

APPENDIX DATED 12 APRIL 2023

This Appendix is issued by Enviro-Hub Holdings Ltd. If you are in any doubt as to the action you should take, you should consult your stockbroker or other professional adviser immediately.

This Appendix is circulated to you together with the Group's (as defined herein) 2022 Annual Report (as defined herein). Its purpose is to provide the Shareholders (as defined herein) with the relevant information relating to, and seek the Shareholders' approval for, the Proposed Resolutions (as defined herein) to be tabled at the 2023 AGM (as defined herein) to be held on Thursday, 27 April 2023 at 10.30 a.m. by way of electronic means. The notice of the 2023 AGM and the proxy form are enclosed with the 2022 Annual Report.

If you have sold or transferred all your ordinary shares in the capital of Enviro-Hub Holdings Ltd., you should immediately hand this Appendix and the Notice of AGM and Additional Information on AGM (as defined herein) and proxy form enclosed with the 2022 Annual Report to the purchaser or to the bank, stockbroker or agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

In line with the Alternative Arrangements Order (as defined herein), Shareholders will not be able to attend the 2023 AGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the 2023 AGM by (a) observing and/or listening to the proceedings via "live" audio-visual webcast or "live" audio-only stream; (b) submitting questions related to the resolution to be tabled for approval in advance of the 2023 AGM; and/or (c) appointing the Chairman of the 2023 AGM as proxy to attend, speak and vote on their behalf at the 2023 AGM. Please refer to the Notice of AGM and Additional Information on AGM dated 12 April 2023 for further information, including the steps to be taken by Shareholders to participate at the 2023 AGM. **Printed copies of this Appendix will not be sent to the members. Instead, this Appendix will be sent to the members solely by electronic means via publication on the Company's website at the URL <http://www.enviro-hub.com> and will also be available on the SGXNet (as defined below) at the URL <https://www.sgx.com/securities/company-announcements>.**

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



APPENDIX TO SHAREHOLDERS

IN RELATION TO

- (1) **THE PROPOSED RENEWAL OF THE SHAREHOLDERS' GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS;**
- (2) **THE PROPOSED RENEWAL OF THE SHARES PURCHASE MANDATE; AND**
- (3) **THE PROPOSED CHANGE OF AUDITORS FROM MESSRS KPMG LLP TO MESSRS MAZARS LLP**

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DEFINITIONS

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

“2012 Scheme”	:	The Enviro-Hub Share Award Scheme 2012 that was approved by Shareholders on 22 November 2012
“2022 Scheme”	:	The proposed Enviro-Hub Share Award Scheme 2022
“2022 Annual Report”	:	The annual report of the Company for the financial year ended 31 December 2022
“2022 IPT Mandate”	:	The general mandate for interested person transactions granted by the Shareholders as described in the Company’s circular to Shareholders dated 6 April 2022 that was last renewed at the annual general meeting of the Company held on 28 April 2022
“2022 Shares Purchase Mandate”	:	The general mandate for share buy-back granted by the Shareholders as described in the Company’s circular to Shareholders dated 6 April 2022 that was last renewed at the annual general meeting of the Company held on 28 April 2022
“2023 AGM”	:	The annual general meeting of the Company to be held on Thursday, 27 April 2023 at 10.30 a.m. (or any adjournment thereof), which is set out in the Notice of AGM and Additional Information on AGM
“ACRA” or “Registrar of Companies”	:	The Accounting and Corporate Regulatory Authority of Singapore
“Act”	:	The Companies Act 1967 of Singapore (2020 Revised Edition), as the same may be modified, supplemented or amended from time to time
“acting in concert”	:	Shall have the meaning ascribed to it in the Take-over Code
“Alternative Arrangements Order”	:	The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020
“Associate”	:	Shall have the meaning ascribed to it in the Listing Manual
“associated company”	:	A company in which at least 20% but not more than 50% of its shares are held by the listed company or group
“Auditors”	:	The auditors of the Company as appointed from time to time
“Audit Committee”	:	The audit committee of the Company comprising Mr. Tan Kok Hiang, Mr. Samuel Poon Hon Thang, Dr. Lai Huen Poh and Dr. Teo Ho Pin
“Board”	:	The board of Directors of the Company for the time being
“BS Capital”	:	BS Capital Pte. Ltd.
“CDP”	:	The Central Depository (Pte) Limited
“chief executive officer”	:	The most senior executive officer who is responsible under the immediate authority of the Board for the conduct of the business of the Company
“Company” or “Enviro-Hub”	:	Enviro-Hub Holdings Ltd.
“Constitution”	:	The constitution of the Company, as the same may be modified, supplemented or amended from time to time

DEFINITIONS

“Construction-related Core Business”	:	Shall have the meaning ascribed to it in Section 3.4(b) of this Appendix
“Controlling Shareholder”	:	A person who: <ul style="list-style-type: none">(a) holds directly or indirectly 15% or more of the total number of issued Shares excluding Treasury Shares and Subsidiary Holdings in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or(b) in fact exercises control over the Company
“Council”	:	The Securities Industry Council
“Directors”	:	The directors of the Company for the time being
“EH Property”	:	EH Property & Investments Pte. Ltd., a subsidiary of the Company
“entity at risk”	:	Shall have the meaning ascribed to it in Section 3.2(b) of this Appendix
“EPS”	:	Earnings per Share
“Group”	:	The Company and its subsidiaries
“KPMG”	:	KPMG LLP
“interested person”	:	Shall have the meaning ascribed to it in Section 3.2(c) of this Appendix
“interested person transaction”	:	Shall have the meaning ascribed to it in Section 3.2(e) of this Appendix
“IPT Mandate”	:	The Shareholders’ general mandate pursuant to Rule 920 of the Listing Manual for the Recurrent IPT as described in Section 3.6 of this Appendix
“Latest Practicable Date”	:	23 March 2023, being the latest practicable date prior to the release of this Appendix
“Leong Hin Builders”	:	Leong Hin Builders Pte. Ltd., a wholly-owned subsidiary of Leong Hin Piling
“Leong Hin Piling”	:	Leong Hin Piling Pte Limited, a wholly-owned subsidiary of the Company
“LHP Entities”	:	Leong Hin Piling, its subsidiaries and associated companies from time to time, or any of them, being the entities with which the RN Interested Persons may transact the Recurrent IPT described in Section 3.6(b) of this Appendix
“Listing Manual”	:	The Listing Manual of the SGX-ST, as the same may be amended, varied or supplemented from time to time
“LPS”	:	Loss per Share
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“Market Purchases”	:	Market acquisitions of Shares on the SGX-ST undertaken by the Company during the Relevant Period, and a “Market Purchase” shall be construed accordingly. For the purposes of this definition, a market acquisition means an on-market purchase transacted through the SGX-ST’s trading system or on another stock exchange on which the Company’s equity securities are listed
“Maximum Price”	:	Shall have the meaning ascribed to it in Section 4.3.4 of this Appendix
“Mazars”	:	Mazars LLP

DEFINITIONS

“Notice of AGM and Additional Information on AGM”	:	Notice and Additional Information of the 2023 AGM
“NTA”	:	Net tangible assets
“Off-Market Purchases”	:	Off-market acquisitions of Shares undertaken by the Company during the Relevant Period on an equal access scheme in accordance with section 76C of the Act, and an “Off-Market Purchase” shall be construed accordingly
“Offeree Shareholders”	:	Shareholders holding Shares at the time of an offer of Shares Purchase, and an “Offeree Shareholder” shall be construed accordingly
“Ordinary Resolution”	:	Ordinary resolution of the Company
“Proposed Change of Auditors”	:	The proposed change of auditors of the Company from KPMG to Mazars
“Proposed Resolutions”	:	The proposed renewal of the IPT Mandate, the proposed renewal of the Shares Purchase Mandate and the Proposed Change of Auditors
“Recurrent IPT”	:	The recurrent interested person transactions as described in Section 3.6 of this Appendix
“Register of Directors’ Shareholdings”	:	A register of the shareholdings of the Company’s Directors
“Register of Substantial Shareholders”	:	A register of the Substantial Shareholders of the Company
“Relevant Period”	:	The period commencing from the date of the resolution passed by Shareholders for the Shares Purchase Mandate at the 2023 AGM and expiring on the earliest of the date the next annual general meeting of the Company is held or is required by law to be held, or the date the said mandate is revoked or varied by the Company in general meeting, or the date on which purchases or acquisitions of Shares pursuant to the Shares Purchase Mandate are carried out to the full extent mandated
“Required Price”	:	In relation to the offer required to be made under the provisions of Rule 14.1 of the Take-over Code, the offer shall be in cash or be accompanied by a cash alternative at a price in accordance with Rule 14.3 which is the highest of the highest price paid by the offerors and/or person(s) acting in concert with them for the Company’s Shares (i) during the offer period and within the preceding six (6) months, (ii) acquired through the exercise of instruments convertible into securities which carry voting rights within six (6) months of the offer and during the offer period, or (iii) acquired through the exercise of rights to subscribe for, and options in respect of, securities which carry voting rights within six (6) months of the offer and during the offer period; or at such price as determined by the Council under Rule 14.3 of the Take-over Code
“RN Interested Persons”	:	Mr. Raymond Ng Ah Hua and his associates, or any of them, being the interested persons with which the LHP Entities may transact the Recurrent IPT described in Section 3.6(b) of this Appendix
“SFA”	:	The Securities and Futures Act 2001 of Singapore (2020 Revised Edition), as the same may be modified, supplemented or amended from time to time
“SGXNet”	:	A system network used by listed companies to send information and announcements to the SGX-ST or any other system network prescribed by the SGX-ST
“SGX-ST”	:	The Singapore Exchange Securities Trading Limited

DEFINITIONS

“Shareholders”	:	Persons who are registered as holders of the Shares except where the registered holder is CDP, in which case the term “Shareholders” shall, in relation to such Shares, mean the Depositors whose Securities Accounts with CDP are credited with the Shares
“Shares”	:	Ordinary shares in the capital of the Company
“Shares Purchases”	:	Off-Market Purchases or Market Purchases undertaken by the Company during the Relevant Period in accordance with the Act, and a “Shares Purchase” shall be construed accordingly
“Shares Purchase Mandate”	:	The Shareholders’ general and unconditional mandate to authorise the Directors to make Shares Purchases within the Relevant Period of up to ten per cent. (10%) of the total number of issued Shares in the capital of the Company (ascertained as at the date of the resolution passed by Shareholders authorising the proposed renewal of the Shares Purchase Mandate, but disregarding any Shares held as Treasury Shares and Subsidiary Holdings) at the price of up to but not exceeding the Maximum Price, in accordance with the “Guidelines on Shares Purchases” set out in Annex I of this Appendix and the rules of the SGX-ST
“subsidiaries”	:	The subsidiaries of a company (as defined in section 5 of the Act), and “subsidiary” shall be construed accordingly
“Subsidiary Holdings”	:	Shares referred to in sections 21(4), 21(4B), 21(6A) and 21(6C) of the Act
“Substantial Shareholder”	:	A person who holds directly or indirectly five per cent. (5%) or more of the issued voting Shares of the Company
“Take-over Code”	:	The Singapore Code on Take-over and Mergers, as the same may be modified, supplemented or amended from time to time
“Treasury Shares”	:	Shall have the meaning ascribed to it in the Act
“Treasury Shares usage”	:	Shall have the meaning ascribed to it in Section 4.5 of this Appendix
“S\$” and “cents”	:	Singapore dollars and cents
“%” or “per cent.”	:	Per centum or percentage

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

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

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act, Listing Manual, SFA, Take-over Code or any modification thereof and used in this Appendix shall have the meaning assigned to it under the said Act, Listing Manual, SFA, Take-over Code or any modification thereof, unless otherwise stated or the context otherwise requires.

