

CIRCULAR DATED 22 JULY 2025 ("CIRCULAR")

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

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other independent professional adviser immediately.

Unless otherwise stated, capitalised terms appearing on the cover of this Circular have the same meanings as defined in this Circular under the section entitled "Definitions".

If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited ("**CDP**"), you do not need to forward this Circular together with the Notice of Extraordinary General Meeting ("**EGM**") and the accompanying Proxy Form to the purchaser or the transferee as arrangements will be made by CDP for a separate Circular together with the Notice of EGM and the accompanying Proxy Form to be sent to the purchaser or the transferee. If you have sold or transferred all your ordinary shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Circular together with the Notice of EGM and the accompanying Proxy Form to the purchaser or the transferee or to the stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The SGX-ST assumes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

FORISE INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200804077W)

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO**

- (1) THE PROPOSED DIVERSIFICATION OF THE GROUP'S BUSINESS INTO (A) DEVELOPING AND IMPLEMENTING AUTOMATION SOLUTIONS; AND (B) INTEGRATED IMPORT AND EXPORT TRADING, INCLUDING THE SOURCING, PROCUREMENT AND DELIVERY OF SYSTEMS AND HARDWARE COMPONENTS; AND**
- (2) THE PROPOSED CHANGE OF NAME OF THE COMPANY TO "HEPTAMAX INTERNATIONAL LIMITED"**

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	11 August 2025 at 11.00 a.m.
Date and time of the EGM	:	13 August 2025 at 11.00 a.m.
Venue of the EGM	:	4 Shenton Way, SGX Centre 2, #17-01, Singapore 068807

CONTENTS

	Page
DEFINITIONS	2
CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS	6
LETTER TO SHAREHOLDERS	7
1. INTRODUCTION	7
2. THE PROPOSED DIVERSIFICATION	7
3. THE PROPOSED CHANGE OF NAME	34
4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS	36
5. DIRECTORS' RECOMMENDATION.....	37
6. ABSTENTION FROM VOTING	37
7. EXTRAORDINARY GENERAL MEETING	37
8. ACTION TO BE TAKEN BY SHAREHOLDERS	38
9. DIRECTORS' RESPONSIBILITY STATEMENT	39
NOTICE OF EXTRAORDINARY GENERAL MEETING	N-1
PROXY FORM	

DEFINITIONS

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

"ACRA"	: Accounting and Corporate Regulatory Authority of Singapore
"AI"	: Artificial Intelligence
"associate"	(a) In relation to any Director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means: (i) his immediate family; (ii) 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 (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and (b) in relation to a substantial shareholder or 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% or more
"Board"	: The board of directors of the Company for the time being
"CDP"	: The Central Depository (Pte) Limited
"Circular"	: This Letter to Shareholders dated 22 July 2025 in relation to the Proposed Diversification and the Proposed Change of Name
"Companies Act"	: The Companies Act 1967 of Singapore, as amended, supplemented or modified from time to time
"Company"	: Forise International Limited
"Constitution"	: The Constitution of the Company, as amended, supplemented or modified from time to time
"controlling shareholder"	A person who: (a) holds directly or indirectly 15% or more of the total number of all issued Shares (excluding treasury shares) in the Company (unless the SGX-ST determines otherwise); or (b) in fact exercises control over the Company
"Directors"	: The directors of the Company for the time being

DEFINITIONS

"EGM"	: The extraordinary general meeting of the Company to be convened and held on 13 August 2025 at 11.00 a.m., at 4 Shenton Way, SGX Centre 2, #17-01, Singapore 068807, notice of which is set out on pages N-1 to N-5 of this Circular
"Existing Business"	: The provision of strategic planning, corporate advisory, financial restructuring advisory and management consulting services
"FY"	: Financial year ended or ending 31 December
"Group"	: The Company and its subsidiaries, collectively, for the time being
"HSGL"	: Healing Spring Group Limited
"IT"	: Information Technology
"IOT"	: Internet of Things
"Latest Practicable Date"	: 10 July 2025, being the latest practicable date prior to the printing of this Circular
"Listing Manual"	: The Listing Manual of the SGX-ST, as the same may be amended, varied or supplemented from time to time
"New Business"	: Collectively, (A) developing and implementing automation solutions; and (B) integrated import and export trading, including the sourcing, procurement and delivery of systems and hardware components
"Notice of EGM"	: The notice of the EGM set out on pages N-1 to N-5 of this Circular
"Ordinary Resolution"	: A resolution to be passed by not less than 50.0% in value of Shareholders present and voting either in person or by proxy at the EGM
"Proposed Change of Name"	: The proposed change of name of the Company from "Forise International Limited" to "Heptamax International Limited"
"Proposed Diversification"	: The proposed diversification of the Group's business to include the New Business
"Proposed Resolutions"	: Collectively, the Proposed Diversification and Proposed Change of Name
"Proxy Form"	: The proxy form in respect of the EGM as set out following the Notice of EGM
"R&D"	: Research and Development

DEFINITIONS

"Segment"	: Means any of Segment A and/or Segment B
"Segment A"	: Developing and implementing automation solutions, as described in paragraph 2.2(i) of this Circular
"Segment B"	: Integrated import and export trading, including the sourcing, procurement and delivery of systems and hardware components, as described in paragraph 2.2(ii) of this Circular
"SFA"	: Securities and Futures Act 2001, as amended, modified or supplemented from time to time
"SGXNet"	: The internet-based submission system and announcement platform operated by the SGX-ST
"SGX-ST"	: Singapore Exchange Securities Trading Limited
"Shareholders"	: Registered holders for the time being of the Shares (other than the Central Depository (Pte) Limited), and in the case of Depositors, the term "Shareholders" shall, where the context admits, mean the Depositors who have shares entered against their name in the Depository Register
"Shares"	: Ordinary shares in the capital of the Company
"Special Resolution"	: A resolution to be passed by not less than 75.0% in value of Shareholders present and voting either in person or by proxy at the EGM
"substantial shareholder"	: A person who has an interest of not less than five per cent. (5.0%) of the issued voting shares of the Company
"S\$" and "cents"	: Singapore dollars and cents respectively
"%"	: Per centum or percentage

The expressions "**our**", "**ourselves**", "**us**", "**we**" or other grammatical variations thereof shall, unless otherwise stated, mean the Group.

The terms "**related corporation**", "**subsidiary**", and "**treasury shares**" shall have the meanings ascribed to them respectively in the Companies Act. The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

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. References to persons shall, where applicable, 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, the SFA and the Listing Manual or any modification thereof

DEFINITIONS

and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the SFA and the Listing Manual or the modification thereof as the case may be, unless otherwise provided.

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

Any discrepancies in this Circular between the sum of the figures stated and the total thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements contained in this Circular, statements made in press releases and oral statements that may be made by the Company or its Directors, officers or employees acting on its behalf, that are not statements of historical fact, constitute "**forward-looking statements**". Some of these statements can be identified by words that have a bias towards the future or, are forward-looking such as "**anticipate**", "**believe**", "**could**", "**estimate**", "**expect**", "**forecast**", "**if**", "**intend**", "**may**", "**plan**", "**possible**", "**probable**", "**project**", "**should**", "**will**" and "**would**" or similar words. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the Group's expected financial position, business strategy, operating results, plans and future prospects of the Group's industry are forward-looking statements.

These forward-looking statements, including statements as to the Group's revenue and profitability, prospects, future plans or analysis or comments on historical financial performance or position and 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 Group's actual future results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements.

Given the risks (both known and unknown), uncertainties and other factors that may cause the Group's actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements in this Circular, undue reliance must not be placed on these statements. The Group's actual results may differ materially from those anticipated in these forward-looking statements. Neither the Company nor any other person represents or warrants that the Group's actual future results, performance or achievements will be as expected, expressed or implied in those statements.

Further, the Company disclaims 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 applicable laws and regulations, the provisions of the Listing Manual, and any other requirements imposed on the Company by any regulatory or supervisory body or agency.

LETTER TO SHAREHOLDERS

FORISE INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200804077W)

BOARD OF DIRECTORS

Mr. Tan Wai Hong (*Executive Director*)
Mr. Lee Ah Too (*Independent Non-Executive Director*)
Mr. Heng Chee Song Peter (*Independent Non-Executive Director*)
Ms. Lim Meng Huang (*Independent Non-Executive Director*)

REGISTERED OFFICE:

15 Scotts
15 Scotts Road
#04-08
Singapore 228218

22 July 2025

To: **The Shareholders of Forise International Limited**

Dear Sir/Madam,

- (1) **THE PROPOSED DIVERSIFICATION OF THE GROUP'S BUSINESS INTO (A) DEVELOPING AND IMPLEMENTING AUTOMATION SOLUTIONS; AND (B) INTEGRATED IMPORT AND EXPORT TRADING, INCLUDING THE SOURCING, PROCUREMENT AND DELIVERY OF SYSTEMS AND HARDWARE COMPONENTS; AND**
- (2) **THE PROPOSED CHANGE OF NAME OF THE COMPANY TO "HEPTAMAX INTERNATIONAL LIMITED"**

1. INTRODUCTION

- 1.1 The Board is convening the EGM to seek Shareholders' approval for the Proposed Resolutions, being:
 - (i) the Proposed Diversification (as an Ordinary Resolution); and
 - (ii) the Proposed Change of Name (as a Special Resolution).
- 1.2 The purpose of this Circular is to provide Shareholders with relevant information pertaining to the Proposed Resolutions and to seek Shareholders' approval for the same at the EGM, the notice of which is set out in the Notice of EGM.
- 1.3 The Company has appointed WongPartnership LLP as the legal adviser to the Company for the Proposed Diversification and the Proposed Change of Name.

2. THE PROPOSED DIVERSIFICATION

2.1 Background

(i) Overview of Existing Business

As at the Latest Practicable Date, the Group is principally engaged in the provision of strategic planning, corporate advisory, financial restructuring advisory and management consulting

LETTER TO SHAREHOLDERS

services (being the "**Existing Business**").

For the avoidance of doubt, notwithstanding the Proposed Diversification, the Company will continue to operate its Existing Business.

(ii) Industry Reach

While the Group's main customers were from the manufacturing industry and the trading industry, its service offerings under its Existing Business are not confined to any particular sector. The Group has also provided services under its Existing Business to customers in industries such as the laundry services industry, events industry and technology industry.

In line with the Group's diverse industry engagement in assisting its customers to formulate and evaluate strategic plans and actions to create a competitive advantage and improve their performance, it has also advised on strategies and operational processes, including implementation of robotics, AI and system integration and automation solutions, as well as logistics, business expansions, sales and customer retention, operational workflows and data logging services. In particular, the Group has provided advisory services relating to systems and hardware components, automated machinery and AI computer vision technologies, with the objective of enhancing the efficiency of the customers' manufacturing processes to improve their performance.

(iii) Team Capabilities and Resources

The Group has operated the Existing Business since 2016, with each successive batch of employees building on the foundation established by the previous batch and bringing their own perspectives and expertise to drive the Group's growth and build the Group's collective knowledge and expertise. In the provision of strategic planning services, the current management is able to incorporate its technical expertise in IT, AI and automation technologies into the Existing Business. This aligns with evolving market trends, in particular the shift from labour-intensive processes to automated, technology-driven solutions aimed at enhancing operational efficiency and long-term scalability.

In respect of the current in-house capabilities of the Group, the strategic planning, corporate advisory and management consultancy services to the existing customers of the Group are primarily provided by Mr. Tan Wai Hong and Mr. Phan Lick Hong. Mr. Tan Wai Hong is our Executive Director and is responsible for overseeing the business and planning the strategic direction of the Group. Mr. Phan Lick Hong is our Senior Technical Manager and Product Development Manager and supports Mr. Tan Wai Hong in the execution of the Group's business strategies. The relevant experience of Mr. Tan Wai Hong and Mr. Phan Lick Hong is set out in paragraph 2.5 of this Circular.

While the Group maintains in-house capabilities to support the strategic planning, corporate advisory and management consultancy operations, the Group also complements these with outsourced external consultants who possess specialised knowledge to address the specific technical needs of each project, spanning various industries. This business model addresses both the need for industry-specific expertise and cost concerns.

LETTER TO SHAREHOLDERS

As set out in paragraph 2.1(ii) of this Circular, the Group's Existing Business spans various industries. Each of these industries has its own unique technical requirements, and customers' requirements also vary significantly from project to project. In addition, contracts are typically awarded on an ad-hoc basis and it is not possible for the Company to ascertain in advance the number, scope and requirements of contracts that it will be awarded. To maintain full-force in-house capabilities with industry-specific expertise across diverse areas in which the Group operates would result in the Company incurring significant manpower costs amid uncertainty as to whether and when each team member's specific expertise will be required. Hence, in the Company's view, it is not currently appropriate and cost-effective for the Company to rely completely on in-house capabilities.

