SMRT HOLDINGS BERHAD ("SMRT" OR THE "COMPANY")

PROPOSED ACQUISITION OF 37.50% EQUITY INTEREST IN NOVUS TECHNOLOGIES PTE LTD BY SMRT, FOR A PURCHASE CONSIDERATION OF SGD7,087,500 TO BE SATISFIED VIA CASH ("PROPOSED ACQUISITION")

Below is the company's reply to the queries received from Bursa Securities dated 9 December 2025 pertaining to the Proposed Acquisition. Unless otherwise stated herein, all terms shall be as defined and used in the announcement pertaining to the Proposed Acquisition on 8 December 2025.

1. **Para 2.1 – Information on NTPL**
   - Please provide the list of shareholders in AFVG. If AFVG is wholly owned by another body corporate, please also provide the list of shareholders of that body corporate.
   - Please provide the details of Net Liability position of NTPL.

   Reply :

   As at the date of our announcement, AFVG is wholly owned by FAC Capital VCC. FAC Capital VCC (Identification Number : T22VC0254E) is a Singapore-regulated umbrella Variable Capital Company incorporated on 23 November 2022 and managed by Kratos Technology Capital Pte Ltd. Under the VCC framework, shareholder registers are not publicly disclosed. As such, we are unable to provide a list of shareholders of FAC Capital VCC. FAC Capital VCC operates as a multi-fund institutional investment platform comprising legally ring-fenced sub-funds, and holds strategic positions including its ownership of Asia Fintech Ventures Group Pte. Ltd. (AFVG).

   The net liability position of NTPL mainly consists of amounts due to the previous shareholders of NTPL. These liabilities have subsequently been assigned to AFVG, following which the total assigned loan of SGD 14,234,833.00 was capitalised as additional paid-up capital in NTPL as of the announcement date.

2. **Percentage ratio test**
   - Please provide the details of "capitalisation" as stated in the percentage ratio test.
   - Please provide the details of "net assets after capitalisation" of NTPL.

   Reply :

   The details of the capitalisation (as mentioned in Q1 above) are outlined below:

	SGD
Net Assets as at 31 March 2025	(1,680,185)
Add : Capitalisation	14,234,833
Adjusted Net Assets	**12,554,648**

3. **Para 2.2 – Basis and justification of arriving at the Purchase Consideration**
   - Item (i) – please justify the EV/EBITDA multiple of 9.66 times and explain the reason.

   Reply:

   In comparison, regional digital payment and fintech companies trade at a wide range of valuation levels, generally between ~1.0× to ~6.0× EV/Revenue and ~5.5× to ~25× EV/EBITDA. However, many listed companies in this space vary significantly in size, scale, and profitability, with a number of them currently loss-making, making direct comparison less meaningful.

   For the purpose of a balanced and prudent benchmark, management has therefore focused only on profitable peers of closest relevance and scale in Malaysia and Singapore, namely GHL Systems Berhad and Silverlake Axis Ltd. These two companies provide the most suitable reference points in the regional context, given their established operating track records and financial comparability.

Name of Company	Business Presents	EV/EBITDA
1. Silverlake Axis Ltd. *(SGX)*	Southeast Asia, South Asia, The Middle East, Africa, Europe	20.9x
2. GHL System Berhad *(taken over by NTT)*	Southeast Asia, Australia	18.0x
Comparable to :		
Novus Tech	Southeast Asia, South Asia	9.66x

   Taking cognisance of the above, the Board opines that the EV/EBITDA multiple of 9.66 times represents an acceptable pricing for SMRT to undertake the Proposed Acquisition, taking into consideration the rationale of the Proposed Acquisition as set out in Section 3 of the announcement in relation to the Proposed Acquisition.

4. **Para 2.3 – Mode of settlement and source of funding**
   - "*SMRT intends to fund the Purchase Consideration fully through internally generated funds*" – kindly provide the details of cash and bank balance of SMRT group.

   Reply:

   The status of Cash and Bank Balance of SMRT as at 31 Oct 2025 (as per quarterly announcement):

	RM'000
Total Cash and Bank Balance	7,318
Total Short Term Investment	33,643
Total Liquidity	**40,961**
Less : Purchase Consideration SGD 6,087,500 @ RM3.20	(19,480)
Balance Liquidity	**21,481**

5. **Appendix I – Salient terms of the SPA**
   - Purchase Consideration – "*… the purchase consideration has been agreed based on the valuation previously adopted by the Vendor in its prior acquisition of NTPL …*" – Please state the specific date of the valuation that the Vendor used for its prior acquisition of NTPL.
   - Please provide the value of EV/EBITDA in NTPL prior the acquisition. If this EV/EBITDA is lower than 9.66 times, please explain the reason.

   Reply :

   The Vendor (AFVG) has just acquired 100% of NTPL on 15th August 2025. Hence, the valuation (EV/EBITDA) that has been adopted by the Vendor are the same as the Proposed Acquisition, being EV/EBITDA multiple of 9.66 times.