Any reference to a time or a day in the Appendix is a reference to Singapore time and date.

The headings in this Appendix are inserted for convenience only and shall not affect the construction of this Appendix.

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

Any discrepancies in the tables in this Appendix between the listed amounts and the totals thereof are due to rounding.

LETTER TO SHAREHOLDERS

ENVIRO-HUB HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
Company Reg. No. 199802709E

Directors

Raymond Ng Ah Hua (Executive Director/Chairman)
Toh Jia Sheng Adrian (Executive Director)
Tan Kok Hiang (Independent Director)
Samuel Poon Hon Thang (Independent Director)
Dr. Lai Huen Poh (Non-Executive Director)
Dr. Teo Ho Pin (Independent Director)

Registered Office

3 Gul Crescent
Singapore 629519

12 April 2023

To: The Shareholders of Enviro-Hub Holdings Ltd.

Dear Shareholder

- (1) THE PROPOSED RENEWAL OF THE SHAREHOLDERS' GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS**
- (2) THE PROPOSED RENEWAL OF THE SHARES PURCHASE MANDATE**
- (3) THE PROPOSED CHANGE OF AUDITORS**

1. INTRODUCTION

- 1.1 The Company refers to (a) the Notice of AGM and Additional Information on AGM dated 12 April 2023 convening the 2023 AGM of the Company to be held on Thursday, 27 April 2023 at 10.30 a.m. by way of electronic means; (b) Ordinary Resolution 9 set out under the heading "Special Business" in the Notice of AGM and Additional Information on AGM in relation to the proposed renewal of the IPT Mandate; (c) Ordinary Resolution 10 set out under the heading "Special Business" in the Notice of AGM and Additional Information on AGM in relation to the proposed renewal of the Shares Purchase Mandate; and (d) Ordinary Resolution 6 set out in the Notice of AGM and Additional Information on AGM in relation to the Proposed Change of Auditors.
- 1.2 The purpose of this Appendix is to provide Shareholders with the relevant information relating to the Proposed Resolutions, details of which are set out in Section 3, Section 4 and Section 5 of this Appendix respectively, and to seek Shareholders' approvals in relation thereto at the 2023 AGM.
- 1.3 The SGX-ST assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Appendix.

2. BACKGROUND

- 2.1 The Shareholders had, at the last annual general meeting of the Company held on 28 April 2022, approved, *inter alia*, the renewal of the 2022 IPT Mandate which enables (i) the Company to grant corporate guarantees to banks and financial institutions for banking and financing facilities to be granted to the Company's subsidiaries who are considered "interested persons" of the Company from time to time, if any; and (ii) Leong Hin Piling, a wholly-owned subsidiary of the Company as at the date hereof, its subsidiaries and associated companies (or any of them) to provide certain construction-related services as described in Section 3.6(b) of this Appendix to the RN Interested Persons, in compliance with Chapter 9 of the Listing Manual. Details of the 2022 IPT Mandate were set out in the Company's circular to Shareholders dated 6 April 2022.

LETTER TO SHAREHOLDERS

- 2.2 In addition, at the last annual general meeting of the Company held on 28 April 2022, the Shareholders had also approved, *inter alia*, the 2022 Shares Purchase Mandate which enables the Company to purchase or otherwise acquire issued ordinary shares up to 10% of the Company's issued Shares (excluding Treasury Shares and Subsidiary Holdings). The rationale for, the authority and limitations on, and the financial effects of, the 2022 Shares Purchase Mandate were set out in the Company's circular to Shareholders dated 6 April 2022.
- 2.3 The 2022 IPT Mandate and the 2022 Shares Purchase Mandate will, unless revoked or varied by the Company in general meeting, expire on the date of the upcoming 2023 AGM. Accordingly, Shareholders' approvals are being sought for the renewal of the IPT Mandate and the renewal of the Shares Purchase Mandate at the upcoming 2023 AGM.

3. THE PROPOSED RENEWAL OF THE IPT MANDATE

3.1 Background on Chapter 9 of the Listing Manual

Chapter 9 of the Listing Manual governs transactions in which a listed company or any of its subsidiaries or associated companies (known as an **"entity at risk"**) enters into or proposes to enter into with a party who is an **"interested person"** of the listed company. The objective of Chapter 9 (as stated in Rule 901 of the Listing Manual) is to guard against the risk that "interested persons" could influence a listed company, its subsidiaries or associated companies to enter into transactions with "interested persons" that may adversely affect the interests of the listed company or its shareholders. The main terms used in Chapter 9 of the Listing Manual such as "entity at risk", "interested person" and "associated companies" as well as other terms used are defined in the section entitled "Definitions" of this Appendix and in Section 3.2 of this Appendix.

Rule 920 of the Listing Manual allows a listed company to seek a general mandate from its shareholders for recurrent transactions with "interested persons" where such transactions are of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials, but not in respect of the purchase or sale of assets, undertakings or businesses. A general mandate granted by shareholders is subject to annual renewal.

3.2 Main Terms used in Chapter 9 of the Listing Manual

For the purposes of Chapter 9 of the Listing Manual:

- (a) an "approved exchange" means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Listing Manual;
- (b) an "entity at risk" means:
- (i) the issuer;
 - (ii) a subsidiary of the issuer that is not listed on the SGX-ST or an approved exchange; or
 - (iii) an associated company of the issuer that is not listed on the SGX-ST or an approved exchange, provided that the listed group, or the listed group and its interested person(s), has control over the associated company;
- (c) an **"interested person"** means (i) a director, chief executive officer, or controlling shareholder of the issuer; or (ii) an associate of any such director, chief executive officer, or controlling shareholder;

The SGX-ST may deem any person or entity to be an interested person if the person or entity has entered into, or proposes to enter into: (a) a transaction with an entity at risk; and (b) an agreement or arrangement with an interested person in connection with that transaction.

- (d) a **"primary interested person"** means a person or an entity in Rule 904(4)(a)(i), Rule 904(4)(b)(i), Rule 904(4)(b)(ii), Rule 904(4)(c)(i), Rule 904(4)(c)(ii), Rule 904(4)(d)(i) or Rule 904(4)(d)(ii);

LETTER TO SHAREHOLDERS

- (e) an “**interested person transaction**” means a transaction between an “entity at risk” and an “interested person”; and
- (f) a “**transaction**” includes (i) the provision or receipt of financial assistance; (ii) the acquisition, disposal or leasing of assets; (iii) the provision or receipt of goods or services; (iv) the issuance or subscription of securities; (v) the granting of or being granted options; and (vi) the establishment of joint ventures or joint investments, whether or not in the ordinary course of business, and whether or not entered into directly or indirectly (for example, through one or more interposed entities).

3.3 Materiality Thresholds

When Chapter 9 of the Listing Manual applies to a transaction with an “interested person” (except for any transaction which is below S\$100,000 in value and certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its “interested person” and are hence excluded from certain requirements of Chapter 9 of the Listing Manual) and the value of the transaction alone or on aggregation with other transactions conducted with the “interested person” during the financial year reaches or exceeds certain materiality thresholds (which are based on the listed group’s latest audited consolidated NTA¹), the listed company is required to make an immediate announcement or to make an immediate announcement and seek its shareholders’ approval for the transaction.

Threshold 1: 3% of the latest audited consolidated NTA of the listed company and its subsidiaries.

Threshold 2: 5% of the latest audited consolidated NTA of the listed company and its subsidiaries.

An immediate announcement is required where:

- (a) the value of a transaction with interested persons is equal to, or more than, 3% of the listed group’s latest audited NTA; or
- (b) the transaction, when aggregated with other transactions entered into with the same interested person (such term as construed under Chapter 9 of the Listing Manual) during the same financial year amounts to 3% or more of the listed group’s latest audited NTA.

In addition, shareholders’ approval is required for an “interested person transaction” of a value equal to, or exceeding:

- (i) 5% of the listed group’s latest audited consolidated NTA; or
- (ii) 5% of the listed group’s latest audited consolidated NTA, when aggregated with the values of other transactions entered into with the same interested person (such term as construed under Chapter 9 of the Listing Manual) during the same financial year. However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.

For the purposes of aggregation, any transaction which is below S\$100,000 in value is to be excluded. However, the Listing Manual provides that while transactions below S\$100,000 are not normally aggregated under Chapter 9 of the Listing Manual, the SGX-ST may aggregate any such transaction entered into during the same financial year and treat them as if they were one transaction.

1 Pursuant to the Listing Manual, if the group’s latest audited net tangible assets is negative, the issuer should consult the SGX-ST on the appropriate benchmark to calculate the relevant thresholds, which may be based on its market capitalisation.

LETTER TO SHAREHOLDERS

In interpreting the term “same interested person” for the purpose of aggregation in Rules 905, 906 and 907, the following applies:

- (a) Transactions between (a) an entity at risk and a primary interested person; and (b) an entity at risk and an associate of that primary interested person, are deemed to be transactions between an entity at risk with the same interested person.
- (b) Transactions between an entity at risk and interested persons who are members of the same group are deemed to be transactions between the entity at risk with the same interested person.

If an interested person (which is a member of a group) is listed, its transactions with the entity at risk need not be aggregated with transactions between the entity at risk and other interested persons of the same group, provided that the listed interested person and other listed interested persons have boards of which the majority of whose directors are different and are not accustomed to acting on the instructions of the other interested person and have audit committees whose members are completely different.

For illustration purposes, based on the latest audited accounts of the Group for the financial year ended 31 December 2022, the consolidated NTA of the Group was approximately S\$57.2 million. Accordingly, in relation to the Company, and for the purposes of Chapter 9 of the Listing Manual, in the current financial year and until such time that the consolidated audited results of the Group for the financial year ending 31 December 2022 are published by the Company, 5% of the latest audited consolidated NTA of the Group would be approximately S\$2.9 million. Based on the above figures, Shareholders’ approval would be required for:

- (i) “interested person transaction” with a value equal to or above S\$2.9 million; or
- (ii) “interested person transaction”, when aggregated with the values of other transactions entered into with the same interested person during the same financial year, with a value equal to or above S\$2.9 million (unless such transaction has been approved by the Shareholders or is the subject of aggregation with another transaction that has been approved by the Shareholders).

3.4 Rationale For and Benefit of the Proposed Renewal of the IPT Mandate

(a) In relation to the Recurrent IPT described in Section 3.6(a) of this Appendix

The Directors are of the view that it will be beneficial for the Company to be able to grant corporate guarantees to support facilities to be obtained by its subsidiaries if the granting of such corporate guarantees will enable the subsidiaries to secure banking and financing facilities on more favourable terms.

Due to the time-sensitive nature of obtaining banking and financing facilities, renewal of the IPT Mandate will enable the Company to grant corporate guarantees to support banking and financing facilities obtained by its subsidiaries without being separately subject to the obligations in Rules 905 and 906 of the Listing Manual, provided that such Recurrent IPT are entered into on an arm’s length basis and on normal commercial terms and are made in accordance with the review procedures for such “interested person transactions” as set out in Section 3.7(a) of this Appendix.

(b) In relation to the Recurrent IPT described in Section 3.6(b) of this Appendix

One of the Group’s businesses is the provision of construction-related services such as piling, building and construction-related engineering and technical services as well as rental and servicing of machinery for the construction industry (the “**Construction-related Core Business**”).

