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Post Hearing Information Pack of



EKH LIMITED **永康控股有限公司***

(Incorporated in the Republic of Singapore with limited liability)

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EKH LIMITED 永康控股有限公司*

(Incorporated in the Republic of Singapore with limited liability)

[REDACTED]

Number of [REDACTED] under : [REDACTED] Shares (subject to the
the [REDACTED])
Number of [REDACTED] : [REDACTED] Shares (subject to reallocation)
Number of [REDACTED] : [REDACTED] Shares (subject to reallocation and
the [REDACTED])
[REDACTED] : Not more than [REDACTED] per [REDACTED]
Share, plus brokerage of 1.0%, SFC transaction
levy of 0.0027%, Stock Exchange trading fee of
0.00565% and AFRC transaction levy of 0.00015%
(payable in full on application in Hong Kong
dollars and subject to refund)
[REDACTED] : [REDACTED]

Joint Sponsors



Alliance Capital Partners Limited
同人融資有限公司

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The [REDACTED] (for themselves and on behalf of the [REDACTED]) may, with our Company's consent, reduce the number of [REDACTED] Shares under the [REDACTED] and/or the [REDACTED] stated in this document at any time prior to the morning of the last day for lodging applications under the [REDACTED]. In such a case, a notice of reduction in the number of [REDACTED] Shares and/or the [REDACTED] will be published on the website of the Stock Exchange at www.hkexnews.hk and website of our Company at www.ekhong.com as soon as is practicable but in any event not later than the [REDACTED]. Details of the arrangement will then be announced by our Company as soon as practicable. Further details are set out in the sections "Structure and Conditions of the [REDACTED]" and "[REDACTED] for the [REDACTED]" in this document.

The [REDACTED] Shares have not been and will not be registered under the [REDACTED] and may not be [REDACTED], sold, pledged or transferred, except pursuant to the exemption from, or in a transaction not subject to, the registration requirements of the [REDACTED] and in accordance with any applicable United States securities laws. The [REDACTED] Shares are being [REDACTED] and sold only to Qualified Institutional Buyers pursuant to an exemption from registration under [REDACTED] of the [REDACTED] and outside the United States in offshore transactions in reliance on [REDACTED].

Prior to making an [REDACTED] decision, prospective [REDACTED] should consider carefully all the information set out in this document, including risk factors set out in the section headed "Risk factors" in this document. The obligations of the [REDACTED] under the [REDACTED] are subject to termination by the [REDACTED] (on behalf of the [REDACTED]) if certain grounds arise prior to 8:00 a.m. on the [REDACTED]. Such grounds are set out in the paragraph headed "[REDACTED] - [REDACTED] Arrangements and Expenses - [REDACTED] - Grounds for Termination" in this document.

[REDACTED]

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[REDACTED]

IMPORTANT

[REDACTED]

IMPORTANT

[REDACTED]

EXPECTED TIMETABLE ⁽¹⁾

[REDACTED]

EXPECTED TIMETABLE ⁽¹⁾

[REDACTED]

EXPECTED TIMETABLE ⁽¹⁾

[REDACTED]

CONTENTS

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The contents of our Company’s website at www.engkong.com do not form part of this document.

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SUMMARY

This summary aims at giving you an overview of the information contained in this document. As this is a summary, it does not contain all the information that may be important to you. You should read this document in its entirety before you decide to [REDACTED] in our Shares.

There are risks associated with any [REDACTED]. Some of the particular risks in [REDACTED] in our Shares are set out in the section headed “Risk factors” in this document. You should read the entire document carefully before you decide to [REDACTED] in our Shares.

Various expressions used in this summary are defined in the sections headed “Definitions” and “Glossary of Technical Terms” in this document.

OVERVIEW

Container depots are holding facilities where empty containers are temporarily stored after goods have been unloaded and are waiting to be used again for other shipments. We are the leading container depot operator in Singapore and the second largest in Southeast Asia in terms of container throughput in 2025 (with a largest market share of 16.2% in Singapore and a market share of 5.9% in Southeast Asia, according to the Frost & Sullivan Report) serving mainly container shipping lines and container leasing companies operating in the ASEAN region and the PRC. Headquartered in Singapore, we have established a broad geographical footprint with operations in the PRC, Hong Kong, Malaysia, Thailand and Vietnam. As at the Latest Practicable Date, we operate 18 container depots across 10 locations with the ability to offer a range of container and logistic related services (including storage and handling, repair and maintenance, new-build container inspection and transportation of containers). We also engage in the sales and trading of containers and container parts, and provide logistic related supporting services (such as warehousing and CFS and freight forwarding).

Our Group generally operates under the brand name of “Eng Kong (永康)” in Singapore, Thailand, Malaysia and Vietnam, whilst we operate under the brand names of “PCL” and “Ming Fung (明豐)” in Hong Kong. For our business in the PRC, we operate under the brand names of “Keyun (克運)” (a brand licensed from an Independent Third Party) and “Yifa (毅發)” (a brand originating from the name of one of our PRC subsidiaries).

BUSINESS MODEL

Our business model principally involves providing storage and handling, repair and maintenance and transportation for empty containers. We operate and manage our business primarily under the following three main business segments, which are distinct from, but at the same time complementary to, each other:

- (i) *Container depot operations:* Our core business involves the offering of container depot services which include storage and handling, repair and maintenance and transportation of (a) empty containers throughout the ASEAN regions and the PRC; and (b) ISO tank containers in Singapore. Our container depot network is strategically located near major container port terminals in the countries we operate in, serving primarily container shipping lines and container leasing companies. As a container depot operator, we play a key role in the shipping supply chain as we provide storage for empty containers when they are not in use. Container depots are the primary storage solution for container owners, in which our storage services enable container owners to optimise container management and mitigate bottlenecks as well as assist with ancillary container related matters such as repair and maintenance.

SUMMARY

- (ii) *Warehousing and CFS*: Our Group provides warehousing and CFS services to cargo owners and other customers as part of our integrated logistic solutions which include consolidation and deconsolidation of outbound and inbound general cargo and cargo storage. During the Track Record Period, our warehouse and CFS operations were conducted primarily in Hong Kong and Shanghai, Tianjin and Qingdao in the PRC.
- (iii) *Container sales and new-build container inspection*: Further to our core container depot business, we offer ancillary container related services including the trading of containers (used and new-build) and container parts as well as the inspection and surveying of new-build containers to assist customers in ensuring that the containers they purchased meet the specifications and conditions outlined in the respective purchase agreements. Our main customers for this business segment comprise container shipping lines and container leasing companies. We utilise our network of agents and suppliers to assist our container depot customers in selling their containers.

In addition, we provide freight forwarding services in Qingdao, PRC which was historically incidental to support our container depot operations in this location. However, our own container depot operations have been discontinued in Qingdao as a result of the joint venture arrangement (as described in the paragraph headed “Business – Our Investments – Joint venture arrangement in Qingdao, PRC” in this document), although we shall continue providing freight forwarding services to existing customers.

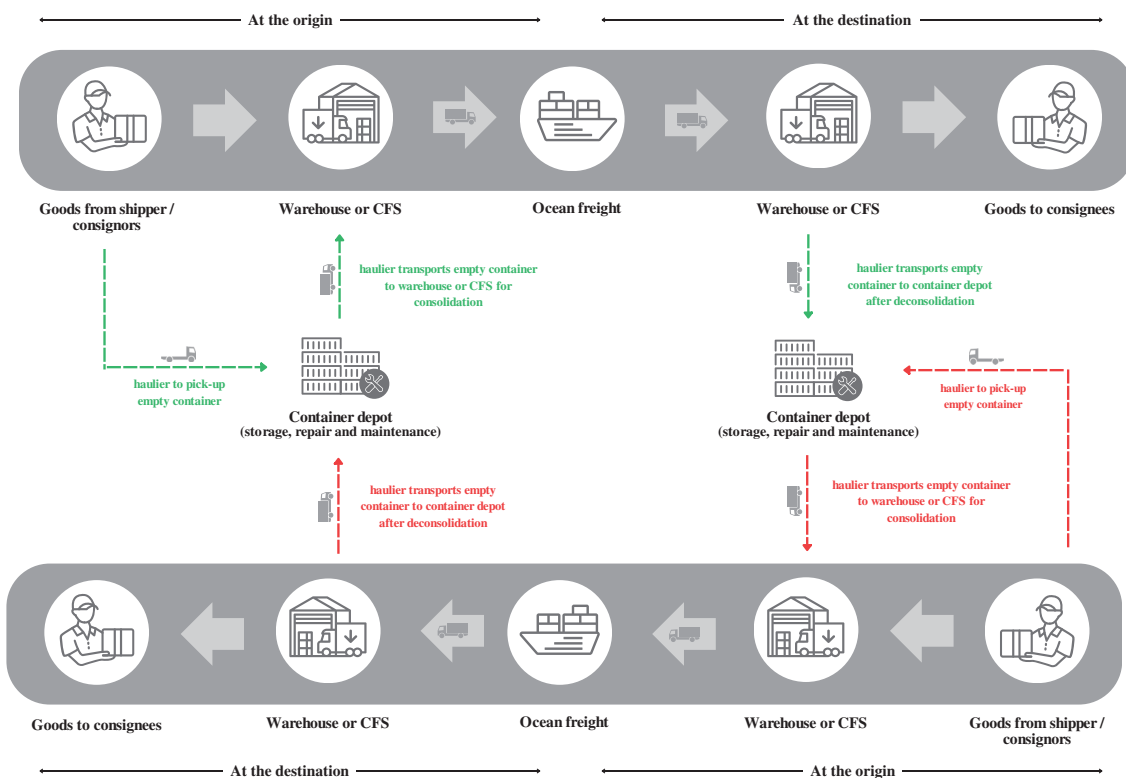
Container owners are either shipping companies or container leasing companies. Container depot operators, typically located near major port terminals, play a key role in the shipping supply chain by providing storage, maintenance and distribution of empty containers while they are not in use for shipping companies and for container leasing companies, alleviating strain on costly quayside land while minimising port congestion.

Containers often incur damage due to handling processes and regular wear and tear. Container owners generally rely on container depot operators for key services related to their containers, including repair and maintenance and transportation of empty containers between ports and depots for effective container management. Having repair and maintenance available at the location where the empty containers are stored enables container shipping lines and container leasing companies to streamline their operations and cut down on transportation costs between various service providers.

As part of our container depot business, we also provide container port terminal reefer services which include repair and maintenance, temperature monitoring and other ancillary reefer services to container owners. A ‘reefer’ refers to ‘reefer container’ which is a type of shipping container capable of refrigeration for the transportation of temperature-sensitive and typically perishable cargo. Our container port terminal reefer business operates in container port terminals directly where we are the authorised service centre for four major reefer manufacturers in Singapore, Malaysia and Hong Kong.

SUMMARY

The diagram below illustrates an overview of our role as a container depot operator in the shipping supply chain:



As at 31 May 2026 (being the latest practicable date for this information), we operate 18 container depots (with a total depot usage area of approximately 590,000 sq.m with a total storage capacity of approximately 87,000 TEUs) across the geographical locations depicted in the following diagram.

SUMMARY



The following table sets out revenue derived from our business segments during the Track Record Period:

	For the year ended 31 December					
	2023		2024		2025	
	S\$'000	%	S\$'000	%	S\$'000	%
Container depot operations						
– depot handling	47,807	30.7	48,323	29.3	46,947	31.5
– repair and maintenance	43,089	27.7	43,409	26.3	41,651	27.9
– storage fee	15,794	10.2	7,965	4.8	7,423	5.0
– transportation	7,080	4.6	6,818	4.1	7,532	5.0
– others <i>(Note)</i>	4,527	2.9	4,390	2.7	5,670	3.8
Sub-total	<u>118,297</u>	<u>76.1</u>	<u>110,905</u>	<u>67.2</u>	<u>109,223</u>	<u>73.2</u>
Warehousing and CFS	15,455	9.9	10,745	6.5	4,925	3.3
Container sales and new-build container inspection	1,501	1.0	9,051	5.5	2,507	1.7
Other (freight forwarding services in Qingdao)	<u>20,270</u>	<u>13.0</u>	<u>34,321</u>	<u>20.8</u>	<u>32,515</u>	<u>21.8</u>
Total	<u>155,523</u>	<u>100.0</u>	<u>165,022</u>	<u>100.0</u>	<u>149,170</u>	<u>100.0</u>

Note: Others include leasing of equipment and agency fee.

SUMMARY

The tables below set out the breakdown of our total revenue by (i) geographical location based on the location at which services were provided; and (ii) business segment, during the Track Record Period:

For the year ended 31 December 2023

	Container depot operations		Warehousing and CFS		Container sales and new-build container inspection		Other (freight forwarding services in Qingdao)		Total	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
Singapore	56,446	47.7	–	–	997	66.4	–	–	57,443	36.9
PRC	24,784	21.0	12,487	80.8	–	–	20,270	100.0	57,541	37.0
Hong Kong	14,111	11.9	2,968	19.2	504	33.6	–	–	17,583	11.3
Malaysia	11,310	9.6	–	–	–	–	–	–	11,310	7.3
Thailand	10,241	8.7	–	–	–	–	–	–	10,241	6.6
Vietnam	1,405	1.1	–	–	–	–	–	–	1,405	0.9
Total	118,297	100.0	15,455	100.0	1,501	100.0	20,270	100.0	155,523	100.0

For the year ended 31 December 2024

	Container depot operations		Warehousing and CFS		Container sales and new-build container inspection		Other (freight forwarding services in Qingdao)		Total	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
Singapore	56,963	51.4	–	–	7,006	77.4	–	–	63,969	38.8
PRC	19,870	17.9	9,576	89.1	13	0.1	34,321	100.0	63,780	38.6
Hong Kong	14,065	12.7	1,169	10.9	2,031	22.4	–	–	17,265	10.5
Malaysia	11,573	10.4	–	–	1	0.0	–	–	11,574	7.0
Thailand	7,568	6.8	–	–	–	–	–	–	7,568	4.6
Vietnam	866	0.8	–	–	–	–	–	–	866	0.5
Total	110,905	100.0	10,745	100.0	9,051	100.0	34,321	100.0	165,022	100.0

For the year ended 31 December 2025

	Container depot operations		Warehousing and CFS		Container sales and new-build container inspection		Other (freight forwarding services in Qingdao)		Total	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
Singapore	55,464	50.8	–	–	1,182	47.1	–	–	56,646	38.0
PRC	15,320	14.0	4,925	100.0	–	–	32,515	100.0	52,760	35.4
Hong Kong	16,069	14.7	–	–	1,319	52.6	–	–	17,388	11.7
Malaysia	12,327	11.3	–	–	6	0.2	–	–	12,333	8.3
Thailand	8,795	8.1	–	–	–	–	–	–	8,795	5.9
Vietnam	1,248	1.1	–	–	–	–	–	–	1,248	0.8
Total	109,223	100.0	4,925	100.0	2,507	100.0	32,515	100.0	149,170	100.0

SUMMARY

Container depot operations are our core business and contribute a predominant portion of our total revenue. As a container depot operator, our services include storage and handling, repair and maintenance and transportation of empty containers. For the years ended 31 December 2023, 2024 and 2025, revenue attributed to container depot operations was approximately S\$118.3 million, S\$110.9 million and S\$109.2 million, respectively, which accounted for approximately 76.1%, 67.2% and 73.2%, respectively, of our total revenue. Our revenue from this business was mainly comprised of fees from the provision of depot handling, repair and maintenance, storage and transportation services which may be charged on container leasing companies and container shipping lines as well as their customers (i.e. shippers and consignees).

Our warehousing and CFS business, which complements our core container depot business, includes traditional cargo storage as well as value-added services in relation to consolidation and deconsolidation to accommodate our customers’ needs. These value-added services include palletisation, barcode scanning, consolidation and deconsolidation, kitting, wrapping, packing, crating, stuffing and unstuffing. During the Track Record Period, we offered such warehousing and CFS services primarily in Hong Kong, Shanghai, Tianjin and Qingdao of the PRC as part of our approach to remain competitive and further our reputation as an integrated logistic solution provider. For the years ended 31 December 2023, 2024 and 2025, revenue attributed to warehousing and CFS was approximately S\$15.5 million, S\$10.7 million and S\$4.9 million, respectively, which accounted for approximately 9.9%, 6.5% and 3.3%, respectively, of our total revenue.

Our container sales and new-build container inspection business is ancillary to our core container depot business and involves the trading of containers (used and new-build) and container parts as well as the inspection and surveying of new-build containers. For the years ended 31 December 2023, 2024 and 2025, revenue attributed to container sales and new-build container inspection was approximately S\$1.5 million, S\$9.1 million and S\$2.5 million, respectively, which accounted for approximately 1.0%, 5.5% and 1.7%, respectively, of our total revenue.

Apart from the three main businesses described above, we provide freight forwarding services in Qingdao, PRC incidental to our container depot operations to remain competitive and support our container depot operations in this location. For the years ended 31 December 2023, 2024 and 2025, revenue attributed to freight forwarding services was approximately S\$20.3 million, S\$34.3 million and S\$32.5 million, respectively, which accounted for approximately 13.0%, 20.8% and 21.8%, respectively, of our total revenue.

Key operating data

Depot handling throughput in terms of TEU by geographic locations

The table below sets out the details of the depot handling throughput in terms of TEU by geographic location during the Track Record Period:

Location	For the year ended 31 December					
	2023		2024		2025	
	TEU '000	%	TEU '000	%	TEU '000	%
Singapore	630	26.9	590	26.1	567	24.5
PRC	1,210	51.7	1,156	51.1	1,175	50.9
Hong Kong	68	2.9	74	3.3	85	3.7
Other South East Asian countries <i>(Note)</i>	432	18.5	440	19.5	483	20.9
	<u>2,340</u>	<u>100.0</u>	<u>2,260</u>	<u>100.0</u>	<u>2,310</u>	<u>100.0</u>

SUMMARY

Repair and maintenance in terms of TEU by geographic locations

The table below sets out the details of the repair and maintenance in terms of TEU by geographic location during the Track Record Period:

Location	For the year ended 31 December					
	2023		2024		2025	
	TEU '000	%	TEU '000	%	TEU '000	%
Singapore	122	22.2	148	26.4	123	21.7
PRC	217	39.5	204	36.4	202	35.7
Hong Kong	21	3.8	26	4.6	23	4.1
Other South East Asian countries ^(Note)	190	34.5	182	32.6	218	38.5
Total	550	100.0	560	100.0	566	100.0

Average daily storage in terms of TEU by geographic locations

The table below sets out the details of the average daily storage in terms of TEU by geographic location during the Track Record Period:

Location	For the year ended 31 December					
	2023		2024		2025	
	TEU	%	TEU	%	TEU	%
Singapore	19,167	19.7	15,126	24.1	15,058	21.8
PRC	34,480	35.3	21,845	34.7	26,850	38.9
Hong Kong	2,321	2.4	1,922	3.1	2,703	3.9
Other South East Asian countries ^(Note)	41,536	42.6	23,987	38.1	24,475	35.4
Total	97,504	100.0	62,880	100.0	69,085	100.0

Note: Other South East Asian countries mainly comprise Malaysia, Thailand and Vietnam.

For details, please refer to the section headed “Financial Information – (i) Revenue by business segment – Container depot operations” in this document.

COMPETITIVE STRENGTHS

We believe that we have the following competitive strengths which enable us to take advantage of current and future growth opportunities:

- Our extensive regional network and coverage advantageously positions our Group in Asia to provide integrated logistic solutions to our customers on a multi-jurisdictional basis without the need for them to negotiate with individual container depot operators in each of the locations in which they operate, making us a preferred partner of customers such as global shipping firms that require logistic support throughout the Asia-Pacific region.

SUMMARY

- We have long established business relationships with major international container shipping lines and container leasing companies which have enabled our Group to establish a network with other key players in the industry.
- We are able to provide a broad range of services and provide one-stop solution that caters for the diverse technical needs of various parties in the shipping supply chain, offering an integrated logistic solution to both container owners (through our container depot operations) and cargo owners (through such services as warehousing and CFS as well as freight forwarding). According to Frost & Sullivan, our ability to transformation value-added services at scale, supported by our commitment to technical proficiency, digital offer and efficient turnaround times, solidifies our role as a valued partner in the global supply chain.
- We have demonstrated a consistent ability to sustain profitability across varying market conditions, including during periods in which global, regional and national economies have been materially and adversely impacted, and international shipping, trade and commercial activities have been significantly disrupted, by major geopolitical and macroeconomic developments (including the COVID-19 pandemic, the Red Sea crisis, the conflict in Ukraine and the ongoing trade tensions between the United States and China). We believe this track record underscores the inherent resilience of our business model, which is underpinned by diversified revenue streams across our complementary business segments and a disciplined approach to cost management. These attributes have established our reputation as a reliable, stable and trusted container depot operator recognised by our customers and other key stakeholders across the industry.
- We are the authorised service centre for major reefer equipment manufacturers in Singapore, Malaysia and Hong Kong which enables our Group to sell genuine reefer parts and be a designated repair centre for reefer containers.
- Our innovative and customer-centric technological and IT solutions tailored for container depot operations and designed to enhance operational efficiency, reduce turnover time and administrative processes, enhance on-site safety as well as support real-time monitoring of container movements and inventory by our customers enables us to provide high-quality and seamless services valued by our customers.
- The depth of knowledge and experience of our senior management team enable us to decisively execute strategic objectives, deliver industry excellence as well as achieve sustained profitability and earnings (even during challenging external environments affecting the shipping industry), making us a trustworthy and reliable container depot operator within Southeast Asia.

SUMMARY

BUSINESS STRATEGIES

With the aim of further developing our business and continuing our growth, we will implement the following strategies:

- In Singapore, we are strategically transitioning from operating depots across different locations in Singapore towards an integrated and high-capacity facility (the Mega Depot) that will occupy approximately 80,000 sq.m. of land (strategically located in close proximity with major port terminals), which upon completion, will be the largest consolidated container depot facility in Singapore and second largest in Southeast Asia according to Frost & Sullivan. With the capacity to store 23,000 TEU, the Mega Depot will represent a high-density solution (with a handling capacity that exceeds the operational limits of 95% of individual private depots in Southeast Asia) that is aligned with the sustainability goals of the Singapore government, conscious of the issue of land scarcity. By interfacing automated hardware with predictive software and the intended implementation of new IT systems including the Survey Automation System, Yard Management, Planning and Optimisation System and the Traffic Control and Management System, the Mega Depot will function as an integrated “smart” ecosystem that reduces turnaround times for processing containers and will serve to position us competitively amongst other logistic service providers in the region. Such development towards automation also aligns with the condition under the agreement for lease of the land to be used for the Mega Depot where the Mega Depot is required to incorporate automated lifting technology capable of stacking containers to a minimum prescribed height to promote the objective of maximising use of land in the container depot through automated, digitalised and technology-enabled operations.
- We aim to reduce our greenhouse gas emissions and resources consumption through upgrading existing machineries with newer and/or alternative technologies such as electric vehicles.
- To capitalise on the sustained surge in trade flows and handling throughput in Singapore, Vietnam, Malaysia and Thailand, as described in the Frost & Sullivan Report, we are seeking available opportunities to expand our container depot network and upgrade our facilities in these jurisdictions.

CUSTOMERS

Our customers mainly comprise container shipping lines, container leasing companies and freight forwarders, many of whom we have established long-lasting relationships over the years. We have maintained good business relationships of between 1 to 39 years with our five largest customers and their predecessors in each year during the Track Record Period. For the years ended 31 December 2023, 2024 and 2025, our five largest customers in each year accounted for 17.3%, 17.5% and 26.3% of our total revenue, respectively, of which the largest customer accounted for 4.7%, 4.6% and 9.5%, respectively. Our five largest customers in each year during the Track Record Period are Independent Third Parties.

SUMMARY

We provide services and products to both ends of the shipping supply chain including container shipping lines and direct customers (as well as those in the middle such as freight forwarders). As such, we play different roles in the various logistic services we provide resulting in the overlap of some of our customers and suppliers. For example, we provide container depot services to container shipping lines and container leasing companies (as our customer) and they may sell us used containers in respect of our container sales services (as our supplier). For further details on the different circumstances in which our customers and suppliers may overlap, please refer to the paragraph headed “Business – Suppliers – Overlapping of customers and suppliers” in this document for more information.

We consider a variety of factors when pricing for our services. For our core container depot operations, we generally charge our customers based on market rates which are generally determined by factors such as, among others, the type of container, location and depot capacity. We adopt a cost-plus approach for specific services such as repair and maintenance, container sales and freight forwarding services. For further details, please refer to the paragraph headed “Business – Customers – Pricing Policy” in this document.

SUPPLIERS

During the Track Record Period, suppliers of services to our Group mainly included (a) container shipping lines as they provided us with cargo space onboard their vessels in respect of our freight forwarding business and used containers in respect of our container sales business; (b) reefer equipment manufacturers as they provided us with reefer parts in respect of our repair and maintenance business; (c) freight forwarders as they acted as the overseas freight forwarder to organise and coordinate consignments in respect of our freight forwarding business; and (d) lessors as they leased premises to our Group. For the years ended 31 December 2023, 2024 and 2025, our five largest suppliers in each year accounted for 24.3%, 29.5% and 30.3% of our total cost of revenue, respectively, of which the largest supplier accounted for 6.0%, 9.9% and 18.4%, respectively. Our five largest suppliers in each year during the Track Record Period are Independent Third Parties. Our Group has maintained business relationships of approximately 10 to 37 years with our five largest suppliers in each year during the Track Record Period. Our suppliers generally grant us credit terms of 21 to 60 days. The availability of credit and the credit terms extended to us by our suppliers vary from supplier to supplier.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

We acknowledge our environmental protection and social responsibilities and are aware of the climate-related issues that may impact our business operations. We are committed to promoting sustainable development and complying with ESG reporting requirements [REDACTED].

Our Board has overall responsibility for overseeing and determining our Group’s environmental, social, and climate-related risks and opportunities impacting our Group, establishing and adopting the ESG policy and targets of our Group, and reviewing our Group’s performance annually against the ESG targets and revising the ESG strategies as appropriate if significant variance from the target is identified. For further details, please refer to the paragraph headed “Business – Environmental, Social and Governance” in this document.

SUMMARY

COMPETITION

According to the Frost & Sullivan Report, the container depot industry in Singapore is fairly consolidated, with the top five players accounting for approximately 59.5% of Singapore’s total depot throughput in 2025. The top five players are also strategically located near the ports, which give them an advantage in proximity. We are the largest container depot operator in Singapore based on container throughput in 2025 with a market share of 16.2%.

In the PRC, the container depot industry is comparatively highly fragmented with the top three players accounting for approximately 19.2% of the country’s total TEU throughput in 2025. The primary reason for such fragmentation is that most depot players function in only one or just a few ports, which limits their geographical expansion across China’s many widely scattered ports. The move towards consolidation and the increasing cost of land leasing and labour in recent years along with other factors have brought challenges to smaller container depot players. The top three players in the PRC accounted for 7.9%, 5.9% and 5.4% in terms of the container throughput in 2025. For further details, please see the section headed “Industry Overview” in this document.

In Southeast Asia overall, we are the second largest container depot operator based on container throughput in 2025 with a market share of 5.9%.

RISK FACTORS

We believe that there are certain risks and uncertainties involved in our operations, some of which are beyond our control. We believe a few of the more significant risks relating to our business are as follows:

- The imposition of tariffs, export restrictions, geopolitical tensions and other evolving global trade conditions may cause changes in trade flows across regions in which we operate leading to adverse impacts on our financial condition and results of operations.
- As a majority of our business operations are carried out on leased properties, we are susceptible to risks associated with land availability, including rental increases, early termination of leases, difficulties in renewing existing leases and any unexpected land acquisitions, resumption or expropriation.
- The performance of our container depots is largely dependent on the number of containers we handle and such number may be affected by global trade patterns as trade imbalances may cause a decline in trade volume in the region in which we operate, adversely affecting our business.
- We operate in a highly competitive industry and may be exposed to increased competition and potential loss of market share as container shipping lines continue to expand into the container depot business in the locations in which we operate.
- Our plan for the Mega Depot in Singapore may not be fully implemented and effectively realised as there may be major revisions required to be made to the planned specifications during the process of construction.

SUMMARY

- There is no assurance that the service contracts signed with our existing customers can be renewed or successfully re-tendered upon expiry or that service contracts with new customers will be awarded to us as each customer has their own internal policies and considerations when choosing a container depot operator.
- We recognised impairment loss on goodwill and intangible assets during the Track Record Period and we may recognise additional impairment loss on goodwill and intangible assets in the future.

These risks are not the only significant risks that may affect the value of our Shares. Please refer to the section headed “Risk Factors” in this document for further details.

INFORMATION ON THE CONTROLLING SHAREHOLDERS

Immediately upon completion of the [REDACTED], NEKCG will directly hold approximately [REDACTED] of the issued Shares of our Company (without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED] and the Post-[REDACTED] Share Options). NEKCG is an investment holding company, which is owned as follows: (1) NEKCH as to approximately 79.4%; (2) NEKGH as to approximately 5.6%; (3) Mr. Li as to approximately 7.3%; (4) Mr. Ng as to approximately 6.4%; and (5) Mr. Leung as to approximately 1.3%. NEKCH is owned as to 87.4% by NEKGH and 12.6% by the Employees Provident Fund. NEKGH is wholly-owned by the Navis Asia V Funds as follows: (1) Navis Asia Fund V as to 89.9%; (2) Navis Asia Fund V (2) as to 2.5%; (3) Navis Asia Fund V-E as to 0.1%; and (4) Navis Asia Fund V-S as to 7.5%.

Therefore, for the purpose of this document, our Controlling Shareholders consist of: (1) NEKCG; (2) NEKCH; (3) NEKGH; (4) Navis Asia Fund V; (5) Navis Asia Fund V (2); (6) Navis Asia Fund V-E; (7) Navis Asia Fund V-S; (8) Navis GP (LP); (9) Navis GP (Ltd); (10) Mr. Li; (11) Mr. Ng; and (12) Mr. Leung. For further details, please refer to the section headed “Relationship with our Controlling Shareholders” in this document.

PRE-[REDACTED] INVESTMENTS

In December 2025, we entered into convertible note subscription agreements with the Pre-[REDACTED] Investors, pursuant to which we agreed to issue, and each of the Pre-[REDACTED] Investors agreed to subscribe for, convertible notes with an aggregate principal amount of S\$15.0 million (equivalent to approximately HK\$90.9 million) convertible into Shares. All Pre-[REDACTED] Investments were completed and fully settled in December 2025. Immediately prior to [REDACTED], the outstanding principal amount under the Pre-[REDACTED] Convertible Notes will be automatically converted into an aggregate of [REDACTED] Shares, representing [REDACTED] of our issued Shares immediately after the [REDACTED] assuming (i) full conversion of the subscription amount in connection with the Pre-[REDACTED] Convertible Notes, and (ii) there has been no exercise of the [REDACTED] Share Options or the [REDACTED]. See “History, Reorganisation and Corporate Structure – Pre-[REDACTED] Investments”.

SUMMARY

RELATIONSHIP WITH MR. FAN

Mr. Fan is our Shareholder and was also previously a member of our PRC management team as a director of (HK) Gold Prime (which holds a portion of our PRC business) up to his resignation in January 2025 to focus on his other business and personal commitments. As such, Mr. Fan was previously our connected person up to 18 April 2026 and has since been an Independent Third Party. (HK) Gold Prime and its underlying business was originally established by Mr. Fan, and was subsequently acquired by us over time. Aside from the above, Mr. Fan is also the controller of Tianjin Zhongke Group, our top five largest supplier and customer during the Track Record Period with whom we have over 10 years’ business relationship and conduct various ongoing transactions (including logistics-related supporting services, intellectual property licenses, and office leases).

For further details of our relationship with Mr. Fan, please refer to the paragraph headed “History, Reorganisation and Corporate Structure – Relationship with Mr. Fan”.

PRIVATISATION AND DELISTING FROM THE SGX-ST

On 19 March 1997, our Company was listed on the Stock Exchange of Singapore Dealing and Automated Quotation System (SESDAQ and now known as the Catalist) of the SGX-ST. Subsequently, on 4 November 1999, our listing was transferred to the Main Board of the SGX-ST.

On 16 June 2010, PrimePartners Corporate Finance Pte. Ltd. (for and on behalf of NEKCG) made a voluntary conditional cash offer to acquire all of the then issued Shares of our Company, with an intention to acquire and privatise our Company by way of voluntary delisting from the SGX-ST. As a result, NEKCG acquired our entire issued share capital and we were delisted from the SGX-ST on 27 September 2010. For further details, please refer to the paragraphs headed “History, Reorganisation and Corporate Structure – Corporate Development – Our Company – Privatisation and delisting from the SGX-ST” in this document.

SUMMARY OF OUR HISTORICAL FINANCIAL INFORMATION

The following tables set out our summary historical financial information as at and for the years ended 31 December 2023, 2024 and 2025. We have derived this summary from our historical financial information set out in the Accountants’ Report, including the related notes, as well as the information set out in the section headed “Financial Information” in this document.

SUMMARY

Summary of consolidated statements of profit or loss

	For the year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Revenue	155,523	165,022	149,170
Cost of revenue	<u>(108,577)</u>	<u>(121,824)</u>	<u>(105,202)</u>
Gross profit	46,946	43,198	43,968
Other income	1,326	1,402	1,170
Selling and distribution expenses	(2,370)	(2,398)	(2,668)
Administrative expenses	(25,458)	(21,297)	(18,387)
Other gains or losses	(480)	65	(546)
Impairment loss under expected credit loss model, net of reversal	(1,192)	(370)	(132)
Share of results of associates	96	501	557
Finance costs	(2,245)	(2,174)	(1,676)
[REDACTED] expenses	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>
Profit before tax	12,908	15,678	17,604
Income tax expense	<u>(4,538)</u>	<u>(4,060)</u>	<u>(4,338)</u>
Profit for the year	<u>8,370</u>	<u>11,618</u>	<u>13,266</u>
Profit for the year attributable to:			
Owners of the company	7,697	11,085	13,091
Non-controlling interests	<u>673</u>	<u>533</u>	<u>175</u>
	<u>8,370</u>	<u>11,618</u>	<u>13,266</u>

SUMMARY

NON-IFRS MEASURE

To supplement our consolidated financial statements which are presented in accordance with accounting policies which conform with the IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”), we also presented the adjusted net profit (non-IFRS measure) and adjusted net profit margin (non-IFRS measure) as additional financial measures, which are not required by, or presented in accordance with IFRS. We believe that the presentation of non-IFRS financial measures when shown in conjunction with the corresponding IFRS financial measures provides useful information to potential [REDACTED] and management in facilitating a comparison of our operating performance from period to period. Such non-IFRS financial measures allow [REDACTED] to consider matrices used by our management in evaluating our performance. The use of non-IFRS financial measures have limitations as an analytical tool, and you should not consider these in isolation from, or as a substitute for analysis of our results of operations or financial condition as reported under IFRS.

Adjusted net profit (non-IFRS measure)

We defined adjusted net profit (non-IFRS measure) as net profit for the year adjusted by adding back [REDACTED] expenses and equity-settled share-based expenses. The table below sets forth the adjusted net profit (non-IFRS measure) and the adjusted net profit margin (non-IFRS measure) during the Track Record Period:

	For the year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Profit for the year	<u>8,370</u>	<u>11,618</u>	<u>13,266</u>
<i>Add:</i>			
[REDACTED] expenses ⁽¹⁾	[REDACTED]	[REDACTED]	[REDACTED]
Equity-settled share-based expenses ⁽²⁾	<u>3,535</u>	<u>—</u>	<u>—</u>
Adjusted profit for the year (non-IFRS measure)	<u>15,620</u>	<u>14,867</u>	<u>17,948</u>
Adjusted profit margin for the year (non-IFRS measure)	<u>10.0%</u>	<u>9.0%</u>	<u>12.0%</u>

Notes:

- (1) [REDACTED] expenses are mainly expenses related to the [REDACTED] and are added back because they were incurred for the purposes of [REDACTED].
- (2) Our equity-settled share-based expenses refer to the estimated fair value of the MIP units granted by NEKCG to certain Directors and certain employees of our Group. The MIP units are awarded when the Group achieves specific earnings before interest, taxation, depreciation and amortisation and return on capital employed targets from its consolidated results. For details of our MIP, please refer to Note 31 of the Accountants' Report as set out in Appendix I to this document.

SUMMARY

The table below sets forth a breakdown of our gross profit and gross profit margin by business segments for the periods indicated:

	For the year ended 31 December					
	2023		2024		2025	
	Gross profit margin \$S'000	Gross profit margin %	Gross profit margin \$S'000	Gross profit margin %	Gross profit margin \$S'000	Gross profit margin %
Container depot operations	43,886	37.1	38,835	35.0	42,411	38.8
Warehousing and CFS	2,034	13.2	1,430	13.3	1	0.0
Container sales and new-build container inspection	35	2.3	1,628	18.0	848	33.8
Other (freight forwarding services in Qingdao)	991	4.9	1,305	3.8	708	2.2
Total	46,946	30.2	43,198	26.2	43,968	29.5

Our gross profit for the year ended 31 December 2023, 2024 and 2025 amounted to approximately S\$46.9 million, S\$43.2 million and S\$44.0 million, respectively, whilst the gross profit margin was 30.2%, 26.2% and 29.5%, respectively. For details of our segment gross profit and gross profit margin, please see “Financial Information – Gross profit and gross profit margin” in this document.

Key financial ratios

The following table sets out the key financial ratios of our Group as of the dates indicated:

	As at/for the year ended 31 December		
	2023	2024	2025
Gross profit margin	30.2%	26.2%	29.5%
Net profit margin	5.4%	7.0%	8.9%
Return on total assets	5.3%	7.9%	6.6%
Return on equity	10.8%	13.8%	14.1%
Current ratio	1.4	1.6	1.0
Gearing ratio	71.4%	47.5%	71.2%
Interest coverage	6.7	8.2	11.5
Net debt to equity ratio	0.4	0.2	0.3

Please see the paragraph headed “Financial Information – Selected Key Financial Ratios” in this document for details of the equation.

SUMMARY

Summary of consolidated statements of financial position

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Non-current assets	100,970	96,061	136,069
Current assets	<u>56,164</u>	<u>50,561</u>	<u>65,770</u>
Total assets	<u>157,134</u>	<u>146,622</u>	<u>201,839</u>
Current liabilities	39,981	30,974	63,971
Non-current liabilities	<u>39,759</u>	<u>31,722</u>	<u>44,035</u>
Total liabilities	<u>79,740</u>	<u>62,696</u>	<u>108,006</u>
Net current assets	<u>16,183</u>	<u>19,587</u>	<u>1,799</u>
Total assets less current liabilities	<u>117,153</u>	<u>115,648</u>	<u>137,868</u>
Net assets	<u>77,394</u>	<u>83,926</u>	<u>93,833</u>
Equity attributable to owner of the Company	69,404	82,261	92,121
Non-controlling interests	<u>7,990</u>	<u>1,665</u>	<u>1,712</u>
Total equity	<u>77,394</u>	<u>83,926</u>	<u>93,833</u>

Our net assets increased from approximately S\$77.4 million as at 31 December 2023 to approximately S\$83.9 million as at 31 December 2024, mainly due to the profit recognised for the year ended 31 December 2024 of approximately S\$11.6 million, partially offset by the dividends declared of approximately S\$6.0 million during the year. Our net assets further increased to approximately S\$93.8 million as at 31 December 2025, mainly due to the profit recognised for the year ended 31 December 2025 of approximately S\$13.3 million, partially offset by the dividends declared of approximately S\$3.5 million during the year.

SUMMARY

Summary of consolidated statements of cash flows

	For the year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Net cash from operating activities	24,607	24,484	23,764
Net cash used in investing activities	(7,563)	(5,225)	(28,230)
Net cash (used in)/from financing activities	<u>(14,762)</u>	<u>(24,274)</u>	<u>19,684</u>
Net (decrease)/increase in cash and cash equivalents	2,282	(5,015)	15,218
Cash and cash equivalents at the beginning of the year	25,095	27,309	22,368
Effect of foreign exchange rates changes	<u>(68)</u>	<u>74</u>	<u>(152)</u>
Cash and cash equivalents at the end of the year	<u>27,309</u>	<u>22,368</u>	<u>37,434</u>

For further details of financial information concerning our Group, please refer to the section headed “Financial Information – Description of Selected Items from Consolidated Statements of Profit or Loss” in this document.

PROPERTY VALUATION

The valuation report as at 30 April 2026 relating to our property interests held by us is set out in Appendix III to this document. The market value of our property interests as at 30 April 2026 totaled approximately RMB159.1 million (equivalent to approximately S\$30.4 million). Please refer to the property valuation report in Appendix III to this document for more details.

[REDACTED] STATISTICS

All statistics in the following table (i) are based on the assumption that the [REDACTED] has been completed and [REDACTED] Shares are issued pursuant to the [REDACTED]; and (ii) does not take into account any Share which may be allotted and issued (a) pursuant to the exercise of the [REDACTED]; (b) upon the exercise of options which may be granted under the Post-[REDACTED] Share Option Scheme; or (c) any Share which may be allotted and issued or repurchased by the Company pursuant to the general mandates granted to the Directors.

	Based on minimum [REDACTED] of [REDACTED]	Based on maximum [REDACTED] of [REDACTED]
Market capitalisation:	HK\$[REDACTED]	HK\$[REDACTED]
Unaudited [REDACTED] adjusted consolidated net tangible assets per Share: ^(Note)	HK\$[REDACTED]	HK\$[REDACTED]

SUMMARY

Notes:

The unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 per Share does not take into account (i) a total of [REDACTED] Shares which will be issued upon the [REDACTED] pursuant to the grant of awards under the Pre-[REDACTED] Share Award Scheme; and (ii) a total of [REDACTED] Shares which will be issued upon the [REDACTED] pursuant to the conversion of the Pre-[REDACTED] Convertible Notes. The Pre-[REDACTED] Convertible Notes were recognised as financial liabilities with a carrying amount of S\$15,038,000 as at 31 December 2025 and would be derecognised upon the completion of the [REDACTED].

Assuming that issue of Shares pursuant to the Pre-[REDACTED] Share Award Scheme and Pre-[REDACTED] Convertible Notes had been completed on 31 December 2025, the unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to the owners of the Company would have increased by the carrying amount of the Pre-[REDACTED] Convertible Notes of S\$15,038,000 had the [REDACTED] been completed as at 31 December 2025, resulting in an increase from approximately S\$[REDACTED] to approximately S\$[REDACTED] as at 31 December 2025 based on the [REDACTED] of HK\$[REDACTED] per Share, or from approximately S\$[REDACTED] to approximately S\$[REDACTED] as at 31 December 2025 based on the [REDACTED] of HK\$[REDACTED] per Share. The number of shares used for the calculation of unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share is based on [REDACTED] Shares, comprising [REDACTED] Shares in issue as at 31 December 2025, [REDACTED] Shares to be issued pursuant to the conversion of the Pre-[REDACTED] Convertible Notes, [REDACTED] Shares to be issued pursuant to the Pre-[REDACTED] Share Award Scheme and [REDACTED] Shares to be issued pursuant to the [REDACTED]. The unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 31 December 2025 would have decreased to S\$[REDACTED] (equivalent to HK\$[REDACTED]) based on the [REDACTED] of HK\$[REDACTED] per Share and S\$[0.25] (equivalent to HK\$1.52) based on the [REDACTED] of HK\$[REDACTED] per Share. It does not take into account (i) any Share which may be allotted and issued pursuant to the exercise of the [REDACTED], (ii) any shares which may be allotted and issued pursuant to the exercise of the options which may be granted under the Post-[REDACTED] Share Option Scheme, or (iii) any Share which may be allotted and issued or repurchased by the Company pursuant to the general mandates granted to the directors of the Company referred to the section headed “Share Capital – General Mandate to Issue Shares” or “Share Capital – General Mandate to Repurchase Shares” in this document.

The unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 per Share is converted from S\$ into HK\$ at the rate of S\$1 to HK\$6.06 (being the exchange rate prevailing at 20 June 2026). No representation is made that the S\$ amounts have been, could have been or could be converted to HK\$, or vice versa, at that rate or at any other rates or at all.

DIVIDEND AND DIVIDEND POLICY

During the Track Record Period, we declared and paid dividends to our then-Shareholders of approximately S\$3.0 million, S\$6.0 million and S\$3.5 million for the years ended 31 December 2023, 2024 and 2025 respectively. These distributions were determined having regard to our financial position at the relevant time and do not reflect any formal dividend policy. Accordingly, our historical dividends should not be relied upon as an indication of the level of dividends that may be declared or paid by us in the future.

With effect from the [REDACTED], we will adopt a formal dividend policy under which we intend to declare and distribute, on an annual basis, dividends in an amount equivalent to 30% to 50% of our consolidated profit attributable to Shareholders for each financial year commencing from the year ending 31 December 2026. The declaration and payment of any dividend, and the determination of the amount of any dividend in any financial year, will be subject to: (i) the discretion of the Board, which will take into account, among other things, our results of operations, earnings, cash flows, financial condition, capital requirements (including any significant expected capital expenditures), future business development, distributable reserves, statutory and contractual restrictions on dividend payments, and such other factors as the Board may consider relevant; (ii) (as a holding company incorporated under the laws of Singapore), the amount of dividends received from our operating subsidiaries; and (iii) the applicable provisions of our Constitution and the Singapore Companies Act, which provide, among other things, that

SUMMARY

(a) no dividend may be paid to Shareholders otherwise than out of our Company’s profits available for distribution; (b) dividend payments are subject to the approval of Shareholders in a general meeting; and (c) no dividend may be paid in an amount higher than that recommended by the Board.

Dividends, if declared, will be declared by our Company (on a per Share basis) in Singapore dollars and paid in Hong Kong dollars. Any distributable profits that are not distributed in any given financial year will be retained and may be made available for distribution in subsequent financial years.

Shareholders should note that the declaration and payment of dividends by our Company in any financial year is not guaranteed and the actual amount of dividends, if any, will depend on the factors described above. In particular, as further described in the section headed “Recent Development – Expected decrease in net profits for the year ending 31 December 2026”, a one-off, non-cash fair value loss is expected to be recognised in profit or loss for the year ending 31 December 2026 in connection with the conversion of the Pre-[REDACTED] Convertible Notes immediately prior to [REDACTED], which may materially reduce our consolidated profit attributable to Shareholders for that financial year. Accordingly, the amount of any dividend (if any) declared in respect of the year ending 31 December 2026 may be materially reduced, or the Board may determine not to declare any dividend for that year. [REDACTED] should also refer to the risk factor headed “We cannot assure you that we will declare or pay any dividends in the future” in the section headed “Risk Factors”.

RECENT DEVELOPMENT AND NO MATERIAL ADVERSE CHANGE

Our business operations have remained stable after the Track Record Period and up to the date of this document as there were no material changes to our business model and the general economic and regulatory environment in which we operate.

Our Directors confirm that, after the Track Record Period and up to the date of this document, (i) there has been no material adverse change in the financial or trading position, business, revenue structure, profitability, cost structure or prospects of our Group; and (ii) no event has occurred that would materially affect the information shown in the Accountants’ Report set out in Appendix I to this document.

In late February 2026, a military conflict broke out between U.S. and its allies, on the one hand, and Iran, on the other, with the regional conflict leading to the effective closure of the Strait of Hormuz, a primary maritime artery that facilitates daily transit of approximately 30% of global seaborne oil trade and approximately 20% of global LNG trade. Following more than five weeks of military strikes against Iran, the U.S. and Iran agreed, with Pakistan acting as mediator, to a two-week ceasefire on 8 April, 2026. That ceasefire has been extended on multiple occasions amidst further violations on both sides and a failure to reach a lasting peace agreement. As of the date of this document, the conflict has not been formally resolved, although the U.S. and Iran have signed a memorandum of understanding on 19 June 2026 declaring an immediate and permanent termination of military operations against each other on all fronts with an agreement to open the Strait of Hormuz.

SUMMARY

Although the conflict has affected energy markets most severely, its impact on the global market for container shipping has so far been relatively limited, according to Frost & Sullivan. This is because container ships make up only about 20% of the vessels passing through the Strait, and the fewer than 100 container ships (with a total capacity of less than 350,000 TEUs) that were sheltering in, or prevented from leaving, the Persian Gulf as at May 2026 represented only approximately 1.5% of the world's container shipping fleet. The main effects of the conflict on the shipping conditions relevant to our business are as follows: (i) because vessels have been restricted from leaving the Persian Gulf, ships have become congested and global shipping schedules have been delayed. This has slowed the return of ships carrying empty containers to Asia, where the containers are needed to pack goods for export. As a result, depots in Southeast Asia are increasingly being used to hold and prepare containers in anticipation of demand at busy export ports; (ii) major ports such as Singapore and Port Klang are becoming more crowded, as they are being used as temporary holding points for cargo that has been redirected away from the Middle East. To keep these ports running smoothly, empty containers that are not immediately needed must be moved out to depots located away from the ports; (iii) because the broader regional conflict has disrupted major Middle Eastern maritime corridors, shipping lines are sending East-West vessels on the longer route around the Cape of Good Hope (at the southern tip of Africa) instead of through the Suez Canal route, containers are spending more time at sea and less time being re-used in the manufacturing cycle. This has increased demand both for usable containers and for the repair and maintenance of containers; and (iv) faced with delays on routes to the West and sharply higher insurance costs for sailing through war-risk areas, shipping lines have moved more of their capacity to the safer and busier shipping routes within Asia. Demand on these Asian routes has been further increased as the conflict accelerates the relocation of manufacturing to Southeast Asian countries.

The above observations are consistent with our internal operational data for March and April 2026, being the first two full months following the outbreak of the conflict. Following a slight decline in depot container throughput in February 2026 that coincided with the Lunar New Year holiday, our aggregate depot container throughput recovered to a level above the average monthly throughput recorded during the year ended 31 December 2025 (led by our Southeast Asian operations which returned to levels broadly comparable to January 2026), consistent with the redirection of vessel capacity and cargo towards the Asian shipping corridors as explained above. Over the same period, the Group recorded increased demand for its container sales and the volume of containers surveyed and inspected increased significantly above our monthly average for the year ended 31 December 2025, consistent with the heightened demand for cargo-worthy container certification, and demand for repair and maintenance services at our Singapore operations remained robust. In addition, the average daily volume of containers stored at our container depots in March and April 2026 increased by approximately 9.3% as compared to the corresponding period in 2025, consistent with the increased use of our depots as holding points for empty and redirected containers described above. While the impact of the conflict has not been uniform across all of our geographical markets, and the period of observation remains relatively short, our operational data to date indicates sustained demand for our container depot services. Our Directors will continue to monitor our operational performance and to assess and adapt our operations as the situation develops.

Taking into account the above, Frost & Sullivan and the Joint Sponsors are of the view that the ongoing Middle East conflict did not have a material adverse impact on the business and operations of the Group to date.

SUMMARY

Notwithstanding the above, the closure of the Strait of Hormuz has caused serious disruption to energy supplies, leading to a sharp rise in global oil and marine fuel prices. This has increased shipping costs (including on trade routes outside the Middle East) and has contributed to wider inflationary pressures around the world. These pressures may reduce spending power globally, weaken overall demand for containerised goods and reduce global trade volumes, and may also prompt multinational companies to reorganise their supply chains by moving production closer to the markets in which their goods are sold. Notwithstanding the signing of the memorandum of understanding between the U.S. and Iran to end the conflict with commitment to further negotiate to achieve the final deal, there is no guarantee that such final deal may be reached for lasting peace. If a final deal cannot be reached, the conflict may continue or be prolonged, and in such instance, the aforementioned consequences may have a more significant adverse impact on our business operations, notwithstanding the complementary nature of our different business segments. We will continue to monitor the situation closely and to assess and adapt our business operations accordingly.

Financial impact of the Pre-[REDACTED] Investments

The Company has entered into certain Pre-[REDACTED] Convertible Note Agreements with the Pre-[REDACTED] Investors in December 2025. The outstanding principal amount under the Pre-[REDACTED] Convertible Notes, in the aggregate amount of S\$15.0 million, will be automatically converted into Shares immediately prior to the [REDACTED]. Please refer to the section headed “History, Reorganisation and Corporate Structure – Pre-[REDACTED] Investments” in this document for further details.

Upon conversion of the Pre-[REDACTED] Convertible Notes into Shares, a one-off, non-cash fair value loss is expected to be recognised, which is expected to have a material adverse impact on our net profits for the year ending 31 December 2026. As a result, our Group expects a decrease in net profits for the year ending 31 December 2026.

[REDACTED] EXPENSES

The estimated total [REDACTED] expenses in connection with the [REDACTED] (assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] Share, being the [REDACTED] of the indicative [REDACTED] of HK\$[REDACTED] and HK\$[REDACTED] per [REDACTED] Share, and no exercise of the [REDACTED]) are approximately S\$[REDACTED] million, representing approximately [REDACTED]% of the gross [REDACTED] of the [REDACTED] (based on the [REDACTED] of our indicative [REDACTED] for the [REDACTED]). Our [REDACTED] expenses consists of (i) [REDACTED]-related expenses (including [REDACTED] fees and commissions) of approximately S\$[REDACTED] million, (ii) fees and expenses of legal advisers and accountants of approximately S\$[REDACTED] million, and (iii) other fees and expenses of approximately S\$[REDACTED] million. Out of the amount of approximately S\$[REDACTED] million, (i) approximately S\$[REDACTED] million is directly attributable to the issue of the [REDACTED] Shares which is to be accounted for as a deduction from equity; and (ii) subsequent to the Track Record Period, approximately S\$[REDACTED] million is expected to be further recognised as expenses in our consolidated statements of profit or loss and other comprehensive income prior to or upon the [REDACTED] of our Company.

SUMMARY

NON-COMPLIANCE

During the Track Record Period and up to the Latest Practicable Date, our Group was involved in certain non-compliance matters in respect of (1) failure to complete relevant construction formalities for our warehouse in Tianjin, PRC; (2) failure to register lease agreements with relevant PRC government authorities; (3) failure to obtain land use certificate for the property in which we carry out container depot operations in Vietnam; (4) failure to adequately make social insurance and housing provident fund contributions; and (5) incorrect VAT treatment of transportation services provided by (PRC) QD Keyun and (PRC) TJ Keyun. For further details, please refer to the paragraph headed “Business – Non-compliance” in this document. During the Track Record Period and up to the Latest Practicable Date, (1) we were not engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance is known to us to be pending or threatened by or against us. Our Directors are of the view that we have complied with all relevant laws and regulations in all material respects.

FUTURE PLANS AND USE OF [REDACTED]

We intend to use the [REDACTED] of approximately [REDACTED] million (equivalent to approximately [REDACTED] million) from the [REDACTED] (based on the [REDACTED] of the [REDACTED] range stated in this document) as follows: (i) [REDACTED] million (equivalent to approximately [REDACTED] million) for the construction and development of the Mega Depot (an integrated logistics hub expected to comprise a warehouse and a container depot in Singapore); (ii) [REDACTED] million (equivalent to approximately [REDACTED] million) for repayment of the loan and/or interest expenses arising from the bank borrowings for financing construction costs in connection with the Mega Depot; and (iii) [REDACTED] million (equivalent to approximately [REDACTED] million) will be kept as working capital of the Group.

DEFINITIONS

In this document, unless the context otherwise requires, the following expressions have the following meanings. Certain technical terms are explained in the section headed “Glossary of technical terms” in this document.

“Accountants’ Report”	the accountants’ report of the Company, the text of which is set out in Appendix I to this document
“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“ASEAN”	the Association of Southeast Asian Nations, whose membership consists of Thailand, Malaysia, Indonesia, the Philippines, Singapore, Brunei, Vietnam, Lao People’s Democratic Republic, Myanmar and Cambodia
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Bangkok Metropolitan Region”	the government defined urban region surrounding the metropolis of Bangkok, and the five adjacent provinces of Nakhon Pathom, Pathum Thani, Nonthaburi, Samut Prakan and Samut Sakhon in Thailand
“Board” or “Board of Directors”	the board of directors of the Company
“BRI”	Belt and Road Initiative, a strategy initiated by the PRC that seeks to connect Asia with Africa and Europe via land and maritime networks with the aim of improving regional integration, increasing trade and stimulating economic growth
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“(BVI) Double Creation”	DOUBLE CREATION LIMITED, a limited liability company incorporated in BVI on 10 July 2013 and our wholly-owned subsidiary
“[REDACTED]”	[REDACTED]

DEFINITIONS

“[REDACTED]”	[REDACTED]
“China”, “Mainland China” or “the PRC”	the People’s Republic of China, and for the purposes of this document only, except where the context requires otherwise, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“close associate”	has the meaning ascribed thereto under the Listing Rules
“Co-Chairman”	co-chairman of the Board
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”, “Companies (WUMP) Ordinance” or “C(WUMP)O”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, or “the Company”	EKH Limited (永康控股有限公司)* (formerly known as EKH Pte. Ltd.), a company incorporated in Singapore with limited liability on 14 October 1994 and the holding company of our Group and the proposed vehicle of the [REDACTED]
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Constitution”	the constitution of the Company (as amended from time to time), conditionally adopted on and with effect from [•], a summary of which is set out in Appendix IV to this document
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and, unless the context requires otherwise, refers to the group of controlling shareholders consisting of NEKCG, NEKCH, NEKGH, Navis Asia Fund V, Navis Asia Fund V (2), Navis Asia Fund V-E, Navis Asia Fund V-S, Navis GP (LP), Navis GP (Ltd), Mr. Li, Mr. Leung and Mr. Ng
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, as amended, supplemented and/or otherwise modified from time to time

DEFINITIONS

“COVID-19”	coronavirus disease 2019, a disease caused by a novel virus designated as severe acute respiratory syndrome coronavirus
“CSFTA”	the China-Singapore Free Trade Agreement signed by the PRC and Singapore on 23 October 2008
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of Indemnity”	the deed of indemnity dated 25 June 2026 executed by NEKCG in favour of our Company, particulars of which are set out in “Appendix V – Statutory and General Information – D. Other Information” in this document
“Director(s)”	the director(s) of our Company
“ESG”	environmental, social and governance
“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
“financial year”	financial year of our Company ended or ending 31 December
“[REDACTED]”	[REDACTED]
“Frost & Sullivan”	Frost & Sullivan Limited, an independent international market intelligence provider
“Frost & Sullivan Report”	the industry report commissioned by us and independently prepared by Frost & Sullivan, a summary of which is set forth in the section headed “Industry Overview” in this document
“FTA”	free trade agreement
“FTZ”	free trade zones
“GACC”	The General Administration of Customs of China, a ministry-level administrative agency within the government of the PRC
“GDP”	gross domestic product

DEFINITIONS

“General Rule of HKSCC”	General Rules of HKSCC published by the Stock Exchange and as amended from time to time
“[REDACTED]”	[REDACTED]
“Greater Bay Area”	means the integrated economic and business hub which comprises the Pearl River Delta, Hong Kong and Macau
“Group”, “our Group”, “we”, “us”, or “our”	our Company and our subsidiaries
“GST”	goods and services tax
“(HK) Best China”	Best China Development Limited (保昌發展有限公司), a limited liability company incorporated in Hong Kong on 26 October 2010 and our wholly-owned subsidiary
“(HK) Gold Prime”	Gold Prime Holdings Limited (金得集團有限公司), a limited liability company incorporated in Hong Kong on 26 May 1999 and our wholly-owned subsidiary
“(HK) Grand Pacific”	Grand Pacific Warehouse Limited (恆昌倉庫有限公司), previously a limited liability company incorporated in Hong Kong on 3 November 1997 and our wholly-owned subsidiary up to its deregistration on 5 September 2025
“(HK) MF Container”	Ming Fung Container Limited (明豐貨櫃有限公司), a limited liability company incorporated in Hong Kong on 28 February 1997 and our non-wholly-owned subsidiary, being owned as to 80% by us and 20% by Central Holdings Limited (an Independent Third Party save for its investments in (HK) MF Container and (HK) MF Reefer)
“(HK) MF Reefer”	Ming Fung Reefer Container Service Company Limited (明豐冷凍貨櫃工程有限公司), a limited liability company incorporated in Hong Kong on 23 December 1998 and our non-wholly-owned subsidiary, being owned as to 80% by us and 20% by Central Holdings Limited (an Independent Third Party save for its investments in (HK) MF Container and (HK) MF Reefer)
“(HK) PCL”	PCL Container Services Limited (寶洋貨櫃服務有限公司), a limited liability company incorporated in Hong Kong on 13 October 1992 and our wholly-owned subsidiary
“(HK) Techni-Con”	Techni-Con Container Survey Limited (迪勤貨櫃驗查有限公司), a limited liability company incorporated in Hong Kong on 23 March 2006 and our wholly-owned subsidiary

DEFINITIONS

“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“[REDACTED]”	[REDACTED]
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“HKSCC Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in force
“HKSCC Participant”	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”, “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

DEFINITIONS

“Hong Kong Takeovers Code” or “Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC (as amended, supplemented or otherwise modified from time to time)
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“IFRS”	IFRS Accounting Standards, as issued from time to time by the International Accounting Standards Board
“Independent Third Party(ies)”	an entity which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is not a connected person of our Company within the meaning of the Listing Rules
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

DEFINITIONS

“[REDACTED]”	[REDACTED]
“Joint Sponsors”	Quam Capital Limited and Alliance Capital Partners Limited
“King Card”	King Card Limited, a limited liability company incorporated in the BVI on 21 July 2023, being one of our Shareholders immediately after our Reorganisation, and at all material times controlled by Mr. Fan (an Independent Third Party and previously our connected person up to April 2026)
“Latest Practicable Date”	20 June 2026, being the latest practicable date for ascertaining certain information in this document before its publication
“[REDACTED]”	[REDACTED]
“Listing Committee”	the Listing Committee of the Stock Exchange
“[REDACTED]”	[REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange that is independent from and operates in parallel with the GEM of the Stock Exchange
“Mega Depot”	the Group’s integrated logistics hub expected to comprise a warehouse and a container depot located at 30 Tuas South Avenue 10, Singapore
“MIP”	the management incentive plan approved and adopted by NEKCG (the holding company of the Company) which granted employee units to certain Directors and employees of the Group as detailed in Note 31 of the Accountants’ Report as set out in Appendix I to this document
“MNE”	multinational enterprise
“MOM”	Ministry of Manpower of Singapore, responsible for the formulation and implementation of policies related to the workforce in Singapore

DEFINITIONS

“MPA”	The Maritime and Port Authority of Singapore, a statutory board under the Ministry of Transport of the Government of Singapore which regulates and manages port and maritime services, facilities and activities within Singaporean waters
“Mr. Fan”	Mr. FAN Jinkui (范金魁先生), a Shareholder and an Independent Third Party (and previously our connected person up to April 2026)
“Mr. Leung”	Mr. Leung Wai Kuen Godfrey (梁偉權先生), our alternate Director to Mr. Ng, and one of our Controlling Shareholders
“Mr. Li”	Mr. Li Hung (李雄先生), our Co-Chairman, executive Director, and one of our Controlling Shareholders
“Mr. Ng”	Mr. Ng Kam Ming (伍錦明先生), our Co-Chairman, executive Director, and one of our Controlling Shareholders
“(MY) CK”	Chu Kong Logistics (Malaysia) Sdn. Bhd., a limited liability company incorporated in Malaysia on 3 July 2014 and our associate, being owned as to 70% by (SG) CK (our associate) and 30% by Golden Sino Corporation Pte Ltd
“(MY) EK Johor”	Eng Kong Container Services (Johor) Sdn. Bhd., a limited liability company incorporated in Malaysia on 19 July 1996 and our wholly-owned subsidiary
“(MY) EK Logistics”	New Eng Kong Container Logistic Services (M) Sdn. Bhd., a limited liability company incorporated in Malaysia on 9 July 1996 and our wholly-owned subsidiary
“(MY) EK Penang”	Eng Kong Container Services (Penang) Sdn. Bhd., a limited liability company incorporated in Malaysia on 14 February 1998 and our wholly-owned subsidiary
“(MY) NEK”	NEK GPC Container Services (M) Sdn. Bhd., a limited liability company incorporated in Malaysia on 15 March 2013 and our wholly-owned subsidiary
“(MY) Reefertec”	Reefertec Services Sdn. Bhd., a limited liability company incorporated in Malaysia on 16 March 2022 and our non-wholly-owned subsidiary, being owned as to 60% by (SG) Reefertec (our non-wholly-owned subsidiary) and 40% by Mr. Lee Thian Hee (an Independent Third Party save for his investment in (MY) Reefertec)

DEFINITIONS

“(MY) Tricool”	Tricool Reefer Sdn. Bhd., a limited liability company incorporated in Malaysia on 9 January 2007 and our non-wholly-owned subsidiary, being owned as to 56% by us and 44% by (SG) Reefertec (our non-wholly-owned subsidiary)
“Navis”	Navis Capital Partners Limited, a company incorporated in the Cayman Islands, and unless the context requires otherwise, includes all of its subsidiaries and limited partnerships managed by them
“Navis Asia Fund V”	Navis Asia Fund V, L.P., an exempted limited partnership registered in the Cayman Islands on 12 January 2007 (whose general partner is Navis GP (LP)) and one of our Controlling Shareholders
“Navis Asia Fund V (2)”	Navis Asia Fund V (2), L.P., an exempted limited partnership registered in the Cayman Islands on 25 January 2007 (whose general partner is Navis GP (LP)) and one of our Controlling Shareholders
“Navis Asia Fund V-E”	Navis Asia Fund V-E, L.P., an exempted limited partnership registered in the Cayman Islands on 20 March 2007 (whose general partner is Navis GP (LP)) and one of our Controlling Shareholders
“Navis Asia Fund V-S”	Navis Asia Fund V-S, L.P., an exempted limited partnership registered in the Cayman Islands on 15 March 2007 (whose general partner is Navis GP (LP)) and one of our Controlling Shareholders
“Navis Asia V Funds”	collectively, Navis Asia Fund V, Navis Asia Fund V (2), Navis Asia Fund V-E and Navis Asia Fund V-S, each of which is a Controlling Shareholder
“Navis GP (LP)”	Navis Asia Fund V G.P., L.P., an exempted limited partnership registered in the Cayman Islands on 12 January 2007 (whose general partner is Navis GP (Ltd)), the general partner of each of the Navis Asia V Funds and one of our Controlling Shareholders
“Navis GP (Ltd)”	Navis Asia Fund V G.P., Ltd., a limited liability company incorporated in the Cayman Islands on 12 January 2007, the general partner of Navis GP (LP) and one of our Controlling Shareholders
“NEKCG”	NEK Container Group Pte. Ltd., a limited liability company incorporated in Singapore on 13 April 2010 and one of our Controlling Shareholders

DEFINITIONS

“NEKCH”	NEK Container Holdings Ltd, a limited liability company incorporated in Mauritius on 9 April 2010 and one of our Controlling Shareholders
“NEKGH”	NEK Global Holdings Ltd, a limited liability company incorporated in the Republic of Mauritius on 17 January 2011 and one of our Controlling Shareholders
“Nomination Committee”	the nomination committee of the Board
“OECD”	Organisation for Economic Cooperation and Development, an intergovernmental organisation with 38 member countries which aims to collaborate on key global issues, stimulate economic progress and world trade
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Party C”	one of our major suppliers during the Track Record Period and a statutory body in Singapore which is involved in the development and management of industrial estates and their related facilities in Singapore
“Pearl River Delta”	means the integrated economic and business hub which comprises the Pearl River Delta, Hong Kong and Macau