Notwithstanding the foregoing, the Company has core in-house capabilities and retains key knowledge in the services it provides. While some projects require the Company to outsource certain technical expertise, the Company leverages its in-house capabilities to oversee and manage the entire project, from understanding the customers' needs and defining the scope of the project, to the final delivery of a holistic and comprehensive solution to the customer. The aggregation and consolidation of various aspects of the solution including any outsourced expertise is conducted in-house by the Company.

In that regard, the Company collaborates regularly with external technical consultants where the scope of the project at hand aligns with the relevant consultant's expertise. These external technical consultants have a proven track record in their respective fields, including automation, electrical systems and digital solutions, and each brings relevant industry experience and specialised expertise that complement the Company's in-house capabilities. The external consultants have also referred projects to the Company from time to time, including the development of a glass primer application robot solution.

2.2 New Business

The Company proposes to, in addition to its Existing Business, venture into the business of (i) developing and implementing automation solutions, as described in sub-paragraph 2.2(i) below ("**Segment A**"); and (ii) integrated import and export trading, including the sourcing, procurement and delivery of systems and hardware components, as described in sub-paragraph 2.2(ii) below ("**Segment B**", and collectively with Segment A, the "**New Business**").

To further elaborate on the description of the New Business above:

(i) **Segment A: Developing and implementing automation solutions**

The Company's industry knowledge and network has allowed the Company to advise customers on the appropriate machinery and systems and ancillary hardware components to meet their operational requirements, business requirements and standards. The Company has found such advice to be required by its customers as the automation of machinery and components requires an in-depth understanding of both technology and manufacturing processes, as well as knowledge of specific tools (such as robotics and AI tools) and system integration processes. However, the Group's customers often lack specialised expertise and resources required to

LETTER TO SHAREHOLDERS

implement complex automation solutions by themselves. Hence, such customers often rely on external automation consultants in this regard. The Group has the in-house capabilities required to advise its customers on automation and control, IT and digitalisation solutions and the implementation thereof. The Group also has experience advising across a broad range of industries, and this positions the Group to tailor automation and control, IT and digitalisation solutions to the specific needs of customers across different industries.

This Segment is intended to comprise the provision of integrated solutions to various businesses, including manufacturing plants to reduce the plants' labour dependency. The foregoing is envisaged to involve, principally: (1) mechanical automation and control solutions; (2) AI inspection solutions; and (3) digital automation solutions:

- (1) Mechanical automation and control solutions involve the designing, developing, fabricating and assembling of motion control or robotics systems. Such systems generally consist of a fully customised machine or functional module intended to be used in the general manufacturing production process, such as packaging, bottling and screwing machines or modules. In connection with the foregoing, the Group may also carry out fabrication of parts to support its automation solutions, to the extent necessary for specific project customisation and integration. For the avoidance of doubt, this is not intended to involve large-scale or mass production activities.
- (2) AI inspection solutions involve the provision of industrial cameras powered with AI vision technology to perform quality control and measurement control for manufacturing plants. The Group intends to target its AI inspection solutions at industries such as the dipped latex products industry, the agriculture industry, the palm oil industry and the automotive industry. While the in-house-developed software solutions supporting these AI inspection systems will not be patented, the Company intends to license such software solutions to customers with similar operational requirements as Rights-to-Use (RTUs) instead.

In particular, the Company intends to procure industrial cameras integrated with AI vision technology from third-party suppliers. However, such equipment cannot be used directly by customers and typically requires further adaptation and customisation by the customers' in-house teams to suit each individual customer's specific operational needs. Mr. Tan Wai Hong brings prior experience in the development of AI vision technologies from his previous employment, which supports the Company's capability in this area. In addition, the Company plans to expand its technical team by hiring personnel with relevant expertise, such as an application manager, to further strengthen its operational capacity.

- (3) Digital automation services to be provided by the Group will include software customisation services aimed at streamlining processes and enhancing efficiency. Such services could involve, for example, integrating software systems to automate data transfer processes.

This Segment A would build on the Company's experience advising manufacturers on automation and control, IT and digitalisation solutions. Such experience has included advising

LETTER TO SHAREHOLDERS

on technologies and processes, like robotics and AI technologies, that enhance productivity and reduce costs. With the expansion into Segment A, the Company will be able to provide end-to-end services to its customers, by installing and integrating automation and control, IT and digitalisation solutions into its customers' production lines and other operating systems.

As an illustration of the Group's plans, it is anticipated that the development and implementation of automation and control, IT and digitalisation solutions may include generally:

- *data collection and preparation, and the selection of optical instruments and sensors:* This would include the annotation and/or augmentation of data for the training of automation solutions such as AI models and, in respect of AI inspection automation, the selection of optical instruments and sensors suitable for capturing relevant data and images for inspection;
- *data analysis:* This will involve the application of advanced data analytics techniques to extract valuable insights from large datasets, enabling data-driven decision-making and process optimisation;
- *software development:* This will involve end-to-end software development services, including frontend and backend development, to create digital solutions customised to customers' needs. Examples of activities which the Company envisages it will undertake include programming touchscreen monitors, developing programmable logic controllers and frontend and backend development;
- *algorithm design, development, testing and training:* The Company will seek to design and develop algorithms tailored to specific tasks and industry standards, and undertake AI model testing and training with a view to achieving robust performance and accuracy in inspection tasks;
- *the installation and implementation of solutions:* This would include the integration of databases, programmable logic controllers and frontend and backend systems into customers' existing infrastructure to achieve a smooth data flow and accessibility across various software systems, as well as efficient data management and analysis. In addition, the integration of programmable logic controllers into existing systems is intended to enhance the automation of and customers' control over industrial processes, to enable operations to be monitored in real time and optimised. Meanwhile, the integration of frontend and backend systems is anticipated to allow software solutions to streamline processes and enhance overall efficiency across the systems. The integration process may necessitate stages of testing and deployment of hardware and software solutions; and
- *the provision of ongoing support and optimisation services:* These activities will be undertaken with the aim of enhancing the efficiency of quality control measures, reducing rejection rates and improving the effectiveness and reliability of the automated inspection processes provided by the Company.

LETTER TO SHAREHOLDERS

- (ii) **Segment B: Integrated import and export trading, including the sourcing, procurement and delivery of systems and hardware components.**

In advising customers on the suitability of systems and hardware components for their businesses as part of the Group's Existing Business, the Group has assisted its customers in sourcing and testing a variety of systems and hardware components. These advisory and consultancy engagements have enabled the group to amass substantial expertise and insights within these industries, particularly in respect of the operational needs of businesses within these industries and the types of systems and hardware components that most suit these needs. Leveraging on its knowledge and network from its Existing Business, the Company believes that it is well-positioned to provide systems and hardware components, automated machinery and AI computer vision technologies to customers in the manufacturing industry and trading industry. Examples of these systems and hardware components are linear drive systems, vision cameras, ethernet switches and slide tables. The provision of systems and hardware components will allow the Company's customers to rely on it not only for consultancy and advisory services but also for the direct supply of systems and hardware components. This will enable its customers to enjoy a single point of contact for planning, consultancy and advisory services as well as the supply of systems and hardware components. In addition, the Company anticipates that this will allow customers access to systems and hardware components that have been vetted by the Company as being reliable and suitable for their needs, and a faster and simplified procurement process for systems and hardware components.

Further, the Company believes that, drawing from its advisory experience, its strength lies in its ability to conceptualise and present systems and hardware components that meet its customers' specific needs, or to select from a wide range of systems and hardware components those which are most appropriate considering such needs.

By supplying systems and hardware components directly to its customers and assisting customers in integrating the systems and hardware components proposed by the Company into their existing systems, the Company can capitalise on its abovementioned strength to enhance its revenue streams. The Company is of the view that the Company's current team of seven employees, as stated in paragraph 2.5, possesses the in-house capabilities necessary to fulfil its contractual obligations. Mr. Tan Wai Hong and Mr. Phan Lick Hong each bring with them the expertise required to provide such customised systems and hardware components to its customers. Additionally, the Company intends to hire qualified technical personnel to expand its team. The experience of Mr. Tan Wai Hong and Mr. Phan Lick Hong, and the intended management team for the New Business, is as set out in paragraph 2.5 of this Circular.

Segment B is intended to comprise the sourcing, procurement and delivery of systems and hardware components for and to our customers to complement both our Existing Business and Segment A of the New Business. In particular, the Company anticipates that systems and hardware components sourced, procured and/or delivered under this Segment B will include systems and hardware components required for the Company to provide the services described in Segment A, systems and hardware components required for the Company's customers to implement solutions provided by the Company, and systems and hardware components required to address customers' material and hardware sourcing needs. Such systems and

LETTER TO SHAREHOLDERS

hardware components may be sourced and delivered from and to suppliers and customers locally or internationally. Such hardware components may include replaceable hardware components (and not just fabricated hardware components), as certain customers may not require fabricated hardware components and find replaceable hardware components more appropriate to their needs. In carrying out such activities, the Group intends to leverage on robust advanced and/or integrated systems and the broad supplier base comprised in the network which the Group has built in its Existing Business, with the aim of strengthening the Group's operational framework and enabling the Group to be flexible and responsive in meeting customers' needs with comprehensive and tailored solutions.

The Group currently intends to focus on geographic areas that it is familiar with, such as Singapore and Malaysia, but does not plan to restrict the conduct of the New Business to any geographical region given that its potential customers may include multi-national corporations which may engage the Group for projects or make orders from or for any of its country offices. Further, the Company notes that regulations and geopolitical conditions can be volatile and may change from time to time. The Company wishes to avoid a situation where having restricted itself to carrying out operations in a particular geographical region or in a particular manner, it does not have the flexibility to pivot in response to such changes.

The Directors believe that maintaining flexibility in the geographical regions into which the Group may diversify is in the best interests of the Company and its shareholders at this juncture, as this will allow the Group more flexibility in diversifying its revenue streams and a greater pool of growth opportunities.

Notwithstanding the above, the Group will conduct appropriate due diligence before commencing activities under the New Business in geographical regions in which the Group has not previously operated or with which the Group is unfamiliar, or in a manner with which the Group is unfamiliar. Such due diligence may include an assessment of, amongst others, demand forecasts, available supply chains, the feasibility of delivering services that meet both operational requirements and customers' expectations, historical market trends, regulatory factors and potential operational challenges in the relevant region(s), and will be carried out by the Group and/or such third party professionals as engaged by the Group from time to time. The decision of whether to carry out operations in a certain geographical region or manner will depend on the results of its due diligence and the Group's experience (if any) in carrying out business in such region or manner. In assessing which region to expand or provide its services, the Board will consider, amongst others, notices published by the Monetary Authority of Singapore and other relevant regulatory bodies, as well as anti-money laundering and terrorism financing concerns with respect to such regions. In addition, the Company has an Enterprise Risk Management policy in place as an internal control framework to support its Audit Committee, Board and management in identifying, managing, and mitigating risks associated with its business conduct.

Our Directors and key management personnel will also draw on their individual experiences in assessing whether the decision to carry out business activities in a particular geographical region or manner is feasible, aligned with the Company's long-term objectives, and in the best interests of its Shareholders. For more information on the experience of our Directors and management personnel, please refer to paragraph 2.5 of this Circular. In particular, the Company notes that the intended management team of the New Business has substantial working experience not just in Singapore but in Malaysia as well. In addition, the Company's Lead Independent Director Mr. Lee Ah Too has more than 30 years of experience providing assurance and business advisory services, with a focus on areas such as financial due diligence, mergers and acquisitions, fundraising and public listings.

LETTER TO SHAREHOLDERS

The New Business is intended to span various industries, including but not limited to the dipped latex products industry, the agriculture industry, the palm oil industry and the automotive industry. To source for contracts for the New Business, it is intended for the Group to reach out to potential and existing customers by various marketing channels including cold calling, informing existing customers of expanded services provided by the Group and technology which the Group can assist them to leverage on, word-of-mouth referrals, and publicity on its website.

The 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 in various geographical regions as and when the opportunity arises. The Group may also invest in existing companies carrying on any aspects of the New Business if such opportunities arise.

It is emphasised that the activities in Segments A and B above are future plans which are necessarily subject to business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Group. Shareholders should not place undue reliance on such plans materialising. The Group makes no guarantee that any of these future plans will be commercially successful or that the actual outcome of such plans will match the Group's expectations.

2.3 Rationale for the Proposed Diversification

The Board proposes to diversify its Existing Business to include the New Business, and believes that the Proposed Diversification is in the interests of the Shareholders for the following principal reasons:

- (i) The Proposed Diversification may provide a more diversified business and income base.

