

CIRCULAR TO SHAREHOLDERS DATED 30 NOVEMBER 2023

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

If you are in any doubt as to 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 in the capital of the Company held through CDP, you need not forward this Circular, the Notice of EGM and the attached Proxy Form 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 in the capital of the Company represented by physical share certificate(s), you should immediately forward this Circular, the Notice of EGM and the attached Proxy Form to the purchaser or transferee, or to the bank, stockbroker or agent through whom the sale or the transfer was effected for onward transmission to the purchaser or transferee.

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



TIONG SENG HOLDINGS LIMITED

(Incorporated in Singapore on 15 April 2008)
(Company Registration Number: 200807295Z)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

- (1) THE PROPOSED DISPOSAL OF THE LEASEHOLD PROPERTY LOCATED AT 510 THOMSON ROAD, #08-00, SLF BUILDING, SINGAPORE 298135 (THE “SLF PROPERTY”) TO QUINTESSENTIAL WINE PURVEYORS PTE. LTD. FOR AN AGGREGATE CONSIDERATION OF S\$10,000,000 AS A MAJOR TRANSACTION; AND**
- (2) THE PROPOSED ADOPTION OF THE DISPOSAL MANDATE FOR THE PROPOSED DISPOSAL OF (A) THE LEASEHOLD PROPERTY LOCATED AT 21 FAN YOONG ROAD, SINGAPORE 629796 (THE “FAN YOONG PROPERTY”), (B) THE LEASEHOLD PROPERTY LOCATED AT 6 TUAS SOUTH STREET 11, TIONG SENG @ TUAS SOUTH, SINGAPORE 637094 (THE “TUAS PROPERTY”) AND (C) TWO (2) CONTIGUOUS PLOTS OF VACANT FREEHOLD MEDIUM INDUSTRIAL LAND OF LOT NOS. LOT 15759 AND LOT 15760, BOTH LOCATED AT MUKIM OF RIMBA TERJUN, DISTRICT OF PONTIAN, STATE OF JOHOR, MALAYSIA (THE “PONTIAN LAND PARCELS”).**

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	13 December 2023 at 9.30 a.m.
Date and time of Extraordinary General Meeting	:	15 December 2023 at 9.30 a.m.
Place of Extraordinary General Meeting	:	Bridge Room, Level 2 Raffles Marina Ltd 10 Tuas West Drive Singapore 638404

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DEFINITIONS

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

- “Agent”** : ERA Realty Network Pte Ltd
- “Associate”** : (a) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and
- (b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “Board”** : The board of directors of the Company
- “CDP” or “Depository”** : The Central Depository (Pte) Limited
- “Circular”** : This Circular to Shareholders dated 30 November 2023
- “Companies Act”** : The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
- “Company”** : Tiong Seng Holdings Limited
- “Control”** : The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company
- “Controlling Shareholder”** : A person who:
- (a) holds, directly or indirectly, 15% or more of the total voting rights in a company (the SGX-ST may determine that a person who satisfies the above is not a Controlling Shareholder); or
 - (b) in fact exercises Control over a company

DEFINITIONS

“CPF”	:	The Central Provident Fund
“CPF Agent Banks”	:	Agent banks included under the Central Provident Fund Investment Scheme
“CPF Investors”	:	Investors who have purchased Shares using their CPF contributions pursuant to the Central Provident Fund Investment Scheme
“Directors”	:	The directors of the Company from time to time, and each a “Director”
“Disposal Mandate”	:	The mandate to authorise the Group to dispose the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels on the terms set out in Section 3 of this Circular
“EGM”	:	The extraordinary general meeting of the Company to be held on 15 December 2023 at 9.30 a.m., notice of which is set out on pages N-1 to N-5 of this Circular
“Fan Yoong Property”	:	The leasehold property located at 21 Fan Yoong Road, Singapore 629796 granted by JTC to TSC, a wholly-owned subsidiary of the Company, as registered lessee
“Fan Yoong Property Valuation Report”	:	The valuation report dated 17 August 2023 issued by JLL in relation to the Fan Yoong Property, which provided that as at 25 July 2023, the market value of the unexpired leasehold interest in the Fan Yoong Property, with vacant possession and free from all encumbrances, is S\$24,500,000
“FY”	:	Financial year ended or, as the case may be, ending 31 December
“Group”	:	The Company and its subsidiaries
“JLL”	:	Jones Lang LaSalle Property Consultants Pte Ltd
“JTC”	:	JTC Corporation
“Latest Practicable Date”	:	16 November 2023, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	:	The Listing Manual of the SGX-ST, including any amendments made thereto up to the Latest Practicable Date
“LPS”	:	Loss per Share

DEFINITIONS

“Minimum Disposal Price”	:	With respect to the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels, S\$22,050,000, S\$9,900,000, and RM34,956,000 (equivalent to approximately S\$10,055,808) respectively, being 90% of the market value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels as set out in the Fan Yoong Property Valuation Report, the Tuas Property Valuation Report and the Pontian Land Parcels Valuation Report respectively
“NTA”	:	Net tangible assets
“Notice of EGM”	:	The notice of EGM dated 30 November 2023 as set out on pages N-1 to N-5 of this Circular
“Pontian Land Parcels”	:	Two (2) contiguous plots of vacant freehold medium industrial land of Lot Nos. Lot 15759 and Lot 15760, both located at Mukim of Rimba Terjun, District of Pontian, State of Johor, Malaysia, which Kinsbina Sdn. Bhd., an indirect wholly-owned subsidiary of the Company, is the registered owner of
“Pontian Land Parcels Valuation Report”	:	The valuation report dated 12 September 2023 issued by RCI in relation to the Pontian Land Parcels, which provided that as at 3 September 2023, the market value of the Pontian Land Parcels, on an “as is” basis in its existing condition, with vacant possession and free from all encumbrances, is RM38,840,000 (equivalent to approximately S\$11,173,120)
“Proposed SLF Property Disposal”	:	The proposed disposal by TSC of the SLF Property to the SLF Property Purchaser, on the terms and subject to the conditions of the SLF Property Option
“Proxy Form”	:	The instrument appointing a proxy for the EGM as set out in this Circular
“PTC”	:	Peck Tiong Choon (Private) Limited. As set out in note (5) to Section 5 of this Circular, PTC holds approximately 47.8% of the shares in Tiong Seng Shareholdings Pte. Ltd. (“TSS”), which in turn holds 61.5% of the Shares of the Company. PTC is therefore deemed interested in the Shares held by TSS pursuant to Section 4 of the SFA and is a Substantial Shareholder of the Company
“RCI”	:	Rahim & Co International Sdn. Bhd., a valuer accredited by the Board of Valuers, Appraisers, Estate Agents and Property Managers of Malaysia (Registration No.: V 0640, E 1489 and PM 0640.)

DEFINITIONS

“Register of Members”	:	The register of members of the Company
“RVD”	:	Robin Village Development Pte. Ltd., a wholly-owned subsidiary of the Company
“Securities Accounts”	:	Securities accounts maintained by Depositors with CDP, but not including securities sub-accounts maintained with a Depository Agent
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by the CDP and whose Securities Accounts maintained with CDP are credited with those Shares
“Shares”	:	Ordinary shares in the capital of the Company
“SLF Property”	:	The leasehold property located at 510 Thomson Road, #08-00, SLF Building, Singapore 298135, which TSC, a wholly-owned subsidiary of the Company, is the registered owner of
“SLF Property Marketing Fee”	:	S\$150,000, which is equivalent to 1.5% of the SLF Property Purchase Consideration
“SLF Property Option”	:	The option to purchase granted by TSC to the SLF Property Purchaser on 12 September 2023 for the sale of the SLF Property for the SLF Property Purchase Consideration on the terms and subject to the conditions of the SLF Property Option
“SLF Property Option Fee”	:	S\$100,000, which is equivalent to 1% of the SLF Property Purchase Consideration
“SLF Property Purchase Consideration”	:	The aggregate consideration of S\$10,000,000 for the purchase of the SLF Property
“SLF Property Purchaser”	:	Quintessential Wine Purveyors Pte. Ltd.

DEFINITIONS

“SLF Property Valuation Report”	:	The valuation report dated 24 July 2023 issued by JLL in relation to the SLF Property, which provided that as at 19 July 2023, the market value of the unexpired leasehold interest in the SLF Property, free from encumbrances, is S\$9,000,000
“SRS Account”	:	An account opened by an SRS Investor with an SRS Operator
“SRS Investors”	:	Investors who have purchased Shares through their SRS Account pursuant to the Supplementary Retirement Scheme
“SRS Operators”	:	An approved financial institution with which an SRS Account is opened and maintained
“Substantial Shareholder”	:	A person who has an interest directly or indirectly in 5% or more of the total number of voting Shares of the Company
“TSC”	:	Tiong Seng Contractors (Private) Limited, which is the registered owner of the SLF Property and the registered lessee of the Fan Yoong Property and the Tuas Property
“TSS”	:	Tiong Seng Shareholdings Pte. Ltd.. As set out in note (4) to Section 5 of this Circular, TSS holds 61.5% of the Shares of the Company and is a Substantial Shareholder of the Company
“Tuas Property”	:	The leasehold property located at 6 Tuas South Street 11, Tiong Seng @ Tuas South, Singapore 637094 granted by JTC to TSC, a wholly-owned subsidiary of the Company, as registered lessee
“Tuas Property Valuation Report”	:	The valuation report dated 17 August 2023 issued by JLL in relation to the Tuas Property, which provided that as at 25 July 2023, the market value of the unexpired leasehold interest in the Tuas Property, with vacant possession and free from all encumbrances, is S\$11,000,000
“Wan Seng”	:	Wan Seng Enterprises (Private) Limited. As set out in note (2) to Section 5 of this Circular, Mr. Lee It Hoe, a Non-Executive Director of the Company, is deemed interested in, <i>inter alia</i> , 12,732,390 Shares held by Wan Seng as Wan Seng’s shareholders are accustomed or under an obligation whether formal or informal to act in accordance with his directions, instructions and wishes in relation to their shares in Wan Seng

DEFINITIONS

Currencies, Units and Others

“RM”	:	Malaysia ringgit
“S\$” and “cents”	:	Singapore dollars and cents, respectively
“%” or “per cent.”	:	Per centum or percentage

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

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

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

Unless otherwise indicated, RM amounts in this Circular have been translated into Singapore dollars, based on the closing exchange rate of S\$1.00: RM3.4762 quoted by Bloomberg L.P. on the Latest Practicable Date.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Listing Manual or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to that word under the Companies Act, the SFA, the Listing Manual or that modification, as the case may be.