DEFINITIONS

“Perfect Greenery”	Perfect Greenery Holdings Limited, a limited liability company incorporated in the BVI on 5 July 2013 and, prior to our Reorganisation, directly held 20% of the shares of (HK) Gold Prime, and at all material times controlled by Mr. Fan (an Independent Third Party and previously our connected person up to April 2026)
“Post-[REDACTED] Share Options”	options to be granted under the Post-[REDACTED] Share Option Scheme
“Post-[REDACTED] Share Option Scheme”	the share option scheme conditionally adopted by us on 25 June 2026, the principal terms of which are set out in the paragraph headed “Appendix V – Statutory and General Information – E. Post-[REDACTED] Share Option Scheme” in this document
“PRC Legal Advisers”	JunHe LLP, our legal advisers as to PRC law
“PRC Legal Advisers (Grandall)”	Grandall Law Firm (Shanghai), our legal advisers as to PRC law in relation to social insurance and housing provident fund matters
“(PRC) MF”	Mingfeng Reefer Container Repair (Shanghai) Co., Ltd.* (明豐冷凍貨櫃維修(上海)有限公司), a limited liability company established in the PRC on 13 September 2010 and our non-wholly-owned subsidiary, being wholly-owned by (HK) MF Reefer (our non-wholly-owned subsidiary)
“(PRC) QD Keyun”	Qingdao Keyun Logistics Co., Ltd.* (青島克運物流有限公司), a limited liability company established in the PRC on 8 March 2010 and our wholly-owned subsidiary
“(PRC) QD Port Lianyun”	Qingdao Port Lianyun International Logistics Co., Ltd.* 青島港連運國際物流有限公司, a limited liability company established in the PRC on 25 December 2023 pursuant to a joint venture arrangement in Qingdao of the PRC, being owned as to (i) 51% by an entity controlled by Shandong Port Qingdao Port Group, Ltd* (山東港口青島港集團有限公司) which is a fellow subsidiary of Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) (being the primary operator of the Port of Qingdao and one of our major suppliers during Track Record Period); (ii) 25% by (PRC) TJ Keyun (our wholly-owned subsidiary); and (iii) 24% by an Independent Third Party, Qingdao Zhiyuan Global Supply Chain Management Co., Ltd.* (青島智遠環球供應鏈管理有限公司)
“(PRC) SH Anxin”	Shanghai Anxin Rong Cheng Container Logistics Co., Ltd.* (上海安信榮成集裝箱儲運有限公司), a limited liability company established in the PRC on 22 October 2004 and our wholly-owned subsidiary, being owned as to 100% by (HK) Best China (our wholly-owned subsidiary)

DEFINITIONS

“(PRC) SH Keyun”	Shanghai Keyun Container Services Co., Ltd.* (上海克運集裝箱服務有限公司), a limited liability company established in the PRC on 6 May 2008 and our wholly-owned subsidiary
“(PRC) SH Yifa”	Shanghai Yifa Container Service Co., Ltd.* (上海毅發集裝箱服務有限公司), a limited liability company established in the PRC on 28 January 2003 and our wholly-owned subsidiary
“(PRC) TJ Keyun”	Tianjin Keyun International Logistics Group Co., Ltd.* (天津克運國際物流集團有限公司), a limited liability company established in the PRC on 1 March 2001 and our wholly-owned subsidiary
“Pre-[REDACTED] Convertible Note Agreement(s)”	the convertible note subscription agreements entered into between our Company and each of the Pre-[REDACTED] Investors dated 5 December 2025 and 24 December 2025 in connection with the Pre-[REDACTED] Investments, details of which are set out in “History, Reorganisation and Corporate Structure – Pre-[REDACTED] Investments”
“Pre-[REDACTED] Investment(s)”	the investments in our Company undertaken by the Pre-[REDACTED] Investors prior to the [REDACTED], details of which are set out in “History, Reorganisation and Corporate Structure – Pre-[REDACTED] Investments”
“Pre-[REDACTED] Investor(s)”	the investors who participated in our Pre-[REDACTED] Investments, details of which are set out in “History, Reorganisation and Corporate Structure – Pre-[REDACTED] Investments”
“Pre-[REDACTED] Share Awards”	shares to be granted under the Pre-[REDACTED] Share Award Scheme
“Pre-[REDACTED] Share Award Scheme”	the share award scheme conditionally adopted by us on 25 June 2026, the principal terms of which are set out in the paragraph headed “Appendix V – Statutory and General Information – D. Pre-[REDACTED] Share Award Scheme” in this document
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“PSA”	The Port of Singapore Authority

DEFINITIONS

“Qualified Institutional Buyers”	qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act
“RCEP”	Regional Comprehensive Economic Partnership Agreement, a free trade agreement among the Asia-Pacific countries of Australia, Brunei, Cambodia, China, Indonesia, Japan, South Korea, Laos, Malaysia, Myanmar, New Zealand, the Philippines, Singapore, Thailand, and Vietnam
“[REDACTED]”	[REDACTED]
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the corporate reorganisation of our Group in preparation for the [REDACTED] as set out in the paragraph headed “History, Reorganisation and Corporate Structure – Reorganisation” in this document
“RM”	Malaysian Ringgit, the lawful currency of Malaysia
“RMB”	Renminbi, the lawful currency of the PRC
“S\$”, “SGD” or “Singapore Dollars”	Singapore dollars, the lawful currency of Singapore
“SAFE”	the State Administration of Foreign Exchange of the PRC
“Securities and Futures Ordinance” or “SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“(SG) CK”	Chu Kong Logistics (Singapore) Pte. Ltd., a limited liability company incorporated in Singapore on 2 January 2004, and our associate, being owned as to 40% by us and 60% by Chu Kong Shipping Enterprises (Group) Company Limited (an Independent Third Party)
“(SG) EK Container”	Eng Kong Container Agencies Pte Ltd, a limited liability company incorporated in Singapore on 10 May 1984 and our wholly-owned subsidiary
“(SG) EK Logistics”	Eng Kong Logistics Hub Pte. Ltd., a limited liability company incorporated in Singapore on 7 March 2019 and our wholly-owned subsidiary

DEFINITIONS

“(SG) EK Marketing”	Eng Kong Marketing Services Pte. Ltd., a limited liability company incorporated in Singapore on 8 March 2006 and our wholly-owned subsidiary
“(SG) NEK”	NEK Depot Network Asia Pte. Ltd., a limited liability company incorporated in Singapore on 19 October 2017 and our wholly-owned subsidiary
“(SG) PCL”	PCL (Pte) Ltd, a limited liability company incorporated in Singapore on 15 May 1991 and our wholly-owned subsidiary
“(SG) Reefer”	Asia Reefer Pte. Ltd., previously a limited liability company incorporated in Singapore on 16 August 2018 and our wholly-owned subsidiary up to its deregistration on 11 September 2025
“(SG) Reefertec”	Reefertec Pte Ltd, a limited liability company incorporated in Singapore on 8 March 1995 and our non-wholly-owned subsidiary, being owned as to 90% by us and 10% by Mr. Ho Gien Hwa Michael (a director of various of our subsidiaries)
“(SG) Smartz”	Smarzt Pte Ltd, a limited liability company incorporated in Singapore on 24 January 1997 and our wholly-owned subsidiary
“(SG) YF Container”	Yuan Fang Container Specialist Pte. Ltd, a limited liability company incorporated in Singapore on 17 December 2019 and our non-wholly-owned subsidiary, being owned as to 60% by us and 40% by Ms. Xing Pingping (an Independent Third Party save for her investment in (SG) YF Container)
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Shareholder(s)”	holder(s) of our Share(s)
“Shares”	ordinary shares in the share capital of our Company
“Singapore”	the Republic of Singapore
“Singapore Companies Act”	the Companies Act 1967 of Singapore (as amended, supplemented or otherwise modified from time to time)
“Singapore Takeovers Code”	the Singapore Code on Take-overs and Mergers issued by the Monetary Authority of Singapore (as amended, supplemented or otherwise modified from time to time)
“SLA”	Singapore Land Authority, a statutory board under the Ministry of Law of the Government of Singapore responsible for optimising land resources for Singapore’s social and economic development

DEFINITIONS

“SORA”	Singapore Overnight Rate Average, the volume-weighted average rate of borrowing transactions in the unsecured overnight interbank SGD cash market in Singapore between 8:00 a.m. and 6:15 p.m.
“Southeast Asia”	Brunei, Cambodia, Indonesia, Lao People’s Democratic Republic, Malaysia, Myanmar, the Philippines, Singapore, Thailand, Democratic Republic of Timor-Leste and Vietnam
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“(TH) CK”	Chu Kong Logistics (Thailand) Co., Ltd., a limited liability company incorporated in Thailand on 18 June 2018 and our associate, being owned as to 49.0000% by (SG) CK (our associate), 50.9992% by Piyawat Holding Co., Ltd. (an Independent Third Party) and 0.0008% by Mr. Tom Chalermkarnchana (an Independent Third Party)
“(TH) EK”	Thai Eng Kong Container Services Company Limited, a limited liability company incorporated in Thailand on 19 March 1996 and our non-wholly-owned subsidiary, being controlled as to 90.568% by us, 0.002% by Mr. Li, 0.002% by Mr. Ng and 9.428% by various individuals (being Independent Third Parties)
“(TH) Reefertec”	Reefertec Services (Thailand) Limited, a limited liability company incorporated in Thailand on 11 March 2019 and our non-wholly-owned subsidiary, being owned as to 59.997% by Thai Eng Kong (our non-wholly-owned subsidiary), 0.003% by us and 40.0% by (SG) Reefertec (our non-wholly-owned subsidiary)

DEFINITIONS

“Tianjin Keyun Cargo”	Tianjin Keyun Cargo Forward Group Co., Ltd.* (天津克運集運集團股份有限公司), a company established in the PRC with limited liability and is principally engaged in the freight forwarding and warehousing businesses in the PRC, which is held as to (i) 82% by Tianjin Zhongke, and (ii) as to 18% by Tianjin Jixin Enterprise Management Consulting Center (Limited Partnership)* (天津集信企業管理諮詢中心(有限合夥)), which is wholly owned by Mr. Fan and his spouse. Therefore, Tianjin Keyun Cargo is an associate of Mr. Fan (an Independent Third Party and previously our connected person up to April 2026)
“Tianjin Keyun Logistics”	Tianjin Keyun Logistics Co., Ltd.* (天津克運物流有限公司), a company established in the PRC with limited liability and is principally engaged in the cargo transportation and warehousing businesses in the PRC, which is wholly-owned by Tianjin Keyun Cargo. Therefore, Tianjin Keyun Logistics is an associate of Mr. Fan (an Independent Third Party and previously our connected person up to April 2026)
“Tianjin Zhongke”	Tianjin Zhongke Supply Chain Group Co., Ltd.* (天津中格供應鏈集團有限公司) (formerly known as Tianjin Zhongke Investment Co., Ltd.* (天津中格投資有限公司)), a limited liability company established in the PRC and is principally engaged in the investment holding business in the PRC, which is indirectly owned as to 99% by Mr. Fan and his spouse. Therefore, it is an associate of Mr. Fan (an Independent Third Party and previously our connected person up to April 2026)
“Tianjin Zhongke Group”	Tianjin Zhongke together with its subsidiaries including Tianjin Keyun Cargo and Tianjin Keyun Logistics, which are principally engaged in the provision of logistics services in the PRC and are Independent Third Parties (and previously our connected person up to April 2026)
“Track Record Period”	the financial period comprising the three financial years of the Group ended 31 December 2025
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“United States”, “U.S.” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US dollars”, “U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States

DEFINITIONS

“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Vietnam”	the Socialist Republic of Vietnam
“Vietnamese Dong” or “VND”	Vietnamese Dong, the lawful currency of Vietnam
“(VN) EK”	Eng Kong Vietnam Company Limited, a limited liability company incorporated in Vietnam on 8 August 2017 and our wholly-owned subsidiary
“%”	per cent

Unless otherwise expressly stated or the context otherwise requires, in this document:

- *all times refer to Hong Kong time and references to years in this document are to calendar years;*
- *the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “core connected person(s)”, “connected transaction(s)”, “continuing connected transaction(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings ascribed to such terms in the Listing Rules;*
- *certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them; and*
- *unless otherwise specified, all references to any shareholding in the Company in this document assumes no allotment of issue of any Shares which may be issued or allotted pursuant to the exercise of any of the [REDACTED] or any exercise of options under the Post-[REDACTED] Share Option Scheme.*

The English names of the PRC laws, rules, regulations, nationals, entities, governmental authorities, institutions, facilities, certificates and titles etc. mentioned in this document, including those marked with “”, are translations from their Chinese names and are for identification purpose only. If there is any inconsistency between the Chinese names and their English translations, the Chinese names shall prevail.*

GLOSSARY OF TECHNICAL TERMS

This glossary of technical terms contains explanations of certain terms used in this document as they relate to our Company and as they are used in this document in connection with our business or us. These terms and their given meanings may not correspond to standard industry definitions or usage of those terms.

“API”	application programming interface, a set of defined rules that enable different applications to communicate with each other
“bill of lading”	a document that applies to shipment by freight, serving as a contract between the shipper and the ocean freight carrier, a receipt by the carrier for cargo shipped, and a document of title to the cargo which evidences the contract between the shipper and the carrier for carriage of cargo over routes of the carrier
“CAGR”	compounded annual growth rate
“CCFI”	China Containerised Freight Index, an index for monitoring container freight rates across 10 major ports in the PRC including Dalian, Tianjin, Qingdao, Shanghai, Nanjing, Ningbo, Xiamen, Fuzhou, Shenzhen, and Guangzhou
“consignee”	one to whom a consignment is made
“consignment”	cargo sent by the aid of a common carrier from one person in one place to another person in another place
“consignor” or “shipper”	person or firm (usually the sellers of cargo to be transported) named in the shipping documents as the party responsible for initiating a shipment to a consignee (usually the buyer of cargo to be transported) named in the shipping documents
“consolidation”	grouping together of smaller consignment of cargo into a large consignment for carriage as larger unit
“container freight station” or “CFS”	storage facilities located near container port terminals providing container stacking and cargo consolidation services
“container stacker”	vehicular machines capable of lifting containers for the purpose of stacking and unstacking containers
“deconsolidation”	the separation of a larger consignment of cargo into a smaller consignment for final delivery
“DRC”	dependency ratio ceiling, the maximum permitted ratio of foreign workers to the total workforce that a company in the stipulated sector is allowed to hire under Singapore law

GLOSSARY OF TECHNICAL TERMS

“EDI”	electronic data interchange, an electronic interchange of business information using a standardised format enabling one company to send information to another company electronically
“empty repositioning”	the movement of empty containers from an area with a surplus of empty containers to a location with an undersupply
“flat rack container”	shipping containers which only have sides on the short side of the container which are typically used for transportation or storage of cargo with unique dimensions
“freight forwarder”	one who assembles and consolidates shipment and performs or provides for break-bulk and distribution operations of shipments. A freight forwarder may act as a principal who assumes responsibility for the transportation from the place of receipt to the place of delivery by issuing his own house bill of lading to individual shippers whose cargo he is consolidating, or as an agent, who is entrusted by shippers and consignees to handle transportation of cargo or related business in the names of the shippers and consignees
“FUP”	further upgrade protocol
“Inspection”	in the context of the new-build container inspection services of the Group, inspection typically refers to the routine or detailed visual and physical examination of a new-build container to ensure it meets quality standards and specifications. This may include checking welds, corner fittings, paint finish, structural integrity, and door functionality
“IP68”	Ingress Protection 68 rating, a standardised protection classification defined by the International Electrotechnical Commission, indicating that a device is dust-tight and is protected against the effect of continuous immersion in water under conditions specified by the manufacturer
“ISO”	the International Organization for Standardization, an international standard development organisation composed of representatives from the national standards organisations of member countries
“ISO tank container”	a type of shipping containers designed to transport and store liquids built to ISO standards
“IT”	information technology
“laden container”	container with filled cargo
“lift-off”	the action of lifting containers off storage stacks onto outgoing prime movers

GLOSSARY OF TECHNICAL TERMS

“lift-on”	the action of lifting containers off incoming prime movers onto storage stacks
“LPI”	logistics performance index, an interactive benchmarking tool created by the World Bank to help countries identify the challenges and opportunities they face in their performance on trade logistics and what they can do to improve their performance
“LSCI”	Liner Shipping Connectivity Index, an index of a country’s position within the global liner shipping network maintained by UNCTAD which aims at capturing a country’s integration level into global liner shipping networks
“new-build”	newly built containers
“open top container”	shipping containers where the top side is covered by a tarpaulin which are typically used for oddly-shaped cargo which cannot be loaded from side doors or is necessary to be loaded from the top using a crane
“P&M”	plant and machinery
“prime mover”	trucks used for hauling trailers and can be attached and detached from the different hauling trailers with empty containers being loaded onto the hauling trailers
“reefer” or “reefer container”	a type of shipping container capable of refrigeration for the transportation of temperature-sensitive and typically perishable cargo
“sq.m”	square metres
“stuffing”	the process by which cargo is loaded and packed into a container
“Survey”	in the context of the new-build container inspection services of the Group, a survey generally refers to the conducting of a formal evaluation of a container by a certified surveyor to assess container’s condition. It may be done for compliance, certification (for example, CSC certification under International Convention for Safe Containers) or third-party validation purposes. A survey generally results in an official report or certification
“tariff anticipation activities”	actions taken by shipping market participants prompted by the signaling of tariffs in or around second half of 2024 including activities to accelerate the movement of goods, reconfigure trade routes and explore alternative sourcing arrangements
“TEU”	twenty-foot equivalent unit, a standard of measurement used in container transport for describing the volume of trade and the capacity of container ships, and for other statistical purposes, as well as for freight quotations

GLOSSARY OF TECHNICAL TERMS

“throughput”	a measure of container handling activity, expressed in TEU. Throughput includes the handling of imports, exports, domestic shipments, empty containers and transhipments
“UNCTAD”	UN Trade and Development, an intergovernmental organisation within the United Nations Secretariat that promotes the interests of developing countries in world trade
“unstuffing”	the process by which cargo is unloaded and removed from a container
“VAT”	value-added tax

FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements that are, by their nature, subject to significant risks and uncertainties. The forward-looking statements are contained principally in the sections headed “Summary”, “Risk Factors”, “Industry Overview”, “Business”, “Financial Information” and “Future Plans and Use of [REDACTED]” in this document. These statements relate to events that involve known and unknown risks, uncertainties and other factors, including those listed under the section headed “Risk Factors” in this document, which may cause our actual results, performance or achievements to be materially different from performance or achievements expressed or implied by the forward-looking statements. These forward-looking statements include, without limitation, statements relating to:

- our business prospects;
- future events and developments, trends and conditions in the industry and markets in which we operate or plan to operate;
- our business strategies and plans to achieve these strategies;
- our objectives and expectations regarding our future operations, profitability, liquidity and capital resources;
- general economic, political and business conditions in the industry and markets in which we operate;
- changes to the regulatory environment and general outlook in the industry and markets in which we conduct or may conduct our business;
- our ability to reduce costs;
- our dividend policy;
- the amount and nature of, and potential for, future development of our business;
- capital market developments;
- the actions and developments of our competitors; and
- change or volatility in interest rates, foreign exchange rates, equity prices, volumes, operations, margins, risk management and overall market trends.

The words “aim”, “anticipate”, “believe”, “could”, “estimate”, “expect”, “going forward”, “intend”, “may”, “might”, “plan”, “project”, “propose”, “seek”, “should”, “target”, “will”, “would” and the negative of these terms and other similar expressions, as they relate to us, are intended to identify a number of these forward-looking statements. These forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. Actual results may differ materially from information contained in the forward looking statements as a result of a number of uncertainties and factors, including but not limited to:

- any changes in laws, rules and regulations relating to our business or operations;

FORWARD-LOOKING STATEMENTS

- general economic, market and business conditions, including sustainability of economic growth;
- changes or volatility in interest rates, foreign exchange rates or equity prices;
- business opportunities and expansion that we may pursue; and
- the risk factors discussed in this document as well as other factors beyond our control.

Subject to the requirements of applicable laws, rules and regulations, we do not have any obligation to update or otherwise revise the forward-looking statements in this document, whether as a result of new information, future events or otherwise. As a result of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this document might not occur in the way we expect, or at all. Accordingly, you should not place undue reliance on any forward-looking information. All forward-looking statements contained in this document are qualified by reference to cautionary statements set forth herein as well as risks and uncertainties discussed in the section “Risk Factors” in this document.

WAIVER FROM STRICT COMPLIANCE WITH THE LISTING RULES

In preparation for the [REDACTED], our Group has sought the following waivers from strict compliance with the relevant provisions of the Listing Rules:

MANAGEMENT PRESENCE

Pursuant to Rule 8.12 of the Listing Rules, an issuer must have a sufficient management presence in Hong Kong, which normally means that at least two of its executive directors must be ordinarily resident in Hong Kong. Our headquarters and most of our management are located in Singapore. Our Company currently does not and in the foreseeable future will not, have sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rule 8.12 of the Listing Rules, as none of our executive Directors are ordinarily resident in Hong Kong. Our Directors believe it would be more effective and efficient for the executive Directors to be based in a location where our Group has significant operations and so that our Group's management is best able to attend to its functions.

Appointment of additional executive Directors who are ordinarily resident in Hong Kong, or relocation of our current executive Directors based in Singapore to Hong Kong, would not be beneficial to or appropriate for our Company as: (i) it would increase administrative expenses of our Group and may reduce the effectiveness and responsiveness of the Board in making decisions; and (ii) such new director may not be familiar with the operations of our Group nor have the in-depth knowledge expected of an executive Director. Therefore, we have applied for, and the Stock Exchange has granted us a waiver from strict compliance with Rule 8.12 of the Listing Rules subject to the following conditions:

- (a) pursuant to Rule 3.05 of the Listing Rules, we have appointed two authorized representatives, Mr. LI Hung (our Co-Chairman and executive Director) and Ms. AU-YEUNG Nelly (our company secretary who is ordinarily resident in Hong Kong) who will act as our principal channel of communication with the Stock Exchange and ensure that we will comply with the Listing Rules at all times. Each of our authorized representatives will be available to meet with the Stock Exchange in Hong Kong within a reasonable time frame upon the request of the Stock Exchange and will be readily contactable by telephone, facsimile and email. Each of our authorized representatives is authorized to communicate on our behalf with the Stock Exchange. Our Company has been registered as a non-Hong Kong company under part 16 of the Companies Ordinance and our authorized representatives have also been authorized to accept service of process and notices in Hong Kong on our behalf;
- (b) both our authorized representatives have means to contact our Directors (including our independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact our Directors on any matters;
- (c) our Directors who are not ordinarily resident in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and can meet with the Stock Exchange within a reasonable period of time, when required;
- (d) each of our Directors and authorized representatives has provided or will provide his or her mobile phone numbers, office phone numbers, e-mail addresses and fax numbers to the Stock Exchange; and
- (e) pursuant to Rule 3A.19 of the Listing Rules, we have appointed [REDACTED] Capital Limited as our compliance adviser, which will act as an additional channel of communication with the Stock Exchange.

RISK FACTORS

You should carefully consider all of the information in this document including the risks and uncertainties described below before making an [REDACTED] in the [REDACTED]. You should pay particular attention to the fact that the legal and regulatory environment in Hong Kong may differ in some respects from that which prevails in other countries. The business, financial condition or results of operations of our Group could be materially and adversely affected by any of these risks and uncertainties. The [REDACTED] of our Shares could decline due to any of these risks and uncertainties, and you may lose all or part of your [REDACTED].

Potential [REDACTED] should consider carefully all the information set out in this document and, in particular, should evaluate the following risks associated with the [REDACTED] in our Shares. Any of the risks and uncertainties described below could have a material adverse effect on our business, results of operations, financial condition or on the [REDACTED] of our Shares, and could cause you to lose all or part of your [REDACTED].

RISKS RELATING TO OUR BUSINESS AND OUR INDUSTRY

Evolving global trade conditions, including the imposition of tariffs, export restrictions, geopolitical tensions, and escalating trade imbalances in regions in which we operate, may materially and adversely affect our business, financial condition, and results of operations

Our business operations are significantly dependent upon and/or affected by global trade volumes and international trade patterns and activities, particularly within jurisdictions where we maintain container depots, which are inherently cyclical, volatile, and sensitive to geopolitical and macroeconomic developments. Increased trade typically stimulates logistics activities, including the repair and maintenance of empty containers. Conversely, a downturn in global economic conditions leading to reduced trade volumes could adversely affect demand for our services and negatively impact our revenue.

Global trade levels and flows may be influenced by numerous factors beyond our control. These include, but are not limited to: (i) alterations in global and regional economic and political conditions, such as recessions, financial crises, political instability, or governmental policy changes; (ii) shifts in global and regional trade patterns, including the relocation of manufacturing facilities to jurisdictions with lower costs or more favourable regulatory environments; (iii) the imposition or escalation of tariffs, trade restrictions, economic sanctions, boycotts, labour disputes, export controls, and other protectionist policies by governments seeking to protect domestic industries or respond to international disputes; (iv) seasonal variations that can lead to temporary fluctuations in shipping volumes and demand for logistics services; (v) environmental regulations and policy changes aimed at mitigating climate change or promoting sustainability, which could impose additional compliance costs or operational constraints; and (vi) fluctuations in market conditions within jurisdictions where we operate, driven by changes in consumer demand, currency exchange rates, inflation rates, interest rates, or competition intensity. The unpredictable nature of these factors could significantly disrupt global supply chains, leading to reduced demand for container handling, storage, and associated services, consequently adversely impacting our operational and financial performance.

RISK FACTORS

On 2 April 2025, the current U.S. administration introduced a new set of reciprocal tariffs to address trade imbalances and perceived unfair trade practices. Please refer to the paragraph headed “Business – Changes in Global Shipping Market Conditions During The Track Record period – U.S. tariff developments” for further details.

In the event that the U.S. tariff disputes escalate or intensify without satisfactory resolution or breakthroughs among major economies, the impact on the global supply chain could be more profound and global trade volumes may plummet, leading to a significant drop in container volumes. Container shipping lines and container leasing companies may cancel sailings at unprecedented rates and/or strategically and more permanently reposition empty containers away from regions most affected by the U.S. tariff disputes, as the effect of de-globalization resonates. This may significantly reduce the demand for new containers and/or containers in good condition and repair. Further, whilst some port terminals and container depots might initially see congestion from rerouted trade with trade volatility caused by uncertainties in the U.S. tariff disputes (resulting in heightened levels of TEU throughput in certain ports and container depots in the interim period), in the longer term, such congestions and bottlenecks may subside if a resolution among key players of the U.S. tariff disputes is no longer considered feasible or in sight, in which case empty containers may be redirected en masse to serve demand in jurisdictions that stand to gain from the U.S. tariff disputes, or if such demand is lacking, they may be disposed of, dismantled and/or left idle in places considered most cost-effective to store them. The shipping industries of major economies most affected by the U.S. tariff disputes, such as the PRC, could be materially and adversely affected, with underutilized shipping and port infrastructure and facilities that are no longer financed by normal level of operations, and this may have a consequential negative impact on downstream players such as container depots in the shipping supply chain.

Additionally, escalating trade tensions between the PRC and the European Union (EU), including ongoing anti-dumping investigations and reciprocal retaliatory measures, could further exacerbate trade uncertainties and lead to greater imbalances in global container flows. Such tensions heighten the risk of extended disruptions in the international trade environment, potentially causing increased operating costs, reduced economic growth prospects, and significant disruptions to logistics services across the Asia-Pacific region. These developments could reduce the predictability of shipping routes and timelines, adversely affecting supply chain reliability for businesses operating within our regions of activity.

Therefore, disruptions to global trade flows in the jurisdictions where our container depots operate, and their direct impact on our clients’ trading activities, could result in decreased demand for our logistics and depot-related services, especially container handling, storage, repair, and maintenance. Sustained or intensified disruptions from a prolonged U.S. tariff disputes could further amplify regional imbalances in container flows, or in more severe scenarios, leading to sustained low container volumes and widespread blank sailings in the jurisdictions in which the Group operates, and this could have a material and adverse impact on our key revenue streams (including those from providing container storage). Additionally, these conditions might trigger supply chain delays and disruptions, adverse currency fluctuations, and rising operational expenses driven by tariffs and evolving regulatory landscapes, collectively diminishing our revenue streams and profitability. One or more of such outcomes could materially and adversely impact our financial condition, operational results, and long-term business viability.

RISK FACTORS

We are susceptible to risks associated with land availability, including rental increases, early termination of leases, difficulties in renewing existing leases and any unexpected land acquisitions, resumption or expropriation

As a majority of our business operations are carried out on leased properties, we have significant exposure to the rental market in the locations in which we operate. Since our land costs represent certain portion of our total cost of revenue, any substantial or unexpected increase in the rental costs of our leased properties could have a material and adverse impact on our profitability.

The renewal of some of our leases (including shorter-term leases) is subject to the obtaining of the lessor’s approval. In the event we fail to renew our lease agreements or secure lease replacement properties at rates and terms acceptable to us, we may have to temporarily suspend our operation at the relevant container depots and relocate certain operations and assets to other premises. These premises may not be as desirable as the original locations having regard to the geographical suitability, and we may need to incur costs to reinstate the relevant properties prior to handing over, which could subject us to substantial costs and have a material and adverse effect on our business, financial condition, results of operations and prospects. In the event that we fail to find suitable replacement properties or facilities at all, it may lead to disruptions in our business operations and materially and adversely affect our business, financial condition, results of operations and prospects.

The properties we lease may be subject to compulsory acquisition, land resumption, or land expropriation by government authorities in the jurisdictions in which we conduct our business, such as the PRC, Hong Kong and Thailand. For example, the Thai government may link transport infrastructure with urban areas due to increasing urbanisation challenges in Thailand. Although we may receive compensation or liquidated damages if our lease agreements are terminated prematurely, we may have to suspend operations of the relevant business operations and spend significant time, effort and resources to find new sites and relocate our operations. This may materially and adversely affect our business, results of operations and prospects.

Our dependence on long-term leases, such as our 30-year lease with Party C in respect of the Mega Depot may make us more susceptible to adverse economic conditions and reduce our cash availability, as being locked into such long-term leases may restrict our flexibility to respond to market fluctuations in a timely and effective manner. We may not be able to adjust our operational costs to changing demand or pricing pressures in a flexible way under the long-term leases, which could have an adverse impact on our business and results of operations.

We operate in a highly competitive industry and may be exposed to increased competition and potential loss of market share as other market players such as container shipping lines and container port terminals operators continue to expand into the container depot business in the locations in which we operate

The industry in which we operate is highly competitive and fragmented. Please refer to the paragraph headed “Industry Overview – Competitive Environment” in this document for further details. We face competition from existing container depot operators, as well as new entrants into the market.

RISK FACTORS

Some container shipping lines have expanded their operations into the container depot business. For example, COSCO Shipping acquired Cogent Holdings Pte. Ltd. in 2018, which provides logistics services in the warehousing, container depot, automotive logistics, project cargo and property management sectors in Singapore. Based on our Directors' understanding, container shipping lines which handle a vast number of containers globally may determine to operate or acquire container depot operations for several reasons, including: (i) to enhance their control over critical aspects of container management (such as storage, repair and repositioning) that enables faster turnaround times, more rapid container access with reduced dependency on third party operators; (ii) to support trade-driven initiatives. For example, COSCO Shipping acquired a container depot in Singapore in 2018 which was part of its plans to, *inter alia*, expand into Southeast Asia to take advantage of the belt and road initiative; and (iii) to achieve branding and service differentiation by vertical integration to capture more value in the supply chain, in ensuring faster container availability, customized repairs etc. to differentiate themselves from competitors.

On the other hand, port terminal operators may determine to operate or acquire container depot operations with a view (i) to integrate terminal and depot functions (potentially reducing coordination costs such as trucking cost); and (ii) to expand their service offerings to, and lock in, container shipping lines as their customers, in ports in which they have significant power, and diversify their revenue stream accordingly.

As such, both container shipping lines and port terminal operators may consider operating their own depot operations in jurisdictions where the ports are located in jurisdictions where there is an abundance of land with limited competition for space, or whether there is a scarcity for quality third-party depot operators.

If we are unable to secure additional demand from other customers in respect of our container depots, the loss of business from container shipping lines with their own container depots may lead to a negative impact on our business, results of operations and prospects. If other market participants such as container shipping lines and port terminal operators invest in their own container depots, it may lead to an oversupply of container depot services in our locations and result in downward pricing pressure. This may decrease the demand for our services and have an adverse impact on our business. Container shipping lines that operate their own container depots have more control over pricing and operations. This gives them greater bargaining power with other supply-chain participants such as freight forwarders and transportation companies. This may also put us at a disadvantage when negotiating favourable terms with our customers and suppliers.

Container port terminal operators may have access to advanced technology such as automation and robotics, which can improve handling efficiency and productivity while reducing labor costs. If they also enter the container depot business, their competitive edge in terms of operational efficiency and cost-effectiveness may enable them to capture a wider customer base or lead to a decrease in customer demand for our services. If we cannot improve our operational efficiency or respond to technological advancements, we may suffer from declining sales, pricing pressure, or increased marketing expenses. They may also have greater brand recognition, well-established customer networks and a wider range of extended logistic service options. Existing customers may prefer to use the integrated port and logistics services provided by container port terminal operators to streamline their operations and avoid dealing with multiple service providers. We cannot guarantee that we can offer services that are superior to those of container port terminal operators or adapt more quickly to changes in industry trends or customer

RISK FACTORS

preferences. We also cannot predict whether there will be consolidation or cooperative arrangements among our competitors that may negatively impact our competitive position. If we cannot compete effectively or respond promptly or adequately to competitive pressure, our sales may be impacted, resulting in lower profitability and potentially significant and adverse impacts on our business, financial condition, results of operations, and prospects.

Aside from the fact that other market players may expand their operations into the container depot business, some of our other competitors may be more well capitalised and have greater financial, marketing and other resources than us, or have longer track records and more established relationships with the relevant ports, shipping lines, freight forwarders and port authorities. Such container depot operators may be able to respond to changes in market conditions more promptly and effectively than we can. If we are unable to maintain a competitive position, adapt to changing market conditions or otherwise compete successfully with our competitors, our prospects, business, financial condition and results of operations may be materially and adversely affected.

Our plan for the Mega Depot may not be fully implemented and effectively realised which could adversely affect our operational and financial performance and prospects

We plan to develop an integrated logistics hub in Singapore (the Mega Depot) to consolidate our existing container depot operations and expand our range of service offerings in Singapore. In this regard, we have entered into an agreement for lease with Party C in 2020 in respect of a plot of land of approximately 80,000 sq.m at 30 Tuas South Avenue 10, Singapore for a period of 30 years commencing from 16 December 2020 for the purpose of development of the Mega Depot. We believe that the Mega Depot will enable our Group in Singapore to, among others, increase our container depot handling capacity and position ourselves competitively amongst other logistic service providers in Singapore as an integrated logistic solution for container and logistic service needs through the expansion of our range of offerings to additionally provide warehousing and laden container storage services.

Under the agreement for lease, we have been offered to lease the land from Party C upon satisfaction of certain [REDACTED] and building requirements. For further details relating to the Mega Depot, please refer to the paragraph headed “Business – Business Strategies and Future Plans – Establish an integrated logistics hub in Singapore” in this document. The fulfilment of our obligations is subject to risks beyond our control such as subsequent amendments and major revisions made to the planned specifications. Any of these risks or uncertainties could significantly delay or restrict our ability to implement our plans for the Mega Depot, which may adversely affect our ability to continue improving our business, results of operation and prospects.

As at the Latest Practicable Date, it is estimated that the total amount of capital expenditure required for the construction and development of the Mega Depot is approximately S\$137.7 million (equivalent to approximately HK\$834.5 million). As we are expected to incur substantial capital expenditure to develop the Mega Depot, we may not recoup our investment costs if we are unable to achieve our growth and expansion plans in a timely manner. In addition, a substantial portion of the funds required for the development of the Mega Depot would rely on external financing, in particular, bank financing. However, our ability to obtain adequate financing for our expansion plans would depend on certain factors beyond our control, including the macro economic conditions and regulatory frameworks. In such an event, our business, financial condition, results of operations and prospects may be materially and adversely affected.

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There is no assurance that our existing service contracts with customers could be renewed or successfully re-tendered upon expiry or that new service contracts will be awarded to us

Our service contracts with customers are typically for a duration of one to three years, with a majority of the contracts containing express clauses which permit automatic renewal of the contract for another term unless any contract party gives notice of its wish to terminate prior to the expiry of the initial term (“**automatic renewal clauses**”). During the Track Record Period and up to the Latest Practicable Date, we have not received any notification from our customers indicating their intention to terminate the service contracts prior to the expiry of the initial term. For other service contracts that do not contain automatic renewal clauses, we may either (i) rely on the long-standing customers’ customary business practice of renewing their contracts based on current contract terms or renegotiating and entering into new contracts, or (ii) be invited to quote or participate in a formal tendering process for the respective contracts.

We may be required to participate in tendering or quotation processes for existing customers and potential new customers in order to renew and/or secure new contracts. In particular, some of our container shipping line customers have formal tender processes in place which generally include issuing a request for quotation (RFQ) to us which typically sets out the specific assessment criteria for evaluating tendering bids. Our existing customers or potential new customers may assess their service providers’ performance by a number of factors, including geographical locations, handling capacity, pricing, experience, reputation, security, equipment and facilities, financial capability, certifications, compatibility of the container management systems and other IT systems and service history. If we receive a poor performance review from our existing customers, we may not be invited or awarded future quotation or tender opportunities and this may affect our business, reputation, financial condition and results of operation. There is no assurance that we can secure new service contracts from our customers after the expiry of the existing service contracts in the future.

If we (i) fail to maintain our relationships with our existing customers; (ii) fail to remain on the approved list of service providers of our customers; or (iii) are unable to maintain our service quality, competitive pricing, location advantages, our ability to renew existing service contracts or secure new service contracts that could generate similar or greater revenues on a continuous basis may be hampered and thus our business, financial conditions, results of operations and prospects may be materially and adversely affected.

Our business operations depend on the expertise, connections and continuing performance of our key management personnel as well as our ability to attract and retain qualified and experienced employees

Our continued success is, to a significant extent, attributable to the leadership, contributions and continued efforts of our management team details of which are set forth in the section headed “Directors and Senior Management” in this document. Our continued success is dependent to a large extent on our ability to retain these key management personnel. There is no assurance that these key management personnel will not terminate their employment with our Group.

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Furthermore, although we have a management succession plan in view of the age of our two executive Directors and one alternate Director, namely Mr. Li, Mr. Ng and Mr. Leung who are all over 70 years old, the transition of the role of our senior management may not run as smooth as we planned, and the business operations of the Group may be interrupted during the transitional period.

Our relationships with container shipping lines and other long-term customers are critical to our success. These relationships depend on the expertise of our key management personnel. If any of these personnel were to leave the Group, we may experience disruptions in these relationships. Loss of key personnel may result in the loss of valuable business contacts that may not be easily replaced by new hires. While we have succession plans in place, there is no guarantee that we can maintain the same level of relationships with the container shipping lines and long-term customers in the event of such departures. Any disruptions in these relationships may have material adverse effect on our business, financial conditions, results of operations and prospects.

If any of our key executives or employees leave without a suitable replacement, it may have a material adverse effect on our business, results of operation and prospects. This may include our ability to secure new service contracts or renew existing ones and implement the expansion plans as detailed in this document.

Furthermore, our business performance and prospects depend on our ability to attract, employ, motivate, train and retain our key personnel. This includes container depot personnel, machine operators and drivers, mechanics and technicians, customer representatives and surveyors. Our customers will have increasing demand for employees who have industry-related experience and expertise as well as continuity in the day-to-day communication with them given their long-standing business relationship. The ability to attract qualified employees is dependent on the resources available in individual geographical locations that we operate in and the effect on the labour supply caused by general economic, social and political conditions. There is no assurance that we will be able to maintain an adequate skilled labour force necessary for us to operate efficiently and continuously to meet each customer's expectation. In the event that we need to increase employee compensation levels substantially to attract and/or retain any key management and/or other personnel, our expenses relating to employee benefits may increase in a manner that may materially and adversely affects our business, financial condition and results of operations. Failure to attract and retain personnel with operational, technical, marketing or financial expertise may result in our non-compliance with applicable regulations and our inability to maintain our customers' service contracts and service quality, thereby adversely affecting our business, results of operation and prospect.

Failure to maintain our authorised service centre status with major reefer equipment manufacturers may materially and adversely affect our competitiveness

We are the authorised service centre for four major reefer equipment manufacturers in Singapore, Malaysia and Hong Kong. Our authorised service centre status enables us to purchase reefer container parts directly from manufacturers at favourable pricing, be a designated agent to carry out any repairs and maintenance that are under manufacturer warranty as well as differentiate us from other logistic service providers.

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To maintain our authorised service centre statuses, reefer manufacturers carry out routine inspections to ensure that we meet certain business and operational standards and require us to participate in renewal procedures. A portion of our container depot operations revenue is generated from repair and maintenance which accounted for approximately 27.7%, 26.3% and 27.9% of our total revenue for the years ended 31 December 2023, 2024 and 2025, respectively. Any failure to maintain our authorised service centre status may materially and adversely affect our competitiveness as well as our operational and financial performance for this business segment.

Major customers in financial distress or even insolvency may expose us to default risks and hamper our business, results of operation and prospects

Our container depot business depends on our major customers (mainly comprising container shipping lines and container leasing companies) who may face volatility and challenges due to various factors such as global trade flow, overcapacity and volatility in fuel prices.

The shipping industry’s inherent volatility and challenges could expose our container shipping line and container leasing company customers to default or even bankruptcy risks. For instance, the bankruptcy of Hanjin Shipping Co., Ltd. in 2017 led to significant losses for its trade creditors, including container depot operators. While we have adopted the simplified approach to measure our allowance of expected credit loss by considering the aging analysis of our debtors and other credit risk characteristics, there is no guarantee that we will be able to avoid losses resulting from the insolvency of our major customers. Any such loss could have a material adverse effect on our business, financial condition, and results of operations.

In addition, our business operations are dependent on the timely payments and creditworthiness of our customers. If customers fail to settle their bills on time or default on their payments, this could adversely affect our financial conditions and put our cash flow at risk. While we seek to manage our credit risks by currently extending credit terms from 30 days to 60 days for our customers for services rendered by us and by regularly monitoring outstanding receivables, there is no assurance that our customers will make timely payments within these terms or will not default on their obligations due to circumstances or events that may be difficult to foresee or anticipate, such as bankruptcy or otherwise lack of liquidity, operational failure or other reasons. In the event of delayed payment, non-payment or non-performance on the part of one or more of our customers, our business, cash flows, financial condition, results of operations and prospects may be materially and adversely affected.

We rely on various services provided by subcontractors and suppliers, and unsatisfactory performance of our subcontractors and suppliers may have a material adverse effect on our business

We engage subcontractors to provide certain transportation and repair maintenance works in connection with our container depot business. For example, Tianjin Zhongke Group is one of our subcontractors that provides transportation and trucking services for our container depot operations in Tianjin of the PRC. Whilst we rely on our subcontractors and suppliers to meet our operational needs, there is no guarantee that their services will be satisfactory or meet the necessary quality standards required by our customers. Major subcontractors or suppliers may face issues such as financial distress, work stoppages or failure of information technology systems that could impact their ability to fulfill their

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contractual obligations to us on time or at all. Any delays or failures by our subcontractors or suppliers to perform their contractual obligations could materially and adversely impact our business, financial condition and results of operations.

Compliance with environmental requirements concerning processing of wastewater and environmental protection and management, may require considerable costs and capital commitment

Certain aspects of our container depot business are highly regulated and subject to local environmental laws and regulations which govern areas such as, among others, discharge of wastewater in Singapore. Please refer to the section headed “Regulatory Overview and Taxation” in this document for further details of the relevant laws and regulations relating to our operations.

Particularly in respect of environmental protection and management, it has been observed that certain government authorities and regulatory bodies have been implementing more stringent local laws and regulations in conformity with international conventions and treaties to address climate change and transition to a low-carbon economy. For example, the 14th Five-Year Plan announced by the PRC government in 2021 (“**14FYP**”) emphasised on green modes of production and included energy and climate indicators under “new progress of ecological civilization” to map out a plan for establishing a modern energy system in the PRC. The plan placed importance to logistics development and supply-chain innovation in the PRC. As a result, we expect that considerable costs and capital commitment may be required to be invested in developing smart logistics such as digital upgrade of depot facilities and adoption of automation of logistics links including warehousing and transportation.

Compliance with relevant environmental protection and management laws and regulations, especially those related to climate change, could increase our operating costs. We may need to develop and administer operational plans to reduce greenhouse gas emissions, invest in new technologies and improve existing facilities to improve our performance efficiency to meet such environmental requirements. We may also need to integrate relevant sustainability risk factors, including climate change, health and safety and business ethics, into our management approach to mitigate associated impacts and identify the best practices in environmental risk management for the long-term growth and sustainability of our business. However, we cannot guarantee that we will be able to effectively implement all relevant environmental protocols to quickly adapt to the developing legal requirements relating to environmental protection and management in all locations that we operate. The cost of complying with current and future environmental protection and management laws and regulations, as well as the potential liabilities resulting from failure to meet increasingly stringent requirements, may significantly increase our costs and have a material and adverse impact on our business, financial condition and results of operations.

Our expansion plans in the PRC, Malaysia, Thailand and Vietnam may not yield the desired results

Our Group has expanded its presence in the ASEAN region and the PRC over the years. We started with one container depot in Singapore and now operate a total of 18 container depots across 10 locations in Asia.

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According to the Frost & Sullivan Report, multinational enterprises are increasingly adopting a China Plus One approach and moving production to Southeast Asian countries to mitigate supply chain risks, which we believe will lead to increased empty container management, technical certification services and demand for container depots in the area. Therefore, our Directors believe that expanding our container depot network within Southeast Asia will enable us to capitalise on these global trade trends as well as leverage our reputation in the ASEAN region and the PRC. As such, we intend to strengthen our presence in Southeast Asia as well as our foothold in the PRC, as and when suitable opportunities arise.

However, expansion plans may be affected by factors such as global economic and political conditions, land availability, local laws and regulations, supply-chain requirements, availability of suitable and proficient employees and subcontractors that are beyond our control. There is no assurance that our expansion plans will be successful or completed within the expected timeframe and may not yield the desired results or recoup the investment costs which could adversely affect our business, results of operation and prospect.

We may be subject to litigation proceedings and regulatory actions, and may not always be successful in defending ourselves against such proceedings or actions

Our business operations entail litigation and regulatory risks, including the risk of lawsuits and other legal and/or regulatory actions relating to, among others, product liability, delivery, sales and customer services, leases and labour disputes. We may be subject to claims and lawsuits in the ordinary course of our business. We may also be subject to inquiries, inspections, investigations and proceedings by relevant regulatory and other governmental agencies. Actions brought against us may result in settlements, injunctions, fines, penalties or other results adverse to us that could harm our business, financial condition, results of operations and reputation. Even if we are successful in defending ourselves against these actions, the costs of such defense may be significant to us. In such event, our business, financial position, results of operations, cash flow, and reputation may suffer considerably and negatively.

Our business depends substantially on the market recognition of our brand and any damage to our brand and reputation, or failure on our part to maintain and enhance brand recognition, may have a materially adverse impact on our operations, earnings and financial condition

We rely on our customers' confidence in our brand and reputation to attract and retain them, which are important to our continued growth. We believe that we have established a favourable reputation based on the quality of our services, our presence in multiple locations, and the enhancement of our business operations through deployment of advanced technological system and automation.

Our brands and reputations may be impaired by a number of factors. For instance, any failure to provide timely and reliable services to our customers, whether due to causes beyond our control or failures caused by our workers, may result in customer dissatisfaction, thereby leading to a loss of customers or damage to our reputation or relationships with our current or potential business partners. In such instances, it may be challenging for us to regain those customers or restore our reputation going forward. Any difficulty or failure to maintain and enhance our brand and reputation could have an adverse effect on our business, results of operations and financial condition.

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The Group may not be able to adequately protect our intellectual property rights (including but not limited to trademarks) which could adversely and materially affect the Group’s business

We regard our brands and trademarks as a key factor in our success. With our long operating history, our Group has expanded our service offerings across the ASEAN region and the PRC. Our Group generally operates under the brand name of “Eng Kong (永康)” in Singapore, Thailand, Malaysia and Vietnam, whilst we operate under the brand names of “PCL” and “Ming Fung (明豐)” in Hong Kong. For our business in the PRC, we operate under the brand names of “Keyun (克運)” (a brand licensed from an Independent Third Party) and “Yifa (毅發)” (a brand originating from the name of one of our PRC subsidiaries).

For details of trademarks that are material to our business, please refer to the paragraph headed “Statutory and General Information – B. Further Information about our Business – 2. Intellectual Property rights of our Group” in Appendix V to this document. Unauthorised use of our intellectual property by third parties may adversely affect our business and reputation. For example, third parties may imitate our brands or infringe our trademarks by adopting brand names or inventing keywords that are confusingly similar to ours. Preventing such unauthorised use of intellectual property is inherently difficult. We cannot assure you that we can successfully register all trademarks associated to our Group to protect them from unauthorised use or that there will not be any unauthorised use of our registered trademarks. If we are unable to prevent such unauthorised use, competitors and other third parties may drive customers away from us, which could harm our reputation and materially and adversely affect our results of operations.

Competitors and other third parties may register trademarks or purchase internet search engine keywords or domain names that are similar to ours, in order to divert our existing and potential customers and end-users from our products and solutions to theirs. It is difficult to prevent such unfair competition activities, and if we fail to do so, competitors and other third parties may drive existing and potential customers and end-users away from our products and solutions, which could harm our business and materially and adversely affect our results of operations.

We may be subject to third party claims for infringement of intellectual property or other allegations which may expose us to potential liability and other losses

We cannot be certain that our operations or any aspects of our business do not or will not infringe upon or otherwise violate any trademarks, copyrights or other intellectual property rights held by third parties. For example, as we do not operate under the brand name “Eng Kong (永康)” in Hong Kong, third parties may claim to have rights in this brand name based on their prior use; if a third party is able to establish such prior rights, we face the risk of claims that we have infringed that third party’s intellectual property rights. We cannot assure that holders of the intellectual properties purportedly relating to certain aspect of our business, if any such holders exist, would not seek to enforce such intellectual properties against us in the locations which we operate. Our efforts to identify third parties’ intellectual property rights and avoid infringing them may not be exhaustive or successful.

If we are found to have violated the intellectual property rights of others, we may be subject to liability for such infringement activities and may be prohibited from using such intellectual property. We may also incur licensing fees or be forced to develop alternatives of our own. Defending against such intellectual property claims or other allegations could be costly and time consuming and may divert

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management’s time and other resources from our business and operations. If a judgment, a fine or a settlement involving a payment of a material sum of money were to occur, or injunctive relief were issued against us, it may result in monetary liabilities and may materially disrupt our business and operations by restricting or prohibiting our use of the intellectual property in question, and our business, financial position and results of operations could be materially and adversely affected.

The outbreak of an infectious disease, widespread communicable diseases or any other major public health concerns in Asia and elsewhere may materially and adversely impact our business, financial condition and results of operations and prospects

The outbreak of any communicable disease or adverse public health development that escalates into a regional or global pandemic may have a material and adverse effect on our business and financial conditions and results of operations. Although the exact nature and magnitude of the impact of such diseases cannot currently be predicted, previous occurrences of communicable diseases have had an adverse effect on the economies of those countries in which they were prevalent. For example, the COVID-19 pandemic had caused severe impact on global, regional and national economies and disruptions to international trade and business activity.

As a result, any regional or global pandemic and the associated measures implemented by governments may have a negative impact on the general business outlook and environment, which may result in a slowdown in global trade volume and overall economic growth. Depending on the nature and magnitude, we may not be able to avoid negative impacts on our business in respect of future regional or global pandemics. There is no assurance that we will not in the future experience disruptions or adverse events in the event that other regional or global pandemic arises.

The outbreak of infectious disease, widespread communicable diseases or any other serious public health concerns in Asia and elsewhere may have far-reaching impacts which affect our Group and our customers, suppliers and other business partners. In the event of the outbreak of such diseases or if such diseases cannot be contained in an effective and timely manner, our business, financial condition, results of operations, cash flow and prospects may be materially and adversely affected.

We are subject to labour and immigration laws and policies that govern the employment of foreign workers as approximately 39% of our Singapore workforce is made up of foreign labour, and we are susceptible to the shortage of labour supply at reasonable cost

Our business, particularly in Singapore, is dependent on semi-skilled and unskilled foreign workers as the local labour force is limited and more costly. Our Singapore operations employ a significant number of foreign workers, comprising approximately 39% of our workforce in Singapore as at 31 May 2026 (being the latest practicable date of this information). Any changes in applicable laws, regulations or policies of Singapore or those of the foreigners’ countries of origin may result in labour shortages and/or increase our operating costs. For instance, the availability of foreign employees in Singapore is regulated by the MOM through policy instruments such as the imposition of levies and quotas. Quotas are also known as dependency ratio ceiling (“DRC”), being the maximum ratio of foreign employees to the total workforce that a company is permitted to employ. Our quota of foreign employees is determined based on the number of local employees we hire and the ratio of foreign employees to the total workforce of the company permitted by the MOM. We are required to pay a monthly levy for each foreign worker who holds a Work Permit or S Pass. The levy payable for each Work Permit and S Pass holder depends

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on the sector our business is categorised in, the foreign worker's source country or region, the foreign worker's qualifications and the number of Work Permit or S Pass holders we employ. As we hire foreign employees, we are required to comply with the Progressive Wage Mode ("PWM"), which requires that employers must pay at least the PWM wage to eligible Singapore citizen and Singapore permanent resident employees based on their job level, and must also pay the Local Qualifying Salary ("LQS") for all other local employees.

We are susceptible to any increase in levies, work pass qualifying salaries, PWM wages and the LQS and any changes in the supply and/or quota of foreign employees that we are permitted to hire. We may be required to reduce the number of foreign workers and/or hire more local workers in order to align with policies implemented by the MOM, such as any downward adjustment of the DRC. We may also be required to reduce the number of foreign workers if the number of local workers drops.

Further, once we exceed our quota of foreign employees, any new applications or renewal applications we make for work passes may be rejected. We may also need to cancel the work passes of the excess workers. As a result of these measures, our costs of hiring foreign employees may increase. In addition, we are vulnerable to changes in the availability and costs of hiring foreign employees. If our labour costs increase substantially or if we are unable to retain our foreign employees or hire new employees on terms acceptable to us or at all, our business, financial condition, results of operations, cash flow and prospects may be materially and adversely affected.

Contravention of the conditions of work passes may result in a statutory penalty and/or a curtailment or ban by the MOM on our applications and renewals of work passes for foreign workers. Such an event may result in the disruption of our operations and/or an increase in our labour costs, and our business, financial condition, results of operations and cash flow may be materially and adversely affected.

During the Track Record Period, our Directors confirm that our Group has responded in a timely manner to the adjustments in Singapore to the DRC without incurring substantial costs. However, there is no guarantee that such events will not have a material and adverse impact on our business, financial condition, results of operations, cash flow and prospects in the future. Similarly, we cannot assure that the supply of labour will continue to be available at a reasonable cost, particularly in Singapore and the PRC. Due to increasing demand for skilled workers in the labour market, we may need to provide a more competitive compensation package and welfare to our employees in order to retain and attract employees. We may not be able to implement our expansion plans if we fail to retain our existing labour and/or promptly recruit and train a sufficient number of workers. A significant increase in labour cost may raise our costs both directly and indirectly. If we fail to transfer these costs to our customers, our profitability might be negatively impacted.

We are exposed to risks associated with failing to detect and prevent fraud, negligence or other misconduct committed by our employees, agents, customers, suppliers or other third parties

We are exposed to fraud or other misconduct committed by our employees, agents, customers, suppliers or other third parties that could subject us to financial losses, investigation and penalty imposed by governmental authorities as well as seriously harm our reputation. For example, during the Track Record Period, we were the victim of a suspected fraud incident in which we acted as an intermediary to assist with certain shipping arrangements as part of our freight forwarding services business. Under the

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arrangement, we assisted with payment for booking of cargo space on vessels upon review of shipping documents provided. It was subsequently discovered that the relevant shipping documents provided to us were forged and the transactions were fictitious, resulting in the recognition of impairment loss on other receivables under expected credit loss model in the sum of S\$1.2 million (equivalent to RMB6.5 million) for the year ended 31 December 2023. For the year ended 31 December 2024, an additional loss allowance of S\$0.4 million was recognised in our consolidated statement of profit and loss. All the relevant amounts had been fully impaired as at 31 December 2024. For further details, please refer to the paragraph headed “Financial Information – Description of Selected Items From Consolidated Statements of Profit or Loss – Impairment loss under expected credit losses model, net of reversal” in this document.

Our internal control procedures are designed to monitor our operations and ensure overall compliance. However, such internal control procedures may be unable to identify all instances of non-compliance or suspicious transactions in a timely manner, or at all. The precautions we take to detect and prevent fraud and other misconduct may not be effective. There will therefore continue to be the risk that fraud and other misconduct may occur, resulting in financial loss, negative publicity or other negative outcomes, which may have an adverse effect on our business, reputation, financial condition, and results of operations.

Share-based payment may cause shareholding dilution to our existing Shareholders and have a material and adverse effect on our financial performance

We have adopted the Post-[REDACTED] Share Option Scheme for the benefit of our employees (including Directors) and non-employees as remuneration for their services provided to us to incentivize and reward the eligible persons who have contributed to the development of our Company. For details, see “Appendix V – Statutory and General Information – E. Post-[REDACTED] Share Option Scheme.” To further incentivize our employees and non-employees to contribute to us, we may grant additional share-based compensation in the future. Issuance of additional Shares in accordance with such Post-[REDACTED] Share Option Scheme may dilute the shareholding percentage of our existing Shareholders. Expenses incurred with respect to such share-based payment may also increase our operating expenses and therefore have a material and adverse effect on our financial conditions.

Our ability to pay dividends may be affected by regulatory restrictions and other factors, which may adversely affect the value of your [REDACTED]

Despite our general dividend policy of declaring and distributing dividends on an annual basis in an amount of 30–50% of our consolidated profit attributable to shareholders of the Company for each of the financial years after the Track Record Period, our ability to declare and pay dividends to Shareholders will be subject to the actual circumstances affecting our Group and the amount of distributable profits that may accrue from distributions and dividends received from our operating subsidiaries. For example, under the existing PRC foreign exchange regulations, payments of current account items, including profit distributions, can be made in foreign currencies without prior SAFE approval by complying with certain procedural requirements; however, we cannot assure you that new regulations will not be promulgated in the future which may have the effect of restricting the remittance of Renminbi by our PRC operating subsidiaries to our Company.

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Further, our ability to declare and pay dividends will be restrained by, without limitation, various matters which our Board will need to take into account when determining the amount of dividend, if any, that may be declared for any financial year including, without limitation, our business and financial performance, our capital requirements and financing obligations (including those incurred in connection with the Mega Depot), capital and regulatory requirements as well as other relevant matters which may have implications on the amount of distributable profits of the Company (such as the expected incurrence of fair value loss upon [REDACTED] arising from the Pre-[REDACTED] Investments which may affect the financial year ending 31 December 2026). Therefore, despite our general dividend policy, we may not necessarily have sufficient or any profits to enable us to make dividend distribution to our Shareholders, even if our financial statements indicate that our operations have been profitable.

We recognised impairment loss on goodwill and intangible assets during the Track Record Period and we may recognise additional impairment loss on goodwill and intangible assets in the future

Our goodwill arose in connection with our acquisition carried at cost less accumulated impairment losses. As at 31 December 2023, 2024 and 2025, the carrying amount of our goodwill amounted to approximately S\$13.0 million, S\$13.0 million and S\$12.9 million, respectively.

Our intangible assets mainly refers to (i) contract-based intangible assets arising from the acquisition of equity interest (HK) Gold Prime; (ii) customer relationships; and (iii) club memberships. As at 31 December 2023, 2024 and 2025, the carrying amount of our intangible assets amounted to approximately S\$2.1 million, S\$1.5 million and S\$0.9 million, respectively. We did not recognise any impairment on intangible assets during the Track Record Period.

We review from time to time (at least annually) the value-in-use of the cash-generating unit to which the goodwill is allocated or more frequently if there is any indication that the assets have suffered an impairment loss, as the case may be. There are inherent uncertainties in the estimates, judgments and assumptions used in assessing the recoverability of goodwill and intangible assets. However, we cannot assure you that our assumptions will prove to be correct. Our assumptions may be subjected to revisions because of factors adversely affecting our business, or under circumstances where we fail to sustain the growth we have estimated. Any recognition of impairment in goodwill and/or intangible assets will result in charge in our profits and our results of operations could be materially and adversely affected.

We are subject to credit risk in respect of our trade and other receivables

During the Track Record Period, our trade receivables principally represented the outstanding amounts receivable by us from our customers. We generally offer our customers credit terms of 30 to 60 days from the invoice date. We cannot assure you that our customers could settle our trade receivables in a timely manner, or at all, or that we can properly assess and respond in a timely manner to changes in our customers credit profile and financial condition. Adverse changes in their financial conditions may negatively affect the length of time that it will take us to collect associated trade receivables or impact the likelihood of ultimate collection, which would in turn have an adverse and material effect on our business, financial condition and results of operations. Moreover, as we continue to grow our business, the amount of trade receivables we record may increase, which may have a negative impact on our cash flow.

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Our other receivables generally represents (i) deposit paid in relation to the acquisition of machinery and utilities; (ii) rental deposits; (iii) advances to shipping lines and agents in relation to our freight forward business; (iv) prepayments on insurances; (v) deferred issue cost; and (vi) other miscellaneous receivables. There can be no assurance that all such amounts due to us would be settled on time, or that such amounts will not continue to increase in the future. Accordingly, we may face credit risk and our performance, liquidity and profitability would be adversely affected if significant amounts due to us are not settled on time or substantial impairment is incurred.

We are exposed to foreign exchange fluctuation

Our revenue is based on the currencies of the countries and/or jurisdictions in which we have presence and therefore we may be exposed to foreign exchange risk. Please refer Note 35 of the Accountants’ Report as set out in Appendix I to this document for an analysis of the potential impact of foreign exchange rate fluctuations on our profit or loss. However, our Group does not have a foreign currency hedging policy, although, exposures to currency risk are monitored on an ongoing basis and the Group aims to keep the net exposures at an acceptable level.

In addition, our consolidated financial statements are presented in S\$. As such, we are exposed to foreign exchange translation risks as the financial statements of our subsidiaries in the countries outside Singapore are denominated in their respective domestic currencies which are then translated at the foreign exchange rate applicable on the translation dates into Singapore dollars upon consolidation. Any unfavourable fluctuations of Singapore dollars against those currencies may materially and adversely affect the value of our net assets and income. Our Group cannot predict the impact of future exchange rate fluctuations on our results of operations.

Our continued success and sustainability of growth will depend on our ability to expand our network in Asia and globally

As part of our long term objectives, we aim to pursue expansion opportunities by exploring joint ventures, strategic alliances, acquisitions, or investments in both existing and new markets, as and when suitable opportunities arise. Please refer to the paragraph headed “Business – Business Strategies and Future Plans” in this document for further details on our future plans. In the event that suitable acquisition targets or new opportunities are not identified, or acquisitions are not able to be made on terms acceptable to us, our ability to successfully execute our growth strategy may be limited.

Our expansion plans involve risks and uncertainties. If we are unsuccessful in implementing and executing our expansion plans, we may lose part or all of our investments. This may materially and adversely affect our business, financial condition, results of operations and prospects. Factors beyond our control, including due diligence issues or difficulty in integrating new businesses into our existing operations, may prevent us from achieving the level of success we had anticipated.

We may be liable for loss or damage to customers’ property stored in our premises

Our business primarily revolves around the storage of property for our customers (cargo and empty containers). As such, we are responsible for the safety of their property. In the event that there is any loss of or damage to such property, we may be liable for the loss or damage. If the loss or damage is significant and our insurance does not or is inadequate to cover such loss or damage, we may have to

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compensate our customers for any such loss or damage, which may lead to our business, financial condition, results of operations and reputation to be materially and adversely affected. Please refer to the paragraph headed “Our insurance coverage may not be sufficient in covering the risks or losses that may result from our operations” in this section for more details.

Tax authorities could challenge the allocation of taxable income and expenses among our subsidiaries, which could increase our overall tax liability

Our Group is headquartered in Singapore with operations in the PRC, Hong Kong, Malaysia, Thailand and Vietnam. If two or more affiliated companies are located in different jurisdictions, the tax laws or regulations of each jurisdiction generally require transactions among those affiliated companies to be conducted on terms consistent with those between unrelated companies dealing at arms’ length, and appropriate documentation is generally maintained to support the transfer prices.

In our ordinary course of business, related party transactions are conducted among affiliates of our Group. In particular, material related party arrangements are entered into by (SG) EK Marketing which acts as a marketer and promotor of our Group’s depot services to our customers and procures affiliated operating entities of our Group to provide various depot services (including storage, handling, repair, and other related services) to customers in Singapore, the PRC, Malaysia, Thailand and Hong Kong, whereby part of the revenue received from customers are reimbursed as service fee payments to the related party depot service providers.

In compliance with applicable transfer pricing laws and regulations, the pricing of our material related party transactions has been set with regards to transfer pricing principles as set out in guidelines published by the OECD and Singapore, and we have maintained appropriate transfer pricing documentation in this regard. Based on the assessment of our independent tax service firm from a Singapore transfer pricing perspective, we believe that the risk that our transfer pricing arrangement would result in the imposition of any additional Singapore tax liability to our Group to be remote. However, there is no assurance that the relevant tax authorities would not challenge the appropriateness of our transfer pricing arrangement, or that the relevant regulations or standards governing such arrangement will not be subject to future changes. In the event that a tax authority finds that our transfer pricing arrangements to be inappropriate or unreasonable, such authority could require the relevant entities to re-determine transfer prices and thereby reallocate the income, or adjust the taxable income, or deduct costs and expenses of the relevant subsidiary in order to accurately reflect such income. This may possibly lead to an increase in our overall tax liability, which could adversely affect our financial condition, results of operations and cash flows. Please refer to the paragraphs headed “Business – Transfer pricing arrangement – Transfer pricing assessment” and “Regulatory Overview and Taxation” in this document for further details.

In addition, the tax laws in the jurisdictions in which we operate are subject to differing interpretations. Tax authorities may disagree with and challenge our assessments of our transactions and/or tax positions (for example, in terms of whether transactions have been conducted at arms’ length, or whether profit has been properly allocated between affiliates in different jurisdictions), and if successful, such challenges could increase our overall tax liability, such as additional taxes, interest, fines or penalties. Even if we, or our subsidiaries, are successful in responding to challenges by tax authorities, responding to such challenges may be expensive, time consuming and/or may divert resources and our

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management’s time and focus away from our operations or businesses. Therefore, a challenge as to any of our or our subsidiaries’ transactions and/or tax position or status, even if unsuccessful, may have a material adverse effect on our business, financial condition, results of operations and/or liquidity.

We face inherent risks related to our associates and joint ventures

We do not have majority control in our associates. As we do not have full control over our associates and our respective strategic partners in joint ventures, we have limited ability to dictate or substantially influence certain decisions and/or the general direction undertaken by our associates and joint venture entities. Our relevant strategic partners may have economic or business interests or goals that do not completely align or are inconsistent with ours, and may cause such entities to undertake certain transactions or corporate actions which are inconsistent or contrary to our Group’s strategy, policies and objectives, and the business, financial condition, results of operations and/or prospects in such entities may be materially and adversely affected.

We may require additional funding for our future growth which may not be available on terms favourable to us or at all

Although we have identified our future growth plans as set out in the paragraph headed “Business – Business Strategies and Future Plans” in this document as viable avenues to pursue growth in our business, the net [REDACTED] from the [REDACTED] may not be sufficient to fully cover the estimated costs of implementing all these plans. In addition, there may also be opportunities to grow and expand from time to time which may require additional funding and which cannot be predicted at this juncture.