The Group’s Construction-related Core Business operates principally through its wholly-owned subsidiaries, namely Leong Hin Piling and Leong Hin Builders. As at the Latest Practicable Date, Leong Hin Piling is principally engaged in the business of providing piling and construction services as well as the rental of cranes and heavy machinery for the construction industry and Leong Hin Builders is principally engaged in the business of providing general building and construction as well as related engineering and technical services.

LETTER TO SHAREHOLDERS

It is envisaged that Leong Hin Piling, its subsidiaries and associated companies from time to time, or any of them, (being collectively, the “**LHP Entities**”) would likely in their normal course of business enter into the Recurrent IPT described in Section 3.6(b) of this Appendix with the RN Interested Persons and such transactions are likely to occur from time to time with some degree of frequency and may arise at any time. In view of the time-sensitive nature of the construction-based Recurrent IPT between the LHP Entities and the RN Interested Persons, the renewal of the IPT Mandate will enable the LHP Entities to take advantage of the business opportunities offered by such Recurrent IPT which are necessary for the day-to-day operations of the Group’s Construction-related Core Business and are in the interests of the Group for enhancing its financial performance, as such transactions are an additional source of revenue for the Group without being separately subject to the obligations in Rules 905 and 906 of the Listing Manual, provided that such Recurrent IPT are entered into on an arm’s length basis and on normal commercial terms and are made in accordance with the review procedures set out in Section 3.7(b) of this Appendix.

The renewal of the IPT Mandate (and its subsequent renewal thereafter on an annual basis) will enhance the ability of the Group to pursue business opportunities which are time-sensitive in nature, and will eliminate the need for the Company to announce each transaction, and/or to convene separate general meetings on each occasion to seek Shareholders’ prior approval to enter into the Recurrent IPT with the specified classes of interested persons described in Section 3.5 of this Appendix, which are within the scope of the IPT Mandate. The renewal of the IPT Mandate will also substantially reduce administrative time and expenses associated with the convening of general meetings from time to time on an *ad hoc* basis, improve administrative efficacy considerably, and allow resources and time to be focused on other corporate and business opportunities.

3.5 Classes of Interested Persons

The IPT Mandate will apply to the Recurrent IPT as described in Section 3.6 of this Appendix which is carried out with the following classes of “interested persons”:

- (a) subsidiaries of the Company from time to time which fall within the definition of “interested person” as defined in Rule 904 of the Listing Manual in respect of the Recurrent IPT described in Section 3.6(a) of this Appendix.

As at the Latest Practicable Date, subsidiaries of the Company which fall within this class of “interested persons” comprise EH Property and its subsidiaries. As at the Latest Practicable Date, the Company holds approximately 51% shareholding interest in EH Property, with the remaining shareholding interest being held by BS Capital. Please refer to Section 3.5(b) below for further details on BS Capital.

- (b) Mr. Raymond Ng Ah Hua and the associates from time to time of Mr. Raymond Ng Ah Hua in respect of the Recurrent IPT described in Section 3.6(b) of this Appendix.

As at the Latest Practicable Date, the associate(s) of Mr. Raymond Ng Ah Hua comprise, *inter alia*, BS Capital and EH Property and their subsidiaries. Mr. Raymond Ng Ah Hua is the Executive Director and Chairman and a Controlling Shareholder of the Company holding, directly and indirectly, an aggregate of 436,868,764 Shares, representing approximately 28.42% of the issued share capital of the Company as at the Latest Practicable Date. He joined our Board as a Director on 28 October 2004 and was last re-elected as Director on 25 April 2019.

As at the Latest Practicable Date, Mr. Raymond Ng Ah Hua is the sole shareholder and a director of BS Capital. BS Capital is a private limited company incorporated in Singapore on 8 November 2003 and is principally engaged in the business of property development, investment and management. As at the Latest Practicable Date, BS Capital holds approximately 49% shareholding interest in EH Property.

Transactions with “interested persons” (including with the specified classes of “interested persons” described in this Section 3.5 of this Appendix) which do not fall within the ambit of the IPT Mandate shall be subject to the relevant provisions of Chapter 9 and/or other applicable provisions of the Listing Manual and/or the Act, if any.

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3.6 Categories of Interested Person Transactions

The categories of "interested person transactions" contemplated under and covered by the IPT Mandate are as follows:

- (a) The categories of "interested person transactions" covered by the IPT Mandate in respect of the class of "interested persons" described in Section 3.5(a) of this Appendix are set out below:
 - (i) provision of corporate guarantees by the Company to support banking and financing facilities to be obtained by its subsidiaries which fall within the definition of an "interested person" within the meaning of Chapter 9 of the Listing Manual from time to time, if the granting of such corporate guarantees will enable the subsidiaries to secure banking and financing facilities on more favourable terms; and
 - (ii) this category of "interested person transactions" does not cover the granting of corporate guarantees to support facilities of any "interested persons" where such facilities are not utilised for the Group's ordinary course of business.
- (b) The categories of "interested person transactions" covered by the IPT Mandate in respect of the class of "interested persons" described in Section 3.5(b) of this Appendix are set out below:
 - (i) provision of construction-related services by the LHP Entities in their capacity as main contractor for the projects undertaken by the RN Interested Persons;
 - (ii) provision of piling, heavy lifting, haulage and erection services as piling contractor by the LHP Entities to the RN Interested Persons;
 - (iii) rental of piling equipment, cranes and heavy machinery by the LHP Entities to the RN Interested Persons; and
 - (iv) provision of such other services which are incidental to or in connection with the provision of the services described in sub-paragraphs (i) to (iii) above. Such services include but are not limited to supplying such other equipment or services necessary for the building and construction of projects and related engineering or technical services.

(collectively, the "**Recurrent IPT**")

3.7 Guidelines and Review Procedures for the Recurrent IPT

The Group has in place internal control systems to ensure that transactions with its "interested persons" (including with the specified classes of "interested persons" described in Section 3.5 of this Appendix) are made on normal commercial terms, and are consistent with the Group's usual business practices and policies. The Audit Committee of the Company will also review and approve the transactions where applicable, as further described below.

- (a) *Review procedures for the Recurrent IPT described in Section 3.6(a) of this Appendix*
 - (i) To ensure that grant of corporate guarantees by the Company is on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders, the Audit Committee will review and approve the terms of all corporate guarantees.
 - (ii) The Audit Committee will review and approve the terms of all corporate guarantees, taking into consideration (but not limited to) the following factors:
 - (1) whether the corporate guarantee given by the Company to support banking and financing facilities to be obtained by its subsidiaries is in approximate proportion to the shareholdings of the Company in the subsidiaries;

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- (2) whether the granting of the corporate guarantee is required before banking and financing facilities can be secured and/or whether the terms of the banking and financing facilities are made more favourable with the corporate guarantee; and
 - (3) whether the interests of the Company and its minority Shareholders are prejudiced through the granting of the corporate guarantee to banks and financial institutions for banking and financing facilities to be granted to the subsidiary.
- (b) *Review procedures for the Recurrent IPT described in Section 3.6(b) of this Appendix*
 - (i) To ensure that the Recurrent IPT with the RN Interested Persons are conducted at arm's length and on normal commercial terms consistent with the Group's usual business practices and policies and on terms which are generally no more favourable than those extended to unrelated third parties and which will not be prejudicial to the interests of the Company and its minority Shareholders, the following guidelines for the review and approval of the Recurrent IPT with the RN Interested Persons will be put in place:
 - (1) all contracts entered into or transactions with the RN Interested Persons are to be carried out at the prevailing market rates or prices of the service or product provided, on terms which are no more favourable to the RN Interested Persons than the usual commercial terms extended to unrelated third parties or otherwise in accordance with the applicable industry norms. As a basis for comparison to determine whether the price and terms offered to the RN Interested Persons are no more favourable than those extended to unrelated third parties, comparison will be made with reference to at least two (2) latest similar transactions between the LHP Entities and unrelated third parties. The comparison will be based on an overall evaluation of whether the price that the LHP Entities can obtain for its work to be completed under the contract with the RN Interested Persons is not lower than that charged to unrelated third parties and the terms of the contract with the RN Interested Persons is not less favourable to the LHP Entities than that entered into with unrelated third parties, taking into account all pertinent factors, including but not limited to, delivery milestones, payment milestones, size of the transaction or contract, customer's credit standing, potential for future repeat business and availability of other potential contracts with unrelated third parties. The comparison of the price and terms offered to the RN Interested Persons shall be conducted by a senior manager or other employee of the LHP Entities with an equivalent designation (who is unrelated to the RN Interested Persons and with no interest, direct or indirect, in the transactions with the RN Interested Persons) and who is familiar with the terms and complexity of contracts of similar nature;
 - (2) in evaluating the price of the contract with the RN Interested Persons, the LHP Entities' usual business practices and policies shall be taken into consideration, to ensure that the price to be received or the margin that can be earned under the contract is consistent and/or not less favourable than those of similar type of transactions or contracts between the LHP Entities and unrelated third parties;
 - (3) in evaluating the terms of the contract with the RN Interested Persons, the LHP Entities' template contract shall be taken into consideration, to ensure that the terms are not less favourable than that of the template contract;
 - (4) a director of the LHP Entities (who is unrelated to the RN Interested Persons and with no interest, direct or indirect, in the transactions with the RN Interested Persons) will prepare a written evaluation of the contract with the RN Interested Persons, supported by, *inter alia*, the evaluation of the price and terms performed by the senior manager in accordance with sub-paragraphs (1), (2) and (3) above, a budget which projects gross revenue, expenditure, gross operating profit and profit margin that can be obtained from the contract with the RN Interested Persons and any other available contracts or transactions that can be signed or secured with unrelated third parties which can be completed at a higher margin; and

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- (5) in the event the director of the LHP Entities (who is unrelated to the RN Interested Persons and with no interest, direct or indirect, in the transactions with the RN Interested Persons) determines that it is not possible to carry out the above-mentioned procedures in sub-paragraphs (1), (2) and (3) above or where prevailing market prices or rates are not available due to no similar or comparable contracts or transactions for comparison, the director of the LHP Entities will determine whether the price and terms are fair and reasonable and consistent with the usual business practices and pricing policies of the LHP Entities, having regard to the overall average margins usually obtained by the LHP Entities for the provision and/or supply of substantially similar nature of services and/or materials in accordance with industry norms.
- (ii) In addition to the review procedures set out in Section 3.7(b)(i) of this Appendix, the Group will monitor the Recurrent IPT with the RN Interested Persons covered by the IPT Mandate as follows:
 - (1) an "interested person transaction" with a value in excess of S\$100,000 but below or equal to S\$1.0 million shall be reviewed by the Audit Committee at its quarterly meetings;
 - (2) an "interested person transaction" with a value in excess of S\$1.0 million but below or equal to S\$10.0 million shall be reviewed by the Audit Committee within one (1) month from the end of the month in which that "interested person transaction" was entered into; and
 - (3) an "interested person transaction" with a value in excess of S\$10.0 million shall be reviewed and approved by the Audit Committee prior to the entry into such "interested person transaction".

