ZIXIN GROUP HOLDINGS
紫心集团控股
(Incorporated in the Republic of Singapore with Unique Entity No.: 200718683N)
Website: www.zixingroup.com.sg
SGX stock code: 42W

ENTRY INTO SHARE OPTION AGREEMENT

1. ENTRY INTO SHARE OPTION AGREEMENT

1.1 The Board of Directors (the "**Board**" or "**Directors**") of Zixin Group Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company had on 18 September 2025 entered into a share option agreement (the "**Share Option Agreement**") with the investors as set out in paragraph 2 below (the "**Investors**", each an "**Investor**").

1.2 Subject to the terms and conditions of the Share Option Agreement, the Investors agree to grant the Company, at the consideration of S$1.00, an option to require the Investors to subscribe for up to an aggregate of 889,000,000 ordinary shares in the capital of the Company (the "**Option Shares**", each an "**Option Share**") (the "**Investor Options**"), at an exercise price of S$0.030 per Option Share (the "**Exercise Price**"), and the Company agrees to grant each Investor, at a consideration of S$1.00, an option to require the Company to allot and issue up to an aggregate of 889,000,000 Shares to the Investors (the "**Company Options**", together with the Investor Options, the "**Share Options**") (the "**Proposed Grant of Options**").

1.3 The Proposed Grant of Options and the issuance of Option Shares ("**Proposed Issuance**") will be subject to approval of the shareholders of the Company at an extraordinary general meeting ("**EGM**") to be convened in due course (please refer to paragraph 14 of this announcement for further details).

2. INFORMATION ON INVESTORS

2.1. The Investors' backgrounds are as follows:

No.	Name	Background	Aggregate Investment Amount (S$)	Maximum Number of Option Shares ("Share Option Limits")[1]
1.	Liang Chengwang	Liang Chengwang ("**LCW**") is the Executive Chairman and Chief Executive Officer of the Company. He is also a controlling shareholder of the Company with a deemed interest in 242,622,600 Shares, amounting to 15.27% of the Company's total paid-up and issued share capital as at the date of this announcement.	9,000,000	300,000,000
2.	Wong Hong Eng	Wong Hong Eng ("**WHE**") is an existing shareholder of the Company and is a private investor identified through the network of the Company. WHE has expressed	330,000	11,000,000

No.	Name	Background	Aggregate Investment Amount (S$)	Maximum Number of Option Shares ("Share Option Limits")[1]
		interest to invest in the Company for personal investment purposes.		
3.	Loo Bin Kien	Loo Bin Kien ("**LBK**") is a private investor identified through the network of the Company. LBK has expressed interest to invest in the Company for personal investment purposes.	500,000	16,666,666
4.	Chee Tai Chiew	Chee Tai Chiew ("**CTC**") is an existing shareholder of the Company and is a private investor identified through the network of the Company. CTC has expressed interest to invest in the Company for personal investment purposes.	1,970,000	65,666,666
5.	Putra Eddy	Putra Eddy ("**PE**") is an existing shareholder of the Company and is a private investor identified through the network of the Company. PE has expressed interest to invest in the Company for personal investment purposes.	250,000	8,333,333
6.	Ng Kok Joo	Ng Kok Joo ("**NKJ**") is an existing shareholder of the Company and a private investor identified through the network of the Company. NKJ has expressed interest to invest in the Company for personal investment purposes.	900,000	30,000,000
7.	Jee Meng Kwang	Jee Meng Kwang ("**JMK**") is the Group's Financial Controller and an existing shareholder of the Company. JMK has expressed interest to invest in the Company for personal investment purposes.	4,000,000	133,333,333
8.	Tan San-Ju	Tan San-Ju ("**TSJ**") is a private investor identified through the network of the Company. TSJ has expressed interest to invest in the Company for personal investment purposes.	960,000	32,000,000
9.	Chia Soon Joo	Chia Soon Joo ("**CSJ**") is a private investor identified through the network of the Company. CSJ has expressed interest to invest in the Company for personal investment purposes.	660,000	22,000,000

No.	Name	Background	Aggregate Investment Amount (S$)	Maximum Number of Option Shares ("Share Option Limits")[(1)]
10.	Khor Boon Kian	Khor Boon Kian ("**KBK**") is a businessman with business interest in Singapore and is a private investor identified through the network of the Company. KBK has expressed interest to invest in the Company for personal investment purposes.	3,900,000	130,000,000
11.	Lim Jun Lei	Lim Jun Lei ("**LJL**") is a private investor identified through the network of the Company and was previously a shareholder of the Company. LJL has expressed interest to invest in the Company for personal investment purposes.	4,200,000	140,000,000

Note:

(1) Subject to such adjustments as allowed under the Share Option Agreement save for LCW, who has undertaken to not request for more Option Shares beyond his Share Option Limits.

2.2. The shareholding interests of the Investors (i) as at the date of this announcement, (ii) after the exercise of 10% the Share Options ("**Minimum Number of Share Options**"), (iii) after the exercise of the maximum number of the Share Options as set out in paragraph 2.1 above ("**Maximum Number of Share Options**"), and (iv) after the exercise of the Maximum Number of the Share Options and maximum number of Warrants (as defined in paragraph 13 below) held by the Investors (if any) ("**Maximum Number of Warrants**") are set out in Schedule 1 of this Announcement hereto.

