\$1.8 million to approximately S\$2.7 million as at 31 December 2025 after adjusting for the Current Outstanding Debt of approximately S\$0.9 million;*
- (iv) *in respect of the Targets Comparable Companies:*
 - (1) *the LTM P/E ratio of the Targets as implied by the Base Consideration, the Initial Consideration, the Consideration and the Total Consideration are as follows:*
 - (aa) *the LTM P/E ratio of the Targets of 7.38 times (as implied by the Base Consideration) is (A) within the range of LTM P/E ratios of the Targets Comparable Companies of between 4.97 times and 66.85 times, (B) and below the mean and median LTM P/E ratios of the Targets Comparable Companies of 9.40 times and 7.99 times, respectively;*
 - (bb) *the LTM P/E ratio of the Targets of 8.86 times (as implied by the Initial Consideration) is (A) within the range of LTM P/E ratios of the Targets Comparable Companies of between 4.97 times and 66.85 times, (B) below the mean LTM P/E ratio of the Targets Comparable Companies of 9.40 times, and (C) above the median LTM P/E ratio of the Targets Comparable Companies of 7.99 times;*
 - (cc) *the LTM P/E ratio of the Targets of 18.46 times (as implied by the Consideration) and 19.94 times (as implied by the Total Consideration) are (A) within the range of LTM P/E ratios of the Targets Comparable Companies of between 4.97 times and 66.85 times, and (B) above the mean and median LTM P/E ratios of 9.40 times and 7.99 times of the Targets Comparable Companies, respectively; and*
 - (dd) *solely for illustration purposes, assuming that (A) the Target FY2026 NPAT of S\$3.16 million is achieved by the Targets in FY2026, the P/E ratios of the Targets of 6.96 times (as implied by the aggregate of the Base Consideration of S\$12.0 million and the Tranche 1 Deferred*

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Consideration of S\$10.0 million) and 7.72 times (as implied by the aggregate of the Initial Consideration of S\$14.4 million and the Tranche 1 Deferred Consideration of S\$10.0 million) would be below the mean and median of the LTM P/E ratios of the Targets Comparable Companies of between 9.40 times and 7.99 times, respectively, and (B) assuming the Target FY2027 NPAT of S\$4.55 million is achieved by the Targets in FY2027, the P/E ratios of the Target of 6.59 times (as implied by the Consideration of S\$30.0 million) and 7.12 times (as implied by the Total Consideration of S\$32.4 million) would be below the mean and median of the LTM P/E ratios of the Targets Comparable Companies of between 9.40 times and 7.99 times, respectively;

- (2) the LTM EV/EBITDA ratio of the Targets as implied by the Base Consideration and the Consideration are as follows:
 - (aa) the LTM EV/EBITDA ratio of the Targets of 6.69 times (as implied by the Base Consideration) is (A) within the range of LTM EV/EBITDA ratios of the Targets Comparable Companies of between 3.78 times and 18.64 times, (B) below the mean LTM EV/EBITDA ratio of the Targets Comparable Companies of 8.06 times, and (C) close to the median LTM EV/EBITDA ratio of the Targets Comparable Companies of 6.44 times; and
 - (bb) the LTM EV/EBITDA ratio of the Targets of 17.62 times (as implied by the Consideration) is (A) within the range of LTM EV/EBITDA ratios of the Targets Comparable Companies of between 3.78 times and 18.64 times, and (B) above the mean and median LTM EV/EBITDA ratios of the Targets Comparable Companies of 8.06 times and 6.44 times, respectively;
- (3) taking into consideration that the Targets operate on an asset light business model and that an earnings-based approach has been considered to be more appropriate than an asset based approach, the P/NAV and the P/Adjusted Targets NAV ratios of the Targets as implied by the Base Consideration and the Consideration, as well as the Initial Consideration and the Total Consideration are set out as follows solely for illustration purposes:
 - (aa) the P/NAV ratios of the Targets of 26.61 times (as implied by the Base Consideration) and 66.52 times (as implied by the Consideration), and the P/Adjusted Targets NAV ratios of the Targets of 5.05 times (as implied by the Initial Consideration) and 11.36 times (as implied by the Total Consideration) are (A) above the range of P/NAV ratios of the Targets Comparable Companies of between 0.49 times and 1.08 times, (B) significantly above the mean and median P/NAV ratios of the Targets Comparable Companies of 0.86 times and 0.92 times, respectively;
- (c) the financial assessment of the Issue Price:
 - (i) the rationale for the Proposed Issue of Consideration Shares and Debt Purchase Consideration Shares which include, among others, that such payment terms would allow the Company to conserve cash reserves, and eliminate future cash outflows which would otherwise be required to repay the Outstanding Debt;
 - (ii) the Issue Price (1) exceeds the closing prices of the Shares during the 2-years period prior to and up to the Last Trading Day, save for the closing price of S\$0.090 on 11 July 2024, (2) represents a significant premium of approximately 60.0% over the VWAP of the Shares for the 2-year period prior to and including the Last Trading Day, (3) represents a premium of 15.9%, 14.3%, 11.1% and 9.6% over the VWAP of the Shares for the one-year, 6-month, 3-month and one-month periods prior to

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and including the Last Trading Day, (4) represents a premium of approximately 6.7% over the closing price of the Shares of S\$0.075 on the Last Trading Day, (5) represents a premium of approximately 11.1% over the VWAP of the Shares of S\$0.072 for the period after the Last Trading Day and up to the Latest Practicable Date; and (6) represents a significant premium of approximately 33.3% over the closing price of the Shares of S\$0.060 on the Latest Practicable Date;

- (iii) *the historical financial performance of the Group, in particular, that the Group recorded a net loss attributable to owners of the Company of approximately S\$2.3 million in FY2023, which increased to approximately S\$2.5 million in FY2024 and subsequently decreased to approximately S\$0.1 million in FY2025. Save for net cash used in operating activities of approximately S\$1.2 million in FY2024, the Group recorded net cash generated from operating activities of approximately S\$0.6 million in FY2023 and approximately S\$0.8 million in FY2025. In FY2025, the Group had recorded a net increase in cash and cash equivalents of approximately S\$2.3 million, with cash and cash equivalents amounting to approximately S\$6.6 million as at the end of FY2025;*
- (iv) *the Issue Price represents a significant premium of (1) approximately 150.0% over the NAV per Share of S\$0.032 as at 30 September 2025, and would value the Group at a P/NAV ratio of 2.50 times, (2) approximately 185.7% over the NTA per Share of S\$0.028 per Share as at 30 September 2025, and would value the Group at a P/NTA ratio of 2.86 times, (3) approximately 100.0% over the Adjusted NAV per Share of S\$0.040, and would value the Group at a P/Adjusted NAV ratio of 2.00 times, (4) approximately 122.2% over the Adjusted NTA per Share of S\$0.036, and would value the Group at a P/Adjusted NTA ratio of approximately 2.22 times, (5) approximately 63.3% over the Diluted Adjusted NAV per Share of S\$0.049, and would value the Group at a P/Diluted Adjusted NAV ratio of 1.63 times, and (6) approximately 66.7% over the Diluted Adjusted NTA per Share of S\$0.048, and would value the Group at a P/Diluted Adjusted NAV ratio of 1.67 times;*
- (v) *in respect of the Group Comparable Companies:*
 - (1) *the Company had recorded a LTM net loss attributable to owners of the Company. Accordingly, the P/E ratio of the Company (as implied by the Issue Price) would not be applicable. Solely for illustrative purposes, the LTM P/E ratios of the Group Comparable Companies are between the range of 5.15 times and 7.80 times, with each of the corresponding mean and median LTM P/E ratios of the Group Comparable Companies at 6.47 times;*
 - (2) *the EV/EBITDA ratio of the Company of 9.07 times (as implied by the Issue Price) is (aa) above the range of the EV/EBITDA ratio of the Group Comparable Companies of between 3.19 times and 5.77 times, and (bb) above the mean and median EV/EBITDA ratios of the Group Comparables Companies of 4.22 times and 3.71 times, respectively; and*
 - (3) *the P/Adjusted NAV ratio of the Company of 2.00 times (as implied by the Issue Price) is (aa) above the range of the P/NAV ratios of the Group Comparable Companies of between 0.34 times and 0.88 times, and (bb) above each of the mean and median of the P/NAV ratios of the Comparable Companies of 0.62 times;*
- (vi) *in respect of the Precedent Transactions:*
 - (1) *the premium of approximately 6.7% (as implied by the Issue Price) over the last transacted price of the Shares on the Last Trading Day is (aa) within the range of the Precedent Transactions of between a discount of 68.8% and a premium of 191.8%, (bb) marginally below the mean premium of the Precedent Transactions of 7.6%, and (cc) above the median premium of the*

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Precedent Transactions of 4.0%;

- (2) *the premium of approximately 9.6% (as implied by the Issued Price) over the VWAP of the Shares for the one-month period prior to and including the Last Trading Day is (aa) within the range of the Precedent Transactions of between a discount of 73.2% and a premium of 267.8%, and (bb) above the mean and median premia of the Precedent Transactions of 3.6% and 1.1%, respectively;*
- (3) *the premium of approximately 15.9% (as implied by the Issue Price) over the VWAP of the Shares for the one-year period prior to and including the Last Trading Day is (aa) within the range of the Precedent Transactions of between a discount of 81.3% and a premium of 294.9%, and (bb) above the mean discount and median premium of the Precedent Transactions of 2.1% and 0.3%, respectively; and*
- (4) *the P/Adjusted NAV ratio of the Company of 2.00 times (as implied by the Issue Price) is (aa) within the range of the P/NAV ratios of the Precedent Transactions of between 0.88 times and 3.85 times, (bb) comparable to the mean P/NAV ratio of the Precedent Transactions of 2.00 times, and (cc) above the median P/NAV ratio of the Precedent Transactions of 1.67 times;*

(vii) in respect of the Ex-RTO Precedent Transactions:

- (1) *the premium of approximately 6.7% (as implied by the Issue Price) over the last transacted price of the Shares on the Last Trading Day is (aa) within the range of the Ex-RTO Precedent Transactions of between a discount of 68.8% and a premium of 191.8%, (bb) marginally below the mean premium of the Ex-RTO Precedent Transactions of 7.4%, and (cc) above the median premium of the Ex-RTO Precedent Transactions of 2.8%;*
- (2) *the premium of approximately 9.6% (as implied by the Issued Price) over the VWAP of the Shares for the one-month period prior to and including the Last Trading Day is (aa) within the range of the Ex-RTO Precedent Transactions of between a discount of 73.2% and a premium of 267.8%, and (bb) above the mean discount and median premium of the Ex-RTO Precedent Transactions of 1.1% and 0.0%, respectively;*
- (3) *the premium of approximately 15.9% (as implied by the Issue Price) over the VWAP of the Shares for the one-year period prior to and including the Last Trading Day is (aa) within the range of the Ex-RTO Precedent Transactions of between a discount of 81.3% and a premium of 294.9%, and (bb) above the mean discount and the median premium of the Ex-RTO Precedent Transactions of 2.5% and 0.2%, respectively; and*
- (4) *the P/Adjusted NAV ratio of the Company of 2.00 times (as implied by the Issue Price) is (aa) within the range of the P/NAV ratios of the Ex-RTO Precedent Transactions of between 0.88 times and 3.85 times, (bb) comparable to the mean P/NAV ratio of the Ex-RTO Precedent Transactions of 2.00 times, and (cc) above the median P/NAV ratio of the Ex-RTO Precedent Transactions of 1.67 times;*

(viii) the financial effects of the Proposed Acquisition, namely, that (1) the share capital of the Group will increase from 290,621,800 issued Shares (excluding treasury shares) as at the Latest Practicable Date, to 470,621,800 issued Shares (excluding treasury shares) upon the Completion and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares, and further increase to 695,621,800 issued Shares upon the allotment and issuance of the maximum number of the Deferred Consideration Shares, (2) the NAV per Share of the Group of approximately 2.49 cents as at 30 September 2025 would increase to

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5.22 cents upon the Completion and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares, and further increase to 6.12 cents upon the allotment and issuance of the maximum number of the Deferred Consideration Shares, and (3) the Group had recorded a loss attributable to owners of the Company of approximately S\$0.1 million in FY2025. Taking into account the one-off professional expenses relating to the Proposed Acquisition of approximately S\$1.5 million, the Enlarged Group would record a loss attributable to owners of the Company of approximately S\$4,000 following the Completion and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares. Shareholders should note that the Deferred Consideration Shares will only be payable to the Vendors in full if the Targets achieve the Target NPATs of S\$7.71 million for FY2026 and FY2027 on an aggregate basis, in accordance with the Deferred Consideration Terms and Conditions, and such Target NPATs had not been considered in the computation of the proforma financial effects;

(d) other relevant considerations as set out in paragraph 7 of this Letter:

- (i) the business outlook of the Group, particularly, that the Proposed Acquisition would enable the Group to broaden its product offerings and participate in a wider scope of construction and upgrading projects through the offering of complementary building solutions, providing the Group with immediate incremental revenue and business opportunities, as well as strengthening the Group's competitive position;
- (ii) the payment terms of the Consideration would align the interests of the Vendors with those of the Enlarged Group, as the payment of the Consideration by the Company is directly linked to the Targets' ability to achieve the Target NPATs. In addition, the Targets will need to continue to demonstrate sustainable profitability post-Completion, in particular, as the Company is only obligated to issue the maximum amount of Deferred Consideration Shares to the Vendors upon the Targets achieving at least the Target NPATs;
- (iii) the Debt Purchase by the Company, particularly, the issuance of the Debt Purchase Consideration Shares would allow the Company to conserve its cash reserves and provide the Company with greater financial flexibility in the future;
- (iv) the Issue Price of the Consideration Shares and the Debt Purchase Consideration Shares are applied uniformly across the Vendors and the creditors;
- (v) the previous fund-raising activities undertaken by the Company, particularly, that (1) the Issue Price is higher than the Placement Price, the Convertible Price, the Rights Price and the Exercise Price, and (2) notwithstanding that the premia as implied by (aa) the Conversion Price over the VWAP in relation to the 2025 Convertible Bonds Issue and (bb) the Exercise Price over the TERP of the Warrants in relation to the 2024 Rights cum Warrants Issue are higher than the premium implied by the Issue Price over the closing price on the Last Trading Day, the premium implied by the Issue Price on the Last Trading Day is more favourable than the discounts as implied by (aa) the Placement Price to the VWAP in relation to the 2025 Placement, (bb) the Rights Price to the VWAP and the TERP in relation to the 2024 Rights cum Warrants Issue, and (cc) the Exercise Price to the VWAP in relation to the 2024 Rights cum Warrants Issue;
- (vi) the dilution impact of the Proposed Acquisition and the Debt Purchase which may result in the shareholdings of the existing Independent Shareholders (excluding the Vendors and Mr. Tan Poh Tuck) being diluted to approximately 33.94%, while Mr. Tang would continue to remain as the single largest Shareholder of the Company following the Proposed Issue of Consideration Shares and Debt Purchase Consideration Shares;

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- (vii) *the implications for the approval of the Proposed Whitewash Resolution, particularly, the Vendor Family Group will be free to acquire further Shares without incurring any obligation under Rule 14 of the Code to make a general offer, and that the Vendor Family Group would obtain statutory control of the Company which will place them in a position to be able to pass all ordinary resolutions on matters in which they (and their associates) are not required to abstain from;*
- (viii) *the support and commitment from the Vendors, particularly, no cash outlay is required to be paid by the Company for the Proposed Acquisition;*
- (ix) *the risk factors as set out in paragraph 7.9 of this Letter and further elaborated in section 1 of Appendix A to the Circular;*
- (x) *moratorium and non-compete undertakings provided by the Vendor Family Group and the Restricted Vendors (as the case may be), as well as the undertaking provided by Mr. Seow in favour of the Company, as set out in paragraph 7.10 of this Letter;*
- (xi) *the inter-conditionality of the Proposed Transactions; and*
- (xii) *the abstention from voting by the relevant parties on the respective resolutions.*

Having regard to the considerations set out above and the information available to us as at the Latest Practicable Date, we are of the opinion that:

- (a) *the Proposed Acquisition as an IPT is on normal commercial terms and is not prejudicial to the interests of the Company and the Independent Shareholders; and***
- (b) *on balance, the Proposed Issue of Consideration Shares and Debt Purchase Shares pursuant to the Proposed Acquisition, being the subject of the Proposed Whitewash Resolution, is fair and reasonable.***

*In determining that the Proposed Whitewash Resolution to be **fair**, we have considered the following pertinent factors:*

- (a) the Consideration is close to the average of the Valuation Range, and the Total Consideration is comparable to the average of the Adjusted Valuation Range;*
- (b) the Issue Price represents a significant premium over the VWAP of the Shares for the 2-years period, and a premium over the VWAP of the Shares for the one-year, 6-month, 3-month and one-month periods prior to and including the Last Trading Day as well as a premium over the VWAP of the Shares for the period after the Last Trading Day and up to the Latest Practicable Date;*
- (c) the Issue Price represents a significant premium over the NAV and NTA of the Company, the Adjusted NAV and NTA of the Company, and the Diluted Adjusted NAV and NTA of the Company, on a per Share basis; and*
- (d) on a pro forma basis, the Enlarged Group would record a reduction in net loss after taking into account the one-off professional expenses and would recognise an improvement of the NAV of the Enlarged Group following the Completion.*

*In determining that the Proposed Whitewash Resolution to be **reasonable**, we have considered the following pertinent factors:*

- (a) in respect of the Targets Comparable Companies, the LTM P/E ratios and the LTM EV/EBITDA ratios of the Targets as implied by the Base Consideration and the Initial Consideration are below the corresponding mean ratios. While the LTM P/E ratios and the LTM EV/EBITDA ratio of the Targets as implied by the Consideration and/or the Total*

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Consideration are above the mean and median ratios of the Targets Comparable Companies, the LTM P/E ratios and the LTM EV/EBITDA ratio of the Targets are within the respective ranges of the Targets Comparable Companies;

- (b) the Deferred Consideration will only be payable to the Vendors in full upon the Targets achieving the Target NPATs in accordance with the Deferred Consideration Terms and Conditions. The P/E ratios of the Targets (as implied by the relevant amount of purchase consideration and the relevant Target NPATs) are below the corresponding mean and median ratios of the Targets Comparable Companies;*
- (c) in respect of the Group Comparable Companies, the EV/EBITDA ratio and the P/Adjusted NAV ratio of the Company as implied by the Issue Price are above the range of the corresponding ratios of the Group Comparable Companies;*
- (d) in respect of the Precedent Transactions and the Ex-RTO Precedent Transactions, notwithstanding that the premium represented by the Issue Price over the last transacted price on the Last Trading Day is marginally below the mean premium of the Precedent Transactions and the Ex-RTO Precedent Transactions, the premium represented by the Issue Price over the last transacted price on the Last Trading Day is above the corresponding median premia of the Precedent Transactions and the Ex-RTO Precedent Transactions, and the premia of the Issue Price over the VWAP of the Shares for the one-month and the one-year periods are above the corresponding mean and median premium/discount of the Precedent Transactions and the Ex-RTO Precedent Transactions. Further, the P/Adjusted NAV ratio of the Company (as implied by the Issue Price) is comparable to the mean of the P/NAV ratios of the Precedent Transactions and the Ex-RTO Precedent Transactions, and is above the median of the P/NAV ratios of the Precedent Transactions and the Ex-RTO Precedent Transactions;*
- (e) notwithstanding that the Group has shown improvement in its financial performance, the Group recorded a net loss attributable to owners of the Company in FY2025 and the Proposed Acquisition of the Targets, which have demonstrated a profitable track record would, inter alia, broaden the Group's product offering and provide new revenue streams beyond the Group's traditional client base; and*
- (f) the Issue Price is higher than the transacted share prices of the previous fund-raising activities undertaken by the Company (i.e., the Placement Price, the Convertible Price, the Rights Price and the Exercise Price). Notwithstanding that the premia as implied by (i) the Conversion Price over the VWAP in relation to the 2025 Convertible Bonds Issue and (ii) the Exercise Price over the TERP of the Warrants in relation to the 2024 Rights cum Warrants Issue are higher than the premium implied by the Issue Price over the closing price on the Last Trading Day, the premium implied by the Issue Price on the Last Trading Day is more favourable than the discounts as implied by (aa) the Placement Price to the VWAP in relation to the 2025 Placement, (bb) the Rights Price to the VWAP and the TERP in relation to the 2024 Rights cum Warrants Issue, (cc) and the Exercise Price to the VWAP in relation to the 2024 Rights cum Warrants Issue.*

Accordingly, we would advise the Non-conflicted Directors to recommend that the Independent Shareholders vote in favour of the Proposed Whitewash Resolution at the EGM.

9.2 The Proposed IPT General Mandate

In arriving at our opinion in respect of the Proposed IPT General Mandate as required under Rule 920(1)(b)(v) of the Catalist Rules, we have considered, inter alia, the Review Procedures set up by the Company, the role of the Audit Committee in enforcing the Review Procedures for the Mandated Transactions pursuant to the Proposed IPT General Mandate, and the rationale for and the benefits of the Proposed IPT General Mandate.

Having regard to the considerations set out in this letter and the information available to us as at the Latest Practicable Date, we are of the opinion that the Review Procedures as set out in section 9.9 of the Circular, if adhered to, are sufficient to ensure that the Mandated Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the Independent Shareholders.

The Non-conflicted Directors should also note that transactions in the Shares are subject to possible market fluctuations and accordingly, our opinions and advice on the Proposed Transactions does not and cannot take into account the future transactions or price levels that may be established for the Shares since these are governed by factors beyond the ambit of our review.

This Letter has been prepared pursuant to Rule 921(4)(a) of the Catalist Rules, the Code and Rule 920(1)(b)(v) of the Catalist Rules and is addressed to the Non-conflicted Directors for their benefit, in connection with and for the purpose of their consideration of the Proposed Transactions only. The recommendations made by the Non-conflicted Directors to the Shareholders in relation to the Proposed Acquisition as an IPT, the Proposed Whitewash Resolution and the Proposed IPT General Mandate shall remain the sole responsibility of the Independent Directors.”

13. STATEMENT FROM THE AUDIT COMMITTEE

The members of the Audit Committee do not have any interests in the Proposed Acquisition and are accordingly deemed to be independent for the purposes of the Proposed Acquisition.

13.1 Statement in relation to the Proposed Acquisition as an Interested Person Transaction

Having considered, among others, the rationale for the Proposed Acquisition, the terms and conditions of the SPA, the financial effects of the Proposed Acquisition, as well as the opinion of the IFA in the IFA Letter, the Audit Committee concurs with the opinion of the IFA and is of the view that, on balance, the Proposed Acquisition as an interested person transaction is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.

13.2 Statement in relation to the Proposed Issue of Certain Shares to Mr. Tang and Mdm. Seow

Having considered, among others, the rationale for the Proposed Acquisition, the terms and conditions of the SPA, the financial effects of the Proposed Acquisition, as well as the opinion of the IFA in the IFA Letter, the Audit Committee is of the view that the Proposed Acquisition as an interested person transaction, is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.

Having considered:

- (a) that the Proposed Issue of Certain Shares to Mr. Tang and Mdm. Seow is for the satisfaction of the Consideration for the Proposed Acquisition;
- (b) that the Proposed Issue of Certain Shares to Mr. Tang is for the satisfaction of the Debt Purchase Consideration for the Debt Purchase Consideration Shares; and
- (c) the rationale for the satisfaction of the Consideration and the Debt Purchase Consideration by way of the allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares as set out in the section titled “The Proposed Acquisition – Allotment and Issuance of the Consideration Shares and the Debt Purchase Consideration Shares – Rationale for the Allotment and Issuance of the Consideration Shares and the Debt Purchase Consideration Shares” of this Circular,

the Audit Committee is of the view that the Proposed Issue of Certain Shares to Mr. Tang and Mdm. Seow is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.

13.3 Statement in relation to the Proposed IPT General Mandate

The Audit Committee has reviewed the terms, rationale and benefits of the Proposed IPT General Mandate, the methods or procedures for determining the transaction prices of the Mandated Transactions as set out in the section titled “The Proposed IPT General Mandate – Methods and Procedures for Mandated Transactions with Mandated Interested Persons” of this Circular and the opinion of the IFA, and concurs with the IFA that the methods or procedures for determining the transaction prices of the Mandated Transactions as set out in the section titled “The Proposed IPT General Mandate – Methods and Procedures for Mandated Transactions with Mandated Interested Persons” of this Circular, if adhered to, are sufficient to ensure that the Mandated Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

13.4 Statement in relation to the Proposed Change of Auditors

The Audit Committee has reviewed the Proposed Change of Auditors and has considered the suitability and independence of BDO to meet the audit requirement of the Enlarged Group, the reasons as elaborated in the section titled “The Proposed Change of Auditors – Background and Rationale” of this Circular and compliance with the requirements of the Catalist Rules. Having satisfied itself, the Audit Committee recommends the Proposed Change of Auditors.

14. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Mr. Tang, the Non-Executive Non-Independent Chairman, Director and a Controlling Shareholder of the Company is one of the Vendors. Mdm. Seow, the wife of Mr. Tang and therefore an associate of Mr. Tang, is also one of the Vendors.

Save as disclosed in this Circular and save for their respective directorships and/or shareholding interests in the Company, none of the Directors or their associates or, as far as the Company is aware, substantial shareholders of the Company or their associates, has any interest, direct or indirect, in the Proposed Transactions.

The interests of the Directors and substantial shareholders in the Shares of the Company, as recorded in the Register of Directors’ Shareholdings and the Register of Substantial Shareholders kept by the Company, respectively, as at the Latest Practicable Date is set out in **Appendix B** to this Circular. The dilution effect of the issuance of the Base Consideration Shares and Debt Purchase Consideration Shares pursuant to Completion and the allotment and issuance of the maximum number of Deferred Consideration Shares pursuant to the payment of the Deferred Consideration to the foregoing shareholdings is also set out therein.

15. DIRECTORS’ RECOMMENDATIONS

The Non-conflicted Directors, in rendering their recommendations, have not had regard to the specific investment objectives, financial situation, tax position or unique needs or constraints of any individual Shareholder. As different Shareholders would have different investment objectives and profiles, the Non-conflicted Directors recommend that any individual Shareholder who may require specific advice in relation to his/her/its specific investment portfolio should consult his/her/its bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately.

The Non-conflicted Directors, having considered and reviewed, among other things, the terms of, rationale for, benefits of, and financial effects of the Proposed Acquisition, the Risk Factors and other investment considerations, the Summarised Valuation Report and the full valuation report issued by the Independent Valuer, the methods and procedures of the Proposed IPT General Mandate, the opinions and advice of the IFA in relation to the Proposed Acquisition as an interested person transaction, the Proposed IPT General Mandate and the Proposed Whitewash Resolution as set out in the IFA Letter and all other relevant facts as set out in this Circular, are of the opinion that:

- (a) the Proposed Acquisition;
- (b) the Proposed Consideration Share Issue;

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- (c) the Proposed Issue of Certain Shares to Mr. Tang;
- (d) the Proposed Issue of Certain Shares to Mdm. Seow;
- (e) the Potential Transfer of Controlling Interest to Mr. Seow;
- (f) the Proposed Debt Purchase Consideration Share Issue;
- (g) the Proposed Whitewash Resolution;
- (h) the Proposed Diversification;
- (i) the Proposed IPT General Mandate; and
- (j) the Proposed Change of Auditors,

are in the best interests of the Company and are not prejudicial to the interests of the minority Shareholders. Accordingly, the Non-conflicted Directors recommend that Shareholders (which for the purposes of the (i) Proposed Acquisition shall mean the Independent Shareholders (Acquisition); (ii) Proposed Whitewash Resolution shall mean the Independent Shareholders (Whitewash); and (iii) Proposed IPT General Mandate shall mean the Independent Shareholders (IPT)) **VOTE IN FAVOUR** of each of the Ordinary Resolutions relating to the Proposed Transactions as set out in the Notice of EGM.

Mr. Tang is interested in and has abstained from making any recommendations in respect of the transactions described in sub-paragraphs (a) to (j) above as these are either transactions (1) involving Mr. Tang and/or his associates and close relatives; or (2) arising from and pursuant to the Proposed Acquisition.

Shareholders, in deciding whether to vote in favour of the Ordinary Resolutions, should read carefully the terms and conditions, the opinions and advice of the IFA, the Summarised Valuation Report, the Independent Market Report and the rationale for, benefits of, and financial effects of the Proposed Transactions.

16. ABSTENTION FROM VOTING

16.1 Proposed Acquisition

Pursuant to Rule 919 of the Catalist Rules, an interested person and any associate of the interested person shall abstain from voting on the resolutions approving the interested person transactions involving themselves and their associates. Such interested persons and their associates shall not act as proxies nor accept appointments as proxies in relation to such resolutions unless specific voting instructions have been given by the Shareholders.

Accordingly, Mr. Tang and his associates (including Mdm. Seow) shall abstain from voting (either in person or by proxy) in respect of Ordinary Resolution 1 relating to the Proposed Acquisition at the EGM. In addition, Mr. Tang and his associates will also decline to accept appointment as proxies for any Shareholder to vote in respect of Ordinary Resolution 1, unless the Shareholder concerned shall have given specific instructions in such Shareholder's Proxy Form as to the manner in which such Shareholder's votes are to be cast.

16.2 Proposed Issue of Certain Shares to Mr. Tang and Mdm. Seow

Rule 804 of the Catalist Rules provides that a director and his associates must abstain from voting on any shareholders' resolutions approving the specific allotment to such director or his associates. In addition, Rule 812(2) of the Catalist Rules provides that persons falling under Rule 812(1) of the Catalist Rules and their associates must abstain from voting on any shareholders' resolutions approving the placement to themselves. Lastly, under Rule 919 of the Catalist Rules, an interested person and any associate of the interested person shall abstain from voting on the resolutions approving the interested person transactions involving themselves and their associates, and such interested persons and their associates shall not act as proxies nor accept appointments as proxies in relation to such resolutions unless specific voting instructions have

been given by the Shareholders.

Accordingly, Mr. Tang and Mdm. Seow shall abstain, and shall procure that his/her associates and nominees abstain, from voting (either in person or by proxy) in respect of Ordinary Resolutions 3 and 4 relating to the Proposed Issue of Certain Shares to Mr. Tang and Mdm. Seow at the EGM. In addition, Mr. Tang, Mdm. Seow and each of their associates will also decline to accept appointment as proxies for any Shareholder to vote in respect of Ordinary Resolutions 3 and 4, unless the Shareholder concerned shall have given specific instructions in such Shareholder's Proxy Form as to the manner in which such Shareholder's votes are to be cast.

16.3 Proposed Whitewash Resolution

As set out in the section titled "The Proposed Whitewash Resolution – Interests of the Vendor Family Group" of this Circular, each of Mdm. Seow and Mr. Seow is a person acting in concert with Mr. Tang for the purposes of Rule 14.1(b) of the Take-over Code and is part of the Vendor Family Group. Pursuant to condition 3(c) of the Whitewash Waiver granted by the SIC on 2 March 2026, the Vendor Family Group, parties acting in concert with them and persons not independent of them will abstain from voting in respect of their Shares on the Proposed Whitewash Resolution at the EGM.

16.4 Proposed IPT General Mandate

Pursuant to Rule 919 of the Catalist Rules, an interested person and any associate of the interested person shall abstain from voting on the resolutions approving the interested person transactions involving themselves and their associates. Such interested persons and their associates shall not act as proxies nor accept appointments as proxies in relation to such resolutions unless specific voting instructions have been given by the Shareholders.

Accordingly, Mr. Tang and his associates (including Mdm. Seow) shall abstain from voting (either in person or by proxy) in respect of Ordinary Resolution 9 relating to the Proposed IPT General Mandate at the EGM. In addition, Mr. Tang and his associates will also decline to accept appointment as proxies for any Shareholder to vote in respect of Ordinary Resolution 9, unless the Shareholder concerned shall have given specific instructions in such Shareholder's Proxy Form as to the manner in which such Shareholder's votes are to be cast.

Mr. Seow is not an existing Shareholder and as at the Latest Practicable Date, is not directly or indirectly interested in any Shares. He will, however, be an interested person following Completion of the Proposed Acquisition and assuming the allotment and issuance of the maximum number of Deferred Consideration Shares. In this regard, for the purposes of good corporate governance and to the extent applicable, he and his associates shall abstain from voting at the EGM in respect of Ordinary Resolution 9 relating to the Proposed IPT General Mandate. Further, Mr. Seow and his associates shall not act as proxies nor accept appointments as proxies in relation to such resolutions unless the Shareholder concerned shall have given specific instructions in such Shareholder's Proxy Form as to the manner in which such Shareholder's votes are to be cast.

16.5 Votes Disregarded

Pursuant to Rule 1203 of the Catalist Rules, the Company will disregard any votes cast on a resolution by any persons required to abstain from voting by the Catalist Rules.

17. EXTRAORDINARY GENERAL MEETING

17.1 Extraordinary General Meeting

The EGM will be held at 86 International Road, Singapore 629176, Level 3 on 29 May 2026 at 10.00 a.m., for the purpose of considering and, if thought fit, passing the Ordinary Resolutions in respect of the Proposed Transactions as set out in the Notice of EGM.

17.2 Inter-conditionality of Resolutions

In voting for the Ordinary Resolutions set out in the Notice of EGM, Shareholders should note that each of Ordinary Resolutions 1 to 10 is inter-conditional, and none of these resolutions will be proceeded with in the event any such Ordinary Resolution is not passed. The Ordinary Resolutions are inter-conditional as the subject matter of the Ordinary Resolutions is substantially related and forms part of the Current Group's strategy for the Proposed Transactions.

18. ACTION TO BE TAKEN BY SHAREHOLDERS

18.1 Documents

This Circular will be sent to the Shareholders solely by electronic means via publication on the Company's website and will also be made available on SGXNet. Printed copies of this Circular will not be sent to Shareholders. The Notice of EGM, Proxy Form and request form to request for a printed copy of this Circular will be available to Shareholders by electronic means via publication on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL: <http://www.qdsglobal.com.sg>. Printed copies of the Notice of EGM, Proxy Form and request form will be sent by post to Shareholders.

Minutes of the EGM will be provided within one (1) month after the EGM on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL: <http://www.qdsglobal.com.sg>.

18.2 Questions

Shareholders, including SRS Investors, can submit questions in advance of the EGM.

Submission of substantial and relevant questions in advance of the EGM. Shareholders, including SRS Investors, can submit substantial and relevant questions related to the Ordinary Resolutions to be tabled for approval at the EGM to the Chairman of the Meeting, in advance of the EGM, in the following manner:

- (a) by email to srs.teamd@boardroomlimited.com; and/or
- (b) by post to the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632,

in either case, **by 10.00 a.m. (Singapore time) on 20 May 2026** (being seven (7) calendar days from the date of the Notice of EGM). When sending in questions by post or email, please also include the following details: (i) full name (for individuals) / company name (for corporates); (ii) the member's identification number / registration address; (iii) email address; (iv) contact number; and (v) shareholding type and number of Shares held (e.g. via SRS and/or scrip), failing which the Company shall be entitled to regard the submission as invalid.

Shareholders (including SRS Investors) and, where applicable, appointed proxy(ies) can also ask live at the EGM substantial and relevant questions related to the Ordinary Resolutions to be tabled for approval at the EGM by attending the EGM physically.

Addressing questions. The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM by publishing the responses to such questions on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL: <http://www.qdsglobal.com.sg> **by 10.00 a.m. (Singapore time) on 23 May 2026** (being at least 48 hours prior to the closing date and time for lodgment of Proxy Form) (the "Pre-EGM Reply"). The Company will address those substantial and relevant questions which have not already been addressed in the Pre-EGM Reply, as well as those received live at the EGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

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The Company will publish the minutes of the EGM on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL: <http://www.gdsglobal.com.sg> within one (1) month from the date of EGM, and the minutes will include the responses to substantial and relevant questions from Shareholders which are addressed during the EGM.

18.3 Proxy Form

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy(ies) to attend, speak and vote on his/her/its behalf, he/she/it should complete, sign and return the Proxy Form in the following manner:

- (a) if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Pte. Ltd. at srs.proxy@boardroomlimited.com; or
- (b) if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632,

in each case, **by 10.00 a.m. (Singapore time) on 26 May 2026 (not less than 72 hours before the time appointed for holding the EGM).**

A Shareholder who wishes to submit an instrument appointing a proxy(ies) by post or via email can download a copy of the Proxy Form from SGXNet and the Company's website, and complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

If no specific direction as to voting or abstentions from voting is given, in respect of an Ordinary Resolution, the appointed proxy(ies) will vote or abstain from voting at his/her/its discretion (except where mentioned otherwise in this Circular, or where the Chairman of the EGM is appointed as the Shareholder's proxy, in which case the appointment of the Chairman of the EGM as the Shareholder's proxy for the Ordinary Resolution will be treated as invalid). If the appointor is a corporate, the Proxy Form must be executed under its common seal or the hand of its duly authorised officer or attorney. Persons who have an interest in the approval of the Ordinary Resolution must decline to accept their appointment as proxies unless the Shareholder concerned has specific instructions in his/her/its Proxy Form as to the manner in which his/her/its votes are to be cast in respect of such Ordinary Resolution.

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM (i.e. **10.00 a.m. (Singapore time) on 26 May 2026**), as certified by CDP to the Company.

SRS Investors may participate in the EGM by (a) attending the EGM in person; (b) raising questions at the EGM or submitting questions in advance of the EGM; and (c) voting at the EGM either themselves personally or through their duly appointed proxy(ies). SRS Investors who wish to appoint the Chairman of the EGM (and not third-party proxy(ies)) as proxy should approach their SRS Operators to submit their votes by **10.00 a.m. on 19 May 2026**, being seven (7) working days prior to the date of the EGM.

19. RESPONSIBILITY STATEMENTS

19.1 Responsibility Statement by the Directors

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Transactions, the Current Group, the Targets and/or the Enlarged

Group and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

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

19.2 Responsibility Statement by the Sponsor and Financial Adviser

SAC Capital Private Limited, the Sponsor and Financial Adviser to the Company, confirms that to the best of its knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Transactions, the Current Group, the Targets and/or the Enlarged Group, and SAC Capital Private Limited is not aware of any facts the omission of which would make any statement in this Circular misleading.

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

20. CONSENTS

- 20.1** SAC Capital Private Limited, the Sponsor and Financial Adviser to the Company in respect of the Proposed Acquisition, has given and has not withdrawn its written consent to the issue of this Circular, with the inclusion herein of its name and all references thereto, and the statements attributed to it in the section titled “Working Capital, Liquidity and Capital Resources” of **Appendix A** to this Circular, each in the form and context in which they are included in this Circular, and to act in such capacity in relation to this Circular.
- 20.2** Novus Corporate Finance Pte. Ltd., the IFA, has given and has not withdrawn its written consent to the issue of this Circular, with the inclusion herein of its name and all references thereto, as well as the IFA letter as set out in **Appendix D** to this Circular and all references thereto, and the statements attributed to it in the section titled “Opinions and Advice of the IFA in relation to the Proposed Acquisition as an Interested Person Transaction, the Proposed Whitewash Resolution and the Proposed IPT General Mandate” of this Circular, each in the form and context in which they are included in this Circular, and to act in such capacity in relation to this Circular.
- 20.3** Navi Corporate Advisory Pte Ltd, the Independent Valuer in respect of the valuation of the Sale Shares for the Proposed Acquisition, has given and has not withdrawn its written consent to the issue of this Circular, with the inclusion herein of its name and all references thereto, as well as the Summarised Valuation Report as set out in **Appendix E** to this Circular and all references thereto, and the statements attributed to it in the section titled “Information on the Targets and the Vendors – Independent Valuation of the Sale Shares” of this Circular, each in the form and context in which they are included in this Circular, and to act in such capacity in relation to this Circular.
- 20.4** BDO LLP, the Independent Auditors to the Targets, has given and has not withdrawn its written consent to the issue of this Circular, with the inclusion herein of its name and all references thereto, as well as the “Independent Auditors’ Report and Audited Combined Financial Information of Asiabuild Metal Engineering Pte. Ltd. and Integrated Aluminium Pte. Ltd. for the Financial Years ended 31 December 2023, 2024 and 2025” as set out in **Appendix F** to this Circular and the “Independent Auditors’ Assurance Report and Unaudited Pro Forma Consolidated Financial Information of Enlarged Group for the Financial Year ended 30 September 2025” as set out in **Appendix G** to this Circular, in the form and context in which they are included in this Circular and all references thereto, and the statements attributed to it in the section titled “The Proposed Change of Auditors – Information on BDO and the Audit Engagement Partner” of this Circular, each in the form and context in which they are included in this Circular, and to act in such capacity in relation to this Circular.

- 20.5** Converging Knowledge Pte. Ltd., the Industry Consultant has given and has not withdrawn its written consent to the issue of this Circular, with the inclusion herein of its name and all references thereto, as well as the Independent Market Report as set out in **Appendix H** to this Circular and all references thereto, and the statements attributed to it in the section titled “Prospects, Trends, Business Strategies and Future Plans” of this Circular, each in the form and context in which they are included in this Circular and to act in such capacity in relation to this Circular.
- 20.6** Deloitte & Touche LLP, the Reporting Auditors to the Company, has given and has not withdrawn its written consent to the issue of this Circular, with the inclusion herein of its name and all references thereto, in the form and context in which they are included in this Circular and to act in such capacity in relation to this Circular.
- 20.7** Each of the Legal Adviser to the Company as to Singapore Law, the Legal Adviser to the Sponsor and Financial Adviser as to Singapore Law, the Share Registrar and the Principal Banker do not make, or purport to make, any statement in this Circular or any statement upon which a statement in this Circular is based and, to the maximum extent permitted by law, expressly disclaim and take no responsibility for any liability to any person which is based on, or arises out of, the statements, information or opinions in this Circular.

21. INTERESTS OF THE SPONSOR AND FINANCIAL ADVISER, IFA, INDEPENDENT VALUER AND INDUSTRY CONSULTANT

In the reasonable opinion of the Directors, the Company does not have any material relationship with SAC Capital Private Limited (save for its role as the Sponsor and Financial Adviser to the Company), Novus Corporate Finance Pte. Ltd. (save for its role as the IFA in relation to the Proposed Acquisition as an interested person transaction, the Proposed Whitewash Resolution and the Proposed IPT General Mandate), Navi Corporate Advisory Pte Ltd (save for its role as the Independent Valuer) and Converging Knowledge Pte. Ltd. (save for its role as the Industry Consultant).

22. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at 86 International Road, Singapore 629176, during normal business hours for a period of three (3) months from the date of this Circular:

- (a) the Constitution of the Company;
- (b) the Annual Report of the Company for FY2025;
- (c) the respective audited financial statements of each Target for FY2023, FY2024 and FY2025;
- (d) the SPA;
- (e) the professional clearance letter dated 4 May 2026 issued by Deloitte to BDO;
- (f) the letter from BDO to the Company in respect of its consent to act as auditors;
- (g) the letters of consent referred to in the section titled “Consents” of this Circular;
- (h) the IFA Letter as set out in **Appendix D** to this Circular;
- (i) the Summarised Valuation Report as set out in **Appendix E** to this Circular, and the full valuation report dated 13 May 2026 on the Targets;
- (j) the “Independent Auditors’ Report and Audited Combined Financial Information of Asiabuild Metal Engineering Pte. Ltd. and Integrated Aluminium Pte. Ltd. for the Financial Years ended 31 December 2023, 2024 and 2025” as set out in **Appendix F** to this Circular;

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- (k) the “Independent Auditors’ Assurance Report and Unaudited Pro Forma Consolidated Financial Information of Enlarged Group for the Financial Year ended 30 September 2025”, as set out in **Appendix G** to this Circular; and
- (l) the Independent Market Report as set out in **Appendix H** to this Circular.

Yours faithfully

For and on behalf of the Board of Directors of
GDS GLOBAL LIMITED

Lee Pei Fang (Gina)
Executive Director

APPENDIX A – ADDITIONAL INFORMATION ON THE TARGETS

1. BACKGROUND

1.1 Key Corporate Information on the Targets

Asiabuild Metal Engineering Pte. Ltd. (Company Registration No. 200901932W) is a private company limited by shares incorporated in Singapore on 3 February 2009 under the Companies Act, with an issued and fully paid-up share capital of S\$700,000 comprising 700,000 ordinary shares.

As at the date of this Circular, the Vendors, collectively, are the legal and beneficial owners of 100% of the shares in ABME. Please refer to the section titled “Letter to Shareholders – Information on the Targets and the Vendors – Vendors and their Shareholding Interests in the Targets” of this Circular for further details on the shareholding of ABME.

Integrated Aluminium Pte. Ltd. (Company Registration No. 201209800N) is a private company limited by shares incorporated in Singapore on 19 April 2012 under the Companies Act, with an issued and fully paid-up share capital of S\$500,000 comprising 500,000 ordinary shares.

As at the date of this Circular, the Vendors, collectively, are the legal and beneficial owners of 100% of the shares in IAPL. Please refer to the section titled “Letter to Shareholders – Information on the Targets and the Vendors – Vendors and their Shareholding Interests in the Targets” of this Circular for further details on the shareholding of IAPL.

1.2. Structure of the Targets

The Targets do not have any subsidiaries, subsidiary entities, associated companies or associated entities.

As at the date of this Circular, no person has, or has the right to be given, an option to subscribe for or purchase any securities or securities-based derivatives in either of the Targets.

As at the Latest Practicable Date, none of the Targets are listed on any stock exchange or have applied for any listing on any stock exchange.

1.3. Share Capital of the Targets

As at the date of this Circular, there is only one (1) class of shares in the capital of the Targets, being ordinary shares. There are no founder, management, deferred or unissued shares in the capital of the Targets. The existing shares of the Targets do not carry voting rights which are different from those to be acquired pursuant to the Proposed Acquisition. The rights of and privileges attached to the shares of the Targets are stated in the constitutions of the Targets.

As at the date of this Circular, no person has, or has the right to be given, an option to subscribe for any securities in either of the Targets.

Changes in Share Capital or Equity Interest

Save as disclosed below, there were no changes in the issued and paid-up share capital and/or equity interests in the Targets or any issue of the shares and/or equity interests in the Targets for a consideration other than cash within the three (3) years preceding the Latest Practicable Date.

Date of issue / change	Number of shares issued	Consideration	Purpose of issue / change	Resultant issued shares / share capital	Parties to which shares were issued
IAPL					

APPENDIX A – ADDITIONAL INFORMATION ON THE TARGETS

Date of issue / change	Number of shares issued	Consideration	Purpose of issue / change	Resultant issued shares / share capital	Parties to which shares were issued
8 October 2024	100,396 ordinary shares	S\$100,396.00	Allotment	500,000 ordinary shares, S\$500,000	Seow Seng Wei
	38,216 ordinary shares	S\$38,216.00	Allotment		Tang Hee Sung
	18,837 ordinary shares	S\$18,837.00	Allotment		Seow Heng Choo
	16,190 ordinary shares	S\$16,190.00	Allotment		Lee Kay Sin
	16,190 ordinary shares	S\$16,190.00	Allotment		Lee Keh Ha
	6,561 ordinary shares	S\$6,561.00	Allotment		Siow Kong Cheong @ Seow Kuan Chong
	3,007 ordinary shares	S\$3,007.00	Allotment		Siow Mee Cheong @ Seow Hon Cheong
	603 ordinary shares	S\$603.00	Allotment		Shiow Moi Moi @ Seow Lian Moi

Significant Changes in Percentage of Ownership

Save as disclosed below, there were no other significant changes in the percentage of ownership in the Targets within the three (3) years preceding the Latest Practicable Date:

Date of transfer	Transferor	Transferee	Number of shares transferred / Percentage of shares transferred	Transfer price / Consideration
ABME				
18 August 2023	Seow Whye Pheng ⁽¹⁾	Seow Seng Wei	17,569 ordinary shares / 2.51%	S\$5,020.00
		Tang Hee Sung	6,688 ordinary shares / 0.96%	S\$1,911.00
		Seow Heng Choo	3,298 ordinary shares / 0.47%	S\$943.00
		Lee Kay Sin	2,833 ordinary shares / 0.40%	S\$809.00

APPENDIX A – ADDITIONAL INFORMATION ON THE TARGETS

Date of transfer	Transferor	Transferee	Number of shares transferred / Percentage of shares transferred	Transfer price / Consideration
		Lee Keh Ha	2,833 ordinary shares / 0.40%	S\$809.00
		Siow Kong Cheong @ Seow Kuan Chong	1,148 ordinary shares / 0.16%	S\$328.00
		Seow Mee Cheong @ Seow Hon Cheong	526 ordinary shares / 0.08%	S\$150.00
		Shiow Moi Moi @ Seow Lian Moi	105 ordinary shares / 0.02%	S\$30.00
15 July 2025	Seow Mee Cheong @ Seow Hon Cheong ⁽²⁾	Seow Seng Wei	10,529 ordinary shares / 1.50%	S\$20,000.00
15 July 2025	Siow Kong Cheong @ Seow Kuan Chong ⁽³⁾	Seow Seng Wei	12,625 ordinary shares / 1.80%	S\$10,000.00
		Seow Heng Choo	10,329 ordinary shares / 1.48%	S\$10,000.00
20 November 2025	Seow Seng Wei	Tang Hee Sung	100,000 ordinary shares / 14.29%	S\$242,000.00
		Tan Jun Lip Darren	11,236 ordinary shares / 1.61%	S\$27,191.12
		Tang Yeong Hui	7,491 ordinary shares / 1.07%	S\$18,128.22
		Tan Hong Chee	3,745 ordinary shares / 0.54%	S\$9,062.90
20 November 2025	Tang Hee Sung	Tan Jun Lip Darren	4,013 ordinary shares / 0.57%	S\$9,711.46
		Tang Yeong Hui	2,675 ordinary shares / 0.38%	S\$6,473.50
		Tan Hong Chee	1,338 ordinary shares / 0.19%	S\$3,237.96
20 November 2025	Seow Heng Choo	Tan Jun Lip Darren	2,288 ordinary shares / 0.33%	S\$5,536.96
		Tang Yeong Hui	1,525 ordinary shares / 0.22%	S\$3,690.50
		Tan Hong Chee	763 ordinary shares / 0.11%	S\$1,846.46
20 November 2025	Shiow Moi Moi @ Seow Lian Moi ⁽⁴⁾	Lee Keh Ha	1,981 ordinary shares / 0.28%	S\$4,794.02
		Tan Jun Lip	63 ordinary	S\$152.46

APPENDIX A – ADDITIONAL INFORMATION ON THE TARGETS

Date of transfer	Transferor	Transferee	Number of shares transferred / Percentage of shares transferred	Transfer price / Consideration
		Darren	shares / 0.01%	
		Tang Yeong Hui	42 ordinary shares / 0.01%	S\$101.64
		Tan Hong Chee	21 ordinary shares / 0.00%	S\$50.82
20 November 2025	Lee Kay Sin	Tan Jun Lip Darren	1,700 ordinary shares / 0.24%	S\$4,114.00
		Tang Yeong Hui	1,133 ordinary shares / 0.16%	S\$2,741.86
		Tan Hong Chee	567 ordinary shares / 0.08%	S\$1,372.14
20 November 2025	Lee Keh Ha	Tan Jun Lip Darren	1,700 ordinary shares / 0.24%	S\$4,114.00
		Tang Yeong Hui	1,134 ordinary shares / 0.16%	S\$2,744.28
		Tan Hong Chee	566 ordinary shares / 0.08%	S\$1,369.72
IAPL				
18 August 2023	Seow Whye Peng ⁽⁵⁾	Seow Seng Wei	7,530 ordinary shares / 1.51%	S\$5020.00
		Tang Hee Sung	2,866 ordinary shares / 0.57%	S\$1911.00
		Seow Heng Choo	1,413 ordinary shares / 0.28%	S\$941.00
		Lee Kay Sin	1,214 ordinary shares / 0.24%	S\$810.00
		Lee Keh Ha	1,214 ordinary shares / 0.24%	S\$810.00
		Siow Kong Cheong @ Seow Kuan Chong	492 ordinary shares / 0.10%	S\$328.00
		Seow Mee Cheong @ Seow Hon Cheong	226 ordinary shares / 0.05%	S\$150.00

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Date of transfer	Transferor	Transferee	Number of shares transferred / Percentage of shares transferred	Transfer price / Consideration
		Shiow Moi Moi @ Seow Lian Moi	45 ordinary shares / 0.01%	S\$30.00
15 July 2025	Seow Mee Cheong @ Seow Hon Cheong ⁽⁶⁾	Seow Seng Wei	7,518 ordinary shares / 1.48%	S\$10,000.00
15 July 2025	Siow Kong Cheong @ Seow Kuan Chong ⁽⁷⁾	Seow Seng Wei	9,022 ordinary shares / 1.80%	S\$5,000.00
		Seow Heng Choo	7,381 ordinary shares / 1.48%	S\$5,000.00
20 November 2025	Seow Seng Wei	Tang Hee Sung	71,450 ordinary shares / 14.29%	S\$55,900.00
		Tan Jun Lip Darren	8,026 ordinary shares / 1.61%	S\$6,279.00
		Tang Yeong Hui	5,351 ordinary shares / 1.07%	S\$4,186.00
		Tan Hong Chee	2,675 ordinary shares / 0.54%	S\$2,093.00
20 November 2025	Tang Hee Sung	Tan Jun Lip Darren	2,866 ordinary shares / 0.57%	S\$2,242.00
		Tang Yeong Hui	1,911 ordinary shares / 0.38%	S\$1,495.00
		Tan Hong Chee	955 ordinary shares / 0.19%	S\$747.00
20 November 2025	Seow Heng Choo	Tan Jun Lip Darren	1,634 ordinary shares / 0.33%	S\$1,278.00
		Tang Yeong Hui	1,089 ordinary shares / 0.22%	S\$852.00
		Tan Hong Chee	545 ordinary shares / 0.11%	S\$426.00
20 November 2025	Shiow Moi Moi @ Seow Lian Moi ⁽⁸⁾	Lee Keh Ha	1,417 ordinary shares / 0.28%	S\$1,109.00
		Tan Jun Lip	45 ordinary	S\$35.00

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Date of transfer	Transferor	Transferee	Number of shares transferred / Percentage of shares transferred	Transfer price / Consideration
		Darren	shares / 0.01%	
		Tang Yeong Hui	30 ordinary shares / 0.01%	S\$23.00
		Tan Hong Chee	15 ordinary shares / 0.00%	S\$12.00
20 November 2025	Lee Kay Sin	Tan Jun Lip Darren	1,214 ordinary shares / 0.24%	S\$950.00
		Tang Yeong Hui	810 ordinary shares / 0.16%	S\$634.00
		Tan Hong Chee	405 ordinary shares / 0.08%	S\$317.00
20 November 2025	Lee Keh Ha	Tan Jun Lip Darren	1,215 ordinary shares / 0.24%	S\$951.00
		Tang Yeong Hui	809 ordinary shares / 0.16%	S\$633.00
		Tan Hong Chee	405 ordinary shares / 0.08%	S\$317.00

Notes:

- (1) Immediately after the share transfers on 18 August 2023, Mr. Seow Whye Pheng no longer held any shares in ABME.
- (2) Immediately after the share transfer on 15 July 2025, Mr. Seow Mee Cheong @ Seow Hon Cheong no longer held any shares in ABME.
- (3) Immediately after the share transfers on 15 July 2025, Mr. Siow Kong Cheong @ Seow Kuan Chong no longer held any shares in ABME.
- (4) Immediately after the share transfers on 20 November 2025, Mdm. Shiow Moi Moi @ Seow Lian Moi no longer held any shares in ABME.
- (5) Immediately after the share transfers on 18 August 2023, Mr. Seow Whye Pheng no longer held any shares in IAPL.
- (6) Immediately after the share transfers on 15 July 2025, Mr. Seow Mee Cheong @ Seow Hon Cheong no longer held any shares in IAPL.
- (7) Immediately after the share transfers on 15 July 2025, Mr. Siow Kong Cheong @ Seow Kuan Chong no longer held any shares in IAPL.
- (8) Immediately after the share transfers on 20 November 2025, Mdm. Shiow Moi Moi @ Seow Lian Moi no longer held any shares in IAPL.

2. HISTORY AND BUSINESS OF THE TARGETS

2.1 History

A summary of the key development milestones of the Targets is as follows:

Year	Event
2009	ABME was incorporated as a metal works contractor and registered with BCA.
2011	ABME obtained bizSAFE Level 3 Certificate from WSH Council.
2012	ABME obtained the Specialist Builder (Structural Steelwork) Licence (Licensing Code: SB(SS)) and was entered into the Register of Licensed Builders on BCA's website.

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Year	Event
2013	ABME became an Accredited Structural Steel Fabricator (Category S3) under the Structural Steel Fabricators' Accreditation Scheme by the Singapore Structural Steel Society. IAPL obtained bizSAFE Level 3 Certificate from WSH Council.
2015	IAPL was registered with BCA.
2017	IAPL applied for and was successful in its application for specific product type (IAPL's Bronze Anodised Extruded Aluminium Casement Windows with 12" Friction Stay) to be listed in the HDB Materials List.
2025	ABME obtained OHSMS-202501 Certificate for ISO 45001:2018 for its safety management system. IAPL obtained bizSAFE Level 4 Certificate from WSH Council.

2.2 Business Overview

2.2.1 Principal Activities

ABME is a private limited company established in 2009 in Singapore specialising in the fabrication, supply, and installation of structural steel and metal works for both private and public development projects. ABME's structural steel works comprise link ways, shelters, precinct pavilions, trellises, and roof trusses, while its metal works encompass railings and gratings, among other products.

IAPL is a private limited company established in 2012 in Singapore specialising in the supply and installation of architectural aluminium products. IAPL's aluminium works comprise windows and door systems, façade works, curtain wall systems, cladding panels and canopies. IAPL operates across multiple sectors, undertaking projects for schools, institutions, commercial developments, condominiums and public housing.

Collectively, the Targets provide complementary construction solutions within the building and infrastructure value chain, with a focus on structural steel, metal and architectural aluminium works. The Targets typically operate as sub-contractors engaged by main contractors, and their businesses are project-based in nature, with revenue derived primarily from contracts awarded for specific construction projects.

2.2.2 Chronological Process

(a) Project Sourcing and Award

The Targets typically undertake projects as specialist sub-contractors appointed by main contractors. In sourcing and securing new customers, the Targets rely on, among others, business contact referrals as well as participation in quotation exercises and tenders. Projects are generally secured through a quotation or request-for-proposal process, including for public sector projects awarded by government bodies or statutory boards. In such cases, the Targets will contribute their participation to the main contractor in tenders governed by applicable public sector procurement frameworks and requirements. Upon award, the scope of works, contract sum, specifications, construction programme and payment terms are formalised under a sub-contract or work order.

(b) Project Planning and Coordination

Following contract award, the Targets carry out detailed project planning and coordination, including the review of designs, drawings and specifications issued by consultants or the main contractor, preparation and submission of drawings, method statements and work schedules (where required), and the procurement of materials, products and/or equipment in accordance with approved specifications and contractual requirements. Procurement activities typically involve sourcing from approved or pre-qualified suppliers, placing

purchase orders, monitoring lead times and coordinating deliveries to align with the project construction programme.

Upon the award of a contract, a project team will be assembled, which typically consists of a project-in-charge, project quantity surveyor and a technical adviser, all of whom manage the project on a full-time basis. The project team is responsible for formulating the project execution plan, which sets out the functions and responsibilities of the parties involved, procurement of materials and products, manpower and construction schedules, as well as project budgeting and costing. The project team generally meets on a bi-monthly basis to review progress, monitor key deliverables, and ensure that the project is managed effectively and in accordance with the agreed requirements.

Materials, products and fabricated components procured for the projects are generally subject to inspection, testing and verification to ensure compliance with contractual specifications, applicable standards and project requirements. This may include factory acceptance tests, material certification, sample submissions, mock-ups, site inspections and testing during installation, as well as rectification works where required. For public sector projects in particular, the process may involve additional technical standards, submission and approval procedures, audit or inspection regimes and workplace safety and health requirements imposed by the relevant authorities or statutory boards, which may result in longer lead times or additional compliance obligations.

As part of this process, the Targets also engage sub-contractors to provide specialised services such as fabrication, supply of materials, and the delivery of specific products or components required for the projects. These sub-contractors are selected based on their technical capabilities, pricing of services, track record, and compliance with project specifications and regulatory requirements, and their work is closely monitored to ensure alignment with the overall project schedule and quality standards.

(c) Fabrication, Supply and Installation

For projects involving fabrication, such as structural steel, metal works or architectural aluminium products, fabrication is carried out in accordance with approved drawings and technical specifications. Fabricated components are delivered to the site in line with the approved programme and schedule. Installation works are coordinated with the main contractor and other trades and are typically carried out in stages to align with the overall project timeline. The works are subject to inspections, testing and approvals by the main contractor, consultants and, where applicable, representatives of the relevant public authority.

(d) Variation Works Orders

During the course of a project, the Targets may be required to undertake additional works that are not specified in the original contract specifications or to implement variations to the original scope of works. Such variations may arise from written instructions issued by the main contractor, typically in the form of variation works orders, requiring additions, modifications or omissions to the sub-contract works. As these works fall outside the scope of the original contract, the variation works orders are separately documented and acknowledged by the relevant parties, with the applicable rates and corresponding adjustments to the contract value discussed, negotiated and agreed on a case-by-case basis.

(e) Completion, Inspection and Payment

Upon completion of the installation works, the Targets carry out rectification of defects, if any, and comply with the handover and completion requirements under the sub-contract. Final acceptance of the works is typically subject to inspection and certification by the main contractor or customer.

Payments are generally made on a progressive basis based on the value of work completed and certified, in accordance with the payment terms set out in the relevant

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contracts and are to be made in compliance with the requirements of the Building and Construction Industry Security of Payment Act 2004 of Singapore, including the submission of payment claims and the certification and payment timelines prescribed thereunder.

However, a portion of the contract sum may be withheld or retained (typically five per cent. (5.0%) to 10.0%, including where there are delays in the submission of required documents or deliverables under the sub-contract. Any such retained sums are typically released upon fulfilment of the relevant contractual requirements or, where applicable, upon expiry of the defects liability period, in accordance with the terms of the sub-contract and applicable project requirements. Such defects liability periods typically range from 12 to 18 months and typically commence from the date of completion of the full project.

3. DIRECTORS AND EMPLOYEES OF THE TARGETS

3.1 Current Directors and Executive Officers of the Targets

Directors of the Targets

As at the Latest Practicable Date, the following table sets out the directors of the Targets and the proposed directors upon Completion of the Proposed Acquisition:

	Current Directors	Directors upon the Completion of the Proposed Acquisition
ABME	Mr. Seow Chai Hing Mr. Lee Kay Sin	Mr. Kenny Zhang Ms. Goh Joo San
IAPL	Mr. Tan Pak Nang @ Eo Pak Nang (Eo Pak Nang) Mr. Lee Kay Sin	Mr. Kenny Zhang Ms. Goh Joo San

No new Directors will be appointed to the Company.

Executive Officers of the Targets

As at the Latest Practicable Date:

- (a) the management team of ABME comprises Mr. Bernard Wee, the general manager, and Mr. Lau Chuen King, the project manager; and
- (b) the management of IAPL comprises Mr. Tan Pak Nang @ Eo Pak Nang (Eo Pak Nang), the executive director.

Following Completion, the management teams of the Targets shall comprise mainly Mr. Bernard Wee and Mr. Lau Chuen King, who will continue to manage the business of the Targets, with the oversight of the Executive Director and the Executive Officers of the Company. Mr. Tan Pak Nang @ Eo Pak Nang (Eo Pak Nang) will be resigning as executive director of IAPL following Completion.

No new Executive Officers will be appointed to the Company.

3.2 Employees of the Targets

As at the Latest Practicable Date, all of the Targets' employees are based in Singapore where they are headquartered. The following table sets forth the breakdown of the employees by activity as at the end of each of FY2023, FY2024 and FY2025:

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Function ⁽¹⁾	As at 31 December		
	2023	2024	2025
Management	3	3	3
Project supervision and operations	10	10	11
Technical	5	3	3
Contract quantity surveyors	5	3	4
General labour	66	62	55
Total	89	81	76

Note:

- (1) As the Targets utilised shared corporate services provided by Interested Persons (including human resource, administrative, finance and information technology services) for each of FY2023, FY2024 and FY2025, the Targets do not employ any employees for such functions.

The Targets do not employ a significant number of temporary or part-time employees. None of the full-time employees are unionised or covered by any collective bargaining agreements. There was no significant change to the total number of employees during the Period Under Review, save there was a decrease in general labour due to a change in the business model to more short-term contracts.

As at the Latest Practicable Date, except for contributions to CPF in Singapore, the Targets have not set aside or accrued any amounts for their employees, to provide for pension, retirement or other similar benefits.

The relationship and co-operation between the management and staff have been good and are expected to continue and remain as such in the future. There has not been any incidence of work stoppages or labour disputes which affected the Targets' operations.

As at the Latest Practicable Date, save for the relationship between the Vendor Family Group and the Directors, Executive Officers or substantial shareholders of the Company as disclosed in this Circular, none of the full-time employees of the Targets have any familial relationships to the Directors, Executive Officers or substantial shareholders of the Company.

Any new employment of related employees and the proposed terms of their employment will be subject to the review and approval of the Remuneration Committee. In the event that a member of the Remuneration Committee is related to the employee under review, he/she will abstain from the review.

4. AWARDS AND ACCREDITATIONS

The Targets have received the following awards, accreditations and certifications:

Name of award, accreditation or certification	Awarding organisation	Obtained by	Date of expiry / next renewal
Products listing in HDB Materials List, including: Product Type: Aluminium Casement Window with Integrated Top-Hung at Bath/WC (Abutting A/C Ledge); Brand: Integrated Aluminum;	Housing and Development Board ("HDB")	IAPL	24 July 2026

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Name of award, accreditation or certification	Awarding organisation	Obtained by	Date of expiry / next renewal
Model: Casement Window with Integrated Top Hung - Powder Coated Aluminium Window (Colours RAL 9002/9003/7012/7045/6020/8028); Brand: IAPL; Model: Axalta - Window Restrictor for Noise Mitigation (Casement Window); Brand: AGW; Model: TZ556-140			
bizSAFE Level 3 Certificate	Workplace Safety and Health Council ("WSH Council")	ABME	6 August 2027
Accredited Structural Steel Fabricator under the Structural Steel Fabricators' Accreditation Scheme S3: Building, industrial plant or portal structures of up to 20m in height; Large span portal, bridges or trusswork of up to 20m in span	Singapore Structural Steel Society	ABME	13 December 2027
OHSMS-202501 Certificate for ISO 45001:2018	International Accreditation Forum (IAF) and Singapore Accreditation Council (SAC)	ABME	31 August 2028
bizSAFE Level 4 Certificate	WSH Council	IAPL	21 October 2028

5. QUALITY CONTROL AND ASSURANCE

The Targets place great emphasis on the quality aspects of all projects.

To ensure the quality of projects, the Targets ensure that all parties working collectively have the relevant experience and proven track records. For projects, at each stage of the project up to the handing over, regular inspections are conducted to ensure that each stage is managed according to the project specifications and the prescribed procedures and methods.

The Targets have obtained various certifications, as described in the section titled "Awards and Accreditations" of this **Appendix A**, including bizSAFE certifications recognising that the Targets' work activity and processes are in compliance with the requirements in the WSH (Risk Management) Regulations 2007 of Singapore. Further, ABME has obtained ISO 45001:2018 accreditation, certifying that its quality management systems are in accordance with the requirements of the ISO 45001:2018 standards for the fabrication, supply and installation of structural steel and metal works.

The Targets' quality management systems are set up with clear procedures of management system planning, support, operation and performance evaluation. The Targets' staff will be required to follow such procedures. The quality control measures adopted by the Targets include the following:

(a) Designation of a project team

Upon the award of a contract, a project team will be assembled, which typically consists of a project-in-charge, project quantity surveyor and a technical adviser, all of whom

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manage the project on a full-time basis. The project team is responsible for formulating the project execution plan, which sets out the functions and responsibilities of the parties involved, procurement of materials and products, manpower and construction schedules, as well as project budgeting and costing. The project team generally meets on a bi-monthly basis to review progress, monitor key deliverables, and ensure that the project is managed effectively and in accordance with the agreed requirements.

(b) Timely response to address customers' concerns

The Targets' project teams will contact their customers to provide updates on works progress and to resolve any issues identified in the projects and to also receive feedback from the customers. In addition, where appropriate, a technical team will be ready to provide any breakdown maintenance, to ensure that any emergency cases from customers can be attended to timely.

(c) Control over procurement of materials, products and equipment

The Targets have in place procedures for selecting their suppliers, and maintains an approved list of suppliers which is updated on a regular basis, based on appropriate assessment criteria determined by the Targets, which include pricing, quality of materials or equipment provided, service standards, timeliness of delivery, financial performance, and ability to comply with the Targets' requirements and specifications. The Targets will typically arrange for sample inspection of the materials, products and/or equipment upon their arrival. Please refer to the paragraph on procurement and testing of materials in the section titled "History and Business of the Targets – Business Overview – Chronological Process – Project Planning and Coordination" of this **Appendix A** for the procurement policies of materials, products and/or equipment. The Targets' suppliers are generally responsible for replacing any materials which do not meet the relevant specifications or standards and any associated costs incurred.

6. MAJOR CUSTOMERS AND SUPPLIERS

6.1 Major Customers

The Targets' customer base comprises mainly main contractors which engage them as their sub-contractors and delegate certain works to them, including but not limited to supply and installation of metal and/or steel works, supply of labour tools and materials for window replacement works, supply and installation of aluminium windows, fabrication, supply, delivery and installation of metal works including panel roofing, window, door and external works, external aluminium works and structural steel work, supply and installation of spreader beam for tower crane and supply and installation of façade, aluminium and glazing works.

The customers who account for 5.0% or more of the Targets' total combined revenue during the Period Under Review are set out below:

Customer name	Products / services provided	As a percentage of total combined revenue (%)		
		FY2023	FY2024	FY2025
Chiu Teng Construction Co. Pte. Ltd.	Sub-contracting services	6.5	12.2	4.4
Heptacon Construction Pte. Ltd. ⁽¹⁾	Sub-contracting services	-	-	7.0
Pacific East Construction Pte. Ltd. (formerly known as IMAX)	Sub-contracting services	5.8	-	-

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Customer name	Products / services provided	As a percentage of total combined revenue (%)		
		FY2023	FY2024	FY2025
Modular Pte. Ltd.) ⁽²⁾				
LBD Engineering Pte. Ltd.	Sub-contracting	12.6	12.7	11.3
Precise Development Pte. Ltd.	Sub-contracting services	0.1	5.0	4.3
Spazio Concepts Pte. Ltd. ⁽³⁾	Sub-contracting services	-	-	5.8
Customer A ⁽⁴⁾	Sub-contracting services	-	-	5.3
Teambuild Engineering & Construction Pte. Ltd. ⁽⁵⁾	Sub-contracting services	61.2	57.2	48.2
Customer B ⁽⁶⁾	Sub-contracting services	5.1	0.6	4.2
W'Ray Construction Pte. Ltd.	Sub-contracting services	2.5	5.8	3.7

Notes:

- (1) Heptacon Construction Pte. Ltd. is an entity within the Teambuild Land Group of Companies and a Mandated Interested Person.
- (2) Pacific East Construction Pte. Ltd. (formerly known as IMAX Modular Pte. Ltd.) is an entity within the Teambuild Construction Group of Companies. Its shareholders are Mr. Seow (75.00%) and Mr. Lee Kay Sin (25.00%) and is therefore, an interested person of the Targets. For the avoidance of doubt, Pacific East Construction Pte. Ltd. (formerly known as IMAX Modular Pte. Ltd.) is not an Interested Person of the Enlarged Group on Completion of the Proposed Acquisition as Mr. Seow will only be a Controlling Shareholder of the Company upon the allotment and issuance of the maximum number of Deferred Consideration Shares.
- (3) Spazio Concepts Pte. Ltd. is an entity within the Teambuild Land Group of Companies and a Mandated Interested Person.
- (4) Customer A is a local construction company registered with the BCA, with a repertoire of projects spanning the public and private sectors, from residential, commercial, industrial to institutional projects. For the avoidance of doubt, consent has not been granted by Customer A to be named in this Circular in light of its confidentiality considerations.
- (5) Teambuild Engineering & Construction Pte. Ltd. is an entity within the Teambuild Construction Group of Companies and a Mandated Interested Person.
- (6) Customer B is a local construction company registered with the BCA, with a portfolio ranging from government institutional to housing projects. For the avoidance of doubt, consent has not been granted by Customer B to be named in this Circular in light of its confidentiality considerations.

Save as disclosed above, none of the customers accounted for 5.0% or more of the Targets' total combined revenue for the Period Under Review.

The Targets generally do not have recurring contracts with their customers, and most of the projects are awarded on a project-by-project and potentially one-off basis. Due to the Targets' revenue being derived on a project-by-project basis, a customer that accounts for a significant proportion of a Target's revenue in a particular financial year may not generate a similar amount of revenue in other financial years. For the avoidance of doubt, there are no long-term or exclusive contracts with customers. However, the Targets have a proven track record of working with repeat customers, which make up more than 80.0% of their total combined revenue during the Period Under Review.

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To the best of the Directors' knowledge and belief, as at the Latest Practicable Date, they are not aware of any information or arrangement which would lead to a cessation or termination of the current relationship with any of the major customers described above.

Save as disclosed above, as at the Latest Practicable Date, the Directors are of the opinion that the Targets' business and profitability are not materially dependent on any industrial, commercial or financial contract with any customer and will not be materially affected by the loss of any single customer.

As at the Latest Practicable Date, save as disclosed above and in the sections titled "Letter to Shareholders – Proposed IPT General Mandate" of this Circular and "Interested Person Transactions" and "Potential Conflict of Interests" of this **Appendix A**, none of the directors, executive officers, substantial shareholders of the Enlarged Group or any of their respective associates has any interest, direct or indirect, in the major customers of the Targets. The Targets intend to continue to enter into similar transactions with the relevant Mandated Interested Persons under the Proposed IPT General Mandate, subject to obtaining of the approval required from the Independent Shareholders (IPT). Such transactions will be subject to the review procedures under the Proposed IPT General Mandate as set out in the section titled "Letter to Shareholders – Proposed IPT General Mandate – Methods and Procedures for Mandated Transactions with Mandated Interested Persons" of this Circular.

6.2 Major Suppliers

Suppliers of goods and services which are specific to the business of the Targets and are required on a regular basis to enable the Targets to continue carrying on their business mainly include (a) suppliers of products, materials and equipment including, but not limited to, steel construction materials and fabricated aluminium and/or metal products; and (b) suppliers of sub-contracting services including, but not limited to, supply of skilled labour, hand tools, equipment and accessories for the installation of aluminium works and windows and supply of labour and tools for metal and structural steel works.

The suppliers who account for 5.0% or more of the Targets' total combined supplier expenses during the Period Under Review are set out below:

Supplier name	Products / services supplied	As a percentage of total combined supplier expenses (%)		
		FY2023	FY2024	FY2025
CH Steel Supplies Pte. Ltd.	Materials	5.3	5.7	4.2
Jin Ming Construction Pte. Ltd.	Sub-contracting services	2.6	9.4	3.1
Sinjin International Pte. Ltd.	Sub-contracting services	0.9	5.3	5.3
Spazio Concepts Pte. Ltd. ⁽¹⁾	Sub-contracting services	-	-	18.8
SY Alloy Pte. Ltd.	Materials / fabricated goods	5.2	6.2	1.4
Teng Xing Engineering Pte. Ltd.	Materials / fabricated goods	-	3.1	10.6

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Supplier name	Products / services supplied	As a percentage of total combined supplier expenses (%)		
		FY2023	FY2024	FY2025
Wyn Engineering & Construction Pte. Ltd. ⁽²⁾	(a) Storage and other related services; and (b) services relating to the arrangement, management and provision of worker's accommodation.	4.0	6.9	6.1
Xiamen Deli International Trade Co. Ltd.	Materials / fabricated goods	18.5	11.0	12.7

Notes:

- (1) Spazio Concepts Pte. Ltd. is an entity within the Teambuild Land Group of Companies and a Mandated Interested Person.
- (2) Wyn Engineering & Construction Pte. Ltd. is an entity within the Teambuild Construction Group of Companies and a Mandated Interested Person.

Save as disclosed above, there is no other supplier who accounted for 5.0% or more of the Targets' total combined supplier expenses in the Period Under Review.

The Targets generally do not enter into long-term or exclusive contracts with any of their suppliers so as to allow the Targets the flexibility to evaluate and select suppliers who are able to provide higher-quality materials or services at competitive prices. For the avoidance of doubt, there are no such contracts with suppliers.

To the best of the Directors' knowledge and belief, as at the Latest Practicable Date, they are not aware of any information or arrangement which would lead to a cessation or termination of the current relationship with any of the major suppliers described above.

Save as disclosed above, as at the Latest Practicable Date, the Directors are of the opinion that the Targets' business and profitability are not materially dependent on any industrial, commercial or financial contract with any supplier and will not be materially affected by the loss of any single supplier.

As at the Latest Practicable Date, save as disclosed above and in the sections titled "Letter to Shareholders – Proposed IPT General Mandate" of this Circular and "Interested Person Transactions" and "Potential Conflict of Interests" of this **Appendix A**, none of the directors, executive officers, substantial shareholders of the Enlarged Group or their respective associates has any interest, direct or indirect, in the major suppliers of the Targets. The Targets intend to continue to enter into similar transactions with the relevant Mandated Interested Persons under the Proposed IPT General Mandate, subject to obtaining of the approval required from the Independent Shareholders (IPT). Such transactions will be subject to the review procedures under the Proposed IPT General Mandate as set out in the section titled "Letter to Shareholders – Proposed IPT General Mandate – Methods and Procedures for Mandated Transactions with Mandated Interested Persons" of this Circular.

7. CREDIT MANAGEMENT

7.1 Credit Terms to the Targets' Customers

The Targets have implemented credit control policies and procedures to manage their credit exposure and mitigate credit risk. As part of the preliminary assessment of a project, the Targets conduct credit evaluations and background checks prior to accepting new work orders, and

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perform periodic reviews of customers' creditworthiness. Credit terms and limits are determined based on factors such as the customer's financial standing, contract value, payment history and length of relationship with the Targets.

Material overdue payments are closely monitored and assessed on a case-by-case basis, taking into account the customer's payment history, financial position, business relationship and prevailing economic conditions. Follow-up actions to recover overdue amounts include active engagement and regular communication with customers.

The Targets assess expected credit losses ("**ECL**") on their trade and other receivables using a 12-month ECL model, with adjustments made where credit losses are assessed to be immaterial. ECL is determined by reference to historical loss rates for different customer ageing brackets, adjusted for forward-looking information and relevant macroeconomic factors. In addition, the Targets perform a comprehensive assessment of credit risk, taking into account the customer's operating performance, cash flow position and other relevant factors.

Allowances or write-offs are recognised where customers are assessed to be in significant financial difficulty and recovery is unlikely, based on a case-by-case evaluation of the customer's financial position and past default experience.

For each of FY2023, FY2024 and FY2025, the Targets recorded no expected combined credit loss on trade receivables and contract assets, respectively. For the Period Under Review, the credit terms granted by the Targets to their customers generally ranged from approximately 14 to 30 days from the issue of invoices. However, the trade receivables' turnover days typically exceed 30 days as some of the customers may take a longer time to process payment due to their payment certification procedures.

The Targets have adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Targets perform on-going credit evaluation of its counterparties' financial condition and generally do not require collaterals. The Targets manage this risk by monitoring the credit ratings and limiting the aggregate financial exposure to any individual country party. The allowance for impairment of trade receivables and bad debts written-off for the Period Under Review were as follows:

(S\$'000)	FY2023	FY2024	FY2025
Balance as at beginning of financial year	1,086	-	-
Bad receivables written off	(459)	-	-
Loss allowance recovered on trade receivables	(627)	-	-
Balance as at end of financial year	-	-	-

The bad debts written off in FY2023 related to a settlement agreement with a customer. This write-off followed a commercial assessment aimed at recovering a portion of the outstanding balance and mitigating the risk of further losses.

The average trade receivables' turnover days for the Targets for the Period Under Review were as follows:

	FY2023	FY2024	FY2025
Average trade receivables' turnover (days) ⁽¹⁾	74.0	34.4	43.9

Note:

- (1) The average trade receivables' turnover days for FY2023, FY2024 and FY2025 is calculated on the basis of average trade receivables divided by revenue, and multiplying by the number of days in the relevant year or period (i.e., 365 days). Average trade receivable balances are based on the average of the opening and closing trade receivable balances for the relevant financial year/period.

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The higher trade receivables' turnover days for FY2023 was primarily attributable to a higher opening balance of outstanding receivables arising from prolonged collection with the aforementioned customer. During FY2023, the Targets reached a settlement agreement for a partial repayment and elected to write off the residual carrying amounts to minimise further potential losses.

As at the Latest Practicable Date, the Targets had collected S\$1.80 million of the S\$2.34 million of the trade receivables which were outstanding as at 31 December 2025. The Targets do not foresee any difficulty in collecting the outstanding trade receivables.

7.2 Credit Terms from the Targets' Suppliers

The Targets' supplier expenses are recognised based on (a) materials, products and equipment delivered to site; and (b) provision of sub-contracting services. Trade payables are recorded when invoices are received from suppliers in accordance with the purchase order or contract as agreed between the Targets and their suppliers. The payment terms granted by the Targets' suppliers vary and are dependent on various factors, such as the contract value, past transactions with the suppliers and the length of the Targets' relationships with them. Generally, the credit terms granted by the suppliers range from 30 to 90 days from the date of issue of the invoice.

The average trade payables' turnover days for the Targets the Period Under Review were as follows:

	FY2023	FY2024	FY2025
Average trade payables' turnover (days) ⁽¹⁾	90.2	65.1	58.7

Note:

(1) The average trade payables' turnover days for FY2023, FY2024 and FY2025 is calculated on the basis of average trade payables divided by the cost of sales and multiplying by the number of days in the relevant year or period (i.e., 365 days). Average trade payable balances are based on the average of the opening and closing trade payable balances for the relevant financial year/period.

8. INVENTORY MANAGEMENT

Due to the nature of the Targets' business, they do not carry substantial inventory or maintain an ongoing inventory of raw materials in the ordinary course. Generally, the Targets purchase inventories on an as-needed basis in accordance with the project specifications.

9. ORDER BOOK

As at the Latest Practicable Date, based on contracts and purchase orders secured by the Targets, the order books of the Targets amounted to approximately S\$24.4 million, out of which the order books in relation to Heptacon Construction Pte. Ltd., Spazio Concepts Pte. Ltd. and Teambuild E&C amounted to approximately S\$0.6 million, S\$6.7 million and S\$5.6 million respectively.