While the Group will continue to strengthen and grow its Existing Business, given the uncertainties prevailing in the current global economic outlook, the Group believes it is prudent not to solely rely on its Existing Business. The Proposed Diversification would reduce the Group's reliance on the Existing Business and vulnerability to industry disruptions in its Existing Business by diversifying its revenue stream, as well as improve future prospects and better support the growth of the Group, so as to enhance Shareholders' value in the long run.

- (ii) The Proposed Diversification is anticipated to provide additional and recurrent revenue streams.

As part of the Group's aim to provide Shareholders with diversified returns and long-term growth, the Group regularly monitors and sources for additional revenue streams and areas of growth that may assist it in achieving a sustained, strong financial performance. The Company has identified the New Business as comprising business activities with the potential to provide the Group with new and recurring revenue streams that may include, amongst others, recurring supply income, trading income and service or other fee income. The Board believes that this will provide the Group with sustainable and long-term prospects of profitability and growth.

In addition, the New Business is an extension of and aligned with the Existing Business, as elaborated in paragraphs 2.1 and 2.2 above. As such, the Board considers it commercially

LETTER TO SHAREHOLDERS

prudent and appropriate for the Group to diversify into the New Business, with a view to sustaining and enhancing the Group's revenue streams and Shareholders' value in the long run.

- (iii) The Proposed Diversification is anticipated to align with the Company's Existing Business, enhance operational efficiencies and expand the Company's network and customer base.

Due to the cohesiveness between the New Business and the Existing Business, as elaborated in paragraphs 2.1 and 2.2 above, the Company is of the view that a significant portion of the Group's expertise and knowledge in the Existing Business will be applicable in its conduct of the New Business. Hence, this will smoothen the learning curve and associated costs in embarking on the New Business.

In addition, the Group has in conducting its Existing Business built up a network of potential suppliers and customers for systems and hardware components which it will seek to supply in the New Business. By tapping on its existing network, the Group will reduce marketing and business development costs associated with expanding into new business activities.

Further, the Group's intended approach towards diversifying into the New Business includes strategic mergers and acquisitions, joint ventures, partnerships and other collaborations with selected businesses. It is expected that by working with, merging with or acquiring third party businesses, the Group will be able to integrate or leverage on the know-how, production-ready facilities and other resources of these businesses to carry out the New Business, while reducing the risks, time and resources involved in overcoming a steep learning curve with respect to the new business segments. The Board believes that this will allow the Group to focus its own resources on lower risk activities, minimise overhead costs and achieve overall productivity in a cost-efficient manner, while building its expertise and knowledge in the New Business.

Meanwhile, expanding the Group's business to include the development and provision of systems and hardware components under the New Business, while concurrently providing corporate advisory and management consultancy services in respect of what systems and hardware components would be appropriate for customers, will allow the Group to provide a wider range of services to customers who are looking to incorporate new hardware components into their operating systems. Accordingly, the Proposed Diversification is anticipated to encourage growth in the Company's customer base. On a broader level, the Group's engagement in the New Business will allow it to expand its network of contacts, creating exposure to fresh business opportunities and partners in both local and overseas markets, whether for its Existing Business or the New Business.

2.4 Requirements under the Listing Manual

As the Proposed Diversification will involve new business areas which are different from the Group's Existing Business, it is envisaged that the Proposed Diversification will change the existing risk profile of the Group. Accordingly, the Company will convene the EGM to seek the approval of Shareholders for the Proposed Diversification.

LETTER TO SHAREHOLDERS

Upon Shareholders' approval of the Proposed Diversification, save for the first major transaction (as defined below) falling under or undertaken in connection with each Segment, any acquisition or disposal which falls under, or is undertaken in connection with, the New Business or of a revenue nature, may be deemed to be in the ordinary course of business and therefore will not fall within the definition of a "transaction" under Chapter 10 of the Listing Manual.

In the same vein, the compliance requirements prescribed under Rules 1010 and 1014 of the Listing Manual will not apply to transactions in the New Business which are within the Company's existing core business for so long as they are in the ordinary course of its business or of a revenue nature. Pursuant to Rule 1014 of the Listing Manual, a "major transaction" is a transaction where any of the relative figures as computed on the bases set out in Rule 1006 of the Listing Manual exceeds 20% but, in respect of an acquisition, is less than 100% (each a "**Major Transaction**"). A Major Transaction must be made conditional upon approval by shareholders at a general meeting. In the case where the transaction exceeds 5% but is less than 20% of the relative figures, an announcement of the prescribed information pursuant to Rule 1010 of the Listing Manual will also be required.

Pursuant to Practice Note 10.1 of the Listing Manual, an acquisition can be regarded to be in, or in connection with, the ordinary course of the Company's business if: (a) the asset to be acquired is part of the Company's existing principal business; and (b) the acquisition does not change the Company's risk profile. Further guidelines are provided under Practice Note 10.1 of the Listing Manual on what comprises an "existing principal business" and "change of risk profile". Further, Practice Note 10.1 of the Listing Manual also states that a disposal of an issuer's business (or a substantial part of its business) will usually not be considered to be in the ordinary course of business.

Notwithstanding the diversification mandate, where the issuer enters into the first major transaction under each Segment of the New Business ("**First Major Transaction**"), or where any of the figures computed based on Rule 1006 of the Listing Manual in respect of several transactions under the respective Segment of the New Business aggregated ("**Aggregated Transactions**") over the course of a financial year exceeds 20%, such First Major Transaction or the last of the Aggregated Transactions of each Segment will constitute a "transaction" subject to the requirements under Rules 1010 and 1014 of the Listing Manual and must be made conditional upon shareholders' approval.

For the avoidance of doubt, notwithstanding that Shareholders' approval of the Proposed Diversification may have been obtained:

- (i) in respect of acquisitions completed within the last twelve (12) months, notwithstanding that they may have been separate transactions, the SGX-ST may, pursuant to Rule 1005 of the Listing Manual, aggregate them and treat them as if they were one transaction;
- (ii) in respect of acquisitions where any of the relative figures as computed on the bases set out in Rule 1006 of the Listing Manual exceed(s) 100% or more or results in a change in control of the Company, Rule 1015 of the Listing Manual will still apply and such transactions must be, among others, made conditional upon approval by Shareholders in general meeting;

LETTER TO SHAREHOLDERS

- (iii) in respect of acquisitions which constitute an "interested person transaction" under Chapter 9 of the Listing Manual, Chapter 9 of the Listing Manual will apply and the Company must comply with the provisions therein;
- (iv) the First Major Transaction or the last of the Aggregated Transactions of each Segment will be made conditional upon Shareholders' approval, if applicable, as explained above; and
- (v) Paragraph 2 of Practice Note 10.1 of the Listing Manual will apply to acquisitions or disposals of assets (including options to acquire or dispose of assets) which will change the risk profile of the Company. Such transactions must therefore be, among others, made conditional upon approval by Shareholders at a general meeting.

2.5 Management of the New Business

It is currently envisaged that Mr. Tan Wai Hong ("**Mr. Tan**"), our Executive Director, will oversee and lead the New Business, assisted closely by Mr. Phan Lick Hong ("**Mr. Phan**") and our Group's Chief Financial Officer, Mr. Phuah Ewe Chong ("**Mr. Phuah**"). Mr. Tan will also be supported by the existing management team of the Group and a team of new hires with prior experience in the New Business.

Mr. Tan has more than four years of experience in the technology industry as a software engineer and subsequently as the Company's IT Manager and Chief Technology Officer. From September 2020 to February 2022, he provided end-to-end software architecture designs and implementation services for robotics projects in the healthcare industry in Singapore, as a software engineer at Hope Technik Pte. Ltd., a system integration engineering firm. From March 2022 to February 2023, he provided AI algorithms and designs for self-driving vehicle solutions in Singapore's public transportation sector, as a software engineer at Moovita Pte. Ltd. As a software engineer, Mr. Tan's responsibilities have primarily involved assisting the team leaders in the respective companies in the design, development and commissioning of software to meet customers' requirements.

Since joining the Group in February 2023, Mr. Tan has contributed significantly as the Company's IT Manager and subsequently, the Company's Chief Technology Officer.

As the Company's IT Manager and, subsequently, Chief Technology Officer, Mr. Tan has been managing the Company's IT systems and IT support. This included handling the Company's corporate website, VPN and cloud storage system, as well as assisting the project manager, if required, with market research concerning IT and AI. Following his promotion to the Company's Chief Technology Officer, Mr. Tan has also managed the technology team, overseen new service launches, and ensured that the Company's technology focused projects align with its business goals. Mr. Tan also collaborates closely with the project manager, providing valuable input and leveraging his expertise to support the Company's projects and business pitches. In addition, Mr. Tan contributes to the Company's market research and advisory efforts by providing insights and input relating to IT, AI and automation technology.

In respect of IT, the Company has leveraged on Mr. Tan's expertise in mechanical, electrical and software operations to advise and provide strategic planning, corporate advisory and management consultancy services to businesses on deploying autonomous robotics solutions for the manufacturing and IOT industries. In respect of AI, Mr. Tan has contributed to the Group's business by advising on

LETTER TO SHAREHOLDERS

the implementation of data analysis techniques and AI algorithms to improve the quality assurance processes and production output in manufacturing companies.

Mr. Tan has worked on approximately 12 projects throughout his years of experience in the technology industry. In respect of automation technology, Mr. Tan has advised on and designed software solutions that provide organisations with the tools needed to log, trace and analyse real time and historical production output data, and deploy data-driven decisions on their industrial processes. For example, Mr. Tan has worked on projects to automate process flows in general hospitals, particularly within the wards for COVID-19 patients, under an initiative supported by the Ministry of Health and National Robotics Program. Mr. Tan has also worked on projects that integrate AI and advanced technology to develop pioneering solutions for mobility in public transport and collaborated with a team of engineers to create automated driving solutions for public bus transportation. Other work carried out by Mr. Tan include advisory projects on robotic cleaning solutions, robotic automation solutions, latex product tumbler loading automation, and AI inspection solutions for palm oil kernel and shell segregation.

Projects worked on by Mr. Tan under the employment of the Company have ranged from approximately S\$51,000 to approximately S\$150,000 in contract value. Work carried out by Mr. Tan, who joined the group in February 2023, contributed more than 50% of the Group's revenue in FY2023. Mr. Tan's contributions to the Group's projects have included not only technical advice but also R&D, conducting staff training for customers, developing implementation plans and guiding pilot testing, project budgeting, risk management and post-implementation troubleshooting.

The Board has observed that Mr. Tan is able to draw upon insights from his past roles in the same or similar fields and takes a proactive approach towards planning for future technical needs and aligning current capabilities with emerging technologies and market trends. The Board believes that Mr. Tan's expertise in the technology industry will be valuable in spearheading the growth of the Group's expansion into the New Business, and in providing strategic guidance on business development and market expansion to customers seeking automation solutions. For more information on Mr. Tan's background, experience and contribution to the Group, please refer to the Company's announcements on 1 August 2022 and 21 May 2024.

Mr. Phan brings with him close to twenty years of experience comprising, amongst others, product development and technical management. From 2006 to 2015, Mr. Phan worked as a project engineer and subsequently as an R&D and quality control manager. As a project engineer, he ideated, designed and delivered to customers machine-based solutions tailored to their needs. Mr. Phan's involvement in such projects ranged from conceptualisation to final acceptance by customers. As an R&D and quality control manager, Mr. Phan led the development of a new series of plastic conveyor systems, implemented stringent quality control measures to maintain high standards of the products produced by his organisation, and streamlined processes to enhance his organisation's efficiency and output quality.

Thereafter, Mr. Phan took on the role of Senior Technical Manager from 2015 to 2019 in Doeka Asia Sdn Bhd, a company specialising in machine-based solutions for offline dipped products, being products that have been coated or dipped in liquid latex using a manual or isolated, non-continuous process, instead of by an automated, continuous production line.

There, he led design and production teams, oversaw design processes from conceptualisation through

LETTER TO SHAREHOLDERS

final production, and was responsible for ensuring efficient production workflows and output quality. Immediately prior to joining our Group, Mr. Phan was the Product Development Manager in Kendek Product Sdn Bhd from November 2019 to December 2023, and thereafter the Product Development Manager in Shinmaster Solution Sdn Bhd from January 2024 to October 2024. As the Product Development Manager, he led the development of products designed to align with market trends and customers' requirements, implemented improvements in product development within the company to enhance efficiency and output quality, and collaborated with cross-functional teams to ensure that new products were integrated into the company's portfolio as seamlessly as practicable. In his roles as Senior Technical Manager and Product Development Manager, Mr. Phan took on leadership responsibilities that gave him oversight of entire production processes and experience in managing the execution of such projects.