2.3. Each Investor has represented and warranted to the Company, among others, that:

2.3.1 Each Investor is subscribing for the Option Shares for his own benefit and as a principal (and not as an underwriter or a placement agent or a nominee or a trustee for any person) and has not entered into any arrangement or agreement to sell or otherwise dispose of any of the Option Shares to any person.

2.3.2 Each Investor is independent of, and not acting in concert with (as defined in the Singapore Code on Take-overs and Mergers, the "**Code**") or collaboration with anyone or in accordance with the instructions of anyone in relation to the subscription of the Option Shares and/or to obtain or consolidate control over the Company (including as contemplated in the Code).

2.3.3 Each Investor confirms that he has had the opportunity to seek independent legal advice in connection with the Share Option Agreement and acknowledges that he has read and understood the contents of the Share Option Agreement.

2.3.4 Save for LCW and JMK, each Investor has no existing relationships (including business relationships) with the Company, the Group, its Directors, its substantial shareholders and is not a person to whom the Company is prohibited from issuing shares to, as provided under Rule 812(1) of the Catalist Rules.

LCW has also undertaken to not request for more Options Shares beyond his Share Option Limits.

2.4. No introducer fee or commission was paid or is payable by the Company in connection with the Proposed Grant of Options and Proposed Issuance.

3. SALIENT TERMS OF THE SHARE OPTION AGREEMENT

3.1. Grant of the Share Options

3.1.1 Grant Conditions Precedent

(a) The grant of the Investor Options by the relevant Investor, and the grant of the Company Options by the Company to the relevant Investor are subject to the satisfaction of the following conditions precedent in respect of the Company and the relevant Investor (collectively the "**Grant Conditions Precedent**", each a "**Grant Condition Precedent**"):

(i) the Company having obtained the requisite approval from its directors (save for LCW, who shall abstain in view of his interest in the subject matter) for the entry into the Share Option Agreement, the grant of the Shares Options between the Company and the Investors, and the issuance of the Option Shares;

(ii) in respect of:

(1) the grant of the Investor Options by LCW to the Company, and the grant of the Company Options by the Company to LCW, the Company having obtained the necessary approval from its shareholders at an EGM for the grant of the Share Options between the Company and LCW, and the allotment and issuance of Option Shares to LCW upon the exercise of the relevant Share Options in accordance with the terms of the Share Option Agreement, as an IPT (as defined and elaborated in paragraph 9 below) (the "**LCW Approval**");

(2) the grant of the Investor Options by WHE, LBK, CTC, PE, NKJ, JMK, TSJ, CSJ, KBK and LJL (collectively, the "**Other Investors**") to the Company, and the grant of the Company Options by the Company to the Other Investors, the Company having obtained the necessary approval from its shareholders at an EGM for the grant of the Share Options between the Company and the Other Investors and the allotment and issuance of Option Shares to the Other Investors upon the exercise of the relevant Share Options in accordance with the terms of the Share Option Agreement (the "**Other Investors Approval**");

It be noted that the Share Option Agreement provides, *inter alia*, that the LCW Approval and the Other Investors Approval are not inter-conditional (i.e. in the event that the LCW Approval is not obtained, the Other Investors will continue to perform their obligations under the Share Option Agreement and vice versa).

(iii) no relevant authority taking, instituting, implementing, or threatening to take, institute or implement any action, proceeding, suit, investigation, inquiry or reference, or having made, proposed or enacted any statute, regulation, decision, ruling, statement or order or taken any steps, and

there not continuing to be in effect or outstanding any statute, regulation, decision, ruling, statement or order which would or might:

(1) make the transactions contemplated in the Share Option Agreement in respect of the Company and the relevant Investor and all other transactions in connection therewith and incidental thereto, void, illegal and/or unenforceable or otherwise restrict, restrain, prohibit or otherwise frustrate or be adverse to the same;

(2) render the relevant Investor being unable to grant his respective Investor Options; or

(3) render the Company unable to grant the Company Options to the relevant Investor;

(iv) each of the representations, undertakings, and warranties of the Company and the relevant Investor under the Share Option Agreement being complied with, true, complete, accurate, and correct in all material respects and not misleading in any material respect as at the Grant Date (as defined in paragraph 3.1.2 below), as if repeated as at the Grant Date (as defined in paragraph 3.1.2 below) and at all times between the date of the Share Option Agreement and as at the Grant Date (as defined in paragraph 3.1.2 below);

(v) there not having been at any time prior to or on Grant Date (as defined in paragraph 3.1.2 below) the occurrence of any of the following events:

(1) liquidation, bankruptcy or insolvency of the Company or the relevant Investor;

(2) termination of substantially all or part of the business of the Company by resolution of the general meeting of its shareholders;

(3) appointment of any assignee, receiver or liquidator for substantially all or part of the assets or the business of the Company, or the assets of the relevant Investor; or

(4) attachment, sequestration, execution or seizure of substantially all or part of the assets of the Company or the relevant Investor;

(vi) the Company having obtained the listing and quotation notice of the SGX-ST for the listing and quotation of the maximum number of Option Shares that may be issued to the relevant Investor in accordance with the terms of the Share Option Agreement; and

(vii) the grant of the Share Options to the relevant Investor being in compliance with applicable law.