Any reference to a time of day or date in this Circular shall be a reference to a time of day or date, as the case may be, in Singapore unless otherwise specified.

Any reference to “**we**”, “**us**” and “**our**” in this Circular is a reference to the Group or any member of the Group as the context requires.

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

For the purposes of this Circular, Rajah & Tann Singapore LLP has been appointed as the legal adviser to the Company as to Singapore law.

LETTER TO SHAREHOLDERS

TIONG SENG HOLDINGS LIMITED

(Incorporated in Singapore on 15 April 2008)
(Company Registration Number: 200807295Z)

Directors:

Dr Teo Ho Pin (Non-Executive Chairman and Independent Director)
Mr Pay Sim Tee (Chief Executive Officer and Executive Director)
Mr Pek Zhi Kai (Executive Director)
Mr Lee It Hoe (Non-Executive Director)
Mr Ang Peng Koon, Patrick (Independent Director)
Mr Ong Seet Joon (Independent Director)

Registered Office:

21 Fan Yoong Road
Tiong Seng Building
Singapore 629796

30 November 2023

To: The Shareholders of Tiong Seng Holdings Limited

Dear Shareholders,

- (1) **THE PROPOSED DISPOSAL OF THE SLF PROPERTY TO QUINTESSENTIAL WINE PURVEYORS PTE. LTD. FOR AN AGGREGATE CONSIDERATION OF S\$10,000,000 AS A MAJOR TRANSACTION; AND**
- (2) **THE PROPOSED ADOPTION OF THE DISPOSAL MANDATE FOR THE PROPOSED DISPOSAL OF THE FAN YOONG PROPERTY, THE TUAS PROPERTY AND THE PONTIAN LAND PARCELS.**

1. INTRODUCTION

1.1 Extraordinary General Meeting

The Directors are convening an EGM of the Company to be held on 15 December 2023 to seek Shareholders' approval for the Proposed SLF Property Disposal and the proposed adoption of the Disposal Mandate for the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels, further details of which are respectively set out in Sections 2 and 3 of this Circular.

1.2 Circular

The purpose of this Circular is to provide Shareholders with relevant information pertaining to, and to seek Shareholders' approval for, the Proposed SLF Property Disposal to Quintessential Wine Purveyors Pte. Ltd. for an aggregate consideration of S\$10,000,000 and the proposed adoption of the Disposal Mandate for the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels, each to be tabled at the forthcoming EGM. The Notice of EGM has been, or will be, made available to Shareholders on the same date as the date of this Circular via SGXNET and may also be accessed via the Company's website at www.tionseng.com.sg.

If a Shareholder is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, account or other professional adviser immediately.

The SGX-ST assumes no responsibility for the accuracy of any statements made, reports contained or opinions expressed in this Circular.

LETTER TO SHAREHOLDERS

2. THE PROPOSED SLF PROPERTY DISPOSAL

2.1 Introduction

On 13 September 2023, the Company announced that its wholly-owned subsidiary, Tiong Seng Contractors (Private) Limited (“**TSC**”), had on 12 September 2023 granted an option to purchase (the “**SLF Property Option**”) to an unrelated third party purchaser, Quintessential Wine Purveyors Pte. Ltd. and/or its nominee(s) (the “**SLF Property Purchaser**”), for the sale of the SLF Property for an aggregate consideration of S\$10,000,000 (the “**SLF Property Purchase Consideration**”) on the terms and subject to the conditions of the SLF Property Option (the “**Proposed SLF Property Disposal**”). On 26 September 2023, the Company announced that TSC and the SLF Property Purchaser had on 21 September 2023 mutually agreed to extend the exercise period for the SLF Property Option from 4.00 pm on 26 September 2023 to 4.00 p.m. on 10 October 2023 pursuant to a request made by the SLF Property Purchaser for additional time to finalise the terms of loan facilities to partially finance its acquisition of the SLF Property. On 10 October 2023, the Company announced that the SLF Property Purchaser had exercised the SLF Property Option on 9 October 2023.

As the relative figure computed under Rule 1006(c) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Listing Manual**”) exceeds 20%, the Proposed SLF Property Disposal constitutes a “major transaction” as defined in Rule 1014 of the Listing Manual and must be made conditional upon the approval of the shareholders of the Company (“**Shareholders**”) in general meeting. Accordingly, the approval of the Shareholders for the Proposed SLF Property Disposal is being sought at the EGM. Further details on the relative figures computed under Rule 1006 of the Listing Manual in relation to the Proposed SLF Property Disposal are set out in Section 2.10 of this Circular.

2.2 Details of the SLF Property

The SLF Property is located at 510 Thomson Road #08-00, SLF Building, Singapore 298135. The SLF Property is a leasehold property held by TSC as registered proprietor with a leasehold tenure of 99 years commencing from 12 February 1979. It is an office unit located on the eighth storey of a 21-storey commercial building, and has a strata floor area of 878 square metres. The SLF Property is currently leased out to an unrelated third party, Neuron Mobility Pte. Ltd., at a monthly gross rental of S\$34,916.90, and the duration of the tenancy is from June 2022 to June 2025 with an option to renew for a further two years. The SLF Property is currently being used as security for credit facilities extended to the Group by DBS Bank Ltd., under which S\$14,400,000 is outstanding as at 30 June 2023.

2.3 Details of the SLF Property Purchaser

The SLF Property Purchaser, Quintessential Wine Purveyors Pte. Ltd., is incorporated in Singapore. Based on the information provided by the SLF Property Purchaser to the Company, the SLF Property Purchaser is an investment holding company which is presently dormant but is considering the possibility of establishing an alcohol distribution and wine storage business. The shareholders of the SLF Property Purchaser are Quahe Cheng Ann Lawrence, Woo Yin Loong Christopher, and Palmer Michael Anthony, and the directors of the SLF Property Purchaser are Quahe Cheng Ann Lawrence, Woo Yin Loong Christopher, and Palmer Michael Anthony. The SLF Property Purchaser is not related to the Group, the directors and controlling shareholders of the Company, and their respective associates.

LETTER TO SHAREHOLDERS

2.4 Principal Terms of the Proposed SLF Property Disposal

(a) SLF Property Purchase Consideration

The SLF Property Purchase Consideration is S\$10,000,000 and was arrived at on a willing buyer and willing seller basis, taking into account (i) the market value of the SLF Property of S\$9,000,000 as at 19 July 2023 as determined in a valuation report dated 24 July 2023 (the “**SLF Property Valuation Report**”) issued by Jones Lang LaSalle Property Consultants Pte Ltd (“**JLL**”) and commissioned by the Group for the purpose of the Proposed SLF Property Disposal, and (ii) prevailing market conditions. Further details on the SLF Property Valuation Report are set out in Section 2.6 of this Circular.

Under the SLF Property Option, the SLF Property Purchase Consideration shall be payable by the SLF Property Purchaser to TSC in cash as follows:

- (i) an option fee of S\$100,000 (the “**SLF Property Option Fee**”), which is equivalent to 1% of the SLF Property Purchase Consideration, shall be payable upon the grant of the SLF Property Option;
- (ii) a sum of S\$400,000, which is equivalent to 5% of the SLF Property Purchase Consideration (the “**SLF Property Deposit**”) exclusive of the SLF Property Option Fee, shall be payable upon the exercise of the SLF Property Option by the SLF Property Purchaser; and
- (iii) the balance of the SLF Property Purchase Consideration, which is equivalent to 95% of the SLF Property Purchase Consideration, shall be payable upon completion of the Proposed SLF Property Disposal.

As at the Latest Practicable Date, the SLF Property Purchaser has paid the SLF Property Deposit, amounting to S\$500,000, to the Group.

(b) SLF Property Marketing Fee

The SLF Property Purchaser was introduced to the Group through ERA Realty Network Pte Ltd (the “**Agent**”), the property agent engaged by the Group for the Proposed SLF Property Disposal. For the introductory services provided by the Agent, the Group will pay the Agent a marketing fee of 1.5% of the SLF Property Purchase Consideration (the “**SLF Property Marketing Fee**”) together with goods and services tax thereon. The Company understands that the SLF Property Marketing Fee is in line with the market rate for such commission fee payable to an agent for commercial properties which is typically 1% to 2% of the purchase price for the property which such agent has procured the sale of.

LETTER TO SHAREHOLDERS

(c) Conditions Precedent

The Proposed SLF Property Disposal is subject to, *inter alia*:

- (i) the approval of Shareholders being obtained for the Proposed SLF Property Disposal at the EGM within eight (8) weeks (or, if an extension is necessary, 12 weeks) after the date of exercise of the SLF Property Option, failing which TSC shall be entitled to rescind the SLF Property Option and TSC shall, *inter alia*, forthwith refund to the SLF Property Purchaser the SLF Property Deposit paid by the SLF Property Purchaser without any interest, compensation or deduction whatsoever, and neither party shall have any claim or demand against the other party for damages, costs, compensation or otherwise arising out of or in connection with the SLF Property Option;
- (ii) no acquisition or publication of notice of intended acquisition by the government or relevant competent authority affecting the SLF Property in whole or in part; and
- (iii) receipt of satisfactory replies to the usual legal requisitions sent by the SLF Property Purchaser's solicitors to the various government and relevant competent authorities.

(d) Completion

Under the SLF Property Option, completion of the Proposed SLF Property Disposal will take place on the later of:

- (i) 12 weeks after the date of exercise of the SLF Property Option by the SLF Property Purchaser; or
- (ii) eight (8) weeks after the date on which the approval of Shareholders for the Proposed SLF Property Disposal has been obtained.

2.5 Rationale for the Proposed SLF Property Disposal

The Board believes that the Proposed SLF Property Disposal is in the best interests of the Group and the Shareholders, as it will enable the Group to realise net cash proceeds of approximately S\$9.7 million (after deducting the SLF Property Marketing Fee and the estimated professional fees and other related expenses), thereby improving the liquidity of the Group. This would also allow the Group to reallocate its resources to improve and optimise the utilisation of assets.

Based on the unaudited consolidated financial statements of the Group, as at 30 June 2023, the amount of cash and cash equivalents of the Group is S\$95,933,000. The net cash proceeds of the Proposed SLF Property Disposal of approximately S\$9.7 million (after deducting the SLF Property Marketing Fee, the estimated professional fees and other related expenses) will be primarily used for working capital, project financing, and repayment of bank borrowings by the Company.