Mr. Phan joined our Group as our Senior Technical Manager and Product Development Manager in November 2024. His responsibilities include providing advisory services, product development and process optimisation. In these roles, it is intended for him to contribute to the Group's business by, amongst others, advising on strategy and optimisation, leading the development of automation products that integrate IOT and AI in a manner aligned with market trends and customers' requirements, and advising on how automated product development processes in manufacturing lines can be improved to enhance operational efficiency and output quality.

Mr. Phuah served, from 1994 to 1996, as the Head of Accounts Department in Tan Chong Rubber Gloves Sdn Bhd, a company within a rubber gloves manufacturing group. From 1997 to early 2001, Mr. Phuah served as the Finance and Administrative Manager of Linatex Asia Sdn Bhd, a company within a rubber sheet manufacturing group. Thereafter, Mr. Phuah joined Goggles Holdings Sdn Bhd, a company manufacturing apparel products and goggles, as the Financial Controller. Mr. Phuah then served as the Chief Financial Officer of Fong Lian Inc. and its group of companies, which specialise in the manufacturing of hardware components, machinery and equipment, and the provision of turnkey engineering and production solutions for the dipped latex products industry. We are confident that with his deep understanding of this industry, Mr. Phuah is able to provide strategic insights as we undertake the New Business.

Apart from his experience in the dipped latex products industry, Mr. Phuah also brings with him substantial experience in finance-related roles and in the manufacturing sector. Mr. Phuah is a Chartered Accountant with over 30 years of experience in finance-related roles, having worked as an accounts executive and financial planning accountant prior to the abovementioned roles. His expertise includes financial analysis and management reporting, statutory and process compliance, and business planning and budgeting.

The Board recognises that the necessary experience and expertise can be obtained and developed over time either internally or externally, through joint ventures, partnerships or otherwise.

In addition to Mr. Tan and Mr. Phan, the Group also intends to hire qualified personnel with suitable expertise and experience to support the growth of the New Business, such as persons with expertise and experience in software engineering, mechanical engineering and export trading. The Group anticipates that as it expands into the New Business, it will hire about five such qualified personnel, for middle management or junior roles, and is sourcing for candidates with appropriate backgrounds and qualifications in mechanical, electrical, automation, robotics engineering and/or computer science

LETTER TO SHAREHOLDERS

fields. The Group's management team may also, where appropriate, seek the advice of external consultants and industry experts when making decisions in respect of the New Business.

Further, the Company believes that the experience of its current staff in the Existing Business remains relevant to the New Business, as a significant portion of the New Business is an extension of its Existing Business. The Group currently has seven staff including Mr. Tan, Mr. Phan and Mr. Phuah. These staff are spread across middle management, senior management, and executive directorship positions. The Group will continually monitor its staff's performance and where necessary, arrange appropriate training for its staff so that they may better contribute to the New Business.

In selecting future staff, partners and business opportunities, the Group will take into account the specific expertise and competencies required for the relevant project or transaction and the experience, historical track record and financial standing of the persons or entities concerned. Consequently, the Group will diligently monitor the progress of and its performance in the New Business, to appropriately address any manpower and expertise needs.

While not part of the Company's management team, the relevant experience of each of the Company's independent non-executive Directors are as follows:

- (i) Mr. Lee Ah Too ("**Mr. Lee**"), our Lead Independent Director, has more than 30 years of experience providing assurance and business advisory services. His expertise includes financial due diligence, mergers and acquisitions, fundraising and public listings. His experience spans various industries, including the manufacturing industry, financial services industry, retail industry, entertainment industry and healthcare industry. He served as an Audit Partner of Ernst & Young PLT (now known as EY Malaysia), in charge of their Malacca branch office, from July 1998 to June 2019. Following that, he served as the Corporate Finance Advisor of Top Glove Sdn Bhd from July 2019 to June 2023. He is currently the Independent Non-Executive Director and Audit Committee Chairman of Top Glove Corporation Bhd. and a Senior Independent Non-Executive Director of Poh Huat Resources Holdings Berhad, which, together with their respective subsidiaries, are manufacturing groups listed on Bursa Malaysia.

Mr. Lee's experience, especially his experience in advisory roles, remains relevant to the Group as the Group expands into the New Business, as a significant portion of the New Business is expected to be built on the Existing Business which the Group will continue to undertake. In addition, the network and market insights which he has built and gained over his career can better inform the Group's decisions and lead to connections with potential customers, suppliers and collaborators. In particular, Mr. Lee has business relationships with several glove manufacturers. Further, as the Corporate Finance Advisor of Top Glove Sdn Bhd, he gained expertise in and knowledge of manufacturing processes and the rubber gloves industry.

- (ii) Mr. Heng Chee Song Peter ("**Mr. Heng**"), our Independent Non-executive Director, has approximately 21 years of experience in management level roles in the maritime industry. This includes appointments as the General Manager, Technical, of Meratus Advance Maritim (from April 2018 to November 2019) and the Technical Director of Integrated Maritime Management Pte. Ltd. (from October 2020 to October 2021). Prior to that, he was the Executive Vice President of Meratus Line, Surabaya and Banjarmasin from May 2016 to April 2018 and the Vice President, Technical, of Seacastle Singapore Pte. Ltd. from November 2006 to April 2016. During his time in the maritime industry, beyond technical experience, Mr. Heng advised on ship management,

LETTER TO SHAREHOLDERS

set and implemented key performance indicators for technical personnel, ensured strict compliance with industry and regulatory standards, and negotiated vendor contracts, amongst other functions. The Company believes that Mr. Heng's experience in such functions is applicable across various industries as such experience relates broadly to the conduct of business and management of employees. The Company is further of the opinion that Mr. Heng brings a fresh viewpoint and diversity to the Board, with his experience in the maritime industry which the Group has not operated in.

- (iii) Ms. Lim Meng Huang ("**Ms. Lim**"), our Independent Non-executive Director, has over 20 years of experience across global supply chain operations, corporate audit, financial compliance and strategic project leadership primarily in digitalisation. Ms. Lim has been a director and business advisor of AbleGroup Solutions Pte. Ltd., a company providing compliance services and digital solutions, since 2018. Prior to that, she was a regional business analyst at Chevron Singapore Pte Ltd, a company providing technology solutions in the energy industry, for approximately 9 years. She is also a chartered accountant and member of / accredited by the Institute of Singapore Chartered Accountants, Association of Chartered Certified Accountants, Institute of Internal Auditors, Singapore Chartered Tax Professionals and ASEAN Chartered Professional Accountant. The Company believes that Ms. Lim's experience is relevant and applicable to the New Business, and also provides fresh perspectives on industries which the Group has not previously operated in.

2.6 Internal Controls and Risk Management of the New Business

The Board recognises the importance of internal controls and risk management for the smooth running of the New Business. The external and internal risks presented by the New Business to the Group are expected to be managed under the existing system of internal controls and risk management of the Group, which will determine the nature and extent of risks that the Board may take in achieving the strategic objectives of the Group. In managing the Group's external and internal risks resulting from the Proposed Diversification, the Group will also adhere to its operating and compliance procedures and may from time to time implement further internal controls as described below.

As part of the Group's system of internal controls and risk management, the Audit Committee of the Company and the Board will take the following actions where necessary or deemed advisable to manage the risks arising from the New Business.

- (i) *With reference to Segment A (developing and implementing automation solutions):*
- It is intended for the Group to implement organisation-wide controls including: (1) quality controls in the planning and implementation of design processes for the adaptation of automation and control, IT and digitalisation solutions; (2) evaluations on the quality of data used and derived by the Group as well as the performance of the Group's technical solutions and models or trials thereof; (3) checks to ensure that different systems used in the Group are well integrated; (4) interoperability testing (which will be undertaken through a combination of automated and manual procedures to check that solutions are effective under various conditions) and systems to manage the Group's workflow, deliverables and customers' expectations; (5) planning for,

LETTER TO SHAREHOLDERS

and testing and enhancing, the foregoing controls; and (6) compliance controls in respect of data security and protection and regulatory aspects. In respect of interoperability testing, while automated testing can be used to evaluate repetitive and standardised scenarios, manual testing will be employed for complex or scenario-specific checks that require human judgment. In respect of deliverables, they will be clearly quantified and specified at the initiation phase of the relevant project. Deliverables may include functional requirements, performance metrics, and compliance with specific standards. Each deliverable will be measured by quantitative criteria such as system uptime, data exchange speed and error rates. Deliverables are generally defined by the project manager for the relevant project in consultation with the technical team, the customer and other appropriate stakeholders.

- In addition, where necessary or advisable, the Group will also implement risk management measures such as: having in place incident response and recovery protocols for certain contingencies; consistently monitoring and reporting system anomalies detected; having documented risk management plans covering (amongst others) contingent plans for delays or extensions of contracts and plans for effective communication with stakeholders, especially when the desired project outcomes are anticipated to be technically unfeasible; and establishing a team of technical supervisors and involving such team in the selection of architecture blueprints and technological solutions.

(ii) *With reference to Segment B (integrated import and export trading, including the sourcing, procurement and delivery of systems and hardware components):*

- It is intended for the Group to develop advanced and/or integrated systems to manage operations globally, with the goal of achieving real-time visibility and an appropriate level of control over the entire supply chain, from sourcing and procurement to delivery. The Group intends to design and develop such advanced and/or integrated systems in-house so that they can be customised to the Group's requirements and developed without incurring additional costs for purchasing external software. The design and development of such systems will be led by Mr. Tan Wai Hong. Such systems will be aimed at providing support for the Group's supply chain activities in areas such as supplier and customer data management, quotation and purchase order management, cost analysis, delivery status tracking and stock level analysis. It is anticipated that such advanced and/or integrated systems will enhance informed decision-making and reduce the risk of delays and operational inefficiencies.
- To further mitigate supply chain risks, the Group also intends to engage a diversified network of suppliers across various countries, with the aim to reduce dependency on any single supplier and increase the Group's resilience against potential disruptions. In addition, the Group recognises that due to the cross-border nature and involvement of multiple parties and steps in import and trading activities, the Company's confidential trade and financial data is at risk of exposure. For example, financial and commercial terms of the Company's transactions may be

LETTER TO SHAREHOLDERS

shared with suppliers, manufacturers, packing agents and delivery agents in various countries. Accordingly, the Group intends to implement appropriate cybersecurity measures to protect the Company's confidential trade and financial data, financial information, and the integrity of operational systems, and reduce risks associated with data breaches and cyber-attacks.

- (iii) *In general*, review, with the management, external and internal auditors, the adequacy and effectiveness of the Group's internal control procedures addressing financial, operational, compliance, IT and risk management systems relating to the New Business. In addition, prior to undertaking any business ventures or collaborating with any businesses, the Group will evaluate the feasibility and costs of relying on in-house capabilities as opposed to working with third parties, the track record of these third parties, and other relevant factors. Separately, the Group also intends to use foreign exchange derivative contracts to hedge against foreign exchange exposure where such exposure is assessed by the Company to be significant. In this regard, prior to joining the Group, the Group's Chief Financial Officer, Mr. Phuah Ewe Chong, has extensive experience managing foreign exchange risks as the Chief Financial Officer of Kendek Products Sdn Bhd, where export sales contributed to over 60% of the company's turnover.
- (iv) *In general*, commission and review the findings of internal investigations into matters where there is any suspected fraud, irregularity, failure of internal controls, or infringement of any law, rule or regulation, which has or is likely to have a material impact on the Group's operating results and/or financial position.

The Senior Technical Manager and Product Development Manager will be responsible for checking if the abovementioned internal controls have been implemented and properly executed. This includes the responsibility for implementing and overseeing the execution of the abovementioned quality controls for each project that the Group undertakes. This will involve, amongst others, ensuring that proper procedures and protocols are followed to better ensure the accuracy, reliability and consistency of the projects' technical aspects. In addition, the Senior Technical Manager and Product Development Manager will be responsible for monitoring the conduct of tests such as interoperability assessments and determining whether such tests will be conducted manually or using automated systems. Apart from quality controls and tests, the Senior Technical Manager and Product Development Manager will also be tasked with ensuring that requirements in respect of deliverables are met according to the specifications set for each project.

The Senior Technical Manager and Product Development Manager will regularly engage with each project team through reviews and quality checks with a focus on ensuring timely identification of issues, the quality of technical deliverables, and the alignment of deliverables with customers' requirements. Besides the Senior Technical Manager and Product Development Manager, periodic reviews and quality checks will be conducted at the project team level and/or at the management team level team, depending on the scope and nature of the assessment required, to ensure that the Company's operations are aligned with the targets for each of its projects.

In addition, before undertaking any major project in the New Business, and where relevant, the management of the Company may prepare a feasibility study containing financial forecasts, risk analyses, market studies, the backgrounds of any main contractors or potential partners, its

LETTER TO SHAREHOLDERS

assessment of the growth potential, funding needs and projected returns of the project concerned, and its assessment of the suitability of the Group's investment in such project based on the proposed nature and extent of the investment. Thereafter, the management will present the proposal to the Board. The Board will discuss, deliberate, understand and decide on the nature and extent of the Group's involvement and investment in such project before any decisions are finalised. The Board will continue to monitor the New Business on an ongoing basis, including by reviewing and assessing the merits of projects and investments therein periodically.