(b) Any Grant Condition Precedent which is capable of being waived may be waived in whole or in part and conditionally or unconditionally and may only be waived by written agreement between the Company and the relevant Investor.

(c) In the event that the Grant Condition Precedents are not satisfied and/or waived in respect of an Investor:

(i) the Share Options shall not be granted by/to either the relevant Investor or the Company (as the case may be);

(ii) the aggregate number of Options Shares that may be issued by the Company shall be reduced by the aggregate investment amount of the relevant Investor divided by the Exercise Price;

(iii) the Company shall not be entitled to issue the Options Shares to the relevant Investor, and the relevant Investor's proportion shall be disregarded when issuing the Options Shares in accordance with the terms of the Share Option Agreement; and

(iv) the Company Options shall not be granted by the Company to the relevant Investor.

3.1.2 Grant Date

The Investor Options and the Company Options are both deemed to be granted in respect of the relevant Investor on the date in which (i) the Grant Conditions Precedent are satisfied and/or waived in respect of the relevant Investor; and (ii) both the Investor Option fee (S$1.00) and the Company Option fee (S$1.00) are duly paid by the Company and the relevant Investor respectively (the "**Grant Date**").

3.2. Option Period

Subject to satisfaction of the Grant Conditions Precedent in respect of the Company and the relevant Investor, the Investor Options may only be exercised by the Company, and the Company Options may only be exercised by the relevant Investor, during the period from the Grant Date up till the day five (5) years after the Grant Date, or up till the termination of the Share Option Agreement, whichever is earlier (the "**Option Period**"). The Investor Options and the Company Options shall lapse after the Option Period.

3.3. Exercise of the Share Options

For each three (3) month period starting from the Grant Date, each of the Company and the Investor shall be entitled to issue one (1) notice under the Share Option Agreement requiring the other party to subscribe for/issue and allot the Option Shares (as the case maybe) on a pro-rata basis and the number of Options Shares that the Company can issue at any one drawdown shall be a minimum of 10% of the aggregate number of Options Shares.

3.4. Undertakings

3.4.1 Undertakings of the Company

The Company may, if necessary, scale down the issuance of the Option Shares to the Investors:

(a) to avoid placing any one Investor and/or parties acting in concert with him (as defined in the Code in the position of incurring an obligation to make a mandatory general offer under the Code; and/or

(b) to avoid the transfer of a controlling interest in the Company, which is prohibited under Rule 803 of the Catalist Rules, unless prior approval of Shareholders is obtained in a general meeting.

3.4.2 Undertakings of the Investors

Each Investor undertakes, *inter alia*, to the Company that:

(a) Disposal of the Company Options: Unless otherwise agreed in writing by the Company, each Investor acknowledges that the Company Options granted are personal to each Investor and that the Company Options shall not be sold,

mortgaged, transferred, charged, assigned, pledged or otherwise disposed of or encumbered.

The Company wishes to state for the record that it may (but is not obliged to) agree to a transfer of the Company Options. Furthermore, it is the intention of the Company that any disposal of Company Options should only be to existing Investors (other than LCW, who has undertaken to not request for more Option Shares beyond his Share Option Limits) in accordance with the terms and conditions of the Share Option Agreement.

(b) Initial Exercise of the Company Options: Each Investor shall carry out an initial exercise of the Company Options within fourteen (14) days from the Grant Date, in which, each Investor shall subscribe for at least 10% of the aggregate number of their respective Option Shares (rounded downwards to the nearest whole number of Shares in the event of any fractional shares).

3.4.3 Undertakings of the Other Investors

Each Other Investor undertakes to the Company that he is not an interested person as defined in the Catalist Rules during the Option Period.

3.5. Termination

3.5.1 Without affecting any other right or remedy available to the relevant party to the Share Option Agreement ("**Party**"), the Share Option Agreement may be terminated with immediate effect by:

(a) LCW, upon the Company giving written notice to LCW of the termination of his employment as an executive officer (as defined in the Catalist Rules), or LCW's removal as an executive officer of the Company, unless LCW had voluntarily resigned as an executive officer of the Company;

(b) either Party giving the other Party written notice if:

(i) any court of competent jurisdiction or any government bodies, stock exchange, and other regulatory authority having jurisdiction over the transactions contemplated in the Share Option Agreement, has issued an order, decree or ruling or taken any other action permanently enjoining, restraining or otherwise prohibiting the transactions contemplated in the Share Option Agreement, or has refused to do anything necessary to permit the transactions contemplated in the Share Option Agreement, and such order, decree, ruling, other action or refusal shall have become final and non-appealable;

(ii) a petition is filed, a notice is given, a resolution is passed, or an order is made, for or in connection with the insolvency, bankruptcy or winding up of a Party;