LETTER TO SHAREHOLDERS

2.6 Value of the SLF Property

The market value of the unexpired leasehold interest in the SLF Property, free from encumbrances, is S\$9,000,000 as at 19 July 2023, as determined in the SLF Property Valuation Report, which utilised the direct comparison methodology and was commissioned by the Group to determine the market value of the SLF Property for the purpose of the Proposed SLF Property Disposal. In arriving at this valuation figure, JLL had taken into consideration the prevailing market conditions and has made due adjustments for differences between the SLF Property and the comparables in terms of location, tenure, size, shape, design and layout, age and condition of buildings, dates of transactions and other factors affecting its value.

Based on the audited net book value of the SLF Property of S\$3,481,000 as at 31 December 2022, the Proposed SLF Property Disposal is expected to result in a gain on disposal of S\$6,519,000, before deducting the SLF Property Marketing Fee, professional fees and other related expenses. Other than the annual gross rental income of S\$419,002.80 derived from the lease of the SLF Property, there are no net profits attributable to the SLF Property.

2.7 Use of Proceeds

The Company expects to receive net cash proceeds of approximately S\$9.7 million (after deducting the SLF Property Marketing Fee and the estimated professional fees and other related expenses) from the Proposed SLF Property Disposal. The Company intends to use the net proceeds from the Proposed SLF Property Disposal for working capital, project financing and repayment of bank borrowings.

Pending the deployment of the unutilised proceeds for the purposes mentioned above, such proceeds may be deposited with banks and/or financial institutions, invested in short-term money markets and/or marketable securities, or used for any other purpose on a short-term basis, as the Directors may deem appropriate in the interests of the Group.

2.8 Waiver from Rule 1019 of the Listing Manual

(a) Application to the SGX-ST

Pursuant to Rule 1019(1) of the Listing Manual, where an option to acquire or dispose of assets is not exercisable at the discretion of the issuer, shareholder approval must be obtained at the time of grant of the option.

As set out in the Company's announcement dated 13 September 2023, the Company had on 31 August 2023 submitted an application to the SGX-ST for a waiver from strict compliance with Rule 1019(1) of the Listing Manual to allow TSC to grant the SLF Property Option to the SLF Property Purchaser without prior approval from the Shareholders (the "**SLF Property Waiver**"), and to seek Shareholders' approval for the Proposed SLF Property Disposal after the SLF Property Option has been exercised by the SLF Property Purchaser and before completion of the Proposed SLF Property Disposal.

LETTER TO SHAREHOLDERS

The SGX-ST had, on 12 September 2023, informed the Company that it had no objection to the SLF Property Waiver, subject to the following conditions:

- (i) the Company announcing the SLF Property Waiver granted, the reasons for seeking the SLF Property Waiver, the conditions as required under Rule 107 of the Listing Manual and if the SLF Property Waiver conditions have been satisfied. If the SLF Property Waiver conditions have not been met on the date of the announcement, the Company must make an update announcement when the conditions have all been met;
- (ii) submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Company; and
- (iii) the Company obtaining Shareholders' approval prior to completion of the Proposed SLF Property Disposal pursuant to Rule 1014 of the Listing Manual.

As at the date of this Circular, save for item 2.8(a)(iii), all of the conditions to the SLF Property Waiver have been met.

(b) Grounds for Waiver

The grounds for waiver are as follows:

(i) *No significant adverse impact to Shareholders*

An option is a customary document in the context of commercial property sale and purchase transactions, which is provided to a prospective purchaser prior to consummation of the actual transaction. This ensures that the seller's interests in proceeding with the sale of the property will be safeguarded by way of receipt of an option fee or deposit from the purchaser.

In the event the SLF Property Purchaser exercises the SLF Property Option, the Company will nonetheless be required to obtain the approval of its Shareholders in respect of the Proposed SLF Property Disposal in due course pursuant to Rule 1014 of the Listing Manual, as the Proposed SLF Property Disposal is classified as a "major transaction" as defined in Rule 1014 of the Listing Manual. The SLF Property Option has specifically provided that if the approval of Shareholders for the Proposed SLF Property Disposal is not obtained at the EGM within the prescribed timeline, the Group shall be entitled to rescind the SLF Property Option and the Group shall, *inter alia*, forthwith refund to the SLF Property Purchaser the SLF Property Deposit paid by the SLF Property Purchaser without any interest, compensation or deduction whatsoever, and neither party shall have any claim or demand against the other party for damages, costs, compensation or otherwise arising out of or in connection with the SLF Property Option.

On the above basis, the SLF Property Waiver will not be materially prejudicial to the interests of Shareholders, taking into account that Shareholders will still be provided with an opportunity to vote on the Proposed SLF Property Disposal prior to completion of the Proposed SLF Property Disposal.

LETTER TO SHAREHOLDERS

(ii) Terms of the SLF Property Option are Favourable

In comparison to the book value of the SLF Property, the SLF Property Purchase Consideration under the SLF Property Option represents a significant gain on disposal.

Upon the grant of the SLF Property Option by the Group, the SLF Property Purchaser will have to make payment of the SLF Property Option Fee to the Group. In the event that the SLF Property Option is not subsequently exercised by the SLF Property Purchaser within the stated exercise period, the SLF Property Option Fee will be forfeited to the Group.

Accordingly, the Company is of the view that the salient terms of the SLF Property Option are favourable, and it is in the interests of the Company to grant the SLF Property Option to the SLF Property Purchaser.

(iii) Time is of the Essence

Having to first convene an EGM to obtain the approval of Shareholders at the time of grant of the SLF Property Option would likely result in considerable delay to the grant of the SLF Property Option, and potentially jeopardise the Proposed SLF Property Disposal.

In view that the terms of the SLF Property Option are favourable and the offer made by the SLF Property Purchaser represents the most favourable terms which the Group has received to date in respect of the SLF Property, it is in the interests of the Company to grant the SLF Property Option as expeditiously as possible to secure the SLF Property Purchaser's commitment to purchase the SLF Property and to safeguard the Company's interests in proceeding with the Proposed SLF Property Disposal.

As both the Group and the SLF Property Purchaser are keen to pursue the Proposed SLF Property Disposal without delay, the SLF Property Waiver sought will help to expedite both parties' commercial intentions.

(iv) The Proposed SLF Property Disposal benefits the Group by improving its Liquidity

As at 31 December 2022, the Group had classified the SLF Property as investment property held for sale. The Proposed SLF Property Disposal will realise net cash proceeds of approximately S\$9.7 million (after deducting the SLF Property Marketing Fee and the estimated professional fees and other related expenses), thereby improving the liquidity of the Group. This would also allow the Group to reallocate its resources to improve and optimise the utilisation of assets.

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- (v) *The Proposed SLF Property Disposal does not result in a Material Change in the Business Activities and Operations of the Group*

The SLF Property is a non-core asset which is not critical to the principal business activities of the Group and is currently leased out to an unrelated third-party tenant. Accordingly, while the Proposed SLF Property Disposal is classified as a “major transaction” as defined in Rule 1014 of the Listing Manual, the Proposed SLF Property Disposal will not affect nor result in a material change in the business activities or operations of the Group.

2.9 Financial Effects of the Proposed SLF Property Disposal

The financial effects of the Proposed SLF Property Disposal set out below are purely for illustrative purposes only and do not reflect the future financial position of the Company or the Group after completion of the Proposed SLF Property Disposal. The financial effects of the Proposed SLF Property Disposal were calculated based on the audited consolidated financial statements of the Group for the financial year ended 31 December (“FY”) 2022, and the expenses in connection with the Proposed SLF Property Disposal (including the SLF Property Marketing Fee, professional fees and other related expenses) have been disregarded.

(a) Net Tangible Assets

The effect of the Proposed SLF Property Disposal on the net tangible assets (“NTA”) per share of the Group as at 31 December, assuming that the Proposed SLF Property Disposal had been effected at the end of FY2022 is as follows:

As at 31 December 2022	Before the Proposed SLF Property Disposal	After the Proposed SLF Property Disposal
NTA (S\$'000)	96,349	102,868
NTA per Share (cents)	21.84	23.32

(b) Losses per Share

The effect of the Proposed SLF Property Disposal on the loss per share (“LPS”) of the Group for FY2022, assuming that the Proposed SLF Property Disposal had been effected at the beginning of FY2022 is as follows:

FY2022	Before the Proposed SLF Property Disposal	After the Proposed SLF Property Disposal
(Loss) after tax and non-controlling interests (S\$'000)	(85,044)	(78,525)
(Loss) per Share (cents)	(19.27)	(17.79)

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2.10 Relative Figures Computed based on Rule 1006 of the Listing Manual

The relative figures for the Proposed SLF Property Disposal computed on the bases set out in Rule 1006 of the Listing Manual are set out below:

Rule	Basis	Relative Figure
1006(a)	Net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets ⁽¹⁾	4.6%
1006(b)	Net profits attributable to the assets acquired or disposed of, compared with the group's net profits ⁽²⁾	(1.4%)
1006(c)	Aggregate value of the consideration given or received, compared with the issuer's market capitalisation, based on the total number of issued shares excluding treasury shares ⁽³⁾	32.9%
1006(d)	Number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable to the Proposed SLF Property Disposal as it is not an acquisition
1006(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount	Not applicable to the Proposed SLF Property Disposal as it is not a disposal of mineral, oil or gas assets by a mineral, oil and gas company

Notes:

- (1) Based on the net asset value of the Group of S\$74,916,000 and the net asset value of the SLF Property of S\$3,481,000, each as at 30 June 2023.
- (2) Based on the gross rental income of S\$209,501.40 derived from the lease of the SLF Property and the net loss before tax of the Group of S\$15,218,999, each for the six (6) months ended 30 June 2023. Other than the rental income derived from the lease of the SLF Property, there are no net profits attributable to the SLF Property.
- (3) Based on the SLF Property Purchase Consideration of S\$10,000,000 and the Company's market capitalisation of S\$30,434,289 (being the Company's issued ordinary share capital of 441,076,649 Shares excluding treasury shares and subsidiary holdings) and the volume weighted average price of the Shares on the SGX-ST of S\$0.069 on 6 September 2023 (being the most recent day prior to the date of grant of the SLF Property Option on which there was trading in the Shares on the SGX-ST).

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As the relative figure computed under Rule 1006(c) of the Listing Manual exceeds 20%, the Proposed SLF Property Disposal is classified as a “major transaction” as defined in Rule 1014 of the Listing Manual. Accordingly, the approval of the Shareholders at the EGM is required for the Proposed SLF Property Disposal.