3.8 General Administration Procedures for All Interested Person Transactions

The Group has also implemented the following procedures for the identification of "interested persons" and the record of all "interested person transactions":

- (a) the Finance Department of the Company will maintain a master list of the "interested persons" which comprise the Company's Directors and Controlling Shareholders and their respective associates (which is to be updated immediately if there are any changes), and disclose the list to relevant personnel (such as the Board, Human Resource Manager, Procurement Manager and Marketing Manager) to enable the identification of "interested persons". This master list of "interested persons" will be reviewed by the Audit Committee on a quarterly basis.
- (b) subsidiaries and associated companies of the Group are required to inform the Finance Department of the Company of any significant upcoming transactions with "interested persons" so as to obtain the prior approval of the Audit Committee or Shareholders, where necessary.
- (c) all "interested person transactions" (including transactions below S\$100,000) (including the review procedures established in respect thereof and all information pertinent to the evaluation of transactions entered into with all "interested persons" such as, but not limited to, the price or value of the contract, the budget and its basis, the key terms of the contract and supporting evidence such as similar contracts that had been used to evaluate the "interested person transaction", where applicable) shall be recorded and maintained in a register by the Company's Finance Department and submitted to the Company's internal auditors or compliance officers for review as part of the Company's standard internal audit process. Such compliance review will be performed on a quarterly basis and a quarterly report on such transactions will be forwarded to the Audit Committee. Save for "interested person transactions" for which approval of the Audit Committee was required prior to the entry thereof, the "interested person transactions" set out in the quarterly report of the Company's internal auditors or compliance officers will be reviewed by the Audit Committee at quarterly meetings.

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- (d) as mentioned in sub-paragraph (c) above, the Audit Committee will carry out quarterly reviews to ensure that the established guidelines and procedures for “interested person transactions” have been complied with and the relevant approvals obtained. If during these quarterly reviews, the Audit Committee is of the view that the above guidelines and procedures are not sufficient or have become inappropriate to ensure that the “interested person transactions” will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, it will take such actions as it deems appropriate and/or institute additional procedures as necessary to ensure that future transactions of a similar nature are on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, and the Company will seek Shareholders’ approval for a fresh mandate based on new guidelines and procedures for transactions with the “interested persons”.
- (e) during the period prior to obtaining a fresh mandate from Shareholders, all transactions with “interested persons” will be subject to prior review and approval by the Audit Committee or independent Shareholders in accordance with the provisions of the Listing Manual.
- (f) in the event that a member of the Audit Committee (where applicable) is interested in any “interested person transactions”, he will abstain from reviewing that particular transaction to ensure that the “interested person transactions” will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. Approval of that transaction will accordingly be undertaken by the remaining members of the Audit Committee.
- (g) the Board will ensure that all disclosure, approval and other requirements applicable to “interested person transactions”, including those required by prevailing legislations, the Listing Manual and accounting standards, will be complied with.
- (h) the Audit Committee shall have overall responsibility for the determination of the review procedures and shall have the authority to delegate such responsibility to individuals or committees within the Company as they deem appropriate. The members of the Audit Committee may, as they deem fit, request for additional information pertaining to the transaction under review and to obtain independent advice or valuations from external or professional sources.

3.9 Scope and Validity of the IPT Mandate

The IPT Mandate will cover the Recurrent IPT described in Section 3.6 of this Appendix with the specified classes of “interested persons” described in Section 3.5 of this Appendix which are of a revenue or trading nature or those necessary for the day-to-day operations of the Group such as the purchase and sale of supplies and materials, but not in respect of the purchase or sale of assets, undertakings or businesses.

The IPT Mandate will not cover any transaction with the specified classes of “interested persons” described in Section 3.5 of this Appendix that is below S\$100,000 in value as the threshold and aggregation requirements of Chapter 9 of the Listing Manual would not apply to such transactions. Transactions with the specified classes of “interested persons” described in Section 3.5 of this Appendix which do not fall within the ambit of the IPT Mandate will be subject to the relevant provisions of Chapter 9 and/or other applicable provisions of the Listing Manual and/or the Act, if any.

If approved by the Shareholders at the 2023 AGM, the IPT Mandate will take effect from the date of receipt of Shareholders’ approval, and will, unless revoked or varied by the Company in a general meeting, continue in force until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier. Approval from Shareholders will be sought for the renewal of the IPT Mandate on the date of the next annual general meeting and each subsequent annual general meeting of the Company, subject to satisfactory review by the Audit Committee of its continued application to the Recurrent IPT described in Section 3.6 of this Appendix and the review procedures for the transactions as described in Section 3.7 of this Appendix. In accordance with Rule 920(1)(b)(viii) of the Listing Manual, Mr. Raymond Ng Ah Hua and his associates will abstain from voting on the resolution(s) approving the IPT Mandate and its subsequent renewal thereafter on an annual basis.

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3.10 Disclosure to Shareholders

The Company will announce the aggregate value of transactions conducted with the classes of “interested persons” described in Section 3.5 of this Appendix pursuant to the IPT Mandate for each financial period which the Company is required to report on pursuant to Rule 705 of the Listing Manual and within the time required for the announcement of such report in accordance with Rule 920(1)(a)(ii) of the Listing Manual.

Disclosure will also be made in the annual report of the Company of the aggregate value of the “interested person transactions” conducted pursuant to the IPT Mandate during the current financial year, and in the annual reports for the subsequent financial years during which the IPT Mandate is in force in accordance with Rule 920(1)(a)(i) of the Listing Manual.

The name of the “interested person”, nature of relationship and the corresponding aggregate value of the “interested person transactions” will be presented in the following format in accordance with Rule 907 of the Listing Manual:

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

In accordance with Rule 920(1)(c) of the Listing Manual, the Audit Committee of the Company confirms that:

- (a) the methods or procedures for determining the transaction prices under the IPT Mandate have not changed since the last Shareholders' approval for the relevant type of Recurrent IPT; and
- (b) the methods or procedures referred to in Section 3.7 of this Appendix are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

4. THE PROPOSED RENEWAL OF THE SHARES PURCHASE MANDATE

4.1 Introduction

The Act allows a Singapore-incorporated company to purchase or otherwise acquire its issued ordinary shares. As required under the Act, Regulation 52(2) of the Constitution permits the Company to purchase or otherwise acquire ordinary shares issued by it. Any purchase of Shares by the Company will also have to be made in accordance with, and in the manner prescribed by, the Act and such other laws and regulations as may for the time being be applicable. As the Company is listed on the SGX-ST, it is also required to comply with Part XIII of Chapter 8 of the Listing Manual, which relates to the purchase or acquisition of issued ordinary shares in the capital of a company which is listed on the SGX-ST.

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Shareholders' approval is sought to authorise the Directors to make Shares Purchases from time to time within the Relevant Period in accordance with the Act of up to ten per cent. (10%) of the total number of issued Shares in the capital of the Company (ascertained as at the date of the resolution passed by Shareholders authorising the proposed renewal of the Shares Purchase Mandate, but disregarding any Shares held as Treasury Shares and Subsidiary Holdings) at the price of up to but not exceeding the Maximum Price, in accordance with the "Guidelines on Shares Purchases" set out in Annex I of this Appendix and the rules of the SGX-ST. The authority conferred on the Directors by the proposed Shares Purchase Mandate to purchase Shares shall continue in force for the Relevant Period.

As at the Latest Practicable Date, the Company has 1,536,995,342 Shares and the exercise in full of the Shares Purchase Mandate would result in the purchase of up to 153,699,534 Shares. The Company may purchase Shares by way of Off-Market Purchases and/or Market Purchases.

4.2 Rationale for the Proposed Renewal of the Shares Purchase Mandate

Short-term speculation may at times cause the market price of the Company's Shares to be depressed below the true value of the Company and the Group. The proposed Shares Purchase Mandate will provide the Directors with the means to restore investors' confidence and to protect existing Shareholders' investments in the Company in a depressed share-price situation through judicious Shares Purchases to enhance the earnings per Share. The Shares Purchases will enhance the net asset value per Share if the Shares Purchases are made at a price below the net asset value per Share.

The proposed Shares Purchase Mandate will also provide the Company with an expedient and cost-effective mechanism to facilitate the return of surplus cash reserves to the Shareholders as and when the Directors are of the view that this would be in the best interests of the Company and the Shareholders.

The Directors will only make a Shares Purchase as and when the circumstances permit and only if the Directors are of the view that such purchases are in the best interests of the Company and the Shareholders. No Shares Purchase will be made in circumstances which the Directors believe will have or may have a material adverse effect on the liquidity and the orderly trading of the Shares and the financial condition, working capital requirements and gearing level of the Company and the Group.

4.3 Terms of the Proposed Shares Purchase Mandate

4.3.1 Maximum Number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares which may be purchased or acquired by the Company pursuant to the Shares Purchase Mandate is limited to that number of Shares representing not more than ten per cent. (10%) of the total number of issued Shares (excluding any Shares held as Treasury Shares and Subsidiary Holdings) of the Company ascertained as at the date of the resolution passed by Shareholders authorising the proposed renewal of the Shares Purchase Mandate. Any of the Shares which are held as Treasury Shares or Subsidiary Holdings shall be disregarded for the purposes of computing the 10% limit. As at the Latest Practicable Date, the Company has no Treasury Shares and no Subsidiary Holdings.

Purely for illustrative purposes, on the basis of 1,536,995,342 Shares in issue as at the Latest Practicable Date, and assuming no further Shares are issued on or prior to the 2023 AGM, not more than 153,699,534 Shares (representing ten per cent. (10%) of the Shares in issue as at that date) may be purchased or acquired by the Company pursuant to the proposed Shares Purchase Mandate.

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4.3.2 Duration of Authority

Unless revoked or varied by the Company in general meeting, purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the resolution passed by Shareholders for the Shares Purchase Mandate at the 2023 AGM, at which the proposed renewal of the Shares Purchase Mandate is approved, up to the earlier of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (c) the date on which the purchases or acquisitions of Shares pursuant to the proposed Shares Purchase Mandate are carried out to the full extent mandated.

When seeking the approval of the Shareholders for the renewal of the Shares Purchase Mandate, the Company shall disclose details pertaining to purchases or acquisitions of Shares pursuant to the proposed Shares Purchase Mandate made during the previous twelve (12) months, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases.

4.3.3 Mode of Purchase

Shares Purchases can be effected by the Company in either one (1) of the following two (2) ways or both:

- (a) by way of Market Purchases, which means an on-market purchase transacted through the SGX-ST's trading system or on another stock exchange on which the Company's equity securities are listed; or
- (b) by way of Off-Market Purchases on an equal access scheme in accordance with section 76C of the Act.

The Directors may impose such terms and conditions which are not inconsistent with the Shares Purchase Mandate, the Listing Manual, the Act, the Constitution of the Company and other applicable laws and regulations, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. The Company may offer to purchase Shares from time to time by way of Off-Market Purchase under the proposed Shares Purchase Mandate subject to the requirement that the terms of any offer to purchase Shares by the Company shall be *pari passu* in respect of all Offeree Shareholders save under the following circumstances:

- (i) where there are differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;
- (ii) where there are differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
- (iii) where there are differences in the offers introduced solely to ensure that every Shareholder is left with a whole number of Shares in board lots of 100 Shares after the Shares Purchases, in the event there are Offeree Shareholders holding odd numbers of Shares.

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For purchases of Shares made by way of an Off-Market Purchase, the Company shall issue an offer document to all Shareholders. The offer document shall contain at least the following information:

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed Shares Purchase;
- (iv) the consequences, if any, of the Shares Purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (v) whether the Shares Purchases, if made, would have any effect on the listing of the Company's securities on the Official List of the SGX-ST;
- (vi) details of any Shares Purchase made by the Company in the previous twelve (12) months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (vii) whether the Shares purchased by the Company will be cancelled or kept as Treasury Shares.

Offers for Shares Purchases shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares. All Offeree Shareholders shall be given a reasonable opportunity to accept the offers made by the Company to purchase their Shares by way of Off-Market Purchase under the Shares Purchase Mandate.