Notwithstanding the above, due to human error or judgment, there is no assurance that these frameworks and systems will be strictly complied with at all times. There may also be inherent limitations in the system which may not prevent or detect all misstatements or instances of fraud in a timely manner, and any changes in conditions or operations of the New Business may cause the system's effectiveness to vary from time to time. In addition, the Group relies on the self-assessment, review and reporting processes of the respective subsidiaries to ensure that the transactions are carried out in compliance with the accounting standards and Group accounting policies and that the Group's internal controls are adequate. The Company also has an outsourced internal audit function. To arrive at a target approach to addressing risks and assessing controls for the New Business, the Company will work with its internal auditors, Crowe Horwath First Trust Risk Advisory Pte. Ltd., or such other internal auditors appointed from time to time, to refine the scope of the internal audit to cover the New Business.

2.7 Funding for the New Business

The Group intends to fund the New Business through its internal resources and, when necessary and deemed appropriate, secondary fundraising exercises by tapping on the capital markets, including but not limited to rights issues, share placements and/or the issuance of debt instruments. The Board may in addition take on borrowings from financial institutions and/or apply for government grants and subsidies as it deems suitable.

The Board will determine the optimal mix of internal funding, external borrowings and equity financing from time to time, taking into account the Group's cash flow and prevailing bank financing costs, amongst other factors.

2.8 Risk Factors

To the best of the Directors' knowledge and belief, all the potential risk factors that are material to Shareholders in making an informed judgment on the Proposed Diversification are set out below. The New Business involves several risks, some of which may be material.

The risks presented in this paragraph 2.8 are not intended to be exhaustive and are not presented in any particular order of importance. New risk factors may emerge from time to time, and it is not possible for the Directors to predict all risk factors, nor can the Directors assess the impact of all factors on the Proposed Diversification or the extent to which any factor, or combination of factors, may affect the Proposed Diversification. There may also be other risks associated with the Group's entry into the Proposed Diversification which are not presently known to the Directors, or that the Company may currently deem immaterial and as such have not been included in the discussion below. **If any such risk develops into actual events, the business, results of operations, financial condition and**

LETTER TO SHAREHOLDERS

prospects of the Group could be materially and adversely affected.

Although the following should not be construed as a comprehensive list of all risk factors relating to the New Business, Shareholders should still carefully consider and evaluate the following risk factors and all other information contained in this Circular before deciding on whether to vote in favour of the Proposed Diversification. If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Risks relating to the New Business

- (i) The Group has no proven track record and operating history in the New Business and there is no guarantee of commercial success in the Group's future endeavours.

Notwithstanding that the Group's Existing Business involves providing corporate advisory and management consultancy services on systems and hardware components, the Group does not have a proven track record in carrying out the New Business. The Group's commercial success in the New Business will depend in part on its ability to consistently secure suitable contracts on favorable terms, and to identify, source for, develop and supply components, solutions and programs that improve operations, reduce costs or otherwise meet customers' requirements. In addition, the Group will be required to effectively develop and implement technological solutions in undertaking the mechanical automation and control solutions, AI inspection automations and digital automation solutions of its New Business, and its commercial success will depend on its ability to provide such solutions and the effectiveness of the solutions provided by the Group. The Group's lack of track record and operating history in the New Business may impend or delay it as it attempts to do so.

Additionally, the Group's current management team and staff may collectively lack the experience and expertise necessary to successfully manage and execute the New Business. Accordingly, there is no guarantee that the New Business and activities carried out thereunder will be commercially successful, or that the Group will be capable of deriving sufficient revenue from the New Business to offset the capital and start-up costs involved. The Group may also experience operational inefficiencies owing to a lack of technological know-how (including an inadequate understanding of technological software and solution stacks) required, in particular, for Segment A of its New Business.

Furthermore, the New Business entails various risks, including a different competitive landscape and operating environment compared to the Existing Business. The Group's future plans for the New Business may not be profitable or yield returns that justify the investment and acquisition costs. It may also take an extended period before the Group realises any returns. If the Group fails to generate sufficient revenue from or manage its expenditures under the New Business effectively, its overall financial position and profitability could be adversely affected.

- (ii) The Group is reliant on its key personnel and its ability to attract and retain dedicated and qualified key personnel.

LETTER TO SHAREHOLDERS

The Group will be reliant on the continued services of certain key personnel in growing the New Business. Such persons are currently intended to include Mr. Tan, as profiled in paragraph 2.5 above. There is no assurance that the employment or appointment of such persons will not be terminated earlier than desirable for any reason, or that there will be no disputes with such persons. The loss of key personnel without timely and suitable replacements or the Group's inability to attract and retain qualified and experienced personnel could have an unfavourable impact on the Group's business.

In addition, a significant portion of the Group's staff do not have experience in the New Business. Accordingly, the ability of the Group to carry out and grow its New Business will depend on its ability to attract, retain, and motivate dedicated and qualified personnel, especially for its management team, to form and train a strong team with the expertise required to oversee and carry out the New Business. Competition for such personnel may be intense and there is no assurance that the Group will be able to attract and retain them.

- (iii) The Group may from time to time be reliant on foreign labour or workers outside Singapore to implement the New Business.

The availability of labour to the Group will be subject to policies set by the relevant government and regulatory authorities, as well as the foreign affairs policies of its employees' home countries. Housing requirements and costs for workers will also depend on government and regulatory policies. There is no guarantee that the Group can consistently recruit enough workers of appropriate skill and expertise to maintain its business operations due to several factors, including but not limited to: (a) potential shortages in the supply of labour in locations where the Group operates; (b) potential increases in the salaries and levies for labour; (c) potential changes in applicable laws and regulations relating to employment; and (d) potential restrictions on entry approvals for foreign labour.

- (iv) The Group may be affected by disruptions and delays in procurement and delivery.

Disruptions and delays in procurement and delivery may arise from various factors such as machine breakdowns, power supply disruptions, delays of delivery service providers or circumstances affecting delivery service providers that are outside the Group's control, or compliance with disease prevention measures such as those for COVID-19. These events could delay deliveries to the Group's customers and/or the Group, and/or result in the Group being required to shut down or suspend activities at any of its facilities due to any employee(s) being infected or suspected of being infected with any infectious diseases, or being required to comply with other measures to prevent the spread of infectious diseases. The foregoing may impact contract completion, which in turn may result in a breach of contracts with suppliers and customers and/or reputational damage to the Group. Furthermore, suppliers, customers, and other counterparties involved in the affected project may also face similar disruptions, further affecting operations. Such circumstances could adversely affect the Group's business, financial condition, results of operations and/or prospects.

- (v) The New Business is subject to various government regulations.

The New Business may be subject to risks relating to general and sector-specific regulations

LETTER TO SHAREHOLDERS

and legislation. Operating in the New Business may require various statutory and/or regulatory licenses, permits, consents, and approvals, such as export permits, which are typically granted for fixed periods and subject to renewal. There is no assurance that these applications will be successful and/or approved in time for a contract to be completed within its agreed timeframe, or that the conditions required to maintain their validity can be consistently met. Failure to obtain, maintain, or renew these necessary licenses, permits, consents, and approvals could prevent the Group from initiating or continuing operations in the relevant segments of the New Business. This could lead to delays or the revocation of contracts, adversely impacting the Group's business and financial performance.

Further, the activities described under Segment B above are in particular subject to trade, import and export policies and regulations. Changes in such policies and regulations, such as the imposition of any import or export bans or an increase in export or import taxes or tariffs or other similar or related actions, may adversely affect the Group's conduct of its New Business. There is no assurance that the Group will be able to anticipate such changes and/or mitigate the adverse impact to the Group of such changes.

Any changes in applicable laws and regulations may increase compliance costs and adversely affect the Group's financial performance.

- (vi) The Group is subject to unforeseen technical failures or disruptions, and difficulties in integrating existing software to achieve compatibility between different technological systems, and other risks involved in using technological systems.

The Group's conduct of the New Business, in particular Segment A, will involve the application and development of technology. Accordingly, the Group's conduct of the New Business will be dependent on the smooth functioning of the technology used by the Group in its operations and/or with which the Group's technological solutions will be integrated, including technology that is developed by the Group's customers or other third parties. Such technology may from time to time be subject to temporary or permanent failures, be disrupted by security breaches or fail to perform as represented by the relevant person(s). Furthermore, should any technology used by the Group be compromised, such as due to cybersecurity breaches, viruses, system failures, or system integration issues, this could increase the Group's exposure to risks such as data theft or failures in operating systems.

In addition, the Group may face difficulties in integrating existing software to achieve compatibility between different technological systems. Such difficulties may be caused by factors outside the Group's control, such as the aforementioned technological failures and disruptions. Changes made by customers or other third parties to their existing software may also affect the success of the Group's integration efforts and the reliability of integrated systems.

In event of the foregoing, the Group may be unable to deliver or perform contracted works within the specified timeframe or in accordance with the contract or may experience unforeseen complications in its work which may lead to inefficiencies in the Group's operations and incur additional costs (such as manpower costs and costs of supplies) for the Group. As further described in sub-paragraph 2.8(vii) directly below, such delays and/or non-performance

LETTER TO SHAREHOLDERS

may also result in the Group being liable to pay damages or in customers withholding payment, which may adversely affect the Group's business operations, financial performance, and profitability. In addition, should any technology used by the Group be compromised, such may have a widespread and damaging effect on the Group's business operations, reputation and ability to conduct its business, and may require costly and onerous remedial measures to be undertaken.

- (vii) The Group may be liable for delays or the non-performance of certain obligations under contracts with its customers.

The Group anticipates that its contracts with customers of the New Business, in particular in respect of Segment A, may include liquidated damages provisions or other penalty provisions under which the Group may be liable to pay agreed damages to its customers if the Group is unable to deliver or perform the contracted works within the specified timeframe or in accordance with the contract. Delays and non-performance may also result in customers being contractually entitled to withhold payment for the Group's services. Delays in a project or the non-performance of certain obligations could occur from time to time due to factors such as technological failures (as elaborated above), shortages of labour, disputes with customers or employees, and other factors that may or may not be within the Group's control. Such delays and/or non-performance may result in the Group being liable to pay damages or in customers withholding payment, and subject the Group to reputational damage, which may adversely affect the Group's business operations, financial performance, and profitability.

- (viii) The Group is subject to customers' default and creditworthiness.

As the New Business is contractual in nature, the profitability of contracts undertaken by the Group may be affected by uncertainties in the timeliness of customers' payments. In embarking on the New Business, the Group will also be subject to general uncertainties involved in working with new customers and the creditworthiness of such customers. There can be no assurance that returns will be collected on a timely basis, or at all. If there are significant delays in collecting payments, or if customers default due to unforeseen events or circumstances, the Group may experience cash flow stress. The risks of customer defaults and customers' creditworthiness may also fluctuate over time due to factors such as changes in their financial standing, industry dynamics and broader economic conditions. The Group will monitor these factors to assess potential impacts on its cash flow and financial performance. However, there is no guarantee that these factors will not be subject to unforeseen changes or that the Group will be aware of each and every change. It may also not be possible, and is likely to be difficult, for the Group to obtain bankers' guarantees or corporate guarantees for payment by its customers for work done by the Group. Depending on the customer and the size of the contract, as well as the status of the Group's business operations and financial performance, the Group may have limited bargaining power when entering into contracts and hence not be in a strong position to require guarantees before commencing work. Further, the grant of such guarantees is subject to the approval of banks and corporate guarantors and there is no assurance that approval will be granted. Customers' default and lack of creditworthiness could lead to a material increase in bad and doubtful debts, adversely impacting the Group's financial performance.

LETTER TO SHAREHOLDERS

- (ix) The Group's conduct of its New Business may be subject to the performance of third parties.

As stated above, the Group's diversification into the New Business is envisaged to involve strategic mergers and acquisitions, joint ventures, partnerships and other collaborations with selected businesses. The results of these corporate transactions will be subject to adherence of relevant third parties with the terms of these transactions, and the performance of third parties with whom the Group enters into these transactions.