3. THE PROPOSED ADOPTION OF THE DISPOSAL MANDATE

3.1 Introduction

- (a) The Company proposes to seek approval from the Shareholders for the Disposal Mandate to authorise the Group to dispose of the following properties and plots of land:
- (i) a leasehold property located at 21 Fan Yoong Road, Singapore 629796 (the “**Fan Yoong Property**”);
 - (ii) a leasehold property located at 6 Tuas South Street 11, Tiong Seng @ Tuas South, Singapore 637094 (the “**Tuas Property**”); and
 - (iii) two (2) contiguous plots of vacant freehold medium industrial land of Lot Nos. Lot 15759 and Lot 15760, both located at Mukim of Rimba Terjun, District of Pontian, State of Johor, Malaysia (collectively, the “**Pontian Land Parcels**”),

at a price no lower than the following Minimum Disposal Price:

	Minimum Disposal Price
Fan Yoong Property	S\$22,050,000
Tuas Property	S\$9,900,000
Pontian Land Parcels	RM34,956,000 (equivalent to approximately S\$10,055,808)

- (b) The Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are intended to be sold separately, each as a parcel comprising the land and buildings thereon (where applicable), to prospective buyers to be identified and selected by the Group, with the highest indicative price stated in their expression of interest, through an interest exercise conducted by one or more marketing agent(s) to be appointed by the Group.
- (c) The Fan Yoong Property, the Tuas Property and the Pontian Land Parcels will be disposed of subject to the terms set out in Section 3.5 of this Circular.
- (d) The following valuation reports were commissioned by the Group for the purpose of the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels, respectively:
- (i) a valuation report dated 17 August 2023 issued by JLL in relation to the Fan Yoong Property (the “**Fan Yoong Property Valuation Report**”);
 - (ii) a valuation report dated 17 August 2023 issued by JLL in relation to the Tuas Property (the “**Tuas Property Valuation Report**”); and

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- (iii) a valuation report dated 12 September 2023 issued by Rahim & Co International Sdn. Bhd. (“RCI”) in relation to the Pontian Land Parcels (the “**Pontian Land Parcels Valuation Report**”),

further details of which are set out in Section 3.4 of this Circular.

- (e) If approved by the Shareholders at the EGM, the authority conferred by the Disposal Mandate will continue in force for a period of 12 months commencing from and including the day following the day of the EGM or until the next annual general meeting of the Company (whereupon at the end of the period it will lapse, unless renewed) or until it is varied or revoked by the Company in a general meeting, whichever is the earliest.
- (f) During the period when the Disposal Mandate is in force, the Group may enter into memorandums of agreement, including but not limited to options to purchase, put and call option agreements and sale and purchase agreements, with any prospective purchaser(s) of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels and such agreements shall not be subject to the specific approval of the Shareholders, notwithstanding that the completion date of the relevant transaction may fall on a date after the Disposal Mandate has lapsed.

3.2 Requirement for Shareholders’ Approval

- (a) Chapter 10 of the Listing Manual governs the continuing listing obligations of a listed issuer in respect of acquisitions and realisations. Under Rule 1014 of the Listing Manual, Shareholders’ approval must be obtained for a “major transaction”. Rule 1006 of the Listing Manual sets out the computation for relative figures for acquisitions and disposals of assets by a listed issuer. Shareholders’ approval is required if any of the relative figures as computed on the bases set out in Rule 1006 of the Listing Manual exceeds 20% and such transaction is classified as a “major transaction”. In determining whether a disposal transaction or a series of disposal transactions is considered a “major transaction”, the SGX-ST may aggregate separate transactions completed within a 12-month period and treat these transactions as one transaction under Rule 1005 of the Listing Manual.
- (b) Based on the applicable relative figures computed on bases set out in Rule 1006 of the Listing Manual, the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels, without being aggregated, may each exceed 20% on a standalone basis. As such, the Company is seeking the prior approval of the Shareholders for the Disposal Mandate.

3.3 Details of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels

- (a) Fan Yoong Property

The Fan Yoong Property is located at 21 Fan Yoong Road, Singapore 629796. The Fan Yoong Property is a leasehold property granted by JTC to TSC as registered lessee on 16 November 2017 with a leasehold tenure of 20 years commencing from 16 November 2017. The Fan Yoong Property is a 9-storey detached factory with an ancillary office and temporary ancillary workers’ dormitory and has a land area and a gross floor area of 5,648.4 square metres and 14,403.42 square metres respectively. The Fan Yoong Property is currently occupied by the Group and is being used as an

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office, factory and workers' dormitory. The cost of acquisition of the Fan Yoong Property by the Group was S\$24,964,210 and the monthly gross rental payable by the Group for the Fan Yoong Property is S\$10,811.98. The Fan Yoong Property is mortgaged in favour of DBS Bank Ltd. as security for credit facilities extended to the Group, under which S\$6,418,081 is outstanding as at 30 June 2023.

Based on the audited consolidated financial statements of the Group for FY2022, the book value of the Fan Yoong Property as at 31 December 2022 is S\$17,492,000.

In connection with the disposal of the Fan Yoong Property, the Group will shift its office to new premises located at 30A Kallang Place (I) #04-01/02/03/04/05/06 (II) #04-07/08 and #04-09/10/11 Singapore 339213 with a floor area totaling 1,856.1 square metres. The wholly-owned subsidiary of the Company, TSC, has entered into a lease in respect of the aforesaid premises for a term of three (3) years commencing from February 2024 and expiring in February 2027 with an option to renew for a further period of three (3) years at a revised rent to be determined by the landlord, DBS Trustee Limited as trustee of Mapletree Industrial Trust, having regard to the market rent of such premises at the time of renewal.

In connection with the disposal of the Fan Yoong Property, the Group will also shift its factory to premises located at Buroh Crescent (JR4821) Pte Lot A47014129, which have been licensed by JTC to the Company's wholly-owned subsidiary TSC for a term of three (3) years from 1 October 2022. The Group is also in the process of sourcing for new accommodation for the workers currently residing in the workers' dormitory in the Fan Yoong Property.

The Group will endeavour to ensure that the business operations of the Group in the Fan Yoong Property will be relocated to the respective locations before the disposal of the Fan Yoong Property is completed, such that there will be no disruptions to the Group's business operations. Accordingly, the Board is of the view that the proposed disposal of the Fan Yoong Property will not have any material impact on the Group's business operations.

(b) Tuas Property

The Tuas Property is located at 6 Tuas South Street 11, Tiong Seng @ Tuas South, Singapore 637094. The Tuas Property is a leasehold property granted by JTC to TSC as registered lessee on 1 December 2016 with a leasehold tenure of 20 years and 6 months commencing from 27 May 2015. It is a two-storey single user industrial building and has a land area and a gross floor area of 10,000.4 square metres and 9,688.57 square metres respectively. The Tuas Property is currently occupied and rented by the Company's wholly-owned subsidiary, Robin Village Development Pte. Ltd. ("**RVD**"), and is being used as an office, a storage warehouse and for the assembly of prefabricated bathroom units and prefabricated prefinished volumetric construction components as a temporary arrangement to cater to the increase in contract orders. The cost of acquisition of the Tuas Property by the Group was S\$18,488,939 and the monthly gross rental payable by the Group for the Tuas Property is S\$1.00. The Tuas Property is mortgaged in favour of Malayan Banking Berhad as security for credit facilities extended to the Group, under which S\$3,313,833 is outstanding as at 30 June 2023.

Based on the audited consolidated financial statements of the Group for FY2022, the book value of the Tuas Property as at 31 December 2022 is S\$12,115,000.

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Given that RVD has already shifted a portion of its operations to Malaysia, it no longer requires the space in the Tuas Property for its operations. Accordingly, the disposal of the Tuas Property will not result in any disruptions to RVD's current business operations. Accordingly, the Board is of the view that the proposed disposal of the Tuas Property will not have any material impact on the Group's business operations.

(c) Pontian Land Parcels

The Pontian Land Parcels comprise two (2) contiguous plots of vacant freehold medium industrial land of Lot Nos. Lot 15759 and Lot 15760 located at Mukim of Rimba Terjun, District of Pontian, State of Johor, Malaysia. Kinsbina Sdn. Bhd., an indirect wholly-owned subsidiary of the Company incorporated in Malaysia, is the registered owner of a 100% freehold interest in the Pontian Land Parcels. On 18 June 2018, the Company had announced that its wholly-owned subsidiary, RVD, had entered into a shares sale agreement to acquire the entire shareholding interest in Kinsbina Sdn. Bhd., which held the Pontian Land Parcels, from independent third parties who are not related to any director or substantial shareholder of the Company, for a total consideration of RM29,920,000 (equivalent to approximately S\$8,607,100) which was arrived at on a willing buyer willing seller basis after arm's length negotiations, taking into consideration, *inter alia*, relevant enquiries, references and comparisons to the comparable land plots in the surrounding area. No independent valuation was commissioned by the Company at the time of the aforesaid acquisition. The aforesaid acquisition of Kinsbina Sdn. Bhd., which held the Pontian Land Parcels, by RVD was completed on 22 June 2020.

The Pontian Land Parcels comprise:

- (i) a vacant freehold land parcel (Lot 15759) in an "L" shape measuring approximately 11.97 hectares in size and the western boundary of which is adjacent to the Skudai-Pontian Highway; and
- (ii) a contiguous vacant freehold land parcel (Lot 15760) in an elongated shape measuring approximately 3.423 hectares in size.

The Pontian Land Parcels are designated for medium industrial use and specifically for the mixing of cement and concrete and a ready-mix concrete plant. The Pontian Land Parcels are mortgaged in favour of Malayan Banking Berhad as security for credit facilities extended to the Group, under which S\$5,182,637 is outstanding as at 30 June 2023.

Based on the audited consolidated financial statements of the Group for FY2022, the book value of the Pontian Land Parcels as at 31 December 2022 is RM31,278,786 (equivalent to approximately S\$9,493,000 based on the prevailing exchange rate at the end of FY2022).

3.4 Independent Valuations of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels

- (a) Based on the Fan Yoong Property Valuation Report which was issued by JLL and commissioned by the Group to determine the market value of the Fan Yoong Property for the purpose of the proposed disposal of the Fan Yoong Property, as at 25 July 2023, the market value of the unexpired leasehold interest in the Fan Yoong Property,

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with vacant possession and free from all encumbrances, is S\$24,500,000. JLL utilised the direct comparison methodology. In arriving at this valuation figure, JLL had taken into consideration the prevailing market conditions and has made due adjustments for differences between the Fan Yoong Property and the comparables in terms of location, tenure, size, shape, design and layout, age and condition of buildings, dates of transactions and other factors affecting its value.