4.3.4 *Maximum Purchase Price*

The purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. However, the purchase price to be paid for a Share pursuant to a Shares Purchase as determined by the Directors must not exceed:

- (i) in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price (as defined hereinafter); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent. (120%) of the Average Closing Price,

(the "**Maximum Price**") in either case, excluding related expenses of the Shares Purchase.

For the above purposes:-

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded preceding the day of the Market Purchase (which is deemed to be adjusted for any corporate action that occurs during the relevant five (5)-day period and the day on which the purchases are made);

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4.4 Source of Funds

In purchasing Shares, the Company may only apply funds legally available for such purchase in accordance with its Constitution and the applicable laws in Singapore. The Company may not purchase Shares for a consideration other than cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST. Under the Act, any Shares Purchase undertaken by the Company may be made out of capital or profits that are available for distribution as dividends so long as the Company is solvent (as defined in section 76F(4) of the Act).

The Company will use internal resources to finance purchases of its Shares. When undertaking any Shares Purchase, the Directors will ensure that:

- (i) the Company and the Group will at all times have adequate liquidity and working capital to meet its operational requirements;
- (ii) any Shares Purchase will be financed by the Company's capital or distributable profits in accordance with the Act; and
- (iii) the Company and the Group will not obtain nor incur any borrowings for purposes of financing any Shares Purchase.

4.5 Status of Purchased Shares

A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a Treasury Share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as Treasury Shares. At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as Treasury Shares, or partly cancelled and partly kept as Treasury Shares, depending on the needs of the Company at that time.

Where Shares are held as Treasury Shares, section 76K of the Act allows the Company to, at any time:

- (i) sell the Shares (or any of them) for cash;
- (ii) transfer the Shares (or any of them) for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (iii) transfer the Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the Shares (or any of them); or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister for Finance.

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Under the Listing Manual, immediate announcement must be made of any sale, transfer, cancellation and/or use of Treasury Shares (in each case, the “**Treasury Shares usage**”). Such announcement must include details such as the date of the Treasury Shares usage, the purpose of the Treasury Shares usage, the number of Treasury Shares comprised in the Treasury Shares usage, the number of Treasury Shares before and after the Treasury Shares usage, the percentage of the number of Treasury Shares comprised in the Treasury Shares usage against the total number of issued Shares (of the same class as the Treasury Shares) which are listed on the SGX-ST before and after the Treasury Shares usage and the value of the Treasury Shares comprised in the Treasury Shares usage.

The aggregate number of Shares held as Treasury Shares shall not at any time exceed ten per cent. (10%) of the total number of issued Shares at that time. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with section 76K of the Act within six (6) months beginning with the day on which that contravention occurs, or such further period as the Registrar of Companies may allow.

4.6 Financial Effects

It is not possible for the Company to realistically calculate or quantify the impact of purchases that may be made pursuant to the Shares Purchase Mandate on the NTA, EPS and gearing of the Company and the Group as the resultant effect would depend on factors such as the aggregate number of Shares purchased and the purchase prices paid at the relevant time.

The Company’s total number of issued Shares will be diminished by the total number of Shares purchased by the Company and which are cancelled. The NTA of the Group will be reduced by the aggregate purchase price paid by the Company for the Shares.

Under the Act, purchases or acquisitions of Shares by the Company may be made out of the Company’s capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

Purely for illustrative purposes, the impact of the Shares Purchases by the Company pursuant to the proposed Shares Purchase Mandate on the Group’s and the Company’s financial positions is illustrated below. Based on the existing issued and paid-up ordinary Shares in the capital of the Company as at the Latest Practicable Date, and assuming no further Shares are issued on or prior to the 2023 AGM, the exercise in full of the Shares Purchase Mandate would result in the purchase of up to 153,699,534 Shares.

- (i) Assuming that the Shares Purchases were made by the Company by way of Market Purchases at the Maximum Price of S\$0.0365 which is five per cent. (5%) above the average of the closing prices of the Shares over the five (5) Market Days preceding the Latest Practicable Date on which transactions in the Shares were recorded, the maximum amount of funds required for the purchase of up to 153,699,534 Shares is approximately S\$5.61 million.

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On this assumption and assuming that all the Shares purchased by the Company are held in treasury, the impact of the Shares Purchases by the Company undertaken in accordance with the proposed Shares Purchase Mandate on the Company's and the Group's audited financial statements for the financial year ended 31 December 2022 is as follows:

	← GROUP →		← COMPANY →	
	Before Shares Purchase (\$S'000)	After Shares Purchase (\$S'000)	Before Shares Purchase (\$S'000)	After Shares Purchase (\$S'000)
As at 31 December 2022				
Shareholders' funds	83,038	77,428	56,568	50,958
Net tangible assets (NTA) ⁽¹⁾ / total equity	57,182	51,572	56,568	50,958
Current Assets	32,617	27,007	15,121	9,511
Current Liabilities	18,816	18,816	20,492	20,492
Working Capital	13,801	8,191	(5,371)	(10,981)
Total Liabilities	74,241	74,241	20,514	20,514
Total loans and borrowings ⁽³⁾	57,564	57,564	32	32
Number of Shares ('000)	1,536,995	1,383,295	1,536,995	1,383,295
Financial Ratios				
NTA per Share (cents)	3.72	3.73	3.68	3.68
Earnings per Share ⁽²⁾ (cents)	0.15	0.16	0.01	0.01
Gearing ⁽³⁾	1.01	1.12	–	–
Current ratio ⁽⁴⁾	1.73	1.44	0.74	0.46

Notes:

⁽¹⁾ NTA equals total assets less total liabilities and intangible assets (including goodwill).

⁽²⁾ EPS is calculated based on the number of Shares outstanding as at 31 December 2022.

⁽³⁾ Gearing equals total bank borrowings, leases and hire purchase creditors for the Group and Company respectively, divided by total equity.

⁽⁴⁾ Current ratio equals current assets divided by current liabilities.

As at 31 December 2022, the Group had cash balances of approximately S\$15.5 million and the Company had cash balances of approximately S\$5.5 million respectively. In order to effect a purchase of up to 153,699,534 Shares at the Maximum Price computed as at the Latest Practicable Date, cash reserves by the Company of approximately S\$5.61 million will be required. As illustrated above, the purchase of Shares will have the effect of reducing the working capital and the NTA of the Company and the Group by the dollar value of the Shares purchased. The consolidated NTA per Share of the Group as at 31 December 2022 will increase from 3.72 cents per Share to 3.73 cents per Share as a result of the reduction in the number of issued Shares (excluding Treasury Shares and Subsidiary Holdings) after the Shares Purchases, as set out in the table above.

Assuming that the Shares Purchases had taken place on 31 December 2022, the consolidated basic EPS of the Group for the financial year ended 31 December 2022 will increase from 0.15 cents per Share to 0.16 cents per Share as a result of the reduction in the number of issued Shares (excluding Treasury Shares and Subsidiary Holdings), after taking into account interest income foregone, as set out in the table above.

As the Shares Purchases will reduce the cash reserves of the Group and the Company, there will be a corresponding reduction in the current assets and the Shareholders' funds of the Group and the Company. The current ratios of the Group and the Company will decline. The actual impact on the current ratios will depend on the number of Shares purchased and the prices at which the Shares were purchased.

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- (ii) Assuming that the Shares Purchases were made by the Company by way of Off-Market Purchases pursuant to an equal access scheme at the Maximum Price of S\$0.0418, which is one hundred and twenty per cent. (120%) of the average of the closing prices of the Shares over the five (5) Market Days preceding the Latest Practicable Date on which transactions in the Shares were recorded, the maximum amount of funds required for the purchase of up to 153,699,534 Shares is approximately S\$6.42 million.

On this assumption and assuming that all the Shares purchased by the Company are held in treasury, the impact of the Shares Purchases by the Company undertaken in accordance with the proposed Shares Purchase Mandate on the Company's and the Group's audited financial statements for the financial year ended 31 December 2022 is as follows:

	← GROUP →		← COMPANY →	
	Before Shares Purchase (\$S'000)	After Shares Purchase (\$S'000)	Before Shares Purchase (\$S'000)	After Shares Purchase (\$S'000)
As at 31 December 2022				
Shareholders' funds	83,038	76,620	56,568	50,150
Net tangible assets (NTA) ⁽¹⁾ / total equity	57,182	50,764	56,568	50,150
Current Assets	32,617	26,199	15,121	8,703
Current Liabilities	18,816	18,816	20,492	20,492
Working Capital	13,801	7,383	(5,371)	(11,789)
Total Liabilities	74,241	74,241	20,514	20,514
Total loans and borrowings ⁽³⁾	57,564	57,564	32	32
Number of Shares ('000)	1,536,995	1,383,295	1,536,995	1,383,295
Financial Ratios				
NTA per Share (cents)	3.72	3.67	3.68	3.63
Earnings per Share ⁽²⁾ (cents)	0.15	0.16	0.01	0.01
Gearing ⁽³⁾	1.01	1.13	–	–
Current ratio ⁽⁴⁾	1.73	1.39	0.74	0.42

Notes:

⁽¹⁾ NTA equals total assets less total liabilities and intangible assets (including goodwill).

⁽²⁾ EPS is calculated based on the number of Shares outstanding as at 31 December 2022.

⁽³⁾ Gearing equals total bank borrowings, leases and hire purchase creditors for the Group and Company respectively, divided by total equity.

⁽⁴⁾ Current ratio equals current assets divided by current liabilities.

In order to effect a purchase of up to 153,699,534 Shares at the Maximum Price computed as at the Latest Practicable Date, cash reserves by the Company of approximately S\$6.42 million will be required. As illustrated above, the purchase of Shares will have the effect of reducing the working capital and the NTA of the Company and the Group by the dollar value of the Shares purchased. The consolidated NTA per Share of the Group as at 31 December 2022 will decrease from 3.72 cents to 3.67 cents as a result of the reduction in the number of issued Shares (excluding Treasury Shares and Subsidiary Holdings) after the Shares Purchases, as set out in the table above.

Assuming that the Shares Purchases had taken place on 31 December 2022, the consolidated basic EPS of the Group for the financial year ended 31 December 2022 will increase from 0.15 cents per Share to 0.16 cents per Share as a result of the reduction in the number of issued Shares (excluding Treasury Shares and Subsidiary Holdings), after taking into account interest income foregone, as set out in the table above.

As the Shares Purchases will reduce the cash reserves of the Group and the Company, there will be a corresponding reduction in the current assets and the Shareholders' funds of the Group and the Company. The current ratios of the Group and the Company will decline. The actual impact on the current ratios will depend on the number of Shares purchased and the prices at which the Shares were purchased.

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Shareholders should note that the financial effects set out above are purely for illustrative purposes and based only on historical numbers for the financial year ended 31 December 2022 and the abovementioned assumptions, and are not representative of future financial performance. Although the proposed Shares Purchase Mandate would authorise the Company to purchase or otherwise acquire up to ten per cent. (10%) of its total number of Shares (excluding Treasury Shares and Subsidiary Holdings), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire ten per cent. (10%) of its total number of Shares (excluding Treasury Shares and Subsidiary Holdings). In addition, the Company may cancel all or a part of the Shares purchased or acquired or hold all or part of the Shares purchased or acquired in treasury.

Shareholders who are in doubt as to their respective tax positions or any tax implications arising from the proposed Shares Purchase Mandate in their jurisdictions should consult their own professional advisers.