Barring unforeseen circumstances, the orders are expected to be fulfilled over 2026 to 2028. These figures exclude progress payments billed to customers and accrued revenue and other revenue recognised up to the Latest Practicable Date, based on the percentage of completion method.

The Targets' order books as at any particular date is subject to changes in customers' transactions or project schedules, as well as possible termination of services, and may not be indicative of their revenue for any succeeding period. Accordingly, the order books as at any particular date may not be relied upon as an accurate indication of the Targets' revenue for future periods.

10. RESEARCH AND DEVELOPMENT

The Targets do not generally undertake any research and development activities.

11. PROPERTIES AND FIXED ASSETS

11.1 Properties

As at the Latest Practicable Date, the Targets do not own or lease any immovable property.

Notwithstanding, the Targets procure services from an Interested Person, Wyn Engineering & Construction Pte. Ltd., including (a) storage and other related services at 31 Tuas South Street 5, Singapore 637381; and (b) services relating to the arrangement, management and provision of worker's accommodation. Please refer to the sections titled "Letter to Shareholders – The Proposed IPT General Mandate" of this Circular, "Major Customers and Suppliers – Major Suppliers" and "Interested Person Transactions – Present and Ongoing Interested Person Transactions" of this **Appendix A** for further details.

11.2 Plant and Equipment

Details on the plant and equipment of the Targets are described in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this **Appendix A** and also the relevant notes in the "Independent Auditors' Report and Audited Combined Financial Information of Asiabuild Metal Engineering Pte. Ltd. and Integrated Aluminium Pte. Ltd. for the Financial Years ended 31 December 2023, 2024 and 2025" and "Independent Auditors' Assurance Report and Unaudited Pro Forma Consolidated Financial Information of Enlarged Group for the Financial Year ended 30 September 2025", set out in **Appendices F and G** to this Circular, respectively.

12. GOVERNMENT REGULATIONS, PERMITS, LICENCES AND REGISTRATIONS

12.1 Permits, Licences and Registrations

As at the Latest Practicable Date, the Targets have the following permits, licences and registrations:

Licence holder	Type	Purpose	Issuing body	Approval date⁽¹⁾ / Expiry date
ABME	Specialist Builder (Structural Steelwork) Licence (Licensing Code: SB(SS))	Specialist Builder for Structural Steelwork	BCA	19 April 2024 / 16 June 2027
ABME	Workheads of CR16 and TR10 registered under the Registered Contractor system	- CR16: Curtain Walls (Grade L1) - TR10: Ironmongery & Metalwork (Single Grade)	BCA	2 February 2024 / 1 March 2027
IAPL	Workheads of CR16, CR17 and RW01 registered under the Registered Contractor system	- CR16: Curtain Walls (Grade L1) - CR17: Windows (Single Grade) - RW01: Window Contractor (Single Grade)	BCA	15 March 2024 / 1 May 2027

Note:

- (1) The approval date is in respect of the relevant date of approval obtained from BCA for the relevant application as applied by the Targets.

To the best of the Directors' knowledge, as at the Latest Practicable Date, the Targets have obtained all requisite approvals, and are in compliance with all relevant laws and regulations in Singapore, that would materially affect the business operations of the Targets and are not subject to any inspection and/or audit by the BCA and/or other regulatory bodies in Singapore in respect of the application and/or renewal of their material licences, permits and registrations. To the best of the Directors' knowledge, the Targets intend, for the foreseeable future, to continue renewing their material licences, permits and registrations.

The Targets have not encountered any issues with the renewal of their material licences, permits and registrations in the past. As at the Latest Practicable Date, none of the relevant licences, permits and registrations have been suspended or revoked. As at the Latest Practicable Date, the Directors are not aware of any facts or circumstances, including the Completion of the Proposed Acquisition, which would cause the suspension or revocation or affect the renewal of the said licences, permits and registrations.

12.2 Summary of Relevant Singapore Laws and Regulations

The following description is a summary of the material laws and regulations applicable to the Targets and the New Business under Singapore law. The regulations and policies set out below are not exhaustive and are only intended to provide some general information to the investors and are neither designed nor intended to be a substitute for professional advice. Shareholders and prospective investors should consult their own advisers regarding the implication of Singapore laws and regulations on the Enlarged Group.

Building Control Act 1989

The Building Control Act and its subsidiary legislation, particularly the Building Control (Licensing of Builders) Regulations 2008, set out the requirements for the licensing of builders and are administered by the BCA.

Under the Building Control Act, a person must not (a) carry on the business of a general builder in Singapore unless the person is granted a general builder's licence; (b) carry on a business carrying out or undertaking to carry out (whether exclusively or in conjunction with any other business) general building works and minor specialist building works, or minor specialist building works only, unless the person is granted a general builder's licence; or (c) carry on the business of a specialist builder in Singapore unless the person is granted a specialist builder's licence. Any person who contravenes, among others, the foregoing shall be guilty of an offence and shall be liable on conviction to (i) a fine not exceeding S\$20,000 or to imprisonment for a term not exceeding 12 months or to both; (ii) a further fine not exceeding S\$500 for each day or part of a day the person fails, without reasonable excuse, to comply with, among others, the foregoing requirements; and (iii) in the case of a continuing offence after conviction, to a further fine not exceeding S\$1,000 for every day or part of a day during which the offence continues after conviction.

An application for a general builder's licence must be made to the BCA in the prescribed form and manner. The Building Control (Licensing of Builders) Regulations 2008 stipulates certain requirements that must be satisfied before such a licence may be issued to an application.

There are three (3) classes of builder's licences under the Building Control Act, namely, (a) the Class 1 general builder's licence to carry on the business of a general builder generally; (b) the Class 2 general builder's licence, to carry on the business of a general builder restricted to contracts or engagements for an estimated final price each of not more than S\$6 million, or any other amount that the Minister may by order in the Gazette specify in lieu thereof; and (c) the specialist builder's licence of the relevant class, to carry on the business of a specialist builder specified therein.

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Under the Building Control Act, a person must not advertise or hold himself, herself or itself out or conduct himself in any way or by any means as a person who is authorised to carry on the business of a general builder or a specialist builder in Singapore, or assume, take or use (either alone or in combination with any other word, letter or device) the name or title of “licensed general builder” or “licensed specialist builder” (as the case may be), or any name, title or description calculated to lead others to believe the person is so licensed, or by words or conduct hold himself, herself or itself out as being so licensed, unless the person is granted a general builder’s licence or a specialist builder’s licence, respectively.

A general builder’s licence and a specialist builder’s licence will automatically expire at the specified time unless a renewal application (for such period as may be determined by the BCA) is submitted to and approved by the Commissioner of Building Control (“**CBC**”). The CBC may refuse to renew any licence the application for which is not made more than 14 days before the date of expiry of the licence.

The CBC may by order revoke any general builder’s licence or specialist builder’s licence if he or she is satisfied that:

- (a) the licensee fails to comply with certain requirements under the Building Control Act;
- (b) the licensee has failed to comply with any condition imposed by the CBC under relevant sections of the Building Control Act;
- (c) the licensee has contravened a direction given by the CBC under the Building Control Act;
- (d) for a period exceeding 28 days, the licensee ceases to, or ceases to have the relevant individual personally supervise the execution and performance of any general building works or specialist building works in Singapore undertaken by the licensee;
- (e) the licence had been obtained by fraud or misrepresentation;
- (f) the licensee has ceased to carry on business as a general builder or specialist builder (as the case may be) in Singapore;
- (g) the licensee has been declared bankrupt or has gone into compulsory or voluntary liquidation other than for the purpose of amalgamation or reconstruction;
- (h) the licensee has been convicted of an offence under the Building Control Act;
- (i) the conduct of any director, manager or employee of the corporation, or any partner or employee of the partnership, that is a licensee, provides grounds for believing that the corporation or partnership (as the case may be) will not carry on the business of a general builder or specialist builder (as the case may be) in Singapore in accordance with any written law and with honesty and integrity;
- (j) the public interest or national security of Singapore so requires; or
- (k) the licensee has refused or failed to comply with an order of the CBC made under the Building Control Act.

The CBC may, in any case in which he or she considers that no cause of sufficient gravity for revoking any general builder’s licence or specialist builder’s licence exists, by order:

- (i) suspend the licence for a period not exceeding six (6) months;
- (ii) impose on the licensee concerned a financial penalty not exceeding S\$20,000 where the ground for doing so is under relevant sections of the Building Control Act;
- (iii) censure the licensee concerned;

- (iv) direct that, for a period specified by the CBC, the licensee (i) must not enter into or undertake any contract or engagement to carry out all or any general building works or specialist building works; or (ii) may enter into or undertake any further contract or engagement to carry out any general building works or specialist building works, provided that the value of the further contracts or engagements must not exceed an amount specified in the order; or
- (v) modify the conditions of the licence, immediately or upon renewal of the licence in question.

Contractor Registration System (“CRS”)

The CRS is a registration scheme administered by the BCA that serves the construction procurement needs of the public sector, including government ministries and statutory boards. Firms registered under the CRS are eligible to participate in public sector construction tenders with project values corresponding to the tendering limit based on their registration grades, and be engaged as a first-level sub-contractor in public sector construction projects. The BCA does not require firms to be registered under the CRS to perform construction work and provide construction-related goods and services for private sector projects. However, other regulatory or client-specific requirements may still apply to private sector projects. From 1 June 2025, all firms that hire foreign construction workers (i.e., S Pass and/or Work permit holders of all nationalities) will need to register with CRS, even if they do not intend to bid for public sector construction tenders.

Under the CRS, a firm can register for one (1) or more workheads under the following registration categories: (a) Construction Workhead; (b) Construction-Related Workhead; (c) Mechanical & Electrical Workhead; (d) Trade Heads for sub-contractors; and (e) Regulatory Workhead. The category of registration would determine, where applicable, the value of the public sector construction tenders that the firm registered under the CRS is eligible to participate in. A successful applicant will have its registration granted in respect of a workhead and the corresponding registration grade (where applicable).

An applicant who would like to be registered under the CRS must satisfy the requirements laid down by the BCA (including the specific registration requirements published on the BCA's website). The BCA, in its sole discretion, will assess and determine whether the applicant should be registered and, if so, the appropriate registration grade to be registered under.

Suppliers Registry (“SR”)

The SR is a registration scheme administered by the BCA that serves the supply procurement needs of the public sector construction projects commissioned by government ministries and statutory bodies. Firms registered under the SR are eligible to participate in public sector supply tenders for construction projects with estimated procurement values corresponding to the tendering limit based on their registration grades. The BCA does not require firms to be registered under the SR to perform supply services for private sector construction projects. However, other regulatory or client-specific requirements may still apply to private sector construction projects.

Under the SR, a firm can register for one (1) or more supply workheads, details of which are set out in the supply specific registration requirements for supply workheads published by the BCA. The registration grade of a firm registered in respect of a workhead under the SR would determine, where applicable, the value of the public sector construction supply tenders that the firm registered under the SR is eligible to participate in.

An applicant who would like to be registered under the SR must satisfy the requirements laid down by the BCA (including the specific registration requirements for the supply workheads published by the BCA). The BCA, in its sole discretion, will assess and determine whether the applicant should be registered and if so, the appropriate registration grade to be registered under.

Building and Construction Industry Security of Payment Act 2004 of Singapore (“BCISPA”)

BCISPA aims to improve cash flow in the built environment sector by giving parties the right to seek progress payment for work done. It also provides a fast and low-cost adjudication mechanism to resolve payment disputes. BCISPA stipulates that any person who has engaged in construction work or supplied any goods or services under a contract made in writing will have a statutory right to receive progress payments. BCISPA applies to both private and public sector projects, it can be used even where the contract has no provision for progress payment. The “pay when paid” clauses are not enforceable where these are included in the contract.

The BCISPA includes provisions addressing, among others, the amount of the progress payment entitlement under a contract, the valuation of the construction work carried out under a contract, and the date on which a progress payment becomes due and payable. Furthermore, the BCISPA, among others, endorses the following rights:

- (a) the right of a claimant (being the person who is or claims to be entitled to a progress payment) who, in relation to a construction contract, fails to receive payment by the due date of an amount that is proposed to be paid by the respondent (being the person who is or may be liable to make a progress payment under a contract to a claimant) and accepted by the claimant, to make an adjudication application in relation to the payment claim. The BCISPA has established an adjudication process by which a person may claim payments due under a contract and enforce payment of the adjudicated amount;
- (b) the right of the claimant to halt construction work or supply of goods and services, and to exercise a lien over unpaid goods supplied by the claimant to the respondent, or to enforce the adjudication determination as if it were a judgment debt, if among others, such claimant is not paid after the adjudicator has determined that the respondent shall pay an adjudicated amount to the claimant; and
- (c) where the respondent fails to pay the whole or any part of the adjudicated amount to a claimant, the right of a principal of the respondent to make direct payment of the outstanding amount of the adjudicated amount to the claimant, together with the right for such principal to recover such payment from the respondent.

Environmental Public Health Act 1987 of Singapore (“EPHA”)

The EPHA mandates that, during the construction, alteration, repair, or maintenance of any building, or at any time, individuals must take reasonable precautions to prevent potential harm to the life, health, or well-being of persons in public spaces. This includes hazards such as airborne dust, falling debris, or any other material, object or substance that may pose a risk.

Additionally, the EPHA governs the disposal and treatment of industrial waste, which includes waste generated in the course of trade, business, manufacturing, or construction activities, as well as toxic industrial waste that may pose a threat to human health or the environment. Contractors are required to ensure that such waste is disposed of at an authorised disposal facility and stored in a manner that does not create a nuisance, endanger individuals or animals, or result in environmental pollution.

Under the EPHA, the Director-General of Public Health is authorised to take enforcement action against public nuisances. Upon receiving information regarding the existence of a nuisance, and if satisfied that it exists, the Director-General may issue a nuisance order to the responsible party. If the responsible party cannot be identified, the order may be served on the owner or occupier of the premises where the nuisance arises. The National Environment Agency (NEA) is also empowered to address various public nuisances under the EPHA, including unclean workplaces, locations conducive to the breeding of pests such as mosquitoes and flies, excessive noise or vibrations that constitute a disturbance, and machinery or industrial processes that pose risks to public health and safety. To ensure compliance, the EPHA requires occupiers of construction sites to appoint a competent environmental control officer to oversee environmental health and safety measures within the site.

Environmental Protection and Management Act 1999 of Singapore (“EPMA”)

The EPMA provides a regulatory framework for the protection and management of the environment, as well as resource conservation. It governs various forms of pollution, including air, water, land, and noise pollution. Under the Environmental Protection and Management (Control of Noise at Construction Sites) Regulations, construction site owners or occupiers must ensure that noise levels do not exceed the maximum permissible limits set forth in the regulations.

Personal Data Protection Act 2012 (“PDPA”)

Personal data in Singapore is protected under the PDPA. The PDPA generally requires organisations to give notice and obtain consent prior to collection, use or disclosure of personal data (being data, whether true or not, about an individual who can be identified from that data or other accessible information), and to provide individuals with the right to access and correct their own personal data. Organisations are also required to put in place reasonable measures to (a) protect the personal data in their possession or control from unauthorised access, loss or damage, and (b) prevent the loss of any storage medium or device on which personal data is stored. In the event of a data breach involving any personal data in an organisation's possession or control, the PDPA requires the organisation to reasonably and expeditiously assess whether the data breach is notifiable and notify the Personal Data Protection Commission Singapore (“PDPC”) and, unless exceptions apply, the affected individuals of the data breach, if the data breach is assessed to be one of a certain severity. The PDPA also imposes various baseline obligations on organisations in connection with permitted uses of, accountability for, the protection of, the retention of, and overseas transfers of, personal data.

The PDPA creates various offences in connection with the improper use of personal data, certain methods of collecting personal data and certain failures to comply with the requirements under the PDPA. These offences may be applicable to organisations, their officers and/or their employees. Offenders are liable on conviction to fines and/or imprisonment. The PDPA empowers the PDPC with significant regulatory powers to ensure compliance with the PDPA, including powers to investigate, give directions and impose a financial penalty of up to S\$1 million. In addition, the PDPA created a right of private action, pursuant to which the Singapore courts may grant damages, injunctions and relief by way of declaration, to persons who suffer loss or damages directly as a result of contraventions of certain requirements under the PDPA.

The PDPA was last amended by the Personal Data Protection (Amendment) Act 2020, which is only partially in force. From 1 October 2022, for organisations whose annual turnover in Singapore exceeds S\$10 million, the maximum financial penalty that the PDPC may impose is 10% of the annual turnover in Singapore of that organisation or S\$1 million, whichever is higher. As at the Latest Practicable Date, a key portion of such Act not yet in force includes a requirement for organisations to transfer personal data of an individual to a different organisation where requested by the individual (generally referred to as “data portability”).

Workplace Safety and Health Act 2006 (“WSHA”)

The WSHA is administered by the Ministry of Manpower of Singapore (“**MOM**”). Under the WSHA, every employer has the duty to take, so far as is reasonably practicable, measures that are necessary to ensure the safety and health of his employees at work. These measures include providing and maintaining for the persons at work a work environment which is safe, without risk to health, and adequate as regards facilities and arrangements for their welfare at work, ensuring that adequate safety measures are taken in respect of any machinery, equipment, plant, article or process used by those persons, ensuring that those persons are not exposed to hazards arising out of the arrangement, disposal, manipulation, organisation, processing, storage, transport, working or use of things in their workplace or near their workplace and under the control of the employer, developing and implementing procedures for dealing with emergencies that may arise while those persons are at work and ensuring that those persons at work have adequate instruction, information, training and supervision as is necessary for them to perform their work.

More specific duties imposed on employers are laid out in the subsidiary legislation of the WSHA such as the Workplace Safety and Health (General Provisions) Regulations. These duties include

taking effective measures to protect persons at work from the harmful effects of any process, operation or work involving exposure to any infectious agents or bio-hazardous material which may constitute a risk to their health.

Under the WSHA, inspectors appointed by the Commissioner for Workplace Safety and Health (“**CWSH**”) may have the power, among others, to enter, inspect and examine any workplace, to inspect and examine any machinery, equipment, plant, installation or article at any workplace, to make such examination and inquiry as may be necessary to ascertain whether the provisions of the WSHA are complied with, to take samples of any material or substance found in a workplace or being discharged from any workplace for the purpose of analysis or test, to assess the levels of noise, illumination, heat or harmful or hazardous substances in any workplace and the exposure levels of persons at work therein and to take into custody any article in the workplace which is relevant to an investigation or inquiry under the WSHA.

Under the WSHA, the CWSH may issue a remedial order or a stop-work order in respect of a workplace if it is satisfied that (a) the workplace is in such condition, or is so located, or any part of the machinery, equipment, plant or article in the workplace is so used, that any process or work carried on in the workplace cannot be carried on with due regard to the safety, health and welfare of persons at work; (b) any person has contravened any duty imposed by the WSHA; or (c) any person has done any act, or has refrained from doing any act which, in the opinion of the CWSH, poses or is likely to pose a risk to the safety, health and welfare of persons at work. The stop-work order shall, among others, direct the person served with the order to immediately cease to carry on any work or process indefinitely or until such measures as are required by the CWSH have been taken, to the satisfaction of the CWSH, to remedy any danger so as to enable the work in the workplace to be carried on with due regard to the safety, health and welfare of the persons at work.

Workplace Safety and Health (Scaffolds) Regulations 2011 of Singapore (“WSHS”)

The WSHS establishes legal requirements to ensure the safe use, construction, and maintenance of scaffolds in workplaces, particularly in construction and maintenance activities. These regulations aim to prevent accidents and safeguard worker safety by setting clear guidelines on scaffold design, inspection, load capacity, and worker protection. Under the WSHS, only approved scaffold contractors are allowed to construct, erect, install, re-position, alter, maintain, repair or dismantle certain scaffolds. The WSHS sets out the requirements for scaffolding service providers and certain precautions to be undertaken in connection with the erection, installation, use or dismantling of scaffolds.

Workplace Safety and Health (Construction) Regulations 2007 of Singapore (“WSHC”)

The WSHC establishes safety and health requirements for construction worksites to minimise hazards and ensure worker protection. The WSHC applies to all construction activities, including building, renovation, and demolition, and imposes duties on employers, occupiers, and contractors to maintain a safe working environment.

Under the WSHC, all construction work must be carried out in a manner that does not endanger workers or the public. Contractors and site occupiers are required to conduct risk assessments, implement necessary safety measures, and ensure that all workers receive proper training on workplace hazards and safe work practices.

The WSHC also mandates regular inspections of construction sites, machinery, and equipment to ensure compliance with safety standards. In the event of accidents or near-miss incidents, employers must promptly report them and take corrective action to prevent recurrence. Site safety coordinators and supervisors play a key role in enforcing safety procedures and ensuring that workers adhere to prescribed guidelines.

Workplace Safety and Health (Incident Reporting) Regulations (“WSHIR”)

The WSHIR outline the legal requirements for reporting workplace incidents to ensure timely response, investigation, and prevention of future accidents. The WSHIR applies to all workplaces

covered under the WSHA. Under the regulations, certain work-related accidents, workplace accidents, dangerous occurrences and occupational diseases must be reported to MOM within the timeframe stipulated therein. Regulation 11 of the WSHIR states among others that failure to comply with the notification requirement shall be an offence, and on conviction for the first offence, a fine not exceeding S\$10,000 applies and for a second or subsequent offence, a fine not exceeding S\$20,000 or to imprisonment for a term not exceeding six (6) months or both may apply.

Demerit Points Scheme (“DPS”)

The MOM introduced the DPS for main contractors and sub-contractors in the construction sector on 1 July 2015 to strengthen workplace safety compliance. Under this system, demerit points are issued for breaches of the WSHA and its related regulations. Each demerit point remains valid for 18 months, and companies that accumulate 25 or more demerit points within this period will face immediate debarment from hiring new foreign workers and/or renewing the work passes of existing foreign workers.

Work Injury Compensation Act 2019 (“WICA”)

The WICA applies to all employees in all industries engaged under a contract of service, regardless of their level of earnings and provides that the employer will be liable to pay compensation to them in accordance with the provisions of the WICA, if personal injury by accident arising out of and in the course of employment is caused to them. The WICA sets out, among other things, the amount of compensation they are entitled to and the method(s) of calculating such compensation. The relevant regulatory body is the MOM.

The WICA does not cover self-employed persons or independent contractors. However, the WICA provides that, where any person (referred to as the principal) in the course of or for the purpose of his trade or business contracts with any other person (referred to as the sub-contractor employer) for the execution by the subcontractor employer of any work or for the supply of labour to carry out any work, undertaken by the principal, the Commissioner for Labour (“**Commissioner**”) may direct the principal to compensate those employees of the sub-contractor employer who were injured while employed in the execution of work for the principal. Where the principal pays compensation under the WICA, the principal is entitled to be indemnified by the sub-contractor employer who would have been liable to pay compensation under the WICA to the employees.

The WICA provides that if an employee dies or sustains injuries in a work-related accident or contracts occupational diseases in the course of the employment, the employer shall be liable to pay compensation in accordance with the provisions of the WICA. An injured employee is entitled to claim medical leave wages, medical expenses and lump sum compensation for permanent incapacity, current incapacity or death, subject to certain limits stipulated in the WICA.

Under the WICA, every employer is required to insure and maintain insurance under approved policies with an insurer against all liabilities which he may incur under the provisions of the WICA in respect of all employees employed by him, unless specifically exempted. The insurance is valid for one (1) year and is renewed annually by the Targets.

Under the WICA, the minimum and maximum compensation limits for death arising from work accidents occurring on or after 1 November 2025 are S\$91,000 and S\$269,000 respectively. The minimum and maximum compensation limits for permanent incapacity and current incapacity arising from work accidents occurring on or after 1 November 2025 are S\$116,000 and S\$346,000 (to be multiplied by the extent of incapacity) respectively. The compensation limit for medical expenses related to work accidents on or after 1 November 2025 is S\$53,000. In addition, every employer is required to insure and maintain work injury compensation insurance for all employees performing manual work, regardless of salary level, and all employees performing non-manual work earning up to S\$2,600 a month, excluding any overtime payments, bonus payments, annual wage supplements, productivity incentive payments and allowances.

Employment Act

The Employment Act is administered by the MOM and sets out the basic terms and conditions of employment and the rights and responsibilities of employers as well as employees. With effect from 1 April 2019, the Employment Act extends to all employees, including persons employed in managerial or executive positions, with certain exceptions.

In particular, Part 4 of the Employment Act sets out enhanced protections regarding rest days, hours of work and other conditions of service for workmen who receive salaries not exceeding S\$4,500 a month and employees (other than workmen) who are not employed in a managerial or an executive position) who receive salaries not exceeding S\$2,600 a month (the “**relevant employees**”). Section 38(8) of the Employment Act provides that a relevant employee is not allowed to work for more than 12 hours in any one (1) day except in specified circumstances, such as where the work is essential to the life of the community or for defence or security. In addition, Section 38(5) of the Employment Act limits the extent of overtime work that a relevant employee can perform to 72 hours a month.

Employers must seek the prior approval of the Commissioner for exemption if they require a relevant employee or class of relevant employees to work for more than 12 hours a day or work overtime for more than 72 hours a month. The Commissioner may, after considering the operational needs of the employer and the health and safety of the relevant employee or class of relevant employees, by order in writing, exempt such relevant employees from the overtime limits subject to such conditions as the Commissioner thinks fit. Where such exemptions have been granted, the employer shall display the order or a copy thereof conspicuously in the place where such employees are employed.

Administrative requirements

Under the EA, employers are also required to provide itemised pay slips to all employees, provide employees with written key employment terms and keep detailed employment records for each employee.

Employment of Foreign Workers in Singapore

The availability and the employment cost of skilled and unskilled foreign workers are affected by the government’s policies and regulations on the immigration and employment of foreign workers in Singapore. The Targets are subject to such policies and regulations as they employ foreigners for their business operations in Singapore. The policies and regulations are set out in, among others, the Employment of Foreign Manpower Act 1990 of Singapore (“**EFMA**”) and the relevant Government Gazettes.

Under the EFMA, no person shall employ a foreign employee, and no foreign employee shall be in the employment of an employer, unless the foreign employee has a valid work pass. In relation to the employment of semi-skilled or unskilled foreign workers, employers must ensure that such persons apply for a Work Permit. In relation to the renewal of employment pass for foreign skilled workers who earn the S Pass qualifying salary, employers must ensure that such persons apply for an S Pass.

This increases to S\$3,300 for new applications of or renewal of S-passes from 1 September 2025, and further increases to S\$3,600 for new applications submitted from 1 January 2027, and for renewals of passes expiring from 1 January 2028. In relation to the employment of foreign professionals, employers must ensure that foreign professionals, managers and executives have a minimum qualifying salary of S\$5,000 for renewal of employment passes expiring from 1 January 2025 to 31 December 2025, and a minimum qualifying salary of S\$5,600 for new applications from 1 January 2025, and for renewals of passes expiring from 1 January 2026.

The S Pass qualifying salary is pegged to the salaries of the top one-third of the local APT (i.e., Associate Professionals and Technicians) workforce by age. For S Passes expiring on or before 31 August 2026, the S Pass qualifying salary is S\$3,150 for all sectors except financial services (and increases progressively with age from age 23, up to S\$4,650 at age 45 and above) and

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S\$3,650 for the financial services sector (and increases progressively with age from age 23, up to S\$5,650 at age 45 and above). For new S Pass applications submitted on or after 1 September 2025 and for renewals of S Passes expiring on or after 1 September 2026, the S Pass qualifying salary is S\$3,300 for all sectors except financial services (and increases progressively with age from age 23, up to S\$4,800 at age 45 and above) and S\$3,800 for the financial services sector (and increases progressively with age from age 23, up to S\$5,650 at age 45 and above).

For new S Pass applications submitted on or after 1 January 2027 and renewals of S Passes expiring on or after 1 January 2028, the S Pass qualifying salary for all sectors except financial services will be increased to S\$3,600 (and will increase progressively with age from age 23, up to S\$5,100 at age 45 and above) and for the financial services sector, will be increased to S\$4,000 (and will be increased progressively with age from age 23, up to S\$5,650 at age 45 and above).

In relation to the employment of foreign professionals, managers, executives and technicians, employers must ensure that such persons apply for an Employment Pass.

The Employment Pass qualifying salary is S\$5,600 for all sectors except financial services (and increases progressively with age from age 23, up to S\$10,700 at age 45 and above), and S\$6,200 for the financial services sector (and increases progressively with age from age 23, up to S\$11,800 at age 45 and above).

For new Employment Pass applications submitted on or after 1 January 2027 and renewals of Employment Passes expiring on or after 1 January 2028, the Employment Pass qualifying salary will be revised to S\$6,000 for all sectors except financial services (and will increase progressively with age from 23, up to S\$11,500 at age 45 and above), and S\$6,600 for the financial services sector (and will increase progressively with age from age 23, up to S\$12,700 at age 45 and above).

The Fair Consideration Framework ("**FCF**") sets out requirements for all employers in Singapore to consider the workforce in Singapore fairly for job opportunities. According to the MOM, save for employers that are exempted from the advertising requirement, employers submitting Employment Pass and S Pass applications must first advertise the job vacancy on MyCareersFuture, an online government-initiated job portal and consider all candidates fairly. The MOM sets out certain advertising requirements, which includes the duration and accuracy of the advertisement. Failure to comply with the MOM's advertising requirements may lead to the MOM rejecting Employment Pass and S Pass applications and potential work pass application debarments, among others.

Further, unless exempted, the Complementarity Assessment Framework ("**COMPASS**") applies to all Employment Pass applications (i.e. both new and renewal). The COMPASS is a points-based framework that considers both individual and firm-related attributes to holistically evaluate an Employment Pass applicant's complementarity to Singapore's workforce. The foundational criteria considered includes the applicant's salary and qualifications, as well as the diversity and support for local employment in the applicant's firm, while the bonus criteria considered includes skills bonus (which is a bonus criteria for an applicant in a job where there is a labour shortage in Singapore) and strategic economic priorities bonus (which is a bonus criteria where an applicant's firm participates in an eligible programme run by Singapore government agencies or the National Trades Union Congress on certain activities). Candidates will require a minimum of 40 points to pass the COMPASS.

Pursuant to Section 11 of the EFMA read with paragraph 3(1) of the Employment of Foreign Manpower (Levy) Order 2011 ("**EFMO**"), a levy shall be imposed on every employer at the appropriate rate specified in the EFMO in respect of each of its foreign employees who are either S Pass holders or Work Permit holders

The Employment of Foreign Manpower (Work Passes) Regulations 2012 ("**EFMR**") requires employers of Work Permit holders, among others, to:

- (a) bear the costs of medical treatment (unless in excess of the minimum mandatory coverage

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in certain instances);

- (b) providing safe working conditions for their foreign workers;
- (c) provide acceptable accommodation consistent with any law or governmental regulations; and
- (d) purchase and maintain medical insurance for inpatient care and day surgery (and treatment, services and items received by the foreign worker as an outpatient arising from any inpatient care or day surgery) with coverage of at least S\$60,000 per year, with a co-payment of 75% by insurers and 25% by employers for claim amounts above S\$15,000.

The EFMR also requires employers of S Pass holders, among others, to:

- (i) bear the costs of medical treatment (unless in excess of the minimum mandatory coverage in certain instances); and
- (ii) purchase and maintain medical insurance for inpatient care and day surgery (and treatment, services and items received by the foreign worker as an outpatient arising from any inpatient care or day surgery) with coverage of at least S\$60,000 per year, with a co-payment of 75% by insurers and 25% by employers for claim amounts above S\$15,000.

Regulation 12(1)(b)(i) of the EFMR provides that the Controller of Work Passes may require such security as he thinks necessary to be furnished by or on behalf of an employer of the work pass holder or any group or class of work pass holders for the purpose of ensuring compliance with any undertaking given by or requirement imposed upon the employer or sponsor of the work pass holder or any group or class of work pass holders, as the case may be.

Regulation 12(3) of the EFMR provides that where a security is furnished, the work pass holder, the employer or sponsor of the work pass holder or any group or class of work pass holders, as the case may be, shall comply with the conditions specified in the security.

The MOM also requires employers of S Pass and Work Permit holders to purchase a primary care plan for such of its S Pass and Work Permit holders who either stay in dormitories that can accommodate seven or more workers or work in the construction, marine shipyard or process sectors. A primary care plan is a plan that covers the foreign workers' primary healthcare needs under a fixed scope of healthcare services.

In addition to the EFMA, an employer of foreign workers is also required to comply with the provisions with the provisions of the Employment Act, the Immigration Act 1959 of Singapore (the "**Immigration Act**") and the regulations issued pursuant to the Immigration Act.

The MOM regulates the number of foreign workers a company may employ with a Work Permit or an S Pass in Singapore. To determine the company's Work Permit and S Pass quota entitlement (i.e., the maximum ratio of foreign workers to the total workforce that an employer can employ), an employer must first declare its business activity to the MOM. After evaluating the business activity declared by the employer, the MOM will categorise the business activity into the most relevant sector as stipulated in the sector-specific rules and the quota entitlement, which varies across sectors. The Local Qualifying Salary ("**LQS**") is used to determine the number of local employees who can be used to calculate the aforementioned quota entitlement. An employee (who is a Singapore citizen or Singapore permanent resident) employed under a contract of service, including the company's director, is counted as one local worker if they earn the LQS of at least S\$1,600 per month, or 0.5 local worker if they earn half the LQS of at least S\$800 to below S\$1,600 per month. The levy payable for each Work Permit and S Pass holder varies across sectors, the foreign worker's source country or region, the foreign worker's qualifications and the number of existing Work Permit or S Pass holders already employed by the employer. The monthly levy rate for foreign workers currently ranges from S\$200 to S\$900.

From 1 July 2026, the LQS for local employees working full-time will be revised to S\$1,800 per month. Accordingly, an employee (who is a Singapore citizen or Singapore permanent resident)

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employed under a contract of service, including the company's director, will be counted as one local worker if they earn the LQS of at least S\$1,800 per month, or 0.5 local worker if they earn half the LQS of at least S\$900 to below S\$1,800 per month.

Further, the Central Provident Fund ("**CPF**") system is a mandatory social security savings scheme funded by contributions from employers and employees. Pursuant to Section 7 of the Central Provident Fund Act 1953 of Singapore (the "**CPF Act**"), an employer is obliged to make CPF contributions for all employees (as defined under Section 2 of the CPF Act) who are Singapore citizens or permanent residents who are employed in Singapore by an employer, subject to certain exemptions. CPF contributions are required for both ordinary wages and additional wages (subject to an ordinary wage ceiling and a yearly additional wage ceiling) of employees at the applicable prescribed rates (as set out in the First Schedule of the CPF Act) which is dependent on, inter alia, the amount of monthly wages and the age of the employee. Where an employee earns more than S\$500 in total wages (the total amount of ordinary wages and any additional wages payable to him or her in a calendar month) per month, an employer must pay both the employer's and employee's share of the monthly CPF contribution. However, an employer can recover the employee's share of CPF contributions by deducting it from their wages when the contributions are paid for that month.

Approved source countries

The approved source countries for construction sector workers are Malaysia, the PRC, Non-Traditional Sources ("**NTS**") and North Asian Sources ("**NAS**"). NTS countries include countries such as India, Sri Lanka, Thailand, Bangladesh, Myanmar, the Philippines, Bhutan, Cambodia and Laos. NAS countries include Hong Kong, Macau, South Korea and Taiwan.

Effective 1 July 2025, Work Permit holders from all source countries are no longer subject to a maximum employment period. However, to be eligible, the worker must be under 61 years old at the point of application and can continue working up to a maximum age of 63.

Security bonds and levies

For each NAS, NTS or PRC construction sector worker for whom an employer is successfully granted a Work Permit, a security bond of S\$5,000 in the form of a banker's guarantee or insurance guarantee is required to be furnished to the Controller of Work Passes. The security bond must be furnished prior to the foreign worker's arrival in Singapore, failing which, the foreign worker's entry into Singapore will not be allowed.

The employment of foreign workers is also subject to the payment of monthly levies. The levy is a pricing mechanism to regulate the number of foreign manpower in Singapore. For the construction sector, employers pay the requisite levy according to the qualifications of the foreign workers employed and the countries they are from, and the levy rate ranges from S\$250 to S\$900 per month.

Dependency ratio ceilings

The Work Permit dependency ratio ceiling for the construction sector is currently set at a ratio of one (1) full-time local worker (who earns the LQS) to five (5) Work Permit holders. This means that for every full-time Singapore citizen or Singapore permanent resident employed by the company in the construction sector earning the LQS and with regular full-month CPF contributions made by the employer, the company can employ five (5) Work Permit holders. If the quota is exceeded, new applications for and renewals of work passes may be rejected.

Central Provident Fund Act 1953 of Singapore

The CPF system is a mandatory social security savings scheme funded by contributions from employers and employees. Pursuant to the CPF Act, an employer is obliged to make CPF contributions for all employees who are Singapore citizens or Singapore permanent residents who are employed in Singapore under a contract of service, subject to certain exemptions. CPF contributions are not applicable for foreigners (i.e. non-Singapore citizens or non-Singapore

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permanent residents). CPF contributions are required for both ordinary wages and additional wages (subject to a yearly additional wage ceiling) of employees at the applicable prescribed rates, which is dependent on, among others, the amount of monthly wages and the age of the employee. An employer must pay both the employer's and employee's share of the monthly CPF contribution. However, an employer can recover the employee's share of CPF contributions by deducting it from their wages when the contributions are paid for that month.

13. INTELLECTUAL PROPERTY

Save as disclosed below, the Targets do not own or use any other registered trademarks, designs, patents, internet domain names or intellectual property which are material to our business. During the Period Under Review and up to the Latest Practicable Date, the Targets did not have any dispute or any other pending legal proceedings concerning intellectual property rights.

As at the Latest Practicable Date, the following domain names are owned by the Targets:

Web domain	Registered owner	Subscription start date ⁽¹⁾	Subscription end date ⁽¹⁾
www.abmetal.com.sg	ABME	6 February 2026	5 February 2027
www.iapl.com.sg	IAPL	20 May 2025	19 May 2026

Note:

- (1) The subscription period for each web domain is for one (1) year. The Targets will continue to renew the subscriptions on a yearly basis and do not foresee any difficulty in procuring such renewals.

14. INSURANCE

As at the Latest Practicable Date, the Targets maintain the following material insurance policies to cover, among others, risks relating to its business operations:

- (a) hospitalisation and surgical;
- (b) work injury compensation;
- (c) directors' and officers' liability; and
- (d) in relation to ABME only, commercial vehicle (third-party fire and theft) and general commercial vehicle.

Upon Completion of the Proposed Acquisition, the Targets' insurance policies will be integrated into the Enlarged Group's insurance arrangements, and the coverage will be maintained on terms consistent with the Enlarged Group's overall risk management framework, which will include the above insurance policies.

Based on the overall assessment of the operating risk for the present business operations of the Targets, the Directors are of the view that the insurance coverage is sufficient for the present operations of the Targets following Completion and is in line with industry practice.

As the business of the Enlarged Group expands post-Completion, the Enlarged Group will continue to regularly review and assess its risk portfolio and adjust its insurance coverage based on its needs and industry practice. Please refer to the section titled "Risk Factors – Risks relating to the Business and Operations of the Targets – The Targets may not have sufficient insurance coverage" of this **Appendix A** for further details.

15. RISK FACTORS

The Proposed Acquisition will change the existing risk profile of the Current Group. The following describes some of the significant risks known to the Current Group now that could directly or indirectly affect the business operations, results of operations, financial condition, cash flow,

profitability and performance, prospects or results, the value of the Enlarged Group and the value of the Company's Shares. The following does not state risks in relation to the Enlarged Group unknown to the Current Group now, but which could occur in the future and risks which the Current Group currently believes to be immaterial, which could turn out to be material.

Shareholders should note that certain of the statements set forth below constitute "forward-looking statements" that involve risks and uncertainties. Please refer to the section titled "Cautionary Note on Forward-Looking Statements" of this Circular. If any of the following risk factors and uncertainties develop into actual events or turn out to be material, they could materially and adversely affect the Enlarged Group's business operations, results of operations, financial condition, cash flow, profitability and performance, prospects or results. In such circumstances, the value of the Enlarged Group could decline.

To the best of the knowledge and belief of the Directors of the Company, all the risk factors that are material to Shareholders in making an informed judgment about the Targets and the Proposed Transactions have been set out below. Following Completion, the risks and uncertainties that may have a material and adverse effect on the New Business may similarly have a material and adverse effect on the business operations, results of operations, financial condition, cash flow, profitability and performance, prospects or results of the business of the Enlarged Group. In such cases, the value of the Targets could decline due to any of these considerations and uncertainties, and Shareholders may lose all or part of their investment. Shareholders should carefully consider and evaluate the following risk factors in respect of the Targets as well as the Enlarged Group, and all other information contained in this Circular before deciding whether to vote in favour of the Proposed Transactions.

15.1 Risks relating to the Business and Operations of the Targets

(a) The Targets are dependent on their relationships with their major customers

The growth and success of the Targets' business depend on their ability to maintain their relationships with existing major customers, while seeking to develop and foster relationships with new customers. Collectively, the Targets have major customers who accounted for approximately 93.8%, 93.4% and 94.1% of the total combined revenue for FY2023, FY2024 and FY2025 respectively. Please refer to the section titled "Major Customers and Suppliers – Major Customers" of this **Appendix A** for further details.

While the Targets continue to have good relationships with their major customers, there is no assurance that they will be able to retain their major customers or maintain or increase the current level of business activities with them. The Targets expect to continue depending on sales to their major customers and any material delay, cancellation or reduction of orders from these customers or other significant customers may have a material adverse effect on the Targets' business operations, financial condition, results of operations and prospects.

In addition, some of the Targets' major customers could make substantial demands to the Targets, including demands on product pricing and contractual terms, which may result in the allocation of pricing risk to the Targets and the imposition of additional obligations and restrictions. The Targets may face pressure to accede to these less favourable terms under which they will continue to supply products to them, in order to preserve and maintain the relationship. Such compromises on the Targets' part to these less favourable business terms may ultimately affect the Enlarged Group's business operations, financial condition, results of operations and prospects.

Further, the Targets' engagements with their customers are generally project-based and are not typically governed by long-term contracts that guarantee recurring or minimum order volumes. Accordingly, the Targets' revenue visibility may be limited and is dependent on their ability to continually secure new projects or repeat engagements from existing customers. There can be no assurance that the Targets will continue to be awarded projects by their existing customers or that such customers will maintain the same level of business with the Targets in the future. Any reduction in the number or value of projects awarded to the Targets could materially and adversely affect the Enlarged Group's

business operations, financial condition, results of operations and prospects.

In the event that the Targets experience any loss in sales from existing customers, there is also no assurance that they would be able to secure contracts with new customers in order to sufficiently replace and make up for the lost sales. Prior to establishing any new business relationships, the Targets may be subject to vetting and verification by their potential customers and there can be no assurance that the results thereof will be satisfactory. Accordingly, if the Targets fail to attract new customers, the Enlarged Group's business operations, financial condition, results of operations and prospects may be materially and adversely affected.

(b) ***The Targets are reliant on transactions with certain Interested Persons***

Certain Interested Persons are major customers of the Targets, collectively accounting for approximately 66.9%, 57.2% and 61.0% of the Targets' total combined revenue for FY2023, FY2024 and FY2025, respectively. Accordingly, the Targets are reliant on the continued support and cooperation of these Interested Persons. Please refer to the section titled "Major Customers and Suppliers – Major Customers" of this **Appendix A** for further details.

Further, certain Interested Persons are also major suppliers to the Targets, collectively accounting for approximately 4.0%, 6.9% and 24.9% of the Targets' total combined cost of sales for FY2023, FY2024 and FY2025, respectively. The Targets have relied, and expect to continue to rely, on such Interested Persons for the provision of certain products and services. Please refer to the section titled "Major Customers and Suppliers – Major Suppliers" of this **Appendix A** for further details.

Any reduction, suspension or cessation of business from these Interested Persons, whether arising from changes in their business requirements, commercial considerations, regulatory constraints or otherwise, would have a material adverse effect on the Targets' business operations, financial condition, results of operations and prospects. Further, transactions with Interested Persons are subject to applicable listing rules and may be subject to pricing, volume or approval restrictions, which could limit the Targets' ability to transact freely or on terms comparable to those available from independent third parties. Any failure to obtain or renew the Proposed IPT General Mandate, or any limitation imposed thereunder, would therefore materially and adversely affect the Targets' business and could have a corresponding material adverse effect on the Enlarged Group's business operations, financial condition, results of operations and prospects.

While the Targets intend to continue leveraging their existing business relationships with associates of Mr. Tang and/or Mr. Seow, including entities within the Teambuild Construction Group of Companies and the Teambuild Land Group of Companies, they also seek to broaden and diversify their customer base by attracting new customers. However, there can be no assurance that such efforts will be successful or that the Targets will be able to reduce their reliance on such Interested Persons within a reasonable timeframe, if at all.

(c) ***Fluctuations in steel and aluminium prices may adversely affect the profit margins***

As contractors of steel and/or aluminium products and providers of steel and/or aluminium construction solutions, the Targets procure a range of steel and aluminium products from multiple suppliers across different jurisdictions in order to meet project specifications and contracted lead times. The Targets seek to manage procurement and pricing risks by sourcing from more than one supplier where practicable and by implementing internal procurement and pricing policies designed to mitigate exposure to short-term price volatility. The cost of steel and aluminium products nevertheless remains a significant component of the Targets' cost of sales.

Prices of steel and aluminium products are subject to international price fluctuations driven by various external factors, including supply disruptions, shifts in global demand, volatility in underlying commodity markets and uncertainty in the global economic outlook. Recent

geopolitical developments have contributed to heightened volatility in global commodity, energy and shipping markets. For example, ongoing trade tensions and tariff measures among major economies, including the United States of America and the People's Republic of China, have affected global trade flows of industrial metals. In addition, the ongoing conflict between Russia and Ukraine, together with related sanctions, export controls and disruptions to energy and commodity markets, has contributed to volatility in global energy prices, logistics costs and supply chains. Further, escalating geopolitical tensions in the Middle East, including hostilities involving Israel and Iran and the involvement of external powers, have raised concerns over potential disruptions to global energy supplies, particularly through critical maritime chokepoints such as the Strait of Hormuz, which is a key transit route for a significant portion of the world's crude oil and liquefied natural gas. Instability in strategic shipping corridors, including the Persian Gulf and the Red Sea, has also contributed to higher freight rates, longer transit times and disruptions to global shipping schedules.

These and related geopolitical risks, including sanctions, export controls, trade restrictions and energy market instability, may result in significant fluctuations in steel and aluminium prices and could increase the Targets' procurement, transportation and operating costs. If the Targets are unable to pass on such cost increases to their customers or otherwise effectively manage such volatility, their margins and financial performance may be adversely affected.

Although the Targets seek to mitigate pricing risks through supplier diversification and internal pricing and procurement controls, there can be no assurance that such measures will fully offset the impact of significant or sustained increases in steel and aluminium prices. Accordingly, the Targets remain exposed to fluctuations in steel and aluminium prices, and any material increase in such prices could lead to higher cost of sales and adversely affect project margins. If the Targets are unable to effectively manage or pass through such cost increases, this could have a material adverse effect on the Enlarged Group's business operations, financial condition, results of operations and prospects.

(d) ***The Targets are vulnerable to the risk of price erosion***

The structural steel and metal works, and aluminium works industry is competitive, with numerous players competing for a share of the market. This competition intensifies as companies may engage in price wars or offer more favourable terms to secure contracts. Competition within the industry in which the Targets and/or their customers operate will lead to significant price pressure on the Targets' materials and products and/or services due to competition within the industry and among its customers.

Additionally, the Building & Construction Authority Price Index (the "**BCA Price Index**"), which tracks changes in construction material costs, plays a role in shaping pricing dynamics within the industry. Changes in the BCA Price Index may directly impact the cost structure of construction projects. If the BCA Price Index reflects an increase in construction material costs, the Targets may also face higher input costs for raw materials like steel. However, the increased cost may not always be fully passed on to customers, particularly in competitive bidding environments where price sensitivity is high. Conversely, if the BCA Price Index indicates a decline in material costs, the Targets may be pressured to lower prices, despite the potential for lower margins on new contracts. Accordingly, fluctuations in the BCA Price Index, particularly if they are not aligned with market trends or customer expectations, can create volatility in revenue and profitability.

The risks of price erosion and heightened competition within the steel reinforcement industry, combined with the impact of BCA Price Index adjustments, create significant challenges for revenue stability and profitability. Accordingly, if the Targets are unable to reduce their costs, a reduction in the prices of the Targets' products and/or services may have a material and adverse impact on the Enlarged Group's business operations, financial condition, results of operations and prospects.

(e) ***The Targets are dependent on certain key management personnel and on their ability to attract and retain skilled and experienced personnel and to maintain their labour costs***

The management team of the Targets comprises Mr. Bernard Wee, the general manager, and Mr. Lau Chuen King, the project manager. These key management personnel play an important role in the day-to-day operations of the Targets and in the pursuit and execution of their respective growth strategies within their core business activities. Following Completion of the Proposed Acquisition, save for the resignations of the directors as described in the section titled “Directors and Employees of the Targets – Current Directors and Executive Officers of the Targets – Directors of the Targets” of **Appendix A** to this Circular, the existing management teams of the Targets are expected to remain in their respective roles to ensure continuity of operations and business strategies.

The success of the Targets depends significantly on their ability to attract, retain and motivate qualified and skilled management personnel with the appropriate combination of industry experience, technical expertise and operational capabilities. The Targets operate in specialised segments of the construction industry, where there is an industry-wide shortage of experienced management, technical professionals and skilled labour. Competition for such personnel is intense, and the process of identifying, recruiting and onboarding suitable candidates can be time-consuming and costly.

In addition to reliance on key management personnel, the Targets’ operations depend on the availability of skilled and experienced technical, supervisory and manual workers. The ability to attract and retain such personnel is critical to meeting project timelines, maintaining quality standards and supporting business growth. Any shortage of suitably qualified personnel, or an inability to recruit or retain such personnel on commercially acceptable terms, may constrain the Targets’ operational capacity, competitiveness and growth prospects.

Although all of the Targets’ management, skilled and experienced personnel are employed under employment contracts, there is no assurance that such personnel will not resign or fail to renew their employment upon the expiry of their contracts. While the Targets have not experienced any material disruption arising from the loss of key personnel to date, the loss of the services of key management or skilled personnel without adequate and timely replacement could adversely affect the Targets’ business operations, financial condition and results of operations. In addition, if any such personnel were to join competitors or establish competing businesses, the Targets may suffer the loss of proprietary know-how, trade secrets, customer relationships and experienced staff. Any of the foregoing may have a material adverse effect on the Enlarged Group’s business operations, financial condition, results of operations and prospects.

(f) ***The Targets are exposed to credit risks of their customers***

The Targets’ business operations and financial results are dependent on the timely payments by, and credit worthiness of, their customers.

Any deterioration in the financial position of the Targets’ customers, particularly the major customers, may affect their profit and cash flow, as these customers may default on their payments. In addition, these customers may cancel their orders with the Targets. Although the Targets will review the credit risk of customers, it cannot be assured that such defaults will not take place or that they will not experience cash flow problems as a result of such defaults. The Targets may also not be able to enforce their contractual rights to receive payment through legal proceedings.

The Targets generally provide payment terms ranging from 14 to 30 days. As a result, the Targets generate significant accounts receivable from sales to their customers. If any of the Targets’ customers have insufficient liquidity, the Targets could encounter significant delays or defaults in payments owed by such customers, and the Targets may need to extend their payment terms or restructure the receivables owed, which could have a significant adverse effect on their financial condition. Any deterioration in the financial

condition of the Targets' customers will increase the risk of uncollectible receivables. Global economic uncertainty could also affect the Targets' customers' ability to pay their receivables in a timely manner or at all or result in customers going into bankruptcy or reorganisation proceedings, which could also affect the ability to collect their receivables.

There is no guarantee that the Targets' customers will settle payment in full as it falls due. In the event the Targets' customers are unable to settle trade amounts due to them on a timely basis, this will have an adverse impact on the Targets' results of operations, cash flows and financial position. In addition, there may be an adverse impact on the Targets' operations as they divert their management resources, time and attention to pursue any unsettled invoices. There was no loss allowance on trade receivables recognised in the Targets' income statements in FY2023, FY2024 and FY2025, respectively.

(g) ***The Targets are subject to regulatory requirements for their business and operations, and failure to comply with such requirements may affect their operations and expose them to penalties***

The Targets' business and operations in Singapore are regulated by the BCA and various other regulatory bodies. The Targets are required to obtain and maintain certain permits, licences and registrations to conduct their operations.

In addition, the Targets may be required to secure new permits, licences and registrations in the future to continue their business activities and/or undertake new projects. Details of the Targets' material permits, licences and registrations as at the Latest Practicable Date can be found in the section titled "Government Regulations, Permits, Licences and Registrations – Permits, Licences and Registrations" of this **Appendix A**.

The permits, licences and registrations the Targets hold are generally subject to conditions imposed by the respective regulatory frameworks and are often granted for fixed durations, necessitating periodic renewal. There is no assurance that the Targets will be able to meet new requirements imposed by regulatory authorities or that the existing permits, licences and registrations will not be revoked. In addition, upon expiry, the renewal of permits, licences and registrations may not be guaranteed or may be subject to conditions that could be challenging for the Targets to fulfil. Failure to obtain, maintain, or renew the necessary permits, licences and registrations in a timely manner could adversely affect the Targets' operations and business continuity. In the event these risks materialise, the business operations, financial condition, results of operations and prospects of the Enlarged Group may be materially and adversely affected.

In addition, the relevant regulatory authorities may, from time to time, amend existing laws or introduce new laws and regulations which may affect the Targets and other companies in the industry. These changes could impose new restrictions on the way the Targets operate or necessitate additional permits, licences and registrations for their business operations. Compliance with any such new government legislation, regulations or policies may also increase the Targets' compliance costs. Any significant increase in compliance costs arising from such new government legislation, regulations or policies may materially and adversely affect the business operations, financial condition, results of operations and prospects of the Enlarged Group.

(h) ***The Targets are required to obtain and maintain quality certifications***

The Targets' customers typically require the Targets to meet stringent standards of production and service, and they may require that the Targets meet and maintain relevant certification requirements before they can be approved as their appointed supplier. ABME has obtained various certifications including ISO 45001:2018 and bizSAFE Level 3 and IAPL has obtained various certifications including bizSAFE Level 4, which serve as a verification that the Targets each have an efficient quality management system. Details of the Targets' material awards, accreditations and certifications as at the Latest Practicable Date can be found in the section titled "Awards and Accreditations" of this **Appendix A**.

However, there is no assurance that the Targets will be able to maintain these

certifications, for any number of reasons, including a failure on their part to keep up with the relevant standards required. If the Targets are unable to meet and maintain the requirements needed to secure or renew such certifications, they may not be able to sell their products to certain customers and their business operations, financial condition, results of operations and prospects may be materially and adversely affected.

In addition, the Targets' materials and products, services and processes may be subject to audit by some of their customers before the Targets are qualified to undertake contracts. Prospective customers will need to ensure that the quality of the Targets' products and/or the Targets' manufacturing and quality control processes align with their specific needs and requirements. Failure to meet these standards could result in a loss of business, and adversely affect the Enlarged Group's business operations, financial condition, results of operations and prospects.

(i) ***The Targets are affected by developments in the building and construction industry in which their customers operate***

A large portion of the Targets' total combined revenue is derived from the sale of steel, aluminium and metal products for building and construction projects awarded to their customers. Accordingly, the Targets' revenue growth is closely tied to the ongoing success and expansion of their customers' businesses, as well as their ability to secure new orders from both new and existing customers. Factors that impact the broader building and construction industry, or the specific customers the Targets serve, could adversely affect their businesses. These factors include:

- (i) inability of the Targets' customers to secure projects or the Targets' failure to obtain new orders from contractors who have been awarded construction projects, which may reduce demand for the Targets' products, resulting in the Targets' production and manufacturing capacities to be underutilised for periods of time;
- (ii) loss of market share for their customers, which may lead them to reduce or discontinue their engagement of the Targets' services or to lower their own prices, thereby exerting pricing pressure on the Target;
- (iii) economic conditions in the markets in which their customers operate including recessionary periods; and
- (iv) any product design changes that may reduce or eliminate demand for the products and/or solutions the Targets supply.

The building and construction industry is also affected by general economic conditions, changes in interest rates and relevant government policies and measures. Any material decrease in demand or orders from the Targets' customers in the building and construction industry owing to such factors will have a material adverse impact on its business and financial performance.

In addition, these factors may also affect the Targets' ability to plan for capacity changes accurately and may lead the Target to suffer a divergence between the time that they incur additional capital expenditure for equipment and ancillary facilities, and the anticipated demand for their products. In the event that such capital expenditure is not matched by a corresponding increase in the demand for the Targets' products, their financial position will be materially and adversely affected.

The Targets expect that future revenue generated by the Targets will continue to depend on the success of their customers. If economic conditions deteriorate and the Targets' customers fail to remain competitive and secure new projects, the Enlarged Group's business operations, financial condition, results of operations and prospects may be materially and adversely affected.

(j) ***The Targets operate in competitive markets***

The Targets operate in competitive markets and face competition from various players. Some of the present and potential future competitors may have access to greater financial, marketing, technical or manufacturing resources, and in some cases, higher brand recognition and more experience than the Targets have. These competitors may enter markets served by the Targets and offer services at lower prices in order to obtain market share. They may be able to respond more quickly to new or emerging technologies and changes in customer requirements and/or devote greater resources to the development, promotion and sale of their products than the Targets can. Additionally, current and potential competitors may pursue strategic acquisitions or form cooperative relationships among themselves or with third parties, enhancing their ability to address the needs of the Targets' prospective customers. It is possible that new competitors or alliances among existing and new competitors may emerge and rapidly gain significant market share. Competitors may also offer products that are equal or superior to the Targets' products, which could reduce the Targets' market share and overall sales and require the Targets to invest in the development of new technology and infrastructure.

The Targets believe that the key competitive factors in their industries include, among others, the range and quality of products and services, pricing, presence, track record and maintenance standards. If the Targets are less efficient than their competitors, or are unable to acquire or develop what is required to meet evolving specifications of their customers, their competitiveness will be adversely affected.

There is no assurance that the Targets will continue to compete successfully against their competitors. In the event that the Targets are unable to retain existing customers and/or attract new customers amid increasing competition, their business, financial condition, results of operations and prospects may be materially and adversely affected.

Increased competition may also exert downward pressure on the prices of the Targets' products and services, impacting their profit margins. There can be no assurance that the Targets will be able to compete successfully against competitors in the future. Accordingly, the Enlarged Group's business operations, financial condition, results of operations and prospects may be materially and adversely affected if they are not able to compete effectively.

(k) ***The Targets are dependent on their ability to secure new contracts with customers***

The Targets may have contracts that are non-recurring and entered into on a project-basis, where the Targets supply their materials and products and/or services to their customers as part of projects awarded to such customers. This reliance on project-based contracts underscores the importance of maintaining strong relationships with their customers and the need to actively pursue new opportunities in a competitive market. Without a consistent flow of new contracts, the Targets may face challenges in sustaining revenue growth, and this could negatively impact the Targets' financial performance. There is no guarantee that the Targets will continue to secure new projects from their customers after the completion of the existing awarded projects.

The Targets typically have to go through a competitive tendering or quotation process to secure new contracts. The Targets' ability to win contracts is affected by a range of factors, such as the Targets' pricing and their competitors' pricing and the level of market competition. While the Targets have historically achieved a good success rate in securing contracts, there is no guarantee that this trend will continue in the future. Additionally, there is also no guarantee that the Targets will not need to lower their pricing in response to competitive pressures.

In the event that the Targets are unable to secure new contracts or obtain similar number of projects, the Enlarged Group's business operations, financial condition, results of operations and prospects may be materially and adversely affected.

(l) ***The Targets may be affected by accidents and/or violations of workplace safety and health regulatory requirements***

The New Business involves inherent industrial risks and occupational hazards, which may not be eliminated through implementing safety measures. The Targets participate in certain activities presenting risks and dangers, among which are fabrication of steel and aluminium products, and as such their employees will have to work with machinery and tools that have to be handled appropriately. The Targets are therefore exposed to risks related to such activities, such as equipment failure, industrial accidents and fire.

Accordingly, accidents or mishaps may occur at the worksites of the Targets' projects. Accordingly, the Targets may be subject to personal injury claims by workers and/or third parties who are involved in accidents which occur during the course of their work from time to time. In addition, any accidents or mishaps resulting in significant damage to premises, machinery, equipment or inventory may result in work stoppages and cause the Targets to incur additional costs. Fines and penalties may also be imposed by the MOM or other relevant authorities in relation to any breaches of workplace safety and health regulations at the worksites.

In addition to having to incur any costs to make good the premises, machinery, equipment or inventory, such accidents or mishaps may severely disrupt the Targets' operations and lead to delays in the completion of the projects. In the event of such delay, the Targets could be liable to pay liquidated damages under certain contracts with their customers and/or for potential breaches of contract. Please also refer to the section titled "Risk Factors – Risks relating to the Business and Operations of the Targets – The Targets may be liable for delays in the completion of projects" of this **Appendix A** for elaboration on the risks with regard to delays.

Further, the Targets' insurance coverage may not be sufficient, and it may not be possible to obtain adequate insurance (or any insurance at all) to cover certain risks on commercially reasonable terms. There is also no guarantee that material workplace accidents or fatal accidents will not occur in the future despite the Targets' safety policies and measures. Even if such accidents were not caused by the Targets' fault or negligence, such accidents may still cause the Targets to incur substantial costs and damage to their reputation.

Damage to the Targets' reputation as a result of workplace accidents, whether or not the fault of the Targets, may lead to negative publicity and may have a material adverse effect on the business operations, financial condition, results of operations and prospects of the Enlarged Group.

There is no assurance that the above risks will not cause a material and adverse impact to the Targets in the future. The materialisation of any of the risks mentioned above in the worst case scenario may disrupt the Targets' business and lead to delay in the projects and damage the Targets' reputation, which may also adversely affect the validity of the Targets' relevant qualifications, business operations and results of operations.

(m) ***The Targets are subject to labour and immigration laws and policies that govern the employment of foreign workers***

The New Business is labour-intensive, and given the limited availability of local manpower stemming from an ageing workforce and a declining number of young Singaporeans willing to engage in labour-intensive jobs, the Targets engage foreign workers to implement and execute their works, the employment of whom are subject to applicable laws, rules and regulations, and the price competitiveness of which might from time to time fluctuate given demand for such foreign workers in Singapore, whether from similar businesses or otherwise.

The Targets rely on a team of foreign workers, and accordingly, any change in applicable laws, regulations or policies of Singapore or those of the foreign workers' countries of origin may result in labour shortages and/or increase the operating costs of the New

Business. For instance, the availability of foreign employees in Singapore is regulated by the MOM through policy instruments such as the imposition of levies and quotas, also known as dependency ratio ceilings, being the percentage of foreign employees permitted in a company's total workforce. The Targets are susceptible to any increase in such levies and any changes in the supply and/or quota of foreign employees that they are permitted to hire. As a result of these measures, the costs of hiring foreign employees may increase.

In addition, the Targets are vulnerable to changes in the costs of hiring foreign employees. If the labour costs increase substantially or if the Targets are unable to retain their foreign employees or hire new employees on terms acceptable to them or at all, the business operations, financial condition, results of operation and prospects of the Enlarged Group may be materially and adversely affected.

The Targets are also required to comply with the conditions stipulated in work permits issued to their foreign employees and may be liable if they contravene such conditions. Such contravention may result in a statutory penalty, a curtailment in the foreign employees' quota and/or a ban by the MOM on their applications and renewals of work permits for foreign workers. Such an event may result in the disruption of the operations and/or an increase in the labour costs of the Targets, which may materially and adversely affect the business operations, financial condition, results of operations and prospects of the Enlarged Group. Please refer to the section titled "Government Regulations, Permits, Licences and Registrations – Summary of Relevant Singapore Laws and Regulations" of this **Appendix A** for further details on the governmental regulations which the Targets are subject to.

The Targets may also rely to some extent on personnel hired on an ad-hoc basis from third-party labour suppliers, in particular, the provision of the services of temporary workers during certain periods when there might be greater demand in the market. There is no assurance that the Targets will be able to continue to procure the services of the same personnel from these labour suppliers, and at the same cost. Any inability to procure the services of temporary personnel may result in the disruption of the Targets' operations and/or an increase in their labour costs, which may materially and adversely affect the business operations, financial condition and results of operations and prospects of the Enlarged Group.

In addition, for each non-Malaysian work permit holder, a security bond of S\$5,000 in the form of a banker's guarantee or insurance guarantee is required to be furnished to the Controller of Work Passes under the Employment of Foreign Manpower Act 1990 of Singapore. The security bond must be furnished prior to the foreign employee's arrival in Singapore, failing which entry into Singapore will not be allowed. The security bonds furnished by the Targets may be forfeited if, among other things, the foreign employees are missing or violate any of the conditions of the work permits.

There is no assurance that the Targets' foreign employees, who are subject to the aforesaid security bond requirements, will remain present and adhere to the conditions of their work permits. The occurrence of any violation may result in the forfeiture of security bonds furnished by the Targets in respect of the relevant workers and the Targets being unable to employ foreign workers for their operations in the future, which in turn may materially and adversely affect the Enlarged Group's business operations, financial condition, results of operations and prospects.

(n) ***The Targets are dependent on their suppliers***

The Targets purchase raw materials and products and/or acquire or lease equipment from their suppliers for their projects. These suppliers are selected based on, among others, the Targets' past working experience with them, their competitiveness in terms of their pricing and their past performance. For FY2023, FY2024 and FY2025, the Targets have major suppliers which accounted for approximately 36.5%, 47.4% and 62.1% of the total combined supplier expenses, respectively. Please refer to the section titled "Major Customers and Suppliers – Major Suppliers" of this **Appendix A** for further details.

The Targets cannot be assured that the products and services rendered by their suppliers (including sub-contractors) will be satisfactory or that they will meet the requirements for quality or the project requirements. In the event of any loss or damage which arises from the default of the suppliers (including sub-contractors) engaged by the Targets and if the Targets are not able to pass such loss or damage on to their suppliers (including sub-contractors), the Targets may have to bear such corresponding liabilities. Furthermore, these suppliers (including sub-contractors) may experience financial or other difficulties that may affect their ability to supply the products or carry out the work for which they were contracted, thus delaying the completion of or failing to complete projects, resulting in additional costs for the Targets or exposing the Targets to the risk of liquidated damages.

Any of the above factors could result in a material adverse effect on the Enlarged Group's business operations, financial condition, results of operations and prospects.

(o) ***The Targets may be liable for delays in the completion of projects***

Certain customer contracts might include a liquidated damages provision under which the Targets are liable to pay liquidated damages to such customers if they are unable to deliver or perform the contractual works within the specified timeframe or in accordance with the contract. Delays in a project could occur from time to time due to factors such as shortages of labour, equipment and materials, labour disputes, disputes with other contractors, worksite accidents, work stoppages or delays in the delivery of materials, products and/or equipment by suppliers. In the event of any delay in the completion of a project for reasons other than force majeure, the Targets could be liable to pay liquidated damages under such contracts and incur additional overheads that may materially and adversely affect the earnings and profit margin, which in turn could impact the Enlarged Group's business operations, financial condition, results of operations and prospects.

(p) ***The Targets may potentially be subject to product liability claims***

The Targets supply their materials and products to their customers, and they may be liable for any loss and injury caused where such products turn out to be defective. The Targets are also exposed to potential product liability claims if their products are found to be unfit for use, contain defects or if there are any alleged injuries to their customers from the use of their products. Furthermore, the Targets could face claims due to delays in product deliveries for projects. Quality issues and late deliveries may lead customers to seek damages for losses incurred, especially if these problems disrupt construction timelines.

There can be no assurance that the Targets will not be involved in such legal proceedings or subject to such claims or complaints in the future. A significant and successful claim for product liability or project delays, against the Targets, could create an adverse impact on the Targets' reputation. If legal proceedings are commenced against the Targets, there can be no assurance that they will be successful in their defence or counterclaim against the plaintiffs. Such legal proceedings may create a material and adverse impact on the Enlarged Group's business, financial condition, results of operations and prospects.

(q) ***The Targets have warranty and indemnity obligations under their sub-contract arrangements***

Under certain sub-contract arrangements, the Targets are required to jointly warrant the sub-contract works with the relevant main contractor and to provide warranties and indemnities in favour of the main contractor in prescribed form. These typically impose ongoing obligations on the Targets in respect of the quality, performance and compliance of the works, and may expose the Targets to claims, liabilities, losses, damages or costs arising from defects, non-compliance or other breaches relating to the sub-contract works.

In addition, the Targets may also be required to execute and submit the relevant document within prescribed timelines, failing which the main contractor may be entitled to withhold a portion of payments otherwise due to the Targets. Such withholding may affect the Targets' cash flow and working capital, particularly where multiple projects are undertaken

APPENDIX A – ADDITIONAL INFORMATION ON THE TARGETS

concurrently or where the execution or submission of such documents is delayed for reasons beyond the Targets' control.

While any sums withheld are typically released upon submission of the duly executed deed of warranty and deed of indemnity, there is no assurance that the Targets will not be subject to delays in payment or disputes in relation to the scope or enforcement of such warranty and indemnity obligations. Any material claims, payment withholding, delays or disputes arising from such obligations could have a material adverse effect on the Enlarged Group's business operations, financial condition, results of operations and prospects.

(r) ***The Targets may be involved in disputes, legal and other proceedings and investigations arising out of their operations from time to time and may face legal liabilities as a result***

In the course of the Targets' business, they may encounter disputes with customers and suppliers from time to time in relation to various matters, including complaints about the quality of works. Such disputes may result in contractual disagreements or claims for breach of obligations.

Additionally, the Targets may be subject to investigations and administrative penalties imposed by authorities in relation to alleged or actual breaches of relevant laws and regulations. While the Targets have not experienced material litigation, investigations or other proceedings during the Period Under Review and up to the Latest Practicable Date which has had a material adverse impact on the Targets' business and operations, there is no assurance that future disputes or claims will be resolved amicably or in the Targets' favour through negotiation, settlement or mediation.

Furthermore, during the execution of the Targets' projects, they may be exposed to vicarious liability for acts or omissions by sub-contractors, employees, or, if applicable, other third parties engaged by them. This could include negligence leading to property damage, personal injury, or other liabilities arising during the performance of works. Additionally, as occupiers of project sites during ongoing works, the Targets may also face occupiers' liability for accidents, injuries, or damages occurring on the work premises, regardless of fault. Any such incidents may give rise to claims or legal actions against the Targets. Failure to resolve disputes or successfully defend claims may lead to extensive legal costs and, if unfavourable outcomes arise, may result in significant financial damages or penalties. Such outcomes could adversely affect the Targets' reputation as well as the Enlarged Group's business operations, financial condition, results of operations and prospects.

(s) ***The Targets may not have sufficient insurance coverage***

While the Targets currently have insurance which they believe is commercially appropriate against risks customarily insured in the industry, the Targets may become subject to liabilities for events against which they are not adequately insured or which they cannot be insured on terms which are acceptable to the Targets. Examples of these events include natural disasters, riots, general strikes, acts of terrorism and other events beyond the Targets' control. Some of the losses the Targets suffer may also not be easily quantifiable and may damage their reputation. The Targets' business operations, financial condition, results of operations and prospects may be materially and adversely affected if:

- (i) an event occurs for which they are not adequately or sufficiently insured;
- (ii) one or more large claims are successfully asserted against them that exceed the available insurance coverage;
- (iii) any of their insurance claims are contested by the insurance company; or
- (iv) they are not able to purchase insurance of the types and in the amounts that they deem necessary at acceptable premiums.

Further, the Targets' insurance policies are typically renewed on an annual basis and there is no assurance that they will be able to renew all of the policies or obtain new policies on similar terms. Please refer to the section titled "Insurance" in this **Appendix A** for further details on the insurance policies which the Targets currently maintain.

- (t) ***The New Business could be adversely and materially affected if the Targets fail to adequately protect their proprietary technology and technical know-how***

The Targets rely on proprietary technology and technical know-how to conduct their business and to attract and retain customers. The success of the New Business depends on the ability to protect the Targets' technical know-how, therefore, if the Targets do not effectively protect their proprietary technology and technical know-how, business operations, financial condition, results of operations and prospects could be materially and adversely affected.

- (u) ***The Targets may be affected by outbreaks of communicable diseases and/or any other serious public health concerns in Singapore and elsewhere***

An outbreak of infectious diseases or other serious public health concerns, whether locally in Singapore or globally, could have a significant adverse impact on the Targets' business operations. Such outbreaks can disrupt supply chains, trigger economic slowdowns or recessions, and introduce volatility into financial markets, all of which could negatively affect the sectors and markets in which the Targets operate.

Past outbreaks, including SARS, Zika, H1N1, MERS, Ebola, and more recently COVID-19, have demonstrated the potential for widespread disruptions. If a similar event were to occur again, it could lead to a global economic downturn, affecting both demand and supply chains. This could result in reduced demand for the Targets' products, delays in the completion of projects, and a decline in contractual offtake, all of which would negatively impact the Targets' business operations, financial condition, results of operations and prospects.

If the Targets or their suppliers experience employee infections, health authorities may mandate the closure of facilities and quarantine measures. Such actions would cause operational delays and could harm the Targets' business and financial performance. Additionally, a shortage of skilled workers due to illness or travel restrictions imposed by government could further disrupt operations and delay project completion, leading to increased costs from re-scheduling, additional sub-contracting, material usage, and staff turnover.

The Targets may also face difficulties in collecting receivables if customers are financially impacted by economic slowdowns or public health measures, which could further strain cash flow and liquidity.

The consequences of any future outbreak of other infectious or widespread communicable diseases are beyond the Targets' control, and it is impossible to foresee events of such nature with certainty. However, such events could cause interruptions across various business operations, adversely affecting the Enlarged Group's business operations, financial condition, results of operations and prospects.

- (v) ***The Targets are exposed to risks related to war, geopolitical tensions, trade conflicts, natural disasters, macroeconomic conditions and other uncontrollable events***

The Targets' business and operations may be materially and adversely affected by unforeseeable circumstances and other factors such as power outages, supply chain disruptions, political unrest, severe weather conditions, acts of God and natural or other catastrophes. Armed conflicts, terrorist attacks or other acts of violence may also materially and adversely affect global financial markets, supply chains, business activity and consumer confidence. In recent years, geopolitical tensions and armed conflicts in various regions have contributed to heightened volatility in global markets. For example,

the ongoing conflict between Russia and Ukraine and related sanctions and trade restrictions have disrupted global energy, commodities and logistics markets. In addition, escalating geopolitical tensions in the Middle East, including hostilities involving Israel and Iran and the involvement of external powers such as the United States of America, have increased uncertainty in global energy and shipping markets. Such developments may affect global trade flows, transportation costs and supply chain stability.

The Targets' business may also be affected by macroeconomic factors, such as general economic conditions, levels and volatility of economic growth, inflation, exchange rates, adverse market sentiment and consumer confidence in the jurisdictions in which they operate, as well as regulatory, fiscal and other governmental policies, all of which are beyond the Targets' control.

In particular, the Targets are exposed to risks arising from global trade tensions and tariff measures among major economies, including the imposition of tariffs, export controls, sanctions and other protectionist policies. Such developments could disrupt international trade flows and supply chains that are essential for their operations, and may result in higher costs, reduced market access, increased uncertainty and potential retaliatory measures between trading partners.

The Targets cannot predict the outcome, duration or escalation of such geopolitical tensions, armed conflicts or trade disputes, or the extent of their impact on global economic conditions. Given the uncertainties as to the future economic outlook, there is no assurance that the Targets will be able to maintain or continue to grow their revenue and profits, or that they will be able to react promptly to changes in economic conditions. If the Targets are unable to respond effectively to such developments, the Enlarged Group's business operations, financial condition, results of operations and prospects could be materially and adversely affected.

(w) ***The Targets may be subject to fines and/or other penalties for past non-compliance with the Companies Act in connection with various corporate secretarial matters***

Due to inadvertent administrative oversights, there were instances of procedural non-compliance by the Targets, including, among others, certain gaps in corporate secretarial records (such as consents, filings and resolutions), delays in updating statutory registers as required under the Companies Act and instance of insufficient notice being provided for general meetings. Under the Companies Act, each instance of non-compliance may attract statutory penalties, including fines (which may be up to S\$1,000, S\$5,000, S\$10,000 or S\$25,000, as applicable) imposed by ACRA, and, in certain cases, continuing default penalties until rectification.

To the extent practicable, the Targets have taken steps to rectify such non-compliances, including updating the relevant registers. As at the Latest Practicable Date, no enforcement action has been taken against the Targets. However, there can be no assurance that enforcement action will not be taken against such past non-compliances in future.

Further, following Completion of the Proposed Acquisition, the Targets will be supported by the Current Group's corporate service provider for the management of their corporate secretarial functions and will be overseen by the compliance and finance team of the Enlarged Group, including the Executive Director (Ms. Lee Pei Fang (Gina)) and the Chief Financial Officer (Ms. Goh Joo San) to strengthen oversight and ensure timely compliance with statutory obligations.

Notwithstanding the foregoing, there can be no assurance that similar lapses will not occur in the future. Any future non-compliance, penalties or enforcement actions may materially and adversely affect the reputation, business operations, financial condition, results of operations and prospects of the Enlarged Group.

(x) ***Any disruption, failure or breach of the Targets' information technology systems could disrupt their operations***

The Targets rely on information technology ("IT") systems and infrastructure to support their business operations, including financial accounting, payroll, internal communications and interactions with customers and suppliers.

The Targets' IT systems are exposed to risks of cyberattacks, hacking, computer viruses, data breaches, employee error or misconduct, and other events beyond their control, such as fire, telecommunications failures or other catastrophic incidents. Although the Targets have implemented security measures and controls to safeguard their systems and data, there can be no assurance that such measures will be effective in preventing disruptions or security breaches.

Any material disruption, system failure or unauthorised access to, or loss of, confidential or sensitive information could result in operational interruptions, financial loss, regulatory exposure, reputational damage and potential legal liabilities, which may materially and adversely affect the Targets' business operations, financial condition, results of operations and prospects. The increasing scale and sophistication of cybersecurity threats may also require the Targets to incur additional costs to enhance protective measures or remediate any breaches.

Following Completion of the Proposed Acquisition, the Targets are expected to adopt and integrate into the Enlarged Group's IT systems and network infrastructure. While such integration is intended to enhance operational efficiency and security controls, the migration process may involve transitional risks, including temporary disruptions or integration challenges. There can be no assurance that such integration will be completed without incident or that it will fully mitigate the IT-related risks described above.

Any of the above may result in a material and adverse effect on the business operations, financial condition, results of operation and prospects of the Enlarged Group.

(y) ***The Targets may require additional funding in the future***

The Targets may, from time to time, come across and pursue business opportunities that they consider to be favourable for their expansion plans and future growth and prospects. Please refer to section titled "Prospects, Trends, Business Strategies and Future Plans – Business Strategies and Future Plans" in this **Appendix A** for further details. To the extent that cash flows generated from their operations prove insufficient or are required to be deployed or retained for other uses, the Targets may need to obtain additional funding (through bank borrowings or from the debt or equity capital markets) to finance such opportunities. The Targets' working capital and capital expenditure needs may also vary materially from those presently planned and this may also result in the need for substantial new capital or funding.

Further issuances of securities after the completion of the Proposed Transactions may lead to a dilution in the equity interests of Shareholders in the Company and may, in the case of a rights issue, require additional investments by Shareholders. Further debt financing (whether through bank borrowings or from the debt capital markets) may, apart from increasing gearing and interest expense, contain restrictions on dividend payments, future fund-raising ability, the Enlarged Group's flexibility to operate its business as lenders' consent may have to be sought for certain corporate actions and other financial and operational matters. Additionally, there can be no assurance that the Targets will be able to obtain any additional funding, whether bank borrowings, equity or debt, at commercially reasonable terms, or at all. Any failure to obtain adequate or additional funding in the future may limit the expansion and growth of the business and may adversely affect the business operations, financial condition, results of operation and prospects of the Enlarged Group.

Any material disruptions, volatility or uncertainty in the credit markets could limit the Enlarged Group's ability to borrow funds or increase the Enlarged Group's cost of

borrowing. Accordingly, the Enlarged Group may be subject to unattractive interest rates, thereby increasing its interest expense, decreasing its profitability and reducing its financial flexibility pursuant to such additional debt financing.

- (z) ***Any acts of bribery, money laundering, corrupt practices or other misconduct of the Targets' employees, customers and suppliers may materially and adversely affect their business and reputation***

While the Targets have in place anti-money laundering and anti-bribery and anti-corruption policies, there is no assurance that their employees, customers and suppliers will comply with such laws, regulations and/or rules in the countries in which the Targets operate. If such persons fail to comply with the applicable anti-bribery and anti-corruption laws, this may subject the Targets to substantial financial losses and may have a negative impact on their reputation, and may mean the Enlarged Group's business operations, financial condition, results of operations and prospects may also be materially and adversely affected.

15.2 Risks relating to the Proposed Transactions

- (a) ***The Proposed Transactions are inter-conditional and are subject to conditions precedent under the SPA and may not complete***

Completion is conditional upon satisfaction or waiver of the conditions precedent set out in the SPA and detailed in the section titled "Letter to Shareholders – The Proposed Acquisition – Salient Terms of the Proposed Acquisition – Conditions Precedent" of this Circular. There is no certainty that all such conditions precedent will be fulfilled or waived in accordance with the terms of the SPA. In the event the conditions precedent are not satisfied or waived on or before 31 December 2026 or such later date as may be agreed between the Company and the Vendors, the Proposed Transactions will not be completed, the SPA shall automatically terminate and all obligations and liabilities of the Company and the Vendors shall cease and determine and this may adversely affect the Company's future financial condition and results of operation.

