

CIRCULAR DATED 24 OCTOBER 2024

THIS CIRCULAR IS ISSUED BY AMOS GROUP LIMITED (THE “COMPANY”). THIS CIRCULAR IS IMPORTANT AS IT CONTAINS THE RECOMMENDATION OF THE INDEPENDENT DIRECTORS (AS DEFINED HEREIN) OF THE COMPANY AND THE ADVICE OF SAC CAPITAL PRIVATE LIMITED, THE INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT DIRECTORS IN RELATION TO THE OFFER (AS DEFINED HEREIN). THIS CIRCULAR REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

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

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

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



All Marine Offshore Solutions

AMOS GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201004068M)

CIRCULAR TO SHAREHOLDERS

in relation to the

VOLUNTARY UNCONDITIONAL GENERAL OFFER

by

PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 200207389D)

for and on behalf of

PEAKBAYOU LTD.

(Incorporated in the Cayman Islands)
(Company Registration No.: 327363)

to acquire all the issued ordinary shares (the “Shares”) in the capital of the Company, including Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror (the “Offer Shares”) in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the “Code”).

Independent Financial Adviser to the Independent Directors



SAC CAPITAL PRIVATE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 200401542N)

SHAREHOLDERS SHOULD NOTE THAT THE OFFER DOCUMENT (AS DEFINED HEREIN) STATES THAT ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER AT 5:30 P.M. (SINGAPORE TIME) ON 7 NOVEMBER 2024 OR SUCH LATER DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE OFFEROR (AS DEFINED HEREIN).

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DEFINITIONS

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

“Accepting Shareholder”	:	Shareholders who validly accept or have validly accepted the Offer
“Business Day”	:	A day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 24 October 2024 issued by the Company containing, <i>inter alia</i> , the advice of the IFA to the Independent Directors and the recommendation of the Independent Directors in relation to the Offer
“Closing Date”	:	5.30 p.m. (Singapore time) on 7 November 2024 or such later date(s) as may be announced from time to time by or behalf of the Offeror, such date being the last day for the lodgement of acceptance of the Offer
“Code”	:	The Singapore Code on Take-overs and Mergers, as amended, modified and/or supplemented or from time to time
“Companies Act”	:	The Companies Act 1967, as amended, modified and/or supplemented or from time to time
“Company”	:	Amos Group Limited
“Company Options”	:	Any options granted under the Company Scheme
“Company Scheme”	:	The AMOS Employee Share Option Scheme
“Company Securities”	:	(i) Shares; (ii) securities which carry voting rights in the Company; and (iii) Convertible Securities, Warrants, Options and Derivatives in respect of any Shares or such securities which carry voting rights in the Company
“Convertible Securities”	:	Securities convertible or exchangeable into new Shares or existing Shares
“Constitution”	:	The constitution of the Company, as amended, modified and/or supplemented or from time to time

DEFINITIONS

“CPFIS”	:	CPF Investment Scheme
“CPFIS Investors”	:	Investors who purchase Shares using their CPF savings under the CPFIS
“Derivatives”	:	Includes any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security or securities
“Directors”	:	The directors of the Company (including the Independent Directors) as at the Latest Practicable Date, and “ Director ” means any one of them
“FAA”	:	Form of Acceptance and Authorisation for Offer Shares, which forms part of the Offer Document and which is issued to Shareholders whose Offer Shares are deposited with CDP
“FAT”	:	Form of Acceptance and Transfer for Offer Shares, which forms part of the Offer Document and which is issued to Shareholders whose Offer Shares are registered in their own names in the Register and are not deposited with CDP
“Financial Adviser”	:	PrimePartners Corporate Finance Pte. Ltd., being the financial adviser to the Offeror in relation to the Offer
“FY”	:	Financial year ended or ending on (as the case may be) 31 March of a particular year as stated
“FY2022”	:	The financial year ended 31 March 2022
“FY2023”	:	The financial year ended 31 March 2023
“FY2024”	:	The financial year ended 31 March 2024
“Group”	:	The Company and its subsidiaries
“IFA” or “SAC Capital”	:	SAC Capital Private Limited, being the independent financial adviser appointed in accordance with the Code to advise the Independent Directors on the Offer
“IFA Letter”	:	The letter dated 24 October 2024 issued by the IFA to the Independent Directors containing, <i>inter alia</i> , the advice of the IFA to the Independent Directors in respect of the Offer, as reproduced in Appendix I to this Circular

DEFINITIONS

- “Independent Directors”** : The Directors who are considered independent for the purposes of making recommendation to the Shareholders in respect of the Offer in accordance with the Code, namely,
- (a) Mr. David Wood Hudson;
 - (b) Ms. Edwina Cheung Pui Yin; and
 - (c) Mr. Lim Shook Kong
- “Interested Person”** : As defined in the Note on Rule 24.6 of the Code and read with the Note on Rule 23.12 of the Code, an interested person, in relation a company, is:
- (a) a director, chief executive officer, or substantial shareholder of the company;
 - (b) the immediate family of a director, the chief executive officer, or a substantial shareholder (being an individual) of the company;
 - (c) the trustees, acting in their capacity as such trustees, of any trust of which a director, the chief executive officer or a substantial shareholder (being an individual) and his immediate family is a beneficiary;
 - (d) any company in which a director, the chief executive officer or a substantial shareholder (being an individual) together and his immediate family together (directly or indirectly) have an interest of 30% or more;
 - (e) any company that is the subsidiary, holding company or fellow subsidiary of the substantial shareholder (being a company); or
 - (f) any company in which a substantial shareholder (being a company) and any of the companies listed in (e) above together (directly or indirectly) have an interest of 30% or more
- “Latest Practicable Date”** : 10 October 2024, being the latest practicable date prior to the electronic despatch of this Circular, save that where parts of the Offer Document are reproduced, references to the “Latest Practicable Date” in such reproduction shall mean the Offer Document Latest Practicable Date
- “Listing Manual”** : The listing manual of the SGX-ST, as amended, modified and/or supplemented from time to time

DEFINITIONS

“Mr. Shaw”	:	Mr. Kyle Arnold Shaw, Jr, being the Executive Chairman of the Company as at the Latest Practicable Date
“Mr. Beraud”	:	Mr. Marcel Eugene Beraud, being an Executive Director of the Company as at the date of this Circular
“Notification”	:	Shall have the meaning ascribed to it in Section 12 of this Circular
“Offer”	:	The voluntary unconditional general offer by the Financial Adviser, for and on behalf of the Offeror, to acquire all the Offer Shares on the terms and subject to the conditions set out in the Offer Document, as such Offer may be amended and revised from time to time by or on behalf of the Offeror
“Offer Announcement”	:	The announcement of the Offer released by the Financial Adviser, for and on behalf of the Offeror, on the Offer Announcement Date
“Offer Announcement Date”	:	25 September 2024, being the date of the Offer Announcement
“Offer Document”	:	The offer document dated 10 October 2024 issued by the Financial Adviser, for and on behalf of the Offeror, in respect of the Offer
“Offer Shares”	:	Shall have the meaning ascribed to it in paragraph 1.1 of the Offer Document, as reproduced in paragraph 1.1 of this Circular
“Offeror”	:	PeakBayou Ltd.
“Offeror Securities”	:	(i) Offeror Shares; (ii) securities which carry voting rights in the Offeror; and (iii) Convertible Securities, Warrants, Options and Derivatives in respect of the Offeror Shares, or securities which carry voting rights in the Offeror
“Offeror Shares”	:	Issued and paid-up ordinary shares in the capital of the Offeror
“Overseas Shareholders”	:	Shareholders whose mailing addresses are outside of Singapore, as shown on the Register or in the Depository Register (as the case may be), each an “Overseas Shareholder”

DEFINITIONS

“Register”	:	The register of members of the Company, as maintained by the Share Registrar
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified and/or supplemented or from time to time
“SGXNET”	:	A system network used by listed companies to send information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Registrar”	:	In.Corp Corporate Services Pte. Ltd.
“Shareholders”	:	Persons who/which are registered as holders of Shares in the Register, and persons whose/which Shares are deposited with CDP or who/which have purchased Shares on the SGX-ST
“Shares”	:	The issued ordinary shares in the capital of the Company
“SIC”	:	Securities Industry Council of Singapore
“SRS”	:	The Supplementary Retirement Scheme
“SRS Investors”	:	Investors who have purchased Shares using their SRS contributions pursuant to the SRS
“Valuation Summary”	:	The valuation summary prepared by the Valuer dated 10 October 2024 as reproduced in Appendix V to this Circular
“Valuer”	:	United Valuers Pte. Ltd.
“Warrants”	:	Rights to subscribe for or purchase new Shares or existing Shares

Units and currencies

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

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

DEFINITIONS

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

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

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

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

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

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

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

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

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

Total Number of issued Shares. Unless stated otherwise, any reference in this Circular to the total number of issued Shares is a reference to a total of 208,331,031 Shares as at the Latest Practicable Date.

Unless otherwise specified, all references to the percentage shareholding in the capital of the Company in this Circular are based on 208,331,031 Shares as at the Latest Practicable Date.

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

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

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

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

INDICATIVE TIMETABLE

Date of electronic despatch of the Offer Document	:	10 October 2024
Date of electronic despatch of this Circular	:	24 October 2024
Closing Date	:	5.30 p.m. (Singapore time) on 7 November 2024 or such later date(s) as may be announced from time to time by or behalf of the Offeror, such date being the last day for the lodgement of acceptances of the Offer
Date of settlement in respect of the Offer ⁽¹⁾	:	With respect to an Accepting Shareholder, within seven (7) Business Days after the date of receipt by the Offeror of valid acceptances and all other relevant documents from such Accepting Shareholder

Note:

(1) Please refer to Appendix 1 and Appendix 2 to the Offer Document for further details.

LETTER TO SHAREHOLDERS

AMOS GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company registration no. 201004068M)

Board of Directors:

Mr. Kyle Arnold Shaw, Jr (Executive Chairman)
Mr. Marcel Eugene Beraud (Executive Director)
Mr. David Wood Hudson (Lead Independent Non-Executive Director)
Ms. Edwina Cheung Pui Yin (Independent Non-Executive Director)
Mr. Lim Shook Kong (Independent Non-Executive Director)

Registered Office:

156 Gul Circle
Singapore 629613

24 October 2024

To: The Shareholders of Amos Group Limited

Dear Sir/Madam

VOLUNTARY UNCONDITIONAL GENERAL OFFER BY PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.

1. INTRODUCTION

1.1 Offer Announcement

On 25 September 2024, being the Offer Announcement Date, PrimePartners Corporate Finance Pte Ltd announced, for and on behalf of the Offeror, *inter alia*, that the Offeror intends to make a voluntary unconditional general offer for all the Shares as at the date of the Offer, including Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror (the “**Offer Shares**”), in accordance with Section 139 of the Securities and Futures Act 2001 of Singapore (the “**SFA**”) and Rule 15 of the Code.

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

1.2 Offer Document

Shareholders should by now have received a copy of the notification letter containing, *inter alia*, instructions on how Shareholders can locate the Offer Document and related documents electronically, as announced by PrimePartners Corporate Finance Pte. Ltd., for and on behalf of the Offeror, which was despatched on 10 October 2024, setting out, *inter alia*, the terms and conditions of the Offer. The principal terms and conditions of the Offer are set out in paragraph 2 of the Offer Document and Appendix 1 of the Offer Document.

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

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

LETTER TO SHAREHOLDERS

1.3 Independent Financial Adviser

SAC Capital Private Limited has been appointed as the independent financial adviser in accordance with the Code to advise the Independent Directors in respect of the Offer.

1.4 Purpose of this Circular

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

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

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

2. THE OFFER

2.1 Terms of the Offer

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

“2. TERMS OF THE OFFER

2.1 Offer. *The Offeror hereby makes the Offer to acquire all the Offer Shares, in accordance with Section 139 of the SFA and Rule 15 of the Code.*

2.2 Offer Shares. *The Offer is extended to all Shares as at the date of the Offer, including those Shares already owned or agreed to be acquired by the Offeror or parties acting or deemed to be acting in concert with the Offeror and all new Shares unconditionally issued or to be issued pursuant to the valid exercise of any options granted under the AMOS Employee Share Option Scheme (“**AMOS Scheme**”)².*

Under the rules of the AMOS Scheme, the outstanding options are personal to the holders of the outstanding options and are not transferable. In view of this restriction, the Offeror will not be extending the Offer to the options granted under the AMOS Scheme but will extend the Offer to all new Shares unconditionally issued pursuant to the valid exercise of any options granted under the AMOS Scheme prior to the close of the Offer.

² *As at the Latest Practicable Date, based on the latest publicly available information, AGL has an aggregate of 1,650,000 outstanding options granted under the AMOS Scheme. The 1,650,000 outstanding options will convert into 1,650,000 Shares upon valid exercise of all the options.*

LETTER TO SHAREHOLDERS

2.3 **Offer Consideration.** *The consideration for Offer Shares validly tendered in acceptance of the Offer will be:*

For each Offer Share: SGD0.070 in cash (“Offer Price”).

The Offer Price is final and the Offeror does not intend to increase the Offer Price, save that the Offeror reserves the right to revise the terms of the Offer in accordance with the Code if an offer which is, or is deemed under the Code to be competitive to the Offer (“**Competing Offer**”) arises. Accordingly, unless otherwise announced by or on behalf of the Offeror in the event of a Competing Offer, the Offer Price is final and will not be revised.

2.4 **No Encumbrances.** *The Offer Shares will be acquired:*

(i) fully paid;

(ii) free from any Encumbrances; and

(iii) together with all rights, benefits and entitlements attached thereto as at the Announcement Date and thereafter attaching thereto, including but not limited to the right to receive and retain all Distributions (if any) declared, paid or made by AGL in respect of the Offer Shares on or after the Announcement Date.

2.5 **Unconditional Offer.** *The Offer is unconditional in all respects.*

3. **WARRANTY**

A Shareholder who tenders his Offer Shares in acceptance of the Offer will be deemed to unconditionally and irrevocably warrant that he sells such Offer Shares as or on behalf of the beneficial owner(s) thereof:

(i) fully paid;

(ii) free from any Encumbrances; and

(iii) together with all rights, benefits and entitlements attached thereto as at the Announcement Date and thereafter attaching thereto, including but not limited to the right to receive and retain all Distributions (if any) declared, paid or made by AGL in respect of the Offer Shares on or after the Announcement Date.”

LETTER TO SHAREHOLDERS

2.2 Closing Date of the Offer

The Offer will close at **5:30 p.m. (Singapore time) on 7 November 2024** or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

2.3 Further Details of the Offer

Further details of the Offer are set out in Appendix 1 to the Offer Document, extracts of which are set out in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated.

“APPENDIX 1

DETAILS OF THE OFFER

1. DURATION OF THE OFFER

1.1 First Closing Date. *The Offer is open for acceptance by Shareholders for at least 28 days from the Despatch Date, unless the Offer is withdrawn with the consent of the SIC and every person is released from any obligation incurred thereunder. Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 7 November 2024 or such later date(s) as may be announced from time to time by or on behalf of the Offeror.*

1.2 Subsequent Closing Date(s). *The Offeror is not obliged to extend the Offer. If the Offer is extended, the announcement of the extension need not state the next Closing Date but may state that the Offer will remain open until further notice. In such a case, the Offeror must give Shareholders at least 14 days prior notice in writing before it may close the Offer.*

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

LETTER TO SHAREHOLDERS

2. SETTLEMENT

2.1 **When Settlement is Due.** *Subject to the receipt by the Offeror from Accepting Shareholders of valid acceptances and all relevant documents required by the Offeror which are complete in all respects and in accordance with the requirements as may be stated in this Offer Document, the Relevant Acceptance Forms including, without limitation, (in the case of an Accepting Shareholder holding Offer Shares in scrip form) the receipt of the Offeror of share certificate(s) relating to the Offer Shares tendered by such Accepting Shareholder in acceptance of the Offer and (in the case of a Depositor) the receipt by the Offeror of a confirmation satisfactory to it that the relevant number of Offer Shares tendered by the accepting Depositor in acceptance of the Offer are standing to the credit of the "Free Balance" of the Depositor's Securities Account at the relevant time, remittances for the appropriate amounts will be despatched, pursuant to Rule 30 of the Code, to the Accepting Shareholders (or, in the case of Shareholders holding share certificate(s) which are not deposited with CDP, their designated agents, as they may direct) by means of:*

- (i) *in the case of Accepting Shareholders who are Depositors and:*
 - (a) *who have subscribed to CDP's DCS, crediting directly into the Accepting Shareholder's designated bank account for Singapore Dollars via CDP's DCS (or in such other manner as such Accepting Shareholder may have agreed with CDP for the payment of any cash distribution); or*
 - (b) *who have not subscribed to CDP's DCS, crediting any monies to be paid to such Accepting Shareholder's Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distributions are as defined therein); or*
- (ii) *in the case of an Accepting Shareholder whose Offer Shares are not deposited with CDP, sending a Singapore Dollars cheque drawn on a bank operating in Singapore payable to and made out in favour of such Accepting Shareholder in respect of his Offer Shares validly tendered in acceptance of the Offer to such Accepting Shareholder (or his designated agents, or, in the case of joint Accepting Shareholders who have not designated any agent, to the one first-named in the Register, as the case may be) by ordinary post to his address as appearing in the Register, at the risk of the Accepting Shareholder,*

as soon as practicable and in any event within seven (7) Business Days of the date of such receipt, as required under the Code.

2.2 *The despatch of payment to each Accepting Shareholder's address and/or CDP (as the case may be) in accordance with the above shall discharge the Offeror from any liability in respect of those payments.*

LETTER TO SHAREHOLDERS

3. ANNOUNCEMENTS

3.1 **Timing and Contents.** Pursuant to Rule 28.1 of the Code, by 8.00 a.m. on the Market Day ("**Relevant Day**") immediately after the day on which the Offer is due to expire or the Offer is revised or extended, the Offeror will announce and simultaneously inform the SGX-ST of the total number of Shares (as nearly as practicable):

- (i) for which valid acceptance of the Offer have been received;
- (ii) held by the Offeror and any of its concert parties prior to the commencement of the Offer period; and
- (iii) acquired or agreed to be acquired by the Offeror and any of its concert parties during the Offer period,

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

3.2 **Suspension.** Under Rule 28.2(a) of the Code, if the Offeror is unable, within the time limit, to comply with any of the requirements in Paragraph 3.1 of this Appendix 1, the SIC will consider requesting the SGX-ST to suspend dealings in the Shares until the relevant information is given.

3.3 **Valid Acceptances for Offer Shares.** Under Rule 28.1 of the Code, subject to **Section 16.1** of the Letter to Shareholders in this Offer Document, in computing the number of Offer Shares represented by acceptances, the Offeror will, at the time of making an announcement, take into account acceptances which are valid in all respects. Acceptances of the Offer will only be treated as valid if the relevant requirements of Note 2 on Rule 28.1 of the Code are met.

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

4. RIGHT OF WITHDRAWAL

Acceptances Irrevocable. Except as expressly provided in this Offer Document and the Code, acceptances of the Offer shall be irrevocable."

LETTER TO SHAREHOLDERS

2.4 Procedures for acceptance of the Offer

The procedures for acceptance of the Offer are set out in paragraph 5 of the Offer Document and Appendix 2 to the Offer Document.

3. INFORMATION ON THE OFFEROR

Information on the Offeror has been extracted from paragraph 6 of the Offer Document and is reproduced in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated.

“6. INFORMATION ON THE OFFEROR

6.1 The Offeror. *The Offeror was incorporated in the Cayman Islands on 22 September 2017.*

6.2 Share Capital and Directors. *As at the Latest Practicable Date, the Offeror has a share capital of USD1 and the directors of the Offeror are Kyle Arnold Shaw, Jr and Niko Antti Olavi Ratala.*

6.3 Share Capital and Directors. *As at the Latest Practicable Date, the Offeror has a share capital of USD1 and the directors of the Offeror are Kyle Arnold Shaw, Jr and Niko Antti Olavi Ratala.*

6.4 Offeror Group Structure. *The Offeror is wholly owned by a private equity fund, ShawKwei Asia Value Fund 2017 L.P., a Cayman Islands limited partnership.*

Lighthouse Logistics Limited (“Lighthouse”), a party acting in concert with the Offeror, directly holds 27,755,288 Shares, representing approximately 13.32 per cent. of the Shares in issue. Lighthouse is wholly owned by ShawKwei & Partners Ltd. which is holding the shares of Lighthouse on behalf of Asia Value Investment Fund 3, L.P..

Kyle Arnold Shaw, Jr, a director of the Offeror, Lighthouse and AGL, is deemed to be interested in 173,267,967 Shares, representing approximately 83.17 per cent. of the Shares in issue. Kyle Arnold Shaw, Jr is:

(i) the sole manager of ShawKwei Investments LLC, which is the sole general partner of ShawKwei Asia Value Fund 2017 L.P., which wholly owns the Offeror; and

(ii) the director and shareholder of ShawKwei & Partners Ltd., which is the sole shareholder of Lighthouse.

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Accordingly, as at the Latest Practicable Date, the aggregate shareholding of the Offeror and its concert parties, including Lighthouse, is 173,267,967 Shares, representing approximately 83.17 per cent. of the Shares in issue.

Lighthouse does not intend to tender its Shares in acceptance of the Offer and will not receive any cash consideration for its Shares.

6.5 **Additional Information.** *Appendix 3 to this Offer Document sets out additional information on the Offeror.”*

4. RATIONALE FOR THE OFFER

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

“8. RATIONALE FOR THE OFFER

8.1 Opportunity for Shareholders who may find it difficult to exit their investment in AGL due to low trading liquidity

The trading volume of the Shares has been low, with an average daily trading volume of approximately 36,000, 26,000, 21,000, 25,000 and 16,000 Shares during the one-month, three-month, six-month, 12-month and 24-month periods prior to and including the Last Trading Day.

The cash consideration provides Shareholders who find it difficult to exit AGL as a result of the low trading volume in the Shares with an opportunity to liquidate and realise their investment in the Shares at a premium to the prevailing market prices, an option which may not otherwise be readily available due to the low trading liquidity of the Shares.

8.2 Opportunity for Shareholders to realise their investment in the Shares at a premium to market price without incurring brokerage and other trading costs

The cash consideration represents a premium of approximately 32.1 per cent. over the last transacted price of SGD0.053 on the Last Trading Day.

When compared to the benchmark prices of the Shares up to and including the Last Trading Day, the cash consideration represents a premium of approximately 55.6 per cent., 59.1 per cent., 55.6 per cent., and 42.9 per cent. over the VWAP per Share for the one-month, three-month, six-month and 12-month periods prior to and including the Last Trading Day respectively.

The cash consideration represents a clean cash exit opportunity for Shareholders to realise their investment without incurring brokerage and other trading costs.

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8.3 Challenging Business Environment

The AGL Group's business faces a challenging environment impacted by economic fluctuations, fuel price volatility, intense competition, and supply chain disruptions. These factors can significantly impact the AGL Group's profitability and long-term sustainability. If AGL is delisted, the Offeror believes that there will be more flexibility for the AGL Group to optimize its resources and protect its competitiveness to navigate the increasingly complex environment. The AGL Group will also be able to make strategic investments, improve operational efficiency, and enhance financial flexibility, enabling it to better adapt to market changes and seize new opportunities.

8.4 Greater Management Flexibility

In the event that AGL is delisted from the SGX-ST, the Offeror is of the view that the Offeror and the AGL Group will have greater control and management flexibility in utilising and deploying the available resources of the AGL Group.

8.5 Reduced Compliance Costs of Maintaining Listing

In maintaining its listed status, AGL incurs compliance and associated costs relating to the continuing listing requirements under the Listing Manual. In the event that AGL is delisted from the SGX-ST, AGL will be able to save on expenses relating to the maintenance of its listed status and focus its current resources on its business operations."

5. OFFEROR'S INTENTIONS FOR THE COMPANY

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

"9. OFFEROR'S INTENTIONS FOR AGL

It is the intention of the Offeror to continue to restructure and turnaround the businesses of the AGL Group. The Offeror has no current intentions to (i) introduce any major changes to the existing business of AGL; (ii) to redeploy the fixed assets of AGL; or (iii) discontinue the employment of the existing employees of AGL and its subsidiaries, other than in the ordinary and usual course of business. However, the Offeror retains the flexibility to at any time consider undertaking a strategic and operational review of AGL with a view to realising synergies, economics of scale, cost efficiencies and growth potential."

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6. FINANCIAL EVALUATION OF THE OFFER

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

“10. FINANCIAL EVALUATION OF THE OFFER		
<i>The Offer Price represents the following premia over the historical traded prices of the Shares as set out below:</i>		
<i>Description</i>	<i>Benchmark Price (SGD)⁽⁶⁾⁽⁷⁾</i>	<i>Premium over Benchmark Price (%)⁽⁸⁾</i>
<i>Last traded price of the Shares on the SGX-ST on the Last Trading Day</i>	<i>0.053</i>	<i>32.1%</i>
<i>VWAP for the one-month period up to and including the Last Trading Day</i>	<i>0.045</i>	<i>55.6%</i>
<i>VWAP for the three-month period up to and including the Last Trading Day</i>	<i>0.044</i>	<i>59.1%</i>
<i>VWAP for the six-month period up to and including the Last Trading Day</i>	<i>0.045</i>	<i>55.6%</i>
<i>VWAP for the 12-month period up to and including the Last Trading Day period prior to and including the Last Trading Day</i>	<i>0.049</i>	<i>42.9%</i>
⁶ <i>Based on data extracted from Bloomberg L.P..</i>		
⁷ <i>Rounded to the nearest three decimal places.</i>		
⁸ <i>Rounded to the nearest one decimal place.”</i>		

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

Information in relation to the Offeror's intentions in relation to the listing status of the Company and the compulsory acquisition of the Company has been extracted from paragraph 11 of the Offer Document and is reproduced in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated. **Shareholders are urged to read the extracts below carefully.**

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

11.1 Listing status and Trading Suspension. Under Rule 1105 of the Listing Manual, upon an announcement by the Offeror that it has received acceptances which result in the Offeror and its concert parties holding more than 90 per cent. of the Shares in issue (excluding treasury shares), the SGX-ST may suspend the trading of the listed securities of AGL on the SGX-ST until such time when the SGX-ST is satisfied that at least 10 per cent. of the Shares in issue (excluding treasury shares) are held by at least 500 Shareholders who are members of the public (“**Free Float Requirement**”). Under Rule 1303(1) of the Listing Manual, where the Offeror succeeds in garnering acceptances exceeding 90 per cent. of the Shares in issue (excluding treasury shares), thus causing the percentage of the Shares in issue (excluding treasury shares) held in public hands to fall below 10 per cent., the SGX-ST will suspend trading of the Shares at the close of the Offer.

In addition, under Rule 724(1) of the Listing Manual, if the percentage of the Shares in issue (excluding treasury shares) held in public hands falls below 10 per cent., AGL must, as soon as practicable, announce that fact and the SGX-ST may suspend trading of all the listed securities of AGL on the SGX-ST. Rule 724(2) of the Listing Manual further provides that the SGX-ST may allow AGL a period of three months, or such longer period as the SGX-ST may agree, for the percentage of Shares in issue (excluding treasury shares) held by members of the public to be raised to at least 10 per cent., failing which AGL may be removed from the Official List of the SGX-ST.

11.2 Compulsory Acquisition. Pursuant to Section 215(1) of the Companies Act, if the Offeror receives valid acceptances pursuant to the Offer or acquires Shares from the Despatch Date otherwise than through valid acceptances of the Offer, in respect of not less than 90 per cent. of the Shares in issue (excluding treasury shares and those already held by the Offeror, its related corporations or their respective nominees⁹ as at the Despatch Date), the Offeror will be entitled to exercise its right to compulsorily acquire, at the Offer Price, all Offer Shares held by Shareholders who have not accepted the Offer (“**Dissenting Shareholders**”). **The Offeror, if so entitled, intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act.**

In addition, pursuant to Section 215(3) of the Companies Act, Dissenting Shareholders have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Offer Shares at the Offer Price in the event that the Offeror, its related corporations or their respective nominees⁹ acquire, pursuant to the Offer, such number of Shares which, together with treasury shares and the Shares held by the Offeror, its related corporations or their respective nominees⁹, comprise 90 per cent. or more of the Shares in issue (including treasury shares). **Dissenting Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.**

⁹ And other persons required to be excluded under Section 215(9A) of the Companies Act.

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11.3 **Offeror's Intentions.** *The Offeror intends to seek a delisting of AGL from the SGX-ST if the Free Float Requirement is not met. The Offeror does not intend to support any action or take any steps to maintain the listing status of AGL in the event the Free Float Requirement is not met and the trading of the Shares on the SGX-ST is suspended pursuant to Rule 724, 1105 or 1303(1) of the Listing Manual. In addition, the Offeror reserves the right to seek a voluntary delisting of AGL from the SGX-ST pursuant to Rules 1307 and 1309 of the Listing Manual.*

Shareholders who do not accept the Offer should note that in the event:

- (i) AGL is delisted from the SGX-ST, such Shareholders will continue to hold their Shares and remain shareholders of AGL but will not be able to trade such Shares on the SGX-ST; and*
- (ii) the trading of the Shares on the SGX-ST is suspended pursuant to Rule 724, 1105 or 1303(1) of the Listing Manual, such Shareholders will continue to hold their Shares and remain shareholders of AGL, but, pursuant to Rule 729 of the Listing Manual, will not be able to transfer such Shares without the prior approval of the SGX-ST."*

8. CONFIRMATION OF FINANCIAL RESOURCES

Paragraph 12 of the Offer Document sets out certain information on the confirmation of financial resources, extracts of which are reproduced in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated.

"12. CONFIRMATION OF FINANCIAL RESOURCES

PrimePartners, as the financial adviser to the Offeror, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer (including the consideration payable for all Shares issued pursuant to the valid exercise of any options granted under the AMOS Scheme but excluding the consideration payable to Lighthouse for its Shares, which Lighthouse will not tender in acceptance of the Offer) on the basis of the Offer Price."

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9. DISCLOSURES OF INTERESTS

Paragraph 1 of Appendix 5 to the Offer Document sets out certain information relating to disclosure of holdings, dealings and other arrangements, extracts of which are reproduced in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated.

“APPENDIX 5

DISCLOSURES

1. HOLDINGS OF RELEVANT SECURITIES BY THE RELEVANT PARTIES

Based on the latest information available to the Offeror as at the Latest Practicable Date, the interests of the Relevant Parties are set out below:

<i>Name</i>	<i>Direct Interest</i>		<i>Deemed Interest</i>		<i>Total Interest</i>	
	<i>No. of Shares</i>	<i>%¹³</i>	<i>No. of Shares</i>	<i>%¹³</i>	<i>No. of Shares</i>	<i>%¹³</i>
<i>Offeror</i>	<i>145,512,679</i>	<i>69.85</i>	<i>27,755,288</i>	<i>13.32</i>	<i>173,267,967</i>	<i>83.17</i>
<i>Kyle Arnold Shaw, Jr</i>	<i>–</i>	<i>–</i>	<i>173,267,967</i>	<i>83.17</i>	<i>173,267,967</i>	<i>83.17</i>
<i>ShawKwei Asia Value Fund 2017, L.P.</i>	<i>–</i>	<i>–</i>	<i>145,512,679</i>	<i>69.85</i>	<i>145,512,679</i>	<i>69.85</i>
<i>ShawKwei Investments LLC</i>	<i>–</i>	<i>–</i>	<i>145,512,679</i>	<i>69.85</i>	<i>145,512,679</i>	<i>69.85</i>
<i>Lighthouse Logistics Ltd.</i>	<i>27,755,288</i>	<i>13.32</i>	<i>–</i>	<i>–</i>	<i>27,755,288</i>	<i>13.32</i>
<i>Asia Value Investment Fund 3, L.P.</i>	<i>–</i>	<i>–</i>	<i>27,755,288</i>	<i>13.32</i>	<i>27,755,288</i>	<i>13.32</i>
<i>ShawKwei & Partners Ltd</i>	<i>–</i>	<i>–</i>	<i>27,755,288</i>	<i>13.32</i>	<i>27,755,288</i>	<i>13.32</i>

2. DEALINGS IN RELEVANT SECURITIES BY THE RELEVANT PARTIES

Based on the latest information available to the Offeror as at the Latest Practicable Date, there have been no dealings for value by the Relevant Parties during the Relevant Period.

¹³ *Based on a total of 208,331,031 Shares in issue as at the Latest Practicable Date and rounded to the nearest two decimal places.”*

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10. DIRECTORS' INTERESTS

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

11. ADVICE AND RECOMMENDATION IN RESPECT OF THE OFFER

11.1 General

SAC Capital Private Limited has been appointed as the independent financial adviser in accordance with the Code to advise the Independent Directors in respect of the Offer.

Shareholders should read and consider carefully the advice of the IFA to the Independent Directors and the recommendation of the Independent Directors in their entirety before deciding whether or not to accept or reject the Offer.

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

The advice of the IFA to the Independent Directors is set out in the IFA Letter which is reproduced in **Appendix I** to this Circular. Taking into consideration the factors set out in the IFA Letter and the information available to the IFA as at the Latest Practicable Date, and subject to the qualifications and assumptions set out in the IFA Letter, the IFA has given its advice to the Independent Directors as set out in paragraph 8 of the IFA Letter.

The following are extracts from paragraph 8 of the IFA Letter and should be read in conjunction with, and interpreted in, the full context of the IFA Letter. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the IFA Letter, unless otherwise stated.

"8. OUR OPINION AND ADVICE

8.1 Key Considerations of the Offer

In arriving at our opinion and advice in respect of the Offer, we have taken into account, and reviewed the following key considerations, which we consider to be pertinent in our assessment of the Offer. The following should be read in conjunction with, and in the context of, the full text of this letter:

- (a) an assessment of the market quotation and trading liquidity of the Shares during the Period Under Review, as set out in paragraph 7.1 of this letter;*
- (b) historical financial performance of the Group, as set out in paragraph 7.2 of this letter;*
- (c) historical financial position of the Group, including the NAV and RNAV of the Group, as set out in paragraph 7.3 of this letter;*
- (d) a comparison with the valuation statistics of the Comparable Companies, as set out in paragraph 7.4 of this letter;*
- (e) a comparison with recent Take-Over Transactions, as set out in paragraph 7.5 of this letter;*

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- (f) *estimated range of value of the Shares, as set out in paragraph 7.6 of this letter;*
- (g) *prior corporate actions undertaken by the Company, as set out in paragraph 7.7 of this letter; and*
- (h) *other relevant considerations as follows:*
 - (i) *watch-list status of the Company, as set out in paragraph 7.8.1 of this letter;*
 - (ii) *dividend track record of the Company, as set out in paragraph 7.8.2 of this letter;*
 - (iii) *outlook of the Group, as set out in paragraph 7.8.3 of this letter;*
 - (iv) *the offer being unconditional in all respects, as set out in paragraph 7.8.4 of this letter;*
 - (v) *the absence of alternative or competing offers from third parties as at the Latest Practicable Date, as set out in paragraph 7.8.5 of this letter;*
 - (vi) *the Offeror and its concert parties having statutory control over the Company, as set out in paragraph 7.8.6 of this letter;*
 - (vii) *the intention of the Offeror regarding the Company and compulsory acquisition, as set out in paragraph 7.8.7 of this letter; and*
 - (viii) *implication for Shareholders holding on to suspended Shares, as set out in paragraph 7.8.8 of this letter.*

8.2 Assessment of the Offer

*For the purpose of evaluating the Offer, we have adopted the approach that the term “fair” and “reasonable” are regarded as two different concepts. The term “fair” relates to an opinion on the value of the offer price against the value of the securities subject to the offer (the “**Securities**”), and an offer is “fair” if the price offered is equal to or greater than the value of the Securities. In considering whether an offer is “reasonable”, other matters as well as the value of the Securities are taken into consideration. Such other matters include, but are not limited to, existing voting rights in the company held by an offeror and its concert parties or the market liquidity of the relevant securities.*

8.2.1 Assessment of Fairness of the Offer

In determining the fairness of the Offer, we have considered inter alia, the following pertinent factors:

- (a) *based on the NAV/NTA approach, which provides an estimate of the value of a group assuming the hypothetical sale of all its assets over a reasonable period of time, the Offer Price represents a discount of approximately 77.2% against the NAV per Share of S\$0.307 as at 31 March 2024. Accordingly, the P/NAV of the Group implied by the Offer Price would be approximately 0.23 times as at 31 March 2024;*

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- (b) *the historical P/NAV ratio of 0.23 times of the Group as implied by the Offer Price is below the range of historical P/NAV ratio of the Comparable Companies of between 0.28 times and 1.10 times;*
- (c) *the historical P/NAV ratio as implied by the Offer Price of 0.23 times is below the range of offer price-to-NAV/NTA ratios of the Take-over Transactions of between 0.70 times and 1.93 times;*
- (d) *the Offer Price is below the estimated value range of the Shares of S\$0.290 and S\$0.307 per Share; and*
- (e) *the Offer Price represents a discount of 50.0% over the issue price of S\$0.14 for each 2023 Rights Shares, which was only recently undertaken and completed by the Company.*

*In view of the above, we are of the opinion that the Offer is **NOT FAIR**.*

8.2.2 Assessment of Reasonableness of the Offer

In determining the reasonableness of the Offer, we have considered inter alia, the following pertinent factors:

- (a) *the Offer Price represents a premium of 42.9%, 55.6%, 59.1% and 55.6% over the VWAP of the Shares for the 12-, 6-, 3- and 1-month periods up to and including the Last Trading Day respectively;*
- (b) *the trading of the Shares is erratic and appears to be relatively illiquid in the 12-, 6-, 3- and 1-month period up to and including the Last Trading Day. It is to note that given the low liquidity of the Shares during the periods observed, the Offer Price may represent a realistic exit opportunity for Shareholders to realise their entire investment for cash. In the absence of the Offer Price, such an exit for all Shareholders may not be readily available due to the low trading liquidity for the Shares;*
- (c) *the Group had recorded net losses of approximately S\$13.8 million, S\$11.8 million and S\$24.6 million in FY2022, FY2023 and FY2024 respectively. As at the Latest Practicable Date, we noted that the Company have not met the requirements of Rule 1311 of the Listing Manual for the removal from the watch-list, which is to record consolidated pre-tax profit for the most recently completed financial year or to have an average daily market capitalisation of S\$40 million or more over the last 6 months. If Rule 1314 of the Listing Manual remains unmet within 36 months from 6 June 2023, the SGX-ST would delist the Company or suspend trading in the Company's shares with a view to delisting the Company;*
- (d) *the historical daily P/NAV multiple of the Shares for the Period Under Review have largely been trading below the implied P/NAV ratio based on the Offer Price of 0.23 times;*
- (e) *the premium of the Offer Price over the VWAP of the Shares for the 12-, 6-, 3- and 1-month periods up to and including the Last Trading Day were above the corresponding mean and median premia of the Take-over Transactions respectively;*

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- (f) *the Company had not declared any dividends for the last nine (9) financial years (being the financial year ended 31 March 2016 to FY2024), and Shareholders who accept the Offer may considering re-investing the proceeds from the Offer in alternative investments, for example, broad market index instruments; and*
- (g) *as at the Latest Practicable Date, apart from the Offer, there is no publicly available evidence of an alternative or competing offer for the Shares from any other party. The Directors have also confirmed that as at the Latest Practicable Date, apart from the Offer, they have not received any alternative or competing offer for the Shares from any other party.*

*In view of the above, we are of the opinion that the Offer is **REASONABLE**.*

8.3 ***Our opinion on the Offer***

*In conclusion, we are of the opinion that, on balance, the financial terms of the Offer are **not fair but reasonable**. Accordingly, we advise the Independent Directors to recommend Shareholders to **accept** the Offer.*

Shareholders who wish to realise their investment in the Company can choose to sell their Shares in the open market if they can obtain a price higher than the Offer Price, after taking into account all transaction costs in connection with open market transactions.