4.7 Take-over Consequences

4.7.1 Requirement To Make General Offer

Rule 14.1 of the Take-over Code requires, *inter alia*, that, except with the consent of the Council, where:

- (i) any person acquires, whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry thirty per cent. (30%) or more of the voting rights of a company; or
- (ii) any person who, together with persons acting in concert with him, holds not less than thirty per cent. (30%) but not more than fifty per cent. (50%) of the voting rights and such person, or any person acting in concert with him, acquires in any period of six (6) months additional shares carrying more than one per cent. (1%) of the voting rights,

such person shall extend immediately an offer on the basis set out below to the holders of any class of shares in the capital which carries votes and in which such person or persons acting in concert with him hold shares. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

The offer required to be made under the provisions of Rule 14.1 of the Take-over Code shall, in respect of each class of shares in the capital involved, be in cash or be accompanied by a cash alternative at the Required Price.

The statements herein in relation to the Take-over Code do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders are advised to consult their professional advisers and/or the Council and/or other relevant authorities at the earliest opportunity as to whether an obligation to make a general offer would arise by reason of any purchase or acquisition of Shares by the Company.

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4.7.2 Application of the Take-Over Code

Based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders, as at the Latest Practicable Date, the shareholdings of the Directors and the Substantial Shareholders before and after the purchase of Shares pursuant to the Shares Purchase Mandate, assuming (i) the Company purchases the maximum amount of ten per cent. (10%) of the total number of issued Shares of the Company (excluding Treasury Shares and Subsidiary Holdings), and (ii) there is no change in the number of Shares held by the Directors and the Substantial Shareholders or which they are deemed interested in, will be as follows:

	← Before Shares Purchase →				← After Shares Purchase →			
	Number of Shares		Number of Shares		Number of Shares		Number of Shares	
Director	Direct Interest	% ⁽¹⁾	Deemed Interest	% ⁽¹⁾	Direct Interest	%	Deemed Interest	%
Director								
Raymond Ng Ah Hua ⁽⁶⁾	431,388,764	28.06	5,480,000 ⁽²⁾	0.36	431,388,764	31.19	5,480,000 ⁽²⁾	0.40
Tan Kok Hiang	2,216,666	0.14	–	–	2,216,666	0.16	–	–
Samuel Poon								
Hon Thang	923,333	0.06	–	–	923,333	0.07	–	–
Dr. Er. Lai Huen Poh	2,961,666	0.19	719,442 ⁽³⁾	0.05	2,961,666	0.21	719,442 ⁽³⁾	0.05
Dr. Teo Ho Pin	–	–	–	–	–	–	–	–
Adrian Toh Jia Sheng	4,762,000	0.31	–	–	4,762,000	0.34	–	–
Holders of 5% or more (other than Directors)								
Law Siau Woei	239,950,000 ⁽⁴⁾	15.61	–	–	239,950,000 ⁽⁴⁾	17.35	–	–
Seow Bao Shuen	147,838,025 ⁽⁵⁾	9.62	–	–	147,838,025 ⁽⁵⁾	10.69	–	–

Notes:

⁽¹⁾ Based on 1,536,995,342 Shares as at the Latest Practicable Date. The Company does not hold any treasury shares.

⁽²⁾ Mr. Raymond Ng Ah Hua is deemed to be interested in 5,480,000 Shares held by his spouse, Mdm. Ng Sok Eng.

⁽³⁾ Dr. Lai Huen Poh is deemed to be interested in 719,442 Shares held by his spouse, Mdm. Vivien Heng Cheng Sim.

⁽⁴⁾ This represents Mr. Law Siau Woei's interest of 239,950,000 shares held in the name of Citibank Nominees Singapore Pte Ltd.

⁽⁵⁾ This includes Ms. Seow Bao Shuen's direct interest of 65,000,000 shares held in the name of Citibank Nominees Singapore Pte Ltd.

⁽⁶⁾ Out of the 13,614,862 share awards granted by the Company to Mr. Raymond Ng Ah Hua under the 2012 Scheme, there are 4,168,918 shares represented by these performance-linked share awards that have not been vested as at the Latest Practicable Date. The vesting of such share awards depends on certain metrics that are only ascertainable at a future date, and it is envisaged that the vesting of these share awards will only take place sometime in 2023, after the extraordinary general meeting to approve the 2022 Scheme and the termination of the 2012 Scheme. However, under the rules of the 2012 Scheme, the termination of the 2012 Scheme does not affect share awards that have been granted, whether such share awards have been released (whether fully or partially) or not. As such, the share awards granted to Mr. Raymond Ng Ah Hua under the 2012 Scheme will continue to remain valid.

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Mr. Raymond Ng Ah Hua and His Concert Parties

As at the Latest Practicable Date, Mr. Raymond Ng Ah Hua holds 431,388,764 Shares, representing approximately 28.06% of the issued Shares (excluding Treasury Shares and Subsidiary Holdings) of the Company. Mdm Ng Sok Eng, who is the spouse of Mr. Raymond Ng Ah Hua, is presumed to be a party acting in concert under the Take-over Code ("**concert parties**") with Mr. Raymond Ng Ah Hua in relation to her interests in the Company. As at the Latest Practicable Date, Mdm Ng Sok Eng holds 5,480,000 Shares, representing approximately 0.36% of the issued Shares (excluding Treasury Shares and Subsidiary Holdings) of the Company. Accordingly, Mr. Raymond Ng Ah Hua and his concert parties hold in aggregate 436,868,764 Shares, representing approximately 28.42% of the issued Shares (excluding Treasury Shares and Subsidiary Holdings) of the Company as at the Latest Practicable Date.

In the event the Company undertakes Shares Purchases within the Relevant Period of up to ten per cent. (10%) of the issued share capital of the Company (excluding Treasury Shares and Subsidiary Holdings) as permitted by the Shares Purchase Mandate, the aggregate shareholdings and voting rights held by Mr. Raymond Ng Ah Hua and his concert parties may be increased from approximately 28.42% to 31.59%. The aggregate shareholdings and voting rights held by Mr. Raymond Ng Ah Hua and his concert parties may thus be increased by more than one per cent. (1%) within a six (6)-month period. Accordingly, Mr. Raymond Ng Ah Hua and his concert parties may be required to make a general offer to the other Shareholders under Rule 14.1(b) of the Take-over Code.

4.7.3 *Exemption To Make a General Offer Pursuant To section 3(a) of Appendix 2 entitled "Share Buy-Back Guidance Note" of the Take-over Code*

Pursuant to section 3(a) of Appendix 2 entitled "Share Buy-Back Guidance Note" of the Take-over Code, Mr. Raymond Ng Ah Hua and his concert parties will be exempted from the requirement to make an offer under Rule 14 of the Take-over Code after any Shares Purchase, subject to the following conditions:

- (a) the circular on the resolution to authorise the renewal of the Shares Purchase Mandate contains advice to the effect that by voting for the resolution for the renewal of the Shares Purchase Mandate, Shareholders are waiving their rights to a general offer at the Required Price from Mr. Raymond Ng Ah Hua and his concert parties who, as a result of the Company purchasing its own Shares, would increase their aggregate voting rights by more than one per cent. (1%) in any six (6)-month period; and the names and voting rights of Mr. Raymond Ng Ah Hua and his concert parties at the time of the resolution and after the proposed Shares Purchases are disclosed in the same circular;
- (b) the resolution to approve the Shares Purchase Mandate is approved by a majority of those Shareholders present and voting at the meeting on a poll who could not become obliged to make an offer as a result of the Shares Purchase;
- (c) Mr. Raymond Ng Ah Hua and his concert parties to abstain from voting for and/or recommending Shareholders to vote in favour of the resolution to approve the Shares Purchase Mandate;
- (d) within seven (7) days after the passing of the resolution to approve the Shares Purchase Mandate, Mr. Raymond Ng Ah Hua to submit to the Council a duly signed form as prescribed by the Council;
- (e) Mr. Raymond Ng Ah Hua and his concert parties not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the proposal for the Shares Purchase Mandate is imminent and the earlier of:
 - (i) the date on which the authority of the Shares Purchase Mandate expires; and
 - (ii) the date on which the Company announces that it has bought back such number of Shares as authorised by the Shares Purchase Mandate or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the Shares Purchase(s), would cause their aggregate voting rights in the Company to increase by more than one per cent. (1%) in the preceding six (6) months.

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If the Company ceases to buy back its Shares under the Shares Purchase Mandate and the increase in the voting rights held by Mr. Raymond Ng Ah Hua and his concert parties as a result of the Company buying back its Shares at such time is less than one per cent. (1%), Mr. Raymond Ng Ah Hua and his concert parties will be allowed to acquire further voting rights in the Company. However, any increase in the percentage of voting rights held by Mr. Raymond Ng Ah Hua and his concert parties as a result of the Company buying back its Shares will be taken into account together with any voting rights acquired after the cessation by Mr. Raymond Ng Ah Hua and his concert parties in determining whether Mr. Raymond Ng Ah Hua and his concert parties' aggregate voting rights in the Company have increased by more than one per cent. (1%) in any six (6) -month period.

4.8 Listing Status of the Company's Securities

The Directors will ensure that the Shares Purchases will not have any effect on the listing of the Company's securities including the Shares listed on the SGX-ST. Rule 723 of the Listing Manual requires at least ten per cent. (10%) of the total number of issued Shares (excluding Treasury Shares, preference shares and convertible equity securities) in a class that is listed to be held by the public at all times. The Directors shall safeguard the interests of public Shareholders (as defined in the Listing Manual) before undertaking any Shares Purchase. Before exercising the Shares Purchase Mandate, the Directors shall at all times take due cognisance of (a) the then shareholding spread of the Company in respect of the number of Shares held by Substantial Shareholders and by non-Substantial Shareholders and (b) the volume of trading on the SGX-ST in respect of the Shares immediately before the exercise of any Shares Purchase.

As at the Latest Practicable Date, there are 691,630,446 Shares in the hands of the public, representing approximately 45% of the issued Shares of the Company. The Company is of the view that there is a sufficient number of Shares in issue held by public Shareholders which would permit the Company to undertake Shares Purchases of up to ten per cent. (10%) of its issued Shares (excluding Treasury Shares and Subsidiary Holdings) in the capital without affecting the listing status of the Shares on the SGX-ST. The Company will ensure that the Shares Purchases will not cause market illiquidity or affect orderly trade.

4.9 Details of Shares Bought by the Company in the Previous Twelve (12) Months

The Company has not made any Shares Purchase in the twelve (12) months preceding the Latest Practicable Date.

4.10 Limits on shareholdings

The Company does not have any limits on the shareholdings of the Shareholders.

5. THE PROPOSED CHANGE OF AUDITORS

5.1 Background and Rationale for the Proposed Change of Auditors

The Auditors, KPMG will be retiring at the forthcoming 2023 AGM and will not be seeking re-appointment as Auditors. KPMG has served as the Auditors since the financial year ended 31 December 2007. As part of good corporate governance initiatives and the Company's ongoing efforts to manage its overall business costs and expenses amidst the challenging business climate, the Audit Committee and the Board are of the view that it would be an opportune time to review the appointment of the Auditors and appoint new Auditors. In addition, a change of Auditors will enable the Company to benefit from fresh perspectives and views of another professional audit firm, thus enhancing the value of the audit.

Following an evaluation of the available proposals from various audit firms which have experience in auditing publicly listed companies in Singapore, the Board, in consultation with the Audit Committee, has determined that Mazars is best suited to meet the existing needs and audit requirements of the Company. The Audit Committee has considered, amongst others, the Audit Quality Indicators Disclosure Framework issued by ACRA, the adequacy of the resources and experience of Mazars and the audit engagement partner assigned to the audit, other audit engagements of Mazars, the Group's audit requirements, the size and complexity of the Group and the number and experience of supervisory and professional staff of Mazars to be assigned to the audit, the fee structure and audit arrangements proposed by Mazars, is of the opinion that Mazars will be able to meet the audit requirements of the Group. As such, the Board has recommended the appointment of Mazars as Auditors.