- (b) ***The values attributed to the Targets are subject to various key assumptions and evolving market conditions, which may result in significant and unexpected changes to them***

In arriving at the market value of the Sale Shares as at the Valuation Date, the Independent Valuer has relied on a number of key assumptions. These include, among others, that the business and operations of the Targets will continue to operate as a going concern and maintain sufficient liquidity to sustain their business and operations. The valuation also assumes that there will be no material adverse changes in the political, legal, regulatory, market and/or economic conditions in the country(ies) where the Targets operate which may adversely affect the future prospects of the Targets, and no material change in inflation, interest rates, exchange rates and/or rates of taxation from those prevailing as at the Valuation Date. In addition, the valuation assumes that the Targets' operations and business will not be severely interrupted by any force majeure event or unforeseeable factors or any unforeseeable reasons that are beyond the control of the management of the Company, including but not limited to the occurrence of natural disasters or catastrophes, epidemics or serious accidents. If any of these assumptions do not hold true, the market value of the Sale Shares may differ materially from the valuation ascribed by the Independent Valuer. Please refer to the Summarised Valuation Report as set out in **Appendix E** to this Circular for further details on the valuation of the Targets.

The various key assumptions and considerations are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Targets. Such inherent uncertainties, including the ongoing conflict between Russia and Ukraine and related sanctions, escalating geopolitical tensions in the Middle East, evolving global trade tensions and tariff measures among major economies, shifts in relevant governmental policies, unpredictable weather patterns and the outbreak of biological diseases (including any pandemic), may result in the market

value of the Sale Shares differing significantly from the values of the Targets as set out in the Summarised Valuation Report.

(c) ***The price of the Shares may fluctuate after Completion***

The Issue Price of S\$0.08 for the Consideration Shares and the Debt Purchase Consideration Shares may not be indicative of the price of the Shares that will prevail in the trading market as and when such Shares are allotted and issued. Volatility in the market price of the Shares may be caused by factors beyond the control of the Enlarged Group and may be unrelated and disproportionate to the operating results of the Enlarged Group.

The market price of the Shares may fluctuate significantly and rapidly as a result of, among other things, the following factors, some of which are beyond the control of the Enlarged Group:

- (i) the success or failure of the Enlarged Group's management team in implementing business and growth strategies in relation to both the Current Business and the New Business;
- (ii) changes in significant contracts, acquisitions, strategic alliances or capital commitments;
- (iii) announcements by the Enlarged Group or its competitors of significant contracts, acquisitions, strategic alliances, partnerships, joint ventures, capital commitments or new products or services offered by the Enlarged Group or its competitors;
- (iv) loss of the Enlarged Group's major customers or failure to complete significant orders or contracts;
- (v) variations in the operating results of the Enlarged Group;
- (vi) the Enlarged Group's involvement in litigation or other legal proceedings or processes;
- (i) unforeseen contingent liabilities of the Enlarged Group;
- (ii) addition or departure of key personnel of the Enlarged Group;
- (iii) changes in securities analysts' estimates of the Enlarged Group's operating results and recommendations;
- (iv) differences between the Enlarged Group's actual operating results and those expected by investors and securities analysts;
- (v) changes or uncertainty in the political, economic and regulatory environment in the markets that the Enlarged Group operates; and
- (vi) changes in conditions affecting the industry, stock market sentiments or other events or factors.

(d) ***Risks associated with the Proposed Acquisition and the integration of the Targets***

Following the completion of the Proposed Acquisition, the Current Group may encounter difficulties in integrating the acquired business, assets or personnel of the Targets into its existing operations. Such integration challenges may include, without limitation, differences in management styles, corporate cultures, systems and processes, difficulties in retaining key employees or customers of the acquired business, and challenges in aligning business strategies and operational practices.

In addition, the anticipated synergies, cost savings or efficiencies arising from the acquisition of the Targets may take longer to realise than expected, or may not be realised at all. Any failure to successfully integrate an acquired business or to achieve the expected

synergies could result in increased operating costs, disruption to the Current Group's existing operations, and diversion of management's attention, and could have a material adverse effect on the Enlarged Group's business operations, financial condition, results of operations and prospects.

(e) ***Future acquisitions, joint ventures or investments may expose the Enlarged Group to increased risks***

Following Completion, the Enlarged Group may, as a matter of business strategy, invest in or acquire other entities in the New Business, or enter into joint ventures or other investment structures in connection with the New Business. Acquisitions that the Enlarged Group may undertake, along with potential joint ventures and other investments, may expose the Enlarged Group to additional business and operating risks and uncertainties, including but not limited to the following:

- (i) the direct and indirect costs in connection with such transactions;
- (ii) the inability to effectively integrate and manage the acquired businesses;
- (iii) the inability of the Enlarged Group to exert control over the actions of its joint venture partners, including any non-performance, default or bankruptcy of the joint venture partners;
- (iv) the inability of the Enlarged Group to exert control over strategic decisions made by these companies;
- (v) the time and resources expended to coordinate internal systems, controls, procedures and policies;
- (vi) the disruption in ongoing business and diversion of management's time and attention from other business concerns;
- (vii) the risk of entering markets in which the Enlarged Group may have no or limited prior experience;
- (viii) the potential loss of key employees and customers of the acquired businesses;
- (ix) the risk that an investment or acquisition may reduce the Enlarged Group's future earnings; and
- (x) exposure to unknown liabilities.

If the Enlarged Group is unable to successfully implement its acquisition or expansion strategy or address the risks associated with such acquisitions or expansions, or if the Enlarged Group encounters unforeseen expenses, difficulties, complications or delays frequently encountered in connection with the integration of acquired entities and the expansion of operations, the Enlarged Group's growth and ability to compete may be impaired. The Enlarged Group may fail to achieve acquisition synergies and be required to focus resources on integration of operations, rather than on its business. This will have a negative impact on the financial performance of the Enlarged Group.

Activities to expand its operations may also bring the Enlarged Group into contact, directly or indirectly, with new entities or new markets. These business activities expose the Enlarged Group to the range of risks described in this Circular, and to new and enhanced risks including reputation risks arising from dealing with a range of new counterparties. If these risks materialise, the business operations, financial condition, results of operations and prospects of the Enlarged Group will be materially and adversely affected.

15.3 Risks relating to the Shares

- (a) ***There is no certainty that there will be an active trading market for the Shares of the Company on an Enlarged Group basis***

The Shares have never been traded on an Enlarged Group basis. Accordingly, there can be no assurance that an active trading market for the Shares will develop or, if developed, will be sustained.

- (b) ***Investments in shares quoted on Catalist involve a higher degree of risk and can be less liquid than shares quoted on the Mainboard of the SGX-ST***

Catalist is a listing platform designed primarily for fast-growing and emerging or smaller companies to which a higher investment risk tends to be attached as compared to larger or more established companies. An investment in shares quoted on Catalist may carry a higher investment risk than investment in shares quoted on the Mainboard of the SGX-ST and the future success and liquidity in the market of the Shares (on an Enlarged Group basis) cannot be guaranteed.

- (c) ***The Enlarged Group may not be able to pay dividends to Shareholders upon Completion***

The Enlarged Group does not have a formal dividend policy. Please refer to section titled “Letter to Shareholders – Information on the Enlarged Group – Dividend Policy” of this Circular for further details. The Current Group has not paid dividends during the Relevant Period.

The form, frequency and amount of future dividends (if any) on the Shares will depend on the actual and projected financial performance and distributable reserves of the Enlarged Group which, in turn depends on the Enlarged Group successfully implementing its future plans and strategies and on financial, competitive, regulatory, technical and other factors, general economic conditions, demand for and selling prices, the Enlarged Group’s capital expenditure and other factors specific to its industry, many of which are beyond its control. Any of these factors could have a material adverse effect on the Enlarged Group’s business, prospects, financial position and results of operations, and hence there is no assurance that the Enlarged Group will be able to pay dividends to the Shareholders after the completion of the Proposed Transactions.

Further, the Enlarged Group’s ability to declare dividends will be dependent on dividend distributions from its operating subsidiaries (including the Targets). Certain of such operating subsidiaries may, from time to time, enter into loan facilities with various banks and financial institutions pursuant to which the relevant subsidiary may be prohibited from making any distribution (including dividends) or limit when and how much dividends such subsidiary can declare and pay out, unless the relevant bank or financial institution has determined that such distribution will not affect the ability of that subsidiary from repaying that particular loan. If the relevant subsidiary or incurs debts or losses, such indebtedness or loss may impair its ability to pay dividends or other distributions to the Enlarged Group. As a result, the Enlarged Group’s ability to pay dividends to the Shareholders will be restricted.

Accordingly, there is no assurance that the Enlarged Group will be able to pay dividends to Shareholders upon Completion.

- (d) ***Negative publicity may adversely affect the price of the Shares***

Any negative publicity or announcement involving the Enlarged Group, the Directors, the Executive Officers and/or substantial shareholders of the Enlarged Group may adversely affect the market perception of the Enlarged Group or the price of the Shares, whether or not it is justified. For instance, such negative publicity may arise from unsuccessful attempts in joint ventures, acquisitions or takeovers, or involvement in insolvency proceedings.

(e) ***Future sale of securities may adversely affect the price of the Shares***

Immediately following the Completion of the Proposed Transactions, 175,998,496 Shares, which comprise 37.40% of the Enlarged Share Capital of the Company, held in aggregate by the Vendor Family Group, will be subject to the relevant moratorium requirements. Please refer to section titled “Letter to Shareholders – The Proposed Acquisition – Moratorium Undertakings” of this Circular for further details. Any sale of a significant number of such Shares after the expiration of the applicable moratorium period, or the perception that such sales may occur, could materially and adversely affect the market price of the Shares and may thereby also adversely affect the Enlarged Group’s ability to raise funds through the issue of equity or other forms of securities.

(f) ***The substantial shareholders of the Company will have the ability to exert significant control over the Enlarged Group, which will allow significant influence over the outcome of matters requiring Shareholders’ approval***

Immediately following Completion, the Vendor Family Group will collectively have shareholding interests of approximately 37.40% of the Enlarged Share Capital of the Company. Please refer to **Appendix B** to this Circular for further details on the changes in the shareholding structure of the Company pursuant to Completion and the allotment and issuance of the maximum number of the Deferred Consideration Shares.

The Vendor Family Group will be able to significantly control and influence the corporate actions of the Company which may not be in line with the interests of the public Shareholders. Such concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of the Company which may not benefit the Shareholders.

(g) ***Singapore take-over laws contain provisions that could discourage a take-over of the Company***

The Company is subject to the Take-over Code which contains certain provisions that may possibly delay, deter or prevent a future take-over or change in control of the Company. Under the Take-over Code, except with the consent of the SIC, any person acquiring an interest, whether by a series of transactions over a period of time or not, either on his own or together with persons acting in concert with him, in 30.0% or more of the voting Shares, is required to extend a take-over offer for the remaining voting Shares in accordance with the Take-over Code.

Except with the consent of the SIC, such a take-over offer is also required to be made if a person holding between 30.0% and 50.0% (both inclusive) of the voting Shares, either on his own or together with persons acting in concert with him, acquires additional voting Shares representing more than 1.0% of the Company’s voting Shares in any six-month period. While the Take-over Code seeks to ensure an equality of treatment among Shareholders, its provisions could substantially impede the ability of the Shareholders to benefit from a change of control and, as a result, may adversely affect the market price of the Shares and the ability to realise any benefits from a potential change of control.

Additionally, immediately following Completion, the Vendor Family Group will collectively have shareholding interests of approximately 37.40% of the Enlarged Share Capital of the Company. Further, assuming the allotment and issuance of the maximum number of the Deferred Consideration Shares and no other changes to the share capital of the Company, the Vendor Family Group will collectively have shareholding interests of approximately 50.69% of the Maximum Enlarged Share Capital of the Company. On the basis of this, the Proposed Whitewash Resolution has been sought. Please refer to the section titled “Letter to Shareholders – The Proposed Whitewash Resolution” of this Circular for further details. This concentration of ownership could delay, deter or prevent a change in control of the Company or a successful offer under the Take-over Code by another person.

APPENDIX A – ADDITIONAL INFORMATION ON THE TARGETS

16. SELECTED FINANCIAL INFORMATION

16.1 Selected Financial Information

*The following selected financial information should be read in conjunction with the full text of this **Appendix A**, including the section titled “Management’s Discussion and Analysis of Financial Position and Results of Operations” of this **Appendix A**, the “Independent Auditors’ Report and Audited Combined Financial Information of Asiabuild Metal Engineering Pte. Ltd. and Integrated Aluminium Pte. Ltd. for the Financial Years ended 31 December 2023, 2024 and 2025” set out in **Appendix F** to this Circular.*

A summary of the combined financial information of the Targets in respect of FY2023, FY2024 and FY2025 is set out below:

Combined Statement of Comprehensive Income

(\$'000)	-----Audited-----	FY2023	FY2024	FY2025
Revenue		8,425	11,607	12,133
Cost of sales		(7,715)	(8,624)	(9,385)
Gross profit		710	2,983	2,748
Other item of income				
Other income		171	153	88
Loss allowance recovered on trade receivables		627	-	-
Other items of expenses				
Administrative expenses		(1,287)	(1,210)	(1,198)
Other losses		-	-	(3)
Finance costs		(109)	(23)	(10)
Profit before income tax		112	1,903	1,625
Income tax		-	-	-
Profit for the year, representing total comprehensive income for the financial year		112	1,903	1,625

Combined Statement of Financial Position

(\$'000)	-----Audited-----	As at 31 December 2023	As at 31 December 2024	As at 31 December 2025
ASSETS				
Non-current assets				
Plant and equipment		112	82	90
Right-of-use assets		-	-	199
Total non-current assets		112	82	289

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	----- Audited -----		
(S\$'000)	As at 31 December 2023	As at 31 December 2024	As at 31 December 2025
Current assets			
Inventories	149	-	128
Trade and other receivables	1,543	1,881	2,592
Prepayment	55	8	2
Contract assets	1,231	1,078	280
Cash and cash equivalents	1,529	1,712	3,548
Total current assets	4,507	4,679	6,550
 Total assets	 4,619	 4,761	 6,839
 <u>EQUITY AND LIABILITIES</u>			
Equity			
Share capital	1,000	1,200	1,200
Accumulated losses	(4,277)	(2,374)	(749)
Total equity	(3,277)	(1,174)	451
 Non-current liabilities			
Loans due to related parties	1,500	-	-
Loan due to a third party	-	-	1,500
Bank borrowings	742	-	-
Lease liabilities	-	-	125
Total non-current liabilities	2,242	-	1,625
 Current liabilities			
Trade and other payables	4,101	2,884	3,925
Loans due to related parties	-	1,500	-
Provision for other liabilities	123	1	-
Contract liabilities	543	809	805
Lease liabilities	-	-	33
Bank borrowings	887	741	-
Total current liabilities	5,654	5,935	4,763
 Total liabilities	 7,896	 5,935	 6,388
 Total equity and liabilities	 4,619	 4,761	 6,839

16.2 Selected Pro Forma Financial Information

*The following selected pro forma financial information should be read in conjunction with the full text of this **Appendix A**, including the sections titled “Management’s Discussion and Analysis of Financial Position and Results of Operations” in this **Appendix A** and “Independent Auditors’ Assurance Report and Unaudited Pro Forma Consolidated Financial Information of Enlarged Group for the Financial Year ended 30 September 2025” set out in **Appendix G** to this Circular.*

A summary of the unaudited pro forma consolidated financial information of the Enlarged Group in respect of FY2025 is set out below:

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Unaudited Pro Forma Consolidated Statement of Comprehensive Income

	2025 S\$'000
Revenue	34,927
Cost of sales	<u>(24,674)</u>
Gross profit	10,253
<i>Other items of income</i>	
Other income	512
Interest revenue	<u>52</u>
	564
<i>Other items of expenses</i>	
Marketing and distribution expenses	(941)
Administrative expenses	(7,405)
Other operating expenses	(1,812)
Other losses	(9)
Finance costs	<u>(232)</u>
Profit before income tax	418
Income tax expense	<u>(96)</u>
Profit for the financial year, representing total comprehensive income for the year	<u>322</u>
Profit/(Loss) attributable to:	
- Owners of the Company	(4)
- Non-controlling interests	<u>326</u>
	<u>322</u>
Total comprehensive income/(loss) attributable to:	
- Owners of the Company	(4)
- Non-controlling interests	326
	322
Basic loss per share (cents)	<u><u>(0.00)</u></u>
Diluted loss per share (cents)	<u><u>(0.00)</u></u>

Unaudited Pro Forma Consolidated Statement of Financial Position

	2025 S\$'000
ASSETS	
Current assets	
Cash and cash equivalents	14,583
Trade and other receivables	6,848
Contract assets	2,176
Inventories	<u>2,792</u>
Total current assets	<u>26,399</u>

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	2025 S\$'000
Non-current assets	
Property, plant and equipment	884
Right-of-use assets	3,994
Intangible assets	30,531
Trade and other receivables	69
Total non-current assets	<u>35,478</u>
Total assets	<u><u>61,877</u></u>
 LIABILITIES AND EQUITY	
Current liabilities	
Trade and other payables	8,303
Contract liabilities	1,353
Lease liabilities	1,582
Income tax payable	128
Total current liabilities	<u>11,366</u>
 Non-current liabilities	
Deferred contingent consideration	18,000
Convertible bonds	3,174
Lease liabilities	3,135
Other payables	21
Deferred tax liabilities	4
Total non-current liabilities	<u>24,334</u>
Total liabilities	<u>35,700</u>
 Capital, reserves and non-controlling interests	
Share capital	26,362
Reserves	<u>(1,775)</u>
Equity attributable to owners of the Company	24,587
Non-controlling interests	<u>1,590</u>
Total equity	<u>26,177</u>
Total liabilities and equity	<u><u>61,877</u></u>

16.3 Basis of Preparation

The unaudited pro forma consolidated financial information has been prepared in connection with the Proposed Acquisition by the Company of the entire issued and paid-up share capital of the Targets.

The enlarged group of companies comprising the Current Group and the Targets, following Completion of the Proposed Acquisition, are collectively known as the Enlarged Group. The unaudited pro forma consolidated financial information refers to the consolidated financial information of the Enlarged Group.

The unaudited pro forma consolidated financial information of the Enlarged Group in this report is expressed in Singapore Dollars (“S\$”) and rounded to nearest thousand (“S\$’000”) as indicated.

APPENDIX A – ADDITIONAL INFORMATION ON THE TARGETS

The unaudited pro forma consolidated financial information is based on the following:

- (a) audited consolidated financial statements of the Current Group for the financial year ended 30 September 2025 audited by Deloitte & Touche LLP which is prepared in accordance with Singapore Financial Reporting Standards (International) (“**SFRS(I)**”); and
- (b) audited combined financial statements of the Targets for the financial year ended 31 December 2025 audited by BDO LLP which is prepared in accordance with SFRS(I) and is presented in Singapore Dollars.

In preparing the unaudited pro forma consolidated financial information, a number of assumptions and adjustments were made, including:

- (i) the acquisition of the Targets and the settlement of purchase consideration;
- (ii) the purchase of outstanding debt owing by IAPL to Mr. Tan Poh Tuck and Mr. Tang;
- (iii) the conversion of Warrants subsequent to 30 September 2025 until the Latest Practicable Date; and
- (iv) the issuance of 60 million placement Shares.

Consequently, the unaudited pro forma consolidated financial information of the Enlarged Group, because of its nature, is prepared for illustrative purposes only and is not necessarily indicative of the financial performance, cash flows or the related effects on the financial position that would have been attained had the Proposed Acquisition actually occurred earlier or of the financial position that may be attained in the future. Due to the nature of the unaudited pro forma consolidated financial information, such unaudited pro forma consolidated financial information may not give a true picture of the actual financial position and performance of the Enlarged Group. Save for the foregoing events, the effects of other events have not been considered.

This selected pro forma consolidated financial information has been derived from, and should be read in conjunction with, the unaudited pro forma consolidated financial information and the related notes thereto included in “Independent Auditors’ Assurance Report and Unaudited Pro Forma Consolidated Financial Information of Enlarged Group for the Financial Year ended 30 September 2025” set out in **Appendix G** to this Circular.

17. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This section discusses the Targets’ business, results of operations and financial condition and management’s assessment of the factors that may affect its prospects and performance in future periods. Shareholders should read this section in conjunction with “Independent Auditors’ Report and Audited Combined Financial Information of Asiabuild Metal Engineering Pte. Ltd. and Integrated Aluminium Pte. Ltd. for the Financial Years ended 31 December 2023, 2024 and 2025” as set out in **Appendix F** to this Circular and “Independent Auditors’ Assurance Report and Unaudited Pro Forma Consolidated Financial Information of the Enlarged Group for the Financial Year ended 30 September 2025” as set out in **Appendix G** to this Circular.

This discussion and analysis may contain forward-looking statements which involve risks and uncertainties. The Targets’ actual results may differ from those anticipated in these forward-looking statements. Factors that might cause its actual future results to differ from those projected in the forward-looking statements include, but are not limited to, those discussed below and elsewhere in this Circular, including this **Appendix A**, particularly in the section titled “Risk Factors” of this **Appendix A**.

OVERVIEW

ABME is a private limited company established in 2009 in Singapore specialising in the fabrication, supply, and installation of structural steel and metal works for both private and public

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development projects. ABME's structural steel works comprise link ways, shelters, precinct pavilions, trellises, and roof trusses, while its metal works encompass railings and gratings, among other products.

IAPL is a private limited company established in 2012 in Singapore specialising in the supply and installation of architectural aluminium products. IAPL's aluminium works comprise windows and door systems, façade works, curtain wall systems, cladding panels and canopies. IAPL operates across multiple sectors, undertaking projects for schools, institutions, commercial developments, condominiums and public housing.

Collectively, the Targets provide complementary construction solutions within the building and infrastructure value chain, with a focus on structural steel, metal and architectural aluminium works. The Targets typically operate as sub-contractors engaged by main contractors, and their businesses are project-based in nature, with revenue derived primarily from contracts awarded for specific construction projects.

Please refer to the section titled "Background" of this **Appendix A** for further details.

Revenue

The Targets provide services in the installation of aluminium or glass works and steel structural components to customers through fixed-price contracts as well as generates income through sales of materials. The Targets' revenue is all generated within Singapore.

Revenue amounted to S\$8.43 million, S\$11.61 million and S\$12.13 million for in FY2023, FY2024 and FY2025 respectively.

The Targets' revenue is primarily affected by, among others, the following factors:

- (a) the level of construction activities in the public and private sectors in Singapore;
- (b) the ability to compete effectively with existing and new industry players in both structural steel and aluminium products industries;
- (c) the ability to secure new projects and orders from customers;
- (d) the ability to complete project works on a timely basis; and
- (e) any variation orders arising from additional works which are not included in the original specifications of the contracts, where such variation orders are subject to the certification by customers.

Please refer to the sections titled "Risk Factors" and "Prospects, Trends, Business Strategies and Future Plans" of this **Appendix A** for further details on the above factors and other factors that may affect the Targets' revenue.

Cost of sales

Cost of sales comprises mainly purchases of materials, sub-contracting charges, staff costs, overheads and other direct costs, including outsourced labour costs, transportation expenses, upkeep of motor vehicles and machinery, and depreciation of plant and equipment and right-of-use assets. Cost of sales amounted to S\$7.72 million, S\$8.62 million and S\$9.39 million in FY2023, FY2024 and FY2025 respectively.

The Targets' cost of sales is primarily affected by, among others, the following factors:

- (a) fluctuation in operational costs, which primarily include purchases of steel and aluminium and staff costs;

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- (b) ability to negotiate and obtain quotation from suppliers and sub-contractors on prices of materials and sub-contracting charges;
- (c) ability to manage projects costs and ability to manage any product delays and
- (d) changes in government regulations and requirements.

Please refer to the section titled “Risk Factors” of this **Appendix A** for further details on the above factors and other factors that may affect the Targets’ cost of sales.

Gross profit and gross profit margins

The gross profit margins of the Targets were approximately 8.4%, 25.7% and 22.6% for FY2023, FY2024 and FY2025 respectively.

Other income

Other income, in absolute terms and expressed as a percentage of the total amount, comprised the following:

	----- Audited -----					
	FY2023		FY2024		FY2025	
	S\$'000	%	S\$'000	%	S\$'000	%
Administrative income	1	0.6	-	-	-	-
Government grants	29	17.0	15	9.8	20	22.7
Gain on disposal of plant and equipment	2	1.1	-	-	-	-
Waiver of interest expense	-	-	69	45.1	-	-
Interest income	12	7.0	17	11.1	21	23.9
Scrap material income	127	74.3	52	34.0	47	53.4
Total	171	100.0	153	100.0	88	100.0

Other income relates mainly to (a) scrap material income; (b) government grants, which mainly includes workforce support initiative such as progressive wage credit and senior employment credit; (c) interest income from bank; and (d) waivers of charge from related parties upon business review.

Administrative expenses

Administrative expenses comprised mainly staff and worker related expenses, management fees, audit fees, insurance and road tax, depreciation expenses and other miscellaneous costs (such as license registration fee, software maintenance fee, professional fee, office expenses and utilities expenses). Administrative expenses amounted to S\$1.29 million, S\$1.21 million and S\$1.20 million in FY2023, FY2024 and FY2025 respectively.

Finance costs

Finance costs comprise mainly interest expense on bank borrowings, loans due to related parties and lease liabilities. Finance costs amounted to approximately S\$0.11 million, S\$0.02 million and S\$0.01 million in FY2023, FY2024 and FY2025 respectively.

Income tax

The Targets are incorporated in Singapore and accordingly are subject to income tax rate of 17% during the Period Under Review. There was no income tax expense as the Targets had no chargeable income during the Period Under Review.

The Targets had unutilised tax losses and capital allowance of approximately S\$7.54 million, S\$5.81 million and S\$4.32 million for FY2023, FY2024 and FY2025, respectively which were available for set-off against taxable profits subject to the agreement by the Inland Revenue Authority of Singapore and the provisions of the Income Tax Act 1947 of Singapore.

SEASONALITY

The Targets generally do not observe any significant seasonal trends in its business and operations.

INFLATION

The Targets believe that inflation does not have a material impact on its business, results of operations or financial condition during the Period Under Review. However, if the Targets experience a significantly higher inflation rate than experienced in the past, the Targets' business, results of operations and financial condition may be materially and adversely affected if it is not able to partially or fully offset such higher costs through price increases.

REVIEW OF RESULTS OF OPERATIONS***FY2023 VS FY2024*****Revenue**

Revenue increased by approximately S\$3.18 million or 37.7%, from S\$8.43 million in FY2023 to S\$11.61 million in FY2024, mainly due to higher progress billings as more projects progressed from the mobilisation phase into active construction stages.

Cost of sales

Cost of sales increased by approximately S\$0.90 million or 11.7%, from S\$7.72 million in FY2023 to S\$8.62 million in FY2024, mainly due to higher sub-contracting and material costs from increased project activity.

Gross profit and gross profit margins

Gross profit increased by approximately S\$2.27 million from S\$0.71 million in FY2023 to S\$2.98 million in FY2024. Gross profit margins increased from 8.4% in FY2023 to 25.7% in FY2024, mainly due to execution of higher-margin projects by the Targets.

Other income

Other income decreased by approximately S\$0.02 million from S\$0.17 million in FY2023 to S\$0.15 million in FY2024 mainly due to reduction in the sale of scrap materials and decrease in government grant which was partially offset by waivers of interest expense arising from loans due to related parties.

Loss allowance recovered on trade receivables

In FY2023, the Targets recorded a one-off reversal of loss allowance on receivables amounting to approximately S\$0.63 million due to the successful recovery of previously impaired debts.

Administrative expenses

Administrative expenses decreased by approximately S\$0.08 million or 6.2%, from S\$1.29 million in FY2023 to S\$1.21 million in FY2024. The decrease was mainly due to lower professional fee and lower staff and related expenses within IAPL following operational streamlining and cost-management initiatives which was offset by an increase in staff and related expenses from ABME to support higher workload in line with revenue growth.

Finance costs

Finance costs decreased by approximately S\$0.09 million from S\$0.11 million in FY2023 to S\$0.02 million in FY2024 mainly due to waivers of interest expense arising on loans due to related parties and a reduction in bank borrowings.

Profit for the year

As a result of the above, net profit of the Targets increased by approximately S\$1.79 million from S\$0.11 million in FY2023 to S\$1.90 million in FY2024.

FY2024 vs FY2025**Revenue**

Revenue increased by approximately S\$0.52 million, or 4.5% from S\$11.61 million in FY2024 to S\$12.13 million in FY2025. This was attributed mainly to higher percentage completion from secured construction projects by ABME which is partially offset by lower revenue contribution from IAPL, which shifted its business focus to shorter term projects.

Cost of sales

Cost of sales increased by approximately S\$0.77 million or 8.9%, from S\$8.62 million in FY2024 to S\$9.39 million in FY2025 mainly due to higher material and sub-contractor costs from increased project activity.

Gross profit and gross profit margins

Gross profit decreased by approximately S\$0.23 million, or 7.7% from S\$2.98 million in FY2024 to S\$2.75 million in FY2025. Gross profit margins decreased from 25.7% in FY2024 to 22.6% in FY2025, mainly due to higher sub-contracting costs on certain projects and material price fluctuations not fully passed on to customer.

Other income

Other income decreased by approximately S\$0.06 million, or 40.0%, from S\$0.15 million in FY2024 to S\$0.09 million in FY2025 mainly due to the absence of waiver of interest expenses arising from loans due to related parties recorded in FY2024.

Administrative expenses

Administrative expenses decreased from S\$1.21 million in FY2024 to S\$1.20 million in FY2025. The decrease was mainly due to lower staff and related expenses within IAPL following operational streamlining and cost-management initiatives which was offset by increase in staff and related expenses from ABME due to higher bonus provision accrued in FY2025.

Finance costs

Finance costs decreased from S\$0.02 million in FY2024 to S\$0.01 million in FY2025 mainly due to a reduction in bank borrowings.

Profit for the year

As a result of the above, net profit of the Targets decreased by approximately S\$0.27 million or 14.2% from S\$1.90 million in FY2024 to S\$1.63 million in FY2025.

REVIEW OF FINANCIAL POSITION**As at 31 December 2025****Non-current assets**

As at 31 December 2025, non-current assets amounted to approximately S\$0.29 million, representing 4.2% of total assets. Non-current assets comprised the following:

- (a) plant and equipment, amounted to approximately S\$0.09 million, representing 31.0% of the total non-current assets; and
- (b) right-of-use assets, amounted to approximately S\$0.20 million, representing 69.0% of the total non-current assets.

Current assets

As at 31 December 2025, current assets amounted to approximately S\$6.55 million, representing 95.8% of total assets. Current assets comprised the following:

- (a) inventories, comprising materials, amounted to approximately S\$0.13 million, representing 2.0% of total current assets;
- (b) trade and other receivables, comprising trade receivables from third parties, trade receivables from related parties, and retention sums and other unbilled receivables amounted to approximately S\$2.59 million, representing 39.5% of total current assets;
- (c) prepayments amounted to less than S\$0.01 million, representing 0.1% of total current assets;
- (d) contract assets, comprising construction contracts, amounted to approximately S\$0.28 million, representing 4.3% of total current assets; and
- (e) cash and cash balances, amounted to approximately S\$3.55 million, representing 54.2% of total current assets.

Non-current liabilities

As at 31 December 2025, non-current liabilities amounted to S\$1.63 million, representing 25.5% of total liabilities. non-current liabilities comprised the following:

- (a) loan due to a third party, amounted to approximately S\$1.50 million, representing 92.0% of total non-current liabilities; and
- (b) lease liabilities, amounted to approximately S\$0.13 million, representing 8.0% of total non-current liabilities.

Current liabilities

As at 31 December 2025, current liabilities amounted to approximately S\$4.76 million, representing 74.5% of total liabilities. Current liabilities comprised the following:

- (a) trade and other payables, comprising trade payables to third parties, trade payables to related parties, and retention sums and other payables including amount due to shareholders, accrued expenses and goods and services tax payable, net, amounted to approximately S\$3.93 million, representing 82.6% of total current liabilities;

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- (b) contract liabilities, comprising construction contracts, amounted to approximately S\$0.80 million, representing 16.8% of total current liabilities; and
- (c) lease liabilities, amounted to approximately S\$0.03 million, representing 0.6% of total current liabilities.

Total Equity

As at 31 December 2025, total equity amounted to approximately S\$0.45 million, comprising share capital and accumulated losses of approximately S\$1.20 million and S\$0.75 million, respectively. The negative equity positions of the Targets as at 31 December 2023 and 31 December 2024 were primarily attributable to accumulated operating losses incurred during the prior financial years, FY2021 and FY2022. These losses, amounting to approximately S\$2.3 million and S\$2.7 million respectively, were largely driven by the impact of the COVID-19 pandemic, including delays in projects timelines, lower margins due to increased material and sub-contractor costs, and limited workforce deployment arising from mandatory COVID-19 safe management measures. As at 31 December 2025, the Targets recorded positive equity of S\$0.45 million primarily due to the recovery of business activities following the COVID-19 pandemic, as more contracts progressed from mobilisation to active construction phase, resulting in the Targets reporting a cumulative net profit of S\$3.6 million during the Period Under Review.

This cumulative net profit of S\$3.6 million achieved over the Period Under Review had offset the prior years' accumulated losses, thereby restoring the equity base to a positive position. This turnaround was achieved organically through enhanced operational performance.

18. WORKING CAPITAL, LIQUIDITY AND CAPITAL RESOURCES

During the Period Under Review, the Targets' operations have been financed through a combination of shareholders' equity, loans, bank borrowings and net cash generated from operating activities. The principal uses of cash have been for (a) financing of working capital; (b) capital expenditures; and (c) repayment of bank borrowings and interest expense. Please refer to the section titled "Capitalisation and Indebtedness" of this **Appendix A** for further details.

The combined working capital of the Targets as at the end of the Period Under Review was as follows:

S\$'000	----- Audited -----		
	FY2023	FY2024	FY2025
Current assets	4,507	4,679	6,550
Current liabilities	5,654	5,935	4,763
Working capital	(1,147)	(1,256)	1,787

As at 31 December 2024

The increase in the current assets was mainly due to the increase in trade and other receivables. The increase in the current liabilities was due to classification of loans due to related parties of S\$1.50 million as current liabilities.

The increase in current liabilities was relatively larger than the increase in the current assets and this led to the decrease in working capital of S\$0.11 million to negative working capital of approximately S\$1.26 million as at 31 December 2024.

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As at 31 December 2025

The increase in the current assets was mainly due to the increase in trade and receivable and cash and cash equivalents. The decrease in the current liabilities was mainly due to the absence of loans due to related parties.

The increase in current assets and the decrease in the current liabilities led to the increase from negative working capital of S\$1.26 million as at 31 December 2024 to positive working capital of approximately S\$1.79 million as at 31 December 2025.

In assessing the adequacy of the working capital for the Targets, the Directors have taken into consideration the following:

- (a) as at 31 December 2025, the Targets had pro forma combined net current assets which amounted to S\$1.79 million;
- (b) the Targets recorded net profits of approximately S\$0.11 million, S\$1.90 million and S\$1.63 million in FY2023, FY2024 and FY2025 respectively;
- (c) the Targets generated combined net cash flows from operating activities of approximately S\$(0.65) million, S\$0.89 million and S\$2.67 million in FY2023, FY2024 and FY2025 respectively;
- (d) as at 31 December 2025, the Targets had combined cash and cash equivalents of approximately S\$3.55 million, and indebtedness (comprising mainly amounts due to a director and shareholders, loan due to a third party and lease liabilities) of approximately S\$2.56 million and as at the Latest Practicable Date, the Targets had cash and cash equivalents of approximately S\$4.62 million and indebtedness of approximately S\$2.55 million;
- (e) as at the Latest Practicable Date, the Targets had combined unutilised banking facilities amounting to approximately S\$0.50 million;
- (f) as at the Latest Practicable Date, the Targets do not have any capital commitments; and
- (g) as at the Latest Practicable Date, the Targets do not have any material contingent liabilities.

The Directors of the Company are of the reasonable opinion that, after taking into consideration the cash flow generated from the Targets' operations, the Targets' existing cash and cash equivalents, the available credit facilities, and the working capital available to the Enlarged Group as at the date of this Circular is sufficient for the present requirements and for at least 12 months from the date of Completion.

The Sponsor and Financial Adviser is of the reasonable opinion that, after having made due and careful enquiry and after taking into consideration the factors set out above, the cash flow generated from the Targets' operations, the Targets' existing cash and cash equivalents, available credit facilities, and the working capital available to the Enlarged Group as at the date of this Circular is sufficient for present requirements and for at least 12 months from the date of Completion.

The following is a summary of the combined statement of cash flows for the Period Under Review, which should be read in conjunction with the full text of this **Appendix A**, including the section titled "Selected Financial Information" of this **Appendix A** and "Independent Auditors' Report and Audited Combined Financial Information of Asiabuild Metal Engineering Pte. Ltd. and Integrated Aluminium Pte. Ltd. for the Financial Years ended 31 December 2023, 2024 and 2025" as set out in **Appendix F** to this Circular and "Independent Auditors' Assurance Report and Unaudited Pro Forma Consolidated Financial Information of the Enlarged Group for the Financial Year ended 30 September 2025" as set out in **Appendix G** to this Circular.

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(S\$'000)	----- Audited -----		
	FY2023	FY2024	FY2025
Net cash flows generated from/(used in) operating activities	(651)	894	2,671
Net cash flows generated from/(used in) investing activities	28	-	(64)
Net cash flows generated from/(used in) financing activities	591	(711)	(771)
Net change in cash and cash equivalents	(32)	183	1,836
Cash and cash equivalents at beginning of the financial year	1,561	1,529	1,712
Cash and cash equivalents at end of the financial year	1,529	1,712	3,548

FY2023

In FY2023, the Targets' net cash flows used in operating activities of approximately S\$0.65 million were due to operating cash outflow before working capital changes of approximately S\$0.56 million, adjusted for net working capital outflow of approximately S\$0.11 million. The net working capital outflow was mainly due to (a) a decrease in contract liabilities of approximately S\$0.66 million; and (b) a decrease in trade and other payables of approximately S\$0.17 million, which was offset by a decrease in trade and other receivables of approximately S\$0.67 million.

Net cash from investing activities amounted to approximately S\$0.03 million was due to grant received for plant and equipment of S\$0.03 million and proceeds from disposal of plant and equipment of S\$0.01 million, which was partially offset by the purchase of plant and equipment of S\$0.01 million.

Net cash flows from financing activities amounted to approximately S\$0.59 million was due to loans from related parties of approximately S\$1.50 million, which was offset by repayment of bank borrowings of approximately S\$0.87 million and interest paid of approximately S\$0.04 million.

As a result of the above, there was a net decrease of approximately S\$0.03 million in cash and cash equivalents. As at 31 December 2023, cash and cash equivalents amounted to approximately S\$1.53 million

FY2024

In FY2024, the Targets' net cash flows from operating activities of approximately S\$0.89 million were due to operating cash inflow before working capital changes of approximately S\$1.75 million, adjusted for net working capital outflow of approximately S\$0.87 million. The net working capital outflow was mainly due to (a) a decrease in trade and other payables of approximately S\$1.15 million; and (b) an increase in trade and other receivables of approximately S\$0.34 million, which was offset by (i) an increase in contract liabilities of approximately S\$0.27 million; (ii) a decrease in contract assets of approximately S\$0.15 million; and (iii) a decrease in inventories of approximately S\$0.15 million.

Net cash flows used in financing activities amounted to approximately S\$0.71 million was due to repayment of bank borrowings of approximately S\$0.89 million and interest paid of approximately S\$0.02 million, which was offset by proceeds from issuance of ordinary shares of approximately S\$0.20 million.

As a result of the above, there was a net increase of approximately S\$0.18 million in cash and cash equivalents. As at 31 December 2024, cash and cash equivalents amounted to approximately S\$1.71 million.

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FY2025

In FY2025, the Targets' net cash flows from operating activities of approximately S\$2.67 million were due to operating cash inflow before working capital changes of approximately S\$1.65 million, adjusted for net working capital inflow of approximately S\$1.00 million. The net working capital inflow was mainly due to (a) an increase in trade payables of approximately S\$1.04 million; and (b) a decrease in contract assets of approximately S\$0.80 million, which was offset by an increase in trade and other receivables of approximately S\$0.71 million.

Net cash used in investing activities amounted to approximately S\$0.06 million was due to purchase of plant and equipment of approximately S\$0.04 million and purchase of right-of-use assets of approximately S\$0.03 million, which was partially offset by the proceeds from disposal of plant and equipment of approximately S\$0.01 million.

Net cash flows used in financing activities amounted to approximately S\$0.77 million was due to (a) repayment of bank borrowings of approximately S\$0.74 million; (b) repayment of obligations under lease of approximately S\$0.02 million; and (c) interest paid of approximately S\$0.01 million.

As a result of the above, there was a net increase of approximately S\$1.84 million in cash and cash equivalents. As at 31 December 2025, cash and cash equivalents amounted to approximately S\$3.55 million.

19. CAPITAL EXPENDITURES AND DIVESTMENTS, COMMITMENTS AND CONTINGENT LIABILITIES

19.1 Capital Expenditures and Divestments

Capital expenditures and divestments of the Targets during the Period Under Review and for the period from 1 January 2026 up to the Latest Practicable Date are as follows:

S\$('000)	FY2023	FY2024	FY2025	1 January 2026 to the Latest Practicable Date
<i>Capital Expenditures</i>				
Plant and machinery	-	-	9	-
Motor vehicles	-	-	33	-
Office equipment	-	-	-	-
Computers	14	-	-	-
Total	14	-	42	-

The above capital expenditures were incurred mainly to update, replace or refurbish the existing plant and equipment, motor vehicle and computers of the Targets in Singapore, and was funded through internal resources.

S\$('000)	FY2023	FY2024	FY2025	1 January 2026 to the Latest Practicable Date
<i>Divestments</i>				
Plant and machinery	-	7	40	-

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Motor vehicles	67	-	69	-
Office equipment	-	-	4	-
Computers	7	14	1	-
Total	74	21	114	-

The above divestments in FY2023, FY2024, FY2025 and from 1 January 2026 to the Latest Practicable Date were mainly due to the disposal of old assets, including motor vehicles with expired certificates of entitlement, computers, machinery and equipment.

19.2 Capital Commitments

As at 31 December 2025 and the Latest Practicable Date, the Targets do not have any material capital commitments.

19.3 Operating Lease Commitments

As at 31 December 2025 and the Latest Practicable Date, the Targets do not have any material operating lease commitments.

19.4 Contingent Liabilities

As at 31 December 2025 and the Latest Practicable Date, the Targets do not have any contingent liabilities which may have a material effect on the financial position and profitability of the Targets.

19.5 Foreign Exchange Risks Management

The individual financial statements of the Targets are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The combined financial statements of the Targets are presented in Singapore dollars (“S\$”) which is the functional currency of ABME and IAPL.

As at the Latest Practicable Date, the Targets are not exposed to foreign currency risk as most transactions are transacted in Singapore dollars. The Targets’ overall risk management strategy seeks to minimise adverse effects from the volatility of financial markets on the Targets’ financial performance.

Upon Completion of the Proposed Acquisition, the Directors will be responsible for setting the objectives and underlying principles of financial risk management for the Targets. The management of the Enlarged Group will then establish the detailed policies such as risk identification and measurement, exposure limits and hedging strategies, in accordance with the objectives and underlying principles approved by the Directors.

There has been no change to the Targets’ exposures to these financial risks or the manner in which it manages and measures the risk. For the Period Under Review, the Targets did not hold or issue derivative financial instruments for trading purposes or to hedge against fluctuations, if any, in interest rate and foreign exchange rate. The Targets do not have any formal policy for hedging against foreign exchange exposure and have not undertaken any hedging activities during the Period Under Review.

As at the Latest Practicable Date, the Enlarged Group does not have a formal hedging policy in respect of foreign exchange or interest rate exposures. Should the Enlarged Group determine that it is necessary or appropriate to adopt hedging strategies in the future, the Targets will adhere to and be subject to the relevant hedging policies and procedures adopted by the Enlarged Group. Any such policies will be subject to the approval of the Board of the Company and appropriate internal procedures will be established and reviewed by the Audit Committee. Any hedging transactions undertaken thereafter will be conducted in accordance with the policies and procedures of the Enlarged Group.

20. CAPITALISATION AND INDEBTEDNESS

20.1 Capitalisation and Indebtedness

The following table, which should be read in conjunction with the sections titled “Selected Financial Information” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” in this **Appendix A** and the “Independent Auditors’ Report and Audited Combined Financial Information of Asiabuild Metal Engineering Pte. Ltd. and Integrated Aluminium Pte. Ltd. for the Financial Years ended 31 December 2023, 2024 and 2025” set out in **Appendix F** to this Circular, shows the Targets’ cash and cash equivalents, capitalisation and indebtedness:

- (a) as at 31 December 2025 based on the audited combined financial statements of the Targets; and
- (b) as at the Latest Practicable Date based on the Targets’ unaudited combined management accounts.

S\$’000	As at 31 December 2025	As at the Latest Practicable Date
Cash and bank balances	3,548	4,624
Current		
Secured and guaranteed ⁽¹⁾	33	34
Secured and non-guaranteed	-	-
Non-secured and guaranteed	-	-
Non-secured and non-guaranteed	900	2,400
Non-current		
Secured and guaranteed ⁽¹⁾	125	114
Secured and non-guaranteed	-	-
Non-secured and guaranteed	-	-
Non-secured and non-guaranteed	1,500	-
Total indebtedness	2,558	2,548
Total shareholders’ equity	451	1,475

Note:

- (1) Secured and guaranteed indebtedness pertains to lease liabilities in relation to the Targets’ leasing of motor vehicles.

As at the Latest Practicable Date, save for the (a) changes in working capital; and (b) changes in shareholders’ equity and reserves arising from day-to-day operations in the ordinary course of business, there were no material changes to the capitalisation and indebtedness of the Targets as disclosed above.

20.2 Borrowings

As at the Latest Practicable Date, the Targets’ banking and credit facilities from the financial institutions are as follows:

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Financial institution	Nature of facility	Secured / unsecured	Facility amount (\$)	Utilised amount (\$)	Unutilised amount (\$)	Interest rate	Maturity profile	Restrictions on use
ABME								
United Overseas Bank Limited ⁽¹⁾	Credit line	Secured ⁽²⁾ , ⁽⁴⁾	500,000	Nil	500,000	2.00% per annum over the bank's cost of funds as determined by the bank on the day of transaction, or at such other rate at the sole discretion of the bank, for all Singapore Dollar denominated bills	Subject to annual review	None
Hong Leong Finance Limited ⁽¹⁾	Hire purchase facility	Secured ⁽³⁾ , ⁽⁴⁾	S\$89,112	S\$89,112 ⁽⁵⁾	-	Applied interest rate: 2.20%	Five (5) years from 6 June 2025 60 instalments payable on the 6 th day of every month	None ⁽⁶⁾
Hong Leong Finance Limited ⁽¹⁾	Hire purchase facility	Secured ⁽³⁾ , ⁽⁴⁾	S\$89,112	S\$89,112 ⁽⁵⁾	-	Applied interest rate: 2.20%	Five (5) years from 6 June 2025 60 instalments payable on the 6 th day of every month	None ⁽⁶⁾

Notes:

- (1) The terms of such facilities contain, among others, restrictive covenants prohibiting changes in ABME's shareholding or control in shareholding and its management or directors, as the case may be, without prior written consent from the relevant financial institution. As at the Latest Practicable Date, ABME has sought and obtained the waivers from the relevant financial institutions of the restrictive covenants.
- (2) Secured by a joint and several guarantee executed by Mr. Seow and Mr. Lee Kay Sin.
- (3) Secured by a guarantee executed by Mr. Seow.
- (4) As at the Latest Practicable Date, ABME has sought and obtained the consents from the relevant financial institutions for the replacement of the guarantees provided by Mr. Seow and Mr. Lee Kay Sin (as applicable) with corporate guarantees to be issued by the Company upon Completion of the Proposed Acquisition or shortly thereafter, on terms as required by such institutions.
- (5) Instalment repayments have been paid in accordance with the terms of the relevant facility and as at the Latest Practicable Date, S\$73,913 under each facility remains outstanding.

- (6) Each facility was taken for the purposes of the hire purchase of a vehicle.

To the best of the Directors' knowledge and belief, the Targets are not in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the financial position and results or business operations of the Targets.

Save as disclosed above, the Targets have no other borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptances (other than normal trading credits) or acceptances credits, mortgages, charges, finance lease commitments, guarantees or other material contingent liabilities as at the Latest Practicable Date.

21. NEW ACCOUNTING STANDARDS AND CHANGES IN ACCOUNTING POLICIES

The accounting policies have been consistently applied by the Targets during the Period Under Review. The Targets expect that the adoption of new or revised accounting standards issued but not yet effective for the Period Under Review will have no material impact on its future financial statements.

Please refer to the sections titled "Selected Financial Information – Basis of Preparation" in this **Appendix A**, "2. Material accounting policy information" in the "Independent Auditors' Report and Audited Combined Financial Information of Asiabuild Metal Engineering Pte. Ltd. and Integrated Aluminium Pte. Ltd. for the Financial Years ended 31 December 2023, 2024 and 2025" set out in **Appendix F** to this Circular and the "Independent Auditors' Assurance Report and Unaudited Pro Forma Consolidated Financial Information of Enlarged Group for the Financial Year ended 31 December 2025" set out in **Appendix G** to this Circular. Save as disclosed thereto, there have not been any material changes to the accounting policies of the Targets.

22. COMPETITION AND COMPETITIVE STRENGTHS

22.1 Competition

The Targets operate in a highly competitive sector and compete on various factors, such as pricing, quality of services, and track record. The Targets face competition from a group of companies which are also able to offer some or all of the services in the business the Targets undertake.

To the best of the Directors' knowledge and belief, the Targets consider the following companies to be their main competitors: (a) in relation to ABME, HG Metal Manufacturing Limited; and (b) in relation to IAPL, Capstone Aluminium Pte Ltd and AVA Global Pte Ltd.

None of the directors, executive officers or substantial shareholders of the Enlarged Group or their associates are related to or has any interest in any of the competitors above.

To the best of the knowledge and belief of the Directors, there are no published statistics that may be used to accurately measure the market share of the Targets' business within Singapore.

22.2 Competitive Strengths

The Directors believe that the Targets are able to compete effectively with the following competitive strengths:

- (a) ***The Targets have established track records in Singapore as specialists in structural steel and metal works and aluminium products***

The Targets have, since incorporation, established track records for being able to deliver quality work in a timely manner. The Targets' reputations as specialists in structural steel and metal works and aluminium products have led to them being trusted sub-contractors for public and private development projects in Singapore. ABME has also participated in and successfully completed numerous public residential upgrading projects since 2009.

(b) ***The Targets have experienced and dedicated management teams that are supported by a strong project team***

The management team of the Targets, Mr. Bernard Wee and Mr. Lau Chuen King, bring extensive experience in the construction and sub-contracting industry, particularly in structural steel and metal works and architectural aluminium projects.

Collectively, they possess deep industry knowledge, strong professional networks, and a thorough understanding of market dynamics, enabling the Targets to identify and evaluate potential projects effectively and assess their commercial viability. This combination of expertise and market insight is a key competitive strength, allowing the Targets to secure projects that align with their operational capabilities and business objectives. The management teams are supported by dedicated project teams comprising technical specialists, quantity surveyors and engineers, ensuring robust project planning, execution, and compliance with quality and regulatory standards.

Following Completion, the Current Group's executive team will work closely with the Targets' management, providing strategic guidance, operational support, and financial oversight, thereby enhancing the Targets' ability to execute projects efficiently and capitalise on growth opportunities. Please refer to the section titled "The Proposed Diversification – Management of the New Business" of this Circular for further details.

(c) ***The Targets focus on stringent management of workplace safety and health***

The Targets' commitment to workplace safety is the cornerstone of their operational philosophy, ensuring a secure and healthy environment for all employees and sub-contractors. This dedication has been recognised through the certification of ISO 45001:2018 and bizSAFE Level 3 for ABME and bizSAFE level 4 for IAPL.

23. PROSPECTS, TRENDS, BUSINESS STRATEGIES AND FUTURE PLANS

The following discussion about the prospects and trends of the Targets includes forward-looking statements that involve risks and uncertainties and historical market data that may not be entirely reflective of the Targets and their business. Actual results could differ materially from those that may have been projected in these forward statements and those that were reflected as historical market data. The market data and statistics contained in the following discussion about the Targets' prospects have been extracted from and should be read in conjunction with the relevant reports below.

23.1 Industry Overview

The Company has commissioned the Industry Consultant, Converging Knowledge Pte. Ltd., to prepare the Independent Market Report on the building materials industry in Singapore for the purpose of inclusion in this Circular, including data (actual, estimated and forecasted) relating to, among other things, demand and market share information. Please refer to the Independent Market Report as set out in **Appendix H** to this Circular for the full text.

While the Company believes that the third party's/ies' information and data extracted and contained in this Circular are reliable, and the Company and the Sponsor and Financial Adviser have taken reasonable care to ensure that the information is extracted accurately and in its proper context, the Company cannot ensure the accuracy of the information or data, and the Company and the Sponsor and Financial Adviser or any person(s) acting on their behalf have not independently verified this information or data or ascertained the underlying assumptions relied upon therein. Consequently, none of the Company and the Sponsor and Financial Adviser or any person(s) acting on their behalf makes any representation as to the accuracy or completeness of such information and are not obliged to provide any updates on the same.

Unless otherwise indicated, the information presented in this section is derived from the Independent Market Report prepared by the Industry Consultant.

23.2 Prospects and Trend Information

The Directors believe that barring any unforeseen circumstances, based on the Independent Market Report, the prospects and trends of the business of the Targets are favourable for the following reasons:

(a) *The construction outlook will continue to boost the building materials industry*

The outlook of the building materials industry is expected to remain positive, in line with the strong growth trajectory of the construction sector. The number and diversity of upcoming projects – from industrial innovation hubs to landmark commercial and social infrastructure – will fuel strong demand for building materials, creating opportunities across both traditional and sustainable product segments.

Against this backdrop, players in the industry that can leverage their strengths, through collaboration and/or consolidation, can benefit from synergies achieved through complementary competencies, economies of scale through procurement and geographical reach, aggregating material requirements and optimising logistics networks across Singapore projects, thereby lowering costs and improving reliability – critical advantages for developers managing high-profile industrial, commercial, and residential builds.

(b) *Steady stream of residential projects going into the 2030s*

Singapore's residential projects are expected to remain one of the major drivers of construction activity in the coming years, supported by various long-term programmes.

In addition, Singapore is also planning large-scale projects to further develop the nation. URA Master Plan 2025 outlines a major expansion of residential supply and will be guiding Singapore's development in the medium term over the next 10 to 15 years. At least 80,000 new public and private housing projects will be introduced progressively through the late 2020s into the 2030s across areas such as Newton, Paterson and Marina South, among others. Furthermore, several large redevelopment sites are expected to release a significant housing supply. For example, the Sembawang Shipyard is expected to cease operation in 2028 and be transformed into a district with new housing, public spaces, and key heritage buildings adapted for community, sports, and cultural activities. The relocation of Paya Lebar Air Base, expected to start around 2030, will also free up 800 hectares of land for a new town development in the eastern part of Singapore.

On top of that, industrial developments, such as Jurong Innovation District and Punggol Digital District, are planned for integrated ecosystems with nearby residential communities, projected to provide more than 40,000 new homes through HDB projects. These mega projects reflect long-term structural demand for the Building Material Industry, as part of the whole construction ecosystem.

(c) *Onstream of industrial and commercial developments*

Industrial and commercial developments spanning nearly 1 million m² gross industrial space, over 2,000 hotel rooms, and 67,000 m² gross retail space will be completed in 2026, as seen in the table below. Industrial space is at the forefront of Singapore's upcoming land supply, with 55.3% (1,870,917 m² gross out of 3,382,445 m² gross) to be completed from 2027 to 2030. The government has been increasing land supply via the Industrial Government Land Sales programme to ensure sufficient supply and support demand for industrial activities.

(d) *Upcoming selected construction projects in Singapore*

BCA expects Singapore's medium-term construction demand to extend its growth momentum, with annual demand projected at S\$39 billion to S\$46 billion between 2027 and 2030.

23.3 Business Strategies and Future Plans

Following Completion of the Proposed Acquisition, the Company through the Targets, intends to implement various business strategies to drive the growth of the business of the Targets, and set out below such business strategies and future plans for the Targets:

(a) ***Enhancement of service offerings as the Enlarged Group***

Upon completion of the Proposed Acquisition of the Targets, the Enlarged Group will be able to offer a broader and more complementary suite of products and services, encompassing the supply, installation, and maintenance of doors and roller shutters, as well as structural steel and metal works and architectural aluminium products. This expanded capability enhances the Enlarged Group's value proposition to clients, enabling it to tender for a larger scope of construction projects and potentially secure a greater share of project contracts. By providing integrated solutions across multiple disciplines, the Enlarged Group is better positioned to differentiate itself from competitors and strengthen its presence in both the commercial and public sectors.

(b) ***Access to a wider base of customers***

At present, the Current Group primarily serves customers in the commercial sector for its fire-rated doors and roller shutters. With the Proposed Acquisition of the Targets, which have established track records in the public sector, particularly in projects awarded to main contractors by HDB, the Enlarged Group will be well-positioned to serve both commercial and public sector clients. This expanded customer base, combined with the Targets' proven expertise in public sector projects, is expected to enhance the Enlarged Group's market reach and strengthen its competitive position in both sectors.

24. INTERESTED PERSON TRANSACTIONS

Details of transactions or loans (including any guarantees), or proposed transactions or loans (including any guarantees) for the Period Under Review and for the period from 1 January 2026 up to the Latest Practicable Date (collectively, the "**Relevant Period**"), between the respective Targets and that Target's director, chief executive officer, substantial shareholder or controlling shareholder or the associate of such director, chief executive officer, substantial shareholder or controlling shareholder have been set out in this section.

Under the Catalist Rules, transactions between an entity at risk and an interested person are known as interested person transactions.

For the purposes of the Catalist Rules and this **Appendix A**, an "entity at risk" refers to:

- (a) the Targets;
- (b) a subsidiary of the Targets that is not listed on the SGX-ST or an approved exchange; or
- (c) an associated company of the Targets that is not listed on the SGX-ST or an approved exchange, provided that the listing group or the listed group and its interested person(s) has control over the associated company, upon Completion.

Shareholders should note that upon Completion, the Targets will become subsidiaries of the Company. Accordingly, any transaction entered into between the Enlarged Group and any of the Company's interested persons upon Completion (namely the Board, the Chief Executive Officer and Controlling Shareholders of the Company upon Completion and/or their respective associates) (collectively, "**Interested Persons**" and each, an "**Interested Person**") would constitute interested person transactions for the purpose of Chapter 9 of the Catalist Rules.

Certain terms such as "**associate**", "**associated company**", "**control**", "**controlling shareholder**", "**interested person**" and "**interested person transaction**" used in this section have the meanings ascribed to them respectively in the Catalist Rules and in the SFR, unless the context specifically requires the application of the definitions in one or the other as the case may be.

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Save as disclosed in this section, there has been no interested person transaction which is material in the context of the Proposed Acquisition for the Relevant Period.

In line with Chapter 9 of the Catalist Rules, a transaction which value is less than S\$100,000 is not considered material in the context of the Proposed Acquisition and is not taken into account for the purposes of aggregation in this section.

Save as otherwise provided in this section, Shareholders are deemed to have specifically approved the interested person transactions set out below with the relevant Interested Persons and as such, these transactions are not subject to Rules 905 and 906 of the Catalist Rules to the extent there are no subsequent material changes to the terms of the agreements in relation to each of these transactions.

24.1 Interested Persons

The following is a list of certain of the interested persons in respect of the Targets' past interested person transactions and its present and ongoing interested person transactions during the Relevant Period:

Interested Person	Nature of Relationship with the Targets and the Enlarged Group
Asiabuild Engineering & Construction Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include building construction and general contractor works. The shareholders include Mr. Tang (19.11%), Mdm. Seow (10.90%), Mr. Seow (53.50%) and Mr. Seow's Aunt (0.31%), with a collective aggregate shareholding interest of 83.81%.
Heptacon Construction Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include general contractors, building and engineering, design and consultancy. 100.00% owned by Teambuild Land Pte. Ltd. ("TLPL"). TLPL's shareholders include Mr. Seow (55.28%) and Mdm. Seow (28.53%), with a collective aggregate shareholding interest of 83.81%.
Spazio Concepts Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include general contractors. 100.00% owned by iCon Services Limited. iCon Services Limited is 90.00% owned by Teambuild Engineering & Construction (International) Limited ("Teambuild E&C International") and 10.00% owned by Hobigreen Limited ("Hobigreen"). Teambuild E&C International is 100.00% owned by TLPL. TLPL's shareholders include Mr. Seow (55.28%) and Mdm. Seow (28.53%), with a collective aggregate shareholding interest of 83.81%. Hobigreen is 100.00% owned by Mr. Tan Pak Nang @ Eo Pak Nang (Eo Pak Nang).
Teambuild Engineering & Construction Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include building construction, major upgrading works and general contractor work.

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Interested Person	Nature of Relationship with the Targets and the Enlarged Group
	The shareholders include Mr. Tang (19.11%), Mdm. Seow (10.89%), Mr. Seow (49.00%), Mr. Seow's Daughter (4.51%) and Mr. Seow's Aunt (0.30%), with a collective aggregate shareholding interest of 83.81%.
Unitech E&C Pte. Ltd. (formerly known as Asiabuild Construction Pte. Ltd.)	A Singapore-incorporated private company limited by shares, which business activities include building construction and scaffolding works. The shareholders include Mr. Tang's Son (15.00%), Mr. Tang's Daughter (15.00%), Mr. Seow (27.00%), Mr. Seow's Son (1.50%) and Mr. Seow's Aunt (0.30%), with a collective aggregate shareholding interest of 58.80%
Wyn Construction Services Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include building construction and scaffolding works. The shareholders include Mr. Tang (19.11%), Mdm. Seow (10.89%), Mr. Seow (53.51%) and Mr. Seow's Aunt (0.30%), with a collective aggregate shareholding interest of 83.81%.
Wyn Engineering & Construction Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include engineering, design and consultancy. 100.00% owned by CTSL Holdings Pte. Ltd., which is 100.00% owned by Wyn Construction Services Pte. Ltd. (see above).

24.2 Past Interested Person Transactions

Details of the past transactions between the Targets and Interested Persons, which are material in the context of the Proposed Acquisition, during the Relevant Period are as follows:

Provision of loans to IAPL by Interested Persons

During the Relevant Period, IAPL entered into loan agreements with Asiabuild Construction Pte Ltd (now known as Unitech E&C Pte. Ltd.) (the “**ABC Loan**”), Asiabuild Engineering & Construction Pte. Ltd. (the “**ABEC Loan**”) and its shareholders (the “**IAPL Shareholders' Loans**”) pursuant to which a total of S\$2,400,000 was granted to finance IAPL's working capital requirements. Such loans were unsecured and payable by approximately two (2) years from the grant dates, which were subsequently extended. The ABC Loan and ABEC Loan originally had applicable interest rates of 5.39% per annum and 5.44% per annum, which, upon extension, were decreased to 4.27% per annum and 4.30% per annum, respectively. The IAPL Shareholders' Loans were interest-free. The interest amounts under the ABC Loan and the ABEC Loan have been waived by the respective lenders and the principal amounts thereunder have been assigned to Mr. Tan Poh Tuck on 1 December 2025. The IAPL Shareholders' Loans have been assigned to Mr. Tang on 1 December 2025.

IAPL did not incur any interest charges over the loans during the Relevant Period as the interest amounts have been waived under the ABC Loan and the ABEC Loan, and the IAPL Shareholders' Loans are interest-free. As at the Latest Practicable Date, all principal amounts of such loans remain outstanding. However, such Outstanding Debt will be purchased by the Company pursuant to the Proposed Acquisition.

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The Directors are of the view that as the interest amounts have been waived under the ABC Loan and the ABEC Loan and the IAPL Shareholders' Loans are interest-free, the loans were not provided on an arm's length basis and were not on normal commercial terms but were not prejudicial to the interest of the Targets.

Upon Completion of the Proposed Acquisition, the Outstanding Debt will be purchased by the Company.

Management fees paid to Interested Person for shared services

During the Relevant Period, the Targets utilised shared corporate services provided by an Interested Person, including human resource, administrative, finance and information technology services. Management fees were charged and paid by the Targets in respect of such services in accordance with the relevant arrangements.

The aggregate value of such maintenance fees paid by the Targets to the following Interested Person during the Relevant Period was as follows:

Interested Person	FY2023 (S\$)	FY2024 (S\$)	FY2025 (S\$)	From 1 January 2026 to the Latest Practicable Date (S\$)
Teambuild Engineering & Construction Pte. Ltd.	310,653	232,235	245,406	122,433

The Directors are of the view that the above transactions were entered into at arm's length and on normal commercial terms, as the management fees charged are primarily cost-based and the arrangements are implemented for operational efficiency and thus the above transactions were not prejudicial to the interests of the Targets.

Upon Completion of the Proposed Acquisition, the Targets will become part of the Enlarged Group and the relevant services will be internalised within the Enlarged Group. Accordingly, the Enlarged Group does not intend to enter into such transactions following Completion.

Payments by Interested Person on behalf of the Targets

As part of a wider group of related companies and pursuant to business operations, the Interested Person would, from time to time, make certain payments on behalf of the Targets. Such payments include salaries and wages. Such payments are then charged back to the Targets without any mark-ups.

The aggregate value of such payments incurred by the following Interested Person on behalf of the Targets during the Relevant Period was as follows:

Interested Person	FY2023 (S\$)	FY2024 (S\$)	FY2025 (S\$)	From 1 January 2026 to the Latest Practicable Date (S\$)
Teambuild Engineering & Construction Pte. Ltd.	2,125,682	1,835,662	1,774,181	566,893

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The Directors are of the view that the above transactions were not entered into at arm's length or on normal commercial terms, but as the Targets routinely incurs such expenses as part of a wider group of related companies and pursuant to business operations and such expenses are charged back by the Interested Person to the Targets without any mark-ups, the above transactions were not prejudicial to the interest of the Targets.

Upon Completion of the Proposed Acquisition, the Targets will become part of the Enlarged Group and such payments will no longer need to be incurred by the Interested Person on behalf of the Targets. Accordingly, the Enlarged Group does not intend to enter into such transactions following Completion.

Receipt of sub-contracting services from Interested Person

During the Relevant Period, the following Interested Person had provided sub-contracting services to IAPL. A breakdown of the amounts paid by IAPL to the following Interested Person for such sub-contracting services for the Relevant Period was as follows:

Interested Person	FY2023 (S\$)	FY2024 (S\$)	FY2025 (S\$)	From 1 January 2026 to the Latest Practicable Date (S\$)
Spazio Concepts Pte. Ltd.	-	-	1,277,991	1,238,201

The Directors are of the view that the above transactions were entered into at arm's length and on normal commercial terms, as the terms of the sub-contracting agreements are on the same or similar terms provided by the Interested Person to unrelated third-party customers. Accordingly, such transactions are not prejudicial to the interests of the Enlarged Group and its minority Shareholders. The Enlarged Group does not intend to enter into such transactions following Completion.

24.3 Present and Ongoing Interested Person Transactions

Sub-contracting and maintenance services provided to Interested Persons

During the Relevant Period, the Targets had provided sub-contracting and maintenance services to Interested Persons.

A breakdown of the amounts paid and payable by the following Interested Persons to the Targets for such sub-contracting and maintenance services provided by the Targets for the Relevant Period was as follows:

Interested Person	FY2023 (S\$)	FY2024 (S\$)	FY2025 (S\$)	From 1 January 2026 to the Latest Practicable Date (S\$)
Asiabuild Engineering & Construction Pte. Ltd.	70,577	250,000	-	-
Heptacon Construction Pte. Ltd.	-	-	721,259	858,316

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Interested Person	FY2023 (S\$)	FY2024 (S\$)	FY2025 (S\$)	From 1 January 2026 to the Latest Practicable Date (S\$)
Spazio Concepts Pte. Ltd.	-	-	367,231	144,334
Teambuild Engineering & Construction Pte. Ltd.	6,038,630	6,777,355	5,879,323	2,139,782
Unitech E&C Pte. Ltd. (formerly known as Asiabuild Construction Pte. Ltd.)	168,199	-	4,914	-

The Directors are of the view that the above transactions were entered into at arm's length and on normal commercial terms, as the terms of the sub-contracting agreements are on the same or similar terms provided by the Targets to unrelated third-party customers. Accordingly, such transactions are not prejudicial to the interests of the Enlarged Group and its minority Shareholders. Following Completion, it is intended for such transactions to continue.

To ensure that the sub-contracting and maintenance services provided to the Mandated Interested Persons will be on an arm's length basis, will be on normal commercial terms and will not be prejudicial to the Enlarged Group and its minority shareholders, the terms of such transactions after the Completion will be subject to the requirements under Chapter 9 of the Catalist Rules and the guidelines and review procedures set out in the section titled "The Proposed IPT General Mandate" of this Circular for further details.

Supply of materials and provision of services to Interested Person

During the Relevant Period, the Targets had supplied materials and provided services to the following Interested Person and a breakdown of the amounts paid and payable by such Interested Person for such supply of materials and provision of services by the Targets for the Relevant Period was as follows:

Interested Person	FY2023 (S\$)	FY2024 (S\$)	FY2025 (S\$)	From 1 January 2026 to the Latest Practicable Date (S\$)
Spazio Concepts Pte. Ltd.	-	-	292,500	817,500

The Directors are of the view that the above transactions were entered into at arm's length and on normal commercial terms, as the terms provided to the Interested Person are on the same or similar terms provided to unrelated third-party customers. Accordingly, such transactions are not prejudicial to the interests of the Enlarged Group and its minority Shareholders. Following Completion, it is intended for such transactions to continue.

To ensure that the supply of materials and services to the Mandated Interested Persons will be on an arm's length basis, will be on normal commercial terms and will not be prejudicial to the Enlarged Group and its minority shareholders, the terms of such transactions after the Completion will be subject to the requirements under Chapter 9 of the Catalist Rules and the

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guidelines and review procedures set out in the section titled “The Proposed IPT General Mandate” of this Circular for further details.

Purchase of materials and procurement of services from Interested Persons

During the Relevant Period, the Targets had purchased materials and procured services from Interested Persons.

A breakdown of the amounts paid and payable by the Targets to the following Interested Persons for such purchase of materials and procurement of services from such Interested Persons for the Relevant Period was as follows:

Interested Person	FY2023 (S\$)	FY2024 (S\$)	FY2025 (S\$)	From 1 January 2026 to the Latest Practicable Date (S\$)
Wyn Construction Services Pte. Ltd.	235,399	174,410	214,968	42,965
Wyn Engineering & Construction Pte. Ltd.	283,500	528,199	518,675	92,938

The Directors are of the view that the above transactions were entered into at arm’s length and on normal commercial terms, as the terms provided by the Interested Persons are on the same or similar terms provided to unrelated third-party customers. Accordingly, such transactions are not prejudicial to the interests of the Enlarged Group and its minority Shareholders. Following Completion, it is intended for such transactions to continue.

To ensure that the purchase of materials and procurement of services from the Mandated Interested Persons will be on an arm’s length basis, will be on normal commercial terms and will not be prejudicial to the Enlarged Group and its minority shareholders, the terms of such transactions after the Completion will be subject to the requirements under Chapter 9 of the Catalist Rules and the guidelines and review procedures set out in the section titled “The Proposed IPT General Mandate” of this Circular for further details.

Provision of guarantees for banking facilities granted to the Targets

During the Relevant Period, Mr. Seow and Mr. Lee Kay Sin provided personal guarantees for the following banking facilities granted to the Targets:

Financial institution	Nature of facility	Facility amount (S\$)	Amount guaranteed (S\$)	Amount outstanding as at Latest Practicable Date (S\$)	Largest outstanding amount guaranteed during the Relevant Period (S\$)	Interest rate
United Overseas Bank Limited	Credit line	500,000	500,000 ⁽¹⁾	Nil	Nil	2.00% per annum over the bank’s cost of funds as determined by the bank on the day of

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Financial institution	Nature of facility	Facility amount (S\$)	Amount guaranteed (S\$)	Amount outstanding as at Latest Practicable Date (S\$)	Largest outstanding amount guaranteed during the Relevant Period (S\$)	Interest rate
						transaction, or at such other rate at the sole discretion of the bank, for all Singapore Dollar denominated bills
Hong Leong Finance Limited	Hire purchase facility	S\$89,112	S\$89,112 ⁽²⁾	S\$73,913	S\$89,112	Applied interest rate: 2.20%
Hong Leong Finance Limited	Hire purchase facility	S\$89,112	S\$89,112 ⁽²⁾	S\$73,913	S\$89,112	Applied interest rate: 2.20%

Notes:

- (1) Secured by a joint and several guarantee executed by Mr. Seow and Mr. Lee Kay Sin.
(2) Secured by a guarantee executed by Mr. Seow.

As at the Latest Practicable Date, the Company has sought and obtained the consents from the relevant financial institutions for the replacement of the guarantees provided by Mr. Seow and Mr. Lee Kay Sin (as applicable) with corporate guarantees to be issued by the Company upon Completion or shortly thereafter, on terms as required by such institutions.

As no consideration, fees, benefits in kind, commissions or interest payments was paid by the Targets to procure the guarantees from Mr. Seow and Mr. Lee Kay Sin (as applicable), the provision of the above guarantees by Mr. Seow and Mr. Lee Kay Sin (as applicable) to the relevant financial institutions on behalf of the Targets were not entered into at arm's length or on normal commercial terms. However, as the guarantees are to secure the obligations of the Targets, the Directors are of the view that such transactions were beneficial and not prejudicial to the interests of the Enlarged Group and its minority Shareholders. The Enlarged Group does not intend to enter into such transactions following Completion.

24.4 Future Interested Person Transactions

In general, a transaction between the Enlarged Group and any of its Interested Persons would constitute an interested person transaction for the purposes of Chapter 9 of the Catalist Rules.

Shareholders should note that upon Completion, any material transaction entered into between the Enlarged Group and any of the Interested Persons would constitute interested person transactions for the purposes of Chapter 9 of the Catalist Rules.

Please refer to the section titled "Letter to Shareholders – Information on the Enlarged Group – Guidelines and Review Procedures for Ongoing and Future Interested Person Transactions" of this Circular for the guidelines and review procedures for ongoing and future interested person transactions of the Enlarged Group.

25. POTENTIAL CONFLICTS OF INTERESTS

Please refer to the section titled “Letter to Shareholders – Information on the Enlarged Group – Potential Conflicts of Interests” of this Circular for further details on the potential conflicts of interests which may arise from the interests of the Directors, Executive Officers, the Controlling Shareholders of the Enlarged Group and/or their respective associates.

26. GENERAL AND STATUTORY INFORMATION**26.1 Financial Condition and Operations**

Save as disclosed in this Circular, the Directors are not aware of any relevant event or change which has occurred since the Valuation Date up to the Latest Practicable Date which may have a material effect on the results of operations and financial position of the Targets or the financial information provided in this Circular. Please refer to the Summarised Valuation Report as set out in **Appendix E** to this Circular for further details.

Save as disclosed in this Circular including the sections titled “Risk Factors”, “Management’s Discussion and Analysis of Financial Position and Results of Operations”, “Capitalisation and Indebtedness” and “Prospects, Trends, Business Strategies and Future Plans” of this **Appendix A**, as at the Latest Practicable Date, the Targets’ financial condition and operations are not likely to be affected by any of the following:

- (a) any significant recent trends in the costs and selling prices of products and services since 31 December 2025, or any known trends, uncertainties, demands, commitments or events that will result or are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in this Circular to be not necessarily indicative of the future operating results or financial condition of the Targets;
- (b) material commitments for capital expenditure; and
- (c) unusual or infrequent events or transactions or any significant economic changes that materially affect the amount of reported income from operations.

26.2 Material Contracts

The Targets have not entered into any contracts which are or may be material, other than in the ordinary course of business, within the two (2) years preceding the Latest Practicable Date.

26.3 Material Litigation

As at the Latest Practicable Date, the Targets are not engaged in any legal or arbitration proceedings (either as plaintiff or defendant) which may have or have had in the 12 months before the date of this Circular, a material effect on the Targets’ financial position or profitability, and the Directors have no knowledge of any proceedings pending or threatened against the Targets or any facts likely to give rise to any litigation, claims or proceedings which might materially affect the financial position of the Targets.

26.4 Miscellaneous

There has not been any public take-over offer by a third party in respect of the shares of the Targets, or by the Targets in respect of shares of another corporation or units of a business trust, which has occurred between 1 January 2025 and the Latest Practicable Date.

No expert (a) is employed on a contingent basis by the Targets; (b) has a material interest, whether direct or indirect, in the shares or equity interests of the Targets; or (c) has a material economic interest, whether direct or indirect in the Targets, including an interest in the success of the Proposed Acquisition.

APPENDIX B – CHANGES IN SHAREHOLDING INTERESTS

	As at the Latest Practicable Date ⁽¹⁾				Upon the completion of Proposed Acquisition and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares ⁽²⁾				Upon the allotment and issuance of the maximum number of the Deferred Consideration Shares ⁽³⁾			
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Directors												
Tang Hee Sung	47,000,000	16.17	-	-	106,622,866 ⁽⁴⁾	22.66	15,361,547 ⁽⁵⁾	3.26	179,182,164 ⁽⁴⁾	25.76	38,403,867 ⁽⁵⁾	5.52
Lee Pei Fang (Gina)	996,000	0.34	-	-	996,000	0.21	-	-	996,000	0.14	-	-
Aw Eng Hai	-	-	-	-	-	-	-	-	-	-	-	-
Cheam Heng Haw, Howard	-	-	-	-	-	-	-	-	-	-	-	-
Doreen Yew Lai Leng	-	-	-	-	-	-	-	-	-	-	-	-
Vendors and Mr. Tan Poh Tuck (excluding Directors)												
Lee Kay Sin	-	-	-	-	11,413,547	2.43	-	-	28,533,869	4.10	-	-
Lee Keh Ha	-	-	-	-	11,837,957	2.52	-	-	29,594,892	4.25	-	-

	As at the Latest Practicable Date ⁽¹⁾				Upon the completion of Proposed Acquisition and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares ⁽²⁾				Upon the allotment and issuance of the maximum number of the Deferred Consideration Shares ⁽³⁾			
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Seow Heng Choo	-	-	-	-	15,361,547	3.26	-	-	38,403,867	5.52	-	-
Seow Seng Wei ⁽⁶⁾	-	-	-	-	54,014,083	11.48	-	-	135,035,208	19.41	-	-
Tan Jun Lip Darren	-	-	-	-	4,500,000	0.96	-	-	11,250,000	1.62	-	-
Tang Yeong Hui	-	-	-	-	3,000,000	0.64	-	-	7,500,000	1.08	-	-
Tan Hong Chee ⁽⁷⁾	7,520,000	2.59	-	-	9,020,000	1.92	-	-	11,270,000	1.62	-	-
Tan Poh Tuck	-	-	-	-	18,750,000	3.98	-	-	18,750,000	2.70	-	-
Substantial shareholders (excluding Directors, Vendors and Mr. Tan Poh Tuck)												
Han Ming Kwang	17,188,500	5.91	-	-	17,188,500	3.65 ⁽⁸⁾	-	-	17,188,500	2.47	-	-
Public⁽⁹⁾:	225,437,300	77.57	-	-	293,627,304	62.39	-	-	342,004,561	49.17	-	-
Total:	290,621,800	100.00	-	-	470,621,800	100.00	-	-	695,621,800	100.00	-	-

Notes:

(1) Based on the Existing Share Capital of 290,621,800 Shares.

- (2) Based on the Enlarged Share Capital of the Company of 470,621,800 Shares, after Completion of the Proposed Acquisition and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares (and assuming that there is no exercise of the outstanding Warrants or conversion of the outstanding Convertible Bonds as at the Latest Practicable Date).
- (3) Based on the Maximum Enlarged Share Capital of the Company of 695,621,800 Shares, after Completion and the allotment and issuance of the Base Consideration Shares, the Debt Purchase Consideration Shares and the maximum number of Deferred Consideration Shares (and assuming that there is no exercise of the outstanding Warrants or conversion of the outstanding Convertible Bonds as at the Latest Practicable Date).
- (4) For informational purposes only, Mr. Tang also has an interest in 47,000,000 outstanding Warrants. Assuming the exercise of all of the 217,378,200 Warrants which are outstanding as at the Latest Practicable Date, Mr. Tang will have a total 24.77% shareholding interest based on the enlarged share capital of the Company of 913,000,000 Shares, which takes into consideration the allotment and issuance of the maximum number of the Deferred Consideration Shares of 225,000,000 Shares.
- (5) Mr. Tang is deemed interested under Section 4 of the SFA in the Shares held by his wife, Mdm. Seow.
- (6) For informational purposes only, Mr. Seow also has an interest in S\$600,000 in principal amount of the Convertible Bonds. Assuming the conversion of the full principal amount of S\$3,400,000 of the Convertible Bonds based on the conversion price of S\$0.062, Mr. Seow will have a total 19.28% shareholding interest based on the enlarged share capital of the Company of 750,460,504 Shares, which takes into consideration the allotment and issuance of the maximum number of the Deferred Consideration Shares of 225,000,000 Shares.
- (7) For informational purposes only, Ms. Tan Hong Chee also has an interest in 7,520,000 outstanding Warrants. Assuming the exercise of all of the 217,378,200 Warrants which are outstanding as at the Latest Practicable Date, Ms. Tan Hong Chee will have a total 2.06% shareholding interest based on the enlarged share capital of the Company of 913,000,000 Shares, which takes into consideration the allotment and issuance of the maximum number of the Deferred Consideration Shares of 225,000,000 Shares.
- (8) Mr. Han Ming Kwang will cease being a substantial shareholder of the Company upon the completion of the Proposed Acquisition and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares.
- (9) Shares held in the hands of the public exclude shares held by (a) directors, chief executive officer, substantial shareholders, or controlling shareholders of the Company or its subsidiaries; and (b) associates of the persons in sub-paragraph (a) above.

APPENDIX C – DEFERRED CONSIDERATION

1. DEFERRED CONSIDERATION

- 1.1 As part of the Consideration, the Vendors shall be entitled to the Deferred Consideration, which shall be computed and payable subject to the terms and conditions set out below and in this **Appendix C**:

For the purposes of this **Appendix C**, “NPAT” means the audited combined net profit after tax attributable to equity holders of the Targets, adjusted to exclude any profit or loss attributable to non-controlling interests or minority interest and any non-recurrent items (for example, gains or losses from disposal of non-operating assets and other start-up and/or one-off expenses incidental to business expansion of the Targets).