In addition, the Group may from time to time be required to rely on or engage third party service providers to support its activities in the New Business, in particular in carrying out activities under Segment B of the New Business. For example, the delivery of products procured by the Group as part of the activities described in Segment B may be carried out by third party delivery service agents and the Group's ability to fulfil procurement obligations will be subject to the accuracy of representations provided to it by suppliers as to the quality and available quantities of products procured from them. As another example, in carrying out import and export trading, or cross-border sourcing, procurement and delivery, the Group may require assistance from local subject matter experts in the country in which the Group is sourcing from or exporting to, to navigate specific local regulations, customs, and logistical challenges. The Company will assess its requirements at hand and the profiles of potential third-party service providers, by reviewing factors such as their company websites, familiarity with local regulations, cost of services, scope of services, service ratings and public feedback on their services. However, there is no assurance that the Company will on each occasion be able to engage the most appropriate, credible, and/or reliable service provider, especially in view of the time-sensitive nature of import and export trading, sourcing, procurement and delivery which often does not allow for extensive due diligence in this regard. The Group is unable to ensure, at all times, the timely and full performance of such third parties. Segment B of the New Business will serve to support the other segments of the New Business, as stated in paragraph 2.2(ii) above. In the event of any default by such third parties, the Group's conduct of the New Business and in turn its business operations, financial performance and profitability may be adversely affected.

- (x) The Group is subject to claims for breaches of warranties.

The Group anticipates that its contracts with customers of its New Business, in particular in respect of Segment A, may include warranties pursuant to which the Group will be obliged to, amongst others, undertake repair works or provide refunds in the event that the Group's services and products fail to meet the standards specified in the relevant contract(s). In the event that such warranties are invoked, the Group may incur additional costs in undertaking the relevant repair works. The requirement to refund customers may also reduce the Group's revenue and profits.

Certain projects undertaken by the Group may also involve the subcontracting of certain work or the procuring of supplies from third parties. Without limiting the generality of sub-paragraph (ix) above, there is no assurance that the Group will be able to obtain a corresponding warranty from each subcontractor and supplier with whom it contracts, and the requirement to undertake repair works may result in the Group incurring additional costs for subcontracting and supplies.

LETTER TO SHAREHOLDERS

Accordingly, claims for breaches of warranties by the Group may adversely affect the Group's business operations, financial performance, and profitability.

- (xi) The Group may face difficulties in accurately communicating with its customers as to the requirements for the Group's products and services.

The New Business, in particular in respect of Segment A, is anticipated to involve the provision of solutions with which the Group's customers may not be familiar. Hence, customers may not have the technical knowledge or expertise to accurately convey their requirements to the Group. In such cases, the Group may undertake projects without a clear and definitive understanding of the requirements thereof, which may lead to inefficiencies in the Group's operations and incur additional costs (such as manpower costs and costs of supplies) for the Group. The foregoing may adversely affect the Group's business operations and profitability.

- (xii) The New Business, in particular integrated import and export trading, including the sourcing, procurement and delivery of systems and hardware components, may be subject to market fluctuations.

Market fluctuations such as changes in supply and demand for products and services provided under the New Business, or which are related to or required in the Group's conduct of the New Business, may significantly impact the Group's profit margins and pricing strategies. Additionally, supply chain disruptions may delay procurement and delivery timelines. Such disruptions may be caused by factors outside our control including political instability, transportation issues, and supplier shortages. There is no assurance that the Group will be able to anticipate any market fluctuations and/or mitigate the effect of such on the Group. Market fluctuations may adversely affect the Group's business operations, prospects, financial performance and profitability.

Risks relating to the Proposed Diversification generally

- (a) The Group may face competition from established competitors.

In undertaking the New Business, compared to more established competitors, the Group may face disadvantages such as cost disadvantages, a smaller network, a lack of knowledge and expertise, and a limited scale of operations. This could hinder the Group's ability to offer comparable services at lower prices or to respond swiftly to market trends. Accordingly, there is no assurance that the Group will be able to compete effectively with existing or potential competitors and adapt to changing market conditions and trends. If the Group is unable to maintain its competitiveness, its business operations, financial position, and performance will be adversely affected.

- (b) The Group is subject to risks associated with operations of businesses outside of Singapore.

The Group does not intend to restrict the New Business to any specific geographical market. Risks inherent in operating businesses outside of Singapore include but are not limited to difficulties in managing and staffing foreign operations; controls on foreign ownership; social and political instability; unexpected changes in local laws and regulatory requirements;

LETTER TO SHAREHOLDERS

fluctuations of exchange rates; trade wars; and controls on the repatriation of capital or profits. Any of these could materially and adversely affect the Group's overseas operations and consequently, its financial performance and operating cash flow.

(c) The Group may be exposed to risks arising from foreign exchange fluctuations.

Closely related to the above risk, the Group will be exposed to foreign exchange fluctuations. Any significant unfavourable fluctuations in foreign currency exchange rates against the Company's functional currency may therefore have an adverse effect on its operating results. While the Group plans to use foreign exchange derivative contracts to hedge significant foreign exchange exposure, as disclosed in paragraph 2.6 above, the Group does not intend to enter into any speculative contracts and intends to hedge only the necessary amount to minimise the significant foreign exchange exposure from currency mismatches in its books. Accordingly, we cannot guarantee that all foreign exchange risks will be eliminated. Additionally, as the costs of hedging can be substantial, the Group's business and financial performance may be affected by any increased use of hedging instruments to cover foreign exchange exposure in our books.

(d) The Group may not always be able to provide the capital investment required to undertake the New Business.

The New Business, by nature, requires capital investment or cash outlay. There is no assurance that financing, whether short-term or long-term, will be constantly available or, if available, that it can be secured on commercially reasonable terms. If financing cannot be secured on favorable terms, the Group's future plans and growth prospects may be adversely affected.

For instance, additional debt funding customarily comes with interest fluctuations, the requirement to maintain certain financial ratios, and conditions that may restrict or require consent for corporate restructuring or procuring additional fundraising. These conditions can limit the amount of the Group's cash flow that is available for working capital, capital expenditure, or other purposes. They may also reduce the Group's flexibility in responding to changes in the business or industry and increase its vulnerability to adverse industry or economic conditions.

On the other hand, additional equity financing may dilute Shareholders' equity interests and, in the case of a rights issue, may require additional investments by Shareholders. Issuing Shares below the prevailing market price may also adversely affect the value of the existing Shares held by investors. Shareholders' equity interests may be diluted even if the Shares are issued at a premium to the market price.

In addition, should the Group be unable to increase its profitability following an investment of capital into the New Business, its future results of operations and financial performance may be adversely affected.

(e) The Group is subject to risks of late payment or non-payment.

LETTER TO SHAREHOLDERS

As the New Business is contractual in nature, the profitability of contracts undertaken by the Group may be affected by uncertainties in the timeliness of customers' payments. In embarking on the New Business, the Group will also be subject to general uncertainties involved in working with new customers and the creditworthiness of such customers. There can be no assurance that returns will be collected on a timely basis, or at all. If there are significant delays in collecting payments, or if customers default due to unforeseen events or circumstances, the Group may experience cash flow stress. This could lead to a material increase in bad and doubtful debts, adversely impacting the Group's financial performance.

- (f) The Group may be exposed to risks associated with acquisitions, joint ventures or strategic alliances.

Depending on available opportunities, market conditions and feasibility, the Group may pursue acquisitions, investments in other entities, or enter into joint ventures or strategic alliances as part of its business strategy. These initiatives involve numerous risks, including the potential diversion of the management's attention from existing operations and the possible loss of capital or other investments in such acquisitions, joint ventures, or alliances.

The Group may also encounter risks related to its business partners, such as their unwillingness or inability to fulfill obligations under the relevant agreements, financial or other difficulties reducing their ability to meet contractual commitments, and inadequate experience or expertise affecting their performance. Additionally, changes in relevant laws and regulations, such as restrictions on foreign ownership or investment, could impair the Group's ability to control or influence management and strategic decisions of these entities, or reduce the value of the Group's investments. Thus, there is no assurance that such joint ventures, partnerships, strategic alliances, or acquisitions will be successful.

If the Group fails to mitigate the risks associated with these ventures, or encounters unexpected complications, difficulties, or delays in expanding operations or integrating acquired businesses, or does not achieve the anticipated acquisition synergies, its operations, performance, and business may be materially and adversely affected. There is no assurance that these risks will not materialise in the future, and if they do, they may negatively impact the Group's business, prospects, financial condition, and results.

- (g) The Group may be exposed to risks not covered by insurance.

While the Group will endeavour to obtain insurance policies where appropriate to cover losses related to its business endeavours, these policies may not be sufficient to cover all potential losses. For instance, extraordinary events such as natural disasters like earthquakes or floods could result in losses not fully covered by insurance. If damage to the Group's assets exceeds the insured amounts, it would negatively impact the Group's profitability. Additionally, the Group may need to allocate extra resources to address uninsured losses, further adversely affecting its financial performance.

- (h) The Group may be involved in legal and other proceedings.

The Group may from time to time be involved in disputes with various parties such as suppliers,

LETTER TO SHAREHOLDERS

customers, business partners, employees and other persons. These disputes may result in legal and/or other proceedings, and may cause the Group to suffer additional costs, damages, delays or other setbacks. In addition, over the course of its operations, the Group may have disagreements with regulatory bodies. There can be no assurance that these disagreements will be resolved or settled on favourable or reasonable terms, or at all. If, as a result, the Group is subject to unfavourable orders or directives that result in financial losses, the Group's operations, business, financial condition and prospects may be adversely affected.

- (i) The Group may be subject to limitations and restrictions in receiving dividends and other distributions from its foreign subsidiaries.

Certain of the Company's subsidiaries, such as Forise Management Limited, Forise International (M) Sdn. Bhd., Hainan Forise Corporation Management Consultancy Limited, Tianjin Forise Corporation Management Consultancy Limited, and other companies which the Company may acquire from time to time, are incorporated in and principally operate from jurisdictions other than Singapore. Activities potentially carried out under the New Business may be carried out by these foreign entities from time to time should the Group seek to operate outside of Singapore, depending on each entity's expertise, resources and network, and the activity sought to be undertaken. The payment of dividends and other distributions by such subsidiaries to the Company will from time to time be limited or restricted by applicable laws and regulations of the jurisdictions in which they are incorporated and/or operate. Accordingly, there is no guarantee that the Company will at each instance be able to receive dividends and other distributions from its foreign subsidiaries or be able to receive such dividends or distributions in amounts or at such frequency as may be desirable to the Company. In the event that the Company is unable to receive dividends or other distributions from its foreign subsidiaries, or faces limitations or restrictions in doing so, the Group's financial condition and future plans may be adversely affected.

- (j) The Group may be affected by general uncertainties in the economic, social and geopolitical environment, as well as other uncertainties such as the spread of infectious diseases and policy responses thereto.

The Group's business is subject to the risk of war, terrorism, armed conflict and other civil disorder or social unrest. Such events may be sudden, unforeseeable, volatile and prone to rapid escalation and may result in, inter alia, disruptions to the Group's operations and/or restrictions levied against the Group's importation of supplies and materials, hiring activities and exportation of products, if any. The extent of such disruptions may also be unforeseeable and prone to change. The spread of infectious diseases and policy responses thereto may not only result in disruptions to the Group's production facilities, as described above, but may also result in disruptions in the business and operations of the Group's customers and suppliers. The foregoing may in turn affect the Group's operations and the demand for the Group's services. Accordingly, the materialisation of the foregoing uncertainties may adversely affect the Group's operations, business, financial condition and prospects.

LETTER TO SHAREHOLDERS

3. THE PROPOSED CHANGE OF NAME

3.1 Rationale

As the Company looks towards the Proposed Diversification, the Company intends to seek Shareholders' approval at the EGM to change the name of the Company to one which is reflective of the Company's expanded scope and new direction. The proposed new name of the Company is "Heptamax International Limited". The prefix "hepta-" means seven in Greek and when combined with other words confers the meaning of seven components making up a unit. Likewise, the Company has, in assessing its business and planning a diversification into the New Business, identified seven foundational pillars that shape its business strategy and future plans for the Group and guide its approach to sustainable growth of the Group. The seven foundational pillars are:

- (i) **Automation:** The Company believes that automation plays a crucial role in enhancing operational efficiency and consistency within organisations. Accordingly, under this pillar, the Company intends to make the integration of automated processes into various aspects of business operations, from customer service to supply chain management, a core feature of its service offerings.
- (ii) **Collaboration:** The Company believes that partnerships and teamwork foster shared success and innovation. Accordingly, the Company seeks to encourage a collaborative culture within the Group and form business relationships with external parties to build its network and generate collective know-how.
- (iii) **Transformation:** The Company believes that products and services will continue to advance and that a commitment to embracing such advancements is necessary for a business to create sustainable value. The Company aims to not just continuously improve its own product and service offerings, but to also help its customers to integrate new products and processes into their existing systems to enhance operational efficiency.
- (iv) **Integration:** Notwithstanding that individual, unique products and services may be required for niche operations, the Company believes that having a unified operational framework, under which technologies, processes and systems can be combined, is beneficial to the operational efficiency. Accordingly, the Company seeks to provide its customers with not just fabricated hardware components that function as an isolated system (if necessary), but also with solutions that cover software and system integration, ensuring these components can be seamlessly incorporated into and function smoothly as part of its customers' existing systems.
- (v) **Sustainability:** The Company believes that incorporating environmentally friendly practices balancing economic and ecological goals is important for sustainable growth. Accordingly, the Company aims to incorporate environmental considerations in its decision-making processes and operations.
- (vi) **Innovation:** The Company believes that innovation involves not just conceptualisation, but commitment and action to develop an idea into a product that can be feasibly applied in the real world. Accordingly, the Company is keen to expand its business beyond the advisory services provided under its Existing Business to, amongst others, the development and implementation

LETTER TO SHAREHOLDERS

of automation solutions, and the sourcing, procurement and delivery of systems and hardware components to provide targeted, feasible and effective solutions to its customers.