(iii) an application is made to court, or an order is made, for the appointment of an administrator, or if a notice of intention to appoint an administrator is given or if an administrator is appointed, over a Party;

(iv) a person becomes entitled to appoint a receiver over all or any of the assets of the other Party or a receiver is appointed over all or any of the assets of a Party;

(v) the Company suspends or ceases, or threatens to suspend or cease, carrying on all or a substantial part of its business;

(vi) the Company receives a notice of delisting from the SGX-ST to remove the Company from the official list of the SGX-ST; or

(vii) if the Company is unable to obtain the necessary approvals from its shareholders at an EGM for the Proposed Grant of Options and Proposed Issuance;

(c) by the Company if:

(i) any Investor fails or is unable to perform any of the obligations under the Share Option Agreement that may be applicable to it; or

(ii) any Investor is in material breach of any provision of the Share Option Agreement or has failed to perform and comply in any material respect with any of the representations, warranties and undertakings of the other Party under the Share Option Agreement,

provided the Company gives a written notice to the relevant Investor setting out the relevant circumstances and stating an intention to terminate and, if the relevant circumstances continue to exist seven (7) Business Days from the time such notice is given, the Company may, in its absolute discretion, terminate the Share Option Agreement by a further notice in writing to the relevant Investor; and

(d) by any Investor if:

(i) the Company fails or is unable to perform any of the obligations under the Share Option Agreement that may be applicable to it; or

(ii) any Investor is in material breach of any provision of the Share Option Agreement or has failed to perform and comply in any material respect with any of the representations, warranties and undertakings of the other Party under the Share Option Agreement,

provided the Investor gives a written notice to the Company setting out the relevant circumstances and stating an intention to terminate and, if the relevant circumstances continue to exist seven (7) Business Days from the time such notice is given, the Investor may, in its absolute discretion, terminate the Share Option Agreement by a further notice in writing to the Company.

4. OPTION SHARES

4.1. Assuming that the Share Options are exercised in full, 889,000,000 Option Shares will be issued and the Company's issued and paid-up share capital (excluding treasury shares) will increase from 1,589,299,910 Shares as at the date of this announcement to 2,478,299,910 Shares. The Option Shares to be issued by the Company represent approximately 55.94% of the existing issued and paid-up share capital and 35.87% of the enlarged issued and paid-up share capital of the Company immediately after the issue of the Option Shares. Assuming that the Share Options and Warrants are exercised in full, the Option Shares to be issued by the Company represents approximately 29.09% of the enlarged issued and paid-up share capital of the Company.

4.2. The Option Shares, when allotted and issued upon exercise of the Share Options, shall be fully paid and shall rank pari passu in all respects with the existing Shares, save that they shall not rank for any dividends, rights, allotments, distributions or entitlements, the record date of which falls on or prior to the date of allotment of the Option Shares.

4.3. The allotment and issue of the Option Shares to the Investors will not result in a transfer of a controlling interest (as defined in the Catalist Rules) in the Company.

5. EXERCISE PRICE

5.1. The Exercise Price represents a discount of 4.51% to the volume weighted average price of S$0.0314 of the Shares for trades done on the SGX-ST on 17 September 2025 and 18 September 2025(1), being the last preceding full market day and up to the time the trading in the Company's Shares was halted on 18 September 2025 at 11:13 a.m.

Note:

(1) The Company had on 18 September 2025, 11:13 a.m. requested for a trading halt pending the signing of the Share Option Agreement and release of the announcement on the same.

5.2. The Exercise Price was determined on a willing-buyer willing-seller basis, after taking into consideration, *inter alia*,

5.2.1 the historical trading price of the Company;

5.2.2 the volume weighted average price of the Shares of S$0.030 for the 12-month period prior to 18 September 2025 on which the Share Option Agreement was signed; and

5.2.3 10% of the Share Options being exercised within 14 days from the Grant Date.

6. RATIONALE AND USE OF THE NET PROCEEDS

6.1. The Company has decided to proceed with the grant of the Share Options so that it is able to secure a commitment for future capital inflow at a fixed exercise price while protecting the existing shareholders against immediate dilution. The Company was also able to negotiate on the Exercise Price because the Investors took into account the potential upside. Although it is possible that the Exercise Price may be at a bigger discount to the volume weighted average price of the Shares at a later date, the Company notes that the converse may also be true and that the Exercise Price may be at a premium to the volume weighted average price of the Shares at a later date as the Company's Share price may increase or decrease for various reasons beyond the Company's control.

6.2. While the Company has already carried out the Rights Cum Warrrants Issue in June 2024, there is no guarantee that the Warrants would be exercise as they are currently out of the money. This grant of the Share Options allows the Company to secure a commitment for future capital inflow at a fixed exercise price while not immediately causing a major dilution to the existing shareholders. Furthermore, the Company notes that the Investors have undertaken to exercise at least 10% of the Share Options within 14 days from the Grant Date and this provides the Company with immediate funds.

6.3. On the assumption that the Share Options are fully exercised by the Company and/or the Investors, and all the Option Shares are issued by the Company, the estimated net proceeds would be approximately S$26.57 million (after deducting estimated fees and expenses of approximately S$100,000) (the "**Net Proceeds**").