(a) Tranche 1 Deferred Consideration

- (i) For the financial year ended 31 December 2026 (“FY2026”), upon the Targets achieving a combined NPAT (the “FY2026 NPAT”) of S\$3,160,000 and above, the Company shall pay the Tranche 1 Deferred Consideration to the Vendors through the allotment and issue of the 125,000,000 Tranche 1 Deferred Consideration Shares at the Issue Price to the Vendors *pro rata* to their respective shareholding proportions in the relevant Target.
- (ii) In the event that the FY2026 NPAT achieved is less than S\$3,160,000, the Company shall pay such amount of pro-rated adjusted Tranche 1 Deferred Consideration through the allotment and issue of such number of Tranche 1 Deferred Consideration Shares at the Issue Price to the Vendors (*pro rata* to their respective shareholding proportions in the relevant Target), as calculated based on the following formula (the “Tranche 1 Deferred Consideration Formula”):
$$(\text{FY2026 NPAT}/3,160,000) \times 10,000,000$$
- (iii) In the event that pro-rated adjusted Tranche 1 Deferred Consideration (the “Adjusted Tranche 1 Deferred Consideration”) is a value which results in any Vendor being entitled to less than 100 Tranche 1 Deferred Consideration Shares, no Tranche 1 Deferred Consideration will be payable and accordingly, no Tranche 1 Deferred Consideration Shares will be allotted and issued to any Vendor.

(b) Tranche 2 Deferred Consideration

- (i) For the financial year ended 31 December 2027 (“FY2027”), upon the Targets achieving a combined NPAT (the “FY2027 NPAT”) of S\$4,550,000 and above, the Company shall pay the Tranche 2 Deferred Consideration to the Vendors through the allotment and issue of the 100,000,000 Tranche 2 Deferred Consideration Shares at the Issue Price to the Vendors *pro rata* to their respective shareholding proportions in the relevant Target.
- (ii) In the event that the FY2027 NPAT is less than S\$4,550,000, the Company shall pay such amount of pro-rated adjusted Tranche 2 Deferred Consideration through the allotment and issue of such number of Tranche 2 Deferred Consideration Shares at the Issue Price to the Vendors (*pro rata* to their respective shareholding proportions in the relevant Target), as calculated based on the following formula (the “Tranche 2 Deferred Consideration Formula”):
$$(\text{FY2027 NPAT}/4,550,000) \times 8,000,000$$
- (iii) In the event that pro-rated adjusted Tranche 2 Deferred Consideration is a value which results in any Vendor being entitled to less than 100 Tranche 2 Deferred Consideration Shares, no Tranche 2 Deferred Consideration will be payable and

accordingly, no Tranche 2 Deferred Consideration Shares will be allotted and issued to any Vendor.

(c) **Carry-over of Adjusted Tranche 1 Deferred Consideration**

- (i) In the event that the FY2026 NPAT achieved is less than S\$3,160,000, the difference between the maximum amount of the Tranche 1 Deferred Consideration and the Adjusted Tranche 1 Deferred Consideration (the “**Remainder Tranche 1 Deferred Consideration**”) shall be carried over to FY2027 and payable in FY2027 together with the Tranche 2 Deferred Consideration, provided always that (1) the FY2027 NPAT achieved is S\$4,550,000 and above; and (2) the terms and conditions in paragraph 1.3 of this **Appendix C** shall apply.
- (ii) For the avoidance of doubt, the amount of Remainder Tranche 1 Deferred Consideration payable in FY2027 (in addition to the Tranche 2 Deferred Consideration) shall be computed based on the following formula:

$$(A/3,160,000) \times 10,000,000$$

Where:

A = FY2027 NPAT - 4,550,000, provided always that if A shall exceed B, the value of A shall be B

B = 3,160,000 - FY2026 NPAT

(d) **Carry-over of FY2026 NPAT**

- (i) In the event that the FY2026 NPAT achieved is more than S\$3,160,000, the difference between the FY2026 NPAT and S\$3,160,000 (the “**Excess FY2026 NPAT**”) shall be carried over to FY2027 and counted towards the NPAT achieved in FY2027 for the computation of the Tranche 2 Deferred Consideration.
- (ii) For the purposes of illustration, if the Excess FY2026 NPAT is S\$1,000,000, the adjusted FY2027 NPAT will be the sum of such Excess FY2026 NPAT and the FY2027 NPAT (the “**Adjusted FY2027 NPAT**”).
- (iii) Accordingly, the Tranche 2 Deferred Consideration payable pursuant to paragraph 1.1(b) of this **Appendix C** shall be based on the Adjusted FY2027 NPAT, provided that the maximum amount of Deferred Consideration shall not exceed S\$18,000,000 and accordingly the maximum number of Deferred Consideration Shares shall not exceed 225,000,000.

1.2 Illustration

For illustration purposes only, the following sets out certain scenarios in relation to the NPAT achieved for FY2026 and FY2027, and the corresponding Deferred Consideration payable:

FY2026 NPAT achieved	FY2027 NPAT achieved	Adjusted FY2027 NPAT achieved	Combined NPAT achieved for FY2026 and FY2027	Tranche 1 Deferred Consideration payable ⁽¹⁾	Tranche 2 Deferred Consideration payable and the applicable Remainder Tranche 1 Deferred Consideration (if any) ⁽¹⁾	Total Deferred Consideration payable ⁽¹⁾
S\$3,000,000	S\$4,000,000	-	S\$7,000,000	S\$9,493,671	S\$7,032,967	S\$16,526,638

FY2026 NPAT achieved	FY2027 NPAT achieved	Adjusted FY2027 NPAT achieved	Combined NPAT achieved for FY2026 and FY2027	Tranche 1 Deferred Consideration payable ⁽¹⁾	Tranche 2 Deferred Consideration payable and the applicable Remainder Tranche 1 Deferred Consideration (if any) ⁽¹⁾	Total Deferred Consideration payable ⁽¹⁾
S\$3,500,000	S\$3,500,000	S\$3,840,000	S\$7,000,000	S\$10,000,000	S\$6,751,648	S\$16,751,648
S\$3,000,000	S\$5,000,000	-	S\$8,000,000	S\$9,493,671	S\$8,000,000 + S\$506,329	S\$18,000,000
S\$4,000,000	S\$4,000,000	S\$4,840,000	S\$8,000,000	S\$10,000,000	S\$8,000,000	S\$18,000,000
S\$4,000,000	S\$5,000,000	S\$5,840,000	S\$9,000,000	S\$10,000,000	S\$8,000,000	S\$18,000,000

Note:

(1) Rounded up to the nearest whole number.

1.3 Maximum Deferred Consideration and Maximum Deferred Consideration Shares

Notwithstanding any provisions to the contrary, the maximum Tranche 1 Deferred Consideration and Tranche 2 Deferred Consideration shall not exceed S\$10,000,000 and S\$8,000,000, respectively, and the maximum Deferred Consideration shall not exceed S\$18,000,000.

1.4 Rounding

The Parties agree that all Deferred Consideration Shares to be allotted and issued to any Vendor shall be rounded down to the nearest whole number and the Deferred Consideration payable shall be satisfied notwithstanding such rounding down.

2. ALLOTMENT AND ISSUANCE OF DEFERRED CONSIDERATION SHARES

2.1 The Parties have agreed that:

- (a) the Tranche 1 Deferred Consideration Shares shall be allotted and issued no later than the date falling three (3) months from the date on which the audited financial statements of each Target for FY2026 (whichever is later) has been approved by the Company as the shareholder of the Target; and
- (b) the Tranche 2 Deferred Consideration Shares shall be allotted and issued no later than the date falling three (3) months from the date on which the audited financial statements of each Target for FY2027 (whichever is later) has been approved by the Company as the shareholder of the Target.

2.2 The Company shall (a) allot and issue the relevant Deferred Consideration Shares to The Central Depository (Pte.) Limited (the “CDP”) for the account of the Vendors; (b) instruct CDP to credit the relevant Deferred Consideration Shares into the relevant securities account of the Vendors; and (c) despatch to CDP the share certificate(s) in respect of the relevant Deferred Consideration Shares with such other documents as may be required, provided that each Vendor shall, no later than three (3) business days prior to the date of such allotment and issue, furnish to the Company his or her particulars, securities account number, bank account number and such other information as may be required by the Company.

APPENDIX D – IFA LETTER



NOVUS CORPORATE FINANCE PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201723484W)
7 Temasek Boulevard
#04-02 Suntec Tower 1
Singapore 038987

13 May 2026

To: The Non-conflicted Directors (as defined herein) of GDS Global Limited (the “**Company**”)
(deemed to be independent in respect of the Proposed Transactions (as defined herein))

Ms. Lee Pei Fang (Gina)
Mr. Aw Eng Hai
Mr. Cheam Heng Haw, Howard
Ms. Doreen Yew Lai Leng

Dear Sirs,

INDEPENDENT FINANCIAL ADVICE IN RESPECT OF:

- (A) THE PROPOSED ACQUISITION (AS DEFINED HEREIN) AS AN INTERESTED PERSON TRANSACTION;
 - (B) THE PROPOSED WHITEWASH RESOLUTION (AS DEFINED HEREIN); AND
 - (C) THE PROPOSED ADOPTION OF A GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS
- (COLLECTIVELY, THE “PROPOSED TRANSACTIONS”)

*Unless otherwise otherwise defined or the context otherwise requires, all terms defined in the circular dated 13 May 2026 (the “**Circular**”) issued by the Company to shareholders of the Company (the “**Shareholders**”) shall have the same meanings herein.*

1. INTRODUCTION

On 1 December 2025 (the “**Announcement Date**”), the board of directors of the Company (the “**Directors**”) announced (the “**Announcement**”) that the Company had entered into a conditional sale and purchase agreement (the “**SPA**”) with several parties (the “**Vendors**”) pursuant to which the Vendors will sell, and the Company will acquire, (a) 700,000 issued shares in the capital of Asiabuild Metal Engineering Pte. Ltd. (“**ABME**”), representing the entire issued and fully paid-up ordinary shares of Asiabuild (the “**ABME Sale Shares**”), and (b) 500,000 issued shares in the capital of Integrated Aluminum Pte. Ltd. (“**IAPL**”, together with ABME, the “**Targets**”), representing the entire issued and paid-up ordinary shares of IAPL (the “**IAPL Sale Shares**”, together with the ABME Sale Shares, the “**Sale Shares**”) for an aggregate purchase consideration of up to S\$30.0 million (the “**Consideration**”) (the “**Proposed Acquisition**”), subject to the independent valuation of the market value of the Sale Shares to be conducted by an independent valuer.

The Company and the Vendors had agreed to negotiate in good faith on any reasonable adjustments to the Consideration if the independent valuation of the Sale Shares materially deviates either way from the maximum amount of the Consideration. Based on the independent valuation of the market value of the Sale Shares as at 31 December 2025 (the “**Independent Valuation**”), no adjustments to the Consideration shall be made.

The Consideration for the Sale Shares of up to S\$30.0 million shall be satisfied via the allotment and issuance of up to 375,000,000 new ordinary shares in the capital of the Company (the “**Consideration Shares**”) at an issue price of S\$0.08 per Consideration Share (the “**Issue Price**”) to the respective Vendors in the following manner:

- (a) a base consideration amount of S\$12.0 million (the “**Base Consideration**”), to be satisfied through the allotment and issuance of 150,000,000 Consideration Shares (the “**Base Consideration Shares**”), to the Vendors at the Issue Price on the date of completion of the Proposed Acquisition (the “**Completion**”) on a *pro rata* basis according to their respective shareholding proportions in the relevant Target;
- (b) a first tranche of deferred consideration amount of up to S\$10.0 million (the “**Tranche 1 Deferred Consideration**”), to be satisfied through the allotment and issuance of up to 125,000,000 Consideration Shares to the Vendors at the Issue Price (the “**Tranche 1 Deferred Consideration Shares**”), subject to the Targets achieving a net profit after tax (“**NPAT**”) of up to S\$3.16 million in FY2026 (the “**Target FY2026 NPAT**”) and in accordance with the terms and conditions as set out in Appendix C to the Circular (the “**Deferred Consideration Terms and Conditions**”); and
- (c) a second tranche of deferred consideration amount of up to S\$8.0 million (the “**Tranche 2 Deferred Consideration**”), together with the Tranche 1 Deferred Consideration, the “**Deferred Consideration**”), to be satisfied through the allotment and issuance of up to 100,000,000 Consideration Shares, to the Vendors at the Issue Price (the “**Tranche 2 Deferred Consideration Shares**”), together with the Tranche 1 Deferred Consideration Shares, the “**Deferred Consideration Shares**”), subject to the Targets achieving a NPAT of up to S\$4.55 million in FY2027 (the “**Target FY2027 NPAT**”) and together with the Target FY2026 NPAT, the “**Target NPATs**”) and in accordance with the Deferred Consideration Terms and Conditions as set out in in Appendix C to the Circular.

As part of the Proposed Acquisition, the Company will also acquire the outstanding debts (the “**Debt Purchase**”) owed by IAPL to (a) Mr. Tan Poh Tuck of S\$1.5 million, and (b) Mr. Tang Hee Sung (“**Mr. Tang**”) of S\$0.9 million (collectively, the “**Outstanding Debt**”), for an aggregate consideration of S\$2.4 million (the “**Debt Purchase Consideration**”, and together with the Consideration, the “**Total Consideration**”).

The Debt Purchase Consideration shall be satisfied via the allotment and issuance of an aggregate of 30,000,000 new shares of the Company (the “**Debt Purchase Consideration Shares**”) at the Issue Price (the “**Proposed Issue of Debt Purchase Consideration Shares**”, and together with the issue of the Consideration Shares, the “**Proposed Issue of Consideration Shares and Debt Purchase Consideration Shares**”). For the avoidance of doubt, as the Debt Purchase is part of the Proposed Acquisition, any reference to the Proposed Acquisition shall, unless otherwise stated, be deemed to include the Debt Purchase.

The Proposed Acquisition as an interested person transaction

Mr. Tang is the Non-Executive Non-Independent Chairman, Director and controlling Shareholder of the Company, who holds a direct interest of 47,000,000 ordinary shares in the capital of the Company (the “**Shares**”), representing approximately 16.17% of 290,621,800 issued Shares as at the Latest Practicable Date (as defined below). Mr. Tang is also one of the

Vendors and holds approximately 32.25% of the total issued ordinary share capital of each of ABME and IAPL.

Mdm. Seow Heng Choo ("**Mdm. Seow**"), the wife of Mr. Tang and who is regarded as an associate of Mr. Tang pursuant to the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**"), is also one of the Vendors and holds approximately 10.24% of the total issued ordinary share capital of each of ABME and IAPL. Pursuant to Rule 904 of the Catalist Rules, Mr. Tang and Mdm. Seow are each considered as an "interested person", and accordingly, the Proposed Acquisition is regarded as an interested person transaction (the "**IPT**").

Pursuant to Rule 906 of the Catalist Rules, the Company is required to obtain approval from Shareholders for any IPT of a value equal to, or more than (a) 5.0% of the latest audited net tangible assets ("**NTA**") of the Company and its subsidiaries (collectively, the "**Group**"), or (b) 5.0% of the Group's latest audited NTA, when aggregated with other transactions entered into with the same interested person during the same financial year.

The Company has considered the value of the IPT to be the Consideration of the Proposed Acquisition of S\$30.0 million and the Debt Purchase Consideration of S\$2.4 million after taking into consideration that (a) the Proposed Acquisition can only be completed with all the Vendors proceeding collectively, (b) the Debt Purchase is part of the Proposed Acquisition, and (c) the Shareholders' approval is being sought on the basis of the maximum amount of the Consideration being paid. Accordingly, as the value of the Proposed Acquisition exceeds 5.0% of the latest audited NTA of the Group of approximately S\$7.9 million, the Proposed Acquisition as an IPT would require (a) an opinion from an independent financial adviser (the "**IFA**"), and (b) the approval of the Shareholders at an extraordinary general meeting to be convened by the Company (the "**EGM**").

The Proposed Whitewash Resolution

Mr. Tang, Mdm. Seow and Mr. Seow Seng Wei ("**Mr. Seow**"), who is the brother-in-law of Mr. Tang and is also one of the Vendors (collectively, the "**Vendor Family Group**"), are considered as persons acting in concert with each other pursuant to the Singapore Code of Take-overs and Mergers (the "**Code**"). Assuming that (a) there is no exercise of the outstanding Warrants (as defined herein) and no conversion of the outstanding Convertible Bonds (as defined herein), and (b) based on the issued Shares as at the Latest Practicable Date, the Vendor Family Group will hold in aggregate (a) 175,998,496 issued Shares, representing approximately 37.40% of 470,621,800 enlarged issued shares of the Company (the "**Enlarged Share Capital**") following the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares to the respective parties pursuant to the satisfaction of the Base Consideration and the Debt Purchase Consideration (the "**Initial Consideration**"), and (b) up to 352,621,239 issued Shares, representing approximately 50.69% of 695,621,800 enlarged issued shares of the Company following the allotment and issuance of the maximum number of Consideration Shares and the Debt Purchase Consideration Shares to the respective parties (the "**Maximum Enlarged Share Capital**") pursuant to the satisfaction of the Total Consideration.

Pursuant to Rule 14 of the Code, except with the consent of the Securities Industry Council (the "**SIC**"), (a) where any person acquires, whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry 30.0% or more of the voting rights in a company or (b) where any person (together with persons acting in concert with him) who hold not less than 30.0% but not more than 50.0% of the voting rights, and such person (or any person acting in concert with him) acquires in any period of six (6) months additional shares carrying more than 1.0% of the voting rights, such person will be required to make a mandatory general offer for all the shares not already owned or controlled by him. Accordingly, the Vendor Family Group will be required under the Code to make a mandatory general offer for the Shares not already owned or

controlled by the Vendor Family Group following the issuance of the Base Consideration Shares, the Debt Purchase Consideration Shares and the Deferred Consideration Shares as the case may be, unless such obligation is waived by the SIC.

The SIC, had on 2 March 2026, waived the obligation for the Vendor Family Group to make a mandatory general offer for the Shares under Rule 14 of the Code (the “**Whitewash Waiver**”) subject to, *inter alia*, (a) a majority of holders of voting rights of the Company approving at the EGM, before the issue of the Consideration Shares and Debt Purchase Consideration Shares to the Vendor Family Group, by way of a poll to waive their rights to receive a general offer from the Vendor Family Group (the “**Proposed Whitewash Resolution**”), and (b) the Company appointing an IFA to advise the Shareholders who are deemed to be independent for the purposes of the Proposed Whitewash Resolution on the Proposed Whitewash Resolution.

The Proposed Adoption of a General Mandate for Interested Person Transactions

It is envisaged that the Group and the Targets (collectively, the “**Enlarged Group**”) will, following the Completion, enter and/or continue to enter into certain recurrent transactions that are of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials, but not in respect of the purchase or sale of assets, undertakings or businesses with “interested persons”, as defined under Rule 904 of the Catalyst Rules (the “**Mandated Transactions**”).

In view of the time-sensitive and recurrent nature of the Mandated Transactions, the Company is proposing to adopt a general mandate for the Mandated Transactions (the “**Proposed IPT General Mandate**”) pursuant to Rule 920 of the Catalyst Rules. The Proposed IPT General Mandate, if approved by the Shareholders at the EGM, will, amongst others, eliminate the need for the Company to convene separate general meetings on each occasion to seek Shareholders’ approval as and when material Mandated Transactions arise. Accordingly, the Company intends to seek approval from the Shareholders for the adoption of the Proposed IPT General Mandate, which would require an opinion from the IFA.

Novus Corporate Finance Pte. Ltd. (“**NCF**”) has been appointed by the Company as the IFA to provide (a) an opinion on whether the Proposed Acquisition as an IPT is on normal commercial terms and is not prejudicial to the interests of the Company and the minority Shareholders as required under Rule 921(4)(a) of the Catalyst Rules, (b) an opinion and advice on whether the Proposed Issue of Consideration Shares and Debt Purchase Shares pursuant to the Proposed Acquisition, being the subject of the Proposed Whitewash Resolution, is fair and reasonable as required under the Code, and (c) an opinion on whether the methods or procedures for determining the transaction prices of the Mandated Transactions (the “**Review Procedures**”) pursuant to the Proposed IPT General Mandate, if adhered to, are sufficient to ensure that the Mandated Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders as required under Rule 920(1)(b)(v) of the Catalyst Rules.

This letter sets out, *inter alia*, our evaluation of the Proposed Acquisition as an IPT, the Proposed Whitewash Resolution, and the Proposed IPT General Mandate as well as our opinions and advice thereon (the “**Letter**”), and for the use of the Directors who are deemed to be independent for the purposes of making recommendations to the Shareholders who are independent from the Proposed Transactions (the “**Independent Shareholders**”) in relation to the Proposed Transactions (the “**Non-conflicted Directors**”). This Letter will form part of the Circular providing, *inter alia*, the details of the Proposed Acquisition, the Proposed Whitewash Resolution, the Proposed IPT General Mandate and for the use by the Non-conflicted Directors in connection with their consideration on the Proposed Acquisition as an IPT, the Proposed Whitewash Resolution, and the Proposed IPT General Mandate.

2. TERMS OF REFERENCE

We have been appointed as the IFA pursuant to Rule 921(4)(a) of the Catalyst Rules, the Code and Rule 920(1)(b)(v) of the Catalyst Rules for the purposes of the Proposed Acquisition as an IPT, the Proposed Whitewash Resolution and the Proposed IPT General Mandate, respectively.

We were neither a party to the negotiations entered into by the Company in relation to the Proposed Transactions nor were we involved in the deliberations leading up to the decision of the Directors to undertake the Proposed Transactions (including the Mandated Transactions contemplated under the Proposed IPT General Mandate). Accordingly, we do not, by this Letter, warrant the merits of the Proposed Transactions (including the Mandated Transactions contemplated under the Proposed IPT General Mandate) other than to express (a) an opinion on whether the Proposed Acquisition as an IPT is on normal commercial terms and not prejudicial to the interests of the Company and the Independent Shareholders as required under Rule 921(4)(a) of the Catalyst Rules, (b) an opinion and advice on whether the Proposed Issue of Consideration Shares and Debt Purchase Shares pursuant to the Proposed Acquisition, being the subject of the Proposed Whitewash Resolution, is fair and reasonable as required under the Code, and (c) an opinion on whether the Review Procedures pursuant to the Proposed IPT General Mandate, if adhered to, are sufficient to ensure that the Mandated Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the Independent Shareholders, as required under Rule 920(1)(b)(v) of the Catalyst Rules.

Our terms of reference do not require us to evaluate or comment on the legal, commercial or strategic merits of the Proposed Transactions (including the Mandated Transactions contemplated under the Proposed IPT General Mandate). Such evaluations and comments are and remain the sole responsibility of the Directors, although we may draw upon their views or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinions and advice as set out in this Letter.

For the purposes of arriving at our opinion in respect of the IPT General Mandate, we have taken into account, *inter alia*, the Review Procedures set up by the Company for determining the transaction prices of the Mandated Transactions pursuant to the Proposed IPT General Mandate. We were not required or authorised to obtain, and we have not obtained, any quotation or transacted prices from third-parties for products and/or services similar to those of the Mandated Transactions covered by the Proposed IPT General Mandate, and therefore are not able to and will not compare the Mandated Transactions covered by the Proposed IPT General Mandate to similar transactions with third-parties available to the Enlarged Group.

In the course of our evaluation of the Proposed Transactions, we have relied on, and assumed without independent verification, the accuracy and completeness of published information relating to the Company. We have also relied on information provided and representations made by the Directors and the management of the Company (the “**Management**”), whether written or verbal, including relevant financial analyses, estimates and representations contained in the Circular provided or made by the Directors, the Management and the Company’s solicitors. We have not independently verified such information or representations, whether written or verbal, and accordingly cannot and do not make any representation or warranty, expressed or implied, in respect of, and do not accept any responsibility for, the accuracy, completeness or adequacy of such information or representations. We have nevertheless made reasonable enquiries and exercised our judgement as we deemed necessary in assessing the information and representations provided to us and have found no reason to doubt the accuracy or reliability of the information and representations.

We have relied upon the Company's representations and the assurances of the Directors (including those who may have been delegated detailed supervision of the Circular) (where applicable) that, upon making all reasonable inquiries and to the best of their respective knowledge, information and belief, (a) all material information in connection with the Proposed Transactions, the Targets, the Company, the Group and/or the Enlarged Group has been disclosed to us; (b) such information is true, complete and accurate in all material aspects; and (c) there is no other information or fact, the omission of which would cause any information disclosed to us or the facts of or in relation to the Proposed Transactions, the Targets, the Company, the Group and/or the Enlarged Group stated in the Circular to be inaccurate, incomplete or misleading in any material respect. The Directors collectively and individually accept responsibility accordingly.

For the purpose of assessing the Proposed Transactions and reaching our conclusion thereon, we have not conducted a comprehensive independent review of the business, operations or financial condition of the Targets, the Company, the Group and/or the Enlarged Group. We have also not relied upon any financial projections or forecasts in respect of the Targets, the Company, the Group and/or the Enlarged Group. We are not required to express, and we do not express, any view on the growth prospects and earnings potential of the Targets, the Company, the Group and/or the Enlarged Group in connection with our opinions and advice in this Letter.

We have not carried out any independent evaluation or appraisal of the assets and liabilities of the Targets, the Company, the Group and/or the Enlarged Group. As such, we have relied on the disclosures and representations made by the Company on the value of the assets, liabilities and profitability of the Targets, the Company, the Group and/or the Enlarged Group. We have not been furnished with any independent valuation or appraisal reports of the assets and liabilities of the Targets, the Company, the Group and/or the Enlarged Group, save for the valuation report dated 13 May 2026 (the "**Valuation Report**") and the summarised valuation report dated 13 May 2026 (the "**Summarised Valuation Report**") prepared by Navi Corporate Advisory Pte. Ltd. (the "**Independent Valuer**"), as commissioned by the Company to perform the Independent Valuation as at 31 December 2025 (the "**Valuation Date**") for the purposes of the Proposed Acquisition. We are not experts in, and do not hold ourselves as experts in, the evaluation or appraisal of the Sale Shares as set out in the Valuation Report and/or the Summarised Valuation Report. Accordingly, for the purposes of our evaluation, we have placed sole reliance on the Independent Valuation, as set out in the Valuation Report and/or the Summarised Valuation Report (as appended as Appendix E to the Circular), and have not made any independent verification of the contents set out thereof. In addition, we do not assume any responsibility to enquire about the assumptions and basis set out in the Valuation Report and/or Summarised Valuation Report or if the contents in the Valuation Report and/or the Summarised Valuation Report have been prepared and/or included in the Circular in accordance with all applicable regulatory requirements and professional standards. The Valuation Report and the Summarised Valuation Report have been made available for inspection at the registered office of the Company during normal business hours for a period of three (3) months from the date of the Circular.

Our analysis, opinions and advice as set out in this Letter is based on the market, economic, industry, monetary and other conditions in effect on, and the information provided to us as at 30 April 2026 (the "**Latest Practicable Date**"). Such conditions may change significantly over a relatively short period of time and we assume no responsibility to update, revise or reaffirm our opinions and advice in light of any subsequent development after the Latest Practicable Date that may affect our opinions and advice contained herein. Shareholders should further take note of any announcements relevant to their consideration of the Proposed Transactions which may be released by the Company after the Latest Practicable Date.

In rendering our opinions and advice, we did not have regard to the specific investment objectives, financial situation, tax status, risk profiles or unique needs and constraints of any individual Shareholder. As each Shareholder would have different investment objectives and profiles, we would advise the Non-conflicted Directors to recommend that any individual Shareholder who may require specific advice in relation to his investment objectives or portfolio should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

The Company has been separately advised by its own advisers in the preparation of the Circular (other than this Letter). Accordingly, we take no responsibility for and express no views, express or implied, on the contents of the Circular (other than this Letter).

Our opinions and advice in respect of the Proposed Acquisition as an IPT, the Proposed Whitewash Resolution and the Proposed IPT General Mandate should be considered in the context of the entirety of this Letter and the Circular.

3. INFORMATION ON THE TARGETS AND THE VENDORS

3.1 Information on the Targets

ABME is a private limited company established in 2009 in Singapore specialising in the fabrication, supply, and installation of structural steel and metal works for both private and public development projects. ABME's structural steel works comprise link ways, shelters, precinct pavilions, trellises, and roof trusses, while its metal works encompass railings and gratings, among other products.

IAPL is a private limited company established in 2012 in Singapore specialising in the supply and installation of architectural aluminium products. IAPL's aluminium works comprise windows and door systems, façade works, curtain wall systems, cladding panels and canopies. IAPL operates across multiple sectors, undertaking projects for schools, institutions, commercial developments, condominiums and public housing.

Further details of the Targets, including their history and the businesses are set out in Appendix A to the Circular, and Shareholders are advised to read the information carefully.

3.2 Information on the Vendors and Mr. Tan Poh Tuck

As at the date of the Circular, the Vendors' shareholdings in the Targets are as follows:

Name of Vendor	Number of Sale Shares held and percentage ownership of the relevant Target			
	Number of ABME Sale Shares held	Percentage ownership of ABME (%)	Number of IAPL Sale Shares held	Percentage ownership of IAPL (%)
Lee Kay Sin	53,263	7.61	38,046	7.61
Lee Keh Ha	55,244	7.89	39,463	7.89
Seow Heng Choo	71,687	10.24	51,205	10.24
Seow Seng Wei	252,066	36.01	180,028	36.01
Tang Hee Sung	225,740	32.25	161,258	32.25

Name of Vendor	Number of Sale Shares held and percentage ownership of the relevant Target			
	Number of ABME Sale Shares held	Percentage ownership of ABME (%)	Number of IAPL Sale Shares held	Percentage ownership of IAPL (%)
Tan Jun Lip Darren	21,000	3.00	15,000	3.00
Tang Yeong Hui	14,000	2.00	10,000	2.00
Tan Hong Chee	7,000	1.00	5,000	1.00
Total	700,000	100.0	500,000	100.0

Save as disclosed above, the Targets are not owned or controlled directly or indirectly by another corporation or any government or other natural or legal persons whether jointly or severally. To the best knowledge of the Directors, save for the Proposed Acquisition, there are no arrangements the operation of which may result in a change in control of the Targets after the completion of the Proposed Acquisition.

Further details on the Vendors and Mr. Tan Poh Tuck are set out as follows:

Name	Information on Vendors and Tan Poh Tuck	Number of Base Consideration Shares to be issued	Maximum number of Deferred Consideration Shares to be issued
Lee Kay Sin	Private investor. Shareholder and director of certain companies carrying out the principal businesses of the manufacturing and implementation of prefabricated and prefinished modular units for both public and private property development projects in Singapore (such group of companies, the "Teambuild Construction Group of Companies"). Lee Kay Sin is the brother of Lee Keh Ha.	11,413,547	17,120,322
Lee Keh Ha	Private investor. Shareholder and director of certain of the Teambuild Construction Group of Companies, and certain companies carrying out the businesses of real estate development in Singapore (such group of companies, the "Teambuild Land Group of Companies"). Lee Keh Ha is the brother of Lee Kay Sin.	11,837,957	17,756,935

Name	Information on Vendors and Tan Poh Tuck	Number of Base Consideration Shares to be issued	Maximum number of Deferred Consideration Shares to be issued
Seow Heng Choo	Private investor. Shareholder and director of certain of the Teambuild Construction Group of Companies, and shareholder of certain of the Teambuild Land Group of Companies. Seow Heng Choo is the wife of Mr. Tang and the sister of Mr. Seow.	15,361,547	23,042,320
Seow Seng Wei	Private investor. Shareholder and director of certain of the Teambuild Construction Group of Companies and certain of the Teambuild Land Group of Companies. Seow Seng Wei had subscribed to S\$600,000 in principal amount of the Convertible Bonds (as defined herein), which are convertible into 9,677,419 new Shares of the Company, representing 3.33% of the existing share capital as at the Latest Practicable Date and the conversion of the full principal amount of the Convertible Bonds. Seow Seng Wei is the brother-in-law of Mr. Tang and the brother of Mdm. Seow.	54,014,083	81,021,125
Tang Hee Sung	Non-Executive Non-Independent Chairman, Director and controlling Shareholder of the Company. Tang Hee Sung is a shareholder of certain of the Teambuild Construction Group of Companies, the Chief Executive Officer of the Teambuild Land Group of Companies and also a director of certain of the Teambuild Land Group of Companies. Tang Hee Sung also has an interest in 47,000,000 outstanding Warrants (as defined herein). Tang Hee Sung is the husband of Mdm. Seow and the brother-in-law of Mr. Seow.	48,372,866	72,559,298
Tan Jun Lip Darren	Private investor. Tan Jun Lip Darren is the son of Tan Chin Tuan, who is an employee and consultant in the operations and management team of the Company.	4,500,000	6,750,000

Name	Information on Vendors and Tan Poh Tuck	Number of Base Consideration Shares to be issued	Maximum number of Deferred Consideration Shares to be issued
Tang Yeong Hui	Private investor.	3,000,000	4,500,000
Tan Hong Chee	Private investor. Tan Hong Chee is the daughter-in-law of Tan Pak Nang @ Eo Pak Nang (Eo Pak Nang), who is a consultant in the business development team of the Company and a director of IAPL and a director and 10.0% indirect shareholder of Spazio Concepts Pte. Ltd., an entity in the Teambuild Land Group of Companies. Tan Hong Chee holds 7,520,000 Shares in the Company, constituting 2.59% of the existing share capital of the Company as at the Latest Practicable Date. Tan Hong Chee also has an interest in 7,520,000 outstanding Warrants.	1,500,000	2,250,000
Tan Poh Tuck	Private investor. Shareholder and director of certain of the Teambuild Construction Group of Companies.	-	-

Save for the Vendor Family Group, no other Vendors is or will be acting in concert with any of the Shareholders nor ultimate Shareholders of the Company nor with any other persons to obtain or consolidate control of the Company for the purposes of the Code. Further details of the information on the Vendors and Mr. Tan Poh Tuck are set out in sections 2.2 and 2.3 of the Circular, and Shareholders are advised to read the information carefully.

4. SALIENT INFORMATION IN RESPECT OF THE PROPOSED ACQUISITION

4.1 Principal terms of the Proposed Acquisition

4.1.1 Consideration for the Proposed Acquisition

The Consideration shall be satisfied by the Company as follows:

- (a) the Base Consideration of S\$12.0 million, to be satisfied through the allotment and issuance of 150,000,000 Base Consideration Shares at the Issue Price of S\$0.08 for each Base Consideration Share on the Completion Date (as defined below) to the Vendors *pro rata* to their respective shareholding proportions in the relevant Target;
- (b) the Tranche 1 Deferred Consideration of up to S\$10.0 million, to be satisfied through the allotment and issuance of up to 125,000,000 Tranche 1 Deferred Consideration Shares at the Issue Price, which shall be determined and paid in accordance with the Deferred Consideration Terms and Conditions as set out in Appendix C to the Circular; and

- (c) the Tranche 2 Deferred Consideration of up to S\$8.0 million, to be paid and satisfied through the allotment and issuance of up to 100,000,000 Tranche 2 Deferred Consideration Shares, which shall be determined and paid in accordance with the Deferred Consideration Terms and Conditions as set out in Appendix C to the Circular.

The Vendors and the Company agree that the Consideration has been arrived at after arm's-length negotiations on a willing-buyer and willing-seller basis and that the Consideration shall be fixed at up to a maximum amount of S\$30.0 million unless the Independent Valuation, based on the Valuation Report issued by the Independent Valuer, materially deviates either way from the maximum amount of the Consideration. In the event of such material deviation, the Vendors and the Company agree to negotiate in good faith on reasonable adjustments (if any) to be made to the Consideration and enter into such supplemental agreement as necessary to evidence such adjustments.

Based on the Independent Valuation as set out in section 2.4 of the Circular, the Independent Valuer has assessed that the market value of the Sale Shares as at the Valuation Date is in the range of approximately S\$27.6 million to S\$33.2 million. Accordingly, no adjustments to the Consideration shall be made.

The Consideration was arrived at after arm's-length negotiations between the Company and the Vendors and on a willing-buyer and willing-seller basis, taking into account, among others, the financial performance of the Targets for the financial years ended 31 December ("**Targets FY**") 2022, 2023 and 2024, the business prospects of the Targets and the proposed payment terms of the Proposed Acquisition, including tranches of the Consideration being deferred and determined on an earn-out basis in accordance with the formula in the SPA, as set out in Appendix C to the Circular.

Having regard to the total aggregate amount of the Consideration and the Debt Purchase Consideration, the payment arrangements of the Consideration and the Debt Purchase Consideration and noting that the total aggregate amount of the Consideration and the Debt Purchase Consideration is within the range of market value of the Sale Shares as assessed by the Independent Valuer, the Board is of the opinion that the Proposed Acquisition is in the best interests of the Company and its Shareholders.

Debt Purchase Consideration

The Debt Purchase Consideration is a total amount of S\$2.4 million, which will be satisfied via the allotment and issuance of 30,000,000 Debt Purchase Consideration Shares at the Issue Price of S\$0.08 per Debt Purchase Consideration Share. For the avoidance of doubt, 11,250,000 Debt Purchase Consideration Shares will be allotted and issued to Mr. Tang and 18,750,000 Debt Purchase Consideration Shares will be allotted and issued to Mr. Tan Poh Tuck pursuant to the Debt Purchase.

The Debt Purchase Consideration was arrived at after arm's-length negotiations between the Company and Mr. Tan Poh Tuck and Mr. Tang, on a willing-buyer and willing-seller basis, taking into account, the financial position and business prospects of IAPL and the ability of IAPL to repay the Outstanding Debt.

4.1.2 Status of the Consideration Shares and Debt Purchase Consideration Shares

The Consideration Shares and the Debt Purchase Consideration Shares shall be issued as fully paid shares and rank *pari passu* in all respects with and carry all rights similar to the Shares in issue then, except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the date of allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares.

4.1.3 Completion

The sale and purchase of the Sale Shares shall be completed on the date falling no later than five (5) business days after the fulfilment (or waiver) of the Conditions Precedent (as defined below) (or such other date as may be agreed in writing between the Vendors and the Company) (the “**Completion Date**”) at such location as may be agreed between the Vendors and the Company.

Further details on the salient terms of the Proposed Acquisition, including, among others, the non-complete undertaking by the Restricted Vendors (as defined below), Mr. Seow’s undertaking, the Vendors indemnities and the moratorium undertaking by the Vendor Family Group have been set out in section 3 of the Circular, and Shareholders are advised to read the information carefully.

4.2 **Independent Valuation of the Sale Shares**

Independent Valuation

Pursuant to the terms of the SPA and pursuant to Rule 1015(2) of the Catalist Rules, the Company has appointed the Independent Valuer to conduct the Independent Valuation for the purposes of the Proposed Acquisition. The Independent Valuer has assessed that the market value of the Sale Shares as at the Valuation Date is in the range of approximately S\$27.6 million to S\$33.2 million.

The market value of the Sale Shares as at the Valuation Date was derived using the income approach with market approach as a cross check, and in accordance with the International Valuation Standards (2025) (“**IVS**”) used by the Institute of Valuers and Appraisers Singapore (IVAS).

The Board is of the view that the key assumptions used by the Independent Valuer in the valuation of the Sale Shares are reasonable, including but not limited to the historical financial performance and position, the financial projections of the Targets as well as the discount rate used in the discounted cash flow model adopted for the valuation, and the key limitations as disclosed in the Summarised Valuation Report are acceptable.

Further details of the Independent Valuation are set out in the Summarised Valuation Report as appended in Appendix E to the Circular, and Shareholders are advised to read the Summarised Valuation Report, in particular the valuation methodologies and principal assumptions used in arriving at the above valuations in respect of the Sale Shares.

Background and track record of the Independent Valuer

The Independent Valuer, Navi Corporate Advisory Pte. Ltd., was founded in 2022 and currently has a team of more than five (5) professionals performing the business valuation function, including its Chief Executive Officer, Mr. Richard Yap, who has experience in corporate finance, strategy and business valuation and advisory work. The Independent Valuer is a corporate member of the International Valuation Standards Council (the independent global standard setter for the valuation profession).

Mr. Richard Yap is a member of the Institute of Valuers and Appraisers Singapore (IVAS) who holds the certification of Chartered Valuer and Appraiser and has the requisite certification for conducting business valuation. Mr. Richard Yap has around 15 years of experience as a business valuer. He has conducted business valuations on companies located/operating in countries such as Singapore, Malaysia, Indonesia, China and India for transaction purposes and has experience in conducting business valuations on companies operating in the construction industry. Beside valuations for transaction purposes, Mr. Richard Yap also conducts valuations for financial reporting purposes such as purchase price allocation exercise,

share option valuation and impairment assessment of companies operating in Singapore, Malaysia, Indonesia, China, Vietnam and Thailand.

Accordingly, the Independent Valuer has the necessary expertise and personnel with more than 10 years' experience in valuing the assets of the type in question.

4.3 Rationale for the Proposed Acquisition and the Proposed Issue of Consideration Shares and Debt Purchase Consideration Shares

The rationale for the Proposed Acquisition and the Proposed Issue of Consideration Shares and Debt Consideration Shares have been set out in sections 3.1 and 3.3.2 of the Circular respectively, and Shareholders are advised to read the information carefully.

4.4 Conditions Precedent

The completion of the Proposed Acquisition is conditional upon the fulfillment or wavier of conditions precedent which include, *inter alia*, the SIC having granted the Whitewash Waiver to the Vendor Family Group and such Whitewash Waiver not having been withdrawn or revoked on or prior to Completion, and the approval of the Shareholders being obtained at the EGM (or any adjournment thereof), in respect of, amongst others, the Proposed Acquisition on the terms set out in the SPA pursuant to Chapters 9 and 10 of the Catalist Rules, as well as the Proposed Whitewash Resolution (the “**Conditions Precedent**”).

The Conditions Precedent has been set out in section 3.2.3 of the Circular, and Shareholders are advised to read the information carefully.

5 THE PROPOSED WHITEWASH RESOLUTION

5.1 Mandatory Offer Obligation under the Code

Pursuant to Rule 14 of the Code, except with the SIC's consent, where any person acquires, whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry 30.0% or more of the voting rights in a company or where any person who, together with persons acting in concert with him, holds not less than 30.0% but not more than 50.0% of the voting rights and such person (or any person acting in concert with him), acquires in any period of six (6) months additional shares carrying more than 1.0% of the voting rights, such person will be required to make a mandatory general offer for all the remaining shares in the company which he does not already own or control .

As at the Latest Practicable Date, Mr. Tang holds a direct interest of 47,000,000 Shares, representing approximately 16.17% of the issued Shares. Each of Mdm. Seow and Mr. Seow, being the parties acting with Mr. Tang, does not hold any Shares as at the Latest Practicable Date.

Based on the issued Shares as at the Latest Practicable Date and assuming the allotment and issuance of the maximum number of the Consideration Shares and the Debt Purchase Consideration Shares, the Vendor Family Group will hold in aggregate 352,621,239 Shares, representing approximately 50.69% of the Maximum Enlarged Share Capital. Accordingly, the Vendor Family Group will be required under the Code to make a mandatory general offer for the Shares not already owned or controlled by the Vendor Family Group pursuant to Rule 14 of the Code, unless such obligation is waived by the SIC and the Proposed Whitewash Resolution is approved by the Independent Shareholders at the EGM.

On 2 March 2026, the SIC granted the Whitewash Waiver subject to certain conditions (the “**SIC Conditions**”) which includes, *inter alia*, (a) a majority of holders of voting rights of the Company approving at the EGM, before the issue of the Consideration Shares and the Debt Purchase Consideration Shares to the Vendor Family Group, the Proposed Whitewash Resolution by way of a poll, and (b) the Vendor Family Group, parties acting in concert with them and parties not independent of them abstain from voting on the Proposed Whitewash Resolution.

The Independent Shareholders should note that:

- (a) approval of the Proposed Whitewash Resolution is a condition precedent to the Proposed Acquisition. Accordingly, in the event that the Independent Shareholders do not vote in favour of the Proposed Whitewash Resolution, due to the inter-conditionality of the Proposed Transactions, none of the Proposed Transactions will take place;
- (b) by voting for the Proposed Whitewash Resolution, they will be waiving their rights to receive a general offer from the Vendor Family Group for the Shares at the highest price paid by the Vendor Family Group and parties acting in concert with it for the Shares in the past six (6) months preceding the date of the announcement of the Proposed Acquisition;
- (c) as a result of the Proposed Acquisition, the aggregate shareholding of the Vendor Family Group will be approximately 50.69% of the Maximum Enlarged Share Capital upon Completion and on the assumption that the maximum number of the Deferred Consideration Shares have been allotted and issued; and
- (d) based on the above, pursuant to obtaining approval from the Independent Shareholders for the Proposed Whitewash Resolution, the allotment and issuance of the Consideration Shares and the Debt Purchase Consideration Shares to the Vendor Family Group pursuant to the payment of the Consideration and the Debt Purchase Consideration under the Proposed Acquisition will result in the Vendor Family Group and persons acting in concert with the Vendor Family Group holding in aggregate Shares carrying over 49.0% of the voting rights of the Company and that the Vendor Family Group will be free to acquire further Shares without incurring any obligation under Rule 14 of the Code to make a general offer, and that the Vendor Family Group will only hold Shares carrying over 49.0% of the voting rights of the Company upon the allotment and issuance of the Tranche 2 Deferred Consideration Shares and on the assumption that the maximum number of the Deferred Consideration Shares have been allotted and issued.

6 EVALUATION OF THE PROPOSED ACQUISITION AS AN IPT AND THE PROPOSED WHITEWASH RESOLUTION

In our evaluation of the Proposed Acquisition and the Proposed Whitewash Resolution, we have considered the following factors which we consider to be pertinent and have a significant bearing on our assessment:

- (a) the rationale for the Proposed Acquisition;
- (b) the financial assessment of the Proposed Acquisition:
 - (i) the Independent Valuation of the Sale Shares;
 - (ii) the historical financial performance and financial position of the Targets; and
 - (iii) the valuation ratios against selected companies which principal business activities are broadly comparable to those of the Targets;
- (c) the assessment of the Issue Price:
 - (i) the rationale for the Proposed Issue of Consideration Shares and Debt Purchase Consideration Shares;
 - (ii) the historical market price performance and trading activity of the Shares;
 - (iii) the historical financial performance of the Group;
 - (iv) the historical financial position of the Group;
 - (v) the valuation ratios against selected companies which principal business activities are broadly comparable to those of the Group; and
 - (vi) the selected acquisition transactions involving the issuance of consideration shares by companies listed on the SGX-ST;
- (d) the financial effects of the Proposed Acquisition; and
- (e) other relevant considerations.

The figures, underlying financial and market data used in our analysis, including securities prices, trading volumes, free float data and foreign exchange rates, have been extracted from London Stock Exchange Group ("LSEG") Workspace (formerly known as Refinitiv), the SGXNet and/or other public filings as at the Latest Practicable Date or as provided by the Company where relevant. NCF makes no representation or warranty, express or implied, as to the accuracy or completeness of such information.

6.1 Rationale for the Proposed Acquisition

It is not within our terms of reference to comment or express an opinion on the merits of the Proposed Acquisition or the future prospects of the Enlarged Group after the completion of the Proposed Acquisition.

Nevertheless, we have reviewed the rationale for the Proposed Acquisition as set out in section 3.1 of the Circular, and the salient points are summarised as follows:

- (a) the Proposed Acquisition allows the Company to enter into complementary building-related segments, broaden its product offerings and participate in a wider scope of construction and upgrading projects, which will enhance its competitiveness and improve earnings visibility as well as enable the Group in becoming a more comprehensive building solutions provider;
- (b) the Targets have track records serving public housing, institutional, commercial and industrial developments, and the Group believes that the Target's businesses will co-exist with the Group's provision of door and shutter systems in the same developments, which creates potential opportunities for bundled offerings in design, supply and installation packages, cross-selling of door/shutter systems into steel/aluminum projects and *vice versa*, and potentially higher revenues through integrated proposals for main contractors;
- (c) the Target's revenue-generating businesses would provide new revenue streams beyond the Group's traditional client base. In particular, the Housing Development Board's upgrading projects would offer stable, multi-year project flows that may complement the Group's existing commercial/industrial focus; and
- (d) the Group is of the view that Singapore's construction outlook remains robust, driven primarily by infrastructure, public housing development and upgrading works. As the Targets are already operating in these segments, the Proposed Acquisition would position the Group to capitalise on sustained public sector spending, including façade upgrading, home improvement program and precinct and community infrastructure works.

Further details of the rationale for the Proposed Acquisition have been set out in section 3.1 of the Circular, and Shareholders are advised to read the information carefully.

6.2 Financial assessment of the Proposed Acquisition

As set out in section 3.2 of the Circular, the Consideration of up to S\$30.0 million has been arrived at after arm's-length negotiations between the Company and the Vendors on a willing-buyer and willing-seller basis taking into account, amongst others, the financial performance of the Targets for the Targets FY2022, Targets FY2023 and Targets FY2024, the business prospects of the Targets and the proposed payment terms of the Proposed Acquisition, including the tranches of the Consideration being deferred and determined on an earn-out basis in accordance with the formula in the SPA, which have been set out in Appendix C to the Circular.

The Consideration shall be satisfied by the allotment and issuance of up to 375,000,000 Consideration Shares at the Issue Price of S\$0.08 per Consideration Share. As part of the Proposed Acquisition, the Company will also be undertaking the Debt Purchase amounting to an aggregate of S\$2.4 million to be satisfied by the allotment and issuance of 30,000,000 Debt Purchase Consideration Shares.

For avoidance of doubt, the relevant number of the Consideration Shares and the Debt Purchase Consideration Shares shall only be issued to the relevant parties upon the Targets achieving the milestones as illustrated below:

Milestone	Total Consideration	Number of Consideration Shares and the Debt Purchase Consideration Shares	% of the Total Consideration
Completion of the Proposed Acquisition	Base Consideration and Debt Purchase Consideration of S\$14.4 million	150,000,000 Base Consideration Shares and 30,000,000 Debt Purchase Consideration Shares	44.44%
Up to the Target FY2026 NPAT of S\$3.16 million ⁽¹⁾ and above	Up to Tranche 1 Deferred Consideration of S\$10.0 million	Up to 125,000,000 Tranche 1 Deferred Consideration Shares	30.86%
Up to the Target FY2027 NPAT of S\$4.55 million ⁽¹⁾ and above	Up to Tranche 2 Deferred Consideration of S\$8.0 million	Up to 100,000,000 Tranche 2 Deferred Consideration Shares	24.69%
Total	S\$32.4 million	Up to 405,000,000 Consideration Shares and Debt Purchase Consideration Shares	100.0%

Note:

- (1) NPAT refers to the audited combined net profit after tax attributable to equity holders of the Targets, adjusted to exclude any profit or loss attributable to non-controlling interests or minority interest and any non-recurrent items (for example, gains or losses from disposal of non-operating assets and other start-up and/or one-off expenses incidental to business expansion of the Targets).

We wish to highlight that only the Initial Consideration (which is inclusive of the Debt Purchase Consideration) will be payable to the Vendors upon Completion. The Deferred Consideration will be payable in full only if the Targets achieve the Target NPATs. Accordingly, the Total Consideration will be payable to the Vendors in full only upon the Targets achieving the Target NPATs.

Pursuant to the Deferred Consideration Terms and Conditions, if any of the Target NPATs is not achieved in the relevant financial year, the Deferred Consideration can be payable to the Vendors on a *pro-rata* basis, in accordance with a pre-defined formula based on the actual NPAT achieved in that financial year.

In the event that the Target FY2026 NPAT is not achieved in FY2026, the Deferred Consideration may still be payable in full if the aggregate NPAT of the Targets for FY2026 and FY2027 equals or exceeds the combined Target NPATs of S\$7.71 million in FY2027. Conversely, if the actual NPAT for FY2026 exceeds the Target FY2026 NPAT, the excess may be carried forward to FY2027 for the purposes of determining whether the Target FY2027 NPAT has been achieved. For the avoidance of doubt, the Company shall not issue more than the maximum number of Deferred Consideration Shares in accordance with the Deferred Consideration Terms and Conditions. The Deferred Consideration Terms and Conditions in relation to the payment of the Deferred Consideration are set out in Appendix C to the Circular, and Shareholders are advised to read the information carefully.

In view of the foregoing, the terms of the Proposed Acquisition as an IPT and the Proposed Whitewash Resolution have been evaluated based on (a) the Base Consideration of S\$12.0 million, (b) the Consideration of S\$30.0 million, (c) the Initial Consideration of S\$14.4 million, and (d) the Total Consideration of S\$32.4 million, where applicable.

6.2.1 Independent Valuation of the Sale Shares

The Company had appointed the Independent Valuer to perform the Independent Valuation on the market value of the Sale Shares as at the Valuation Date for the purposes of the Proposed Acquisition.

Based on the Summarised Valuation Report, as set out in Appendix E to the Circular, the Independent Valuer had conducted the Independent Valuation on a market value basis in accordance with IVS. Market value is defined under the IVS as “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

In arriving at the market value of the Sale Shares, the Independent Valuer had adopted the income approach as the primary approach, as the Targets had ongoing business and operations with the ability to generate probable future cash flows. The market approach was adopted as a reference only, and the cost approach was not adopted as it does not directly incorporate information about the future economic benefits expected to be derived by the Targets.

In applying the income approach, the Independent Valuer had used the discounted cash flow (“**DCF**”) methodology to assess the overall enterprise value of the Targets by calculating the free cash flow to firm (“**FCFF**”), which represents the cash flows left over after covering capital expenditure and working capital needs. The FCFF was projected and discounted to its present value. The present value of the FCFF is a measure of the enterprise value of the Targets. The equity value was subsequently derived after taking into consideration the Targets’ debt and non-operating payables and excess cash and cash equivalents.

Based on the Valuation Report, a discount rate of between 15.5% and 17.5% was applied in discounting the projected FCFF and the terminal value to their respective present values. In deriving the terminal value, a terminal growth rate of between 1.5% and 2.5% was applied, assuming that the earnings of the Targets would reach a stable perpetual growth rate of 1.5% to 2.5% after FY2030, with reference to the expected long-term global gross domestic product growth rate. Based on the present value of the FCFF and the terminal value, which are measures of enterprise value, the Independent Valuer had derived the equity value of the Targets after adjusting for (a) the debt and non-operating payables of approximately S\$2.6 million, and (b) the excess cash and cash equivalents of approximately S\$3.6 million of the Targets. A discount of 15.0% for lack of marketability (“**DLOM**”) was then applied to derive the equity value of the Targets (or the market value of the Sale Shares), as the Targets are not publicly traded on any stock exchange where shares can be traded in a centralised market.

Based on the Independent Valuation, the market value of the Sale Shares as at the Valuation Date is between approximately S\$27.6 million and S\$33.2 million (the “**Valuation Range**”). Based on the Valuation Range, the average of the Valuation Range would be approximately S\$30.4 million. Accordingly, we note that the Consideration of S\$30.0 million is within the Valuation Range and is close to the average of the Valuation Range.

Shareholders should note that the Valuation Range which represents the market value of the Sale Shares after applying the DLOM of 15.0%, was derived on the basis that the Outstanding Debt remains on the balance sheets of the Targets. Accordingly, the Independent Valuer had also indicated the market value of the Sale Shares on the assumption that the Debt Purchase

is undertaken by the Company in connection with the Proposed Acquisition, and that the Targets are not obligated to settle the Outstanding Debt as at the Valuation Date. On this basis, after adjusting for the Debt Purchase of S\$2.4 million and applying the 15.0% DLOM in the DCF model, the corresponding range of the 100% equity value of the Targets (or the market value of the Sale Shares) would range between S\$29.6 million and S\$35.2 million as at the Valuation Date (the “**Adjusted Valuation Range**”).

Based on the Adjusted Valuation Range, the average of the Adjusted Valuation Range would be approximately S\$32.4 million. Accordingly, we note that the Total Consideration of S\$32.4 million is comparable to the average of the Adjusted Valuation Range.

As set out in section 2.4 of the Circular, the Board is of the view that the key assumptions used by the Independent Valuer in the valuation of the Sale Shares are reasonable, including but not limited to the historical financial performance and position, the financial projections of the Targets as well as the discount rates used in the DCF model adopted for the valuation, and the key limitations as disclosed in the Summarised Valuation Report are acceptable.

Further details of the Independent Valuation including the valuation methodology, assumptions and limiting conditions, are set out in the Summarised Valuation Report as appended in Appendix E to the Circular, and Shareholders are advised to read the information carefully.

6.2.2 Historical financial performance and financial position of the Targets

A summary of the audited combined historical financial information of the Targets for the last three (3) financial years ended December in respect of Targets FY2023, Targets FY2024 and Targets FY2025 (the “**Period Under Review**”) are set out below. The following summary of the financial information should be read in conjunction with the full text of the Targets’ audited combined financial statements in respect of the relevant financial years, including the notes thereto as set out in Appendix F to the Circular.

Combined statement of comprehensive income

(S\$'000)	----- Audited -----		
	Targets FY2023	Targets FY2024	Targets FY2025
Revenue	8,425	11,607	12,133
Gross profit	710	2,983	2,748
Other income	171	153	88
Loss allowance recovered on trade receivables	627	-	-
Administrative expenses	(1,287)	(1,210)	(1,198)
Other losses	-	-	(3)
Finance costs	(109)	(23)	(10)
Profit before income tax	112	1,903	1,625
Profit for the financial year, representing total comprehensive income for the financial year	112	1,903	1,625
Margins (%)			
Gross profit margin	8.4	25.7	22.6
Net profit margin	1.3	16.3	13.4

Targets FY2023 vs Targets FY2024

Revenue

The Targets operate as sub-contractors in Singapore, providing services relating to the installation of aluminum or glass works and steel structural components to main contractors on a project basis. The Targets also generate income from the sale of materials.

The revenue of the Targets increased by approximately S\$3.2 million or 37.8% from approximately S\$8.4 million in Targets FY2023 to approximately S\$11.6 million in Targets FY2024, mainly due to higher progress billings as more projects progressed from the mobilisation phase into active construction stages.

Gross profit

The Targets gross profit increased by approximately S\$2.3 million or 320.1% from approximately S\$0.7 million in Targets FY2023 to approximately S\$3.0 million in Targets FY2024, mainly due to a corresponding increase in revenue and an improvement in gross profit margin from approximately 8.4% in Targets FY2023 to approximately 25.7% in Targets FY2024. The improvement in gross profit margin was primarily due to the execution of higher-margin projects by the Targets.

Net profit after tax

The Targets net profit after tax increased by approximately S\$1.8 million or 1599.1% from approximately S\$0.1 million in the Targets FY2023 to approximately S\$1.9 million in Targets FY2024, mainly due to an increase in gross profit, a decrease in (a) finance costs primarily as a result of a waiver of interest expense arising on loans due to related parties and a reduction in bank borrowings, and (b) administrative expenses primarily as a result of lower professional fee and lower staff and related expenses within IAPL following operational streamlining and cost-management initiatives, which was offset by the absence of a one-off reversal of loss allowance recovered on trade receivables as recorded in Targets FY2023.

Targets FY2024 vs Targets FY2025

Revenue

The revenue of the Targets increased by approximately S\$0.5 million or 4.5% from approximately S\$11.6 million in Targets FY2024 to approximately S\$12.1 million in Targets FY2025, mainly due to higher percentage completion from secured construction projects by ABME, which was partially offset by a lower contribution from IAPL as it shifted its business focus to shorter-term projects.

Gross profit

The Target's gross profit decreased by approximately S\$0.2 million or 7.9% from approximately S\$3.0 million in Targets FY2024 to approximately S\$2.8 million in Targets FY2025, mainly due to an increase in sub-contracting costs on certain projects, as well as material price fluctuations that were not fully passed on to customers. Accordingly, the Targets recorded a decrease in gross profit margin in Targets FY2024 from approximately 25.7% to approximately 22.6% in Targets FY2025.

Net profit after tax

The Targets' net profit after tax decreased by approximately S\$0.3 million or 14.6% from approximately S\$1.9 million in Targets FY2024 to approximately S\$1.6 million in Targets FY2025, mainly due to a decrease in (a) gross profit, and (b) other income primarily as a result

of the absence of waiver of interest expense arising from loans due to related parties recorded in Targets FY2024, which was offset by a decrease in (i) administrative expenses primarily due to lower staff and related expenses within IAPL following operational streamlining and cost-management initiatives, and (ii) finance costs primarily due to a reduction in bank borrowings.

Combined statement of cash flows

(S\$'000)	----- Audited -----		
	Targets FY2023	Targets FY2024	Targets FY2025
Net cash (used in) / from operating activities	(651)	894	2,671
Net cash from / (used in) investing activities	28	-	(64)
Net cash from / (used in) financing activities	591	(711)	(771)
Net (decrease) / increase in cash and cash equivalents	(32)	183	1,836
Cash and cash equivalents at end of the financial year	1,529	1,712	3,548

Save for the net cash used in operating activities of approximately S\$0.7 million in Targets FY2023, the Targets recorded net cash from operating activities of approximately S\$0.9 million in Targets FY2024 and approximately S\$2.7 million in Targets FY2025.

In respect of Targets FY2025, the Targets recorded net cash from operating activities of approximately S\$2.7 million, mainly due to operating cash inflows before working capital changes of approximately S\$1.6 million, and a net working capital inflow of approximately S\$1.0 million, arising mainly from (a) an increase in trade payables of approximately S\$1.0 million, and (b) a decrease in contract assets of approximately S\$0.8 million, which was partially offset by an increase in trade and other receivables of approximately S\$0.7 million.

The Targets had recorded net cash used in investing activities of approximately S\$64,000, due to (a) the purchase of property, plant and equipment amounting to approximately S\$42,000, and (b) the purchase of right-of-use assets amounting to approximately S\$33,000, which was offset by proceeds from disposal of plant and equipment amounting to approximately S\$11,000.

The Targets had recorded net cash used in financing activities of approximately S\$0.8 million, due to (a) the repayment of bank borrowings amounting to approximately S\$0.7 million, and (b) the repayment of obligations under lease and interest paid amounting to an aggregate of approximately S\$30,000.

After taking into account the above, which resulted in a net increase in cash and cash equivalents of approximately S\$1.8 million, as well as the cash and cash equivalents of the Targets at the beginning of Targets FY2025 of approximately S\$1.7 million, the Target's cash and cash equivalents amounted to approximately S\$3.5 million as at the end of Targets FY2025.

Combined statement of financial position

(S\$'000)	----- Audited -----		
	As at 31 December 2023	As at 31 December 2024	As at 31 December 2025
Current assets	4,507	4,679	6,550
Non-current assets	112	82	289
Total assets	4,619	4,761	6,839
Working capital	(1,147)	(1,256)	1,787
Current liabilities	5,654	5,935	4,763
Non-current liabilities	2,242	-	1,625
Total liabilities	7,896	5,935	6,388
Total equity	(3,277)	(1,174)	451

Assets

As at 31 December 2025, the Targets recorded total assets amounting to approximately S\$6.8 million, comprising current assets of approximately S\$6.6 million and non-current assets of approximately S\$0.3 million.

The current assets comprise (a) inventories of approximately S\$0.1 million, (b) trade and other receivables of approximately S\$2.6 million, (c) prepayments of approximately S\$2,000, (d) contract assets of approximately S\$0.3 million and (e) cash and cash equivalents of approximately S\$3.5 million.

The non-current assets comprise (a) plant and equipment of approximately S\$0.1 million, and (b) right-of-use assets of approximately S\$0.2 million.

Liabilities

As at 31 December 2025, the Targets recorded total liabilities amounting to approximately S\$6.4 million, comprising current liabilities of approximately S\$4.8 million and non-current liabilities of approximately S\$1.6 million.

The current liabilities comprise (a) trade and other payables of approximately S\$3.9 million, consisting of (i) trade payables of approximately S\$2.2 million, (ii) amount due to shareholders of approximately S\$0.9 million, accrued expenses of approximately S\$0.7 million, and net goods and services tax payable of approximately S\$0.1 million, (b) contract liabilities of approximately S\$0.8 million, and (c) lease liabilities of approximately S\$33,000.

For the avoidance of doubt, the amount due to shareholders of approximately S\$0.9 million constitutes the current portion of the Outstanding Debt (the “**Current Outstanding Debt**”).

The non-current liabilities comprise (a) loan due to a third party of approximately S\$1.5 million, and (b) lease liabilities of approximately S\$0.1 million. For the avoidance of doubt, the loan due to a third party of approximately S\$1.5 million constitutes the non-current portion of the Outstanding Debt.

Equity

The Targets recorded a net liability position of approximately S\$3.3 million as at 31 December 2023 and approximately S\$1.2 million as at 31 December 2024. The negative equity positions of the Targets as at 31 December 2023 and 31 December 2024 were primarily attributable to accumulated operating losses incurred during the prior financial years ended 31 December 2021 and 31 December 2022, amounting to approximately S\$2.3 million and S\$2.7 million, respectively. These losses were largely driven by the impact of the COVID-19 pandemic, including delays in project timelines, lower margins arising from increased material and sub-contractor costs, and limited workforce deployment as a result of the mandatory COVID-19 safe management measures.

As at 31 December 2025, the Targets recognised a net equity position of approximately S\$0.5 million, primarily due to a recovery of businesses activities following the COVID-19 pandemic, as more contracts progressed from mobilisation to active construction phase as described above. This contributed to the Targets reporting a cumulative net profit of approximately S\$3.6 million during the Period Under Review, which had offset the prior years' accumulated losses and restored the equity base to a positive position, achieved organically through enhanced operational performance.

Working capital

In respect of the above, the Targets had recorded negative working capital of approximately S\$1.1 million and S\$1.3 million as at 31 December 2023 and 31 December 2024, respectively, and recorded a working capital of approximately S\$1.8 million as at 31 December 2025.

The improvement of the working capital as at 31 December 2025 was mainly due to (a) an increase of trade and other receivables of approximately S\$0.7 million, (b) an increase of cash and cash equivalents of approximately S\$1.8 million, (c) a decrease in short-term bank borrowings of approximately S\$0.7 million, and (d) the reclassification of loans due to related parties of approximately S\$1.5 million from current liabilities to non-current liabilities, which was partially offset by (a) a decrease in contract assets of approximately S\$0.8 million, and (b) an increase in trade and other payables of approximately S\$1.0 million.

Taking into consideration that the Debt Purchase is part of the Proposed Acquisition, we have made adjustments to the financial position of the Targets on the assumption that the Debt Purchase has been completed by the Company as follows:

(S\$'000)	As at 31 December 2025	Adjustment for the Outstanding Debt	On the assumption that the Debt Purchase is completed
Current assets	6,550	-	6,550
Non-current assets	289	-	289
Total assets	6,839	-	6,839
Working capital	1,787	900	2,687
Current liabilities	4,763	(900)	3,863
Non-current liabilities	1,625	(1,500)	125
Total liabilities	6,388	(2,400)	3,988
Total equity	451	2,400	2,851

Solely for illustrative purposes, we note that the working capital of the Targets would increase from approximately S\$1.8 million to approximately S\$2.7 million as at 31 December 2025 pursuant to the Debt Purchase by the Company, particularly, after adjusting for the Current Outstanding Debt of S\$0.9 million.

Correspondingly, the equity of the Targets would increase from approximately S\$0.5 million to approximately S\$2.9 million as at 31 December 2025 (the “**Targets Adjusted NAV**”).

As discussed with the Management, we understand that the settlement of the Outstanding Debt would alleviate the Targets’ debt repayment obligations and strengthen its financial position.

Financial ratios of the Targets as implied by the Base Consideration, the Initial Consideration, the Consideration and the Total Consideration

We have considered that an earnings-based approach (utilising the price-to-earnings (“**P/E**”) ratio and the enterprise value (“**EV**”)-to-earnings before interest, tax, depreciation and amortisation (“**EBITDA**”) ratio (“**EV/EBITDA**”), which focuses on operating performance and income-generating capabilities of the Targets, may be more appropriate than an asset-based approach (i.e., the price-to-net asset value (“**P/NAV**”) ratio), given that the Targets operate on a asset-light business model and do not invest heavily in land, buildings or machinery that would require significant capital expenditure. This is also consistent with the approach adopted in the Independent Valuation, as stated in the Summarised Valuation Report, which stated that the cost approach was not adopted as it does not directly incorporate information about future economic benefits expected to be derived by the Targets.

P/E ratio

As set out in paragraph 6.2 of this Letter, only the Initial Consideration will be payable to the Vendors upon Completion. The Deferred Consideration will be payable in full only if the Targets achieve the Target NPATs in accordance with the Deferred Consideration Terms and Conditions. Accordingly, the Total Consideration will be payable to the Vendors in full only upon the Targets achieving the Target FY2026 NPAT and Target FY2027 NPAT respectively or if the aggregate NPAT of the Targets equals or exceeds the combined Target NPATs of S\$7.71 million.

In view of the foregoing, based on the profit after tax of the Targets for Targets FY2025 of approximately S\$1.6 million, the P/E ratios of the Targets as implied by the Base Consideration of S\$12.0 million, and the Consideration of S\$30.0 million are 7.38 times and 18.46 times, respectively.

Taking into consideration that the Company will also undertake the Debt Purchase of S\$2.4 million as part of the Proposed Acquisition, we have also considered the P/E ratios of the Targets as implied by (a) the Initial Consideration of S\$14.4 million, and (b) the Total Consideration of S\$32.4 million, as these represent the effective amounts payable by the Company to acquire the Targets.

Accordingly, based on the profit after tax of the Targets for Targets FY2025 of approximately S\$1.6 million, the P/E ratios of the Targets as implied by the Initial Consideration of S\$14.4 million and the Total Consideration of S\$32.4 million, are 8.86 times and 19.94 times, respectively.

Solely for illustrative purposes, we have also considered the P/E ratios of the Targets on the assumption that the Targets achieve the Target FY2026 NPAT of S\$3.16 million and the Target FY2027 NPAT of S\$4.55 million in the respective financial years as follows:

- (a) assuming the Target FY2026 NPAT of \$3.16 million is achieved by the Targets, the P/E ratio of the Targets as implied by the aggregate of the Base Consideration of S\$12.0 million and the Tranche 1 Deferred Consideration of S\$10.0 million would be 6.96 times; and

- (b) assuming the Target FY2027 NPAT of S\$4.55 million is achieved by the Targets, the P/E ratio of the Targets as implied by the Consideration of S\$30.0 million (which is inclusive of the Deferred Consideration) would be 6.59 times.

Further, the P/E ratios of the Targets after taking into account the Debt Purchase, are as follows:

- (a) assuming the Target FY2026 NPAT of \$3.16 million is achieved by the Targets, the P/E ratio of the Targets as implied by the aggregate of the Initial Consideration of S\$14.4 million and the Tranche 1 Deferred Consideration of S\$10.0 million would be 7.72 times; and
- (b) assuming the Target FY2027 NPAT of S\$4.55 million is achieved by the Targets, the P/E ratio of the Targets as implied by the Total Consideration of S\$32.4 million (which is inclusive of the Deferred Consideration and the Debt Purchase Consideration) would be 7.12 times.

As set out in paragraph 6.2 of this Letter, Shareholders should note that if any of the Target NPATs is not achieved in the relevant financial year, the Deferred Consideration will be payable on a *pro-rata* basis, in accordance with a pre-defined formula based on the actual NPAT achieved, as set out in Appendix C to the Circular.

In the event that the Target FY2026 NPAT is not achieved in FY2026, the Deferred Consideration may still be payable in full to the Vendors if the aggregate NPAT of the Targets for FY2026 and FY2027 equals or exceeds the Target NPATs of S\$7.71 million. Conversely, if the actual NPAT for FY2026 exceeds the Target FY2026 NPAT, the excess may be carried forward to FY2027 for the purposes of determining whether the Target FY2027 NPAT has been achieved. In such circumstances, the P/E ratios based on the actual NPAT achieved by the Targets in the respective financial years may differ from those illustrated above.

EV/EBITDA ratio

As at 31 December 2025, the Targets had outstanding lease liabilities and non-operating payables amounting to an aggregate of approximately S\$2.6 million, and cash and cash equivalents of approximately S\$3.5 million. As the Outstanding Debt has already been included in the Targets' outstanding non-operating payables as at 31 December 2025 for the purposes of computing the enterprise value, the settlement of the Outstanding Debt by the Company pursuant to the Debt Purchase will not affect the EV/EBITDA ratios of the Targets as implied by the Initial Consideration and the Total Consideration. Accordingly, for the purposes of this analysis, we have considered the EV/EBITDA ratios as implied by the Base Consideration and the Consideration.

Based on the Targets' EBITDA for FY2025 of approximately S\$1.6 million, the EV/EBITDA ratios of the Targets as implied by the Base Consideration of S\$12.0 million and the Consideration of S\$30.0 million are 6.69 times and 17.62 times, respectively.

P/NAV ratio

Solely for illustrative purposes, based on the Targets' net asset value ("**NAV**") of approximately S\$0.5 million as at 31 December 2025, the P/NAV ratio of the Targets as implied by the Base Consideration of S\$12.0 million and the Consideration of S\$30.0 million are 26.61 times and 66.52 times, respectively.

As set out above, the equity of the Targets would increase from approximately S\$0.5 million to approximately S\$2.9 million as at 31 December 2025 after taking into account the Debt Purchase by the Company. In view of the foregoing, we have also considered P/NAV ratio of the Targets as implied by (a) the Initial Consideration of S\$14.4 million, and (b) the Total

Consideration of S\$32.4 million, as these represent the effective amounts payable by the Company to acquire the Targets.

Accordingly, based on the Targets' Adjusted NAV of approximately S\$2.9 million as at 31 December 2025, the price-to-Adjusted Targets NAV ("**P/Adjusted Targets NAV**") ratio of the Targets as implied by the Initial Consideration of S\$14.4 million, and the Total Consideration of S\$32.4 million are 5.05 times and 11.36 times respectively.

6.2.3 Valuation ratios against selected companies which nature of principal business activities are broadly comparable to those of the Targets

The Targets are principally engaged in the fabrication, supply and installation of structural steel, metal works and architectural aluminum systems as well as the supply and installation of architectural aluminum products.

As discussed with the Management, and to the best of their knowledge and belief, we understand that companies having similar principal business activities and scale of operations as the Targets, are generally unlisted. Notwithstanding that there are no publicly listed companies with similar principal business activities that are comparable with the Targets, we have made reference to the valuation ratios of selected companies listed on the SGX-ST and Bursa Malaysia with market capitalisations of up to S\$200.0 million (or its equivalent in foreign currencies) which are principally engaged in the manufacturing, trading, sale and/or installation of broadly similar metal products and are considered to be broadly comparable to the principal business of the Targets (collectively, the "**Targets Comparable Companies**") for the purposes of the assessment of the Consideration.

Shareholders should note that the Targets do not engage in manufacturing activities and operate under an asset-light business model with minimal fixed assets and inventories, as compared to the Targets Comparable Companies which generally appear to be more asset-intensive as evidenced by their relatively higher levels of property, plant and equipment and inventories. Accordingly, the P/NAV ratio of the Targets may not be directly comparable to that of the Targets Comparable Companies.

We wish to highlight that the Targets Comparable Companies are not exhaustive and we recognise that there may not be any company listed on the SGX-ST and/or Bursa Malaysia which is identical to the Targets in terms of, *inter alia*, geographical markets, composition of business activities, scale of business operations, risk profile, asset base, capital structure, valuation methodologies adopted, valuation statistics, financial positions, accounting policies, track record, future prospects, market/industry size, political risk, competitive and regulatory environment, investor sentiments and other relevant criteria and that such businesses may have fundamentally different profitability objectives. Shareholders should note that any comparison on the perceived valuation of the Targets made with respect to the Targets Comparable Companies only serves as an illustration, and the conclusions drawn from the comparisons may not necessarily reflect the perceived or implied market valuation of the Targets as at the Latest Practicable Date.

A brief description of the Targets Comparable Companies is as follows:

Company / Listing exchange	Business description	Financial year-end
Alcom Group Bhd (" Alcom ") / Bursa Malaysia	Alcom and its subsidiaries are principally engaged in (a) the manufacturing and trading of aluminum products which include finstock, specialties and roofing products, and coated fin products, (b) property development, and (c) construction of buildings as well as	31 December

	the supply, fabrication and installation of architectural roof, facade cladding, and steel structure.	
Colform Group Bhd (" Colform ") / Bursa Malaysia	Colform and its subsidiaries are principally involved in the manufacturing, processing and/or trading of downstream steel products and building materials. It also provides installation services using its steel products, including industrialised building system (IBS) steel framing systems and roof trust, and project management services for construction projects.	31 December
Econframe Berhad (" Econframe ") / Bursa Malaysia	Econframe and its subsidiaries are principally engaged in the manufacturing and sale of door systems and window frames, fabrication and installation of aluminium glazing, façade solutions and glass products.	31 August
Hor Kew Corporation Limited (" Hor Kew ") / SGX-ST	Hor Kew and its subsidiaries are principally engaged in the designing, manufacturing, and supplying of prestressed and precast reinforced concrete building components and prefabricated architectural metal components.	31 December
HG Metal Manufacturing Ltd (" HG Metal ") / SGX-ST	HG Metal and its subsidiaries are principally engaged in (a) the trading of steel products and the provision of industrial steel services, and (b) the manufacturing of construction steel products and the provision of related engineering services.	30 September
Nam Lee Pressed Metal Industries (" Nam Lee ") / SGX-ST	Nam Lee and its subsidiaries are principally engaged in (a) the provision of aluminum products in relation to building construction and infrastructure products such as curtain walls and cladding system under the aluminum segment, (b) the provision of mild steel products such as entrance gates and door frames for buildings construction projects under the mild steel and stainless steel segment, and (c) the	30 September

	provision of unplasticised polyvinyl chloride (UPVC) products including door, skirting, and flooring for building construction projects.	
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Source: LSEG Workspace, annual reports and filings of the Targets Comparable Companies

In our evaluation, we have adopted the following valuation measures:

Valuation Ratio	Description
Latest twelve-month (“LTM”) P/E ratio	The LTM P/E ratio illustrates the ratio of the market capitalisation of a company in relation to its historical consolidated full-year or LTM (as the case may be) net profit attributable to its shareholders. As such, it is affected by a company’s capital structure, tax position and accounting policies relating to depreciation and intangible assets. We have considered the LTM P/E ratios of the Targets Comparable Companies based on their respective market capitalisations on the Latest Practicable Date and their latest full-year or LTM (as the case may be) net profit attributable to shareholders.
LTM EV/EBITDA ratio	EV refers to enterprise value, which is the sum of a company’s market capitalisation, preferred equity, non-controlling interests, short-term and long-term debts less its cash and cash equivalents. LTM EBITDA refers to the historical consolidated full-year earnings or LTM (as the case may be) earnings before interest, taxes, depreciation and amortisation. The LTM EV/EBITDA ratio is an earnings-based valuation methodology, and illustrates the ratio of the market value of a company’s business in relation to its historical pre-tax operating cash flow performance. The difference between the LTM EV/EBITDA ratio and the LTM P/E ratio (described above) is that the former does not take into account the capital structure of a company as well as its interest, taxation, depreciation and amortisation charges. We have considered the LTM EV/EBITDA ratios of the Targets Comparable Companies based on their respective market capitalisations on the Latest Practicable Date, latest-available balance sheet values and latest full-year or LTM (as the case may be) EBITDA.
P/NAV ratio	The P/NAV ratio refers to the ratio of the market capitalisation of a company in relation to its NAV. The P/NAV ratio represents an asset-based relative valuation which takes into consideration the book value or NAV backing of a company.

	The NAV of a company provides an estimate of its value assuming a hypothetical sale of all its assets and repayment of its liabilities and obligations, with the balance being available for distribution to its shareholders. It is an asset-based valuation methodology and this approach is meaningful to the extent that it measures the value of each share that is attached to the net assets of the company. We have considered the P/NAV ratios of the Targets Comparable Companies based on their respective market capitalisations on the Latest Practicable Date and their latest-available NAV.
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The valuation ratios of the Targets Comparable Companies based on their last transacted share prices as at the Latest Practicable Date are set out below:

Targets Comparable Companies	Market capitalisation (S\$' million)	LTM P/E (times)	LTM EV/EBITDA (times)	P/NAV (times)
Alcom	29.8 ⁽¹⁾	n.a. ⁽²⁾	n.a. ⁽²⁾	0.49
Colform	50.1 ⁽¹⁾	9.01	3.78	1.08
Econframe	34.9 ⁽¹⁾	66.85 ⁽³⁾	6.44	0.92
Hor Kew	64.0	4.97	7.25	0.65
HG Metal	164.8	16.65 ⁽⁴⁾	18.64 ⁽⁴⁾	1.07
Nam Lee	173.1	6.97	4.19	0.93

Maximum	66.85	18.64	1.08
Mean	9.40	8.06	0.86
Median	7.99	6.44	0.92
Minimum	4.97	3.78	0.49

The Targets	S\$12.0 (Base Consideration)	7.38	6.69	26.61
	S\$30.0 (Consideration)	18.46	17.62	66.52
	S\$14.4 (Initial Consideration)	8.86	6.69	5.05 ⁽⁵⁾
	S\$32.4 (Total Consideration)	19.94	17.62	11.36 ⁽⁵⁾

Source: LSEG Workspace, annual reports and filings of the Targets Comparable Companies and NCF's calculations

Notes:

- (1) Based on the exchange rate of S\$1.00 : 3.11 Malaysian Ringgit as at the Latest Practicable Date, as extracted from LSEG Workspace
- (2) n.a. denotes not applicable as Alcom was loss-making and recorded negative EBITDA in its trailing 12-month period.
- (3) Excludes Econframe as a statistical outlier in computing the mean and median P/E ratio.
- (4) HG Metal had announced its change of financial year end from 31 December to 30 September on 6 August 2025. Accordingly, HG Metal had announced its latest full-year results for the 9-month financial period ended 30 September 2025 (the “**9M FY2025 Results**”). For the computation of the LTM P/E ratio, we have adjusted the 9M FY2025 results to derive a 12-month equivalent, after taking into account the previously announced interim financial results for the 6-month period and full year ended 31 December 2024.
- (5) Based on the Adjusted Targets NAV of approximately S\$2.9 million as at 31 December 2025.

Based on the above, we note that:

LTM P/E ratio of the Targets

- (a) the LTM P/E ratio of the Targets of 7.38 times (as implied by the Base Consideration) is (i) within the range of LTM P/E ratios of the Targets Comparable Companies of between 4.97 times and 66.85 times, and (ii) below the mean and median LTM P/E ratios of the Targets Comparable Companies of 9.40 times and 7.99 times, respectively;
- (b) the LTM P/E ratio of the Targets of 8.86 times (as implied by the Initial Consideration) is (i) within the range of LTM P/E ratios of the Targets Comparable Companies of between 4.97 times and 66.85 times, (ii) below the mean LTM P/E ratio of the Targets Comparable Companies of 9.40 times, and (iii) above the median LTM P/E ratio of the Targets Comparable Companies of 7.99 times; and
- (c) the LTM P/E ratio of the Targets of 18.46 times (as implied by the Consideration) and 19.94 times (as implied by the Total Consideration) are (i) within the range of LTM P/E ratios of the Targets Comparable Companies of between 4.97 times and 66.85 times, and (ii) above the mean and median LTM P/E ratios of 9.40 times and 7.99 times of the Targets Comparable Companies, respectively.