- (vii) **Diversification:** The Company believes that diversification into different markets, such as through the Proposed Diversification, is crucial in mitigating risks and enhancing growth opportunities. This may include horizontal diversification (where the Company adds new products or services to its offerings, and expands its business into related business segments or complementary markets, thereby broadening its service and product line and extending its overall market presence), vertical diversification (where the Company strengthens its value chain by adding to its business upstream sourcing such as through import and export trading), and/or potential conglomerate diversification (where the Group may, in the future, consider investments in business segments not directly related to its core business, subject to the availability of suitable opportunities and alignment with the Group's overall strategic objectives). The Company will consider each diversification strategy and alternative revenue streams in selecting appropriate future plans for the Group.

The Company believes that these seven foundational pillars will guide the Group towards long-term growth by maximizing synergies across members of the Group, hence the use of the word "max" in the proposed new name. The proposed new name of the Company hence represents the Company's goal to, guided by these seven foundational pillars, maximise synergies between the various segments of its business as it diversifies into the New Business. The Board believes that the proposed new name reflects the Company's believes, goals and long-term vision moving forward.

In addition, the Proposed Change of Name will help the Company to rejuvenate its brand identity and develop a new positioning in the market following the Proposed Diversification which would see the Company undertake business beyond the Existing Business. Further, the Board notes that unknown persons have purchased and used internet domain names containing the word "forise". Considering the widespread use of online media and today's internet-centric business environment, the Board believes that this is a critical issue for the Group's branding and identity, and that a change of name is necessary to prevent confusion amongst Shareholders, potential investors and potential business partners when carrying out searches on the Company, to preserve the Group's branding and identity, and to prevent the Group from potentially being misrepresented by internet search results. The Board believes that with a new name, the Company's business partners, customers, suppliers and stakeholders will be able to identify with a more modern branding of the Company and that this will position the Company for future growth and success.

3.2 Approvals

The Proposed Change of Name is proposed as a Special Resolution and is subject to Shareholders' approval at the EGM. An application has been made to the ACRA to reserve the name "Heptamax International Limited". The application was approved on 9 May 2025 and the name has been reserved until 6 September 2025.

Subject to the approval of Shareholders, the Company will lodge with the ACRA a notice of the change in its name from "Forise International Limited" to "Heptamax International Limited". Upon receipt of confirmation from the ACRA that the change of name has been registered with it, such as by way of the ACRA issuing a Certificate of Incorporate on Change of Name of Company, the name "Forise

LETTER TO SHAREHOLDERS

International Limited" will be substituted with "Heptamax International Limited" wherever the former name appears in the Constitution. Apart from the substitution of the Company's name, no amendments will be made to the Constitution.

The Company will make an announcement when the Proposed Change of Name takes effect.

3.3 Legal Status and Existing Share Certificates

Shareholders should note that the change of the Company's name does not affect the identity or legal status of the Company or any rights or obligations of the Company or any of the rights of Shareholders, and the existing Shares will continue to be traded on the Mainboard. Notwithstanding the change of name, the Company will not recall existing share certificates in respect of the Shares, which will continue to be *prima facie* evidence of legal title. No further action is required on the part of Shareholders in respect of the existing share certificates.

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Based on the shareholdings in the Company as at the Latest Practicable Date, the shareholdings of the Directors, substantial shareholders and existing public Shareholders are as follows:

Name	As at the Latest Practicable Date			
	Direct Interest		Deemed Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Directors				
Tan Wai Hong ⁽²⁾	-	-	4,686,000	11.00
Lee Ah Too	-	-	-	-
Heng Chee Song Peter	-	-	-	-
Lim Meng Huang	-	-	-	-
Substantial Shareholders				
Goh Kui Lian ⁽³⁾	-	-	8,946,000	21.00
Tan Wai Hong ⁽²⁾	-	-	4,686,000	11.00
Weng Wenwei ⁽⁴⁾	-	-	3,230,000	7.58
Wan Jinn Woei	3,197,900	7.51	-	-

Notes:

- (1) Based on the existing total issued share capital of the Company (the Company does not have treasury shares and subsidiary holdings) comprising 42,599,999 Shares as at the Latest Practicable Date.
- (2) Tan Wai Hong is deemed to be interested in the 4,686,000 ordinary shares held by Healing Spring Group

LETTER TO SHAREHOLDERS

Limited ("HSGL") by virtue of his interest in 100% of the shares in HSGL and registered under its nominee, KGI Securities (Singapore) Pte Ltd.

- (3) Of the 8,946,000 Shares in which Goh Kui Lian is deemed to be interested, 7,242,000 Shares are held by Goh Kui Lian's nominee, CIMB Securities (Singapore) Pte Ltd. Goh Kui Lian is also deemed to be interested in the 1,704,000 Shares held by Kendek Products Co., Ltd (a company incorporated in the British Virgin Islands and wholly owned by Goh Kui Lian) and registered under its nominee, UOB Kay Hian Pte. Ltd.
- (4) Weng Wenwei is the sole shareholder of G&W Investment Management Co., Ltd, and is, accordingly, deemed to have an interest in all 2,000,000 of the Shares held by G&W Investment Management Co., Ltd; he is also deemed interested in 1,230,000 Shares held by his spouse, Cai An'e, which are registered in the name of a nominee account of DBS Nominees (Private) Limited.

As at the Latest Practicable Date, the Company has not granted any options or issued any rights, warrants or other securities convertible into, exercisable for or redeemable into any Shares.

Save as disclosed above, none of the Directors or controlling shareholders of the Company or their respective associates has any interests, direct or indirect, in any of the Proposed Resolutions, other than through their respective directorship and/or shareholding in the Company, if any.

5 DIRECTORS' RECOMMENDATION

5.1 The Proposed Diversification

Having considered and reviewed, *inter alia*, the rationale for the Proposed Diversification and all other relevant facts set out in this Circular, the Directors are of the opinion that the Proposed Diversification is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Diversification at the EGM.

5.2 The Proposed Change of Name

Having considered and reviewed, *inter alia*, the rationale for the Proposed Change of Name and all other relevant facts set out in this Circular, the Directors are of the opinion that the Proposed Change of Name is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Special Resolution relating to the Proposed Change of Name at the EGM.

6 ABSTENTION FROM VOTING

No person is required to abstain from voting on the Proposed Resolutions.

7 EXTRAORDINARY GENERAL MEETING

The EGM, the notice of which is set out on pages N-1 to N-5 of this Circular, will be held at 4 Shenton Way, SGX Centre 2, #17-01, Singapore 068807 on 13 August 2025 at 11.00 a.m. for the purpose of considering and, if thought fit, passing, with or without any modification(s), the Proposed Resolutions as set out in the Notice of EGM.

LETTER TO SHAREHOLDERS

8 ACTION TO BE TAKEN BY SHAREHOLDERS

8.1 Attendance at the EGM

The EGM will be convened and held in person. Shareholders who are unable to attend the EGM and/or who wish to appoint proxy(ies) to attend, speak and vote at the EGM on their behalf should complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event:

- (i) so as to be received **by email** at admin@forise-international.com; or
- (ii) so as to arrive in hard copy **by post** to the Company's registered office at 15 Scotts, 15 Scotts Road, #04-08, Singapore 228218,

in each case, **by 11.00 a.m. on 11 August 2025**, being **at least 48 hours before** the time fixed for holding the EGM (and at any adjournment thereof).

Shareholders are strongly encouraged to submit the completed and signed instrument appointing his/her/its proxy(ies) by email.

The appointment of a proxy by a Shareholder does not preclude him/her/it from attending and voting in person at the EGM if he/she/it so wishes in place of his/her/its proxy.

Shareholders are advised to read the notes to the Notice of EGM for more information

8.2 Submission of Questions in Advance or "live" at the EGM

Shareholders are encouraged to submit questions relating to the Proposed Resolutions tabled for approval at the EGM in advance to the Company in the following manner:

- (i) **by email** to admin@forise-international.com; or
- (ii) in hard copy **by post** to the Company's registered office at 15 Scotts, 15 Scotts Road, #04-08, Singapore 228218,

in each case, **by 11.00 a.m. on 29 July 2025**, being **at seven (7) calendar days after** the date of this Circular. For verification purposes, when submitting any questions, Shareholders must provide the Company with their particulars (comprising full name (for individuals) or company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held).

Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act), including SRS Investors, should contact their respective relevant intermediaries through which they hold such Shares to submit their questions relating to the resolutions to be tabled for approval at the EGM, as soon as possible, so that the necessary arrangements may be made by the relevant intermediaries.

The Company will endeavour to address all substantial and relevant questions (determined by the

LETTER TO SHAREHOLDERS

Company in its sole discretion) as soon as possible and in any case, no later than 11.00 a.m. on 9 August 2025 (that is, no later than 48 hours prior to the closing date and time for the lodgement of the Proxy Forms). Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Any subsequent clarifications sought by the Shareholders after the aforementioned cut-off time for the submission of questions will be addressed at the EGM. Shareholders may also ask questions during the EGM.

The minutes of the EGM will be published on SGXNet within one (1) month after the date of the EGM.

8.3 Circular, Notice of EGM and Proxy Form

This Circular, together with the Notice of EGM and the accompanying Proxy Form, may be accessed on SGXNet at the URL at <https://www.sgx.com/securities/company-announcements> or at the Company's website at the URL at <https://forise-international.com>. An internet browser and PDF reader are required to view the documents.

8.4 Depositors

A Depositor's name must appear on the Depository Register as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

9 DIRECTORS' RESPONSIBILITY STATEMENT

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 Resolutions, the Company and its subsidiaries, 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.

Yours faithfully,

For and on behalf of
the Board of Directors of
Forise International Limited

Tan Wai Hong
Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

FORISE INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 200804077W)

Unless otherwise defined, all capitalised terms herein shall have the same meanings ascribed to them in the circular issued by the Company to shareholders of the Company dated 22 July 2025 (the "Circular").

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be convened and held at 4 Shenton Way, SGX Centre 2, #17-01, Singapore 068807 on 13 August 2025 at 11.00 a.m., for the purpose of considering and, if thought fit, passing with or without any modification(s), the Proposed Resolutions set out below:-

ORDINARY RESOLUTION: THE PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF THE GROUP TO INCLUDE THE NEW BUSINESS

That:

- (a) approval be and is hereby given for the diversification by the Group of its Existing Business to include the New Business, and any other activities related to the New Business;
- (b) subject to compliance with the Listing Manual requiring approval from Shareholders in certain circumstances, the Group (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time, such assets, securities, equities, businesses, investments shares and/or interests in any entity (whether public or private) pursuant to the Proposed Diversification, 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 acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal; and
- (c) the Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), with such modifications thereto (if any) as they deem fit, and to exercise such discretion in relation to the Proposed Diversification as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

SPECIAL RESOLUTION: THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM "FORISE INTERNATIONAL LIMITED" TO "HEPTAMAX INTERNATIONAL LIMITED"

That:

- (a) approval be and is hereby given for the name of the Company, "Forise International Limited", to be changed to "Heptamax International Limited" and that the name "Forise International Limited" be substituted with "Heptamax International Limited" wherever the former name appears in the Constitution of the Company; and
- (b) the Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), with such modifications thereto (if any) as they deem fit, and to exercise

NOTICE OF EXTRAORDINARY GENERAL MEETING

such discretion in relation to the Proposed Change of Name as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

By Order of the Board of Directors of
Forise International Limited

Tan Wai Hong
Executive Director

22 July 2025
Singapore

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

Attendance

- (1) Shareholders of the Company are invited to attend physically at the EGM at the address stated above. There will be no option for Shareholders to participate virtually. This Notice, Proxy Form and the Circular in respect of the EGM are available to Shareholders in physical copies and by electronic means via publication on SGXNet at the URL at <https://www.sgx.com/securities/company-announcements> or at the Company's website at the URL at <https://forise-international.com>. An internet browser and a PDF reader are needed to view these documents.
- (2) Shareholders of the Company are required to bring along their NRIC/passport to enable the Company to verify their identity.
- (3) In the event that you encounter Covid-19 like symptoms prior to the EGM, you are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the EGM. We encourage Shareholders to mask up when attending the EGM.