Our ability to obtain additional funding depends on a number of factors, such as market conditions, our operating performance and the commercial viability of our services. There is no assurance that we will be able to obtain additional funding in a timely manner and on terms that are acceptable to us or at all. For the years ended 31 December 2023, 2024 and 2025, our weighted average effective interest rates of bank borrowings were approximately 5.4%, 5.2% and 2.9%, respectively. If we require additional funds and cannot raise them on acceptable terms, we may not be able to (i) execute our growth plan for our services; or (ii) take advantage of future opportunities, including synergistic acquisitions.

If we are unable to procure the additional funding that may be required to fund the development and expansion of our business on favourable terms or at all, our business, financial condition, results of operations and prospects may be materially and adversely affected.

Our employees are exposed to occupational health and safety risks

Some of our employees work in an environment that may expose them to workplace accidents and incidents such as injuries resulting from accident fall or improper use of mechanical equipment. Notwithstanding the pre-job training we conduct for all depot workers, the establishment of our Workplace Safety and Health policy and Workplace Safety and Health Committee, workplace accidents remain a possibility at our operation sites. There is no assurance that our employees or our subcontractors will not violate our relevant policies, guidelines or other related company rules and regulations.

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In the event that an employee is injured in the course of his or her employment, we may be liable for penalties, suspensions and/or fines imposed by regulatory authorities or damages arising from claims for compensation from the injured employee that may not be fully covered by our insurance policies. Please refer to the paragraph headed “Our insurance coverage may not be sufficient covering the risks or losses that may result from our operations” in this section for more details.

In addition, we may be exposed to criminal and/or civil action and be required to pay damages as a result. Such workplace accidents and incidents, or any penalties imposed by the relevant authorities for failure to implement safety measures, may have a material and adverse impact on our business, financial condition, results of operations and reputation.

Our insurance coverage may not be sufficient in covering the risks or losses that may result from our operations

Our business inherently carries a number of risks, including but not limited to vehicle collisions, cargo loss or damage, property loss, personal injuries, and business interruptions due to natural disasters, political unrest or other factors. We maintain a range of insurance policies at both global and local operational levels that are appropriate for our current businesses which provide coverage for third-party liability, transportation risks, property loss and damage, workers’ compensation for injury and death, and other areas. Please refer to the paragraph headed “Business – Insurance” in this document for further details on the range of insurance policies we maintain.

While we believe that we have adequately insured our business and operations, and in amounts that are commercially appropriate, we may become subject to liabilities for events against which we are not adequately insured or which we cannot insure on terms that are acceptable to us, such as losses suffered that are not easily quantifiable and which may damage our reputation, including natural disasters, riots, general strikes, and acts of terrorism. Recovering losses from insurers could be challenging and time-consuming, and we may not be able to recover the full amount of losses incurred. Additionally, there may be some risks that are uninsurable or not economically insurable, such as acts of war and terrorism. If losses arise from damage to our assets and properties that are not adequately covered by our insurance policies, or if such damage exceeds the insured amount, our results of operations and financial condition may be materially and adversely affected.

We are dependent on our electronic management systems and we may suffer from information and technological system failures which could have material and adverse impacts on our business

Our information technology systems are critical to the quality and competitiveness of our container and logistic related businesses and we rely on these technological systems for various operation and functional needs, including sharing of operational data and reports with our customers and providing our customers with payment options. Our current key IT systems include our container management system, depot appointment system, handheld survey systems, B.I. On The Go system and gate automation system. The efficient and uninterrupted operation of our IT systems is essential to delivering our services. Please refer to the paragraph headed “Business – Information Technology” in this document for further details.

Despite our continuous efforts to make investments in our IT systems, these systems may be susceptible to technical breakdowns or failures, cybersecurity risks, fire, natural disasters, power loss, network disruptions, telecommunications failure, industrial action, acts of war, terrorism or other factors

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beyond our control. Any failure or breakdown in these systems or processes could disrupt our business operations, and prolonged outages could impact our ability to provide timely services to our customers or at all. While we have implemented precautions and systems to address such risks, we cannot guarantee that such measures will prevent disruptions to our business operations or that we will be able to resolve system failures or interruptions in a timely and cost-effective manner. Therefore, such incidents may have a material and adverse impact on our business, financial condition, results of operations and reputation.

Failure to keep pace with technological advancements and design improvements may materially and adversely affect our competitiveness

We operate in a competitive environment where cost-effectiveness, efficiency and the range of services provided are important factors to our customers. Effective electronic management systems are crucial for streamlining our operations, managing our operating costs and maximising work efficiency. As customers become increasingly sophisticated, we must adjust our operating systems and processes accordingly, and our machinery and vehicles must become increasingly versatile in order for us to remain competitive. In the event that we lose our competitive edge, our business, results of operation and prospects may be materially and adversely affected.

We are subject to risks relating to conducting business in foreign countries

Our business operates in several countries, including Singapore, the PRC (including Hong Kong), Thailand, Malaysia and Vietnam. The performance of the general global economy may affect our business, particularly the volume of containers that we handle and the use of other container and logistic related services by customers. Any economic slowdown, financial market turmoil, decrease in demand for shipped goods, trade sanctions or political uncertainties between countries may hinder our ability to operate in the relevant foreign countries on favourable or reasonable terms or prevent us from operating altogether. Any negative developments or severe or prolonged slowdown globally or in the ASEAN region and the PRC may have a material and adverse impact on our business, results of operations, financial condition and prospects.

Further, any intention to expanding operations into new geographic markets may increase the risks we face. We may not succeed in developing and implementing effective policies and strategies in each location where we conduct business. Any failure to do so may materially and adversely affect our business, financial condition, results of operations and prospects.

We are subject to compliance with and changes to laws and regulations, and any changes in the relevant laws and regulations may significantly increase our compliance burden

We are required to obtain various licences, permits and approvals to operate our business as stipulated by relevant laws and regulations, which may be subject to periodic renewal by the relevant governmental authorities, and each is subject to conditions specified therein. Although we will continue to use our best efforts to obtain all necessary licences, permits, approvals and certificates and to complete renewals in a timely manner, there is no assurance that we will be able to do so. Failure to obtain or renew required licences, permits, approvals or certificates in a timely manner may result in penalties, and

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we may be exposed to the risk of having our licences, permits or approvals suspended or revoked by the relevant governmental authorities, materially and adversely affecting our business and results of operations.

We must continually monitor and ensure compliance with the conditions, laws and regulations associated with our licences, permits and approvals. Ongoing costs and obligations are associated with compliance, and failure to comply may result in additional costs for corrective measures, penalties, or restrictions on our business operations, causing disruption to our business operations. Any future changes to such laws, regulations, rules and guidance could require significant changes to our business operations, result in increased compliance costs or material liabilities, or affect our ability to renew our licences, permits and certificates and approvals or obtain timely renewals, which would have a material and adverse effect on our business, financial condition and results of operations.

The legal systems of the countries in which we operate are complex and the interpretation, application and enforcement of laws and regulations may involve uncertainty

The legal systems of countries in which we operate are complex and there may be uncertainties in the interpretation, application and enforcement of laws and regulations. There may also be limited precedents on the interpretation, implementation or enforcement of local laws and regulations. The laws and regulations may be supplemented or modified by practices that may not have been ruled upon by the courts or enacted by legislative bodies and could change without notice or on short notice. Therefore, there may be some degree of uncertainty regarding the application of and compliance with laws and regulations that apply to our business.

Further, there is uncertainty as to whether the courts in these jurisdictions would recognise or enforce foreign judgments or foreign arbitral awards. The complexity and uncertainty in the legal systems of the countries in which we operate may negatively impact our operations in these countries and our business, financial condition, results of operations and prospects may be materially and adversely affected.

It may be difficult to enforce legal judgment against us, our members or our Directors and officers

We are a holding company incorporated in Singapore with all our business operations conducted through subsidiaries registered across the ASEAN regions and the PRC. Most of our Directors and officers are residents of jurisdictions outside of Hong Kong. A substantial portion of our assets and the assets of our Directors and officers, at any one time, are and may be located in jurisdictions outside of Hong Kong. It could be difficult for [REDACTED] to effect service of process within Hong Kong on our Directors and officers who reside outside of Hong Kong. The use of Hong Kong courts by aggrieved [REDACTED] may be subject to certain limitations concerning enforcement of a Hong Kong judgment against us, our members or our Directors and officers.

The Hong Kong Takeovers Code and the Singapore Takeover Code will apply to the Company upon the [REDACTED]

Upon the [REDACTED], as a company incorporated in Singapore with a [REDACTED] on the Stock Exchange, both the Hong Kong Takeovers Code and the Singapore Code on Take-overs and Mergers (the “**Singapore Takeover Code**”) will apply to the Company. There are certain differences

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between the requirements under the Hong Kong Takeovers Code and the Singapore Takeover Code. For example, while the mandatory general offer threshold is 30% of the voting rights of a company under both the Hong Kong and Singapore Takeover Codes, the “creeper rule” is different. Under the “creeper rule”, a mandatory general offer is required to be made where a person and his concert parties hold not less than 30% but not more than 50% of the voting rights and such persons (a) (under the Singapore Takeover Code) acquire in any period of six months additional shares carrying more than 1% of the voting rights or (b) (under the Hong Kong Takeovers Code) acquires additional voting rights and such acquisition has the effect of increasing that person’s holding of voting rights of the company by more than 2% from the lowest percentage holding of that person in the 12-month period ending on and inclusive of the date of the relevant acquisition. For further details of the Singapore Takeover Code, see “Appendix IV- Summary of the Constitution of our Company and Singapore Company Law – Takeovers.” Unless the Securities Industry Council of Singapore disapplies the relevant provisions of the Singapore Takeover Code or the SFC grants a waiver from strict compliance with the relevant provisions of the Hong Kong Takeovers Code, Shareholders and potential investors of the Company will need to comply with the stricter of the requirements under both codes. Any dispensation under the Singapore Takeover Code or the Hong Kong Takeovers Code will be granted only in exceptional cases and there is no assurance that any such dispensation will be granted.

RISKS RELATING TO OUR OPERATIONS IN THE PRC

Our non-compliance with relevant social insurance and housing provident fund contribution laws and regulations in the PRC might lead to imposition of fines and penalties

According to the relevant PRC laws and regulations, we are required to make contributions to certain employee social welfare schemes. The relevant schemes include social insurance contributions (including basic endowment insurance, unemployment insurance, basic medical insurance, work-related injury insurance and maternity insurance) and housing provident fund contributions. During the Track Record Period and up to the Latest Practicable Date, (PRC) TJ Keyun failed to make full social insurance and housing provident fund-contributions for its employees.

It is estimated that for the years ended 31 December 2023, 2024 and 2025, the estimated aggregate shortfall in social insurance contribution amounted to approximately RMB1.2 million, RMB0.9 million and RMB0.6 million (equivalent to approximately S\$0.2 million, S\$0.2 million and S\$0.1 million), respectively, and the estimated aggregate shortfall in housing provident fund contribution amounted to approximately RMB0.5 million, RMB0.4 million and RMB0.3 million (equivalent to approximately S\$0.1 million, S\$0.1 million and S\$0.05 million), respectively.

In the event that the relevant authority later strengthens the enforcement of the relevant laws and regulations on social insurance and housing provident fund in respect of the enterprises within its jurisdiction and accordingly considers it necessary to make retrospective contribution to social insurance fund and housing provident fund contributions and impose penalties, the amount of which may be significant, our Group’s business, financial condition and operating results may be materially and adversely affected. Please see the paragraph headed “Business – Non-compliance – Failure to make full contributions to the social insurance and housing provident fund” in this document for further details.

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We may be required to complete the filing with the CSRC in connection with the proposed [REDACTED] under the New Measures

On 17 February 2023, the CSRC released a set of regulations including the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**New Measures**”), and five supporting guidelines (5項配套指引), which came into effect on 31 March 2023. Under the New Measures, any overseas offering and listing by an issuer shall be determined as indirect overseas offering and listing by a domestic enterprise and shall undergo the relevant filing formalities with the CSRC if (i) among the operating revenue, total profits, total assets or net assets of the domestic enterprise in the most recent fiscal year, any index accounts for over 50% of the relevant data in the audited consolidated financial statements of the issuer for the same period; and (ii) the main parts of the business activities of the issuer are carried out in China or the main business places are located in China, or most of the senior executives in charge of business operation are Chinese citizens, or their habitual residences are located in China. The determination of indirect overseas offering and listing by domestic enterprises shall follow the principle of substance over form (the “**Principle**”). Further, pursuant to Article 4 of Guidelines for Application of Regulatory Rules – Overseas Offering and Listing No.1 (監管規則適用指引 — 境外發行上市類第1號), where an issuer does not fall within the circumstances stipulated in Article 15(i) and (ii) of the New Measures, but submits the application for offering and listing in an overseas market in accordance with the relevant provisions on non-PRC issuers, and the risk factors disclosed are primarily related to the PRC, the securities company and the issuer’s PRC legal adviser shall follow the Principle and conduct comprehensive demonstration and identification of whether the issuer falls within the scope of the filing requirements.

Given that (a) none of the operating revenue, total profits, total assets or net assets of our PRC Entities accounts for over 50% of those of our Group for the year ended 31 December 2025; (b) as confirmed by our Directors, there is not any main parts for our business activities, and thus, the criteria “whether the main parts of the business activities of the issuer are carried out in China” as stipulated in Article 15(ii) of the New Measures are not applicable; (c) as confirmed by our Directors, our main business places are not located in China; and (d) most of our senior executives in charge of business operations are not Chinese citizens, and their habitual residences are not located in China, our PRC Legal Advisers is of the view that, we do not fall within the circumstances stipulated in Article 15(i) and (ii) of the New Measures. In addition, given that most of the risk factors disclosed herein are not primarily related to the PRC, as advised by our PRC Legal Advisers, we do not fall within the above requirements as set out in the Guidelines for Application of Regulatory Rules - Overseas Offering and Listing No.1. Based on the foregoing, we believe we do not fall within the scope of the filing requirements stipulated by the New Measures and the Guidelines for Application of Regulatory Rules – Overseas Offering and Listing No.1, and thus are not required to file with the CSRC in this regard. However, uncertainties still exist as to how the New Measures and the supporting guidelines will be interpreted and implemented in practice. Particularly, the Principle is subject to any new laws, rules and regulations or interpretations and implementations in any form relating to the filing requirements under the New Measures. If the CSRC considers that we fall within the circumstances stipulated in the second paragraph of Article 15 of the New Measures and therefore shall complete the filing procedure, but we failed having done so, the CSRC may order us to rectify, issue warnings and impose a fine up to RMB10 million. Plus, directly liable persons-in-charge and other directly liable persons may be warned and each be imposed a fine up to RMB5 million.

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We may face challenges by third parties with respect to property ownership, which may expose us to potential financial loss and negatively affect our ability to use the properties that we lease

As at the Latest Practicable Date, for one of our leased properties in the PRC, we have not been provided by the lessor with the relevant ownership certificates or any other documentation proving its right to lease and/or sublease those properties to us. As advised by our PRC Legal Advisers, in the event that lessor is not the owner of the property and it has not obtained consent from the owner or its lessor, our lease could be invalidated. If this occurs, we may have to renegotiate the lease with the owner or other relevant parties who have the right to lease the property, and the terms of the new lease may be less favourable to us. Moreover, we may become involved in disputes with the property owners or third parties who otherwise have rights to or interests in our leased property.

During the Track Record Period and up to the Latest Practicable Date, we have complied with relevant PRC environmental laws and regulations and/or fire safety requirements in all material aspects to the extent such laws, regulations and requirements are applicable to lessees with regard to our afore-mentioned leased properties in the PRC.

We are not aware of any material claims or actions being contemplated or initiated by government authorities, property owners or any other third parties with respect to our leasehold interests in or use of such property. We can provide no assurance that we will be able to find suitable replacement sites on terms acceptable to us on a timely basis, or that we will not be subject to material liability resulting from third parties’ challenges on our use of such property. As a result, our business, financial condition and results of operations may be materially and adversely affected.

Four of the leasing agreements of our leased properties have not been registered as required by applicable PRC laws and regulations in which we may be subject to penalties should we fail to register these lease agreements upon request by the relevant authorities

As of the Latest Practicable Date, four of the leasing agreements of our leased properties have not been registered with the competent PRC government authorities as required by applicable PRC laws and regulations. Our PRC Legal Advisers has advised us that failure to register such lease agreements with relevant PRC government authorities does not affect the validity of the lease agreements, but the relevant PRC government authorities may order us to, within a prescribed time limit, register the lease agreements. Failure to do so may subject us to a fine ranging from RMB1,000 to RMB10,000 for each lease agreement. Please see the paragraph headed “Business – Non-compliance – Failure to register lease agreements with relevant PRC government authorities” in this document for further details.

RISKS RELATING TO OUR OPERATIONS IN HONG KONG

Our operations may be materially and adversely affected by a decline in container throughput of Hong Kong port terminals

Hong Kong was previously consistently ranked near the top for the world’s busiest container port terminals in past years but its positioning has been declining whilst neighbouring ports in the Greater Bay Area, such as those in Guangzhou and Shenzhen of the PRC, have increased their container throughput capacities and operating performance leading to increasingly competitive market environments. According to the data released by the Marine Department of the Government of Hong Kong, there has

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been a consistent downwards trend of container throughput of Hong Kong port terminals in the past decade where the total container throughput in 2014 was 22.2 million TEUs as compared to 13.7 million TEUs in 2024, representing a decrease of 38.3%.

As our Hong Kong operations are interconnected with the trade flows and performance of the port terminals in Hong Kong, decreases in container throughput of Hong Kong port terminals may lead to a reduced demand for our container depot and logistic related services accordingly, which may materially and adversely affect our business, financial condition and results of operations in Hong Kong.

Land shortage has been plaguing Hong Kong in recent years and any potential rejuvenation or development of the sites, particularly the brownfield sites, which we operate may materially and adversely affect our business, financial condition and prospect

Based on our Director’s knowledge, the Government of Hong Kong typically offers short term tenancy rentals or relatively small odd shaped container depot land areas in the vicinity of the terminal for container storage and other relevant uses including handling cargo, lorry parking and repairs which are not directly related to the operation of the port terminals. In view of the quarterly renewal being subject to the lessor’s approval, there is an uncertainty regarding our ability to continue our operations in the same location. There is no assurance that we would be able to renew the lease agreements or secure lease replacement land near the port terminals at rates and terms acceptable to us. If we fail to renew the leases or the leases are terminated prematurely due to reasons beyond our control such as the implementation of redevelopment plans, we may have to relocate our operations and assets to other premises. The new locations may not be as desirable as the original locations in terms of geographical and operational suitability, and we may need to incur costs to reinstate the relevant land prior to handing over which could subject us to additional costs and have a material and adverse effect on our business, financial condition, results of operations and prospects. If we fail to find suitable replacement properties or facilities, it may lead to disruptions in our business operations and materially and adversely affect our business, financial condition, results of operations and prospects.

RISKS RELATING TO OUR OPERATIONS IN MALAYSIA

Our operations may be materially and adversely affected by social, economic, legal and regulatory developments in Malaysia

As some of our Group’s operations are located in Malaysia, our business prospects, financial condition and prospects of the industry in which we operate in will depend, to some degree, on the developments of the social, economic, legal and regulatory fronts in Malaysia. Therefore, we may be affected by changes in government policies and/or relevant laws and regulations in Malaysia. Any political or regulatory changes, including the introduction of new laws and regulations or changes to relevant laws and regulations may have an impact upon, amongst others, the conduct of business, interest rates and the taxation of goods and services or regulations relating to mandatory Bumiputera equity requirements. In addition, the implementation of new laws and regulations may require us to incur additional expenses to comply with these changes.

An adverse development relating to any of the foregoing may have a material and adverse effect on our business operations, financial position, results of operations and prospects, particularly if we are unable to comply with the new laws, regulations or policies.

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In addition, the economic conditions in Malaysia may affect our business and operations, as well as our prospects. Any future deterioration of the Malaysian economy may also affect the costs of our operations and in turn may materially and adversely affect our business and financial performance.

We may be affected by changes to foreign exchange controls, fiscal and other regulatory policies in Malaysia

Since 21 July 2005, the RM peg to the US\$ has been removed and the RM has been allowed to operate on a managed float basis to ensure that the exchange rate remains close to its fair value. Currently, there are no restrictions for non-residents on the repatriation of proceeds from divestment of RM assets, profits, dividends or any income arising from investments in Malaysia, provided that the repatriation is made in a foreign currency and that the conversion of RM into the foreign currency is undertaken in accordance with the Malaysian Financial Services Act 2013 and Bank Negara Malaysia's Foreign Exchange Notices.

In the event the Malaysian government implements any change to the relevant regulations on foreign exchange controls, such as the introduction of restrictive foreign exchange rules for non-resident entities, such changes may affect the repatriation of funds from our Malaysian subsidiaries and limit the ability of our Malaysian subsidiaries to distribute dividends to us derived from profits generated in Malaysia. As a result, any such developments may materially and adversely affect our Group's financial position.

We may be subject to tax audit and investigations in Malaysia

The Malaysian tax regime is based on a self-assessment system. Our Group's Malaysian subsidiaries have legal obligations to make self-assessments of the tax payable, file necessary tax returns annually and remit the tax payable within the statutory deadlines. The Malaysian Inland Revenue Board ("MIRB") is empowered by the Malaysian Income Tax Act 1967 to carry out audit and investigation on companies chargeable to determine, amongst others, whether their tax returns filed have been computed accurately and completely. If the MIRB determines that a company is subject to more tax payable than was reported in the self-assessed tax returns, it can impose additional tax and/or penalties on such company under the Malaysian Income Tax Act 1967.

Our Malaysian subsidiaries will calculate the amount of taxes and make payment thereof in accordance with the applicable taxation laws. However, if the MIRB has a different view from us with respect to our self-assessed tax payable in the tax returns filed by our Malaysian subsidiaries, there is a possibility that additional taxes or penalty may be imposed. We may also be subject to tax audit and investigation by the MIRB and the outcome of such tax audits cannot be predicted with certainty. If additional taxes or penalties are imposed on our Malaysian subsidiaries, this could negatively impact our Group's profit margin and materially and adversely affect our business, financial position, results of operations and prospects.

Whilst our Group may seek tax advice or opinions from advisers from time to time to mitigate such risks, there is no assurance that any tax positions taken by our Group will not be challenged by the MIRB in Malaysia.

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As at the Latest Practicable Date, our Malaysian subsidiaries have not been the subject of any ongoing or pending tax audit or investigation in Malaysia.

RISKS RELATING TO OUR OPERATIONS IN THAILAND

Uncertainties in the economic, legal and regulatory environment in Thailand may adversely affect our business

Our operations in Thailand are subject to the economic, legal and regulatory conditions in Thailand that differ from those prevailing in other countries with more developed economies. Our results of operations are influenced in part by the general state of the Thai economy. Factors that may adversely affect the Thai economy, whether directly or indirectly, include global economic conditions, exchange rate fluctuations and the exchange control policy of the Bank of Thailand, a prolonged period of inflation, deflation, economic stagnation or an increase in regional interest rates, changes in taxation, natural disasters, including tsunamis, earthquakes, fires, drought and similar events in Thailand or the region and other regulatory or economic developments in or affecting Thailand. Any downturn in the Thai economy may have a material and adverse effect on our business, financial condition, results of operations and prospects.

The Thai government has frequently intervened in the domestic economy and has occasionally made significant changes in economic policy. The Thai government’s actions to control inflation and implement other policies have included, among other things, wage and price controls, capital controls and limits on imports, at times partially reversing such policies soon after the new policies were announced. Our business, financial condition and results of operations may be materially and adversely affected by changes in government policies involving exchange controls, tax policies and other matters.

Furthermore, although the political climate in Thailand has been relatively calm recently, there is no guarantee against future political incidents. Changes in government, protests, civil unrest, and other political factors may adversely affect our operations in Thailand, as well as our financial position, cash flow, and overall operational results.

Risks relating to our corporate structure in Thailand

The Foreign Business Act B.E. 2542 (1999), as amended (the “FBA”), restricts foreigners (including juristic persons registered in Thailand with 50% or more of their shares held by non-Thai individuals) from conducting service businesses in Thailand.

We hold approximately 49% of the shares in the share capital of (TH) EK via ordinary shares. The remaining 51% of the shares are held by Thai individuals via preference shares. (TH) EK, in turn, holds a controlling stake in (TH) Reefertec. The articles of association (by-laws) of (TH) EK prescribe that, preference shares are entitled to a diluted voting rights. As such, all resolutions of the shareholders require an affirmative vote from us and we maintain control over (TH) EK and (TH) Reefertec. Please refer to the paragraph headed “History, Reorganisation, and Corporate Structure – Corporate Structure” in this section.

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Presently, the Foreign Business Administration Division of the Department of Business Development interprets the FBA in a manner that focuses solely on ownership, specifically the proportion of shares rather than company control. Therefore, based on genuine business decisions made by the shareholders of (TH) EK in relation to the control, the above shareholding and control structure is in compliance with the FBA.

However, there is no assurance that government authorities will not later deem our corporate structure non-compliant with relevant Thai laws and regulations. Furthermore, laws and regulations in Thailand may change, potentially rendering our corporate structure non-compliant. In such an event, we may need to alter our business model, adjust corresponding business strategies, and restructure our shareholding in Thailand, which could materially and adversely affect our business, financial condition, results of operations, and prospects.

RISKS RELATING TO OUR OPERATIONS IN VIETNAM

The property in which we carry out our container depot operations in Vietnam lacks relevant land use certificates, which may materially and adversely affect our container depot operations at this location

As of the Latest Practicable Date, we operate one container depot in Dong Nai province, Vietnam under a service agreement with a local container depot operator for a term of three years. The local depot operator provides the land for us to carry on our container depot operations in the Dong Nai province. However, the local container depot operator has yet to obtain approval for the appropriate land use right certificate for us to carry out container depot operations. As a result, our right to carry out container depot operations on this land may possibly be limited or challenged by government authorities.

As advised by our Vietnam legal adviser, the risk in connection with this regulatory issue is that the relevant government authorities may (i) impose the local depot operator a fine of VND80 million (equivalent to approximately S\$4,000); and (ii) require the local depot operator to return the misused land for which they have not obtained the relevant land use right certificates, resulting in the cessation of our container depot operations in this location. Any requirement by relevant government authorities for recovery of the land must follow statutorily prescribed procedures whereby the relevant government authority must first notify the land owner of the contemplated recovery together with instructions on the handling of the remaining property or land-attached assets (if any).

As of the Latest Practicable Date, we were not aware of any actual or contemplated actions, claims or investigations by any government authorities in respect of this land. However, we are actively looking for other suitable land in the greater Ho Chi Minh City area to move out and carry out our own container depot operations. We cannot assure you that the relevant government authorities will not take any actions in the interim and we cannot assure you that we will be able to find suitable land free from regulatory issues to carry out container depot operations at the same scale. If this risk materialises, our business, financial condition and results of operations may be materially and adversely affected.

RISK FACTORS

Introduction of new laws or changes to existing laws in Vietnam may materially and adversely affect our business

Vietnam’s legal system may not offer the same degree of stability and predictability as many developed markets, which could impact the protection of private businesses. The legal framework and regulatory apparatus are still in the early stages of development and not as well-established as those in more developed markets. As a matter of practice, it is often not the courts but the Vietnamese government ministry, department or agency responsible for administering the relevant law or regulation that is the arbiter of legality and enforceability. It is difficult to predict when Vietnam’s legal system will attain a similar level of certainty and predictability of jurisdictions as more developed legal systems.

Anti-bribery and corruption laws and regulations in Vietnam may not be as stringent as in other jurisdictions with more developed legal systems, and instances of bribery, fraud, accounting irregularities and other improper, illegal or corrupt practices can be difficult to detect. Potential corruption by third parties and a lack of transparency in judicial processes may interfere with our ability to protect our legal rights in Vietnam, which in turn may materially and adversely affect our operations, financial condition, results of operations, cash flow and prospects.

Tax laws in Vietnam are subject to change

All major tax laws and regulations in Vietnam (including value added tax, corporate income tax, personal income tax and royalty fees) have undergone significant changes since 1 January 2015 and continue to be supplemented and clarified as issues arise over interpretation or implementation. A number of amendments and reforms were also conducted with respect to the tax laws in Vietnam where our Group operates. Any changes in our Group’s tax status or the taxation legislation or different interpretations of tax laws and policies in Vietnam may materially and generally affect our performance and results of operations and increase the tax obligations imposed on our Group.

RISKS RELATING TO THE [REDACTED]

Control by our Controlling Shareholders may limit your ability to influence the outcome of decisions requiring the approval of Shareholders

Immediately after the completion of the [REDACTED], NEKCG will directly hold approximately [REDACTED] of the issued Shares of our Company (without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED] and the Post-[REDACTED] Share Options). NEKCG is an investment holding company, which is owned as follows: (1) NEKCH as to approximately 79.4%; (2) NEKGH as to approximately 5.6%; (3) Mr. Li as to approximately 7.3%; (4) Mr. Ng as to approximately 6.4%; and (5) Mr. Leung as to approximately 1.3%. Therefore, NEKCG, NEKCH, NEKGH, Mr. Li, Mr. Ng and Mr. Leung will together form a group of controlling shareholders. Please refer to the section headed “Substantial Shareholders” in this document for further information. As a result, our Controlling Shareholders will be able to exercise significant influence over matters requiring Shareholder’s approval, including the election of Directors, corporate actions such as mergers or take-over attempts, acquisition or disposition of assets, issuance of any additional Shares or other equity securities, timing and amount of dividend payment and management of the Group.

RISK FACTORS

Our Controlling Shareholders may be able to block most, if not all, corporate matters requiring an ordinary resolution under the Companies Act and the Listing Rules, except for certain matters in which they are interested parties and must therefore abstain from voting as required by the Listing Rules. Such concentration of ownership may also delay, prevent or deter a change in control of our Group which may not be in the best interests of our Shareholders. The interests of our Controlling Shareholders may conflict with, those of our public shareholders, and they may take actions or exercise influence that favour their interests over the interests of the Group or our public shareholders. We cannot assure you that our Controlling Shareholders will not cause us to enter into transactions or take, or fail to take, other actions or make decisions that may conflict with the best interests of our other Shareholders.

There was no public market for our Shares prior to the [REDACTED] and an active or liquid trading market for our Shares may not develop

Prior to the [REDACTED], there has been no public market for our Shares. Although we have applied for our Shares to be [REDACTED] on the Main Board of the Stock Exchange, we cannot predict whether an active or liquid trading market on the Stock Exchange will develop, nor can we guarantee that the market price of our Shares will not decline below the [REDACTED]. The [REDACTED] of our Shares may not be indicative of the prevailing prices in the trading market. The development of an active trading market and the level of liquidity depends on a variety of factors, such as our results of operations, business performance, changes in competitive conditions, general economic conditions, political and social factors, volatility in Hong Kong and global securities markets and the performance of the Hong Kong economy. If an active and liquid trading market does not develop, you may have difficulty selling any of our Shares that you purchase and the market price and the liquidity of our Shares could be materially and adversely affected.

Since there will be a gap of several days between pricing and trading of our Shares, holders of our Shares are subject to the risk that the price of our Shares could fall during the period before trading of our Shares begins

The application for the [REDACTED] will commence on [REDACTED] through [REDACTED], being longer than normal market practice of three and a half days. Investors may not be able to sell or otherwise deal in our Shares until the commencement of trading. Accordingly, holders of our Shares are subject to the risk that the price of our Shares could fall before trading begins, as a result of unfavorable market conditions or other adverse developments that could occur between the time of sale and the time trading begins.

Any disposal of a substantial number of Shares by our Controlling Shareholders in the public market could materially and adversely affect the market price of the Shares

There is no guarantee that our Controlling Shareholders will not dispose of their Shares following the expiry of their respective lock-up periods after the [REDACTED]. While we currently are not aware of any intention of such persons to dispose of significant amount of our Shares after the expiry of the lock-up periods, we cannot assure you that they will not dispose of any Shares they may own now or in the future. Our Group is unable to predict the impact, if any, of any future sales of the Shares by any of our Controlling Shareholders, on the market price of the Shares. Sales of a substantial number of Share by any of our Controlling Shareholders or the market perception that such sales may occur could materially and adversely affect the prevailing market price of the Shares.

[REDACTED] from the [REDACTED] may be subject to foreign exchange risk

We are exposed to certain foreign exchange risks in respect of depreciation or appreciation of the currencies used in our business operations. Our revenue is denominated in SGD and the primary functional currencies used in our business operations include USD and RMB, while the [REDACTED] from the [REDACTED] will be denominated in Hong Kong dollars. As such, any unfavorable fluctuations in exchange rates against our Group may adversely affect the underlying value of our [REDACTED] from the [REDACTED].

RISK FACTORS

The price of our Shares may be volatile and you may lose all or part of your investment

The market price of our Shares may be volatile and could fluctuate significantly in response to various factors, some of which may be beyond our control, including changes in conditions affecting our industry, general economic and stock market conditions.

The market price of our Shares may decline below the [REDACTED] and you may not be able to sell your Shares at or above the price you paid in the [REDACTED], or at all. The Hong Kong stock market has from time to time experienced significant price and volume fluctuations that have affected the market prices of securities. These fluctuations have, in some cases, been unrelated or disproportionate to the operating performance of the publicly-traded company. These broad market and industry fluctuations may adversely affect the market price of our Shares, regardless of our actual operating performance.

Overseas Shareholders may not be able to participate in future rights [REDACTED] or certain other equity issues by us

We may, in the future, expand our capabilities and business through acquisitions, joint ventures and strategic partnerships with parties who can add value to our business. As a result, we may require additional equity funding after the [REDACTED]. If we choose to issue new Shares in order to finance future expansion, acquisition, joint ventures and strategic partnerships, our Shareholders will face a dilution of their shareholdings.

If we [REDACTED], or cause to be [REDACTED], to our Shareholders any rights to subscribe for additional Shares or any rights of any other nature, we will have the discretion as to the procedure to be followed in making such rights available to our Shareholders or in disposing of such rights for the benefit of such Shareholders and making the net [REDACTED] available to such Shareholders. Our ability to [REDACTED] these rights outside Singapore may be subject to foreign laws and regulations and we may not be able to [REDACTED] these rights to the holders of our Shares having an address in a jurisdiction outside Singapore. Accordingly, Shareholders who are outside or have a registered address outside Singapore may be unable to participate in rights [REDACTED] and may experience a dilution in their holdings as a result.

The facts, forecasts, and statistics obtained from official government sources may not be entirely reliable

We have derived certain facts, information and other statistics in this document, particularly the sections headed “Industry Overview” from information provided by the government. We believe that the sources of this information are appropriate sources for such information and have taken reasonable care in selecting and identifying the named information sources as well as in compiling, extracting and reproducing the information, and ensuring no material omission of the information. We have no reason to believe that such information is false or misleading in any material respect or that any fact has been omitted that would render such information false or misleading in any material respect. None of the information from official government sources has been independently verified by the Joint Sponsors, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], their respective affiliates or advisers, or any other party involved in the [REDACTED], and no representation is given as to its accuracy. As such, you should not unduly rely upon such information in making, or refraining from making, any investment decisions.

Shareholders and [REDACTED] could face difficulties in protecting their interests because our Company was incorporated under the laws of Singapore and these laws could provide different protections to minority Shareholders than the laws of Hong Kong

Our corporate affairs are governed by our Constitution, the Singapore Companies Act and common law of Singapore. The laws of Singapore relating to the protection of the interests of minority shareholders could differ in some respects from those established under statutes or judicial precedents in existence in Hong Kong. Such differences could mean that the minority Shareholders could have different protections than they would have under the laws of Hong Kong.

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

DIRECTORS

Name	Address	Nationality
Executive Directors		
LI Hung (李雄)	67D Namly Drive Singapore 267477	Singaporean
NG Kam Ming (伍錦明)	98B, Coronation Road West Singapore 269319	Singaporean
Alternate Director		
LEUNG Wai Kuen, Godfrey (梁偉權) (acting as the alternate Director to Mr. Ng)	Flat C, 27/F, Block 15 Laguna Verde Costa Del Sol Hung Hom, Kowloon Hong Kong	Chinese
Non-executive Directors		
MARTI Jean-Christophe, Michel	17 Cove Way #08-10 Singapore 098205	French
CHUA Li Qin, Alicia (蔡莉琴)	636B Tampines North Drive 2 #14-367 Singapore 522636	Singaporean
Independent non-executive Directors		
LAM Shiao Ning	159 Thomson Ridge Singapore 574735	Singaporean
FONG Heng Boo (龐廷武)	156, Lorong Kismis Singapore 598079	Singaporean
YANG Victor (楊岳明)	15B Kennedy Heights 10-18 Kennedy Road Hong Kong	Chinese

For more information on our Directors and members of senior management, please see “Directors and Senior Management” in this document.

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

PARTIES INVOLVED IN THE [REDACTED]

Joint Sponsors

Quam Capital Limited

5/F and 24/F (Rooms 2401 and 2412)
Wing On Centre
111 Connaught Road Central
Hong Kong

Alliance Capital Partners Limited

Room 03, 7/F, Worldwide House
19 Des Voeux Road Central
Hong Kong

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

[REDACTED]

[REDACTED]

Legal advisers to our Company

As to Hong Kong law:

Stephenson Harwood

43/F, One Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

As to Hong Kong law (in relation to our Hong Kong subsidiaries):

ONC Lawyers

19th Floor, Three Exchange Square

8 Connaught Place

Central

Hong Kong

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

As to Singapore law:

WongPartnership LLP

12 Marina Boulevard Level 28

Marina Bay Financial Centre Tower 3

018982 Singapore

As to PRC law:

JunHe LLP

26/F HKRI Centre One, HKRI Taikoo Hui

288 Shimen Road (No. 1)

Shanghai 200041

PRC

As to PRC law (in relation to social insurance and housing provident fund matters):

Grandall Law Firm (Shanghai)

27/F, Garden Square

968 West Beijing Road

Shanghai, China

As to Malaysia law:

Cheang & Ariff

Loke Mansion

273A, Jalan Medan Tuanku

50300 Kuala Lumpur

Malaysia

As to Thailand law:

Weerawong, Chinnavat & Partners

540 Mercury Tower

22nd Floor

Ploenchit Road

Lumpini, Pathumwan

Bangkok 10330

Thailand

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

	<i>As to Vietnam law:</i> LNT & Partners Unit 03, Level 21, Bitexco Financial Tower No.02 Hai Trieu Street, District 1 Ho Chi Minh City Vietnam
Legal advisers to the Joint Sponsors and the [REDACTED]	<i>As to Hong Kong law:</i> [REDACTED] [REDACTED]
Reporting Accountants	Deloitte Touche Tohmatsu <i>Certified Public Accountants</i> <i>Registered Public Interest Entity Auditor</i> 35/F One Pacific Place 88 Queensway Hong Kong
Auditors	Deloitte & Touche LLP <i>Public Accountants and Chartered Accountants</i> 6 Shenton Way, OUE Downtown 2 #33-00 Singapore 068809
Industry consultant	Frost & Sullivan Limited Unit 3006, 30/F Two Exchange Square 8 Connaught Place, Central Hong Kong
Property valuer	Kroll (HK) Limited Level 3, Three Pacific Place 1 Queen’s Road East Hong Kong
Compliance adviser	Quam Capital Limited 5/F and 24/F (Rooms 2401 and 2412) Wing On Centre 111 Connaught Road Central Hong Kong
[REDACTED]	[REDACTED]

CORPORATE INFORMATION

Registered office in Singapore	13 Tuas Avenue 11 Singapore 639079
Principal place of business and headquarters in Singapore	13 Tuas Avenue 11 Singapore 639079
Principal place of business in Hong Kong registered under Part 16 of the Companies Ordinance	Room 1922, 19/F Lee Garden One 33 Hysan Avenue Causeway Bay, Hong Kong
Company’s website	<u>www.engkong.com</u> <i>(The contents of this website do not form part of this document)</i>
Singapore company secretary	CHAN Lai Yin (ACS) Tricor Singapore Pte Ltd 9 Raffles Place #26-01 Republic Plaza Singapore 048619
Hong Kong company secretary	AU-YEUNG Nelly (ACG) (HKACG) Room 1922, 19/F Lee Garden One 33 Hysan Avenue Causeway Bay, Hong Kong
Audit committee	FONG Heng Boo (龐廷武) (<i>Chairman</i>) LAM Shiao Ning YANG Victor (楊岳明)
Remuneration committee	YANG Victor (楊岳明) (<i>Chairman</i>) NG Kam Ming (伍錦明) MARTI Jean-Christophe, Michel LAM Shiao Ning FONG Heng Boo (龐廷武)
Nomination committee	LI Hung (李雄) (<i>Chairman</i>) MARTI Jean-Christophe, Michel LAM Shiao Ning FONG Heng Boo (龐廷武) YANG Victor (楊岳明)

CORPORATE INFORMATION

Authorised representatives (under the Listing Rules)

LI Hung
67D Namly Drive
Singapore 267477

AU-YEUNG Nelly
Room 1922, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Principal banks

DBS Bank Ltd
12 Marina Boulevard
Marina Bay Financial Centre Tower 3
Singapore 018982

United Overseas Bank
80 Raffles Place
#05-00, UOB Plaza 2,
Singapore 048624

Oversea-Chinese Banking Corporation Limited
65 Chulia Street
OCBC Centre East
Singapore 049514

INDUSTRY OVERVIEW

The information and statistics set out in this section and other sections of this Document were extracted from different official government publications, available sources from public market research and other sources from independent suppliers, and from the independent industry report prepared by Frost & Sullivan (the “Frost & Sullivan Report”). We engaged Frost & Sullivan to prepare the Frost & Sullivan Report, an independent industry report, in connection with the [REDACTED]. We believe that the sources of this information are appropriate sources for such information and have taken reasonable care in extracting and reproducing such information. We have no reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. The information from official government sources has not been independently verified by us, the Joint Sponsors, the [REDACTED], [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], any of the [REDACTED], any of their respective directors and advisers, or any other persons or parties involved in the [REDACTED], and no representation is given as to its accuracy.

SOURCE OF INFORMATION

We commissioned Frost & Sullivan to analyze and prepare a report regarding the Southeast Asia, Singapore and The PRC Container Depot Market. Frost & Sullivan is an independent global consulting firm founded in 1961 in New York that offers industry research and market strategies and provides growth consulting and corporate training. We agreed to pay a commission fee of HK\$620,000 to Frost & Sullivan pursuant to a service agreement reached by arm’s length negotiation. Except as otherwise noted, all of the data and forecasts contained in this section are derived from the Frost & Sullivan Report. We have also referred to certain information in the “Summary”, “Risk Factors”, “Business” and “Financial Information” sections to provide a more comprehensive presentation of the industry in which we operate.

In preparing the report, Frost & Sullivan conducted both primary and secondary research and relied on various sources. The primary research was conducted via interviews with key industry experts and leading industry participants. The secondary research involved analysis of market data obtained from several publicly available data sources, such as the Singapore Department of Statistics, National Bureau of Statistics of China and other industrial associations. The market projections in the Frost & Sullivan Report are based on the following key assumptions: (i) the overall social, economic and political environment in Southeast Asia, Singapore, and China is expected to remain stable during the forecast period; (ii) Southeast Asia, Singapore, and The PRC’s economic and industrial development is likely to maintain a steady growth in the forecast period; (iii) related industry key drivers are likely to drive the growth of Southeast Asia, Singapore and The PRC Container Depot Market in the forecast period; and (iv) there is no extreme force majeure or industry regulation which may affect the market dramatically or fundamentally.

OVERVIEW OF CONTAINER DEPOT MARKET

Definition and Key Competencies of Container Depot

A Container Depot (also called an Off-Dock Depot, or Container Yard) is a critical logistics facility located outside of port terminals, serving as the central hub for the storage, maintenance, and distribution of empty shipping containers. It acts as the essential buffer in the global supply chain: when importers return empty units, depots accept them to prevent congestion at the port. A depot is also more than just a

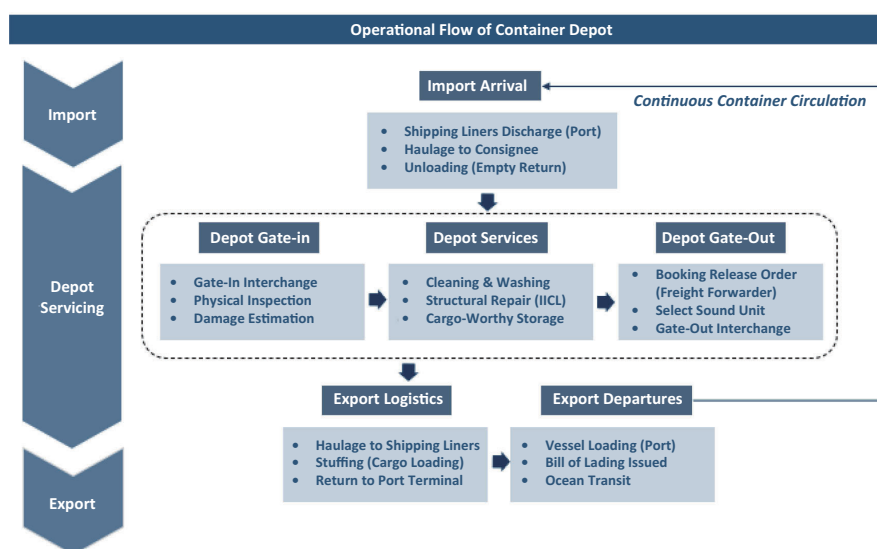
INDUSTRY OVERVIEW

storage yard; it is a service center for asset management. The core function of a depot is comprehensive maintenance and repair services. Trained inspectors examine every container for structural damage or contamination. The depot then performs cleaning, washing, and necessary repairs to ensure the container is in seaworthy condition before it is released to the next exporter. By managing this turnaround process efficiently, Container Depots optimize the utilization of shipping line assets and ensure the smooth flow of global trade.

The core competencies of a container depot center on technical service provision and logistical coordination. Operationally, depots provide the infrastructure and inventory management necessary to balance container supply and demand across global trade lanes, minimizing the costs of equipment repositioning. From a technical standpoint, depots offer specialized maintenance and repair (“M&R”) services that ensure fleet compliance with international safety standards, thereby extending the life of shipping assets. Furthermore, as multi-modal nodes, container depots facilitate the transition between maritime and inland transport, providing the physical capacity to alleviate quayside congestion and ensuring the documented transfer of equipment between carriers and shippers.

Operational Flow Analysis

The container depot operates as a centralized technical interface in the continuous container circulation cycle, bridging the gap between import discharges and export requirements. Functioning as a strategic equipment buffer, the facility manages the transition of empty units through a standardized work flow of gate-in inspection, technical servicing (including International Container Lessors standard repairs), and cargo-worthy storage. By providing a specialised environment for asset restoration and inventory hold, the depot ensures shipping liners maintain constant access to seaworthy equipment while systematically alleviating empty-container congestion at primary port terminals.

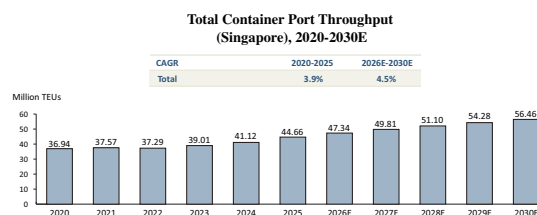
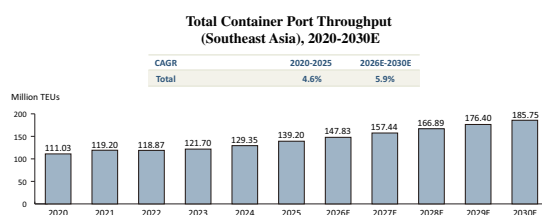


Source: Institute of International Container Lessors (“IICL”) standards, Frost & Sullivan

INDUSTRY OVERVIEW

Market Size of Container Port Throughput in Southeast Asia and Singapore

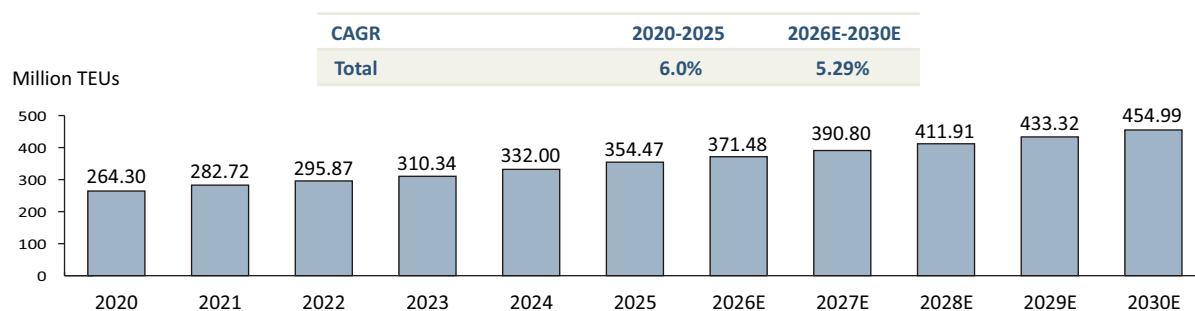
Container port throughput in Southeast Asia grew from 111.03 million TEUs in 2020 to 139.20 million TEUs in 2025, representing a CAGR of 4.6%. Within this region, Singapore accounted for 44.66 million TEUs of the total volume by 2025. Regional expansion was driven by the “China Plus One” manufacturing shift to hubs such as Vietnam and Malaysia, alongside Singapore’s role in managing global supply chain disruptions. Key operational milestones included the phased opening of the Tuas Mega Port and the implementation of digital bunkering systems to enhance turnaround efficiency. The growth momentum has carried over into the current year, with container throughput in Singapore recording year-on-year growth of 11.3% in January 2026 and 3.2% in February 2026, signaling strong underlying market demand. Going forward, regional Southeast Asia throughput is projected to reach 185.75 million TEUs by 2030, representing a CAGR of 5.9% from 2026 to 2030. Singapore is expected to contribute 56.46 million TEUs to this total. Growth will be anchored by the consolidation of city terminals into the Tuas Mega Port, the deepening of intra-ASEAN trade under the Regional Comprehensive Economic Partnership (“RCEP”) framework, and the establishment of Green and Digital Shipping Corridors to attract eco-conscious global carriers.



Market Size of Container Port Throughput in the PRC

The container throughput in the PRC has increased from 264.30 million TEUs in 2020 to 354.47 million TEUs in 2025, representing a CAGR of 6.0%. Robust expansion was underpinned by a structural shift in trade toward high-value exports, including new energy vehicles and lithium batteries, and the diversification of trade routes toward ASEAN and Latin American markets. The Port of Shanghai remained the world’s busiest gateway, supported by the widespread deployment of fully automated terminals. PRC throughput is forecasted to rise to 454.99 million TEUs by 2030, representing a CAGR of 5.2% from 2026 to 2030. Future growth is driven by a strategic central port core framework and the integration of inland waterways with coastal mega-hubs to reduce logistics costs. The PRC’s competitive edge will be sustained through the decarbonization of port machinery and continued investment in semi-automated berths at major ports such as Qingdao and Tianjin.

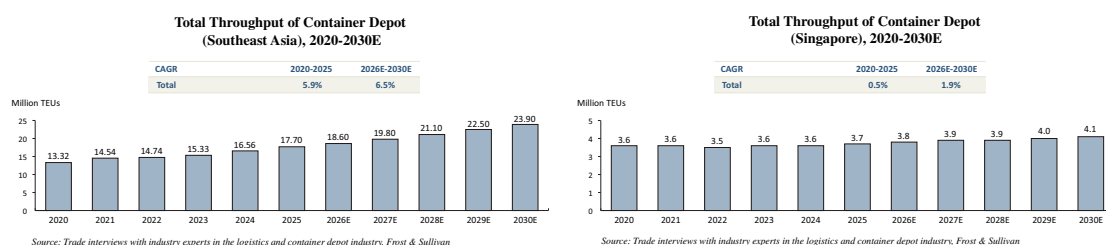
Total Container Port Throughput (The PRC), 2020-2030E



INDUSTRY OVERVIEW

Total Throughput of Container Depot in Southeast Asia and Singapore

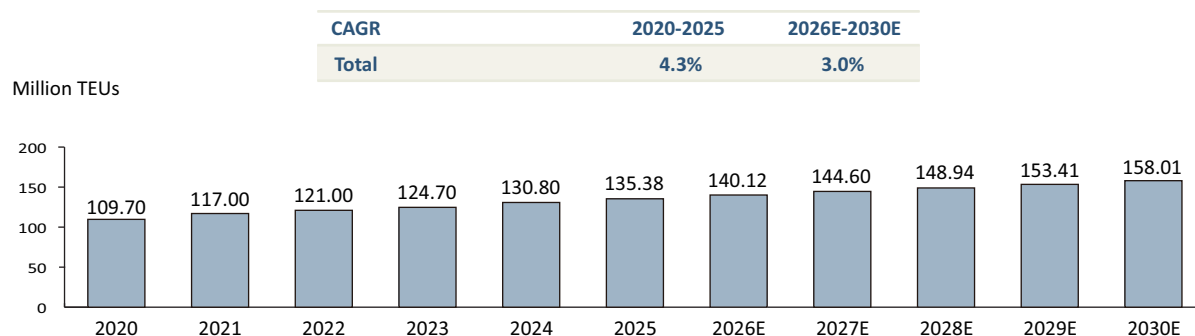
Container depot throughput in Southeast Asia increased from 13.32 million TEUs in 2020 to 17.70 million TEUs in 2025, representing a CAGR of 5.9%. Singapore’s depot throughput accounted for 3.7 million TEUs by 2025, representing a CAGR of 0.5% during the same period. Growth across the region was primarily catalysed by the recovery in global merchandise trade, specifically within the electronics and semiconductor sectors, and the shift of manufacturing activities toward Southeast Asian gateways. In Singapore, the initial growth phase was driven by the redirection of vessel schedules and the adoption of digital platforms such as SGTraDex to improve yard efficiency amid acute land constraints. Regional Southeast Asia throughput is projected to reach 23.90 million TEUs by 2030, representing a CAGR of 6.5% from 2026 to 2030. Singapore’s depot volume is forecasted to rise to 4.1 million TEUs, representing a CAGR of 1.9%. The acceleration is anchored by the full operationalization of the Tuas Mega Port, which streamlines container repositioning into a single hub. Future momentum will be sustained by the expansion of the global containership fleet and the development of high-density, multi-storey container depots integrated with AI-driven yard automation to optimize the region’s limited land footprint.



Total Throughput of Container Depot in the PRC

The PRC container depot market experienced robust expansion, with throughput increasing from 109.70 million TEUs in 2020 to 135.38 million TEUs in 2025, representing a CAGR of 4.3%. Market resilience was supported by the rapid recovery of the export sector and the “Dual Circulation” strategy, which bolstered both domestic and international trade volumes. Despite global trade volatility and tariff adjustments in early 2025, depot volumes remained steady as exporters diversified toward emerging markets in Africa and Latin America. Technical drivers during this period included the digital transformation of depot operations to manage increased e-commerce fulfillment and multimodal logistics requirements. PRC throughput is projected to rise from 140.12 million TEUs in 2026 to 158.01 million TEUs in 2030, representing a CAGR of 3.0%. The transition toward a more mature growth phase is anchored by the continued integration of the Greater Bay Area and the development of smart port ecosystems. Future expansion will rely on the utilization of IoT and AI for optimized container stacking and turnover, ensuring the PRC maintains high-efficiency throughput to support its position as a global manufacturing hub.

Total Throughput of Container Depot (The PRC), 2020-2030E



INDUSTRY OVERVIEW

Key Growth Drivers in Southeast Asia and Singapore

Strategic Regionalization and the “China Plus One” Shift – Multinational enterprises are increasingly adopting “China Plus One” strategies, relocating production to Southeast Asian hubs such as Vietnam, Malaysia, and Thailand to mitigate supply chain risks. The structural shift saw regional import and export values grow by 11.4% and 12.9% respectively in 2025. For depot operators, this transition drives a sustained requirement for localized equipment management and technical certification services as new manufacturing bases for electronics and machinery require high-volume container fluidity.

Record Regional Port Throughput and Transshipment Demand – In 2025, Southeast Asian and Singaporean ports handled record throughput of 139.20 million TEUs and 44.66 million TEUs respectively, representing year-on-year increases of 7.6% and 8.6%. The momentum has continued into early 2026, particularly in Singapore, with container throughput recording year-on-year growth of 11.3% in January and 3.2% in February, underscoring a persistent increase in volume that continues to propel the container depot sector. Such record activity, driven by a rebound in electronics demand and the management of global shipping diversions, provides a stable foundation for the depot industry. Singapore, in particular, has leveraged its role as a transshipment hub to facilitate container repositioning, increasing the industry’s dependency on third-party depot operators to maintain supply chain velocity.

Deepening Intra-ASEAN Trade and Integration of Trade Agreements – The expansion of regional trade frameworks, specifically the RCEP and the ACFTA 3.0 upgrade, has established a critical transit corridor between China and international markets. Major Southeast Asian economies recorded year-on-year double-digit export growth in 2025, led by Malaysia (13.9%), Thailand (13.0%) and Singapore (10.0%). The deepening connectivity necessitates comprehensive container management solutions to facilitate the movement of goods between regional re-export hubs, supported by the long-term growth of industrial production across the ASEAN bloc.

Strategic Repositioning of Empty Containers to Export-Heavy Hubs – Shipping lines and freight forwarders are actively rebalancing networks by shifting capacity toward intra-Asia corridors, leading to the deliberate repositioning of empty units to depots in Singapore, Vietnam, and Thailand. Each repositioned unit generates a resilient stream of high-volume activity, as containers must be professionally handled and certified before reintegration into active service. This trend is bolstered by sophisticated carrier strategies to move equipment from import-heavy locations back to export-oriented regions to address localized shortages.

Key Growth Drivers in the PRC

Structural Upgrading and Smart Logistics Integration – The PRC’s export sector is undergoing a transition as high-tech goods, including electric vehicles (EVs), lithium batteries, and photovoltaic modules, replacing traditional labor-intensive exports. The shift, supported by the “New Quality Productive Forces” policy, saw China’s total export value increase by 5.6% year-on-year in 2025. To handle these sophisticated industrial goods, major coastal hubs like Shanghai and Ningbo-Zhoushan have integrated AI-driven smart logistics and fully automated terminals. Such technological advancements improve container turnaround times and provide the specialized handling and 5G-enabled tracking required for high-value cargo equipment.

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Trade Diversification and the “Dual Circulation” Framework – To mitigate trade challenges due to trade wars in traditional Western markets, the PRC has leveraged its “Dual Circulation” strategy to bolster domestic trade while diversifying international networks into Latin America, Africa, and Southeast Asia. Such approach pushed total container port throughput to a record 354.47 million TEUs in 2025, representing a CAGR of 6.0% during 2020 to 2025, with volumes projected to reach 454.99 million TEUs by 2030. Strategic expansion into emerging markets and the integration of inland waterways with coastal mega-hubs ensure high equipment utilization rates and a diversified influx of containerized trade for domestic depots.

Global Fleet Expansion and Technical Refurbishment Demand – As of 2025, the global container fleet exceeds 33 million TEUs, with a massive orderbook representing a 33.5% increase over current capacity. As the world’s primary manufacturing and shipping hub, the PRC serves as the central location for the essential maintenance and technical refurbishment of these assets. Such activity supported a PRC container depot throughput of 135.38 million TEUs in 2025. Every new unit added to the global fleet requires recurring IICL-standard inspections and repairs, a demand that Chinese depots are uniquely equipped to meet at scale as carriers prioritize stricter safety and environmental standards.

Future Trends and Outlook of the Industry

Accelerated Digitalization and Smart Port Integration – The container depot industry is undergoing a digital transformation to enhance operational precision and reduce turnaround times. In Southeast Asia, operators are deploying geospatial data and fleet management platforms to optimize vehicle routing and sustainability. The PRC has advanced the integration of 5G and smart port applications, while Singapore is achieving full 5G maritime coverage to support automated navigation and real-time data analytics. These shifts toward automation allow depot operators to manage increasing trade volumes while mitigating port congestion and logistical complexity.

Strategic Consolidation and Infrastructure Integration – A prevailing trend is the consolidation of port operations and peripheral services into integrated, large-scale terminals to achieve economies of scale. In Singapore, the relocation of city terminals to the Tuas Mega Port, designed for a 65 million TEU capacity, represents the shift toward fully automated, centralized hubs. Similarly, the PRC continues to expand coastal port clusters to support its manufacturing base. By co-locating depots, warehouses, and terminal facilities, operators reduce transport complexity and utilize automated yard cranes and driverless trucks to enhance overall productivity.

Expansion of Specialized Technical and Maintenance Services – The increasing complexity of global trade and a growing container fleet have expanded the demand for specialized depot services beyond basic storage. There is a rising requirement for technical inspections, specialized cleaning, and high-quality repairs to meet stringent international safety and environmental standards. As shipping lines seek to extend the operational life of equipment and maintain specialized units, such as refrigerated containers, depots investing in advanced technical capabilities are securing higher-margin revenue streams. The trend toward equipment refurbishment provides a stable, non-cyclical flow of technical activity for regional operators.

INDUSTRY OVERVIEW

Market Challenges

Manpower Shortages and Regulatory Labor Policies – The container depot industry faces persistent difficulties in attracting and retaining labor, as local workforces increasingly favor office-based sectors. Such trend has necessitated a heavy reliance on foreign manpower, which is subject to tightening government policies and reduced worker quotas. In Singapore, for example, the Local Qualifying Salary (“LQS”) is set to increase to S\$1,800 in July 2026, further raising the threshold for foreign worker quota entitlements. Such labor constraints and rising dependency ratio ceilings (DRCs) exert significant upward pressure on operating costs, forcing a capital-intensive shift toward automation and the complex retraining of existing personnel to manage digitalized yard operations.

Escalating Operational Costs and Land Scarcity – Operating container depots in major maritime hubs involves high expenditures related to industrial land, energy, and regulatory compliance. Acute land scarcity in strategic locations near port terminals leads to elevated rental and lease renewal costs, which can challenge the financial sustainability of smaller operators. Furthermore, the industry must adhere to increasingly stringent environmental standards, requiring substantial capital investment in electric handling equipment and sustainable waste management systems. While periodic adjustments to Depot Handling Charges (“DHC”) help mitigate these overheads, the continuous upward trend in operational costs remains a significant hurdle for maintaining profit margins while ensuring competitive pricing.

Between 2020 and 2025, gross monthly income in the transportation and storage sector grew steadily, with Singapore recording the highest CAGR at 6.5%, followed by the PRC at 6.3% and Malaysia at 5.2%. The trend was primarily driven by pandemic-related supply chain disruptions and broad inflationary pressures. While wage growth is projected to moderate from 2026 to 2030, an upward trajectory will be maintained, with forecasted CAGRs of 3.8% for the PRC, 3.4% for Malaysia, and 3.3% for Singapore. Continued expansion reflects structural demographic shifts and a rising demand for technically skilled personnel. While persistent wage inflation presents a challenge for container depot operators, it acts as a primary catalyst for industry-wide investment in automation and digital workflow optimization to reduce manual dependency.

Median/ Average Gross Monthly Income of Labour Engaged in the Transportation & Storage Industry, 2020-2030E

	2020	2021	2022	2023	2024	2025	2026E	2030E	CAGR (2020- 2025)	CAGR (2026E- 2030E)
Singapore (Median)	2,925	3,168	3,510	3,554	3,900	4,000	4,148	4,732	6.5%	3.3%
Malaysia (Median)	2,066	2,000	2,097	2,360	2,576	2,666	2,773	3,164	5.2%	3.4%
The PRC (Average)	7,849	8,687	9,140	9,823	10,223	10,632	11,057	12,836	6.3%	3.8%

Source: Singapore Department of Statistics, Department of Statistics Malaysia, National Bureau of Statistics of the PRC, Frost & Sullivan

COMPETITIVE LANDSCAPE

The container depot market in Southeast Asia is characterized by a fairly competitive and fragmented landscape, with top 5 players accounting for 28.1% of the total market size in 2025.

In 2025, the industry is defined by a diverse field of local and regional operators who are increasingly integrating their service offerings, such as maintenance, repair, and bonded warehousing, to provide end-to-end logistics solutions. As trade flows continue to shift toward Southeast Asia, the competitive environment is shaped by operators capable of securing land near major infrastructure hubs to manage the rising volume of empty container repositioning. The Group ranked 2nd among container depot operators in Southeast Asia, with a market share of 5.9% in 2025.

INDUSTRY OVERVIEW

Ranking of Container Depot Operators (Southeast Asia), 2025

Rank	Company	Description	Approximate Market Share in terms of Estimated Depot Throughput Volume in 2025 (%)
1.	Company A	The company is a regional container service specialist providing essential depot management, technical inspections, and maintenance and repair services for dry and refrigerated containers across Southeast Asia and China.	6.7%
2.	The Group	Founded in 1978, Eng Kong is an integrated logistics operator and a key provider of container-related services to global firms operating in the Asia Pacific region. In 1981, Eng Kong broadened its business portfolio by entering into the container depot business.	5.9%
3.	Company B	The company is a major integrated logistics provider in Indonesia, operating large-scale bonded logistics centers and one-stop container depots that offer storage, reefer services, and inland clearance capabilities.	5.8%
4.	Company C	The company is a port-linked logistics operator managing an extensive network of inland container depots that facilitate multimodal transport, customs clearance, and high-volume container throughput.	5.4%
5.	Company D	The company is a logistics and yard operator providing integrated container haulage, depot storage, and technology-driven third-party logistics solutions across multiple international markets.	4.6%
Top Five subtotal			28.1%

Source: Trade interviews with industry experts in the logistics and container depot industry, Frost & Sullivan

INDUSTRY OVERVIEW

The container depot market in Singapore is fairly consolidated, with the top five players accounting for approximately 59.5% of the total depot throughput in 2025. Competition is primarily driven by an operator’s ability to secure land in a land-scarce environment and maintain strategic proximity to major ports. High barriers to entry further protect established incumbents, as new entrants face significant capital requirements for machinery, technology, and facility leasing, alongside the challenges of the government’s plan to consolidate depot operations at the Tuas Mega Port. The Group is the market leader among container depot operators in Singapore, with a market share of 16.2% in 2025.

Ranking of Container Depot Operators (Singapore), 2025

Rank	Company	Description	Approximate Market Share in terms of Estimated Depot Throughput Volume in 2025 (%)
1.	The Group	Founded in 1978, Eng Kong is an integrated logistics operator and a key provider of container-related services to global firms operating in the Asia Pacific region. In 1981, Eng Kong broadened its business portfolio by entering into the container depot business.	16.2%
2.	Company D	The company is a prominent logistics and yard operator providing integrated container haulage, depot storage, and technology-driven third-party logistics solutions across multiple international markets.	13.5%
3.	Company E	The company is a major Singapore-based logistics subsidiary of a global shipping conglomerate, providing integrated container storage, maintenance, and specialized reefer services.	10.8%
4.	Company F	The company is a global supply chain provider that operates one of the largest container depot networks in Singapore and Malaysia, offering full-spectrum services including tank cleaning, container repair, and multi-sector warehousing.	10.8%
5.	Company G	The company is a long-standing regional logistics operator and container haulage and yard specialists, focusing on tech-integrated depot management, all-in-one distribution services, and empty container handling.	8.1%
Top Five subtotal			59.5%

Source: Trade interviews with industry experts in the logistics and container depot industry, Frost & Sullivan

INDUSTRY OVERVIEW

Entry Barrier

High Capital Intensity and Significant Initial Investment – Establishing a container depot requires substantial upfront capital to secure land, acquire specialized heavy machinery, and implement modern IT infrastructure. Operators must invest heavily in equipment such as reach stackers, forklifts, and cargo lifts, while simultaneously funding the digital tools required to interface with global shipping lines. Furthermore, the ongoing push toward smart and green port technologies adds an extra layer of expense, as new entrants are expected to adopt automation and electrification to remain competitive with established players.