LTM EV/EBITDA ratio of the Targets

- (a) the LTM EV/EBITDA ratio of the Targets of 6.69 times (as implied by the Base Consideration) is (i) within the range of LTM EV/EBITDA ratios of the Targets Comparable Companies of between 3.78 times and 18.64 times, (ii) below the mean LTM EV/EBITDA ratio of the Targets Comparable Companies of 8.06 times, and (iii) close to the median LTM EV/EBITDA ratio of the Targets Comparable Companies of 6.44 times; and
- (b) the LTM EV/EBITDA ratio of the Targets of 17.62 times (as implied by the Consideration) is (i) within the range of LTM EV/EBITDA ratios of the Targets Comparable Companies of between 3.78 times and 18.64 times, and (ii) above the mean and median LTM EV/EBITDA ratios of the Targets Comparable Companies of 8.06 times and 6.44 times, respectively.

P/NAV and P/Adjusted Targets NAV ratio of the Targets

- (a) the P/NAV ratios of the Targets of 26.61 times (as implied by the Base Consideration) and 66.52 times (as implied by the Consideration), and the P/Adjusted Targets NAV ratios of the Targets of 5.05 times (as implied by the Initial Consideration) and 11.36 times (as implied by the Total Consideration) are (i) above the range of P/NAV ratios of

the Targets Comparable Companies of between 0.49 times and 1.08 times, (ii) significantly above the mean and median P/NAV ratios of the Targets Comparable Companies of 0.86 times and 0.92 times, respectively; and

- (b) with regard to the above, while the P/NAV and the P/Adjusted Targets NAV ratios of the Targets are above the range of P/NAV ratios of the Target Comparable Companies, as set out in paragraph 6.2.2 of this Letter, we have considered that an earnings-based approach is more appropriate than an asset-based approach, given that the Targets operate on an asset-light business model. This is also consistent with the approach of the Independent Valuation, as stated in the Summarised Valuation Report, which stated that the cost approach was not adopted as it does not directly incorporate information about future economic benefits expected to be derived by the Targets. Further, as set out above, the Targets Comparable Companies appear to be in general more asset-intensive as evidenced by their relatively higher levels of property, plant and equipment and inventories. Accordingly, the P/NAV and the P/Adjusted Targets NAV ratios of the Targets may not be directly comparable to those of the Targets Comparable Companies. Notwithstanding the above, we have set out the P/NAV and the P/Adjusted Targets NAV ratios of the Targets *vis-à-vis* the corresponding ratios of the Target Comparable Companies for illustrative purposes.

Shareholders should note that only the Initial Consideration will be payable to the Vendors upon Completion, and the Deferred Consideration will be payable in full only if the Target NPATs have been achieved by the Targets in accordance with the Deferred Consideration Terms and Conditions.

As set out in paragraph 6.2.2 of this Letter, assuming that the Target FY2026 NPAT of \$3.16 million and the Target FY2027 NPAT of S\$4.55 million have been achieved, we note the following:

- (a) assuming the Target FY2026 NPAT of S\$3.16 million is achieved by the Targets in FY2026, the P/E ratios of the Targets of 6.96 times (as implied by the aggregate of the Base Consideration of S\$12.0 million and the Tranche 1 Deferred Consideration of S\$10.0 million) and 7.72 times (as implied by the aggregate of the Initial Consideration of S\$14.4 million and the Tranche 1 Deferred Consideration of S\$10.0 million) would be below the mean and median of the LTM P/E ratios of the Targets Comparable Companies of between 9.40 times and 7.99 times, respectively; and
- (b) assuming the Target FY2027 NPAT of S\$4.55 million is achieved by the Targets in FY2027, the P/E ratios of the Targets of 6.59 times (as implied by the Consideration of S\$30.0 million) and 7.12 times (as implied by the Total Consideration of S\$32.4 million) would be below the mean and median of the LTM P/E ratios of the Targets Comparable Companies of between 9.40 times and 7.99 times, respectively.

Shareholders should note that, if any of the Target NPATs is not achieved in the relevant financial year, the Deferred Consideration will be payable on a *pro-rata* basis, in accordance with a pre-defined formula based on the actual NPAT achieved, as set out in Appendix C to the Circular.

In the event that the Target FY2026 NPAT is not achieved in FY2026, the Deferred Consideration may still be payable in full to the Vendors if the aggregate NPAT of the Targets for FY2026 and FY2027 equals or exceeds the Target NPATs of S\$7.71 million. Conversely, if the actual NPAT for FY2026 exceeds the Target FY2026 NPAT, the excess may be carried forward to FY2027 for the purposes of determining whether the Target FY2027 NPAT has been achieved. In such circumstances, the implied P/E ratios based on the actual NPAT achieved by the Targets in the respective financial years may differ from those illustrated above.

6.3 Assessment of the Issue Price

6.3.1 Rationale for the Proposed Issue of Consideration Shares and Debt Purchase Consideration Shares

It is not within our terms of reference to comment or express an opinion on the merits of the Proposed Issue of Consideration Shares and Debt Purchase Consideration Shares, or the future prospects of the Enlarged Group after the completion of the Proposed Acquisition.

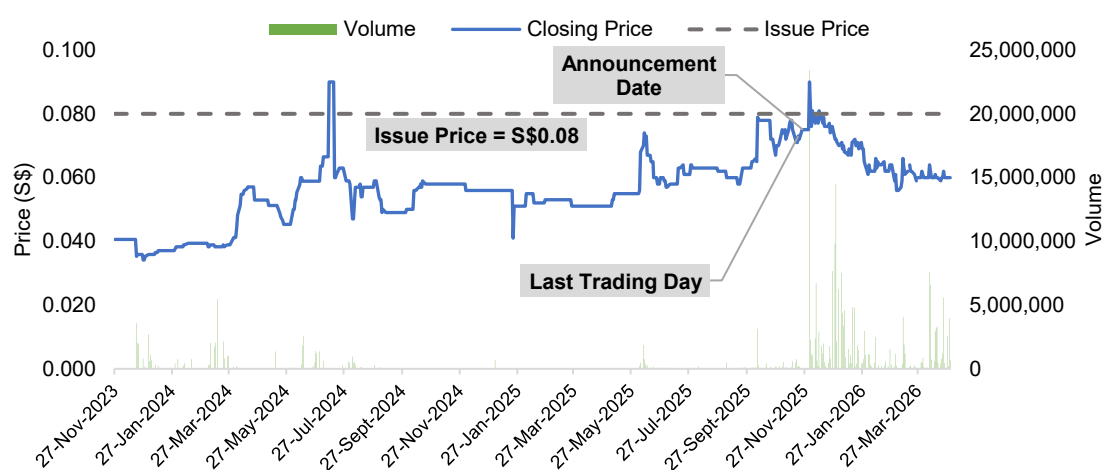
Nevertheless, we have reviewed the rationale for the Proposed Issue of Consideration Shares and Debt Purchase Consideration Shares as set out in section 3.3.2 of the Circular, and the salient points are summarised as follows:

- (a) allowing the Company to conserve cash reserves and having greater financial flexibility in the future, as no cash financing is required to satisfy the Consideration;
- (b) simplifying the capital structure of the Enlarged Group and eliminating future cash outflows that would otherwise be required to repay the Outstanding Debt; and
- (c) aligning the Vendors' interests with the long-term performance of the Enlarged Group, and conserving cash resources for operational needs and future strategic opportunities of the Enlarged Group.

6.3.2 Historical market price performance and trading activity of the Shares

We have compared the Issue Price to daily closing prices of the Shares during (a) the period commencing from 27 November 2023 to 26 November 2025 (the “**Last Trading Day**”), being the last traded market day prior to the Announcement, and (b) the period after the Last Trading Day and up to the Latest Practicable Date.

Daily closing prices and daily trading volumes of the Shares for the two-year period prior to and including the Last Trading Day and up to the Latest Practicable Date



Period prior to and including the Last Trading Day

For the period prior to and up to the Last Trading Day, we note that the Shares had closed at prices ranging between a low of S\$0.034 on 27 December 2023 and a high of S\$0.090 on 11 July 2024. Save for the closing price of S\$0.090 on 11 July 2024, we note that the closing prices of the Shares had traded below the Issue Price during the 2-years period prior to and up to the Last Trading Day.

We observe that the Shares were traded at closing prices ranging between S\$0.034 (on 27 December 2023) and S\$0.067 (on 5 July 2024) for the period between end-November 2023 and early July 2024, before closing at S\$0.090 on 11 July 2024, representing an increase of approximately 34.4% over the closing price of S\$0.067 of the Shares on the immediately last traded day on 5 July 2024. We note that the trading volume on 11 July 2024 was 100 Shares, and that the Company had not made any announcement on that day that would reasonably be expected to have an impact on the closing price of the Shares, save for the announcement made on 10 July 2024 in relation to the lodgement of the offer information statement and the related indicative timetable for the 2024 Rights cum Warrants Issue (as defined below).

On 17 July 2024, the Shares closed at S\$0.060, representing a decrease of approximately 33.3% from the closing price of S\$0.090 of the Shares on 11 July 2024, being the prior last traded day. We note that the trading volume on 17 July 2024 was 4,000 Shares, and that no announcement was made by the Company on that date. Subsequently, the closing prices of the Shares declined to S\$0.047 on 5 and 6 August 2024. Thereafter, the Shares were traded at closing prices ranging between S\$0.041 (on 22 January 2025) and S\$0.074 (10 June 2025) during the period between early August 2024 and early October 2025, before closing at S\$0.079 on 8 October 2025. We note that the Company had announced, after trading hours on 7 October 2024, the appointment of Blast Resource Group LLC as its exclusive distributor to market and distribute Gliderol's blast-mitigating and blast-resistant shutters in the United States. The Shares subsequently were traded at closing prices ranging between S\$0.067 (on 27 October 2025) and S\$0.078 (on 9, 10, 13, 16 and 17 October 2025 and 12, 13 November 2025), before closing at S\$0.075 on the Last Trading Day.

Period from the Last Trading Day and up to the Latest Practicable Date

On 27 November 2025, the Company requested for a trading halt at 7:31 a.m. (Singapore time) and had, on 1 December 2025 announced that it had entered into a placement agreement for the proposed placement of up to 60,000,000 new Shares (the "**Placement Shares**") to subscribers at a placement price of S\$0.068 per Placement Share (the "**2025 Placement**"), as well as the Proposed Acquisition. Subsequently, the Company requested for the lifting of the trading halt, effective on 2 December 2025 at 9:00 a.m. (the "**Lifting of Trading Halt**").

Further to the Lifting of Trading Halt, we note that the price of the Shares closed at S\$0.090 on 2 December 2025, representing an increase of approximately 20.0% from the closing price on the Last Trading Day of S\$0.075, with a trading volume of 23,440,700 Shares.

We observe that the Shares were traded at closing prices which ranged between S\$0.056 (on 4 March 2026) and S\$0.090 (2 December 2025) between the period after the Last Trading Day and the Latest Practicable Date. Save for 2, 3, 5 and 12 December 2025, where the closing prices of the Shares were S\$0.090, S\$0.082, S\$0.081 and S\$0.081 respectively, we note that the Issue Price is above the closing prices of the Shares ranging between S\$0.056 and S\$0.079 for the period after the Last Trading Day and up to the Latest Practicable Date.

In relation to the above, we have also set out below the premia implied by the Issue Price over the historical volume-weighted average price (“VWAP”) for (a) the two-year period prior to the Last Trading Day, and (b) the period after the Last Trading Day and up to the Latest Practicable Date:

	VWAP ⁽¹⁾ (S\$)	Premium of Issue Price over VWAP (%)	Highest Closing Price (S\$)	Lowest Closing Price (S\$)	Average daily trading volume (“ADTV”) ⁽²⁾ (‘000)	ADTV as a percentage of free float ⁽²⁾⁽³⁾ (%)
Periods prior to and including the Last Trading Day						
2-year	0.050	60.0	0.090	0.034	132.0	0.08
One-year	0.069	15.9	0.079	0.041	61.9	0.04
6-month	0.070	14.3	0.079	0.056	112.1	0.07
3-month	0.072	11.1	0.079	0.058	146.2	0.09
One-month	0.073	9.6	0.078	0.067	180.9	0.11
Last Trading Day	0.075 ⁽⁴⁾	6.7	0.075	0.075	12.2	0.01
Period after the Last Trading Day and up to the Latest Practicable Date						
After the Last Trading Day and up to the Latest Practicable Date	0.072	11.1	0.090	0.056	1,907.3	0.85
Latest Practicable Date	0.060 ⁽⁵⁾	33.3	0.060	0.060	721.0	0.32

Source: LSEG Workspace and NCF’s calculations

Notes:

- (1) The VWAP is weighted based on the average traded prices and traded volumes of the Shares for the relevant market days for each of the above periods.
- (2) The ADTV of the Shares is calculated based on the total volume of Shares traded during the relevant period divided by the number of market days during that period, and excluding the married deals that were undertaken during the above periods.
- (3) Free float refers to (a) approximately 164.5 million Shares, or 71.6% held by the public (as defined in the Catalyst Rules) as at the Announcement Date for the periods prior to and including the Last Trading Day, and (b) approximately 225.4 million Shares, or 77.6% held by the public as at the Latest Practicable Date for the period after the Last Trading Day and up to the Latest Practicable Date.
- (4) Refers to the closing price of the Shares on the Last Trading Day.
- (5) Refers to the closing price of the Shares on the Latest Practicable Date.

Our observations are set out as follows:

Periods prior to and including the Last Trading Day

- (a) the Issue Price represents:
 - (i) a significant premium of approximately 60.0% over the VWAP of the Shares for the 2-year period prior to and including the Last Trading Day;
 - (ii) a premium of 15.9%, 14.3%, 11.1% and 9.6% over the VWAP of the Shares for the one-year, 6-month, 3-month and one-month periods prior to and including the Last Trading Day; and

- (iii) a premium of approximately 6.7% over the closing price of the Shares of S\$0.075 on the Last Trading Day.
- (b) during the periods prior to and up to the Last Trading Day, the ADTV of the Shares ranged between approximately 61,900 Shares and 180,900 Shares over the 2-year, one-year, 6-month, 3-month and one-month periods prior to the Last Trading Day, representing approximately 0.08%, 0.04%, 0.07%, 0.09% and 0.11% of the Company's free float, respectively; and
- (c) as at the Last Trading Day, the ADTV of the Shares was approximately 12,200 Shares, representing approximately 0.01% of the Company's free float.

Period after the Last Trading Day and up to the Latest Practicable Date

- (a) the closing prices of the Shares ranged between S\$0.056 and S\$0.090 for the period after the Last Trading Day and up to the Latest Practicable Date,
- (b) the Issue Price represents (i) a premium of approximately 11.1% over the VWAP of the Shares of S\$0.072 for the period after the Last Trading Day and up to the Latest Practicable Date, and (ii) a significant premium of approximately 33.3% over the closing price of the Shares of S\$0.060 on the Latest Practicable Date;
- (c) the ADTV of the Shares was approximately 1,907,300 Shares, representing approximately 0.85% of the Company's free float for the period after the Last Trading Day and up to the Latest Practicable Date.

Shareholders should note that (a) there is no assurance that the market prices of the Shares after the completion of the Proposed Acquisition may be maintained at the prevailing level as at the Latest Practicable Date, and (b) the past trading performance of the Shares should not in any way be relied upon as an indication or a promise of its future trading performance.

We wish to highlight that the market valuation of shares of a company traded on a securities exchange may be affected by, *inter alia*, the prevailing economic conditions, economic outlook, stock market conditions and sentiment, the corporate activities of the company, its relative liquidity, the size of its free float, the extent of research coverage, the investor interest it attracts and the general market sentiment at a given point in time.

6.4 Historical financial performance of the Group

The following summary of the financial information should be read in conjunction with the full text of the Group's published audited financial statements for FY2024 and FY2025 in respect of the relevant financial years, including the notes thereto:

Consolidated statements of comprehensive income

(S\$'000)	----- Audited -----		
	FY2023	FY2024	FY2025
Revenue	12,203	13,360	22,794
Gross Profit	3,387	4,428	7,505
(Loss) / Profit before tax	(2,223)	(2,199)	293
(Loss) / Profit after tax	(2,118)	(2,270)	197
Loss attributable to owners of the Company	(2,341)	(2,532)	(129)

FY2023 vs FY2024

The Group's revenue increased by approximately S\$1.2 million or 9.5%, from approximately S\$12.2 million in FY2023 to approximately S\$13.4 million in FY2024, mainly due to the sale of doors and shutter systems, which increased by approximately S\$1.2 million, from approximately S\$4.4 million in FY2023 to S\$5.6 million in FY2024. The increase in the sale of door and shutter systems was primarily driven by projects completed in the second half of FY2024 which was spurred by the post-pandemic recovery of Singapore's construction sector and the Group's intensified focus on this market. Revenue generated from service and maintenance works and trading of production components remained relatively stable in FY2024 as compared to FY2023, amounting to an aggregate of approximately S\$7.8 million in each of the respective financial years, notwithstanding that the demand for production components was affected by the ongoing Russian-Ukraine conflict in FY2024.

The Group's gross profit increased by approximately S\$1.0 million or 30.7%, from approximately S\$3.4 million in FY2023 to approximately S\$4.4 million in FY2024, mainly due to the utilisation of raw materials from its inventories which resulted in only a marginal increase in the purchase of raw materials relative to the increase in the revenue, coupled with the higher revenue and a reduction in the outsourced sub-contractor works in FY2024. Gross profit margin improved from 27.8% in FY2023 to 33.1% in FY2024.

The Group's loss before tax remained relatively constant at approximately S\$2.2 million in FY2024 as compared to FY2023 despite an increase in gross profit that was recognised in FY2024. In FY2024, the Group recognised other operating income mainly due to the full amortisation of deferred grant income related to the fixed assets which were disposed in the second half of FY2024. The majority of the Group's expenses were administrative expenses, primarily due to one-off transaction costs incurred for the 2024 Rights cum Warrants Issue that was completed in August 2024, salaries in relation to additional headcount, and related statutory payments, and professional fees. In addition, the Group recorded an increase in other losses due to the losses recorded from the disposal of fixed assets, offset by a decrease in finance costs as a result of the reducing balance basis applied to Right-of-Use assets.

After accounting for the income tax expense of approximately S\$71,000, the Group recorded an increase in loss attributable to owners of the Company by approximately S\$0.2 million, from approximately S\$2.3 million in FY2023 to approximately S\$2.5 million in FY2024.

FY2024 vs FY2025

The Group's revenue increased by approximately S\$9.4 million or 70.6% from approximately S\$13.4 million in FY2024 to approximately S\$22.8 million in FY2025, mainly due to the sale of doors and shutter systems from several projects completed during the year and export sales which increased by approximately S\$9.4 million from S\$5.6 million in FY2024 to S\$14.9 million in FY2025. Revenue generated from service and maintenance works and trading of production components remained relatively stable in FY2025 as compared to FY2024, amounting to an aggregate amount of approximately S\$7.8 million and S\$7.9 million in each of the financial years, respectively.

The Group's gross profit increased by approximately S\$3.1 million or 69.5% from approximately S\$4.4 million in FY2024 to S\$7.5 million in FY2025. The increase in gross profit in FY2025 was mainly due to a higher revenue recognised which was offset by an increase in purchases of raw materials, sub-contractors and labour cost to complete the projects. Gross profit margin remained relatively stable at 32.9% in FY2025 as compared to 33.1% in FY2024.

The Group recorded profit before tax of approximately S\$0.3 million in FY2025 *vis-a-vis* a loss before tax of approximately S\$2.2 million in FY2024, mainly due to (a) an increase in gross profit in line with higher revenue generated, (b) an increase in other operating income due to a disposal gain from the liquidation of a dormant indirectly wholly-owned subsidiary in September

2025 (the “**Disposal Gain**”), (c) a decrease in other losses as a result of realised and unrealised gains from currency translation on a subsidiary’s USD-denominated assets, which was partially offset by an increase in (i) marketing and distribution expenses as a result of higher local logistics costs, including the procurement of additional rental forklifts, scissor lifts and lorry cranes to support project completions as well as higher marketing expenses to support the Group’s expansion into export markets, (ii) administrative expenses primarily due to salaries and statutory payments for new headcount, along with dormitory costs for additional workers to support increased work volumes, and (iii) finance costs due to interest on the Convertible Bonds issued in February 2025, partially offset by a reduction in interest on lease liabilities.

After accounting for income tax expense of approximately S\$0.1 million, the Group recorded a decrease in loss attributable to owners of the Company of approximately S\$2.4 million, from approximately S\$2.5 million in FY2024 to approximately S\$0.1 million in FY2025.

Excluding the one-time transaction costs of approximately S\$0.2 million in relation to the Convertible Bonds in FY2025 and the Disposal Gain of approximately S\$0.2 million, the loss attributable to owners of the Company would be approximately S\$0.1 million in FY2025.

Consolidated cash flow statements

	----- Audited -----		
(S\$'000)	FY2023	FY2024	FY2025
Net cash generated from / (used in) operating activities	597	(1,244)	846
Net cash used in investing activities	(176)	(118)	(275)
Net cash generated (used in) / from financing activities	(1,647)	(150)	1,723
Net (decrease) / increase in cash and cash equivalents	(1,226)	(1,512)	2,294
Cash and cash equivalents at end of year	5,876	4,302	6,594

Save for net cash used in operating activities of approximately S\$1.2 million in FY2024, the Group recorded net cash generated from operating activities of approximately S\$0.6 million in FY2023 and approximately S\$0.8 million in FY2025.

In respect of FY2025, net cash generated from operating activities of approximately S\$0.8 million was due to cash generated from operating activities before movement in working capital movements of approximately S\$2.2 million, which was offset by net working capital outflow of approximately S\$1.1 million, interest paid on lease liabilities of approximately S\$0.1 million, interest paid on convertible bonds of approximately S\$85,000 and income tax paid of approximately S\$86,000.

The Group recorded net cash used in investing activities of approximately S\$0.3 million, due to the purchase of property, plant and equipment and net cash outflow from liquidation of subsidiary, which was offset by interest received from fixed deposit.

The Group recorded net cash generated from financing activities of approximately S\$1.7 million due to the proceeds from issuance of Convertible Bonds in the first half of FY2025 of approximately S\$3.2 million, and the proceeds from exercise of warrants of approximately S\$36,000, which was offset by the repayment of lease liabilities of approximately S\$1.5 million.

Taking into account the cash and cash equivalents at the beginning of FY2025 of approximately S\$4.3 million, and the net increase of cash and cash equivalents of approximately S\$2.3 million in FY2025, the Group's cash and cash equivalents amount to approximately S\$6.6 million as at the end of FY2025.

6.5 Historical Financial Position of the Group

6.5.1 Net asset value and net tangible asset ("NTA") of the Group

The NAV of a group refers to the aggregate value of all the assets in their existing condition, net of any non-controlling interests and all the liabilities of the group. The net asset value approach may provide an estimate of the value of a group assuming the hypothetical sale of all its assets over a reasonable period of time, the proceeds of which would be first used to settle the liabilities of the group with the balance available for distribution to its shareholders. Therefore, the net assets of a group are perceived as providing support for the value of the shareholders' equity.

Shareholders should note that the NAV analyses provide an estimate of the value of the Group based on a hypothetical sale of its net assets at their book values as at 30 September 2025, and such hypothetical scenario is assumed without considering factors such as, *inter alia*, time value of money, market conditions, legal and professional fees, liquidation costs, taxes, contractual obligations, regulatory requirements and availability of potential buyers, which would theoretically lower the NAV that can be realised. While the asset base of the Group can be a basis for valuation, such a valuation does not necessarily imply a realisable market value as the market values of the assets and liabilities may vary depending on, *inter alia*, prevailing market and economic conditions.

The audited financial position of the Group as at 30 September 2025 is set out as follows:

Audited	
S\$'000	As at 30 September 2025
<u>Non-current assets</u>	
Property, plant and equipment	794
Right-of-use assets	3,795
Intangible assets	982
Trade and other receivables	69
Total non-current assets	5,640
<u>Current assets</u>	
Cash and cash equivalents	6,594
Trade and other receivables	4,254
Contract assets	1,896
Inventories	2,664
Total current assets	15,408
Total assets	21,048
<u>Non-current liabilities</u>	
Deferred tax liabilities	4
Lease liabilities	3,010
Other payables	21

S\$'000	Audited As at 30 September 2025
Convertible bonds	3,174
Total non-current liabilities	6,209
<u>Current liabilities</u>	
Trade and other payables	3,778
Contract liabilities	548
Lease liabilities	1,549
Income tax payable	128
Total current liabilities	6,003
Total liabilities	12,212
Share capital	7,521
Reserves	(275)
Equity attributable to owners of the Company	7,246
Non-controlling interests	1,590
Total equity	8,836
Total liabilities and equity	21,048
Number of issued Shares as at 30 September 2025	224,610,600
NAV per Share (S\$)	0.032
NTA per Share (S\$)	0.028
Premium of Issue Price over NAV per Share	150.0%
Premium of Issue Price over NTA per Share	185.7%
P/NAV as implied by the Issue Price	2.50 times
P/NTA as implied by the Issue Price	2.86 times

Source: Audited financial statements of the Group for FY2025

Based on the above, we note the following:

- the NAV per Share as at 30 September 2025 was S\$0.032, based on 224,610,600 issued Shares. Accordingly, the Issue Price represents a significant premium of approximately 150.0% over the NAV per Share as at 30 September 2025, and would value the Group at a P/NAV ratio of 2.50 times; and
- the NTA per Share as at 30 September 2025 was S\$0.028, based on 224,610,600 issued Shares. Accordingly, the Issue Price represents a significant premium of approximately 185.7% over the NTA per Share as at 30 September 2025, and would value the Group at a P/NTA ratio of 2.86 times.

6.5.2 Adjusted NAV and NTA of the Group

In our evaluation of the Issue Price, we have also considered whether there are any assets which values may be materially different from those recorded in the statement of financial position of the Group as at 30 September 2025 and whether there are any factors which have not been otherwise disclosed in the financial statements of the Group or announced by the Company that are likely to have a material impact on the NAV of the Group as at 30 September 2025.

Based on the discussions with the Management, we note the following corporate actions that were undertaken by the Company, which would have an impact to the book value of the Group as at 30 September 2025:

The Placement

Pursuant to the 2025 Placement as announced on 1 December 2025, the Company had issued 60,000,000 Placement Shares to subscribers at a placement price of S\$0.068 per Placement Share on 29 December 2025. Taking into account the estimated fees and expenses, the Company had raised approximately S\$3.93 million in net proceeds from the Placement.

The 2024 Rights cum Warrant Issue

The Company had undertaken and completed a renounceable non-underwritten rights cum warrants issue (the **"2024 Rights cum Warrants Issue"**), pursuant to which 112,000,000 rights shares (the **"Rights Shares"**) were issued to the Shareholders on 1 August 2024 at an issue price of S\$0.02 per Right Share (the **"Rights Price"**). In connection with the 2024 Rights cum Warrants Issue, the Company had issued 224,000,000 warrants (the **"Warrants"**) to Shareholders, each exercisable to a new Share at an exercise price of S\$0.060 per Warrant (the **"Exercise Price"**). As at 30 September 2025, there were 223,389,400 outstanding Warrants.

For the period after 30 September 2025 and up to the Latest Practicable Date, an aggregate of 6,011,200 Warrants were exercised by the Shareholders, raising approximately S\$360,672 in gross proceeds for the Company (the **"Exercise of Warrants"**). As at the Latest Practicable Date, there remains 217,378,200 outstanding warrants which are exercisable into 217,378,200 new Shares at the Exercise Price.

Accordingly, adjustments have been made to the Group's NAV and NTA as at 30 September 2025 to take into consideration the Placement and the Exercise of Warrants subsequent to the financial year end (the **"Adjusted NAV"** and **"Adjusted NTA"**, respectively), as set out below:

	NAV (S\$'000)	NTA (S\$'000)
NAV or NTA of the Group as at 30 September 2025	7,246	6,264
Add: net proceeds from the 2025 Placement	3,930	3,930
Add: proceeds from the Exercise of Warrants	361	361
Adjusted NAV and Adjusted NTA of the Group	11,537	10,555
Number of issued shares taking into consideration the 2025 Placement and the Exercise of Warrants	290,621,800	290,621,800
Adjusted NAV or Adjusted NTA per Share (S\$)	0.040	0.036

In view of the foregoing, we note that the Issue Price would represent a significant premium of (a) approximately 100.0% over the Adjusted NAV per Share of S\$0.040, and would value the Group at a P/Adjusted NAV ratio of 2.00 times, and (b) approximately 122.2% over the Adjusted NTA per Share of S\$0.036, and would value the Group at a P/Adjusted NTA ratio of 2.22 times.

Outstanding Warrants and Convertible Bonds

As at the Latest Practicable Date, there are 217,378,200 outstanding Warrants exercisable into 217,378,200 new Shares at the Exercise Price of S\$0.06 pursuant to the 2024 Rights cum Warrants Issue.

In addition, the Company had, on 25 February 2025, issued convertible bonds (the “**2025 Convertible Bonds Issue**”) with an aggregate principal amount of S\$3.4 million, bearing interest at a rate of 5.0% per annum, to certain subscribers (the “**Convertible Bonds**”). The Convertible Bonds are convertible, at any time during the 3-year tenure, into up to 54,838,704 new Shares (the “**Conversion Shares**”) at a conversion price of S\$0.062 per Conversion Share (the “**Conversion Price**”).

We wish to highlight that, based on the closing price of the Shares of S\$0.060 as at the Latest Practicable Date, the Warrants are at-the-money. Solely for illustrative purposes only, assuming that all the outstanding Warrants are exercised into 217,378,200 new Shares at the Exercise Price, and that the Convertible Bonds are fully converted into 54,838,704 Conversion Shares, the Adjusted NAV and Adjusted NTA of the Group would increase from approximately S\$11.5 million (the “**Diluted Adjusted NAV**”) and S\$10.6 million (the “**Diluted Adjusted NTA**”) to approximately S\$27.8 million (or S\$0.049 per Share) and S\$26.8 million (or S\$0.048 per Share) respectively, based on an diluted enlarged share capital of 562,838,704 issued Shares.

Accordingly, the Issue Price would represent a significant premium of (a) approximately 63.3% over the Diluted Adjusted NAV per Share of S\$0.049, and would value the Group at a P/Diluted Adjusted NAV ratio of 1.63 times, and (b) approximately 66.7% over the Diluted Adjusted NTA per Share of S\$0.048, and would value the Group at a P/Diluted Adjusted NTA ratio of 1.67 times.

Save as disclosed above, the Directors have confirmed that as at the Latest Practicable Date and to the best of their knowledge and belief:

- (a) there are no such assets which values as at the Latest Practicable Date may be materially different from their respective book values as at 30 September 2025;
- (b) there are no other contingent liabilities, bad or doubtful debts, impairment losses or material events which would likely have a material impact on the NAV or NTA of the Group as at 30 September 2025;
- (c) there are no litigation, claim or proceedings pending or threatened against the Company or the Group or likely to give rise to any proceedings which might materially and adversely affect the financial position of the Company and/or the Group as at 30 September 2025;
- (d) there are no other intangible assets which ought to be disclosed in the statement of financial position of the Group in accordance with the Singapore Financial Reporting Standards (International) and which have not been so disclosed, that would have had a material impact on the overall financial position of the Group as at 30 September 2025;
- (e) there are no other material acquisitions or disposals of assets by the Group between 30 September 2025 and the Latest Practicable Date, and the Group does not have any definite plans for any such impending material acquisition or disposal of assets, conversion of the use of the Group’s material assets or material change in the nature of the Group’s business; and

- (f) they are not aware of any circumstances which may cause the NAV or NTA of the Group as at the Latest Practicable Date to be materially different from that recorded in the audited statement of financial position of the Group as at 30 September 2025.

6.6 Comparison of valuation ratios against selected companies which principal business activities are broadly comparable to those of the Group

The Group is principally engaged in the manufacturing, supplying, installing, servicing and maintaining industrial door and shutter systems and supplying of production components products.

As discussed with the Management, and to the best of their knowledge and belief, we understand that companies having similar principal business activities and scale of business operations as the Group, are generally unlisted. Notwithstanding that there are limited publicly listed companies with similar principal business activities and comparable scale of operations as the Group, we have made reference to the valuation ratios of selected companies listed on the Bursa Malaysia, the Hong Kong Exchange (“**HKEx**”) and Tokyo Stock Exchange (“**TSE**”), with market capitalisations of up to approximately S\$200.0 million (or equivalent in foreign currencies), which are principally engaged in the manufacturing, supplying, and/or installation of industrial doors and shutters and are considered to be broadly comparable to the principal business of the Group to obtain an indication of the current market expectation with regard to the perceived valuation of the Group for the purpose of the assessment of the Issue Price (collectively, the “**Group Comparable Companies**”).

We wish to highlighted that the Group Comparable Companies are not exhaustive and we recognise that there is no company listed on Bursa Malaysia, the HKEx and the TSE which is identical to the Group in terms of, *inter alia*, geographical markets, composition of business activities, scale of business operations, risk profile, asset base, valuation methodologies adopted, valuation statistics, financial positions, accounting policies, track record, future prospects, market/industry size, political risk, competitive and regulatory environment, investor sentiments and other relevant criteria and that such businesses may have fundamentally different profitability objectives. Shareholders should note that any comparison on the perceived valuation of the Group made with respect to the Group Comparable Companies only serves as an illustration, and the conclusions drawn from the comparisons may not necessarily reflect the perceived or implied market valuation of the Group as at the Latest Practicable Date.

Company / Listing exchange	Business Description	Financial year-end
Hang Yick Holdings Company Limited (“ Hang Yick ”) / HKEx	Hang Yick and its subsidiaries provide integrated steel and metal engineering solutions, consisting of the design, fabrication and installation of steel and metal works, passive fire engineering, and the production and sale of metal gates, doors, shutters and other steel and metal products.	31 March
SKB Shutters Corporation Bhd (“ SKB Shutters ”) / Bursa Malaysia	SKB Shutters and its subsidiaries are principally engaged in the manufacture and sale of roller shutters, racking systems, storage systems, and related steel products.	30 June
Toyo Shutter Co Ltd (“ Toyo Shutter ”) / TSE	Toyo Shutter and its subsidiaries are principally engaged in the manufacturing and sale of shutters, steel doors, and metal hardware.	31 March

The valuation ratios of the Group Comparable Companies based on their last transacted share prices as at the Latest Practicable Date are set out below:

Group Comparable Companies	Market capitalisation (\$ million)	LTM P/E (times)	LTM EV/EBITDA (times)	P/NAV (times)
Hang Yick	12.2 ⁽¹⁾	n.a. ⁽²⁾	3.71	0.34
SKB Shutters	50.9 ⁽³⁾	5.15	5.77	0.88
Toyo Shutter	47.5 ⁽⁴⁾	7.80	3.19	0.62
Maximum		7.80	5.77	0.88
Mean		6.47	4.22	0.62
Median		6.47	3.71	0.62
Minimum		5.15	3.19	0.34
The Company	23.25⁽⁵⁾	n.a. ⁽²⁾	9.07⁽⁶⁾	2.00⁽⁷⁾

Source: LSEG Workspace, annual reports and filings of the Comparable Companies and NCF's calculations

Notes:

- (1) Based on the exchange rate of S\$1.00 : 6.15 Hong Kong Dollar as at the Latest Practicable Date, as extracted from LSEG Workspace.
- (2) n.a. denotes not applicable as the company is loss-making in its trailing 12-month period.
- (3) Based on the exchange rate of S\$1.00 : 3.11 Malaysian Ringgit as at the Latest Practicable Date, as extracted from LSEG Workspace.
- (4) Based on the exchange rate of S\$1.00 : 122.95 Japanese Yen as at the Latest Practicable Date, as extracted from LSEG Workspace.
- (5) Based on the Issue Price and 290,621,800 issued Shares as at the Latest Practicable Date.
- (6) The EV of the Company is computed based on the 290,621,800 issued Shares as at the Latest Practicable Date and the Issue Price, adjusted for (i) the net proceeds from the 2025 Placement and (ii) the proceeds from the Exercise of Warrants, the amount of which were received by the Company after the financial year ended 30 September 2025 and prior to the Latest Practicable Date.
- (7) Based on the Issue Price and the Adjusted NAV per Share of S\$0.040 as at 30 September 2025.

Based on the above, we note that:

- (a) the Company had recorded a LTM net loss attributable to owners of the Company. Accordingly, the P/E ratio of the Company (as implied by the Issue Price) would not be applicable. Solely for illustrative purposes, the LTM P/E ratios of the Group Comparable Companies are between the range of 5.15 times and 7.80 times, with each of the mean and median LTM P/E ratios of the Group Comparable Companies at 6.47 times;
- (b) the EV/EBITDA ratio of the Company of 9.07 times (as implied by the Issue Price) is (i) above the range of the EV/EBITDA ratio of the Group Comparable Companies of between 3.19 times and 5.77 times, and (ii) above the mean and median EV/EBITDA

ratios of the Group Comparables Companies of 4.22 times and 3.71 times, respectively; and

- (c) the P/Adjusted NAV ratio of the Company of 2.00 times (as implied by the Issue Price) is (i) above the range of the P/NAV ratios of the Group Comparable Companies of between 0.34 times and 0.88 times, and (ii) above each of the mean and median of the P/NAV ratios of the Comparable Companies of 0.62 times.

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6.7 Selected acquisition transactions involving the issuance of consideration shares by companies listed on the SGX-ST

In assessing the Issue Price, we have made reference to the salient statistics of selected transactions involving acquisition of companies (whether wholly or in part), which were announced between 1 January 2023 and completed as at the Latest Practicable Date, with purchase consideration being satisfied via the issuance of consideration shares (whether wholly or in part) by companies (excluding real estate investment trusts and business trusts) listed on the SGX-ST and which had sought shareholders' approval for such transactions (collectively, the **"Precedent Transactions"**), as follows:

Company name	Details of the transaction	Date of announcement	Purchase consideration ⁽¹⁾		New shares issued as a percentage of the share capital (%)	Premium / (Discount) of issue price over / (to) ⁽²⁾⁽³⁾			P/NAV ⁽⁵⁾ (times)
			Shares (S\$' million)	Total		Last transacted price ⁽⁴⁾ (%)	One-month VWAP (%)	One-year VWAP (%)	
Lifebrandz Ltd.	51% of the issued and paid-up share capital of Auspac Investment Management Pte. Ltd. and 100% of the entire issued and paid-up share capital of Auspac Financial Advisory Pty. Ltd.	23 May 2023	0.95	1.38	18.4	25.0	127.3 ⁽⁶⁾	25.0	2.78
3Cnergy Limited ⁽⁷⁾	100% of issued share capital of DTP Infinities Ltd	12 June 2023	443.81	443.81	4,384.9	10.0	65.0	3.1	n.a. ⁽⁸⁾
Advanced Systems Automation Limited	100% of the issued and paid-up share capital of LSO Organisation Holdings Pte. Ltd.	28 October 2023	12.00	20.00	53.8	0.0	0.0	0.0	n.a. ⁽⁸⁾
Sunrise Shares Holdings Ltd.	100% of the issued and paid-up share capital of Falcon Pace Sdn. Bhd.	21 November 2023	3.00	3.50	40.9	0.0	(0.8)	(8.1)	3.27
H2G Green Limited ("H2G Green")	5.7% of the issued and paid-up shares of Gashubunited Utility Private Limited ("Gashubunited") ⁽⁹⁾	28 November 2023	2.06	2.06	9.8	35.8	38.1	(22.7)	0.88
Econ Healthcare (Asia) Limited	100% of the issued and paid-up share capital of Ambulance Medical Service Pte. Ltd.	29 November 2023	1.80	8.80	3.5	(1.5)	(2.3)	0.2	1.34

Company name	Details of the transaction	Date of announcement	Purchase consideration ⁽¹⁾		New shares issued as a percentage of the share capital (%)	Premium / (Discount) of issue price over / (to) ⁽²⁾⁽³⁾			P/NAV ⁽⁵⁾ (times)
			Shares (S\$' million)	Total		Last transacted price ⁽⁴⁾ (%)	One-month VWAP (%)	One-year VWAP (%)	
9R Limited	100% of the issued and paid-up share capital of target companies consisting of 7 karaoke businesses in Malaysia.	3 December 2023	4.87	5.74	9.9	25.0	27.4	12.6	3.85
Aspial Lifestyle Limited	100% of the issued and paid-up share capital of Niessing Group Pte. Ltd.	15 May 2024	18.00	18.00	9.9	0.0	2.1	0.4	1.13 ⁽¹⁰⁾
Salt Investments Limited (formerly known as Jasper Investments Limited) ("Salt Investments")	51% of the issued and paid-up shares of Prosper Excel Engineering Pte. Ltd.	25 June 2024	2.50	7.50	38.3	(68.8) ⁽⁶⁾	(73.2)	(81.3) ⁽⁶⁾	n.a. ⁽⁸⁾
Biolidics Limited	100% of the registered capital of Shenzhen Xiaozhao Network Technology Co., Ltd.	24 July 2024	4.07	4.07	60.7	0.0	(8.2)	(34.3)	n.a. ⁽⁸⁾
GS Holdings Limited	100% of the issued and paid-up shares of Octopus Distribution Networks Pte. Ltd.	23 October 2024	6.30	11.80	19.4	(31.1)	0.0	6.5	n.a. ⁽⁸⁾
OKH Global Ltd.	100% of the issued and paid-up capital of Chip Eng Seng Construction Pte Ltd	4 December 2024	118.50	118.50	200.0	191.8 ⁽⁶⁾	267.3 ⁽⁶⁾	294.4 ⁽⁶⁾	0.97
Salt Investments	60% of the issued and paid-up share capital of TT Oil (Singapore) Pte. Ltd. ("TT Oil")	30 January 2025	3.00	6.00	4.1	16.7	(7.9)	(27.1)	2.92
Sincap Group Limited ⁽⁷⁾	100% of the issued and paid-up share capital of Skylink APAC Pte. Ltd	18 March 2025	40.00	42.30	522.6	n.m. ⁽¹¹⁾	n.m. ⁽¹¹⁾	n.m. ⁽¹¹⁾	n.a. ⁽⁸⁾

Company name	Details of the transaction	Date of announcement	Purchase consideration ⁽¹⁾		New shares issued as a percentage of the share capital (%)	Premium / (Discount) of issue price over / (to) ⁽²⁾⁽³⁾			P/NAV ⁽⁵⁾ (times)
			Shares (S\$' million)	Total		Last transacted price ⁽⁴⁾ (%)	One-month VWAP (%)	One-year VWAP (%)	
Southern Alliance Mining Ltd.	40.0% of the issued and paid-up shares in the capital of MCRE Resources Sdn. Bhd.	3 April 2025	66.20	73.20	30.3	2.8	2.3	3.8	2.21
Jadason Enterprises Ltd	100% of the issued and paid-up capital of Jadason Technology and Metason Limited	13 August 2025	4.29	4.29	50.2	18.2	(1.5)	(11.0)	1.67 ⁽¹⁰⁾
Geo Energy Group	51% of the issued and paid-up shares in the capital of PT Trans Maritim Pratama and PT Bahari Segara Maritim	27 August 2025	110.08 ⁽¹²⁾	163.20 ⁽¹²⁾	19.2	5.3	9.2	21.7	0.96

All Precedent Transactions

Maximum	191.8	267.8	294.9	3.85
Mean	7.6	3.6	(2.1)	2.00
Median	4.0	1.1	0.3	1.67
Minimum	(68.8)	(73.2)	(81.3)	0.88

Ex-RTO Precedent Transactions

Maximum	191.8	267.8	294.9	3.85
Mean	7.4	(1.1)	(2.5)	2.00
Median	2.8	0.0	0.2	1.67
Minimum	(68.8)	(73.2)	(81.3)	0.88

The Company	100% of the issued and paid-up share capital of the Targets	1 December 2025	14.4 ⁽¹³⁾	14.4 ⁽¹³⁾	61.94 ⁽¹⁵⁾	6.7	9.6	15.9	2.00 ⁽¹⁷⁾
			32.4 ⁽¹⁴⁾	32.4 ⁽¹⁴⁾	47.81 ⁽¹⁶⁾				

Source: LSEG Workspace, annual reports, announcements and shareholders' circulars of the respective companies in relation to the Precedent Transactions and NCF's calculations

Notes:

- (1) Based on the purchase considerations as disclosed in the circulars of the respective Precedent Transactions. The total purchase considerations are inclusive of other forms of consideration such as, among others, earn-out or deferred consideration.
- (2) The market premia / (discounts) were calculated based on the last transacted prices and the relevant VWAPs of the respective companies prior to the announcement of the Precedent Transactions.
- (3) The relevant VWAPs have been rounded to 4 decimal points for the purpose of computation of the premia / (discounts) for the one-month and one-year periods prior to the announcements of the Precedent Transactions.
- (4) Refers to the latest closing price of the respective companies on the market day immediately preceding the announcement of each of the respective Precedent Transactions.
- (5) The NAV is based on the latest announced financial results of the respective companies prior to the publishing of the circular in relation to the Precedent Transactions.
- (6) Excluded as a statistical outlier in the computation of the mean and/or median of the respective statistics (as the case may be).
- (7) The Precedent Transaction constitutes as a reverse takeover transaction under Chapter 10 of the Catalist Rules.
- (8) n.a. denotes not applicable as the companies are in net liability or adjusted net liability positions based on their latest announced financial statements or in the respective circulars in respect of the Precedent Transactions (as the case may be).
- (9) Upon completion of the acquisition of 5.7% of the issued and paid-up shares of Gashubunited by H2G Green, H2G Green will hold an aggregate interest of 52.03% in Gashubunited, representing a controlling stake.
- (10) Based on the adjusted or revalued NAV (as the case may be) of the respective companies, as published in the respective circulars in respect of the Precedent Transactions.
- (11) n.m. denotes not meaningful as the trading in the shares of Sincap Group Limited had been suspended since 4 May 2021.
- (12) Solely for illustrative purposes, the purchase consideration was derived based on the exchange rate of US\$1 : S\$1.28, as published in Geo Energy Group's circular to shareholders dated 4 November 2025 in respect of the transaction.
- (13) Refers to the Initial Consideration of S\$14.4 million payable by the Company upon the Completion.
- (14) Refers to the Total Consideration of S\$32.4 million which is payable only if the Target NPATs are achieved.
- (15) Computed based on the aggregate of the Base Consideration Shares and the Debt Purchase Consideration Shares relative to the issued Share as at the Latest Practicable Date.
- (16) Computed based on the Debt Purchase Consideration Shares and the Consideration Shares relative to the Enlarged Share Capital.
- (17) Based on the Adjusted NAV per Share of S\$0.040 as at 30 September 2025.

Based on the above, we note that:

- (a) the premium of approximately 6.7% (as implied by the Issue Price) over the last transacted price of the Shares on the Last Trading Day is (i) within the range of the Precedent Transactions of between a discount of 68.8% and a premium of 191.8%, (ii) marginally below the mean premium of the Precedent Transactions of 7.6%, and (iii) above the median premium of the Precedent Transactions of 4.0%;
- (b) the premium of approximately 9.6% (as implied by the Issue Price) over the VWAP of the Shares for the one-month period prior to and including the Last Trading Day is (i) within the range of the Precedent Transactions of between a discount of 73.2% and a premium of 267.8%, and (ii) above the mean and median premia of the Precedent Transactions of 3.6% and 1.1%, respectively;
- (c) the premium of approximately 15.9% (as implied by the Issue Price) over the VWAP of the Shares for the one-year period prior to and including the Last Trading Day is (i) within the range of the Precedent Transactions of between a discount of 81.3% and a premium of 294.9%, and (ii) above the mean discount and median premium of the Precedent Transactions of 2.1% and 0.3%, respectively; and
- (d) the P/Adjusted NAV ratio of the Company of 2.00 times (as implied by the Issue Price) is (i) within the range of the P/NAV ratios of the Precedent Transactions of between 0.88 times and 3.85 times, (ii) comparable to the mean P/NAV ratio of the Precedent Transactions of 2.00 times, and (iii) above the median P/NAV ratio of the Precedent Transactions of 1.67 times.

In view that a reverse takeover transaction constitutes a change in controlling shareholder and is akin to the listing of a new business, we have excluded such Precedent Transactions (namely, 3Energy Limited and Sincap Group Limited) (the “**Ex-RTO Precedent Transactions**”) in computing the statistics as set out in the table above.

Based on the above, we note that:

- (a) the premium of approximately 6.7% (as implied by the Issue Price) over the last transacted price of the Shares on the Last Trading Day is (i) within the range of the Ex-RTO Precedent Transactions of between a discount of 68.8% and a premium of 191.8%, (ii) marginally below the mean premium of the Ex-RTO Precedent Transactions of 7.4%, and (iii) above the median premium of the Ex-RTO Precedent Transactions of 2.8%;
- (b) the premium of approximately 9.6% (as implied by the Issued Price) over the VWAP of the Shares for the one-month period prior to and including the Last Trading Day is (i) within the range of the Ex-RTO Precedent Transactions of between a discount of 73.2% and a premium of 267.8%, and (ii) above the mean discount and median premium of the Ex-RTO Precedent of 1.1% and 0.0%, respectively;
- (c) the premium of approximately 15.9% (as implied by the Issue Price) over the VWAP of the Shares for the one-year period prior to and including the Last Trading Day is (i) within the range of the Ex-RTO Precedent Transactions of between a discount of 81.3% and a premium of 294.9%, and (ii) above the mean discount and median premium of the Ex-RTO Precedent Transactions of 2.5% and 0.2% respectively; and
- (d) the P/Adjusted NAV ratio of the Company of 2.00 times (as implied by the Issue Price) is (i) within the range of the P/NAV ratios of the Ex-RTO Precedent Transactions of between 0.88 times and 3.85 times, (ii) comparable to the mean P/NAV ratio of the Ex-RTO Precedent Transactions of 2.00 times, and (iii) above the median P/NAV ratio of the Ex-RTO Precedent Transactions of 1.67 times.

We wish to highlight that the Company does not operate within the same industry and does not conduct the same businesses as the other companies in the list of Precedent Transactions and the Ex-RTO Precedent Transactions, and would not, therefore, be directly comparable to the list of companies in terms of, *inter alia*, geographical markets, composition of business activities, scale of business operations, risk profile, asset base, valuation methodologies adopted, valuation statistics, accounting policies, track record, future prospects, market/industry size, political risk, competitive and regulatory environment, investor sentiments, financial positions and other relevant criteria.

Certain circumstances and terms relating to the acquisitions undertaken by the companies in the Precedent Transactions and the Ex-RTO Precedent Transactions are also unique and might not be identical or comparable to those of the Proposed Acquisition and the Proposed Issue of Consideration Shares and Debt Purchase Shares in terms of, *inter alia*, the rationale for undertaking the acquisition and the issue of the consideration shares, prevailing market conditions, size of operations, risk profile, future prospects, financial performance and position of the companies and/or target companies, synergistic opportunities, negotiations between the companies and the sellers, and other relevant criteria. Further, the Precedent Transactions and the Ex-RTO Precedent Transactions are by no means exhaustive and the information relating to these companies was compiled from publicly available information. Accordingly, it should be noted that the above comparison merely serves as a general guide to provide an indication of the relevant premium or discount in connection with the Precedent Transactions and the Ex-RTO Precedent Transactions, and are solely for illustrative purposes.

6.8 Financial effects of the Proposed Acquisition

The pro forma financial effects of the Proposed Acquisition, which have been prepared based on the audited financial statements of the Group for FY2025 and the audited combined financial information of the Targets for FY2025, are set out in section 7 of the Circular. Shareholders are advised to read the information carefully, including the bases and assumptions set out therein. Shareholders should note that the financial effects of the Proposed Acquisition are solely for illustrative purposes only, and are not indicative of the actual results of financial position or results of the Company or the Group after the completion of the Proposed Acquisition.

We note the following:

(a) Share Capital of the Enlarged Group

Assuming that the Proposed Acquisition was completed on 30 September 2025, the share capital of the Group will increase from 290,621,800 issued Shares (excluding treasury shares) as at the Latest Practicable Date, to 470,621,800 issued Shares (excluding treasury shares) upon the Completion and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares, and further increase to 695,621,800 issued Shares upon the allotment and issuance of the maximum number of Deferred Consideration Shares.

(b) NAV of the Enlarged Group

Assuming that the Proposed Acquisition was completed on 30 September 2025, the NAV per Share of the Group of approximately 2.49 cents as at 30 September 2025 would (i) increase to 5.22 cents upon the Completion and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares, and (ii) further increase to 6.12 cents upon the allotment and issuance of the maximum number of Deferred Consideration Shares.

For the avoidance of doubt, based on the unaudited pro forma consolidated financial statements of the Enlarged Group for FY2025, as appended as Appendix G to the Circular, the Enlarged Group will record a net tangible liability position attributable to owners of the Company of approximately S\$6.0 million after taking into account, *inter alia*, the one-off estimated professional expenses relating to the Proposed Acquisition of approximately S\$1.5 million, the Deferred Consideration of S\$18.0 million and an initial goodwill of approximately S\$29.5 million, being the difference between the Total Consideration and the carrying amount of assets and liabilities of the Targets.

Based on discussions with the Company, we understand that the goodwill recognised from the Proposed Acquisition will be reduced correspondingly with any reduction of the Deferred Consideration, which would be recorded as non-current liabilities following Completion, to the extent that the Targets meet the Target NPATs, in accordance with the Deferred Consideration Terms and Conditions.

(c) Loss of the Enlarged Group

The Group recorded a loss attributable to owners of the Company of approximately S\$0.1 million in FY2025. Assuming that the Proposed Acquisition was completed on 1 October 2024, and taking into account the one-off professional expenses relating to the Proposed Acquisition amounting to approximately S\$1.5 million, the Enlarged Group would record a loss attributable to owners of the Company of approximately of S\$4,000 following the Completion and allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares.

Shareholders should note that the Deferred Consideration Shares will only be payable to the Vendors in full if the Targets achieve the Target NPATs of S\$7.71 million for FY2026 and FY2027 on an aggregate basis, in accordance with the Deferred Consideration Terms and Conditions, and such Target NPATs had not been taken into account in the computation of the proforma financial effects.

7 OTHER CONSIDERATIONS

7.1 Business outlook of the Group

The following statements were made on 21 November 2025 in the Company's announcement in relation to the Group's unaudited financial statements for FY2025:

"In the next year, the Group will continue to build on the momentum for sustainable growth through active pursuits of more projects locally and with stronger execution and delivery of projects for better returns. The Group will also continue the strategy of strengthening its distribution network to partner with more distributors to consolidate its presence overseas. The Group will further broaden its product range and competitiveness as a one-stop solution provider from design-manufacturing-execution-aftersales service and maintenance, leveraging on more than 40 years of strong brand heritage and R&D."

Amid the global macro uncertainties, Singapore's total construction demand is projected to reach an average of between S\$39 billion and S\$46 billion per year from 2026 to 2029, for which the Company is confident will sustain long-term demand for the Group's products and services. Though cautiously optimistic, the Group continues to expect the shutters and trading of production component sector to be challenging ahead with impacts from USA trade tariffs, China- USA trade war and Russia- Ukraine conflicts which may affect export plans and overseas demands. The Group will continuously take proactive steps to improve product offerings, cost optimization, and stronger execution to enhance its market position in the years ahead."

We note that the above statement is consistent with the rationale of the Company for undertaking the Proposed Acquisition, namely, that the Proposed Acquisition would enable the Group to broaden its product offerings and participate in a wider scope of construction and upgrading projects through the offering of complementary building solutions. In view of the Group's expectations that the export plans and overseas demand for the shutters and trading of production component segment will remain challenging, the acquisition of the profitable Targets with established track records is expected to provide the Group with immediate incremental revenue and further business opportunities, as well as strengthening the Group's competitive position.

7.2 Payment terms of the Consideration

As set out in paragraph 6.2 of this Letter, the Deferred Consideration will be payable in full only if the Target NPATs are achieved by the Targets in accordance with the Deferred Consideration Terms and Conditions.

We note that the payment terms of the Consideration would align the interests of the Vendors with those of the Enlarged Group, as the payment of the Consideration by the Company is directly linked to the Targets' ability to achieve the Target NPATs.

Accordingly, rather than issuing the Consideration Shares in full upon Completion, the issuance of the Deferred Consideration Shares in accordance with the Deferred Consideration Terms and Conditions provides assurance to the Company that the Targets will need to continue to demonstrate sustainable profitability post-Completion, in particular, as the Company is only obligated to issue the maximum amount of Deferred Consideration Shares to the Vendors upon the Targets achieving at least the Target NPATs.

In addition, satisfying the Consideration through the issuance of the Consideration Shares enables the Group to conserve its cash resources and provides greater financial flexibility in pursuing other avenues of growth, whenever opportunities arise.

7.3 Debt Purchase by the Company

As part of the Proposed Acquisition, the Company will also undertake the Debt Purchase of an aggregate amount of S\$2.4 million, which will be satisfied through the issuance of 30,000,000 Debt Purchase Consideration Shares at the Issue Price.

As set out in section 3.3.2 of the Circular, the Board is of the view that the Debt Purchase Consideration via the issuance of the Debt Purchase Consideration Shares would allow the Company to conserve its cash reserves, and that this approach is commercially beneficial to the Company as it simplifies the capital structure of the Enlarged Group and eliminates future cash outflows that would otherwise be required to repay such indebtedness. The settlement of the Outstanding Debt through allotment and issuance of the Debt Purchase Consideration Shares would also align the interests of the creditors with the long-term performance of the Group and conserves cash resources for operational needs and future strategic opportunities.

As set out in paragraph 6.2.2 of this Letter, we understand that the Debt Purchase by the Company will alleviate the Targets' repayment obligations and accordingly improve the financial position of the Targets.

7.4 Issue Price of the Consideration Shares and the Debt Purchase Shares is the same for all Vendors and creditors

We note that the Proposed Issue of Consideration Shares and Debt Purchase Consideration Shares is based on the Issue Price, with (a) the Consideration Shares to be issued to the respective Vendors (including the Vendor Family Group) based on their respective shareholdings in the Targets, and (b) the Debt Purchase Consideration Shares to be issued to Mr. Tan Poh Tuck and Mr. Tang based on the value of the outstanding debts owed by IAPL to each of them. Accordingly, the Issue Price is applied uniformly to all parties.

7.5 Previous fund-raising activities undertaken by the Company

We note that the Company had undertaken the following fund-raising activities in the last two (2) financial years:

- (a) on 1 August 2024, the Company issued 112,000,000 Rights Shares at the Rights Price of S\$0.02 per Rights Share, with unlisted detachable Warrants at the Exercise Price of S\$0.060 per Warrant pursuant to the completion of the 2024 Rights cum Warrants Issue;
- (b) on 25 February 2025, the Company issued the Convertible Bonds that are convertible into up to 54,838,704 Conversion Shares at the Conversion Price of S\$0.062 per Conversion Share pursuant to the completion of the 2025 Convertible Bonds Issue; and
- (c) on 29 December 2025, the Company issued 60,000,000 Placement Shares to subscribers at the Placement Price of S\$0.068 per Placement Share pursuant to the completion of the 2025 Placement.

For illustrative purposes, we have compared (a) the Issue Price *vis-à-vis* the historical transacted share prices of the previous fund-raising activities set out above, and (b) the historical transaction prices against the prevailing share price performance of the Company at the time the respective transactions were undertaken, as set out in the table below:

Transaction	Transacted share price (S\$)	Premium/(discount) of the Issue Price over/(to) the transacted price (%)	Remarks
2025 Placement	0.068	17.6	The Placement Price of S\$0.068 represented a discount of approximately 9.3% to the VWAP of S\$0.075 for Shares traded on 26 November 2025, being the last full traded market day prior to the trading halt on 27 November 2025 before the entry into the Placement Agreement on 1 December 2025.
2025 Convertible Bonds Issue	0.062	29.0%	The Conversion Price of S\$0.062 represented a premium of approximately 17.9% over the VWAP of S\$0.0526 for Shares traded on 13 February 2025, being the last full traded market day prior to the entry of the subscription agreement.

Transaction	Transacted share price (S\$)	Premium/(discount) of the Issue Price over/(to) the transacted price (%)	Remarks
2024 Rights cum Warrants Issue – Rights Shares	0.020	300.0%	The Rights Price of S\$0.020 represented a significant discount of approximately (a) 74.0% to the VWAP of S\$0.077 for Shares traded on 30 May 2024, being the last full traded market day immediately preceding the date of the announcement of the 2024 Rights cum Warrants Issue; and (b) 58.8% to the theoretical ex-rights price (“TERP”) of S\$0.049 per Share.
2024 Rights cum Warrants Issue – Warrants	0.060	33.3%	The Exercise Price of S\$0.06 represented (a) a discount of approximately 22.1% to the VWAP of S\$0.077 for Shares traded on 30 May 2024, being the last full traded market day immediately preceding the date of the announcement; and (b) a premium of approximately 23.7% over the TERP of S\$0.049 per Share.

In comparison to the above, the Issue Price represented a premium of 6.7% over the closing price on the Last Trading Day.

Based on the above, we note the following:

- (a) the Issue Price is higher than the Placement Price, the Convertible Price, the Rights Price and the Exercise Price in relation to the above fund-raising activities; and
- (b) notwithstanding that the premia as implied by (i) the Conversion Price over the VWAP in relation to the 2025 Convertible Bonds Issue and (ii) the Exercise Price over the TERP of the Warrants in relation to the 2024 Rights cum Warrants Issue are higher than the premium implied by the Issue Price over the closing price on the Last Trading Day, the premium implied by the Issue Price on the Last Trading Day is more favourable than the discounts as implied by (i) the Placement Price to the VWAP in relation to the 2025 Placement, (ii) the Rights Price to the VWAP and the TERP in relation to the 2024 Rights cum Warrants Issue, and (iii) the Exercise Price to the VWAP in relation to the 2024 Rights cum Warrants Issue.

Shareholders should note that the determination of the Placement Price, the Convertible Price, the Rights Price and the Exercise Price of the above fund-raising activities undertaken by the Company are dependent on the circumstances and market sentiment at the prevailing time of the transactions. Consequently, the above comparison merely serves as an illustrative guide.

7.6 Dilution impact of the Proposed Acquisition and the Debt Purchase on the shareholdings of the existing Independent Shareholders

As at the Latest Practicable Date, save for Mr. Tang and Ms. Tan Hong Chee who each hold 47,000,000 Shares and 7,520,000 Shares, representing 16.17% and 2.59% of the issued Shares respectively, none of the other Vendors nor Mr. Tan Poh Tuck holds any Shares in the Company. Pursuant to the Proposed Issue of Consideration Shares and Debt Purchase Consideration Shares, we note the following:

- (a) assuming that the Base Consideration Shares and the Debt Purchase Consideration Shares are issued to the Vendors, the aggregate shareholding interests of (i) the Independent Shareholders (excluding the Vendors and Mr. Tan Poh Tuck) would decrease from approximately 81.24% as at the Latest Practicable Date to approximately 50.17%, and (ii) the Vendor Family Group would increase from approximately 16.17% as at the Latest Practicable Date to 37.40%; and
- (b) assuming that the Deferred Consideration Shares are issued to the Vendors in full, the aggregate shareholding interests of (i) the Independent Shareholders (excluding the Vendors and Mr. Tan Poh Tuck) would decrease from approximately 50.17% to approximately 33.94%, and (ii) the Vendor Family Group would increase from approximately 37.40% to 50.69%.

We note that Mr. Tang is currently the single largest Shareholder, and will remain as the single largest Shareholder following the Proposed Issue of Consideration Shares and Debt Consideration Shares.

As set out in paragraph 6.5.2 of this Letter, as at the Latest Practicable Date, there are 217,378,200 outstanding Warrants which are exercisable into 217,378,200 new Shares at the Exercise Price, and the Convertible Bonds which are convertible into up to 54,838,704 Conversion Shares. As at the Latest Practicable Date, Mr. Tang holds 47,000,000 Warrants which are exercisable into 47,000,000 new Shares, and Mr. Seow holds the Convertible Bonds amounting to an aggregate amount of S\$600,000 which are convertible into up to 9,677,419 Conversion Shares.

Solely for illustrative purposes, assuming that only Mr. Tang and Mr. Seow exercise their respective Warrants and/or convert their Convertible Bonds, and the remaining holders do not exercise and/or convert their Warrants and Convertible Bond, the aggregate shareholding interests of (i) the Independent Shareholders (excluding Vendors and Mr. Tan Poh Tuck) would decrease further from approximately 33.94% to approximately 31.38%, and (ii) the Vendor Family Group would increase from approximately 50.69% to approximately 54.41%. Notwithstanding the foregoing, Mr. Tang will still remain as the single largest Shareholder of the Company.

7.7 Implications for the approval of the Proposed Whitewash Resolution

The Independent Shareholders should note that:

- (a) by voting in favour of the Proposed Whitewash Resolution, they will be waiving their rights to receive a general offer from the Vendor Family Group for the Shares at the highest price paid by the Vendor Family Group and parties acting in concert with them for the Shares in the past six (6) months preceding the announcement of the Proposed Acquisition;
- (b) the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares to the Vendor Family Group pursuant to the payment of the Consideration and the Debt Purchase Consideration under the Proposed Acquisition will result in the Vendor Family Group and persons acting in concert with the Vendor Family Group holding in aggregate Shares carrying over 49.0% of the voting rights of the Company, and that the Vendor Family Group will be free to acquire further Shares without incurring any obligation under Rule 14 of the Code to make a general offer. Shareholders should note that the Vendor Family Group will only hold Shares carrying over 49.0% of the voting rights of the Company upon the allotment and issuance of the Tranche 2 Deferred Consideration Shares and on the assumption that the maximum number of the Deferred Consideration Shares have been allotted and issued;

- (c) by voting in favour of the Proposed Whitewash Resolution, the Independent Shareholders could also be foregoing the opportunity to receive a general offer from another person, who may be discouraged from making a general offer due to the significant controlling stake held by the Vendor Family Group, which may make it difficult for a third party to make a take-over offer for the Company without the support of the Vendor Family Group; and
- (d) the Vendor Family Group would obtain statutory control of the Company, which will place them in a position to be able to pass all ordinary resolutions on matters in which the Vendor Family Group and their associates do not have an interest in and which are tabled for Shareholders' approval at general meetings of the Company,

7.8 Support and commitment from the Vendors

Pursuant to the terms of the SPA, the Consideration and the Outstanding Debt are to be settled in full by the issuance of the Consideration Shares and the Debt Purchase Consideration Shares respectively, with no cash outlay required from the Company. We note that the payment terms appear to demonstrate the Vendors' support and confidence in the Enlarged Group's long-term prospects, while aligning their interests with those of the Enlarged Group.

7.9 Risk factors

The risk factors relating to the Targets and its businesses and operations, as well as the Proposed Transactions are set out in section 15 of Appendix A to the Circular, and Shareholders are advised to read the information in its entirety carefully.

We note, *inter alia*, that:

- (a) certain interested persons are major customers and suppliers of the Targets, and the Targets are reliant on their continued support and cooperation. Any reduction, suspension or cessation of business from these interested persons, or any failure to obtain or renew the Proposed IPT General Mandate, would have a material adverse effect on the Targets' and the Enlarged Group's business operations, financial conditions, results of operations and prospects. While the Targets intend to diversify their customer base, there is no assurance that such efforts will be successful or that reliance on these interested persons can be reduced within a reasonable timeframe, if at all.
- (b) Shareholders should note that the Issue Price of S\$0.08 for the Consideration Shares and Debt Purchase Consideration Shares may not reflect the market price of the Shares after allotment and issuance, as market prices may fluctuate due to factors beyond the Enlarged Group's control, including loss of major customer or contract changes, involvement in legal proceedings, or broader economic and market conditions; and
- (c) following the completion of the Proposed Acquisition, the Enlarged Group may face challenges in integrating the Targets' businesses, personnel or assets into its existing operations, which may have an impact on the realisation of anticipated synergies, cost savings or operational efficiencies, and could materially and adversely affect the Enlarged Group's business, financial condition, results of operations and prospects.

Accordingly, Shareholders should note that there is no assurance that the Proposed Acquisition will result in improvement in the Group's financial position and performance or an enhancement to Shareholders' value.

7.10 Moratorium and non-compete undertakings

As set out in section 3.6 of the Circular, each of Mr. Tang, Mdm. Seow and Mr. Seow, being the Vendor Family Group, has irrevocably undertaken, among others, that in respect of all the Shares which they each directly hold as at the date of Completion Date (the “**Vendor Family Group Shares**”), each of them will not directly or indirectly, (a) offer, pledge, sell, contract to sell, realise, assign, sell any option or contract to purchase, purchase any option or contract to sell, right or warrant to purchase, lend, hypothecate, grant any security over or encumber (such as by way of mortgage, assignment of rights, charge, pledge, pre-emption rights, rights of first refusal or otherwise), or (b) otherwise transfer or dispose of, directly or indirectly, any of his/her Vendor Family Group Shares, for a period commencing from the Completion Date until the date falling six (6) months from the Completion Date (both dates inclusive) (the “**First Lock-up Period**”), and shall apply to the effective interest in 50.0% of the Vendor Family Group Shares (as adjusted for any consolidation, bonus issue or sub-division) for the six (6)-month period commencing on the day immediately following the expiry of the First Lock-up Period until the date falling 12 months from the Completion Date (both dates inclusive).

For the avoidance of doubt, the restrictions shall apply to all the Vendor Family Group Shares held by Mr. Tang, Mdm. Seow and Mr. Seow, being 175,998,496 Shares (as adjusted for any consolidation, bonus issue or sub-division), representing approximately 37.40% of the Enlarged Share Capital.

Further, as set out in section 3.2.6 of the Circular, for so long as any Vendors is and/or will be Controlling Shareholder and/or an employee of the Group, whether or not pursuant to the Proposed Acquisition (the “**Restricted Vendors**”) and for a period of 12 months thereafter, each of such Restricted Vendor undertakes to the Company and the Targets that he/she shall not, and shall use best endeavours to procure that his/her associates shall, without the prior written consent of the Company, directly or indirectly, *inter alia*, (i) assist or have any interest in any business that competes with the businesses that the Targets are currently engaged in, (ii) provide competing services, (iii) solicit directors or employees of the Group or the Targets, or (iv) solicit customers or suppliers of the Group or the Targets, save for passive shareholdings of up to 5.0% in listed companies. Mr. Seow had also provided an undertaking in favour of the Company that, for so long as he remains as a shareholder of the Company, he shall not, at any time, (a) participate in, be appointed to, or otherwise be involved in, the management or the Board of any of the entities as may from time to time be in the Enlarged Group, (b) nominate, appoint or procure the nomination or appointment of any person to the management of the boards of directors of any of the entities as may from time to time be in the Enlarged Group, and (c) directly or indirectly influence, or seek to influence, the decision-making of the management or the boards of directors of any of the entities as may from time to time be in the Enlarged Group.

7.11 Inter-conditionality of the Proposed Transactions

Shareholders should note that Conditions Precedent for the completion of the Proposed Acquisition include, among others, the approval of the Independent Shareholders being obtained at an EGM of the Company (or any adjournment thereof) in respect of, among others, the Proposed Acquisition, the Proposed Issuance of Consideration Shares and Debt Purchase Consideration Shares and the Proposed Whitewash Resolution.

Shareholders should further note that all resolutions as set out in the Circular and the Notice of EGM are inter-conditional with one another. Accordingly, in the event that one of the resolutions is not passed, none of the resolutions will be passed and the Proposed Transactions will not proceed.

7.12 Abstention from voting

The Proposed Acquisition

As set out in section 16.1 of the Circular, Mr. Tang and his associates (including Mdm. Seow) shall abstain, from voting (either in person or by proxy) in respect of the resolution relating to the Proposed Acquisition. In addition, Mr. Tang and his associates will also decline to accept any appointment as proxies for any Shareholder to vote in respect of such resolution, unless specific instructions have been given in the proxy instrument on how the relevant Shareholders wish their votes to be cast.

The Proposed Whitewash Resolution

As set out in section 16.3 of the Circular, and in accordance with the SIC Conditions, the Vendor Family Group and its concert parties, as well as parties not independent of them, will abstain from voting in respect of their Shares on the Proposed Whitewash Resolution at the EGM.

8 THE PROPOSED IPT GENERAL MANDATE

8.1 Background

The Group is a leading specialist provider of commercial and industrial door and shutter solutions in Singapore and the Southeast Asia region, and its products comprise an extensive range of door and shutter systems which can be tailored to the specific needs and requirements of its customers. The Group's products include door systems, fire-rated shutter systems and doors for special applications which are widely used across a broad spectrum of industries such as manufacturing, retail, food processing, hospitality, health, education, aerospace, security and defence. The Group also provides service and maintenance works for the products supplied or installed by the Group or third parties, and sale of production components.

Upon Completion of the Proposed Acquisition, the Targets will become wholly-owned subsidiaries of the Company.

As set out in section 9.2 of the Circular, Mr. Tang and Mr. Seow are the Vendors under the SPA and are (a) shareholders, and director (in relation to Mr. Seow) of the Teambuild Construction Group of Companies, which carry out the principal businesses of the manufacturing and implementation of prefabricated and prefinished modular units for both public and private property development projects in Singapore, and (b) shareholders and directors of the Teambuild Land Group of Companies, which carry out real estate development activities in Singapore. As ABME and IAPL have been suppliers and/or customers of the Teambuild Construction Group of Companies and/or Teambuild Land Group of Companies, it is intended that such relationships will continue post-Completion of the Proposed Acquisition.

It is also expected that there will be further synergies in project pipeline and cross-selling opportunities, where there are potential opportunities for bundled offerings in design, supply and installation packages, cross-selling of door/shutter systems into steel/aluminium projects and *vice versa* and potentially higher revenues through integrated proposals for main contractors and developers, which may result in the entities within the Group being able to enter into Mandated Transactions with the Mandated Interested Persons (as defined below).

In view of the foregoing, the Company is proposing to seek approval from the Shareholders for the adoption of the Proposed IPT General Mandate for the Mandated Transactions at the EGM.

8.2 Rationale for and benefits of the Proposed IPT General Mandate

The Group is undertaking the Proposed Acquisition and the proposed diversification of the current business of the Group to include the businesses of the Targets (the “**Proposed Diversification**”) as part of its strategy to diversify its revenue base and capture new growth opportunities.

It is intended that, subject to (among others) the approvals to be obtained at the EGM from the relevant Shareholders for the resolutions as set out in the Notice of EGM and the completion of the Proposed Acquisition, the Enlarged Group (including the Targets) will enter and/or continue to enter into, certain recurrent transactions with the Mandated Interested Persons in the ordinary course of business.

Therefore, to ensure that the benefits of the Proposed Acquisition and the Proposed Diversification can materialise, the Board believes that it is in the interests of the Enlarged Group to continue entering into certain recurrent transactions with the Mandated Interested Persons, in the ordinary course of business, provided that the Mandated Transactions are entered into on normal commercial terms, and are not prejudicial to the interests of the Company and its minority Shareholders.

The Proposed IPT General Mandate enables the Enlarged Group to continue to purchase materials and/or procure services from, the Mandated Interested Persons, to meet the Enlarged Group’s business and operational needs, and also enables the Enlarged Group to, from time to time, sell products and materials and/or provide services to the Mandated Interested Persons, and to generate revenue and improve the utilisation rate of its production from such transactions.

The Enlarged Group envisages that such Mandated Transactions will occur with some degree of frequency and could arise at any time and from time to time, as they are recurring transactions and are part of the day-to-day operations of the Enlarged Group. In lieu of seeking the specific approval of Shareholders for such contracts which are in the Enlarged Group’s ordinary course of business whenever the need arises and in view of the time-sensitive nature of commercial transactions, the Company is proposing the adoption of the Proposed IPT General Mandate, pursuant to Chapter 9 of the Catalist Rules, to enable the Enlarged Group to enter in the ordinary course of business into the Mandated Transactions with the Mandated Interested Persons, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such transactions.

Specifically, the adoption of the Proposed IPT General Mandate will:

- (a) facilitate the entry into Mandated Transactions with the Mandated Interested Persons in the ordinary course of the Enlarged Group’s businesses;
- (b) give the Enlarged Group the ability to select transactions, suppliers, customers or business relationships on the basis of which provides the best commercial advantage to the Enlarged Group regardless of the Mandated Interested Persons’ relationship as interested persons of the Company; and
- (c) eliminate the need to convene separate general meetings under Chapter 9 of the Catalist Rules, to seek Shareholders’ approval as and when material Mandated Transactions occur, thereby:
 - (i) substantially reducing administrative time and costs associated with the convening of such meetings;
 - (ii) avoiding delay in the execution of the Mandated Transactions which are time-sensitive in nature;

- (iii) enabling the Enlarged Group to maintain its overall competitiveness and not be disadvantaged as compared to its competitors which may not require Shareholders' approval to be obtained for entering into such transactions; and
- (iv) allowing manpower resources and time to be channelled towards attaining corporate objectives rather than to the convening of repeated general meetings.

8.3 Scope of the Proposed IPT General Mandate

The Proposed IPT General Mandate will cover Mandated Transactions with the Mandated Interested Persons, save for transactions below S\$100,000 in value which are not normally aggregated under Rules 905 and 906 of the Catalist Rules. However, while such transactions below S\$100,000 are not normally aggregated under Rules 905(3) and 906(2) of the Catalist Rules, the SGX-ST may aggregate any such transactions entered into during the same financial year and treat them as if they were one transaction in accordance with Rule 902 of the Catalist Rules.

Transactions with interested persons which do not fall within the ambit of the Proposed IPT General Mandate (including any renewal thereof) will be subject to the relevant applicable provisions of Chapter 9 and/or other applicable provisions of the Catalist Rules.

8.4 Mandated Interested Persons

The Proposed IPT General Mandate will apply to the transactions that are carried out between any entities at risk and the following entities:

Mandated Interested Person	Nature of relationship with the Targets and the Enlarged Group
Asiabuild Engineering & Construction Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include building construction and general contractor works. The shareholders include Mr. Tang (19.11%), Mdm. Seow (10.90%), Mr. Seow (53.50%) and Mr. Seow's Aunt (0.31%), with a collective aggregate shareholding interest of 83.81%.
Heptacon Construction Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include general contractor works, building and engineering, design and consultancy. 100.00% owned by Teambuild Land Pte. Ltd. ("TLPL"). TLPL's shareholders include Mr. Seow (55.28%) and Mdm. Seow (28.53%), with a collective aggregate shareholding interest of 83.81%.
Spazio Concepts Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include general contractors. 100.00% owned by iCon Services Limited. iCon Services Limited is 90.00% owned by Teambuild Engineering & Construction (International) Limited ("Teambuild E&C International") and 10.00% owned by Hobigreen Limited ("Hobigreen"). Teambuild E&C International is 100.00% owned by

Mandated Interested Person	Nature of relationship with the Targets and the Enlarged Group
	TLPL. TLPL's shareholders include Mr. Seow (55.28%) and Mdm. Seow (28.53%), with a collective aggregate shareholding interest of 83.81%. Hobigreen is 100.00% owned by Mr. Tan Pak Nang @ Eo Pak Nang (Eo Pak Nang).
Teambuild Engineering & Construction Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include building construction, including major upgrading works, and general contractor works. The shareholders include Mr. Tang (19.11%), Mdm. Seow (10.89%), Mr. Seow (49.00%), Mr. Seow's Daughter (4.51%) and Mr. Seow's Aunt (0.30%), with a collective aggregate shareholding interest of 83.81%.
Unitech E&C Pte. Ltd. (formerly known as Asiabuild Construction Pte. Ltd.)	A Singapore-incorporated private company limited by shares, which business activities include building construction and scaffolding works. The shareholders include Mr. Tang's Son (15.00%), Mr. Tang's Daughter (15.00%), Mr. Seow (27.00%), Mr. Seow's Son (1.50%) and Mr. Seow's Aunt (0.30%), with a collective aggregate shareholding interest of 58.80%.
Wyn Construction Services Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include building construction and scaffolding works. The shareholders include Mr. Tang (19.11%), Mdm. Seow (10.89%), Mr. Seow (53.51%) and Mr. Seow's Aunt (0.30%), with a collective aggregate shareholding interest of 83.81%.
Wyn Engineering & Construction Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include engineering, design and consultancy. 100.00% owned by CTSL Holdings Pte. Ltd., which is 100.00% owned by Wyn Construction Services Pte. Ltd. (see above).
Wyn2000 Transport & Container Services Pte. Ltd.	A Singapore-incorporated private company limited by shares, which business activities include rental and leasing of freight land transport vehicles. 100.00% owned by Wyn Investment Pte. Ltd. ("WIPL"). WIPL's shareholders include Mr. Tang (28.53%), Mdm. Seow (1.48%), Mr. Seow (53.51%) and Mr. Seow's Aunt (0.30%), with a collective aggregate shareholding interest of 83.81%.

the above collectively, the **"Mandated Interested Persons"** and each a **"Mandate Interested Person"**, all being "interested persons" as defined in the Catalist Rules.

8.5 Categories of the Mandated Transactions

The Mandated Transactions to which the Proposed IPT General Mandate will apply, and the benefits to be derived therefrom, are set out below:

- (a) the purchase of materials such as, among others, steel bars and hooks, required for the Enlarged Group's ordinary course of business by the Enlarged Group from the Mandated Interested Persons (the **"Purchase of Goods"**);
- (b) the sale, supply and/or installation of products and materials (including but not limited to doors and roller shutters, structural steel and metal works, and architectural aluminium products) in its ordinary course of business by the Enlarged Group to the Mandated Interested Persons (the **"Sale of Goods"**);
- (c) the procurement of services by the Enlarged Group from the Mandated Interested Persons in relation to (i) transportation, (ii) training of workers, and (iii) rental of equipment as well as (iv) the arrangement, management and provision of worker's accommodation (the **"Procurement of Rental Services"**) (collectively, the **"Procurement of Services"**); and
- (d) the provision of sub-contracting on a contractual basis which includes the supply and/or installation of structural steel and metal works, architectural aluminium products as well as maintenance works by the Enlarged Group to the Mandated Interested Persons (the **"Provision of Services"**).