We would advise the Independent Directors to consider highlighting to the Shareholders that there is no assurance that the market prices of the Shares after the close of the Offer may be maintained at current levels prevailing as at the Latest Practicable Date.

In rendering our opinion and advice, we have not had regard to the specific investment objectives, financial situation, tax position or individual circumstances of any Shareholder or any specific group of Shareholders. We recommend that any individual Shareholder or specific group of Shareholders who may require specific advice in relation to his or their investment portfolio(s) should consult his or their legal, financial, tax or other professional adviser.

Our opinion and advice are addressed to the Independent Directors for their benefit and for the purposes of their consideration of the Offer. The recommendation to be made by them to the Shareholders in respect of the Offer shall remain the responsibility of the Independent Directors. Whilst a copy of this letter may be reproduced in the Circular, no other person may reproduce disseminate or quote this letter (or any part thereof) for any purpose at any time and in any manner without the prior written consent of SAC Capital in each specific case, except for the purpose of the Offer.

This letter is governed by and shall be construed in accordance with the laws of Singapore and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

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11.3 Independence of Directors

Mr. David Wood Hudson, Ms. Edwina Cheung Pui Yin, and Mr. Lim Shook Kong are regarded as independent for the purposes of the Offer and are required to make a recommendation to Shareholders in respect of the Offer.

Mr. Kyle Arnold Shaw, Jr (“**Mr. Shaw**”), being the Executive Chairman of the Company, is a director of the Offeror, the sole manager of ShawKwei Investments LLC which is the sole general partner of Asia Value Fund 2017 L.P., and the director and shareholder of ShawKwei & Partners Ltd, which is the sole shareholder of Lighthouse Logistics Limited. Accordingly, Mr. Shaw would face an irreconcilable conflict of interest in making any recommendation on the Offer to the shareholders of the Company.

Mr. Marcel Eugene Beraud (“**Mr. Beraud**”), being the Executive Director of the Company who was appointed to the board of the Company on 14 October 2024, will be reporting to Mr. Shaw, who is not considered independent for the purposes of the Offer. In addition, Mr. Beraud was nominated to the board of the Company by the Offeror.

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

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

11.4 Recommendation of the Independent Directors in respect of the Offer

The Independent Directors note paragraph 7.7 of the IFA Letter which states that the rights issues which were completed in June 2021 and January 2023 were priced at an issue price of S\$0.27 and S\$0.14 respectively. However, the Independent Directors further note that the Offeror was ultimately allotted 97.21% and 95.12% of the shares for the respective rights issues in 2021 and 2023.

The Independent Directors, having considered carefully the above, the terms of the Offer and the advice given by the IFA to the Independent Directors as set out in the IFA Letter (in particular, the relevant factors that the IFA highlighted in paragraphs 8.1 and 8.2 of the IFA Letter), **CONCUR** with the advice of the IFA in respect of the Offer. The advice of the IFA is set out in **Section 11.2** of this Circular and the IFA Letter.

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

Shareholders who wish to realise their investment in the Company can choose to sell their Shares in the open market if they can obtain a price higher than the Offer Price, after taking into account all transaction costs in connection with open market transactions. However, pursuant to the advice of the IFA, the Independent Directors wish to highlight to Shareholders that there is no assurance that the market prices of the Shares after the close of the Offer may be maintained at current levels prevailing as at the Latest Practicable Date.

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

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

12. ELECTRONIC DESPATCH OF THE CIRCULAR

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

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

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

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

13. OVERSEAS SHAREHOLDERS

13.1 Availability of the Offer to Overseas Shareholders

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

Overseas Shareholders should refer to paragraph 14 of the Offer Document, extracts of which are reproduced in italics below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated.

LETTER TO SHAREHOLDERS

“14. OVERSEAS SHAREHOLDERS

14.1 **Overseas Shareholders.** *This Offer Document, the Relevant Acceptance Forms and/or any related documents do not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being proposed in any jurisdiction in which the introduction or implementation of the Offer would not be in compliance with the laws of such jurisdiction. Where there are potential restrictions on sending this Offer Document, the Relevant Acceptance Forms and/or any related documents to any overseas jurisdictions, the Offeror and PrimePartners each reserves the right not to send this Offer Document, the Relevant Acceptance Forms and/or any related documents to such overseas jurisdictions.*

*Copies of this Offer Document and any other formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the laws of that jurisdiction (“**Restricted Jurisdiction**”) and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.*

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

*The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the Register or, as the case may be, in the records of CDP (collectively, “**Overseas Shareholders**”) may be affected by the laws of the relevant overseas jurisdictions. Accordingly, Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.*

For the avoidance of doubt, the Offer is open to all Shareholders, including those to whom this Offer Document and the Relevant Acceptance Forms have not been, or will not be, sent.

14.2 **Copies of this Offer Document and Relevant Acceptance Forms.** *Shareholders (including Overseas Shareholders) may (subject to compliance with applicable laws) obtain electronic copies of this Offer Document (including the Relevant Acceptance Forms) and/or any related documents from the website of the SGX-ST at www.sgx.com.*

LETTER TO SHAREHOLDERS

- 14.3 **Compliance with Applicable Laws.** *It is the responsibility of any Overseas Shareholder who wishes to (i) request for this Offer Document, the Relevant Acceptance Forms and/or any related documents; or (ii) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdictions in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements, or the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall also be liable for any taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on its behalf (including PrimePartners, CDP and the Registrar/Receiving Agent) shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments that may be required to be paid and the Offeror shall be entitled to set-off any such amounts against any sum payable to the Overseas Shareholder pursuant to the Offer and/or any acquisition of Shares pursuant to Section 215(1) or 215(3) of the Companies Act. In (a) requesting for this Offer Document, the Relevant Acceptance Forms and/or any related documents and/or (b) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror, PrimePartners, CDP and the Registrar/Receiving Agent that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements. If any Shareholder is in any doubt about his position, he should consult his professional adviser in the relevant jurisdiction.*
- 14.4 **Notice.** *The Offeror and PrimePartners each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published and circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder (including Overseas Shareholders) to receive or see such announcement or advertisement.”*

13.2 Copies of Circular

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

LETTER TO SHAREHOLDERS

14. INFORMATION RELATING TO CPFIS INVESTORS AND SRS INVESTORS

Paragraph 15 of the Offer Document sets out information pertaining to CPFIS Investors and SRS Investors, extracts of which are reproduced below. All capitalised terms and expressions used in the extracts below shall have the same meanings as those defined in the Offer Document, unless otherwise stated.

“15. INFORMATION RELATING TO CPFIS INVESTORS AND SRS INVESTORS

CPFIS Investors and SRS Investors should receive further information on how to accept the Offer from their respective CPF Agent Banks and SRS Agent Banks (as the case may be) directly. CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks (as the case may be) should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.

CPFIS Investors and SRS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks and SRS Agent Banks (as the case may be) by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks (as the case may be), which may be earlier than the Closing Date. CPFIS Investors and SRS Investors who validly accept the Offer will receive the Offer Price payable in respect of their Offer Shares in their respective CPF investment accounts and SRS investment accounts (as the case may be).”

15. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who wish to accept the Offer must do so no later than **5:30 p.m. (Singapore time) on 7 November 2024** or such later date(s) as may be announced from time to time by or on behalf of the Offeror. Please refer to Appendix 2 of the Offer Document, which sets out the procedures for the acceptance of the Offer.

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

16. DIRECTORS' RESPONSIBILITY STATEMENT

Save for the recommendation of the Independent Directors to the Shareholders set out in **Section 11.4** of this Circular which is the sole responsibility of the Independent Directors, the Directors (including those who may have delegated detailed supervision of the preparation of this Circular) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Circular (other than those relating to the Offer, the Offeror, parties acting in concert or deemed to be acting in concert with the Offeror and the IFA Letter and any information relating to or opinions expressed by the Offeror, Valuation Summary and the IFA) are fair and accurate, and that no material facts have been omitted from this Circular, the omission of which would make any statement in this Circular (other than those relating to the Offer, the Offeror, parties acting in concert or deemed to be acting in concert with the Offeror, Valuation Summary and the IFA Letter and any information relating to or opinions expressed by the Offeror, the Valuer and the IFA) misleading.

LETTER TO SHAREHOLDERS

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

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

The Directors jointly and severally accept full responsibility accordingly.

17. ADDITIONAL INFORMATION

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

Yours faithfully

For and on behalf of the Board of Directors of
AMOS GROUP LIMITED

Mr. David Wood Hudson
Lead Independent Non-Executive Director

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APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS



SAC CAPITAL PRIVATE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200401542N)

24 October 2024

To: The directors of AMOS Group Limited who are considered independent for the purposes of making recommendation to the Shareholders in respect of the Offer

Mr. David Wood Hudson	(Lead Independent Non-Executive Director)
Mr. Lim Shook Kong	(Independent Non-Executive Director)
Ms. Edwina Cheung Pui Yin	(Independent Non-Executive Director)

Dear Sirs/Madam,

VOLUNTARY UNCONDITIONAL GENERAL OFFER FOR ALL THE ISSUED ORDINARY SHARES IN THE CAPITAL OF AMOS GROUP LIMITED

Unless otherwise defined or the context otherwise requires, all terms defined in the circular of the Company dated 24 October 2024 (the “Circular”) shall have the same meanings herein.

1. INTRODUCTION

On 25 September 2024 (the “**Offer Announcement Date**”), PrimePartners Corporate Finance Pte. Ltd. announced, for and on behalf of PeakBayou Ltd. (the “**Offeror**”), *inter alia*, that the Offeror intends to make a voluntary unconditional general offer (the “**Offer**”) for all the issued ordinary shares (the “**Shares**”) in the capital of the AMOS Group Limited (the “**Company**”) as at the date of the Offer, including Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror (the “**Offer Shares**”), in accordance with Section 139 of the Securities and Futures Act 2001 of Singapore (the “**SFA**”) and Rule 15 of the Singapore Code on Take-overs and Mergers (the “**Code**”) (the “**Offer Announcement**”).

On 10 October 2024, the offer document (the “**Offer Document**”) was despatched to the Shareholders.

In connection with the Offer, the Company has appointed SAC Capital Private Limited (“**SAC Capital**”) as the independent financial adviser (the “**IFA**”) to advise the directors of the Company (the “**Directors**”) who are considered independent for the purposes of making a recommendation to the shareholders of the Company (the “**Shareholders**”) (the “**Independent Directors**”) in respect of the Offer to provide an assessment on the financial terms of the Offer. This letter, which sets out, *inter alia*, our evaluation and advice, has been prepared for the use of the Independent Directors in connection with their consideration of the Offer and their recommendation to the Shareholders arising thereof.

APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS

2. OUR TERMS OF REFERENCE

We have been appointed as the IFA to the Independent Directors, to advise the Independent Directors in respect of their recommendation to the Shareholders on the Offer.

We are not and were not involved in any aspect of the negotiations entered into by the Company and its subsidiaries (the “**Group**”) in relation to the Offer, or in the deliberations leading up to the decision by the Offeror to undertake the Offer. Accordingly, we do not, by this letter warrant the merits of the Offer, other than to advise the Independent Directors on the terms of the Offer from a financial point of view.

We have not conducted a comprehensive independent review of the business, operations or financial condition of the Group. We have not been provided with, nor do we have access to, any business plans or financial projections of the future performance of the Group, for the purpose of our evaluation of the Offer. Our evaluation is confined to the financial terms of the Offer, and it is not within our terms of reference to evaluate the strategic, legal or commercial merits or risks of the Offer or the future growth prospects or earnings potential of the Group after the completion of the Offer, and the related matters. Accordingly, we do not express any view as to the future prices at which the Shares may trade or on the future financial performance of the Group, or the Offeror after the completion of the Offer.

We have not been requested or authorised to solicit, and we have not solicited, any indication of interest from any third party with respect to the Shares. It is also not within our terms of reference to compare the relative merits of the Offer *vis-à-vis* any alternative transaction that the Company may consider in the future, or any alternative offer that might otherwise be available in the future, and as such, we do not express an opinion thereon.

In the course of our evaluation of the financial terms of the Offer, we have held discussions with the Directors and the management of the Company (the “**Management**”) and have relied on the information and representations, whether written or verbal, provided to us by the Directors and the Management, including the information contained in the Circular. The Directors (including those who may have delegated detailed supervision of the preparation of the Circular) have confirmed that, having made all reasonable enquiries and to the best of their knowledge: (a) all material information available to them in connection with the Offer has been disclosed in the Circular; (b) such information (other than those relating to the Offeror, parties acting in concert or deemed to be acting in concert with the Offeror) is fair and accurate in all material respects; and (c) there is no other information or fact, the omission of which would cause any information disclosed to us or the facts stated in the Circular to be inaccurate, incomplete or misleading in any material respect. Whilst care has been exercised in reviewing the information which we have relied on, we have not independently verified the information or representations. Accordingly, no representation or warranty, expressed or implied, is made and no responsibility is accepted by us concerning the accuracy, completeness or adequacy of such information or representations. We have, however, made reasonable enquiries and exercised our judgement (as deemed necessary) in assessing the information and representations provided to us, and have found no reason to doubt the accuracy or reliability of such information or representations which we have relied on in our evaluation.

APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS

Save as disclosed in this letter, all information relating to the Group that we have relied upon in arriving at our opinion and advice has been obtained from the Circular, publicly available information, the Directors and/or the Management. We have not independently assessed and do not warrant or accept any responsibility as to whether the aforesaid information adequately represents a true and fair position of the financial, operational and business affairs of the Company at any time or as at 10 October 2024 (the “**Latest Practicable Date**”). We have also not made any independent evaluation or appraisal of the assets and liabilities of the Company and have not been furnished with any such evaluation or appraisals, except for the valuation summary (the “**Valuation Summary**”) prepared by United Valuers Pte. Ltd. (the “**Valuer**”) who was appointed to perform independent valuation of the Leasehold Property (as defined in paragraph 7.3.3 of this letter) held by the Group as at 31 March 2024. The Valuation Summary is set out in Appendix V to the Circular. As we are not experts in the evaluation or appraisal of the asset set out in the Valuation Summary, we have placed sole reliance on the independent valuation in relation to the aforementioned asset and have not made any independent verification of the contents thereof. In addition, we do not assume any responsibility to enquire about the basis of the valuation in the Valuation Summary or if the contents in the Valuation Summary have been prepared in accordance with all applicable regulatory requirements including Rule 26 of the Code.

Our opinion and advice, as set out in this letter, are based on the market, economic, industry and other applicable conditions prevailing on, and the information made available to us as at the Latest Practicable Date. Such conditions may change significantly over a relatively short period of time and we assume no responsibility to update, revise or reaffirm our opinion and advice in the light of any subsequent development after the Latest Practicable Date that may affect our opinion and advice contained herein.

In rendering our opinion and advice, we have not had regard to the specific investment objectives, financial situation, tax position or individual circumstances of any Shareholder or any specific group of Shareholders. We recommend that any individual Shareholder or specific group of Shareholders who may require specific advice in relation to his or their investment portfolio(s) should consult his or their legal, financial, tax or other professional adviser.

Our opinion and advice in relation to the Offer should be considered in the context of the entirety of this letter and the Circular.

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

3. INFORMATION ON THE OFFEROR

The Offeror was incorporated in the Cayman Islands on 22 September 2017. As at the Latest Practicable Date, the Offeror has a share capital of USD1 and the directors of the Offeror are Kyle Arnold Shaw, Jr and Niko Antti Olavi Ratala. As at the Latest Practicable Date, the Offeror directly holds 145,512,679 Shares, representing approximately 69.85% of the Shares.

APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS

The Offeror is wholly owned by a private equity fund, ShawKwei Asia Value Fund 2017 L.P., a Cayman Islands limited partnership. Lighthouse Logistics Limited (“**Lighthouse**”), a party acting in concert with the Offeror, directly holds 27,755,288 Shares, representing approximately 13.32% of the Shares. Lighthouse is wholly owned by ShawKwei & Partners Ltd. Accordingly, as at the Latest Practicable Date, the aggregate shareholding of the Offeror and its concert parties, including Lighthouse, is 173,267,967 Shares, representing approximately 83.17% of the Shares in issue.

Additional information on the Offeror is set out in section 6 and Appendix 3 of the Offer Document and reproduced in section 3 of the Circular.

4. INFORMATION ON THE COMPANY AND THE GROUP

The Company supplies products, services, and solutions to marine and energy customers and has been listed on the Mainboard of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) since 25 October 2012. Founded in 1974, the Group is engaged in the supply and manufacture of rigging and lifting equipment and provision of related services and products for the global energy industry and provides supplies and services and general merchandise for the marine industry.

As at the Latest Practicable Date, the issued and paid-up share capital of the Company is S\$185,841,282.63 comprising 208,331,031 Shares.

As at the date of this letter, the Directors of the Company are as follows:

- (a) Mr. Kyle Arnold Shaw, Jr (Executive Chairman);
- (b) Mr. Marcel Eugene Beraud¹ (Executive Director);
- (c) Mr. David Wood Hudson (Lead Independent Non-Executive Director);
- (d) Mr. Lim Shook Kong (Independent Non-Executive Director); and
- (e) Ms. Edwina Cheung Pui Yin (Independent Non-Executive Director).

Additional information on Company and the Group is set out in section 7 and Appendix 4 of the Offer Document and Appendix II to the Circular.

5. THE OFFER

The detailed terms of the Offer are set out in section 2 and Appendix 1 of the Offer Document and reproduced in section 2 of the Circular. Shareholders are advised to refer to the Circular for further details on the Offer and read the information carefully.

The key terms of the Offer and the related matters are set out below.

¹ Mr. Marcel Eugene Beraud was appointed as the Executive Director on 14 October 2024, after the Latest Practicable Date (as defined below).

APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS

5.1 Offer Shares

The Offer is extended to all Shares as at the date of the Offer, including those Shares already owned or agreed to be acquired by the Offeror or parties acting or deemed to be acting in concert with the Offeror and all new Shares unconditionally issued or to be issued pursuant to the valid exercise of any options granted under the AMOS Employee Share Option Scheme (the “**AMOS Scheme**”)².

Under the rules of the AMOS Scheme, the outstanding options are personal to the holders of the outstanding options and are not transferable. In view of this restriction, the Offeror will not be extending the Offer to the options granted under the AMOS Scheme but will extend the Offer to all new Shares unconditionally issued pursuant to the valid exercise of any options granted under the AMOS Scheme prior to the close of the Offer.

5.2 Offer Price

The Offer will be satisfied by an Offer price of S\$0.070 for each Share (the “**Offer Price**”). The Offer Price is final and the Offeror does not intend to increase the Offer Price, save that the Offeror reserves the right to revise the terms of the Offer in accordance with the Code if an offer which is, or is deemed under the Code to be competitive to the Offer (“**Competing Offer**”) arises. Accordingly, unless otherwise announced by or on behalf of the Offeror in the event of a Competing Offer, the Offer Price is final and will not be revised.

5.3 Other Offer Terms

The Offer Shares will be acquired:

- (i) fully paid;
- (ii) free from any claim, charge, pledge, mortgage, encumbrance, lien, option, equity, power of sale, declaration of trust, hypothecation, retention of title, right of pre-emption, right of first refusal, moratorium or other third party right or security interest of any kind or any agreement, arrangement or obligation to create any of the foregoing; and
- (iii) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights, other distributions and/or return of capital, whether in cash or in kind (if any) declared, paid or made by the Company in respect of the Offer Shares on or after the Offer Announcement Date.

The Offer is unconditional in all respects.

² As at the Latest Practicable Date, based on the latest publicly available information, AGL has an aggregate of 1,650,000 outstanding options granted under the AMOS Scheme. The 1,650,000 outstanding options will convert into 1,650,000 Shares upon valid exercise of all the options.

APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS

6. OFFEROR’S RATIONALE FOR THE OFFER AND INTENTIONS FOR THE COMPANY

The Offeror’s rationale for the Offer and intentions for the Company are set out in sections 8 and 9 of the Offer Document and reproduced in sections 4 and 5 of the Circular, and Shareholders are advised to read the information carefully.

7. FINANCIAL ASSESSMENT OF THE OFFER

In assessing the financial terms of the Offer, we have taken into account the following factors which we consider to have a significant bearing on our assessment:

- (a) market quotation and trading liquidity of the Shares;
- (b) historical financial performance of the Group;
- (c) historical financial position of the Group, including revalued net asset value (“**RNAV**”) of the Group;
- (d) comparison of valuation statistics of companies broadly comparable to the Group;
- (e) comparison with recent successful privatisation transactions and delisting offers of companies listed on the SGX-ST;
- (f) estimated range of value of the Shares;
- (g) prior corporate actions undertaken by the Company; and
- (h) other relevant considerations.

7.1 Market Quotation and Trading Liquidity of the Shares

7.1.1 Share price benchmark

On 24 September 2024, before trading hours, the Company requested for a trading halt pending the release of the Offer Announcement. As such, we consider 23 September 2024 as the last full trading day of the Shares on the SGX-ST immediately prior to the Offer Announcement Date (the “**Last Trading Day**”). Subsequently, on 25 September 2024, being the Offer Announcement Date, the Offer Announcement was released, and the trading halt was lifted on 26 September 2024 during trading hours.

For the purpose of our analysis of the trading performance of the Shares in respect of the Offer, we have compared the Offer Price against the historical market price performance of the Shares and considered the historical trading volume of the Shares for the 12-month period prior to the Last Trading Day, and up to the Latest Practicable Date (the “**Period Under Review**”).

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7.1.2 Share price chart and trading liquidity during the Period Under Review

A graphical representation of the daily closing prices and daily trading volumes of the Shares for the Period Under Review is set out as follows:



Source: Bloomberg L.P.

A summary of the salient announcements and key events relating to the Group's business operations and the Offer during the Period Under Review is as follows:

Date	Event
10 November 2023	Announcement on the unaudited condensed interim financial statements for the six months ended 30 September 2023 ("1H2024"), which reported the Group's net losses after tax of S\$6.1 million in 1H2024 compared to net losses after tax of S\$6.9 million in the six months ended 30 September 2022 ("1H2023"), mainly due to lower revenue and partially offset by improvements in gross profit margins and lower operating expenses
23 November 2023	Announcement on the responses to queries raised by the SGX-ST with respect to the Company's announcement in relation to the cessation of its chief financial officer
15 December 2023	Announcement on the responses to queries raised by the SGX-ST with respect to the Company's announcement in relation to its unaudited condensed interim financial statements for 1H2024
10 January 2024	Announcement on the responses to queries raised by the SGX-ST with respect to the Company's announcement in relation to the cessation of its chief financial officer

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Date	Event
2 April 2024	Announcement on the appointment of chief financial officer
20 May 2024	Announcement on the disposal of the property located at 51, Saenggoksandan 1-Ro, Gangseo-gu, Busan, South Korea, 46729 (the “ South Korea Property ”)
30 May 2024	Announcement on the unaudited condensed interim consolidated financial statements for the six-months and financial year ended 31 March 2024 (“ FY2024 ”), which reported the Group’s net losses after tax of S\$24.4 million in FY2024 compared to net losses after tax of S\$11.8 million in the financial year ended 31 March 2023 (“ FY2023 ”), mainly due to a decrease in gross profit, an increase in other operating expenses (mainly due to restructuring expenses related to various efficiency improvement initiatives and impairment expenses), partially offset by reductions in distribution and administrative expenses
21 June 2024	Announcement of the waiver from the SGX-ST on the waiver of the requirement to obtain Shareholders’ approval in general meeting for the Disposal of the South Korea Property Announcement on the responses to the queries raised by the SGX-ST with respect to the Company’s announcement on 30 May 2024 in relation to the unaudited condensed interim consolidated financial statements for FY2024
10 July 2024	Release of the annual report for FY2023
24 September 2024	Announcement on the request for trading halt of the Shares before market hours
25 September 2024	Release of the Offer Announcement
26 September 2024	Announcement on the request for lifting of trading halt of the Shares
10 October 2024	Announcement on the despatch of the Offer Document

Source: Company’s announcements on the SGX-ST

As shown in the Share price chart above, the Shares have mostly traded below the Offer Price for the 12-month period up to and including the Last Trading Day, with closing prices of the Shares fluctuating between a low of S\$0.038 and a high of S\$0.118. Prior to the Offer Announcement Date, the Shares last traded at S\$0.053 on the Last Trading Day. Following the release of the Offer Announcement and up to the Latest Practicable Date, the Shares have mostly traded at or close to the Offer Price.

APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS

Additional information on the traded closing prices of the Shares, volume-weighted average prices (“**VWAP**”) and average daily trading volumes (“**ADTV**”) for the reference period(s): (a) prior to and including the Last Trading Day; and (b) from 26 September 2024 (being the Market Day after the Offer Announcement Date) up to the Latest Practicable Date are set out as follows:

	Highest closing price ⁽¹⁾ (S\$)	Lowest closing price ⁽¹⁾ (S\$)	VWAP ⁽¹⁾ (S\$)	Premium of Offer Price over VWAP (%)	ADTV ⁽²⁾ (shares)	ADTV as percentage of free float ⁽³⁾ (%)
Periods prior to and including the Last Trading Day						
Last 12 months	0.118	0.038	0.049	42.9	25,241	0.07
Last 6 months	0.056	0.040	0.045	55.6	20,866	0.06
Last 3 months	0.053	0.040	0.044	59.1	26,245	0.08
Last 1 month	0.053	0.040	0.045	55.6	39,300	0.11
23 September 2024 (Last Trading Day)	0.053	0.053	0.046	52.2	745,900	2.13
Period from the Offer Announcement Date and up to the Latest Practicable Date						
Period between and including 26 September 2024 and up to Latest Practicable Date	0.070	0.069	0.069	1.5	125,664	0.36
10 October 2024 (Latest Practicable Date)	0.070	0.070	0.069	1.5	61,000	0.17

Source: Bloomberg L.P. and SAC Capital's computations

Notes:

- (1) Based on data extracted from Bloomberg L.P. and with the figures rounded to the nearest three (3) decimal places.
- (2) The ADTV of the Shares is calculated based on the total volume of the Shares traded divided by the number of Market Days during the relevant periods.
- (3) For the purpose of computing the ADTV as a percentage of free float, we have used the free float of 35,063,064 Shares based on the free float of 16.83% as disclosed in the annual report of the Company for FY2024.

We note the following with regard to the Share prices and the ADTV of the Shares:

Periods prior to and including the Last Trading Day

- (a) during the 12-month period up to and including the Last Trading Day, the closing prices of the Shares ranged between a low of S\$0.038 and a high of S\$0.118. The Offer Price represents: (i) a premium of 84.2% over the lowest closing price of the Shares; and (ii) a discount of 40.7% over the highest closing price of the Shares, during the 12-month period up to and including the Last Trading Day;
- (b) the Offer Price represents a premium of 42.9%, 55.6%, 59.1% and 55.6% over the VWAP of the Shares for the 12-, 6-, 3- and 1-month periods up to and including the Last Trading Day respectively;

APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS

- (c) the Offer Price represents a premium of 32.1% over the closing price of the Shares of S\$0.053 on the Last Trading Day;
- (d) save for the Last Trading Day where approximately 745,900 Shares were traded, the trading liquidity of the Shares for the 12-, 6-, 3- and 1-month periods up to and including the Last Trading Day has been low with an ADTV of between approximately 0.06% and 0.11% of the free float of the Company; and
- (e) during the 12-month period up to and including the Last Trading Day, the Shares were only traded on 94 Market Days out of 251 Market Days.

Period from the Offer Announcement Date up to the Latest Practicable Date

- (a) the Offer Price represents a premium of 1.5% to the VWAP of the Shares for the period from 26 September 2024 and up to the Latest Practicable Date;
- (b) the Offer Price is equivalent to the closing price of the Shares as at the Latest Practicable Date; and
- (c) the ADTV of the Shares as a percentage of the free float was approximately 0.36% for the period from 26 September 2024 and up to the Latest Practicable Date.

Based on the above observations, we note that the closing price of the Shares were relatively higher after the Offer Announcement Date. We believe that the general upward trend is likely supported by the Offer subsequent to the Offer Announcement.

In evaluating the Offer Price, it is relevant to examine the trading volume of the Shares over a reasonable period, during which the market price of the Shares may reflect public investors' valuation of the Shares, based on publicly available information.

We note the following with regard to the trading liquidity of the Shares:

- (a) the ADTV of the Shares for the 12-month period up to and including the Last Trading Day was 25,241 Shares and represented 0.07% of the Company's free float;
- (b) the ADTV for the 6-, 3- and 1-month periods prior to and including the Last Trading Day were only 20,866 Shares, 26,245 Shares and 39,300 Shares, representing 0.06%, 0.08% and 0.11% of the Company's free float respectively; and
- (c) subsequent to the Offer Announcement Date and up to the Latest Practicable Date, the trading liquidity of the Shares rose to an ADTV of approximately 125,664 Shares, representing approximately 0.36% of the Company's free float.

Based on the above, we note that the trading of the Shares is erratic and appears to be relatively illiquid for the 12-, 6-, 3-, 1-month periods prior to and including the Last Trading Day. Based on the above observations, it appears likely that the market price and the trading volume of the Shares have been supported by the Offer subsequent to the Offer Announcement Date. As such, there is no assurance that the market price and trading volume of the Shares will be maintained at the prevailing level as at the Latest Practicable Date after the close of the Offer.

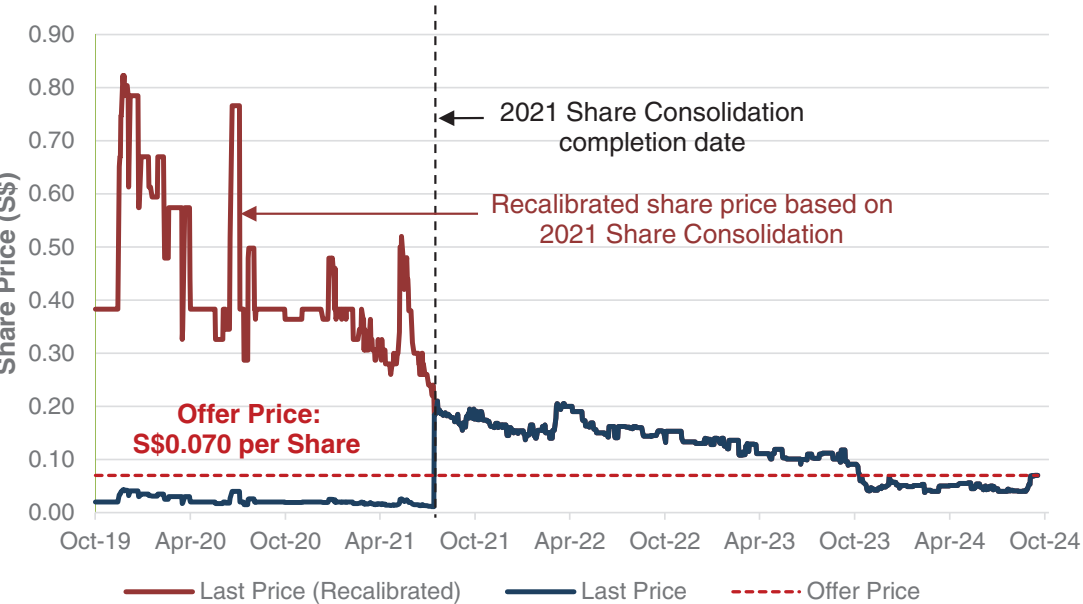
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It is to note that given the low liquidity of the Shares during the periods observed, the Offer Price may represent a realistic exit opportunity for Shareholders to realise their entire investment for cash. In the absence of the Offer Price, such an exit for all Shareholders may not be readily available due to the low trading liquidity for the Shares.

Shareholders should note that there is no assurance that the closing price of the Shares would remain at the current level prevailing as at the Latest Practicable Date and after the completion of the Offer. Shareholders should note that the past trading performance of the Shares should not in any way be relied upon as an indication or a guarantee of its future trading performance, which will depend on, amongst other factors, the performance and prospects of the Group, prevailing economic conditions, economic outlook, stock market conditions and sentiment.

7.1.3 Share price chart for the 5-year period prior to the Last Trading Day, and up to the Latest Practicable Date

A graphical representation of the daily closing prices and volume traded of the Shares for the 5-year period prior to the Last Trading Day, and up to the Latest Practicable Date is set out as follows:



Source: Bloomberg L.P.

We note that, during 5-year period prior to the Last Trading Day, and up to the Latest Practicable Date, the Company had completed a series of corporate exercises, including: (i) a renounceable non-underwritten rights issue of 29,761,576 Shares in January 2023, (ii) a renounceable non-underwritten rights issue of 974,015,343 Shares in June 2021, and (iii) a share consolidation of 20 existing Shares to one (1) consolidated Share in August 2021 (the “**2021 Share Consolidation**”).

From the share price chart above, we further note that the Shares (on a recalibrated basis taking into account the 2021 Share Consolidation) were largely trading above the Offer Price in the 5-year period prior to the Last Trading Day, and up to the Latest Practicable Date.

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7.2 Historical Financial Performance of the Group

The salient audited consolidated financial information of the Group for the financial years ended 31 March 2022, 2023 and 2024 (“FY2022”, “FY2023” and “FY2024” respectively) is set out in the table below. The following summary financial information should be read in conjunction with the full text of the annual reports and results announcement of the Group, in respect of the relevant financial periods including the notes thereto.

7.2.1 Consolidated Statement of Profit or Loss

(S\$'000)	----- Audited -----		
	FY2022	FY2023	FY2024
Revenue	99,349	99,380	74,469
Cost of sales	(79,492)	(77,853)	(58,466)
Gross profit	19,857	21,527	16,003
Distribution costs	(9,715)	(9,536)	(8,641)
Administrative expense	(22,724)	(20,811)	(19,016)
Other operating income	1,753	776	418
Other operating expenses	(2,778)	(2,285)	(1,430)
Impairment reversal/(loss) on trade receivables	909	(132)	(476)
Impairment loss on property, plant and equipment	–	–	(5,462)
Impairment loss on right-of-use assets	–	–	(2,776)
Impairment loss on intangible assets	–	–	(1,662)
Finance costs	(1,270)	(1,373)	(1,540)
Share of results of an associate, net of tax	–	–	60
Loss before income tax	(13,968)	(11,834)	(24,522)
Income tax credit/(expense)	213	67	(61)
Loss for the financial year	(13,755)	(11,767)	(24,583)

Sources: Annual reports for FY2022, FY2023 and FY2024 of the Group

FY2023 vs FY2022

The Group’s revenue was stable at S\$99.4 million in FY2023, compared to S\$99.3 million in FY2022. In FY2022 and FY2023, the Group had two (2) reportable segments, namely (i) Energy segment, which relates to the supply and manufacture of rigging, lifting equipment and provision of related services for the global offshore oil and gas industry, and (ii) Marine segment, which provides marine supplies and services and general merchandise. Revenue from the Energy segment decreased by approximately S\$1.2 million from S\$54.6 million in FY2022 to S\$53.4 million in FY2023, whereas the revenue from the Marine segment increased by approximately S\$1.3 million from S\$44.7 million in FY2022 to S\$46.0 million in FY2023.