6.4. The Net Proceeds (if and when exercised) will be used by the Company in the following estimated proportions:

Use of Proceeds	Percentage Allocation
Financing of the Group's growth and expansion plans in Hainan Province and other parts of China, as well as Singapore operations and overseas	65%
General Working Capital	35%

6.5. The Company intends to utilise the Net Proceeds as general working capital and financing of the Group's growth and expansion plans for the following reasons:

6.5.1 With the Group's business being primarily based in China, a majority of the Group's cash on hand is held by the Group's entities in China. Having considered that the channelling of funds to its Singapore entities will be subject to the completion of the requisite administrative procedures and require processing time, the Company is of the view that deploying part of the Net Proceeds as general capital would strengthen the cash position of the Company and its Singapore subsidiaries would be in a better position to facilitate payment of the ongoing expenses of the Company and its subsidiaries in Singapore, including but not limited to payment of salary, rental, professional and listing fees, and such other administrative fees.

6.5.2 With the improved performance of the Group in its recent financial year, the Group is also contemplating expanding its operations, including expanding its operations in Hainan Province and other parts of China, as well as Singapore operations and overseas. With such investments being set aside for use to finance the Group's growth and expansion plan, the Group would have greater flexibility to capitalise on any new business opportunities in the aforesaid areas that would synergise with and/or enhance the Group's operations.

6.5.3 As such, notwithstanding the Group having sufficient working capital to meet its present requirements, the Group intends to procure the investments from the Investors pursuant to the terms of the Share Option Agreement.

6.6. Furthermore, the Board (save for LCW who has abstained in deciding this matter due to him being an Investor) is of the view that the proposed grant of Share Options to LCW and JMK, being the key management of the Group will align the interest of them with the interest of the Shareholders by fostering an ownership culture within the Company.

6.7. The Board notes that the transactions contemplated in the Share Option Agreement would result in a dilution to the shareholders. If such additional equity fundraising activities do not generate a commensurate increase in earnings, the Company's earnings per Share ("**EPS**") may be diluted, and may result in a decline in Share price. It may also limit the Company's ability to pay dividends. Notwithstanding the above, the Board is of the view that the entry into the Share Option Agreement and the transactions contemplated in the Share Option Agreement would be in the interest of the Company and its shareholders for the reasons set out above.

6.8. Pending the deployment of the Net Proceeds for the abovementioned purposes, the Net Proceeds may be deposited with banks and/or financial institutions or used for investment in short-term money markets or debt instruments or used for other purposes on a short-term basis as the Directors may deem to be in the interest of the Company.

6.9. The Company will make periodic announcements on the utilisation of the Net Proceeds as and when the proceeds are materaill disbursed and whether such use is in accordance with the stated use. The Company will subsequently provide a status report on the use of the Net Proceeds in its half year and full year financial results announcement(s) and in the annual report(s) of the Company. Where the proceeds have been used for general corporate and/or working capital purposes, the Company will provide a breakdown with specific details on how the proceeds have been applied in the Company's announcement(s) and its annual report(s). Where there is any material deviation from the use of the Net Proceeds described above, the Company will announce the reasons for such deviation.

6.10. The Directors are of the opinion that, after taking into consideration:

6.10.1 the present bank facilities, the working capital available to the Group is sufficient to meet its present requirements, and the Proposed Grant of Options and the Proposed Issuance are being undertaken for the purposes set out in paragraph 6.1 and 6.2 above;

6.10.2 the present bank facilities and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

7. AUTHORITY TO ISSUE THE OPTION SHARES

The allotment and issuance of the Option Shares to the Investors in accordance with the terms of the Share Option Agreement will be made pursuant to a specific mandate, in which shareholders' approval shall be sought for (1) the proposed grant of Share Options between the Company and LCW, and the allotment and issuance of Option Shares to LCW upon exercise of the relevant Share Options, as an interested person transaction; and (2) the proposed grant of Share Options between the Company and the Other Investors, and the allotment and issuance of Option Shares to the Other Investors upon exercise of the relevant Share Options.

8. NO PROSPECTUS OR OFFER INFORMATION STATEMENT

There is no placement agent appointed for the Proposed Grant of Options and Proposed Issuance. The Proposed Grant of Options and Proposed Issuance are being undertaken pursuant to the private placement exemption under Section 272B of the Securities and Futures Act 2001 of Singapore. As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Grant of Options and Proposed Issuance.

9. INTERESTED PERSON TRANSACTION AND STATEMENT OF THE AUDIT COMMITTEE

9.1. As LCW is the Executive Chairman and the Chief Executive Officer of the Company, as well as a controlling shareholder of the Company, LCW is an "interested person" whereas the Company is the "entity at risk" within the meaning of Chapter 9 of the Catalist Rules. The proposed grant of Share Options between the Company and LCW, and the allotment and issuance of Option Shares to LCW upon exercise of the relevant Share Options are therefore "interested person transactions" ("**IPT**") within the meaning of Chapter 9 of the Catalist Rules.