8.6 Review Procedures for Mandated Transactions with Mandated Interested Persons

The Company will adopt specific guidelines and procedures as set out below to ensure that the Mandated Transactions are undertaken at arm's length and on normal commercial terms, being consistent with the Enlarged Group's usual business practices and on price and terms which, taken as a whole are, (a) not less favourable than those obtained by the Enlarged Group from unrelated third parties (in the case of Purchase of Goods, the Procurement of Services and/or the Procurement of Rental Services by the Enlarged Group), (b) not more favourable than those extended by the Enlarged Group to unrelated third parties (in the case of Sale of Goods and/or the Provision of Services by the Enlarged Group), and in any event on price and terms, which taken as a whole, are not prejudicial to the interests of the Company and its minority Shareholders.

In particular, the following Review Procedures will be adopted:

Purchase of Goods by the Enlarged Group from the Mandated Interested Persons

- (a) When purchasing materials from the Mandated Interested Persons, the Enlarged Group will, whenever possible or available, obtain quotes from at least two (2) other unrelated third-party suppliers for the same or substantially similar type of materials which are reasonably contemporaneous in time, prior to the entry into the transaction with the Mandated Interested Persons. Such comparison shall be made to ensure that the price is not higher than the prevailing market price and the terms offered by the Mandated Interested Persons are no less favourable as compared to those offered by unrelated third-party suppliers. When comparing the price and terms, the Enlarged Group will take into account pertinent factors such as, but not limited to, the nature of the product and materials, delivery schedule, quantity and quality, duration of contract, preferential rates, discounts or rebates for bulk purchases or sales, cost of freight, customer requirements and specifications, the credit terms, and the margins which may be generated by the Enlarged Group from the transaction, where applicable.

- (b) In the event that there are no such comparable quotations, the Chief Operating Officer or a senior management staff which may include the Executive Director or the Chief Financial Officer (who must have no interest, direct or indirect, in the Mandated Transaction) will (i) evaluate and weigh the benefits of, and rationale for transacting with the Mandated Interested Persons; and (ii) assess and determine whether the price and terms offered by the Mandated Interested Persons are on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders, after taking into account pertinent factors such as, but not limited to, the nature of the product and materials, delivery schedule, quantity and quality, duration of contract, preferential rates, discounts or rebates for bulk purchases or sales, cost of freight, customer requirements and specifications, the credit terms, and the margins which may be generated by the Enlarged Group from the transaction, where applicable.

Sale of Goods to the Mandated Interested Persons by the Enlarged Group

- (a) When selling and/or installing products and/or supplying materials to the Mandated Interested Persons, the Enlarged Group shall determine the price and terms to be offered to the Mandated Interested Persons based on the price and terms of at least two (2) successful sale transactions of the same or substantially similar type of products and/or materials to its unrelated third-party customers which are reasonably contemporaneous in time.

The price of the products and materials to the Mandated Interested Person shall be carried out at the prevailing market prices offered by the Enlarged Group to the unrelated third-party customers for the same or substantially similar type of products and materials, and the terms offered by the Enlarged Group to the Mandated Interested Persons shall not be more favourable as compared to the terms offered by the Enlarged Group to its unrelated third-party customers. When comparing the price and terms, the Enlarged Group will take into account pertinent factors such as, but not limited to, the quality and specifications, the quantity required, the freight costs, the delivery schedules, the credit terms, the cost of the materials and the gross profit margins, and the prevailing market conditions, where applicable.

- (b) In the event that there is no recent successful sale transactions with unrelated third-party customers for comparison, the Chief Operating Officer or a senior management staff which may include the Executive Director or the Chief Financial Officer (who must have no interest, direct or indirect, in the Mandated Transaction) will (i) evaluate and weigh the benefits of, and rationale for transacting with the Mandated Interested Persons; and (ii) assess and determine whether the price and terms to be offered to the Mandated Interested Persons are on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders and in accordance with the usual pricing policies and business practices, after taking into account factors such as, but not limited to, the quality and specifications, the quantity required, the freight costs, the delivery schedules, the credit terms, the cost of the materials and the gross profit margins, the prevailing market conditions, and the Enlarged Group's production capacity and resources, where applicable.

Procurement of Services by the Enlarged Group from the Mandated Interested Persons

In relation to the procurement of transportation, training of workers, and rental of equipment by the Enlarged Group from the Mandated Interested Persons

- (a) When procuring services in relation to (i) transportation; (ii) training of workers; and (iii) rental of equipment from the Mandated Interested Persons, the Enlarged Group will, wherever possible and available, obtain quotes from at least two (2) other unrelated third-party suppliers for the same or substantially similar type of services, which are reasonably contemporaneous in time, prior to entry into the transaction with the

Mandated Interested Persons. Such comparison shall be made to ensure that the price is not higher than the prevailing market price and the terms offered by the Mandated Interested Persons are no less favourable as compared to those offered by unrelated third-party suppliers. When comparing the price and terms, the Enlarged Group will take into account pertinent factors such as, but not limited to, the volume of services required, the track record, experience and expertise, the duration of the contracts, the availability of such services, and the preferential rates or rebates or discounts in particular, for longer-term contracts, where applicable.

- (b) In the event that there are no such comparable quotations for the same or substantially similar services, the Chief Operating Officer or a senior management staff who includes the Executive Director or the Chief Financial Officer (who must have no interest, direct or indirect, in the Mandated Transaction) will (i) evaluate and weigh the benefits of, and rationale for transacting with the Mandated Interested Persons, and (ii) assess and determine whether the price and terms offered by the Mandated Interested Persons are on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders after taking into account factors such as the volume of services required, the track record, experience and expertise, the duration of the contracts, the availability of such services, and the preferential rates or rebates or discounts in particular, for longer-term contracts, where applicable.

In relation to the Procurement of Rental Services by the Enlarged Group from the Mandated Interested Persons

- (a) The rent payable to the Mandated Interested Persons shall be in line with the prevailing market rental rates for other premises within the vicinity of similar or comparable standing and facilities. In determining whether the premises are similar, the Enlarged Group will take into consideration the size, location and condition of such premises, any inclusion of ancillary services, the tenure of the lease, the area of the leased premises, and any other factors which may reasonably affect the rental rates or the terms of the lease.
- (b) In determining the prevailing market rental rates, the Enlarged Group shall obtain quotes from at least two (2) other unrelated third-party suppliers for premises within the vicinity of similar or comparable standing and facilities, which are reasonably contemporaneous in time, as comparison by making relevant enquiries with unrelated third-party landlords or service providers, obtaining indicative rental rates from publicly available property listing platforms or such service providers, or obtaining relevant reports or reviews published by unrelated third party property agents (including an independent valuation report by a property valuer, where appropriate) (as the case may be).
- (c) In the event that there are no such comparable quotations, the Chief Operating Officer or a senior management staff which may include the Executive Director or the Chief Financial Officer (who must have no interest, direct or indirect, in the Mandated Transaction) will (i) evaluate and weigh the benefits of, and rationale for transacting with the Mandated Interested Persons; and (ii) assess and determine whether the price and terms offered by the Mandated Interested Persons are on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders, after taking into account pertinent factors such as, but not limited to, the size, location and condition of such premises, any inclusion of ancillary services, the tenure of the lease, the area of the leased premises, and any other factors which may reasonably affect the rental rates or the terms of the lease where applicable.
- (d) In general, the Enlarged Group shall only enter into any transaction with the Mandated Interested Person on prices and terms that are not less favourable to the Enlarged Group than those offered by such unrelated third-party landlords or service providers.

Provision of Services by the Enlarged Group to the Mandated Interested Persons

- (a) The sub-contracting services are usually awarded by the main contractors to the Enlarged Group through a competitive tendering process, and the pricing and terms of such contracts are subject to the prevailing market conditions and competitive pressures at the time of tender.
- (b) The quantity surveyor team of the Targets, who will form part of the Enlarged Group upon completion of the Proposed Acquisition, and are familiar with the terms and complexity of the contracts for the Provision of Services, will first prepare the initial quotations based on the prevailing market prices and terms offered by the Enlarged Group to its unrelated third-party customers for the same or substantially similar type of services. Pricing for each of the quotation submitted for the tendering process may vary depending on the specific requirements of the project, including the scope, specifications and quantities of materials required (such as the length and dimensions of structural components), which may differ from project to project.

Subject to the prevailing market conditions and competitive pressures, the final price and terms may be subject to further commercial negotiations. In the preparation of the final quotation, the Enlarged Group will take into account its internal project budget and assess the expected profit margin from the Provision of Services prior to submission. This approach is applied consistently regardless of whether the customer is a Mandated Interested Person or an unrelated third-party as part of the competitive tendering process.

- (c) Prior to the finalisation of the contract for the Provision of Services with a Mandated Interested Person, the Enlarged Group shall review and determine the price and terms to be offered to the Mandated Interested Persons based on the price and terms of at least two (2) recent successful transactions by the Enlarged Group of the same or substantially similar type of services to its unrelated third-party customers, which are reasonably contemporaneous in time. The price for the Provision of Services shall be carried out at the prevailing market prices offered by the Enlarged Group to the unrelated third-party customers, and the terms offered by the Enlarged Group to the Mandated Interested Persons shall not be more favourable than the terms offered by the Enlarged Group to its unrelated third-party customers. When comparing the price and terms, the Enlarged Group will take into account pertinent factors such as the prevailing market conditions, size and complexity of the contract, scope, specifications and quantities of materials required (such as the length and dimensions of structural components), the retention period and credit terms, the duration of the contracts, and strategic considerations such as the development of new technical know-hows, where applicable.
- (d) In the event that there are no recent similar or substantially similar successful sale transactions with unrelated third-party customers for comparison, the Chief Operating Officer or a senior management staff which may include the Executive Director or the Chief Financial Officer (who must have no interest, direct or indirect, in the Mandated Transaction) shall undertake relevant costing analysis to assess whether the gross profit margin to be generated from the proposed transaction is consistent with the Enlarged Group's usual pricing policies and business practices, and shall determine whether the terms to be offered to the Mandated Interested Persons are on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders. The Enlarged Group will take into consideration factors such as the rationale and benefits for the entry into the Mandated Transactions, the utilisation rate of the existing manpower and resource capacity, the prevailing market conditions, size and complexity of the contract, scope, specifications and quantities of materials required (such as the length and dimensions of structural components), the retention period and credit terms, the duration of the contracts, and strategic considerations such as the development of new technical know-hows, where applicable.

- (e) Taking into consideration the value of the historical transactions and the anticipated quantum of contracts which are expected to increase as a result of the change in business model of the Targets for the Provision of Services following Completion, it would be impractical and operationally inefficient for the Enlarged Group to seek the prior approval of the Audit Committee for each transaction based on a 5.0% NTA threshold. In particular, such transactions may be relatively time-sensitive and require prompt commercial decisions or turnarounds. For illustration purposes, the average contract size between the Enlarged Group and the Mandated Interested Persons for the Provision of Services in FY2025 amounted to approximately S\$2.4 million, which represents approximately 30.6% of the latest audited NTA of the Group.
- (f) Taking the foregoing into consideration, a review threshold limit of 20.0% of the latest audited NTA of the Group has been proposed. Accordingly, the prior approval of the Audit Committee must be sought for any transaction that meets or exceeds such threshold limit relating to the Provision of Services, so as to strike a balance between operational practicality and the need to maintain adequate oversight and governance safeguards over transactions entered into with the Mandated Interested Persons in respect of the Provision of Services.

Combination of Mandated Transactions

In the case of provision and/or procurement of services, the contracts between the Enlarged Group and the Mandated Interested Persons may be for a combination of materials, products and services. In such circumstances, when assessing the price and terms to be offered to or from the Mandated Interested Persons, the Enlarged Group shall take into account the methods and procedures above, including all relevant factors considered, to ensure that the gross profit margins to be generated by the Enlarged Group from such transactions are in line with the usual business practices and norms of the Enlarged Group.

Threshold Limit

The following approval thresholds shall be adopted in respect of the Mandated Transactions:

Types of Mandated Transactions	Value of the Mandated Transaction	Approving Authority
Each of the category of the Mandated Transactions (save for the Provision of Services)	Below 3.0% of the Group ¹ 's latest audited NTA	Chief Operating Officer or such other senior executive(s) of the Company designated by the Audit Committee from time to time to approve Mandated Transactions in accordance with the approval thresholds as set out in this section, provided that each of such senior executive(s) (including the Executive Director or the Chief Financial Officer) are persons who are unrelated to the Mandated Interested Persons (the " Approving Executives ").

¹ For the purposes of this table in relation to the approval thresholds to be adopted in respect of the Mandated Transactions, where the audited consolidated NTA of the Enlarged Group for 31 December 2026 will be available post-Completion, references to the "Group" shall refer to the "Enlarged Group" from such time onwards.

Types of Mandated Transactions	Value of the Mandated Transaction	Approving Authority
	Where the value of the transaction or cumulative value equal to or exceeding 3.0%, but below 5.0% of the Group's latest audited NTA	Two (2) Approving Executives
	Where the value of the transaction or cumulative value of the transaction is equal to or exceeds 5.0% of the Group's latest audited NTA	The Audit Committee
Provision of Services by the Enlarged Group to the Mandated Interested Persons	Below 20.0% of the Group's latest audited NTA	Two (2) Approving Executives
	Where the value of the transaction is equal to or exceeds 20.0% of the Group's latest audited NTA	The Audit Committee

The threshold limits are arrived at with the view to strike a balance between maximising the efficiency of the day-to-day operations of the Enlarged Group, and maintaining adequate internal controls and governance in relation to the Mandated Transactions. The above threshold limits also act as an additional safeguard to supplement the existing approval procedures of the Enlarged Group.

The Approving Executives and the Audit Committee may, as they deem fit, request for additional information pertaining to the Mandated Transaction under review from independent sources or advisers, including requesting for an independent financial adviser's opinion and/or the obtaining of valuations from independent professional valuers.

Abstention from Decision Making in relation to the Mandated Transaction

In the event that any of the Approving Executives or member of the Audit Committee has an interest in the Mandated Transaction, he/she shall abstain from reviewing and approving the Mandated Transaction:

- if any of the Approving Executives has any interest, direct or indirect, in the Mandated Transaction, such Mandated Transaction shall be approved by other Approving Executives who have no interest, direct or indirect, in the Mandated Transaction;
- if all Approving Executives are deemed interested in the Mandated Transaction, such Mandated Transaction shall be approved by the Audit Committee; or
- if a member of the Audit Committee is deemed to be interested in the Mandated Transaction, he/she shall abstain from participating in the review and approval process of the Audit Committee in relation to that Mandated Transaction.

Other Guidelines and Procedures

In addition to the methods and procedures set out above, the Enlarged Group will implement the following additional guidelines to ensure that the Mandated Transactions carried out under the Proposed IPT General Mandate will be undertaken on normal commercial terms and on terms not prejudicial to the interest of the Company and its minority Shareholders:

- (a) The Company will maintain a register of interested persons and interested person transactions, which shall include the Mandated Transactions and interested person transactions which has a value of not more than S\$100,000 (the “**IPT Register**”), although such transactions are not required to be aggregated under Chapter 9 of the Catalyst Rules.
- (b) The Company shall also maintain, in a separate file, documents relating to the Mandated Transactions such as the requisition form, the approval form, and the contracts, to facilitate the review of the Mandated Transactions by the internal auditors and the Audit Committee. The IPT Register will also include the basis of entering into the transactions including the comparative quotations and supporting evidence, as well as any relevant non-quantitative factors which were taken into account.
- (c) The Audit Committee will review the IPT Register and the relevant documents on a semi-annual basis to ascertain that the established methods and procedures for the Mandated Transactions have been complied with and the relevant approvals have been obtained to ensure that the Mandated Transactions have been entered into on normal commercial terms and on terms not prejudicial to the interest of the Company and its minority Shareholders.
- (d) The Company’s internal auditors shall carry out a review on the Mandated Transactions annually on whether such Mandated Transactions are carried out in compliance of the methods and procedures for the Mandated Transactions and will report its findings to the Audit Committee.
- (e) The internal auditors shall also conduct reviews annually to determine whether the established methods and procedures for Mandated Transactions continue to be appropriate and sufficient to ensure that the Mandated Transactions will be carried out on normal commercial terms and on terms not prejudicial to the interest of the Company and its minority Shareholders.
- (f) If during any of the reviews by the Audit Committee, the Audit Committee is of the view that the established methods and procedures for the Mandated Transactions have become inappropriate or insufficient for whatever reason, such as in the event of changes to the nature of, or manner in which, the business activities of the Enlarged Group or the Mandated Interested Persons are conducted, the Company will seek a fresh mandate from the Shareholders based on new methods and procedures with a view to ensuring that the Mandated Transactions will be carried out at arm’s-length, on normal commercial terms and will not be prejudicial to the interests of the Company and the minority Shareholders. In such a situation, prior to obtaining the new Shareholders’ mandate for the Mandated Transactions, all Mandated Transactions will be reviewed and approved by the Audit Committee.
- (g) The Audit Committee shall, when it deems necessary, have the right to require the appointment of auditors or any independent professionals to review all matters relating to the Proposed IPT General Mandate.

8.7 Validity period of the Proposed IPT General Mandate

If the ordinary resolution for the adoption of the Proposed IPT General Mandate is approved by the Shareholders at the EGM, the Proposed IPT General Mandate will take effect from the date of passing of such resolution relating thereto and will, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting (“AGM”) of the Company is held or required be held, whichever is the earlier date. Accordingly, it is proposed that the Proposed IPT General Mandate be adopted at the EGM, to take effect until the conclusion of the next AGM of the Company.

The Company will seek the approval of Shareholders for the renewal of the Proposed IPT General Mandate at the next AGM (or extraordinary general meeting following such AGM), and each subsequent AGM (or extraordinary general meeting following such AGM) of the Company, subject to the satisfactory review by the Audit Committee of its continued application to the Mandated Transactions.

8.8 Disclosure

The Company will announce the aggregate value of all interested person transactions (including Mandated Transactions pursuant to the Proposed IPT General Mandate) for each financial period which the Company is required to report on pursuant to Rule 705 of the Catalist Rules and within the time required for the announcement of such reports. Disclosure will also be made in the Company’s annual report of the aggregate value of all interested person transactions (including Mandated Transactions pursuant to the Proposed IPT General Mandate) entered during the financial year under review in the format as stipulated under Rule 907 of the Catalist Rules.

8.9 Abstention from voting

In accordance with Rule 919 of the Catalist Rules, interested persons and their associates will abstain from voting on the resolutions approving the Proposed IPT General Mandate. Further, such interested persons shall not act as proxies for any Shareholders in voting on the aforementioned resolutions, unless specific voting instructions have been given by the appointing Shareholder.

Accordingly, Mr. Tang and his associates (including Mdm. Seow), shall abstain from voting (either in person or by proxy) on the resolution approving the Proposed IPT General Mandate at the EGM. In addition, Mr. Tang and his associates will also decline to accept any appointment as proxies for any Shareholder to vote in respect of the resolution relating to the Proposed IPT General Mandate, unless specific instructions have been given in the proxy instrument on how the relevant Shareholders wish their votes to be cast.

Mr. Seow, who is not an existing Shareholder and as at the Latest Practicable Date, is not directly or indirectly interested in any Shares. He will, however, be considered an ‘interested person’ following the completion of the Proposed Acquisition, and assuming the allotment and issuance of the maximum number of Deferred Consideration Shares to the Vendors. In this regard and to the extent applicable, Mr. Seow and his associates and nominees shall abstain from voting at the EGM in respect of the resolution relating to the Proposed IPT General Mandate. Furthermore, Mr. Seow and his associates shall not act as proxies nor accept appointments as proxies in relation to such resolution, unless the Shareholder shall have given specific instructions in the proxy form as to the manner in which the votes are to be cast.

9 OUR OPINIONS AND ADVICE

9.1 The Proposed Acquisition as an IPT and the Proposed Whitewash Resolution

In arriving at our opinion in respect of the Proposed Acquisition as an IPT and the Proposed Whitewash Resolution, we have taken into consideration, *inter alia*, the following factors summarised below as well as elaborated elsewhere in this Letter. The following should be read in conjunction with, and in the context of, the full text of this Letter:

- (a) the rationale for the Proposed Acquisition as set out in section 3.1 of the Circular, *inter alia*, that the Proposed Acquisition would enable the Group to expand into complementary building-related segments, broaden its product offerings and diversify its revenue base beyond the traditional client base, in particular, through participation in Housing Development Board's upgrading projects. In addition, the Group would be well-positioned from the Proposed Acquisition to benefit from Singapore's robust construction outlook, which continues to be driven by sustained public sector spending;
- (b) the financial assessment of the Proposed Acquisition:
 - (i) in respect of the Independent Valuation of the Sale Shares, (1) the Consideration of S\$30.0 million is within the Valuation Range of between approximately S\$27.6 million and S\$33.2 million as at the Valuation Date, and is close to the average of the Valuation Range of approximately S\$30.4 million, and (2) the Total Consideration of S\$32.4 million is within the Adjusted Valuation Range of between approximately S\$29.6 million and S\$35.2 million as at the Valuation Date, and is comparable to the average of the Adjusted Valuation Range of approximately S\$32.4 million;
 - (ii) the historical financial performance and financial position of the Targets, particularly, that notwithstanding that the net profit of the Targets had decreased from approximately S\$1.9 million in Targets FY2024 to approximately S\$1.6 million in Targets FY2025, we note that the decrease in profit in Targets FY2025 was mainly due to a lower contribution from IAPL as it shifted its business focus to shorter-term projects. Save for the net cash used in operating activities of approximately S\$0.7 million in Targets FY2023, the Targets recorded net cash from operating activities of approximately S\$0.9 million in Targets FY2024 and approximately S\$2.7 million in Targets FY2025. In Targets FY2025, the Targets had recorded a net increase in cash and cash equivalents of approximately S\$1.8 million, with cash and cash equivalents amounting to approximately S\$3.5 million as at the end of Targets FY2025;
 - (iii) the Targets recorded a net liability position of approximately S\$3.3 million as at 31 December 2023 and approximately S\$1.2 million as at 31 December 2024 primarily as a result of the COVID-19 pandemic, and recognised a net equity position of approximately S\$0.5 million as at 31 December 2025 primarily as a result of a recovery of business activities following the COVID-19 pandemic. Following the Debt Purchase by the Company, the equity of the Targets would increase from approximately S\$0.5 million as at 31 December 2025 to approximately S\$2.9 million, and correspondingly, the working capital position of the Targets would improve from approximately S\$1.8 million to approximately S\$2.7 million as at 31 December 2025 after adjusting for the Current Outstanding Debt of approximately S\$0.9 million;

(iv) in respect of the Targets Comparable Companies:

- (1) the LTM P/E ratio of the Targets as implied by the Base Consideration, the Initial Consideration, the Consideration and the Total Consideration are as follows:
 - (aa) the LTM P/E ratio of the Targets of 7.38 times (as implied by the Base Consideration) is (A) within the range of LTM P/E ratios of the Targets Comparable Companies of between 4.97 times and 66.85 times, (B) and below the mean and median LTM P/E ratios of the Targets Comparable Companies of 9.40 times and 7.99 times, respectively;
 - (bb) the LTM P/E ratio of the Targets of 8.86 times (as implied by the Initial Consideration) is (A) within the range of LTM P/E ratios of the Targets Comparable Companies of between 4.97 times and 66.85 times, (B) below the mean LTM P/E ratio of the Targets Comparable Companies of 9.40 times, and (C) above the median LTM P/E ratio of the Targets Comparable Companies of 7.99 times;
 - (cc) the LTM P/E ratio of the Targets of 18.46 times (as implied by the Consideration) and 19.94 times (as implied by the Total Consideration) are (A) within the range of LTM P/E ratios of the Targets Comparable Companies of between 4.97 times and 66.85 times, and (B) above the mean and median LTM P/E ratios of 9.40 times and 7.99 times of the Targets Comparable Companies, respectively; and
 - (dd) solely for illustration purposes, assuming that (A) the Target FY2026 NPAT of S\$3.16 million is achieved by the Targets in FY2026, the P/E ratios of the Targets of 6.96 times (as implied by the aggregate of the Base Consideration of S\$12.0 million and the Tranche 1 Deferred Consideration of S\$10.0 million) and 7.72 times (as implied by the aggregate of the Initial Consideration of S\$14.4 million and the Tranche 1 Deferred Consideration of S\$10.0 million) would be below the mean and median of the LTM P/E ratios of the Targets Comparable Companies of between 9.40 times and 7.99 times, respectively, and (B) assuming the Target FY2027 NPAT of S\$4.55 million is achieved by the Targets in FY2027, the P/E ratios of the Target of 6.59 times (as implied by the Consideration of S\$30.0 million) and 7.12 times (as implied by the Total Consideration of S\$32.4 million) would be below the mean and median of the LTM P/E ratios of the Targets Comparable Companies of between 9.40 times and 7.99 times, respectively;
- (2) the LTM EV/EBITDA ratio of the Targets as implied by the Base Consideration and the Consideration are as follows:
 - (aa) the LTM EV/EBITDA ratio of the Targets of 6.69 times (as implied by the Base Consideration) is (A) within the range of LTM EV/EBITDA ratios of the Targets Comparable Companies of between 3.78 times and 18.64 times, (B) below the mean LTM EV/EBITDA ratio of the Targets Comparable Companies of 8.06 times, and (C) close to the median LTM EV/EBITDA ratio of the Targets Comparable Companies of 6.44 times; and
 - (bb) the LTM EV/EBITDA ratio of the Targets of 17.62 times (as implied by the Consideration) is (A) within the range of LTM EV/EBITDA ratios of the Targets Comparable Companies of between 3.78 times and 18.64 times, and (B) above the mean and median LTM EV/EBITDA ratios of

the Targets Comparable Companies of 8.06 times and 6.44 times, respectively;

- (3) taking into consideration that the Targets operate on an asset light business model and that an earnings-based approach has been considered to be more appropriate than an asset based approach, the P/NAV and the P/Adjusted Targets NAV ratios of the Targets as implied by the Base Consideration and the Consideration, as well as the Initial Consideration and the Total Consideration are set out as follows solely for illustration purposes:

- (aa) the P/NAV ratios of the Targets of 26.61 times (as implied by the Base Consideration) and 66.52 times (as implied by the Consideration), and the P/Adjusted Targets NAV ratios of the Targets of 5.05 times (as implied by the Initial Consideration) and 11.36 times (as implied by the Total Consideration) are (A) above the range of P/NAV ratios of the Targets Comparable Companies of between 0.49 times and 1.08 times, (B) significantly above the mean and median P/NAV ratios of the Targets Comparable Companies of 0.86 times and 0.92 times, respectively;

- (c) the financial assessment of the Issue Price:

- (i) the rationale for the Proposed Issue of Consideration Shares and Debt Purchase Consideration Shares which include, among others, that such payment terms would allow the Company to conserve cash reserves, and eliminate future cash outflows which would otherwise be required to repay the Outstanding Debt;
- (ii) the Issue Price (1) exceeds the closing prices of the Shares during the 2-years period prior to and up to the Last Trading Day, save for the closing price of S\$0.090 on 11 July 2024, (2) represents a significant premium of approximately 60.0% over the VWAP of the Shares for the 2-year period prior to and including the Last Trading Day, (3) represents a premium of 15.9%, 14.3%, 11.1% and 9.6% over the VWAP of the Shares for the one-year, 6-month, 3-month and one-month periods prior to and including the Last Trading Day, (4) represents a premium of approximately 6.7% over the closing price of the Shares of S\$0.075 on the Last Trading Day, (5) represents a premium of approximately 11.1% over the VWAP of the Shares of S\$0.072 for the period after the Last Trading Day and up to the Latest Practicable Date; and (6) represents a significant premium of approximately 33.3% over the closing price of the Shares of S\$0.060 on the Latest Practicable Date;
- (iii) the historical financial performance of the Group, in particular, that the Group recorded a net loss attributable to owners of the Company of approximately S\$2.3 million in FY2023, which increased to approximately S\$2.5 million in FY2024 and subsequently decreased to approximately S\$0.1 million in FY2025. Save for net cash used in operating activities of approximately S\$1.2 million in FY2024, the Group recorded net cash generated from operating activities of approximately S\$0.6 million in FY2023 and approximately S\$0.8 million in FY2025. In FY2025, the Group had recorded a net increase in cash and cash equivalents of approximately S\$2.3 million, with cash and cash equivalents amounting to approximately S\$6.6 million as at the end of FY2025;
- (iv) the Issue Price represents a significant premium of (1) approximately 150.0% over the NAV per Share of S\$0.032 as at 30 September 2025, and would value the Group at a P/NAV ratio of 2.50 times, (2) approximately 185.7% over the NTA per Share of S\$0.028 per Share as at 30 September 2025, and would value the Group at a P/NTA ratio of 2.86 times, (3) approximately 100.0% over the Adjusted NAV per Share of S\$0.040, and would value the Group at a P/Adjusted NAV ratio of

2.00 times, (4) approximately 122.2% over the Adjusted NTA per Share of S\$0.036, and would value the Group at a P/Adjusted NTA ratio of approximately 2.22 times, (5) approximately 63.3% over the Diluted Adjusted NAV per Share of S\$0.049, and would value the Group at a P/Diluted Adjusted NAV ratio of 1.63 times, and (6) approximately 66.7% over the Diluted Adjusted NTA per Share of S\$0.048, and would value the Group at a P/Diluted Adjusted NAV ratio of 1.67 times;

(v) in respect of the Group Comparable Companies:

- (1) the Company had recorded a LTM net loss attributable to owners of the Company. Accordingly, the P/E ratio of the Company (as implied by the Issue Price) would not be applicable. Solely for illustrative purposes, the LTM P/E ratios of the Group Comparable Companies are between the range of 5.15 times and 7.80 times, with each of the corresponding mean and median LTM P/E ratios of the Group Comparable Companies at 6.47 times;
- (2) the EV/EBITDA ratio of the Company of 9.07 times (as implied by the Issue Price) is (aa) above the range of the EV/EBITDA ratio of the Group Comparable Companies of between 3.19 times and 5.77 times, and (bb) above the mean and median EV/EBITDA ratios of the Group Comparables Companies of 4.22 times and 3.71 times, respectively; and
- (3) the P/Adjusted NAV ratio of the Company of 2.00 times (as implied by the Issue Price) is (aa) above the range of the P/NAV ratios of the Group Comparable Companies of between 0.34 times and 0.88 times, and (bb) above each of the mean and median of the P/NAV ratios of the Comparable Companies of 0.62 times;

(vi) in respect of the Precedent Transactions:

- (1) the premium of approximately 6.7% (as implied by the Issue Price) over the last transacted price of the Shares on the Last Trading Day is (aa) within the range of the Precedent Transactions of between a discount of 68.8% and a premium of 191.8%, (bb) marginally below the mean premium of the Precedent Transactions of 7.6%, and (cc) above the median premium of the Precedent Transactions of 4.0%;
- (2) the premium of approximately 9.6% (as implied by the Issued Price) over the VWAP of the Shares for the one-month period prior to and including the Last Trading Day is (aa) within the range of the Precedent Transactions of between a discount of 73.2% and a premium of 267.8%, and (bb) above the mean and median premia of the Precedent Transactions of 3.6% and 1.1%, respectively;
- (3) the premium of approximately 15.9% (as implied by the Issue Price) over the VWAP of the Shares for the one-year period prior to and including the Last Trading Day is (aa) within the range of the Precedent Transactions of between a discount of 81.3% and a premium of 294.9%, and (bb) above the mean discount and median premium of the Precedent Transactions of 2.1% and 0.3%, respectively; and
- (4) the P/Adjusted NAV ratio of the Company of 2.00 times (as implied by the Issue Price) is (aa) within the range of the P/NAV ratios of the Precedent Transactions of between 0.88 times and 3.85 times, (bb) comparable to the mean P/NAV ratio of the Precedent Transactions of 2.00 times, and (cc) above the median P/NAV ratio of the Precedent Transactions of 1.67 times;

- (vii) in respect of the Ex-RTO Precedent Transactions:
- (1) the premium of approximately 6.7% (as implied by the Issue Price) over the last transacted price of the Shares on the Last Trading Day is (aa) within the range of the Ex-RTO Precedent Transactions of between a discount of 68.8% and a premium of 191.8%, (bb) marginally below the mean premium of the Ex-RTO Precedent Transactions of 7.4%, and (cc) above the median premium of the Ex-RTO Precedent Transactions of 2.8%;
 - (2) the premium of approximately 9.6% (as implied by the Issued Price) over the VWAP of the Shares for the one-month period prior to and including the Last Trading Day is (aa) within the range of the Ex-RTO Precedent Transactions of between a discount of 73.2% and a premium of 267.8%, and (bb) above the mean discount and median premium of the Ex-RTO Precedent Transactions of 1.1% and 0.0%, respectively;
 - (3) the premium of approximately 15.9% (as implied by the Issue Price) over the VWAP of the Shares for the one-year period prior to and including the Last Trading Day is (aa) within the range of the Ex-RTO Precedent Transactions of between a discount of 81.3% and a premium of 294.9%, and (bb) above the mean discount and the median premium of the Ex-RTO Precedent Transactions of 2.5% and 0.2%, respectively; and
 - (4) the P/Adjusted NAV ratio of the Company of 2.00 times (as implied by the Issue Price) is (aa) within the range of the P/NAV ratios of the Ex-RTO Precedent Transactions of between 0.88 times and 3.85 times, (bb) comparable to the mean P/NAV ratio of the Ex-RTO Precedent Transactions of 2.00 times, and (cc) above the median P/NAV ratio of the Ex-RTO Precedent Transactions of 1.67 times;
- (viii) the financial effects of the Proposed Acquisition, namely, that (1) the share capital of the Group will increase from 290,621,800 issued Shares (excluding treasury shares) as at the Latest Practicable Date, to 470,621,800 issued Shares (excluding treasury shares) upon the Completion and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares, and further increase to 695,621,800 issued Shares upon the allotment and issuance of the maximum number of the Deferred Consideration Shares, (2) the NAV per Share of the Group of approximately 2.49 cents as at 30 September 2025 would increase to 5.22 cents upon the Completion and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares, and further increase to 6.12 cents upon the allotment and issuance of the maximum number of the Deferred Consideration Shares, and (3) the Group had recorded a loss attributable to owners of the Company of approximately S\$0.1 million in FY2025. Taking into account the one-off professional expenses relating to the Proposed Acquisition of approximately S\$1.5 million, the Enlarged Group would record a loss attributable to owners of the Company of approximately S\$4,000 following the Completion and the allotment and issuance of the Base Consideration Shares and the Debt Purchase Consideration Shares. Shareholders should note that the Deferred Consideration Shares will only be payable to the Vendors in full if the Targets achieve the Target NPATs of S\$7.71 million for FY2026 and FY2027 on an aggregate basis, in accordance with the Deferred Consideration Terms and Conditions, and such Target NPATs had not been considered in the computation of the proforma financial effects;

- (d) other relevant considerations as set out in paragraph 7 of this Letter:
- (i) the business outlook of the Group, particularly, that the Proposed Acquisition would enable the Group to broaden its product offerings and participate in a wider scope of construction and upgrading projects through the offering of complementary building solutions, providing the Group with immediate incremental revenue and business opportunities, as well as strengthening the Group's competitive position;
 - (ii) the payment terms of the Consideration would align the interests of the Vendors with those of the Enlarged Group, as the payment of the Consideration by the Company is directly linked to the Targets' ability to achieve the Target NPATs. In addition, the Targets will need to continue to demonstrate sustainable profitability post-Completion, in particular, as the Company is only obligated to issue the maximum amount of Deferred Consideration Shares to the Vendors upon the Targets achieving at least the Target NPATs;
 - (iii) the Debt Purchase by the Company, particularly, the issuance of the Debt Purchase Consideration Shares would allow the Company to conserve its cash reserves and provide the Company with greater financial flexibility in the future;
 - (iv) the Issue Price of the Consideration Shares and the Debt Purchase Consideration Shares are applied uniformly across the Vendors and the creditors;
 - (v) the previous fund-raising activities undertaken by the Company, particularly, that (1) the Issue Price is higher than the Placement Price, the Convertible Price, the Rights Price and the Exercise Price, and (2) notwithstanding that the premia as implied by (aa) the Conversion Price over the VWAP in relation to the 2025 Convertible Bonds Issue and (bb) the Exercise Price over the TERP of the Warrants in relation to the 2024 Rights cum Warrants Issue are higher than the premium implied by the Issue Price over the closing price on the Last Trading Day, the premium implied by the Issue Price on the Last Trading Day is more favourable than the discounts as implied by (aa) the Placement Price to the VWAP in relation to the 2025 Placement, (bb) the Rights Price to the VWAP and the TERP in relation to the 2024 Rights cum Warrants Issue, and (cc) the Exercise Price to the VWAP in relation to the 2024 Rights cum Warrants Issue;
 - (vi) the dilution impact of the Proposed Acquisition and the Debt Purchase which may result in the shareholdings of the existing Independent Shareholders (excluding the Vendors and Mr. Tan Poh Tuck) being diluted to approximately 33.94%, while Mr. Tang would continue to remain as the single largest Shareholder of the Company following the Proposed Issue of Consideration Shares and Debt Purchase Consideration Shares;
 - (vii) the implications for the approval of the Proposed Whitewash Resolution, particularly, the Vendor Family Group will be free to acquire further Shares without incurring any obligation under Rule 14 of the Code to make a general offer, and that the Vendor Family Group would obtain statutory control of the Company which will place them in a position to be able to pass all ordinary resolutions on matters in which they (and their associates) are not required to abstain from;
 - (viii) the support and commitment from the Vendors, particularly, no cash outlay is required to be paid by the Company for the Proposed Acquisition;
 - (ix) the risk factors as set out in paragraph 7.9 of this Letter and further elaborated in section 1 of Appendix A to the Circular;

- (x) moratorium and non-compete undertakings provided by the Vendor Family Group and the Restricted Vendors (as the case may be), as well as the undertaking provided by Mr. Seow in favour of the Company, as set out in paragraph 7.10 of this Letter;
- (xi) the inter-conditionality of the Proposed Transactions; and
- (xii) the abstention from voting by the relevant parties on the respective resolutions.

Having regard to the considerations set out above and the information available to us as at the Latest Practicable Date, we are of the opinion that:

- (a) the Proposed Acquisition as an IPT is on normal commercial terms and is not prejudicial to the interests of the Company and the Independent Shareholders; and**
- (b) on balance, the Proposed Issue of Consideration Shares and Debt Purchase Shares pursuant to the Proposed Acquisition, being the subject of the Proposed Whitewash Resolution, is fair and reasonable.**

In determining that the Proposed Whitewash Resolution to be **fair**, we have considered the following pertinent factors:

- (a) the Consideration is close to the average of the Valuation Range, and the Total Consideration is comparable to the average of the Adjusted Valuation Range;
- (b) the Issue Price represents a significant premium over the VWAP of the Shares for the 2-years period, and a premium over the VWAP of the Shares for the one-year, 6-month, 3-month and one-month periods prior to and including the Last Trading Day as well as a premium over the VWAP of the Shares for the period after the Last Trading Day and up to the Latest Practicable Date;
- (c) the Issue Price represents a significant premium over the NAV and NTA of the Company, the Adjusted NAV and NTA of the Company, and the Diluted Adjusted NAV and NTA of the Company, on a per Share basis; and
- (d) on a pro forma basis, the Enlarged Group would record a reduction in net loss after taking into account the one-off professional expenses and would recognise an improvement of the NAV of the Enlarged Group following the Completion.

In determining that the Proposed Whitewash Resolution to be **reasonable**, we have considered the following pertinent factors:

- (a) in respect of the Targets Comparable Companies, the LTM P/E ratios and the LTM EV/EBITDA ratios of the Targets as implied by the Base Consideration and the Initial Consideration are below the corresponding mean ratios. While the LTM P/E ratios and the LTM EV/EBITDA ratio of the Targets as implied by the Consideration and/or the Total Consideration are above the mean and median ratios of the Targets Comparable Companies, the LTM P/E ratios and the LTM EV/EBITDA ratio of the Targets are within the respective ranges of the Targets Comparable Companies;
- (b) the Deferred Consideration will only be payable to the Vendors in full upon the Targets achieving the Target NPATs in accordance with the Deferred Consideration Terms and Conditions. The P/E ratios of the Targets (as implied by the relevant amount of purchase consideration and the relevant Target NPATs) are below the corresponding mean and median ratios of the Targets Comparable Companies;

- (c) in respect of the Group Comparable Companies, the EV/EBITDA ratio and the P/Adjusted NAV ratio of the Company as implied by the Issue Price are above the range of the corresponding ratios of the Group Comparable Companies;
- (d) in respect of the Precedent Transactions and the Ex-RTO Precedent Transactions, notwithstanding that the premium represented by the Issue Price over the last transacted price on the Last Trading Day is marginally below the mean premium of the Precedent Transactions and the Ex-RTO Precedent Transactions, the premium represented by the Issue Price over the last transacted price on the Last Trading Day is above the corresponding median premia of the Precedent Transactions and the Ex-RTO Precedent Transactions, and the premia of the Issue Price over the VWAP of the Shares for the one-month and the one-year periods are above the corresponding mean and median premium/discount of the Precedent Transactions and the Ex-RTO Precedent Transactions. Further, the P/Adjusted NAV ratio of the Company (as implied by the Issue Price) is comparable to the mean of the P/NAV ratios of the Precedent Transactions and the Ex-RTO Precedent Transactions, and is above the median of the P/NAV ratios of the Precedent Transactions and the Ex-RTO Precedent Transactions;
- (e) notwithstanding that the Group has shown improvement in its financial performance, the Group recorded a net loss attributable to owners of the Company in FY2025 and the Proposed Acquisition of the Targets, which have demonstrated a profitable track record would, *inter alia*, broaden the Group's product offering and provide new revenue streams beyond the Group's traditional client base; and
- (f) the Issue Price is higher than the transacted share prices of the previous fund-raising activities undertaken by the Company (i.e., the Placement Price, the Convertible Price, the Rights Price and the Exercise Price). Notwithstanding that the premia as implied by (i) the Conversion Price over the VWAP in relation to the 2025 Convertible Bonds Issue and (ii) the Exercise Price over the TERP of the Warrants in relation to the 2024 Rights cum Warrants Issue are higher than the premium implied by the Issue Price over the closing price on the Last Trading Day, the premium implied by the Issue Price on the Last Trading Day is more favourable than the discounts as implied by (aa) the Placement Price to the VWAP in relation to the 2025 Placement, (bb) the Rights Price to the VWAP and the TERP in relation to the 2024 Rights cum Warrants Issue, (cc) and the Exercise Price to the VWAP in relation to the 2024 Rights cum Warrants Issue.

Accordingly, we would advise the Non-conflicted Directors to recommend that the Independent Shareholders vote in favour of the Proposed Whitewash Resolution at the EGM.

9.2 The Proposed IPT General Mandate

In arriving at our opinion in respect of the Proposed IPT General Mandate as required under Rule 920(1)(b)(v) of the Catalist Rules, we have considered, *inter alia*, the Review Procedures set up by the Company, the role of the Audit Committee in enforcing the Review Procedures for the Mandated Transactions pursuant to the Proposed IPT General Mandate, and the rationale for and the benefits of the Proposed IPT General Mandate.

Having regard to the considerations set out in this Letter and the information available to us as at the Latest Practicable Date, we are of the opinion that the Review Procedures as set out in section 9.9 of the Circular, if adhered to, are sufficient to ensure that the Mandated Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the Independent Shareholders.

The Non-conflicted Directors should also note that transactions in the Shares are subject to possible market fluctuations and accordingly, our opinions and advice on the Proposed Transactions does not and cannot take into account the future transactions or price levels that may be established for the Shares since these are governed by factors beyond the ambit of our review.

This Letter has been prepared pursuant to Rule 921(4)(a) of the Catalist Rules, the Code and Rule 920(1)(b)(v) of the Catalist Rules and is addressed to the Non-conflicted Directors for their benefit, in connection with and for the purpose of their consideration of the Proposed Transactions only. The recommendations made by the Non-conflicted Directors to the Shareholders in relation to the Proposed Acquisition as an IPT, the Proposed Whitewash Resolution and the Proposed IPT General Mandate shall remain the sole responsibility of the Independent Directors.

Whilst a copy of this Letter may be reproduced in the Circular, neither the Company nor the Directors may reproduce, disseminate or quote this Letter (or any part thereof) for any other purpose at any time and in any manner without the prior written consent of NCF in each specific case except for the EGM and the purpose of the Proposed Transactions. The opinions and advice are governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours truly,

For and on behalf of
Novus Corporate Finance Pte. Ltd.

Andrew Leo
Chief Executive Officer

Lau Sze Mei
Associate Director

APPENDIX E – SUMMARISED VALUATION REPORT

Report date:
13 May 2026



BUSINESS VALUATION OF THE TARGETS

PREPARED FOR GDS GLOBAL LIMITED

Summarised Valuation Report

Executive Summary

Valuation of 100% equity interest in the capital of the Targets (as defined herein)	
Valuation Date	31 December 2025
Intended use of valuation and/or intended user (if applicable)	To ascertain the Market Value (as defined herein) of 100% equity interest in the capital of the Targets (as defined herein) to seek independent shareholders' approval for the proposed acquisition by GDS Global Limited (the " Company " or " GDS ").
Background	Listed on the Catalist Board of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Company, together with its subsidiaries ("Group"), is a leading specialist provider of commercial and industrial door and shutter solutions in Singapore and Southeast Asia region. The Group's products include door systems, fire-rated shutter systems and doors for special applications. The Group also provides service and maintenance works for the products supplied or installed by the Group or third parties, and sale of production components. On 1 December 2025, the Company announced that it had on the same date entered into a conditional sale and purchase agreement (the "SPA") with the vendors, pursuant to which, subject to the terms and conditions of the SPA: (a) the vendors will sell, and the Company will acquire all 700,000 issued and fully paid-up ordinary shares in the capital of Asiabuild Metal Engineering Pte. Ltd. ("ABME") held by the vendors, representing all of the issued and paid-up share capital of ABME (the "ABME Sale Shares"); and (b) the vendors will sell, and the Company will acquire all 500,000 issued and fully paid-up ordinary shares in the capital of Integrated Aluminium Pte. Ltd. ("IAPL", together with ABME, the "Targets") held by the vendors, representing all of the issued and paid-up share capital of IAPL (the "IAPL Sale Shares", together with the ABME Sale Shares, the "Sale Shares"), for an aggregate maximum purchase consideration of S\$30,000,000, to be satisfied via the allotment and issuance of up to 375,000,000 new ordinary shares in the capital of the Company at the fixed issue price of S\$0.08 per such share (the "Proposed Acquisition").

Valuation of 100% equity interest in the capital of the Targets (as defined herein)

	ABME is a private limited company established in 2009 in Singapore, specialising in the fabrication, supply, and installation of structural steel and metal works for both private and public development projects. ABME's structural steel works comprise link ways, shelters, precinct pavilions, trellises, and roof trusses, while its metal works encompass railings and gratings, among other products. IAPL is a private limited company established in 2012 in Singapore, specialising in the supply and installation of architectural aluminium products. IAPL's aluminium works comprise windows and door systems, façade works, curtain wall systems, cladding panels and canopies. IAPL operates across multiple sectors, undertaking projects for schools, institutions, commercial developments, condominiums and public housing. We further understand that the Targets do not own any subsidiaries and associates and do not have significant intercompany transactions between ABME and IAPL. As a result of the Proposed Acquisition, the Company would like to perform the valuation exercise to ascertain the Market Value (as defined herein) of the 100% equity interest in the capital of the Targets.
Subject matter	100% equity interest in the capital of the Targets
Basis of Valuation	Market Value (as defined herein)
Valuation approach	Income approach as the primary approach with the market approach as the cross-check
Valuation currency	Singapore Dollar (SGD or S\$)
Other details	We wish to highlight that any discrepancies in tables included herein between the amounts and the totals thereof are due to rounding; accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.
Based on the analysis outlined in the report which follows, we are of the opinion that the Market Value (as defined herein) of 100% equity interest in the capital of the Targets as at the Valuation Date is as follows: SGD27.60 million to SGD33.18 million (rounded to the nearest two decimal places)	

Our reference: G0006-BV-r001-2

NAVI CORPORATE ADVISORY PTE LTD
Company Registration No. 202224784E

6 Battery Road
Level 42 The Executive Centre
Singapore 049909

www.navi.sg

13 May 2026

GDS Global Limited

86, International Road
Singapore 629176

Dear Sirs,

VALUATION OF 100% EQUITY INTEREST IN THE CAPITAL OF THE TARGETS (AS DEFINED HEREIN)

In accordance with your instructions, we have undertaken valuation service for GDS Global Limited (the “**Company**” or “**GDS**”) in relation to the proposed acquisition of the 100% of the equity interest in the capital of the Targets (as defined herein).

All capitalised terms used in this summarised valuation report dated 13 May 2026 (“**Summarised Valuation Report**”) shall bear the same meanings as ascribed to them in the valuation report dated 13 May 2026 (“**Full Report**”).

Listed on the Catalist Board of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Company, together with its subsidiaries (“**Group**”), is a leading specialist provider of commercial and industrial door and shutter solutions in Singapore and Southeast Asia region. The Group’s products include door systems, fire-rated shutter systems and doors for special applications. The Group also provides service and maintenance works for the products supplied or installed by the Group or third parties, and sale of production components.

On 1 December 2025, the Company announced that it had on the same date entered into a conditional sale and purchase agreement (the “**SPA**”) with the vendors, pursuant to which, subject to the terms and conditions of the SPA:

- (a) the vendors will sell, and the Company will acquire all 700,000 issued and fully paid-up ordinary shares in the capital of Asiabuild Metal Engineering Pte. Ltd. (“**ABME**”) held by the vendors, representing all of the issued and paid-up share capital of ABME (the “**ABME Sale Shares**”); and
- (b) the vendors will sell, and the Company will acquire all 500,000 issued and fully paid-up ordinary shares in the capital of Integrated Aluminium Pte. Ltd. (“**IAPL**”, together with ABME, the “**Targets**”) held by the vendors, representing all of the issued and paid-up share capital of IAPL (the “**IAPL Sale Shares**”, together with the ABME Sale Shares, the “**Sale Shares**”),

for an aggregate maximum purchase consideration of S\$30,000,000, to be satisfied via the allotment and issuance of up to 375,000,000 new ordinary shares in the capital of the Company at the fixed issue price of S\$0.08 per such share (the “**Proposed Acquisition**”).

ABME is a private limited company established in 2009 in Singapore, specialising in the fabrication, supply, and installation of structural steel and metal works for both private and public development projects. ABME’s structural steel works comprise link ways, shelters, precinct pavilions, trellises, and roof trusses, while its metal works encompass railings and gratings, among other products.

IAPL is a private limited company established in 2012 in Singapore, specialising in the supply and installation of architectural aluminium products. IAPL’s aluminium works comprise windows and door systems, façade works, curtain wall systems, cladding panels and canopies. IAPL operates across multiple sectors, undertaking projects for schools, institutions, commercial developments, condominiums and public housing.

We further understand that the Targets do not own any subsidiaries and associates and do not have significant intercompany transactions between ABME and IAPL.

As a result of the Proposed Acquisition, the Company would like to perform the valuation exercise to ascertain the Market Value (as defined herein) of the 100% equity interest in the capital of the Targets.

This Summarised Valuation Report has been prepared to seek independent Shareholders’ approval by the Company in relation to the Proposed Acquisition and should be read in conjunction with the Full Report.

This valuation has been undertaken on a Market Value basis in accordance with the International Valuation Standards (2025) which is defined as follows:

“The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.”

The valuation date is 31 December 2025 (“**Valuation Date**”) and the date of our report is 13 May 2026 (“**Report Date**”).

Based on the analysis outlined in the report which follows, we are of the opinion that the Market Value of 100% equity interest in the capital of the Targets as at the Valuation Date is as follows:

SGD27.60 million to SGD33.18 million
(rounded to the nearest two decimal places)

The following pages outline the factors considered and the methodology and assumptions employed in formulating our views, opinions and conclusions. Any views, opinions and/or conclusions are subject to the assumptions and limiting conditions contained therein.

Yours faithfully,
For and on behalf of
Navi Corporate Advisory Pte Ltd

Richard Yap
CEO

Terms of reference

Navi Corporate Advisory Pte Ltd (“**NAVI**” or “**Valuer**”) has been appointed to undertake an independent valuation of 100% of the equity interest in the capital of the Targets. We were neither a party to the negotiations entered into by the Group in relation to the Proposed Acquisition nor were we involved in the deliberation leading up to the decision on the part of the management of the Company, Group and/or Targets (“**Management**”) to enter into the Proposed Acquisition (as the case may be) and we do not, by the Summarised Valuation Report, Full Report or otherwise, advise or form any judgement on the merits of the Proposed Acquisition. We do not warrant the merits of the Proposed Acquisition or the acceptability of the risk for the Proposed Acquisition.

We have confined our evaluation strictly and solely on the financials of the Targets and have not taken into account the commercial/financial risks and/or merits (if any) of the Proposed Acquisition or the strategic merits or the comparison with other deals involving shares of the Company, Group and/or Targets. We were not required to comment on or evaluate the methods or procedures used by the Targets to manage the change in any risk profile of the Company, Group and/or Targets in the context of possible changes in the nature of operations. Such evaluation or comment remains the responsibility of the Management although we may draw upon 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 the Summarised Valuation Report and/or Full Report.

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 Proposed Acquisition. In addition, we do not express any views or opinions on the merits of the Proposed Acquisition, the legality or all other matters pertaining to the Proposed Acquisition, documents for the Proposed Acquisition (the notice of meeting and the accompanying explanatory notes), *inter alia*, the independence of any party or mechanism or process of voting, acceptance, its eligibility or validity or the other alternatives (if any) or the sufficiency of the information.

In the course of our evaluation, we have held discussions with, *inter alia*, the Management regarding their assessment of the Proposed Acquisition and have examined publicly available information collated by us as well as the financial information, both written and verbal, provided to us by the Management, including its consultants or advisers (where applicable). We have not independently verified such information but have made enquiries and used our judgement as we deemed necessary on such information and have found no reason to doubt the reliability of the information. Accordingly, we cannot and do not expressly or impliedly represent or warrant, and do not accept any responsibility for, the accuracy, completeness or adequacy of such information or the manner in which it has been classified or presented.

We do not warrant and have not commented on the acceptability of the risk that the Company, Group and/or Targets may be subject to for the Proposed Acquisition.

The scope of our appointment does not require us to perform an independent evaluation or appraisal of the individual assets, liabilities and/or profitability of the Company, Group and/or the Targets and we do not express a view on the financial position, future growth prospects and earnings potential of the Group after the completion of the Proposed Acquisition in accordance with the terms of the SPA. As such, we have relied on the disclosures and representations made by the Company on the value of the assets and liabilities and profitability of the Group and/or the Targets.

Our opinion in this Summarised Valuation Report and/or Full Report is based on economic conditions, market, industry, monetary and other conditions (if applicable) in effect on, and the information provided to us, as at the Valuation Date. Accordingly, the bases or assumptions and likewise our views or opinions may change in light of developments which *inter alia*, include general as well as company-specific or industry-specific conditions or sentiments or factors.

Shareholders should note that the evaluation is based solely on publicly available information and other information provided by the Management as well as the economic and market conditions prevailing as at the Valuation Date, and therefore does not reflect unexpected financial performance and financial condition after the Valuation Date or developments both macro and company-specific and that these factors do and will necessarily affect the valuation of the interests in the capital of the Targets. Likewise, this Summarised Valuation Report outlines some of the matters or bases or factors or assumptions which we have used in our valuation and is a summary. 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 the valuation.

In rendering the opinion, we have made no regard for the general or specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints of any individual shareholder of the Company, Group and/or Targets (the “**Shareholder**”). As such, any individual Shareholder who may require advice in the context of his or her specific investment portfolio, including his or her investment in the Company, Group and/or Targets, should consult his or her 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 Summarised Valuation Report and provided by the Company, Group and/or Targets which we used or may have used may differ from the relative emphasis accorded by any individual Shareholder and that any reliance on our opinion or view or assessment, is subject to the contents of the Summarised Valuation Report and Full Report in its entirety.

Accordingly, our Summarised Valuation Report, Full Report, opinion or views or recommendation should not be used or relied on by anyone for any other intended use and should only be used by the Company, subject to the terms of reference and the contents of the Summarised Valuation Report and Full Report as one of the basis for their opinion or views or recommendation. In addition, any references

to our Summarised Valuation Report, Full Report, opinion or views, 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 the Summarised Valuation Report and/or Full Report in its entirety *inter alia* the matters, conditions, assumptions, factors and bases as well as our terms of reference for the Summarised Valuation Report and/or the Full Report.

Credentials

Navi Corporate Advisory Pte Ltd (“**NAVI**”) is a boutique corporate advisory firm founded by the CEO, Richard Yap in 2022 who specialises in providing business valuation services. NAVI is a corporate member of the International Valuation Standards Council (the independent global standard setter for the valuation profession). Mr Richard Yap is a member of The Institute of Valuers and Appraisers, Singapore (IVAS) who holds the certification of Chartered Valuer and Appraiser and has the requisite certification for conducting business valuation.

Mr Richard Yap has around 15 years of experience as a business valuer. He has conducted business valuations on companies located/ operating in countries such as Singapore, Malaysia, Indonesia, China and India for transaction purpose. Besides valuations for transaction purposes, Mr Richard Yap also conducts valuations for financial reporting purpose such as purchase price allocation exercise, share option valuation and impairment assessment of companies operating in Singapore, Malaysia, China, Vietnam and Thailand.

1.0 Background

1.1 Introduction

Listed on the Catalist Board of the SGX-ST, the Group is a leading specialist provider of commercial and industrial door and shutter solutions in Singapore and Southeast Asia region. The Group's products include door systems, fire-rated shutter systems and doors for special applications. The Group also provides service and maintenance works for the products supplied or installed by the Group or third parties, and sale of production components.

On 1 December 2025, the Company announced that it had on the same date entered into a conditional SPA with the vendors, pursuant to which, subject to the terms and conditions of the SPA:

- (a) the vendors will sell, and the Company will acquire all 700,000 issued and fully paid-up ordinary shares in the capital of ABME held by the vendors, representing all of the issued and paid-up share capital of ABME; and
- (b) the vendors will sell, and the Company will acquire all 500,000 issued and fully paid-up ordinary shares in the capital of IAPL held by the vendors, representing all of the issued and paid-up share capital of IAPL,

for an aggregate maximum purchase consideration of S\$30,000,000, to be satisfied via the allotment and issuance of up to 375,000,000 new ordinary shares in the capital of the Company at the fixed issue price of S\$0.08 per such share.

ABME is a private limited company established in 2009 in Singapore, specialising in the fabrication, supply, and installation of structural steel and metal works for both private and public development projects. ABME's structural steel works comprise link ways, shelters, precinct pavilions, trellises, and roof trusses, while its metal works encompass railings and gratings, among other products.

IAPL is a private limited company established in 2012 in Singapore, specialising in the supply and installation of architectural aluminium products. IAPL's aluminium works comprise windows and door systems, façade works, curtain wall systems, cladding panels and canopies. IAPL operates across multiple sectors, undertaking projects for schools, institutions, commercial developments, condominiums and public housing.

We further understand that the Targets do not own any subsidiaries and associates and do not have significant intercompany transactions between ABME and IAPL.

1.2 Instruction

The Company instructed NAVI to perform the valuation of 100% equity interest in the capital of the Targets.

The Valuation Date is 31 December 2025 and the Report Date is 13 May 2026.

1.3 Intended use and/or intended users (if applicable)

The intended use of the valuation is to ascertain the Market Value of 100% equity interest in the capital of the Targets to seek independent Shareholders' approval by the Company for the Proposed Acquisition.

1.4 Basis of Valuation

This valuation has been undertaken on a Market Value basis in accordance with the International Valuation Standards (2025) which is defined as follows:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

1.5 Statement of Independence

We confirm that we have no present or contemplated interest in the Targets which is the subject of this valuation and are acting independently of all parties. We were not involved in the discussion leading up to the decision on the part of the Management to enter into the Proposed Acquisition. Our fees are agreed on a lump sum basis and are not contingent on the outcome. As such, we are in a position to provide an objective and unbiased valuation.

1.6 Limitation of Circulation

This Summarised Valuation Report has been prepared solely to seek independent Shareholders' approval by the Company and is not intended for any legal or court proceedings, general circulation, publication or reproduction in any form without our prior written consent. We will assume no responsibility or liability for any losses incurred by you or any third party as a result of unauthorised circulation, publication or reproduction of this Summarised Valuation Report in any form and/or if used contrary to the intended use stated therein.

2.0 Valuation of 100% Equity Interest of the Targets

2.1 Valuation Approaches

We have considered the 3 valuation approaches namely Income Approach, Market Approach and Cost Approach. The details of the various valuation approaches are described as follows:

2.1.1 Income Approach

Income Approach provides an indication of value by converting projected cash flow to a single current value. Under the Income Approach, the value of an asset is determined by reference to the value of income, cash flow or cost savings generated by the asset.

2.1.2 Market Approach

Market Approach provides an indication of value by comparing the asset and/or liability with identical or comparable (that is similar) asset and/or liability for which price information is available. The Market Approach often uses market multiples derived from a set of comparables, each with different multiples. The selection of the appropriate multiple within the range may require adjustment and judgement, considering qualitative and quantitative factors.

2.1.3 Cost Approach

Cost Approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for all other relevant forms of obsolescence.

2.2 Valuation Methodology

Based on the discussion with Management and review of the information, we have adopted the Income Approach as the primary approach and the Market Approach as reference.

The rationale for adopting the Income Approach lies in the present value rule, i.e. the value of any asset or enterprise value is the present value of expected future cash flows, discounted at a rate appropriate to the risk of the cash flows not being realised. We considered the use of the Income Approach as the primary approach to be appropriate as the Targets had ongoing business and operation with the ability to generate probable future cash flows.

Under the Market Approach, we have considered the Enterprise Value/Sales (“**EV/S**”) multiple in the valuation. Based on the analysis, the volatilities from the multiples of comparable companies make it difficult to conclude a reliable amount for the valuation by adopting the result from a single market multiple approach and no single company was comparable in size, capital nature of business and operations. Further, the current revenue derived by the Targets is not at the normalised stage and IAPL is also in the midst to transition to a new business model, focusing on shorter-term projects such as home improvement projects. Thus, the Market Approach is used as a reference only.

The Cost Approach is not adopted because it does not directly incorporate information about the future economic benefits expected to be derived by the Targets.

Accordingly, we have relied solely on the Income Approach in assessing the equity value of the Targets and the Market Approach as a reference.

2.3 Income Approach – Discounted Cash Flow (“DCF”) Method

We have used the DCF method which is one application of the Income Approach to assess the overall enterprise value of the companies by calculating the free cash flow to the firm (“**FCFF**”) of the Targets. FCFF represents the cash flows left over after covering capital expenditure and working capital needs. The present value of FCFF is a measure of enterprise value and the equity value is subsequently derived after taking into consideration debt and non-operating payables and excess cash and cash equivalents. FCFF is defined as follows:

$$\text{FCFF} = \text{EBIT} (1 - \text{Tax rate}) + \text{Depreciation and Amortisation} - \text{Capital Spending} - \text{Change in Working Capital}$$

In applying the DCF method there are three critical inputs:

- A supportable cash flow forecast;
- An estimate of the terminal value at the end of the forecast period; and
- An appropriate discount rate to discount the future cash flows to its present value.

The enterprise value is derived from the present value of the FCFF and terminal value which are discounted by a discount rate of 15.5% to 17.5% derived from the weighted average cost of capital (“**WACC**”). The equity value of the Target is then derived by adjusting the net debts/cash of the Target and a marketability discount (“**DLOM**”) of 15.0%.

Based on the DCF Method, the Market Value of 100% equity interest in the capital of the Targets is in the range of approximately S\$27.60 million to S\$33.18 million (rounded to the nearest 2 decimal points).

We further understand that as part of the Proposed Acquisition, the Company will also be purchasing the following:

- (a) the outstanding debt of S\$1.5 million owing by IAPL to Mr. Tan Poh Tuck; and
 - (b) the outstanding debt of S\$0.9 million owing by IAPL to Mr. Tang Heng Sung
- (collectively, the “**Purchased Debts**”).

For illustration purpose and on the assumption that the Purchase Debts of S\$2.4 million are purchased by the Company & the Targets are not obligated to settle the outstanding amount as at the Valuation Date, the 100% equity value of the Targets would range from S\$29.64 million to S\$35.22 million (rounded to the nearest 2 decimal points).

3.0 Key Assumptions

We have made the following key assumptions in this valuation exercise. Any deviation from the following key assumptions may significantly vary the valuation of the Targets (where applicable):

- The financial information provided accurately reflects the Targets' financial position, operation and performance.
- The financial statements were prepared in accordance with accounting principles generally accepted in their respective jurisdiction of incorporation on a true and fair basis.
- The Management has provided us the financial projections of the Targets from FY2026 to FY2030. To its best knowledge, the Management is solely responsible for the contents, estimation and assumptions used in the projections.
- The business and operation of the Targets shall continue to operate as a going concern.
- The Targets have sufficient liquidity to continue its business and operation.
- There will not be any material changes in the political, legal, regulatory, market and/or economic conditions in the country(ies) where the Targets operate which may adversely affect the future prospects of the Targets.
- There will be no material change in inflation, interest rates, exchange rates and/or rates of taxation from those prevailing as at the Valuation Date.
- There are no contingent liabilities, unusual contractual obligations or substantial commitments which would have a material effect on the value of the Targets.
- The current owners of the Targets have clear and unencumbered title of ownership over all assets included in this assessment.
- The Targets' operations and business will not be severely interrupted by any force majeure event or unforeseeable factors or any unforeseeable reasons that are beyond the control of the Management, including but not limited to the occurrence of natural disasters or catastrophes, epidemics or serious accidents.

Other assumptions specific to a particular valuation approach or certain observations and conclusions are outlined in the ensuing sections of the Summarised Valuation Report and Full Report.

It should be noted that the valuation of the Targets is critical upon the following key drivers, where applicable:

- The Targets continue to operate as a going concern and is able to meet all its financial obligations.
- The Targets' sales, costs and net profit continue to grow according to the forecast. Their capital expenditure and working capital requirements are estimated accurately in the projections.
- The Targets have sufficient operational resources to support the projected turnover and profitability.

The valuation is largely based on information provided to us by the Management who is solely responsible for their contents/accuracy. We have not performed any work in the nature of an audit or due diligence or investigation of the information provided to us and accordingly have not expressed any such opinion in this Summarised Valuation Report and/or Full Report. Further, we have not carried out any work in the nature of a feasibility study, nor have we expressed a viability opinion on the Proposed Acquisition. We have also not verified or confirmed the information provided to us and have assumed that all such information is accurate and is not subject to material error or omission.

For this exercise, we have considered published market data and other public information relating to comparable companies on international stock exchanges. We are not responsible for their content and accuracy in deriving parameters such as country risk rate for the intended use of valuation. Such information was obtained from Bloomberg and other sources, where applicable.

4.0 Statement of Value

Based on the Income Approach, we are of the opinion that the Market Value of 100% equity interest in the capital of the Targets as at the Valuation Date is as follows:

Income Approach:

SGD27.60 million to SGD33.18 million

(rounded to the nearest two decimal places)

5.0 Exclusions and Limitation of Liability

Our work has been performed in accordance with and subject to our Standard Conditions of Engagement, a copy of which has been previously provided. For your reference, we highlight some of the more pertinent points:

- We have used due skill and care in the provision of the services set out in this Summarised Valuation Report;
- We shall not under any circumstances be liable for damages, or for losses, that are not a direct result of breach of contract, or negligence, on our part in respect of services provided in connection with, or arising out of, the engagement set out in this letter (or any variation or addition thereto), or for any consequential losses or loss of profits of whatsoever nature. In any event, the liability of NAVI, its related companies, partners, directors and staff (whether in contract, negligence or otherwise) shall in no circumstances exceed the fees paid specifically for the work in question which allegedly entailed a breach of contract or negligence on our part;
- In no event shall NAVI, its related companies, partners, directors and staff be liable for any loss, damage, cost or expense arising in any form or in connection with the fraudulent acts or omissions, or any misrepresentations or any default on the part of the directors, employees or agents of the management of the Company and its subsidiaries;
- Without derogating from the aforesaid provisions, we shall not under any circumstances whatsoever, be liable to any third party, whether or not they are shown a copy of any work that we have done pursuant to the terms of our engagement, and whether or not we have consented to such work being shown to them, save and except where we specifically agreed in writing to accept such liability;
- Except as a result of our own negligence or wilful default, in the event that we find ourselves subject to a claim or incur legal costs from another party as a result of false or misrepresented information provided by Management in connection with this engagement, any claim established against us and the cost we necessarily incur in defending it would form part of the expenses we would look to recover from the management of the Company.

**APPENDIX F – INDEPENDENT AUDITORS’ REPORT AND AUDITED COMBINED FINANCIAL
INFORMATION OF ASIABUILD METAL ENGINEERING PTE. LTD. AND INTEGRATED
ALUMINIUM PTE. LTD. FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2023, 2024 AND
2025**

**APPENDIX F - INDEPENDENT AUDITORS' REPORT AND AUDITED COMBINED FINANCIAL
INFORMATION OF ASIABUILD METAL ENGINEERING PTE.LTD. AND INTEGRATED ALUMINIUM
PTE. LTD. (THE "COMBIINED GROUP")
FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2023, 2024 AND 2025**

**ASIABUILD METAL ENGINEERING PTE. LTD. ("Asiabuild")
And
INTEGRATED ALUMINIUM PTE. LTD.
("IAPL", together with Asiabuild, the "Targets" or "Combined Group")**

**AUDITED COMBINED FINANCIAL INFORMATION
FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2023, 2024 AND 2025**

ASIABUILD METAL ENGINEERING PTE. LTD. and INTEGRATED ALUMINIUM PTE. LTD.

DIRECTORS' STATEMENT

The Directors hereby present their statement to the members together with the audited combined financial statements of Asiabuild Metal Engineering Pte. Ltd. and Integrated Aluminium Pte. Ltd. for the financial years ended 31 December 2023, 2024 and 2025.

Opinion of the Directors

In the opinion of the Directors,

- (a) the accompanying financial statements of the Combined Group are drawn up so as to give a true and fair view of the financial position of the Combined Group as at 31 December 2023, 2024 and 2025 and of the financial performance, changes in equity and cash flows of the Combined Group for each of the years ended 31 December 2023, 2024 and 2025; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Combined Group will be able to pay its debts as and when they fall due.

LEE KAY SIN

Director of Asiabuild Metal Engineering Pte. Ltd. and Integrated Aluminium Pte. Ltd.

SEOW CHAI HING

Director of Asiabuild Metal Engineering Pte. Ltd.

TAN PAK NANG @ EO PAK NANG

Director of Integrated Aluminium Pte. Ltd.

Singapore

INDEPENDENT AUDITORS' REPORT ON THE COMBINED FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2023, 2024 AND 2025

Report on the audit of the financial statements

Opinion

We have audited the combined financial statements of Asiabuild Metal Engineering Pte. Ltd. ("Asiabuild") and Integrated Aluminium Pte. Ltd. ("IAPL", together with Asiabuild, the "Combined Group"), which comprise the combined statements of financial position as at 31 December 2023, 2024 and 2025, the combined statements of comprehensive income, combined statements of changes in equity and combined statements of cash flows for the financial years ended 31 December 2023, 2024 and 2025, and notes to the financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying combined financial statements are properly drawn up in accordance with the Singapore Financial Reporting Standards (International) ("SFRS(I)s").

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the financial statements* section of our report. We are independent of the Company in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 Company'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 Company or to cease operations, or has no realistic alternative but to do so.

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

**INDEPENDENT AUDITORS' REPORT ON THE COMBINED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2023, 2024 AND 2025**

Report on the audit of the financial statements (Continued)

Auditors' 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 auditors' 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.

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 Company'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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Company 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.

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.



**INDEPENDENT AUDITORS' REPORT ON THE COMBINED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2023, 2024 AND 2025**

Other matter

The Company has prepared a separate set of financial statements for the year ended 31 December 2025 in accordance with SFRS(I) on which we issued a separate auditor's report to the shareholders of the Company dated 7 May 2026.

Restriction of Distribution and Use

This report is made solely to you as a body and for the inclusion in the circular to shareholders of GDS Global Limited to be issued in connection with the proposed acquisition of the entire issued and paid-up share capital of the Combined Group and for no other purpose.

The engagement partner on the audit resulting in this independent auditor's report is Yeo Siok Yong.

BDO LLP

Public Accountants and
Chartered Accountants

Singapore

ASIABUILD METAL ENGINEERING PTE. LTD. and INTEGRATED ALUMINIUM PTE. LTD.

**COMBINED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2023, 2024 AND 2025**

	Note	2023 S\$'000	2024 S\$'000	2025 S\$'000
ASSETS				
Non-current asset				
Plant and equipment	3	112	82	90
Right-of-use assets	4	-	-	199
		<u>112</u>	<u>82</u>	<u>289</u>
Current assets				
Inventories	5	149	-	128
Trade and other receivables	6	1,543	1,881	2,592
Prepayments		55	8	2
Contract assets	7	1,231	1,078	280
Cash and cash equivalents	8	1,529	1,712	3,548
		<u>4,507</u>	<u>4,679</u>	<u>6,550</u>
Total assets		<u>4,619</u>	<u>4,761</u>	<u>6,839</u>
EQUITY AND LIABILITIES				
Equity				
Share capital	9	1,000	1,200	1,200
Accumulated losses		<u>(4,277)</u>	<u>(2,374)</u>	<u>(749)</u>
Total equity		<u>(3,277)</u>	<u>(1,174)</u>	<u>451</u>
Non-current liabilities				
Loans due to related parties	10	1,500	-	-
Loan due to a third party	10	-	-	1,500
Bank borrowings	12	742	-	-
Lease liabilities	4	-	-	125
		<u>2,242</u>	<u>-</u>	<u>1,625</u>
Current liabilities				
Trade and other payables	10	4,101	2,884	3,925
Loans due to related parties	10	-	1,500	-
Provision for other liabilities	11	123	1	-
Contract liabilities	7	543	809	805
Lease liabilities	4	-	-	33
Bank borrowings	12	887	741	-
		<u>5,654</u>	<u>5,935</u>	<u>4,763</u>
Total liabilities		<u>7,896</u>	<u>5,935</u>	<u>6,388</u>
Total equity and liabilities		<u>4,619</u>	<u>4,761</u>	<u>6,839</u>

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

ASIABUILD METAL ENGINEERING PTE. LTD. and INTEGRATED ALUMINIUM PTE. LTD.

**COMBINED STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2023, 2024 AND 2025**

	Note	2023 S\$'000	2024 S\$'000	2025 S\$'000
Revenue	13	8,425	11,607	12,133
Cost of sales		<u>(7,715)</u>	<u>(8,624)</u>	<u>(9,385)</u>
Gross profit		710	2,983	2,748
Other items of income				
Other income	14	171	153	88
Loss allowance recovered on trade receivables	6	627	-	-
Other items of expenses				
Administrative expenses		(1,287)	(1,210)	(1,198)
Other losses		-	-	(3)
Finance costs	15	<u>(109)</u>	<u>(23)</u>	<u>(10)</u>
Profit before income tax	16	112	1,903	1,625
Income tax	17	<u>-</u>	<u>-</u>	<u>-</u>
Profit for the financial year, representing total comprehensive income for the financial year		<u>112</u>	<u>1,903</u>	<u>1,625</u>

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

ASIABUILD METAL ENGINEERING PTE. LTD. and INTEGRATED ALUMINIUM PTE. LTD.

**COMBINED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2023, 2024 AND 2025**

	Note	Share capital S\$'000	Accumulated losses S\$'000	Total equity S\$'000
Balance as at 1 January 2023		1,000	(4,389)	(3,389)
Profit for the financial year		-	112	112
Total comprehensive income for the financial year		-	112	112
Balance as at 31 December 2023		1,000	(4,277)	(3,277)
Balance as at 1 January 2024		1,000	(4,277)	(3,277)
Profit for the financial year		-	1,903	1,903
Total comprehensive income for the financial year		-	1,903	1,903
Contribution by owners:				
Issuance of ordinary shares	9	200	-	200
Total transaction with owners		200	-	200
Balance as at 31 December 2024		1,200	(2,374)	(1,174)
Balance as at 1 January 2025		1,200	(2,374)	(1,174)
Profit for the financial year		-	1,625	1,625
Total comprehensive income for the financial year		-	1,625	1,625
Balance as at 31 December 2025		1,200	(749)	451

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

ASIABUILD METAL ENGINEERING PTE. LTD. and INTEGRATED ALUMINIUM PTE. LTD.

**COMBINED STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2023, 2024 AND 2025**

	2023 S\$'000	2024 S\$'000	2025 S\$'000
Operating activities			
Profit before income tax	112	1,903	1,625
Adjustments for:			
Write back of provision for onerous contracts	(171)	(122)	(1)
Depreciation of plant and equipment	33	30	20
Amortisation of right-of-use assets	-	-	12
(Gain)/Loss on disposal of plant and equipment	(2)	-	3
Loss allowance recovered on trade receivables	(627)	-	-
Waiver of interest expense	-	(69)	-
Interest expense	109	23	10
Interest income	(12)	(17)	(21)
Operating cash flows before working capital changes	(558)	1,748	1,648
Working capital changes:			
Inventories	96	149	(128)
Trade and other receivables	673	(338)	(712)
Prepayments	(6)	47	6
Contract assets	(36)	153	798
Contract liabilities	(663)	266	(4)
Trade and other payables	(169)	(1,148)	1,041
Cash (used in)/generated from operations	(663)	877	2,649
Interest received	12	17	22
Net cash (used in)/from operating activities	(651)	894	2,671
Investing activities			
Grant received for plant and equipment	30	-	-
Purchase of plant and equipment	(14)	-	(42)
Proceeds from disposal of plant and equipment	12	-	11
Purchase of right-of-use assets	-	-	(33)
Net cash from/(used in) investing activities	28	-	(64)
Financing activities			
Repayment of bank borrowings (Note A)	(869)	(888)	(741)
Proceeds from issuance of ordinary shares	-	200	-
Loans from related parties (Note A)	1,500	-	-
Repayment of obligations under lease	-	-	(20)
Interest paid	(40)	(23)	(10)
Net cash from/(used in) financing activities	591	(711)	(771)
Net change in cash and cash equivalents	(32)	183	1,836
Cash and cash equivalents at beginning of the financial year	1,561	1,529	1,712
Cash and cash equivalents at end of the financial year	1,529	1,712	3,548

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

ASIABUILD METAL ENGINEERING PTE. LTD. and INTEGRATED ALUMINIUM PTE. LTD.

**COMBINED STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

Note A: Reconciliation of liabilities arising from financing activities is as follows:

	1 January 2023 S\$'000	Cash flows S\$'000	31 December 2023 S\$'000
Loans from related parties	-	1,500	1,500
Bank borrowings	2,498	(869)	1,629

	1 January 2024 S\$'000	Cash flows S\$'000	31 December 2024 S\$'000
Loans from related parties	1,500	-	1,500
Bank borrowings	1,629	(888)	741

	1 January 2025 S\$'000	Reassignment of debt S\$'000	Cash flows S\$'000	31 December 2025 S\$'000
Loans from related parties	1,500	(1,500)	-	-
Loan due to a third party	-	1,500	-	1,500
Bank borrowings	741	-	(741)	-

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

ASIABUILD METAL ENGINEERING PTE. LTD. and INTEGRATED ALUMINIUM PTE. LTD.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025

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

1. General corporate information

Asiabuild Metal Engineering Pte. Ltd. (the “Asiabuild”) is a private limited company, domiciled and incorporated in Singapore with its registered office address at 9 Defu South Street 1, Teambuild Connect, Singapore 533844 and principal place of business at 31 Tuas South Street 5, Singapore 637381. The Company’s registration number is 200901932W.

The principal activities of Asiabuild are those of general construction and manufacture of steel structural components.

Integrated Aluminium Pte. Ltd. (the “IAPL”) is a private limited company, domiciled and incorporated in Singapore with its registered office address at 9 Defu South Street 1, Teambuild Connect, Singapore 533844 and principal place of business at 31 Tuas South Street 5, Singapore 637381. The Company’s registration number is 201209800N.

The principal activities of IAPL are those of contractor for installation of aluminium and glass works.

Both Asiabuild and IAPL are owned by the same group of shareholders, who entered into a conditional sale and purchase agreement with GDS Global Limited (“GDS”) to dispose of the entire issued and fully paid-up ordinary shares of the Targets to GDS. These financial statements are the combined financial statements of Asiabuild and IAPL based on the summation of financial information and elimination of transactions and balances between the Targets.

The combined financial statements of the Combined Group for the financial year ended 31 December 2023, 2024 and 2025 were authorised for issue in accordance with a Directors’ resolution dated _____.

2. Material accounting policy information

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)s”) under the historical cost convention, except as disclosed in the material accounting policy information below.

These financial statements are the Asiabuild and IAPL’s first financial statements prepared in accordance with SFRS(I)s. Asiabuild and IAPL have previously prepared its financial statements in accordance with Financial Reporting Standards in Singapore (“FRSs”). As required by SFRS(I) 1 *First-time adoption of Singapore Financial Reporting Standards (International)*, the Combined Group have consistently applied the same accounting policies in its opening statement of financial position at 1 January 2023 and throughout all financial years presented, as if these policies had always been in effect subject to the mandatory exceptions under SFRS(I) 1. The transition to SFRS(I) do not have a material impact on the financial statements of the Combined Group.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025

2. Material accounting policy information (Continued)

2.1 Basis of preparation of financial statements (Continued)

The individual financial statements of each entity within the Combined Group are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The combined financial statements of the Combined Group are presented in Singapore dollar ("S\$") which is the functional currency of the Asiabuild and IAPL. The presentation currency for the combined financial statements and all values presented are rounded to the nearest thousand ("S\$'000") as indicated.

The preparation of financial statements in conformity with SFRS(I) requires the management to exercise judgement in the process of applying the Combined Group's accounting policies and requires the use of accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the end of the reporting period, and the reported amounts of revenue and expenses during the financial year. Although these estimates are based on management's best knowledge of historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances, actual results may ultimately differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the financial year in which the estimate is reviewed if the revision affects only that financial year, or in the financial year of the revision and future financial years if the revision affects both current and future financial years.

Estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are summarised below and detailed disclosures are included in the respective notes to the financial statements.

Management is of the opinion that there are no critical accounting judgements that have a significant effect on the amounts recognised in financial statements other than those involving estimation uncertainty as mentioned below.

Significant accounting estimates and assumptions used:

Revenue from contracts with customers

Estimation of total contract costs

The Combined Group uses contract costs incurred to date in proportion to total estimated contract costs of each contract ("input method") to account for its contract revenue. Where the outcome of the total contract costs are different from the original estimates, such differences will impact revenue and contract balances in the period in which such estimate has been changed. The carrying amounts of contract balances are disclosed in Note 7 to the financial statements.