Strategic Land Scarcity and Shortening Lease Tenures – Access to land in close proximity to major port terminals is a critical requirement for a viable depot business, yet such space is increasingly scarce and expensive. In major hubs like Singapore and China, land for depots is often controlled by port authorities, making it difficult for new companies to secure suitable plots. Moreover, the market is shifting toward shorter lease terms, which creates operational uncertainty and makes it harder for new entrants to justify the long-term infrastructure investments needed to scale their business.

Strong Incumbent Advantages and Customer Loyalty – The container depot industry is characterized by deep-rooted partnerships between established operators and major shipping lines. These incumbents often enjoy long-standing contracts or even exclusive arrangements with key carriers, making it difficult for a newcomer to capture market share. Additionally, large shipping and container manufacturers frequently own or have significant stakes in existing depots, creating a vertically integrated structure that naturally favors established players and limits the volume available to independent new entrants.

REGULATORY OVERVIEW AND TAXATION

The following is a brief summary of the key laws and regulations in Singapore, the PRC and Hong Kong that currently may materially affect the Group and its operations. The principal objective of this summary is to provide potential [REDACTED] with an overview of the key laws and regulations applicable to the Group. This summary does not purport to be a comprehensive description of all the laws and regulations applicable to the business and operations of the Group and/or which may be important to potential [REDACTED]. [REDACTED] should note that the following summary is based on the laws and regulations in force as at the date of this document, which may be subject to change.

A. SINGAPORE REGULATORY OVERVIEW

Overview of Laws and Regulations in Singapore

The section summarises the principal laws, rules and regulations in Singapore that are relevant to our business.

Laws and regulations relating to motor vehicles

Road Traffic Act and Parking Places Act

The Road Traffic Act 1961 of Singapore (“**RTA**”) sets out regulations relating to road traffic and other regulations concerning the use of vehicles and the user of roads. Section 10 of the RTA provides that, except as otherwise provided by the RTA and the rules made under the RTA, no person shall keep or use a vehicle unless it has been registered under the RTA and its registration under the RTA has not been cancelled.

Section 10B of the RTA provides that no heavy vehicle shall be registered under the RTA unless the person applying for the registration of the heavy vehicle satisfies the Registrar of Vehicles that a vehicle parking certificate or any other document in respect of the parking of the heavy vehicle for the period for which the heavy vehicle is to be licensed has been issued by the relevant authority to that person under the Parking Places Act 1974 of Singapore (“**Parking Places Act**”).

A “heavy vehicle” is defined under Section 2 of the Parking Places Act as:

- (a) any heavy goods vehicle or concrete mixer, the maximum laden weight of which exceeds 5,000 kilograms;
- (b) any bus with a seating capacity of more than 15 persons, not inclusive of the driver;
- (c) any trailer, container trailer, low loader or flat-bed trailer, the maximum laden weight of which exceeds 5,000 kilograms; and
- (d) any mobile crane or recovery vehicle, the unladen weight of which exceeds 2,500 kilograms.

REGULATORY OVERVIEW AND TAXATION

Regulation 4 of the Parking Places (Parking of Heavy Vehicles) Rules (“**PPR**”) of Singapore provides that every person who is the registered owner of, or who has purchased, a heavy vehicle shall:

- (a) procure a designated parking space for the parking of the heavy vehicle; or
- (b) if the registered owner owns or has purchased 2 or more trailers, may procure one designated parking space for the parking of not more than 3 such trailers; or
- (c) if the registered owner owns or has purchased 2 or more 20-foot trailers, may procure one designated space for the parking of not more than 6 such trailers.

Regulation 4(4) of the PPR provides that, upon compliance with the foregoing (as the case may be), every person who is the registered owner of, or who has purchased, a heavy vehicle shall apply for a vehicle parking certificate in respect of the heavy vehicle.

Regulation 6 of the PPR provides that every vehicle parking certificate shall, subject to the cessation of the validity of the vehicle parking certificate under Regulation 8 of the PPR, be valid for the period for which the person to whom it is issued has procured a designated parking space for the parking of his heavy vehicle.

As at 31 May 2026 (being the latest practicable date for this information), our Group owns the following types of heavy vehicles in Singapore:

- (a) 18 units of prime movers; and
- (b) 22 units of 45’ trailers.

Environmental Protection and Management Act

The Environmental Protection and Management Act 1999 of Singapore (“**EPMA**”) sets out regulations relating to environmental pollution control to provide for the protection and management of the environment and resource conservation.

Regulation 4(2) of the Environmental Protection and Management (Vehicular Emissions) Regulations (“**EPMR**”) read with the Second Schedule of the EPMR provides that every diesel driven motor vehicle (other than a motor cycle or scooter) to be registered in Singapore on or after 1 January 2024 shall conform to any of the standards for exhaust emission specified in the Second Schedule for the class of motor vehicle to which that motor vehicle belongs.

Motor Vehicles (Third-Party Risks and Compensation) Act

The Motor Vehicles (Third-Party Risks and Compensation) Act 1960 of Singapore (“**MVA**”) regulates third-party risks arising out of the use of motor vehicles and for the payment of compensation in respect of death or bodily injuries arising out of the use of motor vehicles.

Section 3 of the MVA provides that it shall be unlawful for a person to use or cause or permit any other person to use a motor vehicle in Singapore unless there is in force in relation to the use of the motor vehicle by that person or that other person (as the case may be) a policy of insurance or a security in respect of third-party risks that complies with the requirements of the MVA.

REGULATORY OVERVIEW AND TAXATION

Section 4(1) of the MVA provides that in order to comply with the requirements of the MVA, a policy of insurance must, subject to Section 4(4) of the MVA, be issued by an insurer who at the time the policy is issued is lawfully carrying on motor insurance business in Singapore and the policy insures such person, persons or classes of persons that may be specified in the policy in respect of any liability which may be incurred by him, her or them in respect of the death of or bodily injury to any person caused by or arising out of the use of the motor vehicle in Singapore.

Laws and regulations relating to discharge of trade effluent

Sewerage and Drainage Act

We are required to comply with the provisions of the Sewerage and Drainage Act 1999 of Singapore (“**SDA**”), which provides that a person must not discharge, or cause or permit to be discharged, any trade effluent into any public sewerage system or any drain-line or sewer communicating with a public sewerage system except with the prior written approval of the Public Utilities Board of Singapore and in accordance with the conditions of that approval (if any) and any regulations under the SDA providing for the control of such discharge.

Laws and regulations relating to workplace safety and health

Workplace Safety and Health Act

The Workplace Safety and Health Act 2006 of Singapore (“**WSHA**”) provides that it shall be the duty of every employer to take, so far as is reasonably practicable, such measures as are necessary to ensure the safety and health of the employer’s employees at work. These measures include:

- (a) providing and maintaining for those persons a work environment which is safe, without risk to health, and adequate as regards facilities and arrangements for their welfare at work;
- (b) ensuring that adequate safety measures are taken in respect of any machinery, equipment, plant, article or process used by those persons;
- (c) ensuring that those persons are not exposed to hazards arising out of the arrangement, disposal, manipulation, organisation, processing, storage, transport, working or use of things (i) in their workplace; or (ii) near their workplace and under the control of the employer;
- (d) developing and implementing procedures for dealing with emergencies that may arise while those persons are at work; and
- (e) ensuring that those persons at work have adequate instruction, information, training and supervision as is necessary for them to perform their work.

More specific duties imposed by the relevant regulatory body, the Ministry of Manpower of Singapore (“**MOM**”), on employers are laid out in the Workplace Safety and Health (General Provisions) Regulations of Singapore.

REGULATORY OVERVIEW AND TAXATION

Any person who breaches the above duty under the WSHA shall be guilty of an offence and shall be liable on conviction, in the case of a body corporate, to a fine not exceeding S\$500,000, and if the contravention continues after the conviction, the body corporate shall (subject to Section 52 of the WSHA) be guilty of a further offence and shall be liable to a fine not exceeding S\$5,000 for every day or part thereof during which the offence continues after conviction. For repeat offenders, where a person has on at least one (1) previous occasion been convicted of an offence under the WSHA (but not including the regulations) that causes the death of any person; and is subsequently convicted of the same offence that causes the death of another person, the court may, in addition to any imprisonment if prescribed, punish the person, in the case of a body corporate, with a fine not exceeding S\$1 million and, in the case of a continuing offence, with a further fine not exceeding S\$5,000 for every day or part thereof during which the offence continues after conviction.

Compliance with the Code of Practice on Chief Executives' and Board of Directors' Workplace Safety and Health Duties may be used as a mitigating factor for the Court's consideration in the event of the commission of an offence under the WSHA.

The WSHA provides that if the Commissioner for Workplace Safety and Health ("CWSH") is satisfied that:

- (a) any workplace is in such condition, or is so located, or any part of the machinery, equipment, plant or article in the workplace is so used, that any work or process carried on in the workplace cannot be carried on with due regard to the safety, health and welfare of persons at work;
- (b) any person has contravened any duty imposed by the WSHA; or
- (c) any person has done any act, or has refrained from doing any act which, in the opinion of the CWSH, poses or is likely to pose a risk to the safety, health and welfare of persons at work,

the CWSH may serve a remedial order or a stop-work order in respect of a workplace on:

- (a) any person who is in control of the workplace, or the work or process carried out in the workplace;
- (b) any person whose duty under the WSHA is to ensure the safety, health and welfare of any person at work in the workplace; or
- (c) any person who poses or is likely to pose a risk to the safety, health and welfare of any person at work in the workplace.

The remedial order shall direct the person served with the order to take such measures, to the satisfaction of the CWSH, to, among others, remedy any danger so as to enable the work or process in the workplace to be carried on with due regard to the safety, health and welfare of the persons at work, whilst the stop-work order shall direct the person served with the order to immediately cease to carry on any work or process indefinitely or until such measures as are required by the CWSH have been taken, to the satisfaction of the CWSH, to remedy any danger so as to enable the work or process in the workplace to be carried on with due regard to the safety, health and welfare of the persons at work.

REGULATORY OVERVIEW AND TAXATION

Laws and regulations relating to work injury compensation

Work Injury Compensation Act

The Work Injury Compensation Act 2019 of Singapore (“WICA”) applies to all employees engaged under a contract of service with an employer, save for the classes of individuals not covered under the Third Schedule of the WICA. The WICA provides for the payment of compensation to employees for injury suffered arising out of and in the course of their employment and sets out, among other things, the amount of compensation they are entitled to and the method(s) of calculating such compensation.

Generally, the WICA provides that the employer shall be liable to pay compensation in accordance with the provisions of the WICA if personal injury by accident arising out of and in the course of employment is caused to an employee, as defined in the WICA. On 1 December 2025, the WICA was updated to expand the list of occupational diseases covered in the Second Schedule of the WICA to a total of 38 diseases. Under Section 10(1) of the WICA, where the employee contracts an occupational disease listed in the Second Schedule while or after being employed in a specified occupation, and suffers incapacity or death as a result, the employer is liable to compensate the employee as if the disease were a work injury (subject to the limitation period for the occupational disease as set out in the Second Schedule of the WICA).

Pursuant to Section 24(1) of WICA read with Regulation 3 of the Work Injury Compensation (Insurance) Regulations 2020 (“WIC(I)R”), employers are required to maintain work injury compensation insurance for all employees, excluding the classes of employees as prescribed in the Second Schedule of the WIC(I)R. Examples of such excluded employees include employees who are employed otherwise than by way of manual labour and whose salary within the meaning of the Employment Act 1968 of Singapore received from the employer exceeds S\$2,600 a month.

Laws and regulations relating to fire safety

Fire Safety Act

We must comply with the Fire Safety Act 1993 of Singapore which provides for regulations relating to fire safety and matters connected therewith, including the storage of flammable materials and substances. Our storage premises must be equipped with the necessary fire prevention measures, such as heat activated sprinklers, and have sufficient fire safety measures in place.

Laws and regulations relating to environmental protection and management

Environmental Protection and Management Act

The EPMA, as regulated by the National Environment Agency, sets out the regulations relating to environmental pollution control and the provision of protection and management of the environment and resource conservation. Section 24(1) of the EPMA provides that every person storing, using or otherwise dealing with any hazardous substance and every agent, servant or employee of such person must do so in such a manner as not to threaten the health or safety of any person, or to cause pollution of the environment. Any person who contravenes the above requirement shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$50,000 or to imprisonment for a term not exceeding two (2) years or to both and, in the case of a continuing offence, to a further fine not exceeding S\$2,000 for every day or part thereof during which the offence continues after conviction.

REGULATORY OVERVIEW AND TAXATION

In addition, the Environmental Protection and Management (Hazardous Substances) Regulations (the “**EPM(HS)R**”), provides, *inter alia*, that a person shall not use, keep or have in his possession or under his control any hazardous substance specified in the Schedule of the EPM(HS)R unless he is authorised to store such hazardous substance. Any person who contravenes this provision shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$30,000 or to imprisonment for a term not exceeding two (2) years or to both and, in the case of a continuing offence, to a further fine not exceeding S\$1,000 for every day or part thereof during which the offence continues after conviction. A person shall be authorised to store hazardous substances where, *inter alia*, he is issued with a permit to store and use such hazardous substances. It shall not be lawful for any person to store or use any hazardous substance specified in the Schedule of the EPM(HS)R unless the storage or use of the hazardous substance is effected in accordance with the provisions of the permit and with any condition specified therein.

Laws and regulations relating to employment

Employment Act

The Employment Act 1968 of Singapore (“**EA**”) sets out the basic terms and conditions of employment and the rights and responsibilities of employers as well as employees who are covered under the EA.

Part 4 of the EA sets out the requirements for rest days, hours of work and other conditions of service for workmen who are in receipt of a salary not exceeding S\$4,500 a month and employees (other than a workman or a person employed in a managerial or an executive position) who receive salaries not exceeding S\$2,600 a month. Generally, pursuant to Section 38(1) of the EA, an employee must not be required to work more than 6 consecutive hours without a period of leisure; and more than 8 hours in one day or more than 44 hours in one week, subject to certain exceptions. Section 38(8) of the EA provides that an employee must not under any circumstances work for more than 12 hours in any one day except in specified circumstances as follows: in the case of accident, actual or threatened; work, the performance of which is essential to the life of the community; work essential for defence or security; urgent work to be done to machinery or plant; or an interruption of work which it was impossible to foresee. Further, Section 38(5) of the EA provides that an employee must not be permitted to work overtime for more than 72 hours a month.

Section 41A of the EA provides that the Commissioner for Labour (the “**Commissioner**”) may, after considering the operational needs of the employer and the health and safety of the employee or class of employees, by written order exempt an employee or any class of employees from the overtime limits subject to such conditions as the Commissioner thinks fit. Where such exemptions have been granted, the employer must display the order or a copy thereof conspicuously in the place where the employee or class of employees are employed.

Employment of Foreign Manpower Act

The Employment of Foreign Manpower Act 1990 of Singapore (“**EFMA**”) sets out the provisions relating to the employment of foreign manpower.

REGULATORY OVERVIEW AND TAXATION

Section 5(1) of the EFMA provides that no person shall employ a foreign employee unless he has obtained in respect of the foreign employee a valid work pass from the MOM, which allows the foreign employee to work for him in accordance with the conditions of the foreign employee’s work pass. According to the MOM, employers can apply for a “Work Permit” to employ semi-skilled or unskilled foreign workers with a minimum qualifying salary of S\$2,000 payable to Work Permit holders hired in the manufacturing and services sectors performing occupations in the non-traditional source occupation list. Employers can apply for a “S Pass” to employ foreign mid-level skilled workers, if the minimum qualifying salary is met. For renewals of S Passes expiring from 1 September 2025 to 31 August 2026, the minimum qualifying salary for all sectors except financial services is S\$3,150 (increases progressively with age from age 23, up to S\$4,650 at age 45 and above) and for financial services, S\$3,650 (increases progressively with age from age 23, up to S\$5,650 at age 45 and above). For new S Pass applications submitted from 1 September 2025 and renewals of S Passes expiring from 1 September 2026, the minimum qualifying salary will be raised to S\$3,300 (increases progressively with age from age 23, up to \$4,800 at age 45 and above) for all sectors except financial services, and S\$3,800 (increases progressively with age from age 23, up to \$5,650 at age 45 and above) for the financial services sector. The minimum qualifying salary for new S Pass applications submitted from 1 January 2027 and renewals of S Passes expiring from 1 January 2028 will be raised to S\$3,600 (increases progressively with age from age 23, up to \$5,100 at age 45 and above) for all sectors except financial services, and S\$4,000 (increases progressively with age from age 23, up to \$5,650 at age 45 and above) for the financial services sector.

Employers can apply for an “Employment Pass” to employ foreign professionals if the minimum qualifying salary is met. For new Employment Pass applications and renewals, the minimum qualifying salary is as follows: (i) for all sectors except financial services: at least S\$5,600 (increases progressively with age from age 23, up to S\$10,700 at age 45 and above); and (ii) for financial services sector, at least S\$6,200 (increases progressively with age from age 23, up to S\$11,800 at age 45 and above). The minimum qualifying salary for Employment Pass will increase to S\$6,000 and S\$6,600 for all sectors except financial services and for the financial services sector respectively, from 1 January 2027 for new applications and from 1 January 2028 for renewal applications.

The Fair Consideration Framework (“**FCF**”) sets out requirements for all employers in Singapore to consider the workforce in Singapore fairly for job opportunities. According to the MOM, save for employers that are exempted from the advertising requirement, employers submitting Employment Pass and S Pass applications must first advertise on MyCareersFuture, an online government-initiated job portal and consider all candidates fairly. The MOM sets out certain advertising requirements, which includes the duration and accuracy of the advertisement. Failure to comply with the MOM’s advertising requirements may lead to the MOM rejecting Employment Pass and S Pass applications and potential work pass application debarments.

Further, unless exempted, the Complementarity Assessment Framework (“**COMPASS**”) will apply to all Employment Pass applications (i.e. both new and renewal). The COMPASS is a points-based framework that considers both individual and firm-related attributes to holistically evaluate an Employment Pass applicant’s complementarity to Singapore’s workforce. The foundational criteria considered includes the candidate’s salary and qualifications, as well as the diversity and support for local employment in the candidate’s firm, while the bonus criteria considered includes skills bonus and strategic economic priorities bonus. Candidates will require a minimum of 40 points to pass the COMPASS. The thresholds, benchmarks and qualifying details of some of the COMPASS criteria were revised on 1 January 2026, to include increased salary benchmarks applying to new Employment Pass applications from 1 January 2026 and to renewals of Employment Passes expiring from 1 July 2026, revised lists of qualifications recognized, and a revised Shortage Occupation List (“**SOL**”) to qualify for the skills bonus. Candidates are exempted from COMPASS if they have a fixed monthly salary of at least \$22,500, are applying as an overseas intra-corporate transferee, or are filling the role for 1 month or less.

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In addition, the “Personalised Employment Pass” allows high-earning foreign professionals greater job flexibility to hold a job in any sector, to not re-apply for a new pass if the employee changes jobs, and to stay in Singapore for a continuous period of up to 6 months without a job to search for new employment. In general, applicable candidates include overseas foreign professionals and existing Employment Pass holders (other than those under the sponsorship scheme) with a last drawn fixed monthly salary of at least S\$22,500. For overseas foreign professionals, the last drawn fixed monthly salary must be within 6 months prior to application. There are also certain salary requirements to be fulfilled for the employee to keep the Personalised Employment Pass for the three-year validity period.

It should be noted that the Overseas Networks & Expertise Pass was introduced in 2023 to target top talents and allow pass holders to concurrently start, operate and work for multiple companies in Singapore at any one time. In general, candidates must satisfy the minimum salary criteria of at least S\$30,000 in fixed monthly salary (or its equivalent in foreign currency) for 12 consecutive months leading up to the date of application, or that they will earn at least S\$30,000 in fixed monthly salary under their prospective employer based in Singapore. The overseas employer and prospective Singapore employer must be an established company i.e. a company with market capitalisation of at least US\$500 million or annual revenue of at least US\$200 million. Individuals with outstanding achievements in certain sectors (e.g., academia and research, arts and culture and sports) can apply without meeting the salary criterion. The benefits of this Overseas Networks & Expertise Pass are that it is a personalised pass and therefore provides the individual with greater employment flexibility as the individual would not need to reapply for a new pass upon changing jobs, and the Overseas Networks & Expertise Pass holder’s spouse who holds a Dependant’s Pass or Long-Term Visit Pass will be legally allowed to work in Singapore with a Letter of Consent (and does not need to apply for a work pass separately). Such pass holders will not be subject to the COMPASS and employers who wish to hire them are not subject to the FCF job advertising requirement. In 2027, a new track under the Overseas Networks & Expertise Pass will be introduced for candidates who are top talents in the artificial intelligence and technology area (the “**ONE Pass (AI and Tech)**”). For the ONE Pass (AI and Tech), candidates’ current or last held employment will need to be in a tech company, tech division within a company, or a tech venture capital firm and the company must have valuation/market capitalisation of at least US\$500 million, annual revenue of at least US\$200 million, or at least US\$500 million in assets under management. Tech companies that raised funding of at least US\$30 million will also be eligible. To be eligible for the ONE Pass (AI and Tech), the candidate must: (a) meet the S\$30,000 salary requirement, but this can be a combination of fixed monthly salary of at least S\$22,500 and vested non-cash components (e.g. employee share options), subject to MOM assessment; and (b) have at least five (5) cumulative years of experience in a founder/C-suite or technical (e.g. senior software engineer) role, which must be clocked within the past 10 years from date of application for the pass.

Pursuant to Section 11 of the EFMA read with paragraph 3(1) of the Employment of Foreign Manpower (Levy) Order 2011 (“**EFMO**”), a levy shall be imposed on every employer at the appropriate rate specified in the EFMO in respect of each of his foreign employees who are either S Pass holders or Work Permit holders.

Regulation 4(3) of the Employment of Foreign Manpower (Work Passes) Regulations 2012 (“**EFMR**”) read with Part III and Part IV of the Fourth Schedule of the EFMR require employers of Work Permit holders who are not domestic workers to, among other things:

- (a) provide safe working conditions;
- (b) provide acceptable accommodation consistent with any written law, directive, guideline, circular or other similar instrument issued by any competent authority;

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- (c) bear medical expenses incurred by the foreign employee for any medical examination required by the Controller of Work Passes (“**Controller**”); and
- (d) purchase and maintain medical insurance for the foreign employee’s in-patient care and day surgery, and costs of treatment, services and items received by the foreign employee as an out-patient arising from any day surgery or in-patient care, with coverage of at least S\$60,000 per 12-month period of the foreign employee’s employment (or such shorter period where the foreign employee’s period of employment is less than 12 months), except as the Controller may otherwise provide by notification in writing.

Regulation 5(3)(a) of the EFMR read with Part I and Part II of the Fifth Schedule of EFMR also requires employers of S Pass holders, among other things, to:

- (a) bear medical expenses incurred by the foreign employee for any medical examination required by the Controller; and
- (b) purchase and maintain medical insurance for the foreign employee’s in-patient care and day surgery, and costs of treatment, services and items received by the foreign employee as an out-patient arising from any day surgery or in-patient care, with coverage of at least S\$60,000 per 12-month period of the foreign employee’s employment (or such shorter period where the foreign employee’s period of employment is less than 12 months), except as the Controller may otherwise provide by notification in writing.

Regulation 12(1)(b)(i) of the EFMR provides that the Controller may require such security as he thinks necessary to be furnished by or on behalf of an employer of the work pass holder or any group or class of work pass holders for the purpose of ensuring compliance with any undertaking given by or requirement imposed upon the employer or sponsor of the work pass holder or any group or class of work pass holders, as the case may be.

Regulation 12(3) of the EFMR provides that where a security is furnished, the work pass holder, the employer or sponsor of the work pass holder or any group or class of work pass holders, as the case may be, shall comply with the conditions specified in the security.

In addition to the EFMA, an employer of foreign workers is also required to comply with the provisions in the EA, the Immigration Act 1959 of Singapore (“**Immigration Act**”) and the regulations issued pursuant to the Immigration Act.

MOM regulates the number of foreign workers a company may employ with a Work Permit or a S Pass in Singapore. To determine the company’s Work Permit and S Pass quota entitlement (i.e. the maximum ratio of foreign workers to the total workforce that an employer can employ), an employer must first declare its business activity to MOM. After evaluating the business activity declared by the employer, the MOM will categorise the business activity into the most relevant sector as stipulated in the sector-specific rules and the quota entitlement varies across sectors. The Local Qualifying Salary (“**LQS**”) is used to determine the number of local employees who can be used to calculate the aforementioned quota entitlement. A Singapore citizen or Singapore permanent resident employee employed under a contract of service, including the company’s director, is counted as 1 local worker if they earn the LQS of at least S\$1,600 per month, or 0.5 local worker if they earn half the LQS of at least

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S\$800 to below S\$1,600 per month. The LQS will be raised from S\$1,600 to S\$1,800 from 1 July 2026. In addition, an employer is also required to pay a monthly levy for each Work Permit and S Pass holder the employer employs. The levy rate for S Passes is standardised at a flat rate of S\$650 a month per S Pass holder while the levy rate for Work Permits varies across sectors, the foreign worker’s source country or region, the foreign worker’s qualifications and the number of existing Work Permit or S Pass holders already employed by the employer. The monthly levy rate for Work Permit holders currently ranges from S\$200 to S\$950 and the monthly levy rate will be increased and adjusted across the different sectors and skill levels in 2028. Additionally, employers hiring foreign employees on a Work Permit, S Pass or Employment Pass must comply with the Progressive Wage Mode (“PWM”), which requires that employers must pay at least the PWM wage to eligible Singapore citizen and Singapore permanent resident employees based on their job level, and must also pay LQS for all other local employees. The PWM is currently applicable to the following sectors and occupations: cleaning sector (including in-house cleaners), security (including in-house security officers), landscape sector (including in-house landscape maintenance employees), lift and escalator sector, retail sector, food services sector, waste management sector and persons employed as administrators and drivers.

Further, the Central Provident Fund (“CPF”) system is a mandatory social security savings scheme funded by contributions from employers and employees. Pursuant to Section 7 of the Central Provident Fund Act 1953 of Singapore (“CPF Act”), an employer is obliged to make CPF contributions for all employees (as defined under Section 2 of the CPF Act) who are Singapore citizens or permanent residents who are employed in Singapore by an employer. CPF contributions are required for both ordinary wages and additional wages (subject to an ordinary wage ceiling and a yearly additional wage ceiling) of employees at the applicable prescribed rates (as set out at the First Schedule of the CPF Act) which is dependent on, *inter alia*, the amount of monthly wages and the age of the employee. Where an employee earns more than S\$500 in Total Wages (the total amount of ordinary wages and any additional wages payable to him or her in a calendar month) per month, an employer must pay both the employer’s and employee’s share of the monthly CPF contribution. However, an employer can recover the employee’s share of CPF contributions by deducting it from their wages when the contributions are paid for that month. The ordinary wage ceiling and the CPF contribution rates for employees aged above 55 to 65 were increased from 1 January 2026 to keep pace with rising wages and strengthen employee retirement adequacy respectively and will be further increased in 2027.

B. PRC LAWS AND REGULATIONS

Overview of Laws and Regulations in the PRC

The section summarises the principal PRC laws, rules and regulations that are relevant to our business.

Regulations Relating to International Freight Forwarding Business

According to the Regulations of the PRC on the Administration of the International Freight Forwarding Industry (中華人民共和國國際貨物運輸代理業管理規定) issued by the Ministry of Foreign Trade & Economic Cooperation (the “MOFTEC”) on 29 June 1995 and effective therefrom, and the Implementation Rules of the Regulations of the PRC on the Administration of the International Freight Forwarding Industry (For Trial Implementation) (中華人民共和國國際貨物運輸代理業管理規定實施細

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則(試行)) issued by the MOFTEC on 26 January 1998 and effective therefrom, and amended by the Ministry of Commerce (the “**MOFCOM**”) on 1 January 2004, international freight forwarders refer to those traders entrusted by consignors and consignees of exports and imports to conduct international freight forwarding and related businesses for their clients in their own names or in the name of the consignors and collect service remunerations. International freight forwarders must obtain the status of a legal body as an enterprise of the PRC and shall meet the following conditions: (i) having engaged professional personnel required for providing international freight forwarding services; (ii) having fixed site(s) for business and necessary facility(ies); (iii) having stable market of import and export resources.

The filing of international freight forwarders in the PRC is governed by the (Interim) Measures on Filings of International Freight Forwarders (國際貨運代理企業備案(暫行)辦法) issued by the MOFCOM on 2 March 2005 and effective from 1 April 2005, and amended on 18 August 2016, which provided that all the international freight forwarding agencies and their branches (the “**International Freight Forwarders**”) duly registered with the state administration of industry and commerce shall file records with the MOFCOM or the authorities designated by the MOFCOM. The MOFCOM is the competent authority for the filing of International Freight Forwarders. Qualified local departments of commerce are designated by the MOFCOM to handle the filing of International Freight Forwarders within their respective jurisdictions; however, such designated local departments of commerce shall not further designate other institutions to handle the filings. Further, the International Freight Forwarders shall undergo the relevant formalities for international freight forwarding services with the competent authorities within 30 days upon receipt of and with the Filing Form of International Freight Forwarders affixed with a filing seal.

Regulations Relating to Customs Declaration

Pursuant to the Customs Law of the PRC (中華人民共和國海關法) promulgated by the Standing Committee of the National People’s Congress (the “**SCNPC**”) on 22 January 1987 and effective from 1 July 1987, and amended on 8 July 2000, 29 June 2013, 28 December 2013, 7 November 2016, 4 November 2017 and 29 April 2021, respectively, the customs of the PRC shall be responsible for the supervision and administration of entry into and exit from the customs territory. All the transports, goods and articles shall enter into or exit from the territory of the PRC at a place where a customs office is established. The customs declaration and duty payment formalities may be undergone by the consignees or consignors of imported and exported goods, or by the customs clearing enterprises entrusted by such consignees or consignors. The consignees or consignors of imported and exported goods and the customs clearing enterprises shall file records with the customs when undergoing customs declaration formalities, otherwise may be imposed fines by the customs.

According to the Administrative Provisions of the Customs of the PRC on Record-Filing of Customs Declaration Entities (中華人民共和國海關報關單位備案管理規定) issued by the General Administration of Customs of the PRC (the “**GACC**”) on 19 November 2021 and effective from 1 January 2022, the consignees or consignors of imported and exported goods and the customs clearing enterprise that apply for the filing of records with the customs shall obtain the status of a market entity; where the consignees or consignors of imported and exported goods apply for the filing of records with the customs, the filing of foreign trade dealers shall also be completed.

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According to the Announcement on Fully Including the Filing of Customs Declaration Entities in the Reform of “Integrating Multiple Certificates into One” (關於報關單位備案全面納入「多證合一」改革的公告) jointly issued by the GACC and the State Administration for Market Regulation (the “SAMR”) on 20 December 2021 and effective from 1 January 2022, where an applicant intends to be filed as a customs declaration entity when undergoing the registration formalities as a market entity with the market regulation authorities, it shall tick the box of filing as a customs declaration entity as required and fill in the relevant information for filing. The market regulation authorities will then complete the registration pursuant to procedures of “Integrating Multiple Certificates into One” and share the relevant information with the GACC on the SAMR level. Such applicants are no longer required to submit applications for filing as a customs declaration entity to the customs.

In addition, the Decision of the SCNPC on revising the Foreign Trade Law of the PRC (全國人民代表大會常務委員會關於修改《中華人民共和國對外貿易法》的決定) issued by the SCNPC on 30 December 2022 deleted the requirements on the foreign trade dealers engaged in the import and export of goods or technologies to be registered with the competent administrative departments of foreign trade of the State Council or any institutions authorized thereby, namely the filing of foreign trade dealers.

Regulations Relating to Containers

According to the Administrative Measures for Inspection and Quarantine of Inbound and Outbound Containers (進出境集裝箱檢驗檢疫管理辦法), issued by the GACC on 11 January 2000 and effective from 1 February 2000, and amended on 28 April 2018 and 9 March 2023, respectively, before or during the entry into or exit from the PRC of the containers (referring to those as specified by the International Organization for Standardization, including filled and empty entry containers, exit containers and transit containers, the same as below), or where the containers are in transit, the carrier, the owner or the agents of such containers shall submit application of inspection to the customs, and the customs shall conduct inspection and quarantine on the containers in accordance with the relevant regulations.

Regulations Relating to Road Freight Transport and Stations

Pursuant to the Regulations on Road Transport of the PRC (中華人民共和國道路運輸條例) issued by the State Council on 30 April 2004 and effective from 1 July 2004, and amended on 9 November 2012, 6 February 2016, 2 March 2019, 29 March 2022, 20 July 2023 and 30 January 2026, respectively, the competent departments of transport of the State Council are in charge of the administration of road transport nationwide; the competent departments of transport of local governments at the county level and above are responsible for the administration of road transport within their respective jurisdictions. Entities applying for the business of freight transport, upon completion of the relevant registration formalities with the market supervision and administration departments according to the laws, shall make application to the competent departments of transport, then the competent departments of transport will review such applications and issue the approval for road transport operations to the applicants, and the vehicle operating certificates to the vehicles of the applicants to be put into operation. Where the entities conduct normal freight transport business with normal freight vehicles of a total weight of 4,500 kg or less, the approval for road transport operations and vehicle operating certificates are not required.

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According to the Administrative Provisions on Road Freight Transport and Stations (道路貨物運輸及站場管理規定) issued by the Ministry of Transport on 16 June 2005 and effective from 1 August 2005, and was amended on 23 July 2008, 20 April 2009, 14 March 2012, 11 April 2016, 20 June 2019, 26 September 2022, 10 November 2023 and 6 February 2026, respectively, a road freight transport business operator shall, within the approved scope as specified in the approval for road transport operations, conduct its freight transport business, and shall not transfer or rent such approval; a road freight transport operator shall require its engaged drivers to take the vehicle operating certificates along with the vehicles and such vehicle operating certificates shall not be transferred, rent, altered or forged.

Further, under the Administrative Provisions on Road Freight Transport and Stations, “road freight transport stations” refer to comprehensive freight transport stations, less-than-truck-load transport stations, container transit stations, logistics centers and other business sites that provide compensated services to the public relying on their sites and facilities and perform such functions as storage, preservation, cargo load arrangement, information service, loading and unloading. Entities applying for the business of freight transport stations, upon completion of the relevant registration formalities with the market supervision and administration departments according to the laws, shall, no later than 15 days after commencement of business operations of freight transport stations, file for records with the competent departments of transport.

Regulations Relating to the Ports

Pursuant to the Law on Ports of the PRC (中華人民共和國港口法) promulgated by the SCNPC on 28 June 2003 and effective from 1 January 2004, and amended on 24 April 2015, 11 April 2017 and 29 December 2018, respectively and the Administrative Measures on Port Operations (港口經營管理規定) issued by the Ministry of Transport on 6 November 2009 and effective from 1 March 2010, and amended on 23 December 2014, 19 April 2016, 31 July 2018, 9 April 2019, 28 November 2019 and 20 December 2020, respectively, “port operations” include the operation of the wharfs and other port facilities, the operation of port passenger transport services, the loading, unloading, lightering and storage of goods within the port area and the operation of port tugs; entities applying for port operations shall apply to the administrative departments of the ports in writing for the permit for port operations. The administrative departments of the ports will review such applications and issue the port operations certificates. A port operations certificate shall be valid for three years. A port operator shall conduct its port operations within the scope as approved by the administrative departments of the ports.

Other Significant PRC Regulations Affecting Our Business in the PRC

Regulations Relating to the Company Law and Foreign Investment

The Company Law of the PRC (《中華人民共和國公司法》) (the “**Company Law**”) which was promulgated by the SCNPC on December 29, 1993, came into effect on July 1, 1994, revised on December 25, 1999, August 28, 2004, October 27, 2005 and December 28, 2013, October 26, 2018, December 29, 2023 respectively and the latest revision of which was implemented on July 1, 2024, governs the establishment, operation and management of companies in the PRC, including foreign-invested companies. Unless foreign investment laws provide otherwise, foreign-invested companies shall abide by the Company Law of the PRC.

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The Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) (the “**Foreign Investment Law**”), promulgated by the NPC on March 15, 2019, effective since January 1, 2020, and the Implementation Regulations for the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》), promulgated by the State Council on December 26, 2019, effective since January 1, 2020, are the principal existing law and regulation governing foreign investment in the PRC. The Foreign Investment Law and the Implementation Regulations for Foreign Investment Law are enacted to further expand opening-up, actively promote foreign investment, protect legitimate rights and interests in foreign investment, and standardize foreign investment management. The organization form and structure, and the operating rules of foreign-funded enterprises are subject to the provisions of the Company Law, the Partnership Enterprise Law of the PRC and other applicable laws.

The administrative system for foreign investment is pre-entry national treatment and negative list in the PRC. Pre-entry national treatment refers to the treatment accorded to the Foreign Investors and their investments at the stage of the entry of investments which shall be no less favorable than that accorded to domestic investors and their investments. Negative list refers to the special administrative measures taken for the entry of foreign investment in the specific sectors stipulated by the PRC government. National treatment will be accorded by the PRC government to the foreign investments not included in the negative list.

The National Development and Reform Commission (the “**NDRC**”) and the MOFCOM jointly issued the Special Administrative Measures (Negative List) for the Entry of Foreign Investment (2024 version) (外商投資准入特別管理措施(負面清單) (2024年版)) (the “**Negative List**”) on 6 September 2024, which became effective on 1 November 2024, constituting the special administrative measures for the entry of foreign investment in the restricted or prohibited industries for foreign investment. The Negative List provided the special administrative measures for the entry of foreign investment, such as the requirements on equity and senior management personnel. Any industry not included in the Negative List shall be administered under the principle of equal treatment to domestic and foreign investment. Domestic enterprises engaged in businesses in the prohibited industries for foreign investment as listed in the Negative List shall be subject to the review and approval by the relevant competent authorities for the issuance of shares and listing on the foreign stock markets. The Foreign Investors shall not participate in the operation and management of the enterprises, and their equity ratio shall be governed with reference to the relevant regulations on the management of overseas investors investing in domestic securities.

The Measures on Reporting of Foreign Investment Information (外商投資信息報告辦法) was jointly issued by the MOFCOM and the SAMR on 30 December 2019, which became effective on 1 January 2020. According to the Measures on Reporting of Foreign Investment Information, if a foreign investor carries out investment activities directly or indirectly within the territory of the PRC, the Foreign Investors or the foreign-invested enterprise shall report to the competent authorities of commerce the investment information pursuant to such measures. When a foreign-invested enterprise submits the annual report, it shall report the basic information of the enterprise, information of investors and the actual controller, and operation, assets and liabilities information of the enterprise, and where the special administrative measures for the entry of foreign investment are involved, it shall as well report the information of the relevant industry approvals obtained.

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Regulations Relating to Intellectual Property Rights

(i) Trademarks

Pursuant to the Trademark Law of the PRC (中華人民共和國商標法) promulgated by the SCNPC on 23 August 1982 and amended on 22 February 1993, 27 October 2001 and 30 August 2013, and last amended on 23 April 2019 and effective from 1 November 2019 and the Implementation Regulations of the Trademark Law of the PRC (中華人民共和國商標法實施條例) issued by the State Council on 3 August 2002 which became effective on 15 September 2002, and revised on 29 April 2014 which became effective on 1 May 2014, the validity period of registered trademarks is 10 years, commencing from the date of approval of registration. A trademark registrant intending to continue to use the registered trademark upon expiry of its validity period shall go through the formalities of renewal within 12 months before the expiry according to the relevant provisions. If failing to do so, the trademark registrant may be granted a six-month grace period. The validity period of each renewal is 10 years, commencing from the day after the expiry date of the last validity period of the registered trademark. If the formalities of renewal are not undergone within the grace period, the registration of the trademark will be cancelled.

(ii) Domain Names

Domain names are protected by the Administrative Measures of Internet Domain Names (互聯網域名管理辦法) issued by the Ministry of Industry and Information Technology (the “MIIT”) on 24 August 2017 and effective from 1 November 2017 and the Implementing Rules on Registration of China Country Code Top-level Domain Names (國家頂級域名註冊實施細則) issued by China Internet Network Information Center on 18 June 2019 and effective therefrom. The MIIT is the regulatory body responsible for the administration of PRC internet domain names. The China Internet Network Information Center is responsible for the administration of registration of China country code top-level domain names. Domain name registrations are processed by the domain name registration service agencies established pursuant to the relevant provisions. The applicants become domain name holders upon successful registration.

Regulations Relating to Foreign Exchange

The principal law governing the foreign currency exchange in the PRC is the Foreign Exchange Administration Regulations of the PRC (中華人民共和國外匯管理條例) (the “**Foreign Exchange Administration Regulations**”), which was issued by the State Council on 29 January 1996 and became effective on 1 April 1996, and amended on 14 January 1997 and 5 August 2008 respectively. Pursuant to the Foreign Exchange Administration Regulations, international payments in foreign currencies and transfer of foreign currencies under the current account are not restricted by the government. However, foreign currency transactions under the capital account are still subject to limitations and require approvals from, or registration with, the State Administration of Foreign Exchange of the PRC (the “SAFE”) or its local counterparts and other relevant PRC governmental authorities.

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Pursuant to the Regulation of Settlement, Sale and Payment of Foreign Exchange (結匯、售匯及付匯管理規定) issued by the People’s Bank of China on 20 June 1996 which became effective on 1 July 1996, foreign-invested enterprises may only buy, sell or remit foreign currencies at banks authorized to conduct foreign exchange business after providing valid commercial supporting documents and, in the case of transactions under the capital account, obtaining approvals from the SAFE or its local counterpart.

On 30 March 2015, the SAFE issued the Circular on Reforming the Management Approach regarding the Settlement of Foreign Exchange Capital of Foreign-invested Enterprises (國家外匯管理局關於改革外商投資企業外匯資本金結匯管理方式的通知) (the “**SAFE Circular 19**”), which became effective on 1 June 2015, and was amended on 30 December 2019 and 23 March 2023, respectively. Pursuant to the SAFE Circular 19, the foreign exchange capital, for which the monetary contribution has been confirmed by the foreign exchange authorities (or for which the monetary contribution has been credited into account by banks) in the capital account of a foreign-invested enterprise may be settled at banks under the actual operation needs of enterprise. Meanwhile, the use of such Renminbi shall be subject to the restrictions as set out in the SAFE Circular 19, such that it cannot be directly or indirectly used for payment beyond the business scope of the enterprises or as prohibited by the laws and regulations, for securities investments unless otherwise provided by the laws and regulations, for offering Renminbi entrusted loans (unless permitted by the business scope), repaying inter-enterprise borrowings (including advances by a third party) or repaying the Renminbi bank loans that have been sub-lent to a third party, or paying the expenses related to the purchase of real estate not for self-use, except for the foreign-invested real estate enterprises.

On 9 June 2016, the SAFE issued the Circular on Reforming and Regulating Policies on the Control over Foreign Exchange Settlement of Capital Accounts (國家外匯管理局關於改革和規範資本項目結匯管理政策的通知) (the “**SAFE Circular 16**”) which became effective therefrom, and was amended on 4 December 2023. Where the previous provisions, such as the SAFE Circular 19, are not consistent with the SAFE Circular 16, the SAFE Circular 16 shall prevail. The SAFE Circular 16 unified the discretionary foreign exchange settlement for all the domestic institutions. Furthermore, the foreign exchange proceeds under the capital account of a domestic institution shall be used within the business scope of the domestic institution and under the principles of authenticity and self-use. The SAFE Circular 16 reaffirmed that the foreign exchange proceeds under the capital account of and the Renminbi funds obtained from foreign exchange settlement by a domestic institution may be used for expenditures under the current account within its business scope or the expenditures under the capital account permitted by the laws and regulations. The foreign exchange proceeds under the capital account of and the Renminbi funds obtained from foreign exchange settlement by a domestic institution (i) shall not be used directly or indirectly for expenditures beyond the business scope of the domestic institution or as prohibited by the laws and regulations, (ii) unless otherwise provided, shall not be used directly or indirectly for securities investments or other investments and wealth management (except for wealth management products and structured deposits with risk rating results of not higher than Grade II), (iii) shall not be used for offering loans to non-affiliated enterprises, unless expressly permitted by the business scope or (iv) shall not be used for the purchase of non-self-use real estate (except for the enterprises engaging in real estate development and leasing).

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According to the Circular on Optimizing Foreign Exchange Administration to Support the Development of Foreign-related Business (國家外匯管理局關於優化外匯管理支持涉外業務發展的通知) issued by the SAFE on 10 April 2020 which took effect therefrom, the reform to facilitate the payments of proceeds under the capital accounts shall be promoted nationwide by the SAFE. Provided that the use of funds is true and compliant, and in compliance with the current administrative provisions on the use of the proceeds under the capital accounts, enterprises satisfying the requirements are not required to provide the banks with supporting documents to prove authenticity for each transaction beforehand when making domestic payments with the proceeds under the capital accounts, such as the capital funds and the proceeds of foreign debt or overseas listing.

Distribution of Dividends

On 26 January 2017, the SAFE issued the Notice on Promoting the Reform of Foreign Exchange Administration and Improving the Review of Authenticity and Compliance (關於進一步推進外匯管理改革完善真實合規性審核的通知) which provided that when processing the outward remittance of profits of a domestic institution equivalent to more than 50,000 US dollars, the bank shall, in light of the principle of genuine transaction, review the profit distribution resolution made by the board of directors (or by the partners), original tax filing form and audited financial statements relating to the outward remittance of profits, and chop on the original tax filing form to endorse the amount and date of the outward remittance. The domestic institution shall make up for its losses in the previous years according to the laws before remitting the profits.

Regulations Relating to Enterprise Income Tax

Pursuant to the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法) (the “**EIT Law**”) promulgated by the SCNPC on 16 March 2007, which became effective from 1 January 2008, and last amended on 29 December 2018, enterprises shall be classified into resident enterprises and non-resident enterprises. The income tax rate of resident enterprises is 25%, while the income tax rate of non-resident enterprises is 20%. According to the EIT Law and the Implementation Regulations for the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法實施條例) (the “**Implementation Regulations for EIT Law**”) issued by the State Council on 6 December 2007, which became effective from 1 January 2008, and last amended on 6 December 2024, enterprise income tax shall be payable by a resident enterprise for the income derived from or accruing in or outside the PRC. Enterprise income tax shall be payable by a non-resident enterprise with office or premises within the territory of the PRC for the income derived from or accruing in the PRC by its office or premises, and the income derived from or accruing outside the PRC for which its office or premises has a de facto relationship. Where the non-resident enterprise has no office or premises within the territory of the PRC or the income derived or accrued has no de facto relationship with its office or premises, enterprise income tax shall be payable by the non-resident enterprise for the income derived from or accruing in the PRC at a reduced rate of 10%.

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Regulations Relating to Value-Added Tax

On 25 December 2024, the SCNPC promulgated the Value-added Tax Law of the PRC (中華人民共和國增值稅法), which will come into effect on January 1, 2026, entities and individuals (including individual businesses) that sell goods, services, intangible assets, immovable property, or import goods within the territory of the PRC are Value-added Tax taxpayers and shall pay Value-added Tax in accordance with this Law.

According to the Notice on Implementing the Pilot Program of Replacing Business Tax with Value-Added Tax in an All-round Manner (關於全面推開營業稅改征增值稅試點的通知) jointly issued by the Ministry of Finance and SAT on 23 March 2016 and effective from 1 May 2016, and as amended on 11 July 2017 and 20 March 2019, respectively, direct or indirect international freight forwarding business services provided by the Taxpayers are exempt from value-added tax.

Labour, Social Insurance and Housing Provident Funds

The Labour Law of the PRC (中華人民共和國勞動法) promulgated on 5 July 1994 and last amended on 29 December 2018 and the Labour Contract Law of the PRC (中華人民共和國勞動合同法) promulgated on 29 June 2007, effective from 1 January 2008, and amended on 28 December 2012 and effective from 1 July 2013, by the SCNPC, together provided the relationship between the employers and the employees as well as specific provisions on the terms and conditions of the labour contracts.

The Law on Social Insurance (《中華人民共和國社會保險法》) (the “**Social Insurance Law**”), which was promulgated on 28 October 2010 and came into effect on 1 July 2011, and was amended on 29 December 2018 regulates that all employees are required to participate in basic pension insurance, unemployment insurance, maternity insurance, work injury insurance and medical insurance, which must be contributed by both the employers and the employees. Where an employer fails to make social insurance contributions in full and on time, the social insurance contribution collection agencies shall order it to make all or outstanding contributions within a specified period and impose a late payment fee at the rate of 0.05% per day from the date on which the contribution becomes due. If such employer fails to make the overdue contributions within such time limit, the relevant administrative department may impose a fine equivalent to one to three times of the overdue amount. According to the Provisional Regulations on the Collection and Payment of Social Insurance Premium (《社會保險費徵繳暫行條例》), which was came into effect on 22 January 1999 and amended on 24 March 2019, the Regulations on Work Injury Insurance (《工傷保險條例》) implemented on 1 January 2004 and amended on 20 December 2010, the Regulations on Unemployment Insurance (《失業保險條例》) promulgated on 22 January 1999 and the Trial Measures on Employee Maternity Insurance of Enterprises (《企業職工生育保險試行辦法》) implemented on 1 January 1995, enterprises in China must provide benefit plans for their employees, which include basic pension insurance, unemployment insurance, maternity insurance, work injury insurance and medical insurance. An enterprise must provide social insurance by processing social insurance registration with local social insurance agencies, and must pay or withhold relevant social insurance premiums for or on behalf of employees.

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According to the Interpretation II of the Supreme People’s Court of Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》) (the “**Interpretation II**”), which was promulgated on July 31, 2025 and came into effect on September 1, 2025, if the employer and its employee agree or the employee undertakes that social insurance contributions need not be paid, the People’s Court shall deem such agreement or undertaking invalid. Furthermore, where the employer fails to pay social insurance contributions in accordance with the applicable laws, and the employee seeks to terminate the labor contract and claims economic compensation from the employer pursuant to the Labor Contract Law of the PRC, the People’s Court shall support such claims. As advised by our PRC Legal Advisers (Grandall), the promulgation of the Interpretation (II) will not affect the risk assessment and regulatory position of (PRC) TJ Keyun. The Interpretation II primarily serves as a further clarification of the existing legal requirements relating to social insurance contributions, and is consistent with the principles and obligations already set out under the Labor Contract Law of the PRC and other applicable PRC laws and regulations. According to Article 5 of the Provisional Regulation for the Collection and Payment of Social Insurance Premiums (社會保險費徵繳暫行條例) (the “**Regulation for the Collection and Payment of Social Insurance**”) issued by the State Council in 2019, and Article 48 of the Regulation on the Provision of Social Insurance Services (社會保險經辦條例) (the “**Social Insurance Provision**”) issued by the State Council in 2023, the administrative department of human resources and social security is responsible for supervising and regulating compliance by social insurance service institutions, employers, and individuals with respect to social insurance laws, regulations, and rules. Our PRC Legal Advisers (Grandall) advises that the Tianjin Binhai New Area Human Resources and Social Security Bureau (the “**Tianjin Binhai Social Security Bureau**”) is the competent authority responsible for supervising and regulating the social insurance compliance of (PRC) TJ Keyun, as (PRC) TJ Keyun resides in Tianjin Binhai New Area, and such authority is competent to provide legal assurance of its records of violation and administrative penalty.

In accordance with the Implementation Plan for Allowing Market Entities to Use Public Credit Reports in Place of Certificates of No Violations (天津市關於推行市場主體以公共信用報告取代無違法違規證明的實施方案), effective September 1, 2023, and the Implementation Plan for Further Promoting the Use of Public Credit Reports in Place of Certificates of No Violations (天津市關於深入推行以公共信用報告取代無違法違規證明的實施方案), released on June 7, 2024 (collectively referred to as the “**Implementation Plan for Promoting the Use of Public Credit Reports**”), business entities registered in Tianjin may utilize public credit reports to certify their compliance status regarding any violation records, including those related to social insurance.

The Urgent Notice on Enforcing the Requirement of the General Meeting of the State Council and Stabilization the Collection of Social Security Contribution (關於貫徹落實國務院常務會議精神切實做好穩定社保費徵收工作的緊急通知) (the “**Urgent Notice on Stabilization the Collection of Social Insurance Contribution**”) issued by the Ministry of Human Resources and Social Security of the PRC, which prohibits governmental authorities from organizing collective settlement of historical shortfall in social insurance contributions by enterprises.

According to the Social Insurance Law, the authority responsible for collecting social insurance contributions is also responsible for ordering employers to make up any contribution arrears if they fail to pay social insurance premiums in full and on time. Pursuant to Article 6 of the Regulation for the Collection and Payment of Social Insurance, and the announcement regarding the Optimization and Adjustment of the Social Insurance Contribution Declaration and Payment Process (關於優化調整社會保險費申報繳納流程的公告) (the “**Optimization and Adjustment of Payment Process Announcement**”)

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issued by the Tianjin Social Security Bureau (天津市人力資源與社會保障局), the Tianjin Taxation Bureau (國稅局天津市稅務局) and three other authorities, effective from January 1, 2024, local taxation bureaus will serve as the collection agency for social insurance premiums in Tianjin City. Based on these laws and regulations, our PRC Legal Advisers (Grandall) is of the view that the taxation authority in charge of (PRC) TJ Keyun is responsible for collecting social insurance contributions for (PRC) TJ Keyun and has the authority to pursue any historical arrears. As such, the PRC Legal Advisers (Grandall) confirms that the taxation authority is competent to provide the regulatory assurance that it generally would not seek to recover historical arrears from companies within its jurisdiction, which aligns with the requirement under the Urgent Notice on Stabilization the Collection of Social Insurance Contribution and is deemed appropriate.

In accordance with the Regulations on the Administration of Housing Provident Fund (《住房公積金管理條例》)(the “**Housing Provident Fund Regulations**”) which was promulgated by the State Council in 1999 and amended in 2002 and 2019, employers must register at the designated administrative centers and open bank accounts for depositing employee’s housing provident funds. Employer and employee are also required to pay and deposit housing provident funds, with an amount no less than 5% of the monthly average salary of the employee in the preceding year in full and on time.

Regulations Relating to Property Leasing

Pursuant to the Administrative Measures for Commodity House Leasing (商品房屋租賃管理辦法) issued by the Ministry of Housing and Urban-Rural Development on 1 December 2010 and effective from 1 February 2011, within 30 days after execution of the house leasing agreement, the parties to the house leasing shall perform the house leasing registration with the competent departments of construction (real estate) where the leased house is located.

Regulations Relating to Overseas Listing

According to the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (境內企業境外發行證券和上市管理試行辦法) issued by the CSRC on 17 February 2023 and effective from 31 March 2023, in the case of direct overseas offering and listing by domestic enterprises, the issuer shall file for records with the CSRC; in the case of indirect overseas offering and listing by domestic enterprises, the issuer shall designate a main domestic operating entity as the domestic responsible person and file for records with the CSRC. An overseas offering and listing conducted by an issuer that satisfies the following conditions shall be determined an indirect overseas offering and listing by a domestic enterprise: (i) any indicator of the domestic enterprise’s operating revenue, total profits, total assets or net assets in the most recent fiscal year accounts for over 50% of the relevant data in the audited consolidated financial statements of the issuer for the same period; and (ii) the main stages of business activities of the issuer are carried out in the PRC, or the main premises of business are located in the PRC, or the majority of the senior management personnel in charge of business management are Chinese citizens or have a habitual residence in the PRC. The determination of indirect overseas offering and listing by domestic enterprises shall follow the principle of substance over form.

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C. HONG KONG LAWS AND REGULATIONS

Overview of Laws and Regulations in Hong Kong

The section summarises the principal Hong Kong laws, rules and regulations that are relevant to our business.

Laws and regulations relating to operations

Factories and Industrial Undertakings Ordinance (Cap. 59 of the Laws of Hong Kong) (the “FIUO”)

This ordinance governs all factories and industrial undertakings operating in Hong Kong. It imposes duties on proprietors of and persons employed at industrial undertakings, including cargo and container handling undertakings, factories and other industrial workplaces, to ensure health and safety at work in such undertakings. A proprietor in relation to any industrial undertaking includes the person having the management or control of the business carried on in such industrial undertaking, as well as the occupier of any industrial undertaking and the agent of such occupier.

Every proprietor of an industrial undertaking must ensure the health and safety at work of all persons employed by the proprietor so far as is reasonably practicable. Contravention of such duty willfully and without reasonable excuse is an offence and is liable, on summary conviction, to a fine of HK\$3,000,000 and to imprisonment for 6 months, or, on conviction on indictment, to a fine of HK\$10,000,000 and to imprisonment for 2 years.

Factories and Industrial Undertakings (Cargo and Container Handling) Regulations (Cap. 59K of the Laws of Hong Kong)

These regulations are a subsidiary legislation under FIUO and lay down certain safety requirements regarding cargo and container handling, including loading, unloading or handling of cargo or goods at a dock, quay or wharf. Such safety regulations include providing electrical equipment, maintenance of fork-lift trucks, provision of first-aid facilities and precautions for every person working on top of a container. Contravention would lead to fines ranging from HK\$25,000 to HK\$100,000.

Factories and Industrial Undertakings (Loadshifting Machinery) Regulations (Cap. 59AG of the Laws of Hong Kong)

These regulations are another subsidiary legislation under the FIUO and regulates the use and operation of loadshifting machines. A loadshifting machine includes fork-lift trucks used in industrial undertakings. A responsible person must ensure that the loadshifting machine must be operated by a person aged 18 or above and holds a valid certificate applicable to the type of loadshifting machine. Furthermore, the responsible person has to provide each employee instructed to operate the loadshifting machine a training course or if an employee fails to obtain a certificate, additional training courses. Contravention without reasonable excuse is an offence and is liable to a fine of HK\$100,000.

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Laws and regulations relating to environmental protection

Air Pollution Control (Non-Road Mobile Machinery) (Emission) Regulation (Cap. 311Z of the Laws of Hong Kong)

This regulation regulates and controls emissions of non-road mobile machinery (“NRMM”), such as gantry cranes, lifting platforms, container loaders and reach stackers. All NRMMs, including non-road vehicles and regulated machines, except those which are exempted, must comply with the prescribed emission standards and from 1 September 2015 onwards, all regulated machines sold or leased for use in Hong Kong must be approved or exempted with a proper label in a prescribed format issued by the Environmental Protection Department (the “EPD”), only approved or exempted NRMMs with a proper label are allowed to be used in specified activities and locations including container terminals. Any person who uses or causes to be used a regulated machine without approval from the EPD is liable to a fine of up to HK\$200,000 and imprisonment for up to 6 months and a person who uses or causes to be used a regulated machine without a label is liable to a fine of up to HK\$50,000 and imprisonment for up to 3 months.

Water Pollution Control Ordinance (Cap. 358 of the Laws of Hong Kong)

This ordinance controls the effluent discharged from all types of industrial, manufacturing, commercial, institutional and construction activities into public sewers, rainwater drains, river courses or water bodies. For any industry/trade generating wastewater discharge (except domestic sewage that is discharged into communal foul sewers or unpolluted water to storm drains), it is subject to licensing controls by the Director of Environmental Protection.

All discharges, other than domestic sewage to a communal sewer or unpolluted water to a communal drain, must be covered by an effluent discharge licence. The licence specifies the permitted physical, chemical and microbial quality of the effluent, and the general guidelines are that the effluent does not damage sewers or pollute inland or inshore marine waters.

Pursuant to this ordinance, unless licensed under this ordinance, a person who discharges any waste or polluting matter into the waters or discharges any matter other than domestic sewage and unpolluted water, into a communal sewer or communal drain in a water control zone commits an offence and is liable to imprisonment for 6 months and (i) for a first offence, a fine of HK\$200,000; (ii) for a second or subsequent offence, a fine of HK\$400,000, and in addition, if the offence is a continuing offence, to a fine of HK\$10,000 for each day during which it is proved to the satisfaction of the court that the offence has continued.

Environmental Impact Assessment Ordinance (Cap. 499 of the Laws of Hong Kong)

This ordinance was introduced to avoid, minimise and control the adverse environmental impacts from designated projects as specified in Schedule 2 to the Environmental Impact Assessment Ordinance (for example, public utility facilities, certain large-scale industrial activities, community facilities, etc.) through the application of the environmental impact assessment process and the environmental permit system prior to their construction and operation (and decommissioning, if applicable), unless exempted otherwise.

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A person commits an offence if he constructs or operates a designated project listed in Part I of Schedule 2 of this ordinance (which includes roads, railways and depots, container terminal, public cargo working area, container backup area, container storage, container handling or container packing area etc.) or decommissions a designated project listed in Part II of Schedule 2 to this ordinance without an environmental permit for the project; or contrary to the conditions, if any, set out in the permit. The offender is liable (i) on a first conviction on indictment to a fine of HK\$2,000,000 and to imprisonment for 6 months; (ii) on a second or subsequent conviction on indictment to a fine of HK\$5,000,000 and to imprisonment for 2 years; (iii) on a first summary conviction to a fine of HK\$100,000 and to imprisonment for 6 months; and (iv) on a second or subsequent summary conviction to a fine of HK\$1,000,000 and to imprisonment for one year, and in any case where the offence is of a continuing nature, the court or magistrate may impose a fine of HK\$10,000 for each day on which he is satisfied the offence continued.

Laws and regulations relating to employment

Employment Ordinance (Cap. 57 of the Laws of Hong Kong)

This ordinance governs employment conditions and regulations in Hong Kong. It provides employment protections for employees and regulates their benefits. Employers must comply with the statutory requirements regarding, among others, wage, holidays, sickness allowances, maternity protection, paternity leave and termination requirements.

Occupational Safety and Health Ordinance (Cap. 509 of the Laws of Hong Kong)

This ordinance imposes general health and safety requirements to ensure that employees are working at a safe and healthy environment. Each of the employers, employees and occupiers has his/her respective responsibilities in creating a health and safe workplace. Employers' responsibilities include:

- (a) providing and maintaining plant and work systems that do not endanger safety or health;
- (b) making arrangement for ensuring safety and health in connection with the use, handling, storage or transport of plant or substances;
- (c) providing all necessary information, instruction, training, and supervision for ensuring safety and health;
- (d) providing and maintaining safe access to and egress from the workplace, and
- (e) providing and maintaining a safe and healthy work environment.

Occupiers should also be responsible to ensure the premises; means of access to and egress from the premises; and any plant or substance kept at the premises are safe and without risks to health to any person working on the premises. An employee on the other hand should make sure that he/she contributes to the safety and health of the workplace by taking care for the safety and health of other persons at the workplace and using any equipment or following any system or work practices provided by their employers.

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Employees' Compensation Ordinance (Cap. 282 of the Laws of Hong Kong)

This ordinance provides payment of compensation to employees who are injured during the course of their employment and establishes a no-fault, non-contributory employee compensation system for work injuries. An employer is liable to pay compensation in respect of injuries sustained by the employees as a result of an accident arising out of and in the course of employment; or in respect of occupational diseases specified in this ordinance suffered by the employees. An employer must also take out insurance policies for all employees to cover liabilities both under this ordinance and at common law for work injuries.

This ordinance also covers situations where subcontractor's employees are injured during the course of performing work which the subcontractor was contracted for. A principal contractor has to compensate the subcontractor's employees for the injuries sustained during work but such compensation is subject to indemnification from the subcontractor if he is liable. Non-compliance with the insurance provisions of this ordinance is an offence and could lead to a fine of HK\$100,000 and imprisonment of 2 years if convicted upon indictment or to a fine of HK\$100,000 and imprisonment of 1 year on summary conviction.

Mandatory Provident Fund (MPF) Schemes Ordinance (Cap. 485 of the Laws of Hong Kong)

This ordinance regulates the MPF schemes, defined contribution retirement schemes for employees which are managed by authorised trustees. An employer must participate in an MPF scheme and make contributions for its employees that are aged between 18 and 64 years old who have been employed for at least 60 days. An employer and the employee are both under mandatory requirements to contribute 5% of the employee's relevant income into the employee's MPF account, subject to the minimum and maximum relevant income levels. Our Group shall observe and comply with the requirements imposed by this ordinance when employing any staff in Hong Kong.

Minimum Wage Ordinance (Cap. 608 of the Laws of Hong Kong)

This ordinance provides the prescribed minimum hourly wage rate for every employee employed under the Employment Ordinance (Cap. 57 of the Laws of Hong Kong). As gazetted in January 2023, the statutory minimum wage rate has increased to HK\$40.0 per hour with effect from 1 May 2023. Our Group will ensure that our employees in Hong Kong shall meet the minimum hourly wage rate threshold and abide by all statutory requirements under this ordinance.

D. TAXATION

The following summary of certain Hong Kong and Singapore tax consequences of the purchase, ownership and disposition of the Shares is based upon the laws, regulations, rulings and decisions now in effect, all of which are subject to change (possibly with retroactive effect). The summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Shares and does not purport to apply to all categories of prospective [REDACTED], some of whom may be subject to special rules, and is not intended to be and should not be taken to constitute legal or tax advice. Prospective [REDACTED] should consult their own tax advisers concerning the application of tax laws of Hong Kong to their particular situation as well as any consequences of the purchase, ownership and disposition of the Shares arising under the laws of any

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other taxing jurisdiction. Neither the Company nor any of the Relevant Persons assumes any responsibility for any tax consequences or liabilities that may arise from the subscription for, holding or disposal of the Shares.

The taxation of the Company and that of the Shareholders is described below. Where tax laws are discussed, these are merely an outline of the implications of such laws. Such laws and regulations may be interpreted differently. It should not be assumed that the relevant tax authorities or the Hong Kong courts will accept or agree with the explanations or conclusions that are set out below.

[REDACTED] should note that the following statements are based on advice received by the Company regarding taxation laws, regulations and practice in force as at the date of this document, which may be subject to change.

Hong Kong Taxation of the Company

Profits Tax

Under the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong), Hong Kong profits tax will be chargeable in respect of profits of the Company arising in or derived from Hong Kong at a maximum tax rate of 16.5%. Subject to certain conditions, a two-tiered profits tax regime may apply under which the first HK\$2,000,000 of assessable profits of the Company will be taxed at half of the Hong Kong standard profits tax rate (i.e. 8.25%). Dividend income derived by the Company from subsidiaries which are subject to Hong Kong profits tax will be specifically tax-exempted. Dividend income derived by the Company from its overseas subsidiaries will generally be considered to be sourced outside of Hong Kong and will not be subject to Hong Kong profits tax.

Hong Kong Taxation of Shareholders

Tax on Dividends

No tax will be payable in Hong Kong in respect of dividends paid by the Company to its Shareholders.

Profits Tax

Hong Kong profits tax will not be payable by any Shareholders (other than Shareholders carrying on a trade, profession or business in Hong Kong and holding the Shares for trading purposes) on any capital gains made on the sale or transfer of the Shares. Trading gains derived from dealings in the Shares by persons carrying on a trade, profession or business in Hong Kong may be subject to Hong Kong profits tax at a maximum tax rate of 15% for unincorporated bodies and 16.5% for corporations if arising in or derived from Hong Kong in connection with such trade, profession or business. Trading gains derived from the sale of Shares effected on the Stock Exchange will be deemed by the Hong Kong Inland Revenue Department as derived from or arising in Hong Kong for profits tax purposes. Shareholders are advised to seek advice from their own professional advisers as to their particular tax position.

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Stamp Duty

The sale, purchase and transfer of Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer are effected on the Share register of members of our Company, including in circumstances where such transaction is effected on the Stock Exchange. The stamp duty is charged to each of the seller and purchaser at the ad valorem rate of 0.1% of the consideration for, or (if higher) the fair value of the Shares being sold or transferred. In other words, a total of 0.2% is currently payable on a typical sale and purchase transaction of the Shares. In addition, a fixed duty of HK\$5 is charged on each instrument of transfer (if required).

Estate Duty

Hong Kong estate duty was abolished on 11 February 2006. No Hong Kong estate duty will be payable by Shareholders in relation to the Shares owned in the Company.