9.2. The terms of the Share Option Agreement, the Proposed Grant of Options and the Proposed Issuance were arrived at after taking into consideration, *inter alia,* the prevailing market conditions and financial performance of the Group, the recent Share price, the rationale for the entry into the Share Option Agreement, and following arm's length negotiations between the Company and the Investors.

9.3. Pursuant to Rule 906(1)(a) of the Catalist Rules, shareholders' approval is required for an interested person transaction if the value of the transaction amounts to 5.0% or more of the Group's latest audited net tangible assets ("**NTA**").

9.4. Based on the Group's latest audited consolidated financial statements for the financial year ended on 31 March 2025 ("**FY2025**"), the latest audited consolidated NTA of the Group was approximately Chinese Renminbi ("**RMB**") 504,643,000, equivalent to approximately S$89,954,000 on the basis of an exchange rate of S$1.00 to RMB5.61.

9.5. Because LCW has undertaken not to take up more Option Shares than what he is allowed under the Share Option Limits, the value at risk for the IPT is S$9,000,000, being the maximum investment amount that could be provided by LCW under the Share Option Agreement, and represents approximately 10.01% of the NTA of the Company. Accordingly, approval of the shareholders will be required for the IPT.

9.6. Pursuant to Rule 919 of the Catalist Rules, LCW and his associates shall abstain from voting on resolutions pertaining to the IPT. In addition, LCW and his associates shall decline appointments as proxies to vote on the resolutions pertaining to the IPT unless the shareholders concerned have given specific instructions as to the manner in which his votes are to be cast.

9.7. Pursuant to Rule 921(4)(a) of the Catalist Rules, the circular to shareholders must include an opinion in a separate letter from an independent financial adviser ("**IFA**") stating whether the transaction (i) is on normal commercial terms; and (ii) is prejudicial to the interests of the issuer and its minority shareholders. However, Rule 921(4)(b) of the Catalist Rules states that an opinion from an IFA is not required for the issue of shares pursuant to Part IV of Chapter 8 for cash – instead, an opinion from the audit committee in the form required in Rule 917(4)(a) must be disclosed.

9.8. Pursuant to Rule 917(4)(a) of the Catalist Rules, the Company must obtain a statement (i) whether or not the audit committee of the issuer is of the view that the transaction is on normal commercial terms, and is not prejudicial to the interests of the issuer and its minority shareholders; or (ii) that the audit committee is obtaining an opinion from an IFA before forming its view.

9.9. In this connection, the Company's Audit Committee, having reviewed the terms and conditions of the Share Option Agreement, the rationale, the Exercise Price and the financial effects of the Proposed Grant of Options and Proposed Issuance, is of the view that the IPT is on normal commercial terms, and not prejudicial to the interests of the Company and its minority shareholders.

9.10. Save as disclosed above, there are no other discloseable interested person transactions entered into by the Company.

10. ADDITIONAL LISTING APPLICATION

Subject to receipt of shareholders' approval for the relevant shareholders' resolutions pertaining to the Proposed Grant of Options and Proposed Issuance, the Company will be making an application, through its continuing sponsor, RHB Bank Berhad, to the SGX-ST for the listing of and quotation of the Option Shares on the Catalist Board of the SGX-ST. The Company will make the necessary announcements in due course upon obtaining the listing and quotation notice in respect of the Option Shares from the SGX-ST.

11. FINANCIAL EFFECTS

11.1. The financial effects of the allotment and issue of the maximum number of Options Shares on the share capital, the NTA per Share and the EPS of the Group are set out below. The financial effects which have been prepared based on the audited consolidated financial statements of the Group for the FY2025, are purely for illustrative purposes only and do not necessarily reflect the actual future financial performance of financial position of the Group after the allotment and issue of the Option Shares.

11.2. For illustration purposes only, the financial effects of the allotment and issue of the maximum number of Option Shares have been computed based on the following assumptions:

11.2.1 the financial effects on the share capital and the NTA per Share have been calculated on the assumption that the allotment and issue of the maximum number of Option Shares was completed on 31 March 2025;

11.2.2 the financial effects on the EPS of the Group has been calculated on the assumption that the allotment and issue of the maximum number of Option Shares was completed on 1 April 2024;

11.2.3 the estimated expenses in connection with the allotment and issuance of the Option Shares are approximately S$100,000 are immaterial and therefore disregarded for the purpose of the illustration of the financial effects; and

11.2.4 the prevailing exchange rate of S$1.00 : RMB5.61 as at the date of the Share Option Agreement.

11.3. Share Capital

As at 31 March 2025	Before Issue of Option Shares	After issue of Option Shares
Issued and paid-up share capital (RMB'000)	258,887	408,506
Number of Shares	1,589,299,910	2,478,299,910

11.4. NTA per Share

As at 31 March 2025	Before issue of Option Shares	After issue of Option Shares
NTA (RMB'000)	504,643	654,262
Number of Shares	1,589,299,910	2,478,299,910
NTA per Share (RMB cents)	31.75	26.40

11.5. EPS

FY2025	Before issue of Option Shares	After issue of Option Shares
Net Profit (RMB'000)	42,720	42,720
Weighted average number of Shares	1,552,390,248	2,441,390,246
EPS (RMB cents)	2.75	1.75

12. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

12.1. The interests of the Directors and substantial shareholders in the issued share capital of the Company (i) as at the date of this announcement, (ii) after the exercise of the Minimum Number of Share Options, (iii) after the exercise of the Maximum Number of Share Options, and (iv) after the exercise of the Maximum Number of Share Options and Maximum Number of Warrants are set out in Schedule 2 of this Announcement hereto.