Significant assumptions are used to estimate the total contract costs which will affect the revenue recognised to profit or loss. In making these estimates, management has relied on past experiences and expertise of the Combined Group's project team.

If total contract costs of ongoing contracts to be incurred had been higher or lower by 5% (2024: 5%, 2023: 5%) from management's estimates, the Combined Group's profit or loss would have been lower and higher by S\$543,000 (2024: S\$539,000, 2023: S\$230,000) respectively.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025

2. Material accounting policy information (Continued)

2.1 Basis of preparation of financial statements (Continued)

Significant accounting estimates and assumptions used: (Continued)

Loss allowance for trade receivables and contract assets

Trade receivables and contract assets

As at 31 December 2025, the Combined Group's trade receivables and contract assets amounted to S\$2,337,000 and S\$280,000 (2024: S\$1,407,000 and S\$1,078,000, 2023: S\$1,117,000 and S\$1,231,000) respectively. The Combined Group's receivables are with counterparties based in Singapore and mainly customers with similar credit profiles.

Expected credit loss model is initially based on the Combined Group's historical observed default rates. The Combined Group will calibrate the model to adjust historical credit loss experience with industry future outlook and credit rating of Singapore's economy. At each reporting period, historical default rates are updated and changes in the industry future outlook and credit rating of Singapore's economy are reassessed. The Combined Group also evaluates expected credit loss on credit impaired receivables separately at each reporting period.

There is no loss allowance for trade receivables (including retention sums) and contract assets as at 31 December 2023, 2024 and 2025. The Combined Group's credit risk exposure is set out in Note 19.1 to the financial statements.

Changes in accounting policies

New standards, amendments and interpretations effective from 1 January 2025

On 1 January 2025, the Combined Group adopted the new or amended SFRS(I) and interpretations to SFRS(I) that are mandatory for application for the financial year. The adoption of these standards did not result in significant changes to the Combined Group's accounting policies and had no material impact to the Group's financial statements

New standards, amendments and interpretations issued but not yet effective

There are a number of standards, amendments to standards, and interpretations that are effective in future accounting periods and the Combined Group has not decided to early adopt. The Combined Group does not expect any of these standards upon adoption will have a material impact to the Combined Group, except as disclosed below.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

2. Material accounting policy information (Continued)

2.1 Basis of preparation of financial statements (Continued)

Changes in accounting policies (Continued)

New standards, amendments and interpretations issued but not yet effective (Continued)

SFRS(I) 18 Presentation and Disclosure in Financial Statements

The SFRS(I) 18 replaces SFRS(I) 1-1 *Presentation of Financial Statements* and provides guidance on presentation and disclosure in financial statements, focus on the statement of profit or loss.

SFRS(I) 18 introduces:

- New structure on statement of profit or loss with defined subtotals;
- Disclosure related to management-defined performance measures (MPMs), which are measures of financial performance based on a total or sub-total required by accounting standards with adjustments made (e.g. 'adjusted profit or loss'). A reconciliation of MPMs to the nearest total or subtotal calculated in accordance with accounting standards; and
- Enhanced principles on aggregation and disaggregation of financial information which apply to the primary financial statements and notes in general.

SFRS(I) 18 will take effect on 1 January 2027 and management anticipates that the new requirements will change the current presentation and disclosure in the financial statements. An impact assessment regarding the adoption of SFRS(I) 18 is still underway and has not yet been completed.

2.2 Plant and equipment

Plant and equipment are initially recorded at cost. Subsequent to initial recognition, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any.

The cost of plant and equipment includes expenditure that is directly attributable to the acquisition of the items. Dismantlement, removal or restoration costs are included as part of the cost of plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the plant and equipment.

Subsequent expenditure relating to the plant and equipment that has already been recognised is added to the carrying amount of the asset when it is probable that the future economic benefits, in excess of the standard of performance of the assets before the expenditure was made, will flow to the Combined Group, and the cost can be reliably measured. Other subsequent expenditure is recognised as an expense during the financial year in which it is incurred.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in profit or loss in the financial year the asset is derecognised.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025

2. Material accounting policy information (Continued)

2.2 Plant and equipment (Continued)

Depreciation is calculated using straight-line method to allocate the depreciable amounts of the plant and equipment over their estimated useful lives as follows:

	Years
Plant and machinery	5
Motor vehicles	3 – 10
Office equipment	5
Computers	2

The residual value estimated useful lives and depreciation method are reviewed at each financial year end to ensure that the residual values, period of depreciation and depreciation method are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of plant and equipment.

2.3 Leases

As lessee

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- leases of low value assets; and
- leases with a duration of twelve months or less.

The payments for leases of low value assets and short-term leases are recognised as an expense on a straight-line basis over the lease term.

Initial measurement

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless this is not readily determinable, in which case the Combined Group's incremental borrowing rate on commencement of the lease is used.

Variable lease payments are only included in the measurement of the lease liability if it is depending on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying amount of lease liabilities also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Combined Group if it is reasonably certain to assess that option; and
- any penalties payables for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

2. Material accounting policy information (Continued)

2.3 Leases (Continued)

As lessee (Continued)

Initial measurement (Continued)

Right-of-use assets are initially measured at the amount of lease liabilities, reduced by any lease incentives received and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Combined Group is contractually required to dismantle, remove or restore the leased asset.

The Combined Group presents the right-of-use assets and lease liabilities separately from other assets and other liabilities in the consolidated statement of financial position.

Subsequent measurement

Right-of-use assets are subsequently measured at cost less any accumulated depreciation, any accumulated impairment loss and, if applicable, adjusted for any remeasurement of the lease liabilities. The right-of-use assets under cost model are depreciated on a straight-line basis over the shorter of either the remaining lease term or the remaining useful life of the right-of-use assets. If the lease transfers ownership of the underlying asset by the end of the lease term or if the cost of the right-of-use asset reflects that the Combined Group will exercise the purchase option, the right-of-use assets are depreciated over the useful life of the underlying asset.

The carrying amount of right-of-use assets are reviewed for impairment when events or changes in circumstances indicate that the right-of-use asset may be impaired. The accounting policy on impairment is as described in Note 2.4 to the financial statements.

Subsequent to initial measurement, lease liabilities are adjusted to reflect interest charged at a constant periodic rate over the remaining lease liabilities, lease payment made and if applicable, account for any remeasurement due to reassessment or lease modifications.

After the commencement date, interest on the lease liabilities and variable lease payments not included in the measurement of the lease liabilities are recognised in profit or loss, unless the costs are eligible for capitalisation in accordance with other applicable standards.

When the Combined Group revises its estimate of any lease term (i.e. probability of extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments over the revised term. The carrying amount of lease liabilities is similarly revised when the variable element of the future lease payment dependent on a rate or index is revised. In both cases, an equivalent adjustment is made to the carrying amount of the right-of-use assets. If the carrying amount of the right-of-use assets is reduced to zero and there is a further reduction in the measurement of lease liabilities, the remaining amount of the remeasurement is recognised directly in profit or loss.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

2. Material accounting policy information (Continued)

2.3 Leases (Continued)

As lessee (Continued)

Subsequent measurement (Continued)

When the Combined Group renegotiates the contractual terms of a lease with the lessor, the accounting treatment depends on the nature of the modification:

- If the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional right-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy;
- In all other cases where the renegotiation increases the scope of the lease (i.e. extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount;
- If the renegotiation results in a decrease in scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference being recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

For lease contracts that convey a right to use an identified asset and require services to be provided by the lessor, the Combined Group has elected to account for the entire contract as a lease. The Combined Group does not allocate any amount of contractual payments to, and account separately for, any services provided by the lessor as part of the contract.

2.4 Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment loss and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If any such indication exists, or when annual impairment testing for an asset is required, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that largely are independent from other assets and groups of assets. Impairment loss is recognised in profit or loss, unless it reverses a previous revaluation credited to other comprehensive income, in which case it is charged to other comprehensive income up to the amount of any previous revaluation.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

2. Material accounting policy information (Continued)

2.4 Impairment of non-financial assets (Continued)

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value in use. Recoverable amount is determined for individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, the recoverable amount is determined for the cash-generating unit to which the assets belong. The fair value less costs to sell is the amount obtainable from the sale of an asset or cash-generating unit in an arm's length transaction between knowledgeable, willing parties, less costs of disposal. Value in use is the present value of estimated future cash flows expected to be derived from the continuing use of an asset and from its disposal at the end of its useful life, discounted at pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the asset or cash-generating unit for which the future cash flow estimates have not been adjusted.

An assessment is made at the end of each reporting period as to whether there is any indication that an impairment loss recognised in prior periods for an asset may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. An impairment loss recognised in prior periods is reversed only if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised. Reversals of impairment loss are recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal in excess of impairment loss recognised in profit or loss in prior periods is treated as a revaluation increase. After such a reversal, the depreciation is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

2.5 Financial instruments

The Combined Group recognises a financial asset or a financial liability in its statement of financial position when, and only when, the Combined Group becomes a party to the contractual provisions of the instrument.

Financial assets

The Combined Group classifies its financial assets as measured at amortised cost. The classification depends on the Combined Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset. The Combined Group shall reclassify its affected financial assets when and only when the Combined Group changes its business model for managing these financial assets.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025

2. Material accounting policy information (Continued)

2.5 Financial instruments (Continued)

Financial assets (Continued)

Amortised cost

These assets arise principally from the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment. Interest income from these financial assets is included in interest income using the effective interest rate method.

Impairment provisions for trade receivables are recognised based on the simplified approach within SFRS(I) 9 using the lifetime expected credit losses. During this process, the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within other expenses in the statement of comprehensive income. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

At each of the reporting date, the Combined Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Combined Group on terms that the Combined Group would not consider otherwise;
- it is possible that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial liabilities.

Impairment provisions for non-trade receivables are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether at each reporting date, there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025

2. Material accounting policy information (Continued)

2.5 Financial instruments (Continued)

Financial assets (Continued)

Amortised cost (Continued)

From time to time, the Combined Group elects to renegotiate the terms of trade receivables due from customers with which it has previously had a good trading history. Such renegotiations will lead to changes in the timing of payments rather than changes to the amounts owed and, in consequence, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in the statement of comprehensive income (operating profit).

The Combined Group's financial assets measured at amortised cost comprise trade and other receivables and bank balances in the statement of financial position.

Derecognition of financial assets

The Combined Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Combined Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Ordinary shares are classified as equity and recognised at the fair value of the consideration received. Incremental costs directly attributable to the issuance of new equity instruments are shown in equity as a deduction from the proceeds.

Financial liabilities

The Combined Group classifies all financial liabilities as subsequently measured at amortised cost.

Trade and other payables

Trade and other payables, excluding goods and services tax payable, are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025

2. Material accounting policy information (Continued)

2.5 Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Bank borrowings

Bank borrowings are initially recognised at fair value, net of transaction costs and are subsequently measured at amortised cost, using the effective interest method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings using the effective interest method.

Bank borrowings are presented as current liabilities unless the Combined Group has an unconditional right to defer settlement for at least 12 months after the end of reporting period, in which case they are presented as non-current liabilities.

Derecognition of financial liabilities

The Combined Group derecognises financial liabilities when, and only when, the Combined Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount and the consideration paid is recognised in profit or loss.

2.6 Inventories

Inventories are stated at the lower of cost and net realizable value. Costs comprise direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in, first-out basis. Net realizable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution. Where necessary, the carrying values of inventories are adjusted to the lower of cost and net realisable value to account for obsolete, slow-moving and defective inventories.

2.7 Revenue recognition

Contract revenue

The Combined Group provides services in the installation of aluminium or glass works and steel structural components to customers through fixed-price contracts. Contract revenue is recognised when the Combined Group's performance obligation creates or enhances an asset that the customer controls as the asset is created or enhanced.

For these contracts, revenue is recognised over time by reference to the Combined Group's progress towards completion of the contract. The measure of progress is determined based on the proportion of contract costs incurred to date to the estimated total contract costs ("input method"). Costs incurred that are not related to the contract or do not contribute towards satisfying a performance obligation are excluded from the measure of progress and are expensed as incurred.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

2. Material accounting policy information (Continued)

2.7 Revenue recognition (Continued)

Contract revenue (Continued)

In some circumstances such as in the early stages of a contract where the Combined Group may not be able to reasonably measure its progress but expects to recover the contract costs incurred, contract revenue is recognised only to the extent of the contract costs incurred until such time when the Combined Group can reasonably measure its progress.

Contract modifications that do not add distinct goods or services are accounted for as a continuation of the original contract and the change is recognised as a cumulative adjustment to revenue at the date of modification.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in the profit or loss in the period in which the circumstances that give rise to the revision become known by management.

The period between the transfer of the promised services and customer payments may exceed one year. For such contracts, there is no significant financing component present as the payment terms is an industry practice to protect the customers from the performing entity's failure to adequately complete some or all of its obligations under the contract. As a consequence, the Combined Group does not adjust any of the transaction prices for the time value of money.

The customer is invoiced on a milestone payment schedule. If the value of the goods transferred by the Combined Group exceed the payments, a contract asset is recognised. If the payments exceed the value of the goods transferred, a contract liability is recognised.

Incremental costs of obtaining a construction contract are capitalised if these costs are recoverable. Costs incurred to fulfil a construction contract are capitalised only if the costs relate directly to the contract, generate or enhance resources used in satisfying future performance obligations, and are expected to be recovered. These costs would be amortised over the duration of the construction contract. Other costs are expensed as incurred.

Sale of materials

Revenue from sale of materials is recognised at a point in time when the performance obligation is satisfied by transferring promised goods to the customer. Control of goods is transferred to the customer, generally on delivery of goods.

A receivable is recognised by the Company when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Sale of scrap materials

Revenue is recognised at point in time when control of scrap materials has been transferred, being when the scrap materials are delivered to the customer, and there is no unfulfilled obligation that could affect the customer's acceptance of the scrap materials. Delivery occurs when scrap materials are being acknowledged by customer.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

2. Material accounting policy information (Continued)

2.8 Employee benefits

Defined contribution plan

Contributions to defined contribution plans are recognised as expenses in profit or loss in the same financial year as the employment that gives rise to the contributions.

Employee leave entitlements

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

2.9 Provisions

Provisions are recognised when the Combined Group has a present legal or constructive obligation as a result of a past event, it is probable that the Combined Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the financial year, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The increase in the provision due to the passage of time is recognised in the statement of comprehensive income as finance expense.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss when the changes arise.

2.10 Grants

Grants are recognised at the fair value where there is reasonable assurance that the grant will be received, and all attaching conditions will be complied with. Where the grants relate to expenditures, which are not capitalised, the fair value of grants are recognised in profit or loss over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate. Grants related to income are presented in profit or loss under "Other income". Grants related to an asset may be presented in the statement of financial position by deducting the grant in arriving at the carrying amount of the asset.

ASIABUILD METAL ENGINEERING PTE. LTD. and INTEGRATED ALUMINIUM PTE. LTD.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025

3. Plant and equipment

	Plant and machinery S\$'000	Motor vehicles S\$'000	Office equipment S\$'000	Computers S\$'000	Total S\$'000
Cost					
Balance as at 1 January 2023	430	367	9	23	829
Additions	-	-	-	14	14
Adjustments	(30)	-	-	-	(30)
Disposal	-	(67)	-	(7)	(74)
Balance as at 31 December 2023	400	300	9	30	739
Accumulated depreciation					
Balance as at 1 January 2023	366	260	9	23	658
Depreciation for the financial year	4	28	-	1	33
Disposal	-	(57)	-	(7)	(64)
Balance as at 31 December 2023	370	231	9	17	627
Net carrying amount					
Balance as at 31 December 2023	30	69	-	13	112

ASIABUILD METAL ENGINEERING PTE. LTD. and INTEGRATED ALUMINIUM PTE. LTD.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025

3. Plant and equipment (Continued)

	Plant and machinery S\$'000	Motor vehicles S\$'000	Office equipment S\$'000	Computers S\$'000	Total S\$'000
Cost					
Balance as at 1 January 2024	400	300	9	30	739
Disposal	(7)	-	-	(14)	(21)
Balance as at 31 December 2024	393	300	9	16	718
Accumulated depreciation					
Balance as at 1 January 2024	370	231	9	17	627
Depreciation for the financial year	3	21	-	6	30
Disposal	(7)	-	-	(14)	(21)
Balance as at 31 December 2024	366	252	9	9	636
Net carrying amount					
Balance as at 31 December 2024	27	48	-	7	82

ASIABUILD METAL ENGINEERING PTE. LTD. and INTEGRATED ALUMINIUM PTE. LTD.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025

3. Plant and equipment (Continued)

	Plant and machinery S\$'000	Motor vehicles S\$'000	Office equipment S\$'000	Computers S\$'000	Total S\$'000
Cost					
Balance as at 1 January 2025	393	300	9	16	718
Additions	9	33	-	-	42
Disposal	(40)	(69)	(4)	(1)	(114)
Balance as at 31 December 2025	362	264	5	15	646
Accumulated depreciation					
Balance as at 1 January 2025	366	252	9	9	636
Depreciation for the financial year	4	12	-	4	20
Disposal	(40)	(55)	(4)	(1)	(100)
Balance as at 31 December 2025	330	209	5	12	556
Net carrying amount					
Balance as at 31 December 2025	32	55	-	3	90

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

3. Plant and equipment (Continued)

Adjustment represents productivity solutions grant received from Enterprise Singapore for certain purchase of plant and machinery during financial year ended 2022. The Combined Group has complied with all the conditions of the incentive during the financial year and consequently, the Combined Group recognised the incentive as an adjustment to the cost of plant and machinery acquired.

For the purpose of statement of cash flows, the movement in plant and equipment during the financial year were financed as follows:

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Adjustment in relation to productivity solutions grant, representing cash received to acquire plant and equipment	30	-	-

4. Leases

The Combined Group leases motor vehicles with only fixed payments through the lease terms, that are finance by hire purchase agreement with financial institution. These motor vehicles are amortised based on an estimated useful life of 10 years.

Certain equipment leases by the Combined Group qualified for low value assets and the Combined Group also leases certain dormitory on a short-term basis in order to support the construction activity. The election of short-term leases is made by class of underlying assets with similar nature and use in the Combined Group's operation whereas the low-value lease exemption is made on lease-by-lease basis.

Right-of-use assets

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
At 1 January	-	-	-
Additions	-	-	211
Amortisation charge	-	-	(12)
At 31 December	-	-	199

The leases of the Combined Group are secured over the entire right-of-use assets. The motor vehicles are secured over the lease liabilities. These assets will be seized and returned to lessor in the event of default by the Combined Group.

As at 31 December 2025, the Combined Group has approximately Nil (2024: Nil, 2023: S\$65,000) of aggregate undiscounted commitments for short-term leases.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

4. Leases (Continued)

Lease liabilities

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
At 1 January	-	-	-
Additions	-	-	178
Interest expenses (Note 15)	-	-	3
Lease payments			
- Principal portion	-	-	(20)
- Interest portion	-	-	(3)
At 31 December	-	-	158

The total cash outflows for all leases including low value and short-term leases were S\$23,000 (2024: S\$65,000, 2023: S\$181,000).

The maturity analysis of lease liabilities of the Combined Group at each reporting date are as follows:

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Contractual undiscounted cash flows			
- Not later than a year	-	-	40
- Between one and two years	-	-	40
- Between two and five years	-	-	94
	-	-	174
Less: Future interest expense	-	-	(16)
Present value of lease liabilities	-	-	158
 Presented in combined statement of financial position			
- Non-current	-	-	125
- Current	-	-	33
	-	-	158

The currency profile of lease liabilities as at the end of the reporting period is Singapore dollar.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

5. Inventories

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Materials	149	-	128

The cost of inventories recognised as “cost of sales” line item in profit or loss for the financial year ended 31 December 2025 amounted to S\$257,651 (2024: S\$1,440,701, 2023: S\$377,963).

6. Trade and other receivables

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Trade receivables			
- third parties	138	561	452
- related parties	928	559	1,347
- retention sums	51	287	538
	1,117	1,407	2,337
Non-trade receivables			
- third parties	-	47	-
- related parties	3	2	-
Unbilled receivables	361	424	255
Accrued interest	1	1	-
Goods and service tax recoverable, net	26	-	-
Deposit receivables	35	-	-
	1,543	1,881	2,592

Trade receivables (excluding retention sums) are non-interest bearing and generally on 14 to 30 (2024: 14 to 30, 2023: 14 to 30) days credit terms.

As at 31 December 2025, retention sums held by customers for contract work amounted to S\$538,000 (2024: S\$287,000, 2023: S\$51,000). They have been classified as current assets as they are expected to be realised in the normal operating cycle of the Combined Group.

The non-trade amount due from related parties are unsecured, interest-free, repayable on demand and are expected to be settled in cash.

Unbilled receivables represent construction work certified by customer but unbilled at the end of the reporting period, and subject to immaterial credit loss.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

6. Trade and other receivables (Continued)

Movements in allowance for impairment loss on third parties (including retention sums) were as follows:

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Balance as at beginning of financial year	1,086	-	-
Bad receivables written off	(459)	-	-
Loss allowance recovered on trade receivables	(627)	-	-
Balance as at end of financial year	-	-	-

The Combined Group determined, by reference to past default experience and expected credit losses ("ECL"), which incorporate forward looking estimates. In calculating the ECL rates, the Combined Group considers historical loss rates for each aging bracket of customers and adjust for forward looking macroeconomic data that may affect the ability of the debtors to settle receivables.

The currency profile of trade and other receivables as at the end of the reporting period is Singapore dollar.

7. Contract assets and contract liabilities

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Contract assets			
- construction contracts	1,231	1,078	280
Contract liabilities			
- construction contracts	543	809	805

Contract assets are considered to be of low credit risk and subject to immaterial credit loss.

Movement in contract assets and contract liabilities during the financial year were as follows:

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Contract assets			
- Transferred to trade receivables	(1,195)	(1,231)	(1,078)
- Excess of revenue recognised over cash or progress billings	1,231	1,078	280
Contract liabilities			
- Amount recognised as revenue	1,206	543	809
- Cash received in advance of performance and not recognised as revenue	(543)	(809)	(805)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

7. Contract assets and contract liabilities (Continued)

The contract assets and contract liabilities arise from contracts for supply and installation of aluminium or glass works and steel structural components mainly due to the Combined Group's rights to consideration for work completed but not billed at the end of the reporting period and cumulative billings issued or payments received from customers at the end of the reporting period exceeding the value of services rendered.

Remaining performance obligations

Certain construction contracts have been entered into for which both:

- the original contractual period was greater than 12 months; and
- the Combined Group's right to consideration does not correspond directly with the performance.

As of 31 December 2025, the aggregate amount of the transaction price allocated to the remaining performance obligations is S\$18,295,842 (2024: S\$16,942,868, 2023: S\$20,229,167) and the Combined Group will recognise this revenue as the goods and services are delivered, which is expected to occur over the next 12 to 72 months (2024: 12 to 84 months, 2023: 12 to 60 months).

8. Cash and cash equivalents

Cash and cash equivalents comprised bank balances. The currency profile of bank balances as at the end of the reporting period is Singapore dollar.

9. Share capital

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Issued and fully-paid:			
At beginning and end of financial year	1,000	1,000	1,200
Issued during the financial year	-	200	-
At end of financial year	<u>1,000</u>	<u>1,200</u>	<u>1,200</u>

A total of 200,000 ordinary shares in IAPL was allotted for cash at a total consideration of S\$200,000 to members of the company on 8 October 2024.

The holders of the ordinary shares are entitled to receive dividends as and when declared by the Combined Group. All ordinary shares have no par value and carry one vote per share without restriction.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

10. Trade and other payables

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Non-current			
Loans due to related parties	1,500	-	-
Loan due to a third party	-	-	1,500
	<u>1,500</u>	<u>-</u>	<u>1,500</u>
Current			
Trade payables			
- third parties	1,771	903	1,361
- related parties	249	155	600
- retention sums	357	189	246
	<u>2,377</u>	<u>1,247</u>	<u>2,207</u>
Non-trade payables			
- related parties	69	-	-
- amount due to a director	32	32	-
- amount due to shareholders	868	868	900
Accrued expenses	707	657	691
Goods and services tax payable, net	48	80	127
	<u>4,101</u>	<u>2,884</u>	<u>3,925</u>
Loans due to related parties	-	1,500	-
	<u>4,101</u>	<u>4,384</u>	<u>3,925</u>
	<u><u>5,601</u></u>	<u><u>4,384</u></u>	<u><u>5,425</u></u>

Trade payables (excluding retention sums) are non-interest bearing and generally on 14 to 90 (2024: 14 to 90, 2023: 14 to 90) days terms.

Retention sums are due for settlement after more than 12 months. They have been classified as current liabilities because they are expected to be realised in the normal operating cycle of the Group.

At 31 December 2024 and 31 December 2023, the non-trade amounts due to a director and shareholders are unsecured, interest-free, repayable on demand and were expected to be settled in cash.

At 31 December 2024 and 31 December 2023, the loans due to related parties are unsecured, bear interest ranging from 5.39% to 5.44% per annum and were repayable between 2 January 2025 to 1 May 2025.

During the financial year, the aggregate non-trade amounts due to a director and shareholders, together with loans due to related parties totalling S\$2,400,000 are being assigned to one of the shareholders and a private investor through a deed of assignment.

The non-trade amount due to a shareholder of S\$900,000 is unsecured, interest free, repayable on demand and expected to be settled in cash.

The loan due to the third-party private investor of S\$1,500,000 is unsecured, bear interest ranging from 4.27% to 4.30% per annum and repayable in cash between 2 January 2027 to 14 February 2027.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

10. Trade and other payables (Continued)

On 1 December 2025, the Combined Group's shareholders entered into conditional sales and purchase agreement to dispose of the entire shareholding of the Combined Group to GDS Global Limited. As part of the proposed transaction, the outstanding loan of S\$2,400,000 will be acquired by GDS Global Limited and settled by way of the allotment and issuance of 30,000,000 new shares of GDS Global Limited at a fixed issue price of S\$0.08 per share to the shareholder and investor.

The currency profile of trade and other payables as at the end of the reporting period is Singapore dollar.

11. Provision for other liabilities

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Provision for onerous contracts	123	1	-

Movement in provision for onerous contracts was as follows:

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Balance as at beginning of financial year	294	123	1
Credited to profit or loss	(171)	(122)	(1)
Balance as at end of financial year	123	1	-

Provision for onerous contracts related to obligations arising due to contracts where there are unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from the contract.

12. Bank borrowings

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Current			
Term loan	887	741	-
Non-current			
Term loan	742	-	-
	1,629	741	-

The effective interest is 2.0% (2024: 2.0%, 2023: 2.0%) per annum.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

12. Bank borrowings (Continued)

As at the end of the reporting period, the Combined Group has banking facilities as follows:

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Banking facilities granted	5,000	4,000	500
Banking facilities utilised	3,650	3,500	-

As at 31 December 2023, 2024 and 2025, banking facilities granted were secured by personal guarantees from one of the shareholders of the Combined Group. The borrowings comprised two separate facility requires the Combined Group to service a 12 month interest servicing period. After this period, the repayment is to be made via 48 monthly equal instalments from August 2021 and January 2022 to July 2025 and December 2025 respectively. Both facilities are fully settled before the end of 31 December 2025.

During the financial year ended 31 December 2023, Asiabuild breached the bank covenant by not maintaining a minimum tangible net worth of at least S\$2,000,000 at all times but it has obtained a one-time wavier for this breach of financial covenant for the financial year ended 31 December 2023.

The bank covenant was revised by the bank during the financial year ended 31 December 2024 to maintain positive tangible net worth at all times. Consequently, there was no breach of bank covenant for the financial year ended 31 December 2024.

Management estimates that the carrying amount of bank borrowings approximate their fair value as the lending rate for similar type of lending arrangement are not materially different from the rate obtained by the Combined Group.

The currency profile of bank borrowings as at the end of the reporting period is Singapore dollar.

13. Revenue

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Contract revenue – overtime	8,425	11,607	11,840
Sale of materials – at point in time	-	-	293
	8,425	11,607	12,133

The Combined Group's revenue is entirely generated in Singapore from the provision of installation for aluminium or glass works and steel structural components at customer's sites.

For the financial year ended 31 December 2025, the Combined Group also recognised revenue from the supply of aluminium doors and accessories to customers in Singapore.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

14. Other income

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Administrative income	1	-	-
Government grants	29	15	20
Gain on disposal of plant and equipment	2	-	-
Waiver of interest expense	-	69	-
Interest income	12	17	21
Sale of scrap material	127	52	47
	<u>171</u>	<u>153</u>	<u>88</u>

During the financial year ended 31 December 2024, the Combined Group received a waiver of interest expense amounting to S\$69,000 arising from loans due to related parties of S\$1,500,000 (Note 10). The waiver was granted by the lenders as a relief measure in response to the economic impact of COVID-19.

15. Finance costs

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Interest expenses			
- bank borrowings	40	23	7
- loans due to related parties	69	-	-
- lease liabilities	-	-	3
	<u>109</u>	<u>23</u>	<u>10</u>

16. Profit before income tax

In addition to the charges and credits disclosed elsewhere in the notes to the financial statements, the above includes the following charges/(credits):

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
<i>Cost of sales</i>			
Subcontractor costs	1,997	2,063	4,288
Lease expenses on:			
- Short-term leases	179	65	-
- Low value leases	2	-	-
Write back of provision for onerous contracts	<u>(171)</u>	<u>(122)</u>	<u>(1)</u>
<i>Administrative expenses</i>			
Depreciation of plant and equipment	33	30	20
Amortisation of right-of-use assets	-	-	12
Management fee expense	<u>345</u>	<u>232</u>	<u>245</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

16. Profit before income tax (Continued)

In addition to the charges and credits disclosed elsewhere in the notes to the financial statements, the above includes the following charges/(credits): (Continued)

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
<i>Other losses</i>			
Loss on disposal of plant and equipment	-	-	3
<i>Employee benefits expense</i>			
- Salaries, wages, bonuses and other staff benefits	2,073	2,157	2,117
- Contributions to defined contribution plans	126	143	128
	<u>2,199</u>	<u>2,300</u>	<u>2,245</u>

The employee benefits expenses are recognised in the following line items of profit or loss:

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Cost of sales	1,458	1,535	1,478
Administrative expenses	741	765	767
	<u>2,199</u>	<u>2,300</u>	<u>2,245</u>

17. Income tax

There was no income tax expense as the Combined Group had no chargeable income for the financial year.

The income tax in profit or loss varied from the amount of income tax amount determined by applying the Singapore statutory income tax rate of 17% (2023: 17%) to profit before income tax as a result of the following differences:

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Profit before income tax	<u>112</u>	<u>1,903</u>	<u>1,625</u>
Income tax calculated at Singapore's statutory income tax rate of 17% (2024: 17%, 2023: 17%)	19	324	276
Tax effect of non-deductible expenses	3	1	2
Tax effect of non-taxable incomes	-	(3)	(4)
Deferred tax assets not recognised	7	-	-
Utilisation of previously unrecognised deferred tax asset	<u>(29)</u>	<u>(322)</u>	<u>(274)</u>
	<u>-</u>	<u>-</u>	<u>-</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

17. Income tax (Continued)

Unrecognised deferred tax assets

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Balance as at beginning of financial year	1,337	1,311	1,007
Reassessment of unrecognised deferred tax assets in prior financial year	(4)	18	(2)
Deferred tax assets not recognised	7	-	-
Utilisation of previously unrecognised deferred tax asset	(29)	(322)	(274)
Balance as at end of financial year	1,311	1,007	731

Unrecognised deferred tax assets are attributable to the following temporary differences computed at statutory income tax rate of 17% (2024: 17%, 2023: 17%):

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Unutilised tax losses	1,223	939	650
Unabsorbed capital allowance	58	49	84
Leases	-	-	(7)
Lease assets	-	-	(34)
Lease liabilities	-	-	27
Others	30	19	4
	1,311	1,007	731

As at 31 December 2025, the Combined Group has unutilised tax losses and capital allowance of approximately S\$3,822,000 (2024: S\$5,523,000, 2023: S\$7,193,000) and S\$495,000 (2024: S\$291,000, 2023: S\$342,000) available for set-off against future taxable profits subject to the agreement by the tax authority and the provisions of the Singapore Income Tax Act.

These deferred tax assets have not been recognised due to potential change in shareholders (2023: as there is no certainty that there will be sufficient future taxable profits) to realise these future benefits.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

18. Significant related party transactions

For the purpose of these financial statements, parties are considered to be related to the Combined Group if the Combined Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Combined Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

In addition to the related party information disclosed elsewhere in the financial statements, the following were significant related party transactions during the financial year based on the terms and rates agreed between the Combined Group and its related parties:

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
With related parties			
Supply of subcontractor services	6,295	7,030	7,081
Supply of materials and services	71	22	312
Purchase of materials and services	600	781	810
Purchase of subcontractor services	-	27	1,335
Loans from	1,500	-	-
Management fee expense	345	232	245
Loan interest expense	69	-	-
Waiver of interest expense (Note 14)	-	69	-
Payment on behalf of	10	26	19
Payment on behalf by	2,147	1,840	1,784

Compensation of key management personnel

Key management personnel are Directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Combined Group, directly and indirectly.

The remuneration of the key management personnel who are also the Director during the financial year were as follows:

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Directors' fee	11	15	20
Salaries and bonus	-	-	36
Contribution to defined contribution plan	-	-	3
	11	15	59

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

19. Financial instruments, financial risks and capital management

The Combined Group's activities expose it to credit risk and liquidity risk arising in the ordinary course of business. The Combined Group is not exposed to foreign currency risk as most transactions are transacted in Singapore dollar. The Combined Group's overall risk management strategy seeks to minimise adverse effects from the volatility of financial markets on the Combined Group's financial performance.

The Directors are responsible for setting the objectives and underlying principles of financial risk management for the Combined Group. Management then establishes the detailed policies such as risk identification and measurement, exposure limits and hedging strategies, in accordance with the objectives and underlying principles approved by the Directors.

There has been no change to the Combined Group's exposures to these financial risks or the manner in which it manages and measures the risk. The Combined Group does not hold or issue derivative financial instruments for trading purposes or to hedge against fluctuations, if any, in interest rate and foreign exchange rate.

19.1 Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in a loss to the Combined Group. The Combined Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Combined Group has performed on-going credit evaluation of its counterparties' financial condition and generally do not require collaterals. The Combined Group manages this risk by monitoring credit ratings and limiting the aggregate financial exposure to any individual counterparty.

As at 31 December 2025, the Combined Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics except for trade amounts due from related parties representing 58% (2024: 40%, 2023: 83%) of total trade receivables.

The carrying amount of financial assets recorded in the financial statement, grossed up for any allowances for losses, represent the Combined Group's maximum exposure to credit risks.

The Combined Group's major classes of financial assets are trade and other receivables and cash and cash equivalents.

Trade receivables that are neither past due nor impaired are substantially companies with good collection track record with the Combined Group.

As at the end of the reporting period, the aging profile of the Combined Group's trade receivables that were past due but not impaired:

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Past due 1 to 30 days	11	251	76
Past due 31 to 60 days	35	13	-

NOTES TO THE FINANCIAL STATEMENTS
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19. Financial instruments, financial risks and capital management (Continued)

19.1 Credit risk (Continued)

For non-trade amounts due from related parties, the Directors have taken into account information that Directors have available internally about these related parties' past, current and expected operating performance and cash flow position.

The Directors monitor and assess at each reporting date on whether there is any indicator of significant increase in credit risk on the amounts due from the related parties, by reviewing their financial performance and results. The risk of default is considered to be minimal as these related parties have sufficient liquid assets and cash and bank balances to repay their debts. Therefore, amount due from related parties are subject to immaterial credit loss.

Cash and cash equivalents

Credit risk also arises from bank balances with banks and financial institutions. For banks and financial institutions, only independently rated parties with minimum rating of "A-" are accepted, and hence, subjected to immaterial credit loss.

19.2 Liquidity risk

Liquidity risk refers to the risk in which the Combined Group encounters difficulties in meeting its short-term obligations. Liquidity risk is managed by matching the payment and receipt cycle.

The Combined Group actively manages its operating cash flows so as to ensure that all payment obligations needs are met. As part of its overall prudent liquidity management, the Combined Group maintains sufficient levels of cash to meet working capital requirements.

Contractual maturity analysis

The following table details the Combined Group's remaining contractual maturity for its non-derivative financial instruments. The table has been drawn up based on undiscounted cash flows of financial instruments based on the earlier of the contractual date or when the Combined Group is expected to pay.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025

19. Financial instruments, financial risks and capital management (Continued)

19.2 Liquidity risk (Continued)

Contractual maturity analysis (Continued)

	Within one financial year S\$'000	After one financial year but within five financial years S\$'000	Total S\$'000
2023			
Financial liabilities			
Trade and other payables	4,053	-	4,053
Loans due to related parties	81	1,512	1,593
Bank borrowings	911	749	1,660
Total undiscounted financial liabilities	5,045	2,261	7,306
2024			
Financial liabilities			
Trade and other payables	2,804	-	2,804
Loans due to related parties	1,512	-	1,512
Bank borrowings	748	-	748
Total undiscounted financial liabilities	5,064	-	5,064
2025			
Financial liabilities			
Trade and other payables	3,798	-	3,798
Loan due to a third party	64	1,504	1,568
Lease liabilities	40	134	174
Total undiscounted financial liabilities	3,902	1,638	5,540

19.3 Capital management policies and objectives

The Combined Group manages its capital to ensure that the Combined Group is able to continue as a going concern and maintains an optimal capital structure so as to maximise shareholder's value. In order to maintain or adjust the capital structure, the Combined Group may return capital to shareholders or issue new shares.

The capital structure of the Combined Group consists of ordinary share capital of the companies.

The Directors constantly review the capital structure to ensure the Combined Group is able to service any debt obligations (include principal repayment and interests) based on its operating cash flows. The Combined Group's overall strategy remains unchanged during the financial years ended 31 December 2025, 31 December 2024 and 31 December 2023.

As at the end of the reporting period, the Combined Group is not subject to externally imposed capital requirements except as disclosed in Note 12 to the financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, 2024 AND 2025**

19. Financial instruments, financial risks and capital management (Continued)

19.4 Fair value of financial assets and financial liabilities

The carrying amounts of the current financial assets and current financial liabilities approximate their respective fair value due to the relatively short-term maturity of these financial instruments.

The fair value of non-current financial liability in relation to bank borrowings is disclosed in Note 12 to the financial statements.

19.5 Categories of financial instruments

The following table sets out the financial instruments as at the end of the reporting period:

	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Financial assets			
At amortised cost	3,046	3,593	6,140
Financial liabilities			
At amortised cost	7,182	5,045	5,456

20. Convergence to SFRS(I)

The Combined Group has transited to SFRS(I) on 1 January 2025. In transiting to SFRS(I), the Combined Group is required to apply all of the specific transition requirements under SFRS(I) 1 *First-time Adoption of SFRS(I)*.

The accounting policies set out in Notes to the financial statements comply with SFRS(I) effective on 1 January 2025. These accounting policies have been applied in preparing the financial statements of the Group for the financial year ended 31 December 2025, as well as comparative information presented in these financial statements for the financial year ended 31 December 2024, 31 December 2023 and in the preparation of the opening statements of financial position at 1 January 2023 ("date of transition").

There are no changes to amounts reported under FRSs on the transition to SFRS(I). Accordingly, reconciliation statements from previously reported FRS amounts are not presented for equity as at date of transition (1 January 2023) and as at end of last financial period under FRS (31 December 2023), and for total comprehensive income and cash flows reported for the last financial period under FRS (for the year ended 31 December 2023) as there were no changes compared to amounts previously reported.

**APPENDIX G – INDEPENDENT AUDITORS' ASSURANCE REPORT AND UNAUDITED PRO
FORMA CONSOLIDATED FINANCIAL INFORMATION OF THE ENLARGED GROUP FOR THE
FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

**APPENDIX G – INDEPENDENT AUDITORS’ ASSURANCE REPORT AND
UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION OF
ENLARGED GROUP FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

**GDS Global Limited
And its subsidiaries**

Unaudited Pro Forma Consolidated Financial Information
For the financial year ended 30 September 2025

**INDEPENDENT AUDITORS' ASSURANCE REPORT ON THE COMPILATION OF
UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION FOR
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

The Board of Directors
GDS Global Limited
86 International Road
Singapore 629176

**Report on the compilation of unaudited pro forma consolidated financial information
included in the Circular to shareholders of GDS Global Limited**

We have completed our assurance engagement to report on the compilation of unaudited pro forma consolidated financial information of GDS Global Limited (the "Company") and its subsidiaries (the "Group") in connection with the proposed acquisition by the Company of the entire issued and paid-up capital of Asiabuild Metal Engineering Pte. Ltd. ("Asiabuild") and Integrated Aluminium Pte. Ltd. ("IAPL", together with Asiabuild, the "Targets").

The unaudited pro forma consolidated financial information consists of the unaudited pro forma consolidated statement of financial position as at 30 September 2025, unaudited pro forma consolidated statement of comprehensive income and consolidated statement of cash flows for the financial year ended 30 September 2025 of the Group and the Targets (collectively referred to as the "Enlarged Group"), and related notes as set out on pages G-6 to G-20 of the circular issued by the Company. The applicable criteria on the basis of which the management has compiled the unaudited pro forma consolidated financial information are described in Note 5.

The unaudited pro forma consolidated financial information has been compiled by the management to illustrate the impact of the significant events (the "Significant Events") set out in Note 3 on:

- (i) the financial position of the Enlarged Group as at 30 September 2025 as if the Significant Events had taken place on 30 September 2025; and
- (ii) the financial performance and cash flows of the Enlarged Group for the financial year ended 30 September 2025 as if the Significant Events had taken place on 1 October 2024.

As part of this process, information about the unaudited pro forma financial information in respect of the Group and the Targets has been extracted by Directors of the Company from the following:

- (i) Audited consolidated financial statements of the Group for the financial year ended 30 September 2025 on which an audit report has been published.
- (ii) Audited combined financial statements of the Targets for the financial year ended 31 December 2025 on which an audit report has been published.



**INDEPENDENT AUDITORS' ASSURANCE REPORT ON THE COMPILATION OF
UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION FOR
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025 (Continued)**

Management's responsibility for the unaudited pro forma consolidated financial information

Management is responsible for compiling the unaudited pro forma consolidated financial information on the basis as described in Note 5.

Our independence and quality control

We have complied with the independence and other ethical requirement of the Accounting and Corporate Regulatory Authority *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities*, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies Singapore Standard on Quality Management 1 which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditors' responsibilities

Our responsibility is to express an opinion about whether the unaudited pro forma consolidated financial information has been compiled, in all material respects, by the management on the basis of the as described in Note 5.

We conducted our engagement in accordance with Singapore Standard on Assurance Engagements ("SSAE") 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the Institute of Singapore Chartered Accountants. This standard requires that the auditors plan and perform procedures to obtain reasonable assurance about whether the management has compiled, in all material respects, the unaudited pro forma consolidated financial information on the basis of the applicable criteria as described in Note 5.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma consolidated financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma consolidated financial information.

The purpose of unaudited pro forma consolidated financial information included in the circular is solely to illustrate the impact of the significant event or transaction on unadjusted financial information of the Enlarged Group as if the events had occurred or the transactions had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the events or transactions at the respective dates would have been as presented.

**INDEPENDENT AUDITORS' ASSURANCE REPORT ON THE COMPILATION OF
UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION FOR
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025 (Continued)**

Auditors' responsibilities (Continued)

A reasonable assurance engagement to report on whether the unaudited pro forma consolidated financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the management in the compilation of the unaudited pro forma consolidated financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The unaudited pro forma consolidated financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the practitioner's judgement, having regard to the auditors' understanding of the nature of the Enlarged Group, the event or transaction in respect of which the unaudited pro forma consolidated financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma consolidated financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) The unaudited pro forma consolidated financial information has been compiled:
 - (i) in a manner consistent with the accounting policies adopted by the Group, which are in accordance with Singapore Financial Reporting Standards (International); and
 - (ii) on the basis of the applicable criteria stated in Note 5 of the unaudited pro forma consolidated financial information.
- (b) each material adjustment made to the information used in the preparation of the unaudited pro forma consolidated financial information is appropriate for the purpose of preparing such unaudited consolidated financial information.



**INDEPENDENT AUDITORS' ASSURANCE REPORT ON THE COMPILATION OF
UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION FOR
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025 (Continued)**

Restriction on distribution and use

This report is made solely to you as a body and for inclusion in the Circular of the Company to be issued in connection with the Proposed Acquisition and should not be used for any other purpose.

BDO LLP

Public Accountants and
Chartered Accountants

Singapore

**GDS GLOBAL LIMITED
AND ITS SUBSIDIARIES**

**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2025**

	2025 S\$'000
ASSETS	
Current assets	
Cash and cash equivalents	14,583
Trade and other receivables	6,848
Contract assets	2,176
Inventories	2,792
Total current assets	<u>26,399</u>
Non-current assets	
Property, plant and equipment	884
Right-of-use assets	3,994
Intangible assets	30,531
Trade and other receivables	69
Total non-current assets	<u>35,478</u>
Total assets	<u>61,877</u>
LIABILITIES AND EQUITY	
Current liabilities	
Trade and other payables	8,303
Contract liabilities	1,353
Lease liabilities	1,582
Income tax payable	128
Total current liabilities	<u>11,366</u>
Non-current liabilities	
Deferred contingent consideration	18,000
Convertible bonds	3,174
Lease liabilities	3,135
Other payables	21
Deferred tax liabilities	4
Total non-current liabilities	<u>24,334</u>
Total liabilities	<u>35,700</u>
Capital, reserves and non-controlling interests	
Share capital	26,362
Reserves	<u>(1,775)</u>
Equity attributable to owners of the Company	24,587
Non-controlling interests	1,590
Total equity	<u>26,177</u>
Total liabilities and equity	<u>61,877</u>

**GDS GLOBAL LIMITED
AND ITS SUBSIDIARIES**

**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

	2025 S\$'000
Revenue	34,927
Cost of sales	<u>(24,674)</u>
Gross profit	10,253
<i>Other items of income</i>	
Other income	512
Interest revenue	<u>52</u>
	564
<i>Other items of expenses</i>	
Marketing and distribution expenses	(941)
Administrative expenses	(7,405)
Other operating expenses	(1,812)
Other losses	(9)
Finance costs	<u>(232)</u>
Profit before income tax	418
Income tax expense	<u>(96)</u>
Profit for the financial year, representing total comprehensive income for the year	<u>322</u>
Profit/(Loss) attributable to:	
- Owners of the Company	(4)
- Non-controlling interests	<u>326</u>
	<u>322</u>
Total comprehensive income/(loss) attributable to:	
- Owners of the Company	(4)
- Non-controlling interests	<u>326</u>
	<u>322</u>
Basic loss per share (cents)	<u>(0.00)</u>
Diluted loss per share (cents)	<u>(0.00)</u>

**GDS GLOBAL LIMITED
AND ITS SUBSIDIARIES**

**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

	2025 S\$'000
Operating activities	
Profit before income tax	418
Adjustments for:	
Interest income	(52)
Interest expenses on convertible bonds	99
Interest expenses on lease liabilities	126
Interest expenses on bank borrowings	7
Depreciation of property, plant and equipment	429
Depreciation of right-of-use assets	1,387
Amortisation of intangible assets	123
Intangible assets written off	37
Allowance for inventory obsolescence, net	16
Loss on disposal of plant and equipment	3
Net foreign exchange loss	4
Gain on liquidation of subsidiary	(184)
Amortisation of deferred grant income	(30)
Write back of provision for onerous contracts	(1)
Operating cash flows before working capital changes	2,382
Inventories	(786)
Trade and other receivables	(2,263)
Contract assets	75
Trade and other payables	4,230
Contract liabilities	151
Cash generated from operations	3,789
Interest paid on lease liabilities	(126)
Interest paid on convertible bonds	(85)
Interest paid on bank borrowings	(7)
Income tax paid	(86)
Net cash from operating activities	3,485

**GDS GLOBAL LIMITED
AND ITS SUBSIDIARIES**

**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

	2025 S\$'000
Investing activities	
Purchase of property, plant and equipment	(323)
Purchase of right-of-use assets	(33)
Proceeds from disposal of property, plant and equipment	11
Interest received	53
Net cash flow from liquidation of subsidiary	(25)
Net cash from acquisition of subsidiaries	1,712
Net cash from investing activities	<u>1,395</u>
Financing activities	
Repayment of lease liabilities	(1,533)
Proceeds from issuance of placement	4,080
Proceeds from exercise of warrants	397
Proceeds from issue of convertible bonds	3,200
Repayment of bank borrowings	(741)
Net cash from financing activities	<u>5,403</u>
Net change in cash and cash equivalents	10,283
Cash and cash equivalents at beginning of financial year	4,302
Effects of foreign exchange rate changes on cash	(2)
Cash and cash equivalents at end of financial year	<u><u>14,583</u></u>

**GDS GLOBAL LIMITED
AND ITS SUBSIDIARIES**

**STATEMENT OF ADJUSTMENTS FOR THE UNAUDITED PRO FORMA CONSOLIDATED
STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2025**

As At 30 September 2025

	The Group as at 30 September 2025 S\$'000	Targets' Combined Financials as at 31 December 2025 S\$'000	Note	Pro forma adjustments S\$'000	Unaudited pro forma consolidated statement of financial position S\$'000
ASSETS					
Current assets					
Cash and cash equivalents	6,594	3,548	6.2, 6.3	4,441	14,583
Trade and other receivables	4,254	2,594		-	6,848
Contract assets	1,896	280		-	2,176
Inventories	2,664	128		-	2,792
Total current assets	15,408	6,550		4,441	26,399
Non-current assets					
Property, plant and equipment	794	90		-	884
Right-of-use assets	3,795	199		-	3,994
Intangible assets	982	-	6.1	29,549	30,531
Trade and other receivables	69	-		-	69
Total non-current assets	5,640	289		29,549	35,478
Total assets	21,048	6,839		33,990	61,877
LIABILITIES AND EQUITY					
Current liabilities					
Trade and other payables	3,778	3,925	6.1	600	8,303
Contract liabilities	548	805		-	1,353
Lease liabilities	1,549	33		-	1,582
Income tax payable	128	-		-	128
Total current liabilities	6,003	4,763		600	11,366
Non-current liabilities					
Deferred contingent consideration	-	-	6.1	18,000	18,000
Loan due to a third party	-	1,500	6.1	(1,500)	-
Convertible bonds	3,174	-		-	3,174
Lease liabilities	3,010	125		-	3,135
Other payables	21	-		-	21
Deferred tax liabilities	4	-		-	4
Total non-current liabilities	6,209	1,625		16,500	24,334
Total liabilities	12,212	6,388		17,100	35,700

**GDS GLOBAL LIMITED
AND ITS SUBSIDIARIES**

**STATEMENT OF ADJUSTMENTS FOR THE UNAUDITED PRO FORMA CONSOLIDATED
STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2025**

As At 30 September 2025

	The Group as at 30 September 2025 S\$'000	Targets' Combined Financials as at 31 December 2025 S\$'000	Note	Pro forma adjustments S\$'000	Unaudited pro forma consolidated statement of financial position S\$'000
Capital, reserves and non- controlling interests					
Share capital	7,521	1,200	6.1, 6.2, 6.3	17,641	26,362
Reserves	(275)	-	6.1	(1500)	(1,775)
Accumulated losses	-	(749)	6.1	749	-
Equity attributable to owners of the Company	7,246	451		16,890	24,587
Non-controlling interests	1,590	-		-	1,590
Total equity	8,836	451		16,890	26,177
Total liabilities and equity	21,048	6,839		33,990	61,877

**GDS GLOBAL LIMITED
AND ITS SUBSIDIARIES**

**STATEMENT OF ADJUSTMENTS FOR THE UNAUDITED PRO FORMA CONSOLIDATED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

For The Financial Year Ended 31 September 2025

	The Group for the year ended 30 September 2025 S\$'000	Targets' Combined Financials for the year ended 31 December 2025 S\$'000	Note	Pro forma adjustments S\$'000	Unaudited pro forma consolidated statement of comprehensive income S\$'000
Revenue	22,794	12,133		-	34,927
Cost of sales	(15,289)	(9,385)		-	(24,674)
Gross profit	7,505	2,748		-	10,253
Other items of income					
Other income	445	67		-	512
Interest revenue	31	21		-	52
Items of expense					
Marketing and distribution expenses	(941)	-		-	(941)
Administrative expenses	(6,207)	(1,198)		-	(7,405)
Other operating expenses	(312)	-	6.1	(1,500)	(1,812)
Other losses	(6)	(3)		-	(9)
Finance costs	(222)	(10)		-	(232)
Profit before income tax	293	1,625		(1,500)	418
Income tax expense	(96)	-		-	(96)
Profit for the financial year, representing total comprehensive income for the year	197	1,625		(1,500)	322
Profit/(Loss) attributable to:					
Owners of the Company	(129)	1,625	6.1	(1,500)	(4)
Non-controlling interests	326	-		-	326
	<u>197</u>	<u>1,625</u>		<u>(1,500)</u>	<u>322</u>
Total comprehensive income/(loss) attributable to:					
Owners of the Company	(129)	1,625	6.1	(1,500)	(4)
Non-controlling interests	326	-		-	326
	<u>197</u>	<u>1,625</u>		<u>(1,500)</u>	<u>322</u>

**GDS GLOBAL LIMITED
AND ITS SUBSIDIARIES**

**STATEMENT OF ADJUSTMENTS FOR THE UNAUDITED PRO FORMA CONSOLIDATED
STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

For The Financial Year Ended 30 September 2025

	The Group for the year ended 30 September 2025 S\$'000	Targets' Combined Financials for the year ended 31 December 2025 S\$'000	Note	Pro forma adjustments S\$'000	Unaudited pro forma consolidated statement of cash flows S\$'000
Operating activities					
Profit before income tax	293	1,625	6.1	(1,500)	418
Adjustments for:					
Interest income	(31)	(21)		-	(52)
Interest expenses on convertible bonds	99	-		-	99
Interest expenses on lease liabilities	123	3		-	126
Interest expenses on bank borrowings	-	7		-	7
Depreciation of property, plant and equipment	409	20		-	429
Depreciation of right-of-use assets	1,375	12		-	1,387
Amortisation of intangible assets	123	-		-	123
Intangible assets written off	37	-		-	37
Allowance for inventory obsolescence, net	16	-		-	16
Loss on disposal of plant and equipment	-	3		-	3
Net foreign exchange loss	4	-		-	4
Gain on liquidation of subsidiary	(184)	-		-	(184)
Amortisation of deferred grant income	(30)	-		-	(30)
Write back of provision for onerous contracts	-	(1)		-	(1)
Operating cash flows before working capital changes	2,234	1,648		(1,500)	2,382
Inventories	(658)	(128)		-	(786)
Trade and other receivables	(1,557)	(706)		-	(2,263)
Contract assets	(723)	798		-	75
Trade and other payables	1,689	1,041	6.1	1,500	4,230
Contract liabilities	155	(4)		-	151
Cash generated from operations	1,140	2,649		-	3,789
Interest paid on lease liabilities	(123)	(3)		-	(126)
Interest paid on convertible bonds	(85)	-		-	(85)
Interest paid on bank borrowings	-	(7)		-	(7)
Income tax paid	(86)	-		-	(86)
Net cash from operating activities	846	2,639		-	3,485

**GDS GLOBAL LIMITED
AND ITS SUBSIDIARIES**

**STATEMENT OF ADJUSTMENTS FOR THE UNAUDITED PRO FORMA CONSOLIDATED
STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

For The Financial Year Ended 30 September 2025

	The Group for the year ended 30 September 2025 S\$'000	Targets' Combined Financials for the year ended 31 December 2025 S\$'000	Note	Pro forma adjustments S\$'000	Unaudited pro forma consolidated statement of cash flows S\$'000
Investing activities					
Purchase of property, plant and equipment	(281)	(42)		-	(323)
Purchase of right-of-use assets	-	(33)		-	(33)
Proceeds from disposal of property, plant and equipment	-	11		-	11
Interest received	31	22		-	53
Net cash flow from liquidation of subsidiary	(25)	-		-	(25)
Net cash from acquisition of subsidiaries	-	-	6.1	1,712	1,712
Net cash from investing activities	<u>(275)</u>	<u>(42)</u>		<u>1,712</u>	<u>1,395</u>
Financing activities					
Repayment of lease liabilities	(1,513)	(20)			(1,533)
Proceeds from issuance of placement	-	-	6.3	4,080	4,080
Proceeds from exercise of warrants	36	-	6.2	361	397
Proceeds from issue of convertible bonds	3,200	-		-	3,200
Repayment of bank borrowings	-	(741)		-	(741)
Net cash from financing activities	<u>1,723</u>	<u>(761)</u>		<u>4,441</u>	<u>5,403</u>
Net change in cash and cash equivalents	2,294	1,836		6,153	10,283
Cash and cash equivalents at beginning of financial year	4,302	1,712	6.1	(1,712)	4,302
Effects of foreign exchange rate changes on cash	<u>(2)</u>	<u>-</u>		<u>-</u>	<u>(2)</u>
Cash and cash equivalents at end of financial year	<u>6,594</u>	<u>3,548</u>		<u>4,441</u>	<u>14,583</u>

**GDS GLOBAL LIMITED
AND ITS SUBSIDIARIES**

**NOTES TO UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

These selective notes form an integral part of and should be read in conjunction with the accompanying unaudited pro forma consolidated financial information.

1. General

The unaudited pro forma consolidated financial information has been prepared for inclusion in the Circular to shareholders of GDS Global Limited (the “Company”, and together with its subsidiaries, collectively, the “Group”) (the “Circular”) in connection with the proposed acquisition by the Company of the entire issued and paid-up share capital of Asiabuild Metal Engineering Pte. Ltd. (“Asiabuild”) and Integrated Aluminium Pte. Ltd. (“IAPL”, together with Asiabuild, the “Targets”).

The enlarged group of companies comprising the Group and Targets, following completion of the proposed acquisition, are collectively known as the “Enlarged Group”.

2. Corporate information

The Company (Registration Number 201217895H) is incorporated in the Republic of Singapore with its principal place of business and registered office at 86 International Road, Singapore 629176. The Company was listed on Catalist board, the sponsor-supervised board of the Singapore Exchange Securities Trading Limited (“SGX-ST”) on 19 April 2013.

The principal activity of the Company is that of investment holding. The principal activities of its subsidiaries in the Enlarged Group are disclosed in Note 4.

3. Significant events (“Significant Events”)

3.1 On 1 December 2025, the Company entered into a conditional sale and purchase agreement (the “SPA”) to acquired 700,000 and 500,000 issued and fully paid-up ordinary shares in Asiabuild and IAPL respectively (“Proposed Acquisition”).

The aggregate maximum purchase consideration for the acquisition of Targets amounted to S\$30,000,000 will be satisfied via the allotment and issuance of 375,000,000 new ordinary shares of the Company at the fixed issued price of S\$0.08 per share.

The purchase consideration of S\$30,000,000 comprised the following:

- (a) a base consideration of S\$12,000,000, to be paid and satisfied through the allotment and issuance of 150,000,000 new ordinary shares at the issue price of S\$0.08 per share.
- (b) a first tranche of deferred consideration amount of up to S\$10,000,000 (the “Tranche 1 Deferred Consideration”) to be paid and satisfied through the allotment and issuance of up to 125,000,000 new ordinary shares at the issue price of S\$0.08 per share. The deferred consideration is only payable upon the Targets achieving a combined net profit after tax (“NPAT”) of S\$3,160,000 and above for the financial year ending 31 December 2026 (“FY2026”).

In the event that the FY2026 NPAT achieved is less than S\$3,160,000, the Company shall pay such amount of pro-rated adjusted consideration based on the actual NPAT.

**NOTES TO UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

3. Significant events (Continued)

3.1 (Continued)

- (c) a second tranche of deferred consideration amount of up to S\$8,000,000 (the “Tranche 2 Deferred Consideration”) to be paid and satisfied through the allotment and issuance of up to 100,000,000 new ordinary shares at the issue price of S\$0.08 per share. The deferred consideration is only payable upon the Targets achieving a combined net profit after tax (“NPAT”) of S\$4,550,000 and above for the financial year ending 31 December 2027 (“FY2027”).

In the event that the FY2027 NPAT achieved is less than S\$4,550,000, the Company shall pay such amount of pro-rated adjusted consideration based on the actual NPAT.

In the event that the FY2026 NPAT achieved is less than S\$3,160,000, the difference between the maximum amount of the Tranche 1 Deferred Consideration and the pro-rated adjusted Tranche 1 Deferred Consideration shall be carried over to FY2027 and payable in FY2027 together with the Tranche 2 Deferred Consideration, provided that:

- (i) the FY2027 NPAT achieved is S\$4,550,000 and above;
- (ii) the maximum Tranche 1 Deferred Consideration and Tranche 2 Deferred Consideration shall not exceed S\$10,000,000 and S\$8,000,000, respectively, and the maximum Deferred Consideration shall not exceed S\$18,000,000.

In the event that the FY2026 NPAT achieved is more than S\$3,160,000, the difference between the FY2026 NPAT and S\$3,160,000 shall be carried over to FY2027 and counted towards the NPAT achieved in FY2027 for the computation of the Tranche 2 Deferred Consideration.

As part of the proposed acquisition, the Company will also be purchasing:

- (a) the outstanding debt of S\$1,500,000 owing by IAPL to Mr. Tan Poh Tuck; and
- (b) the outstanding debt of S\$900,000 owing by IAPL to Mr. Tang Hee Sung,

for an aggregate consideration of S\$2,400,000, to be satisfied via the allotment and issuance of 30,000,000 new ordinary shares at the fixed issue price of S\$0.08 per ordinary share.

- 3.2 Subsequent to 30 September 2025 until 30 April 2026, the Company issue 6,011,200 new ordinary shares in pursuant to conversion of warrants at conversion price of S\$0.06 per ordinary share for aggregate cash consideration of S\$361,000.
- 3.3 On 29 December 2025, the Company completed the issuance of 60,000,000 placement shares at S\$0.068 per ordinary share for aggregate cash consideration of S\$4,080,000.

**GDS GLOBAL LIMITED
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**NOTES TO UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

4. The Enlarged Group

Composition of the Enlarged Group

Pursuant to the Proposed Acquisition, the Company will have the following interest:

Name of subsidiary	Principal activities	Country of incorporation and principal place of business	Proportion (%) of ownership interest in 2025
<u>Held by the Company</u>			
Asiabuild Metal Engineering Pte. Ltd.	General construction and manufacture of steel structural components	Singapore	100
Integrated Aluminium Pte. Ltd.	Contractor for installation of aluminium and glass works	Singapore	100
Gliderol Doors (S) Pte. Ltd.	Manufacture of metal doors, window and door frames, grilles and gratings	Singapore	100
Grimm Industries Pte. Ltd.	Trading of production components	Singapore	51
Homegardd Pte. Ltd.	Retail sale and wholesale of security and safety equipment	Singapore	100

5. Basis of preparation of the unaudited pro forma consolidated financial information

The unaudited pro forma consolidated financial information refers to the consolidated financial information of the Enlarged Group.

The unaudited pro forma consolidated financial information of the Enlarged Group in this report is expressed in Singapore Dollar ("S\$") and rounded to nearest thousand ("S\$'000") as indicated.

The unaudited pro forma consolidated financial information is based on the following:

- (i) Audited consolidated financial statements of the Group for the financial year ended 30 September 2025 audited by Deloitte & Touche LLP which is prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)"); and
- (ii) Audited combined financial statements of the Targets ("Targets' Combined Financials") for the financial year ended 31 December 2025 which is prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)") and is presented in Singapore Dollar.

The independent auditors' report relating to the abovementioned financial statements was not subject to any qualification.

**NOTES TO UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

5. Basis of preparation of the unaudited pro forma consolidated financial information
(Continued)

The unaudited pro forma consolidated financial information have been prepared using uniform accounting policies, like transactions and other events in similar circumstances, as set out in respective financial statements in the Circular. The financial information are prepared for illustrative purposes only and take into account the following bases and assumptions:

- the unaudited pro forma consolidated statement of financial position of the Enlarged Group as at 30 September 2025 had the Significant Events has been completed on 30 September 2025; and
- the unaudited pro forma consolidated statement of comprehensive income and consolidated statement of cash flows of the Enlarged Group for the financial year ended 30 September 2025 had the Significant Events has been completed on 1 October 2024.
- The financial effect on the Enlarged Group is determined by consolidating the financial statements of the Group, which reports on a 30 September financial year-end, together with those of the Targets, which have a 31 December year-end. No adjustments are made to align the reporting periods.

The unaudited pro forma consolidated financial statements are for illustrative purposes only. The objective is to show what the historical financial information might have been had the Enlarged Group existed at an earlier date. However, the financial information of the Enlarged Group, by its nature may not give a true picture of the Enlarged Group's actual financial position and results and is not necessarily indicative of the results of the operations or the related effects on the financial position that would have been attained had the abovementioned Enlarged Group existed earlier.

In arriving at the unaudited pro forma consolidated financial information, adjustments have been made as considered necessary in order to present the financial statements on a consistent and comparable basis as if the Enlarged Group had been in existence through the period, or since the date of or acquisition of the Targets in the Enlarged Group, taking into consideration the significant events. Save as disclosed in the explanatory notes, the Directors of the Company, for the purposes of preparing this set of unaudited pro forma consolidated financial information, have not considered the effects of the other events.

**GDS GLOBAL LIMITED
AND ITS SUBSIDIARIES**

**NOTES TO UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

6. Pro forma adjustments

Details of pro forma adjustments for the Enlarged Group made are as follows:

6.1 Being adjustments to reflect the acquisition of the Targets:

Effect to unaudited pro forma consolidated statement of financial position had the Proposed Acquisition completed on 30 September 2025:

	S\$'000
<u><i>Assets and liabilities at date of acquisition</i></u>	
Cash and cash equivalents	3,548
Trade and other receivables	2,594
Contract assets	280
Inventories	128
Property, plant and equipment	90
Right-of-use assets	199
Trade and other payables	(3,925)
Contract liabilities	(805)
Lease liabilities	(158)
Loans due to a third party	(1,500)
Net assets acquired	451
Less: Acquisition of IAPL's outstanding debt	2,400
Add: Goodwill	29,549
Total purchase consideration	<u>32,400</u>
<u><i>Total purchase consideration</i></u>	
- Issuance of ordinary shares	14,400
- Deferred contingent consideration	18,000
	<u>32,400</u>

Effect to unaudited consolidated statement of cash flows had the Proposed Acquisition completed on 1 October 2024:

	S\$'000
The effects of the acquisition of the subsidiaries are as follows:	
- cash and cash equivalents acquired	1,712
Net cash inflow on acquisition	<u>1,712</u>

**GDS GLOBAL LIMITED
AND ITS SUBSIDIARIES**

**NOTES TO UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION
FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025**

6. Pro forma adjustments (Continued)

6.1 Being adjustments to reflect the acquisition of the Targets: (Continued)

The Proposed Acquisition is accounted for on the following bases:

- (i) The unaudited pro forma consolidated financial information has not reflected any fair value adjustments to the transaction, as such, the carrying amount of the assets and liabilities of the Targets are illustrated;
- (ii) Goodwill is recognised based on the differences between the maximum aggregate purchase consideration and the carrying amount of assets and liabilities of the Targets' Combined Financials; and
- (iii) Deferred contingent consideration is determined based on the assumption that the Targets are able to achieved the profit targets as described in Note 3, and no fair value adjustments has been made.

The unaudited pro forma consolidated financial information also reflected an accrual of the estimated professional expenses relating to the Proposed Acquisition amounting to S\$1,500,000.

- 6.2** Being adjustment for issuance of 6,011,200 new ordinary shares from conversion of warrants for cash consideration of S\$361,000.
- 6.3** Being adjustment for issuance of 60,000,000 placement shares for cash consideration of S\$4,080,000.

APPENDIX H – INDEPENDENT MARKET REPORT



Project ASIA (Final Report)

Building Materials Industry - Singapore

This report was prepared for
GDS Global Limited

13 May 2026

SINGAPORE

HONG KONG

MALAYSIA

DISCLAIMER

Converging Knowledge has prepared this report in an independent and objective manner and has taken adequate care to ensure the accuracy and completeness of the report. We believe that this report represents a true and fair view of the industry within the boundaries and limitations of secondary statistics, primary research and continued industry movements. We note that the opinions expressed are opinions of human sources and caution as to the subjective nature of such information.

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RESEARCH SCOPE

The Client wishes to conduct independent market research on the Building Materials Industry in Singapore. This is in preparation for a very substantial acquisition on the Singapore Exchange ("SGX-ST"). The scope of research is detailed below.

1. Overview of the Building Materials Industry in Singapore
 - a. An Introduction to the Building Materials Industry in Singapore
 - i. Provide an overview of the industry and highlight the appeal of this industry to investors and regulators
 - To highlight the demand for building materials in Singapore
 - Definition of terms
 - To include relevant data/ statistics obtained from government and industry associations.
 - b. Industry structure
 - i. Description of differing segments in the industry
 - ii. Description of the company (Client) within the industry sector
 - To highlight the segment that the Client is active within the industry based on the services they offer
2. Major Trends and Challenges that will impact the Industry
 - a. Regional and Local Trends
 - i. To provide material trends and growth drivers
 - For example: urbanisation, building upgrades, sustainable building materials
 - To include in this section examples of government grants/ schemes that will benefit this industry
 - b. Issues and Challenges
 - i. Any issues, threats, business risks?
 - For example: building materials costs, labour costs
 - ii. To include barriers to entry
 - For example: high capital outlay, regulations
3. Outlook and Growth Forecast of the Building Materials Industry
 - a. Outlook of the industry

RESEARCH APPROACH

The research will be conducted on a best effort basis through secondary sources and desktop (published resources) research to address the scope of research.

Desktop research includes, but is not limited to, a review of the following:

- Local newspapers and news wires/agencies;
- Leading industry and trade publications;
- Websites of regulatory authority as well as relevant government agencies; and
- Websites of companies.

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1. EXECUTIVE SUMMARY

Strategic Overview

The Building Materials Industry report is compiled in view of the Client's significant acquisition of Asiabuild Metal Engineering Pte. Ltd. ("ABME") and Integrated Aluminium Pte. Ltd. ("IAPL") to secure control over two companies engaged in synergistic segments in the industry, namely structural steel and aluminium facades. As a result, the larger combined entity is now uniquely positioned to offer a wider complementary range of services to developers and main contractors.

Macro-Economic Growth

Singapore's construction sector is in a sustained expansionary cycle, with sector-specific growth (CAGR 8.9%) consistently outperforming the broader economy (CAGR 3.9%) over the 2021–2025 period. This outperformance has seen the construction sector's contribution to real GDP rise to SGD22.3 billion as of 2025, from SGD15.9 billion in 2021.

The Building Materials Industry also stands to gain from the growth of contracts awarded for building works, the primary market for ABME and IAPL, which has more than doubled from SGD20.3 billion (2021) to SGD 41.4 billion (2025), representing an aggressive CAGR of 19.4%. In line with this growth, ABME and IAPL operate in the Steel and Aluminium segments, which have emerged as growth categories within the building materials supply chain. The import value for these materials grew at 15.7% and 12.3% CAGR respectively.

Market Dynamics & Segmentation

Competitive Advantages and Entry Barriers

The Building Materials Industry in Singapore is protected by high entry hurdles that favour established, operationally mature players like ABME and IAPL. These barriers ensure resilience against new or smaller competitors, including but not limited to:

- Complex and Stringent Regulatory Requirements
- Capital Intensity
- Strong Network and Track Records Provide An Advantage
- Technical Expertise and Product Qualification for Value-Added Products
- Economies of Scale & Price Competition

Operational Synergy: The "Total Integrated Solution" Model

There are strategic benefits when players in the industry horizontally integrate or expand. Some of these synergies include:

- Product and Technical Synergy - Bridging the gap between raw material supply and structural execution by leveraging expertise from each party's strengths
- Market and Customer Synergy - Market diversification and resilient customer footprint, capable of serving a wider portfolio of projects, ranging from residential to industrial parks
- Procurement and Geographical Synergy – Enjoy economies of scale, unifying logistics network and streamlining costs from consolidation of operations geographically

The path to consolidation is a strategy to cross-sell and capture multiple opportunities within a single building project, to secure longer-term demand through specification-driven partnerships and diversify revenue streams. This consolidation lowers fragmentation and ensures that various components, structures, and finishing works function as a unified, functioning system rather than a collection of disparate parts.

Industry Trends & Challenges

Major Industry Trends

- **Robust Public Housing Pipeline with Thousands of New Flats to be Built**
The HDB's launch of 4,692 BTO flats in February 2026, part of a broader plan for 55,000 units through 2027, creates a consistent and broad-based demand for fabrication and installation services.
- **Land Allocations Supporting Steady Demand for Private Residential Projects**
In the first half of 2026, the Government Land Sales Programme is expected to yield a total of 9,185 private residential units, where 4,575 of these units will be tendered out through the Confirmed List, 43% higher than the average supply from 2021 to 2023, creating steady downstream demand for the Building Materials Industry.
- **Push for Sustainability and Green Building Development**
The Singapore Green Building Masterplan 2021 targets 80% of new developments to meet Super Low Energy standards by 2030. This shift necessitates a move toward value-added, eco-friendly products that comply with BCA Green Mark certifications.

Issues and Challenges

- **Construction Manpower Shortage:** The sector faces persistent labour constraints, with 1.49 vacancies per unemployed person as of Q3 2025. Regulatory limits, such as foreign worker quotas and the 83.3% dependency ratio ceilings (DRC), continue to restrict the workforce.

- **Rising Labour Costs:** Government policies designed to reduce foreign worker dependency, including higher levies, have driven up costs. The Unit Labour Cost (ULC) index for construction rose at a 5.5% CAGR from 2021 to 2025.
- **Global Supply Chain Uncertainty:** Geopolitical tensions in the Middle East threaten key maritime corridors, putting pressure on the price and delivery of imported steel, aluminium, and glass. Aluminium, in particular, has seen price volatility due to its energy-intensive manufacturing process and supply fears.
- **Cost of Green Compliance:** Environmentally friendly materials, such as low-carbon concrete and high-efficiency glass, are typically more expensive to produce and certify. These added costs can impact project margins in a price-sensitive market.

Outlook

The BCA expects Singapore's medium-term construction demand to extend its growth momentum, with annual demand projected at SGD39 billion to SGD46 billion between 2027 and 2030. In addition, the URA Master Plan 2025 and JTC-led projects, like the Jurong Innovation District and Punggol Digital District, are expected to provide more than 40,000 new homes alongside industrial hubs. Against these backdrop, Client's significant acquisition of ABME and IAPL, can benefit from their combined synergies to tap on the upcoming projects that underscore the current boom in Singapore's construction sector. This steady pipeline of mega-infrastructure offers a prime landscape for growth and partnership within the Building Materials Industry.

Strong Residential Development Pipeline

HDB has launched a robust pipeline of **55,000 BTO flats** (2025–2027), providing long-term revenue visibility.

Table 1 - Various Public and Private Residential Projects

Description of Project	Estimated Date of Completion
Public Projects	
Building works at Project FG - Tampines N2 C24 (total: 284 dwelling units) at Tampines Street 22	April 2028
Building works at Pasir Ris Neighbourhood 5 Contracts 21 & 22 (total: 767 dwelling units), including a linear park & contingency works (Costa Riviera I & II)	May 2028
Building works at Queensway Contract 2 (total: 996 dwelling units) with contingency works (Queensway Canopy)	September 2028
Building works at Project AO (Toa Payoh Neighbourhood 4 Contract 37) (total: 741 dwelling units), including contingency works	November 2028

Description of Project	Estimated Date of Completion
Public Projects	
Building works at Bukit Merah Contract 54 and 54A (total: 1,462 dwelling units), including contingency works	December 2028
Building works at Project FD - Bukit Merah Keppel C2/Bukit Merah Berlayar C2 (total: 1,039 dwelling units) at Berlayar Drive/Berlayar Creek	October 2029
Building works of 5,000 new public rental flats	2030
Private Projects	
Erection of 2 blocks of 12-storey, 5 blocks of 13-storey & 4 blocks of 14-storey Executive Condominium (total 572 units) at Tampines Street 95 (Rivelle Tampines)	October 2028
Erection of 3 blocks of 1-storey & 1 block of 8-storey residential apartments and 3 units of 2-storey terrace houses (total: 499 units) with an early childhood development centre at Lentor Gardens	2Q 2029
Design & build of 16 blocks of 11 & 12-storey Executive Condominium (total: 748 units) at Jalan Loyang Besar (Coastal Cabana)	May 2029
Residential development with commercial at 1st storey comprising 5 blocks of 16-storey apartments (total: 570 units) at Lakeside Drive	June 2030

Note:

- This list is not exhaustive.
- These projects were listed in BCA's Construction Project Listing last updated on 18 December 2025

Source: BCA, Compiled by Converging Knowledge, BCA

Industrial & Commercial Mega-Projects

Commercial construction demand is expected to expand threefold from SGD2.2 billion in 2025 to reach between SGD6.1 billion and SGD6.7 billion in 2026. Industrial projects are expected to be in the range of SGD5.6 billion to SGD6.4 billion, Institutional and other projects, covering healthcare, education, recreation, training, bus depots and upgrading works, is set to remain strong at between SGD13.5 billion and SGD15.3 billion in 2026.

Table 2 - Pipeline of Upcoming Selected Construction Projects in Singapore (from 2028 onwards)

Project	Estimated Completion
Industrial	
Construction of Micron's new advanced wafer fabrication facility at Woodlands	2028
Erection of a build-to-suit flagship self-storage facility at Kaki Bukit Avenue 5	2028

Project	Estimated Completion
Erection of a floating data centre at Loyang	2028
Construction of Sheng Siong's new headquarters, warehouse, and distribution centre at Sungei Kadut	Upcoming
Site clearance, preparation works, and environmental impact assessment for CleanTech Park and Bahar precincts, which are part of the Jurong Innovation District	Upcoming
Construction of a 700 Megawatt low-carbon data centre park at Jurong Island	Upcoming
Commercial	
Redevelopment of The Golden Mile (former Golden Mile Complex)	2028
The Skywaters mixed-use development and Aman Singapore hotel at 8 Shenton Way (former site of AXA Tower)	2028
Development of Union Square at Havelock Road (former premises of Central Mall and Central Square)	2028
Ministry of Education Headquarters Phase 2 Expansion at North Buona Vista Drive	2029
Marina Bay Sands Integrated Resort Hotel Tower 4	2030
Redevelopment of HarbourFront Centre	2031
Institutions – Education and Healthcare	
Redevelopment and expansion of Alexandra Hospital	2029
Development plans for a Special Education School (Pathlight 3) at Punggol	2031
New integrated General & Community Hospital for Tengah (Tengah Hospital)	2031
Development of the Singapore College for Islamic Studies at Rochor	2032
Redevelopment of National University Hospital Phase 1A	2033
Development of a new Singapore University of Social Sciences (SUSS) city campus at Ophir Road/ Rochor Road	2034

Notes:

- This list is not exhaustive.
- The list has been arranged in order of year of expected completion.

Source: BCA, Compiled by Converging Knowledge

2. THE BUILDING MATERIALS INDUSTRY IN SINGAPORE

2.1 An Introduction to the Building Materials Industry

Building materials are critical components to the construction sector, directly affecting the structural integrity, safety, longevity, and cost-effectiveness of the project. High-quality materials enhance resilience against environmental factors, reduce long-term maintenance costs, and ensure compliance with regulatory standards, while also contributing to the functionality and aesthetics of buildings.

Singapore's Building Materials Industry is closely intertwined with the country's construction sector. Demand for building materials has been buoyant in the past five years, riding on the double-digit growth in the overall construction sector. This growth was underpinned by a robust pipeline of projects in public infrastructure, residential and commercial developments, alongside the refurbishment of ageing buildings, as well as the country's strong macroeconomic performance.

Within this context, this report focuses on the industry segment where Asiabuild Metal Engineering Pte. Ltd. ("ABME") and Integrated Aluminium Pte. Ltd. ("IAPL") operate in. Collectively, both companies operate as fabricators and installers of metal and aluminium building works for construction projects, albeit each with a differing material focus and product type. ABME fabricates, supplies, and installs structural steel and metal works for public and private construction projects, whereas IAPL supplies and installs architectural aluminium facade systems for residential, commercial, and institutional developments. Both companies are established players within their segments of the Building Materials Industry, each with over a decade of operating history and track records serving Singapore's construction projects.

2.2 Key Industry Highlights

The following points summarise recent developments in Singapore's economy, the construction sector, and the supply of steel and aluminium materials. These snapshots provide

context for the current market environment affecting Building Materials players like ABME and IAPL.

Building Materials Benefit from Strong Economic and Construction Performance

Singapore's economy grew steadily from 2021 to 2025, with real Gross Domestic Product ("GDP") rising at a Compound Annual Growth Rate ("CAGR") of 3.9%, from SGD508.7 billion (2021) to SGD593.9 billion (2025). The construction sector outpaced the country's economic performance, expanding at 8.9% CAGR from SGD15.9 billion to SGD22.3 billion within the same period, accounting for 3.0% to 4.0% of real GDP. This sector is broadly divided into two pillars: Civil Engineering, which covers infrastructure like MRT lines and expressways, and Building Works, which encompasses residential, commercial, and industrial structures. Building works, based on contracts awarded¹, more than doubled between 2021 and 2025, from SGD20.3 billion to SGD41.4 billion, at a CAGR of 19.4%. It (building works) made up 81.7% (SGD50.7 billion) of the total construction demand² in 2025.