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The Group reported gross profit of S\$21.5 million in FY2023, which represented an increase of approximately S\$1.6 million, compared to a gross profit of S\$19.9 million in FY2022. Gross profit margin improved to 21.7% in FY2023, as compared to 20.0% in FY2022.

Distribution costs decreased by approximately S\$0.2 million from S\$9.7 million in FY2022 to S\$9.5 million in FY2023, mainly due to reduction in staff cost.

Administrative expenses decreased by approximately S\$1.9 million from S\$22.7 million in FY2022 to S\$20.8 million in FY2023, primarily due to reduction in staff costs, depreciation, and professional and legal fees.

Other operating income, which included rental income, interest income, sundry income, government grants, gain on disposal of property, plant and equipment, trade payables written back and recovery of bad debt in FY2023 decreased by approximately S\$1.0 million from S\$1.8 million in FY2022 to S\$0.8 million in FY2023. This was mainly due to a reduction in trade payable written back by S\$0.3 million, reversal of provision for cancellation of contract S\$0.4 million, and sundry income of S\$0.3 million in FY2023.

Other operating expenses decreased by approximately S\$0.5 million from S\$2.8 million in FY2022 to S\$2.3 million in FY2023. The other operating expenses in FY2023 included: (i) S\$1.9 million foreign exchange loss mainly from the depreciation of USD against SGD, and (ii) other professional and consultancy fees of S\$0.4 million, whereas the other operating expenses in FY2022 included: (i) professional and consultancy fees of S\$2.0 million, (ii) S\$0.7 million foreign exchange loss from the depreciation of USD against SGD, and (iii) trade receivable written off of S\$0.1 million.

Finance cost increased by approximately S\$0.1 million from S\$1.3 million in FY2022 to S\$1.4 million in FY2023 due to substantially higher interest rates despite reduced bank borrowings.

Overall, the Group reported a loss before income tax of S\$11.8 million in FY2023 as compared to S\$14.0 million in FY2022.

FY2024 vs FY2023

The Group's revenue decreased by approximately S\$24.9 million from S\$99.4 million in FY2023 to S\$74.5 million in FY2024 mainly due to disruptions in the supply chain which affected customer deliveries as well as the elimination of products and services with low profitability and/or cashflow. In FY2024, the Group restructured into an integrated global trader of technical supplies, rigging & lifting equipment and related services to marine and offshore customers.

The Group reported gross profit of S\$16.0 million in FY2024 as compared to a gross profit of S\$21.5 million in FY2023 as a result of lower revenue. Gross profit margin for FY2024 of 21.5% was comparable to FY2023 of 21.7%.

Distribution costs decreased by approximately S\$0.9 million from S\$9.5 million in FY2023 to S\$8.6 million in FY2024 due to efficiency improvements and cost control.

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Administrative expenses decreased by approximately S\$1.8 million from S\$20.8 million in FY2023 to S\$19.0 million in FY2024 due to efficiency improvements, lower staff costs, and lower professional and legal fees.

Other operating income, which included interest income, rental income, gain on disposal of property, plant and equipment, government grants, recovery of bad debts and sundry income, decreased by approximately S\$0.4 million from S\$0.8 million in FY2023 to S\$0.4 million in FY2024, which was mainly due to a reduction in doubtful debt recovered by S\$0.3 million, a reduction in sundry income by S\$0.2 million, offset with an increase of S\$0.1 million in gain on disposal of property, plant and equipment in FY2024 as compared to FY2023.

Other operating expenses decreased by approximately S\$0.9 million from S\$2.3 million in FY2023 to S\$1.4 million in FY2024. The decrease was mainly due to the net foreign exchange loss of S\$1.9 million and professional and consultancy fees of S\$0.3 million in FY2023, offset by restructuring expenses of S\$1.3 million arising from various improvement actions across the global offices and efficiency improvement initiatives in FY2024.

The impairment loss on trade receivables increased by approximately S\$0.4 million from S\$0.1 million in FY2023 to S\$0.5 million in FY2024 as a result of reviews performed as at 31 March 2024. An impairment loss on property, plant and equipment of S\$5.4 million, an impairment loss on right-of-use assets of S\$2.8 million and an impairment loss on intangible assets of S\$1.7 million were recognized in FY2024 during the impairment review of non-financial assets as at 31 March 2024. There was no such impairment recognized in FY2023.

Finance cost increased by approximately S\$0.1 million from S\$1.4 million in FY2023 to S\$1.5 million in FY2024 due to higher interest rates.

In FY2024, the Group recognized share of results of an associate, net of tax, of approximately S\$60,000.

Overall, the Group reported a loss before income tax of S\$24.5 million in FY2024 as compared to S\$11.8 million in FY2023.

Adjusted Loss and Adjusted EBITDA

We noted that the Company had recorded one-off, non-recurring expenses in FY2024, mainly (i) an impairment loss on property, plant and equipment of S\$5.4 million, (ii) an impairment loss on right-of-use assets of S\$2.8 million, (iii) an impairment loss on intangible assets of S\$1.7 million, and (iv) restructuring expenses of S\$1.3 million.

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In this regard, after adjusting for the non-recurring impairment losses and restructuring expenses in FY2024, the retrospective effect on the net loss (“**Adjusted Loss**”) and the EBITDA (“**Adjusted EBITDA**”) would have been:

(S\$’000)	Audited FY2024
Loss for the financial year	(24,583)
One-off, non-recurring expenses	11,195
Adjusted Loss	(13,388)
EBITDA	(15,771)
One-off, non-recurring expenses	11,195
Adjusted EBITDA	(4,576)

7.2.2 Consolidated Statement of Cash Flows

(S\$’000)	----- Audited -----		
	FY2022	FY2023	FY2024
Net cash (used in)/from operating activities	(5,395)	3,401	6,741
Net cash from/(used in) investing activities	426	8	(15)
Net cash from/(used in) financing activities	4,179	(3,592)	(4,315)
Net (decrease)/increase in cash and cash equivalents	(790)	(183)	2,411
Cash and cash balances, ending balance	7,278	6,847	8,827
Less: Fixed deposits pledged	(10)	(10)	(10)
Less: Restricted cash balances	(1,763)	(1,595)	(1,310)
Cash and cash equivalents	5,505	5,242	7,507

Sources: Annual reports for FY2022, FY2023 and FY2024 of the Group

The Group had net cash used in operating activities of S\$5.4 million in FY2022, and generated net cash from operating activities of S\$3.4 million and S\$6.7 million in FY2023 and FY2024 respectively.

Net cash used in operating cash before changes in working capital in FY2024 was S\$4.7 million. Net working capital inflow was S\$11.7 million in FY2024, mainly due to improvements in working capital management that contributed (i) a decrease in trade and other receivables of S\$7.2 million from customer collections, (ii) a decrease in contract assets of S\$2.0 million converted to billings to customers, and (iii) a decrease in inventories of S\$5.0 million due to inventory management improvements, partially offset by a decrease in trade and other payables of S\$2.4 million in FY2024.

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Net cash of S\$15,000 was used in investing activities in FY2024 mainly due to S\$1.3 million of proceeds generated from the disposal of plant and equipment, offset by S\$1.2 million from purchases of plant and equipment and S\$0.1 million in purchases of intangible assets in FY2024.

Net cash used in financing activities was S\$4.3 million in FY2024, which was mainly due to repayment of bank borrowings of S\$4.3 million, repayment of lease liabilities of S\$1.8 million and interest paid on borrowings and lease liabilities of S\$1.4 million in FY2024, offset by S\$3.0 million of short-term advances from the controlling shareholder of the Group.

The Group's net cash and cash equivalents increased by S\$2.4 million in FY2024. As at 31 March 2024, the Group's cash and cash equivalent amounted to S\$8.8 million.

7.3 Historical Financial Position of the Group

7.3.1 Consolidated Statement of Financial Position

A summary of the financial position of the Group as at 31 March 2024 is set out as follows:

(S\$'000)	Audited As at 31 March 2024
Non-current assets	
Property, plant and equipment	54,853
Right-of-use assets	3,673
Associates	102
Deferred tax assets	33
Total non-current assets	58,661
Current assets	
Inventories	26,470
Trade receivables	15,656
Other receivables	3,466
Cash and cash equivalents	8,827
Contract assets	619
Income tax receivables	39
Total current assets	55,077
Total assets	113,738
Current liabilities	
Lease liabilities	1,618
Bank borrowings	15,262
Trade payables	11,068
Other payables	11,305
Contract liabilities	759
Income tax payable	74
Total current liabilities	40,086

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(S\$'000)	Audited As at 31 March 2024
Non-current liabilities	
Lease liabilities	5,290
Deferred tax liabilities	4,461
Total non-current liabilities	9,751
Equity	
Share capital	183,253
Accumulated losses	(126,355)
Translation reserves	718
Other reserves	6,285
Equity attributable to owners of the Company	63,901
Total equity	63,901
Total equity and liabilities	113,738
NAV/NTA of the Group	63,901
Number of issued shares (excluding treasury shares) ('000)	208,331
NAV/NTA per Share (S\$)	0.307

Source: Annual report for FY2024 of the Group

Assets

As at 31 March 2024, the Group has total assets of S\$113.7 million comprising non-current assets of S\$58.7 million (51.6% of total assets) and current assets of S\$55.1 million (48.4% of total assets).

The main non-current assets of the Group are: (i) property, plant and equipment of S\$54.9 million (93.5% of non-current assets), and (ii) right-of-use assets of S\$3.7 million (6.3% of non-current assets) as at 31 March 2024.

The main current assets of the Group are: (i) inventories of S\$26.5 million (48.1% of current assets), (ii) trade receivables of S\$15.7 million (28.4% of current assets), (iii) cash and cash equivalents of S\$8.8 million (16.0% of current assets), and (iv) other receivables of S\$3.5 million (6.3% of current assets) as at 31 March 2024.

Liabilities and equity

As at 31 March 2024, the Group has total liabilities of S\$49.8 million comprising current liabilities of S\$40.1 million (80.4% of total liabilities) and non-current liabilities of S\$9.8 million (19.6% of total liabilities).

The main non-current liabilities of the Group are: (i) lease liabilities of S\$5.3 million (54.3% of non-current liabilities), and (ii) deferred tax liabilities of S\$4.5 million (45.7% of non-current liabilities) as at 31 March 2024.

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The main current liabilities of the Group are: (i) bank borrowings of S\$15.3 million (38.1% of current liabilities), (ii) other payables of S\$11.3 million (28.2% of current liabilities), (iii) trade payables of S\$11.1 million (27.6% of current liabilities), and (iv) lease liabilities of S\$1.6 million (4.0% of current liabilities) as at 31 March 2024.

Total equity and net asset value (“NAV”) of the Group was S\$63.9 million as at 31 March 2024. There were no intangible assets as at 31 March 2024. Accordingly, the net tangible asset (“NTA”) of the Group is equivalent to the NAV of the Group as at 31 March 2024.

7.3.2 Book NAV/NTA of the Group

The NAV of a company refers to the aggregate value of all the assets in their existing condition, net of any non-controlling interests and all the liabilities of the company. The NAV approach may provide an estimate of the value of a group assuming the hypothetical sale of all its assets over a reasonable period of time, the proceeds of which would be first used to settle the liabilities of the group with the balance available for distribution to its shareholders. Therefore, the net assets of a company are perceived as providing support for the value of the shareholders’ equity.

Notwithstanding the foregoing, Shareholders should note that an analysis based on the NAV of the Group provides an estimate of the value of the Group based on a hypothetical scenario, and such hypothetical scenario is assumed without considering factors such as, *inter alia*, time value of money, market conditions, legal and professional fees, liquidation costs, taxes, contractual obligations, regulatory requirements and availability of potential buyers, which would theoretically lower the NAV that can be realised. While the asset base of the Group can be a basis for valuation, such a valuation does not necessarily imply a realisable market value as the market value of the assets and liabilities may vary depending on prevailing market and economic conditions. Furthermore, the NAV approach is more relevant in circumstances where the business is to cease operations or where the profitability of the business being valued is not sufficient to sustain an earnings-based valuation.

Based on the Company’s latest audited financial statements as at 31 March 2024 and 208,331,031 Shares in issue as at the Latest Practicable Date, the NAV of the Group was approximately S\$63.9 million or S\$0.307 per Share.

We note that the Offer Price represents a discount of approximately 77.2% against the NAV per Share of S\$0.307 as at 31 March 2024. Accordingly, the Price-to-NAV (“P/NAV”) of the Group implied by the Offer Price would be approximately 0.23 times as at 31 March 2024.

As there were no intangible assets as at 31 March 2024, accordingly, the NTA of the Group is equivalent to the NAV of the Group as at 31 March 2024. Therefore, for the purposes of our analysis in this letter, we will focus on the P/NAV of the Group implied by the Offer Price where it relates to any asset-based valuation methodology and/or analysis, unless otherwise stated.

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Events after 31 March 2024 and up to the Latest Practicable Date

The Company had on 20 May 2024, announced that its wholly-owned indirect subsidiary, AMOS Korea Co., Ltd., entered into a transaction for the disposal of the South Korea Property for an aggregate cash consideration of KRW5,280,000,000 (approximately S\$5.2 million) and the net book value of the South Korea Property was approximately KRW5,280,000,000 (approximately S\$5.2 million). Based on the Company's announcement on 20 May 2024, the loss on disposal of the South Korea Property (after accounting for the expenses incurred for legal and professional fees) had no material impact to the NAV of the Group as at 31 March 2024. Accordingly, we have not made any adjustments to the NAV of the Group in this respect.

7.3.3 RNAV of the Group

In our evaluation of the Offer Price, we have also considered whether: (i) there are any assets which should be valued at an amount that is materially different from that which are recorded in the audited balance sheet of the Group as at 31 March 2024; (ii) whether there are any events in announcements made by the Company after the publication of the latest financial results that are likely to impact the NAV of the Group as at 31 March 2024; and (iii) whether there are any factors which have not been otherwise disclosed in the financial statements of the Group that are likely to impact the NAV of the Group as at 31 March 2024.

Property, Plant and Equipment

The aggregate book value of the property, plant and equipment (the "PPE") of the Group as at 31 March 2024, comprising: (i) freehold land and building (which refers to the South Korea Property that had been disposed by the Group in May 2024), (ii) leasehold building, (iii) plant, machinery and equipment, (iv) supply boat, (v) motor vehicles, and (vi) construction in-progress, amounted to S\$54.9 million, representing 48.2% of the Group's total assets.

The leasehold building refers to the 5-storey single user factory cum warehouse with mezzanine located at 156 Gul Circle, Singapore 629613 (the "**Leasehold Building**"). As at 31 March 2024, the total net book value of the Leasehold Building amounted to S\$47.0 million, representing 41.3% of the Group's total assets. We note that the Leasehold Building is measured at its revalued amount, less accumulated depreciation and impairment losses recognised after the date of the revaluation.

For the assessment of the RNAV of the Group, the Group had commissioned the Valuer to conduct an independent valuation to determine the market value of the Leasehold Building as at 10 October 2024. Based on the independent valuation of the Leasehold Building conducted by the Valuer of S\$47.0 million as at 10 October 2024, we noted that there is no material difference between the valuation of the Leasehold Building as at 31 March 2024 and as at 10 October 2024. Accordingly, we have not made any adjustments to the NAV of the Group in this respect.

The Valuer had conducted its independent valuation of the Leasehold Building on the basis of "Market Value" which is defined as "*the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing, wherein the parties had each acted knowledgeably, prudently and without compulsion*".

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In arriving at the “Market Value” of the Leasehold Building, the Valuer has adopted the direct comparison approach and the income capitalisation approach.

Further details on the independent valuation of the Leasehold Building, including the bases for the independent valuation, can be found in the Valuation Summary, which are set out in Appendix V to the Circular. Shareholders are advised to read the above in conjunction with the Valuation Summary in its entirety.

Under Rule 26.3 of the Code, the Group is required, *inter alia*, to make an assessment of any potential tax liability which would arise if the Leasehold Building, which is the subject of a valuation given in connection with an offer, were to be sold at the amount of valuation. The Management has confirmed that: (i) they do not expect any potential tax liability on the revaluation surplus (if any) arising from the independent valuation of the Leasehold Building as the intention of acquiring the Leasehold Building was for the Group’s internal use as a factory cum warehouse; and (ii) in a hypothetical scenario where the Leasehold Building is sold at the market value, any gains on disposal of the Leasehold Building will be capital in nature and there is no capital gain tax in Singapore.

Save as disclosed in this letter, the Directors and Management have confirmed that as at the Latest Practicable Date and to the best of their knowledge and belief:

- (a) they are not aware of any material difference between the estimated market value of the assets held by the Group and its associates *vis-à-vis* their respective book values recorded in the audited statements of financial position of the Group as at 31 March 2024;
- (b) they are not aware of any circumstances which may cause the NAV and NTA of the Group as at the Latest Practicable Date to be materially different from that recorded in the latest announced consolidated statement of financial position of the Group as at 31 March 2024;
- (c) save for the disposal of the South Korea Property, there have been no material disposals or acquisitions of assets by the Group between 31 March 2024 and the Latest Practicable Date, and as at the Latest Practicable Date, the Group does not have any plans for such impending material disposal or acquisition of assets, conversion of the use of the Group’s material assets or material change in the nature of the Group’s business;
- (d) there are no contingent liabilities, bad or doubtful debts or impairment losses or material events at as the Latest Practicable Date which are likely to have a material impact on the NAV and NTA of the Group as at 31 March 2024;
- (e) there are no litigation, claim or proceedings pending or threatened against the Group or of any fact likely to give rise to any proceedings as at the Latest Practicable Date which would have a material impact on the financial position of the Group as 31 March 2024; and
- (f) there are no intangible assets as at the Latest Practicable Date which ought to be disclosed in the statement of financial position of the Group in accordance with the Singapore Financial Reporting Standards (International) and which have not been disclosed that would have a material impact on the NAV and NTA of the Group as at 31 March 2024.

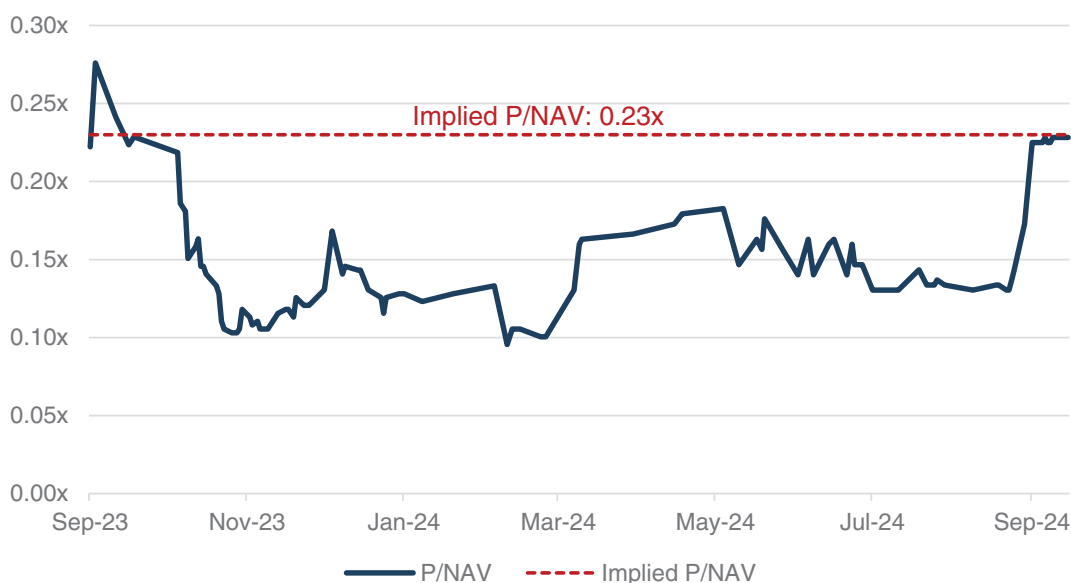
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7.3.4 Net Debt Position of the Group as at 31 March 2024

The Group recorded cash and cash equivalents of S\$8.8 million as at 31 March 2024. After deducting for the current and non-current bank borrowings and lease liabilities of S\$22.2 million, the Group would record a net debt position of S\$13.3 million. Accordingly, we have not compared the Offer Price vis-à-vis the NAV or NTA of the Group on an ex-cash basis.

7.3.5 Historical P/NAV multiples of the Shares

A graphical representation of the historical trailing P/NAV multiple of the Shares for the Period Under Review, as compared to the P/NAV ratio of 0.23 times of the Group implied by the Offer Price is set out as follows:



Source: Bloomberg L.P.

From the chart above, we further note that the historical daily P/NAV multiple of the Shares for the Period Under Review have largely been trading below the implied P/NAV ratio based on the Offer Price of 0.23 times.

7.4 **Comparison of Valuation Statistics of Companies Broadly Comparable to the Group**

In considering what may be regarded as a reasonable range of valuation for the purpose of assessing the financial terms of the Offer, we have referred to selected listed companies which business activities are broadly comparable with those of the Group to give an indication of the current market expectations with regard to the perceived valuation of these businesses.

The Company is a Singapore-incorporated company that was listed on the Mainboard of the SGX-ST in 2012. The Group is engaged substantially as an integrated global trader of technical supplies, rigging and lifting equipment and related services to marine and offshore customers. We have, in consultation with the Management, used the following listed companies which are principally engaged in businesses that are similar to the Group, and with market capitalisations of not more than S\$500.0 million (the “**Comparable Companies**”) to get an indication of the current market expectations with regard to the perceived valuation of the Group.

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We wish to highlight that the Comparable Companies are not exhaustive and there is no listed company or group which may be considered identical to the Group in terms of, *inter alia*, business activities, market capitalisation, scale of operations, risk profile, geographical spread, operating and financial leverage, accounting policies, adherence to accounting standards, tax factors, track record and future prospects. In addition, each of the Comparable Companies may engage in other separate business activities which are not related to the principal business of the Group. As such, any comparison made herein is strictly limited in scope and merely serves as an illustrative guide to Shareholders.

Details on the Comparable Companies, including their business descriptions and selected key financial and valuation statistics, are set out below and in Annex A to this letter:

- (a) KISWIRE Ltd.;
- (b) Baker Technology Limited;
- (c) DSR Wire Corp;
- (d) Mooreast Holdings Ltd.; and
- (e) Teho International Inc Ltd.

In assessing the financial terms of the Offer, we have used the following valuation parameters in our analysis:

Valuation parameter	Description
Price-earnings ratio (“PER”)	<p>The historical PER, which illustrates the ratio of the market price of a company’s shares relative to its historical consolidated earnings per share, is commonly used for the purpose of illustrating the profitability, and hence valuation, of a company.</p> <p>We have considered the historical PERs of the Comparable Companies based on their respective last transacted prices on the Latest Practicable Date and trailing 12 months earnings vis-à-vis the corresponding historical PER of the Group based on the Offer Price and the trailing 12 months earnings per share (if applicable).</p>
P/NAV or P/NTA ratio	<p>A NAV/NTA-based approach is useful to illustrate the extent that the value of each share is backed by assets, and would be more relevant in the case where the group were to change the nature of its business or realise or convert the use of all or most of its assets. The NAV/NTA-based valuation approach may provide an estimate of the value of a company or group assuming the hypothetical sale of all its assets over a reasonable period of time at the aggregate value of the assets used in the computation of the NAV/NTA, with the balance to be distributed to its shareholders after the settlement of all the liabilities and obligations of the company or group.</p>

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Valuation parameter	Description
	<p>We have considered the historical P/NAV and P/NTA ratios of the Comparable Companies based on their respective last transacted prices on the Latest Practicable Date and latest announced NAV and NTA as at the end of the relevant financial year/period (as adjusted for any corporate activities which were undertaken after the latest available balance sheet date that may affect the NAV and NTA, where relevant), <i>vis-à-vis</i> the corresponding historical P/NAV and P/NTA ratio of the Group based on the Offer Price and the latest announced NAV and NTA of the Group as at the end of the relevant financial year/period (as adjusted for any corporate activities which were undertaken after the latest available balance sheet date that may affect the NAV and NTA, where relevant).</p>
Enterprise value to EBITDA (“EV/EBITDA”) ratio	<p>The historical EV/EBITDA ratio illustrates the ratio of the market value of a company’s business relative to its historical consolidated pre-tax operating cashflow performance, without regard to its capital structure, and provides an indication of current market valuation relative to operating performance. “EV” is the sum of a company’s market capitalisation, preferred equity, minority interests, short- and long-term debts and lease liabilities less cash and cash equivalents and represents the actual cost to acquire the entire company. “EBITDA” refers to historical consolidated earnings before interest, tax, depreciation and amortisation expenses. EBITDA can be used to analyse the profitability between companies as it eliminates the effects of financing and accounting decisions.</p> <p>We have considered the historical EV/EBITDA ratios of the Comparable Companies based on their respective last transacted prices on the Latest Practicable Date, latest available balance sheet values (as adjusted for any corporate activities which were undertaken after the latest available balance sheet date that may affect the EV, where relevant) and trailing 12 months EBITDA <i>vis-à-vis</i> the corresponding historical EV/EBITDA ratio of the Group based on the Offer Price and the trailing 12 months EBITDA of the Group.</p>

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7.4.1 Comparative valuation statistics of the Comparable Companies vis-à-vis the Group

The following table sets out the comparative valuation statistics of the Comparable Companies vis-à-vis the Group as implied by the Offer Price:

Comparable Companies	Market Capitalisation ⁽¹⁾ (S\$ millions)	Historical PER (times)	Historical P/NAV ratio (times)	Historical EV/EBITDA ratio (times)
KISWIRE Ltd.	466.7	6.70	0.28	3.38
Baker Technology Limited	129.8	8.08	0.57	2.74
DSR Wire Corp	51.9	n.m. ⁽²⁾	0.34	n.m. ⁽²⁾
Mooreast Holdings Ltd.	22.0	n.m. ⁽²⁾	1.10	n.m. ⁽²⁾
Teho International Inc Ltd	10.8	12.04	0.46	5.84
High		12.04	1.10	5.84
Mean		8.94	0.55	3.99
Median		8.08	0.46	3.38
Low		6.70	0.28	2.74
Company (Implied by the Offer Price)⁽³⁾	14.6	n.m.⁽⁴⁾	0.23	n.m.⁽⁴⁾

Sources: S&P Capital IQ Pro, annual reports and/or announcements of the respective Comparable Companies and SAC Capital's computations

Notes:

- (1) Based on last traded prices of the respective companies and exchange rates as at the Latest Practicable Date.
- (2) n.m. denotes not meaningful as DSR Wire Corp and Mooreast Holdings Ltd. was loss making and reported negative EBITDA in the latest trailing 12-months period.
- (3) Based on 208,331,031 Shares as at the Latest Practicable Date. Given that there are no material difference to the implied P/NAV ratio on a diluted basis pursuant to the 1,650,000 outstanding options granted under the AMOS Scheme, we have not taken this into consideration in our analysis.
- (4) n.m. denotes not meaningful as the Company was loss making and reported negative EBITDA in the latest trailing 12 months period. Please refer to paragraph 7.2.1 of this letter for further details on the financial performance of the Group.

Historical PER and EV/EBITDA ratios comparison

As the Group was loss making and recorded negative EBITDA in the latest trailing 12 months period, any assessment of the valuation of the Group (implied by the Offer Price) based on the PER and EV/EBITDA approaches would not be meaningful.

Historical P/NAV ratio comparison

We note that the historical P/NAV ratio of 0.23 times of the Group as implied by the Offer Price is below the range of historical P/NAV ratio of the Comparable Companies of between 0.28 times and 1.10 times respectively.

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7.5 Comparison with Recent Successful Privatisation Transactions and Delisting Offers of Companies Listed on the SGX-ST

In assessing the Offer, we have compared the financial terms of the Offer with: (a) selected recent successful privatisation transactions in cash announced on the SGX-ST, whether by way of a general offer under the Code or a scheme of arrangement under Section 210 of the Companies Act 1967 of Singapore (the “**Companies Act**”) where the offeror has stated its intention to delist the company from the Official List of the SGX-ST; and (b) selected recent completed delisting cash offers under Rule 1307 of the Listing Rules or via selective capital reduction pursuant to Section 78G of the Companies Act (collectively, the “**Take-over Transactions**”) during the 12-month period prior to the Offer Announcement Date.

This analysis serves as a general indication of the relevant premium/discount that the offerors had paid in order to acquire the target companies without having regard to their specific industry characteristics or other considerations, and the comparison sets out:

- (a) the premium or discount represented by each of the respective offer prices to the last transacted prices and VWAPs over the 1-month, 3-month, 6-month and 12-month periods prior to the announcement of the Take-over Transactions; and
- (b) the premium or discount represented by each of the respective offer prices to the NAV/NTA of the respective target companies, where applicable. We note that certain transactions had undertaken revaluations and/or adjustments to their assets which may have a material impact on their latest announced book values, we have also, where relevant, compared the financial terms of such offer transactions with the revalued NAV (or revalued NTA where applicable) and/or adjusted NAV (or adjusted NTA where applicable) of the Take-over Transactions.

We wish to highlight that the Take-over Transactions set out below are by no means exhaustive. In addition, as the Group is not directly comparable to the target companies involved in the Take-over Transactions in terms of business activities, scale of operations, market capitalisation, geographical spread, risk profile, accounting policies, financial performance, operating and financial leverage, track record and future prospects, the comparison merely serves as a general guide to provide an indication of the premia/discounts paid in connection with privatisation transactions and delisting offers of companies listed on the SGX-ST. Each of the Take-over Transactions must be judged on its own commercial and financial merits. Shareholders should also note that the premium (if any) to be paid by an offeror in a privatisation transaction or delisting offer varies in different circumstances depending on, *inter alia*, the offeror’s intentions with regard to the company, the potential synergy that the offeror can gain from acquiring the company, the attractiveness of the underlying business, prevailing market expectations and the presence of competing bids. Conclusions drawn from the comparisons made may not reflect any perceived market valuation of the Group.

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Company	Date of offer announcement	Offer price (\$)	Last transacted price	Premium/(Discount) of offer price over				Offer price-to-NAV/NTA ratio (times) ⁽¹⁾
				1-month VWAP	3-month VWAP	6-month VWAP	12-month VWAP	
				----- Prior to announcement of offer (%) -----				
Isetan (Singapore) Limited	1 April 2024	7.200	153.5 ⁽²⁾	173.4 ⁽²⁾	171.1 ⁽²⁾	168.9 ⁽²⁾	152.5 ⁽²⁾	0.70 ⁽³⁾
Best World International Limited	3 April 2024	2.560 ⁽⁴⁾	46.3	47.1	46.3	48.8	36.9	1.88 ⁽⁵⁾
RE&S Holdings Limited	19 May 2024	0.360	56.5	65.1	50.0	45.2	38.5	1.93 ⁽⁶⁾
Second Chance Properties Ltd	10 July 2024	0.300	39.5	40.8	37.0	33.3	28.2	1.01 ⁽⁷⁾
			High	173.5	171.1	168.9	152.5	1.93
			Mean	51.0	44.4	42.4	34.5	1.38
			Median	47.1	46.3	45.2	36.9	1.45
			Low	40.8	37.0	33.3	28.2	0.70

Company (Implied by the Offer Price)	25 September 2024	0.070	32.1	55.6	59.1	55.6	42.9	0.23⁽⁸⁾
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Sources: Announcements and circulars to shareholders in relation to the respective Take-over Transactions and SAC Capital's computations.

Notes:

(1) Based on the NAV per share or revalued NAV per share or adjusted NAV per share or NTA per share or revalued NTA per share or adjusted revalued NTA per share, as the case may be, as extracted from the independent financial adviser's letters for the respective companies.

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- (2) Being a statistical outlier, Isetan (Singapore) Limited (“Isetan”) has been excluded from the computation of mean and median premium of offer price over the last transacted price, 1-, 3-, 6- and 12-month VWAPs. We further note that the higher premium of the scheme consideration over the last transacted price, 1-, 3-, 6- and 12-month VWAPs could be attributable to Isetan recording its substantial property holdings based on cost less accumulated depreciation and accumulated impairment losses. Based on the independent financial adviser’s letter, Isetan’s NAV per share was S\$2.58 (with an implied P/NAV of approximately 2.79 times) prior to the announcement of the scheme of arrangement, and its revalued NAV increased to S\$10.25 per share (with an implied P/RNAV of approximately 0.70 times).
- (3) Based on the revalued NAV per share of Isetan as at 31 December 2023.
- (4) On 24 May 2024, a revised exit offer price of S\$2.560 per share for Best World International Limited (“Best World”) was announced. Accordingly, the market premia and offer price-to-NAV/NTA ratio in the table above were computed based on the revised offer price of S\$2.560 per share. We noted that Best World had explored various options (such as voluntary general offer and a scheme of arrangement) and determined that selective capital reduction is the best option due to, *inter alia*, being able to offer a higher exit offer price as compared to other possible options since selective capital reduction will not involve any bank borrowings, fees or commissions, has less if any external financing requirements and will incur lower professional fees and involve fewer professional parties.
- (5) Based on the adjusted NAV per share of Best World as at 31 December 2023.
- (6) Based on the revalued NAV per share of RE&S Holdings Limited as at 31 December 2023.
- (7) Based on the adjusted NAV per share of Second Chance Properties Ltd as at 29 February 2024.
- (8) Based on the NAV of the Group of S\$63.9 million or S\$0.307 per Share as at 31 March 2024, as set out in paragraph 7.3.2 of this letter.

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We note that in respect of the Take-over Transactions:

- (a) the premium of the Offer Price over the closing price of the Shares on the Last Trading Day of approximately 32.1% is below the range of the corresponding premia of the Take-over Transactions of between 39.5% and 153.5%;
- (b) the premium of the Offer Price over the VWAP of the Shares for the 1-month period up to and including the Last Trading Day of approximately 55.6% is within the range of the corresponding premium of the Take-over Transactions of between 40.8% and 173.5%, and above the range of the corresponding mean and median premia of 51.0% and 47.1% respectively;
- (c) the premium of the Offer Price over the VWAP of the Shares for the 3-month period up to and including the Last Trading Day of approximately 59.1% is within the range of the corresponding premium of the Take-over Transactions of between 37.0% and 171.1%, and above the range of the corresponding mean and median premia of 44.4% and 46.3% respectively;
- (d) the premium of the Offer Price over the VWAP of the Shares for the 6-month period up to and including the Last Trading Day of approximately 55.6% is within the range of the corresponding premium of the Take-over Transactions of between 33.3% and 168.9%, and above the range of the corresponding mean and median premia of 42.4% and 45.2% respectively;
- (e) the premium of the Offer Price over the VWAP of the Shares for the 12-month period up to and including the Last Trading Day of approximately 42.9% is within the range of the corresponding premium of the Take-over Transactions of between 28.2% and 152.5%, and above the corresponding mean and median premia of 34.5% and 36.9% respectively; and
- (f) the historical P/NAV ratio as implied by the Offer Price of 0.23 times is below the range of Price-to-NAV/NTA ratios of the Take-over Transactions of between 0.70 times and 1.93 times.

7.6 Estimated range of values of the Shares

In deriving a range of values for the Shares, we have considered: (a) the financial performance and position of the Group, in particular the NAV per Share of the Group as at 31 March 2024; (b) P/NAV valuation multiples from the Comparable Companies; (c) P/NAV valuation multiples from the Take-over Transactions; and (d) market prices of the Shares for the period after the Offer Announcement Date and up to the Latest Practicable Date. We have not considered the earnings multiples as the Group was loss making and recorded negative EBITDA in the latest trailing 12 months period, thus any assessment based on the PER and EV/EBITDA approaches would not be meaningful.

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We noted that the Shares have been consistently trading below its NAV per Share for the Period Under Review. Please refer to paragraph 7.3.5 of this letter for our analysis on the historical trailing P/NAV multiples of the Shares. As such, we have excluded parameter (d) above in arriving at the overall range of derived theoretical valuation, summarised in our analysis below:

Valuation Parameter	Implied Valuation Range (S\$'million)	
	Low	High
(a) NAV as at 31 March 2024	63.9	63.9
(b) P/NAV (mean and median) ⁽¹⁾ of Comparable Companies	29.4	35.1
(c) P/NAV (mean and median) ⁽²⁾ of Take-over Transactions	88.2	92.7
Implied Valuation Range (S\$'million)⁽³⁾	60.5	63.9
Implied Share Price (S\$)	0.290	0.307

Notes:

- (1) Based on the mean and median historical P/NAV ratios of the Comparable Companies of between 0.46 times and 0.55 times, as set out in paragraph 7.4.1 of this letter.
- (2) Based on the mean and median offer price-to-NAV ratios of the Take-over Transactions of between 1.38 times and 1.45 times, as set out in paragraph 7.5 of this letter.
- (3) The lower and upper range have been arrived at based on the average of parameters (a), (b) and (c) respectively.