Singapore Taxation

Individual Income Tax

An individual is a tax resident in Singapore in a year of assessment if, in the preceding year, he was physically present in Singapore or exercised an employment in Singapore (other than as a director of a company) for 183 days or more, or if he resides in Singapore. Singapore citizens are regarded as tax residents by virtue of their citizenship where they normally reside in Singapore except for temporary absences.

Singapore adopts a territorial basis of taxation. Individual taxpayers are subject to Singapore income tax on income accruing in or derived from Singapore, unless the income is specifically exempt by concession or domestic laws. All foreign-sourced income received in Singapore by a Singapore tax resident individual, except for income received through a partnership in Singapore, is exempt from Singapore income tax if the Comptroller of Income Tax in Singapore (the “**Comptroller**”) is satisfied that the tax exemption would be beneficial to the individual.

A Singapore tax resident individual is taxed at progressive rates, ranging from 0% to 24% from the year of assessment 2024, with allowable deductions for applicable personal reliefs. Non-Singapore tax resident individuals are subject to tax on employment income at the higher of (i) a flat rate of 15% (with no deductions for allowable personal reliefs) or (ii) the progressive resident tax rates (with deductions for allowable personal reliefs). Taxation of other taxable Singapore sourced income will be subject to tax at the flat rate of 24% from the year of assessment 2024.

Corporate Income Tax

A corporate taxpayer is regarded as resident in Singapore for a particular year of assessment if the business is controlled and managed in Singapore in the preceding calendar year. The status of residency of a company may change from year to year. As a general rule, the control and management of a company’s business is vested in its board of directors and hence the place of residence of the company is usually where the board meetings are held. Conversely, a company is a non-resident when the control and management of the company is not exercised in Singapore. The Inland Revenue Authority of Singapore (“**IRAS**”) has issued guidance indicating that a board meeting which involves the use of virtual meeting

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technology will generally be regarded as having strategic decisions made in Singapore if either of the following conditions is met: (i) at least 50% of the directors with the authority to make strategic decisions are physically in Singapore during the meetings; or (ii) the chairman of the board is physically in Singapore during the meeting.

Corporate taxpayers who are Singapore tax residents are subject to Singapore income tax on income accruing in or derived from Singapore and, subject to certain exceptions, on foreign-sourced income received or deemed to be received in Singapore. Foreign-sourced income in the form of foreign-sourced dividends, foreign branch profits and foreign-sourced service income received or deemed to be received in Singapore by Singapore tax resident companies are exempt from tax if certain prescribed conditions are met, including the following:

- (a) such income is subject to tax of a similar character to income tax under the law of the jurisdiction from which such income is received;
- (b) at the time the income is received in Singapore, the highest rate of tax of a similar character to income tax (by whatever name called) levied under the law of the territory from which the income is received on any gains or profits from any trade or business carried on by any company in that territory at that time is not less than 15%; and
- (c) the Comptroller is satisfied that the tax exemption would be beneficial to the Singapore tax resident company.

In the case of dividends paid by a company resident in a territory from which the dividends are received, the "subject to tax condition" in (a) above is considered met where tax is paid in that territory by such company in respect of its income out of which such dividends are paid or tax is paid on such dividends in that territory from which such dividends are received. Certain concessions and clarifications have also been announced by the IRAS with respect to such conditions.

A non-resident corporate taxpayer is subject to income tax on income that is accrued in or derived from Singapore. Foreign-sourced income derived by a non-resident corporate taxpayer that is not operating in or from Singapore can remit their foreign-sourced income to Singapore without being taxed on such income.

The corporate tax rate in Singapore is currently 17%. In addition, three-quarters of up to the first S\$10,000, and one-half of up to the next S\$190,000, of a company's chargeable income otherwise subject to normal taxation is exempt from corporate tax. The remaining chargeable income, after the tax exemption, will be fully taxable at the prevailing corporate tax rate. New companies will also, subject to certain conditions and exceptions, be eligible for an exemption of three-quarters of up to the first S\$100,000, and one-half of up to the next S\$100,000, of their normal chargeable income for each of the company's first three years of assessment. The aforementioned rates have applied with effect from the year of assessment 2020.

REGULATORY OVERVIEW AND TAXATION

General Transfer Pricing Considerations

Under Singapore tax law, transactions between related parties have to comply with the arm's length principle. "Related party", in relation to a person (A), means any person:

- (a) who directly or indirectly controls A;
- (b) who is being controlled directly or indirectly by A; or
- (c) who, together with A, is directly or indirectly under the control of a common person.

The arm's length principle requires a transaction with a related party to be made under comparable conditions and circumstances as a transaction with an independent party. The underlying premise is that where market forces drive the terms and conditions agreed in an independent party transaction, the pricing of the transaction would reflect the true economic value of the contributions made by each party in that transaction.

The arm's length principle is provided for under Section 34D of the Income Tax Act 1947 of Singapore ("ITA"), in which the IRAS is empowered to make necessary adjustments to the taxable profits of the Singapore taxpayer to reflect the true price that would be derived on an arm's length basis by:

- (a) increasing the amount of the income of the Singapore taxpayer for the year of assessment;
- (b) reducing the amount of deduction that may be allowed to the Singapore taxpayer for the year of assessment; and/or
- (c) reducing the amount of loss of the Singapore taxpayer for the year of assessment.

In addition, under Section 34E of the ITA, with effect from the year of assessment 2019, where the IRAS exercises its power to make necessary adjustments to the taxable profits of a Singapore taxpayer under Section 34D of the ITA, a surcharge equal to 5% of the amount of the increase or reduction (as the case may be) will be imposed.

Transfer Pricing Documentation

With effect from the year of assessment 2019, Singapore taxpayers are required to prepare transfer pricing documentation ("**TP Documentation**") under Section 34F of the ITA for their related party transactions undertaken in a basis period where:

- (a) its gross revenue derived from their trade or business is more than S\$10 million for that basis period; or
- (b) it was required to prepare TP Documentation for the basis period immediately before the basis period concerned (i.e. taxpayers who were required to prepare TP Documentation for a previous basis period would continue to be required to do so for the subsequent basis period, and so on).

REGULATORY OVERVIEW AND TAXATION

The purpose of TP Documentation is for Singapore taxpayers to show that the pricing of their transactions with related parties is arm’s length.

However, it should be noted that there is an exemption to prepare TP Documentation where the related party transactions fall within the ambit of Rule 4 of the Income Tax (Transfer Pricing Documentation) Rules 2018, which provides for certain stipulated scenarios in which a taxpayer is exempt from having to prepare TP Documentation for its related party transactions.

Where a Singapore taxpayer (which is required to prepare TP Documentation), without reasonable excuse, fails to satisfy its obligations under Section 34F of the ITA, it shall be liable on conviction to a fine not exceeding S\$10,000.

Dividend Distributions

The Company is a tax resident of Singapore. All Singapore-resident companies are currently under the one-tier corporate tax system (“**one-tier system**”).

Dividends received in respect of the Shares by either a resident or non-resident of Singapore are not subject to Singapore withholding tax, on the basis that the company distributing the dividends is a tax resident of Singapore and under the one-tier system.

Under the one-tier system, the tax on corporate profits is final and dividends paid by a Singapore-resident company are tax exempt in the hands of a Shareholder, regardless of whether the Shareholder is a company or an individual and whether or not the Shareholder is a Singapore tax resident.

Gains on Disposal of the Shares

Singapore does not currently impose taxes on capital gains. There are no specific laws or regulations which deal with the characterisation of whether a gain is income or capital in nature. Gains arising from the disposal of the Shares may be construed to be of an income nature and subject to Singapore income tax, especially if they arise from activities which the IRAS regards as the carrying on of a trade or business in Singapore. As the precise status of each [REDACTED] will vary from one another, each [REDACTED] should consult an independent tax adviser on the Singapore income tax and other tax consequences that will apply to their individual circumstances.

Subject to certain conditions being satisfied, Section 13W of the ITA provides for certainty on the non-taxability of gains derived by a company from the disposal of the Shares on or after 1 June 2012, if the divesting company holds a minimum shareholding of 20% of our Shares and these Shares have been held for a continuous minimum period of 24 months.

The above-mentioned “safe harbor rule” is not applicable under the following scenarios:

- (a) The disposal of shares during the period from 1 June 2012 to 31 May 2022 of an unlisted investee company which is in the business of trading or holding Singapore immovable properties (other than the business of property development).

REGULATORY OVERVIEW AND TAXATION

- (b) The disposals of shares from 1 June 2022 of an unlisted investee company which is in the business of trading, holding, or developing immovable properties in Singapore or abroad, subject to certain exceptions.
- (c) The disposal of shares by a divesting company in the insurance business industry (as referred to under Section 26 of the ITA).
- (d) The disposal of shares by a partnership, limited partnership or limited liability partnership, where one or more of the partners is a company or are companies.

For disposal gains derived on or after 1 January 2026, the scope of eligible gains include gains from the disposal of preference shares that are accounted for as equity by the investee company under the applicable accounting principles, and the assessment of the shareholding threshold condition can be done on a group basis.

Holders of the Shares who apply, or who are required to apply, the Singapore Financial Reporting Standard 109 – Financial Instruments (“**FRS 109**”) or Singapore Financial Reporting Standard (International) 9 – Financial Instruments (“**SFRS(I) 9**”), as the case may be, may be required to recognise gains or losses in accordance with the provisions of FRS 109 or SFRS(I) 9. Such gains may be construed to be of an income nature and subject to Singapore income tax even though no sale or disposal of the Shares is made.

Section 34AA of the ITA requires taxpayers who comply or who are required to comply with FRS 109 or SFRS(I) 9 for financial reporting purposes to calculate their profit, loss or expense for Singapore income tax purposes in respect of financial instruments in accordance with FRS 109 or SFRS(I) 9 (as the case may be), subject to certain exceptions. The IRAS has also issued an e-tax guide entitled “Income Tax: Income Tax Treatment Arising from Adoption of FRS 109 – Financial Instruments”.

Shareholders who may be subject to the above-mentioned tax treatment under Section 34AA of the ITA should consult their accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding and disposal of the Shares.

Stamp Duty

There is no stamp duty payable on the subscription for and issuance of the Shares.

Where the Shares evidenced in certificated form are acquired in Singapore, stamp duty is payable on the instrument of their transfer at the rate of 0.2% of the consideration for, or market value of, the Shares, whichever is higher.

Stamp duty is borne by the purchaser or transferee unless there is an agreement to the contrary. Where the acquisition of the Shares is effected by physical instruments of transfer executed wholly outside Singapore and the said instruments of transfer are not received in Singapore, no stamp duty is payable on the acquisition of the Shares. However, stamp duty must be paid within 30 days of receipt of the instrument of transfer in Singapore if the physical instrument of transfer is executed outside Singapore and is received in Singapore. Where the instrument of transfer is executed in Singapore, Singapore stamp duty must be paid within 14 days of the execution of the instrument of transfer. Note that where electronic instruments are executed, the electronic instruments are treated as received in

REGULATORY OVERVIEW AND TAXATION

Singapore under the following scenarios: (a) it is retrieved or accessed by a person in Singapore; (b) an electronic copy of it is stored on a device (including a computer) and brought into Singapore; or (c) an electronic copy of it is stored on a computer in Singapore.

In the case of acquisition of the Shares on the Stock Exchange where there is only an acquisition of beneficial interest in the Shares as reflected through the designated [REDACTED] stock account, no stamp duty should be payable based on current legislation.

Estate Duty

Singapore estate duty was abolished with respect to all deaths occurring on or after 15 February 2008.

Goods and Services Tax (“GST”)

GST in Singapore is a broad-based consumption tax that is levied on import of goods into Singapore, supplies of overseas remote services and low-value goods to customers in Singapore as well as nearly all supplies of goods and services in Singapore, at the prevailing standard rate. GST applies irrespective of the fact that the sale was concluded online or physically. The GST-registered entity is required to charge and account for GST at the prevailing standard rate on all sales of goods and services in Singapore unless the sale can be zero-rated or exempted under the applicable GST law. The standard rate was increased to 9% from 1 January 2024.

The sale of the Shares by a GST-registered [REDACTED] belonging in Singapore for GST purposes to another person belonging in Singapore is an exempt supply not subject to GST. Any input GST incurred by the GST-registered [REDACTED] in making an exempt supply is generally not recoverable from the Singapore Comptroller of GST.

Where the Shares are sold by a GST-registered [REDACTED] in the course or furtherance of a business carried on by such [REDACTED] contractually to a person belonging outside Singapore and for the direct benefit of either a person belonging outside Singapore who is outside Singapore at the time of sale or a GST-registered person belonging in Singapore, the sale should generally, subject to satisfaction of certain conditions, be considered a taxable supply subject to GST at 0%. Any input GST incurred by the GST-registered [REDACTED] in making such a supply in the course or furtherance of a business may be fully recoverable from the Singapore Comptroller of GST.

[REDACTED] should seek their own tax advice on the recoverability of GST incurred on expenses in connection with the purchase and sale of the Shares.

Services consisting of arranging, brokering, underwriting or advising on the issue, allotment or transfer of ownership of the Shares rendered by a GST-registered person to an [REDACTED] belonging in Singapore for GST purposes in connection with the [REDACTED] purchase, sale or holding of the Shares will be subject to GST at the prevailing standard rate. Similar services rendered by a GST-registered person contractually to an [REDACTED] belonging outside Singapore and for the direct benefit of either an [REDACTED] belonging outside Singapore who is outside Singapore at the time of provision of the service or a GST-registered [REDACTED] belonging in Singapore, should generally, subject to the satisfaction of certain conditions, be subject to GST at 0%.

REGULATORY OVERVIEW AND TAXATION

With the implementation of reverse charge, the “**directly benefit**” condition for zero-rating (i.e. GST at 0%) has been amended to allow the zero-rating of a supply of services to the extent that the services directly benefit a person belonging outside Singapore who is outside Singapore at the time of provision of the service or a GST-registered person in Singapore. Under the reverse charge regime, a GST-registered business that is not entitled to full input tax claims will be required to account for GST on all services that it procures from overseas suppliers and low-value goods (“**imported services and LVG**”) except for certain services which are specifically exempt from reverse charge. A non GST-registered person whose total value of imported services and LVG which are within the scope of reverse charge for a 12-month period either exceeds S\$1 million at the end of a calendar year or is expected to exceed S\$1 million for the next 12 months, and is not entitled to full input tax claims if such person was GST-registered, may become liable for GST registration and be required to account for GST both on its taxable supplies and imported services and LVG subject to reverse charge.

Tax Treaties between Hong Kong and Singapore

There is no comprehensive double tax treaty entered into between Hong Kong and Singapore.

Relief from Taxation

Recipients of dividends or other Singapore income who are residents in other jurisdictions are advised to consult their own tax advisers on whether they may claim double taxation relief in accordance with any tax treaty (or under domestic legislation) if such income is taxed in their respective jurisdictions.

Effect of holding Shares through [REDACTED] or outside [REDACTED] on tax payable

The holding of the Shares through [REDACTED] or outside [REDACTED] should not give rise to any additional Singapore income tax implications.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

OVERVIEW

Our Group’s business was founded by Mr. Li and Mr. Ng in 1978 when they incorporated our predecessor, Eng Kong Container & Warehousing Pte. Ltd. and commenced our warehousing and container depot businesses in Singapore. For information on Mr. Li and Mr. Ng, please refer to the section headed “Directors and Senior Management” in this document. In 1994, in order to simplify the corporate structure and optimise business activities, our Company was incorporated as the holding company of our business.

With over three decades of operating history, our Group has become the leading container depot operator in Singapore in terms of container throughput in 2025 (with a largest market share of 16.2% according to the Frost & Sullivan Report) serving mainly container shipping lines and container leasing companies operating in the ASEAN region and the PRC. Headquartered in Singapore with operations in the PRC, Hong Kong, Malaysia, Thailand and Vietnam, as at the Latest Practicable Date, we operate 18 container depots across 10 locations with the ability to offer a range of container and logistic related services including storage and handling, repair and maintenance, new-build container inspection and transportation of containers as well as sales and trading of container parts and containers and other logistic related supporting services such as warehousing and CFS and freight forwarding only in the PRC.

We were also previously listed on the Stock Exchange of Singapore Dealing and Automated Quotation System (SESDAQ and now known as Catalyst) of the SGX-ST from 1997 to 1999, as well as the Main Board of the SGX-ST from 1999 to 2010. In 2010, we were acquired by the Navis Asia V Funds (through NEKCG) and as a result privatised and delisted from the SGX-ST. For details, please see the paragraph headed “Privatisation and delisting from the SGX-ST” in this section below.

Key development milestones

Our key development milestones include:

Year	Event
1978	Our Group was founded and commenced operations of our first container depot and warehousing services in Singapore.
1984	Due to the steady expansion of our business, we commenced operations of our second container depot in Singapore and continually expanded the size of such depot over the years.
1994	We extended our regional presence to Hong Kong, and also commenced our ancillary container related services by trading container parts.
1996	We expanded our container depot operations to Malaysia and Thailand.
1997	Our Company was listed on the Stock Exchange of Singapore Dealing and Automated Quotation System (SESDAQ and now known as the Catalyst) of the SGX-ST.
	We acquired (SG) Reefertec and started our reefer and parts trading business.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Year	Event
1998	We acquired (HK) Grand Pacific and expanded our container freight station business to PRC and Hong Kong.
1999	Our Company transferred its listing from the SESDAQ to the Main Board of the SGX-ST.
2002	We acquired (HK) Techni-Con and commenced our new-build container inspection business.
2006	We acquired (HK) MF Container and (HK) MF Reefer, then a major reefer repair and maintenance services provider in Hong Kong.
2008	We acquired a 30% interest in (HK) Gold Prime, which operated multiple logistics services businesses across multiple regions in the PRC under the “Keyun (克運)” brand name, which allowed us to substantially expand our presence in the PRC.
2010	The Navis Asia V Funds (through NEKCG) acquired the entire shareholdings in our Company through a voluntary conditional cash offer made at a 20.9% premium (over the one-month volume weighted average price of our Shares), resulting in our privatisation and delisting from the SGX-ST.
2011	We commenced our ISO tank depot services.
2012	We acquired (PRC) SH Anxin and expanded our container depot business to Shanghai, the PRC.
2013	We increased our interest in (HK) Gold Prime to an aggregate of 80%, which further solidified our market presence and expansion in the PRC.
2015	We started our first on-dock depot in Malaysia.
2016	We were awarded the Human Capital Singapore 360 Breakthrough Award (Titanium) by Human Capital (Singapore).
2018	We expanded our depot network and reefer business to Vietnam.
2020	We were awarded the master lease agreement by Party C, a statutory board in Singapore, for a plot of land of a land area of approximately 80,000 sq.m for the development of our Mega Depot (i.e. integrated logistics hub) in Singapore.
2023	We obtained formal approval from Party C, a statutory board in Singapore, for our plans to develop our Mega Depot.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

CORPORATE DEVELOPMENT

Our Group comprises our Company and 30 subsidiaries (primarily due to our wide range of service offering, substantial geographical outreach and to reduce our operating risks). Our subsidiaries were incorporated or established in Singapore, Malaysia, Thailand, Vietnam, Hong Kong, the PRC or the BVI, and each of them commenced business after their respective incorporation or establishment.

Set out below is information and the corporate development history of our Group:

Our Company

Our Company was incorporated on 14 October 1994 in Singapore with limited liability and has since served as the holding company of our Group. As at the Latest Practicable Date, our Company's principal business was investment holding and we have issued 262,493,736 Shares to NEKCG.

On 19 March 1997, our Company was listed on the Stock Exchange of Singapore Dealing and Automated Quotation System (SESDAQ and now known as the Catalist) of the SGX-ST. Subsequently, on 4 November 1999, our listing was transferred to the Main Board of the SGX-ST.

The Company confirms that, and the Joint Sponsors concur that, during the period in which our Shares were listed on the SGX-ST: (1) we had been operating in compliance in all material respects with all applicable rules of the SGX-ST; (2) we had not been imposed any material administrative penalty by any relevant law enforcement authority; and (3) there is no other matter relating to our prior listing on the SGX-ST that should be brought to the attention of the Stock Exchange and our Shareholders.

Privatisation and delisting from the SGX-ST

On 16 June 2010, PrimePartners Corporate Finance Pte. Ltd. (for and on behalf of NEKCG) made a voluntary conditional cash offer to acquire all of then issued Shares of our Company, with an intention to acquire and privatise our Company by way of voluntary delisting from the SGX-ST, at an offer price of S\$0.295 in cash for each Share (representing a premium of 20.9% over the one-month volume weighted average price of our Shares). Such cash offer was initially funded by the Navis Asia V Funds (including NEKCG, being one of our Controlling Shareholders).

The principal reasons for the voluntary conditional cash offer included (among others) that NEKCG believed that privatising our Company will give them and the then management (being Mr. Li, Mr. Ng and Mr. Leung) more flexibility to manage the business of our Group, optimise the use of our management and capital resources, and facilitate the implementation of any operational change.

The cash offer closed on 28 July 2010. Following the closing of the cash offer, sufficient valid acceptances had been received, after which the Offeror exercised its right of compulsory acquisition under section 215(1) of the Singapore Companies Act to acquire all remaining Shares of the then Shareholders who had not accepted the cash offer, at the same offer price. As a result, NEKCG acquired our entire issued share capital and we were delisted from the SGX-ST on 27 September 2010, being over a decade ago, and since which our Group has grown and expanded significantly. The Directors now believe our application for [REDACTED] is in the best interests of our Group and Shareholders as a whole, and will provide us with access to international [REDACTED] and global capital markets, as well as enhance our fund-raising capabilities and channels and broaden our Shareholder base.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Our subsidiaries

Details of our subsidiaries are set out below:

	Name	Date of incorporation/ establishment	Issued shares/ Registered capital ^(Note)	Principal business activities
<i>Our Singapore subsidiaries</i>				
(1)	(SG) EK Container	10 May 1983	4,409,160 shares	Container depot
(2)	(SG) EK Logistics	7 March 2019	1 share	Managing Mega Depot and warehousing
(3)	(SG) EK Marketing	8 March 2006	50,000 shares	Marketing and research
(4)	(SG) NEK	19 October 2017	2,000,000 shares	Investment holding
(5)	(SG) PCL	15 May 1991	40,000 shares	Investment holding and trading of containers
(6)	(SG) Reefertec	8 March 1995	180,000 shares	Reefer repair
(7)	(SG) Smartz	24 January 1997	100,000 shares	Sale of container parts
(8)	(SG) YF Container	17 December 2019	100,000 shares	Reefer repair
<i>Our Malaysia subsidiaries</i>				
(9)	(MY) EK Johor	19 July 1996	700,000 shares	Container depot
(10)	(MY) EK Logistics	9 July 1996	500,000 shares	Storage and handling of containers
(11)	(MY) EK Penang	14 February 1998	500,000 shares	Container depot
(12)	(MY) NEK	15 March 2013	100,000 shares	On-dock depot container services
(13)	(MY) Reefertec	16 March 2022	300,000 shares	Reefer services
(14)	(MY) Tricool	9 January 2007	200,000 shares	Reefer maintenance and repair
<i>Our Thailand subsidiaries</i>				
(15)	(TH) EK	19 March 1996	80,000 shares	Container depot and container repair
(16)	(TH) Reefertec	11 March 2019	30,000 shares	Reefer repair
<i>Our Vietnam subsidiary</i>				
(17)	(VN) EK	8 August 2017	N/A pursuant to Vietnam law	Container depot

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Name	Date of incorporation/ establishment	Issued shares/ Registered capital ^(Note)	Principal business activities
<i>Our Hong Kong subsidiaries</i>			
(18) (HK) Best China	26 October 2010	1,000,000 shares	Investment holding
(19) (HK) Gold Prime	26 May 1999	2,000,001 shares	Investment holding
(20) (HK) MF Container	28 February 1997	1,500,000 shares	Reefer repair and trading of container spare parts
(21) (HK) MF Reefer	23 December 1998	1,500,000 shares	Reefer repair and trading of container spare parts
(22) (HK) PCL	13 October 1992	1,500,000 shares	Container depot
(23) (HK) Techni-Con	23 March 2006	500,000 shares	Inspection of new containers
<i>Our PRC subsidiaries</i>			
(24) (PRC) MF	13 September 2010	USD140,000	Reefer repair and trading of container spare parts
(25) (PRC) QD Keyun	8 March 2010	USD1,464,700	Container depot
(26) (PRC) SH Anxin	22 October 2004	USD1,100,000	Container depot
(27) (PRC) SH Keyun	6 May 2008	RMB4 million	Logistics
(28) (PRC) SH Yifa	28 January 2003	RMB10 million	Container depot
(29) (PRC) TJ Keyun	1 March 2001	RMB50 million	Container depot
<i>Our BVI subsidiary</i>			
(30) (BVI) Double Creation	10 July 2013	100 shares	Investment holding

Note: For details of the interests attributable to our Group for each of our subsidiaries, please see the paragraph headed “– Corporate Structure” in this section below.

Acquisition during the Track Record Period

On 30 May 2024, we (through our subsidiary, (SG) Reefertec) entered into a share purchase agreement with Ms. Xing Pingping (the “**Vendor**”), pursuant to which (SG) Reefertec agreed to acquire 60% of the shareholding interest in (SG) YF Container held by the Vendor for a cash consideration of S\$58,891.00 (the “**Acquisition**”). The consideration was determined after arm’s length negotiation with reference to (among others) the unaudited financial statements of (SG) YF Container based on 60% of its net asset value plus S\$20,000 goodwill. (SG) YF Container is principally engaged in the manufacture and repair of containers and related products in Singapore. During the Track Record Period, (SG) YF Container was one of our subcontractors that provided us with labour for repair and maintenance of containers in Singapore. As (SG) YF Container has a younger labour force and is subject to a more favourable quota for foreign employees given its industry classification, our Directors believe that the Acquisition will allow our Group to maintain a steadfast team to support our Group’s container repair services. The Acquisition also gave us majority representation at the board of directors of (SG) YF Container and we intend to continue operating (SG) YF Container as a stand-alone entity. We believe that the Acquisition represents a good opportunity for our Group to expand our container repair capabilities and further our position as the leading container depot operator in Singapore. This Acquisition was completed on 4 June 2024.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Based on the unaudited management accounts of (SG) YF Container provided by the Vendor, its total assets was approximately S\$155,110 as at 31 December 2023 and revenue and net loss after tax was S\$924,570 and S\$54,460 for the year ended 31 December 2023.

To the best of our Company’s knowledge, information and belief, having made all reasonable enquiries, the Vendor and its ultimate beneficial owner are Independent Third Parties.

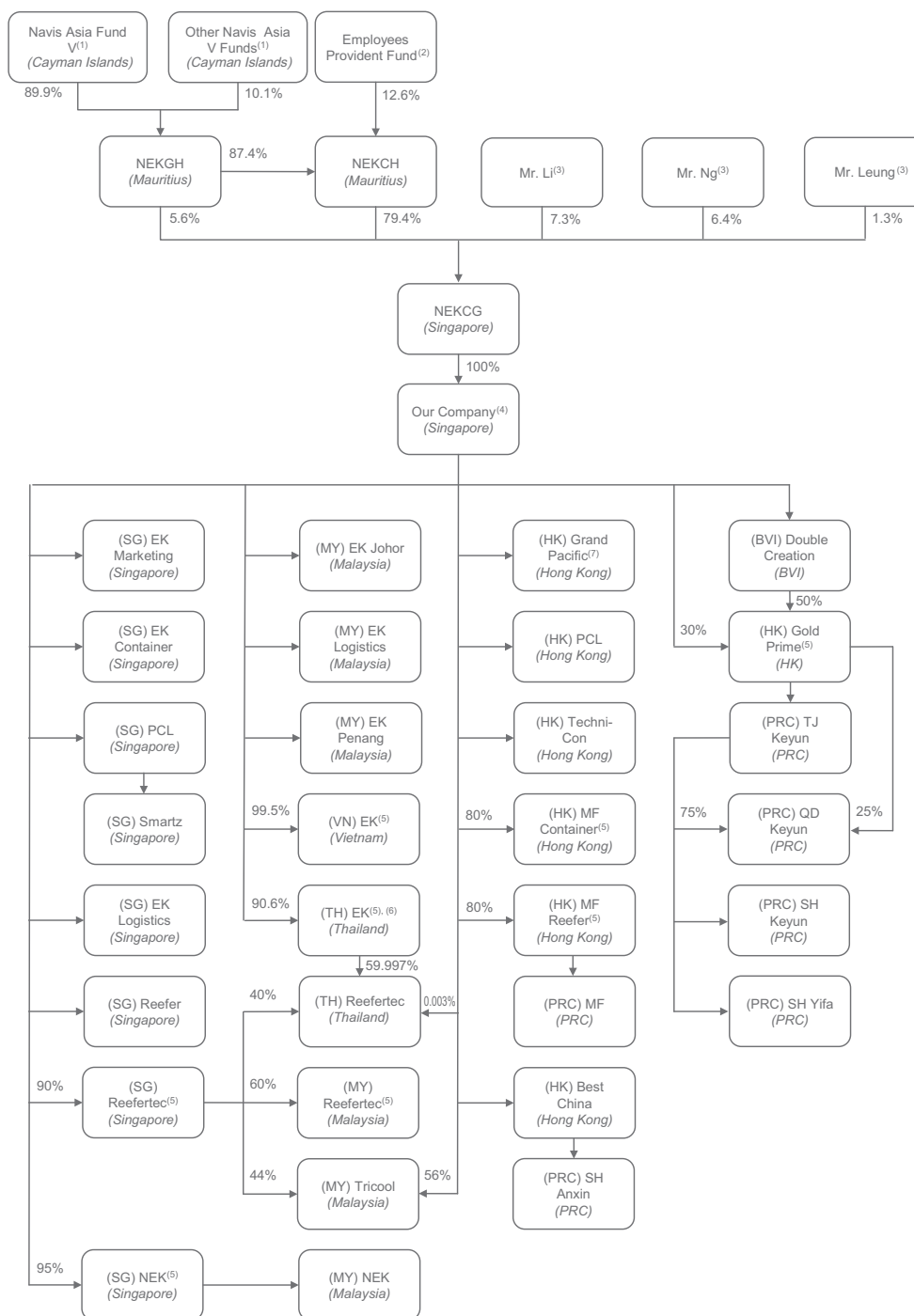
Upon completion of this Acquisition on 4 June 2024, (SG) YF Container became our non-wholly owned subsidiary which is owned as to 60% by our Company and 40% by the Vendor. The financial information of (SG) YF Container since the completion of this Acquisition has been reflected in our consolidated financial statements for the Track Record Period. Our Directors have confirmed that none of the applicable percentage ratios as stipulated under the Listing Rules of this Acquisition exceeds 25%. Accordingly, this Acquisition during the Track Record Period does not amount to a major acquisition under Rule 4.05A of Listing Rules, and the pre-acquisition financial information of (SG) YF Container is not required to be disclosed pursuant to Rule 4.05A of the Listing Rules.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

REORGANISATION

Corporate structure before our Reorganisation

Our simplified shareholding structure immediately before our Reorganisation was as follows (with arrows representing 100% ownership, unless indicated otherwise):



HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Notes:

- (1) Founded in 1998, Navis manages approximately US\$5 billion in private equity capital and focuses on investments primarily in and around Asia. See “Relationship with Our Controlling Shareholders – Background of Our Controlling Shareholders – Navis”. Each of the Navis Asia V Funds is an exempted limited partnership registered under the laws of the Cayman Islands, whose general partner is Navis GP (LP). Navis GP (LP) is also an exempted limited partnership registered under the laws of the Cayman Islands, whose general partner is Navis GP (Ltd). Navis GP (Ltd) is wholly-owned by Navis GP Investment Holdco Ltd., which is in turn owned as to approximately 80% by Navis Capital Partners Ltd., which is in turn controlled as to approximately 42% by each of Mr. Rodney Chadwick Muse and Mr. Nicholas Rupert Heylett Bloy.
- (2) The Employees Provident Fund is a provident fund established in 1951 and is a federal statutory body under the purview of Malaysia’s Ministry of Finance. It is a retirement savings fund which helps the Malaysian workforce save for their retirement in accordance with Malaysia’s Employees Provident Fund Act 1991. It acquired its shares in NEKCH (and thus acquired an indirect interest in us) in January 2011.
- (3) Mr. Li and Mr. Ng (our founders, Controlling Shareholders and executive Directors) are brothers-in-law. Mr. Leung is the alternate Director to Mr. Ng. Mr. Leung holds his interest in his personal capacity.
- (4) The shareholding structure of our Company has not taken into account the 1,300,000 outstanding treasury Shares, which do not carry any voting rights, and all of which were subsequently cancelled as explained in the sub-paragraph “Our Reorganisation – 1. Cancellation of all treasury Shares” below.
- (5) Immediately before our Reorganisation, a number of our subsidiaries were not wholly-owned by us. Details of the other interests directly held in such non-wholly-owned subsidiaries are set out below:

Name of non-wholly-owned subsidiary	Details of minority-interests
(HK) Gold Prime	20% by Perfect Greenery (an investment holding company wholly-owned by Mr. Fan, a former director of various of our subsidiaries)
(HK) MF Container	20% by Central Holdings Limited (an Independent Third Party save for its investments in (HK) MF Container and (HK) MF Reefer)
(HK) MF Reefer	20% by Central Holdings Limited (an Independent Third Party save for its investments in (HK) MF Container and (HK) MF Reefer)
(MY) Reefertec	40% by Mr. Lee Thian Hee (an Independent Third Party save for his investment in (MY) Reefertec)
(MY) NEK	5% by Mitsui O.S.K. Lines, Ltd. (an Independent Third Party)
(SG) NEK	5% by Mitsui O.S.K. Lines, Ltd. (an Independent Third Party)
(SG) Reefertec	10% by Mr. Ho Gien Hwa Michael (a director of various of our subsidiaries)
(TH) EK	0.002% by each of Mr. Li and Mr. Ng (being our founders, Controlling Shareholders and executive Directors) and 9.428% by various individuals (being Independent Third Parties, save for Jiraphun Jareerart who is a director of (TH) EK) and (TH) Reefertec
(VN) EK	0.5% by Phu Thai Chemical Corporation (an Independent Third Party)

- (6) This 90.6% interest reflects our percentage of voting power at general meetings of (TH) EK pursuant to its constitution, which differs from the number of shares held (in light of there being multiple classes of shares with different voting rights).
- (7) Prior to the Track Record Period, (HK) Grand Pacific issued a total of 2 shares, with 1 share to the Company and 1 share to Mr. Ng (our Controlling Shareholder, Director and founder), who held such share on behalf of our Company. On 12 October 2023, Mr. Ng transferred such 1 share to the Company for nil consideration, effectively cancelling the previous arrangement. Therefore, (HK) Grand Pacific was at relevant times beneficially wholly-owned by our Company. (HK) Grand Pacific was subsequently deregistered on 5 September 2025 due to cessation of business.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Our Reorganisation

1. Cancellation of all treasury Shares

On 25 August 2023, our Company canceled 1,300,000 ordinary Shares that were held as treasury Shares, and as a result of which, there are no outstanding treasury Shares in our share capital.

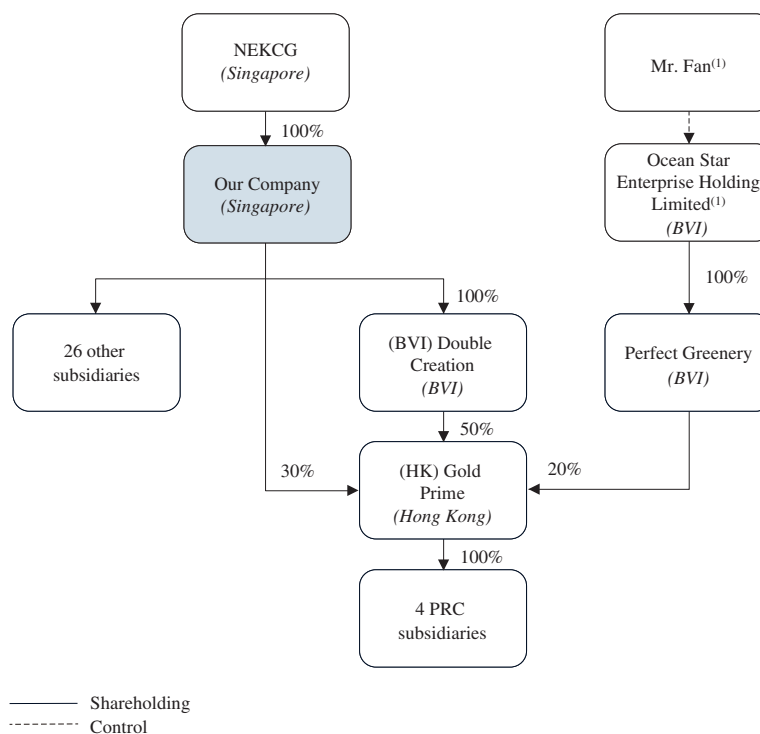
2. Share swap involving 20% shares in (HK) Gold Prime for 8.2% Shares

Prior to our Reorganisation, (HK) Gold Prime was one of our non-wholly-owned subsidiaries which in turn wholly-owned a few of our PRC subsidiaries. The ownership of (HK) Gold Prime was as follows: (1) 80% (being 1,600,000 shares) by us, with 30% (being 600,000 shares) held directly by our Company and 50% (being 1,000,000 shares) held directly by (BVI) Double Creation (our wholly-owned subsidiary); and (2) 20% (being 400,000 shares) by Mr. Fan (through various investment holding entities controlled by him).

During certain times in the Track Record Period, Mr. Fan was a part of our PRC management team (in particular, for our container depots in Shanghai, Tianjin and Qingdao of the PRC) through his directorships in (HK) Gold Prime and certain of the relevant PRC subsidiaries wholly-owned by (HK) Gold Prime. Mr. Fan has resigned from all such positions, with his resignation from (HK) Gold Prime having taken effect in January 2025, and from the relevant PRC subsidiaries having taken effect in February 2021 and April 2025. Since April 2025, Mr. Fan has not held any management position within our Group. As such, Mr. Fan was previously our connected person up to April 2026 and has since been an Independent Third Party.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Our simplified shareholding structure relevant to this step of our Reorganisation and immediately before its implementation was as follows:



Note:

- (1) Ocean Star Enterprise Holding Limited is wholly-owned by a discretionary family trust established by Mr. Fan (as settlor) for family and estate planning purposes. Mr. Fan controls the voting rights in Perfect Greenery as the sole director of Perfect Greenery and via his spouse as the sole protector of such discretionary family trust (the beneficiaries of which are all family members of Mr. Fan).

With a view for us to wholly-own the relevant subsidiaries in preparation for the [REDACTED], on 12 June 2024, we entered into a share swap agreement, through which we acquired the remaining 20% shares in (HK) Gold Prime from Perfect Greenery, at a consideration of 23,447,153 Shares (representing approximately 8.2% of our total issued Shares immediately after completion of such share swap) allotted and issued to King Card (an investment holding company wholly-owned by Mr. Fan).

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Principal terms of such share swap agreement are as follows:

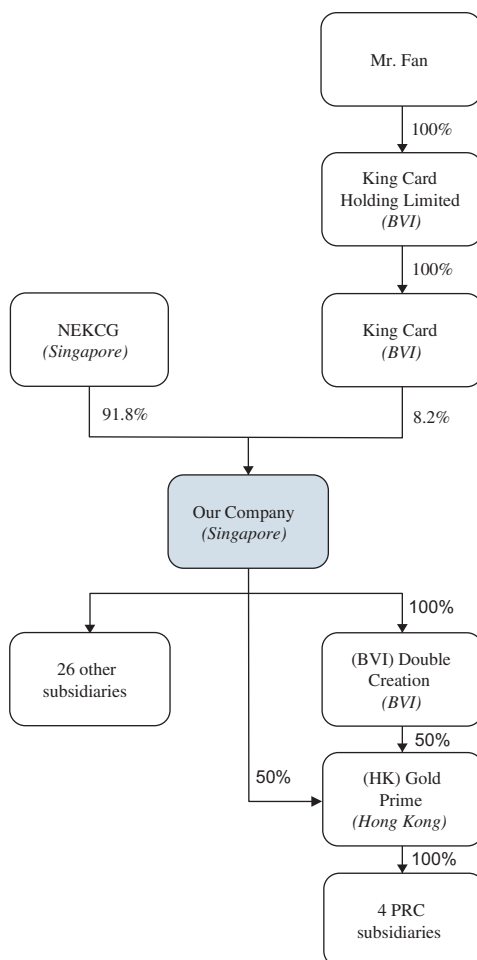
Date	12 June 2024
Parties	(1) Our Company (2) NEKCG (3) Perfect Greenery (4) King Card (5) Mr. Fan
Share swap	Our Company will acquire the remaining 20% shares in (HK) Gold Prime from Perfect Greenery, at a consideration of 23,447,153 Shares (representing 8.2% of our total issued Shares immediately after completion of such share swap) (the “ Consideration Shares ”) allotted and issued to King Card (an investment holding company wholly-owned by Mr. Fan)
Date of transfer of 20% shares in (HK) Gold Prime	23 July 2024
Date of issue of the Consideration Shares	23 July 2024
Basis of determination of the consideration	Consideration was determined after arm’s length negotiation between us and Mr. Fan, with reference to the net asset value of (HK) Gold Prime (including the PRC subsidiaries held by it) and the Group and their respective net profit contribution for the last three financial years based on their audited accounts.
Lock-up	There is no lock-up arrangement after the [REDACTED] under this agreement. However, such Shares held by Mr. Fan (through King Card and King Card Holding Limited) will be subject to a separate deed of lock-up undertaking of 12 months. See “[REDACTED]”.
Special rights	Mr. Fan was granted a tag-along right. However, such right will be terminated upon the [REDACTED].
Public float	The Consideration Shares will be considered part of our public float.
Reasons for the share swap	Such share swap allows us to consolidate our ownership of (HK) Gold Prime and the various PRC subsidiaries, and also further aligns the interests of Mr. Fan with our Group.
Share-based payments	Such share swap did not result in any share-based payment expense, as the consideration of the transfer was determined at arm’s length basis with reference to the fair value of the relevant Shares at the time of such share swap.

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As a result of such share swap, (HK) Gold Prime and the various PRC subsidiaries wholly-owned by it became our wholly-owned subsidiaries, while Mr. Fan became our Shareholder. See “History, Reorganisation and Corporate Structure – Relationship with Mr. Fan”.

Corporate structure after our Reorganisation

Our simplified shareholding structure relevant to our Reorganisation and immediately after its implementation was as follows:



PRC REGULATORY REQUIREMENTS

As advised by our PRC Legal Advisers, Mr. Fan (being a PRC resident), who has become an indirect shareholder of our Company upon completion of the above-mentioned share swap, is required to complete the registration under the Circular No. 37.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Circular No. 37

Pursuant to the Circular No. 37 promulgated by SAFE and which became effective on July 4, 2014, (a) a PRC resident must register with the local SAFE branch before he or she contributes assets or equity interests in an overseas special purpose vehicle (the “**Overseas SPV**”) that is directly established or indirectly controlled by the PRC resident for the purpose of conducting investment or financing, and (b) following the initial registration, the PRC resident is also required to register with the local SAFE branch for any major change, in respect of the Overseas SPV, including, among other things, a change of Overseas SPV’s PRC resident shareholder(s), the name of the Overseas SPV, terms of operation, or any increase or reduction of the Overseas SPV’s capital, share transfer or swap, and merger or division. Pursuant to the Circular No. 37, failure to comply with these registration procedures may result in penalties.

Pursuant to the Circular No. 13, promulgated by SAFE and which became effective on June 1, 2015, the power to accept the above-mentioned SAFE registration under the Circular No. 37 was delegated from local SAFE branch to local qualified banks.

As advised by our PRC Legal Advisers, as of the Latest Practicable Date, Mr. Fan (being a PRC resident) has completed the registration under the Circular No. 37.

RELATIONSHIP WITH MR. FAN

Overview

Mr. Fan currently holds and is expected to hold after [REDACTED] the following roles:

1. **Shareholder**, being expected to hold approximately 5.7% of our Shares upon [REDACTED] (without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED] and the Post-[REDACTED] Share Options) and therefore will not be our substantial Shareholder under the Listing Rules. Mr. Fan became a Shareholder upon completion of a share swap involving his 20% interest in (HK) Gold Prime which holds most of the subsidiaries of our PRC business; and
2. **controller of Tianjin Zhongke Group**, one of our top five largest suppliers and customers during the Track Record Period and with whom we provide to and procure certain logistic-related supporting services, from whom we obtain a license for the “Keyun (克運)” brand under which we operate in the PRC, and from whom we lease our office premises in Tianjin.

He was also previously a member of our PRC management team (together with our co-founders, Mr. Li and Mr. Ng) by virtue of being a director of certain of our subsidiaries relating to a portion of our PRC business, including: (1) (HK) Gold Prime until his resignation on 10 January 2025; (2) (PRC) QD Keyun until his resignation on 18 April 2025; and (3) (PRC) TJ Keyun until his resignation on 7 February 2021. As all of these directorships were more than 12 months ago, Mr. Fan and his associates are Independent Third Parties and not our connected persons.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

History of relationship with Mr. Fan

The shareholdings of (HK) Gold Prime (which holds most of the subsidiaries of our PRC business) are summarised as follows: (1) from incorporation to 2008: wholly-owned or controlled by Mr. Fan; (2) from 2008 to 2013: 70% held by Mr. Fan and 30% held by us; (3) from 2013 to June 2024: 80% by us and 20% by Mr. Fan; and (4) from July 2024 onwards: wholly-owned by us. Details are set out below.

Mr. Fan incorporated (HK) Gold Prime in 1999. Mr. Fan set up (HK) Gold Prime to serve as the holding company for multiple logistics services businesses across various regions of the PRC, which have been conducted through various PRC subsidiaries (namely, (PRC) QD Keyun, (PRC) SH Keyun, (PRC) SH Yifa, and (PRC) TJ Keyun). Such businesses have been developed and operated under the “Keyun (克運)” and “Yifa (毅發)” brands. (HK) Gold Prime began to operate under: (1) the “Keyun (克運)” brand upon the establishment of its subsidiary (PRC) TJ Keyun in 2001. The “Keyun (克運)” brand is a brand that was previously developed by Mr. Fan (prior to the incorporation of (HK) Gold Prime, which at the relevant time was controlled by Mr. Fan), and ultimately registered under a member of the Tianjin Zhongke Group (which at all relevant times was also controlled by Mr. Fan); and (2) the “Yifa (毅發)” brand upon the establishment of its subsidiary (PRC) SH Yifa in 2003. As such, at all material times, Mr. Fan has been a member of the management team of such PRC businesses as director, primarily responsible for overall business development and strategic planning.

In the early 2000’s, we became acquainted with Mr. Fan through one of our PRC business partners given our involvement in the same industry. In 2008, we acquired a 30% interest in (HK) Gold Prime in order to substantially expand our presence in the PRC, and upon which our co-founders (Mr. Li and Mr. Ng) joined the management team of such PRC business as directors alongside Mr. Fan. By 2013, (HK) Gold Prime had streamlined its businesses to focus on container depots, which was consistent with our business focus. As such and in order to solidify our market presence and expansion in the PRC, we increased our interest in (HK) Gold Prime to 80% (by acquiring shares held by Mr. Fan), upon which (HK) Gold Prime (and the underlying PRC operating companies) became our non-wholly-owned subsidiary, with the remaining 20% held by Mr. Fan. Subsequent to our acquisition, our co-founders (Mr. Li and Mr. Ng) and Mr. Fan continued their involvement as members of the management team of such PRC businesses.

In July 2024 and in preparation for the [REDACTED], we conducted a share swap, through which Mr. Fan became our Shareholder and (HK) Gold Prime (and the underlying PRC operating companies) became our wholly-owned subsidiaries. The number of consideration Shares issued by us to Mr. Fan consisted of 23,447,153 Shares (representing approximately 8.2% of our total issued Shares immediately after completion of such share swap), and was determined after arm’s length negotiation between us and Mr. Fan, with reference to valuation of (HK) Gold Prime (including the PRC subsidiaries held by it) and the Group and their respective net profit contribution for the last three financial years based on their audited accounts. For details, please see “History, Reorganisation and Corporate Structure – Our Reorganisation – 2. Share swap involving 20% shares of the shares of (HK) Gold Prime for 8.2% Shares”.

In 2025, Mr. Fan resigned from all management positions within our Group to focus on his other business and personal commitments. These consist of his directorships in: (1) (HK) Gold Prime until his resignation on 10 January 2025; (2) (PRC) QD Keyun until his resignation on 18 April 2025; and (3) (PRC) TJ Keyun until his resignation on 7 February 2021. To our Directors’ knowledge and belief, there has been no negative news on or wrongdoings of Mr. Fan, and no material disagreement or unresolved dispute between us and Mr. Fan. Further, our Directors confirm, and the Joint Sponsors concur, that Mr. Fan’s resignation will not have any material adverse impact on our business and operations.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

During the Track Record Period and up to the Latest Practicable Date, despite Mr. Fan being at relevant times a director and a minority substantial shareholder at 20% in relation to our PRC business, Mr. Fan has not been in the position to exert significant influence over our PRC business given that our co-founders (Mr. Li and Mr. Ng) make up the majority of the local board of directors of our PRC management team, and we have always maintained significant shareholding control (at least 80%).

Transactions with Tianjin Zhongke Group

Tianjin Zhongke is indirectly owned as to 99% by Mr. Fan and his spouse. It was established in 2010 with a registered capital of RMB15 million. Tianjin Zhongke, together with its subsidiaries, have over 400 employees as at 30 June 2024, and are principally engaged in the provision of logistics services, including freight forwarding, warehousing and cargo transportation, across various regions of the PRC, mainly Tianjin (its primary focus), and also Qingdao, Shanghai and Ningbo. Since the members of Tianjin Zhongke Group are Independent Third Parties, transactions with Tianjin Zhongke Group will not be subject to Chapter 14A of the Listing Rules.

Logistics-related supporting services

We have over 10 years of business relationship with Tianjin Zhongke Group. During the Track Record Period, Tianjin Zhongke Group was one of our five largest customers and also one of our five largest suppliers, where we have been providing to and procuring from Tianjin Zhongke Group certain logistic-related supporting services in the ordinary and usual course of business of our Group, all of which will after [REDACTED] continue to be conducted on terms that are fair and reasonable, on normal commercial terms or better, and in the interests of our Group and our Shareholders as a whole.

- **Tianjin Zhongke Group as our supplier** – We have been procuring from Tianjin Zhongke Group certain logistic-related supporting services in Tianjin, including (i) transportation and trucking services between our Tianjin containers depots and the designated port terminals as required by our customers; and (ii) freight forwarding and agency services.

In terms of pricing, fees to be charged by Tianjin Zhongke Group for the provision of such logistics services will continue to be determined on arm's length basis.

For transportation and trucking services, the services fee payables by our Group to Tianjin Zhongke Group is determined by reference to (i) historical fee rates; (ii) the volume of transportation services we require for the relevant period; and (iii) comparison of the fee quote provided by Tianjin Zhongke Group to our Group with the fee quotes obtained from other suppliers which are also Independent Third Parties and provide similar services.

For freight forwarding and other ancillary supporting services, the service fee payable by our Group to Tianjin Zhongke Group is determined by reference to the comparison of the fee quote provided by Tianjin Zhongke Group with the fee quotes obtained from other suppliers which are also Independent Third Parties and provide similar services.

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When we procure such services in our ordinary and usual course of business, we select the most suitable supplier among those available for selection, which comprise Tianjin Zhongke Group and other Independent Third Parties, taking into account the price, scope of services, experience, suitability, efficiency and qualification of the supplier to perform such services in a timely manner.

Historical Transaction Amounts

The table below sets out the historical amounts paid by us to Tianjin Zhongke Group during the Track Record Period:

	Historical Transaction Amount For the year ended 31 December		
	2023	2024	2025
	<i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>
Transportation and trucking services	5,360	5,769	2,091
Freight forwarding and agency services	<u>107</u>	<u>243</u>	<u>1,717</u>
Total	<u>5,467</u>	<u>6,012</u>	<u>3,808</u>

Reasons for the Transactions

During the Track Record Period, we had been procuring logistics services from Tianjin Zhongke Group. When we procure such services in our ordinary and usual course of business, we select the most suitable service providers among those available for selection, taking into account their fees, payment terms, experience, quality of services and other factors. We had selected members of Tianjin Zhongke Group as our service providers during the Track Record Period in light of their reliability in accepting and delivery of our order request in a timely manner, the quality of their services, their trucking capability and capacity, and their experience in providing these services. The price and quality of services provided by Tianjin Zhongke Group will be under regular review, and in the event that we are able to source a services vendor who is able to offer better quality at a lower price, we will consider replacing the Tianjin Zhongke with such services vendor.

- **Tianjin Zhongke Group as our customer** – We have been providing certain logistic-related supporting services to Tianjin Zhongke Group in Qingdao, Shanghai and Tianjin, including (i) warehouse and CFS services, (ii) freight forwarding services, (iii) transportation services, and (iv) container depot handling services. Such services mainly consist of warehouse and CFS services in Tianjin given that Tianjin Zhongke Group does not have its own warehousing facilities.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Aside from this, we also provide and will provide Tianjin Zhongke Group with a relatively immaterial amount of freight forwarding and transportation services in Shanghai and Qingdao, which are regions where we have successfully established market presence with transportation and freight forwarding capacity. This is in contrast to Tianjin, where, as mentioned above, such services have been procured for our Tianjin business, which are mainly engaged in depot and warehouse management services and where we do not have our own transportation.

In terms of pricing, the fees to be charged by us for the provision of the subcontracting services to Tianjin Zhongke Group were determined on arm’s length basis and under reasonable margin taking into account our direct and indirect costs, including (i) the actual warehouse costs incurred by us and in proportion to the storage space occupied by our Group over the total area of the relevant warehouses; (ii) salary and wages; and (iii) freight forwarding fees, agency fees, customs fees incurred by us for providing the Subcontracted Services.

Our price would also make reference to (i) historical fee rates; and (ii) comparison of fee quote provided by us to Tianjin Zhongke Group with fee quotes provided by us to other customers which are Independent Third Parties and require similar services.

Historical Transaction Amounts

The table below sets out the historical transaction amounts paid by Tianjin Zhongke Group for Subcontracted Services during the Track Record Period:

	Historical Transaction Amount		
	For the year ended 31 December		
	2023	2024	2025
	<i>S\$’000</i>	<i>S\$’000</i>	<i>S\$’000</i>
Warehouse and CFS services			
– (PRC) QD Keyun ^(Note 1)	2,143	–	–
– (PRC) TJ Keyun	4,235	4,427	3,763
Freight forwarding and agency services			
– (PRC) QD Keyun	120	2,482	2,925
Transportation services			
– (PRC) SH Keyun ^(Note 2)	236	184	11
Container depot handling services			
– (PRC) TJ Keyun	<u>535</u>	<u>529</u>	<u>7,483</u>
Total	<u>7,269</u>	<u>7,622</u>	<u>14,182</u>

Notes:

- (1) In December 2023, (PRC) QD Keyun had transferred the QD Warehouse and CFS Business to (PRC) QD Port Lianyun and will not engage in the QD Warehouse and CFS Business after the [REDACTED].
- (2) Tianjin Zhongke Group only began using our transportation services in 2023 to meet its business needs.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Reasons for the Transactions

Tianjin Zhongke Group is the appointed freight forwarding services provider in northern China for a leading global sporting goods company based in Europe. As Tianjin Zhongke Group does not have its own warehousing facilities in Qingdao, it has engaged (PRC) QD Keyun as their subcontractor for the provision of warehousing and CFS services in Qingdao of the PRC (the “**QD Warehouse and CFS Business**”) during the Track Record Period. On 25 December 2023, we (through our subsidiary (PRC) QD Keyun) together with Qingdao Zhiyuan Global Supply Chain Management Co., Ltd.* (青島智遠環球供應鏈管理有限公司) and an entity controlled by Shandong Port Qingdao Port Group, Ltd* (山東港口青島港集團有限公司) which is a fellow subsidiary of Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) (being the primary operator of the Port of Qingdao and one of our major suppliers during the Track Record Period), formed the joint venture company (PRC) QD Port Lianyun to further explore and develop the container depot and logistic business in Qingdao in the PRC. Pursuant to the relevant joint venture agreement, (PRC) QD Keyun has transferred the QD Warehouse and CFS Business to (PRC) QD Port Lianyun, and it will not engage in the QD Warehouse and CFS Business after the [REDACTED].

In addition, during the Track Record Period and up to the Latest Practicable Date, (PRC) TJ Keyun has been providing warehousing and CFS services to Tianjin Zhongke Group in other regions of the PRC. Given we operate one of our two warehouses through (PRC) TJ Keyun while Tianjin Zhongke Group does not have its own warehousing facilities, we expect to continue to provide warehousing and CFS services, as part of the subcontracting services, to Tianjin Zhongke Group after the [REDACTED].

Our Directors are of the view that the Subcontracting Services Framework Agreement is consistent with the business and commercial objectives of our Company. We have established a long-term business relationship with Tianjin Zhongke Group, which was one of our top five customers during the Track Record Period. The Subcontracting Services Framework Agreement will enhance the development of our Group’s business and bring a positive financial impact on our Group.

- **Delineation of services** – Common services that our Group and Tianjin Zhongke Group have been providing to each other consist of freight forwarding and transportation services. However, there are significant differences. The majority of these services were acquired by us, totaling S\$5.5 million, S\$6.0 million and S\$3.8 million for the years ended 31 December 2023, 2024 and 2025. In contrast, the services we provided amounted to a smaller sum of approximately S\$356,000, S\$2.7 million and S\$2,936 for the years ended 31 December 2023, 2024 and 2025.

Moreover, these services are clearly delineated based on geographical region. For such services procured by us, these are for Tianjin only, where we are mainly engaged in depot and warehousing services and do not have our own transportation vehicles or dedicated service team. As such, we engage subcontractors to fulfil our transportation services, with Tianjin Zhongke Group being our main subcontractor in light of their substantial trucking capabilities and capacity, reliability in accepting and delivery of our order request in a timely manner, the quality of their services, their experience in providing these services, and our longstanding relationship.

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On the other hand, for the relatively insignificant amount of services provided by us, these are for Qingdao and Shanghai only, being regions where we have successfully established market presence with transportation and freight forwarding capacity. In contrast, Tianjin Zhongke Group has not yet established a substantial market presence in Qingdao and Shanghai, as its primary focus is Tianjin. We believe Tianjin Zhongke Group has selected us as its preferred supplier in these regions in light of our proven ability to deliver high quality services throughout our longstanding relationship.

Brand licensed from Tianjin Zhongke Group

For our business in the PRC, we operate under certain brand names, including “Keyun (克運)” in respect of which we have historically been licensed and used certain trademark and domain name (the “**Licensed Intellectual Properties**”) that are owned by Tianjin Zhongke Group. As mentioned above, in 2013, we increased our interest in (HK) Gold Prime to 80% by acquiring shares held by Mr. Fan, resulting in a change in control of the PRC business from Mr. Fan to us. As mentioned above, the “Keyun (克運)” brand is a brand that was previously developed by Mr. Fan (prior to the incorporation of (HK) Gold Prime), and ultimately registered under a member of the Tianjin Zhongke Group. Therefore, since our acquisition will result in a change in control of (HK) Gold Prime (and its PRC subsidiaries) from Mr. Fan to us, as a term of this acquisition, Tianjin Zhongke Group granted us a royalty-free license to use such intellectual property for 10 years, allowing us to ensure brand continuity for the PRC business, which expired on 3 December 2023. Also as mentioned above, in July 2024, we conducted a share swap through which Mr. Fan became our Shareholder and (HK) Gold Prime (and the underlying PRC operating companies) became our wholly-owned subsidiaries. At the same time, the previous royalty-free licensing arrangement was renewed when on 12 June 2024, our Company (as licensee) and Tianjin Keyun Cargo (as licensor) entered into an intellectual property licensing agreement, pursuant to which Tianjin Keyun Cargo agreed to grant us (and our subsidiaries from time to time) a non-exclusive, worldwide, royalty-free licence to use and exploit the Licensed Intellectual Properties in connection with any of our business operations and investment activities from time to time (the “**Intellectual Property Licensing Agreement**”).

The Intellectual Property Licensing Agreement has an initial term expiring on 31 December 2028. Further, the parties have agreed that they shall commence discussions and negotiations in good faith regarding the renewal of the Intellectual Property Licensing Agreement at least two years before expiry of the initial term (i.e. by 31 December 2026), and that Tianjin Keyun Cargo must inform us as soon as practicable if it becomes reasonably certain that they will not renew the Intellectual Property Licensing Agreement.

Neither party has the right to terminate the Intellectual Property Licensing Agreement unless the other party is in serious and fundamental breach of the Intellectual Property Licensing Agreement and such breach (if capable of being remedied) is not remedied within a reasonable period of time after notice to such other party. We believe such arrangement is mutually beneficial to us and Mr. Fan, as it is royalty-free, “Keyun (克運)” is a recognised brand in the PRC, and the continued success of our PRC operations aligns with the interests of Mr. Fan as a Shareholder.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Office lease from Tianjin Zhongke Group

We have been leasing our office premises in Tianjin from Tianjin Zhongke Group. Rent is fixed at RMB1,489,000 (equivalent to approximately S\$284,160) for a term expiring on 9 November 2026. The rent was determined by us and Tianjin Zhongke Group through arm’s length negotiations with reference to: (i) the rentable area of the office premises; and (ii) the then prevailing market rate for similar premises in the vicinity of such office, subject to an increase which is capped at 10% of the existing rent.

PRE-[REDACTED] INVESTMENTS

In December 2025, we entered into the Pre-[REDACTED] Convertible Note Agreements with the Pre-[REDACTED] Investors, pursuant to which we agreed to issue, and each of the Pre-[REDACTED] Investors agreed to subscribe for, convertible notes (the “**Pre-[REDACTED] Convertible Notes**”) with an aggregate principal amount of S\$15.0 million (equivalent to approximately HK\$90.9 million) convertible into Shares. All Pre-[REDACTED] Investments were completed and fully settled in December 2025.

Certain details of the Pre-[REDACTED] Investments are set out below:

Name of Pre-[REDACTED] Investor	Date of Pre- [REDACTED] Convertible Note Agreement	Date on which Pre-[REDACTED] Investment was fully settled	Subscription Amount		Number of Conversion Shares ⁽¹⁾	Shareholding percentage upon [REDACTED] ⁽²⁾ %
			S\$ million	HK\$ million		
1. Samudera Shipping Line Ltd	24 December 2025	30 December 2025	7.3	44.2	[39,235,298]	[REDACTED]
2. AAI Pte. Ltd.	5 December 2025	9 December 2025	2.0	12.1	[10,749,397]	[REDACTED]
3. Stranda Venture Incorporated	5 December 2025	9 December 2025	2.0	12.1	[10,749,397]	[REDACTED]
4. HPC Investment Limited	5 December 2025	9 December 2025	1.5	9.1	[8,062,048]	[REDACTED]
5. HB Equity Partners Pte. Ltd.	5 December 2025	9 December 2025	1.0	6.1	5,374,698	[REDACTED]
6. Trans-Coastal Lines (S) Pte Ltd	5 December 2025	9 December 2025	0.8	4.8	4,299,759	[REDACTED]
7. TAN Wee Hong	5 December 2025	9 December 2025	0.4	2.4	[2,149,879]	[REDACTED]
			<u>15.0</u>	<u>90.9</u>	<u>[80,620,476]</u>	<u>[REDACTED]</u>

Notes:

- (1) This represents the number of Shares to be issued to the Pre-[REDACTED] Investors immediately prior to [REDACTED], assuming full conversion of the subscription amount. Basis of determining the number of Conversion Shares is set out in the below table.
- (2) This has taken into account Shares to be issued pursuant to the Pre-[REDACTED] Share Award Scheme and the [REDACTED], and assumes there has been no exercise of the Post-[REDACTED] Share Options or the [REDACTED].

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Other principal terms of the Pre-[REDACTED] Convertible Notes are as follows:

Interest	The Pre-[REDACTED] Convertible Notes bear interest on its outstanding principal amount from and including its issuance date at the rate of 3% per annum.
Maturity date	12 months from issuance date, unless such date is extended by our Company in our sole and absolute discretion by an additional 12 months.
Basis of consideration	The relevant consideration was determined after arm’s length negotiations between our Company and each of the Pre-[REDACTED] Investors with reference to the business valuation of our Company, the timing of the [REDACTED] and the status of our financial performance and business operations.
Voluntary conversion upon maturity	On the maturity date, if our Company fails to redeem the Pre-[REDACTED] Convertible Note, certain Pre-[REDACTED] Investors may elect to convert the outstanding principal amount into Shares (the “ Conversion Shares ”). The number of Conversion Shares to be issued to the Pre-[REDACTED] Investors will be determined according to the below formula:

$$A/(B/C)$$

A = Each Pre-[REDACTED] Investor’s outstanding principal amount under the Pre-[REDACTED] Convertible Note

B = S\$93.0 million, representing S\$108.0 million (being the agreed valuation of our Company) less S\$15.0 million (being the aggregate principal amount of all Pre-[REDACTED] Convertible Notes)

C = Our Company’s fully-diluted number of Shares issued immediately prior to maturity (excluding all Conversion Shares)

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Automatic conversion immediately prior to [REDACTED]	Immediately prior to [REDACTED], the outstanding principal amount under the Pre-[REDACTED] Convertible Notes will be automatically converted into Conversion Shares. The number of Conversion Shares to be issued to the Pre-[REDACTED] Investors will be determined according to the below formula: $A/(B/C)$ A = Each Pre-[REDACTED] Investor’s outstanding principal amount under the Pre-[REDACTED] Convertible Note B = S\$57.0 million, representing S\$72.0 million (being the agreed valuation of our Company) less S\$15.0 million (being the aggregate principal amount of all Pre-[REDACTED] Convertible Notes) C = Our Company’s fully-diluted number of Shares issued immediately prior to [REDACTED] (excluding all Conversion Shares) i.e. [REDACTED] Shares
Number of Conversion Shares to be issued upon full automatic conversion immediately prior to [REDACTED] and corresponding shareholding percentage	See the above table.
Investment cost per Conversion Share	Approximately S\$0.1861 (equivalent to approximately HK\$1.1278)
Discount to the mid-point of the [REDACTED] range (i.e. [REDACTED])	Approximately [REDACTED]%
Use of [REDACTED]	As at the Latest Practicable Date, we have used S\$13.1 million of the [REDACTED] (representing 87.3% of the total [REDACTED]) for the construction and development of the Mega Depot.
Lock-up	Each of the Pre-[REDACTED] Investors has agreed and undertaken to our Company that, for a period of six (6) months following [REDACTED], it will not dispose of any of the Conversion Shares. See “[REDACTED]” for details.

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Early redemption

The Pre-[REDACTED] Investors have the right to require our Company to early redeem the Pre-[REDACTED] Convertible Notes at an interest rate of up to 5% per annum, upon the occurrence of certain events, such as:

2. proceedings shall have been initiated against our Group under any applicable bankruptcy, reorganisation or insolvency law and such proceedings have not been discharged or stayed within a period of sixty (60) days (excluding any voluntary winding-up or deregistration of a subsidiary that has been dormant or otherwise ceased business prior to the date of the Note or has surplus assets which are subsequently distributed to the Group);
3. any member of our Group ceases to carry on business (other than due to any voluntary winding-up or deregistration of a subsidiary that has been dormant or otherwise ceased business prior to the date of the Note or has surplus assets which are subsequently distributed to the Group);
4. we fail to pay any amount due to the Pre-[REDACTED] Investors under the Pre-[REDACTED] Convertible Notes by the time specified thereunder, and such amount due is not subsequently paid to such Pre-[REDACTED] Investor within 30 days after such failure;
5. we commit a material breach of the Pre-[REDACTED] Convertible Note, and such breach is not remedied within 30 days; or
6. the termination of the lease, or any major project contracts or approvals relating to the construction or operation, of the Mega Depot.