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The scope of audit services to be provided by Mazars will be comparable to, and would not result in a reduction of the scope of audit services previously provided by KPMG. Subject to the approval by Shareholders of the Proposed Change of Auditors at the 2023 AGM, Mazars will be engaged to audit the accounts of the Company and its Singapore-incorporated subsidiaries. Accordingly, the Board is of the opinion that the Proposed Change of Auditors is in the best interests of the Company and the Shareholders because the quantum of professional fees for the audit services proposed by Mazars is more competitive in comparison to that charged by KPMG, given a comparable scope of work and quality of audit provided. The increase in audit fees by KPMG for the audit of the financial year 2021 and 2022 as compared to the year before were 19% and 37% respectively. With the Proposed Change of Auditors, the Company expects meaningful savings for the audit of financial year 2023 with no change in the scope of the audit services, and the Company does not expect the reduction in cost to affect the standards and effectiveness of the audit to be undertaken.

The Board is of the view that the Company would be in compliance with Rule 712 and Rule 715 of the Listing Manual in relation to the proposed appointment of Mazars.

In connection with the above, Mazars has given its consent to act as Auditors by way of a letter dated 6 April 2023. The appointment of Mazars as Auditors will take effect upon approval of the Proposed Change of Auditors by Shareholders at the 2023 AGM and, if appointed, Mazars will hold office until the conclusion of the next AGM.

The Board would like to highlight that the Proposed Change of Auditors is in no way the result of any disagreement. In addition, the Proposed Change of Auditors is not due to the resignation or dismissal of KPMG, or KPMG declining to stand for election. The Board wishes to express their appreciation for the past services rendered by KPMG.

5.2 Information on Mazars and the Audit Partner-in-Charge

About Mazars

Mazars Group is an internationally integrated partnership, specialising in audit, accountancy, advisory, tax and legal services. Operating in more than 90 countries and territories around the world, they draw on the expertise of more than 44,000 professionals, including over 28,000 professionals in the Mazars integrated partnership and over 18,000 professionals via the Mazars North America Alliance, to assist clients of all sizes at every stage in their development. Mazars Group takes pride in their technical expertise and the quality of their work, operating as one, integrated team.

Mazars is a firm of Chartered Accountants registered with ACRA and is an international audit and advisory firm committed to helping their clients confidently build and grow their businesses. With more than 300 professionals in Singapore, Mazars serves clients of all sizes across Asia-Pacific whilst remaining seamless and agile in their approach. The firm also works with clients of all sizes and provides a range of services to businesses and individuals in a variety of industries. It has significant experience acting as auditors for companies listed on the SGX-ST.

For more information about Mazars, please visit its website at – www.mazars.sg.

About the Audit Engagement Partner

For the audit of the Group, the audit engagement team will comprise at least the following professionals: one (1) engagement partner, one (1) engagement concurring partner, one (1) engagement manager, and four (4) audit staff including senior and associate level. In addition, the audit of the Group will also be reviewed by an independent engagement quality control review partner.

Mr. Tan Chee Tyan will be the audit engagement partner assigned to the audit of the Company and its Singapore-incorporated subsidiaries. Mr. Tan Chee Tyan is a practising member of the Institute of Singapore Chartered Accountants and a public accountant registered with ACRA. Mr. Tan Chee Tyan has extensive experience over a span of more than 25 years with public accounting firms in Singapore and Malaysia in a wide range of industries, including auditing companies with similar business activities as the Group. Mr. Tan Chee Tyan is currently the engagement partner of several Singapore-listed and private companies with operations in various geographical locations including the People's Republic of China, Hong Kong, France, Singapore and Malaysia.

Mr. Tan Chee Tyan was last selected by ACRA for the Practise Monitoring Programme review in 2016 and received no adverse feedback.

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5.3 Compliance with Rules 712, 715 and 1203(5) of the Listing Manual

Requirement pursuant to Rule 712 of the Listing Manual

Mazars is a professional audit firm registered with ACRA. The Audit Committee and the Board, having considered various factors, including but not limited to the adequacy of the resources and experience of Mazars and the audit engagement partner assigned to the audit, Mazars' other audit engagements, the size and complexity of the Group, and the number and experience of supervisory and professional staff to be assigned to the audit, is of the opinion that Mazars will be able to fulfil the audit requirements of the Group and Rules 712(1) and 712(2) of the Listing Manual will be complied with.

Pursuant to Rule 712(3) of the Listing Manual, the appointment of Mazars as Auditors must be specifically approved by Shareholders in a general meeting. Accordingly, the appointment of Mazars would be effective upon the approval by Shareholders at the 2023 AGM.

Pursuant to Section 205 of the Companies Act 1967, a copy of the notice of nomination of the proposed new Auditors dated 16 March 2023 from a Shareholder is attached as Annex II to this Appendix.

Compliance with Rule 715 of the Listing Manual

The Board confirms that pursuant to the Proposed Change of Auditors, Mazars will be engaged to audit (i) its accounts, and (ii) the accounts of its Singapore-incorporated subsidiaries and significant associated companies for the financial year ending 31 December 2023 and going forward.

The Company has appointed KPMG Malaysia to audit the accounts of the Company's significant foreign-incorporated subsidiaries and associated companies respectively. Mazars will not be auditing the accounts of the Company's significant foreign-incorporated subsidiaries and associated companies as it is being audited by a suitable firm in its country of registration which would not compromise the standard and effectiveness of the audit of the Company. KPMG Malaysia, being a global leader in assurance, tax, transactions and advisory services, has the adequate resources and experience in providing audit and assurance services to a variety of clients. The Board and Audit Committee had assessed various factors, including comparative fee quotes, the adequacy of resources, the experience of KPMG Malaysia, the number and experience of supervisory and professional staff to be assigned and the size of the Company's significant foreign-incorporated subsidiaries and associated companies, and are of the opinion that KPMG Malaysia is a suitable audit firm for the Company's significant foreign-incorporated subsidiaries and associated companies. Accordingly, Rule 715(2) of the Listing Manual has been complied with.

In accordance with Rule 716 of the Listing Manual, the Board and Audit Committee confirm that they are satisfied that the appointment of different auditing firms for its significant foreign-incorporated subsidiaries and associated companies will not compromise the standard and effectiveness of the audit of the Company.

Accordingly, Rule 715 of the Listing Manual has been complied with and/or will be complied with upon obtaining Shareholders' approval for the Proposed Change of Auditors.

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Compliance with Rule 1203(5) of the Listing Manual

In accordance with the requirements of Rule 1203(5) of the Listing Manual:

- (i) KPMG has confirmed to Mazars, via its professional clearance letter dated 5 April 2023 that it is not aware of any professional reasons why Mazars should not accept the appointment as Auditors;
- (ii) the Company confirms that there were no disagreements with KPMG on accounting treatments within the last 12 months;
- (iii) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders;
- (iv) the specific reasons for the Proposed Change of Auditors are disclosed in Section 5.1 of this Appendix. KPMG will be retiring at the forthcoming 2023 AGM and will not seek re-appointment as Auditors; and
- (v) the Company confirms that Rules 712 and 715 of the Listing Manual in relation to the appointment of Mazars as the new Auditors, are complied with.

6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

The interests of the Directors and Substantial Shareholders in the Shares as at the Latest Practicable Date, based on information in the Register of Directors and Substantial Shareholders as maintained pursuant to the Act, were as follows:

Director	Direct Interest	Number of Shares		
		%	Deemed Interest	%
Raymond Ng Ah Hua	431,388,764	28.06	5,480,000	0.36
Tan Kok Hiang	2,216,666	0.14	–	–
Samuel Poon Hon Thang	923,333	0.06	–	–
Dr. Lai Huen Poh	2,961,666	0.19	719,442	0.05
Dr Teo Ho Pin	–	–	–	–
Adrian Toh Jia Sheng	4,762,000	0.31	–	–
Holders of 5% or more (excluding Directors)				
Law Siau Woei ⁽¹⁾	239,950,000	15.61	–	–
Seow Bao Shuen	82,838,025	5.39	65,000,000 ⁽²⁾	4.23

Note:

⁽¹⁾ This represents Mr. Law Siau Woei's interest of 239,950,000 shares held in the name of Citibank Nominees Singapore Pte Ltd.

⁽²⁾ This includes Ms. Seow Bao Shuen's direct interest of 65,000,000 shares held in the name of Citibank Nominees Singapore Pte Ltd.

Save as disclosed above, none of the Directors or Substantial Shareholders of the Company have any direct or indirect interest in the Proposed Resolutions, other than through their respective shareholdings in the Company.

7. ANNUAL GENERAL MEETING

The 2023 AGM will be held on Thursday, 27 April 2023 at 10.30 a.m., for the purpose of considering and, if thought fit, passing, with or without modification, *inter alia*, the ordinary resolutions set out in the Notice of AGM and Additional Information on AGM in relation to the Proposed Resolutions. Shareholders should refer to the Notice of AGM and Additional Information on AGM to be held by electronic means for details on how to participate at the 2023 AGM.

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8. ABSTENTION FROM VOTING

- (a) In accordance with the requirements of Chapter 9 of the Listing Manual, Mr. Raymond Ng Ah Hua and his associates, who are “interested persons” or associates of “interested persons” in the IPT Mandate will, and Mr. Raymond Ng Ah Hua will procure that his associates will, abstain from voting on their shareholdings, if any, at the 2023 AGM in respect of Ordinary Resolution 9 relating to the proposed renewal of the IPT Mandate as set out in the Notice of AGM and Additional Information on AGM, and will not accept any appointment as proxies or otherwise for voting on Ordinary Resolution 9 unless specific instructions have been given in the proxy instrument(s) on how the votes are to be cast.
- (b) In addition, in light of the exemption under section 3(a) of Appendix 2 of the Take-over Code, Mr. Raymond Ng Ah Hua and his concert parties, who are Shareholders of the Company, shall abstain from voting in respect of Ordinary Resolution 10 relating to the proposed renewal of the Shares Purchase Mandate, and will not accept any appointment as proxies or otherwise for voting on Ordinary Resolution 10 unless specific instructions have been given in the proxy instrument(s) on how the votes are to be cast.

9. AUDIT COMMITTEE'S RECOMMENDATION

In relation to the Proposed Change of Auditors, the Audit Committee has reviewed and has recommended the appointment of Mazars as Auditors to the Board for their approval, after taking into account the suitability and independence of Mazars to meet the audit requirements of the Group, the various factors set out in Section 5 of this Appendix and compliance with the requirements of the Listing Manual. In assessing the various audit firms, the Audit Committee adopted the Audit Quality Indicators Disclosure Framework issued by ACRA.

10. DIRECTORS' RECOMMENDATIONS

10.1 Proposed Renewal of the IPT Mandate

Having fully considered the rationale set out in Section 3.4 of this Appendix, and in light of the opinion of the Audit Committee referred to in Section 3.11 of this Appendix for the proposed renewal of the IPT Mandate, the Directors, other than Mr. Raymond Ng Ah Hua who has abstained from making any recommendation in view of his interests in the proposed renewal of the IPT Mandate, are of the opinion that the proposed renewal of the IPT Mandate is in the best interest of the Company and recommend that you vote in favour of Ordinary Resolution 9 set out in the Notice of AGM and Additional Information on AGM.