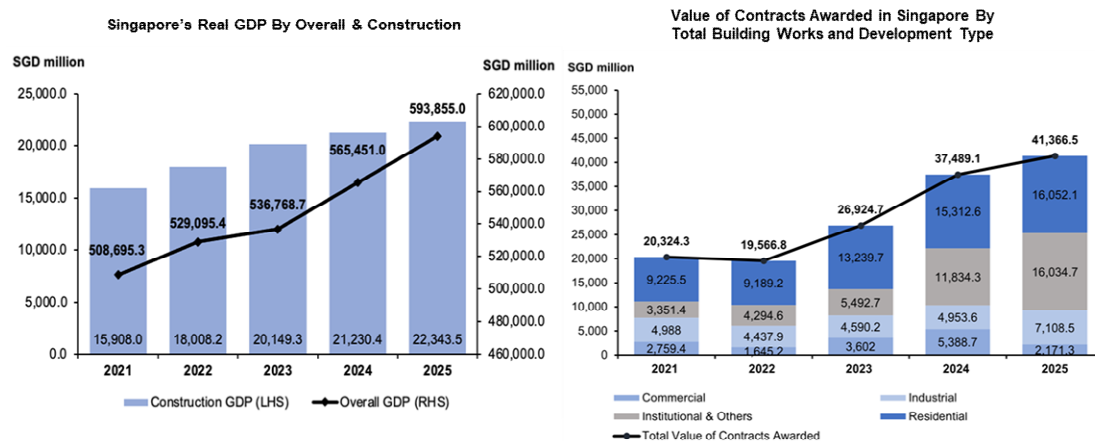
Large-scale projects like Changi Airport Terminal 5 and Marina Bay Sands Integrated Resort expansion, and a mix of industrial, institutional, housing, and infrastructure developments³ drove growth across various segments. Projects for institutional & others (e.g., healthcare facilities and schools) surged nearly fivefold (SGD3.4 billion to SGD16.0 billion, CAGR: 47.9%) from 2021 to 2025, residential expanded from SGD9.2 billion to SGD16.1 billion (CAGR: 14.9%), and industrial projects grew modestly within the same period (SGD5.0 billion to SGD7.1 billion, CAGR: 9.3%). Public sector building works contracts awarded also recorded a strong growth, from SGD8.7 billion in 2021 to SGD21.2 billion in 2025 (CAGR: 25.1%), with residential projects rising from SGD5.3 billion to SGD9.7 billion (CAGR: 15.9%). For the past five years (2021 to 2025), the residential projects made up a huge chunk of the total contracts awarded in the public sector, ranging from around 39.4% to 61.5%⁴. As a subset of the wider construction sector, the Building Materials Industry is well-positioned to benefit from the steady and continuous growth in construction demand, particularly in the public sector and residential projects.

¹ Contracts Awarded refers to the full contract value awarded to the main contractor by the developer or owner. The timeline of the projects taken to complete depends on the complexity of the project, but typically ranges from 12 to 36 months for major public developments.

² Total construction demand consists of building works and civil engineering works.

³ 23 January 2025, Building and Construction Authority, Construction Demand to Remain Strong for 2025 - https://www1.bca.gov.sg/docs/default-source/docs-corp-news-and-publications/media-releases/media-release---construction-demand-to-remain-strong-for-2025.pdf?sfvrsn=d2ebc04a_1 Retrieved 5 February 2026

⁴ Calculation by Converging Knowledge. Not including Civil Engineering Works. Department of Statistics Singapore, Contracts Awarded And Progress Payments Certified By Sector And Development Type - <https://tablebuilder.singstat.gov.sg/table/TS/M400221> Retrieved 27 February 2026

Figure 1 - Singapore Economy and Construction Sector, 2021 – 2025**Notes:**

- 'LHS' - Left Hand Side; 'RHS' - Right Hand Side.
- Real GDP is expressed in Chained 2015 Dollars.

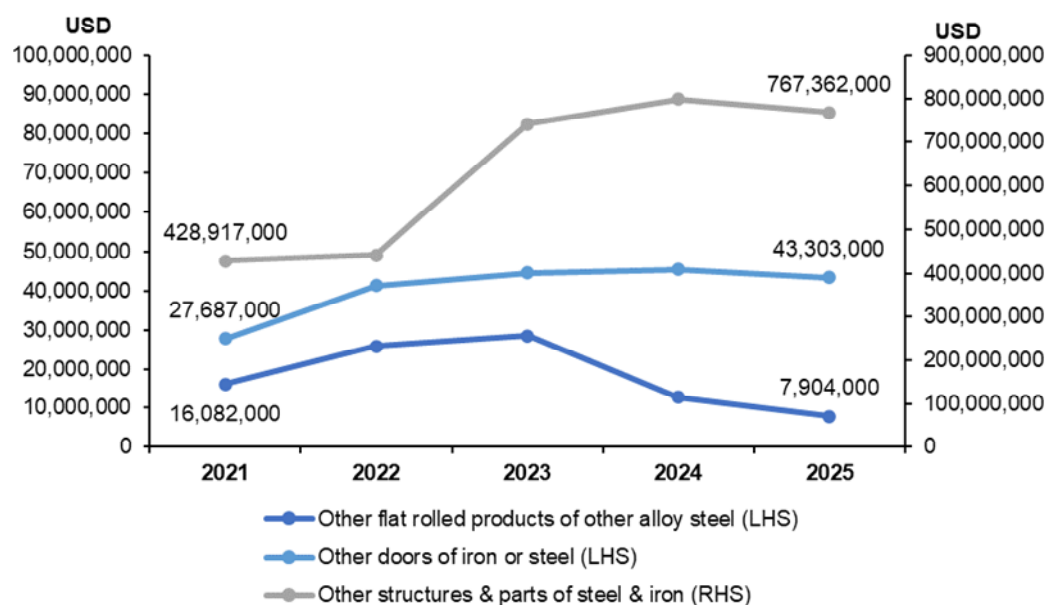
Source: Department of Statistics Singapore ("SingStat")⁵, compiled by Converging Knowledge

Greater Demand for Steel Structures Indicates Expanded Building Material Opportunities

Singapore's imports of other structures and parts of steel and iron almost doubled in the past five years, from USD428.9 million in 2021 to USD767.4 million in 2025, at a CAGR of 15.7%. The top five sourced countries were from Asia, namely China, Malaysia, Vietnam, Japan, and South Korea, accounting for over 91.5% of Singapore's total imports in 2025. China was the top-sourced country in the last two years (2024-2025). Imports of iron and steel from China increased by over fourfold from USD94.0 million to USD464.4 million (CAGR: 49.1%) between 2021 and 2025. Singapore's iron and steel imports from Malaysia also increased from USD161.7 million in 2021 to USD196.7 million in 2025 (CAGR: 5.0%). Imports of products categorised under other doors of iron or steel also saw a similar trajectory, rising from USD27.7 million in 2021 to USD43.3 million in 2025, with a CAGR of 11.8%. Rising imports reflect a higher demand for steel structures and products, amid strong construction activities in Singapore, presenting expanded opportunities for Building Material players.

⁵ Department of Statistics Singapore, Gross Domestic Product In Chained (2015) Dollars, By Industry (SSIC 2020) - <https://tablebuilder.singstat.gov.sg/table/TS/M015721>; Contracts Awarded And Progress Payments Certified By Sector And Development Type - <https://tablebuilder.singstat.gov.sg/table/TS/M400221> Retrieved 9 March 2026

Figure 2 - Value of Imports of Steel Products, 2021 - 2025



Notes:

- Data has been tabulated based on the HS Code (8-digit): 73083090 - Other doors of iron or steel; 72259990 - Other flat rolled products of other alloy steel; 73089099 - Other structures & parts of steel & iron. These HS codes are relevant to the product offerings of ABME - 73089099; IAPL - 72259990, 73083090
- Numbers may not add up due to rounding.
- Iron and steel are grouped as one category. Further breakdown of data is not available.
- 2025 is the latest year available.

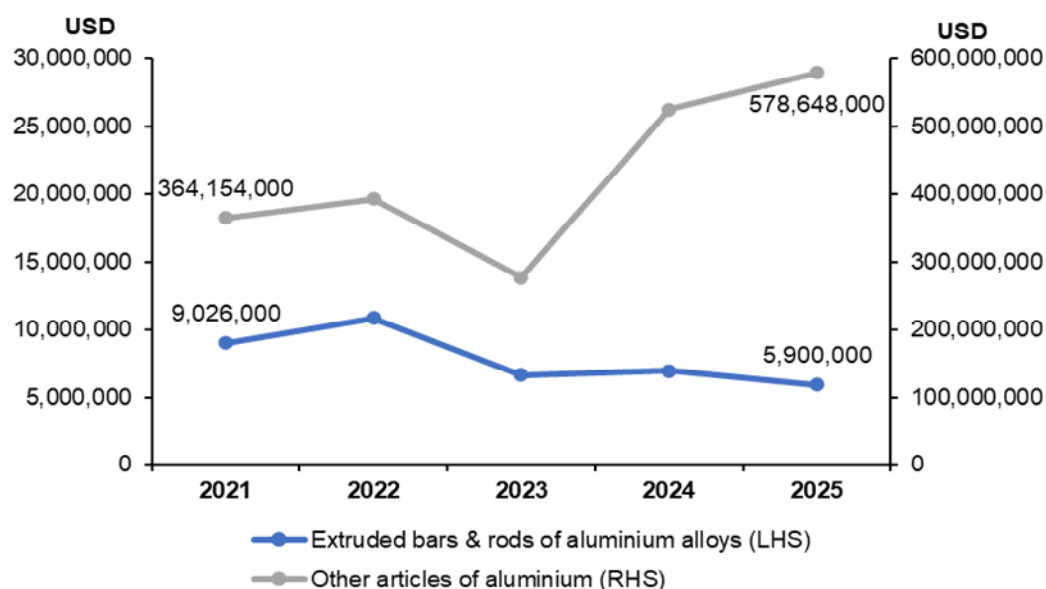
Source: International Trade Statistics⁶, compiled by Converging Knowledge

Strong Imports of Aluminium Products Bode Well for Building Materials

The value of the imports of aluminium products in Singapore has grown steadily over the years. Imports of articles of aluminium recorded a high growth from 2021 to 2025, with a CAGR of 12.3% (from USD364.2 million to USD578.7 million). Despite a temporary dip in 2023, the import value recovered in 2024 and recorded a new high in 2025 at USD578.6 million. The figure below shows that the import value of extruded bars and rods of aluminium alloys declined from USD9.0 million in 2021 to USD5.9 million in 2025. However, note that this decline only reflects one component of the aluminium products being imported in Singapore, as the overall import value of aluminium bars, rods, and profiles (HS: 7604) grew 11.9%, from USD106.9 million in 2021 to USD119.6 million in 2025. This growth points to a steady demand from Singapore's construction sector and is expected to benefit the Building Material Industry.

⁶ International Trade Centre, Trade Map - <https://www.trademap.org/Index.aspx> Retrieved 6 February 2026

Figure 3 - Value of Imports of Aluminium Products, 2021 - 2025



Notes:

- Data has been tabulated based on the HS Code (6-digit): 76042910 - Extruded bars & rods of aluminium alloys; 76169990 - Other articles of aluminium
- Numbers may not add up due to rounding.
- Further breakdown in data is not available. 2025 is the latest year available.

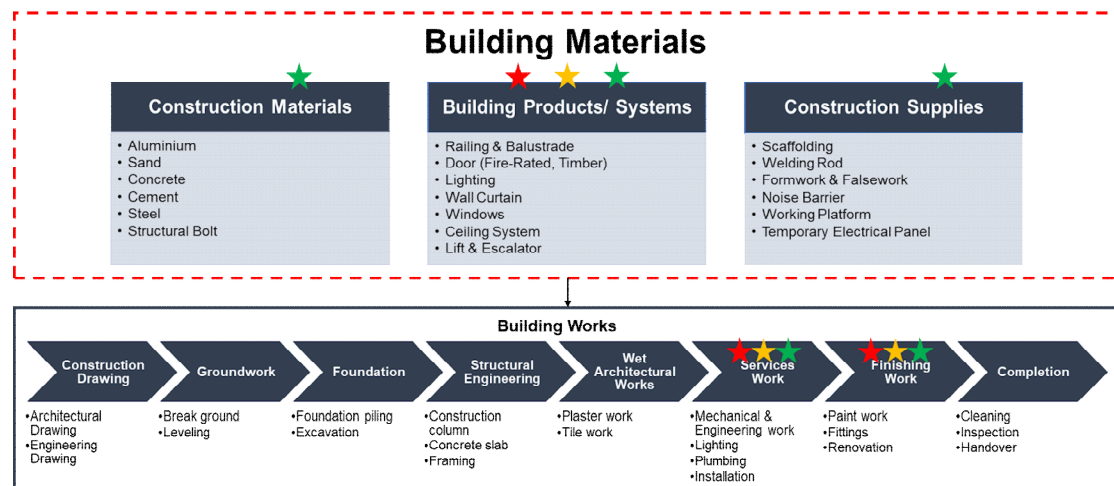
Source: International Trade Statistics⁷, compiled by Converging Knowledge

2.3 Industry Segmentation

The Building Materials Industry is governed by a rigorous regulatory framework under the Building Construction Authority (“BCA”), which oversees and regulates all construction activity in Singapore to ensure safety and quality standards. Companies engaging in public-sector bidding or hiring foreign labour are required to register with the Contractors Registration System (“CRS”) ⁸, a structure that effectively segments the industry by technical specialisation. While the Building Materials Industry underpins construction by supplying raw materials (e.g., concrete and steel), its true value is realised through the fabrication and installation of finished products (e.g., doors, railings, wall curtains, and windows) alongside essential temporary structural works (e.g., formwork, noise barrier, and scaffolding), as shown in the diagram below. As the industry evolves, “synergy” has moved beyond merely holding multiple workheads; it now encompasses strategic integration across the value chain, which reduces supply chain fragmentation.

⁷ International Trade Centre, Trade Map - <https://www.trademap.org/Index.aspx> Retrieved 27 February 2026

⁸ Building and Construction Authority, Contractors Registration System - <https://www1.bca.gov.sg/procurement/pre-tender-stage/contractors-registration-system-crs> Retrieved 9 February 2026

Figure 4 - The Segmentation Building Materials Industry

Notes:

- The examples stated in this figure are not exhaustive.
- ★ refers to the type of products and services GDS Global Limited is involved in.
- ★ refers to the type of products and services IAPL is involved in.
- ★ refers to the type of products and services ABME is involved in.

Source: Converging Knowledge

Product and Technical Synergy

Contractors typically hold multiple CRS workheads to cover core products, installation, and maintenance, reflecting the technical complexity of the trade. Synergy is achieved when a firm integrates the "Supply-Install-Maintain" loop. For example, while a curtain wall provider requires CR16, a window specialist requires CR17 and RW01 (Window Contractors) to manage the full lifecycle of the product. For example, ABME exemplifies this by bridging the gap between raw material supply and structural execution; by leveraging its expertise in Specialist Builder (Structural Steelworks), it ensures that a building's frame is perfectly synchronised with the architectural finishing works that follow, eliminating the common friction points between separate subcontractors.

Market and Customer Synergy

Synergy also extends to market diversification, where the consolidation of companies creates a broader, more resilient customer footprint. Currently, the industry is segmented by asset class; for example, IAPL and ABME focus on the high-volume precision required for the residential segment, whereas GDS Global Limited targets industrial and commercial sectors. By bringing these distinct customer bases under one corporate umbrella through mergers & acquisitions, the combined entity can offer a "total integrated solution", capable of serving a developer's wider portfolio, from residential townships to industrial parks.

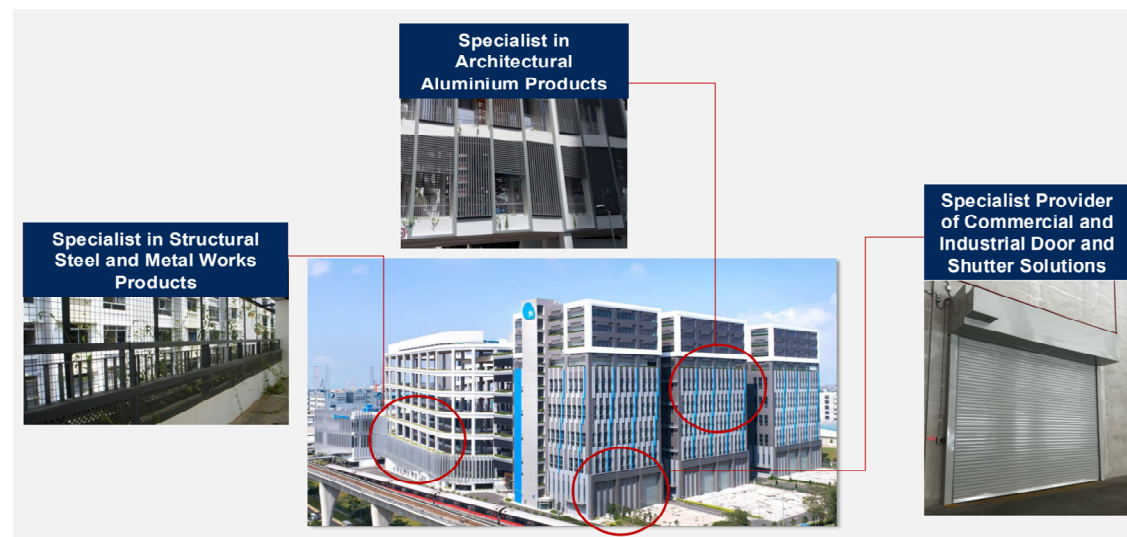
Procurement and Geographical Synergy

As firms expand through mergers or strategic alliances, they unlock significant procurement synergies. Aggregating material requirements (such as aluminium, steel, or glass) across multiple subsidiaries allows for greater bargaining power with upstream suppliers and lower per-unit costs. Furthermore, as these entities grow, geographical synergy allows them to leverage a unified logistics network. A consolidated group can streamline its supply chain and share warehousing and transport assets across different project sites in Singapore, thereby increasing execution reliability — a key preference for developers seeking risk reduction.

The Path to Consolidation

The highly competitive nature of the Building Materials Industry is driving a shift towards consolidation. To sustain business, some players in the industry are moving away from isolated product categories to focus on cross-selling and capturing multiple opportunities within a single building project. This strategy allows players to secure longer-term demand through specification-driven partnerships and diversify revenue streams. From an industry perspective, this consolidation lowers fragmentation and ensures that various components, structures, and finishing works function as a unified, functioning system rather than a collection of disparate parts.

Figure 5 - An Example of Integration of Businesses in the Building Materials Industry



Source: With Permission from GDS Global Limited

3. MAJOR TRENDS AND CHALLENGES THAT WILL IMPACT THE INDUSTRY

3.1 Major Trends

Robust Public Housing Pipeline with Thousands of New Flats to be Built

The Housing & Development Board (“HDB”), as Singapore’s public housing authority, has launched a total of 4,692 Build-To-Order (“BTO”) flats across six projects in both mature and non-mature estates in February 2026. These comprise units in Tampines, Sembawang, Bukit Merah, and Toa Payoh.⁹ Broadly, about 55,000 BTO flats were planned for launch between 2025 and 2027, approximately 10% more than previously announced. Of these, 19,600 (or 35.6%) were completed in 2025, and another 19,600 would be launched in 2026 across three sales exercises in February, June, and October¹⁰, with the remaining 64.4% in the pipeline. Large-scale BTO, community care, and mixed-use developments create opportunities in supply, fabrication, installation, and quality assurance, while the diversity of projects, from mature towns to growth estates, supports consistent and broad-based demand for industry players. As such, Singapore’s strong pipeline of public and private residential projects will sustain demand for key building materials and related services.

Land Allocations Supporting Steady Demand for Private Residential Projects

The Government Land Sales (“GLS”) Programme ensures a steady supply of land for residential and other developments, aligning with Singapore’s long-term urban planning objectives under the Urban Redevelopment Authority (“URA”), Singapore Land Authority, and HDB. In the first half of 2026, GLS is expected to yield a total of 9,185 private residential units, where 4,575 of these units will be tendered out through the Confirmed List, 43% higher than the average supply from 2021 to 2023. This programme supports Singapore’s long-term housing supply and development, continuously creating steady downstream demand for the Building Materials Industry.

⁹ 4 February 2026, Housing and Development Board, HDB Launches 9,012 Flats in February 2026 BTO and SBF Exercises - <https://www.hdb.gov.sg/hdb-pulse/news/2026/hdb-launches-9012-flats-in-february-2026-bto-and-sbf-exercises> Retrieved 4 May 2026

¹⁰ 8 January 2026, Housing and Development Board, HDB to Launch 19,600 BTO Flats in 2026 - <https://www.hdb.gov.sg/hdb-pulse/news/2026/hdb-to-launch-19600-bto-flats-in-2026> Retrieved 4 May 2026

Table 3 - Government Land Sales for Residential Sites

Location	Site Area (hectare)	Status
Sites in Confirmed List		
New Upper Changi Road	3.16	Estimated launch in May 2026
Dairy Farm Walk	2.94	Awarded
Berlayar Drive	2.54	Estimated launch in May 2026
Bedok Rise	2.02	Awarded
Dunearn Road	1.90	Awarded
Lentor Central	1.59	Awarded
Holland Plain	1.57	Open for Tender
Dover Drive	1.35	Awarded
Tanjong Rhu Road	1.22	Awarded
River Valley Green (Parcel C)	1.15	Open for Tender
Kallang Close	1.14	Awarded
Peck Hay Road	0.55	Open for Tender
Lorong Puntong	0.43	Estimated launch in June 2026
Sites in Reserve List		
Morrison Lane	0.66	Available for Application
Marina Gardens Lane	0.60	Available for Application
Media Circle	0.57	Available for Application
Cross Street	0.23	Available for Application

Notes:

- This list is not exhaustive.
- This list consists of the current GLS sites with URA as the sales agent.
- Sites in the Confirmed List are launched for tender on predetermined dates.
- Sites in the Reserve List are only triggered for sale when a developer submits an acceptable minimum bid

Source: URA¹¹, compiled by Converging Knowledge

¹¹ Urban Redevelopment Authority, Current URA GLS Sites - <https://www.ura.gov.sg/Corporate/Land-Sales/Current-URA-GLS-Sites> Retrieved 4 May 2026

Onstream of Non-Residential Developments in Singapore

Non-residential developments (industrial, commercial, institutional, and others) accounted for over half (>50.0%) of building works contracts and expanded at a CAGR of 23.1% from SGD11.1 billion in 2021 to SGD25.5 billion in 2025. Growth has been supported by a strong pipeline of projects across advanced manufacturing, technology, logistics, and commercial real estate. The industrial pipeline has seen the development of new facilities supporting highly advanced manufacturing activities, such as aerospace, aviation, data centres, and semiconductors. Notable projects include Safran and ST Engineering's new facilities at Seletar Aerospace Park and Paya Lebar Siltronic's fabrication expansion at JTC Tampines, and Google's data centre in Jurong West. Logistics operators are also upgrading, including Sankyu's Tuas Distribution Hub incorporating automated guided vehicles and advanced warehouse systems.

Commercial developments remained active, with new and redeveloped hotels and office assets in key districts such as Orchard Road, Marina Bay, and Sentosa. The Laurus (former Hard Rock Hotel Singapore) at Resorts World Sentosa reopened after a makeover in 2025, while the former Boulevard Hotel at Orchard Road was redeveloped into The Singapore Edition in 2024. In the Marina Bay Central Business District, the IOI Central Boulevard Towers added over 1.29 million square feet of office and retail space following its opening in 2025. Institutional developments have also contributed to the pipeline, including new campuses for RD American School and The Perse School, as well as a new Emergency and NNI building at the SGH Campus, between 2025 and early 2026.

Supported by sustained investments across industrial, commercial, and institutional sectors, the Building Materials Industry stands to benefit from strong, ongoing non-residential construction demand, driving suppliers and fabricators.

National and Industry Plans To Boost Industrial Construction Pipeline

Singapore's construction sector is supported by national- and industry-level masterplans from the government. The URA's Master Plan 2025 has officially been gazetted on 1 December 2025 and contains a series of strategies that will guide Singapore's physical development (land and buildings) in the next 10 to 15 years.¹² Industrial developments are underpinned by plans such as the Jurong Innovation District ("JID") and Punggol Digital District ("PDD"), which fall under the purview of JTC¹³. The JID is an advanced manufacturing hub that spans 620

¹² 1 December 2025, Urban Redevelopment Authority, Gazette of Master Plan 2025 - <https://www.ura.gov.sg/Corporate/Guidelines/Circulars/ppg25-12> Retrieved 13 February 2026

¹³ Urban Development Authority, Vibrant Workplaces, Closer to Home - <https://www.uradraftmasterplan.gov.sg/regional-plans/north-east/vibrant-workplaces--closer-to-home/> and Urban Redevelopment Authority, Future-Ready Sustainable Economic Hub -

hectares (“ha”) across five main precincts, which showcase Singapore’s innovations in manufacturing, logistics, urban solutions, robotics, and clean technologies.¹⁴ The PDD spans 50ha, bringing together stakeholders in the digital economy ecosystem, with a focus on artificial intelligence, cybersecurity, fintech, and robotics.¹⁵ As a subset of the construction sector, the Building Materials Industry is likely to benefit from the pipeline of new projects.

Long-Term Construction Demand Anchored by Government Support

Government initiatives continue to anchor long-term construction demand, while enhancing industry capabilities, productivity, and technology adoption. The Productivity Solutions Grant (“PSG”) has been enhanced, under which, more pre-approved digital solutions would be introduced, alongside the inclusion of advanced equipment such as robotics and automation, supporting SMEs to build more advanced capabilities and achieve greater productivity¹⁶.

Targeted workforce and innovation programmes, such as the SGD100 million Built Environment Technology and Capability Grant¹⁷ further support workforce training, apprenticeships, and skill development¹⁸. These initiatives equip workers with specialised skills for high-quality construction, efficient material handling, and technology-driven operations. By lowering the cost of technology adoption and strengthening workforce productivity, government support creates sustained demand for building materials, particularly in high-tech, modular, and prefabricated components, positioning the industry for long-term growth.

Push for Sustainability and Green Building Development

Growing emphasis on energy efficiency, resource optimisation, carbon reduction, and renewable energy integration is boosting demand for environmentally friendly construction materials. Since the introduction of the BCA Green Mark Scheme in 2005, green building adoption has expanded across public and private sectors, with certified products increasingly preferred in procurement. sustainability considerations embedded into procurement decisions.

<https://www.uradraftmasterplan.gov.sg/regional-plans/west/future-ready-sustainable-economic-hub/> Retrieved 13 February 2026

¹⁴ JTC Corporation, Jurong Innovation District - <https://www.jtc.gov.sg/juronginnovationdistrict> Retrieved 2 February 2026

¹⁵ JTC Corporation, Punggol Digital District - <https://www.jtc.gov.sg/punggoldigitaldistrict> Retrieved 13 February 2026

¹⁶ Building and Construction Authority, Built Environment Productivity Solutions Grant (PSG) - <https://www1.bca.gov.sg/grants-and-funded-programmes/built-environment-productivity-solutions-grant/> Retrieved 5 May 2026

¹⁷ The Built Environment Technology and Capability (BETC) Grant launched on 1 April 2025 with SGD 100 million will continue through 31 March 2030. It replaces the earlier Productivity Innovation Project (PIP) scheme and supports enterprise, technology and manpower capability development aligned with the Built Environment Industry Transformation Map. 5 March 2025, Building & Construction Authority, Media Releases - <https://www1.bca.gov.sg/about-us/news-and-publications/media-releases/2025/03/05/built-environment-sector-gets-a-100m-boost-to-drive-next-phase-of-industry-transformation-complementing-taskforce-efforts-to-strengthen-business-sustainability-and-talent-pipelines> Retrieved 22 January 2026

¹⁸ Collaborative contracting pilots (including adoption of NEC4 contracts) are being promoted to improve project delivery outcomes, and a strengthened Project Management competency framework is planned for launch in 2H 2026 to uplift professional skills for project managers.

The Singapore Green Building Masterplan 2021 established specific goals for 2030 to achieve Green Mark certification for 60% of Singapore's certified structures and targeting 80% of new gross floor area ("GFA") developments to meet Super Low Energy ("SLE") standards.

Sustainability requirements are also influencing construction methods and material utilisation, encouraging prefabrication, recycling, material efficiency, and alternative building materials. For manufacturers and suppliers, this environment necessitates a move away from basic commodities towards value-added, eco-friendly products. Success now depends on strict certification, performance compliance, and a commitment to sustainability as a core business driver.

3.2 Issues and Challenges

Construction Manpower Shortage

Singapore's Building Materials Industry faces persistent labour constraints amid a tight construction-sector manpower. In Q4 2025, there were over 77,700 job openings, or 1.58 vacancies per unemployed person, highlighting ongoing hiring difficulties despite rising employment opportunities.¹⁹ Industry growth has largely relied on non-resident Work Permit holders,²⁰ but regulatory limits, including foreign worker quotas and the 83.3% dependency ratio ceilings ("DRC"), restrict the number of foreign workers per local employee. Caps on mid-skill (S Pass) holders (usually 15% of the company's total workforce)²¹ further limit access to foreign technical and supervisory workers essential for production, quality assurance, and installation support. Small and medium-sized enterprises ("SMEs") are particularly affected as shortages in semi-skilled and blue-collar workers constrain manufacturing, handling, warehousing, delivery, and onsite operations. Without quota flexibility and relief in domestic uptake, labour shortages will remain a key challenge during periods of high demand.

Hiring Foreign Workers is Becoming Expensive

Singapore's Building Materials Industry is heavily reliant on foreign labour for physically demanding, labour-intensive tasks, as local workers are typically engaged in supervisory or management roles. Government policies to reduce dependency on foreign workers, including higher levies and tighter quotas, have driven up labour costs. From 2021 to 2025, the unit labour cost ("ULC") index for the construction sector rose from 114.3 in 2021 to 141.7 in 2025,

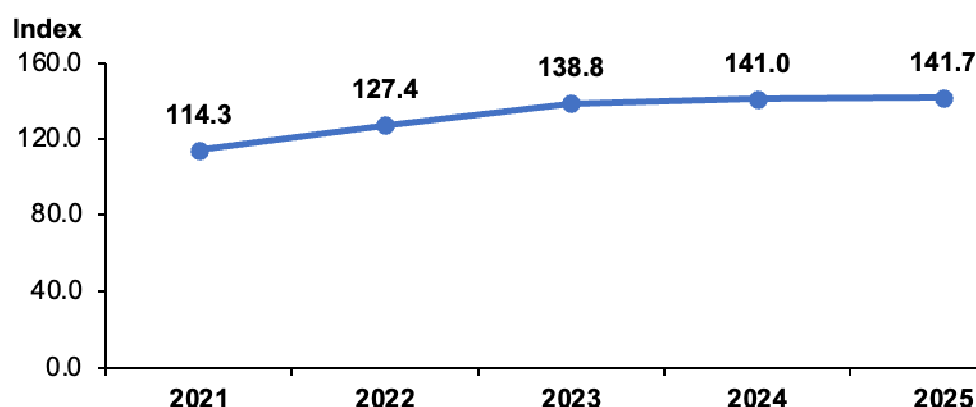
¹⁹ Ministry of Manpower, Labour Market Report Fourth Quarter 2025 - <https://stats.mom.gov.sg/Pages/Labour-Market-Report-4Q-2025.aspx> Retrieved 4 May 2026

²⁰ Ministry of Manpower, Labour Market Report Third Quarter 2025 - <https://stats.mom.gov.sg/Pages/Labour-Market-Report-3Q-2025.aspx> Retrieved 23 January 2026

²¹ Ministry of Manpower, S Pass quota and levy requirements - <https://www.mom.gov.sg/passes-and-permits/s-pass/quota-and-levy/levy-and-quota-requirements> Retrieved 27 February 2026

equivalent to 5.5% CAGR, reflecting higher total labour costs per worker. While automation and technology adoption have improved efficiency, many operations, such as prefabrication, assembly, and handling large materials, remain difficult to fully mechanise. The resulting increase in operating costs impacts project pricing, margins, and competitiveness, particularly for SMEs, and is likely to remain a key challenge for high-value and large-scale projects.

Figure 6 - ULC Index, Construction Sector (2015=100) in Singapore, 2021-2025



Note:

- Data is non-seasonally adjusted.

Source: SingStat²², compiled by Converging Knowledge

Global Market Uncertainty Leading to Supply Chain Disruptions

Global market volatility has become a growing concern for the Building Materials Industry as fluctuations in inflation, interest rates, tariffs, and geopolitical tensions influence construction investment decisions and material supply chains. Stricter finance requirements and cautious procurement decisions can delay project start dates and reschedule orders. Geopolitical events, such as the Russia-Ukraine war and the widening Israel-Iran confrontation - manifested through the Israel-Hamas conflict- threaten key shipping routes and maritime corridors like the Red Sea, critical for the transportation of building supplies like steel products, aluminium, glass, mechanical parts, and prefabricated systems into Asia.

This instability has triggered a significant rise in the cost of the global supply chain. Disruptions or rerouting drive up freight costs, insurance premiums, and transit delays, which puts additional pressure on the price of imported building supplies, most notably seen in the sharp increase in aluminium prices. As an energy-intensive metal, aluminium has faced a dual blow from rising global energy costs and supply fears stemming from Middle Eastern smelting hubs.

²² Department of Statistics Singapore, Unit Labour Cost Index (2015=100) - <https://tablebuilder.SingStat.gov.sg/table/TS/M183741> Retrieved 11 February 2026

To mitigate risks and meet project timelines, the Building Material Industry may hold a larger buffer of inventories, renegotiate supplier contracts, or absorb temporary cost hikes, raising operational risks and working capital requirements.

Costly Environment-friendly Materials

The growing emphasis on sustainability and green building regulations is raising cost pressures across the Building Materials Industry. High-performance and environmentally friendly materials, like low-carbon concrete, certified or recycled wood, high-efficiency glass, sophisticated insulation systems, and energy-efficient mechanical and electrical components, are typically more expensive than their traditional counterparts. Tighter quality standards, certification requirements, smaller production scales, and more complicated manufacturing processes further increase costs. Meeting green construction standards also requires more investment in research and development, new technologies, testing, and environmental certifications. In a highly price-sensitive market, these added production and compliance costs cannot always be fully passed on to buyers. SMEs are particularly exposed as they often lack the financial capacity or technical expertise to invest in sustainable product innovation or bear higher material costs. At the same time, developers and contractors may remain cautious about adopting greener materials when upfront costs outweigh perceived long-term operational benefits. As a result, while sustainability initiatives are driving long-term transformation in the sector, the higher cost of eco-friendly materials remains a near-term challenge for industry players.

3.3 Barriers to entry

Complex and Stringent Regulatory Requirements

Singapore's Building Materials Industry involves navigating a rigorous and multi-layered regulatory framework. BCA's CRS, mandatory as of June 2025, for all players seeking to employ foreign construction workers, imposes stringent requirements, including financial strength, a proven track record of projects worth at least \$300,000 over the past three years, human capital, including qualified, full-time technical personnel, and management standards, compliance, and certifications. Specialised materials players face oversight from other authorities, such as the SCDF, EMA, and PUB, creating high entry hurdles that favour highly capitalised and operationally mature capable peers.

Capital Intensity

Substantial initial capital is essential for building material players to compete, particularly for issuing performance bonds (typically 5 to 10% of the contract value)²³. While this is the standard norm for established players, the capital requirement is a significant barrier to entry for new and smaller businesses, restricting their ability to bid on lucrative projects. Consequently, they may face difficulties in managing mandatory upfront payments, fluctuating raw material costs, and cyclical revenues. This financial inadequacy makes smaller and financially challenged players highly vulnerable to market disruptions or client payment delays.

Strong Network and Track Records Provide Established Players An Advantage

Established players benefit from proven track records and deep-rooted industry network accreditations for quality and safety. These advantages allow them to access high-value contracts and preferred tender lists, while newcomers must invest years to replicate such networks, often without guaranteed returns.

Technical Expertise and Product Qualification for Value-Added Products

Specialty materials, such as prefabricated systems, fire-rated components, and sustainable materials, require technical expertise, testing, validation, and sometimes patents. While patents are not a prerequisite for operating in the Building Materials Industry, they can provide value-add and competitive differentiation. In Singapore, by submitting a patent application to the Intellectual Property Office of Singapore under the Patents Act (Chapter 221), the owners can get exclusive rights for up to 20 years following the date of filing for novel products, processes, or technological innovations²⁴. These regulatory and innovation requirements favour established players with R&D capacity and skilled personnel, limiting market participation for newer entrants.

Economies of Scale & Price Competition

Larger incumbents enjoy significant economies of scale, through manufacturing and operational efficiency, centralised procurement and supply chain, and market share and distribution. These advantages allow them to offer more competitive, lower prices that small or new entrants cannot match, thus reinforcing market dominance and creating significant barriers for the small players and newcomers.

²³ Singapore Law Watch, Ch. 26 Building and Construction Law - <https://www.singaporelawwatch.sg/Headlines/ch-26-building-and-construction-law> Retrieved 27 January 2026

²⁴ Intellectual Property Office of Singapore, Introduction to Patents - <https://www.ipos.gov.sg/about-ip/patents/introduction-patents/> Retrieved 27 January 2026

4. OUTLOOK AND GROWTH FORECAST OF THE BUILDING MATERIALS INDUSTRY

Singapore's Construction Outlook will Continue to Boost the Building Materials Industry²⁵

The outlook of the Building Materials Industry is expected to remain positive, in line with the strong growth trajectory of the construction sector. The number and diversity of upcoming projects — from industrial innovation hubs to landmark commercial and social infrastructure — will fuel strong demand for building materials, creating opportunities across both traditional and sustainable product segments.

The BCA expects Singapore's total construction demand for 2026 to be in the range of SGD47 billion to SGD53 billion, comparable to SGD50.7 billion in 2025²⁶, supported by the number of residential and major public infrastructure developments, including Changi Airport Terminal 5, the expansion of Marina Bay Sands Integrated Resort 2, the new Tengah General and Community Hospital, and two Mass Rapid Transit ("MRT") line extensions.

Future growth in Singapore's resident population is expected to be modest and driven largely by immigration, with the resident population projected at 4.3 million to 4.4 million by 2030²⁷. The Government Land Sales ("GLS") programme ensures a steady supply of land for private residential developments, with 9,185 units expected in the first half of 2026 alone — 43% above the 2021–2023 average²⁸. These residential projects provide stable, predictable downstream demand for building materials, complementing the larger industrial, commercial, and social infrastructure pipeline.

²⁵ 22 January 2026, Building and Construction Authority, Steady Construction Demand In 2026 As Singapore Steps Up Support For Built Environment Firms Through Collaboration And Innovation - <https://www1.bca.gov.sg/about-us/news-and-publications/media-releases/2026/01/22/steady-construction-demand-in-2026-as-singapore-steps-up-support-for-built-environment-firms-through-collaboration-and-innovation> and 22 January 2026, BCA Academy, Singapore Construction Prospects 2026 - https://www.bcaa.edu.sg/docs/librariesprovider2/events-seminars/berep2026/presentation-slides/2-spore-construction-prospects_2026_final_15-jan-26.pdf?sfvrsn=146aa72e_1 Retrieved 29 January 2026

²⁶ Department of Statistics Singapore, Contracts Awarded And Progress Payments Certified By Sector And Development Type - <https://tablebuilder.singstat.gov.sg/table/TS/M400221> Retrieved 4 May 2026

²⁷ 16 October 2024, National Population and Talent Division, Parliamentary Reply by Minister Indranee Rajah on Projected Resident Population in 2030 - <https://www.population.gov.sg/parliamentary-reply-by-minister-indranee-rajah-on-project-resident-population-in-2030/?utm.com> Retrieved 11 March 2026

²⁸ 2 December 2025, Urban Redevelopment Authority, High level of Government Land Sales (GLS) private housing supply sustained in first half 2026 (1H2026) - <https://www.ur.gov.sg/Corporate/Media-Room/Media-Releases/pr25-65?utm.com> Retrieved 11 March 2026

Commercial construction demand is expected to expand threefold from SGD2.2 billion in 2025 to reach between SGD6.1 billion and SGD6.7 billion in 2026, mainly attributed to key commercial projects – Marina Bay Sands Integrated Resort 2, as well as the redevelopment of HarbourFront Centre and Tanglin Shopping Centre. Industrial projects, including new plants in Tuas, a high-tech warehouse distribution centre in Sungei Kadut, a Changi data centre, and contracts for the Tuas Water Reclamation Plant, are expected to be in the range of SGD5.6 billion to SGD6.4 billion. Institutional and other projects, covering healthcare, education, recreation, training, bus depots and upgrading works, is set to remain strong at between SGD13.5 billion and SGD15.3 billion in 2026.

Against this backdrop, players in the industry that can leverage their strengths, through collaboration and/or consolidation, can benefit from synergies achieved through complementary competencies, economies of scale through procurement and geographical reach, aggregating material requirements and optimising logistics networks across Singapore projects, thereby lowering costs and improving reliability — critical advantages for developers managing high-profile industrial, commercial, and residential builds.

Overall, Singapore's strong and diversified construction pipeline, combined with strategic consolidation in the Building Materials Industry, positions the sector to capture sustained demand, drive operational efficiencies, and deliver end-to-end solutions across multiple asset classes.

The following points highlight major upcoming infrastructure projects that underscore the current boom in Singapore's construction sector. This steady pipeline of mega-infrastructure offers a prime landscape for growth and partnership within the Building Materials Industry.

- **Steady Stream of Residential Projects Going into 2030s**

Singapore's residential projects are expected to remain one of the major drivers of construction activity in the coming years, supported by various long-term programmes. The table below shows some of the announced residential projects to be completed from 2028 to 2030. In addition, Singapore is also planning large-scale projects to further develop the nation. URA Master Plan 2025 outlines a major expansion of residential supply and will be guiding Singapore's development in the medium term over the next 10 to 15 years. At least 80,000 new public and private housing projects will be introduced progressively through the late 2020s into the 2030s across areas such as Newton, Paterson, Marina South, amongst others. Furthermore, several large redevelopment sites are expected to release a significant housing supply. For example, the Sembawang Shipyard is expected to cease operation in 2028 and be transformed into a district with

new housing, public spaces, and key heritage buildings adapted for community, sports, and cultural activities. The relocation of Paya Lebar Air Base, expected to start around 2030, will also free up 800 hectares of land for a new town development in the eastern part of Singapore. On top of that, industrial developments, such as JID and PDD, are planned for integrated ecosystems with nearby residential communities, projected to provide more than 40,000 new homes through HDB projects. These mega projects reflect long-term structural demand for the Building Material Industry, as part of the whole construction ecosystem.

Table 4 - Various Public and Private Residential Projects

Description of Project	Estimated Date of Completion
Public Projects	
Building works at Project FG - Tampines N2 C24 (total: 284 dwelling units) at Tampines Street 22	April 2028
Building works at Pasir Ris Neighbourhood 5 Contracts 21 & 22 (total: 767 dwelling units) including a linear park & contingency works (Costa Riviera I & II)	May 2028
Building works at Queensway Contract 2 (total: 996 dwelling units) with contingency works (Queensway Canopy)	September 2028
Building works at Project AO (Toa Payoh Neighbourhood 4 Contract 37) (total: 741 dwelling units) including contingency works	November 2028
Building works at Bukit Merah Contract 54 and 54A (total: 1,462 dwelling units) including contingency works	December 2028
Building works at Project FD - Bukit Merah Keppel C2/Bukit Merah Berlayer C2 (total: 1,039 dwelling units) at Berlayer Drive/Berlayer Creek	October 2029
Building works of 5,000 new public rental flats	2030
Private Projects	
Erection of 2 blocks of 12-storey, 5 blocks of 13-storey & 4 blocks of 14-storey Executive Condominium (total 572 units) at Tampines Street 95 (Rivelle Tampines)	October 2028
Erection of 3 blocks of 1-storey & 1 block of 8-storey residential apartments and 3 units of 2-storey terrace houses (total: 499 units) with an early childhood development centre a Lantor Gardens	2Q 2029
Design & build of 16 blocks of 11 & 12-storey Executive Condominium (total: 748 units) at Jalan Loyang Besar (Coastal Cabana)	May 2029
Residential development with commercial at 1st storey comprising 5 blocks of 16-storey apartments (total: 570 units) at Lakeside Drive	June 2030

Note:

- This list is not exhaustive.
- These projects were listed in BCA's Construction Project Listing last updated on 18 December 2025

Source: BCA, Compiled by Converging Knowledge

- **Onstream of Industrial and Commercial Developments**

Industrial and commercial developments spanning nearly 1 million m² gross industrial space, over 2,000 hotel rooms, and 67,000 m² gross retail space will be completed in 2026, as seen in the table below. Industrial space is at the forefront of Singapore's upcoming land supply, with 55.3% (1,870,917 m² gross out of 3,382,445 m² gross) to be completed from 2027 to 2030. The government has been increasing land supply via the Industrial Government Land Sales ("IGLS") programme to ensure sufficient supply and support demand for industrial activities.²⁹ Office space follows closely, accounting for 53.7% (353 m² gross out of 657 m² gross) of the pipeline for the 2027-2030 period. This growth is supported by URA's Central Business District Incentive ("CBDI") 2.0 and Strategic Development Initiative ("SDI") 2.0 schemes that encourage rejuvenation of older buildings in the Central Business District and other strategic areas in Singapore³⁰. Additionally, URA expects 98,000 m² gross office space, 187,000 m² gross retail space, and 611 hotel rooms to come onstream beyond 2030. These developments bode well for players in the Building Materials Industry to position the delivery of their products and service offerings to building owners and developers in meeting their project needs.

- **Upcoming Selected Construction Projects in Singapore**

BCA expects Singapore's medium-term construction demand to extend its growth momentum, with annual demand projected at SGD39 billion to SGD49 billion between 2027 and 2030³¹. This is supported by a pipeline of newbuild and redevelopment projects across the industrial, commercial, education, and healthcare sectors.

Within the industrial pipeline, development of JID is underway. The 620-hectare ("ha") hub spans five precincts showcasing Singapore's innovations in manufacturing, logistics, urban solutions, robotics, and clean technologies.³² JTC's December 2025 environmental impact assessment ("EIA") reported that over 52ha of forest will be cleared for the

²⁹ JTC Corporation, Quarterly Market Report Industrial Properties 4Q2025 - <https://stats.jtc.gov.sg/content/static/Documents/Quarterly%20Market%20Report%202025Q4.pdf> Retrieved 2 February 2026

³⁰ 7 February 2025, Urban Redevelopment Authority, REVISIONS TO REJUVENATION INCENTIVE SCHEMES FOR STRATEGIC AREAS: Central Business District (CBD) Incentive Scheme 2.0 & Strategic Development Incentive (SDI) Scheme 2.0 - <https://www.ura.gov.sg/Corporate/Guidelines/Circulars/dc25-02> Retrieved 2 February 2026

³¹ 23 January 2025, Building and Construction Authority, Construction Demand To Remain Strong For 2025 - <https://www1.bca.gov.sg/resources/newsroom/construction-demand-to-remain-strong-for-2025/> Retrieved 5 May 2025

³² JTC Corporation, Jurong Innovation District - <https://www.jtc.gov.sg/juronginnovationdistrict> Retrieved 2 February 2026

CleanTech Park and Bahar precincts.³³ Non-invasive site preparation works and surveys are planned for the first quarter of 2026, with construction to proceed once the EIA and development plans are finalised. Other industrial projects include Micron's wafer fabrication facility in Woodlands, Singapore's first GLS self-storage development, Sheng Siong's headquarters, warehouse, and distribution centre in Sungei Kadut, as well as data centres.

The commercial pipeline is led by the expansion of Marina Bay Sands Integrated Resort 2, comprising a new 55-storey hotel tower (Tower 4), 15,000-seat entertainment arena, and additional MICE space, with completion targeted for 2030. The Golden Mile (former Golden Mile Complex³⁴) will be redeveloped under URA incentives that grant developers additional GFA concessions, amongst other incentives, in exchange for conserving the original building.³⁵ URA's CBDI and SDI schemes further support property rejuvenations. For example, the former AXA Tower site at 8 Shenton Way would be redeveloped into The Skywaters, a mixed-use development with office, retail, residential, hotel, and public spaces.³⁶ Other projects include the HarbourFront Centre and Union Square redevelopments.

New education and healthcare facilities are expected from 2029 onwards. Pathlight School will relocate its third campus to Punggol, improving accessibility for students with special needs.³⁷ The Singapore College of Islamic Studies, announced during the National Day Rally 2025, will be located beside the Singapore University of Social Sciences' new city campus at the former site of Rochor Centre.³⁸ In healthcare, the new Tengah General and Community Hospital is slated for completion in 2031, while Alexandra Hospital and the National University Hospital will be redeveloped to expand healthcare capacity.³⁹

³³ 1 December 2025, JTC Corporation, EIA Report: CleanTech Park and Bahar Industrial Estates (Jurong Innovation District) - <https://www.jtc.gov.sg/-/media/project/jtc-cx/corpweb/assets/about-jtc/jtc-and-sustainability/eia-and-summary-response-reports/2025-ctp-bahar-eia-report.pdf> Retrieved 2 February 2026

³⁴ The former Golden Mile Complex is Singapore's first modern large-scale strata-titled building to be gazetted for conservation, in 2021. Conserved buildings have to comply with URA's Conservation Guidelines and approval from the URA is required before any works can take place. For more information, see: <https://www.ura.gov.sg/Corporate/Guidelines/Conservation/Conservation-Guidelines>

³⁵ 9 October 2020, Urban Redevelopment Authority, Supporting the Conservation and Commercial Viability of Golden Mile Complex - <https://www.ura.gov.sg/Corporate/Media-Room/Media-Releases/pr20-28> Retrieved 2 February 2026

³⁶ 14 November 2024, Urban Redevelopment Authority, The Skywaters: Injecting Greater Buzz In Our Downtown - <https://www.ura.gov.sg/Corporate/Resources/Ideas-and-Trends/Skywaters-Downtown> Retrieved 2 February 2026

³⁷ 20 January 2026, Ministry of Education, Special Education (SPED) Schools - <https://www.moe.gov.sg/special-educational-needs/sped-schools> Retrieved 2 February 2026

³⁸ 17 August 2025, Prime Minister's Office, National Day Rally 2025 (Malay) - <https://www.pmo.gov.sg/newsroom/national-day-rally-2025-malay/> Retrieved 2 February 2026

³⁹ 7 March 2025, Ministry of Health, Expanding Healthcare Capacity and Transforming the Healthcare Workforce - <https://www.moh.gov.sg/newsroom/expanding-healthcare-capacity-and-transforming-the-healthcare-workforce/> Retrieved 2 February 2026

Table 5 - Pipeline of Upcoming Selected Construction Projects in Singapore (from 2028 onwards)

Project	Estimated Completion
Industrial	
Construction of Micron's new advanced wafer fabrication facility at Woodlands	2028
Erection of a build-to-suit flagship self-storage facility at Kaki Bukit Avenue 5	2028
Erection of a floating data centre at Loyang	2028
Construction of Sheng Siong's new headquarters, warehouse, and distribution centre at Sungei Kadut	Upcoming
Site clearance, preparation works, and environmental impact assessment for CleanTech Park and Bahar precincts, which are part of the Jurong Innovation District	Upcoming
Construction of a 700 Megawatt low-carbon data centre park at Jurong Island	Upcoming
Commercial	
Redevelopment of The Golden Mile (former Golden Mile Complex)	2028
The Skywaters mixed-use development and Aman Singapore hotel at 8 Shenton Way (former site of AXA Tower)	2028
Development of Union Square at Havelock Road (former premises of Central Mall and Central Square)	2028
Ministry of Education Headquarters Phase 2 Expansion at North Buona Vista Drive	2029
Marina Bay Sands Integrated Resort Hotel Tower 4	2030
Redevelopment of HarbourFront Centre	2031
Institutions – Education and Healthcare	
Redevelopment and expansion of Alexandra Hospital	2029
Development plans for a Special Education School (Pathlight 3) at Punggol	2031
New integrated General & Community Hospital for Tengah (Tengah Hospital)	2031
Development of the Singapore College for Islamic Studies at Rochor	2032
Redevelopment of National University Hospital Phase 1A	2033
Development of a new Singapore University of Social Sciences (SUSS) city campus at Ophir Road/ Rochor Road	2034

Notes:

- This list is not exhaustive.
- The list has been arranged in order of year of expected completion.

Source: BCA, Compiled by Converging Knowledge

APPENDIX I – TAXATION

The following is a discussion of certain tax matters relating to Singapore income tax, stamp duty, estate duty and Goods and Service Tax (“**GST**”) consequences in relation to the purchase, ownership and disposal of the Shares based on the current tax laws in Singapore. The discussion is limited to a general description of certain tax consequences in Singapore with respect to ownership of the Shares by Singapore investors, and does not purport to be a comprehensive nor exhaustive description of all of the tax considerations that may be relevant to a decision to purchase the Shares. It is also not intended to be and does not constitute legal or tax advice. The discussion below is based on the assumption that the Company is a tax resident in Singapore for Singapore income tax purposes. The laws, regulations and interpretations, may change at any time, and any change could be made on a retroactive basis. These laws and regulations are also subject to various interpretations and no assurance can be given that the relevant tax authorities or the courts of Singapore will agree with the explanations or conclusions set out below or that changes in such laws and regulations will not occur.

Prospective investors of the Shares should consult their tax advisers and/or legal advisers concerning the tax consequences of owning and disposing the Shares. Neither the Company, the Company’s Directors, the Sponsor and Financial Adviser nor any other persons involved in this Proposed Acquisition accepts responsibility for any tax effects or liabilities resulting from the subscription, purchase, holding or disposal of the Shares.

Income Tax

(a) **Corporate Taxpayers**

Corporate taxpayers are generally subject to Singapore income tax on income accrued in or derived from Singapore and foreign-sourced income received or deemed to be received in Singapore from outside Singapore (unless otherwise exempted).

Foreign-sourced income in the form of dividends, branch profits and service fee income received or deemed to be received in Singapore by Singapore tax-resident companies is generally exempt from tax if certain prescribed conditions are met.

The prevailing corporate income tax rate in Singapore is 17%, with the first S\$200,000 of chargeable income of a company being partially exempt from tax as follows:

- (i) 75.0% of up to the first S\$10,000 of normal chargeable income; and
- (ii) 50.0% of up to the next S\$190,000 of normal chargeable income.

The partial tax exemption scheme for new start-up companies is as follows:

- (a) 75.0% of up to the first S\$100,000 of normal chargeable income; and
- (b) 50.0% of up to the next S\$100,000 of normal chargeable income

The remaining chargeable income (after the tax exemption scheme for the partial tax exemption scheme for companies) will be fully taxable at the prevailing corporate tax rate.

It is announced in the Budget 2026 by the Minister for Finance that all taxpaying companies (whether resident or not) will be granted a 40% Corporate Income Tax (“**CIT**”) rebate, capped at S\$30,000 for the Year of Assessment (“**YA**”) 2026. Active companies* that have employed at least one (1) local employee (referred to as “local employee condition”)** in the calendar year 2025 will receive a minimum benefit of S\$1,500 in the form of a CIT Rebate Cash Grant. The total maximum benefit of CIT Rebate and CIT Rebate Cash Grant that a company may receive is S\$30,000.

A company is regarded as a tax resident in Singapore if the control and management of its business is exercised in Singapore. Generally, the control and management of a company is vested in its board of directors and a company is usually regarded as a tax resident of Singapore if its board of directors holds the majority of its board meetings in Singapore to make strategic decisions of the company. However,

the Comptroller of Income Tax has increasingly been looking to other additional factors in determining the tax residency of the company.

Such factors include whether (i) the directors are based in or outside Singapore; (ii) any strategic decisions are made by the local director in Singapore; and (iii) there are key employees based in Singapore.

** An active company refers to one that is carrying on a trade or business at the point of disbursement of the CIT Rebate Cash Grant.*

*** A company is considered to have met the local employee condition if it has made CPF contributions to at least one (1) local (Singapore citizen or permanent resident) employee, not including shareholders who are also directors of the company, in the calendar year 2025.*

(b) Individual Taxpayers

An individual is regarded as a tax resident in Singapore in a year of assessment if, in the preceding calendar year, he was physically present in Singapore or exercised an employment in Singapore (other than as a director of a company) for 183 days or more, or if he ordinarily resides in Singapore.

An individual taxpayer (both resident and non-resident) is subject to Singapore income tax on income accruing in or derived from Singapore, subject to certain exceptions. Foreign-sourced income received or deemed received in Singapore by an individual taxpayer, regardless of whether he/she is resident or non-resident in Singapore, is generally exempt from income tax in Singapore except for such income received through a partnership in Singapore by resident individuals.

Currently, a Singapore tax resident individual is subject to tax at the progressive rates, ranging from 0.0% to 24.0%, after deductions of qualifying personal reliefs where applicable. A non-Singapore tax-resident individual is taxed at the rate of 24.0% on director's fees and other income (subject to certain exceptions and conditions), while Singapore employment income is taxed at a flat rate of 15.0% or at resident rates, whichever yields a higher tax.

Dividend Distributions

Singapore currently adopts the one-tier system of corporate taxation. Under the one-tier system, the tax paid by a Singapore resident company is a final tax. The after-tax profits can be distributed by the company resident in Singapore to the shareholders as one-tier dividends. Such dividends are tax exempt in the hands of the shareholders regardless of whether the shareholder is a company or an individual and whether the shareholder is a Singapore tax resident or non-resident. Singapore does not currently impose withholding tax on dividends paid to resident and non-resident shareholders.

Shareholders/investors are advised to consult their own tax advisers in respect of the tax laws of their respective countries of residence on such dividends received by them and the applicability of any avoidance of double taxation agreement that their country of residence may have with Singapore.

Gains on Disposal of Shares

Singapore currently does not impose tax on capital gains except for the foreign-sourced disposal gains falling within Section 10L of the Income Tax Act 1947 of Singapore (the "**Income Tax Act**"). Under the Section 10L regime which took effect on 1 January 2024, gains from the sale or disposal of any movable or immovable property situated outside Singapore (referred to as a "foreign asset") are taxable when these gains (referred to as "foreign sourced disposal gains") are received in or remitted to Singapore by an entity of a relevant group. These gains are treated as income taxable under Section 10(1)(g) of the Income Tax Act in the basis period they are received in or remitted to Singapore. This regime does not apply to foreign-sourced disposal gains received by individuals or foreign entities which do not operate in or from Singapore.

Any gains from the disposal of our Shares which are not foreign assets under Section 10L of the Income Tax Act, are not taxable in Singapore if regarded as capital gains.

However, gains from the disposal of our Shares may be construed to be of an income nature and subject to Singapore income tax if they arise from any trade, business, profession or vocation carried on by that person and are accrued in or derived from Singapore.

Where Section 10L is not applicable and Section 13W of the Income Tax Act provides for certainty on the nontaxability of gains derived by a corporate taxpayer from the disposal of ordinary shares and/or qualifying preference shares in the investee company, if immediately prior to the date of share disposal the divesting company has legally and beneficially held at least 20% of the ordinary shares and/or qualifying preference shares in the investee company for a continuous period of at least 24 months (the **"20% shareholding threshold condition"**).

The scheme applies to the disposal of:

- (a) ordinary shares in an investee company on or after 1 June 2012;
- (b) qualifying preference shares in an investee company on or after 1 January 2026; and
- (c) the disposal of shares by a partnership, limited partnership and limited liability partnership one or more of the partners of which is a company or are companies.

With effect from 1 January 2026, the 20% shareholding threshold condition is allowed to be assessed on a group basis

As the precise tax status of a Shareholder will vary from another, Shareholders are advised to consult their own professional advisers on the Singapore tax consequences that may apply to their individual circumstances.

In addition, Shareholders who adopt the tax treatment to be aligned with the SFRS(I) 109 may be required, for Singapore income tax purposes, to recognise gains or losses (not being gains or losses in the nature of capital) on our Shares even though no sale or disposal of our Shares is made. Shareholders who may be subject to such tax treatment should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding and disposal of our Shares.

Stamp Duty

There is no stamp duty payable on the subscription for allotment, allocation or holding of our Shares.

Where our Shares evidenced in certificated form are acquired in Singapore and where our Company is incorporated in Singapore, stamp duty is payable on the instrument of transfer of our Shares at the rate of 0.2% of the consideration paid or market value of our Shares, whichever is higher.

The purchaser is liable for stamp duty, unless there is an agreement to the contrary. No stamp duty is payable upon transfer of our Shares if no instrument of transfer is executed or the instrument of transfer is executed outside Singapore and not brought into Singapore. However, stamp duty may be payable if the instrument of transfer which is executed outside Singapore is subsequently received in Singapore. Stamp duty is not applicable to electronic transfers of our Shares through the scripless trading system operated by CDP.

GST

The sale of our Shares by a GST-registered investor belonging in Singapore to another person belonging in Singapore is an exempt supply, which is not subject to GST. Any input GST incurred by a GST-registered investor in making such an exempt supply (such as GST incurred on brokerage and related transaction costs) is generally not recoverable, unless the investor satisfies certain conditions for input tax recovery prescribed under the GST legislation or applicable administrative concessions granted by IRAS.

Where our Shares are sold by a GST-registered investor in the course or furtherance of a business to a person belonging outside Singapore, and that person is outside Singapore at the time the sale is

executed, such sale is generally a taxable supply subject to GST at zero rate, subject to the satisfaction of relevant conditions under the GST legislation. Any input GST incurred by the GST-registered investor in making such zero-rated supply in the course or furtherance of a business carried on by him may, subject to the applicable input tax recovery rules, be recoverable.

Services consisting of arranging, broking, underwriting or advising on the issue, allotment or transfer of our Shares, when rendered by a GST-registered person to an investor belonging in Singapore will generally be subject to GST at the prevailing standard rate, currently 9.0%.

Similar services contractually rendered to an investor belonging outside Singapore, and for the directly benefit of either a person belonging outside Singapore (and that person is outside Singapore at the time of supply) or a GST-registered Singapore person who belongs in Singapore, should generally be subject to GST at zero-rate.

Investors should consult their own tax advisers regarding the GST consequences of an investment of our Shares.

Estate Duty

Singapore estate duty had been abolished for all deaths occurring on or after 15 February 2008.



GDS
Global Limited

GDS GLOBAL LIMITED

(Company Registration Number: 201217895H)
(Incorporated in the Republic of Singapore on 19 July 2012)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of GDS Global Limited (the “**Company**”) will be held at 86 International Road, Singapore 629176, Level 3 on 29 May 2026 at 10.00 a.m., for the purpose of considering and, if thought fit, passing the following Ordinary Resolutions:

Please refer to the notes overleaf below for details.

*Unless otherwise defined, capitalised terms in this Notice of EGM shall have the meanings as ascribed to them in the Company’s circular dated 13 May 2026 (the “**Circular**”).*

Shareholders should note that each of Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7, 8, 9 and 10 are inter-conditional upon each other.

This means that if any of Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7, 8, 9 and 10 are not approved, none of the Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7, 8, 9 and 10 will be passed.

ORDINARY RESOLUTION 1: PROPOSED ACQUISITION AS A VERY SUBSTANTIAL ACQUISITION AND AN INTERESTED PERSON TRANSACTION

THAT subject to and contingent upon the passing of all other Ordinary Resolutions in this Notice of EGM:

- (a) approval be and is hereby given for the proposed acquisition by the Company of the entire issued and paid-up share capital of Asiabuild Metal Engineering Pte. Ltd. and Integrated Aluminium Pte. Ltd. on the terms and subject to the conditions of the conditional sale and purchase agreement (the “**SPA**”) dated 1 December 2025 entered into between Mr. Lee Kay Sin, Mr. Lee Keh Ha, Mdm. Seow, Mr. Seow, Mr. Tang, Mr. Tan Jun Lip Darren, Mr. Tang Yeong Hui and Ms. Tan Hong Chee (collectively, the “**Vendors**”) and the Company (as amended, modified or supplemented from time to time) (the “**Proposed Acquisition**”), as an interested person transaction under Chapter 9 of the Catalyst Rules and a very substantial acquisition under Chapter 10 of the Catalyst Rules;
- (b) the Directors and each of them be and are hereby authorised to enter into, do and complete all acts and things (including, without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and take all such steps, exercise such discretion and do all such acts, deeds and/or things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 1 and implement any of the foregoing as they think fit and in the interests of the Company; and
- (c) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this Ordinary Resolution 1 and the Proposed Acquisition be and are hereby approved, confirmed and ratified.

Note:

Mr. Tang and his associates (including Mdm. Seow) shall abstain from voting (either in person or by proxy) in respect of Ordinary Resolution 1 relating to the Proposed Acquisition at the EGM. In addition, Mr. Tang and his associates will also decline to accept appointment as proxies for any Shareholder to vote in respect of Ordinary Resolution 1, unless the Shareholder concerned shall have given specific instructions in such Shareholder’s Proxy Form as to the manner in which such Shareholder’s votes are to be cast.

ORDINARY RESOLUTION 2: PROPOSED CONSIDERATION SHARE ISSUE

THAT subject to and contingent upon the passing of all other Ordinary Resolutions in this Notice of EGM:

- (a) pursuant to Section 161 of the Companies Act, approval be and is hereby given for the allotment and issuance of up to 215,663,969 Consideration Shares in the share capital of the Company at the Issue Price of S\$0.08 per Consideration Share to the Vendors (save for Mr. Tang and Mdm. Seow) as consideration to the Vendors for the Proposed Acquisition on the terms and subject to the conditions of the SPA;
- (b) the Directors and each of them be and are hereby authorised to enter into, do and complete all acts and things (including, without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and take all such steps, exercise such discretion and do all such acts, deeds and/or things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company; and
- (c) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this Ordinary Resolution 2 and the Proposed Consideration Share Issue be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 3: PROPOSED ISSUE OF CERTAIN SHARES TO MR. TANG

THAT subject to and contingent upon the passing of all other Ordinary Resolutions in this Notice of EGM:

- (a) pursuant to Section 161 of the Companies Act and Rule 812(2) and Chapter 9 of the Catalist Rules, approval be and is hereby given for the allotment and issuance of up to 120,932,164 Consideration Shares and 11,250,000 Debt Purchase Consideration Shares in the share capital of the Company at the Issue Price of S\$0.08 per Consideration Share and Debt Purchase Consideration Share to Mr. Tang as consideration for the Proposed Acquisition and the purchase of the Outstanding Debt owing to Mr. Tang, on the terms and subject to the conditions of the SPA and the relevant Debt Purchase Agreement, respectively;
- (b) the Directors and each of them be and are hereby authorised to enter into, do and complete all acts and things (including, without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and take all such steps, exercise such discretion and do all such acts, deeds and/or things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 3 and implement any of the foregoing as they think fit and in the interests of the Company; and
- (c) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this Ordinary Resolution 3 and the Proposed Issue of Certain Shares to Mr. Tang be and are hereby approved, confirmed and ratified.

Note:

Mr. Tang and Mdm. Seow shall abstain, and shall procure that his/her associates and nominees abstain, from voting (either in person or by proxy) in respect of Ordinary Resolution 3 relating to the Proposed Issue of Certain Shares to Mr. Tang at the EGM. In addition, Mr. Tang, Mdm. Seow and each of their associates will also decline to accept appointment as proxies for any Shareholder to vote in respect of Ordinary Resolution 3, unless the Shareholder concerned shall have given specific instructions in such Shareholder's Proxy Form as to the manner in which such Shareholder's votes are to be cast.

ORDINARY RESOLUTION 4: PROPOSED ISSUE OF CERTAIN SHARES TO MD. SEOW

THAT subject to and contingent upon the passing of all other Ordinary Resolutions in this Notice of EGM:

- (a) pursuant to Section 161 of the Companies Act and Rule 812(2) and Chapter 9 of the Catalist Rules, approval be and is hereby given for the allotment and issuance of up to 38,403,867 Consideration Shares in the share capital of the Company at the Issue Price of S\$0.08 per Consideration Share to Mdm. Seow as consideration for the Proposed Acquisition on the terms and subject to the conditions of the SPA;

- (b) the Directors and each of them be and are hereby authorised to enter into, do and complete all acts and things (including, without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and take all such steps, exercise such discretion and do all such acts, deeds and/or things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 4 and implement any of the foregoing as they think fit and in the interests of the Company; and
- (c) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this Ordinary Resolution 4 and the Proposed Issue of Certain Shares to Mdm. Seow be and are hereby approved, confirmed and ratified.

Note:

Mr. Tang and Mdm. Seow shall abstain, and shall procure that his/her associates and nominees abstain, from voting (either in person or by proxy) in respect of Ordinary Resolution 4 relating to the Proposed Issue of Certain Shares to Mdm. Seow at the EGM. In addition, Mr. Tang, Mdm. Seow and each of their associates will also decline to accept appointment as proxies for any Shareholder to vote in respect of Ordinary Resolution 4, unless the Shareholder concerned shall have given specific instructions in such Shareholder's Proxy Form as to the manner in which such Shareholder's votes are to be cast.

ORDINARY RESOLUTION 5: THE POTENTIAL TRANSFER OF CONTROLLING INTEREST IN THE COMPANY TO MR. SEOW

THAT subject to and contingent upon the passing of all other Ordinary Resolutions in this Notice of EGM:

- (a) pursuant to Rule 803 of the Catalist Rules, approval be and is hereby given for the potential transfer of controlling interest in the Company to Mr. Seow arising from the proposed allotment and issuance of up to 135,035,208 Consideration Shares as consideration for the Proposed Acquisition, on the terms and subject to the conditions of the SPA;
- (b) the Directors and each of them be and are hereby authorised to enter into, do and complete all acts and things (including, without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and take all such steps, exercise such discretion and do all such acts, deeds and/or things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 5 and implement any of the foregoing as they think fit and in the interests of the Company; and
- (c) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this Ordinary Resolution 5 and the Potential Transfer of Controlling Interest to Mr. Seow be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 6: PROPOSED DEBT PURCHASE CONSIDERATION SHARES

THAT subject to and contingent upon the passing of all other Ordinary Resolutions in this Notice of EGM:

- (a) pursuant to Section 161 of the Companies Act, approval be and is hereby given for the allotment and issuance of 18,750,000 Debt Purchase Consideration Shares in the share capital of the Company at the Issue Price of S\$0.08 per Debt Purchase Consideration Share to Mr. Tan Poh Tuck as consideration for the purchase of the Outstanding Debt owing to Mr. Tan Poh Tuck on the terms and subject to the conditions of the relevant Debt Purchase Agreement;
- (b) the Directors and each of them be and are hereby authorised to enter into, do and complete all acts and things (including, without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and take all such steps, exercise such discretion and do all such acts, deeds and/or things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 6 and implement any of the foregoing as they think fit and in the interests of the Company; and
- (c) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this Ordinary Resolution 6 and the Proposed Debt Purchase Consideration Share Issue be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 7: PROPOSED WHITEWASH RESOLUTION

THAT subject to and contingent upon (a) the passing of all other Ordinary Resolutions in this Notice of EGM and (b) the conditions in the letter from the Securities Industry Council of Singapore dated 2 March 2026 being fulfilled, the Independent Shareholders (Whitewash) do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer from the Vendor Family Group under Rule 14 of the Take-over Code which they would have otherwise been obliged to make for the Shares as a result of the proposed allotment and issuance of the maximum number of Consideration Shares and the proposed allotment and issuance of the Debt Purchase Consideration Shares on the terms and subject to the conditions of the SPA, at the highest price paid by the Vendor Family Group and persons acting in concert with the Vendor Family Group for the Shares in the six (6) months preceding the date of announcement of the Proposed Acquisition.

Note:

Each of Mdm. Seow and Mr. Seow is a person acting in concert with Mr. Tang for the purposes of Rule 14.1(b) of the Take-over Code and is part of the Vendor Family Group. Pursuant to condition 3(c) of the Whitewash Waiver granted by the SIC on 2 March 2026, the Vendor Family Group, parties acting in concert with them and persons not independent of them will abstain from voting in respect of their Shares on the Proposed Whitewash Resolution at the EGM.

ORDINARY RESOLUTION 8: PROPOSED DIVERSIFICATION

THAT subject to and contingent upon the passing of all other Ordinary Resolutions in this Notice of EGM:

- (a) approval be and is hereby given for the diversification by the Current Group of its Current Business into the businesses of the Targets as described in the section titled “The Proposed Diversification – The Proposed Diversification and Information in relation to the New Business” of this Circular (the “**New Business**”) and any other activities related to the New Business;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time, any such assets, investments and shares or interests in any entity that is in the New Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition or disposal;
- (c) the Directors and each of them be and are hereby authorised to enter into, do and complete all acts and things (including, without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and take all such steps, exercise such discretion and do all such acts, deeds and/or things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 8 and implement any of the foregoing as they think fit and in the interests of the Company; and
- (d) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this Ordinary Resolution 8 and the Proposed Diversification be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 9: PROPOSED IPT GENERAL MANDATE

THAT subject to and contingent upon the passing of all other Ordinary Resolutions in this Notice of EGM:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the Company, its subsidiaries and associated companies that are regarded as “entities at risk” (as that term is used in Chapter 9 of the Catalist Rules), or any of them, to enter into any of the transactions falling within the types of Mandated Transactions with any party who is a Mandated Interested Person, provided that such transactions are on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in paragraph (a) above shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier;

- (c) the Directors and each of them be and are hereby authorised to enter into, do and complete all acts and things (including, without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and take all such steps, exercise such discretion and do all such acts, deeds and/or things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 9 and implement any of the foregoing as they think fit and in the interests of the Company; and
- (d) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this Ordinary Resolution 9 and the Proposed IPT General Mandate be and are hereby approved, confirmed and ratified.

Note:

Mr. Tang and his associates (including Mdm. Seow) shall abstain from voting (either in person or by proxy) in respect of Ordinary Resolution 9 relating to the Proposed IPT General Mandate at the EGM. In addition, Mr. Tang and his associates will also decline to accept appointment as proxies for any Shareholder to vote in respect of Ordinary Resolution 9, unless the Shareholder concerned shall have given specific instructions in such Shareholder's Proxy Form as to the manner in which such Shareholder's votes are to be cast.

Mr. Seow is not an existing Shareholder and as at the Latest Practicable Date, is not directly or indirectly interested in any Shares. He will, however, be an interested person following Completion of the Proposed Acquisition and assuming the allotment and issuance of the maximum number of Deferred Consideration Shares. In this regard, for the purposes of good corporate governance and to the extent applicable, he and his associates shall abstain from voting at the EGM in respect of Ordinary Resolution 9 relating to the Proposed IPT General Mandate. Further, Mr. Seow and his associates shall not act as proxies nor accept appointments as proxies in relation to such resolutions unless the Shareholder concerned shall have given specific instructions in such Shareholder's Proxy Form as to the manner in which such Shareholder's votes are to be cast.

ORDINARY RESOLUTION 10: PROPOSED CHANGE OF AUDITORS

THAT subject to and contingent upon the passing of all other Ordinary Resolutions in this Notice of EGM:

- (a) the resignation of Messrs Deloitte & Touche LLP ("**Deloitte**") as auditors of the Company be and is hereby noted;
- (b) the appointment of BDO LLP (the "**Incoming Auditors**") as auditors of the Company in place of Deloitte, with effect from the date of Shareholders' approval of this Ordinary Resolution 10 to hold office until the conclusion of the next annual general meeting of the Company at such remuneration and on such terms be agreed between the Directors and the Incoming Auditors, be and is hereby approved;
- (c) the Directors and each of them be and are hereby authorised to enter into, do and complete all acts and things (including, without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and take all such steps, exercise such discretion and do all such acts, deeds and/or things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 10 and implement any of the foregoing as they think fit and in the interests of the Company; and
- (d) any acts and things done or performed, and/or any agreements and documents signed, executed, sealed and/or delivered by a Director in connection with this Ordinary Resolution 10 and the Proposed Change of Auditors, be and are hereby approved, confirmed and ratified.

By Order of the Board

GDS GLOBAL LIMITED

Lee Pei Fang (Gina)
Executive Director

13 May 2026

Notes:

1. The members of the Company are invited to **attend physically** at the EGM. **There will be no option for shareholders to participate virtually.** This Notice of EGM, the Proxy Form, the Request Form (to request for printed copy of the Circular) and the Circular will be available to members by electronic means via publication on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL: <http://www.gdsglobal.com.sg>. Printed copies of this Notice of EGM, the Proxy Form and the Request Form will also be sent by post to members. Members who wish to receive a printed copy of the Circular are required to complete the Request Form and return it to the Company by 22 May 2026.
2. Members (including investors who hold shares under the Supplementary Retirement Scheme investors (the "**SRS Investors**")) may participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - (c) voting at the EGM either themselves personally or through their duly appointed proxy(ies).

SRS Investors who wish to appoint the Chairman of the EGM (and not third-party proxy(ies)) as proxy should approach their SRS Operators to submit their votes by **10.00 a.m. on 19 May 2026**, being seven (7) working days prior to the date of the EGM.

Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process.

3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181(6) of the Companies Act.

- (a) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital market services license to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 - (c) the Central Provident Fund ("**CPF**") Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
5. A member can appoint the Chairman of the EGM as his/her/its proxy **but** this is **not mandatory**.

If a member wishes to appoint the Chairman of the EGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the EGM as proxy. If no specific direction as to voting or abstentions from voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/its discretion (except where the Chairman of the EGM is appointed as the member's proxy, in which case the appointment of the Chairman of the EGM as the member's proxy for the resolution will be treated as invalid).

6. The Proxy Form must be submitted to in the following manner:
 - (a) if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.proxy@boardroomlimited.com; or
 - (b) if submitted by post, be lodged at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632,

in either case, by **26 May 2026, 10.00 a.m.**, being no later than seventy-two (72) hours before the time fixed for the EGM. A member who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above. The instrument appointing a proxy(ies) must be signed by the appointer or his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy(ies) is signed on behalf of the appointer by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company)

be lodged with the instrument of proxy, failing which the instrument may be treated as invalid. The Company shall be entitled to reject the instrument of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument of proxy (such as in the case where the appointer submits more than one (1) instrument of proxy). In the case of a member whose shares are entered against his/her name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), the Company may reject any instrument of proxy lodged if such member, being the appointer, is not shown to have any shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time set for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

7. Members may raise questions at the EGM or submit questions related to the resolutions to be tabled for approval at the EGM, in advance of the EGM. For members who would like to submit questions in advance of the EGM, they may do so by **20 May 2026, 10.00 a.m.** (being seven (7) calendar days from the date of the Notice of EGM):

(a) by email to srs.teamd@boardroomlimited.com; or

(b) by post to the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632

Members submitting questions are requested to state: (a) their full name; and (b) the member's identification/ registration number, failing which the Company shall be entitled to regard the submission as invalid. The Company will publish its responses to the substantial and relevant questions submitted by members prior to the abovementioned deadline by **23 May 2026, 10.00 a.m.**, which is at least 48 hours before the closing date and time for lodgment of the proxy form.

8. For questions received after 20 May 2026, the Company will endeavour to address all substantial and relevant questions submitted by members prior to or during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company will publish the responses to such questions together with the minutes of the EGM on SGXNet and the Company's website at <https://www.gdsglobal.com.sg/investor-ir-home.html> within one (1) month after the date of the EGM.

9. Members are reminded to check SGXNet for any latest updates on the status of the EGM.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

*This notice has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "**Sponsor**"). This notice has not been examined or approved by SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.*

The contact person for the Sponsor is Ms Audrey Mok (Tel: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.

GDS GLOBAL LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 201217895H

IMPORTANT:

1. The Extraordinary General Meeting (the “EGM”) of GDS Global Limited (the “Company”) will be held on 29 May 2026 at 10.00 a.m. (Singapore time) at 86 International Road Singapore 629176, Level 3.
2. A relevant intermediary may appoint more than two (2) proxies to attend the EGM and vote (please see Note 3 for the definition of “Relevant Intermediary”).
3. Investors who hold shares under the Supplementary Retirement Scheme (the “SRS Investors”) may attend and cast their vote(s) at the EGM in person if they are appointed as proxies by their SRS Operators, and should contact their SRS Operators if they have any queries regarding their appointment as proxies. Alternatively, SRS Investors may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 10.00 a.m. (Singapore time) on 19 May 2026, and such SRS Investors shall be precluded from attending the EGM.
4. This Proxy Form is not valid for use by SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

PROXY FORM

*I/We _____ NRIC/Passport/Co. Registration No. _____

of _____

being *a member/members of **GDS GLOBAL LIMITED** hereby appoint

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	(%)
Address			

*and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	(%)
Address			

or failing the attendance of the person, or either or both of the persons referred to above, the Chairman of the Extraordinary General Meeting (“EGM”) as *my/our *proxy/proxies to attend, speak or vote on *my/our behalf at the EGM of the Company to be held at 86 International Road, Singapore 629176, Level 3 on 29 May 2026 at 10.00 a.m. and at any adjournment thereof.

*I/We have directed *my/our proxy/proxies to vote for or against the resolutions to be proposed at the EGM as indicated hereunder. If no specific directions as to voting are given, the *proxy/proxies may vote or abstain from voting at *his/her discretion, as *he/she will on any other matters arising at the EGM and/or at any adjournment thereof (except where the Chairman of the EGM is appointed as *my/our proxy, in which case the appointment of the Chairman of the EGM as *my/our proxy for the resolution will be treated as invalid).

Voting would be conducted by poll. Please indicate your vote “For” or “Against” with a tick [✓] within the box provided.

No.	Ordinary Resolutions relating to:	For	Against	Abstain
1.	Proposed Acquisition			
2.	Proposed Consideration Share Issue			
3.	Proposed Issue of Certain Shares to Mr. Tang			
4.	Proposed Issue of Certain Shares to Mdm. Seow			
5.	Potential Transfer of Controlling Interest to Mr. Seow			
6.	Proposed Debt Purchase Consideration Share Issue			
7.	Proposed Whitewash Resolution			
8.	Proposed Diversification			
9.	Proposed IPT General Mandate			
10.	Proposed Change of Auditors			

*Delete where applicable

Dated this _____ day of _____ 2026

Total Number of Shares Held

Signature(s) of Shareholder(s)
or Common Seal of Corporate Shareholder

IMPORTANT

PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.
3. For any member who acts as a Relevant Intermediary pursuant to Section 181 of the Companies Act 1967, who is either:
 - (a) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide under the Securities and Futures Act 2001 and who holds shares in that capacity; and
 - (c) Central Provident Fund (“CPF”) Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.

A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

The proxy need not be a member of the Company. Please note that if any of your shareholdings are not specified in the list provided by the intermediary to the Company, the Company may have the sole discretion to disallow the said participation of the said proxy at the forthcoming EGM.

A member can appoint the Chairman of the EGM as his/her/its proxy but this is not mandatory.

4. This Proxy Form must be submitted to in the following manner:
 - (a) if submitted electronically, be submitted via email to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.proxy@boardroomlimited.com; or
 - (b) if submitted by post, be lodged at the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632,

in either case, by **26 May 2026, 10.00 a.m.**, being no later than seventy-two (72) hours before the time fixed for the EGM. A member who wishes to submit this Proxy Form must complete and sign this Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

5. Completion and return of this Proxy Form by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the member attends the EGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the EGM.
6. This Proxy Form must be signed by the appointer or of his/her attorney duly authorised in writing. Where this Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where this Proxy Form is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act 1967.

General: The Company shall be entitled to reject this instrument of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in this instrument of proxy. In addition, in the case of members whose shares are entered in the Depository Register, the Company shall be entitled to reject any instrument of proxy lodged if the member, being the appointer, is not shown to have any shares entered against his name in the Depository Register as at seventy-two (72) hours before the time set for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 13 May 2026.