Voting by Proxy

- (4) A Shareholder who is unable to attend the EGM physically and wishes to appoint proxy(ies) to attend, speak and vote at the EGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.
 - (5) A Shareholder that is a corporation may appoint and authorise such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act 1967 of Singapore.
 - (6) A proxy need not be a Shareholder of the Company.
 - (7) A Shareholder (whether individual or corporate) can appoint the Chairman of the EGM as his/her/its proxy but this is not mandatory.
 - (a) If a Shareholder wishes to appoint the Chairman of the EGM as proxy, such Shareholder must give specific instructions as to whether the proxy is to vote for, vote against, or abstain from voting on, each resolution in the instrument appointing the Chairman of the EGM as proxy. If no specific instructions are given in respect of a resolution in the form of proxy, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
 - (b) If a Shareholder wishes to appoint a proxy who is not the Chairman of the EGM, such Shareholder should give specific instructions as to whether the proxy is to vote for, vote against, or abstain from voting on, each resolution in the instrument of proxy. If no specific instructions are given in respect of a resolution in the form of proxy, or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy, being someone other than the Chairman of the EGM, may vote or abstain from voting at his/her/their discretion.
 - (8) A Shareholder of the Company who is entitled to attend and vote at the EGM and who is
 - (a) not a relevant intermediary, is entitled to appoint not more than two (2) proxies to attend and vote in his/her/its stead. Where such Shareholder appoints more than one (1) proxy, he/she/it shall specify the proportion of his/her/its shareholding to be represented by each proxy.
 - (b) a relevant intermediary, is entitled to appoint more than two (2) proxies to attend and vote in his/her/its stead. Where such Shareholder appoints more than one (1) proxy, 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 of the Companies Act 1967.
- (9) The instrument appointing a proxy or proxies must be executed in accordance with the instructions therein.
 - (10) The instrument appointing a proxy, duly executed, together with such supporting documents as required under the instrument appointing the proxy, must be submitted to the Company in the following manner:
 - (a) **by email** to admin@forise-international.com; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) in hard copy **by post** to the Company's registered office at 15 Scotts, 15 Scotts Road, #04-08, Singapore 228218.

in any case, **by no later than 11.00 a.m. on 11 August 2025**, being **at least 48 hours before** the time fixed for holding the EGM in order for the proxy to be entitled to attend and vote at the EGM, failing which the instrument appointing the proxy shall be treated as invalid.

Shareholders are strongly encouraged to submit the completed and signed instrument appointing his/her/its proxy(ies) by email.

- (11) In the event that a Shareholder, having appointed a proxy, personally attends and votes at the EGM, the Company shall have the discretion to allow the Shareholder's and/or proxy's attendance and, at the Company's discretion, count as valid the votes of either the Shareholder or the proxy (on behalf of the Shareholder).

SRS Investors

- (12) For investors who hold shares through relevant intermediaries, including Supplementary Retirement Scheme ("SRS") investors (such investors, the "**SRS Investors**") should approach their respective SRS Agent Banks to submit their votes **by no later than 11.00 a.m. on 4 August 2025**, being **at least seven (7) working days before** the EGM. SRS Investors should also contact their respective SRS Agent Banks for any queries they may have with regard to the appointment of proxy for the EGM.

Submission of Questions Before the EGM

- (13) Shareholders are strongly encouraged to submit any questions they may have in relation to the resolutions to be tabled for approval at the EGM, in advance of the EGM:

(a) **by email** to admin@forise-international.com; or

(b) in hard copy **by post** to the Company's registered office at 15 Scotts, 15 Scotts Road, #04-08, Singapore 228218,

in any case, **by 11.00 a.m. on 29 July 2025**, being at least seven (7) calendar days after the date of this notice (the "**Cut-off Time**").

- (14) For verification purposes, when submitting any questions by post or via email, Shareholders **MUST** provide the Company with their particulars (comprising full name (for individuals) or company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held).
- (15) The Company will endeavour to address all substantial and relevant questions (determined by the Company in its sole discretion) as soon as possible and in any case, no later than 11.00 a.m. on 9 August 2025, being no later than 48 hours before the closing date and time for the lodgement of the instruments of proxy.
- (16) Any subsequent clarifications sought by Shareholders after the Cut-off Time will be addressed at the EGM. Shareholders may also ask questions during the EGM.
- (17) If any questions, comments or statements are made or submitted by any Shareholders(s) or proxy/proxies at or in advance of the EGM, or in relation to the resolutions to be tabled for approval at the EGM, the Company shall have the right to include the identity of such shareholder(s) or proxy/proxies in any announcement(s) relating to the proceedings of the EGM and/or such questions
- (18) The minutes of the EGM will be published on SGXNet within one (1) month after the date of the EGM.
- (19) Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including SRS Investors, should contact their respective relevant intermediaries through which they hold such Shares to submit their questions relating to the resolutions to be tabled for approval at the EGM, as soon as possible, so that the necessary arrangements may be made by the relevant intermediaries.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Personal Data Policy

- (20) By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines, including but not limited to disclosing the identity of such Shareholder(s) or proxy/proxies in any announcement(s) relating to the proceedings of the EGM and/or such questions (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

PROXY FORM

FORISE INTERNATIONAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 200804077W)

PROXY FORM

EXTRAORDINARY GENERAL MEETING

IMPORTANT: PLEASE READ NOTES OVERLEAF

IMPORTANT

1. A relevant intermediary may appoint more than two proxies to attend the Extraordinary General Meeting and vote (please see note 2 for the definition of "relevant intermediary")
2. For investors who hold shares under the Supplementary Retirement Scheme ("SRS Investors"), this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or is purported to be used by them. SRS Investors should contact their respective SRS operators if they have any queries regarding their appointment as proxies.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 22 July 2025.

I/We* _____ (Name) _____ (NRIC / Passport / Company Registration Number*)

of _____ (Address)

being a shareholder of **Forise International Limited** (the "Company"), hereby appoint:

Name	NRIC/Passport/Registration No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or*:

Name	NRIC/Passport/Registration No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or, if no proxy is named, the Chairman of the extraordinary general meeting ("EGM"),

as my/our* proxy/proxies* to attend and vote for me/us* on my/our* behalf at the EGM of the Company to be held at 4 Shenton Way, SGX Centre 2, #17-01, Singapore 068807 on 13 August 2025 at 11.00 a.m. and at any adjournment thereof.

I/We* direct the aforesaid appointed proxy to vote for, or against, or abstain from voting on, the resolutions to be proposed at the EGM as indicated hereunder.

* Delete as appropriate

No.	Ordinary Resolution relating to:	No. of Votes For [#]	No. of Votes Against [#]	No. of Votes Abstain [#]
1.	The Proposed Diversification of the Existing Business of the Group to Include the New Business			
No.	Special Resolution relating to:	No. of Votes For [#]	No. of Votes Against [#]	No. of Votes Abstain [#]
1.	The Proposed Change of Name of the Company from "Forise International Limited" to "Heptamax International Limited"			

[#] If you wish to exercise all your votes "For" or "Against" or "Abstain", please indicate so with a tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. **If no specific direction as to voting is given, the proxy/proxies (except where the Chairman of the EGM is appointed as your proxy) will vote or abstain from voting at his/her/their discretion on any matter arising at the EGM and at any adjournment thereof. In the absence of specific direction in respect of a resolution, the appointment of the Chairman of the EGM as your proxy for that resolution will be treated as invalid.**

Dated this _____ day of _____ 2025.

Total number of Shares in:	Number of Shares
(a) CDP Register	
(b) Register of Members	

Please sign here:

For Shareholders being natural persons:

.....
Name:

For Shareholders being corporates (please see Notes 7 and 8):

.....
Name:

Designation:

(If not a director, a Power of Attorney or letter of authorisation of the corporate Shareholder should be attached to this Proxy Form for this Proxy Form to be accepted.)

PROXY FORM

Notes:

1. Please insert the total number of Shares held by you in the Proxy Form. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), 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 both number of Shares entered against your name in the Depository Register and the number of Shares registered in your name in the Register of Members. If no number is inserted, this Proxy Form shall be deemed to relate to all the Shares held by you.
2. **The EGM will be convened and held in person**, at the address stated in the Notice of EGM. A Shareholder may personally attend and vote at the EGM, or:
 - (a) a Shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the EGM of the Company. Where such Shareholder appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. If no percentage is specified, the first named proxy shall be deemed to represent 100% of the Shareholder's shareholding and the second named proxy shall be deemed to be an alternate to the first named proxy; and
 - (b) a Shareholder of the Company who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the EGM of the Company, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder. Where such Shareholder appoints more than one (1) proxy, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form. In such event, the relevant intermediary shall submit a list of its proxies together with the information required in this proxy form to the Company.

In this Proxy Form, "relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

3. In appointing a proxy, if no specific direction as to voting is given by a Shareholder, the proxy/proxies (except where the Chairman of the EGM is appointed as the Shareholder's proxy) will vote or abstain from voting at his/her/their discretion on any matter arising at the EGM and at any adjournment thereof. In the absence of specific direction as to voting is given by a Shareholder, the appointment of the Chairman of the EGM as the Shareholder's proxy for the relevant resolutions will be treated as invalid.
4. A proxy need not be a Shareholder of the Company.
5. The duly executed Proxy Form must be submitted to the Company in the following manner:
 - (a) **by email** to admin@forise-international.com; or
 - (b) in hard copy **by post** to the Company's registered office at 15 Scotts, 15 Scotts Road, #04-08, Singapore 228218,

in any case, **by no later than 11.00 a.m. on 11 August 2025**, being **not less than 48 hours** before the time appointed for holding the EGM (and at any adjournment thereof). Shareholders are strongly encouraged to submit the completed and signed Proxy Forms by email.

6. SRS Investors should approach their respective SRS operators to submit their votes by no later than 11.00 a.m. on 4 August 2025 (being at least seven (7) working days before the date of the EGM). SRS Investors should contact their respective SRS operators for any queries they may have with regard to the appointment of proxy for the EGM.
7. If the appointing Shareholder is a corporate, this instrument of proxy must be executed by a director (in the case of a company), a partner (in the case of a partnership) or such other person of equivalent authority. The name and (in the case of corporates) designation of the signatory must be stated clearly in the signing block.
8. Where the instrument appointing a proxy or proxies is signed on behalf of the appointor or by an attorney or a duly appointed officer other than a director (in the case of a company) or a partner (in the case of a partnership), the letter or power of attorney or other authority (if any) or a notarially certified copy, or such other certification as may be accepted by the Company in its discretion, thereof (failing previous registration with the Company) must be lodged with this

PROXY FORM

instrument of proxy, failing which this instrument of proxy may be treated as invalid.

9. A corporation which is a Shareholder may authorise such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act 1967 of Singapore.
10. The Company shall be entitled to reject the instrument of proxy if it is, or there is any dispute as to whether the instrument of proxy is, incomplete, improperly completed, improperly executed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (such as in the case where the appointor submits more than one instrument of proxy) or where the aggregate number of shares over which the proxy/proxies has/have been appointed exceed the number of shares in the Company held by the appointer as at the books closure date for the EGM or where the submission of the instrument of proxy is inconsistent with the appointer's entitlement to vote at the EGM as at such books closure date.
11. In the event that a Shareholder, having appointed a proxy, personally attends and votes at the EGM, the Company shall have the discretion to allow the Shareholder's and/or proxy's attendance and, at the Company's discretion, count as valid the votes of either the Shareholder or the proxy (on behalf of the Shareholder).
12. The submission of this proxy form by a relevant intermediary constitutes a representation from such relevant intermediary that as at the books closure date for the EGM, the number of shares in the Company held, through the relevant intermediary, by each proxy appointed under this proxy form is equivalent to the number of shares in respect of which such proxy has been appointed, which number shall be notified to the Company together with the submission of this proxy form. If the number of shares held by the relevant intermediary in the Company's register of members as at the foregoing books closure date is less than the aggregate number of shares in the Company over which the relevant intermediary has appointed one or more proxy/proxies across all proxy forms submitted by the relevant intermediary, the relevant intermediary shall forthwith, and in any event no later than forty-eight (48) hours before the EGM, send such number of replacement proxy forms as may be required. Where the relevant intermediary fails to send such replacement proxy form(s), the Company shall be entitled to ask appointed proxies who attend the meeting to provide evidence of their shareholding in the Company (as held through the relevant intermediary, as at the foregoing books closure date) and, if such proxies fail to provide satisfactory evidence of such shareholding, disallow the proxies from attending and voting at the EGM.
13. In the case of shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to appoint the proxy.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 22 July 2025.