10.2 Proposed Renewal of the Shares Purchase Mandate

Having fully considered the rationale set out in Section 4.2 of this Appendix for the proposed renewal of the Shares Purchase Mandate, the Directors, other than Mr. Raymond Ng Ah Hua who has abstained from making any recommendation in view of the take-over consequences set out in Section 4.7 of this Appendix, are of the opinion that the proposed renewal of the Shares Purchase Mandate is in the best interest of the Company and recommend that you vote in favour of Ordinary Resolution 10 set out in the Notice of AGM and Additional Information on AGM.

Shareholders should note that by voting in favour of Ordinary Resolution 10 set out in the Notice of AGM and Additional Information on AGM, they are waiving their rights to a general offer at the Required Price from Mr. Raymond Ng Ah Hua and his concert parties under Rule 14.1 of the Take-over Code who, as a result of the Company purchasing its own Shares, would increase their aggregate voting rights by more than one per cent. (1%) in any six (6)-month period.

10.3 Proposed Change of Auditors

After having considered the rationale and the information relating to the Proposed Change of Auditors and the Audit Committee's recommendation, the Directors are of the opinion that the Proposed Change of Auditors is in the best interests of the Company, and accordingly, recommend that Shareholders vote in favour of the Ordinary Resolution in respect of the Proposed Change of Auditors to be proposed at the AGM.

LETTER TO SHAREHOLDERS

11. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed Resolutions and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix 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 Appendix in its proper form and context.

12. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 3 Gul Crescent Singapore 629519 during normal business hours from the date of this Appendix up to and including the date of the 2023 AGM:

- (a) the Constitution of the Company;
- (b) the annual report of the Company for the financial year ended 31 December 2022;
- (c) the professional clearance letter issued from KPMG to Mazars dated 5 April 2023; and
- (d) the letter of consent to act as Auditors from Mazars to the Company dated 5 April 2023.

This Appendix and the annual report for financial year 2022 are also available on the Company's corporate website (<http://www.enviro-hub.com>) and SGXNet.

13. ACTION TO BE TAKEN BY SHAREHOLDERS

In line with the First Schedule of the Alternative Arrangements Order, the Company will conduct the 2023 AGM by electronic means and Shareholders will not be able to physically attend the 2023 AGM. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the 2023 AGM by:

- (a) attending the 2023 AGM via electronic means only (including arrangements by which the 2023 AGM can be accessed via "live" webcast or "live" audio feed);
- (b) submitting questions in advance of, or live at, the 2023 AGM, and addressing substantial and relevant questions in advance of, or live at, the 2023 AGM; and
- (c) voting at the 2023 AGM (i) live by the Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the 2023 AGM) via electronic means; or (ii) by appointing the Chairman of the 2023 AGM as proxy to vote on their behalf at the 2023 AGM.

Additional information on the participation at the 2023 AGM via electronic means is set out in the Notice of AGM and Additional Information on AGM to be held by electronic means.

Yours faithfully,
For and on behalf of the Board of Directors of
Enviro-Hub Holdings Ltd.

Raymond Ng Ah Hua
Executive Chairman

ANNEX I – GUIDELINES ON SHARES PURCHASES

1. SHAREHOLDERS' APPROVAL

- (a) Purchases of Shares by the Company must be approved in advance by the Shareholders at a general meeting of the Company, by way of a general mandate.
- (b) Unless revoked or varied by the Company in general meeting, a general mandate authorising the purchase of Shares by the Company representing up to ten per cent. (10%) of the issued Shares in the capital of the Company (excluding any Shares held as Treasury Shares and Subsidiary Holdings) will expire on the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
 - (iii) the date on which the purchases or acquisitions of Shares pursuant to the Shares Purchase Mandate are carried out to the full extent mandated.
- (c) The authority conferred on the Directors by the Shares Purchase Mandate to purchase Shares shall be renewed at the next annual general meeting of the Company.
- (d) When seeking Shareholders' approval for the renewal of the Shares Purchase Mandate, the Company shall disclose details pertaining to the purchases of Shares made during the previous twelve (12) months, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices for such purchases of Shares, where relevant, and the total consideration paid for such purchases.

2. MODE OF PURCHASE

Shares Purchases can be effected by the Company in either one (1) of the following two (2) ways or both:

- (a) by way of Market Purchases, which means an on-market purchase transacted through the SGX-ST's trading system or on another stock exchange on which the Company's equity securities are listed; or
- (b) by way of Off-Market Purchases on an equal access scheme in accordance with section 76C of the Act.

3. FUNDING OF SHARES PURCHASES

- (a) In purchasing the Shares, the Company may only apply funds legally permitted for such purchase in accordance with its Constitution, and the relevant laws and regulations enacted or prescribed by the relevant competent authorities in Singapore.
- (b) Under the Act, any purchase by the Company may be made out of capital or profits that are available for distribution as dividends, so long as the Company is solvent (as defined by section 76F(4) of the Act).
- (c) The Company may not purchase Shares for a consideration other than cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST.

4. TRADING RESTRICTIONS

The number of Shares which can be purchased pursuant to the Shares Purchase Mandate is such number of Shares which represents up to a maximum of ten per cent. (10%) of the issued Shares in the capital of the Company (excluding Treasury Shares and Subsidiary Holdings) as at the date of the resolution passed by Shareholders authorising the proposed renewal of the Shares Purchase Mandate.

ANNEX I – GUIDELINES ON SHARES PURCHASES

5. PRICE RESTRICTIONS

Any Shares Purchase undertaken by the Company shall be at the price of up to but not exceeding the Maximum Price.

6. OFF-MARKET PURCHASES

- (a) For purchases of Shares made by way of an Off-Market Purchase, the Company shall issue an offer document to all Shareholders. The offer document shall contain at least the following information:
- (i) the terms and conditions of the offer;
 - (ii) the period and procedures for acceptances;
 - (iii) the reasons for the proposed Shares Purchase;
 - (iv) the consequences, if any, of the Shares Purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;
 - (v) whether the Shares Purchases, if made, would have any effect on the listing of the Company's securities on the Official List of the SGX-ST;
 - (vi) details of any Shares Purchase made by the Company in the previous twelve (12) months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
 - (vii) whether the Shares purchased by the Company will be cancelled or kept as Treasury Shares.
- (b) Offers for Shares Purchases shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares. All Offeree Shareholders shall be given a reasonable opportunity to accept the offers made by the Company to purchase their Shares under the Shares Purchase Mandate.
- (c) The Company may offer to purchase Shares from time to time under the Shares Purchase Mandate subject to the requirement that the terms of any offer to purchase Shares by the Company shall be *pari passu* in respect of all Offeree Shareholders save under the following circumstances:
- (i) where there are differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;
 - (ii) where there are differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
 - (iii) where there are differences in the offers introduced solely to ensure that every Shareholder is left with a whole number of Shares in board lots of 100 Shares after the Shares Purchases, in the event there are Offeree Shareholders holding odd numbers of Shares.

ANNEX I – GUIDELINES ON SHARES PURCHASES

7. STATUS OF PURCHASED SHARES

A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a Treasury Share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as Treasury Shares. At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as Treasury Shares, or partly cancelled and partly kept as Treasury Shares, depending on the needs of the Company at that time.

Where Shares are held as Treasury Shares, section 76K of the Act allows the Company to, at any time:

- (i) sell the Shares (or any of them) for cash;
- (ii) transfer the Shares (or any of them) for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (iii) transfer the Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the Shares (or any of them); or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister for Finance.

Under the Listing Manual, immediate announcement must be made of any sale, transfer, cancellation and/or use of Treasury Shares (in each case, the “**Treasury Shares usage**”). Such announcement must include details such as the date of the Treasury Shares usage, the purpose of the Treasury Shares usage, the number of Treasury Shares comprised in the Treasury Shares usage, the number of Treasury Shares before and after the Treasury Shares usage, the percentage of the number of Treasury Shares comprised in the Treasury Shares usage against the total number of issued Shares (of the same class as the Treasury Shares) which are listed on the SGX-ST before and after the Treasury Shares usage and the value of the Treasury Shares comprised in the Treasury Shares usage.

The aggregate number of Shares held as Treasury Shares shall not at any time exceed ten per cent. (10%) of the total number of issued Shares at that time. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with section 76K of the Act within six (6) months beginning with the day on which that contravention occurs, or such further period as the Registrar of Companies may allow.

8. NOTIFICATION TO ACRA

- (a) Within thirty (30) days of the passing of a Shareholders’ resolution to approve any purchase of Shares, the Company shall lodge a copy of such resolution with ACRA.
- (b) The Company shall notify ACRA within thirty (30) days of a purchase of Shares. Such notification shall include details of the date of the purchases, the total number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as Treasury Shares, the Company’s total number of issued Shares as at the date of the Shareholders’ resolution approving the purchase of the Shares and after the purchase of Shares, the amount of consideration paid by the Company for the purchases, whether the Shares were purchased out of profits or the capital of the Company and such other particulars as may be required in the prescribed form.

ANNEX I – GUIDELINES ON SHARES PURCHASES

9. NOTIFICATION TO THE SGX-ST

- (a) For purchases of Shares made by way of an Off-Market Purchase, the Company shall notify the SGX-ST in respect of any acquisition or purchase of Shares in the relevant form prescribed by the SGX-ST from time to time, not later than 9.00 a.m. on the second Market Day after the close of acceptances of the offers, or within such time period that may be prescribed by the SGX-ST from time to time.
- (b) For purchases of Shares made by way of a Market Purchase, the Company shall notify the SGX-ST in respect of any acquisition or purchase of Shares in the relevant form prescribed by the SGX-ST from time to time, not later than 9.00 a.m. on the Market Day following the date of the Market Purchase by the Company, or within such time period that may be prescribed by the SGX-ST from time to time.

10. SUSPENSION OF PURCHASE

- (a) The Company may not undertake any Shares Purchase prior to the announcement of any price-sensitive information by the Company, until such time as the price-sensitive information has been publicly announced or disseminated in accordance with the requirements of the Listing Manual.
- (b) The Company may not effect any repurchases of Shares through Market Purchases or Off-Market Purchases during the period commencing two (2) weeks before the announcement of the company financial statements for each of the first three (3) quarters of its financial year and one (1) month before the announcement of the company's full-year financial statements (if the issuer announces its quarterly financial statements, whether required by the SGX-ST otherwise), or one (1) month before the announcement of the company's half year and full year financial statements (if the issuer does not announce its quarterly financial statements).

ANNEX II - NOTICE OF NOMINATION OF THE PROPOSED NEW AUDITORS

16 March 2023

The Board of Directors
Enviro-Hub Holdings Ltd
3 Gul Crescent
Singapore 629519

Dear Sirs

Notice of Nomination

Pursuant to the provisions of Section 205 of the Companies Act 1967 of Singapore, I, Ng Ah Hua, in my capacity as a shareholder of Enviro-Hub Holdings Ltd (the "Company") hereby give notice of my nomination of MAZARS LLP of 135 Cecil Street, #10-01, Singapore 069536 for appointment as independent auditor of the Company in place of the retiring auditor, KPMG LLP of 12 Marina View, #15-01 Asia Square Tower, #2, Singapore 018961, at the forthcoming annual general meeting of the Company on 27 April 2023 or any adjournment thereof.

Yours faithfully

A handwritten signature in black ink, consisting of a large, stylized loop followed by a vertical stroke and a small horizontal tick at the end.

NG AH HUA
Shareholder, Enviro-Hub Holdings Ltd