- (b) Based on the Tuas Property Valuation Report which was issued by JLL and commissioned by the Group to determine the market value of the Tuas Property for the purpose of the proposed disposal of the Tuas Property, as at 25 July 2023, the market value of the unexpired leasehold interest in the Tuas Property, with vacant possession and free from all encumbrances, is S\$11,000,000. JLL utilised the income capitalisation method, which entails the assumption of a hypothetical lease over the real estate and estimation of gross rental income as well as a deduction is made for vacancy and applicable real estate expenses or outgoings, including property tax, which are deducted from the gross rent to arrive at a market based net income. This is then capitalized at an appropriate rate for the remaining period of the land lease to arrive at market value. In addition to the income capitalisation method, JLL had also relied upon the depreciated replacement cost method, which involves estimating the current replacement cost of the building and from which deductions are made to allow for depreciation due to age, condition and functional obsolescence. This replacement cost is then added to the vacant land value to derive the market value.

Due to the unique characteristics of the Tuas Property which sets it apart from other JTC industrial properties, JLL had utilised the income capitalisation method and the depreciated replacement cost method in its valuation of the Tuas Property instead of the comparison method which it had utilised for the SLF Property and the Fan Yoong Property. The Tuas Property is an open-sided building and would likely appeal to an owner-occupier in the construction industry as it can be used for the following purposes:

- (i) repair, maintenance and storage of construction machinery (e.g. cranes and excavators) and construction materials (e.g. formworks and scaffolds);
 - (ii) fabrication, assembly and storage of structural steel;
 - (iii) assembly and storage of fabricated bathroom units; and
 - (iv) research and training facilities for construction technology development.
- (c) Based on the Pontian Land Parcels Valuation Report which was issued by RCI and commissioned by the Group to determine the market value of the Pontian Land Parcels for the purpose of the proposed disposal of the Pontian Land Parcels, as at 3 September 2023, the market value of the Pontian Land Parcels, on an “as is” basis in its existing condition, with vacant possession and free from all encumbrances, is RM38,840,000 (equivalent to approximately S\$11,173,120). RCI utilised the comparison approach, which entails the critical analyses of recent evidence of values of the comparable properties in the surrounding area, and making adjustments for the differences between the Pontian Land Parcels and the comparable properties.

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3.5 Disposal Consideration for the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels

- (a) Subject to Section 3.5(b) of this Circular, each of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels may be disposed at a price which the Directors deem fair and reasonable after taking into account the relevant factors including but not limited to the latest available valuation of the relevant property conducted by independent valuers, including but not limited to the market values set out in the Fan Yoong Property Valuation Report, the Tuas Property Valuation Report and the Pontian Land Parcels Valuation Report.
- (b) The disposal price of each of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels shall not be lower than 90% of the respective market value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels as set out in the Fan Yoong Property Valuation Report, the Tuas Property Valuation Report and the Pontian Land Parcels Valuation Report respectively. The Minimum Disposal Price and the market value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels is set out below:

	Market Value	Minimum Disposal Price
Fan Yoong Property	S\$24,500,000	S\$22,050,000
Tuas Property	S\$11,000,000	S\$9,900,000
Pontian Land Parcels	RM38,840,000 (equivalent to approximately S\$11,173,120)	RM34,956,000 (equivalent to approximately S\$10,055,808)

- (c) The Minimum Disposal Price represents the lowest price at which the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels can each be disposed of under the Disposal Mandate, and has been put in place to ensure that the sale price of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels is not lower than a certain fixed threshold determined based on a percentage of their respective market values as assessed by independent valuers, thereby protecting the interests of Shareholders. The Company is further of the view that the Minimum Disposal Price thresholds are higher than the forced sale values of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels which are typically significantly lower than 90% of the market value, and would enhance the Group's liquidity position, generate additional working capital and facilitate the recycling of capital for upcoming and new projects.
- (d) Upon successful completion of a sale transaction, the following fees will be payable:
- (i) commission of up to 2% of the sale price of the Fan Yoong Property and the Tuas Property would be payable to the marketing agent(s) to be appointed by the Group in line with market practice in the Singapore property market;
 - (ii) commission of up to 3% of the sale price of the Pontian Land Parcels would be payable to the marketing agent(s) to be appointed by the Group in line with market practice in the Malaysian property market;

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- (iii) legal costs and disbursements of up to one per cent (1%) of the sale price would be payable to the solicitors;
- (iv) with respect to the Pontian Land Parcels, real property gains tax payments, if any, to Lembaga Hasil Dalam Negeri (the Inland Revenue Board of Malaysia); and
- (v) with respect to the Pontian Land Parcels, applicable sales and service tax would be payable to the Malaysia Government under the Sales and Service Tax Act of Malaysia.

3.6 Value of and Net Profit/Loss Attributable to the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels

- (a) There are no net profits attributable to the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels.
- (b) Based on the audited consolidated financial statements of the Group for FY2022 and assuming that the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are disposed of at the Minimum Disposal Price:
 - (i) the book value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are S\$17,492,000, S\$12,115,000 and S\$9,493,000 (based on the prevailing exchange rate at the end of FY2022) respectively;
 - (ii) the excess/(deficit) of the disposal proceeds over the book value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are approximately S\$4,558,000, S\$(2,215,000) and S\$562,808 respectively; and
 - (iii) the net gain on disposal after transaction costs and tax of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels is expected to be approximately S\$1,050,370, calculated as follows:

	(S\$)
Consideration from the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels	42,005,808
Less: book value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels to be disposed	(39,100,000)
Excess of the proceeds over the book value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels to be disposed	2,905,808

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	(S\$)
Less: taxation to be paid ¹	(493,987)
Less: transaction costs of the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels (marketing fee payable to agent(s), solicitors' costs and other expenses) (collectively, " Transaction Costs ")	(1,361,451)
Net gain on disposal on the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels after Transaction Costs and tax ²	1,050,370

(iv) A breakdown of the Transaction Costs are as follows:

	Commission (S\$)	Professional fees (S\$)
Fan Yoong Property	441,000	221,000
Tuas Property	198,000	99,000
Pontian Land Parcels	301,766	100,685
Total	940,766	420,685

(c) A breakdown of the book values as at 31 December 2022, the market values and the Transaction Costs in relation to the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are as follows:

	Book Value as at 31 December 2022 (S\$)	Market Value (S\$)	Transaction Costs (S\$)	Minimum Disposal Price (S\$)
Fan Yoong Property	17,492,000	24,500,000	(662,000)	22,050,000
Tuas Property	12,115,000	11,000,000	(297,000)	9,900,000
Pontian Land Parcels	9,493,000 (based on the prevailing exchange rate at the end of FY2022)	11,173,120	(402,451)	10,055,808
Total	39,100,000	46,673,120	(1,361,451)	42,005,808

1 The taxation to be paid was calculated by multiplying the excess of the disposal proceeds over the book value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels (as provided in Section 3.6(b)(ii) of this Circular) by the prevailing corporate income tax rate of 17%.

2 Includes, *inter alia*, an aggregate of S\$940,766 in commission to be paid to the marketing agents, S\$420,685 in professional fees, and approximately S\$493,987 in capital gain tax.

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- (d) No impairments have been made for each of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels.

3.7 Rationale for the Disposal Mandate

The Board believes that the Disposal Mandate is in the best interests of the Group and the Shareholders, as it will enable the Group to realise the value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels, thereby improving the liquidity of the Group. This would also allow the Group to reallocate its resources to improve and optimise the utilisation of assets.

Notwithstanding the fact that the disposal of the Tuas Property would result in a loss of S\$2,215,000 if sold at the Minimum Disposal Price, it would be in the interest of the Company to monetise the Tuas Property and enhance the liquidity of Group. As stated in Section 3.3(b) of this Circular, RVD no longer requires the space in the Tuas Property for its operations given that it has already shifted a portion of its operations to Malaysia, thereby also lowering its costs. Accordingly, taking into account the cost of maintaining the Tuas Property and the low utilisation of the Tuas Property, the Board is of the view that the disposal of the Tuas Property would, as a whole, generate a greater benefit to the Group.

3.8 Terms of the Disposal Mandate

The terms of the Disposal Mandate are as follows:

- (a) The Fan Yoong Property, the Tuas Property and the Pontian Land Parcels may be disposed of through various arrangements and/or transaction structures agreed with the prospective purchaser(s) at the sole discretion of the Directors without seeking the specific approval of Shareholders for such disposal.
- (b) Subject to Section 3.8(c) of this Circular, the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels shall be disposed of at a price which the Directors deem fair and reasonable, after taking into account the relevant factors including but not limited to the the latest available valuation of the relevant property conducted by independent valuers, including but not limited to the market values set out in the Fan Yoong Property Valuation Report, the Tuas Property Valuation Report and the Pontian Land Parcels Valuation Report, with such valuation being not more than twelve (12) months before the grant of any option to purchase or signing of any sale and purchase agreement in relation to the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels.
- (c) The disposal price of each of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels shall be at least the Minimum Disposal Price, being a price not lower than 90% of the market value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels as determined in the Fan Yoong Property Valuation Report, the Tuas Property Valuation Report and the Pontian Land Parcels Valuation Report respectively.
- (d) The consideration in respect of such disposal shall be satisfied in cash upon completion of the sale and in such manner as the Board deems fit in the best interest of the Company.

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- (e) If approved by the Shareholders at the EGM, the authority conferred by the Disposal Mandate will continue in force for a period of 12 months commencing from and including the day following the day of the EGM or until the next annual general meeting of the Company (whereupon at the end of the period it will lapse, unless renewed) or until it is varied or revoked by the Company in a general meeting, whichever is the earliest. During the period when the Disposal Mandate is in force, the Group may enter into memorandums of agreement, including but not limited to options to purchase, put and call option agreements and sale and purchase agreements, with any prospective purchaser(s) of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels and such agreements shall not be subject to the specific approval of the Shareholders, notwithstanding that the completion date of the relevant transaction may fall on a date after the Disposal Mandate has lapsed.
- (f) Any negotiation with an intending purchaser of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels shall be conducted on an arm's length and commercial basis, taking into account such factors, including but not limited to the prevailing economic conditions, the timeframe for marketing the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels and comparison of the results from various marketing agent(s), as the Directors may deem fit in the interests of the Group.
- (g) Assuming that the approval of the Shareholders for the Disposal Mandate is obtained at the EGM, the Directors will be responsible for facilitating the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels. The Directors shall exercise the authority conferred by the Disposal Mandate in the best interest of the Company.
- (h) If the Directors are not able to dispose of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels in accordance with the terms set forth above, the Company will revert to the Shareholders for a fresh mandate for specific approval for the relevant transaction(s) pursuant to Rule 1014 of the Listing Manual, as applicable.