Special rights

Certain special rights were granted to the Pre-[REDACTED] Investors, such as covenants and information rights. All special rights granted to the Pre-[REDACTED] Investors will automatically terminate upon the [REDACTED] in accordance with Chapter 4.2 of the Stock Exchange’s Guide for New Listing Applicants.

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In particular, all repurchase or redemption rights of the Pre-[REDACTED] Investors have already been terminated with effect from the date of our Company’s [REDACTED] to the Stock Exchange, and shall only be restored before [REDACTED] when it is determined that our Company’s [REDACTED] will no longer proceed, including the occurrence of events which would render us unable to comply with the [REDACTED] requirements or the withdrawal, rejection, return or lapse of our [REDACTED].

Strategic benefits brought by the Pre-[REDACTED] Investors

At the time of the Pre-[REDACTED] Investments, our Directors were of the view that the investments by the Pre-[REDACTED] Investors (which include certain industry players and certain members of our senior management) demonstrate their confidence in the operations of our Group and serves as an endorsement of the performance and prospect of our Group. In addition, our Company would benefit from the additional capital that will be generated from by the Pre-[REDACTED] Investments.

Background of the Pre-[REDACTED] Investors

Samudera Shipping Line Ltd

Samudera Shipping Line Ltd (“**Samudera Shipping**”) is a company incorporated in Singapore. It is principally engaged, together with its subsidiaries and affiliates, in the transportation of containerised and non-containerised cargo through its container shipping and bulk and tanker business segments. Its vessels and services currently ply trade routes connecting various ports in Southeast Asia, the Indian Subcontinent, the Far East and the Middle East. It has been listed on the Main Board of the Singapore Stock Exchange (stock code: S56) since 2000.

AAI Pte. Ltd.

AAI Pte. Ltd. is a limited liability incorporated in Singapore. It is principally engaged in computer facilities management activities and wholesale trade of various goods. It is wholly-owned by Barbara KWOK Sze Hang.

Stranda Venture Incorporated

Stranda Venture Incorporated is a limited liability incorporated in BVI. It is principally engaged in investment activities. It is wholly-owned by Ng Siew Yong and Shaline Gnanalingam as joint tenants with rights of survivorship (being a legal arrangement that grants two or more persons as co-owners the equal ownership rights to an asset, and upon the death of one owner, such owner’s interest is immediately transferred to the surviving owners).

HPC Investment Limited

HPC Investment Limited is a limited liability incorporated in BVI. It is principally engaged in investment activities. It is wholly-owned by HPC Holdings Limited, a company listed on the Stock Exchange (stock code: 1742).

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

HB Equity Partners Pte. Ltd.

HB Equity Partners Pte. Ltd. is a limited liability incorporated in Singapore. It is principally engaged in investment activities and serves as an investment arm of Ho Bee Capital Pte Ltd. It is owned as to 87% by Ho Bee Capital Pte Ltd, 10% by Estate of CHUA Pin Chong and 3% by CHUA Thiam Chok. Ho Bee Capital Pte Ltd is ultimately owned as to 82.5% by CHUA Thian Poh and 17.5% by NG Noi Hinoy.

Trans-Coastal Lines (S) Pte Ltd

Trans-Coastal Lines (S) Pte Ltd is a limited liability incorporated in Singapore. It is principally engaged in freight transport arrangement and shipping and freight forwarding. It is wholly-owned by LIM Sin Sang.

TAN Wee Hong

Mr. TAN Wee Hong is a member of our senior management and our regional general manager of Southeast Asia. See “Directors and Senior Management – Senior Management” for his biography.

Save for Mr. TAN Wee Hong (who is a director of various of our subsidiaries and hence our core connected person), each of the Pre-[REDACTED] Investors is independent from and not connected with our Group and/or any connected person of our Company. Therefore, save for any Shares held by Mr. TAN Wee Hong, all Shares to be issued to the Pre-[REDACTED] Investors upon conversion of the Pre-[REDACTED] Convertible Notes immediately prior to [REDACTED] will be considered as part of the public float according to Rule 8.24 of the Listing Rules. Further, the Pre-[REDACTED] Investors were either existing customers or suppliers of our Company, or were introduced to us as business acquaintances of certain Directors, and there are no side arrangements or side letters have been entered into by our Company with any of the Pre-[REDACTED] Investors.

Joint Sponsors’ Confirmation

On the basis that (i) the Pre-[REDACTED] Investments have been completed more than 28 clear days before the date of our first submission of the first [REDACTED] to the Stock Exchange, and (ii) all the special rights granted to the Pre-[REDACTED] Investors will automatically terminate upon the [REDACTED], with the redemption rights suspended upon the first filing of our [REDACTED] to the Stock Exchange, the Joint Sponsors have confirmed that the Pre-[REDACTED] Investments are in compliance with Chapter 4.2 of the Guide for New Listing Applicants.

OTHER MATTERS

Name changes and Conversion to Public Company

On 14 March 2024, our Company was renamed “EKH Pte. Ltd.”. On 22 June 2026, our Company was converted into a “public company limited by shares” under the Singapore Companies Act, and our Company was renamed “EKH Limited” with effect from 22 June 2026.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Share Schemes

On 25 June 2026, our Company adopted the Pre-[REDACTED] Share Award Scheme and the Post-[REDACTED] Share Option Scheme. Pursuant to the Pre-[REDACTED] Share Award Scheme, upon the [REDACTED], we will issue a total of [REDACTED] Shares to certain of our employees, consisting of: (a) our Directors (namely, Mr. Li, Mr. Ng and Mr. Leung), whose Shares will not count towards our public float; (b) certain employees who are our connected persons at the subsidiary level, whose Shares will not count towards our public float; and (c) other employees who are not our connected persons, whose Shares will count towards our public float. Such Shares will be issued and immediately vest upon completion of the [REDACTED], and will be subject to a lock-up of 12 months. See “Appendix V – Statutory and General Information – D. Pre-[REDACTED] Share Award Scheme”.

Lock-up arrangements

Each of our Controlling Shareholders has undertaken to the Stock Exchange that all of them will be subject to the lock-up requirement under Rule 10.07 of the Listing Rules. Further, each of Mr. Fan (through King Card) and the grantees under the Pre-[REDACTED] Share Award Scheme are subject to a lock-up of 12-months, while each of the Pre-[REDACTED] Investors are subject to a lock-up of 6 months. See “[REDACTED]” for details.

PUBLIC FLOAT

Rule 8.08 of the Listing Rules requires that there must be an open market in the securities for which listing is sought. This will normally mean that for a class of securities new to listing, at least a minimum prescribed percentage of that class of securities must be held by the public at the time of listing. Where the expected market value of the class of securities at the time of listing is not exceeding HK\$6,000,000,000, the minimum prescribed percentage is 25%. Based on (i) the indicative [REDACTED] range of [REDACTED], [REDACTED] and [REDACTED] per [REDACTED] (being the low end, mid-point and high end of the [REDACTED] range, respectively), and (ii) [REDACTED] Shares are expected to be in issue immediately upon completion of [REDACTED], it is expected that the market value of the Shares at the time of [REDACTED] will be approximately [REDACTED], [REDACTED], and [REDACTED], respectively. The Shares held by NEKCG, Mr. Li, Mr. Ng, Mr. Leung, certain connected grantees under the Pre-[REDACTED] Share Award Scheme, and Mr. Tan Wee Hong, representing approximately [REDACTED] of our total issued Shares upon the completion of the [REDACTED], will not be counted towards public float. Therefore, the Shares held by the other Shareholders, representing approximately [REDACTED] of the issued share capital of the Company upon the completion of the [REDACTED], will count towards the public float for the purposes of Rule 8.08 of the Listing Rules, which is in compliance with the requirement under Rule 8.08(1) of the Listing Rules.

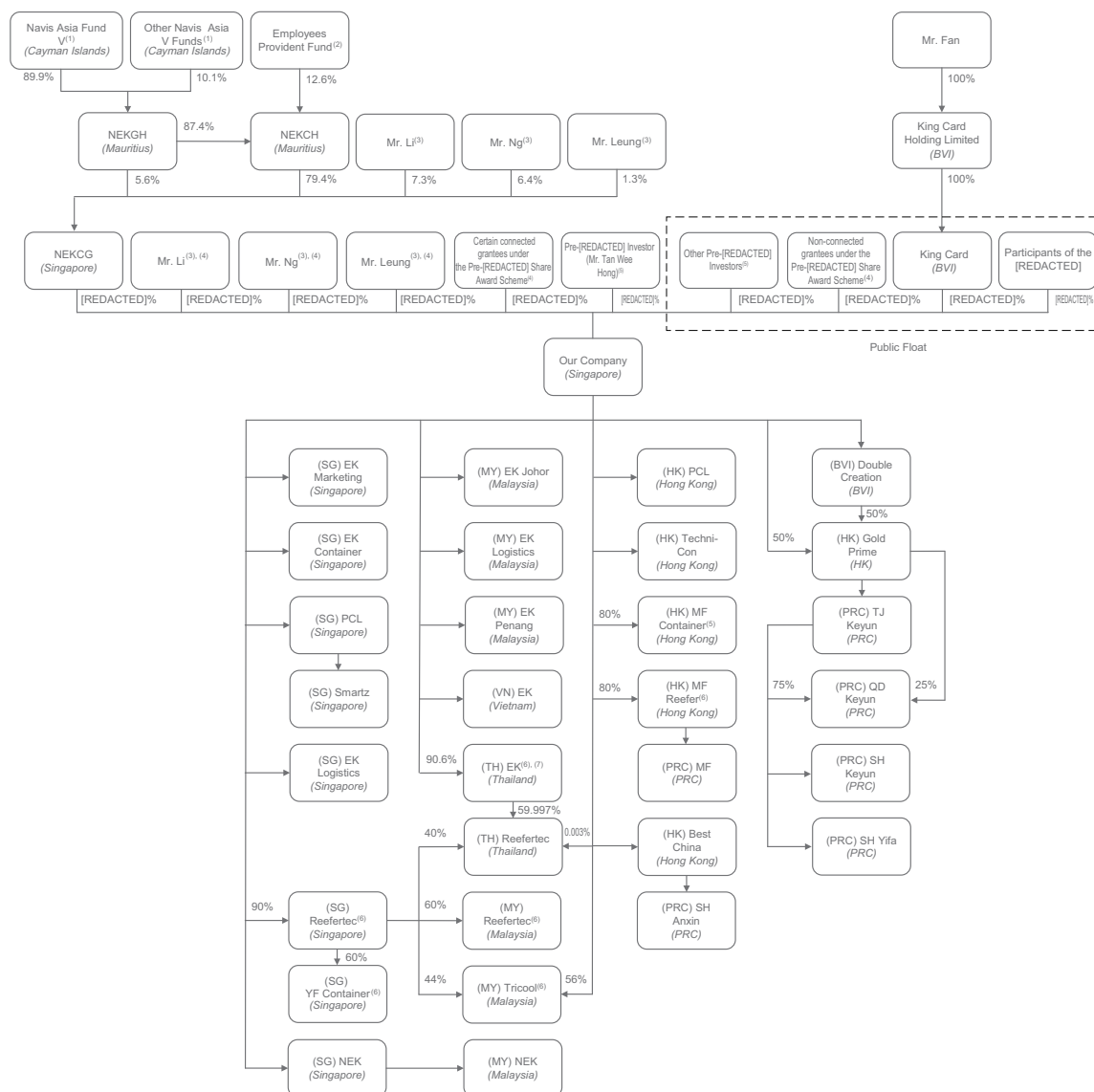
FREE FLOAT

Rule 8.08A of the Listing Rules provides that there must be sufficient shares for which listing is sought by a new applicant that are held by the public and available for trading upon listing. This will normally mean that the portion of the class of shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of listing, must: (i) represent at least 10% of the total number of issued shares in the class of shares for which listing is sought (excluding treasury shares), with an expected market value at the time of listing of not less than HK\$50,000,000; or (ii) have an expected market value at the time of listing of not less than HK\$600,000,000. The Company is expected to satisfy the free float requirement under Rule 8.08A(1) of the Listing Rules.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

CORPORATE STRUCTURE

Our simplified shareholding structure immediately after completion of the [REDACTED] (assuming the [REDACTED] and the Post-[REDACTED] Share Options have not been exercised) (with arrows representing 100% ownership unless indicated otherwise) will be as follows:



HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Notes:

- (1) Founded in 1998, Navis manages approximately US\$5 billion in private equity capital and focuses on investments primarily in and around Asia. See “Relationship with Our Controlling Shareholders – Background of Our Controlling Shareholders – Navis”. Each of the Navis Asia V Funds is an exempted limited partnership registered under the laws of the Cayman Islands, whose general partner is Navis GP (LP). Navis GP (LP) is also an exempted limited partnership registered under the laws of the Cayman Islands, whose general partner is Navis GP (Ltd). Navis GP (Ltd) is wholly-owned by Navis GP Investment Holdco Ltd., which is in turn owned as to approximately 80% by Navis Capital Partners Ltd., which is in turn controlled as to approximately 42% by each of Mr. Rodney Chadwick Muse and Mr. Nicholas Rupert Heylett Bloy.
- (2) The Employees Provident Fund is a provident fund established in 1951 and is a federal statutory body under the purview of Malaysia’s Ministry of Finance. It is a retirement savings fund which helps the Malaysian workforce save for their retirement in accordance with Malaysia’s Employees Provident Fund Act 1991. It acquired its shares in NEKCH (and thus acquired an indirect interest in us) in January 2011.
- (3) Mr. Li and Mr. Ng (our founders, Controlling Shareholders and executive Directors) are brothers-in-law. Mr. Leung is the alternate Director to Mr. Ng. Mr. Leung holds his interest in his personal capacity.
- (4) Pursuant to the Pre-[REDACTED] Share Award Scheme, we awarded Shares to certain of our employees, consisting of: (a) our Directors (namely, Mr. Li, Mr. Ng and Mr. Leung), whose Shares will not count towards our public float; (b) certain employees who are our connected persons at the subsidiary level, whose Shares will not count towards our public float; and (c) other employees who are not our connected persons, whose Shares float will count towards our public float. Such Shares will be issued and immediately vest upon completion of the [REDACTED], and will be subject to a lock-up of 12 months. For more details, please see “Appendix V – Statutory and General Information – D. Pre-[REDACTED] Share Award Scheme”.
- (5) See “– Pre-[REDACTED] Investments” in this section for details of Shares to be held by each of the Pre-[REDACTED] Investors upon completion of the Global Offering pursuant to automatic conversion of the Pre-[REDACTED] Convertible Notes. The Shares held by Mr. Tan Wee Hong (a director of certain of our subsidiaries and hence our core connected person) in this box refers to his Shares obtained via his participation as a Pre-[REDACTED] Investor.
- (6) As at the Latest Practicable Date, a number of our subsidiaries were not wholly-owned by us. Details of the other interests directly held in such non-wholly-owned subsidiaries are set out below:

Name of non-wholly-owned subsidiary

Details of minority interests

(HK) MF Container	20% by Central Holdings Limited (an Independent Third Party save for its investments in (HK) MF Container and (HK) MF Reefer)
(HK) MF Reefer	20% by Central Holdings Limited (an Independent Third Party save for its investments in (HK) MF Container and (HK) MF Reefer)
(MY) Reefertec	40% by Mr. Lee Thian Hee (an Independent Third Party save for his investment in (MY) Reefertec)
(SG) Reefertec	10% by Mr. Ho Gien Hwa Michael (a director of various of our subsidiaries)
(SG) YF Container	40% by Ms. Xing Pingping (an Independent Third Party save for her investment in (SG) YF Container)
(TH) EK	0.002% by each of Mr. Li and Mr. Ng (being our founders, Controlling Shareholders and executive Directors) and 9.428% by various individuals (being Independent Third Parties, save for Jiraphun Jareerart who is a director of (TH) EK and (TH) Reefertec)

- (7) This 90.6% interest reflects our percentage of voting power at general meetings of (TH) EK pursuant to its constitution, which differs from the number of shares held (in light of there being multiple classes of shares with different voting rights).

BUSINESS

OVERVIEW

We are the leading container depot operator in Singapore in terms of container throughput in 2025 and the second largest container depot operator in Southeast Asia (with a largest market share of 16.2% in Singapore and market share of 5.9% in Southeast Asia, according to the Frost & Sullivan Report) serving mainly container shipping lines and container leasing companies operating in the ASEAN region and the PRC. Headquartered in Singapore with operations in the PRC, Hong Kong, Malaysia, Thailand and Vietnam, as at the Latest Practicable Date, we operate 18 container depots across 10 locations with the ability to offer a range of container and logistic related services (including storage and handling, repair and maintenance, new-build container inspection and transportation of containers). We also engage in sales and trading of containers and container parts, and provide logistic related supporting services (such as warehousing and CFS and freight forwarding).

OUR BUSINESS

We provide a range of container-related services to our customers across the ASEAN region and the PRC, including storage and handling of empty containers, repair and maintenance of reefer containers, transportation of containers and sales and trading of containers and container parts as well as survey and inspections services for new-build containers. We operate and manage our business primarily under the following three main business segments: (i) container depot operations; (ii) warehousing and CFS; and (iii) container sales and new-build container inspection. In addition, we provide freight forwarding services in Qingdao, PRC incidental to our container depot operations to remain competitive and support our container depot operations in this location.

Our Group generally operates under the brand name of “Eng Kong (永康)” in Singapore, Thailand, Malaysia and Vietnam, whilst we operate under the brand names of “PCL” and “Ming Fung (明豐)” in Hong Kong. For our business in the PRC, we operate under the brand names of “Keyun (克運)” (a brand licensed from an Independent Third Party) and “Yifa (毅發)” (a brand originating from the name of one of our PRC subsidiaries).

The following table sets out revenue derived from our business segments during the Track Record Period:

Business Segments

	For the year ended 31 December					
	2023		2024		2025	
	S\$'000	%	S\$'000	%	S\$'000	%
Container depot operations						
– depot handling	47,807	30.7	48,323	29.3	46,947	31.5
– repair and maintenance	43,089	27.7	43,409	26.3	41,651	27.9
– storage fee	15,794	10.2	7,965	4.8	7,423	5.0
– transportation services	7,080	4.6	6,818	4.1	7,532	5.0
– others ^(Note)	4,527	2.9	4,390	2.7	5,670	3.8
	118,297	76.1	110,905	67.2	109,223	73.2
Warehousing and CFS	15,455	9.9	10,745	6.5	4,925	3.3
Container sales and new-build container inspection	1,501	1.0	9,051	5.5	2,507	1.7
Other (freight forwarding services in Qingdao)	20,270	13.0	34,321	20.8	32,515	21.8
	<u>155,523</u>	<u>100.0</u>	<u>165,022</u>	<u>100.0</u>	<u>149,170</u>	<u>100.0</u>

Note: Others include leasing of equipment and agency fee.

BUSINESS

Container depot operations are our core business and contribute a predominant portion of our total revenue. As a container depot operator, our services include storage and handling, repair and maintenance and transportation of empty containers.

Our warehousing and CFS business, which complements our core container depot business, includes traditional cargo storage as well as value-added services in relation to consolidation and deconsolidation to accommodate our customers’ needs. These value-added services include palletisation, barcode scanning, consolidation and deconsolidation, kitting, wrapping, packing and crating, stuffing and unstuffing. During the Track Record Period, we offered such warehousing and CFS services primarily in Hong Kong and Shanghai, Tianjin and Qingdao of the PRC as part of our approach to remain competitive and further our reputation as an integrated solution provider.

Our container sales and new-build container inspection business is ancillary to our core container depot business and involves the trading of containers (used and new-build) and container parts as well as the inspection and surveying of new-build containers.

Apart from the three main businesses set out above, we provide freight forwarding services in Qingdao, PRC incidental to our container depot operations to remain competitive and support our container depot operations in this location. According to the Frost & Sullivan Report, freight rates have seen a spike in early 2024 caused by the Red Sea crisis, and slowly decreased in March 2024 as such impact started to cease. Freight rates began to increase again in May 2024 partly due to (i) western economies returning to economic growth; (ii) supply pressure from factors due to the continued impact of the Red Sea crisis; and (iii) carriers increasing their rates mostly at the start of May. In late August 2024, freight rates started to decrease as global demand saw a slight slowdown, according to the Frost & Sullivan Report.

The range of services we offer enables us to adapt to cyclical changes in the economy and continue generating revenue notwithstanding fluctuations in the global economic market. For example, increased trade activities may drive demand for logistics services during an economic uptrend which may lead to a positive impact on our warehousing and new-build container inspection business, as well as an uptick in the container throughput at our container depots. On the other hand, decreased trade activities during an economic downturn may lead to a surplus of empty containers resulting in an increased demand for storage of such empty containers at our container depots.

Please refer to the section headed “Financial Information” in this document for the description of our revenue by business segments during the Track Record Period.

BUSINESS

Revenue by geographic location and business segment

The tables below set out the breakdown of our total revenue by (i) geographical location based on the location at which services were provided; and (ii) business segment, during the Track Record Period:

For the year ended 31 December 2023

	Container depot operations		Warehousing and CFS		Container sales and new-build container		Other (freight forwarding services in Qingdao)		Total	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
Singapore	56,446	47.7	–	–	997	66.4	–	–	57,443	36.9
PRC	24,784	21.0	12,487	80.8	–	–	20,270	100.0	57,541	37.0
Hong Kong	14,111	11.9	2,968	19.2	504	33.6	–	–	17,583	11.3
Malaysia	11,310	9.6	–	–	–	–	–	–	11,310	7.3
Thailand	10,241	8.7	–	–	–	–	–	–	10,241	6.6
Vietnam	1,405	1.1	–	–	–	–	–	–	1,405	0.9
Total	118,297	100.0	15,455	100.0	1,501	100.0	20,270	100.0	155,523	100.0

For the year ended 31 December 2024

	Container depot operations		Warehousing and CFS		Container sales and new-build container inspection		Other (freight forwarding services in Qingdao)		Total	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
Singapore	56,963	51.4	–	–	7,006	77.4	–	–	63,969	38.8
PRC	19,870	17.9	9,576	89.1	13	0.1	34,321	100.0	63,780	38.6
Hong Kong	14,065	12.7	1,169	10.9	2,031	22.4	–	–	17,265	10.5
Malaysia	11,573	10.4	–	–	1	0.0	–	–	11,574	7.0
Thailand	7,568	6.8	–	–	–	–	–	–	7,568	4.6
Vietnam	866	0.8	–	–	–	–	–	–	866	0.5
Total	110,905	100.0	10,745	100.0	9,051	100.0	34,321	100.0	165,022	100.0

For the year ended 31 December 2025

	Container depot operations		Warehousing and CFS		Container sales and new-build container inspection		Other (freight forwarding services in Qingdao)		Total	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
Singapore	55,464	50.8	–	–	1,182	47.1	–	–	56,646	38.0
PRC	15,320	14.0	4,925	100.0	–	–	32,515	100.0	52,760	35.4
Hong Kong	16,069	14.7	–	–	1,319	52.6	–	–	17,388	11.7
Malaysia	12,327	11.3	–	–	6	0.2	–	–	12,333	8.3
Thailand	8,795	8.1	–	–	–	–	–	–	8,795	5.9
Vietnam	1,248	1.1	–	–	–	–	–	–	1,248	0.8
Total	109,223	100.0	4,925	100.0	2,507	100.0	32,515	100.0	149,170	100.0

BUSINESS

Please refer to the section headed “Financial Information” in this document for the description of our total revenue by (i) geographical location based on the location at which services were provided; and (ii) business segment during the Track Record Period.

Container Depot Operations

We provide storage and handling, repair and maintenance and transportation for (a) commonly-used types of containers including dry containers and reefer containers as well as special containers (such as flat rack and open top) in the ASEAN region and the PRC; and (b) ISO tank containers in Singapore, through our network of container depots situated near major container port terminals in the locations that we operate in. Container depot operations is our core business. Our main customers for this business segment are container owners, which are typically either container shipping lines or container leasing companies.

As at 31 May 2026 (being the latest practicable date for this information), we manage a total depot usage area of approximately 590,000 sq.m with a total storage capacity of approximately 87,000 TEUs across the geographical locations depicted in the following diagram. To accommodate our customers’ demands, we enter into short-term leases for additional land to be used as temporary container depots where our existing facilities are at capacity. The diagrams below set out key information about our presence in the locations we operate as at 31 May 2026 (being the latest practicable date for this information).



BUSINESS

The table below sets out information concerning the container depots operated by our Group’s network during the Track Record Period and as at the Latest Practicable Date:

Number of depots	Singapore	PRC	Malaysia	Hong Kong	Thailand	Vietnam	Total
As at 31 December 2023	4	6	5	2	4	1	22
Additional container depots	–	–	–	–	–	–	–
Closures	–	(1)	–	–	(1)	–	(2)
As at 31 December 2024	4	5	5	2	3	1	20
Additional container depots	–	–	–	–	–	–	–
Closures	–	–	(1)	–	–	–	(1)
As at 31 December 2025	4	5	4	2	3	1	19
Additional container depots	–	–	–	–	–	–	–
Closures	–	(1)	–	–	–	–	(1)
As at the Latest Practicable Date	<u>4</u>	<u>4</u>	<u>4</u>	<u>2</u>	<u>3</u>	<u>1</u>	<u>18</u>

The table below sets out information on the total gross area of container depots operated by our Group’s network (excluding the gross area for the Mega Depot) during the Track Record Period and as at the Latest Practicable Date:

	Singapore	PRC	Malaysia	Hong Kong	Thailand	Vietnam	Total
	<i>Approx sq.m (rounded to the nearest 1,000)</i>						
As at 31 December 2023	125,000	256,000	123,000	36,000	124,000	24,000	687,000
Additional gross area as a result of new container depots	–	–	–	–	–	–	–
Reduction of gross area as a result of closures	–	(31,000)	–	–	(21,000)	–	(53,000)
Additional/reduction of gross area to existing land/adjacent area	(3,000)	(6,000)	–	–	–	–	(9,000)
As at 31 December 2024	122,000	219,000	123,000	36,000	103,000	24,000	625,000
Additional gross area as a result of new container depots	–	–	–	–	–	–	–
Additional/reduction of gross area to existing land/adjacent area	–	–	–	1,000	–	–	1,000
Reduction of gross area as a result of closures	–	–	(10,000)	–	–	–	(10,000)
As at 31 December 2025	122,000	219,000	113,000	37,000	103,000	24,000	616,000
Additional gross area as a result of new container depots	–	–	–	–	–	–	–
Reduction of gross area as a result of closures	–	(19,000)	–	–	–	–	(19,000)
Additional/reduction of gross area to existing land/adjacent area	–	(7,000)	–	–	–	–	(7,000)
As at Latest Practicable Date	<u>122,000</u>	<u>193,000</u>	<u>113,000</u>	<u>37,000</u>	<u>103,000</u>	<u>24,000</u>	<u>590,000⁽²⁾</u>

BUSINESS

Notes:

- (1) This is the net additional gross area in relation to an existing container depot operated by the Company.
- (2) Figures in this table are rounded to the nearest 1,000 sq.m. Accordingly, for each financial year (and as at the Latest Practicable Date), totals may not equal to the sum of the figures for each country due to rounding.

For details of our operational data regarding container handling throughput, please refer to the paragraphs headed “Financial Information – Description of selected items from consolidated statements of profit or loss – Revenue – (i) Revenue by business segment” in this document.

Container depot operations is our major source of revenue during the Track Record Period. This business accounted for approximately 76.1%, 67.2% and 73.2% of our revenue for the years ended 31 December 2023, 2024 and 2025, respectively. Our container depot operations revenue is, amongst others, affected by the capacity and container throughput of our container depots. We generate a large portion of our revenue in this business from our charges for depot handling which comprises lift-on/lift-off fees and gate-in/gate-out fees.

In respect of our container depot operations, we charge our customers for depot handling, storage, repair and maintenance, transportation and/or other ancillary services provided by us. Our charges for depot handling includes (i) lift-on/lift-off fees which are charged for every lifting action of a container for the purpose of stacking or unstacking; and (ii) gate-in/gate-out fees which are flat rate charges that are charged when an empty container enters or exits the container depot. Our charges for storage are based on the number of days that the empty container is stored in our container depot. The storage fees charged to customers using our container depots in the PRC are nominal and are generally subject to a rent-free period of 21 days which is only payable where we have carried out repair or maintenance work. Our charges for repair and maintenance relate to the repair and maintenance work agreed and conducted for the customer after inspection and survey of the container. Our charges for transportation refer to costs related to hauling of empty containers between container port terminals and container depots. For further details of transportation services, see the paragraph headed “Our Business – Container Depot Operations – Transportation” in this section. The rates for our container depot charges are based on the pricing agreed with each customer set out in their respective container depot agreements. We issue invoices to our customers (namely container shipping lines and container leasing companies) primarily on a monthly basis. Based on our Directors’ knowledge and understanding, the container shipping lines and container leasing companies make decisions concerning the storage of containers with our Group’s depots, and are therefore primarily responsible for the container depot charges. Specifically, depot handling charges (i.e. lift-on/lift-off fees and gate-in/gate-out fees) may also be paid and settled by hauliers directly at the gate of the Group’s depot on behalf of the end-customers of container shipping lines (i.e. shippers/consignees) when such end-customers are using the containers. Generally, relevant service charges are paid by container shipping lines and container leasing companies when their empty containers are stored at our depots and are either (i) not being used by end-customers (in the case of container shipping lines); or (ii) off-hired (in the case of container leasing companies).

BUSINESS

The key terms and arrangements of our container depot agreements typically include the following:

Scope of services provided by us:	Container depot services, which would typically include storage and handling, trucking, inspection, repair and maintenance of empty containers at the instructions of the customer (as the case may be).
Term:	The term of each agreement is generally one to three years or auto renewal.
Fee arrangements:	Fees are determined based on the scope of services provided at the agreed rates as set out in the respective agreements.
Termination:	Our agreements can be terminated by either party after giving advance notice for a time period stipulated in the respective agreements which is typically from one to three months or at any time by mutual agreement (as the case may be).
Liabilities:	We are typically responsible for (i) any lost, stolen or damaged empty containers of our customers which are under our possession; and (ii) maintaining adequate insurance coverage to cover relevant risks and liabilities.

Storage and handling

We offer storage and handling services for empty containers (dry and reefers) across the ASEAN region and the PRC and also ISO tank containers in Singapore. The empty containers are stored and serviced in our container depots where they can be stacked to a maximum height of nine-high in certain locations. Generally speaking, our customers store their empty containers at our container depots until they are required for other purposes including consolidation or deconsolidation for shipment or for empty repositioning where such container is needed for shipment. Our shipping customers that use our storage and handling services are both container shipping lines and container leasing companies.

In terms of incoming empty containers, our container shipping line customers store their empty container(s) at our container depot after their laden container(s) have been unloaded off the vessel and cargo deconsolidated and unstuffed at a warehouse or CFS. The empty container(s) are kept in storage at our container depot until required for another shipment at which point transportation would be arranged by the shipper to pick up the selected container(s) from our container depot and transported to a warehouse or CFS for consolidation and stuffing before being subsequently transported to a container port terminal for loading onto a vessel. Container leasing companies typically store their empty container(s) that are off-hired from container shipping lines at our container depot until they are leased out or on-hired to the container shipping line. Based on our Directors' knowledge and understanding, as part of a typical container leasing agreement between the container shipping line and the container leasing company, empty containers leased by a container shipping line are required to be returned to a container depot designated by the container leasing company and also required to be inspected and surveyed for assessing the condition of the container before repair and maintenance is carried out.

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In terms of outgoing empty containers, the shipper would make arrangements with our container shipping line customers to obtain empty container(s) stored at our container depots to their warehouse or CFS for consolidation and stuffing. Upon confirmation of the shipper’s order, the container shipping line would issue a confirmation note to both the shipper and our container depot setting out, amongst others, details of the type of container(s). The shipper will use the information in the confirmation note to arrange the haulier to pick up the empty container(s) at our container depot and subsequent transportation to their warehouse or CFS. After consolidation and stuffing at the warehouse or CFS, the laden container(s) would be subsequently transported to a container port terminal for loading onto a shipping vessel. Alternatively, our container shipping line customers may instruct us directly to haul their container(s) if our transportation services are required. For container leasing companies, their empty container(s) would typically be transported out of our container depots when they are leased out to container shipping lines or required in another location for the purpose of empty repositioning.

We have installed reefer points across our container depot network. Reefer points are electrical power points from which reefer containers obtain external power. Reefer points are necessary for conducting reefer services such as pre-trip cooling and pre-trip inspection.

Our container depots are equipped with our own fleet of container stackers to assist with the movement and stacking of containers and facilitate efficient and effective storage at our container depots. Container stackers are vehicular machines designed for stacking containers on top of each other in a secure and organised manner for the purpose of storage. Our container stackers are capable of lifting two containers at the same time and equipped for safety mechanisms such as high intensity lights to ensure precision and efficiency during stacking and unstacking operations.



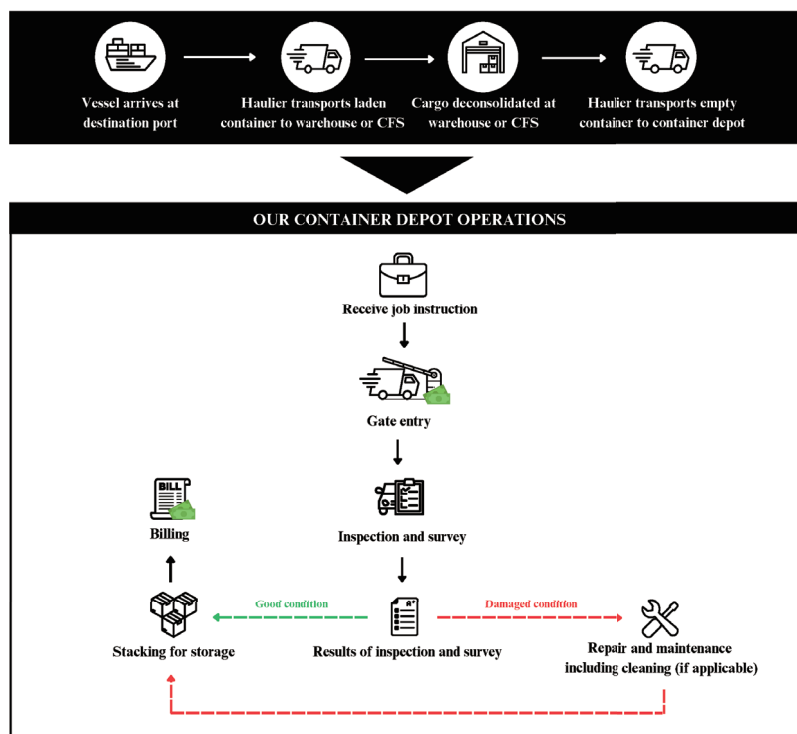
Container stacker

In order to optimise the storage and handling services at our container depots, we have implemented a web-based container management system. This system allows us to monitor depot space utilisation and track and update container movements as well as enable our customers to monitor their container status through an instant electronic data interchange which is linked to our customers’ internal systems. Our customers’ reliance and trust on this integration allows them to efficiently plan and manage the usage of their containers.

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Incoming Empty Containers

The diagram below shows the general work flow of our storage and handling services for incoming empty containers:



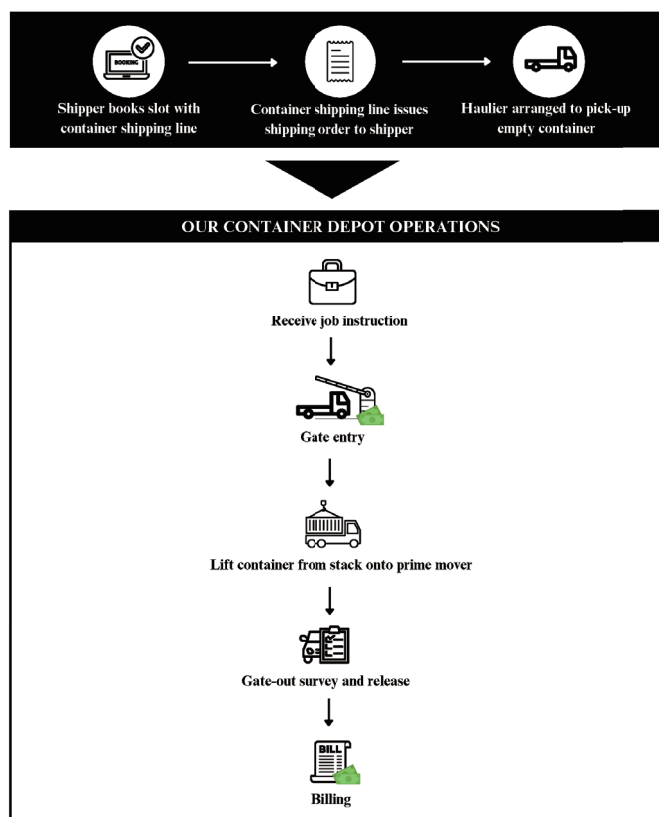
- (i) *Receive job instruction:* Our operations department will receive a job instruction from the customer, which is generally a container shipping line or container leasing company, informing us of the incoming empty container. Hauliers will make a booking through our depot appointment system which will contain instructions setting out the details of the container and the prime mover that will be transporting the container to our container depot.
- (ii) *Gate entry:* When the prime mover transporting the container arrives at our container depot, the driver will generally present the booking reference for the relevant job. For depots where the gate automation system has been installed, the license plate of the prime mover will be scanned upon entry and the information will be cross-referenced against the booking information in our depot appointment system to validate the visit and retrieve the relevant container details. The prime mover will then pass through the entry gate of our container depot after payment of a gate-in charge.
- (iii) *Inspection and survey:* After passing through the entry gate, our staff will inspect and survey the container according to (i) the type of container; and (ii) the specific criteria agreed with the customer to assess its condition. Photographs will be captured by our staff for record keeping and damage verification purposes. After the container is lifted from the prime mover, the prime mover will proceed to leave the container depot through the exit gate.
- (iv) *Results of inspection and survey:* Upon obtaining the results of the inspection and survey, the container will either proceed to stacking for storage (see step (vi) below) or be subject to repair and maintenance (see step (v) below).

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- (v) *Repair and maintenance including cleaning (if applicable)*: If any damage is identified or the condition of the container does not meet the specific criteria agreed, the container will be moved to a designated damaged container zone within the container depot and our staff will prepare an estimate of repair setting out the repair and/or maintenance items required together with the photographs captured for the customer's confirmation according to the agreed tariff and criteria. Once confirmation is received from the customer, our staff will proceed to carry out the agreed repair and/or maintenance items. Photographs will generally be captured by our staff after the repair and/or maintenance work is completed for reporting and record purposes.
- (vi) *Stacking of empty container for storage*: After assessment of the condition of the container or completion of the repair or maintenance work (if applicable), our container stackers will proceed to stack the container to the space allocated in our container depot. Our operations staff will update the relevant information in our container management system and where the customer will be able to monitor the status of their containers.
- (vii) *Billing*: Our accounts department will generally issue invoices to our customers on a regular basis for the services carried out during the relevant period, which would set out the relevant container depot charges and/or other ancillary charges accrued.

Outgoing Empty Containers

The diagram below shows the general work flow of our storage and handling services for outgoing empty containers.



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- (i) *Receive job instruction:* Our operations department will receive a job instruction from the customer, which is generally a container shipping line or container leasing company, informing us of the outgoing empty container. Hauliers will make a booking through our depot appointment system which will contain instructions setting out the details of the container selected for pick-up and the prime mover that will be picking up the container from our container depot.
- (ii) *Gate entry:* When the prime mover that will be picking up the container arrives at our container depot, the driver will generally present the booking reference for the relevant job. For depots where the gate automation system has been installed, the license plate of the prime mover will be scanned upon entry and the information will be cross-referenced against the booking information in our depot appointment system to validate the visit and retrieve the relevant container details. The prime mover will then pass through the entry gate of our container depot after payment of a gate-out fee.
- (iii) *Lift container from stack onto prime mover:* Our container stackers will lift the empty container from the container stack in our container depot onto the prime mover.
- (iv) *Gate-out survey and release:* Our staff will carry out a gate-out survey to ensure the container is in suitable condition before release. This information is then reported to the customer.
- (v) *Billing:* Our accounts department will generally issue invoices to our customers on a regular basis for the relevant services carried out during the period, detailing the relevant container depot charges and/or other ancillary charges accrued.

Repair and maintenance

We are the authorised service centre for four major reefer equipment manufacturers in Singapore, Malaysia and Hong Kong. For the reefer equipment manufactured by such reefer equipment manufacturers, they would also direct their customers to us to carry out any repairs required to service their equipment if such repair works fall within the warranties given by them to their customers.

As the authorised service centre, we are given the right to purchase reefer container parts directly from manufacturers at favourable pricing, therefore creating synergy with our container parts trading business and providing reefer container parts replenishment to vessels. As an authorised service centre, we are required to keep certain key spare parts and components in stock which reefer manufacturers would direct their customers to us for repair and maintenance purposes.

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The key terms and arrangements of the authorised service centre agreements entered into with reefer manufacturers typically include the following:

Responsibilities of the reefer manufacturer:	Reefer manufacturers typically grant us the right to (i) purchase reefer container parts at agreed pricing; (ii) sell their reefer container parts to our customers; (iii) carry out repair and maintenance services for their reefer containers as an authorised service centre with reasonable compensation.
Our responsibilities:	We are typically required to (i) train our staff in accordance with the reefer manufacturers' standards; (ii) purchase and maintain an agreed minimum stock level of certain key spare parts and components of reefer containers; (iii) provide repair and maintenance services for their reefer containers as an authorised service centre with reasonable compensation.
Term:	The term of each agreement is generally one to three years.
Termination:	Our agreements can be terminated by either party after giving advance notice for a time period stipulated in the respective agreements or at any time by mutual agreement (as the case may be).
Liabilities:	We are typically liable for the repair and maintenance services carried out for customers directed to use by reefer manufacturers. The reefer container parts sold to us or customers are typically under the warranty of the reefer manufacturers.

We are subject to routine inspections to ensure that we meet certain business and operational standards and are also required to participate in renewal procedures to maintain our authorised service centre statuses. Our Directors believe that being an authorised service centre for all four major reefer equipment manufacturers is a distinction that sets a company apart from other logistic service providers as it highlights our expertise and capabilities. Any failure of maintaining our authorised service centre status may adversely affect our repair and maintenance business. Please refer to the paragraph headed "Risk Factors – Failure to maintain our authorised service centre status with major reefer equipment manufacturers may materially and adversely affect our competitiveness" in this document for further details.

Our repair and maintenance business can be broadly categorised into the following: (i) container depot repair and maintenance work on containers that we carry out after inspection and survey in our container depots across all the locations in which we operate; and (ii) container port terminal reefer services we carry out in respect of all types of commonly used containers including reefer containers as the authorised service centre for the four major reefer equipment manufacturers at the container port terminals in Singapore, Malaysia and Hong Kong.

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As part of our repair and maintenance business, our Group engages in the sale and trading of container parts and container related products for use in the relevant repair and maintenance works. These include parts essential to the structure and integrity of the container as well as other container related products such as chemicals for cleaning container items. We do not provide any warranties on the container parts and container related products sold and therefore are not likely to be liable for any defects thereof. We have not initiated any product recalls or had any products returned or product liability claims during the Track Record Period.

Container repair and maintenance services

As part of our strategy to be an integrated logistic solution, we offer repair and maintenance services for commonly used types of empty containers including dry containers, reefer containers and ISO tank containers in our container depots on-site. These repair and maintenance works are carried out as part of our container depot operations after inspection and survey of the container. The repair and maintenance work as well as quotation for such work are agreed with the customer on an 'as-needed' basis and billed in the monthly invoice in respect of our entire container depot operations.

For dry containers, our repair and maintenance services generally includes exterior and interior structural repair, repair of damage resulting from handling damage and/or wear and tear as well as washing of containers.

For reefer containers, our repair and maintenance services generally include structural and mechanical repair, washing of containers as well as other reefer container specific items including, amongst others, pre-trip cooling and pre-trip inspection. Pre-trip cooling refers to the cooling of an empty reefer container to the desired temperature before loading. Pre-trip inspection refers to the inspection conducted on empty reefer containers before release to ensure, amongst others, the correct function of the cooling unit, temperature control and recording devices. We have the specialised technological knowledge and expertise to carry out such labour intensive repair and maintenance work on reefer containers in-house directly at our container depot premises, which saves our customers' time from engaging different logistic service providers and eliminates the need for us to rely on subcontractors. Handling of reefer containers is labour-intensive as each container must be manually plugged, regularly monitored and unplugged to prevent malfunction and ensure proper temperature control.

Container port terminal reefer services

Our Group, through our subsidiaries (SG) Reefertec, (HK) MF Container, (HK) MF Reefer and (MY) Tricool, provides container port terminal reefer services. We operate our container port terminal reefer business in several locations, including PSA Singapore Terminals in Singapore, Westport in Malaysia and Hongkong International Terminals and River Trade Terminal in Hong Kong. Our container port terminal reefer services include the same range of services as our on-site container depot repair and maintenance services but at the container port terminal, with the addition of temperature monitoring services for active reefer containers, plug and unplug services and updating of container status into relevant computer databases. Upon completion of repair and maintenance work, our surveyors will typically perform a final quality check before updating the completion status into the container port terminal and customer systems prior to the container's release. Our temperature monitoring services involve the regular physical monitoring of active reefer containers by our qualified staff to ensure that the specified temperatures are maintained. Additionally, our plug and unplug services at reefer points involve the presence of our qualified staff at designated reefer points at the container port terminal to connect and/or disconnect reefer containers after they are unloaded at the container port terminal and/or to be loaded onto shipping vessels. We typically enter into reefer servicing agreements with our customers which set out rates and pricing.

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The key terms of our reefer servicing agreements with container port terminal reefer service customers are set out below:

Scope of services provided by us:	Repair and maintenance services for reefer containers as well as temperature monitoring services for active reefer containers, plug and unplug services and updating of container status into relevant computer databases.
Term:	The term of each agreement is generally one to three years.
Fee arrangements:	Fees are determined based on the scope of services provided at the agreed rates as set out in the respective agreements.
Termination:	Our agreements can be terminated by either party after giving advance notice for a time period stipulated in the respective agreements which is typically one month or at any time by mutual agreement (as the case may be).
Liabilities:	We are typically liable for the repair and maintenance services carried out for customers.

Transportation

Our transportation services involves the haulage of empty containers from container port terminals and container depots (and vice versa) according to our customers' instructions. We offer transportation services in all the locations in which we operate. Our responsibilities include ensuring that the empty containers are delivered to our customers' designated locations in a punctual and cost-efficient manner. The designated location may be the container port terminal or another container depot. Our transportation services are synergistic with our container depot operations as the containers that require hauling would typically be at our container depot or be hauled to our container depot. This provides an alternative solution to our customers who would otherwise be required to liaise with another logistic service provider for haulage.

As at 31 May 2026 (being the latest practicable date of this information), we have a total fleet of 31 prime movers, of which (i) 18 are located in Singapore; (ii) seven are located in the PRC; and (iii) six are located in Malaysia.

In the locations where we do not have our own prime movers or where we do not have sufficient prime movers to meet customer demand, we subcontract local transportation companies to carry out our transportation services.

Our prime movers are equipped with global positioning systems and their movements and delivery routes are constantly monitored to optimise efficiency. As we are able to determine the location of our prime movers at a particular point in time, we have the ability to deploy the nearest vehicle to the required destination, and thus minimise the travelling time taken.



Prime mover



Prime mover with trailer

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We typically charge for our transportation fees as part of the monthly bill issued to our customers in respect of our entire container depot operations. The rates for these fees are based on the pricing agreed with each customer set out in their respective depot agreements.

Warehousing and CFS

To adapt to the varying business landscapes and customer demands across the regions where we operate as well as further our reputation as an integrated logistic solution provider, our Directors have recognised the importance of broadening the service offerings to drive business for our container depots. To this end, we have expanded our operations and introduced warehousing and CFS services primarily in the PRC and Hong Kong as part of our logistic related supporting services tailored to the preferences of local customers. During the Track Record Period, we operated our two warehouses through our subsidiaries (PRC) SH Yifa and (PRC) TJ Keyun, and one warehouse in Hong Kong through our subsidiary (HK) Grand Pacific providing warehousing and CFS services including storage of outbound and inbound general cargo. We ceased operations of our warehouse in Hong Kong on 31 May 2024 as a result of poor performance in respect of which we did not foresee improvements in the near future and the relevant lease agreement has not been renewed. Our Directors believe that our warehousing and CFS business enables us to expand our customer base and leverage on the expertise that we have gained in the shipping industry. Our customers for this business are primarily freight forwarders and direct customers.

Our warehouses are strategically located in close proximity to port terminals and our container depots which enables us to minimise transportation time and optimise savings in transportation costs for our customers. As at the Latest Practicable Date, we operate two warehouses located in Shanghai and Tianjin of the PRC with a total warehouse space of approximately 20,100 sq.m. Our warehouses are equipped to provide quality storage space and related value-added services with our fleet of small forklifts, prime movers and round-the-clock security systems.

The table below sets out information on warehouses that we operated during the Track Record Period and as at the Latest Practicable Date:

	PRC (Shanghai)	PRC (Tianjin)	Hong Kong	Total
As at 31 December 2023	1	1	1	3
Additional warehouses	–	–	–	–
Closures	–	–	(1)	(1)
As at 31 December 2024	1	1	–	2
Additional warehouses	–	–	–	–
Closures	–	–	–	–
As at 31 December 2025	1	1	–	2
Additional warehouses	–	–	–	–
Closures	–	–	–	–
As at the Latest Practicable Date	<u>1</u>	<u>1</u>	<u>–</u>	<u>2</u>

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The table below sets out information on the total gross area of the warehouses that we operated during the Track Record Period and as at the Latest Practicable Date:

	PRC (Shanghai)	PRC (Tianjin) <i>Approx sq. m</i>	Hong Kong	Total
As at 31 December 2023	4,000	16,100	3,400	23,500
Additional gross area as a result of new container depots	–	–	–	–
Reduction of gross area as a result of closures	–	–	–	–
As at 31 December 2024	4,000	16,100	–	20,100
Additional gross area as a result of new container depots	–	–	–	–
Reduction of gross area as a result of closures	–	–	(3,400)	(3,400)
As at 31 December 2025	4,000	16,100	–	20,100
Additional gross area as a result of new container depots	–	–	–	–
Reduction of gross area as a result of closures	–	–	–	–
As at the Latest Practicable Date	<u>4,000</u>	<u>16,100</u>	<u>–</u>	<u>20,100</u>

Cessation of operations of our warehouse in Hong Kong on 31 May 2024

We ceased our warehouse operations in Hong Kong on 31 May 2024. The operation recorded a net loss of approximately S\$82,000 for the year ended 31 December 2023, and a net profit of approximately S\$96,000 for the year ended 31 December 2024. The Directors attributes such poor performance of the business to, without limitation, comparatively high operational costs (including in connection with labour and leasing) of providing such services compared to other geographical locations, as well as competition from providers of similar services locally as well as from regional hubs (such as Singapore and Shanghai) with material investments in related advanced logistics infrastructure (such as automation and warehouse management systems). Taking into account the deterioration of the profitability of the warehousing and CFS business and without foreseeable improvement of such ancillary business of the Group in the near future in the absence of further commitment of resources or investments, the Directors determined to cease its operations in May 2024 and consequentially the relevant lease agreement has not been renewed.

In addition to traditional cargo storage, we also provide value-added warehousing and CFS services in relation to consolidation and deconsolidation to our customers to accommodate their needs. These value-added services include palletisation, barcode scanning, consolidation and deconsolidating, kitting, wrapping, packing and crating, stuffing and unstuffing. Consolidation and deconsolidation refer the grouping together of smaller consignment of goods into a large consignment for carriage as larger unit

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and vice versa. Stuffing and unstuffing refers to the process in which general cargo is loaded and packed into a container and vice versa. Our staff will carry out the requested value-added services at our warehouses and our accounts department will charge our customers on a monthly basis setting out the service fees based on the rate for each service specified in the agreement as well as the quantity of services renders in that particular month.

As at 31 May 2026 (being the latest practicable date for this information), our warehouses are equipped with our own fleet of 26 small forklifts to assist with the movement and stacking of pallets and facilitate efficient and effective storage at our warehouses. Forklifts refer to industrial lifting vehicles equipped with vertically elevating load carriage frames which are capable of moving pallets in warehouses.

Our customers are charged based on the size and weight of the cargo measured in cubic metre tonnes or deadweight tonnes (whichever is higher) as well as the duration of storage required. Value-added warehousing and CFS services are typically charged at an agreed rate. We typically bill our customers on a monthly basis for the warehousing and CFS charges accrued. We adopt similar charging arrangements in all the locations we operate in.

The key terms and arrangements of our warehousing and CFS service agreements typically include the following:

Scope of services provided by us:	Consolidation and deconsolidation of cargo as well as other value-added CFS services at the instructions of the customer.
Term:	The term of each agreement is generally one year.
Fee arrangements:	Fees are determined based on the scope and volume of services as well as duration of storage services provided at the agreed rates as set out in the respective agreements.
Termination:	Our agreements can be terminated by either party after giving advance notice for a time period stipulated in the respective agreements which is typically one month or at any time by mutual agreement (as the case may be).
Liabilities:	We are typically responsible for any lost, stolen or damaged cargo of our customers which are being processed or stored in our warehouse.

During the Track Record Period, we have been engaged by Tianjin Zhongke Group as their subcontractor for the provision of warehousing and CFS services in Qingdao of the PRC to a leading global sporting goods company based in Europe at a designated warehouse as Tianjin Zhongke Group does not have their own warehousing facilities in Qingdao. Tianjin Zhongke is a company established in the PRC with limited liability which is principally engaged in the investment holding business in the PRC and is indirectly owned as to 99% by Mr. Fan and his spouse (both being Independent Third Parties and previously our connected persons up to April 2026). Please refer to the paragraph headed “History, Reorganisation and Corporate Structure – Relationship with Mr. Fan” in this document for further details including our relationship with Mr. Fan.

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During the Track Record Period, our Group entered into a cooperation arrangement with an Independent Third Party in relation to our Shanghai warehouse operations. Under such cooperation arrangement, which was entered into in April 2025, (PRC) SH Yifa makes available its existing warehouse premises, facilities, equipment and container yard for the counterparty’s use, and the counterparty conducts the day-to-day warehousing, container storage, stuffing/unloading and related logistics operations at the premises and bears all related operational costs and expenses. Such cooperation arrangement is intended to reduce our operational burden amid the challenging market environment in the Shanghai warehousing sector.

The key terms of the cooperation arrangement is summarised in the following table:

Item	Summary
Responsibility of counterparty operator	Conducting day-to-day warehousing, storage, cargo handling, container stuffing/unloading and related logistics operations.
Responsibility of (PRC) SH Yifa	Making available its existing warehouse premises, facilities, equipment and container yard for the counterparty’s use.
Term	One year, subject to renewal upon mutual agreement.
Fee arrangements	The counterparty pays a fixed monthly fee. The counterparty is also responsible for utilities, maintenance and other operational expenses, and has provided a security deposit.
Termination	The agreement may be terminated in specific circumstances, including government requisition, demolition, force majeure or payment default. Upon termination, the warehouse facilities and equipment must generally be returned in their original condition.
Liabilities	The counterparty operator is generally responsible for operational costs, maintenance obligations and any damage caused to the warehouse facilities and equipment during the term of the agreement.

Container sales and new-build container inspection

Our container sales and new-build container inspection business is ancillary to our core business of container depot operations. We are able to utilise our deep industry knowledge and understanding of market trends to provide peripheral container related services which leverage on our established relationships with container shipping lines and container leasing companies. This business complements our core container depot operation business.

Container sales

Our Group, through our subsidiary (SG) PCL, engages in the sale and trading of used and new-build containers. The majority of our sales are to our customers in Singapore. We tap on our network of agents and suppliers to assist our customers, which are container shipping lines and container leasing companies, in the sale of their containers. We typically buy used containers which are checked and

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confirmed to be cargo-worthy. When selling used containers, we will inspect used containers to determine if they are in the condition agreed with the customer or compliant with the Institute of International Container Lessors (IICL) standards, to be long-term leased for cargo transportation. The purchase prices of these used containers are typically negotiated between us and the customer and concluded based on location, type of material, type of container, the condition of the container and the prevailing market prices for similar new containers.

For used containers, the most common type sold are dry containers (20', 40' and 40' High Cube) which typically have an average life cycle of around 12 to 15 years depending on how it has been maintained. Containers invariably suffer damage through handling and normal wear and tear. Our container sales business is a natural complement to the Group's core container depot business as, based on our Directors' understanding, the Group will often receive older containers which our container depot customers have decided to phase out or sell as part of their fleet renewal programs. This provides most of the supply for our container sales business. The typical price range for a new dry container varies depending on market supply and demand. The price range for a new dry container as at the Latest Practicable Date is generally around US\$1,980 to US\$3,315 per unit depending on the size of the container and subject to fluctuations depending on global trade market conditions. We typically source the new-build containers from container leasing lines or communicate directly with container manufacturers to place small batch orders to meet our customers' orders.



Dry container (20')



Dry container (40')



Dry container (40' High Cube)

We do not provide any warranties and we generally sell containers on an 'as is' basis, that is, the containers are sold in whatever condition they are in at the time of purchase. We have not initiated any product recalls or had any product return or product liability claims during the Track Record Period.

New-build container inspection services

Our Group, through our subsidiary (HK) Techni-Con, provides container survey services ancillary to our core container depot operations conducted by surveyors provided by an employment agent in which such surveys are principally conducted in the PRC as instructed by customers given that container manufacturers are typically located in the PRC. Our container survey services involve inspecting and surveying newly manufactured containers to ensure they meet the specified criteria and conditions in purchase agreements between manufacturers and our customers, who are typically container shipping lines or container leasing companies. We generally offer inspection and survey of new-build containers and at the special request of our customer, other services include new factory assessments and other requests that are within the surveyor's expertise.

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The key terms and arrangements of our new-build container inspection service agreements typically include the following:

Scope of services provided by us:	Physical inspection and testing of new-build containers at designated locations at the instructions of the customer.
Term:	The term of each agreement is generally one year.
Fee arrangements:	Fees are determined by the number of containers surveyed and the scope of services required at the agreed rates as set out in the respective agreements.
Termination:	Our agreements can be terminated by either party after giving advance notice for a time period stipulated in the respective agreements which is typically from ten days to one month or at any time by mutual agreement (as the case may be).
Liabilities:	We are not liable for any defects or issues identified during the container surveying process.

The inspection and survey of a new-build container typically involves physical attendance by a surveyor at the container manufacturing facility carrying out testing and/or witnessing agreed testing procedures. Where testing is conducted, the surveyor will assess the materials, components and integrity of the new-build container against the agreed criteria and conditions between the container manufacturer and our customer. Upon completion of the inspection and survey, the surveyor will issue an inspection certificate to document the condition of the new-build container with particular focus on any pre-existing damage or defect and recommend acceptance of the new-build containers. We engage an employment agent for the provision of surveyors as outsourced workers for our container survey business. As at 10 June 2026 (being the latest practicable date for this information), we have approximately 20 surveyors. Please refer to the paragraph headed “Employees” in this section for further details.

Other (freight forwarding services in Qingdao)

Our Directors believe that it is important to understand and adapt to local market practices and business landscapes in the regions where we operate our container depots to remain competitive. In Qingdao of the PRC, our key container depot competitors (which are generally larger in scale and typically owned or partly controlled by container port terminal operators or container shipping lines) offer ancillary value-added logistic related supporting services such as freight forwarding services and warehousing and CFS services in addition to their container depot services. Furthermore, based on our Directors’ understanding and experience, container shipping lines in Qingdao are more willing to select container depots which are also able to provide freight forwarding services as this will generate increased demand for bookings on their vessels in return. As a result, in order for our container depot operations in Qingdao to remain viable and competitive and to increase our bargaining power amongst the competition as well as to capture business from container shipping lines for our container depot operations, we were compelled to adopt a comparable strategy in our own container depot operations by engaging in freight forwarding business specifically in Qingdao. To strengthen the synergistic relationship between us and

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container shipping lines in those locations as well as ultimately drive more business to our container depot operations, we leveraged our Group's reputation and experience to obtain designation as the authorised agent for certain container shipping lines, allowing us to book cargo space on their vessels directly and therefore enable us to secure competitive freight rates in Qingdao.

For our freight forwarding services, we act as an agent to organise and coordinate consignments for customers to get their goods from the origin to the final point of distribution. Our customers are either other freight forwarders or direct customers which are typically in industries such as retail and manufacturing. The point of origin or destination of the customers' shipments are usually in a foreign country and we assist with coordinating the shipment process from Qingdao to the foreign country or from the foreign country to Qingdao. Based on the specific needs of the customers, this would involve assisting with the booking of cargo space on vessels for ocean transport for export consignments, arranging customs clearance and cargo handling. In coordinating the shipment process for our customers, we liaise with various logistic service providers including container shipping lines, transportation companies, warehouse and CFS providers and other freight forwarders in order to complete our customers' shipment orders. Overseas freight forwarders may also engage us to handle freight forwarding services in Qingdao. For further details, on the revenue generated from the provision of freight forwarding services, please refer to the section headed "Financial Information" in this document.

In line with industry practice, we generally do not enter into any long-term agreement with our customers for our freight forwarding services in Qingdao. The key terms and arrangements of the freight forwarding services we provide typically include the following:

Scope of services provided by us:	Booking of cargo space on vessels, customs clearance and coordinating local logistics including transportation and warehousing services at the instructions of the customer (as the case may be).
Term:	For customers with a framework services agreement, the term of each agreement is generally one year.
Fee arrangements:	Fees for shipments are typically determined by the freight route and volume of cargo at rates negotiated between the parties prior to each shipment. Fees for other services provided are typically determined based on agreed rates as set out in the respective agreements or on an ad-hoc basis (as the case may be).
Termination:	For customers with a framework services agreement, such agreements can be terminated by either party after giving advance notice in accordance with a time period stipulated in the respective agreements which is typically one month or at any time by mutual agreement (as the case may be).

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Liabilities:

We generally do not have any specific agreement with our customers on liability for damage of goods during transit or storage. We are not liable for any damage or loss to our customers’ goods unless such damage or loss is caused by our negligence.

On 25 December 2023, we entered into a joint venture arrangement for the establishment of the joint venture company (PRC) QD Port Lianyun, to which we transferred all our existing container depot and warehousing and CFS business in Qingdao in or around March 2024. Our Directors believe that the joint venture arrangement is an efficient means to further our Group’s business in the PRC given the advantages of partnering with Qingdao’s government-owned port operator. For further details, please refer to the paragraph headed “Our Investments – Joint venture arrangement in Qingdao, PRC” in this section.

Despite no longer carrying on its own container depot operations, as a result of the joint venture arrangement, the Group will continue to provide freight forwarding services in Qingdao to continue serving our existing customers. We do not intend to expand our existing freight forwarding business as it is ancillary to our core container depot business and was originally developed with regard to local market practices and business landscape.

COMPETITIVE STRENGTHS

We believe that the following competitive strengths contribute to our success and differentiate us from our competitors.

One of the most established container depot operator in Singapore and the second largest in Southeast Asia

We are the leading container depot operator in Singapore and the second largest in Southeast Asia in terms of depot throughput (with a largest market share of 16.2% in Singapore and a market share of 5.9% in Southeast Asia, according to the Frost & Sullivan Report). The Group can trace its roots back to 1978 and we have operated in the container depot industry in Singapore for over 45 years. Over the years, we have expanded our footprint in the ASEAN region and the PRC from initially operating one container depot in Singapore to operating a total of 18 container depots across 10 locations in Asia comprising total depot usage area of approximately 590,000 sq.m with a total storage capacity of approximately 87,000 TEUs as at 31 May 2026 (being the latest practicable date for this information). Our reach covers key terminals and container port terminals in Singapore, the PRC, Hong Kong, Malaysia, Thailand and Vietnam which include three of the top 10 container ports in the world in terms of throughput in 2025.

Our competitive advantages derive principally from our capacity to deliver services across multiple locations and to offer more competitive pricing through economies of scale. By engaging our container depot services across our network, customers benefit from streamlined operational efficiency, eliminating the need to negotiate separately with disparate depot operators at each location whilst simultaneously reducing administrative costs associated with managing multiple agreements and invoices. We believe our position as an established container depot operator in the ASEAN region and the PRC, underpinned by a recognised brand and reputation for delivering reliable and efficient services, enables us to sustain our competitive edge within the container depot industry. Our successful expansion throughout the

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ASEAN region and the PRC, encompassing several of Asia’s busiest container port terminals, strategically positions the Group to retain existing customers and attract new customers pursuing global operational strategies.

We believe that our position as an experienced container depot operator in the ASEAN region and the PRC with a recognised brand and a reputation for providing reliable and efficient services has enabled us to maintain our competitive edge in the container depot industry. We believe that our successful expansion in the ASEAN region and the PRC, which include coverage of several of the busiest container port terminals in Asia, advantageously positions our Group to retain and attract customers that adopt a global presence strategy.

We believe that our position as an independent container depot operator also provides us with a competitive edge as major container shipping lines, operating in a highly competitive global environment, may prefer utilizing services from an independent third-party rather than those owned by their direct competitors. Our neutrality allows us to serve a broader spectrum of clients, including those who prefer not to engage with competitor-affiliated businesses, thereby enhancing our market appeal and strengthening our customer relationships.

Whilst certain shipping lines or port terminal operators may occasionally choose to operate container operations (often at higher-value port or coastal areas with limited space) to ensure a level of operational continuity and to preserve flexibility for active cargo handling in support of their vessel operations, there is a strong preference for them to outsource required container depot services to specialized operators like our Group as this would enable them to (i) operate efficiently without material capital outlay; (ii) preserve their position in the shipping value chain without alienating partners and/or customers; and (iii) mitigate the diversion of focus and resources from their core businesses taking into account the high barriers to entry concerning ownership and operation of container depots (for example, land scarcity in Singapore leading to Singapore government’s plan for consolidation of depots – for more efficient land use and shift towards adopting advanced technologies in multi-story facilities – makes securing for establish container depot facility a high obstacle that requires government approvals, long-term leases and significant capital investment).

Established business relationships with leading international container shipping lines and container leasing companies

Our Directors believe that the cross-region coverage of our operations, quality of our services as well as the experience of our management team, has enabled us to establish business relationships with our customers, which include a majority of the top 10 largest container shipping lines in terms of TEU and a majority of the top 10 largest container leasing companies. Our longest customer relationship spans 39 years, and we have established longstanding business relationships with Seaco, Evergreen, Yang Ming and Samudera Shipping. In addition, some of our customers use our container depots exclusively in certain locations where we operate and we believe that the fact that we have exclusive relationships with these customers indicates the level of confidence and trust that they have in our ability to manage their containers effectively, and that they are satisfied with our services offered. We believe our reliable services and expansive container depot network provides our customers with the confidence that their container depot needs in the locations in which we operate can be met by our Group in a timely and efficient manner.

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We believe that our presence in various key container port terminals in the ASEAN region and the PRC has positioned us to better serve our customers and also build an advantage over our competitors. For instance, our customers are primarily container shipping lines and container leasing companies that require container depot services across Asia, as they cover a diverse range of major logistics companies and freight forwarders with global business operations. These customers can rely on our Group to service them in multiple locations at various key container port terminals due to the scale of our operations.

Our Company adopts a customer-centric culture, and we seek to strengthen our customer relationships by offering logistic solutions that are tailored to their unique circumstances. Our Directors are of the view that our ability to respond promptly and effectively to our customers' needs is particularly attractive to customers requiring greater flexibility in scheduling. We believe that our proactive approach in anticipating and managing potential challenges and adverse impact to our customers' businesses, in which we prioritise, strengthens our customer relationships as well as our Group's reputation. By thinking ahead and understanding the drivers of our customers' businesses, our Directors believe that we are able to offer flexible solutions that meet their particular needs and circumstances thereby enhancing customer loyalty.