Based on the above, the overall range of derived theoretical valuations is between approximately S\$60.5 million and S\$63.9 million, which translate to between S\$0.290 and S\$0.307 per Share. We note that the Offer Price of S\$0.070 is below our estimated value range of the Shares.

7.7 Prior Corporate Actions undertaken by the Company

In assessing the Offer, we have also compared the financial terms of the Offer with the prior corporate actions undertaken by the Company.

In this regard, we noted that on 27 January 2023, the Company had successfully completed a renounceable non-underwritten rights issue of 29,761,576 new ordinary shares³ in the capital of the Company (the “**2023 Rights Shares**”) at an issue price of S\$0.14 for each 2023 Rights Shares, on the basis of one (1) rights share for every six (6) existing ordinary shares in the capital of the Company. We noted that the Offer Price represents a discount of 50.0% over the issue price of S\$0.14 for each 2023 Rights Shares.

³ Based on the information provided by the Company, we note that the Offeror had participated and was allotted 95.12% of the 2023 Rights Shares.

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We also noted that on 1 June 2021, the Company had successfully completed a renounceable non-underwritten rights issue of 974,015,343 new ordinary shares⁴ in the capital of the Company (the “2021 Rights Shares”) at an issue price of S\$0.0135 for each 2021 Rights Shares, on the basis of three (3) rights share for every eight (8) existing ordinary shares in the capital of the Company. Given that the rights issuance in 2021 occurred before the 2021 Share Consolidation, we noted that the issue price for each 2021 Rights Shares (on a recalibrated basis taking into account the 2021 Share Consolidation) would have been S\$0.27.

Shareholders should note that the above comparison is limited and has to be assessed in the context of the economic or general market conditions for the Shares as well as the conditions for the current Offer which may have been different from the corporate exercises. Hence, any comparison between the Offer and the corporate exercise is necessarily limited and meant for illustration purpose only.

7.8 Other Relevant Considerations

7.8.1 Watch-list status of the Company

The Company was placed on watch-list with effect from 6 June 2023 as it had recorded pre-tax losses for the 3 most recently completed consecutive financial years (based on audited full year consolidated accounts) and had an average daily market capitalisation of less than S\$40 million over the last 6 months prior to being placed on the watch-list pursuant to Rule 1311 of the Listing Manual.

As at the Latest Practicable Date, we noted that the Company have not met the requirements of Rule 1311 of the Listing Manual for the removal from the watch-list, which is to record consolidated pre-tax profit for the most recently completed financial year or to have an average daily market capitalisation of S\$40 million or more over the last 6 months. If Rule 1314 of the Listing Manual remains unmet within 36 months from 6 June 2023, the SGX-ST would delist the Company or suspend trading in the Company’s shares with a view to delisting the Company.

7.8.2 Dividend track record of the Company

We note that the Company had not declared any dividends for the last nine (9) financial years (being the financial year ended 31 March 2016 to FY2024).

The Directors have confirmed that the Company does not have a fixed dividend policy. For the purpose of analysing the Offer, we have considered that Shareholders who accept the Offer may re-invest the proceeds from the Offer in alternative investments, for example, broad market index instruments.

We wish to highlight that the above dividend analysis merely serves as an illustrative guide only. In addition, Shareholders should note that the above analysis is not an indication of the future dividend policy for the Company and there is no assurance that, *inter alia*, the Company will or will not pay dividends in the future and/or maintain the level of dividends paid in past periods (if any).

⁴ Based on the information provided by the Company, we note that the Offeror was allotted 97.21% of the 2021 Rights Shares.

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7.8.3 Outlook of the Group

We noted that the Company had, in the FY2024 unaudited results announcement, included a commentary on the significant trends and competitive conditions of the industry in which the Company operates and any known factors or events that may affect the Company for the next reporting period and the next 12 months which is reproduced in italics below:

“AMOS Group Limited (“AMOS) is a long-established supplier of products and service to energy and shipping customers from facilities operating in Asia, the Middle East, and Europe. The business prospects for AMOS are impacted by shifts in the global trade of goods as well as the development of current and existing energy resources.

The Group’s ongoing efforts to reduce trade receivables and inventory, pay down debt, and drive efficiencies in its supply chain of goods and services to better serve customers have contributed positively to the Group’s net cash position.

The economic outlook continues to be positive albeit with geopolitical concerns weighing on sentiment. The energy and shipping industries are exhibiting strength.”

As set out in paragraph 8 of the Offer Document and reproduced in section 4 of the Circular, we also noted that the Offeror is of the view that the business environment for the Group remains challenging, details of which is reproduced in italics below:

“The AGL Group’s business faces a challenging environment impacted by economic fluctuations, fuel price volatility, intense competition, and supply chain disruptions. These factors can significantly impact the AGL Group’s profitability and long-term sustainability. If AGL is delisted, the Offeror believes that there will be more flexibility for the AGL Group to optimize its resources and protect its competitiveness to navigate the increasingly complex environment. The AGL Group will also be able to make strategic investments, improve operational efficiency, and enhance financial flexibility, enabling it to better adapt to market changes and seize new opportunities.”

In addition, we noted that Messrs Baker Tilly TFW LLP retired as auditors of the Company during the annual general meeting held on 6 June 2024, and did not seek re-appointment as auditors of the Company for the financial year ending 31 March 2025. As at the Latest Practicable Date, the Company has not appointed a new auditor.

7.8.4 Offer being unconditional

We noted from paragraph 2 of the Offer Document and reproduced in section 2 of the Circular that the Offer is unconditional in all respects. This means that the Offer is not subject to any condition of the level of acceptances the Offeror must receive for the Offer and cannot be withdrawn without the consent of the SIC.

7.8.5 Absence of alternative or competing offers

As at the Latest Practicable Date, other than the Offer, there is no publicly available evidence of an alternative or competing offer for the Shares from any other party. The Directors have also confirmed that as at the Latest Practicable Date, apart from the Offer, they have not received any alternative or competing offer for the Shares from any other party.

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We noted that the likelihood of an alternative or competing offer from any third party is remote in view that as at the Latest Practicable Date, the Offeror and its concert parties, including Lighthouse, have an aggregate of 173,267,967 Shares, representing 83.17% of the total number of Shares. Further, we noted that the market price of the Shares had not traded above the Offer Price since the Offer Announcement Date and up to the Latest Practicable Date, and hence the present offer by the Offeror, as at the Latest Practicable Date, appears to be the highest exit offer price for the Shareholders.

7.8.6 Statutory control by the Offeror and its concert parties

Prior to the Offer Announcement Date and as at the Latest Practicable Date, the Offeror and its concert parties, including Lighthouse, already have effective statutory control over the Company, which places the Offeror in a position to significantly influence, *inter alia*, the management, operating and financial policies of the Company and the ability to pass all ordinary and/or special resolutions at the Company's general meetings on matters in which the Offeror does not have any interest, save for situations where the Offeror is required by rules or authorities to abstain from voting.

7.8.7 Intention of the Offeror regarding the Company and compulsory acquisition

As set out in section 9 of the Offer Document and reproduced in section 5 of the Circular, the Offeror's intention is to continue to restructure and turnaround the business of the Group. The Offeror has no current intentions to: (i) introduce any major changes to the existing business of the Company; (ii) redeploy the fixed assets of the Company; or (iii) discontinue the employment of the existing employees of the Company and its subsidiaries, other than in the ordinary and usual course of business. However, the Offeror retains the flexibility to at any time consider undertaking a strategic and operational review of the Company with a view to realizing synergies, economies of scale, cost efficiencies and growth potential.

Pursuant to Section 215(1) of the Companies Act, if the Offeror receives valid acceptances pursuant to the Offer or acquires Shares from the despatch date otherwise than through valid acceptances of the Offer, in respect of not less than 90% of the Shares in issue (excluding treasury shares and those already held by the Offeror, its related corporations or their respective nominees⁵ as at the despatch date), the Offeror will be entitled to exercise its right to compulsorily acquire, at the Offer Price, all Offer Shares held by Shareholders who have not accepted the Offer ("**Dissenting Shareholders**"). The Offeror, if so entitled, intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act.

7.8.8 Implication for Shareholders holding on to suspended Shares

Shareholders who do not accept the Offer should note the following implications or consequences which may arise as a result of any suspension of the Shares due to the loss of public float by the Company and/or the compulsory acquisition process:

- (a) where the trading of Shares is suspended, Shareholders will not be able to transfer such Shares without the prior approval of the SGX-ST; and

⁵ And other persons required to be excluded under Section 215(9A) of the Companies Act.

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- (b) assuming that the relevant thresholds for compulsory acquisition are met, time will be taken for the Offeror to exercise its right to compulsorily acquire the remaining Shares or for Dissenting Shareholders to exercise any rights they may have to compel the Offeror to acquire their Shares under Section 215(3) of the Companies Act. Accordingly, the settlement date on compulsory acquisition is likely to be later than the settlement date had the Offer been accepted.

8. OUR OPINION AND ADVICE

8.1 Key Considerations of the Offer

In arriving at our opinion and advice in respect of the Offer, we have taken into account, and reviewed the following key considerations, which we consider to be pertinent in our assessment of the Offer. The following should be read in conjunction with, and in the context of, the full text of this letter:

- (a) an assessment of the market quotation and trading liquidity of the Shares during the Period Under Review, as set out in paragraph 7.1 of this letter;
- (b) historical financial performance of the Group, as set out in paragraph 7.2 of this letter;
- (c) historical financial position of the Group, including the NAV and RNAV of the Group, as set out in paragraph 7.3 of this letter;
- (d) a comparison with the valuation statistics of the Comparable Companies, as set out in paragraph 7.4 of this letter;
- (e) a comparison with recent Take-Over Transactions, as set out in paragraph 7.5 of this letter;
- (f) estimated range of value of the Shares, as set out in paragraph 7.6 of this letter;
- (g) prior corporate actions undertaken by the Company, as set out in paragraph 7.7 of this letter; and
- (h) other relevant considerations as follows:
 - (i) watch-list status of the Company, as set out in paragraph 7.8.1 of this letter;
 - (ii) dividend track record of the Company, as set out in paragraph 7.8.2 of this letter;
 - (iii) outlook of the Group, as set out in paragraph 7.8.3 of this letter;
 - (iv) the offer being unconditional in all respects, as set out in paragraph 7.8.4 of this letter;
 - (v) the absence of alternative or competing offers from third parties as at the Latest Practicable Date, as set out in paragraph 7.8.5 of this letter;

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- (vi) the Offeror and its concert parties having statutory control over the Company, as set out in paragraph 7.8.6 of this letter;
- (vii) the intention of the Offeror regarding the Company and compulsory acquisition, as set out in paragraph 7.8.7 of this letter; and
- (viii) implication for Shareholders holding on to suspended Shares, as set out in paragraph 7.8.8 of this letter.

8.2 Assessment of the Offer

For the purpose of evaluating the Offer, we have adopted the approach that the term “fair” and “reasonable” are regarded as two different concepts. The term “fair” relates to an opinion on the value of the offer price against the value of the securities subject to the offer (the “**Securities**”), and an offer is “fair” if the price offered is equal to or greater than the value of the Securities. In considering whether an offer is “reasonable”, other matters as well as the value of the Securities are taken into consideration. Such other matters include, but are not limited to, existing voting rights in the company held by an offeror and its concert parties or the market liquidity of the relevant securities.

8.2.1 Assessment of Fairness of the Offer

In determining the fairness of the Offer, we have considered, *inter alia*, the following pertinent factors:

- (a) based on the NAV/NTA approach, which provides an estimate of the value of a group assuming the hypothetical sale of all its assets over a reasonable period of time, the Offer Price represents a discount of approximately 77.2% against the NAV per Share of S\$0.307 as at 31 March 2024. Accordingly, the P/NAV of the Group implied by the Offer Price would be approximately 0.23 times as at 31 March 2024;
- (b) the historical P/NAV ratio of 0.23 times of the Group as implied by the Offer Price is below the range of historical P/NAV ratio of the Comparable Companies of between 0.28 times and 1.10 times;
- (c) the historical P/NAV ratio as implied by the Offer Price of 0.23 times is below the range of offer price-to-NAV/NTA ratios of the Take-over Transactions of between 0.70 times and 1.93 times;
- (d) the Offer Price is below the estimated value range of the Shares of S\$0.290 and S\$0.307 per Share; and
- (e) the Offer Price represents a discount of 50.0% over the issue price of S\$0.14 for each 2023 Rights Shares, which was only recently undertaken and completed by the Company.

In view of the above, we are of the opinion that the Offer is **NOT FAIR**.

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8.2.2 Assessment of Reasonableness of the Offer

In determining the reasonableness of the Offer, we have considered, *inter alia*, the following pertinent factors:

- (a) the Offer Price represents a premium of 42.9%, 55.6%, 59.1% and 55.6% over the VWAP of the Shares for the 12-, 6-, 3- and 1-month periods up to and including the Last Trading Day respectively;
- (b) the trading of the Shares is erratic and appears to be relatively illiquid in the 12-, 6-, 3- and 1-month period up to and including the Last Trading Day. It is to note that given the low liquidity of the Shares during the periods observed, the Offer Price may represent a realistic exit opportunity for Shareholders to realise their entire investment for cash. In the absence of the Offer Price, such an exit for all Shareholders may not be readily available due to the low trading liquidity for the Shares;
- (c) the Group had recorded net losses of approximately S\$13.8 million, S\$11.8 million and S\$24.6 million in FY2022, FY2023 and FY2024 respectively. As at the Latest Practicable Date, we noted that the Company have not met the requirements of Rule 1311 of the Listing Manual for the removal from the watch-list, which is to record consolidated pre-tax profit for the most recently completed financial year or to have an average daily market capitalisation of S\$40 million or more over the last 6 months. If Rule 1314 of the Listing Manual remains unmet within 36 months from 6 June 2023, the SGX-ST would delist the Company or suspend trading in the Company's shares with a view to delisting the Company;
- (d) the historical daily P/NAV multiple of the Shares for the Period Under Review have largely been trading below the implied P/NAV ratio based on the Offer Price of 0.23 times;
- (e) the premium of the Offer Price over the VWAP of the Shares for the 12-, 6-, 3- and 1-month periods up to and including the Last Trading Day were above the corresponding mean and median premia of the Take-over Transactions respectively;
- (f) the Company had not declared any dividends for the last nine (9) financial years (being the financial year ended 31 March 2016 to FY2024), and Shareholders who accept the Offer may considering re-investing the proceeds from the Offer in alternative investments, for example, broad market index instruments; and
- (g) as at the Latest Practicable Date, apart from the Offer, there is no publicly available evidence of an alternative or competing offer for the Shares from any other party. The Directors have also confirmed that as at the Latest Practicable Date, apart from the Offer, they have not received any alternative or competing offer for the Shares from any other party.

In view of the above, we are of the opinion that the Offer is **REASONABLE**.

APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS

8.3 Our opinion on the Offer

In conclusion, we are of the opinion that, on balance, the financial terms of the Offer are **not fair but reasonable**. Accordingly, we advise the Independent Directors to recommend Shareholders to **accept** the Offer.

Shareholders who wish to realise their investment in the Company can choose to sell their Shares in the open market if they can obtain a price higher than the Offer Price, after taking into account all transaction costs in connection with open market transactions.

We would advise the Independent Directors to consider highlighting to the Shareholders that there is no assurance that the market prices of the Shares after the close of the Offer may be maintained at current levels prevailing as at the Latest Practicable Date.

In rendering our opinion and advice, we have not had regard to the specific investment objectives, financial situation, tax position or individual circumstances of any Shareholder or any specific group of Shareholders. We recommend that any individual Shareholder or specific group of Shareholders who may require specific advice in relation to his or their investment portfolio(s) should consult his or their legal, financial, tax or other professional adviser.

Our opinion and advice are addressed to the Independent Directors for their benefit and for the purposes of their consideration of the Offer. The recommendation to be made by them to the Shareholders in respect of the Offer shall remain the responsibility of the Independent Directors. Whilst a copy of this letter may be reproduced in the Circular, no other person may reproduce, disseminate or quote this letter (or any part thereof) for any purpose at any time and in any manner without the prior written consent of SAC Capital in each specific case, except for the purpose of the Offer.

This letter is governed by and shall be construed in accordance with the laws of Singapore and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully
For and on behalf of
SAC CAPITAL PRIVATE LIMITED

Tan Kian Tiong
Partner and Head, Capital Markets

APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS

Annex A

Company	Stock exchange	Business description (as extracted from S&P Capital IQ Pro)	Share price as at the Latest Practicable Date		Market capitalisation as at the Latest Practicable Date		----- Trailing 12 Months -----	
			(S\$) ⁽¹⁾	(S\$ million) ⁽¹⁾	(S\$ million) ⁽¹⁾	(S\$ million) ⁽²⁾	Revenue (S\$ million) ⁽²⁾	Net profit/(loss) attributable to shareholders (S\$ million) ⁽²⁾
KISWIRE Ltd.	KSX	KISWIRE Ltd. manufactures secondary steel products, such as wire ropes and wire strands for electric wire and springs. The Company markets to the shipbuilding and construction industries, and exports products to overseas markets. KISWIRE also has a financial subsidiary.	18.675	466.7	31 December	1,705.6	69.7	
Baker Technology Ltd	SGX-ST	Baker Technology Limited manufactures industrial equipment. The Company produces offshore pedestal cranes, anchor winches, skidding systems, jacking systems, and raw water tower structures equipment, as well as provides project management, quality assurance, construction supervision, and engineering services. Baker Technology serves customers worldwide.	0.640	129.8	31 December	104.4	16.1	

APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS

Company	Stock exchange	Business description (as extracted from S&P Capital IQ Pro)	Share price as at the Latest Practicable Date (S\$) ⁽¹⁾	Market capitalisation as at the Latest Practicable Date (S\$'million) ⁽¹⁾	Financial year end	Revenue (S\$'million) ⁽²⁾	----- Trailing 12 Months -----	
							Net profit/(loss) after tax attributable to shareholders	(S\$'million) ⁽²⁾
DSR Wire Corp	KSX	DSR Wire Corp manufactures wire and wire rope in South Korea. It provides high carbon steel wire, music spring wire, hard drawn steel wire, and zinc coated steel wire, as well as PowerMax rope and OT wire. The company offers its products for mooring, lifting, fishing, oil and gas, mining, leisure, logging, crane, automotive, general use, electronics, construction, agriculture, and consumer goods sectors.	3.607	51.9	31 December	203.7		(33.6)
Mooreast Holdings Ltd.	SGX-ST	Mooreast Holdings Ltd. operates as a holding company. The Company, through its subsidiaries, provides mooring solutions such as designing, engineering, fabrication, supply, installation, and commissioning of renewable energy plants. Mooreast Holdings serves customers worldwide.	0.085	22.0	31 December	28.0		(5.4)

APPENDIX I – LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS

Company	Stock exchange	Business description (as extracted from S&P Capital IQ Pro)	Share price as at the Latest Practicable Date (S\$) ⁽¹⁾	Market capitalisation as at the Latest Practicable Date (S\$ million) ⁽¹⁾	Financial year end	----- Trailing 12 Months -----	
						Revenue (S\$ million) ⁽²⁾	Net profit/(loss) after tax attributable to shareholders (S\$ million) ⁽²⁾
Teho International Inc Ltd	SGX-ST	Teho International Inc Ltd is a global, diversified holding company with businesses in the marine, offshore oil and gas, and real estate industries. The Company offers a comprehensive range of equipment and supplies in rigging and mooring, engineering, and water treatment. Teho International Inc also engages in property development, services, and investment in the real estate industry.	0.046	10.8	30 June	60.4	0.9

Sources: S&P Capital IQ Pro, annual reports and/or announcements of the respective companies

Notes:

(1) Based on last traded prices of the respective companies and exchange rates as at the Latest Practicable Date.

(2) Based on exchange rates as at the Latest Practicable Date.

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APPENDIX II – ADDITIONAL GENERAL INFORMATION

1. DIRECTORS

The names, addresses and descriptions of the Directors⁽¹⁾ as at the Latest Practicable Date are set out below:

Name	Address	Designation
Mr. Kyle Arnold Shaw, Jr	156 Gul Circle, Singapore 629613	Executive Chairman
Mr. David Wood Hudson	P O Box 5 6640 Ware Neck Road Ware Neck, Virginia 23178, United States of America	Lead Independent Non-Executive Director
Ms. Edwina Cheung Pui Yin	18 Anderson Road, #05-05 Nouvel 18, Singapore 259977	Independent Non-Executive Director
Mr. Lim Shook Kong	21 Tan Kim Cheng Road, #12-23 Lutheran Tower, Singapore 266621	Independent Non-Executive Director

Note:

(1) Mr. Marcel Eugene Beraud was appointed as Executive Director on 14 October 2024, after the Latest Practicable Date. Mr. Beraud's address is: 61 Walling Grove Rd Beaufort, South Carolina 29907, USA.

2. REGISTERED OFFICE

The registered office of the Company is at 156 Gul Circle, Singapore 629613.

3. HISTORY AND PRINCIPAL ACTIVITIES

The Company was incorporated under the laws of Singapore on 25 February 2010 and was listed on the Main Board of the SGX-ST on 6 August 2021.

The principal activity of the Company is that of an investment holding company. The Group is engaged in the businesses of providing technical supplies, services and provisioning solutions to customers in the marine and energy industries.

4. SHARE CAPITAL

4.1 Issued Share Capital

The Company has one class of Shares, being ordinary shares. As at the Latest Practicable Date, the issued and paid-up share capital of the Company is S\$185,841,282.63 comprising 208,331,031 Shares. The issued Shares are listed and quoted on the Main Board of the SGX-ST.

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

APPENDIX II – ADDITIONAL GENERAL INFORMATION

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

The rights of Shareholders in respect of capital, dividends and voting are contained in the Constitution, which is available for inspection at the registered office of the Company at 156 Gul Circle, Singapore 629613 during normal business hours for the period during which the Offer remains open for acceptance. The relevant provisions in the Constitution in relation to the rights of Shareholders in respect of capital, dividends and voting have been extracted from the Constitution and are reproduced in **Appendix IV** to this Circular. Capitalised terms and expressions not defined in the extracts have the meanings ascribed to them in the Constitution.

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

No Shares have been issued by the Company since 31 March 2024, being the end of the last financial year up to the Latest Practicable Date.

4.4 Options and Convertible Instruments

As at the Latest Practicable Date, the Company has 1,650,000 outstanding options. Details of the options are set out below:

Date of Grant	Expiry date of options	Exercise price per Share (S\$)	Number of outstanding options	Number of Shares represented by the outstanding Company options
11 November 2022	10 November 2032	0.18	1,650,000	1,650,000

As at the Latest Practicable Date, save for the 1,650,000 outstanding options, there are no outstanding instruments convertible into, rights to subscribe for, and options in respect of, securities being offered for or which carry voting rights affecting Shares.

5. DISCLOSURE OF INTERESTS AND DEALINGS

5.1 Interests of the Company in Offeror Securities

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

5.2 Dealings in Offeror Securities by the Company

The Company has not dealt for value in the Offeror Securities during the period commencing three (3) months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

APPENDIX II – ADDITIONAL GENERAL INFORMATION

5.3 Interests of the Directors in Offeror Securities

Save for Mr. Shaw's interest as disclosed above in paragraph 3 of this Circular, none of the Directors have any direct or deemed interests in the Offeror Securities as at the Latest Practicable Date.

5.4 Dealings in Offeror Securities by the Directors

None of the Directors have dealt for value in the Offeror Securities during the period commencing three (3) months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

5.5 Interests of the Directors in Company Securities

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

Interests of Directors in Shares

Name of Director	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares ⁽²⁾	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Mr. Shaw	–	–	173,267,967	83.17	173,267,967	83.17

Notes:

- (1) Based on a total of 208,331,031 Shares in issue as at the Latest Practicable Date and rounded to the nearest two (2) decimal places.
- (2) Mr. Shaw is the sole manager of ShawKwei Investments LLC, which is the sole general partner of Shaw Kwei Asia Value Fund 2017, L.P., which is in turn the sole shareholder of PeakBayou Ltd. In addition, he is also the director and shareholder of Shaw Kwei & Partners Ltd, which is the sole shareholder of Lighthouse Logistics Limited. Shaw Kwei & Partners Ltd, as the sole general partner, holds the shares of Lighthouse Logistics Limited on behalf of Asia Value Investment Fund 3, L.P..

Interests of Directors in Company Options

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

5.6 Dealings in Company Securities by the Directors

None of the Directors have dealt for value in the Company Securities during the period commencing three (3) months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

5.7 Interests of the IFA in Company Securities

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

APPENDIX II – ADDITIONAL GENERAL INFORMATION

5.8 Dealings in Company Securities by the IFA

None of the IFA nor any funds whose investments are managed by the IFA on a discretionary basis has dealt for value in any Company Securities during the period commencing three (3) months prior to the Offer Announcement Date and ending on the Latest Practicable Date.

5.9 Directors' Intentions in respect of their Shares

As disclosed above in paragraph 5.5 of this **Appendix II**, Mr. Shaw has a deemed interest in 173,267,967 Shares. As at the Latest Practicable Date, and as disclosed in paragraph 6.4 of the Offer Document, Lighthouse Logistics Limited does not intend to tender its Shares in acceptance of the Offer and will not receive any cash consideration for its Shares.

6. OTHER DISCLOSURES

6.1 Directors' service contracts

As at the Latest Practicable Date:

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

6.2 No Payment or Benefit to Directors

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

6.3 No Agreement Conditional upon Outcome of Offer

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

6.4 Material Contracts entered into by Offeror

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

APPENDIX II – ADDITIONAL GENERAL INFORMATION

7. MATERIAL CONTRACTS WITH INTERESTED PERSONS

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

8. MATERIAL LITIGATION

As at the Latest Practicable Date:

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

9. SUMMARY OF FINANCIAL INFORMATION

9.1 Consolidated Statements of Comprehensive Income

A summary of the audited consolidated statements of comprehensive income of the Group for FY2022, FY2023 and FY2024 is set out below.

	Audited FY2024 S\$'000	Audited FY2023 S\$'000	Audited FY2022 S\$'000
Revenue	74,469	99,380	99,349
Exceptional items	–	–	–
(Loss)/Profit before income tax	(24,522)	(11,834)	(13,968)
(Loss)/Profit after income tax	(24,583)	(11,767)	(13,755)
(Loss)/Profit attributable to			
– Owners of the Company	(24,583)	(11,767)	(13,679)
– Non-controlling interests	–	–	(76)
Net (Loss)/Earnings per share (cents)			
– Basic	(11.80)	(6.47)	(7.76)
– Diluted	(11.80)	(6.47)	(7.76)
Net dividends per share (cents)	–	–	–

APPENDIX II – ADDITIONAL GENERAL INFORMATION

The above summary financial information is extracted from, and should be read together with, the audited consolidated financial statements of the Group and the accompanying notes as set out in the annual reports of the Company for FY2022, FY2023 and FY2024 as set out therein.

The audited consolidated financial statements of the Group for FY2024 (as set out in the annual report of the Company for FY2024) are reproduced in **Appendix III** to this Circular, respectively.

9.2 Consolidated Statements of Financial Position

A summary of the audited consolidated statement of financial position of the Group as at 31 March 2024 (being the date to which the Company's last published audited financial statements were made up) is set out below.

	As at 31 March 2024 S\$'000
Non-current assets	58,661
Current assets	55,077
	113,738
Non-current liabilities	9,751
Current liabilities	40,086
	49,837
Net assets	63,901
Equity attributable to owners of the Company	
Share capital	183,253
Treasury shares	–
Share option reserve	–
Foreign currency translation reserve	718
Merger reserve	(19,551)
Fair value reserve	25,836
Other reserve	–
Retained earnings	(126,355)
	63,901

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

The audited consolidated financial statements of the Group for FY2024 is reproduced in **Appendix III** to this Circular.

APPENDIX II – ADDITIONAL GENERAL INFORMATION

9.3 Significant Accounting Policies

The Company prepares its financial statements in accordance with the Singapore Financial Reporting Standards (International) (“**SFRS(I)**”). The significant accounting policies of the Company are disclosed in the FY2024 audited financial statements as extracted from the annual report of the Company for FY2024.

Save as disclosed in this Circular and publicly available information on the Group (including but not limited to that contained in audited consolidated financial statements of the Group for FY2024 (as set out in the annual report of the Company for FY2024), there are no significant accounting policies or any matter from the notes of the financial statements of the Group which are of any major relevance for the interpretation of the accounts.

9.4 Changes in Accounting Policies

The summary of the significant accounting policies of the Group is disclosed in Note 2.5 and Note 3 of the audited consolidated financial statements of the Group for FY2024 as set out in the Group’s annual report for FY2024.

As at the Latest Practicable Date, save as disclosed in this Circular and in publicly available information on the Group (including, without limitation, the announcements, financial statements and annual reports released by the Company on SGXNET), there are no changes in the accounting policies of the Group which will cause the figures disclosed in this Circular not to be comparable to a material extent.

9.5 Material Changes in Financial Position

Save as disclosed in this Circular and in publicly available information on the Company, as at the Latest Practicable Date, there has not been, within the knowledge of the Directors, any material change in the financial position of the Company since 31 March 2024, being the date of the last published audited financial statements of the Company.

9.6 Material Changes in Information

Save as disclosed in this Circular and save for the information in relation to the Company and the Offer that is publicly available, there has been no material change in any information previously published by or on behalf of the Company during the period commencing from the Offer Announcement Date and ending on the Latest Practicable Date.

10. GENERAL

10.1 Costs and Expenses

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

APPENDIX II – ADDITIONAL GENERAL INFORMATION

10.2 Consents

- (a) SAC Capital Private Limited, named as the IFA, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of (i) its name and all references thereto, and (ii) the IFA Letter as reproduced in **Appendix I** to this Circular containing its advice to the Independent Directors in respect of the Offer and all references thereto, in the form and context in which they appear in this Circular.
- (b) United Valuers Pte. Ltd., named as the Valuer, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of (i) its name and all references thereto, and (ii) the Valuation Summary as reproduced in **Appendix V** to this Circular and all references thereto, in the form and context in which they appear in this Circular.

11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered address of the Company at 156 Gul Circle, Singapore 629613 during normal business hours for the period during which the Offer remains open for acceptance:

- (a) the Constitution of the Company;
- (b) the IFA Letter as reproduced in **Appendix I** to this Circular;
- (c) the Valuation Summary as reproduced in **Appendix V** to this Circular;
- (d) the letters of consent referred to in **Paragraph 10.2** in **Appendix II** to this Circular; and
- (e) the annual reports of the Company for FY2022, FY2023 and FY2024, which include the audited consolidated financial statements of the Group for FY2022, FY2023 and FY2024.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

The audited consolidated financial statements of the Group for FY2024 which are reproduced below have been extracted from the Company's annual report for FY2024, and were not specifically prepared for inclusion in this Circular.

All capitalised terms used in Notes to the audited consolidated financial statements of the Group for FY2024 set out below shall have the same meanings given to them in the annual report of the Company for FY2024.

A copy of the annual report of the Company for FY2024 is available for inspection at the registered address of the Company at 156 Gul Circle, Singapore 629613 during normal business hours for the period during which the Offer remains open for acceptance.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

01

DIRECTORS' STATEMENT

We are pleased to submit this statement to the members of the Company together with the audited financial statements for the financial year ended 31 March 2024.

In our opinion:

- (a) the financial statements set out on pages 50 to 102 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2024 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year ended on that date in accordance with the provisions of the Singapore Companies Act 1967 and Singapore Financial Reporting Standards (International) ("SFRS(I)"); and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorized these financial statements for issue.

Directors

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

Mr Kyle Arnold Shaw, Jr
Mr Lim Shook Kong
Mr David Wood Hudson
Ms Edwina Cheung Pui Yin

Director's interests

According to the register kept by the Company for the purposes of Section 164 of the Companies Act 1967 (the "Act"), particulars of interests of directors who held office at the end of the financial year (including those held by their spouses and children) in shares, debentures, warrants and share options in the Company and in related corporations (other than wholly-owned subsidiaries) are as follows:

Name of director and company in which interests are held	Shareholdings registered in name of director	
	Holdings at beginning of the financial year	Holdings at end of the financial year
Holding company PeakBayou Ltd. (ordinary shares)		
Kyle Arnold Shaw, Jr*	*	*

* PeakBayou Ltd is indirectly wholly-owned by the ShawKwei Group. The ShawKwei Group is under the control of Kyle Arnold Shaw, Jr.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

02

DIRECTORS' STATEMENT

Director's interests (continued)

Name of director and company in which interests are held	Shareholdings in which director is deemed to have an interest	
	Holdings at beginning of the financial year	Holdings at end of the financial year
Company		
AMOS Group Limited (ordinary shares)		
Kyle Arnold Shaw, Jr	173,267,967	173,267,967

By virtue of Section 7 of the Act, Kyle Arnold Shaw, Jr is deemed to have interests in the Company and in all the subsidiary corporations of the Company.

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

Except as disclosed under the 'Share options' section of this statement, neither at the end of, nor at any time during the financial year, was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

The director's interest in the shares of the Company as at 21 April 2024 were 173,267,967.

Share options

The AMOS Employee Share Option Scheme ("ESOS") was approved by the shareholders on 24 September 2012 prior to the Company's listing on the Singapore Exchange Securities Trading Limited ("SGX-ST") on 25 October 2012. The ESOS have been extended for a further period of ten (10) years from (and including) 24 September 2022 up to (and including) 23 September 2032 and this have been approved by the shareholders of the Company on 28 July 2023.

(a) Participants

Executive directors, non-executive directors and confirmed full-time employees of the Group are eligible to participate in the ESOS.

(b) Size of the ESOS

The aggregate number of shares in respect of which the Remuneration Committee may grant options on any date, when added to the nominal amount of shares issued and issuable in respect of all options granted under the ESOS shall not exceed 15.0% of the issued share capital of the Company on the day immediately preceding the date of the relevant grant.

(c) Maximum entitlements

The aggregate number of shares comprised in any option to be offered to a participant under the ESOS shall be determined at the absolute discretion of the Remuneration Committee, which shall take into account (where applicable) criteria such as rank, past performance, years of service and potential for future development of that participant.

DIRECTORS' STATEMENT

Share options (continued)

(d) Options, exercise period and exercise price

The options that are granted under the ESOS may have exercise prices that are, at the Remuneration Committee's discretion, set at a price (the "Market Price") equal to the average of the last dealt prices for the shares on the Official List of the SGX-ST for the five consecutive market days immediately preceding the relevant date of grant of the relevant option; or at a discount to the market price (subject to a maximum discount of 20.0%). Options which are fixed at the market price may be exercised after the first anniversary of the date of grant of that option while options exercisable at a discount to the Market Price may only be exercised after the second anniversary from the date of grant of the option. Options granted under the ESOS will have a life span of ten years.

(e) Duration of the ESOS

The ESOS shall continue in operation for a maximum duration of ten years and may be continued for any further period thereafter with the approval of shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required. The Company will seek shareholders' approval for the renewal of AMOS ESOS mandate at the forthcoming AGM.

(f) During the financial year, there were:

- (i) no share options granted to subscribe for unissued shares of the Company or its subsidiaries.
- (ii) no shares issued by virtue of any exercise of options to take up unissued shares of the Company or its subsidiaries.

(g) There were no unissued and approved shares of the Company or its subsidiaries or under options as at the end of the financial year.

Audit Committee

The Audit Committee of the Company, consisting three (3) independent directors is chaired by Mr Lim Shook Kong, and includes Mr David Wood Hudson and Ms Edwina Cheung Pui Yin. The Audit Committee has met two times since the last Annual General Meeting ("AGM") and has reviewed the following, where relevant, with the executive directors and external and internal auditors of the Company:

- (a) The audit plans and results of the internal auditor's examination and evaluation of the Group's systems of internal accounting controls;
- (b) The Group's financial and operating results and accounting policies;
- (c) The financial statements of the Company and the consolidated financial statements of the Group before their submission to the directors of the Company and external auditor's report on those financial statements;
- (d) The half-yearly and annual announcements as well as the related press releases on the results and financial position of the Company and the Group;
- (e) The co-operation and assistance given by the management to the Group's external auditor; and
- (f) Interested person transactions falling within the scope of Chapter 9 of the Listing Manual, Section 8: Mainboard Rules of the Singapore Securities Trading Limited and other relevant statutory requirements and any potential conflicts of interests.

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS
OF THE GROUP FOR FY2024**

04

DIRECTORS' STATEMENT

Auditor

The retiring auditor, Baker Tilly TFW LLP, will not be seeking re-appointment.