3.9 Announcement of Disposals

The Company will update the Shareholders of transactions conducted under the Disposal Mandate by making announcement(s) upon the grant of options to purchase or the entry into definitive agreements in relation to, and upon the completion of, the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels in compliance with Chapter 10 of the Listing Manual.

3.10 Financial Effects of the Proposed Disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels

The financial effects of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels pursuant to the Disposal Mandate set out below are purely for illustrative purposes only and do not reflect the future financial position of the Company or the Group after the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels. The financial effects were calculated based on the audited consolidated financial statements of the Group for FY2022, and the expenses in connection with the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels (including any marketing fees payable to the marketing agent(s), professional fees and other related expenses) have been disregarded.

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The financial effects have been prepared based on the following key bases and assumptions:

- (i) for the purposes of illustrating the financial effects of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels on the NTA per Share of the Group, it is assumed that the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels were disposed of at the end of FY2022;
- (ii) for the purposes of illustrating the financial effects of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels on the LPS of the Group, it is assumed that the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels were disposed of at the beginning of FY2022; and
- (iii) the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels were disposed at the Minimum Disposal Price, being 90% of the market price of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels set out in the Fan Yoong Property Valuation Report, the Tuas Property Valuation Report and the Pontian Land Parcels Valuation Report respectively.

(a) NTA per Share

The effect of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels on the NTA per Share of the Group as at 31 December 2022 is as follows:

As at 31 December 2022	Before the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels	After the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels
NTA (S\$'000)	96,349	99,255
NTA per Share (cents)	21.84	22.50

The effect of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels on the NTA per Share of the Group as at 31 December 2022 (taking into account the rental and other related expenses payable for the lease of the new premises located at 30A Kallang Place (I) #04-01/02/03/04/05/06 (II) #04-07/08 and #04-09/10/11 Singapore 339213 to which the Group is shifting its office following the disposal of the Fan Yoong Property) is as follows:

As at 31 December 2022	Before the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels	After the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels
NTA (S\$'000)	96,349	98,224
NTA per Share (cents)	21.84	22.27

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(b) LPS

The effect of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels on the LPS of the Group for FY2022 is as follows:

FY2022	Before the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels	After the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels
(Loss) after tax and non-controlling interests (S\$'000)	(85,044)	(82,138)
LPS (cents)	(19.27)	(18.61)

The effect of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels on the LPS of the Group for FY2022 (taking into account the rental and other related expenses payable for the lease of the new premises located at 30A Kallang Place (I) #04-01/02/03/04/05/06 (II) #04-07/08 and #04-09/10/11 Singapore 339213 to which the Group is shifting its office following the disposal of the Fan Yoong Property) is as follows:

FY2022	Before the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels	After the Proposed Disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels
(Loss) after tax and non-controlling interests (S\$'000)	(85,044)	(83,169)
LPS (cents)	(19.27)	(18.84)

(c) A breakdown of the pro forma financial effects (i.e. effects on the Group's NTA and LPS) of the disposals of each of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels on a standalone basis is as follows:

(i) Fan Yoong Property

As at 31 December 2022	Before the Proposed Disposal of the Fan Yoong Property	After the Proposed Disposal of the Fan Yoong Property
NTA (S\$'000)	96,349	100,907
NTA per Share (cents)	21.84	22.88

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FY2022	Before the Proposed Disposal of the Fan Yoong Property	After the Proposed Disposal of the Fan Yoong Property
(Loss) after tax and non-controlling interests (S\$'000)	(85,044)	(80,486)
LPS (cents)	(19.27)	(18.24)

A breakdown of the pro forma financial effects (i.e. effects on the Group's NTA and LPS) of the disposal of the Fan Yoong Property on a standalone basis (taking into account the rental and other related expenses payable for the lease of the new premises located at 30A Kallang Place (I) #04-01/02/03/04/05/06 (II) #04-07/08 and #04-09/10/11 Singapore 339213 to which the Group is shifting its office following the disposal of the Fan Yoong Property) is as follows:

As at 31 December 2022	Before the Proposed Disposal of the Fan Yoong Property	After the Proposed Disposal of the Fan Yoong Property
NTA (S\$'000)	96,349	99,876
NTA per Share (cents)	21.84	22.64

FY2022	Before the Proposed Disposal of the Fan Yoong Property	After the Proposed Disposal of the Fan Yoong Property
(Loss) after tax and non-controlling interests (S\$'000)	(85,044)	(81,517)
LPS (cents)	(19.27)	(18.47)

(ii) Tuas Property

As at 31 December 2022	Before the Proposed Disposal of the Tuas Property	After the Proposed Disposal of the Tuas Property
NTA (S\$'000)	96,349	94,134
NTA per Share (cents)	21.84	21.34

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FY2022	Before the Proposed Disposal of the Tuas Property	After the Proposed Disposal of the Tuas Property
(Loss) after tax and non-controlling interests (S\$'000)	(85,044)	(87,259)
LPS (cents)	(19.27)	(19.77)
 (iii) Pontian Land Parcels		
As at 31 December 2022	Before the Proposed Disposal of the Pontian Land Parcels	After the Proposed Disposal of the Pontian Land Parcels
NTA (S\$'000)	96,349	96,912
NTA per Share (cents)	21.84	21.97
FY2022	Before the Proposed Disposal of the Pontian Land Parcels	After the Proposed Disposal of the Pontian Land Parcels
(Loss) after tax and non-controlling interests (S\$'000)	(85,044)	(84,481)
LPS (cents)	(19.27)	(19.14)

3.11 Relative Figures Computed based on Rule 1006 of the Listing Manual

- (a) The relative figures for the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels (assuming the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are all disposed of) pursuant to the Disposal Mandate computed on the bases set out in Rule 1006 of the Listing Manual are set out below:

Rule	Basis	Relative Figure
1006(a)	Net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets ⁽¹⁾	50.9%
1006(b)	Net profits attributable to the assets acquired or disposed of, compared with the group's net profits	Not applicable as there are no net profits attributable to the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels

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Rule	Basis	Relative Figure
1006(c)	Aggregate value of the consideration given or received, compared with the issuer's market capitalisation, based on the total number of issued shares excluding treasury shares ⁽²⁾	146.5%
1006(d)	Number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable to the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels as it is not an acquisition
1006(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount	Not applicable to the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels as it is not a disposal of mineral, oil or gas assets by a mineral, oil and gas company

Notes:

- (1) Based on the net asset value of the Group of S\$74,916,000 and the aggregate net asset value of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels of S\$38,096,000 as at 30 June 2023.
- (2) Based on the aggregate Minimum Disposal Price of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels of S\$42,005,808 and the Company's market capitalisation of S\$28,669,982 (computed by multiplying the Company's issued ordinary share capital of 441,076,649 Shares excluding treasury shares and subsidiary holdings by the volume weighted average price of the Shares on the SGX-ST of S\$0.065 on 15 November 2023 (being the most recent day prior to the Latest Practicable Date on which there was trading in the Shares on the SGX-ST)).

As the relative figures computed under Rules 1006(a) and 1006(c) of the Listing Manual exceed 20%, the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels pursuant to the Disposal Mandate is classified as a "major transaction" as defined in Rule 1014 of the Listing Manual. Accordingly, the approval of the Shareholders at the EGM is required for the Disposal Mandate.

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- (b) The relative figures for the proposed disposal of the Fan Yoong Property pursuant to the Disposal Mandate computed on the bases set out in Rule 1006 of the Listing Manual are set out below:

Rule	Basis	Relative Figure
1006(a)	Net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets ⁽¹⁾	22.6%
1006(b)	Net profits attributable to the assets acquired or disposed of, compared with the group's net profits	Not applicable as there are no net profits attributable to the Fan Yoong Property
1006(c)	Aggregate value of the consideration given or received, compared with the issuer's market capitalisation, based on the total number of issued shares excluding treasury shares ⁽²⁾	76.9%
1006(d)	Number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable to the proposed disposal of the Fan Yoong Property as it is not an acquisition
1006(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount	Not applicable to the proposed disposal of the Fan Yoong Property as it is not a disposal of mineral, oil or gas assets by a mineral, oil and gas company

Notes:

- (1) Based on the net asset value of the Group of S\$74,916,000 and the net asset value of the Fan Yoong Property of S\$16,905,000 as at 30 June 2023.
- (2) Based on the aggregate Minimum Disposal Price of the Fan Yoong Property of S\$22,050,000 and the Company's market capitalisation of S\$28,669,982 (computed by multiplying the Company's issued ordinary share capital of 441,076,649 Shares excluding treasury shares and subsidiary holdings by the volume weighted average price of the Shares on the SGX-ST of S\$0.065 on 15 November 2023 (being the most recent day prior to the Latest Practicable Date on which there was trading in the Shares on the SGX-ST)).

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As the relative figures computed under Rules 1006(a) and 1006(c) of the Listing Manual exceed 20%, the proposed disposal of the Fan Yoong Property pursuant to the Disposal Mandate is classified as a “major transaction” as defined in Rule 1014 of the Listing Manual. Accordingly, the approval of the Shareholders at the EGM is required for the Disposal Mandate.

- (c) The relative figures for the proposed disposal of the Tuas Property pursuant to the Disposal Mandate computed on the bases set out in Rule 1006 of the Listing Manual are set out below:

Rule	Basis	Relative Figure
1006(a)	Net asset value of the assets to be disposed of, compared with the group’s net asset value. This basis is not applicable to an acquisition of assets ⁽¹⁾	16.2%
1006(b)	Net profits attributable to the assets acquired or disposed of, compared with the group’s net profits	Not applicable as there are no net profits attributable to the Tuas Property
1006(c)	Aggregate value of the consideration given or received, compared with the issuer’s market capitalisation, based on the total number of issued shares excluding treasury shares ⁽²⁾	34.5%
1006(d)	Number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable to the proposed disposal of the Tuas Property as it is not an acquisition
1006(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group’s proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount	Not applicable to the proposed disposal of the Tuas Property as it is not a disposal of mineral, oil or gas assets by a mineral, oil and gas company

Notes:

- (1) Based on the net asset value of the Group of S\$74,916,000 and the net asset value of the Tuas Property of S\$12,121,000 as at 30 June 2023.
- (2) Based on the aggregate Minimum Disposal Price of the Tuas Property of S\$9,900,000 and the Company’s market capitalisation of S\$28,669,982 (computed by multiplying the Company’s issued

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ordinary share capital of 441,076,649 Shares excluding treasury shares and subsidiary holdings by the volume weighted average price of the Shares on the SGX-ST of S\$0.065 on 15 November 2023 (being the most recent day prior to the Latest Practicable Date on which there was trading in the Shares on the SGX-ST)).