Our Directors believe that our long history and solid reputation in the container depot industry, together with our established customer and business relationships, makes us well positioned in the global shipping industry.

Container and logistic related service provider offering a full range services

We operate in the container shipping and container depot industry and provide a wide range of container and logistic related services ranging from storage and handling, repair and maintenance for empty containers to warehousing and CFS services as well as other ancillary services. Our Directors believe that our broad range of services catering to key parties in the shipping supply chain position us to widen our customer base as well as meet our customer needs and remain competitive in this highly fragmented industry. We provide a diverse range of container services across commonly used types of empty containers including dry containers, reefer containers and ISO tank containers as well as special containers including flat rack and open top. We are able to carry out repair and maintenance work on reefer containers directly at our container depots which we believe saves our customers' time. Customers can look to us to provide a full range of logistic solutions and our business model allows us to have better control over the entire process. Our customers are able to rely on our proficiency in surveying and repairing specialised containers and tanks. We believe that in Singapore, our main market, our range of services coupled with the scale of our business provides us with economies of scale in our operations which generates value for our customers as we are able to offer competitive rates and efficient services.

A substantial proportion of the revenue generated from our container depot operations is through charges relating to depot handling which are dependent on container movements. However, as a result of the diversified range of services offered, we have a relative advantage and have demonstrated our resilience and ability to adapt to cyclical changes in the economy as we are able to continue generating revenue notwithstanding fluctuations in the global economic market. During an economic uptrend, increased trade activities may drive demand for logistics services. This in turn may lead to a positive impact on our warehousing and new-build container inspection operations, as well as an uptick in the volume of empty containers transiting through our container depots which would generally increase our depot handling income. In an economic downturn leading to decreased trade activities globally may be

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negatively affected. However, demand for our container depot space may rise as container shipping lines and container leasing companies may require additional space to store their surplus empty containers, which may generate storage income and opportunities for repair and maintenance work. We believe that due to our wide-ranging logistics services structure, we are well positioned to navigate adverse impacts on our business and operations due to cyclical changes in the economy.

Proven track record of profitability demonstrating sustainability and stability of our earnings

Our Group has demonstrated a strong track record of profitability throughout the Track Record Period, achieving consistent growth in net profit. For the years ended 31 December 2023, 2024 and 2025, our net profit after taxation was approximately S\$8.4 million, S\$11.6 million and S\$13.3 million, respectively, representing a CAGR of approximately 25.8% during the Track Record Period.

We have also maintained continuous profitability notwithstanding major global and geopolitical events (including, without limitation, COVID-19 pandemic, the Red Sea crisis, Ukraine conflict as well as the U.S.-China trade war and U.S. global tariff policies) which have severely impacted global, regional and national economies as well as disrupted international shipping, trade and business activities) over the period since 2019, highlighting the resilience of our operating performance and evidencing the sustainability of our earnings.

Our ability to sustain profitability across varying market conditions underscores the resilience of our business model, supported by diversified revenue streams across our complementary business segments and disciplined cost control measures. These attributes have established our reputation as a reliable, stable and trusted container depot operator recognised by our customers and other key stakeholders across the industry.

Authorised service centre of major global reefer equipment manufacturers in Singapore, Malaysia and Hong Kong with expertise in serving reefer containers

We are the authorised service centre for four major reefer equipment manufacturers in Singapore, Malaysia and Hong Kong. For reefer equipment manufactured by such reefer equipment manufacturers, they would also direct their customers to us to carry out any repairs required to service their equipment if such repair works fall within the warranties given by the reefer equipment manufacturers to their customers.

As part of our strategy to be an integrated logistic solution provider, we offer repair and maintenance services for commonly-used types of empty containers including dry containers, reefer containers and ISO tank containers. Our Group has the specialised technological knowledge and expertise to carry out labour intensive repair and maintenance work on reefer containers in-house directly at our container depots, which saves our customers time from engaging different logistic service providers and eliminates the need for us to rely on third party subcontractors. The handling of reefer containers is labour-intensive as each container must be manually plugged, regularly monitored and unplugged to prevent malfunction and proper temperature control.

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Our Group, through our subsidiaries (SG) Reefertec, (HK) MF Container, (HK) MF Reefer and (MY) Tricool, provides container port terminal reefer services including intricate structural and mechanical repair services for reefer containers. Our services include structural and mechanical repair, temperature monitoring services for active reefer containers, plug and unplug services, refurbishment and structural steel blasting coatings as well as washing of containers. We operate our container port terminal reefer business in several locations, including PSA Singapore Terminals in Singapore, Westport in Malaysia and Hongkong International Terminals and River Trade Terminal in Hong Kong. Our temperature monitoring services involve the regular physical monitoring of active reefer containers by our qualified staff to ensure that the specified temperatures are maintained. Additionally, our plug and unplug services at reefer points involve the presence of our qualified staff at designated reefer points at the container port terminal to connect and/or disconnect reefer containers after they are unloaded at the container port terminal and/or to be loaded onto shipping vessels.

We believe that our ability to provide repair and maintenance services for reefer containers in-house differentiates us from our competitors in the container depot industry in Singapore, Malaysia and Hong Kong. By having specialised technological knowledge and expertise to service reefer containers, our customers can rely on us to provide a range of services for their entire container needs, which can help to build long-term relationships and increase customer loyalty as well as provide an attractive value proposition to our customers. Being the authorised service centre for all four major reefer equipment manufacturers helps to build trust with our customers and enhance the Group’s reputation for quality and reliability.

Innovative technological solutions as bedrock to our digitalised operations

Our technology strategy and IT systems are designed to enhance operational efficiency, optimise resource deployment and elevate overall productivity, whilst facilitating seamless integration with our customers’ system to foster trust and reliance. We are the first depot operator in Singapore to implement a bespoke automated seal dispenser system which, synchronised with our license plate recognition system and web-based depot appointment system enabling real-time container tracking, facilitates continuous vehicle flow without need for drivers to leave their vehicles – a manual necessity in over 95% of independent depot across Southeast Asia – thereby significantly reducing turnover time and enhancing on-site safety. Previously cumbersome administrative gate entry validation processes are being superseded through the adoption of gate automation systems, whilst paper-based container survey processes are being streamlined via digitalised handheld survey applications. Container movements are comprehensively tracked and reported to customers through our centralised container management system, which enables instantaneous and seamless electronic data interchange linked to our customers’ internal systems either by EDI (which allows for batch data transfer) or API (which allows for instant data transfer), allowing customers to monitor their container inventory for business and operational deployment purposes.

We believe that our customer-centric technological solutions specifically tailored for use in container depot operations, aligned with our position as an independent depot operator maintaining focused investment in enhancing depot operations, uniquely position us as a preferred container depot service provider. We collaborate actively with our customers – for example, to set up EDIs tailored to the specific parameters of our customers – to streamline and enhance our operations. We are actively updating our IT systems with a view to developing an end-to-end integrated technology platform that will optimise front-line depot operations as well as back-end reporting systems. Currently, we are

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implementing tailored depot solutions (including yard management, planning and optimisation system, automated exterior container survey automation system and traffic control and management system) to establish a “smart” ecosystem at our Mega Depot which aligns with the objective of maximising use of land in the container depot through automated, digitalised and technology-enabled operations as set out in the agreement for lease of land to be used for the Mega Depot. Such comprehensive active algorithmic integration for real-time operational execution remains rare within the industry, with adoption estimated at less than 5% among private regional depot facilities in South Asia according to the Frost & Sullivan Report. We believe that our commitment to innovative technological solutions is highly valued by our customers and confers significant competitive advantage. For further details regarding our information technology and initiatives, please refer to the paragraph headed “Information Technology – Development of new IT systems” in this section.

Dedicated and experienced management team with proven track record since 1978 and focus on talent development

We are led by our co-founders, Mr. Li and Mr. Ng, who each have more than 40 years of experience in the shipping and container depot industry and who are responsible for the overall management and operations of our Group. Mr. Li, our co-founder and co-chairman, brings deep industry expertise which plays a pivotal role in leading the sustainable growth of our business, including the implementation of effective network expansion strategies. Mr. Ng, our co-founder and co-chairman, oversees the Group’s overall operations with his comprehensive understanding of the shipping and container depot industry.

Our co-founders are supported by our senior management team which comprises our regional general manager of Southeast Asia, Mr. Tan Wee Hong, our group general manager of marketing, Mr. Chan Terry Tat-lee, our group financial controller, Mr. Ker Chung Wei, our group general manager of IT, Mr. Ooi Ying Kit, Nicholas. Each member of our senior management team has been with our Group for more than 10 years and the team has a track record in the shipping and container depot industry, with each member of the team having an average of over 20 years of industry experience. We are also supported by our senior manager Mr. Zhang Jianwei who is mainly responsible for the day-to-day operations of (PRC) SH Yifa and (PRC) SH Keyun. Please refer to the section headed “Directors and Senior Management” in this document for further details on the backgrounds and experience of our Directors and senior management.

Through disciplined cost management, decisive execution of strategic objectives, cultivation of enduring customer relationships and preservation of critical partnerships – underpinned by the resilience of our business model, the strength of our diversified revenue streams, coupled with depth of our accumulated knowledge and experience – we have delivered robust financial performance and sustained profitability even through challenging times affecting the global economy and trade dynamics (including the COVID-19 pandemic, the Red Sea Crisis, U.S. trade war, etc.). We believe that we are well-positioned to leverage on the experience and dedication of our management team, whose industry excellence has been recognised through numerous industry awards and accolades, to expand our operational capabilities, business and geographic reach, whilst ensuring the continued success and earnings stability of our Group.

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BUSINESS STRATEGIES AND FUTURE PLANS

Our Group aims to strengthen our position as a logistics operator in the ASEAN region and the PRC. To achieve this, our Group intends to focus on the following strategies and future plans.

Establish a digitalised and technology-driven Mega Depot in Singapore to provide integrated logistics services

In recent years, the Singapore government has been promoting innovation and sustainable industrial development in favour of smart facilities and better land use. According to the Frost & Sullivan, the MPA has highlighted digitisation and sustainability as their priorities. To further such objectives, the MPA has begun the construction of the next-generation Tuas Megaport which is expected to increase operating efficiency and reduce emissions.

To align with the Singapore government's plan of consolidating port operations to the Tuas Megaport and to support our strategy to be an integrated logistic solution provider, we are strategically transitioning from operating depots across different locations in Singapore towards an integrated and high-capacity Mega Depot that will occupy approximately 80,000 sq.m. of land (strategically located in close proximity with the Tuas Megaport), which upon completion, will be the largest consolidated container depot facility in Singapore and second largest in Southeast Asia according to Frost & Sullivan.

Since 2017, we have been in discussion with Party C, a statutory body in Singapore which is involved in the development and management of industrial estates and their related facilities in Singapore, for the development of the Mega Depot. The Group had engaged professional consultants including an architect, quantity surveyor, traffic consultant and project management company, to assist with the development of the Mega Depot, including providing technical knowledge and carrying out preliminary studies for discussion with Party C to, amongst others, determine the size of land required.

After years of discussion and based on our proposed designs, (SG) EK Logistics, a subsidiary of our Group, had entered into an agreement for lease with Party C in 2020 in respect of necessary land for development of the Mega Depot. Under the agreement for lease, we have been offered to lease relevant land from Party C upon satisfaction of certain investment and building requirements at which point a written lease agreement will be formally executed. A summary of the salient terms of the agreement for lease (and the lease of the land) is set out below:

Location:	30 Tuas South Avenue 10, Singapore
Usage:	Container depot, warehouse and ancillary office
Approximate area:	80,000 sq.m
Term of lease:	30 years from the commence date of 16 December 2020
Specific obligations:	Investments of a minimum amount on new plant and machinery as well as completion of construction of all buildings, structures and installations on the land by December 2026

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The development plans for the Mega Depot has been formally approved by Party C in November 2023 following (i) a comprehensive review of the project requirements to ensure that the Mega Depot would be designed and built to meet industry standards of safety, efficiency, and sustainability; and (ii) the obtaining of research support and input from the National University of Singapore on its design, which is expected to use both automatic container stacking cranes and mobile container stackers to balance our needs for additional handling capacity and operational efficiency in the Mega Depot.

As a major transshipment hub, our Directors are of the view that Singapore would not be materially impacted by the U.S. tariff developments and believes that the Mega Depot will solidify our position as a leading container depot operator in Singapore in terms of container throughput in 2025 in light of the fact that, according to the Frost & Sullivan Report, one of the key barriers in Singapore's container depot industry is land constraints; which has led to increasing challenges for container depot operators to obtain long-term lease of land with close proximity to major port terminals for their operations. Our Directors believe that our latest development and technological designs are consistent with the Singapore government's direction and goal to achieving land productivity in Singapore.

Based on the approved Plans, the Mega Depot will include a warehouse with a net lettable area of approximately 36,500 sq.m and a container depot of a capacity of approximately 23,000 TEUs under one roof in the same location with extensive implementation of IT systems. The Mega Depot will represent a high-density solution (with a handling capacity that exceeds the operational limits of 95% of individual private depots in Southeast Asia) that is aligned with the sustainability goals of the Singapore government. By interfacing automated hardware with predictive software and the implementation of digitalised technological developments, the Mega Depot will function as an integrated "smart" ecosystem that reduces turnaround times for processing containers and will serve to position us competitively amongst other logistic service providers in the region. This "smart" design of the Mega Depot also responds to the lease condition agreed with Party C for the Group to implement an automated lifting technology at the Mega Depot with the aim of intensifying container depot land use through the deployment of digitalised, automated and technology-driven solutions for its container depot operations. Given the size and location of the Mega Depot, we plan to expand our range of services in Singapore by offering laden container storage services (including laden reefer container storage) to consignees in the future (which will serve to save time for shippers in hauling empty containers from the container depot to the warehouse (for loading) and then hauling the laden containers from the warehouse to the container port terminal).

Our Mega Depot will be situated approximately seven kilometres from the gate of Tuas Megaport and approximately eight kilometres from the Singapore-Malaysia border. With two storeys, the Mega Depot will have four-high automated container stacking on the ground floor and nine-high stacking on the upper floor, allowing us to meet the objective of achieving 13-high stacking in total in accordance with our Plans. Our design is to have stacking cranes on the ground floor to achieve greater operational turnaround and to deploy container stackers on the upper floor for slower moving containers. Doing so allows us to balance our need for additional handling capacity while achieving operational efficiency. The reason for utilising a combination of automated and non-automated system is to allow operational flexibility and to maximise utilisation of space when demand surges.

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We have engaged an independent design and build main contractor in connection with the construction of the Mega Depot, which was selected following completion of relevant tender process in February 2025. The construction of the Mega Depot has commenced in mid-February 2025 and is expected to be completed by the end of 2026 based on the existing plans with the design and build main contractor. Upon completion, we intend to move all our existing container depot operations in Singapore to the Mega Depot and begin offering warehousing services as well as possibly laden container storage services in the future. Construction work at the Mega Depot is continuing to progress, with all foundational piling work having been completed. At present, pile caps are being cast atop completed piles, and ramp columns are being borne to form the structural framework of the Mega Depot. The first storey slab of the office block has also been cast.

Based on the approved Plans, the Mega Depot will consist of two storeys comprising (i) non-automated empty container storage area; (ii) elevated warehouse area (i.e. warehouse area on the ground floor); (iii) automated storage area for laden and empty container storage; and (iv) office space for our operations. With a view to increasing storage capacity, the Mega Depot will implement innovative technological developments and progressive automation into key aspects of our container depot operations including, amongst others, gate entry and survey as well as container placing and yard management.

Our Mega Depot in Singapore with the planned integration of a “smart” ecosystem is expected to: (i) consolidate the services we provide in Singapore under one roof; (ii) increase our container depot handling capacity; (iii) reduce turnaround times for processing containers for our container depot operations through the use of automation and other technologies, thereby increasing our efficiency and reducing the possibility for human error; (iv) position ourselves competitively amongst other logistic service providers in Singapore as an integrated logistic solution for container and logistic service needs through the expansion of our range of offerings to additionally provide warehousing and laden container storage services; (v) capitalise on the growing demand for warehousing and laden container storage services in Singapore; and (vi) align our operations with the overarching sustainability and better use of land goals of the Singapore government.

In terms of the capital expenditure in connection with the Mega Depot, it is estimated that approximately S\$39.9 million (equivalent to approximately HK\$241.8 million), S\$98.4 million (equivalent to approximately HK\$596.3 million) and S\$4.1 million (equivalent to approximately HK\$24.8 million) will be attributed to be incurred for the years ended 31 December 2025 and years ending 2026 and 2027, respectively, which will be utilized towards:

- (i) the cost for construction, in the amount of approximately S\$39.8 million (equivalent to approximately HK\$241.2 million), S\$97.4 million (equivalent to approximately HK\$590.2 million) and S\$0.5 million (equivalent to approximately HK\$3.0 million) will be attributed to be incurred for the years ended 31 December 2025 and years ending 2026 and 2027, respectively; and
- (ii) the cost of purchases of equipment and machinery (including computer systems) for the Mega Depot, in the amount of approximately S\$0.2 million (equivalent to approximately HK\$1.2 million), S\$0.9 million (equivalent to approximately HK\$5.5 million) and S\$3.7 million (equivalent to approximately HK\$22.4 million) will be attributed to be incurred for the years ended 31 December 2025 and years ending 2026 and 2027, respectively.

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The main operating expenses that will be incurred in connection with the development of the Mega Depot will be interest expenses arising from the bank borrowings for financing construction costs, which amounted to S\$0.2 million (equivalent to approximately HK\$1.2 million) for the year ended 31 December 2025 and it is expected to amount to S\$2.7 million (equivalent to approximately HK\$16.4 million), S\$3.9 million (equivalent to approximately HK\$23.6 million) and S\$3.9 million (equivalent to approximately HK\$23.6 million) for the years ending 2026, 2027 and 2028, respectively, based on the expected drawdown amounts and indicative interest rate.

Upon completing the construction of the Mega Depot, we will gradually transition our operations to the new facility. Customers will be instructed to store empty containers at the Mega Depot, and we will utilize our own prime movers to transfer the remaining containers there. Regarding relocation expenses, we have allocated funds for restoration costs to return our leased premises to their original condition at the end of the lease term. Consequently, we anticipate that our relocation costs will be minimal (i.e. less than S\$0.5 million) and will not significantly impact our financial situation.

Below is an image illustrating the expected appearance of the Mega Depot upon its completion:



Source: Drawings produced by ID Architects Pte Ltd.

Utilisation of new technology to reduce our greenhouse gas emissions and resource consumption

To better manage our environmental, social and climate-related risks, we aim to reduce our greenhouse gas emissions and resources consumption in the foreseeable future by upgrading existing machineries into electric vehicles. In particular, we anticipate purchasing a range of 10 to 15 electric container stackers over the next three years to replace some of our existing diesel powered container stackers because (i) electric container stackers have lower resource consumption and require lower maintenance as compared with diesel powered container stackers; and (ii) the use of electric container stackers will reduce our Group’s carbon emissions which is in line with the Group’s overall strategy on ESG matters as well as the global shift towards sustainability and green technology.

We are also able to reduce our resource consumption and carbon footprint through the utilisation of our IT systems such as our cashless payment technologies and handheld survey systems. These IT systems allow us to reduce certain processes in our workflow and create more streamlined services to our customers.

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To show our Group’s commitment to reducing our greenhouse gas emissions, we have established an ESG committee that comprises our management representatives who are responsible for liaising with different operation locations. ESG committee serves in a supportive role to our Board in implementing the agreed ESG policy, targets and strategies; identifying and assessing ESG-related matters, including climate-related risks, by taking into consideration the metrics and targets stipulated in Appendix C2 to the Listing Rules and applicable laws, regulations and industry standards; managing how our Group adapts its business in light of climate change; collecting ESG data from different parties while preparing for the ESG report; and continuous monitoring of the implementation of measures to address our Group’s ESG-related risks. The ESG committee reports to the Board regularly on the ESG performance of our Group and the effectiveness of the ESG systems upon [REDACTED].

Expand our container depot network in Asia to cater for expected growing trade flows within the region

To capitalise on the sustained surge in handling throughput in Singapore, Vietnam, Malaysia and Thailand in light of impact of U.S. tariffs – that has led (i) networks of liners and freight forwarders actively shifting capacity and repositioning empty containers towards less tariff sensitive intra-Asia corridors; and (ii) the structural transformation of manufacturing strategies of multinational enterprises that have increasingly adopted a China “plus one” approach to move production to Southeast Asian nations to mitigate supply chain risks – we are seeking available opportunities to expand our container depot network in Asia and upgrading our facilities in these jurisdictions to cater for the expected growing trade flows within the region.

Depending on the available opportunities, feasibility and market conditions, we may explore vertical and horizontal expansion strategies through joint ventures, strategic alliances, acquisitions or investment opportunities in existing or new markets. When evaluating such opportunities, we will consider certain factors including the market size and growth potential, the competitive landscape, the regulatory environment and our existing network and resources.

Malaysia

In Malaysia, we operate four container depots with a total land area of approximately 113,000 sq.m as at the Latest Practicable Date. We started operating a new container depot in Port Klang in February 2023. We are considering and evaluating further opportunities in the long term to expand our existing transportation services (which comprise empty container trucking) to include laden container trucking in the future to capture the large demand in Port Klang.

In December 2023, we entered into two sale and purchase agreements to purchase two pieces of leasehold lands in Malaysia of approximately 36,400 sq.m in total in Port Klang to provide both warehousing and container depot operations.

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Thailand

In Thailand, we operate three container depots with a total land area of approximately 103,000 sq.m as at the Latest Practicable Date. We had expanded our container depot space in the Bangkok Metropolitan Region in February 2023 under a nine year lease agreement. We have also entered into a 15 year lease agreement for approximately 42,300 sq.m of land in Laem Chabang in early 2023 which is currently in operation to replace one of our existing container depots in the area as this land is larger and in closer proximity to the container port terminal. We have invested approximately S\$2.7 million into this land for laying the concrete necessary to conduct our container depot operations at this location. As a result of these leases for new lands in the Bangkok Metropolitan Region and Laem Chabang, our Directors are of the view that we are well positioned to increase our business in Thailand.

Vietnam

In Vietnam, we are currently in collaboration with a local container depot operator for the provision of container depot services to our customers in the Dong Nai province under a service agreement for a term of three years in respect of approximately 24,000 sq.m of land. Under the service agreement, the local container depot operator provides us with the land for us to carry out our container depot operations, the key terms of which are summarised below:

Term:	From 1 May 2023 to 30 April 2026 and shall be automatically renewed on an annual basis until the service agreement is terminated.
Service fees:	For use of the land, our Group shall pay the local container depot operator a certain percentage of the rates applied to customers in respect of the relevant container depot operations.
Signage on the land:	Our Group shall be permitted to display our logos and signboards on the land.
Insurance:	The local container depot operator shall maintain sufficient insurance to cover the container depot operations on the land.
Dispute resolution:	Parties are required to resolve any contractual disputes through negotiations first before resorting to litigation or arbitration.
Termination:	Either party can terminate the service agreement by giving six months notice in writing.

This arrangement is a stopgap measure and we are actively looking for suitable land in the greater Ho Chi Minh City area to move out and carry out our own container depot operations. Please refer to the paragraph headed “Risk Factors – Risks relating to our operations in Vietnam - The property in which we carry out our container depot operations in Vietnam lacks relevant land use certificates, which may materially and adversely affect our container depot operations at this location” in this document for further details.

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Continue to develop and implement IT systems across all our operational locations to improve accuracy, efficiency and leverage automation

Our Group relies on key IT systems for our daily operations including our container management systems which allow our staff to track and update container movements through a centralised system as well as our container depot appointment system which has been designed and developed to optimise our container depot operations. Together with our container management system, we are able to access real-time and accurate information on our container depot utilisation to ensure the optimal use of our storage space, thereby allowing us to manage customers’ orders more efficiently. Please refer to the paragraph headed “Information Technology” in this section for further details.

As part of our plan for the Mega Depot, we have been developing and planning to implement various new IT systems in Singapore including our yard management, planning and optimisation system, survey automation system and traffic control and management system. Please refer to the paragraph headed “Business Strategies and Future Plans – Establish an integrated logistics hub in Singapore” in this section for more information on these new IT systems.

Our Directors believe that our investment in IT systems and our commitment to adopt technology in our operations have positioned us competitively in the container depot industry. We will continue to invest in new technologies and IT systems to ensure that we remain at the forefront of the container depot industry and continue to provide our customers with the highest levels of service and efficiency.

Continue to improve the mechanism for recruiting, cultivating and motivating talent

Our success is in our ability to attract talents across borders, and to retain them through skilling and upskilling. Our Directors believe that diversity and inclusion are one of our key pillars of success in attracting skilled and talented employees from multi-dimensional backgrounds. We will offer competitive remuneration packages and career development opportunities to recruit and retain key talents. Over the years we have been successful in growing and retaining our pool of talent in sales and marketing, operations, IT and other key functions. As our business continues to grow in the region, we will continue to focus on manpower resources, and to give every opportunity for our talents to grow.

We have an established system for evaluating our talent which is continuously updated to meet our business development needs. Our employees are rewarded through various loyalty programs and this helps to motivate those employees who have performed well. Our Directors believe that this is how we have been able to build and retain our experienced senior management team who have been with the group for more than 20 years, each with a track record in the container depot business.

CHANGES IN GLOBAL SHIPPING MARKET CONDITIONS DURING THE TRACK RECORD PERIOD

As a container depot operator first and foremost, we play a key role in the shipping supply chain by providing container depot services and have since expanded to providing other ancillary logistic services within the shipping supply chain (i.e. warehousing and CFS, container sales and new-build container inspection and freight forwarding services in Qingdao). Our operations are materially affected by global trade volumes and flows, particularly in the regions where we operate, including Singapore, the PRC, Thailand, Malaysia and Vietnam. It is in the nature of our business model that changes in global shipping market conditions would have various knock-on effects on each of our service segments. It is one of our

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business strategies to be an integrated logistic solution provider by developing and establishing logistics service centres which provide a range of logistic related services under one roof (with the main focus continuing to be container depot operations).

We cannot assure you that there will not be any further changes in global shipping market conditions that may have a material adverse effect on our results of operations, financial condition or prospects. For more details on the risks we face in relation to fluctuations in global trade volume and flow, see the paragraphs headed “Risk Factors – Risks relating to our business and our industry – Evolving trade volume and flow and increasing trade imbalances in regions in which we operate may adversely affect our business, financial condition and results of operation” and “Risk Factors – Risks relating to our business and our industry – The outbreak of an infectious disease, widespread communicable diseases or any other major public health concerns in Asia and elsewhere may materially and adversely impact our business, financial condition and results of operations and prospects” in this document.

Red Sea crisis

The Israel-Gaza war, a regional crisis in the Red Sea, emerged since late 2023 leading to disruptions in maritime trade and causing geopolitical uncertainties. The Red Sea crisis persists as of the Latest Practicable Date.

Impact on industry

According to the Frost & Sullivan Report, the escalation of tensions in the Red Sea region has impacted canal capacities in key shipping routes such as the Suez Canal resulting in extended delivery times with vessels having to re-route via the Cape of Good Hope in South Africa. The Red Sea crisis forced vessels on the Europe-Asia route to take a longer route around the Cape of Good Hope causing disruptions to shipping networks and congestion at shipping ports globally. The lengthened delivery times has contributed to delays in container availability and scheduling inefficiencies, leading to a reduction in effective global container shipping capacity.

With the Suez Canal being a critical conduit for approximately 30% of the world’s container traffic, the Red Sea crisis has since been causing surges in freight rates. By way of example, according to the CCFI, there was a volatile but general upwards trend in early 2024, where freight rates in February 2024 had increased approximately 36% as compared to February 2023. The impact of the Red Sea crisis showed signs of easing in 2024, leading to a slight decrease in the CCFI during the year.

Impact on our business operations

A summary of the key impact of the Red Sea crisis on our business operations during the Track Record Period is set out below:

- (i) *Container depot operations.* The reduced global container shipping capacity caused by the Red Sea crisis led to increased container demand generally, which resulted in less container storage demand at our container depots in 2024. As a result, our storage fees revenue decreased from approximately S\$15.8 million for the year ended 31 December 2023 to approximately S\$8.0 million for the year ended 31 December 2024.

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Based on our Directors' understanding, the Red Sea crisis also led to container shipping lines leasing more containers from container leasing companies in 2024 to meet their container demands, in which relevant container leasing companies had approved more units for repair in preparation for use to cater for the increased on-hire demand. This resulted in an increase in our repair and maintenance in terms of TEU from 550,000 TEU for the year ended 31 December 2023 to 560,000 TEU for the year ended 31 December 2024.

- (ii) *Warehousing and CFS.* The Red Sea crisis did not materially impact our warehousing and CFS business during the Track Record Period.
- (iii) *Container sales and new-build container inspection.* Our revenue generated from the provision of container sales and new-build container inspection services increased from approximately S\$1.5 million for the year ended 31 December 2023 to approximately S\$9.1 million for the year ended 31 December 2024, which was mainly attributable to the increase in demand in containers as well as new-build container inspection services from certain customers during 2024 as a result of the Red Sea crisis prolonging vessel sailing times from the West back to Asia. This led to a lack in supply of empty containers to meet exporting demands from Asian countries resulting in the need to purchase and/or manufacture containers to meet their needs.
- (iv) *Freight forwarding services in Qingdao.* The spike in freight rates in early 2024 as a result of the Red Sea crisis had corresponding impacts to our freight forwarding services in Qingdao. Specifically, our revenue generated from the provision of freight forwarding services increased from approximately S\$20.3 million for the year ended 31 December 2023 to approximately S\$34.3 million for the year ended 31 December 2024.

Our Directors are of the view that the effects of the Red Sea crisis, such as prolonged vessel sailing times from the West back to Asia which had impacted our Group's business operations during the Track Record Period, will likely remain for a while after any ceasefire and/or conflict resolution given that container shipping lines typically prefer a more cautious approach and have established alternative routes to mitigate risks.

U.S. tariff developments

During the second half of 2024, the incoming U.S. Trump administration signalled the possibility of significant tariff increases on imports of Chinese goods which resulted in increased global trading activities ahead of the impending tariffs. Since inauguration of President Donald J. Trump in early 2025, the U.S. Trump administration has advocated greater restrictions on international trade.

On 2 April 2025, the current U.S. administration introduced a new set of reciprocal tariffs, starting with a baseline of 10% and increasing for nations with significant trade deficits with the U.S.. Major trading partners like the PRC, Vietnam, South Korea and the European Union have been significantly impacted. Since then, the U.S. administration has announced a series of bilateral framework agreements with certain partners, with terms varying from affirmed tariff rates to preferential rates or country-specific exemptions. As between the U.S. and China, a series of trade truces has been announced in 2025, including a 90-day reduction in bilateral tariffs to 10% on each other's goods (from 125% in April 2024) which has been extended until November 2026.

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The legality of the U.S. tariffs, invoked by the president of the U.S. under the International Emergency Economic Powers Act (IEEPA), was challenged in a series of proceedings in the U.S. court systems, and was ultimately ruled unconstitutional by the U.S. Supreme Court and the collection of increased duties has stopped since 24 February 2026. The president of the U.S. responded by invoking section 122 of the U.S. Trade Act of 1974, setting a 10% global tariff to take effect on 24 February 2026 (expiring after 150 days), which was later threatened to be raised to 15% although such change has not been officially documented. On 7 May 2026, the U.S. Court of International Trade ruled that the broad application of the section 122 surcharges to be unlawful, although such ruling is subject to appeal and the tariffs are duly to expire in July 2026. On March 11, 2026, the U.S. administration launched investigations against 16 trading partners (including Indonesia, Malaysia, Thailand and Vietnam) regarding alleged excess industrial capacity and forced-labour concerns under section 301 of the U.S. Trade Act of 1974, the results of which may give rise further tariffs which is not subject to statutory rate cap or expiry unlike section 122. On April 8, 2026, the U.S. President further threatened, via social media, an additional 50% tariff on imports from any country found to be supplying military weapons to Iran, and on April 12, 2026 publicly indicated that this threat would extend to China; as of the date of this document, no implementing executive order, proclamation or U.S. Customs and Border Protection guidance has been issued, and the legal authority for any such tariff remains uncertain following the Supreme Court ruling.

The timeline and scope of the U.S. tariffs remained fluid, with implementation subject to continued negotiations between the U.S. and its trading partners. The unpredictability of tariff adjustments and possible retaliatory actions by nations persists as at the Latest Practicable Date.

Impact on Industry

According to Frost & Sullivan, the uncertainty of tariff changes between the U.S. and the PRC are examples of geopolitical events which influences the ongoing volatility in global shipping and supply chains.

Following the announced 90 days reprieve on the U.S. tariff war in around May 2025, container bookings from the PRC to the United States have surged considerably as U.S. importers and other market participants stock up inventory, raw materials and Chinese goods as part of their frontloading efforts in order for manufacturers, distributors and retailers to catch up with backlogged orders as well as plan for anticipated future demand. This has led to an increase in freight rate caused by congestion, delays and challenges in securing cargo space.

Following the initial shock phase in early 2025, global trade proved more resilient than anticipated with many affected Chinese exporters successfully diverting shipments to other markets. Despite a decline in direct exports to the U.S., China's total export value increased by 5.6% year-on-year in 2025 and trade surplus reached a record US\$1.2 trillion, as it continues to advance its export-driven model and deepen trade relations with its trading partners, with expansion of shipments to other regions such as Europe, Latin America and other Asian economies. In the first quarter of 2026, China reported a 6.2% year-on-year increase in total social logistics value (reaching 96.4 trillion yuan) despite the persistence of protectionist tariffs, due to the rapid expansion of high-value manufacturing and a strategic shift in trade toward ASEAN and Belt and Road partners. Many Asian countries are increasingly acting as re-export hubs and extended manufacturing bases. Countries such as Vietnam, South Korea and others are expanding their manufacturing capacity as companies implement 'China plus one (or two)' strategies,

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and takes on larger role in assembly and re-export of Chinese parts. Whilst U.S. and Europe takes efforts to reduce dependency on China, diversify supplier sources and stock up on inventories to mitigate risks, China’s production base is often simply too large to substitute for local resources and supplies. In practice, most relocations are occurring within Asia rather than re-shored to Europe or other higher-cost regions. Due to the above, liners and freight forwarders are rebalancing networks and shifting capacity to less tariff-sensitive corridors (such as, Latin-America-Europe, or intra-Asia).

It would appear therefore that, in the near term, the diversion of U.S.-bound sourcing away from China toward Southeast Asia, together with the lower current section 122 U.S. tariff rate relative to the previously announced country-specific IEEPA rates, has supported export volumes and led to sustained growth in container throughput in the jurisdictions in which we operate. In particular, the Port of Singapore recorded an 8.5% year-on-year increase in container throughput and Malaysia recorded a 10.4% and 12.7% year-on-year increase in external trade and exports volume respectively during the first quarter of 2026, despite the imposition of protectionist tariffs, primarily due to regional supply chain rerouting and the sustained global demand for essential high-tech components beyond the US market.

Should country-specific tariffs be reintroduced under section 301 following the expiry of the section 122 measure however, or should the threatened secondary tariff connected to the Iran conflict be implemented against China or other countries in the region, shipping volumes on the Transpacific and intra-Asia trade lanes could potentially decline. That said, trans-shipment-focused operations in Singapore and Malaysia are, by their nature, less directly exposed to any single bilateral tariff, as a significant majority of cargo throughput handled are transshipment as opposed to export-related (although they remain vulnerable to carrier decisions about where to call and how much capacity to deploy which could be affected by changes to Transpacific demand due to tariff disruptions).

Impact on our business operations and results of operations

Based on the latest operating data of the Group, the U.S. tariff developments did not have a material effect on our business operations, as illustrated in our operation data of 2025 in the table below:

	March	April	May	June	July	August	September	October	November	December
(i) Depot handling throughput in terms of TEU ('000) in 2025	184	189	184	192	188	194	216	197	208	234
(ii) Repair and maintenance in terms of TEU ('000) in 2025	48	46	44	46	49	51	52	44	39	44
(iii) Average daily storage in terms of TEU ('000) in 2025	69	68	68	70	68	69	72	76	76	80

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Based on the operating data of the Group, it would appear that (i) customers in the Indo-Pacific region have repositioned more empty containers to our container depots in Singapore, Vietnam, Malaysia and Thailand where there is a perception of heightened demand for export, whereas the storage volume of empty containers in the PRC evidenced a slight decrease from the months of March and April, resulting in a relatively stable average daily storage volume in terms of TEU over the period; (ii) depot handling through in terms of TEU has remained resilient and increased across all regions in which the Group operate over the period, and it is perceived that this was a result of the a mixture of (a) the expansion of shipments from China to other economies; (b) the upsurge in intra-Asian trade as companies implement ‘China plus one (or two)’ strategies and other Asian countries act as re-export hubs with extended manufacturing capacities; and (iii) demand for repairs and maintenance of empty containers in terms of TEU fluctuated over the period, and has particularly surged in the months during which there were heightened level of handling throughput in terms of TEU as more empty containers require repair and maintenance due to usage.

In the first quarter of 2026, the results of operations of the Group remained strong, recording 576,409 TEU in depot handling throughput, 120,399 TEU in repair and maintenance and 78,119 TEU in average daily storage volume. Such operational data indicates that the continuous legal and policy volatility of the U.S. administration in terms of tariffs has reinforced the need for elastic logistics and strategic regional inventory positioning where multinational enterprises are increasingly utilising regional depots in the jurisdiction in which we operate to maintain operational continuity.

Outlook

While available operational and financial data of the Group appears to suggest that the tariff disputes between the U.S. and major economies across the global has had a limited impact on our operations and results of operations, our Directors believe that the U.S. administration may continue use tariffs as a central lever of its trade strategy which, coupled with global geopolitical events (such as ongoing wars and U.S. ambitions to exert control over various geographical territories), will continue to strain global trade and give rise to supply chain uncertainties. This may continue to impact trade flows and transshipment volumes in the jurisdictions in which the Group operates and may have implications on our financial and operational performance as our business is intricately linked to global trade flows.

Our Directors expect, and the Joint Sponsors (having reviewed all relevant information - including analysis of available operational data of the Group and the views on expressed by Frost & Sullivan on U.S. tariff policies on the shipping and container depot industries) concur, that the business operations and financial results of the Group should remain relatively unscathed from evolving U.S. tariff policies, taking into account the complementary nature of its various business income streams. That said, we will continue to monitor and assess how developments concerning U.S. tariff policies impact our business, and we will prudently adapt our operations (such as to adjust our container depot capacity in jurisdictions where we operate) accordingly.

OUR INVESTMENTS

As part of our efforts to leverage our reputation and knowledge in the shipping industry, we have established joint ventures and made selective investments in companies within the logistics industry in the ASEAN region and the PRC. We primarily focus our investments in targets that fit into and support our existing value chain and complement other businesses of our Group.

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Joint venture arrangement in Singapore

Established in 2004, (SG) CK is a joint venture in Singapore between Chu Kong Shipping Enterprises (Group) Company Limited (“CKS”), a company listed on the Stock Exchange (stock code: 560), and our Company whereby 60% is owned by CKS and 40% by us. (SG) CK is principally engaged in freight forwarding related businesses in Singapore. Apart from Singapore, (SG) CK has a 70% equity interest in (MY) CK and a 49% equity interest in (TH) CK. Under the joint venture agreement with (SG) CK, the board of CKL (Singapore) has five directors, of whom three, including its chief executive officer, are appointed by CKS and two are appointed by us. Over the years, we have been a passive investor.

Based on the latest unaudited consolidated management accounts available of (SG) CK for the year ended 31 December 2025, revenue and profit after tax were approximately S\$11.2 million and S\$0.8 million respectively. As at 31 December 2025, (SG) CK’s net assets were approximately S\$7.3 million.

Joint venture arrangement in Qingdao, PRC

Established on 25 December 2023, (PRC) QD Port Lianyung is a joint venture in Qingdao of the PRC owned as to (i) 51% by an entity controlled by Shandong Port Qingdao Port Group., Ltd* (山東港口青島港集團有限公司) which is a fellow subsidiary of Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) (being the primary operator of the Port of Qingdao and one of our major suppliers during the Track Record Period) (“**Qingdao Port JV Partner**”); (ii) 25% by (PRC) TJ Keyun (our wholly-owned subsidiary); and (iii) 24% by an Independent Third Party, Qingdao Zhiyuan Global Supply Chain Management Co., Ltd.* (青島智遠環球供應鏈管理有限公司) (“**Qingdao Zhiyuan JV Partner**”). (PRC) QD Port Lianyung was formed to further explore and develop container depot and logistic business in Qingdao of the PRC. A summary of the key terms of the joint venture arrangement are set out below:

Purpose of the joint venture:	To jointly invest in the establishment of the joint venture company (PRC) QD Port Lianyung to further explore and develop container depot and logistic business in Qingdao in the PRC under the principle of equal cooperation, mutual benefit and alliance.
Term of the joint venture:	30 years commencing from the date of establishment of (PRC) QD Port Lianyung.

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Parties' responsibilities:	(PRC) QD Keyun shall transfer all its existing container depot and warehousing and CFS business in Qingdao to (PRC) QD Port Lianyun. The Qingdao Zhiyuan JV Partner shall contribute at least 5,000 TEU of container volume per month to (PRC) QD Port Lianyun, the failure of which would be a breach of the joint venture agreement in which the non-breaching parties may seek relevant legal actions under PRC law. As at the Latest Practicable Date, there has been no instances where the Qingdao Zhiyuan JV Partner had failed to discharge its contractual obligation to contribute the agreed amount of container volume to (PRC) QD Port Lianyun. (PRC) TJ Keyun, the Qingdao Zhiyuan JV Partner and their affiliated companies will not operate businesses which compete with (PRC) QD Port Lianyun in Qingdao.
Management of the joint venture:	The board of directors of (PRC) QD Port Lianyun consists of five directors, of which three are appointed by the Qingdao Port JV Partner, one is appointed by us and one is appointed by the Qingdao Zhiyuan JV Partner. The chairman of the board of (PRC) QD Port Lianyun is appointed by the Qingdao Port JV Partner. The general manager of (PRC) QD Port Lianyun is appointed by us. There are also two deputy general managers, of which one is appointed by the Qingdao Port JV Partner and one is appointed by the Qingdao Zhiyuan JV Partner. The financial manager of (PRC) QD Port Lianyun is appointed by the Qingdao Port JV Partner and the deputy financial manager is appointed by us.
Staffing arrangement:	It was agreed between the parties that all relevant staff relating to container depot and warehousing and CFS of (PRC) QD Keyun would also be transferred to (PRC) QD Port Lianyun. The relevant staff cost would be borne by (PRC) QD Port Lianyun.
Leasing arrangement:	As agreed with the lessor, (PRC) QD Port Lianyun will conduct its business operations on the premises leased by (PRC) QD Keyun for its container depot operations under the existing rental agreement. Under this arrangement, (PRC) QD Port Lianyun will reimburse (PRC) QD Keyun for the remaining rental payments for the relevant premises.

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Commercial rationale for the joint venture arrangement

Our Directors believe that the joint venture arrangement is an efficient means to further our Group’s business in the PRC given that partnering with the Qingdao Port JV Partner would (i) help strengthen the Group’s relationship with Qingdao’s government-owned port operator, being a key player in the local market; (ii) enhance the Group’s reputation within the industry and the region; and (iii) allow the Group to leverage such strategic partnership, as the Directors are of the view that the Qingdao Port JV Partner can lead the Qingdao container depot business from a level of strength as the controlling shareholder given their track record and history of providing a wide-range of port-related services ranging from basic port services, such as stevedoring and storage services, to ancillary and extended services such as logistics services and financing-related services, and therefore enabling our Group to provide more comprehensive services to container shipping line companies.

Financial and operating impact

Pursuant to the joint venture arrangement, we agreed to transfer all our existing container depot and warehousing and CFS business in Qingdao (which was conducted through (PRC) QD Keyun) to (PRC) QD Port Lianyun with such transfer completed in or around March 2024 (the “**Business Transfer**”). Our Directors’ are of the view that the joint venture arrangement is proceeding well and in line with their expectations.

The Directors and the Joint Sponsors are of the view that the Business Transfer should not have any material adverse impact on the Group’s financial performance and position going forward based on the following analysis:

- (i) prior to the Business Transfer, the revenue derived from the transferred business only accounted for approximately 2.9% and 2.6% of the Group’s total revenue for the years ended 31 December 2022 and 2023, respectively;
- (ii) the revenue of (PRC) QD Keyun was not adversely impacted by the Business Transfer, and in fact had actually increased from approximately S\$23.7 million for the year ended 31 December 2023 (which included container depot and warehousing and CFS business) to S\$32.9 million for the year ended 31 December 2024 (which did not include container depot and warehousing and CFS business) despite transferring out the container depot and warehousing and CFS business;

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- (iii) (PRC) QD Keyun did not materially contribute to the overall financials of the Group over the Track Record Period, having recorded a modest loss of approximately S\$1.0 million for the year ended 31 December 2023 (the loss was mainly attributable to impairment loss in the amount of S\$1.2 million resulting from the suspected fraud incident concerning the subsidiary's freight forwarding business in Qingdao). Following the Business Transfer, (PRC) QD Keyun (excluding the container depot and warehousing and CFS business which was transferred to (PRC) QD Port Lianyun for most of the year) recorded a nominal loss of approximately S\$0.3 million (including impairment loss in the amount of S\$0.4 million resulting from the same suspected fraud incident) for the year ended 31 December 2024 whereas, it recorded return from interest in association in the amount of approximately S\$0.2 million for the year ended 31 December 2024;
- (iv) as the machinery and equipment of (PRC) QD Keyun had already been substantially depreciated (with the net asset value of such machinery and equipment amounting to only approximately S\$0.1 million) as at 31 December 2023, the transfer of the business with an effective disposal of relevant machinery and equipment did not have significant impact on the net asset value of the Group;
- (v) as a result of the Business Transfer, right of use assets of approximately S\$167,000 and lease liabilities of S\$201,000 were derecognised from our financial accounts resulting in the recognition of a net gain of S\$34,000; and
- (vi) the employment contracts of relevant staff of the transferred business were transferred to (PRC) QD Port Lianyun as part of the Business Transfer and, as such, the Group will not continue to bear associated staff costs.

Prior to carrying out the Business Transfer, we informed customers who used our container depot, warehousing and CFS and freight forwarding services in Qingdao of the Business Transfer and, based on our understanding and knowledge, none of our customers have ceased to engage our Group or (PRC) QD Port Lianyun as a result of the Business Transfer.

MARKETING

We consider that our success depends to a significant extent on the goodwill of our brands and reputation in the shipping industry as one of the leading container depot operators in Southeast Asia and a trustworthy service provider. Successful branding through marketing strategies is vital for us to establish our brand recognition and awareness for attracting new customers and retaining existing ones.

Our sales, marketing and commercial team is headed by our group marketing general manager, Mr. CHAN Terry Tat-lee. Our marketing, commercial and business development strategy is primarily centered on maintaining our established key customer relationships as well as fostering long-term relationships with prospective customers. As such, our sales, marketing and commercial team actively reaches out to potential new customers for new prospects while maintaining relationships with existing customers through regular service calls and customer meetings and engagements.

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Our executive directors, sales, marketing and commercial team and operations staff have maintained relationships with our existing customers who are mainly container shipping lines and container leasing companies. Our staff are encouraged to put forward a range of solutions to our container depot customers by offering a full range of container and logistic solutions to cater to their logistics needs which include, amongst others, suggestions to utilise our value-added services such as container depot services, logistic related support services and container sales and new-build container inspection services where most suitable. In particular, our container sales business utilises our network of agents and suppliers to assist our customers, which are container shipping lines and container leasing companies, in the sale of their used containers.

Our sales, marketing and commercial team will coordinate with our existing and potential customers for our operations staff to provide training, demonstrations and information sessions. Most of our customers are long-term returning or referred customers, which helps us maintain close relationships and develop new business opportunities through the loyalty built by our Group’s relationship. We believe our high-quality container depot and logistics services and good relationships are key to both retaining our existing loyal customers and attracting new ones.

Our customers are typically focused on the reliability and efficiency of our services, and in this regard, we believe that our experience, reputation and track record have enabled us to market ourselves successfully and effectively to our customers throughout the years.

CUSTOMERS

Our customers mainly comprise container shipping lines, container leasing companies and freight forwarders. Over the years, we have established long-lasting relationships with our major customers. We have maintained good business relationships with our five largest customers and their predecessors in each year during the Track Record Period with business relationships spanning between 1 to 39 years. We have a diverse customer base and we believe there is no individual customer concentration risk. For the years ended 31 December 2023, 2024 and 2025, our five largest customers in each year accounted for 17.3%, 17.5% and 26.3% of our total revenue, respectively, of which the largest customer accounted for 4.7%, 4.6% and 9.5%, respectively. Our five largest customers in each year during the Track Record Period are Independent Third Parties.

We provide services and products to parties in the logistic supply chain including container shipping lines and direct customers as well as freight forwarders. Therefore, some of our customers and suppliers in this business may overlap. Please refer to the paragraph headed “Suppliers – Overlapping of customers and suppliers” in this section for more information.

To the best of their knowledge, our Directors are not aware of any information or arrangements which would lead to a confirmed cessation or termination of our current relationship with any of our major customers.

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Major Customers

The following tables set out the details of our five largest customers in each year during the Track Record Period:

For the year ended 31 December 2023

Rank	Customer	Background and principal business	Type of customer	Type of services provided	Years of business relationship	Credit terms days	Typical payment method	Amount of revenue S\$'000	Approximate percentage of our total revenue %
1.	Tianjin Zhongke Group ⁽¹⁾	Tianjin Zhongke together with its subsidiaries including Tianjin Keyun Cargo and Tianjin Keyun Logistics, which are principally engaged in the provision of logistics services in the PRC.	Freight forwarder	Warehousing and CFS services, freight forwarding and container depot services	12	30-60	Bank transfer	7,270	4.7
2.	Yang Ming	The subsidiaries of Yang Ming Marine Transport Corporation, a company established in Taiwan and listed on the Taiwan Stock Exchange, the principal activities of which include shipping services.	Container shipping line	Container depot services	34	30	Bank transfer	5,950	3.8
3.	Seaco ⁽²⁾	The subsidiaries of Seaco Srl, a wholly-owned subsidiary of a company listed on the Shenzhen Stock Exchange, the principal activities of which include leasing of containers.	Container leasing company	Container depot services	31	30	Bank transfer	5,489	3.5
4.	Samudera Shipping ⁽⁴⁾	A company established in Singapore and listed on the Main Board of the Singapore Stock Exchange, the principal activities of which include shipping services.	Container shipping line	Container depot services	21	30	Bank transfer or cheque	4,505	2.9
5.	Customer C ⁽⁵⁾	A company established in Hong Kong, the principal activities of which include leases, manages and sells containers around the world.	Container leasing company	Container depot services	20	90	Bank transfer	3,730	2.4
Total:								26,944	17.3

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For the year ended 31 December 2024

Rank	Customer	Background and principal business	Type of customer	Type of services provided	Years of business relationship	Credit terms days	Typical payment method	Amount of revenue S\$'000	Approximate percentage of our total revenue %
1.	Tianjin Zhongke Group ⁽¹⁾	Tianjin Zhongke together with its subsidiaries including Tianjin Keyun Cargo and Tianjin Keyun Logistics, which are principally engaged in the provision of logistics services in the PRC.	Freight forwarder	Warehousing and CFS services, freight forwarding and container depot services	12	30-60	Bank transfer	7,621	4.6
2.	Customer D ⁽⁵⁾	A company established in Singapore, the principal activities of which include shipping services.	Container shipping line	Container depot services and container sales and new-build container inspection	3	30	Bank transfer	6,634	4.0
3.	Yang Ming	The subsidiaries of Yang Ming Marine Transport Corporation, a company established in Taiwan and listed on the Taiwan Stock Exchange, the principal activities of which include shipping services.	Container shipping line	Container depot services	21	30	Bank transfer	6,356	3.9
4.	Seaco ⁽²⁾	The subsidiaries of Seaco Srl, a wholly-owned subsidiary of a company listed on the Shenzhen Stock Exchange, the principal activities of which include leasing of containers.	Container leasing company	Container depot services	31	30	Bank transfer	4,203	2.5
5.	Evergreen	The subsidiaries of Evergreen Marine Corporation, a company established in Taiwan and listed on the Taiwan Stock Exchange, the principal activities of which include shipping services.	Container shipping line	Container depot services	39	60	Bank transfer	4,164	2.5
Total:								<u>28,978</u>	<u>17.5</u>

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For the year ended 31 December 2025

Rank	Customer	Background and principal business	Type of customer	Type of services provided	Years of business relationship	Credit terms days	Typical payment method	Amount of revenue S\$'000	Approximate percentage of our total revenue %
1.	Tianjin Zhongke Group ⁽¹⁾	Tianjin Zhongke together with its subsidiaries including Tianjin Keyun Cargo and Tianjin Keyun Logistics, which are principally engaged in the provision of logistics services in the PRC.	Freight forwarder	Warehousing and CFS services, freight forwarding and container depot services	12	30-60	Bank transfer	14,182	9.5
2.	Customer E	A company established in the PRC, the principal activities of which include supply chain management and freight forwarding services.	Freight forwarder	Freight forwarding services	1	18	Bank transfer	10,019	6.7
3.	Yang Ming	The subsidiaries of Yang Ming Marine Transport Corporation, a company established in Taiwan and listed on the Taiwan Stock Exchange, the principal activities of which include shipping services.	Container shipping line	Container depot services	34	30	Bank transfer	5,936	4.0
4.	Seaco ⁽²⁾	The subsidiaries of Seaco Srl, a wholly-owned subsidiary of a company listed on the Shenzhen Stock Exchange, the principal activities of which include leasing of containers.	Container leasing company	Container depot services	31	30	Bank transfer	4,793	3.2
5.	Evergreen	The subsidiaries of Evergreen Marine Corporation, a company established in Taiwan and listed on the Taiwan Stock Exchange, the principal activities of which include shipping services.	Container shipping line	Container depot services	39	60	Bank transfer	4,365	2.9
Total:								<u>39,295</u>	<u>26.3</u>

BUSINESS

Notes:

- (1) During the Track Record Period, we had business transactions with Tianjin Zhongke Group. Tianjin Zhongke Group was also our supplier during the Track Record Period and its members are Independent Third Parties (and previously our connected persons up to April 2026). Please refer to the section headed “History, Reorganisation and Corporate Structure – Relationship with Mr. Fan” in this document for further details.
- (2) Seaco was also our supplier during the Track Record Period.
- (3) Customer B was also our supplier during the Track Record Period.
- (4) Samudera Shipping was also our supplier during the Track Record Period.
- (5) Customer D was also our supplier during the Track Record Period.
- (6) For each of the overlapping customer-suppliers, the key terms (such as credit period, scope of services, term and termination) for our services from such overlapping customer-suppliers are generally similar to those of our other comparable customers. In addition, the average prices of our services provided to such overlapping customer-suppliers are largely comparable to the average prices of our services provided to other independent customers during the Track Record Period with reference to our internal indicative pricing ranges. As such, the Group confirms that our sales to overlapping customer-suppliers were negotiated on an arm’s length basis and under normal commercial terms.

To the best of our Directors’ knowledge, as at the Latest Practicable Date, (i) all of our five largest customers in each year during the Track Record Period were Independent Third Parties; and (ii) none of our Directors, their close associates or our Shareholders (whom to the knowledge of our Directors own more than 5% of the issued Shares) had any interest in any of our five largest customers in each year during the Track Record Period.

We do not have any long-term contracts with our customers, or those which restrict the customers to use our services for specific durations or to fulfil a minimum commitment over any duration.

Our container depot agreements with customers generally include provisions on liability for damage of containers during transit and storage. Where we are liable for the damage or loss to our customers’ containers, claims against us from our customers are covered by the insurance policies we maintain. Please refer to the paragraph headed “Insurance” in this section for more details. During the Track Record Period, we did not encounter any incidents relating to liability for damage of containers of a material nature.

Pricing Policy

In determining our Group’s pricing policy, we consider a variety of factors which are set out below by types of services.

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Container depot operations

Storage and handling services	The Group will charge its customers based on market rates which are generally determined by factors including, without limitation, (i) type of container; (ii) depot capacity; (iii) market demand; (iv) location; (v) number of containers stored monthly; (vi) labour cost; and (vii) prevailing market rates.
Repair and maintenance services	The Group will charge its customers for any container parts required for repair and maintenance based on costs of the container part plus a reasonable profit margin. For repair and maintenance work, the Group will charge its customers based on market rates which are generally determined by factors including, without limitation, (i) nature of work; (ii) cost of materials; (iii) labour cost; (iv) type of container; (v) location; and (vi) prevailing market rates.
Transportation services	The Group will charge its customers based on market rates which are generally determined by factors including, without limitation, (i) fuel cost; (ii) labour cost; (iii) distance required for transportation; and (iv) prevailing market rates.

Warehousing and CFS

Warehousing and CFS	The Group will charge its customers based on market rates which are generally determined by the factors including, without limitation, (i) nature of the goods; (ii) duration of cargo storage; (iii) weight; (iv) volume; (v) location; and (vi) prevailing market rates.

Container sales and new-build container inspection

Container sales	The Group will charge its customers based on costs of the containers sourced plus a reasonable profit margin which are generally determined by factors including, without limitation, (i) supply and demand of containers; (ii) condition of the container at the point of sale; (iii) delivery charges (if any); and (iv) prevailing market rates.
Container survey services	The Group will charge its customers based on market rates which are generally determined by factors including, without limitation, (i) complexity of survey criteria; (ii) type of container; (iii) manpower required; (iv) labour cost; (v) location; and (vi) prevailing market rates.

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Other

Freight forwarding services The Group will charge its customers based on costs plus a reasonable profit margin which takes into account, without limitation, (i) ocean freight charges which include costs of container space on vessels and varies depending on the shipment origin and destination, nature of cargo, weight of the cargo and volume of the cargo; (ii) local charges, such as handling, transportation, documentation and customs clearance charges; (iii) overseas logistics charges; and (iv) prevailing market rates.

Final prices will generally be formulated on a case-by-case basis in line with market prices and after a price negotiation process.

Credit Policy

We generally grant a credit period ranging from 30 to 60 days from the invoice date, but variations may occur on a case-by-case basis subject to the approval by our management, taking into account: (i) customer’s background, reputation and credibility; (ii) customer’s payment history in the industry; and (iii) customer’s business relationship with us.

Our Group reviews our customer payment records from time to time and, if necessary, will revise the credit terms accordingly. Our customers have been continuously settling their bills without default and our Directors consider that there was no collectability issue in relation to such outstanding trade receivables. During the Track Record Period and up to the Latest Practicable Date, we did not experience material default in payment from our customers. Our trade receivable turnover days during the Track Record Period are within the credit period.

Customer Service

We understand that providing outstanding customer service is important to upholding our Group’s market reputation and nurture customer loyalty. Our sales, marketing and commercial team contacts potential customers through phone or email to sell our products or services. A large number of our new customers are referred from existing customers or other logistic service providers that we work with. Our operations staff handle customer inquiries, service bookings, and feedback. We handle general enquiries and feedback on a location-by-location basis and also follow up closely with customers on their orders and level of satisfaction.

In case of complaints, our operations staff are required to report such complaints to the head of sales and marketing team immediately where they will follow up with the complaint directly. We also review the business workflow to improve our services from time to time.

Our Directors have confirmed that our Group had not experienced any material complaints from our customers and did not have any disputes with them during the Track Record Period.

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SEASONALITY

Our business operations are generally not subject to seasonality changes. However, as a container depot operator with operations across the ASEAN region and the PRC, our business is intricately linked to global trade flows and the movement of containers across the world. Our business is directly tied to the volume of containers passing through our facilities. As such, we closely monitor and analyse the trends and patterns in the global shipping market to ensure we are well-positioned to capitalise on container movements such as the increasing trade flows between the PRC and South East Asia given the trend of manufacturers relocating their operations to South East Asia to take advantage of lower costs and in response to increasing geopolitical tensions.

SUPPLIERS

During the Track Record Period, suppliers to our Group mainly included container shipping lines, reefer equipment manufacturers, freight forwarders and lessors. We have a diverse supplier base and we believe there is no individual supplier concentration risk. For the years ended 31 December 2023, 2024 and 2025, our five largest suppliers in each year accounted for 24.3%, 29.5% and 30.3% of our total cost of revenue, respectively, of which the largest supplier accounted for 6.0%, 9.9% and 18.4%, respectively. Our five largest suppliers in each year during the Track Record Period are Independent Third Parties. Our Group has maintained business relationships of approximately 10 to 37 years with our five largest suppliers in each year during the Track Record Period. Our suppliers, excluding our lessors, generally grant us credit terms ranging from 21 to 60 days. The availability of credit and the credit terms extended to us by our suppliers vary from supplier to supplier. Under most of our leases, we are required to pay our lessor in advance of each month without a credit period.

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Major Suppliers

The following tables set out the details of our five largest suppliers in each year during the Track Record Period:

For the year ended 31 December 2023

Rank	Supplier	Background and principal business	Type of supplier	Type of services provided	Years of business relationship	Credit terms days	Typical payment method	Amount of cost of revenue S\$ '000	Approximate percentage of our total cost of revenue %
1.	Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) ^{(2) (3)}	A wholly-owned subsidiary of Qingdao Port International Co., Ltd., a company established in the PRC and listed on the Main Board of the Stock Exchange as well as the Shanghai Stock Exchange, which is mainly engaged in the business of logistics and port value-added services, such as business of transportation, agency and warehousing services as well as port operator business.	Freight forwarder	Freight forwarding agencies services	10	21	Bank transfer or cheque	6,560	6.0
2.	Supplier A ⁽²⁾	A company established in the PRC with limited liability, the principal activities of which include freight forwarding services and settlement services on behalf of container shipping lines.	Freight forwarder	Freight forwarding services	12	21	Bank transfer or cheque	6,326	5.8
3.	Tianjin Zhongke Group ⁽¹⁾	Tianjin Zhongke together with its subsidiaries including Tianjin Keyun Cargo and Tianjin Keyun Logistics, which are principally engaged in the provision of logistics services in the PRC.	Transportation company and lessor	Transportation and trucking services, freight forwarding and agency services	12	30-60	Bank Transfer	5,467	5.0
4.	Supplier B ⁽⁴⁾	The subsidiaries of a wholly-owned subsidiary of a company listed on the New York Stock Exchange, the principal activities of which include land transport refrigeration solutions.	Reefer equipment manufacturer	Supplier of reefer parts	21	30	Bank Transfer or cheque	4,738	4.4
5.	Party C	A statutory body in Singapore which is involved in the development and management of industrial estates and their related facilities in Singapore.	Lessor	Lessor of leased properties	37	Paid in advance	Bank Transfer	3,316	3.1
Total:								26,407	24.3

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For the year ended 31 December 2024

Rank	Supplier	Background and principal business	Type of supplier	Type of services provided	Years of business relationship	Credit terms days	Typical payment method	Amount of cost of revenue S\$'000	Approximate percentage of our total cost of revenue %
1.	Supplier A ⁽²⁾	A company established in the PRC with limited liability, the principal activities of which include freight forwarding services and settlement services on behalf of container shipping lines.	Freight forwarder	Freight forwarding services	12	21	Bank Transfer or cheque	12,039	9.9
2.	Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) ⁽²⁾ ⁽³⁾	A wholly-owned subsidiary of Qingdao Port International Co., Ltd., a company established in the PRC and listed on the Main Board of the Stock Exchange as well as the Shanghai Stock Exchange, which is mainly engaged in the business of logistics and port value-added services, such as business of transportation, agency and warehousing services as well as port operator business.	Freight forwarder	Freight forwarding agencies services	10	21	Bank Transfer or cheque	9,026	7.4
3.	Tianjin Zhongke Group ⁽¹⁾	Tianjin Zhongke together with its subsidiaries including Tianjin Keyun Cargo and Tianjin Keyun Logistics, which are principally engaged in the provision of logistics services in the PRC.	Transportation company and lessor	Transportation and trucking services, freight forwarding and agency services	12	30-60	Bank transfer	6,012	4.9
4.	Supplier B ⁽⁴⁾	The subsidiaries of a wholly-owned subsidiary of a company listed on the New York Stock Exchange, the principal activities of which include land transport refrigeration solutions.	Reefer equipment manufacturer	Supplier of reefer parts	21	30	Bank transfer or cheque	4,943	4.1
5.	Party C	A statutory body in Singapore which is involved in the development and management of industrial estates and their related facilities in Singapore.	Lessor	Lessor of leased properties	37	Paid in advance	Bank transfer	3,901	3.2
Total:								<u>35,921</u>	<u>29.5</u>

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For the year ended 31 December 2025

Rank	Supplier	Background and principal business	Type of supplier	Type of services provided	Years of business relationship	Credit terms days	Typical payment method	Amount of cost of revenue S\$'000	Approximate percentage of our total cost of revenue %
1.	Supplier A ⁽²⁾	A company established in the PRC with limited liability, the principal activities of which include freight forwarding services and settlement services on behalf of container shipping lines.	Freight forwarder	Freight Forwarding services	12	21	Bank transfer or cheque	19,320	18.4
2.	Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) ^{(2) (3)}	A wholly-owned subsidiary of Qingdao Port International Co., Ltd., a company established in the PRC and listed on the Main Board of the Stock Exchange as well as the Shanghai Stock Exchange, which is mainly engaged in the business of logistics and port value-added services, such as business of transportation, agency and warehousing services as well as port operator business.	Freight forwarder	Freight Forwarding agencies services	10	21	Bank transfer or cheque	4,360	4.1
3.	Supplier B ⁽⁴⁾	The subsidiaries of a wholly-owned subsidiary of a company listed on the New York Stock Exchange, the principal activities of which include land transport refrigeration solutions.	Reefer equipment manufacturer	Supplier of reefer parts	21	30	Bank transfer or cheque	3,806	3.6
4.	Tianjin Zhongke Group ⁽¹⁾	Tianjin Zhongke together with its subsidiaries including Tianjin Keyun Cargo and Tianjin Keyun Logistics, which are principally engaged in the provision of logistics services in the PRC.	Transportation company and lessor	Transportation and trucking services, freight forwarding and agency services	12	30-60	Bank transfer	2,317	2.2
5.	Supplier D ⁽⁵⁾	A company established in Japan and listed on the Tokyo Stock Exchange, the principal activities of which include the manufacturing of air conditioners conditioning and refrigeration units, and one of its subsidiaries.	Reefer equipment manufacturer	Supplier of reefer parts	15	30	Bank transfer	2,144	2.0
Total:								<u>31,947</u>	<u>30.3</u>

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Notes:

- (1) During the Track Record Period, we had business transactions with Tianjin Zhongke Group. Tianjin Zhongke Group was also our customer during the Track Record Period and its members are Independent Third Parties.
- (2) Although Supplier A and Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) are both designated settlement agents of the same container shipping line in respect of our freight forwarding business in Qingdao of the PRC, they are considered separate suppliers because they are not under the same corporate group and are merely a non-exclusive intermediary of the same entity. Therefore, our transactions with said container shipping line as customer in respect of our container depot services will be considered to be overlapping for the purposes of classifying the transactions of Supplier A and Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) as the Group’s customers.
- (3) On 25 December 2023, we entered into a joint venture arrangement in Qingdao of the PRC with, amongst others, an entity controlled by Shandong Port Qingdao Port Group., Ltd* (山東港口青島港集團有限公司) which is a fellow subsidiary of Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) (being the primary operator of the Port of Qingdao and one of our major suppliers during the Track Record Period) in respect of the establishment of (PRC) QD Port Lianyung to further explore and develop container depot and logistic business in Qingdao in the PRC. For further details, please refer to the paragraph headed “Our Investments – Joint venture arrangement in Qingdao, PRC” in this section.
- (4) Supplier B was also our customer during the Track Record Period.
- (5) Supplier D was also our customer during the Track Record Period.
- (6) For each of the overlapping customer-suppliers, the key terms (such as credit period, scope of services, term and termination) for our purchases from such overlapping customer-suppliers are generally similar to those of our other comparable suppliers. In addition, the average prices we paid to such overlapping customer-suppliers are largely comparable to the average prices we paid to other independent suppliers during the Track Record Period with reference to our internal indicative pricing ranges. As such, the Group confirms that our purchases from overlapping customer-suppliers were negotiated on an arm’s length basis and under normal commercial terms.