On behalf of the Board of Directors

Kyle Arnold Shaw, Jr
Director

Lim Shook Kong
Director

5 July 2024

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

05

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AMOS GROUP LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of AMOS Group Limited (the "Company") and its subsidiaries ("the Group") as set out on pages 50 to 102, which comprise the statements of financial position of the Group and of the Company as at 31 March 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group and statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 March 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for the financial year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Net realizable value of inventories

The key audit matter:

As at 31 March 2024, the Group's inventories amounted to \$26,470,000 (2023: \$32,156,000) representing 23% (2023: 23%) of the Group's total assets.

The Group's inventories consist of accessories, trading goods and wire ropes which are carried at the lower of cost and net realizable value. Inventories are written down to net realizable value if they are damaged, slow-moving, or their selling prices have declined below cost. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. Management determined the net realizable value based on the conditions, aging and types of inventories and current market conditions. Given the significance of inventories and the significant management judgement and estimation involved in assessing the net realizable value of inventories, we have identified this as a key audit matter.

The significant estimates and judgement applied in the valuation of inventories and disclosures for inventories are included in Note 9 to the financial statements.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AMOS GROUP LIMITED

Report on the Audit of the Financial Statements (continued)

Key Audit Matters (continued)

Net realizable value of inventories (continued)

Our procedures to address the key audit matter:

The audit procedures performed included observing the year-end inventory count to verify the existence and conditions of the inventories. We performed sample count and reviewed management's reconciliation of inventory count results to inventory records. We also reviewed management's estimation of the net realizable value of the inventories and the amount of inventories to be written-down. We assessed the adequacy of the allowance made by reviewing the aging of inventories, tested management's basis to determine the net realizable values for each type of inventories by reference to their recent sale transactions or indicative offer prices from external parties.

Impairment assessment of property, plant and equipment ("PPE"), right-of-use assets ("ROU"), intangible assets ("IA") and investment in subsidiaries ("COI")

The key audit matter:

The Group has significant PPE, ROU assets, and IA with net carrying amount after impairment of \$54,853,000, \$3,673,000 and \$Nil (2023: \$65,393,000, \$5,504,000 and \$2,240,000) respectively. The Company's COI, after impairment is \$64,315,000 (2023: \$83,237,000).

During the financial year, certain operations of the Group continued to incur operating losses. Accordingly, the Group performed an impairment assessment to determine the recoverable amount of these non-financial assets based on their respective cash-generating units ("CGUs"). The recoverable amount was based on the fair value less cost of disposal ("FVLCD").

In determining the FVLCD, management considered the fair value of non-financial assets based on respective categories of assets. For PPE, ROU assets and COI, management determined the fair values based on valuations performed by independent external valuers and/or other methodologies that satisfy the requirements of SFRS(I) 13 *Fair Value Measurement*, as described in Note 4(g) and 7(c). For intangible assets, management estimated the fair value of intangible assets to be low or negligible, as there is no active market for the intangible assets and these assets would not generate future cash flow independently for the entity.

Based on the assessment, the Group has recognized impairment losses in its profit or loss, which include an impairment loss of \$5,462,000 on PPE, \$2,776,000 on ROU assets, and \$1,662,000 on IA to write down the PPE, ROU assets, and IA, to their recoverable amount of \$54,853,000, \$3,673,000 and \$Nil, respectively for the financial year ended 31 March 2024. The Company has recognized an impairment loss of \$18,922,000 (2023: \$Nil) to write down the COI to their recoverable amount of \$64,315,000 (2023: \$83,237,000).

Management's assessment of the recoverable amounts for the CGUs above is significant to our audit due to the magnitude of the carrying amounts of the assets being tested for impairment and the related impairment loss recognized in the Group's and Company's profit or loss and also, the management's significant estimates applied in determining the CGUs' recoverable amounts. Accordingly, we have identified this as a key audit matter.

The significant estimates and judgments applied in the impairment assessment of PPE, ROU assets, IA, and COI and disclosures for key assumptions used, are included in Notes 4(g) and 7(c) to the financial statements, respectively.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AMOS GROUP LIMITED

Report on the Audit of the Financial Statements (continued)

Key Audit Matters (continued)

Impairment assessment of property, plant and equipment ("PPE"), right-of-use assets ("ROU"), intangible assets ("IA") and investment in subsidiaries ("COI") (continued)

Our procedures to address the key audit matter:

The audit procedures performed included reviewing management's impairment process, which uses value-in-use ("VIU") and FVLCD for the Group's PPE, ROU assets, IA, and COI. For VIU, we evaluated key assumptions with our valuation specialist and performed stress testing to assess sensitivity to potential changes.

For FVLCD we assessed the appropriateness of management's basis to determine the FVLCD by different classes of assets. For properties, we obtained the external valuation reports performed and considered the independence, competence, capabilities and objectivity of the external valuers and obtained an understanding of the methodology adopted by the external valuers in estimating the fair value of the properties. We also corroborated the FVLCD for the property to be disposed subsequent to year end to the sale agreement with the third party and estimated cost of disposal. For other classes of PPE, we corroborated, where applicable, the purchase prices quoted by third parties to estimate their fair values. For ROU assets, we reviewed management's basis on the determination of expected cash flows to be generated from market participants' perspectives based on their understanding of the terms and conditions in the various lease agreements. For COI, we reviewed management's basis, and recomputed the eventual FVLCD of net assets of CGUs based on the amounts determined described as above.

Furthermore, we obtained and assessed management's computations of the recoverable amounts and reviewed management's allocation of impairment loss to the underlying assets of the CGUs. We also reviewed the adequacy and appropriateness of the disclosures concerning the impairment assessment of these assets in the financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Annual Report 2024 but does not include the financial statements and our auditor's report thereon.

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

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

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AMOS GROUP LIMITED

Report on the Audit of the Financial Statements (continued)

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AMOS GROUP LIMITED

Report on the Audit of the Financial Statements (continued)

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditor have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Low See Lien.

Baker Tilly TFW LLP
Public Accountants and
Chartered Accountants
Singapore

5 July 2024

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS
OF THE GROUP FOR FY2024**

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STATEMENTS OF FINANCIAL POSITION

At 31 March 2024

	Note	Group		Company	
		2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Assets					
Property, plant and equipment	4	54,853	65,393	-	8
Right-of-use assets	5	3,673	5,504	-	53
Intangible assets	6	-	2,240	-	2,240
Subsidiaries	7	-	-	156,540	175,040
Associates		102	42	-	-
Deferred tax assets	8	33	90	-	-
Non-current assets		58,661	73,269	156,540	177,341
Inventories	9	26,470	32,156	-	-
Trade receivables	10	15,656	23,496	3,783	5,373
Other receivables	11	3,466	3,706	189	322
Cash and cash equivalents	12	8,827	6,847	1,207	67
Contract assets	18	619	2,599	1,305	1,393
Income tax receivables		39	-	-	-
Current assets		55,077	68,804	6,484	7,155
Total assets		113,738	142,073	163,024	184,496
Equity					
Share capital	13	183,253	183,253	183,253	183,253
Accumulated losses		(126,355)	(101,772)	(25,790)	(2,548)
Translation reserves		718	1,156	-	-
Other reserves	14	6,285	6,432	-	-
Equity attributable to owners of the Company		63,901	89,069	157,463	180,705
Total equity		63,901	89,069	157,463	180,705
Liabilities					
Lease liabilities	5	5,290	4,845	-	11
Deferred tax liabilities	8	4,461	4,771	-	-
Bank borrowings	15	-	596	-	-
Non-current liabilities		9,751	10,212	-	11
Lease liabilities	5	1,618	1,280	11	370
Bank borrowings	15	15,262	19,005	-	-
Trade payables	16	11,068	14,078	-	-
Other payables	17	11,305	7,456	5,550	3,410
Contract liabilities	18	759	801	-	-
Income tax payables		74	172	-	-
Current liabilities		40,086	42,792	5,561	3,780
Total liabilities		49,837	53,004	5,561	3,791
Total equity and liabilities		113,738	142,073	163,024	184,496

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

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS
OF THE GROUP FOR FY2024**

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**CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME**

For the financial year ended 31 March 2024

	Note	2024 \$'000	2023 \$'000
Revenue	18	74,469	99,380
Cost of sales		(58,466)	(77,853)
Gross profit		16,003	21,527
Distribution costs		(8,641)	(9,536)
Administrative expenses		(19,016)	(20,811)
Other operating income	19	418	776
Other operating expenses	19	(1,430)	(2,285)
Impairment loss on trade receivables		(476)	(132)
Impairment loss on property, plant and equipment		(5,462)	-
Impairment loss on right-of-use assets		(2,776)	-
Impairment loss on intangible assets		(1,662)	-
Finance costs	20	(1,540)	(1,373)
Share of results of an associate, net of tax		60	-
Loss before tax		(24,522)	(11,834)
Income tax (expense)/credit	21	(61)	67
Loss for the financial year	22	(24,583)	(11,767)
Other comprehensive (loss)/income:			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Currency translation differences arising on consolidation		(220)	37
<i>Item that will not be reclassified subsequently to profit or loss:</i>			
Revaluation (loss)/gain on property, plant and equipment		(365)	3,674
Other comprehensive (loss)/income, net of tax		(585)	3,711
Total comprehensive loss for the financial year		(25,168)	(8,056)
Loss attributable to:			
Owners of the Company		(24,583)	(11,767)
Total comprehensive loss attributable to:			
Owners of the Company		(25,168)	(8,056)
Basic and diluted loss per share (cents)	23	(11.80)	(6.47)

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

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS
OF THE GROUP FOR FY2024**

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 March 2024

	◀ Other reserves (Note 14) ▶					Total equity \$'000
	Share capital \$'000	Accumulated losses \$'000	Translation reserves \$'000	Merger reserves \$'000	Asset revaluation reserves \$'000	
Group						
At 1 April 2022	179,230	(90,005)	1,119	(19,769)	22,527	93,102
Total comprehensive loss for the financial year						
Loss for the financial year	-	(11,767)	-	-	-	(11,767)
Other comprehensive income	-	-	37	-	3,674	3,711
Total comprehensive loss for the financial year	-	(11,767)	37	-	3,674	(8,056)
Transactions with owners, recognized directly in equity						
Rights issue (Note 13)	4,166	-	-	-	-	4,166
Shares issuance expenses (Note 13)	(143)	-	-	-	-	(143)
	4,023	-	-	-	-	4,023
At 31 March 2023	183,253	(101,772)	1,156	(19,769)	26,201	89,069
Total comprehensive loss for the financial year						
Loss for the financial year	-	(24,583)	-	-	-	(24,583)
Transfer to merger reserve	-	-	(218)	218	-	-
Other comprehensive loss	-	-	(220)	-	(365)	(585)
Total comprehensive loss for the financial year	-	(24,583)	(438)	218	(365)	(25,168)
At 31 March 2024	183,253	(126,355)	718	(19,551)	25,836	63,901

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

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS
OF THE GROUP FOR FY2024**

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STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 March 2024

	Share capital \$'000	Accumulated losses \$'000	Total equity \$'000
Company			
At 1 April 2022	179,230	(3,361)	175,869
Profit and total comprehensive profit for the financial year	-	813	813
<i>Transactions with owners, recognized directly in equity</i>			
Rights issue (Note 13)	4,166	-	4,166
Shares issuance expenses (Note 13)	(143)	-	(143)
At 31 March 2023	183,253	(2,548)	180,705
Loss and total comprehensive loss for the financial year	-	(23,242)	(23,242)
At 31 March 2024	183,253	(25,790)	157,463

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

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS
OF THE GROUP FOR FY2024**

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CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2024

	Note	2024 \$'000	2023 \$'000
Cash flows from operating activities			
Loss before tax		(24,522)	(11,834)
Adjustments for:			
Impairment loss on trade receivables		476	132
Impairment loss on property, plant and equipment	4	5,462	-
Impairment loss on right-of-use assets	5	2,776	-
Impairment loss on intangible assets	6	1,662	-
Depreciation of property, plant and equipment	4	4,756	5,647
Depreciation of right-of-use assets	5	1,591	1,460
Amortization of intangible assets	6	879	826
Interest income	19	(15)	(9)
Trade payables written back	19	-	(9)
Gain on disposal of property, plant and equipment	19	(265)	(130)
Gain on modification of right-of-use assets	19	(2)	-
Doubtful trade receivables recovered	19	(19)	(307)
Restructuring costs		757	-
Trade receivables written off	19	-	48
Share of profit from an associate, net of tax		(60)	-
Foreign currency exchange loss		323	232
Interest expense	20	1,540	1,373
Operating cash flows before movements in working capital		(4,661)	(2,571)
Changes in:			
Trade receivables		7,331	1,244
Other receivables		(135)	(536)
Contract assets		1,980	3
Inventories		4,967	3,049
Trade payables		(2,917)	1,717
Other payables		548	1,164
Contract liabilities		(41)	(624)
Cash generated from operating activities		7,072	3,446
Interest received		15	9
Income tax paid		(346)	(54)
Net cash generated from operating activities		6,741	3,401

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

**APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS
OF THE GROUP FOR FY2024**

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CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2024

	Note	2024 \$'000	2023 \$'000
Cash flows from investing activities			
Proceeds on disposal of property, plant and equipment		1,303	527
Purchases of property, plant and equipment		(1,180)	(414)
Purchases of intangible asset		(138)	(105)
Net cash (used in)/generated from investing activities		(15)	8
Cash flows from financing activities			
Proceeds from rights issue	13	-	4,166
Payment for shares issue expenses	13	-	(143)
Interest paid on bank facility fee		(60)	(25)
Interest paid on lease liabilities	15	(341)	(346)
Interest paid on bank loans	15	(1,065)	(1,001)
Repayment of lease liabilities	15	(1,839)	(2,568)
Repayment of bank loans	15	(4,295)	(3,842)
Advance from a shareholder		3,000	-
Restricted cash at bank		285	167
Net cash used in financing activities		(4,315)	(3,592)
Net increase/(decrease) in cash and cash equivalents		2,411	(183)
Cash and cash equivalents at beginning of the financial year		5,242	5,505
Effect of exchange rate fluctuations on cash held		(146)	(80)
Cash and cash equivalents at end of the financial year		7,507	5,242
Reconciliation of cash and cash equivalents:			
Cash and bank balances	12	8,827	6,847
Less:			
Fixed deposits pledged	12	(10)	(10)
Restricted cash balances	12	(1,310)	(1,595)
Cash and cash equivalents	12	7,507	5,242

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

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2024

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

1 DOMICILE AND ACTIVITIES

AMOS Group Limited ('the Company') is incorporated in Singapore. The address of the Company's registered office is 156 Gul Circle, Singapore 629613. The Company is listed on the Singapore Exchange. As at financial year ended 31 March 2024, PeakBayou Ltd. holds 69.85% of shares in AMOS Group Limited, which is the largest shareholder of the Company. PeakBayou Ltd. is 100% owned by a private equity fund, ShawKwei Asia Value Fund 2017 ("ShawKwei"), a Cayman Islands limited partnership.

The Company announced on 6 June 2023 that it had been placed on the watch-list of the Singapore Exchange Securities Trading Limited ("SGX-ST") as it had recorded pre-tax losses for the 3 most recently completed consecutive financial years (based on audited full year consolidated accounts) and had an average daily market capitalization of less than S\$40 million over the last 6 months prior to being placed on the watch-list pursuant to Rule 1311.

The Company is primarily involved in investment holding and the provision of management services to its subsidiaries.

The principal activities of the significant subsidiaries are disclosed in Note 7 to the financial statements.

2 BASIS OF PREPARATION

2.1 Statement of compliance

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)s"). The changes to significant accounting policies are described in Note 2.5.

2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis except as otherwise described in the notes below.

2.3 Functional and presentation currency

These financial statements are presented in Singapore dollar, which is the Company's functional currency. All financial information presented in Singapore dollar have been rounded to the nearest thousand, unless otherwise stated.

2.4 Use of estimates and judgements

The preparation of the financial statements in conformity with SFRS(I)s requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2024

2 BASIS OF PREPARATION (CONTINUED)

2.4 Use of estimates and judgements (continued)

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are included in the following notes:

Note 4 to Note 6	-	impairment assessment of property, plant and equipment, right-of-use assets and intangible assets: key assumptions underlying recoverable amounts;
Note 7	-	impairment assessment of investment in subsidiary and expected credit loss on the advances, loans, due from subsidiaries and financial guarantee: key assumptions underlying recoverable amounts;
Note 9	-	determination of the net realizable value of inventory on the basis of significant unobservable inputs;
Note 27	-	measurement of expected credit loss ("ECL") allowance for trade receivables and contract assets: key assumptions in determining the probability of default rate; and

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement (with Level 3 being the lowest).

The Group recognizes transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following Note 27 – Financial instruments.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2024

2 BASIS OF PREPARATION (CONTINUED)

2.5 Changes in material accounting policies

New and revised standards that are adopted

In the current financial year, the Group has adopted all the new and revised SFRS(I)s and Interpretations of SFRS(I)s that are relevant to its operations, and effective for the current financial year.

The adoption of these new/revised SFRS(I) and SFRS(I) INT did not have any material effect on the financial results or position of the Group and the Company (except as disclosed below):

Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2: Disclosure of Accounting Policies

The amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2 *Making Materiality Judgements* provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments require entities to disclose their material accounting policies rather than their significant accounting policies, and provide guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The Group has adopted the amendments to SFRS(I) 1-1 on disclosures of accounting policies. The amendments have no impact on the measurement, recognition and presentation of any items in the Group's and the Company's financial statements.

3 MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, except as explained in Note 2.5, which addresses changes in accounting policies.

3.1 Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortized cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on translation are generally recognized in profit or loss.

(ii) Foreign operations

The assets and liabilities of foreign operations are translated to Singapore dollar at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Singapore dollar at exchange rates at the dates of the transactions.

Foreign currency differences are recognized in OCI.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2024

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.2 Financial instruments

(i) Classification and subsequent measurement

Financial assets at amortized cost

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Non-derivative financial assets: Subsequent measurement and gains and losses

Financial assets at amortized cost

These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Non-derivative financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost.

Other financial liabilities are initially measured at fair value less directly attributable transaction costs. They are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. These financial liabilities comprised bank loans, lease liabilities and trade and other payables.

(ii) Intra-group financial guarantees in the separate financial statements

Financial guarantees issued are initially measured at fair value. Subsequently, they are measured at the higher of the loss allowance determined in accordance with SFRS(I) 9 *Financial Instruments* and the amount initially recognized less, when appropriate, the cumulative amount of income recognized in accordance with the principles of SFRS(I) 15 *Revenue from Contracts with Customers*.

ECLs are a probability-weighted estimate of credit losses. ECLs are measured for financial guarantees issued as the expected payments to reimburse the holder less any amounts that the Company expects to recover.

Loss allowances for ECLs for financial guarantees issued are presented in the Company's statement of financial position as 'Other payables'.

APPENDIX III – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP FOR FY2024

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2024

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.3 Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses. The cost of certain items of property, plant and equipment at 1 April 2017, the Group's date of transition to SFRS(I), was determined with reference to its fair value at that date.

Cost includes expenditure that is directly attributable to the acquisition of the asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.

(ii) Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

(iii) Revaluation of property, plant and equipment – Freehold land and building/Leasehold building

Freehold land and building/Leasehold building are measured at their revalued amounts, less accumulated depreciation and impairment losses recognized after the date of the revaluation. Valuations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from the fair value of the building at the end of the reporting period.

Any revaluation surplus is recognized in other comprehensive income and accumulated in equity under the revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognized in profit or loss, in which case the increase is recognized in profit or loss. A revaluation deficit is recognized in profit or loss, except to the extent that it offsets an existing surplus on the same asset carried in the revaluation reserve.

Any accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. The revaluation surplus included in the revaluation reserve in respect of an asset is transferred directly to retained earnings on retirement or disposal of the asset.

(iv) Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Depreciation is recognized as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment, unless it is included in the carrying amount of another asset. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Freehold land is not depreciated.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2024

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.3 Property, plant and equipment (continued)

(iv) Depreciation (continued)

Depreciation is recognized from the date that the property, plant and equipment are installed and are ready for use, or in respect of internally constructed assets, from the date that the asset is completed and ready for use.

The estimated useful lives for the current and comparative years are as follows:

• freehold building	40 years
• leasehold building	20 years
• leasehold improvements	3 to 19 years
• plant, machinery and equipment	
– tools and equipment	2 to 10 years
– test-bed	15 years
• supply boat	15 years
• motor vehicles	3 to 10 years
• furniture and fittings	2 to 10 years
• office equipment	2 to 10 years

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

3.4 Impairment

(i) Non-derivative financial assets and contract assets

The Group recognizes loss allowances for ECLs on:

- financial assets measured at amortized costs;
- contract assets; and
- intra-group financial guarantee contracts ("FGC").

Loss allowances of the Group are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument or contract asset.

Simplified approach

The Group applies the simplified approach to provide for ECLs for all trade receivables and contract assets. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

The Group considers a contract asset to be in default when the customer is unlikely to pay its contractual obligations to the Group in full, without recourse by the Group to actions such as realizing security (if any is held).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2024

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.4 Impairment (continued)

(i) Non-derivative financial assets and contract assets (continued)

General approach

The Group applies the general approach to provide for ECLs on all other financial instruments and FGCs. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECLs at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward-looking information.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECLs.

The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realizing security (if any is held); or
- the financial asset remains outstanding for more than a reasonable range of past due days, taking into account consideration historical payment track record, current macroeconomics situation as well as general industry trend.

The Company considers a FGC to be in default when the debtor of the loan is unlikely to pay its credit obligations to the creditor and the Company in full, without recourse by the Company to actions such as realizing security (if any is held). The Company only applies a discount rate if, and to the extent that, the risks are not taken into account by adjusting the expected cash shortfalls.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECLs

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2024

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.4 Impairment (continued)

(i) Non-derivative financial assets and contract assets (continued)

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECLs in the statements of financial position

Loss allowances for financial assets measured at amortized cost and contract assets are deducted from the gross carrying amount of these assets.

Loss allowances for FGC are recognized as a financial liability to the extent that they exceed the initial carrying amount of the FGC less the cumulated income recognized.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

(ii) Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets, other than inventories, contract assets and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognized if the carrying amount of an asset or its related cash-generating unit ("CGU") exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2024

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.4 Impairment (continued)

(ii) Impairment of non-financial assets (continued)

The Group's corporate assets do not generate separate cash inflows and are utilized by more than one CGU. Corporate assets are allocated to CGUs on a reasonable and consistent basis and tested for impairment as part of the testing of the CGU to which the corporate asset is allocated.

Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a *pro rata* basis.

3.5 Revenue

Goods and services sold

Trading of goods

Revenue is recognized at a point in time when the goods is delivered and control of a promised good has been transferred to the customer. The amount of revenue recognized is the amount of the transaction price allocated to the satisfied PO.

Rendering of service (include inspection, testing and training)

Revenue from rendering of service such as inspection, testing and training, is recognized at a point in time upon the completion of the services rendered and acceptance by the customer.

Rental income

Rental income under operating leases is recognized on a straight-line basis over the term of lease.

3.6 Leases

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2024

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.6 Leases (continued)

As a lessee (continued)

The estimated useful lives for the current and comparative years are 1 to 21 years.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property and lease liabilities in the statements of financial position.

Short-term leases and leases of low-value assets

The Group has elected not to recognize right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease.

3.7 Tax

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and at the time of the transaction, affects neither the accounting nor taxable profit or loss and not give rise to equal taxable and deductible temporary difference; and
- temporary differences related to investments in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future.

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2024

3 MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.7 Tax (continued)

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Group to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expenses in the period that such a determination is made.

3.8 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's CEO (the chief operating decision maker) to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Group's CEO include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters), head office expenses, and tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment, and intangible assets other than goodwill.

3.9 New standards and interpretations not yet adopted

New standards, amendments to standards and interpretations that have been issued at the end of the reporting period but are not yet effective for the financial year ended 31 March 2024 have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Group and the Company.

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2024

Group	← At valuation →			← At cost →					Construction in-progress \$'000	Total \$'000
	Freehold land and building \$'000	Leasehold building \$'000	Leasehold improvements \$'000	Plant, machinery and equipment \$'000	Supply boat \$'000	Motor vehicles \$'000	Furniture and fittings \$'000	Office equipment \$'000		
Cost or valuation										
At 1 April 2022	5,887	50,000	3,111	31,453	1,079	1,477	3,993	6,593	160	103,753
Additions	-	-	-	373	-	-	-	41	-	414
Disposals	-	-	-	(2,397)	(245)	(97)	(10)	(171)	-	(2,920)
Revaluation of property, plant and equipment	737	-	-	-	-	-	-	-	-	737
Reclassification	-	-	-	47	-	-	-	-	(47)	-
Effect of movements in exchange rates	(610)	-	(16)	(719)	-	(31)	(19)	(42)	1	(1,436)
At 31 March 2023	6,014	50,000	3,095	28,757	834	1,349	3,964	6,421	114	100,548
Additions	-	-	99	632	119	(352)	69	252	9	1,180
Disposals	-	-	(19)	(2,938)	(371)	(113)	(1,786)	(126)	-	(3,487)
Written off	-	-	-	(4,324)	-	-	-	-	-	(6,739)
Revaluation of property, plant and equipment	(610)	(3,000)	-	(6)	-	7	-	-	-	(3,610)
Transfer	-	-	1,311	122	-	19	(1,454)	(2,216)	(110)	(2,325)
Reclassification	-	-	-	-	-	-	-	2	-	-
Effect of movements in exchange rates	(94)	-	11	1	-	-	3	3	-	(76)
At 31 March 2024	5,310	47,000	4,497	22,244	582	910	764	4,171	13	85,491
Accumulated depreciation and impairment loss										
At 1 April 2022	8	1,331	1,540	22,176	588	1,353	3,827	5,521	-	36,344
Depreciation	48	2,625	345	2,271	70	58	86	144	-	5,647
Disposals	-	-	-	(2,121)	(128)	(97)	(9)	(168)	-	(2,523)
Revaluation of property, plant and equipment	-	(3,721)	-	-	-	-	-	-	-	(3,721)
Effect of movements in exchange rates	(2)	-	(11)	(486)	-	(27)	(24)	(42)	-	(592)
At 31 March 2023	54	235	1,874	21,840	530	1,287	3,880	5,455	-	35,155
Depreciation	57	2,817	169	1,425	69	39	12	168	-	4,756
Disposals	-	-	-	(1,967)	-	(352)	-	(130)	-	(2,449)
Written off	-	-	(19)	(4,324)	(371)	(113)	(1,786)	(126)	-	(6,739)
Revaluation of property, plant and equipment	(110)	(3,052)	-	(167)	-	(42)	-	(2,200)	-	(3,162)
Transfer	-	-	1,394	(733)	-	31	(1,394)	702	-	(2,409)
Reclassification	-	-	1,070	4,042	-	-	49	301	-	5,462
Impairment loss	-	-	-	-	-	-	-	-	-	-
Effect of movements in exchange rates	(1)	-	9	11	-	1	3	1	-	24
At 31 March 2024	-	-	4,497	20,127	228	851	764	4,171	-	30,638
Representing:										
Accumulated depreciation	-	-	3,427	16,085	228	851	715	3,870	-	25,176
Accumulated impairment loss	-	-	1,070	4,042	-	-	49	301	-	5,462
	-	-	4,497	20,127	228	851	764	4,171	-	30,638
Carrying amounts										
At 31 March 2023	5,960	49,765	1,221	6,917	304	62	84	966	114	65,393
At 31 March 2024	5,310	47,000	-	2,117	354	59	-	-	13	54,853

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2024

4 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Office equipment \$'000
Company	
Cost	
At 1 April 2022	1,106
Additions	1,710
Disposals	<u>(1,710)</u>
At 31 March 2023	1,106
Disposals	<u>(111)</u>
At 31 March 2024	995
Accumulated depreciation and impairment loss	
At 1 April 2022	1,076
Depreciation	23
Disposals	<u>(1)</u>
At 31 March 2023	1,098
Depreciation	3
Disposals	<u>(111)</u>
Impairment loss	5
At 31 March 2024	995
Representing:	
Accumulated depreciation	990
Accumulated impairment loss	<u>5</u>
	995
Carrying amounts	
At 31 March 2023	<u>8</u>
At 31 March 2024	<u>-</u>

- (a) On the following assumption, if it's under a cost model, the carrying amount of the Group's freehold land and building would be \$3,797,000 (2023: \$3,917,000) and the carrying amount of the Group's leasehold building would be \$23,053,000 (2023: \$24,436,000).
- (b) The Group has pledged certain property, plant and equipment with carrying amount of \$52,310,000 (2023: \$55,725,000) to secure banking facilities granted to the Group (Note 15). Certain portion of the Group's plant and equipment with total carrying amount of \$Nil (2023: \$90,000) are under lease liabilities (Note 5).
- (c) During the financial year, the Group transferred certain inventories with a carrying value of \$198,000 (2023: \$Nil) from inventories to plant, machinery and equipment as there was a change in the use of the inventories where the Group was able to rent these equipment as rental assets.

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4 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

(d) Revaluation of the freehold land and building/leasehold building

The Group's freehold land and building and leasehold building were revalued on 26 February 2024 and 20 May 2024 respectively in accordance with the requirements of SFRS(I) 13 *Fair Value Measurement*. The fair value of the Group's freehold land and building and leasehold building are determined based on market comparison approach and resulted in a loss on revaluation, net of tax of \$408,000 (2023: revaluation surplus of \$586,000) and a revaluation surplus of \$43,000 (2023: \$3,088,000) respectively have been credited in other comprehensive income and accumulated in equity under asset revaluation reserve (Note 14).

The fair value is based on Level 3 fair value hierarchy.

The deferred tax liabilities relating to the following component of other comprehensive income is as follows:

	Asset revaluation reserves (before deferred tax liabilities) \$'000	Deferred tax liabilities \$'000	Asset revaluation reserves (after deferred tax liabilities) \$'000
Group			
Balance at 1 April 2022	27,210	(4,683)	22,527
Revaluation gains on property, plant and equipment recognized (Note 14)	4,457	(783)	3,674
Balance at 31 March 2023	31,667	(5,466)	26,201
Revaluation losses on property, plant and equipment recognized (Note 14)	(448)	98	(350)
Foreign exchange movement	(15)	-	(15)
Balance at 31 March 2024	31,204	(5,368)	25,836

(e) Valuation techniques and significant unobservable inputs

The valuation technique used is comparison method. Comparison is made with sales of similar properties in the vicinity and adjustments are made for differences in tenure, condition, location and floor size, dates of transactions and etc., before arriving at the value of the subject property. Valuation methods used in determining the fair values involve certain estimates and comparable market transactions. These estimates are based on local market conditions existing at the end of each reporting date.

There were no significant inter-relationships between unobservable inputs. For the above-mentioned valuation technique, any significant changes in inputs, adjustments and assumptions used will result in a change in the fair value of the properties.

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For the financial year ended 31 March 2024

4 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

(f) Fair value hierarchy

The fair values of the properties which are determined by external valuers, having appropriate professional qualifications and experience in the location. For valuation performed by external valuers, management considers the appropriateness of the valuation techniques and assumptions applied by the external valuers.

The fair value measurement for property, plant and equipment has been categorised as a Level 3 fair value based on the inputs to the valuation technique used (Note 2.4).

The following table presents the reconciliation for property, plant and equipment measured at fair value based on significant unobservable inputs (Level 3):

	2024 \$'000
Group	
Freehold land and building/leasehold building under property, plant and equipment	
At beginning of financial year	55,725
Depreciation charge	(2,874)
Revaluation loss recognised in other comprehensive income	(448)
Effect of movements in exchange rates	(93)
At end of financial year	52,310
Total gain or losses for the financial year included in:	
<i>Other comprehensive income</i>	
Revaluation loss of property, plant and equipment, net of tax	(365)

(g) Impairment assessment

During the financial year, certain operations of the Group continued to incur operating losses. Accordingly, the Group performed an impairment assessment to determine the recoverable amount of the non-financial assets (including property, plant and equipment, right-of-use assets, intangible assets) and determine if any impairment loss should be recognized.

For impairment assessment, management has estimated the recoverable amounts of the assets/cash generating units ("CGUs") based on the fair value less cost of disposal ("FVLCD").

In determining the FVLCD, management considered the fair value of non-financial assets based on respective categories of assets. For properties, management determined the fair values based on valuations performed by independent external valuers and sales agreements with third parties. For other classes of PPE, management estimated the fair values based on purchases prices quoted by third parties. For ROU assets, management determined the fair values based on the expected cash flows to be generated from market participants' perspectives based on their understanding on the terms and conditions in the various lease agreement. For intangible assets, management estimated the fair value of intangible assets to be low or negligible, as these assets would not generate future cash flow independently for the entity. Consequently, the recoverable amount of the intangible assets is approximately zero, resulting in full impairment being recognized for these assets. The cost of disposal was assumed to be insignificant. This fair value measurement is categorized as Level 3 of the fair value hierarchy.

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4 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

(g) Impairment assessment (continued)

Based on the assessment, the Group has recognized impairment losses in its profit or loss, which include an impairment loss of \$5,462,000 (2023: \$Nil) on property, plant and equipment, \$2,776,000 (2023: \$Nil) on right-of-use assets, and \$1,662,000 (2023: \$Nil) on intangible assets to write down the property, plant and equipment, right-of-use assets, and intangible assets, to their recoverable amount of \$54,853,000, \$3,673,000 and \$Nil, respectively for the financial year ended 31 March 2024.

In the previous financial year, recoverable amount was determined using the VIU calculation, and the key assumptions used for the VIU calculations are those regarding the discount rates and revenue growth rates. Management estimated discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the cash generating units. The revenue growth rates were based on industry growth forecast as well as new project wins. The cash flow projections were based on forecasts prepared by the management covering a five-year period based on recent historical performance. For periods after the fifth year, a terminal growth rate is calculated and applied to project future cash flows. The discount rates applied to the cash flow projections were estimated based on the weighted average cost of capital of similar assets. The pre-tax rate used to discount the cash flows and the forecasted terminal growth rate to extrapolate cash flow projections beyond the five-year period are 12.5% and 9.5% and 3.1% and 3.15% for Manufacturing & Technical Services and Other Trading CGU (previously known as "Energy" and "Marine" respectively) respectively. No impairment was required in the previous financial year.

5 RIGHT-OF-USE ASSETS

(a) The Group as a lessee

The Group leases warehouse and factory facilities. The leases typically run for a period of 1 to 21 years, with an option to renew the lease after that date. Certain lease payments are renegotiated every five years to reflect market rentals. Some leases provide for additional rent payments that are based on changes in local price indices. For certain leases, the Group is restricted from entering into any sub-lease arrangements.

The Group also leases IT equipment and motor vehicles with contract terms of 1 to 3 years.

The Group leases warehouses, offices, motor vehicles and machineries with lease terms of 12 months or less, and lease of office equipment and machineries with low values. For these leases that are short-term and/or leases of low-value items, the Group has elected not to recognize right-of-use assets and lease liabilities for these leases.

The maturity analysis of the lease liabilities of the Group is disclosed in Note 27.

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For the financial year ended 31 March 2024

5 RIGHT-OF-USE ASSETS (CONTINUED)

(a) The Group as a lessee (continued)

Information about leases for which the Group is a lessee is presented below.

	Land and properties \$'000	Equipment \$'000	Motor vehicles \$'000	Total \$'000
Group				
Cost				
At 1 April 2022	9,377	760	865	11,002
Additions	-	-	126	126
Modification	210	-	68	278
Derecognition of right-of-use assets*	(977)	(39)	(394)	(1,410)
Foreign exchange movement	(716)	(16)	(3)	(735)
At 31 March 2023	7,894	705	662	9,261
Additions	2,338	153	208	2,699
Modifications	(55)	-	(1)	(56)
Derecognition of right-of-use assets*	(1,077)	(532)	(236)	(1,845)
Transfer	-	-	(39)	(39)
Foreign exchange movement	19	(5)	2	16
At 31 March 2024	9,119	321	596	10,036
Accumulated depreciation and impairment loss				
At 1 April 2022	3,330	491	597	4,418
Depreciation	1,074	179	207	1,460
Derecognition of right-of-use assets*	(977)	(39)	(394)	(1,410)
Foreign exchange movement	(696)	(12)	(3)	(711)
At 31 March 2023	2,731	619	407	3,757
Depreciation	1,259	100	232	1,591
Modifications	79	(21)	(37)	21
Derecognition of right-of-use assets*	(1,077)	(532)	(236)	(1,845)
Transfer	-	18	30	48
Impairment loss	2,649	-	127	2,776
Foreign exchange movement	18	(4)	1	15
At 31 March 2024	5,659	180	524	6,363
Carrying amounts				
At 31 March 2023	5,163	86	255	5,504
At 31 March 2024	3,460	141	72	3,673

* Derecognition of right-of-use-assets refer to leases that are derecognized due to early termination of these leases and leases that were expired during the financial year.