12.2. To the best of the Directors' knowledge, having made due and careful enquiries, save where LWC is one of the Investors, none of the Directors and none of the substantial shareholders of the Company or any of their respective associates, has any interest, direct or indirect, in the entry into the Share Option Agreement, the Proposed Grant of Options and the Proposed Issuance other than through their respective shareholding interests in the Company (if any).

13. WARRANTS

13.1. As disclosed in the Company's announcement dated 24 June 2024, 577,927,240 warrants (the "**Warrants**", each a "**Warrant**") were issued to successful subscribers of the Company's renounceable non-underwritten rights cum warrants issue (the "**Rights Cum Warrants Issue**") upon the close of the Rights Cum Warrants Issue on 14 June 2024. As of the date of this announcement, 577,927,240 Warrants remain outstanding.

13.2. The entry into the Share Option Agreement and the Proposed Grant of the Options and Proposed Issuance do not constitute event(s) giving rise to the adjustment of the exercise price and the number of outstanding Warrants.

13.3. The Company will make further announcement(s) should any further steps taken in accordance with the Share Option Agreement constitute an event giving rise to the adjustment of the exercise price and the number of outstanding Warrants.

14. CIRCULAR AND EGM

The Company will be convening an EGM to seek shareholders' approval for, *inter alia*, the (1) the proposed grant of Share Options between the Company and LCW, and the allotment and issuance of Option Shares to LCW upon exercise of the relevant Share Options, as an interested person transaction; and (2) the proposed grant of Share Options between the Company and the Other Investors, and the allotment and issuance of Option Shares to the Other Investors upon

exercise of the relevant Share Options. A circular containing further details of the same and the notice of EGM will be circulated to the shareholders in due course.

15. FURTHER ANNOUNCEMENTS

The Company will make further announcements as and when there are material updates and developments in respect of the Share Option Agreement, the Proposed Grant of Options and the Proposed Issuance.

16. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company should note that the Proposed Grant of Options and Proposed Issuance are subject to the fulfilment of, among others, the Grant Conditions Precedent set out above, and there is no certainty or assurance as at the date of this announcement that the Proposed Grant of Options and Proposed Issuance will be completed. Accordingly, shareholders are advised to exercise caution when trading in the ordinary shares in the capital of the Company. Shareholders who are in doubt as to the action they should take should consult their legal, financial tax or other professional advisors.

17. DIRECTORS' RESPONSIBILITY STATEMENT

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

18. DOCUMENTS AVAILABLE FOR INSPECTION

18.1. The following documents are available for inspection at the registered address of the Company at 60 Paya Lebar Road, #13-40, Paya Lebar Square, Singapore 409051, during business hours for a period of three months from the date of this announcement:

18.1.1 the Share Option Agreement;

18.1.2 the Annual Report of the Group for FY2025; and

18.1.3 the Constitution of the Company.

By Order of the Board

Lawrence Chen Tse Chao
Lead Independent Director

18 September 2025

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*This announcement has been reviewed by the Company's sponsor, RHB Bank Berhad ("**Sponsor**") in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist.*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement.

The contact person for the Sponsor is Mr Alvin Soh, Head, Corporate Finance, RHB Bank Berhad, at 90 Cecil Street, #03-00 RHB Bank Building, Singapore 069531, telephone (65) 6320 0627.

Schedule 1

Shareholding interest of the Investors (i) as at the date of this announcement, (ii) after the exercise of the Minimum Number of Share Options, (iii) after the exercise of the Maximum Number of Share Options and (iv) after the exercise of the Maximum Number of Share Options and Maximum Number of Warrants

	As at the date of this Announcement		After Exercise of Minimum No. of Share Options		After Exercise of Maximum No. of Share Options		After Exercise of Maximum No. of Share Options and Maximum Number of Warrants	
Name	**No. of Shares[(1)]**	**Shareholding (%)[(2)]**	**No. of Shares[(1)]**	**Shareholding (%)[(3)]**	**No. of Shares[(1)]**	**Shareholding (%)[(4)]**	**No. of Shares[(1)]**	**Shareholding (%)[(5)]**
LCW[(6)]	242,622,600	15.27	272,622,600	16.24	542,622,600	21.89	630,849,000	20.64
WHE[(6)]	1,700,000	0.11	2,800,000	0.17	12,700,000	0.51	13,500,000	0.44
LBK	-	-	1,666,666	0.10	16,666,666	0.67	16,666,666	0.55
CTC	10,000,000	0.63	16,566,666	0.99	75,666,666	3.05	75,666,666	2.48
PE	270,000	0.02	1,103,333	0.07	8,603,333	0.35	8,603,333	0.28
NKJ	4,500,000	0.28	7,500,000	0.45	34,500,000	1.39	34,500,000	1.13
JMK[(6)]	2,500,000	0.16	15,833,333	0.94	135,833,333	5.48	139,343,733	4.56
TSJ	-	-	3,200,000	0.19	32,000,000	1.29	32,000,000	1.05
CSJ	-	-	2,200,000	0.13	22,000,000	0.89	22,000,000	0.72
KBK	-	-	13,000,000	0.77	130,000,000	5.25	130,000,000	4.25
LJL	-	-	14,000,000	0.83	140,000,000	5.65	140,000,000	4.58