As the relative figure computed under Rule 1006(c) of the Listing Manual exceeds 20%, the proposed disposal of the Tuas Property pursuant to the Disposal Mandate is classified as a “major transaction” as defined in Rule 1014 of the Listing Manual. Accordingly, the approval of the Shareholders at the EGM is required for the Disposal Mandate.

- (d) The relative figures for the proposed disposal of the Pontian Land Parcels pursuant to the Disposal Mandate computed on the bases set out in Rule 1006 of the Listing Manual are set out below:

Rule	Basis	Relative Figure
1006(a)	Net asset value of the assets to be disposed of, compared with the group’s net asset value. This basis is not applicable to an acquisition of assets ⁽¹⁾	12.1%
1006(b)	Net profits attributable to the assets acquired or disposed of, compared with the group’s net profits	Not applicable as there are no net profits attributable to the Pontian Land Parcels
1006(c)	Aggregate value of the consideration given or received, compared with the issuer’s market capitalisation, based on the total number of issued shares excluding treasury shares ⁽²⁾	35.1%
1006(d)	Number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable to the proposed disposal of the Pontian Land Parcels as it is not an acquisition
1006(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group’s proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount	Not applicable to the proposed disposal of the Pontian Land Parcels as it is not a disposal of mineral, oil or gas assets by a mineral, oil and gas company

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Notes:

- (1) Based on the net asset value of the Group of S\$74,916,000 and the net asset value of the Pontian Land Parcels of S\$9,070,000 as at 30 June 2023.
- (2) Based on the aggregate Minimum Disposal Price of the Pontian Land Parcels of S\$10,055,808 and the Company's market capitalisation of S\$28,669,982 (computed by multiplying the Company's issued ordinary share capital of 441,076,649 Shares excluding treasury shares and subsidiary holdings by the volume weighted average price of the Shares on the SGX-ST of S\$0.065 on 15 November 2023 (being the most recent day prior to the Latest Practicable Date on which there was trading in the Shares on the SGX-ST)).

As the relative figure computed under Rule 1006(c) of the Listing Manual exceeds 20%, the proposed disposal of the Pontian Land Parcels pursuant to the Disposal Mandate is classified as a "major transaction" as defined in Rule 1014 of the Listing Manual. Accordingly, the approval of the Shareholders at the EGM is required for the Disposal Mandate.

3.12 Intended Use of Proceeds

The Company expects to utilise the net proceeds of the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels pursuant to the Disposal Mandate of approximately S\$40,644,357, assuming that the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are disposed at the Minimum Disposal Price and after deducting Transaction Costs, for working capital, project financing and repayment of bank borrowings.

Pending the deployment of the unutilised proceeds for the purposes mentioned above, such proceeds may be deposited with banks and/or financial institutions, invested in short-term money markets and/or marketable securities, or used for any other purpose on a short-term basis, as the Directors may deem appropriate in the interests of the Group.

A breakdown of the estimated net proceeds of the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels are as follows:

(i) Fan Yoong Property

	(S\$)
Consideration	22,050,000
Less: Transaction Costs	(662,000)
Net Proceeds	21,388,000

(ii) Tuas Property

	(S\$)
Consideration	9,900,000
Less: Transaction Costs	(297,000)
Net Proceeds	9,603,000

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(iii) Pontian Land Parcels

	(RM)	(S\$)
Consideration	34,956,000	10,055,808
Less: Transaction Costs	(1,399,000)	(402,451)
Net Proceeds	33,557,000	9,653,357

4. DIRECTORS' SERVICE CONTRACTS

No person will be appointed to the Board, and no service contract will be entered into by the Group, in connection with the Proposed SLF Property Disposal and the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels pursuant to the Disposal Mandate.

5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

	Number of Shares			% ⁽¹⁾
	Direct Interest	Deemed Interest	Total Interest	
Directors				
Teo Ho Pin	–	–	–	–
Ang Peng Koon, Patrick	265,000	–	265,000	0.1
Ong Seet Joon	–	–	–	–
Lee It Hoe ⁽²⁾	–	286,275,330	286,275,330	64.9
Pay Sim Tee	–	–	–	–
Pek Zhi Kai	–	–	–	–
Substantial Shareholders who are not also Directors				
Estate of Pek Ah Tuan ⁽³⁾	3,604,920	32,279,520	35,884,440	8.1
TSS ⁽⁴⁾	271,197,960	–	271,197,960	61.5
PTC ⁽⁵⁾	32,279,520	271,197,960	303,477,480	68.8

Notes:

- (1) The percentage shareholding is based on the total issued share capital of the Company of 441,076,649 Shares (excluding treasury shares and nil subsidiary holdings) as at the Latest Practicable Date.
- (2) Pursuant to Section 4 of the SFA, Lee It Hoe is deemed interested in (i) 762,630 Shares held by his brother Lee Yew Sim, (ii) 1,582,350 Shares held by him on trust for the estate of his mother Lim Kim Eng, (iii) 12,732,390 Shares held by Wan Seng as Wan Seng's shareholders are accustomed or under an obligation whether formal or informal to act in accordance with his directions, instructions and wishes in relation to their shares in Wan Seng, and (iv) all the 271,197,960 Shares held by TSS as his Associates are collectively entitled to exercise control of approximately 22.7% of the shares in TSS.
- (3) The estate of Pek Ah Tuan, together with the Associates of the late Pek Ah Tuan, collectively hold approximately 33.6% of the shares in PTC and is therefore deemed interested in the Shares held by PTC pursuant to Section 4 of the SFA.
- (4) 45,800,000 out of 271,197,960 Shares of TSS are registered in the name of Maybank Nominees (Singapore) Private Limited.
- (5) PTC holds approximately 47.8% of the shares in TSS and is therefore deemed interested in the Shares held by TSS pursuant to Section 4 of the SFA.

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None of the Directors, Substantial Shareholders and their respective associates have any interests in the Proposed SLF Property Disposal and the proposed adoption of the Disposal Mandate, other than through their respective shareholdings (if any) in the Company.

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out at N-1 to N-5 of this Circular, will be held on 15 December 2023 at 9.30 a.m. at Bridge Room, Level 2, Raffles Marina Ltd, 10 Tuas West Drive, Singapore 638404 for the purpose of considering and if, thought fit, passing with or without modifications, the ordinary resolutions relating to the Proposed SLF Property and the proposed adoption of the Disposal Mandate set out in the Notice of EGM.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the Chairman of the EGM will vote or abstain from voting at his discretion.

Investors whose Shares are held with relevant intermediaries including CPF Investors and SRS Investors, who wish to appoint the Chairman of the EGM as proxy, should approach their respective intermediaries such as CPF Agent Banks or SRS Agent Banks to submit their votes at least seven working days before the EGM in order to allow sufficient time for their respective CPF Agent Banks or SRS Agent Banks to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.

The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:

- (a) if sent personally or by post, by depositing a physical copy at the registered office of the Company at 21 Fan Yoong Road, Tiong Seng Building, Singapore 629796; or
- (b) if submitted by email, by sending a scanned PDF copy to the Company at agm@tionseng.com.sg,

in either case, by 9.30 a.m. on 13 December 2023 (being not less than forty-eight hours before the time fixed for holding the EGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

All substantial and relevant questions received from shareholders prior to a general meeting, will be publicly addressed by the Board and/or management at least 48 hours prior to the closing date and time for the lodgment of the proxy forms (if the notice of general meeting is to be sent to shareholders at least 14 calendar days before the meeting).

8. DIRECTOR'S RECOMMENDATIONS

The Directors, having carefully considered the terms and rationale of the Proposed SLF Property Disposal and the proposed adoption of the Disposal Mandate, are of the view that the Proposed SLF Property Disposal and the proposed adoption of the Disposal Mandate are in the best interests of the Company and accordingly, recommend that Shareholders vote in favour of the ordinary resolutions in relation to the Proposed SLF Property Disposal and the proposed adoption of the Disposal Mandate to be proposed at the EGM.

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9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed SLF Property Disposal and the proposed adoption of the Disposal Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

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

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the Company's registered office at 21 Fan Yoong Road, Tiong Seng Building, Singapore 629796 for a period of three (3) months from the date of this Circular:

- (a) the constitution of the Company;
- (b) the annual report of the Company for FY2022;
- (c) the SLF Property Option;
- (d) the SLF Property Valuation Report;
- (e) the Fan Yoong Property Valuation Report;
- (f) the Tuas Property Valuation Report; and
- (g) the Pontian Land Parcels Valuation Report.