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For the financial year ended 31 March 2024

5 RIGHT-OF-USE ASSETS (CONTINUED)

(a) The Group as a lessee (continued)

Amounts recognized in consolidated statement of profit or loss and other comprehensive income

	Group	
	2024 \$'000	2023 \$'000
Leases under SFRS(I) 16 Leases		
Interest on lease liabilities (Note 20)	341	346
Impairment loss on right-of-use assets	2,776	-
Expenses relating to short-term leases	309	956
Expenses relating to leases of low-value assets, excluding short-term leases of low-value assets	38	36
	38	36

Amounts recognized in consolidated statement of cash flows

	Group	
	2024 \$'000	2023 \$'000
Total cash outflow for leases	2,527	3,906

(b) The Company as a lessee

	Motor vehicle \$'000
Company	
Cost	
At 1 April 2022	126
Additions	-
At 31 March 2023, 1 April 2023 and 31 March 2024	126
Accumulated depreciation and impairment loss	
At 1 April 2022	31
Depreciation for the financial year	42
At 31 March 2023	73
Depreciation for the financial year	42
Impairment loss for the financial year	11
At 31 March 2024	126
Carrying amounts	
At 31 March 2023	53
At 31 March 2024	-

(c) The Group as a lessor

Nature of the Group's leasing activities - Group as a lessor

The Group leased out its rigging and lifting equipment to various third parties for daily/monthly lease payments. The lease is classified as an operating lease because the risk and rewards incidental to ownership of the assets are not substantially transferred.

Rental revenue from leased of rigging and lifting equipment to customers are disclosed in Note 18.

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5 RIGHT-OF-USE ASSETS (CONTINUED)

(d) Lease liabilities

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Current liabilities				
- Lease liabilities	1,618	1,280	11	370
Non-current liabilities				
- Lease liabilities	5,290	4,845	-	11
	6,908	6,125	11	381

(e) The recoverable amounts of the right-of-use assets are determined from fair value less cost to disposal. Refer to Note 4(g) for details of impairment assessment performed over right-of-use assets.

6 INTANGIBLE ASSETS

	Trademark \$'000	Software \$'000	Total \$'000
Group			
Cost			
At 1 April 2022	485	4,076	4,561
Additions	1	104	105
At 31 March 2023	486	4,180	4,666
Additions	-	138	138
Transfer from property, plant and equipment	-	2,529	2,529
At 31 March 2024	486	6,847	7,333
Accumulated amortization and impairment loss			
At 1 April 2022	-	1,600	1,600
Amortization	-	826	826
At 31 March 2023	-	2,426	2,426
Amortization	-	879	879
Transfer from property, plant and equipment	-	2,366	2,366
Impairment loss	486	1,176	1,662
At 31 March 2024	486	6,847	7,333
Representing:			
Accumulated amortization	-	5,671	5,671
Accumulated impairment loss	486	1,176	1,662
	486	6,847	7,333
Carrying amounts			
At 31 March 2023	486	1,754	2,240
At 31 March 2024	-	-	-

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6 INTANGIBLE ASSETS (CONTINUED)

Company	Trademark \$'000	Software \$'000	Total \$'000
Cost			
At 1 April 2022	485	4,076	4,561
Additions	1	104	105
At 31 March 2023	486	4,180	4,666
Additions	-	120	120
At 31 March 2024	486	4,300	4,786
Accumulated amortization and impairment loss			
At 1 April 2022	-	1,600	1,600
Amortization	-	826	826
At 31 March 2023	-	2,426	2,426
Amortization	-	852	852
Impairment loss	486	1,022	1,508
At 31 March 2024	486	4,300	4,786
Representing:			
Accumulated amortization	-	3,278	3,278
Accumulated impairment loss	486	1,022	1,508
	486	4,300	4,786
Carrying amounts			
At 31 March 2023	486	1,754	2,240
At 31 March 2024	-	-	-

As at 31 March 2023, certain of the Group's intangible assets with total carrying amount of \$Nil (2023: \$1,754,000) are under lease liabilities (Note 5).

The amortization expense was included under "Administrative expenses" in the consolidated statement of profit or loss and other comprehensive income.

The recoverable amounts of the intangible assets are determined based on fair value less cost of disposal. Refer to Note 4(g) for details of impairment assessment performed over intangible assets.

7 SUBSIDIARIES

	Company	
	2024 \$'000	2023 \$'000
Investments in subsidiaries:		
- Investments in subsidiaries	53,982	53,982
- Interest in subsidiary	29,255	29,255
	83,237	83,237
- Impairment loss on investment in subsidiaries	(18,922)	-
	64,315	83,237
Amount due from subsidiaries:		
- Advances to subsidiaries	41,894	48,379
- Due from subsidiaries	4,431	896
- Loans due from subsidiaries	45,713	42,341
- Financial guarantee to subsidiary	187	187
	92,225	91,803
	156,540	175,040

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7 SUBSIDIARIES (CONTINUED)

Advances to subsidiaries and amount due from subsidiaries are interest free with no fixed term of repayment.

Loans due from subsidiaries bear interest of 3.5% to 4.0% (2023: 3.5% to 4.0%) per annum with no fixed term of repayment.

(a) Details of the significant subsidiaries:

Name of subsidiaries	Principal activities	Principal place of business	Ownership interest	
			2024 %	2023 %
AMOS Supply Pte. Ltd. ⁽¹⁾	Trading of technical supplies, rigging and lifting equipment and related services	Singapore	100	100
AMOS Malaysia Sdn. Bhd. ⁽²⁾	Trading of technical supplies, rigging and lifting equipment and related services	Malaysia	100	100
AMOS Korea Co., Ltd.*	Trading of technical supplies, rigging and lifting equipment and related services	South Korea	100	100
AMOS Azerbaijan LLC*	Trading of technical supplies, rigging and lifting equipment and related services; Provision of technical training and certification services	Azerbaijan	100	100
AMOS Europe (UK) Limited ⁽²⁾⁽³⁾	Trading of technical supplies, rigging and lifting equipment and related services	United Kingdom	100	100
AMOS Middle East Holdings FZE ⁽²⁾	Investment holding	United Arab Emirates ("UAE")	100	100
AMOS Middle East FZE ⁽²⁾	Trading of technical supplies, rigging and lifting equipment and related services	UAE	100	100
AMOS International (S) Pte. Ltd. ⁽¹⁾	Trading of technical supplies, rigging and lifting equipment and related services	Singapore	100	100
AMOS (Shanghai) Co., Ltd. ⁽²⁾	Trading of technical supplies, rigging and lifting equipment and related services	People's Republic of China	100	100
AMOS International (HK) Limited ⁽²⁾	Business of marine supplies and general traders	Hong Kong	100	100

AMOS Group Limited

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7 SUBSIDIARIES (CONTINUED)

(a) Details of the significant subsidiaries: (continued)

(1) Audited by Baker Tilly TFW LLP.

(2) Audited by member firms of the Baker Tilly International network.

(3) The subsidiary has a 100% held branch which has its principal place of business in Azerbaijan.

Not required to be audited as the Company was exempted from audit during the financial year.

(b) Incorporation of subsidiary

In financial year ended 2023, the Company incorporated a wholly-owned subsidiary in Philippines under the name of AMOS Solutions Center Inc. with issued and unpaid share capital of \$120.

(c) Impairment assessment

During the financial year, management performed an impairment test for investments in subsidiaries due to consistent losses incurred by the cash-generating units (CGUs). Management has estimated the recoverable amounts of the CGUs based on the fair value less cost of disposal ("FVLCD").

In determining the FVLCD, management considered that the net assets of CGUs with non-financial assets had been revalued to fair value based on valuations performed by the independent external valuers and the estimated purchase prices quoted by third parties or other methodologies that satisfy the requirements of SFRS(I) 13 *Fair Value Measurement*, as described in Note 4(g). Financial assets/liabilities were considered to be at fair values due to their short-term nature, and the cost of disposal was assumed to be insignificant. This fair value measurement is categorized as level 3 of the fair value hierarchy.

Based on the management assessment, the Company has recognized an impairment loss of \$18,922,000 (2023: \$Nil) to write down the investment in subsidiaries to their recoverable amount for the financial year ended 31 March 2024. This fair value measurement is categorized in Level 3 of the fair value hierarchy.

In the previous financial year, recoverable amount was determined using the VIU calculations, the key assumptions used for the VIU calculations are those regarding the discount rates and revenue growth rates. Management estimated discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the cash generating units. The revenue growth rates were based on industry growth forecast as well as new project wins. The cash flow projections were based on forecasts prepared by the management covering a five-year period based on recent historical performance. For periods after the fifth year, a terminal growth rate is calculated and applied to project future cash flows. The discount rates applied to the cash flow projections were estimated based on the weighted average cost of capital of similar assets. The pre-tax rate used to discount the cash flows and the forecasted terminal growth rate to extrapolate cash flow projections beyond the five-year period are 12.5% and 9.5% and 3.1% and 3.15% for Manufacturing & Technical Services and Other Trading (previously known as "Energy" and "Marine" respectively) CGU respectively. No impairment was required in the previous financial year.

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7 SUBSIDIARIES (CONTINUED)

(d) Expected credit loss assessment

When measuring expected credit loss ("ECL") on the advances, loans, due from subsidiaries and financial guarantee, the Group uses reasonable and supportable forward-looking information, which is based on assumptions and forecasts of future economic conditions. Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

As the calculation of loss allowance on the advances, loans, due from subsidiaries and financial guarantee is subject to assumptions and forecasts, any changes to these estimations will affect the amounts of loss allowance recognized and the carrying amounts of the advances, loans, due from subsidiaries and financial guarantee. Details of ECL measurement of the advances, loans, due from subsidiaries and financial guarantee at the reporting date are disclosed in Note 27.

8 DEFERRED TAX ASSETS AND LIABILITIES

The following are the deferred tax assets and liabilities recognized by the Group and the movements thereon, during the reporting period:

	Note	Asset revaluation reserves \$'000	Unutilized capital allowances and other timing differences \$'000	Net \$'000
Group				
At 1 April 2022		(4,198)	19	(4,179)
Credit to profit or loss	21	210	71	281
Charged to other comprehensive income	4	(783)	-	(783)
At 31 March 2023		(4,771)	90	(4,681)
Charge/(credit) to profit or loss	21	241	(92)	149
Charged to other comprehensive income	4	98	-	98
Foreign exchange movement		6	-	6
At 31 March 2024		(4,426)	(2)	(4,428)

At the end of the reporting period, the deferred tax liabilities for temporary differences of \$57,000 (2023: \$1,309,000) associated with undistributed earnings of subsidiaries have not been recognized because the Group is in a position to control the timing of reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

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8 DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

	Group	
	2024	2023
	\$'000	\$'000
Representing:		
Deferred tax assets	33	90
Deferred tax liabilities	(4,461)	(4,771)
	(4,428)	(4,681)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

9 INVENTORIES

	Group	
	2024	2023
	\$'000	\$'000
Raw materials and products		
– Accessories and trading goods	16,798	17,742
– Wire ropes	9,672	14,414
	26,470	32,156
Carrying amount of inventories pledged as security for bank borrowings	7,322	10,068

The following amounts are recognized in profit or loss:

	Group	
	2024	2023
	\$'000	\$'000
Inventories recognized as an expense in cost of sales	52,855	70,078

Cost is calculated using the first-in, first out method for accessories and marine supplies and specific identification method for wire ropes. Where necessary, inventories are written down to net realizable value when the cost of inventories may not be recoverable. Management determined the net realizable value based on the conditions, aging and types of material of inventories and current market conditions. The required level of write-down could change significantly as a result of changes in market conditions. Adjustments to the carrying amount of inventories may be made in future periods in the event that their carrying amounts may not be recoverable resulting from future loss events.

In the financial year 2024, the Group has recognized a write-down of inventories of \$453,000 (2023: \$Nil) due to the restructuring plan made within the Group. The write-down made was included in other operating expenses under restructuring costs.

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10 TRADE RECEIVABLES

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Trade receivables	16,914	24,418	-	-
Amounts due from subsidiaries	-	-	3,783	5,373
	16,914	24,418	3,783	5,373
Less: allowance for impairment loss (Note 27)	(1,258)	(922)	-	-
	15,656	23,496	3,783	5,373

Amounts due from subsidiaries

Outstanding balances from subsidiaries are unsecured and trade in nature. There is no credit loss allowance arising from these outstanding balances as the Expected Credit Loss ("ECL") is assessed to be not material.

Credit and market risks, and impairment losses

The Group and the Company's exposure to credit and currency risks, and impairment losses for trade receivables and contract assets are disclosed in Note 27.

11 OTHER RECEIVABLES

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Advance payments to suppliers	407	2,103	10	21
Less: allowance for impairment loss (Note 27)	-	(1,260)	-	-
	407	843	10	21
Deposits	622	491	11	18
Prepayments	1,107	937	158	283
GST recoverables	835	1,386	-	-
Recoverable from third parties	495	49	10	-
	3,466	3,706	189	322

Credit and market risks, and impairment losses

The Group and the Company's exposure to credit and currency risks, and impairment losses for other receivables (excludes prepayments and GST recoverable), are disclosed in Note 27.

12 CASH AND BANK BALANCES

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Cash on hand	123	47	-	-
Fixed deposits	10	10	-	-
Bank balances	7,384	5,195	1,207	67
Restricted cash at bank	1,310	1,595	-	-
	8,827	6,847	1,207	67

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13 SHARE CAPITAL

	Group and Company		2024 \$'000	2023 \$'000
	2024	2023		
	Number of ordinary shares '000	Number of ordinary shares		
Issued and paid-up:				
At 1 April	208,331	178,569	183,253	179,230
Rights issue	-	29,762	-	4,166
Shares issuance expenses	-	-	-	(143)
At 31 March	208,331	208,331	183,253	183,253

On 27 January 2023, 29,761,575 right shares have been allotted at an issue price of \$0.14 for each Rights Share, on the basis of one (1) Right Shares for every six (6) existing ordinary shares in the capital of the Company for total proceeds of \$4,166,621.

The fully paid ordinary shares, which have no par value, carry one vote per share and a right to dividends as and when declared by the Company.

Capital management

The primary objective of the management of the Group's capital structure is to maintain a level of equity in order to achieve an optimal cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows. As the Company is part of a larger group, the Company's sources of additional capital and policies for distribution of excess capital may also be affected by the Group's capital management objectives.

The Group and Company defines "capital" as including all components of equity.

The Board regularly reviews the Group's and Company's capital structure and makes adjustments to reflect economic conditions, business strategies and future commitments.

No significant changes were made in the objectives, policies or processes relating to the management of the Company's capital structure during the financial year. Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

14 OTHER RESERVES

Other reserves comprise of merger reserves and asset revaluation reserves.

	Group	
	2024 \$'000	2023 \$'000
Merger reserves	(19,551)	(19,769)
Asset revaluation reserves	25,836	26,201
At 31 March	6,285	6,432

Merger reserves

Merger reserves arise when the Group acquired AMOS International Holdings Pte. Ltd. ("AIH") and its group of subsidiaries which has been amalgamated and transferred into AIS previously. In the financial year ended 2024, the Group transferred \$218,000 from translation reserve, which related to the amalgamation of subsidiaries in AMOS Supply Pte. Ltd., to merger reserves.

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14 OTHER RESERVES (CONTINUED)

Asset revaluation reserves

The asset revaluation reserves arise from the revaluation of freehold land and building/leasehold building.

	Group	
	2024	2023
	\$'000	\$'000
At 1 April	26,201	22,527
Revaluation on (loss)/gain	(365)	3,674
At 31 March	25,836	26,201

The revaluation surplus will be transferred to retained earnings progressively as the property, plant and equipment are used by the Group.

15 BANK BORROWINGS

	Group	
	2024	2023
	\$'000	\$'000
Current liabilities		
– Bank loans (secured)	15,262	19,005
Non-current liabilities		
– Bank loans (secured)	-	596
	15,262	19,601

The bank loans bear floating interest rates ranging from 5.1% to 6.0% (2023: 1.9% to 5.9%) per annum. Bank loans at floating interest rates are contractually repriced on a short-term basis, typically six months or less.

As at 31 March 2024, certain bank loans of the Group are secured by:

- (a) Legal mortgage over a leasehold building of the Group (Note 4)
- (b) Legal mortgage over a freehold land and building of the Group (Note 4)
- (c) A corporate guarantee by the Company
- (d) Inventories of certain subsidiaries subject to the satisfaction of bank covenant where the fair market value (Note 9) does not exceed the Inventories Loan-To-Value ratio

Bank covenants are monitored on a regular basis by management to ensure compliance with the agreement.

In keeping with typical practices for commercial bank loans, a portion of the Group's banking facilities are expected to meet specified financial ratios and minimum net worth covenants for the Group and its subsidiaries. In the event of the Group and its subsidiaries breaching any of these covenants, and should the covenant not be waived the outstanding loan facilities might be repayable at any time demanded by the commercial bank.

The Group had breached a specific bank loan covenant on both 31 March 2024 and 2023, and therefore, in accordance with the accounting requirements, the corresponding \$10.3 million (2023: \$10.4 million) loan balance has been categorised as current in the financial statements as of 31 March 2024, even though management does not believe that the commercial bank will seek to recall the loan before its final maturity date of November 2029. Securities for the loan include legal mortgage over the Group's property, plant and equipment (Note 4) and a corporate guarantee by the Company.

The estimated fair values of the bank loans approximate their carrying values as the loans are repriced on a timely basis depending on movements in the market lending rates.

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15 BANK BORROWINGS (CONTINUED)

Reconciliation of movements of liabilities to cash flows arising from financing activities:

	Bank loans \$'000	Lease liabilities (Note 5) \$'000	Amount due to a shareholder \$'000	Total \$'000
Balance at 1 April 2022	23,598	8,430	-	32,028
Changes from financing cash flows				
Repayment of bank loans	(3,842)	-	-	(3,842)
Interest paid	(1,001)	(346)	-	(1,347)
Repayment of lease liabilities	-	(2,568)	-	(2,568)
Total changes from financing cash flows	(4,843)	(2,914)	-	(7,757)
Other changes				
Liability related				
Interest expense	1,001	346	-	1,347
New lease liabilities	-	126	-	126
Modification of lease liabilities	-	196	-	196
Foreign exchange movement	(155)	(59)	-	(214)
Total liability-related other changes	846	609	-	1,455
Balance at 31 March 2023	19,601	6,125	-	25,726
Balance at 1 April 2023	19,601	6,125	-	25,726
Changes from financing cash flows				
Advance	-	-	3,000	3,000
Repayment of bank loans	(4,295)	-	-	(4,295)
Interest paid	(1,065)	(341)	-	(1,406)
Repayment of lease liabilities	-	(1,839)	-	(1,839)
Total changes from financing cash flows	(5,360)	(2,180)	3,000	(4,540)
Other changes				
Liability related				
Interest expense	1,065	341	74	1,480
New lease liabilities	-	2,699	-	2,699
Modification of lease liabilities	-	(79)	-	(79)
Foreign exchange movement	(44)	2	-	(42)
Others	-	-	78	78
Total liability-related other changes	1,021	2,963	152	4,136
Balance at 31 March 2024	15,262	6,908	3,152	25,322

16 TRADE PAYABLES

	Group	
	2024 \$'000	2023 \$'000
Third parties	11,068	14,078

The average credit period of trade payables is 30 days to 90 days (2023: 30 days to 90 days). No interest is charged on the outstanding balances.

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For the financial year ended 31 March 2024

17 OTHER PAYABLES

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Third parties (non-trade)	5,031	4,086	212	280
Accruals of expenses	2,051	2,878	430	309
Due to a shareholder	3,152	-	3,152	-
Due to subsidiaries	-	-	1,528	2,560
Due to an associate	28	-	-	-
GST/VAT payables	591	153	75	40
Provision for unutilized leave	452	339	28	62
Financial guarantee to subsidiaries (Note 24)	-	-	125	159
	11,305	7,456	5,550	3,410

The other payables to third parties relate to non-trade transactions that is interest free and repayable on demand. Amount due to subsidiaries are interest free and repayable on demand.

Included in the amount due to a shareholder is short-term advances of \$3,000,000 (2023: \$Nil) which is interest-bearing, unsecured and is repayable on demand. Interest is charged at a rate of 8.0% per annum.

The amount due to an associate is interest free and repayable on demand.

18 REVENUE

Group	Timing of revenue recognition	Segment	2024 \$'000	2023 \$'000
Sales of goods	Sales of goods (revenue recognized at a point in time)	Trading	65,845	92,446
Rendering of service	Service revenue (recognized at a point in time)	Trading	4,381	4,095
Rental revenue	Rental (revenue recognized over time)	Trading	4,243	2,839
			74,469	99,380

Contract balances

The following table provides information about trade receivables, contract assets and contract liabilities from contracts with customers:

	Note	2024 \$'000	2023 \$'000	01.04.2022 \$'000
Group				
Trade receivables	10	15,656	23,496	25,002
Contract assets		619	2,599	2,627
Contract liabilities		(759)	(801)	(1,447)
Company				
Trade receivables	10	3,783	5,373	2,830
Contract assets		1,305	1,393	1,628

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18 REVENUE (CONTINUED)

Contract balances (continued)

The contract assets primarily relate to the Group's and Company's rights to consideration for work completed/delivered but not billed at the reporting date. The contract assets are transferred to trade receivables when the rights become unconditional. This usually occurs when the Group and the Company invoice the customer.

The contract liabilities to the Group primarily relate to advance consideration received from customers for the sale of goods or rendering of services.

The amount of \$2,599,000 and \$1,393,000 (2023: \$2,627,000 and \$1,628,000) recognized in the Group's and the Company's contract assets respectively at the beginning of the financial year has been recognized as trade receivables for the financial year ended 31 March 2024.

The amount of \$801,000 (2023: \$1,447,000) recognized in the Group's contract liabilities at the beginning of the financial year has been recognized as revenue for the financial year ended 31 March 2024.

19 OTHER OPERATING INCOME/EXPENSES

	Group	
	2024	2023
	\$'000	\$'000
Other operating income:		
Interest income	15	9
Sundry income	74	285
Government grants	15	21
Rental income	28	15
Trade payables written back	-	9
Gain on disposal of property, plant and equipment	265	130
Gain on modification of right-of-use assets	2	-
Doubtful trade receivables recovered	19	307
	418	776
Other operating expenses:		
Trade receivables written off	-	48
Restructuring costs	1,295	8
Professional and consultancy fees	-	360
Foreign exchange loss	120	1,869
Other expenses	15	-
	1,430	2,285

20 FINANCE COSTS

	Group	
	2024	2023
	\$'000	\$'000
Bank facility fee	60	26
Interest expense on:		
- Bank loans	1,065	1,001
- Lease liabilities	341	346
- Short term advance from a shareholder	74	-
	1,540	1,373

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21 TAX EXPENSE/(CREDIT)

	Group	
	2024 \$'000	2023 \$'000
Current tax expense		
Current	162	143
Under provision in prior years	48	-
	<u>210</u>	<u>143</u>
Deferred tax (Note 8)		
Origination and reversal of temporary differences	(239)	(210)
Under provision in prior years	90	-
	<u>(149)</u>	<u>(210)</u>
	<u>61</u>	<u>(67)</u>
 Reconciliation of effective tax rate		
Loss before tax	<u>(24,522)</u>	<u>(11,834)</u>
Income tax benefit at 17% (2023: 17%)	(4,169)	(2,012)
Effect of non-deductible items	2,946	729
Effect of exemption and incentives	(40)	(1)
Effect of different tax rate of overseas operations	(188)	242
Effect of deferred tax benefits not recognized	1,491	1,523
Utilization of deferred tax benefits previously not recognized	(120)	(526)
Under provision of current tax in prior years	48	-
Under provision of deferred tax in prior years	90	-
Others	3	(22)
	<u>61</u>	<u>(67)</u>

The corporate tax rates applicable to companies incorporated in Singapore and foreign subsidiaries of the Group are 17% (2023: 17%) and from 16.5% to 25% (2023: 10% to 25%) respectively for the year of assessment 2024 onwards.

As at 31 March 2024, the Group has tax losses of \$116,059,000 (2023: \$106,004,000), that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognized.

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21 TAX EXPENSE/(CREDIT) (CONTINUED)

Unrecognized deferred tax assets and deferred tax liabilities

Deferred tax assets and liabilities have not been recognized in respect of the following items:

	Assets	
	2024 \$'000	2023 \$'000
Unutilized tax losses and capital allowances	116,059	106,004
Unrecognized deferred tax assets	19,730	18,021

The total tax loss carryforwards for the financial year can be reconciled as follows:

	Local ¹ \$'000	Foreign ² \$'000	Total \$'000
At 1 April 2022	88,941	11,589	100,530
Arising during the financial year	8,015	137	8,152
Utilized during the financial year	(676)	(2,002)	(2,678)
At 31 March 2023	96,280	9,724	106,004
Deferred tax asset on above: Not recognized	16,368	1,653	18,021
At 1 April 2023	96,280	9,724	106,004
Arising during the financial year	4,608	4,160	8,768
Forfeited/adjusted during the financial year	2,399	(408)	1,991
Utilized during the financial year	(332)	(372)	(704)
At 31 March 2024	102,955	13,104	116,059
Deferred tax asset on above: Not recognized	17,502	2,228	19,730

1 The realization of the future income tax benefits from the tax loss carryforwards for the local subsidiaries is available for an unlimited future period subject to conditions imposed by law including the retention of majority shareholders as defined.

2 The realization of the future income tax benefits from the tax loss carryforwards for the foreign subsidiaries is available for a maximum of five to ten years subject to agreement with the Inland Revenue Board of the country in which the foreign subsidiaries operate.

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22 LOSS FOR THE FINANCIAL YEAR

Loss for the financial year has been arrived at after charging:

	Group	
	2024	2023
	\$'000	\$'000
Directors' remuneration:		
– of the Company	370	377
Employee benefits expense (including directors' remuneration)		
Salaries and related benefits		
– distribution costs	6,024	6,318
– administrative expenses	6,848	8,236
– cost of sales	3,136	3,676
	16,008	18,230
Costs of defined contribution plan		
– distribution costs	475	621
– administrative expenses	608	607
– cost of sales	229	229
	1,312	1,457
Foreign exchange loss, net	120	1,869
Audit fees paid or payable to (as agreed upon)		
– auditor of the Company	259	242
– auditor of the subsidiaries*	211	190
	470	432
Non-audit fees	14	–
Aggregate amount of fees paid to auditor	484	432
Operating lease expenses (Note 5)	347	992

* Related to audit fee paid or payable to independent member firms of the Baker Tilly International network for the financial year ended 31 March 2024 (2023: member firms of Baker Tilly International network).

23 LOSS PER SHARE

The calculation of the loss per share attributable to the ordinary equity holders of the Group is based on the following data:

	Group	
	2024	2023
	\$'000	\$'000
Net loss attributable to shareholders of the Company	(24,583)	(11,767)
	Number of shares	
	'000	
Weighted average number of ordinary shares for purpose of loss per share	208,331	181,754
Basic and diluted loss per share (cents per share)	(11.80)	(6.47)

There are no dilutive equity instruments for 2024 and 2023 as the ESOS is anti-dilutive due to the Group's loss-making position.

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24 COMMITMENT AND CONTINGENCIES

Contingent liability – Guarantees

The Company has granted corporate guarantees to banks in respect of bank facilities utilized by the subsidiaries of the Group. The maximum amount that the Company could be forced to settle, if the full guaranteed amount is claimed by the counterparty to the guarantee is \$12,894,000 (2023: \$17,370,000) respectively. The earliest period that the guarantee could be called is within 1 year (2023: 1 year) from the end of the reporting period.

25 RELATED PARTY TRANSACTIONS

Some of the Group's transactions and arrangements are with related parties and the effect of these on the basis determined between the parties is reflected in these financial statements. The related party balances are unsecured, interest-free, and repayable on demand and expected to be settled in cash, with the exception of the interest-bearing short-term advance from a shareholder of \$3,000,000 at an interest rate of 8.0% per annum.

The tables below disclose the related party transactions other than those already disclosed elsewhere in these financial statements.

Key management personnel compensation

The remuneration of directors and other members of key management are as follows:

	Group	
	2024	2023
	\$'000	\$'000
Short-term employee benefits	1,139	1,460
Post-employment benefits	34	25
	<u>1,173</u>	<u>1,485</u>

Other related party transactions

	Group and Company	
	2024	2023
	\$'000	\$'000
<i>A shareholder of the Company</i>		
Short term advance from	3,000	-
Interest expenses payable	74	-
Consultation fee charged	48	24
	<u>3,122</u>	<u>24</u>
<i>Related corporations*</i>		
Sales	<u>283</u>	<u>-</u>

* An entity control by the beneficial owner who is also director of the entity and the Company.

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26 SEGMENT INFORMATION

For the purpose of the resource allocation and assessment of segment performance, the Group's chief operating decision maker has focused on the business operating units which in turn, are segregated based on their services. This forms the basis of identifying the operating segments of the Group under SFRS(I) 8 *Operating Segments*.

Operating segments are aggregated into a single reporting segment if they have similar economic characteristics.

The Group's reportable segments under SFRS(I) 8 *Operating Segments* in FY2023 were set out below:

Energy – The Energy business segment relates to the supply and manufacture of rigging, lifting equipment and provision of related services for the global offshore oil and gas industry.

Marine – This segment provides marine supplies and services and general merchandise.

In financial year ended 2024, the Group restructured into an integrated global trader of technical supplies, rigging & lifting equipment and related services to marine and offshore customers. This has resulted in the composition of the Group's reportable segments to change, which more appropriately reflects the nature and financial effects of the business activities in which it engages in. The segmental information for FY2023 has been represented accordingly.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 3. Segment results represent the results of each segment and is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

For the purposes of monitoring segment performance and allocating resources between segments, the chief operating decision maker monitors the tangible, intangible and financial assets and liabilities attributable to each segment.

All assets and liabilities are allocated to reportable segments. Assets and liabilities, if any, used jointly by reportable segments are allocated on the basis of the revenues earned by individual reportable segments. Others included unallocated Group-level corporate services cost, income from investment holding.

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26 SEGMENT INFORMATION (CONTINUED)

	Trading \$'000	Others \$'000	Total \$'000
31 March 2024			
Revenue			
Sales to external customers	<u>74,469</u>	-	<u>74,469</u>
Loss from operations			
Segment results	(17,613)	(4,134)	(21,747)
Restructuring costs	(1,207)	(88)	(1,295)
Interest expense	(1,459)	(81)	(1,540)
Share of profit of an associate	60	-	60
Income tax expense	(61)	-	(61)
Loss for the financial year	<u>(20,280)</u>	<u>(4,303)</u>	<u>(24,583)</u>
Assets			
Segment assets	<u>112,342</u>	<u>1,396</u>	<u>113,738</u>
Liabilities			
Segment liabilities	<u>45,928</u>	<u>3,909</u>	<u>49,837</u>
Other information			
Gain on disposal of property, plant and equipment	265	-	265
Impairment loss on trade receivables	(476)	-	(476)
Allocable depreciation and amortization	(6,329)	(897)	(7,226)
Impairment loss on property, plant and equipment	(5,457)	(5)	(5,462)
Impairment loss on right of use assets	(2,765)	(11)	(2,776)
Impairment loss on intangible assets	(1,662)	-	(1,662)
Allocable additions to non-current assets	<u>3,897</u>	<u>120</u>	<u>4,017</u>
31 March 2023			
Revenue			
Sales to external customers	<u>99,380</u>	-	<u>99,380</u>
Loss from operations			
Segment results	(11,326)	873	(10,453)
Restructuring costs	(8)	-	(8)
Interest expense	(1,323)	(50)	(1,373)
Income tax credit	67	-	67
Loss for the financial year	<u>(12,590)</u>	<u>823</u>	<u>(11,767)</u>
Assets			
Segment assets	<u>141,455</u>	<u>618</u>	<u>142,073</u>
Liabilities			
Segment liabilities	<u>51,773</u>	<u>1,231</u>	<u>53,004</u>
Other information			
Gain on disposal of property, plant and equipment	130	-	130
Trade receivables written off	(48)	-	(48)
Impairment loss on trade receivables	(132)	-	(132)
Allocable depreciation and amortization	(7,043)	(890)	(7,933)
Allocable additions to non-current assets	<u>644</u>	<u>-</u>	<u>644</u>

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26 SEGMENT INFORMATION (CONTINUED)

Geographic information

The Group operates mainly in the geographic countries of Singapore, People's Republic of China, United Kingdom, South Korea and others. The Group's revenue from external customers and information about its segment assets (non-current assets) by geographic locations are detailed below:

	Group	
	2024 \$'000	2023 \$'000
Revenue from external customers (based on revenue by geographical countries)		
Singapore	40,201	59,962
People's Republic of China	9,388	8,779
United Kingdom	3,965	10,642
Other countries ⁽¹⁾	20,915	19,997
	74,469	99,380
Non-current assets (based on location of assets)		
Singapore	52,318	56,519
South Korea	5,326	7,207
Other countries ⁽²⁾	1,017	9,543
	58,661	73,269

(1) Revenue from "Other countries" includes revenue from customers in countries that individual account for less than 10% of the Group's revenue.

(2) Location for "Other countries" includes Azerbaijan, China, Kazakhstan, Malaysia, United Kingdom, United Arab Emirates and Vietnam that individually account for less than 10% of the Group's non-current assets.

Information about major customers

There are no revenues from transactions with any single external customer that amount to 10% or more of the Group's revenue.

27 FINANCIAL INSTRUMENTS

Financial risk management

Overview

The Group has exposure to the following risks arising from financial instruments:

- credit risk
- liquidity risk
- market risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

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27 FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management (continued)

Risk management framework

The Group's overall financial risk management strategy seeks to minimize potential adverse effects of financial performance of the Group. The Board of Directors reviews the overall financial risk management on specific areas, such as credit risk, liquidity risk and market risk. Risk management is monitored by finance department under the policies approved by Board of Directors.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers.

The carrying amounts of financial assets and contract assets represent the Group and the Company's maximum exposures to credit risk, before taking into account any collateral held. The Group and the Company do not require any collateral in respect of their financial assets.

Impairment losses on trade receivables recognized in profit or loss were as follows:

	Group	
	2024	2023
	\$'000	\$'000
Impairment loss on trade receivables	(476)	(132)

Trade receivables and contract assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Group's customer base, including the default risk associated with the industry and country in which customers operate, as these factors may have an influence on credit risk. Details of the concentration of revenue are included in Note 26.

The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information, and in some cases bank references. Sale limits are established for each customer; these limits are reviewed quarterly. Customers failing to meet the Group's benchmark creditworthiness may transact with the Group only on a prepayment basis.

There is no concentration of customer's credit risk at Group level.

The Company is exposed to a concentration of credit risk as trade receivables and loans to subsidiary corporations amounting to about 29% (2023: 48%) and 87% (2023: 91%) of the respective balances are due from one subsidiary corporation. This subsidiary corporation has been assessed to be creditworthy and management has assessed that no impairment loss allowance is required.

The Group does not require collateral in respect of trade receivables. The Group does not have trade receivables and contract assets for which no loss allowance is recognized because of collateral.

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27 FINANCIAL INSTRUMENTS (CONTINUED)

Credit risk (continued)

Exposure to credit risk

Expected credit loss assessment for individual customers

The Group segments its trade receivables based on the risk profile of their clients which include the country that their customers operate. The Group used data that is determined to be predictive of the risk of loss (including but not limited to financial information and available public information of their customers and past experience of the customers' repayment patterns) to determine the applicable credit loss rates to trade receivables.

In determining the expected credit losses for their trade receivables, the Group used the following bases:

- Trade receivables that have been outstanding beyond the expected range of past due days and for which there is no reasonable expectation of recovery are deemed to be credit-impaired. These trade receivables are fully provided.
- The expected credit losses for non-credit impaired trade receivables are estimated using either (i) a provision matrix using historical credit loss rates adjusted with forward-looking information to reflect the effects of the current and future economic conditions in each geographical region, or (ii) the past historical experience of collections from the customers.

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets for individual customers as at 31 March:

	Gross carrying amount \$'000	Impairment loss allowance \$'000
2024		
Credit-impaired receivables	939	(939)
<i>Not credit-impaired receivables:</i>		
Not past due	8,223	(46)
Past due 1 – 30 days	2,702	(8)
Past due 31 – 60 days	2,095	(15)
Past due 61 – 90 days	461	(5)
Past due more than 90 days	3,113	(245)
	17,533	(1,258)
2023		
Credit-impaired receivables	607	(607)
<i>Not credit-impaired receivables:</i>		
Not past due	15,455	(95)
Past due 1 – 30 days	2,788	(36)
Past due 31 – 60 days	1,046	(7)
Past due 61 – 90 days	1,217	(6)
Past due more than 90 days	5,904	(171)
	27,017	(922)

The Group applied the expected credit loss rates ranging from 0.19% to 17.07% (2023: 0.07% to 14.81%) in different aging group using a provision matrix using historical credit loss rates adjusted with forward-looking information to reflect the effects of the current and future economic conditions in each geographical country. In cases where the Group used the probability of default rates as the basis of ECL estimates, the Group obtained those rates applicable to the transportation and services industry, and the energy and natural resources industry from a credit rating agency. The customers' country of operations was also taken into account in applying the rates.