Notes:

(1) Shares held include both direct and deemed shareholdings but do not take into account the Warrants held by the Investors (if any).

(2) The shareholding percentages are calculated based on the existing share capital of the Company of 1,589,299,910 Shares as at the date of this Announcement.

(3) The shareholding percentages are calculated based on the enlarged share capital of the Company of 1,678,199,910 Shares assuming 10% of the Share Options are exercised.

(4) The shareholding percentages are calculated based on the enlarged share capital of the Company of 2,478,299,910 Shares assuming all the Share Options are exercised.

(5) The shareholding percentages are calculated based on the enlarged share capital of the Company of 3,056,227,150 Shares assuming all the Share Options and Warrants are exercised.

(6) As at the date of this Announcement, LCW holds 88,226,400 Warrants, WHE holds 800,000 Warrants and JMK holds 3,510,400 Warrants.

Schedule 2

Shareholding interest of the Directors and Substantial Shareholders (i) as at the date of this announcement, (ii) after the exercise of the Minimum Number of Share Options, (iii) after the exercise of the Maximum Number of Share Options and (iv) after the exercise of the Maximum Number of Share Options and Maximum Number of Warrants

	As at the date of this Announcement				After Exercise of Minimum No. of Share Options				After Exercise of Maximum No. of Share Options				After Exercise of Maximum No. of Share Options and Maximum Number of Warrants			
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest		Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
	No. of Shares	%(1)	No. of Shares	%(1)	No. of Shares	%(2)	No. of Shares	%(2)	No. of Shares	%(3)	No. of Shares	%(3)	No. of Shares	%(4)	No. of Shares	%(4)
Directors																
LCW(5)	-	-	242,622,600(6)	15.27	-	-	272,622,600	16.24	-	-	542,622,600 (7)	21.89	-	-	630,849,000	20.64
Lawrence Chen Tse Chau (Chen Shichao)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ng Poh Khoon	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Substantial shareholders (other than the Directors)																
Khoo Thomas Clive	217,574,100	13.69	-	-	217,574,100	12.96	-	-	217,574,100	8.78	-	-	274,872,300	8.99	-	-
PTS Capital Pte. Ltd. (8)	-	-	160,000,000	10.07	-	-	160,000,000	9.53	-	-	160,000,000	6.46	-	-	160,000,000	5.24
Yu Lei (9)	-	-	160,000,000	10.07	-	-	160,000,000	9.53	-	-	160,000,000	6.46	-	-	160,000,000	5.24
LJL	-	-	-	-	14,000,000	0.83	-	-	140,000,000	5.65	-	-	140,000,000	4.58	-	-
JMK(5)	2,500,000	0.16	-	-	15,833,333	0.94	-	-	135,833,333	5.48	-	-	139,343,733	4.56	-	-
KBK	-	-	-	-	13,000,000	0.77	-	-	130,000,000	5.25	-	-	130,000,000	4.25	-	-

Notes:

(1) The shareholding percentages are calculated based on the existing share capital of the Company of 1,589,299,910 Shares as at the date of this Announcement.

(2) The shareholding percentages are calculated based on the enlarged share capital of the Company of 1,678,199,910 Shares assuming 10% of the Share Options are exercised.

(3) The shareholding percentages are calculated based on the enlarged share capital of the Company of 2,478,299,910 Shares assuming all the Share Options are exercised.

(4) The shareholding percentages are calculated based on the enlarged share capital of the Company of 3,056,227,150 Shares assuming all the Share Options and Warrants are exercised.

(5) As at the date of this Announcement, LCW holds 88,226,400 Warrants and JMK holds 3,510,400 Warrants.

(6) LCW is deemed to be interested in 242,622,600 ordinary shares, which are being held by CGS International Securities Pte. Ltd. as his nominee.

(7) On the assumption that the Option Shares issued to LCW would be held by CGS International Securities Pte. Ltd. on his behalf, LCW would be deemed to be interested in 542,622,000 ordinary shares held by CGS International Securities Pte. Ltd. as his nominee.

(8) PTS Capital Pte. Ltd. is deemed to be interested in 160,000,000 ordinary shares held by DBS Bank Ltd. as its nominee.

(9) Yu Lei owns more than twenty per cent. (20%) of the voting rights in PTS Capital Pte. Ltd., and is deemed to have an interest in the ordinary shares of the Company that are owned by PTS Capital Pte. Ltd..