Yours faithfully
For and on behalf of the Board of
TIONG SENG HOLDINGS LIMITED

Pay Sim Tee
Executive Director and CEO

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIONG SENG HOLDINGS LIMITED

(Incorporated in Singapore on 15 April 2008)
(Company Registration Number: 200807295Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of the members of Tiong Seng Holdings Limited (“**Company**”) will be held on 15 December 2023 at 9.30 a.m. at Bridge Room, Level 2, Raffles Marina Ltd, 10 Tuas West Drive, Singapore 638404 for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions:

ORDINARY RESOLUTION 1

THE PROPOSED DISPOSAL OF THE LEASEHOLD PROPERTY LOCATED AT 510 THOMSON ROAD, #08-00, SLF BUILDING, SINGAPORE 298135 TO QUINTESSENTIAL WINE PURVEYORS PTE. LTD. FOR AN AGGREGATE CONSIDERATION OF S\$10,000,000 AS A MAJOR TRANSACTION

That:

- (a) approval be and is hereby given for the disposal by Tiong Seng Contractors (Private) Limited (“**TSC**”), a wholly-owned subsidiary of the Company, of the leasehold property located at 510 Thomson Road, #08-00, SLF Building, Singapore 298135, for an aggregate consideration of S\$10,000,000, on the terms and subject to the conditions of the option granted by TSC on 12 September 2023 (the “**SLF Property Option**”) (the “**Proposed SLF Property Disposal**”);
- (b) the directors of the Company (the “**Directors**”) and each of them be and are/is hereby authorised to approve, perform, complete and do all such acts and things (including, without limitation, approving, amending, modifying, supplementing and executing all such documents as may be required in connection with the Proposed SLF Property Disposal) as they and/or he may consider desirable, necessary or expedient in the interests of the Company to give full effect to the Proposed SLF Property Disposal, the SLF Property Option and this ordinary resolution; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by any Director in connection with the Proposed SLF Property Disposal and this ordinary resolution be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 2

THE PROPOSED ADOPTION OF THE DISPOSAL MANDATE FOR THE PROPOSED DISPOSAL OF (A) THE LEASEHOLD PROPERTY LOCATED AT 21 FAN YOONG ROAD, SINGAPORE 629796 (THE “FAN YOONG PROPERTY”), (B) THE LEASEHOLD PROPERTY LOCATED AT 6 TUAS SOUTH STREET 11, TIONG SENG @ TUAS SOUTH, SINGAPORE 637094 (THE “TUAS PROPERTY”) AND (C) TWO (2) CONTIGUOUS PLOTS OF VACANT FREEHOLD MEDIUM INDUSTRIAL LAND OF LOT NOS. LOT 15759 AND LOT 15760, BOTH LOCATED AT MUKIM OF RIMBA TERJUN, DISTRICT OF PONTIAN, STATE OF JOHOR, MALAYSIA (THE “PONTIAN LAND PARCELS”) (THE “DISPOSAL MANDATE”)

NOTICE OF EXTRAORDINARY GENERAL MEETING

That:

- (a) for purposes of Chapter 10 of the Listing Manual, approval be and is given to the Company and/or the respective subsidiaries for the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels to the extent mandated and according to the terms under the Disposal Mandate as described in the circular to shareholders of the Company dated 30 November 2023; and
- (b) the Directors and any one of them be and is authorised and empowered to approve, complete and do all such acts and things (including without limitation, to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as he or they may consider expedient, desirable or necessary or in the interests of the Company to give effect to the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels pursuant to the Disposal Mandate and this resolution, and the transactions contemplated by the Disposal Mandate and/or authorised by this resolution, or for all the foregoing purposes.

By Order of the Board

Lai Foon Kuen
Company Secretary

Singapore, 30 November 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. **The members of the Company are invited to attend physically** at the EGM. **There will be no option for members to participate virtually.** Printed copies of this Notice of EGM together with the Proxy Form and the Circular will be sent to members. These documents are also available to members by electronic means via publication on the SGX website at <https://www.sgx.com/securities/company-announcements>. A member will need an internet browser and PDF reader to view these documents.
2. **Arrangements for participation in the EGM physically**
Members (including CPF and SRS Investors) may participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) submitting questions to the Chairman of the EGM in advance of, or at, the EGM; and/or
 - (c) voting at the EGM (i) themselves personally; or (ii) through their duly appointed proxy(ies). CPF and SRS Investors who wish to appoint the Chairman of the EGM (and not third party proxy(ies)) as proxy are to approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see item 6 below for details.
3. A member who is not a relevant intermediary, entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the EGM.
4. For any member who acts as a relevant intermediary pursuant to Section 181(6) of the Companies Act 1967 who is either:
 - (a) a banking corporation licensed under the Banking Act 1970 or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - (b) a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act 2001 and holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased on behalf of CPF Investors,you are entitled to **appoint one or more proxies** to attend and vote at the EGM. The proxy need not be a member of the Company. Please note that if any of your shareholdings are not specified in the list provided by the relevant intermediary to the Company, the Company may have the sole discretion to allow the said participation of the said proxy at the EGM.
5. Where a member appoints more than one proxy, the member shall specify the proportion of his Shares to be represented by each such proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of Shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named or at the Company's option to treat the instrument of proxy as invalid.
6. CPF/SRS Investors who hold Shares through CPF Agent Banks/SRS Operators:
 - (a) may vote at the EGM if they are appointed as proxies by their representative CPF Agent Banks/SRS Operators, and should contact their representative CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes by 9.30 a.m. on 13 December 2023.
7. The instrument appointing a proxy or proxies must be deposited at 21 Fan Yoong Road, Tiong Seng Building, Singapore 629796, or sent via email to agm@tongseng.com.sg, in each case by 9.30 a.m. on 13 December 2023 (being not less than 48 hours before the time appointed for holding the EGM). The Company shall be entitled to and will treat any valid instrument appointing a proxy as a valid instrument for the member's proxy to attend, speak and vote at the EGM.
8. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer. Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly

NOTICE OF EXTRAORDINARY GENERAL MEETING

certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

9. A member can appoint the Chairman of the EGM as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the EGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the EGM as proxy. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the Chairman of the EGM will vote or abstain from voting at his discretion.

10. A member may ask question relating to the items on the agenda of the EGM by:

- (a) submitting questions via mail to 21 Fan Yoong Road, Tiong Seng Building, Singapore 629796; or
- (b) email to agm@tionseng.com.sg; or
- (c) if a member is attending the EGM in person, live at the EGM.

All questions being submitted ahead of the EGM must be submitted by no later than 9.30 a.m. on 7 December 2023.

When submitting the questions via mail or email, please provide the following details, for verification purposes:

- (i) full name;
- (ii) NRIC number;
- (iii) current residential address;
- (iv) contact number; and
- (v) number of Shares held.

Please also indicate the manner in which you hold Shares in the Company (e.g. via CDP, CPF or SRS).

Please note that the Company will address substantial and relevant questions relating to the resolutions to be tabled for approval by 10 December 2023 (“**Responses to Q&A**”).

The Company will endeavour to address (i) subsequent clarifications sought, (ii) follow-up questions, or (iii) subsequent substantial and relevant questions which are received after its Responses to Q&A at the EGM itself. Where substantially similar questions are received, such questions will be consolidated and consequently not all questions may be individually addressed.

The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNet, and the minutes will include the responses to the questions which are addressed during the EGM, if any.

11. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to vote thereat unless his name appears on the Depository Register 72 hours before the time appointed for the EGM.
12. **Important reminder.** Members are reminded to check SGXNet for any latest updates on the status of the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company or their respective agents or service providers ("**Relevant Persons**") for the purpose of the processing and administration by the Relevant Persons of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Relevant Persons to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Relevant Persons, the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Relevant Persons of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Photographic, sound and/or video recordings of the EGM may be made by the Relevant Persons for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Relevant Persons for such purpose.

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PROXY FORM

TIONG SENG HOLDINGS LIMITED

(Incorporated in Singapore on 15 April 2008)
(Company Registration Number: 200807295Z)

EXTRAORDINARY GENERAL MEETING

IMPORTANT:

1. The Extraordinary General Meeting ("EGM") will be held physically. Members have no option to participate virtually.
2. The Notice of EGM together with this Proxy Form and the Circular to the shareholders of Tiong Seng Holdings Limited will be printed and sent by post to members. Unless otherwise defined herein, all capitalised terms used in this Proxy Form shall bear the same meanings ascribed to them in the Circular. These documents will also be made available on SGXNet website.
3. A relevant intermediary may appoint more than two proxies to attend the EGM and vote (please see note 4 for the definition of "relevant intermediary").
4. For investors who have used their Central Provident Fund ("CPF") and/or Supplementary Retirement Scheme ("SRS") monies to buy shares in the Company, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or is purported to be used by them.
5. Please read the notes to this Proxy Form.

*I/We _____ (Name) _____ (NRIC/Passport Number/Company Registration Number)
of _____ (Address)
being a *member/members of **TIONG SENG HOLDINGS LIMITED** ("**Company**") hereby appoint

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

*and/or

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

or failing *him/her/them, the Chairman of the EGM as *my/our *proxy/proxies to attend, speak and to vote for *me/us on *my/our behalf at the EGM to be held at Bridge Room, Level 2, Raffles Marina Ltd, 10 Tuas West Drive, Singapore 638404 on 15 December 2023 at 9.30 a.m., and at any adjournment thereof. *I/We have directed *my/our *proxy/proxies to vote for, against and/or abstain from voting on the resolutions proposed at the EGM as indicated hereunder. If no specific directions as to voting on the resolutions are given, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion, as *he/she/they will on any other matter arising at the EGM and at any adjournment thereof.

No.	Resolutions	¹ No. of Votes For	¹ No. of Votes Against	¹ No. of Votes Abstaining
1.	To approve the proposed disposal of the leasehold property located at 510 Thomson Road, #08-00, SLF Building, Singapore 298135 as a major transaction			
2.	To adopt the Disposal Mandate for the proposed disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels			

¹ If you wish to exercise all your votes "For" or "Against" the relevant resolution, please tick (✓) within the relevant box provided. Alternatively, if you wish to exercise some and not all of your votes "For" and "Against" the resolution and/or if you wish to abstain from voting in respect of the resolution, please indicate the number of votes "For", the number "Against" and/or the number "Abstaining" in the boxes provided for the resolution.

Dated this _____ day of _____ 2023

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Member(s) or,
Common Seal of Corporate Shareholder

* Delete where inapplicable

PROXY FORM

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number. If you have Shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you (in both the Register of Members and the Depository Register).
2. A member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote on his/her behalf at the EGM. Where a member appoints more than one proxy, he shall specify the proportion of his/her shareholding to be represented by each proxy in the form of proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of Shares entered against his/her name in the Depository Register and any second named proxy as an alternate to the first named or at the Company's option to treat the instrument of proxy as invalid. A proxy need not be a member of the Company.
3. A member can appoint the Chairman of the EGM as his/her/its proxy but this is not mandatory. If a member wishes to appoint the Chairman of the EGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the EGM as proxy. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the Chairman of the EGM will vote or abstain from voting at his discretion.
4. Pursuant to Section 181 of the Companies Act 1967, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Relevant intermediary is either:
 - (a) a banking corporation licensed under the Banking Act 1970 or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - (b) a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act 2001 and holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased on behalf of CPF Investors.
5. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 21 Fan Yoong Road, Tiong Seng Building, Singapore 629796, or sent via email to agm@tionseng.com.sg, in each case by 9.30 a.m. on 13 December 2023 (being not less than 48 hours before the time appointed for holding the EGM).
6. This proxy form is not valid for use by CPF/SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. A CPF/SRS Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A CPF/SRS Investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator at least 7 working days before the date of the EGM to submit his/her vote.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
8. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
9. A corporation that is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act 1967.
10. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to vote thereat unless his name appears on the Depository Register 72 hours before the time appointed for the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 30 November 2023.