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27 FINANCIAL INSTRUMENTS (CONTINUED)

Credit risk (continued)

Exposure to credit risk (continued)

Expected credit loss assessment for individual customers (continued)

Movements in allowance for impairment in respect of trade receivables and contract assets and other financial assets at amortized cost

The movement in the allowance for impairment in respect of trade receivables and contract assets, and other financial assets amortized cost was as follows:

	Trade receivables and contract assets \$'000	Other financial assets at amortized cost \$'000	Total \$'000
At 1 April 2022	1,590	1,511	3,101
Impairment loss recognized	132	-	132
Allowance written back as collectable	(300)	-	(300)
Allowance written off as uncollectible	(476)	-	(476)
Foreign currency translation	(24)	(251)	(275)
At 31 March 2023	922	1,260	2,182
Impairment loss recognized	476	-	476
Allowance written back as collectable	(19)	-	(19)
Allowance written off as uncollectible	(121)	(1,377)	(1,498)
Foreign currency translation	-	117	117
At 31 March 2024	1,258	-	1,258

Non-trade receivables from subsidiaries

The Company applies the SFRS(I) 9 *Financial Instruments* general approach for measuring expected credit losses for its advances, due from, loans and financial guarantee to subsidiaries.

The Company assessed the latest performance and financial position of the respective subsidiaries, adjusted for the future outlook of the industry in which the subsidiaries operate in, and concluded that there has been significant increase in the credit risk since the initial recognition of the financial assets. Accordingly, the Company measured the impairment loss allowance using lifetime ECL and determined that the ECL is insignificant.

Guarantees

The Group's policy is to provide financial guarantees only for wholly owned subsidiaries' liabilities. As at 31 March 2024, the Company has issued a guarantee to certain banks in respect of credit facilities granted to two (2023: two) subsidiaries (see Notes 15 and 24).

As the Company does not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statement of financial position, except for the corporate guarantees provided to banks on subsidiaries' loans. Based on management's assessment at the end of the reporting period, the Group considers the 12-month expected credit loss for corporate guarantee to be immaterial as its subsidiaries have the financial capacity to meet the contractual cash flow obligations.

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27 FINANCIAL INSTRUMENTS (CONTINUED)

Credit risk (continued)

Cash and cash equivalents

The credit loss for cash and cash equivalents are immaterial as at 31 March 2024 and 31 March 2023.

Credit quality of financial assets

The table below details the credit quality of the Group's financial assets (other than trade receivables and contract assets) as at 31 March 2024 and 31 March 2023:

Group	12-month or lifetime ECL	Gross carrying amount	Loss allowance	Net carrying amount
		\$'000	\$'000	\$'000
31 March 2024				
Other receivables	12-month	407	-	407
Deposits	Not applicable (Exposure limited)	622	-	622
Recoverable from third parties	12-month	495	-	495
Cash and cash equivalents	Not applicable (Exposure limited)	8,827	-	8,827
31 March 2023				
Other receivables	Credit impaired	2,103	(1,260)	843
Deposits	Not applicable (Exposure limited)	491	-	491
Recoverable from third parties	12-month	49	-	49
Cash and cash equivalents	Not applicable (Exposure limited)	6,847	-	6,847

The table below details the credit quality of the Company's financial assets (other than trade receivables and contract assets) as at 31 March 2024 and 31 March 2023:

Company	12-month or lifetime ECL	Gross carrying amount	Loss allowance	Net carrying amount
		\$'000	\$'000	\$'000
31 March 2024				
Amount due from subsidiaries	Lifetime	92,225	-	92,225
Other receivables	12-month	10	-	10
Deposits	Not applicable (Exposure limited)	11	-	11
Recoverable from third parties	12-month	10	-	10
Cash and cash equivalents	Not applicable (Exposure limited)	1,207	-	1,207
31 March 2023				
Amount due from subsidiaries	Lifetime	91,803	-	91,803
Other receivables	12-month	21	-	21
Deposits	Not applicable (Exposure limited)	18	-	18
Recoverable from third parties	12-month	-	-	-
Cash and cash equivalents	Not applicable (Exposure limited)	67	-	67

AMOS Group Limited

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For the financial year ended 31 March 2024

27 FINANCIAL INSTRUMENTS (CONTINUED)

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities. The amounts are gross and undiscounted, and include estimated contractual interest payments and exclude the impact of netting agreements:

	Carrying amount \$'000	Contractual cash flows \$'000	Less than 1 year \$'000	1-2 years \$'000	2-5 years \$'000	More than 5 years \$'000
Group						
Non-derivative financial liabilities						
Secured bank loans	15,262	19,229	5,890	2,747	7,794	2,798
Lease liabilities	6,908	8,554	1,917	1,445	1,557	3,635
Trade and other payables (exclude GST/VAT payables and provision for unused leave)	<u>21,330</u>	<u>21,437</u>	<u>21,437</u>	-	-	-
31 March 2024	<u>43,500</u>	<u>49,220</u>	<u>29,244</u>	<u>4,192</u>	<u>9,351</u>	<u>6,433</u>
Non-derivative financial liabilities						
Secured bank loans	19,601	21,867	21,194	673	-	-
Lease liabilities	6,125	7,367	1,003	901	1,937	3,526
Trade and other payables (exclude GST/VAT payables and provision for unused leave)	<u>21,042</u>	<u>21,042</u>	<u>21,042</u>	-	-	-
31 March 2023	<u>46,768</u>	<u>50,276</u>	<u>43,239</u>	<u>1,574</u>	<u>1,937</u>	<u>3,526</u>

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27 FINANCIAL INSTRUMENTS (CONTINUED)

Liquidity risk (continued)

Exposure to liquidity risk (continued)

	Carrying amount \$'000	Contractual cash flows \$'000	Less than 1 year \$'000
Company			
Non-derivative financial liabilities			
Trade and other payables (exclude GST/VAT payables and provision for unutilized leave)	5,447	5,554	5,554
Lease liabilities	11	11	11
Financial guarantee contracts (Note 24)	<u>12,894</u>	<u>12,894</u>	<u>12,894</u>
31 March 2024	<u>18,352</u>	<u>18,459</u>	<u>18,459</u>
Non-derivative financial liabilities			
Trade and other payables (exclude GST/VAT payables and provision for unutilized leave)	3,308	3,308	3,308
Lease liabilities	381	388	388
Financial guarantee contracts (Note 24)	<u>17,370</u>	<u>17,370</u>	<u>17,370</u>
31 March 2023	<u>21,059</u>	<u>21,066</u>	<u>21,066</u>

The maturity analyses show the contractual undiscounted cash flows of the Group and the Company's financial liabilities on the basis of their earliest possible contractual maturity.

As disclosed in Note 15, the Group has secured bank loans which contain covenants. The covenant is monitored on a regular basis by management to ensure compliance with the agreement.

As a specific bank covenants was breached in both financial year ended 31 March 2024 and 2023, the bank borrowings have been all reclassified as "current".

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Currency risk

The Group is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which sales, purchases, receivables and borrowings, including inter-company sales, purchases and inter-company balances, that are denominated in a currency other than the respective functional currencies of Group entities. The functional currencies of Group entities are primarily the Singapore dollar ("SGD") and US dollar ("USD"). The currencies in which these transactions primarily are denominated are the SGD, USD and Euro ("EUR").

The Group does not hedge against foreign exchange exposure as the currency risk is not expected to be significant.

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For the financial year ended 31 March 2024

27 FINANCIAL INSTRUMENTS (CONTINUED)

Market risk (continued)

Currency risk (continued)

Exposure to currency risk

The summary of quantitative data about the exposure to currency risk as reported to the management of the Group and the Company are as follows:

	31 March 2024			31 March 2023		
	SGD \$'000	EUR \$'000	USD \$'000	SGD \$'000	EUR \$'000	USD \$'000
Group						
Cash and bank balances	4,719	313	2,216	-	170	1,651
Trade receivables	6,895	479	3,979	5,659	3,553	8,842
Other receivables	164	19	349	637	903	1,523
Trade payables	(5,664)	(1,336)	(1,543)	(6,942)	(716)	(2,186)
Other payables	(7,649)	(35)	(988)	(2,057)	(883)	(3,069)
Net statement of financial position exposure	<u>(1,535)</u>	<u>(560)</u>	<u>4,013</u>	<u>(2,703)</u>	<u>3,027</u>	<u>6,761</u>
				USD		
				2024	2023	
				\$'000	\$'000	
Company						
Cash and bank balances				104	4	
Trade and other receivables				1,294	1,263	
Other payables				(139)	-	
Net statement of financial position exposure				<u>1,259</u>	<u>1,267</u>	

Sensitivity analysis

The following table details the sensitivity to a 5% strengthening and weakening in SGD, EUR, USD against the respective functional currencies of the entities of the Group as at 31 March would have increase/(decrease) loss before tax by the amount show below.

	Group	
	2024	2023
	Loss before tax	Loss before tax
	\$'000	\$'000
SGD (5% strengthening)	77	135
EUR (5% strengthening)	28	(151)
USD (5% strengthening)	(201)	(338)
SGD (5% weakening)	(77)	(135)
EUR (5% weakening)	(28)	151
USD (5% weakening)	201	338

Sensitivity analysis of the Company's foreign exchange risk exposure is not presented as a reasonably possible change of 5% in the foreign currencies exchange rates against the Company's functional currency, with all other variables held constant will have no significant impact on the Company's net profit or loss.

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For the financial year ended 31 March 2024

27 FINANCIAL INSTRUMENTS (CONTINUED)

Market risk (continued)

Interest rate risk

The primary source of the Group's interest rate risk relates to interest-bearing bank borrowings as disclosed in Note 15. As the interest in bank borrowings are based on variable rates, the Group is exposed to risk arising from the changes in interest rate. This risk is not hedged.

Exposure to interest rate risk

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments, as reported to the management was as follows:

	Group		Company	
	Nominal amount		Nominal amount	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Variable rate instruments				
Bank loans	15,262	19,601	-	-

Cash flow sensitivity analysis for variable rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have (increased)/decreased loss before tax by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Loss before tax	
	100 bp increase \$'000	100 bp decrease \$'000
Group		
31 March 2024		
Variable rate instruments	(154)	154
Cash flow sensitivity (net)	(154)	154
31 March 2023		
Variable rate instruments	(198)	198
Cash flow sensitivity (net)	(198)	198

Estimation of fair values

The carrying amounts of financial assets and liabilities with a maturity of less than one year are assumed to approximate their fair value because of the short period to maturity.

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For the financial year ended 31 March 2024

27 FINANCIAL INSTRUMENTS (CONTINUED)

Capital management policies and objectives

Other long-term financial liabilities

Fair value is calculated based on the present value of future cash flows, discounted at the market rate of interest at the reporting date. As at 31 March 2024, the carrying amount of long-term financial liabilities are estimated to approximate to their fair value. Fair value is measured using the Level 2 valuation inputs.

Accounting classifications

The carrying amounts of financial assets and financial liabilities by accounting classifications are as follows:

	Note	Group	
		2024 \$'000	2023 \$'000
Financial assets at amortized cost			
Trade receivables	10	15,656	23,496
Other receivables (exclude advance payments to suppliers, prepayments and GST recoverable)	11	1,117	540
Cash and cash equivalents	12	8,827	6,847
		25,600	30,883
Financial liabilities at amortized cost			
Lease liabilities	5	6,908	6,125
Secured bank loans	15	15,262	19,601
Trade payables	16	11,068	14,078
Other payables (exclude GST/VAT payables and provision for unutilized leave)	17	10,262	6,964
		43,500	46,768
Company			
	Note	2024 \$'000	2023 \$'000
Financial assets at amortized cost			
Amount due from subsidiaries	7	92,225	91,803
Trade receivables	10	3,783	5,373
Other receivables (exclude advance payments to suppliers, prepayments and GST recoverable)	11	21	18
Cash and cash equivalents	12	1,207	67
		97,236	97,261
Financial liabilities at amortized cost			
Lease liabilities	5	11	381
Other payables (excludes GST/VAT payables and provision for unutilized leave)	17	5,447	3,308
		5,458	3,689

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NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2024

28 SUBSEQUENT EVENTS

On 29 April 2024, the Group struck off its indirect subsidiary AMOS Craft Pte. Ltd. There is no significant impact on the Group's financial results and net assets for the financial year ended 31 March 2024 as AMOS Craft Pte. Ltd. was dormant before striking off.

On 17 May 2024, the Group entered into a transaction with an unrelated third party to dispose of a property in Korea held by the Group's wholly owned indirect subsidiary, AMOS Korea Co., Ltd for KRW 5,280,000,000. The sale consideration was arrived at on a "willing-buyer, willing seller" basis after taking into account various commercial factors including the prevailing market conditions, the location of the property and the comparison of recent transacted prices in the vicinity.

29 AUTHORIZATION OF FINANCIAL STATEMENTS

The consolidated financial statements of the Group and the statement of financial position of the Company as at 31 March 2024 were authorized for issue in accordance with a resolution of the directors on 5 July 2024.

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APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

The provisions in the Constitution of the Company relating to the rights of Shareholders in respect of capital, dividends and voting have been reproduced below.

All capitalised terms used in the following extracts shall have the same meanings ascribed to them in the Constitution of the Company, a copy of which is available for inspection at the registered address of the Company at 156 Gul Circle, Singapore 629613 during normal business hours for the period during which the Offer remains open for acceptance.

(A) RIGHTS IN RESPECT OF CAPITAL

SHARES

- 7 (1) *Subject to the Statutes and this Constitution, no shares may be issued by the Directors without the prior approval of the Company in General Meeting but subject thereto and to Regulation 62 (Issue of new shares to Members), and to any special rights attached to any shares for the time being issued, the Directors may issue, allot or grant options over or otherwise deal with or dispose of the same to such persons on such terms and conditions and at such time and subject or not to the payment of any part of the amount thereof in cash as the Directors may think fit, and any shares may be issued in such denominations or with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors, provided always that:–*
- Issue of New Shares*
- (a) *the rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution;*
 - (b) *preference shares may be issued subject to limitations under the Statutes and to the limitations as may be prescribed by any stock exchange from time to time upon which shares in the Company may be listed;*
 - (c) *no shares shall be issued to transfer a controlling interest in the Company without the prior approval of the Members in a General Meeting;*
 - (d) *where the capital of the Company consists of shares of different monetary denominations, the voting rights shall be prescribed in such manner that a unit of capital in each class when reduced to a common denominator, shall carry the same voting power when such right is exercisable;*
 - (e) *any other issue of shares, the aggregate of which would exceed the limits referred to in Regulation 62, shall be subject to the approval of the Company in a General Meeting; and*

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

- (f) *subject to any direction to the contrary that may be given by the Company in a General Meeting or except as permitted under the listing rules of the Exchange for the time being in force, any issue of shares for cash to Members holding shares of any class shall be offered to such Members in proportion as nearly as may be to the number of shares of such class then held by them and the second sentence of Regulation 62 with such adaptations as necessary shall apply.*
- (2) *Notwithstanding Regulation 62 but subject to the Statutes and the listing rules of the Exchange for the time being in force, the Company may, pursuant to Section 161 of the Act, by Ordinary Resolution in General Meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the Ordinary Resolution, to:*
- (a) (i) *issue shares in the capital of the Company whether by way of rights, bonus or otherwise (including shares as may be pursuant to any Instrument (as defined below) made or granted by the Directors while the Ordinary Resolution is in force notwithstanding the authority conferred by the Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the Ordinary Resolution was in force; and/or*
- (ii) *make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued, including without limitation, the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and*

at any time and upon such terms and conditions for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the Ordinary Resolution) shall be subject to such limits and manner of calculation as may be prescribed by the Exchange;

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

(b) *(subject to such manner of calculation as may be prescribed by the Exchange) for the purpose of determining the aggregate number of shares that may be issued under subparagraph (a), the percentage of issued share capital shall be based on the issued share capital of the Company at the time that the Ordinary Resolution is passed, after adjusting for:*

(i) new shares arising upon the conversion or exercise of any convertible securities;

(ii) new shares arising from exercising share options or vesting of share awards; provided that such options or awards were granted in compliance with the listing rules of the Exchange for the time being in force; and

(iii) any subsequent bonus issue, consolidated or subdivision of shares;

Adjustments in accordance with (i) and (ii) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the Ordinary Resolution;

(c) *in exercising the authority conferred by the Ordinary Resolution, the Company shall comply with the provisions of the listing rules of the Exchange for the time being in force (unless such compliance is waived by the Exchange) and this Constitution; and*

(d) *(unless revoked or varied by the Company in a General Meeting) the authority conferred by the Ordinary Resolution shall not continue in force beyond the conclusion of the Annual General Meeting of the Company next following the passing of the Ordinary Resolution, or the date by which such Annual General Meeting of the Company is required by law to be held, or the expiration of such other period as may be prescribed by the Act (whichever is the earliest); and*

(e) *any other issue of shares, the aggregate of which would exceed the limits of the authority conferred by the Ordinary Resolution as referred to in this Regulation, shall be subject to the approval of the Company in General Meeting.*

(3) *The Company may issue shares for which no consideration is payable to the Company.*

*Issue of
shares for no
consideration*

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

- 8 *Notwithstanding anything in these Regulations, a treasury share shall be subject to such rights and restrictions as may be prescribed in the Act and may be dealt with by the Company in such manner as may be permitted by, and in accordance with, the Act. For the avoidance of doubt, save as expressly permitted by the Act, the Company shall not be entitled to any rights of a Member under these Regulations.* Treasury Shares
- 9 (1) *Preference shares may be issued subject to such limitation thereof as may be prescribed by law or by the listing rules of the Exchange for the time being in force. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance sheets and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six (6) months in arrears. In the event of preference shares being issued, the total number of issued preference shares shall not at any time exceed the total number of issued ordinary shares.* Rights attached to preference shares
- (2) *The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares from time to time already issued or about to be issued, provided always that the total number of issued preference shares shall not exceed the total number of issued ordinary shares issued at any time.* Issue of further preference shares
- 10 (1) *If at any time the share capital is divided into different classes, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, whether or not the Company is being wound up, be varied or abrogated either with the consent in writing of the holders of three-quarters of the issued shares of the class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of shares of the class and to every such Special Resolution the provisions of Section 184 of the Act shall with such adaptations as are necessary apply. To every such separate General Meeting, the provisions of this Constitution relating to General Meetings shall mutatis mutandis apply;* Variation of rights of shares

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

- (2) *Provided always that:*
- (a) *the necessary quorum shall be two (2) persons at least holding or representing by proxy or by attorney one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy or by attorney may demand a poll, but where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the issued shares of the class concerned within two (2) months of the meeting shall be as valid and effectual as a Special Resolution carried at the meeting; and*
 - (b) *where all the issued shares of the class are held by one (1) person, the necessary quorum shall be one (1) person and such holder of shares of the class present in person or by proxy or by attorney may demand a poll.*
- 11 *The repayment of preference capital other than redeemable preference capital or any other alteration of preference shareholders' rights, may only be made pursuant to a Special Resolution of the preference shareholders concerned, provided always that where the necessary majority for such a Special Resolution is not obtained at the General Meeting, consent in writing if obtained from the holders of three-fourths of the preference shares concerned within two (2) months of the General Meeting, shall be as valid and effectual as a Special Resolution carried at the General Meeting.* *Variation of rights of preference shareholders*
- 12 *The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class or by this Constitution, be deemed to be varied by the creation or issue of further shares ranking equally therewith.* *Creation or issue of further shares with special rights*
- 13 *If by the conditions of allotment of any shares the whole or any part of the amount of the issue price thereof shall be payable by instalments every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share or his personal representatives, but this provision shall not affect the liability of any allottee who may have agreed to pay the same.* *Payment of instalments*
- 14 (1) *The Company may pay such commissions or brokerage as may be lawful on any issue of shares at such rate or amount and in such manner as the Directors deem fit. Such commissions or brokerage may be paid in whole or in part in cash or fully or partly paid shares of the Company.* *Power to pay commission and brokerage*
- (2) *Any expenses (including brokerage and commission) incurred directly by the Company in the issue of new shares may be paid out of the proceeds of the issue or the Company's share capital. Such payment shall not be taken as reducing the amount of share capital of the Company.*

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

- 15 *Save to the extent permitted by the Act or the listing rules of the Exchange for the time being in force, no part of the funds of the Company shall, directly or indirectly, be employed in the purchase of or subscription for or making of loans upon the security of any shares (or its holding company, if any). The Company shall not, except as authorised by the Act, give any financial assistance for the purpose of or in connection with any purchase of shares in the Company (or its holding company, if any).* *Company's shares as security*
- 16 *If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in the Statutes, pay interest on so much of that share capital as is for the time being paid up and may charge the same to capital as part of the cost of the construction or provision.* *Power to charge interest on capital*
- 17 *Except as required by law, no person other than the Depository shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share, except an absolute right to the entirety thereof in the person (other than the Depository or its nominee, as the case may be) entered in the Register of Members as the registered holder thereof or (where the person entered in the Register of Members as the registered holder of a share is the Depository) the person whose name is entered in the Depository Register in respect of that share. Nothing contained in this Regulation relating to the Depository or the Depositors or in any depository agreement made by the Company with any common depository for shares or in any notification of substantial shareholding to the Company or in response to a notice pursuant to the provisions of the Statutes or any note made by the Company of any particulars in such notification or response shall derogate or limit or restrict or qualify these provisions; and any proxy or instructions on any matter whatsoever given by the Depository or Depositors to the Company or the Directors shall not constitute any notification of trust and the acceptance of such proxies and the acceptance of or compliance with such instructions by the Company or the Directors shall not constitute the taking of any notice of trust.* *No trust recognised*

SHARE CERTIFICATE

- 18 *Shares must be allotted and certificates despatched within ten (10) Market Days of the final closing date for an issue of shares unless the Exchange shall agree to an extension of time in respect of that particular issue. The Depository must despatch statements to successful investor applicants confirming the number of shares held* *Entitlement to share certificate*

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

under their Securities Accounts. Persons entered in the Register of Members as registered holders of shares shall be entitled to certificates within ten (10) Market Days after lodgement of any registrable transfer. Every registered shareholder shall be entitled to receive share certificates in reasonable denominations for his holding and where a charge is made for certificates, such charge shall not exceed S\$2/- (or such other sum as may be approved by the Exchange from time to time). Where a registered shareholder transfers part only of the shares comprised in a certificate or where a registered shareholder requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares issued in lieu thereof and the registered shareholder shall pay a fee not exceeding S\$2- (or such other sum as may be approved by the Exchange from time to time) for each such new certificate as the Directors may determine. Where the Member is a Depositor the delivery by the Company to the Depository of provisional allotments or share certificates in respect of the aggregate entitlements of Depositors to new shares offered by way of rights issue or other preferential offering or bonus issue shall to the extent of the delivery discharge the Company from any further liability to each such Depositor in respect of his individual entitlement.

- 19 *The retention by the Directors of any unclaimed share certificates (or stock certificates as the case may be) shall not constitute the Company a trustee in respect thereof. Any share certificate (or stock certificate as the case may be) unclaimed after a period of six (6) years from the date of issue of such share certificate (or stock certificate as the case may be) may be forfeited and if so shall be dealt with in accordance with these Regulations mutatis mutandis.* *Retention of certificate*
- 20 *Subject to the Statutes, the certificate of title to shares or debentures in the capital of the Company shall be issued under the Seal (or by signatures of authorised persons in the manner set out under the Act as an alternative to sealing) in such form as prescribed by the Directors from time to time. Every certificate shall bear the autographic or facsimile signatures of at least two (2) Directors or by one (1) Director and the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose, and shall specify the number and class of shares to which it relates, whether the shares are fully or partly paid up and the amount (if any) unpaid thereon. The facsimile signatures may be reproduced by mechanical or other means provided the method or system of reproducing signatures has first been approved by the Auditors of the Company. No certificate shall be issued representing more than one (1) class of shares.* *Form of share certificate*

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

- 21 (1) *Subject to the provisions of the Act, if any share certificates shall be defaced, worn-out, destroyed, lost or stolen, it may be renewed or replaced on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of the Exchange or on behalf of its/their client(s) as the Directors shall require, and in the case of defacement or wearing out, on delivery of the old certificate and in any case on payment of such sum not exceeding S\$2/- as the Directors may from time to time require. In the case of destruction, loss or theft, the Member or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction, loss or theft.* *Issue of replacement certificates*
- (2) *When any shares under the powers in these Regulations herein contained are transferred and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered up.* *New certificate in place of one not surrendered*

JOINT HOLDERS OF SHARES

- 22 *Where two (2) or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the following provisions:* *Joint holders*
- (a) *The Company shall not be bound to register more than three (3) persons as the holders of any share, except in the case of executors, trustees or administrators of the estate of a deceased Member.*
- (b) *The joint holders of a share shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such share.*
- (c) *On the death of any one (1) of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they may deem fit.*
- (d) *If two (2) or more persons are registered as joint holders of any share, any one (1) of such joint holders may give effectual receipts for any dividend, bonuses or other moneys payable in respect of such share to such joint holders.*
- (e) *Only the person whose name stands first in the Register of Members as one (1) of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company and any notice given to such*

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person shall be deemed notice to all joint holders. Only the person whose name stands first in the Depository Register shall be entitled to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders.

TRANSFER OF SHARES

- | | | |
|----|---|--|
| 23 | <i>Subject to the restrictions of this Constitution and any restrictions imposed by law or the Exchange or the Depository, any Member may transfer all or any of his shares, but every instrument of transfer of the legal title in shares must be in writing and in the usual common form, or in any other form which the Directors or the Exchange may approve, and must be left at the Office for registration, accompanied by the certificate of the shares to be transferred, and such other evidence (if any) as the Directors may require to prove the title of the intending transferor, or his right to transfer the shares.</i> | <i>Form of transfer of shares</i> |
| 24 | <i>Shares of different classes shall not be comprised in the same instrument of transfer.</i> | <i>Different classes of shares</i> |
| 25 | <i>The instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferee, provided that an instrument of transfer in respect of which the transferee is the Depository or its nominee (as the case may be) shall not be ineffective by reason of it not being signed or witnessed by or on behalf of the Depository or its nominee (as the case may be). The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members.</i> | <i>Transferor and transferee to execute transfer</i> |
| 26 | <i>All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may refuse to register shall (except in any case of fraud) be returned to the party presenting the same.</i> | <i>Retention of transfer</i> |
| 27 | <i>No share shall in any circumstances be transferred to any infant, bankrupt or person who is mentally disordered and incapable of managing himself or his affairs. Nothing herein contained shall be construed as imposing on the Company any liability in respect of the registration of such transfer if the Company has no actual knowledge of the same.</i> | <i>Person under disability</i> |
| 28 | <i>Subject to any legal requirements to the contrary, the Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six (6) years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of six (6) years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of six (6) years from the date of the cancellation thereof and it shall be conclusively presumed in the favour of the Company that every entry in the Register of Members purporting to have been made on the basis of an instrument of transfer or other documents so destroyed was duly and properly made and</i> | <i>Destruction of transfer</i> |

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every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company

PROVIDED THAT:

- (a) the provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;*
 - (b) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any circumstances which would not attach to the Company in the absence of this Regulation; and*
 - (c) references herein to the destruction of any document include references to the disposal thereof in any manner.*
- 29 (1) *Subject to this Constitution, the Statutes or as required by the Exchange, there shall be no restriction on the transfer of fully paid up shares (except where required by law or the rules, bye-laws or listing rules of the Exchange for the time being in force or of any other stock exchange upon which the shares in the Company may be listed) but the Directors may in their discretion decline to register any transfer of shares upon which the Company has a lien, and in the case of shares not fully paid up, may refuse to register a transfer to a transferee of whom they do not approve. If the Directors shall decline to register any such transfer of shares, they shall within ten (10) Market Days (or such period as the Directors may determine having regard to any limitation thereof as may be permitted and/or required under the Statutes or prescribed by the Exchange from time to time) after the day on which the application for a transfer of shares was lodged with the Company, give to both the transferor and the transferee written notice of their refusal to register as required by the Statutes.*
- Directors' power to decline to register*
- (2) *The Directors may decline to recognise any instrument of transfer of shares unless:*
- (a) a fee not exceeding S\$2/- (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by any stock exchange upon which the shares may be listed) as the Director may from time to time require, is paid to the Company in respect thereof;*
- Terms of registration of transfers*

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- (b) *the instrument of transfer, duly stamped in accordance with any law for the time being in force relating to stamp duty, is deposited at the Office or such other place (if any) as the Directors may appoint and is accompanied by the certificates of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer, and where the instrument is executed by some other person on his behalf, the authority of the person so to do; and*
- (c) *the instrument of transfer is in respect of only one (1) class of shares.*
- 30 *The Register of Members and the Depository Register may be closed at such times and for such period as the Directors may from time to time determine; Provided always that it shall not be closed for more than thirty (30) days in any year. Provided always that the Company shall give prior notice of such closure as may be required to the Exchange, stating the period and purpose or purposes for which the closure is to be made.* *Closure of Register of Members*
- 31 *Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.* *Renunciation of allotment*
- 32 *Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by relevant parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers, be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner. In every such case, the person registered as transferee, his executors, administrators and assigns, alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.* *Indemnity against wrongful transfer*
- TRANSMISSION OF SHARES**
- 33 (1) *In the case of the death of a Member whose name is registered in the Register of Members, the survivors or survivor where the deceased was a joint holder, and the legal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the* *Transmission on death*

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estate of a deceased registered shareholder from any liability in respect of any share solely or jointly held by him.

- (2) *In the case of the death of a Member who is a Depositor, the survivor or survivors, where the deceased was a joint holder, and the legal personal representatives of the deceased, where he was a sole holder and where such legal representatives are entered in the Depository Register in respect of any shares of the deceased, shall be the only persons recognised by the Company as having any title to his interests in the share; but nothing herein contained shall release the estate of a deceased Depositor (whether sole or joint) from any liability in respect of any share held by him.*
- Transmission on death of Depositor*
- 34 (1) *Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member or by virtue of a vesting order by a court of competent jurisdiction and recognised by the Company as having any title to that share may, upon producing such evidence of title as the Directors shall require, be registered himself as holder of the share upon giving to the Company notice in writing or transfer such share to some other person. If the person so becoming entitled shall elect to be registered himself, he shall send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member. The Directors shall have, in respect of a transfer so executed, the same power of refusing registration as if the event upon which the transmission took place had not occurred, and the transfer were a transfer executed by the person from whom the title by transmission is derived.*
- Person becoming entitled on death or bankruptcy of Member may be registered*
- (2) *The Directors may at any time give notice requiring any such person to elect whether to be registered himself as a Member in the Register of Members or, (as the case may be), entered in the Depository Register in respect of the share or to transfer the share and if the notice is not complied with within sixty (60) days the Directors may thereafter withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with.*
- Notice to unregistered executors and trustees*
- 35 *A person entitled to a share by transmission shall have the right to receive and give a discharge for any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at meetings of the Company, or save as aforesaid, to exercise any of the rights or privileges of a Member, unless and until he shall be registered as a*
- Rights of unregistered executors and trustees*

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Member or have his name entered in the Depository Register as a Depositor in respect of the share

- 36 *There shall be paid to the Company in respect of the registration of any probate, letter of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares, such fee not exceeding S\$2/-, or such other sum as may be approved by the Exchange from time to time, as the Directors may from time to time require or prescribe.* *Fees for registration of probate etc.*

CALLS ON SHARES

- 37 *The Directors may from time to time, as they think fit, make calls upon the Members in respect of any moneys unpaid on their shares and not by the terms of the issue thereof made payable at fixed times, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.* *Directors may make calls on shares*
- 38 *A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments.* *Time when made*
- 39 *If before or on the day appointed for payment thereof, a call payable in respect of a share is not paid, the person from whom the sum is due shall pay interest on the sum due from the day appointed for payment thereof to the time of actual payment at such rate not exceeding ten per cent (10%) per annum as the Directors may determine, and shall also pay all costs, charges and expenses which the Company may have incurred or become liable for in order to recover payment of or in consequence of the non-payment of such call but the Directors shall be at liberty to waive payment of such interest, costs, charges and expenses wholly or in part.* *Interest on calls*
- 40 *Any sum which by the terms of issue of a share and allotment of a share becomes payable upon allotment or at any fixed date shall for all purposes of this Constitution be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable and, in the case of non-payment all the relevant provisions of the Constitution as to payment of interest and expenses, forfeiture and the like and all other relevant provisions of the Statutes or of these Regulations shall apply as if such sum were a call duly made and notified as hereby provided.* *Sum due on allotment*
- 41 *The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the time of payment of such calls.* *Power of Directors to differentiate*

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- 42 *The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money uncalled and unpaid upon the shares held by him and such payments in advance of calls shall extinguish (so far as the same shall extend) the liability upon the shares in respect of which it is made, and upon the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest at a rate agreed between the Member paying such sum and the Directors provided that such rate may not exceed ten per cent (10%) per annum without the sanction of the Company in General Meeting. Capital paid on shares in advance of calls shall not whilst carrying interest confer a right to participate in profits and until appropriated towards satisfaction of any call shall be treated as a loan to the Company and not as part of its capital and shall be repayable at any time if the Directors so decide.*
- Payment in advance of calls*

FORFEITURE AND LIEN

- 43 *If a Member fails to pay the whole or any part of any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued thereon and any expenses incurred by the Company by reason of such non-payment.*
- Notice requiring payment of calls*
- 44 *The notice shall name a further day (not earlier than the expiration of seven (7) days from the date of service of the notice) on or before which the payment required by the notice is to be made. It shall also name the place where payment is to be made and shall state that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.*
- Notice to state time and place*
- 45 *If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture. The forfeiture or surrender of a share shall involve the extinction at the time of forfeiture or surrender of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the Member whose share is forfeited or surrendered and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved, or as are by the Act given or imposed in the case of past Members. The Directors may accept a surrender of any share liable to be forfeited hereunder under this Constitution or in any other case allowed by the Statutes and the listing rules of the*
- Forfeiture on non-compliance with notice*

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Exchange for the time being in force. In such case, references in these Regulations to forfeiture shall include surrender.

- 46 *Notwithstanding any such forfeiture, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.* *Directors may allow forfeited share to be redeemed*
- 47 *A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Directors think fit and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit. To give effect to any such sale, re-allotment or other disposition, the Directors are empowered to or may authorise some other person to transfer the shares to the purchaser.* *Sale of forfeited shares*
- 48 *The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed and he shall thereupon be registered as the holder of the share and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.* *Company may receive consideration of sale*
- 49 *If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, trustees, administrators or assignees or as he directs.* *Application of residue of proceeds of forfeiture*
- 50 *A person whose shares have been forfeited or surrendered shall cease to be a Member in respect of the shares, but shall, notwithstanding such forfeiture or surrender, remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares with interest thereon at the rate of ten per cent (10%) per annum (or such lower rate as the Directors may approve) from the date of the forfeiture or surrender until payment in respect of the shares; but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. The Directors may at their absolute disclosure enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender or waive payment either wholly or in part.* *Rights and liabilities of Members whose shares have been forfeited or surrendered*

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- 51 *When any share has been forfeited in accordance with this Constitution, notice of any forfeiture shall forthwith be given to the holder of the share forfeited or to the person entitled by transmission to the share forfeited as the case may be. An entry of the forfeiture with the date thereof and the fact of the notice given shall be made in the Register of Members or in the Depository Register (as the case may be) opposite the share. The provisions of this Regulation are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.* *Notice of forfeiture to be given and entered*
- 52 (1) *The Company shall have a first and paramount lien and charge on all the shares not fully paid up in the name of a Member (whether solely or jointly with others) and all dividends from time to time declared. Such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member. The Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this Regulation.* *Company's lien*
- (2) *No Member shall be entitled to receive any dividend or to exercise any privileges as a Member until he shall have paid all calls for the time being due and payable on every share held by him, whether along or jointly with any other person, together with interest and expenses (if any).* *Member not entitled to privileges until all calls paid*
- 53 (1) *For the purpose of enforcing such lien, the Directors may sell all or any of the shares subject thereto in such manner as they think fit, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of seven (7) days after notice in writing stating and demanding payment of the sum payable and giving notice of intention to sell in default, shall have been given to the Member for the time being in relation to the share or the person (if any) entitled thereto by reason of his death or bankruptcy. Provided always that if a Member shall have died or become mentally disordered or incapable of managing himself or his affairs or bankrupt and no person shall have given to the Company satisfactory proof of his right to effect a transmission of the shares held by such Member, the Directors may exercise such power of sale without serving any such notice. To give effect to any such sale or other disposition, the Directors may authorise some other person to transfer the shares sold to the purchaser thereof.* *Sale of shares subject to lien*

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- (2) *In the event of a forfeiture of share or sale of shares to satisfy the Company's lien thereon, the Member or other person who prior to such forfeiture or sale was entitled thereto shall be bound to deliver and shall forthwith deliver to the Company the certificate or certificates held by him for the share so forfeited or sold.*
- 54 *The net proceeds of sale, whether of a share forfeited by the Company or of a share over which the Company has a lien, after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the unpaid call and accrued interest and expenses and the residue (if any) paid to the Member entitled to the share at the time of sale or his executors, administrators or assignees or as he may directs.* *Application of proceeds of sale*
- 55 *A statutory declaration in writing by a Director that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company of the consideration (if any) given for the share on the sale, re-allotment or disposal thereof, together with the certificate under seal (or signed by the authorised persons in the manner set out under the Act as an alternative to sealing) for the share delivered to a purchaser or allottee thereof, shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be entered in the Register of Members as the holder of the share or (as the case may be) in the Depository Register in respect of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the forfeiture, surrender, sale, re-allotment or disposal of the share.* *Statutory declaration that share duly forfeited*

CONVERSION OF SHARES INTO STOCK

- 56 *The Company may by Ordinary Resolution in a General Meeting convert any or all its paid up shares into stock and may from time to time by resolution reconvert such stock into paid up shares of any denomination.* *Conversion from share to stock and back to share*
- 57 *When any shares have been converted into stock, the several holders of such stock may transfer their respective interests therein or any part of such interests in such manner as the Company in General Meeting shall direct, but in the absence of such direction, the respective interests may be transferred in the same manner and subject to the same regulations as the shares from which the stock arose would have been transferred prior to conversion or as near thereto as circumstances will admit. But the Directors may if they think fit from time to time fix the minimum number of stock units transferable.* *Transfer of stock*

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- 58 *The holders of stock shall, according to the number of stock units held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except as regards dividend and return of capital and the assets on winding up) shall be conferred by the number of stock units which would not, if existing in shares, have conferred that privilege or advantage, and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.* *Rights of stock-holders*
- 59 *All provisions of this Constitution applicable to paid up shares shall apply to stock and in all such provisions the words 'share' and 'shareholder' or similar expression herein shall include 'stock' and 'stockholder'.* *Interpretation*

(B) RIGHTS IN RESPECT OF DIVIDENDS

DIVIDENDS AND RESERVES

- 158 *Subject to any rights or restrictions attached to any shares or class of shares and except as otherwise permitted by the Act, (a) all dividends in respect of shares shall be declared and paid in proportion to the number of shares held by a Member but where shares are partly paid, all dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the partly paid shares; and (b) all dividends shall be apportioned and paid proportionately to the amounts so paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. For the purposes of this Regulation only, no amount paid or credited as paid on a share in advance of a call shall be treated as paid on the share.* *Apportionment of dividends*
- 159 *The Directors may, from time to time, set aside out of the profits of the Company and carry to reserve, such sum or sums as they think proper which shall, at the discretion of the Directors, be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, for repairing or maintaining any works connected with the business of the Company, for equalising dividends, for distribution by way of special dividend or bonus or for any other purpose to which the profits of the Company may properly be applied and pending such application, may either be employed in the business of the Company or be invested. The Directors may divide the reserve fund into such special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also, without placing the same to reserve, carry forward any profits which they may think prudent not to divide.* *Power to set aside profits as reserve*

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- 160 *The Directors may, with the sanction of an Ordinary Resolution at a General Meeting, from time to time declare dividends, but no such dividend shall (except as by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company. No higher dividend shall be paid than is recommended by the Directors and a declaration by the Directors as to the amount of the profits at any time available for dividends shall be conclusive. The Directors may, if they think fit, and if in their opinion the profits of the Company justifies such payment, without any such sanction as aforesaid, from time to time declare and pay fixed preferential dividends on any class of shares carrying a fixed preferential dividend expressed to be payable on a fixed date on the half-yearly or other dates (if any) prescribed for the payment thereof by the terms of issue of the shares, and may also from time to time pay to the holders of any class of shares interim dividends of such amounts and on such dates as they may think fit.*
- Declaration and payment of dividends*
- Payment of preference and interim dividends*
- 161 *With the sanction of an Ordinary Resolution at a General Meeting, dividends may be paid wholly or in part in specie, and may be satisfied in whole or in part by the distribution amongst the Members in accordance with their rights of specific assets and in particular of fully paid shares, stock or debentures of any other company, or of any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements, and to issue all such certificates or documents of title as in their opinion may be necessary or expedient. In particular, they may issue fractional certificates and fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Members in terms of the value so fixed, in order to adjust the rights of all parties. The Directors may vest any such specific assets in trustees as may seem expedient to the Directors and no valuation, adjustment or arrangement so made shall be questioned by any Member.*
- Payment of dividend in specie*
- 162 (1) *Whenever the Directors or the Company in General Meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary share capital of the Company, the Directors may further resolve that members entitled to such dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:*
- Scrip dividend scheme*
- (a) *the basis of any such allotment shall be determined by the Directors;*
- (b) *the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the*

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Directors shall have passed such a resolution as aforesaid. The Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend(s) or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Regulation;

- (c) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of election has been accorded, provided that the Directors may determine, either generally or in specific cases, that such right shall be exercisable in respect of the whole or any part of that portion; and*

- (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect of which the share election has been duly exercised (the “elected ordinary shares”) and in lieu of cash and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the elected ordinary shares on the basis of allotment determined as aforesaid. For such purpose, and notwithstanding the provisions of Regulation 171 (Power to capitalise profits), the Directors may:*
 - (i) capitalise and apply the amount standing to the credit of any of the Company’s reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sums as may be required to pay up in full (to the nominal value thereof) the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis, or*

 - (ii) apply the sum which would otherwise have been payable in cash to the holders of the elected ordinary shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis.*

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- (2) (a) *The ordinary shares allotted pursuant to the provision of paragraph (1) of this Regulation shall rank pari passu in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.*
- Ranking of shares and other actions*
- (b) *The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (1) of this Regulation, with full power to make such provisions as they may think fit in the case of fractional entitlements to shares (including, notwithstanding any provision to the contrary in these presents, provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the Members concerned).*
- (3) *The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Regulation, determine that the rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary shares in the Register of Members or (as the case may be) in the Depository Register, or in respect of ordinary shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit and, in such event, the provisions of this Regulation shall be read and construed subject to such determination.*
- Record Date*
- (4) *The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Regulation, further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to a Member whose registered addresses entered in the Register of Members (or as the case may be) the Depository Register is outside Singapore or to such other Members or class of Members as the Directors may in their sole discretion decide and, in such event, the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.*
- Cash in lieu of shares*

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

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| <p>(5) <i>Notwithstanding the foregoing provisions of this Regulation, if at any time after the Directors' resolution to apply the provisions of paragraph (1) of this Regulation in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that, by reason of any event or circumstances (whether arising before or after such resolution) or by reason of any matter whatsoever, it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and as they deem fit in the interests of the Company, cancel the proposed application of paragraph (1) of this Regulation.</i></p> | <p><i>Cancellation</i></p> |
| <p>163 <i>No shareholder shall be entitled to receive any dividend or to be present or vote at any meeting or upon a poll, or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).</i></p> | <p><i>No right to dividends where calls outstanding</i></p> |
| <p>164 <i>The Directors may deduct from any dividend or other moneys payable to a Member in respect of any share held by such Member, either alone or jointly with any other Member, any or all sums of money as may be due and payable by him, either alone or jointly with any other person in respect of any debts, liabilities or engagements to the Company on account of calls or otherwise towards satisfaction (in whole or in part) of such debts, liabilities or engagements, or any other account which the Company is required by law to withhold or deduct.</i></p> | <p><i>Deduction from debts due to Company</i></p> |
| <p>165 <i>A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer.</i></p> | <p><i>Effect of transfer of shares</i></p> |
| <p>166. <i>The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.</i></p> | <p><i>Retention of dividends on shares subject to lien</i></p> |
| <p>167 <i>The Directors may retain the dividends payable on shares in respect of which any person is under this Constitution, as to the transmission of shares, entitled to become a Member, or which any person under this Constitution is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same.</i></p> | <p><i>Retention of dividends on shares pending transmission</i></p> |
| <p>168 <i>Any dividend or other moneys payable in cash in respect of a share may be paid by cheque or warrant or any other means as determined by the Company sent through the post to the registered address or bank account of the Member or person entitled thereto (or, if several persons are registered as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or to such person and such address as such persons may in writing direct. Provided that where the Member is a</i></p> | <p><i>Dividends payable by cheque</i></p> |

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Depositor, the payment by the Company to the Depository of any dividend payable to a Depositor shall to the extent of the payment discharge the Company from any further liability in respect of the payment. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque if purporting to be endorsed or the receipt of any such person shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

- 169 (1) *The payment by the Directors of any unclaimed dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All dividends unclaimed after being declared may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company. However, the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the dividend so forfeited to the person entitled thereto prior to the forfeiture. If the Depository returns any such dividend or moneys to the Company, the relevant Depositor shall not have any right or claim in respect of such dividend or moneys against the Company if a period of six (6) years has elapsed from the date of the declaration of such dividend or the date on which such other moneys are first payable. For the avoidance of doubt no Member shall be entitled to any interest, share of revenue or other benefit arising from any unclaimed dividends, howsoever and whatsoever.* *Unclaimed dividends*
- (2) *Without prejudice to the rights of the Company under paragraph (1), the Company may cease sending cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two (2) consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.*

- 170 *No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.* *No interest on dividends*

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CAPITALISATION OF PROFITS AND RESERVES

171 (1) *The Company may, upon the recommendation of the Directors, with the sanction of an Ordinary Resolution (including any Ordinary Resolution passed pursuant to Regulation 61 (Power to increase capital)):*

Power to capitalise profits

(a) *issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:*

(i) *the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or*

(ii) *(in the case of an Ordinary Resolution passed pursuant to Regulation 61 (Power to increase capital)) such other date as may be determined by the Directors,*

In proportion to their then holdings of shares; and

(b) *capitalise any part of the amount for the time being standing to the credit of the Company's reserve funds or to the credit of the profit and loss account or otherwise available for distribution, to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:*

(i) *the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or*

(ii) *(in the case of an Ordinary Resolution passed pursuant to Regulation 61 (Power to increase capital)) such other date as may be determined by the Directors,*

in proportion to their then holdings of shares and applying such sum on their behalf in paying up unissued shares in full (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up and amongst them as bonus shares in the proportion aforesaid.

172 *The Directors may do all acts and things necessary or expedient to give effect to any such bonus issue and/or capitalisation under Regulation 171 (Power to capitalise profits), with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including*

Directors to give effect to bonus issues and/or capitalisation

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provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for any such bonus issue and/or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all such Members.

- 173 *In addition and without prejudice to the powers provided for by Regulations 172 (Directors to give effect to bonus issues and/or capitalisation) above, the Directors shall have power to issue shares for which no consideration is payable and to capitalise any undivided profits or other moneys of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up in full new shares, in each case on terms that such shares shall, upon issue, be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting and on such terms as the Directors shall think fit.* *Power to capitalise undivided profits or other moneys*
- 174 *Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the sum resolved to be capitalised thereby, all allotments and issues of fully paid shares or debentures (if any), and generally shall do all acts and things required to give effect thereto and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the sum resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all concerned.* *Directors to do all acts and things to give effect*

(C) RIGHTS IN RESPECT OF VOTING

GENERAL MEETINGS

- 67 *Subject to the provisions of the Statutes and this Constitution, the Company shall in each calendar year hold a General Meeting, at such time (within a period of not more than fifteen (15) months after holding of the last preceding General Meeting, or within four (4) months from the end of a financial year of the Company). The Annual General Meeting shall be held at such time and place in Singapore as the Directors shall determine, unless prohibited by the relevant laws and regulation.* *Annual General Meetings*

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- 68 *All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings and shall be held at such time and place in Singapore as the Directors shall determine, unless prohibited by the relevant laws and regulation.* *Extraordinary
General
Meetings*
- 69 *The Directors may whenever they think fit convene an extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on such requisition by Members in accordance with the Act or in default may be convened by such requisitionist as provided by the Statutes. If at any time there are not within Singapore sufficient Directors capable of action to form a quorum at a meeting of Directors, any Director may convene an extraordinary General Meeting in the same manner as nearly as possible as that in which such a meeting may be convened by the Directors.* *Calling for
Extraordinary
General
Meetings*

NOTICE OF GENERAL MEETINGS

- 70 (1) *Subject to the provisions of the Statutes (including those regarding the calling of General Meetings at short notice), any General Meeting at which it is proposed to pass Special Resolutions or a resolution of which special notice has been given to the Company pursuant to the Act, shall be called by at least twenty-one (21) days' notice in writing (excluding the date of notice and the date of the General Meeting). An Annual General Meeting or any other General Meeting shall be called by at least fourteen (14) days' notice in writing (excluding the date of notice and the date of the General Meeting).* *Length of
notice*
- (2) *The notice must specify the place, the day and the hour of the meeting. Such notice shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under the provisions of this Constitution entitled to receive notices of General Meetings from the Company, but with the consent of all persons for the time being entitled as aforesaid, a meeting may be convened in such manner as such persons may approve. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.* *Contents of
notice*
- (3) *Subject to the provisions of the Statutes, notwithstanding that it has been called by a shorter notice than that specified above, a General Meeting shall be deemed to have been duly called if it is agreed:* *Shorter notice*
- (a) *in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and*
- (b) *in the case of any other General Meeting, by a majority in number of the Members having a right to attend and vote thereat, being a majority together holding not less than ninety-five per cent (95%) of the total voting rights of all the Members having a right to vote at that General Meeting, as is required by the Act.*

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Provided also that the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

Accidental omission

So long as the shares of the Company are listed on the Exchange, at least fourteen (14) days' notice of every General Meeting shall be given by advertisement in the daily press and in writing to the Exchange and to each stock exchange upon which the Company is listed.

71 (1) *Notice of every General Meeting shall be given in any manner authorised by this Constitution to:*

Form and notice and whom to be given

(a) *every Member holding shares conferring the right to attend and vote at the meeting who at the time of the convening of the meeting shall have paid all calls or other sums presently payable by him in respect of shares;*

(b) *every person entitled to a share in consequence of the death or bankruptcy or otherwise of a Member who but for the same would be entitled to receive notice of the meeting;*

(c) *every Director;*

(d) *the Auditors, without prejudice to Regulation 183; and*

(e) *the Exchange.*

No other person shall be entitled to receive notices of General Meetings;

Provided always that if the General Meeting is called for the alteration of the objects of the Company, the notice shall comply with the provisions of Section 33 of the Act regarding notices to debenture holders.

(2) *In the case of an Annual General Meeting, the notice shall also specify the Meeting as such.*

*Notice of Annual General Meeting
Notice to state that Member can appoint proxy*

(3) *There shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not be a Member.*

72 *All business shall be deemed special that is transacted at any Extraordinary General Meeting and also all that is transacted at an Annual General meeting with the exception of the consideration of the financial statements and the Directors' statement and Auditors' statement and any other documents required to be annexed to the financial statements, the election of Directors in place of those retiring by rotation or otherwise, the fixing of the fees of Directors proposed to be passed under this Constitution, the declaration of dividends, and the*

All business deemed special business

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appointment or reappointment of, and the fixing of the remuneration of the Auditors, or determining the manner in which such remuneration is to be fixed, which shall be deemed routine business. Any notice of a General Meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.

In the case of any General Meeting at which business other than routine business is to be transacted (special business), the notice shall specify the general nature of the special business, and if any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.

*Notice to
specify nature
of special
business*

PROCEEDINGS AT GENERAL MEETINGS

73 *No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Except as herein otherwise provided, two (2) Members present in person shall form a quorum. For the purposes of this Regulation, 'Member' includes a person attending as a proxy or by attorney or as representing and a corporation being a Member but shall, as required by the Act, exclude the Company where it is a Member by reason of its holding of treasury shares. Provided that:*

Quorum

(a) *a proxy representing more than one (1) Member shall only count as one (1) Member for the purpose of determining the quorum; and*

(b) *where a Member is represented by more than one (1) proxy such proxies shall count as only one (1) Member for the purpose of determining the quorum. In addition, for the purpose of determining the quorum, joint holders of any share shall be treated as one (1) Member.*

74 *If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place (or if that day is not a business day then to be the next business day following that day) or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.*

*Adjournment if
quorum not
present*

75 *Subject to the Act, a resolution in writing signed by every Member of the Company entitled to vote or being a corporation by its duly authorised representative shall have the same effect and validity as an Ordinary Resolution of the Company passed at a General Meeting duly convened, held and constituted, and may consist of several documents in the like form, each signed by one (1) or more of such Members.*

*Resolutions in
writing*

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- 76 *The Chairman of the Board or, in his absence, the Deputy Chairman (if any) shall preside as Chairman at every General Meeting, but if there be no such Chairman or Deputy Chairman, or if at any meeting he shall not be present within fifteen (15) minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the Members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, one of themselves to be Chairman of the meeting.* *Chairman*
- 77 *The Chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place (or sine die), but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the Meeting from which the adjournment took place. Where a meeting is adjourned sine die, the time and place for the adjourned meeting shall be fixed by the Directors. When a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.* *Adjournment
by Chairman*
- 78 (1) *Unless not required by the listing rules of the Exchange for the time being in force, at any General Meeting, all resolution(s) put to the vote at the General Meeting shall be decided by poll, including any resolution for the adjournment or election of a Chairman of such General Meeting.* *Method of
voting*
- (2) *Subject to paragraph (1), at any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless, subject to Regulation 82, a poll is demanded either before or on the declaration of the result by the show of hands:*
- (a) *by the Chairman of the meeting; or*
- (b) *by at least two (2) Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one (1) of such proxies may represent that Member) or attorney or in the case of a corporation by a representative, and entitled to vote thereat; or*
- (c) *by any Member or Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one (1) of such proxies may represent that Member) or attorney or in the case of a corporation by a representative or any number or combination of such Members, holding or representing not less than five per cent (5%) of the total voting rights of all the Members having the right to vote at the meeting; or*

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(d) *by any Member or Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one (1) of such proxies may represent that Member) or attorney or in the case of a corporation by a representative or any number or combination of such Members, holding or representing shares conferring a right to vote at the meeting, not less than five per cent (5%) of the total number of paid up shares in the Company (excluding treasury shares).*

Unless a poll is so demanded (and the demand is not withdrawn) a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. A demand for a poll may be withdrawn.

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| 79 | <i>In the case of an equality of votes whether on a show of hands or on a poll as aforesaid, the Chairman shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled as a Member or as a proxy of a Member.</i> | <i>Equality of votes</i> |
| 80 | <i>If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken at once. In case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.</i> | <i>Time for taking a poll</i> |
| 81 | <i>If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct and the result of such a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may, and if so requested shall, appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.</i> | <i>Method of taking poll</i> |
| 82 | <i>The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.</i> | <i>Continuance of business after demand for poll</i> |
| 83 | <i>No poll shall be demanded on the election of a Chairman of a meeting or on a question of adjournment.</i> | <i>No poll</i> |
| 84 | <i>If at any General Meeting, any votes are counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the vote unless it is pointed out at the same General Meeting or at any adjournment thereof, and is in the opinion of the</i> | <i>Error in counting votes</i> |

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Chairman of at the General Meeting or at any adjournment thereof, as the case may be, it shall be of sufficient importance to vitiate the result of the voting.

- 85 *Subject to compliance with relevant laws, regulations and the rules of the Exchange, any General Meetings may be held entirely, or to any extent as determined by the Directors, by any virtual or electronic audio-visual means of communication, whether in its entirety or linked to the main place of a General Meeting by such means, in such manner that all Members and Directors participating in the General Meeting are able to adequately communicate with each other, and vote, whether on a show of hands or by a poll. Participation in a General Meeting in the manner set out in this Regulation shall constitute presence in person of such Member at such General Meeting, shall count towards the quorum, and a Member shall be entitled to exercise all rights under a General Meeting. The Directors shall be entitled to require that all voting at the General Meeting be by way of proxies executed by the Members giving instructions to the Chairman of the meeting on the manner in which the resolutions shall be voted. The Directors shall also be entitled to regulate the manner in which such General Meetings are to be held, including but not limited to procedures on identification of the Member and requiring prior registration of the Member prior to the Meeting. The other Regulations governing General Meeting shall apply mutatis mutandis to any General Meeting convened in the manner set out in this Regulation.*
- Meetings via
electronic
means*

VOTES OF MEMBERS

- 86 (1) *Save as otherwise provided in the Statutes and subject and without prejudice to any special privileges or restrictions as to voting for the time being attached by or in accordance with the Constitution to any special class of shares for the time being forming part of the capital of the Company, each Member entitled to vote may vote in person or by proxy or attorney, and (in the case of a corporation) by a representative. A person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses in the same way.*
- Voting rights
of Members*
- (2) *On a show of hands every Member who is present in person or by proxy or attorney, or in the case of a corporation by a representative, shall have one (1) vote provided that;*
- (a) *in the case of a Member who is not a relevant intermediary and who is represented by two (2) proxies, only one (1) of the two (2) proxies as determined by their appointor shall vote on a show of hands and in the absence of such determination, only one (1) of the two (2) proxies as determined by the Chairman of the meeting (or by a person authorised by him) shall vote on a show of hands; and*

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- (b) *in the case of a Member who is a relevant intermediary and who is represented by two (2) or more proxies, each proxy shall be entitled to vote on a show of hands.*
- (3) *On a poll, every Member who is present in person or by proxy, attorney or representative shall have one (1) vote for each share which he holds or represents. Provided always that: notwithstanding anything contained in this Constitution, a Depositor shall not be entitled to attend any General Meeting and to speak and vote thereat unless his name is certified by the Depository to the Company as appearing on the Depository Register not less than 72 hours before that General Meeting (the ‘cut-off time’) as a Depositor on whose behalf the Depository holds shares in the Company. For the purpose of determining the number of votes which a Depositor or his proxy may cast on a poll, the reference to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at 72 hours before the time for the relevant General Meeting as certified by the Depository to the Company.*
- (4) *Subject to these Regulations and the Statutes, the Board may, at its sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow Members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile.*
- 87 *If a Member who is mentally disordered or whose person or estate is liable to be dealt with in any way under the law relating to mental capacity can vote, whether on a show of hands or on a poll, by a person who properly has the management of the estate of the Member, and any such person may vote by proxy or attorney, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than 72 hours before the time appointing for holding the General Meeting.*
- 88 *Where there are joint holders of any share any one (1) of such persons may vote and be reckoned in a quorum at any General Meeting either personally or by proxy or by attorney or in the case of a corporation by a representative as if he were solely entitled thereto but if more than one (1) of such joint holders is so present at any meeting then the person present whose name stands first in the Register of Members or the Depository Register (as the case may be) in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Member in whose name any share stands shall for the purpose of this Regulation be deemed joint holders thereof.*

*Vote in
absentia*

*Voting rights
of Members
who are
mentally
disordered*

*Voting rights
of joint holders*

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89 *Save as expressly provided herein or in the Act, every Member either personally or by attorney or in the case of a corporation by a representative and every proxy shall be entitled to be present and to vote on any matter at any General Meeting and to be reckoned in the quorum thereat in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid.* *Right to vote*

90 *On a poll votes may be given either personally or by proxy or by attorney or in the case of a corporation by its representative and a person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses in the same way.* *Votes on a poll*

91 (1) (a) *Any instrument appointing a proxy shall be in writing in the common form approved by the Directors and: (i) under the hand of the appointor or his attorney duly authorised in writing if the instrument is delivered personally or by post; or, (ii) authorised by that individual through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication;* *Instrument of proxy*

(b) *if the appointor is a corporation, (i) under seal (or by the signatures of authorised persons in the manner set out under the Act as an alternative to sealing or under the hand of its attorney duly authorised if the instrument is delivered personally or sent by post; or (ii) authorised by that corporation through such method and in such manner as may be approved by the Directors, if the instrument of proxy is submitted by electronic communication, and the Company shall accept as valid in all respects the form of proxy approved by the Directors for use at the date relevant to the general meeting in question. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll, or generally to act at the meeting for the Member giving the proxy.*

The Directors may, for the purposes of paragraph (1), designate procedures for authenticating any such instrument, and any such instrument not so authenticated by use of such procedures shall be deemed not to have been received by the Company.

(2) *The Directors may, in their absolute discretion:*

(a) *approve the method and manner for an instrument appointing a proxy to be authorised; and*

(b) *designate the procedure for authenticating an instrument appointing a proxy*

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

as contemplated in paragraph (1)(a)(ii) and (1)(b)(ii) for application to such Members or class of Members as they may determine. Where the Directors do not so approve and designate in relation to a Member (whether of a class or otherwise), paragraphs (1)(a)(i) and (1)(b)(i) shall apply.

- 92 (1) *A Member, who is not a relevant intermediary may not appoint more than two (2) proxies to attend and vote at the same General Meeting.* *Appointment of proxies*
- (2) *A Member, who is a relevant intermediary may appoint more than two (2) proxies to attend and vote at the same General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member.*
- (3) *If the Member is a Depositor, the Company shall be entitled:*
- (a) *to reject any instrument of proxy lodged if the Depositor is not shown to have any shares entered in its Securities Account as at the cut-off time as certified by the Depository to the Company; and*
- (b) *to accept as validly cast by the proxy or proxies appointed by the Depositor on a poll that number of votes which corresponds to or is less than the aggregate number of shares entered in the Securities Account of that Depositor as at the cut-off time as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.*
- (4) *Where a Member appoints more than one (1) proxy, he shall specify the proportion of his shareholding or the number of shares and the class of shares to be represented by each proxy. If no such proportion or number or class is specified the first named proxy may be treated as representing 100% of the shareholding and any subsequent named proxy as an alternate to the first named.*
- (5) *Voting right(s) attached to any shares in respect of which a Member has not appointed a proxy may only be exercised at the relevant General Meeting by the Member personally or by his attorney, or in the case of a corporation by its representative.*
- (6) *Where a Member appoints a proxy in respect of more shares than the shares standing to his name in the Register of Members, or in the case of a Depositor, standing to the credit of that Depositor's Securities Account, such proxy may not exercise any of the votes or rights of shares not registered to the name of that Member in the Register of Members or standing to the credit of that Depositor's Securities Account as the case may be, as at the cut-off time.*

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

(7) *The Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy submitted to it, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy. The Company is entitled to disregard any votes cast by a proxy that is not in accordance with the instructions or notes (if any).*

- 93 *A proxy or attorney need not be a Member, and shall be entitled to vote on any question at any General Meeting.* *Proxy need not be Member*
- 94 *An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed.* *Instrument appointing proxy valid at adjourned meeting*
- 95 (1) *The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority (failing previous registration with the Company) shall:* *Deposit of instrument of proxy*
- (a) *be attached to the instrument of proxy and must be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the General Meeting; or*
- (b) *if submitted by electronic communication, must be received through such means as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the General Meeting,*
- and in either case not less than 72 hours before the time appointed for the holding of the General Meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which it is to be used failing which the instrument may be treated as invalid.*
- (2) *The Directors may, in their absolute discretion, and in relation to such Members or class of Members as they may determine, specify the means through which instruments appointing a proxy may be submitted by electronic communications, as contemplated in paragraph (1)(b). Where the Directors do not so specify in relation to a Member (whether of a class or otherwise), paragraph (1)(a) shall apply.*
- (3) *The deposit of an instrument appointing a proxy does not preclude the Member concerned from attending and voting in person at the meeting, as well as for any adjournment of the meeting to which it relates. In such an event, the appointment of the proxy or proxies is deemed to be revoked by the Member concerned at the point when the Member attends the meeting.*

APPENDIX IV – RELEVANT PROVISIONS OF THE CONSTITUTION OF THE COMPANY

- (4) *An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the General Meeting as for the meeting to which it relates provided that an instrument of proxy relating to more than one (1) meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates. An instrument of proxy shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor. Unless otherwise instructed, a proxy shall vote as he thinks fit. The signature on an instrument appointing a proxy need not be witnessed.*
- 96 *Unless otherwise directed by the Chairman of the meeting, a vote given in accordance with the terms of an instrument of proxy (which for the purposes of this Constitution shall also include a power of attorney) shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given; Provided always that no intimation in writing of such death, mental disorder, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.* *Intervening death or mental disorder of principal not to revoke proxy*
- 97 *Any corporation which is a Member may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member of the Company and such corporation shall for the purpose of this Constitution and subject to the Act, be deemed to be present in person at any such General Meeting if a person so authorised is present thereat. The Company shall be entitled to treat a certificate under the seal of the corporation as conclusive evidence of the appointment or revocation of appointment of a representative under this Regulation.* *Corporations acting via representative*
- 98 *No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision as to its validity shall be final and conclusive.* *Objections*

APPENDIX V – VALUATION SUMMARY



Co. Registration No. 201017462M

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Web : www.unitedvaluers.com
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VALUATION SUMMARY

10 October 2024

Amos Group Limited
156 Gul Circle
Singapore 629613

Dear Sir / Mdm

VALUATION OF PROPERTY AT 156 GUL CIRCLE SINGAPORE 629613

In accordance with your instructions to value the above-mentioned property for company privatization purpose, we confirm that all information we consider necessary has been obtained for the purpose of providing you with our opinion of the current open market value of the property as at 10 October 2024.

We have prepared formal valuation report of the above-mentioned property on an Market Value basis where:

Our opinion of the current open market value, which we would define as intended to mean "the best price" at which an interest in a property might reasonably be expected to be sold at the date of valuation, assuming:-

"Market Value is the estimated amount for which a Property should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing, wherein the parties had each acted knowledgeably, prudently and without compulsion".

Our valuation reports are prepared on the following principles and assumptions and they apply unless we have specifically mentioned otherwise in the valuation report:

This valuation is prepared in accordance with the Valuation Standards and Guidelines published by the Singapore Institute of Surveyors and Valuers.

Our responsibility in connection with this valuation report is limited to our client or person to whom this report is addressed and to that client only. We disclaim all responsibility and accept no liability to any other person(s) or party should this report be used by any such person(s) or party or for any.

Any action, claim or proceedings arising out of the engagement of services shall be brought against the Firm with whom the Client has engaged and not against any employee, director or sub-contractor of the Firm involved directly or indirectly in the delivery of the Services.

Any liability arising from the Valuer's negligence (if any) in connection with this engagement shall be limited to the amount of fees received for this engagement.

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APPENDIX V – VALUATION SUMMARY



The report is considered invalid if there is non-payment of the valuation fees. We shall not be responsible and accept no liability of the report if payment is not received within 30 days from the date of report.

Each valuation is current as at the Valuation Date only. The value assessed may change significantly and unexpectedly over a relatively short period (including as a result of general market movements or factors specific to the particular property). We do not accept liability for losses arising from such subsequent changes in value. We also do not assume any responsibility or accept liability where this valuation is relied upon after the expiration of three months from the Valuation Date.

The values assessed in this report for the subject property and any allocation of values between parts of the property applies strictly on the terms of and for the purpose of the valuation stated in the report and may not be used for any other purpose.

Where it is stated in the report that information has been supplied to us by another party, this information is believed to be reliable and accurate and we accept no responsibility if this information should later prove not to be so.

We may adopt assumptions in the valuation being carried out as some matters cannot be calculated accurately or fall outside the scope of our expertise. The risk that any of the assumptions adopted in our valuation may be incorrect should be taken into account. While all reasonable care is taken, we does not warrant or represent that the assumptions on which this valuation is based are accurate or correct.

Neither the whole nor any part of this report nor any reference to it may be included in any document, circular or statement nor published in any way without our prior written approval of the form and context in which it may appear.

While due care is taken in the course of inspection to note serious building defects, no structural survey has been made and no guarantee is given that the building is free from rot, termite, pest infestation of other hidden defects. We have also not made any tests to the building services (e.g. air-conditioning, fire-fighting systems, lifts, escalators, plumbing and lighting etc.) and these services are presumed to be in good working order.

Our valuation assumes that the title(s) is(are) in good order and marketable, free from any liens, mortgages, encumbrances, restrictions and other legal impediments. We accept no responsibility for investigations into title(s), searches, legal requisitions, legal validity of title or any charges, claims, liabilities registered against the title(s). The client is advised to consult his solicitors on any matter concerning the title(s).

We have not conducted a land survey to verify the land boundaries and site areas and whether all developments and improvements are within such boundaries. We have assumed, unless otherwise stated, that all developments and improvements are within the boundaries of such land parcel as described in this report and the land parcel is fully owned by the property owner.

Any plans or map included in this report are meant for identification purposes and to assist the reader in visualizing the subject property. We have not made any survey of the property and assume no responsibility in connection with such matters.

APPENDIX V – VALUATION SUMMARY



Unless otherwise instructed, we do not carry out requisition with the various public authorities to confirm that the property is not adversely affected by any public schemes such as road improvements, drainage proposal, etc.

Our valuation presumes that the subject property, as currently used, is in compliance with the existing land use zoning and is not in contravention of any planning rules or regulations.

Our valuation is prepared on the basis that the premises and any works (e.g. alterations and additions) thereto comply with all relevant statutory regulations. It is assumed that they have been, or will be issued with a statutory completion by the Building Authority.

Our valuation assumes that all development charges and maintenance/service/conservancy charges, if any, whether outstanding or payable as at the date of valuation, have already been fully paid.

Our valuation further assumes that, as at the date of valuation, there are no outstanding liabilities or charges attached to the property(ies).

In the event that we are instructed to provide a valuation based on kerb-side inspection and/or without the extent of information normally available, our valuation will be dependent on the adequacy and accuracy of the information supplied and/or the assumptions made. Should the information prove to be incorrect or inadequate, the accuracy of the valuation may be affected and we shall not be held responsible for the inaccuracy of the valuation.

We shall not be required to give testimony or to appear in court for any other tribunal or to any government agency by reason of this valuation report or with reference to the property in question unless prior arrangements have been made and we be properly reimbursed.

In arriving at our opinion of value, we had considered the Direct Comparison Approach & the Income Capitalisation Approach as reference. In Direct Comparison Approach, sales and listings of similar properties in the vicinity and elsewhere are used as guides to value after relevant valuation adjustments are made for differences in location, locality, land area, floor area, JTC lease tenure, JTC monthly land rent, date of sale, market condition, property condition, etc.

In the Income Capitalisation Approach, we had based on the current fair and reasonable rental values of similar properties in similar neighbourhoods, subject to the relevant valuation adjustments and deductions for outgoings such as property tax, cost of maintenance/ repairs, JTC land rent, and future vacancy allowances. The resultant nett income is then capitalised over the unexpired lease term using an appropriate capitalisation rate according to current market condition.

APPENDIX V – VALUATION SUMMARY



This valuation summary and the accompanying Valuation Certificate have been prepared for the purpose of Company Privatization. No responsibility is accepted to any other party for the whole or any part of its contents.

United Valuers Pte Ltd disclaims liability to any person in the event of any omission from or false or misleading statement, other than in respect of the information provided within the valuation reports and summary. United Valuers Pte Ltd does not make any warranty or representation as to the accuracy of the information in any other part of the Prospectus other than as expressly made or given in this valuation summary.

The reported analyses, opinions and conclusions are limited only by the reported assumptions and limiting conditions and are our personal, unbiased professional analyses, opinions and conclusions. We have no present nor prospective interest in the subject properties and are not a related corporation of nor do we have a relationship with the adviser or other party(s) whom Amos International (S) Pte Ltd is contracting with. The valuers' compensation is not contingent upon the reporting of a predetermined value or direction in value that favours the cause of the client, the amount of the value estimate, the attainment of a stipulated result, or the occurrence of a subsequent event.

This valuation has been prepared by Mr Teo Beng Hock. He is a licensed appraiser under the Inland Revenue Authority of Singapore and is a member of the Singapore Institute of Surveyors & Valuers (SISV) & the Royal Institution of Chartered Surveyors (RICS). He is qualified to carry out the valuation of this magnitude and nature and has over 24 Years of experience in the real estate industry in Singapore.

We hereby enclosed our valuation certificate.

Yours faithfully
For and On Behalf Of
UNITED VALUERS PTE LTD

A handwritten signature in black ink, appearing to read "Teo Beng Hock", is written over a horizontal line.

Teo Beng Hock
Licensed Appraiser
AD041-2009516J
B. Business (Property), MSISV, MRICS

APPENDIX V – VALUATION SUMMARY



VALUATION CERTIFICATE OF PROPERTY AT 156 GUL CIRCLE SINGAPORE 636936

Date of Valuation	:	10 October 2024
Address	:	156 Gul Circle Singapore 629613
Type	:	A 5-Storey JTC single user factory cum warehouse with mezzanine
Legal Description	:	MK7 - 1526L
Lessee	:	Amos International (S) Pte Ltd
Tenure	:	Leasehold 21 Years Wef 01/02/2004, with further lease extension of 15 Years & 11 Months, upon expiry of first lease
Land Area	:	9,815.1 sq m or (or 105,649 sq ft)
Floor Area <i>(According to floor plans given)</i>	:	22,843.72 sq m (or 245,888 sq ft) <i>or thereabout</i>
JTC Monthly Land Rent	:	S\$20,478.64 per month <i>(Inclusive 9% GST)</i>
Annual Value	:	S\$3,013,000/- (Year 2024)
2019 Master Plan Zoning	:	Business 2
Age	:	Circa 2020's
Occupancy Status	:	Owner occupied

Open Current Market value of the subject property as at 10 October 2024 is
S\$47,000,000/- (Singapore Dollars Forty Seven Million Only).

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