To the best of our Directors’ knowledge, as at the Latest Practicable Date, (i) all of our five largest suppliers in each year during the Track Record Period were Independent Third Parties; and (ii) none of our Directors, their close associates or our Shareholders (whom to the knowledge of our Directors own more than 5% of the issued Shares) had any interest in any of our five largest suppliers in each year during the Track Record Period.

Apart from suppliers who are our lessors, our Group generally does not enter into long-term or exclusive agreements with any of our suppliers, as we believe that this provides us with the flexibility to select new suppliers who are able to offer us high quality services at competitive prices. Please refer to the paragraph headed “Risk Factors – Risks Relating to Our Business and Our Industry – We are susceptible to risks associated with land availability, including rental increases, early termination of leases, difficulties in renewing existing leases and any unexpected land acquisitions, resumption or expropriation” in this document for further information.

Our repair and maintenance business is generally dependant on our ability to maintain our authorised service centre status for reefer equipment manufacturers. That said, we have established and maintained long-term working relationships with our reefer equipment manufacturer suppliers.

To the best of their knowledge, our Directors are not aware of any information or arrangements which would lead to a confirmed cessation or termination of our current relationships with any of our major suppliers.

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Our relationship with Party C

As at the Latest Practicable Date, we have maintained a lessor-lessee arrangement with our major supplier, Party C, for approximately 37 years in relation to the properties we lease in Singapore. Party C is a statutory body in Singapore which is involved in the development and management of industrial estates and their related facilities in Singapore. They are principally engaged in overseeing sustainable industrial development in Singapore with the goal of driving innovations in the building and infrastructure sector. Land in industrial areas of Singapore is owned and managed by Party C and is leased out through tendering or direct allocation.

The land for our container depots in Singapore, including the Mega Depot, are leased from Party C as our lessor. Some lease agreements we enter into with Party C has a term of 30 years or more. For further details of our leases with Party C, please refer to the paragraph headed “Properties – Material Properties leased by our Group – Singapore” in this section.

Subcontracting arrangements

During the Track Record Period, we have engaged subcontractors for the provision of certain services as our Group in certain jurisdictions does not possess sufficient (i) prime movers for transportation of empty containers; (ii) labour for repair and maintenance of containers; and (iii) warehousing services. We may occasionally engage certain service providers on a one-off basis to facilitate urgent needs of which such payment terms generally range from cash upon delivery to seven days credit period. For the years ended 31 December 2023, 2024 and 2025, our subcontracting expenses for trucking and transportation amounted to approximately S\$5.4 million, S\$4.5 million and S\$4.5 million, respectively, which represented approximately 5.0%, 4.0% and 4.3% of our total cost of revenue, respectively, whereas our subcontracting expenses for repair and maintenance amounted to approximately S\$6.9 million, S\$5.9 million and S\$5.3 million, respectively, which represented approximately 6.3%, 4.9% and 5.0%, respectively.

When selecting our subcontractors, based on the nature of the subcontracting, we evaluate carefully based on their (i) qualification and certification; (ii) capacity and availability; (iii) quality and timely performance of subcontracted works; (iv) pricing; and (v) reputation. We had not experienced any difficulty in identifying and engaging subcontractors when required. For our subcontracting arrangements, we typically inspect the completed work by our subcontractors on a job-by-job basis and record any issues detected. Our Directors are of the view that such subcontracting arrangements are common within the container depot industry and allows us to utilise our own labour more efficiently, reduce our operational costs and better manage our resource allocation.

Apart from Tianjin of the PRC where we have entered into a logistic-related supporting services framework agreement with Tianjin Zhongke, we did not enter into any formal or long-term agreements with our subcontractors during the Track Record Period. As at the Latest Practicable Date, we had around one to ten years of relationship with our Independent Third Party subcontractors. During the Track Record Period, our Group had not experienced any material adverse consequences from any unsatisfactory repair work resulting from the services of our subcontractors.

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Key terms of agreements with our Independent Third Party subcontractors

The key terms and arrangements of our contracts with Independent Third Party subcontractors typically include the following:

Service scope:	The subcontractor is responsible for providing trucking and transportation services or repair and maintenance services or warehousing (as the case may be).
Service term:	The contract is generally signed for one year and can be renewed by way of commercial negotiation/and is automatically renewed for an additional one year if no notice is provided before expiry (as the case may be).
Rights and obligations of parties:	It contains the rights and obligations of both parties to the contract.
Contract fee:	It includes material cost, labour cost, transportation cost and other miscellaneous expenses (as the case may be).
Payment terms:	We are generally offered a credit period of 30 to 60 days.

Our Directors confirmed that, during the Track Record Period and up to the Latest Practicable Date, all of our subcontractors are Independent Third Parties and we did not have any reliance on any single subcontractor.

Subcontracting arrangement for provision of outsourced workers and human resources support

During the Track Record Period, we engaged one employment agent to provide surveyors as outsourced workers and human resources support for our container survey business where the customer requires the survey to be conducted in the PRC as container manufacturers are typically located in the PRC. The employment agent engaged by us is a corporate entity principally engaged in providing labour outsourcing services. As our container survey business is ancillary to our core container depot business, we believe that engaging an employment agent would be a more cost-effective solution. Under the arrangement with the employment agent, we are responsible to provide training while the employment agency provides the outsourced workers and manages the administrative matters relating to the outsourced workers in the PRC. We may designate a management personnel to oversee the operations conducted by our employment agent. We pay an agency fee which comprise monthly expenses incurred by the employment agent in relation to our operations and an administrative fee based on a percentage on the monthly expenses. The employment agent is responsible for the outsourced workers' salary, social insurance and housing fund contributions as well as other welfare benefits based on the outsourced workers' contracts in accordance with PRC laws and regulations. The employment agent we used during the Track Record Period has a business relationship with us for over 18 years. We chose this employment based on their background, experience labour resources and service quality.

Our Directors confirmed that the employment agent is an Independent Third Party and none of our Directors or their respective close associates or any Shareholders (whom to the knowledge of our Directors own more than 5% of the issued Shares) had any interest in the employment agent and the

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employment agent did not have any past or present relationships (including but not limited to employment, trust, financing, or family relationships) with our Group, our Directors, Shareholders, senior management or their respective associates during the Track Record Period.

Overlapping of customers and suppliers

We provide services and products to parties in the logistic supply chain including container shipping lines and container leasing companies as well as freight forwarders. As such, some of our customers are also our suppliers, or vice-versa.

- For container shipping lines and container leasing companies, we may provide container depot services to them in respect of our container depot business (as our customers) and they may sell us used containers in respect of our sale of containers business (as our suppliers). We may also engage container shipping lines to provide container space aboard their vessels in respect of our freight forwarding business (as our suppliers).
- For reefer equipment manufactures, we may provide reefer repair and maintenance services to them as their authorised service centre (as our customers) and they may sell us reefer parts (as our suppliers).
- For freight forwarders, we act as local freight forward agent for overseas freight forwarders (as our customers) who (i) rely on our local expertise, know-how (including in terms of familiarity with regulations, customs processes and infrastructure) and relationships (including with warehousing and CFS facilities) which enables smoother operations and enhance efficiency in the supply chain; and (ii) rely on us to consolidate shipments from multiple forwarders to achieve economies of scale and to promote efficiency. Similarly, we procure the services of overseas freight forwarding agents (as our suppliers in respect of our freight forwarding business) to leverage on their offshore knowledge, know-how and expertise to promote efficiency in servicing our customers. Given the nature of the freight forwarding business, it is not uncommon for customers and suppliers to overlap.

In respect of our freight forwarding business, we have established a network of logistic service providers to handle and execute customer orders. This network includes, amongst others, other freight forwarders and local transportation companies to provide related logistics services where the other party has presence or capability. For our business operations in the PRC, Tianjin Zhongke Group had been both a customer (in respect of our freight forwarding business in Qingdao and warehousing and CFS business in Qingdao and Tianjin) and a supplier (as a subcontractor providing trucking services and office rental for our container depot business in Tianjin) of our Group during the Track Record Period. The members of Tianjin Zhongke Group are Independent Third Parties (and previously our connected persons up to April 2026). Please refer to the sections headed “History, Reorganisation and Corporate Structure – Relationship with Mr. Fan” in this document for further details.

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Set out below is the amount of our revenue and costs of revenue involved with our customers and suppliers who were our overlapping customer-supplier during the Track Record Period.

	For the year ended 31 December					
	2023		2024		2025	
		% of revenue/ cost of revenue		% of revenue/ cost of revenue		% of revenue/ cost of revenue
	S\$'000		S\$'000		S\$'000	
Tianjin Zhongke Group⁽¹⁾						
Revenue involved as a customer	7,270	4.7	7,621	4.6	14,182	9.5
Cost of revenue involved as a supplier	5,467	5.0	6,012	4.9	2,317	2.2
Samudera Shipping						
Revenue involved as a customer	4,505	2.9	4,077	2.5	4,174	2.8
Cost of revenue involved as a supplier	67	—*	181	0.1	61	0.1
Seaco						
Revenue involved as a customer	5,489	3.5	4,203	2.5	4,793	3.2
Cost of revenue involved as a supplier	327	0.3	1,478	1.2	81	0.1
Customer C						
Revenue involved as a customer	3,730	2.4	1,872	1.1	1,120	0.8
Cost of revenue involved as a supplier	111	0.1	450	0.4	5	*
Customer D						
Revenue involved as a customer	—	—	6,634	4.0	255	0.2
Cost of revenue involved as a supplier	—	—	—	—	608	0.6
Supplier A⁽²⁾						
Revenue involved as a customer	1,778	1.1	1,211	0.7	1,431	1.0
Cost of revenue involved as a supplier	6,326	5.8	12,039	9.9	19,320	18.4
Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司)^{(2) (3)}						
Revenue involved as a customer	1,778	1.1	1,211	0.7	1,431	1.0
Cost of revenue involved as a supplier	6,560	6.0	9,026	7.4	4,360	4.1
Supplier B						
Revenue involved as a customer	1,345	0.9	1,251	0.8	1,061	0.7
Cost of revenue involved as a supplier	4,738	4.4	4,943	4.1	3,806	3.6

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	For the year ended 31 December					
	2023		2024		2025	
		% of		% of		% of
		revenue/		revenue/		revenue/
		cost of		cost of		cost of
	S\$'000	revenue	S\$'000	revenue	S\$'000	revenue
Supplier D						
Revenue involved as a customer	257	0.2	701	0.4	1,244	0.8
Cost of revenue involved as a supplier	656	0.6	1,589	1.3	2,144	2.0
Other overlapping customers/suppliers						
Revenue involved as customers	23,403	15.0	21,859	13.2	22,497	15.1
Cost of revenue involved as suppliers	<u>9,120</u>	<u>8.4</u>	<u>13,085</u>	<u>10.7</u>	<u>7,726</u>	<u>7.3</u>
Total						
Revenue involved as customers	49,555	31.9	50,640	30.7	52,188	35.0
Cost of revenue involved as suppliers	<u>33,372</u>	<u>30.7</u>	<u>48,803</u>	<u>40.1</u>	<u>40,428</u>	<u>38.4</u>

* Less than 1,000 or 0.1%

Notes:

- (1) Please refer to the section headed “History, Reorganisation and Corporate Structure – Relationship with Mr. Fan” in this document for further details.
- (2) Although Supplier A and Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) are both designated settlement agents of the same container shipping line in respect of our freight forwarding business in Qingdao of the PRC, they are considered separate suppliers because they are not under the same corporate group and are merely a non-exclusive intermediary of the same entity. Therefore, our transactions with said container shipping line as customer in respect of our container depot services will be considered to be overlapping for the purposes of classifying the transactions of Supplier A and Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) as the Group’s customers.
- (3) On 25 December 2023, we entered into a joint venture arrangement in Qingdao of the PRC with, amongst others, an entity controlled by Shandong Port Qingdao Port Group., Ltd* (山東港口青島港集團有限公司) which is a fellow subsidiary of Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) (being the primary operator of the Port of Qingdao and one of our major suppliers during the Track Record Period) in respect of the establishment of (PRC) QD Port Lianyun to further explore and develop container depot and logistic business in Qingdao in the PRC. For further details, please refer to the paragraph headed “Our Investments – Joint venture arrangement in Qingdao, PRC” in this section.
- (4) For the purposes of the above table, revenue involved as customers refers to revenue generated by the Group’s customers that are also the suppliers of the Group. Similarly, costs of revenue involved as suppliers refers to the costs of revenue paid by the Group to its suppliers that are also the customers of the Group.

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The table below sets out the reasons for, and the circumstances leading to, the transactions with our five major customers and suppliers who were our overlapping customer-suppliers during the Track Record Period:

Overlapping customer-supplier	Geographic focus of overlapping customer-supplier ⁽⁴⁾	Principal reason(s) for transaction as Group’s customer	Principal reason(s) for transaction as Group’s supplier
Tianjin Zhongke Group ⁽¹⁾	PRC	Provision of warehousing and CFS services, freight forwarder and container depot services.	Subcontractor for trucking services for the provision of container depot services and our lessor for offices in Tianjin of the PRC.
Seaco	Global	Provision of container depot services.	Purchase of used containers for our container sales business.
Samudera Shipping	Southeast Asia, Indian subcontinent, Far East, Middle East	Provision of container depot services.	Purchase of used containers for our container sales business.
Customer C	Global	Provision of container depot services.	Purchase of used containers for our container sales business.
Customer D	Global	Provision of container depot services and container sales and new-build container inspection	Purchase of used containers for our container sales business.
Supplier A ⁽²⁾	PRC	Provision of container depot services.	Booking of container space aboard vessel in the provision of freight forwarding services in Qingdao of the PRC.

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Overlapping customer-supplier	Geographic focus of overlapping customer-supplier ⁽⁴⁾	Principal reason(s) for transaction as Group’s customer	Principal reason(s) for transaction as Group’s supplier
Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) ⁽²⁾ ⁽³⁾	PRC	Provision of container depot services.	Booking of container space aboard vessel for our freight forwarding services in Qingdao of the PRC.
Supplier B	Global	Acting as the authorised service centre for the provision of repair and maintenance services in respect of our container depot business.	Purchase of reefer parts for our repair and maintenance services in respect of our container depot business.
Supplier D	Global	Acting as the authorised service centre for the provision of repair and maintenance services in respect of our container depot business.	Purchase of reefer parts for our repair and maintenance services in respect of our container depot business.

Notes:

- (1) Please refer to the section headed “History, Reorganisation and Corporate Structure – Relationship with Mr. Fan” for further details about our relationship with Mr. Fan and Tianjin Zhongke Group.
- (2) Although Supplier A and Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) are both designated settlement agents of the same container shipping line in respect of our freight forwarding business in Qingdao of the PRC, they are considered separate suppliers because they are not under the same corporate group and are merely a non-exclusive intermediary of the same entity. Therefore, our transactions with said container shipping line as customer in respect of our container depot services will be considered to be overlapping for the purposes of classifying the transactions of Supplier A and Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) as the Group’s customers.
- (3) On 25 December 2023, we entered into a joint venture arrangement in Qingdao of the PRC with, amongst others, an entity controlled by Shandong Port Qingdao Port Group., Ltd.* (山東港口青島港集團有限公司) which is a fellow subsidiary of Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) (being the primary operator of the Port of Qingdao and one of our major suppliers during the Track Record Period) in respect of the establishment of (PRC) QD Port Lianyungang to further explore and develop container depot and logistic business in Qingdao in the PRC. For further details, please refer to the paragraph headed “Our Investments – Joint venture arrangement in Qingdao, PRC” in this section.
- (4) Information relating to the geographic focus of overlapping customer-suppliers are based on publicly available information and, to the extent not available, our Directors’ understanding.

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Our Directors confirmed that negotiations regarding the key terms (such as credit period, scope of services, term and termination) of our services to and from overlapping customer-suppliers (i) were conducted on an individual and arm’s length basis which are similar to transactions with our other comparable customers and suppliers with reference to a range of factors such as credit worthiness, size of operations and years of relationship with the Group; and (ii) all sales and purchases with the overlapping customer-suppliers were not inter-connected or inter-conditional with each other. Our Directors also confirmed that all our services to and from overlapping customer-suppliers were conducted in the ordinary course of business under normal commercial terms and on arm’s length basis, particularly as (i) we have a highly diversified customer and supplier base; (ii) contracts with these parties are negotiated separately as customer and supplier, often with different departments or entities, without special non-customary terms or side letters due to their overlapping status; and (iii) the average prices we paid/charged to such overlapping customer-suppliers are largely comparable to the average prices we paid/charged to other independent customers/suppliers during the Track Record Period with reference to our internal indicative pricing ranges.

TRANSFER PRICING ARRANGEMENT

Transfer pricing assessment

The Singapore Income Tax Act establishes the legal requirement for related party transactions to be carried out at arm’s length, and the Comptroller of Income Tax of Singapore may enforce the arm’s length principle and make necessary adjustments to the taxable profits of a Singapore taxpayer if the transactions with its related parties are not carried out on an arm’s length basis. Under the ninth edition of the *Singapore Transfer Pricing Guidelines* (the “**Singapore TP Guidelines**”) published by the Inland Revenue Authority of Singapore (“**IRAS**”), Singapore taxpayers are required to maintain adequate documentation on contemporaneous basis to demonstrate that reasonable efforts have been made to determine that pricing of cross-border related party dealings are consistent with arm’s length principle (i.e. that transactions between related parties should be conducted on similar terms to those that would have been agreed had those parties been dealing independently from one another in otherwise similar circumstances. Although Singapore is not a member of the OECD, the IRAS endorses the arm’s length principle and accepts the definition thereof endorsed by the OECD which are set out in its transfer pricing guidelines (the “**OECD TP Guidelines**”))

In order to ensure compliance with the relevant transfer pricing regulations, we have engaged an independent tax service firm as part of an international professional accounting firm in Singapore, to provide transfer pricing documentation services to ascertain and document the arm’s length nature of material related party arrangements of the Group.

The relevant material related party arrangements of the Group involve (SG) EK Marketing, as a marketer and promotor of the Group’s container deposit services to our global or regional customers (being responsible for the development and maintenance of customer relationships as well as securing business contracts and annual tariff renewal with these customers) procuring the following affiliated entities of the Group (all of which are fellow subsidiaries of (SG) EK Marketing) to provide the various container depot services (as set out below) to our customers, whereunder part of the revenue received from our customers is reimbursed as service fee payments to these related affiliated entities for services rendered (the “**Covered Transactions**”):

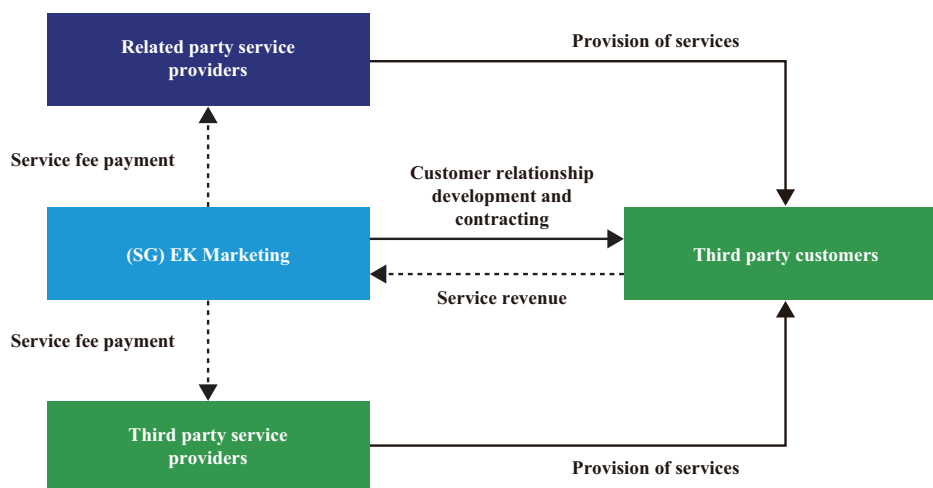
BUSINESS

Relevant counterparty	Type of service of the Group procured by (SG) EK Marketing	Country/place of incorporation of affiliated entity
(PRC) TJ Keyun	Storage container services/handling services/repair services	PRC
(PRC) QD Keyun	Storage container services/handling services/repair services	PRC
(HK) PCL	Storage container services/handling services/repair services/ transportation services	Hong Kong
(MY) EK Penang	Storage container services/handling services/repair services/ transportation services	Malaysia
(MY) EK Johor	Storage container services/handling services/repair services	Malaysia
(MY) EK Logistics	Storage container services/handling services/repair services/ transportation services	Malaysia
(SG) EK Container	Storage container services/handling services/repair services/ transportation services	Singapore
(TH) EK	Storage container services/handling services/repair services/ transportation services	Thailand

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Other related party transactions (namely intercompany loans entered by (SG) EK Marketing) did not exceed safe harbour thresholds of SGD15 million per Singapore TP Guidelines and do not represent principal transactions that were entered.

The following diagram illustrates the flow of services and funds between entities within the Group concerning the Covered Transactions:



Based on the functional analysis performed, it was substantiated that (SG) EK Marketing may be characterised as a provider of marketing and promotion services which benefit (and are of economic or commercial value to) the related party container depot service providers, and in its performance of such function, (SG) EK Marketing bears various risks (including market price and volume, marketing, foreign exchange, inventory and customer credit risks) associated with the normal course of its business. It was also observed that the services provided by (SG) EK Marketing are typically chargeable, centralised activities under the OECD TP Guidelines.

Of the transfer pricing methodologies to test the arm’s length nature of related party transactions, the transactional net margin method (“TNMM”) was determined to be the most appropriate method for testing the Covered Transactions. The TNMM compares the net profit margins realised by (SG) EK Marketing in its role as a marketing entity with the net profit margins of comparable entities dealing independently. The economic analysis performed by using the TNMM involved the identification of comparable companies in the ASEAN region, Australia, the PRC, Hong Kong, India, Japan, South Korea, New Zealand and Taiwan which engaged in similar marketing service functions as those performed by (SG) EK Marketing and reviewing their weighted average inter-quartile range of net cost plus margins (“NCPM”). Based on such analysis in the transfer pricing documentation reports for the financial years ended 31 December 2023 to 31 December 2025, (SG) EK Marketing’s NCPM of 9.37%, 9.43% and 9.11% for the financial year ended 31 December 2023, 2024 and 2025 are within the inter-quartile range of NCPM achieved by the set of independent comparable companies.

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On the basis of the above, it was concluded by the international accounting firm engaged that the covered transactions of (SG) EK Marketing under review during the Track Record Period has achieved a result that is consistent with the arm's length principle from a Singapore transfer pricing perspective.

Our transfer pricing arrangements have not been challenged or investigated by any relevant tax authority during the Track Record Period and up to the Latest Practicable Date.

Measures to ensure ongoing compliance

We have adopted various measures to ensure our compliance with the applicable transfer pricing laws and regulations, including: (i) implementing an internal control policy on tax-related matters; (ii) monitoring updates on transfer pricing laws and regulations, and assessment of related risks to our Group; (iii) regular reviewing of the transfer pricing arrangements, and where necessary, appointing a tax adviser to review such transfer pricing arrangements to ensure compliance with the arm's length principle.

EQUIPMENT AND MACHINERY

Our container depots, are equipped with equipment and machinery which improve our operational efficiency, reduce labour costs and enable us to carry out our businesses to the customer's specifications. We regularly inspect and maintain our equipment and machinery and replace worn consumable parts and components on a timely basis. The details of our key equipment and machinery as at 31 May 2026 (being the latest practicable date of this information) are set forth below:

Equipment and machinery	Use and characteristics	Units
Container stackers	Lifting containers for stacking and unstacking	74 <i>(Note)</i>
Prime movers	Haulage of empty containers for transportation services	31
Small forklifts	Lifting pallets for warehousing and CFS operations	26

Note: This is inclusive of four container stackers which are also capable of lifting laden containers.

Our container stackers are used for lifting empty containers for storage at our container depots where they can be stacked to a height of up to nine containers in certain container depots. The number of containers that we stack depends on the individual factors of each of our container depots including the geography, weather conditions and local law and regulation. Our small forklifts are used for lifting pallets for the purpose of our warehouse and CFS business. Our prime movers are used for providing haulage services to our customers as part of our transportation services when their empty containers are needed in other locations, such as container port terminals or other container depots, as a result of demand in those locations.

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As at the Latest Practicable Date, our Directors consider that our existing key equipment and machinery were in good operating conditions in general. We do not have a pre-determined or regular replacement cycle for our machinery and replacement decisions are made on a case-by-case basis having regard to the operating conditions of individual units. We carry out inspections and maintenance of our key equipment and machinery on a periodic basis. During the Track Record Period, we did not experience any material or prolonged suspensions of operations due to equipment failures.

MARKET AND COMPETITION

The container depot business is highly competitive and we are confronted by aggressive competition in all areas of our business. Generally, the barriers to entry of the container depot industry are high as the industry is capital-intensive, and often constrained by the lack of land space in certain countries in which we operate.

Although we have observed a few container shipping lines entering into the container depot business through investing in their own container depots, they may still use the services of other container depots to alleviate space constraints at their own container depots. As such, we believe we are able to capitalise on our independence to ensure competitiveness amongst other container depots that may be partnered with or wholly-owned by container shipping lines. Please refer to the paragraph headed “Risk Factors – We operate in a highly competitive industry and may be exposed to increased competition and potential loss of market share as container shipping lines continue to expand into the container depot business in the locations in which we operate” in this document for further details.

In order to mitigate the abovementioned risk, we seek to provide independent container depots services through diversifying our customer base and working with multiple container shipping lines, container leasing companies and relevant logistic service providers. We also strive to maintain tenured relationships with our existing customers, including those container shipping lines that operate their own container depots, by providing high quality services including accommodating customers’ ad-hoc requests for additional storage space for empty containers, and facilitating customers’ requests for handling specific kinds of containers such as reefer containers.

Through our competitive strengths as set out in the paragraph headed “Competitive Strengths” in this section above, our Directors believe that we compete favourably with our competitors in the markets that we operate in.

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INFORMATION TECHNOLOGY

IT is integral to our operations and to the quality and competitiveness of our container and logistic related businesses. Our Group utilises IT systems for various operation and functional needs, including sharing of operational data and reports with our customers and providing our customers with payment options. Our key IT systems are as follows:

- *Container Management System.* Our container management system is designed and developed to support our container depot operations. Our system enables us to track and update container movements through a centralised system and also allows our customers to obtain the location details and inventory information of their containers in real time through a web-based platform and through an instant electronic data interchange which is linked to our customers' internal systems. It also allows for the provisions of up-to-date information on repair estimates, revenue collection status and generation of customer and operation reports. We utilise this container management system in all our container depots across the ASEAN region and the PRC which provides transparency and instantaneous updates to our customers, ensuring that crucial data such as delivery details are always up-to-date. We actively work with our customers to set up such electronic data interchanges which can be tailored to provide specific information and parameters as required by our customers. We believe the ability to integrate our system with our customers' internal systems via instant electronic data interchange with the use of industry standards (such as CEDEX, CODECO, WESTIM and COPARN) is a factor which our customers appreciate.
- *Depot Appointment System.* Our container depot appointment system allows hauliers to make advanced appointments for the pick up or return of containers at our container depots. Together with our container management system, we are able to have up-to-date and accurate information on our container depot utilisation to ensure that appointments are well managed and our resources are deployed accordingly to manage our container depot demands. This system also enables us to manage traffic congestion at our container depots which improves the overall efficiency and productivity of our container depot operations.
- *Handheld Survey.* Our handheld survey systems support our container survey and inspection services which are part of our container depot operations business as well as our container sales and new-build container inspection business. Such handheld survey systems include our handheld survey app and our customised handheld survey system for reefer containers. Our handheld survey app is part of our IT initiative to digitise the container survey process. Our handheld survey app digitises the previously paper-based survey process, generating cost estimates in real time upon completion of surveys. The handheld device also allows for all weather operations as it is IP68 rated. Our customised handheld survey system for our reefer serving business allows us to carry out inspection and survey of reefer containers through interfacing with the onboard electronics for diagnostics by our specialised staff. This allows our staff to identify repair and maintenance works that may be necessary internally which would otherwise not be apparent upon physical inspection only. The addition of handheld survey in the container survey and inspection process enables us to have a higher accuracy rate as well as improve the turnover time required to conduct the survey and inspection of a container.

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- *B.I. On The Go.* This system allows our staff to access key business data as well as trending and analysis information anywhere via mobile application. Our staff who are frequently on the move or work remotely can access this system to stay connected to the Group’s data and insights at all times. The ability to access this information anytime and anywhere means that our staff can respond quickly to changing circumstances and make informed decisions on the go.
- *Gate Automation System.* The gate automation system uses the information gathered from the license plate recognition system and the depot appointment system to automatically validate, process and facilitate faster gate entry of prime movers when they arrive at and exit the depot. The license plate recognition system utilises advanced cameras and optical character recognition (OCR) technology to identify prime movers with valid license plates as they enter the depot. The gate automation system is also equipped with the automatic seal dispenser, which is the first to be implemented in Singapore (according to the Frost & Sullivan Report), where drivers can collect the container seal from the dispenser upon exiting. The gate automation system is able to leverage the database in our existing container management system and enable us to minimise data entry, capture feedback from operations accurately and streamline relevant administrative and validation processes at the gate. The system also eliminates the need for drivers to leave their vehicles and shortens the turnaround time for prime movers to drop off or pick up containers from the previous 30-minute manual standard to a general average of approximately nine minutes. This system has been implemented in our depots located in Singapore and it is expected to be implemented in all of our depots regionally starting with Hong Kong and Thailand in the year 2026.

During the Track Record Period and up to the Latest Practicable Date, we did not experience any failure in our IT systems which caused material disruptions to our business operations. We are, however, susceptible to risks relating to failure of our electronic system and database. Please refer to the paragraph headed “Risk Factors – We are dependent on our electronic management systems and we may suffer from information and technological system failures which could have material and adverse impacts on our business” in this document for further details.

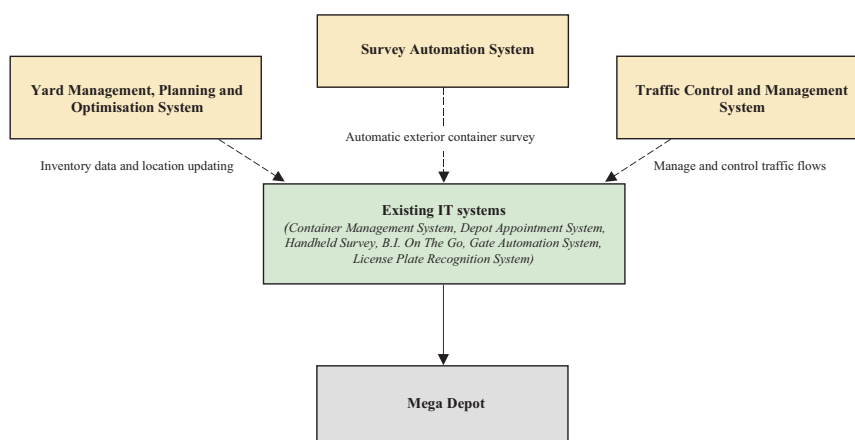
We have established an internal manual to govern our IT systems, which includes protocols and procedures for internet access, backups, electronic communications, activity logging and virus control as well as contingency measures. Our IT department manages disaster recovery activities and repeatable functions such as backups and system monitoring, while firewalls are implemented to safeguard our internal networks. By maintaining these controls, we are confident that we can mitigate the risk of system failure and provide a secure and efficient electronic data exchange environment for our business operations. Moving forward, we will continue to enhance our IT systems to support our long-term growth and serve a wider customer base.

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We had incurred approximately S\$0.9 million, S\$1.5 million and S\$1.0 million in IT costs for the years ended 31 December 2023, 2024 and 2025, respectively. Our IT costs comprise costs relating to data communication costs, maintenance of IT systems, software licenses, development and upgrade of IT systems as well as associated labour costs. Our IT department works closely with independent third party software developers to customise, develop and implement changes to our IT systems including our container management system, servers and accounting and administration systems. Our key IT systems used for our container depot operations are developed, customised and licensed by these independent third party software developers.

Development of new IT systems

We intend to achieve automation in our Mega Depot through the development and implementation of new IT systems as set out below (that will be an extension and be connected with our existing IT systems) that leverage technology and machine learning, which we expect to also adopt in our other container depots in the future. We believe these systems will better position the Mega Depot to be an integrated ‘smart’ ecosystem and distinguish the Group as an early adopter of integrated smart depot technology amongst other private regional depot facilities in Southeast Asia, according to the Frost & Sullivan Report. A diagram illustrating our plan as to how these new IT systems will interact with our existing IT systems at our Mega Depot is set out below together with description:



- (i) *Survey Automation System.* The survey automation system will utilise advanced cameras and sensors as well as artificial intelligence and machine learning to automate the exterior container surveying process of our container depot operations. This system will be able to automatically identify damages and repairs necessary on empty containers and will reduce the time and manpower required by our staff for such inspection and surveys. The survey automation system will utilise progressive machine learning to generate increasingly accurate results as we are able to feed in our operational data as training material.
- (ii) *Yard Management, Planning and Optimisation System.* The yard management, planning and optimisation system will communicate with our existing container management system to receive instructions and generate job orders into other internal systems. It will also allow us to track key operational parameters in our container depot and thus facilitating management of workflow and planning. Such system comprises three major systems: (a) front-end system; (b) yard management, planning and optimisation system; and (c) equipment control system. The

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front-end system provides user interface and data input functionalities for front-life staff including gate-in and gate-out activities, survey activities and lifting activities. Our container depot capabilities are further supported by our yard management, planning and optimisation system which enables us to generate job orders, track operational parameters, and manage workflow and planning in the container depot through gate-in and gate-out planning as well as optimisation of container depot resources. Our equipment control system covers the control and monitoring of equipment in the container depot which interfaces with manufacturers’ own systems to optimise equipment deployment. With the yard management, planning and optimisation system in place, we will be able to analyse our container depot situation and carry out enterprise resource planning. This will enable us to realise operational cost savings and improve our effectiveness.

- (iii) *Traffic Control and Management System.* We plan to develop a traffic control and management system which will interface with our other existing technologies to manage and control traffic flows at the Mega Depot, such as traffic light control, resolving traffic situation and directing traffic to prevent accidents and congestions. An app will also be available for prime movers to download and install on their mobile phone which will provide navigation instructions for the pick-up and return of containers with the use of GPS.

INSURANCE

As a provider of logistics services, our business inherently carries a number of risks, including vehicle collisions, cargo loss or damage, property loss, and business interruptions due to natural disasters, political unrest, or other factors. To manage these risks, we maintain a range of insurance policies at both global and local operational levels. These policies provide coverage for third-party liability, transportation risks, property loss and damage, workers’ compensation for injury and death, and other areas. By maintaining this comprehensive insurance coverage, we are able to mitigate potential financial losses and protect our business from unforeseen circumstances.

As at the Latest Practicable Date, we maintain comprehensive insurance policies to cover, among others, our risks relating to: (i) industrial all-risks; (ii) property all-risks; (iii) fidelity guarantee and money insurance; (iv) work injury compensation; (v) motor vehicle; (vi) crime; (vii) corporate liability; (viii) hospitalisation and accidents; (ix) comprehensive general liability; and (x) cyber related risk.

Our Directors are of the view that our insurance coverage is sufficient and aligns with industry standards. As we continue to expand our business, we will regularly review and reassess our risk portfolio. This will enable us to adjust our insurance practices in accordance with our evolving needs and prevailing industry standards. By doing so, we will ensure that our insurance coverage remains appropriate and effective in mitigating potential risks to our business. For details, please refer to the paragraph headed “Risk Factors – Risks Relating to Our Business and Our Industry – Our insurance coverage may not be sufficient in covering the risks or losses that may result from our operations” in this document for further details.

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ENVIRONMENTAL, SOCIAL AND GOVERNANCE

ESG Governance

We acknowledge our environmental protection and social responsibilities and are aware of the climate-related issues that may impact our business operations. We are committed to promoting sustainable development and ESG reporting requirements upon [REDACTED].

Our Board has overall responsibility for overseeing and determining our Group’s environmental, social, and climate-related risks and opportunities impacting our Group, establishing and adopting the ESG policy and targets of our Group, and reviewing our Group’s performance annually against the ESG targets and revising the ESG strategies as appropriate if significant variance from the target is identified.

We have established an ESG policy with reference to the requirements set forth in Appendix C2 to the Listing Rules and an ESG committee that comprises our management representatives who are responsible in respect of ESG related matters in different operation locations in which we operate. The ESG committee serves as a supportive role to our Board in implementing the agreed ESG policy, targets and strategies; identifying and assessing ESG-related matters, including climate-related risks, by taking into consideration the metrics and targets stipulated in Appendix C2 to the Listing Rules and applicable laws, regulations and industry standards; managing how our Group adapts its business in light of climate change; collecting ESG data from different parties while preparing for the ESG report; and continuous monitoring of the implementation of measures to address our Group’s ESG-related risks. The ESG committee reports to the Board regularly on the ESG performance of our Group and the effectiveness of the ESG systems upon [REDACTED].

Climate Change Impact and Mitigation Measures

Communities around the world are gradually becoming more and more concerned with climate change and greenhouse gas emissions. Climate change has resulted in harsh weather, which we believe poses a certain level of threat to us. There are two major types of climate risk, which are physical risk and transition risk.

- i. **Physical risk:** It is the direct risk arising from weather related events and changes in weather patterns. We believe that climate-related issues may bring about the risk of increasingly severe extreme weather events, such as more frequent heatwaves, storms, typhoons and flooding. We may potentially be affected by disruption of container depot operation, injuries to employees during work, risks related to non-performance and delayed performance.
- ii. **Transition risk:** It is the risk arising from the transition to a carbon neutral economy. We believe that our customers may shift their preferences to a sustainable lifestyle because of climate change and global trends to reduce carbon emissions to facilitate transition to a low-carbon community. Therefore, we may face transitional risks that would require us to move towards a sustainable business model. For instance, we may need to upgrade existing machinery into electronic vehicles, which could result in increased operational costs. In addition, regarding increasing responsibilities on emission disclosure, we may be affected by increased cost to execute more stringent monitoring measures on emission and resources consumption.

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To mitigate climate-related risks such as more frequent extreme weather conditions, we have followed the guidelines issued by Ministry of Manpower of Singapore in all our operation locations, for example, we would wait at least 30 minutes after thunder is heard before resuming work. In addition, we would suspend immediately all outdoor work in exposed areas where employees are liable to be endangered by adverse weather conditions such as rainstorms and thunderstorm. In addition, in order to prevent water logging caused by heavy rains in the rainy season, which may harm the equipment and employees’ safety, we would inspect the drainage system in advance to ensure that channels are unblocked.

Metrics and targets on environmental, social and climate-related risks

Major parameters and measurable metrics we use to assess and manage our environmental, social and climate-related risks include energy consumption and water consumption and greenhouse gas (“GHG”) emissions. To better manage our environmental, social and climate-related risks, we aim to reduce our greenhouse gas emissions and resource consumption in the foreseeable future by upgrading existing machinery into electric vehicles. We have established environmental targets that align with our overall business strategy and objectives. Through the establishment of these targets, we aim to demonstrate our dedication to environmental protection by proactively adopting measures to mitigate our environmental impact.

Category	Targets for the next three years	Plans to achieve targets
Greenhouse gas emissions	Reduce total greenhouse gas emissions (Scope 1 and Scope 2) intensity by 1% within 3 years, with the year ended 31 December 2025 as the base year	• Implement LED lighting system to reduce electricity consumption in Singapore • Gradually replacing diesel-powered equipment with electric alternatives • Actively improve energy efficiency to reduce GHG emissions from purchased energy and electricity consumption
Energy efficiency	Reduce total purchased energy consumption intensity by 1% within 3 years, with the year ended 31 December 2025 as the base year	• Actively reduce the unnecessary energy consumption • Gradually replacing diesel-powered equipment with electric alternatives • Continuously monitor the energy consumption • Continuously educate workers to turn off unnecessary and idling machinery, equipment, electronic appliances, and devices

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Environmental

We are dedicated to managing the environmental impacts associated with our operations, and we endeavor to minimize the negative impact on the environment. During the Track Record Period and up to the Latest Practicable Date, we had been in compliance with environmental laws and regulations applicable to our operations in all material respects and there had been no material claim or penalty imposed on us as a result of a violation of environmental laws and regulations that would materially and adversely affect our business, financial condition or results of operations.

Use of energy

We primarily consume electricity for the depot lighting and diesel for reach stacker, lift truck, forklift truck and other machinery in our business. The following table sets out the major energy consumption data for the Track Record Period:

		For the year ended 31 December		
	Unit	2023	2024	2025
Unleaded petrol	MWh	245	312	277
Diesel oil	MWh	36,181	30,970	29,267
LPG	MWh	158	–	–
Purchased electricity	MWh	<u>3,055</u>	<u>4,965</u>	<u>5,578</u>
Total energy consumption	MWh	<u>39,639</u>	<u>36,247</u>	<u>35,122</u>
Intensity of total energy consumption	MWh/thousand Singapore dollar revenue	0.25	0.22	0.24

Over the Track Record Period, there was an increase in purchased electricity consumption, which was mainly attributable to the increase in the use of vehicles that consume electricity.

To improve energy efficiency and reduce energy consumption, the Group adopts the following measures:

- Implement LED lighting system to reduce electricity consumption in Singapore
- Gradually replacing diesel-powered equipment with electric alternatives
- Turn off the lights for 1 hour during lunch break for the head office in Singapore

BUSINESS

Emissions

Air Emissions

The emissions are mainly generated from nitrogen oxides (NOx), sulphur oxides (SOx) and particulate matter (PM) emitted by our vehicles and machinery for the depot operation. The following table sets forth our major GHG emission for the Track Record Period:

Air emission	Unit	For the year ended 31 December		
		2023	2024	2025
Nitrogen oxides (NOx)	kg	39,101	33,065	29,595
Sulphur oxides (SOx)	kg	217	182	164
Particulate matters (PM)	kg	2,172	1,886	1,683

Greenhouse Gases Emissions

Major sources of greenhouse gas emission of the Group cover direct GHG emissions from combustion of diesel for forklifts, reach stackers, generators and vehicles (“**Scope 1**”), as well as energy indirect GHG emissions from purchased electricity (“**Scope 2**”).

Greenhouse gas emission	Unit	For the year ended 31 December		
		2023	2024	2025
Scope 1	tonnes of CO ₂ e	9,963	8,532	8,050
Scope 2	tonnes of CO ₂ e	1,563	1,898	1,981
Total (Scope 1 and 2)	tonnes of CO ₂ e	11,526	10,430	10,031
Intensity of GHG emission	tonnes of CO ₂ e/ thousand Singapore dollar revenue	0.07	0.06	0.07

There was an increase in Scope 2 emission for the year ended 31 December 2024 as compared with the year ended 31 December 2023, mainly attributable to the increase in the use of vehicles that consume electricity.

Water

Water is a precious resource that needs to be managed and conserved in container depot operations. We consume water mainly for washing containers and ISO tank containers with chemical washing detergent. Before ISO tank container cleaning, customers shall provide material safety datasheet relating to the product to us. Upon receiving the material safety datasheet from the customer, we would provide cleaning cost to seek for customer’s approval via email. Based on the type of stains, different types of chemical washing detergent are used to wash the containers. For example, some stains require two or three time cleaning process for eliminating the stains totally.

BUSINESS

To minimise water pollution, the sewage generated from the washing process would go through different sump, such as skimmer oil sump, chemical reaction tank, bio-clarifier tank and bio-reactor sump. To ensure compliance with applicable laws and emission standards, the treated wastewater sample would be tested and inspected by a professional company that is accredited by the Singapore Accreditation Council Scheme on weekly basis and submitted to Public Utilities Board (“**PUB**”) before discharge. Under the water supply of municipal governments, the Group has no difficulty in obtaining water resources. The decline in water consumption for the year ended 31 December 2024 and 2025 was due to the conversion of the tank facility to a dry facility started in April 2023.

Use of Water	Unit	For the year ended 31 December		
		2023	2024	2025
Total water consumption	m ³	111,313	97,344	83,223
Intensity of total water consumption	m ³ /thousand Singapore dollar revenue	0.72	0.59	0.56

Waste

We did not generate hazardous waste in our operations. The major non-hazardous waste generated from our operations includes scrap iron from container repair work and paper for office operations. For the scrap iron, it would be collected for recycling to minimize waste. In connection with the usage of paper, double-sided printing is encouraged to reduce the waste at source and waste paper collection box is placed to collect paper for recycling.

Work Safety

Cargo handling activities are one of the highest sources of potential accidents in our container depot operations. Inexperienced workers can cause punctures or dents and containers or stack them unevenly, or drop them. Hence, to maintain a safe and healthy environment at work, the following key measures have been in place:

- a workplace Safety and Health (“**WSH**”) policy has been established to promote positive workplace safety culture;
- a workplace Safety and Health Committee has been established to monitor, support and review the implementation of the health and safety issues;
- safety signs are shown as an alert or reminder to staff about particular hazards, e.g. forklifts operating in a particular area: they also remind staff about correct procedures to be followed, such as speed limits or requirements to wear correct personal protective equipment when undertaking tasks;
- proper personal protective equipment (such as safety helmets, reflective vests, glove safety rubber boots and safety goggles) are provided where appropriate;
- occupational safety meetings are held on monthly basis so that the safety manager would discuss any potentially unsafe acts, share the best practice and enhance staff’s awareness of safety issues with the depot-in-charge and the contractor representative;

BUSINESS

- onsite inspection are conducted by safety manager to identify unsafe acts, equipment, tools, structure and other conditions at workplace, to ensure any identified issues are rectified;
- for those operators of mechanical equipment and vehicles, human resources personnel is responsible to check if valid certificates have been received before employment to ensure the workers have the necessary knowledge, skills and techniques for carrying out the work using mechanical equipment;
- the travelling speed of mechanical equipment and vehicles are specified and restricted to ensure traffic safety. Safe speed limit signs are prominently displayed so as to ensure the operators are aware of them; and
- to ensure safety in using mechanical equipment, such as forklift truck, front loader, reach stacker, gantry crane, tower crane, mobile crane, the equipment would be inspected by technicians on monthly basis to ensure the equipment is in good working order.

We have not experienced any workplace fatalities during the Track Record Period and up to the Latest Practicable Date. Common workplace accidents include injuries resulting from fall accidents and getting hurt from improper use of equipment. While making sure each employee in the incident is treated immediately and appropriately, Safety Manager is responsible for promptly investigating safety incidents, comprehensively identifying causes and adopting multiple remediation measures to mitigate the related hazards.

		For the year ended 31 December		
	Unit	2023	2024	2025
Days lost due to work-related injuries	Days	371	124.5	500.5
The number of work-related accidents	Number	12	4	10
Employees claims amount for personal damages	Singapore dollars	11,045	10,580	6,865
	Thai baht	179,641	–	–
	Hong Kong dollars	40,781	12,863	113,244
	RMB	–	–	1,133,890
Amount paid to employees as compensation by insurance company	Singapore dollars	10,115	10,580	6,865
	Thai baht	179,641	–	–
	Hong Kong dollars	40,781	12,863	113,244
	RMB	–	–	1,133,890

During the year ended 31 December 2025, the increase in the number of days lost due to work-related injuries was primarily caused by the long duration of injuries of two employees, which amounted to 164 days and 180 days respectively. Of these injuries, (i) one of the employees was injured as he was unaware of a damaged steel walkway belonging to the shipping line on the vessel, and his right foot became trapped in the broken walkway resulting in a contusion to his right shin; and (ii) one of our employees in the PRC was involved in a fatal traffic accident offsite when commuting to work using transportation not organised by the Group. These injuries had no significant impact to the Group’s business and operations during the Track Record Period, but the Group reminded staff members of safety when commuting to work as well as the importance safety precautions to work in workplace meetings and by way of putting additional posters and banners.

BUSINESS

For the years ended 31 December 2023, 2024 and 2025, the longest days of injury caused to an employee in the respective years was 163, 75 and 180 respectively. These injuries were caused by (i) a thumb fracture caused to an employee who accidentally slipped while carrying floor-board for containers; (ii) an employee whose foot got stuck on the side of the oil cylinder when getting off a transport vehicle; and (iii) the fatal traffic accident described above in the year ended 31 December 2025 involving one of our employees offsite.

Compensation for injuries to all of the relevant employees were fully covered by insurance taken out by our Group.

For illustration purposes only, below is a table comparing the injuries data of our Group and one of the market peers:

Unit		For the year ended 31 December					
		2023		2024		2025	
		Our Group	Company A (Note)	Our Group	Company A (Note)	Our Group	Company A (Note)
Number of injuries	Number	12	3	4	14	12	Not yet published
Lost days due to injuries	Days	371	84	124.5	478	558	Not yet published
Number and rate of work-related fatalities	Number/%	–	–	–	–	1/0.1%	Not yet published

Note: Company A is one of the top five container depot operators as mentioned in Table 7 of Industry Overview section. The data was extracted from its published ESG reports.

As shown in the table above, our Group recorded a higher number of lost days due to injuries compared to Company A for the years ended 31 December 2023, mainly attributable to injuries suffered by several employees that prevented them from work over prolonged periods as described above. Our Group recorded, as compared to Company A (i) comparable number of injuries in the year ended 31 December 2024; and (ii) a lower number of injuries and lost days as a result of injuries in the year ended 31 December 2024.

Based on the review of our independent internal control consultant and a follow-up review of enhanced internal control procedures, no further issues were identified and no further recommendations were made in relation to preventing work-related injuries and accidents. Directors are of the view that our preventive measures on work-related injuries and accidents are sufficient and effective.

BUSINESS

The common types of injuries and corresponding control measures are shown as below:

Type	Control measures
Slip, trip, and fall accidents – It may occur due to uneven surfaces, wet or slippery conditions.	• Safety lifelines installed at the top of cleaning bay • Safety signs installed at work areas • Platforms are made of grit metals to prevent slip in wet environment • Personal protective equipment provided
Traffic accident – Container port terminals involve the movement of various vehicles such as trucks, forklifts, and reach stackers. Collisions between vehicles or between vehicles and pedestrians can occur due to driver error, limited visibility or congested traffic.	• Allowable speed limit at cleaning bay • Assigned personnel on standby to look out for safety in order to direct the tanks shift to the proper area and sit on the concrete stand structure • No walking/standing inside the cleaning lot during unloading of the ISO tanks • More signage to indicate staffs working/walking around the cleaning bay
Cargo handling accidents – Accidents can occur during the loading, unloading, or movement of containers within the port. It may occur due to improper handling techniques.	• Check lifting appliances and gears before use • Only trained personnel are allowed to operate the crane • Ensure no one stands below the suspended load

Workplace safety and health inspections and continuous improvement

Our container depots in Singapore are subject to periodic inspections by the MOM in the ordinary course of our operations to ensure a safe working environment. In December 2024, the MOM carried out a workplace safety and health inspection at our container depot located at 61 Tuas South Street 5, Singapore (the “**Inspection**”), following which the MOM identified two areas for improvement at the depot, namely (i) that the safe working loads of the container stands used at the repair areas operated by two of our resident sub-contractors be determined by a competent person and prominently displayed on the relevant container stands for workers’ information; and (ii) that containers stored near the boundary of the depot be positioned at least six metres from the fence-line, or otherwise in a configuration that complies with the recommended parameters under Singapore Standard SS 684:2022 (Code of Practice for Container Depot Operations) (“**SS 684:2022**”) (together, the “**Suggested Areas of Improvement**”). The Inspection did not arise from, and was not associated with, any accident, injury or damage.

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We responded promptly to the issues and arranged for the Suggested Areas of Improvement to be implemented. Subsequently, the MOM informed us that the matter was closed off and that no further action would be taken.

Following the foregoing, we reviewed and readjusted the storage configurations across all of our container depots in Singapore for compliance with SS 684:2022, and implemented additional internal control procedures requiring proper handling of excessive inflow or intake of containers, which has been reviewed by our independent internal control consultants.

Service Quality

Quality is important in attracting and retaining customers. To provide quality services to customers, we have a centralised container management system to let the customers reserve a timeslot for pick-up or drop-off. It could facilitate our planning work and avoid a long queue of trucks outside the container terminal. We also offer customers electronic data interchange functionality through both EDI and API, so the customers can have access to accurate and up-to-date container statistical reports to help the customers make more timely and informed decisions about their operations. We have established a complaint handling policy so that our operations staff are required to report complaints to the department head. Department head shall then fill in the Incident Report and determine what kind of remedial actions shall be taken and communicate with the customers directly. In addition, department head shall determine what kinds of preventive actions shall be taken for continuous improvement promptly. The remedial actions and preventive actions shall be documented in the Incident Report and signed by the Department Head and pass to ESG committee for record keeping.

Supply Chain Management

During the Track Record Period, suppliers of services to our Group mainly included container shipping lines, reefer equipment manufactures, freight forwarders and lessors. In view of the growing social concern about environmental issues, we are aware of the importance of managing the environmental and social risks of its supply chain. We selected suppliers based on different aspects, such as their machine capacity and quality, cost, reputation, past dealings experience and the environmental and social risks. We will continue to monitor our supply chain in terms of environmental and social standards. During the Track Record Period, we are not aware of any environmental or social non-compliance committed by our major suppliers.

Data Protection

The Group manages and protects the data collected from its business partners, customers, employees, and suppliers to safeguard their confidentiality. Information systems security policy and data protection policy have been formulated to ensure a robust framework around data protection across the Group. According to the policies, all desktop computers and notebooks shall be protected by a firewall and anti-virus software. Also, all desktop computers and notebooks must utilize passwords to prevent unauthorised access. The policies also specified that any action that may expose the company to risks of unauthorised access to data, disclosure of information, legal liability, or potential system failure is prohibited and may result in disciplinary action up to and including termination of employment and/or criminal prosecution.

BUSINESS

Anti-corruption

We are committed to fostering a fair, ethical and efficient working environment by abiding by the local laws and regulations relating to anti-corruption and bribery. Our directors and employees are expected to act ethically, upholding the highest standards of professionalism and integrity. Employees above manager grade are required to review the Group’s code of conduct on an annual basis and sign a declaration that they understood and complied with the code.

Whistleblowing mechanism as a control measure has also been established and is used as a private and confidential communication channel to report suspected fraudulent activities or irregularities. Any reported cases would be flagged to Audit Committee and investigated.

INTELLECTUAL PROPERTY

As at the Latest Practicable Date, we registered three trademarks in each of Hong Kong, Singapore and Thailand, two trademarks in each of Malaysia and Vietnam, and nine trademarks in the PRC, and we had applied for one trademark in Malaysia. We obtained the licence to use one trademark and one domain name as well as registered one domain name, which are, in the opinion of our Directors, material to our business. For further details of our intellectual property rights, please refer to the paragraph headed “Statutory and General Information – Further Information about our business – 2. Intellectual property rights of our Group” in Appendix V to this document.

During the Track Record Period and up to the Latest Practicable Date, there had been no material dispute or infringement of any trademark or patent owned by third party.

EMPLOYEES

Our company places a high value on attracting and retaining skilled and qualified employees. We recruit skilled and qualified personnel with relevant working experience to support the sustainable growth of our business. We provide a competitive remuneration package to ensure our employees are fairly compensated for their contributions to the company. Additionally, we are dedicated to investing in our employees’ training and development to ensure they have the necessary skills and knowledge to succeed in their roles and contribute to the company’s growth.

As at 31 May 2026 (being the latest practicable date of this information), we had a total of 666 employees. During the Track Record Period, there had been no material change in the number of our employees.

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The following table sets forth the number of our employees by function and geographic location as at 31 May 2026 (being the latest practicable date of this information):

	As at 31 May 2026 (being the latest practicable date of this information)		As at 31 May 2026 (being the latest practicable date of this information)
Function:		Geographic location:	
Senior management	7	Singapore	216
Depot operations management	22	PRC	152
Depot operations	535	Hong Kong	89
Sales and Marketing	5	Malaysia	113
Finance	37	Thailand	85
Human resources	7	Vietnam	12
IT	6		
Administrative	47	Total:	666⁽¹⁾
Total:	666⁽¹⁾		

Note:

- (1) One of our employees is employed in the capacity of depot operations management in Singapore and Malaysia by two different entities of our Group.

As at 31 May 2026 (being the latest practicable date of this information), we had 20 outsourced workers in the PRC and as at 31 May 2026 (being the latest practicable date of this information), we had 84 foreign workers in Singapore. As advised by our PRC Legal Advisers, outsourcing in the PRC is not strictly prohibited under applicable PRC laws and regulations, as long as relevant legal conditions are satisfied and mandatory requirements are fulfilled. Based on the EFMA and its subsidiary legislation, the number of foreign workers that an employer in Singapore can hire is limited by, among others, the quota (also known as the DRC), the sector that the employer’s business activity is in and the foreign workers’ country or region of origin, and employers shall pay the requisite levy according to the qualification of the foreign workers employed and the number of existing Work Permit and S Pass holders already hired by the employer. For further details on Work Permit and S Pass holders, please refer to the paragraphs headed “Regulatory Overview and Taxation – A. Singapore Regulatory Overview – Laws and regulations relating to employment – Employment of Foreign Manpower Act” in this document.

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Relationship with our employees

We have made defined contributions to the mandatory provident fund as required under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for our eligible employees in Hong Kong. We have also taken out employees’ compensation insurance for our employees in Hong Kong in compliance with the Employees’ Compensation Ordinance (Chapter 282 of the Laws of Hong Kong) to cover compensation and costs which we may be liable for personal injuries of our employees in Hong Kong in the course of employment with us.

As required by relevant PRC laws and regulations, we participate in housing provident fund and various employee social security plans that are organised by applicable local municipal and provincial governments, including housing, pension, medical, work-related injury and unemployment benefit plans, under which we make contributions at specified percentages of the salaries of our employees. Further, we make social security contributions at specified percentages of the salaries of our employees in Singapore as required by the relevant laws and regulations of Singapore. None of our employees belong to labour unions.

We believe that we maintain good working relationships with our employees and we have not experienced any material labour disputes during the Track Record Period and up to the Latest Practicable Date.

Employee training

We also believe that our employees are our most valuable asset as they contribute to the continuing success and viability of our Group. We place an emphasis on training our employees to equip them with the requisite skills and knowledge to be able to perform according to their scope of work at an optimal level. We provide both internal and external training opportunities to enhance the skill sets of our employees and cultivate their potential for career advancement. We aim to equip our employees with the necessary competencies for them to execute their present responsibilities effectively while also developing them for future growth.

To promote employee development and keep our qualified staff updated, we encourage our staff to attend industry related seminars, trainings and classes for upskilling. Our staff which require qualifications are provided opportunities throughout the year to attend specialty training to maintain their qualifications.

Recruitment

Our Directors believe that our success in the container depot industry is highly dependent on our employees. Therefore, our Group recruits our employees based on their industry experience and interpersonal skills. The material factors that are taken into account when making hiring decisions include development strategies, expansion plans, industry trends and the labour market environment in the relevant jurisdiction. We generally publish hiring information online and in local newspapers as well as through recruitment agencies when necessary for general employee hires and may hire by way of referrals.

We also engage an employment agent for the provision of surveyors as outsourced workers for our new-build container inspection business. For further details, please refer to the paragraph headed “Suppliers - Subcontracting arrangement for provision of outsourced workers and human resources support” in this section.

BUSINESS

LICENCES, PERMITS AND APPROVALS

Our Group’s business activities are subject to regulation by applicable laws, regulations and government agencies as summarised under the section headed “Regulatory Overview and Taxation”.

During the Track Record Period and as at the Latest Practicable Date, we had obtained all requisite licences, permits and approvals from relevant authorities that are material to our operations in accordance with applicable laws and regulations, and such licences, permits and approvals had remained in full effect. Please refer to the table set out in Appendix VII to this document for a list of the material licences, permits and approvals currently held by us.

In relation to the material licences, permits and approvals set out in Appendix VII to this document which are expiring within 12 months, our Group does not foresee any difficulties in renewing such material approvals, licences and permits.

GOVERNMENT SUBSIDIES

During the Track Record Period, our Group received certain subsidies from relevant governments including Singapore, PRC and Hong Kong, for our business operations. Our Directors are of the view that the Group will continue to receive subsidies going forward, apart from the government grants from the Hong Kong government in connection with disposal of plant and machinery which were in relation to our Hong Kong warehouse that ceased operations in May 2024. Please refer to the paragraphs headed “Financial Information – Description of Selected Items From Consolidated Statements of Profit or Loss – Other income” in this document for further details.

PROPERTIES

Properties owned by our Group

As at the Latest Practicable Date, our Group owns the following material properties:

Description of location	Approximate site area <i>sq.m</i>	Details of encumbrances, liens, pledges and mortgages	Main usage
Plo 704, Jalan Keluli, Kawasan Perindustrian Pasir Gudang, 81700 Pasir Gudang, Johor, Malaysia	16,200	N/A	Container depot operations
A depot complex located at No. 7 Xigang 6th Road, Xigang Street, Tanggu, Binhai New Area, Tianjin, the PRC 中國天津濱海新區塘沽新港街新港六號路7號之倉儲物業	147,300 <i>(Note)</i>	N/A	Container depot and warehousing operations

Note: Includes a warehouse with a gross floor area of approximately 16,100 sq.m.

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Material properties leased by our Group

As at the Latest Practicable Date, our Group leases the following material properties:

Description of location	Lessor	Term	Approximate site area sq.m	Main usage
<i>Singapore</i>				
13 Tuas Avenue 11, Singapore	Party C	From 1 June 1999 to 15 December 2026 ⁽⁴⁾	25,400	Container depot operations
8A Tuas Avenue 13, Singapore	Party C	From 1 November 1989 to 15 December 2026 ⁽⁴⁾	8,800	Container depot operations
15 Tuas Avenue 11, Singapore	Party C	From 1 April 2010 to 15 December 2026 ⁽⁴⁾	15,000	Container depot operations
30 Pioneer Sector 2, Singapore	Party C	From 15 September 2004 to 15 December 2026 ⁽⁴⁾	28,200	Container depot operations
61 Tuas South Street 5, Singapore	Party C	From 1 June 2006 to 15 December 2026 ⁽⁴⁾	34,900	Container depot operations
Plot of land at Tuas Basin Lane, Singapore	Party C	From 1 July 2023 to 30 June 2026	9,300	Temporary container depot for container depot operations
30 Tuas South Avenue 10, Singapore	Party C	From 16 December 2020 to 15 December 2050	80,000	Mega Depot
<i>Malaysia</i>				
Plot 148 and Part of Plot 149, Precinct 1, Jalan FZ3-P1, Port Klang Free Zone/KS12,42920 Pulau Indah, Selangor, Malaysia	An Independent Third Party	From 1 November 2010 to 31 October 2040	13,600	Subleased to an Independent Third Party for warehousing operations
PT64825 (Lot A23, Jalan Tun Perak 3), PT64835 (Lot C5, Jalan Tun Perak 4), PT64834 (Lot C6, Jalan Tun Perak 4), PT64837 (Lot C3, Jalan Tun Perak 4) and PT64836 (Lot C3A, Jalan Tun Perak 4) Mukim Kapar, Perdana Industrial Park, Port Klang, Selangor	An Independent Third Party	From 1 April 2026 to 31 March 2029	40,400	Container depot operations
ODD99, Westports Container Terminal 6, Pulau Indah, Selangor, Malaysia	An Independent Third Party	From 1 September 2024 to 31 August 2027	37,700	Container depot operations
PT545, Suratan Hakmilik Sementara No. H.S.(D) 27099, Mukim 14, Daerah Seberang Perai Utara, Pulau Pinang, Malaysia	An Independent Third Party	From 1 April 2022 to 31 March 2028	18,600	Container depot operations

BUSINESS

Description of location	Lessor	Term	Approximate site area sq.m	Main usage
Ground Floor Left Wing, 3 Storey Office, Lot 23, Lebuhr Sultan Mohamed 1, Kawasan Perusahaan PKNS Fasa II, Bandar Sultan Suleiman, 42000 Port Klang, Selangor, Malaysia	An Independent Third Party	From 1 October 2022 to 31 December 2027	200	Office
No. 42, Jalan Damar, Taman Glenmarie Cove, PO Box 31, Port Klang 42000 Selangor, Malaysia	An Independent Third Party	From 16 April 2025 to 15 April 2027	100	Office
No. 35 (Ground Floor), Jalan Selayur 5, Taman Pasir Putih, 81700 Pasir Gudang, Johor, Malaysia	An Independent Third Party	From 1 August 2024 to 31 July 2026	100	Office
Thailand				
65 Moo 8 Bangchalong Bangplee Samutprakarn 10540, Thailand	Independent Third Parties	From 1 August 2023 to 31 July 2026 ⁽²⁾	41,600	Container depot operations
85 Moo 10 Tungsukla, Sriracha, Chonburi 20230, Thailand	An Independent Third Party	From 11 April 2016 to 10 April 2036	18,800	Container depot operations
The Parcel No.13, No. 425, Bueng Sub-District, Sriracha District, Chonburi, Thailand	An Independent Third Party	From 1 January 2023 to 31 December 2037	42,300	Container depot operations
Hong Kong				
Plot of land situated at Container Port Road South, Kwai Chung, New Territories, Hong Kong	An Independent Third Party	From 15 June 2018 to 30 September 2026 ^{(1) (3)}	25,500	Container depot operations
River Trade Terminal, 201 Lung Mun Road, TMTL 393, Tuen Mun Area 38, New Territories, Hong Kong ⁽⁶⁾	An Independent Third Party	From 1 June 2025 to 31 May 2027 ^{(1) (5)}	11,100	Container depot operations
PRC				
No. 2126, Jiangdong Road, Pudong New Area, Shanghai* (上海市浦东江东路2126号)	An Independent Third Party	From 1 January 2026 to 31 December 2026	18,100	Container depot operations
No. 526, Tianxian Lane, Pudong New Area, Shanghai* (上海浦东新区天仙弄526号)	An Independent Third Party	From 1 January 2026 to 31 December 2026	23,800 ⁽⁸⁾	Container depot and warehousing operations
No. 500, Tianxian Lane, Pudong New Area, Shanghai* (上海浦东新区天仙弄500号)	Independent Third Parties	From 1 January 2026 to 31 December 2026	9,200	Container depot operations
Office No. 1012 at Fudu Building, No. 8 Nanjing Road, Shinan District, Qingdao City* (青岛市市南区南京路8号府都大厦1012户办公空间)	An Independent Third Party	From 11 April 2024 to 30 April 2027	200	Office
Hill 20, Xinjian Village, Gaoqiao Town, Pudong New District, Shanghai* (上海浦东新区高桥镇新建村20丘)	An Independent Third Party	From 1 January 2026 to 31 December 2026	500	Office

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Description of location	Lessor	Term	Approximate site area sq.m	Main usage
Room 201, 206 & 207, Shipping & Trade Building, Tanggu, Binhai New District, Tianjin (天津濱海新區塘沽航運貿易大廈201室、206室、207室)(天津濱海新區塘沽航運貿易大廈5-5-5, 5-5-6, 5-5-7)	Tianjin Keyun Logistics	From 10 May 2024 to 9 November 2026	500	Office

Vietnam

So 85, khu pho Binh Duong, quoc lo 1A, Phuong Long Binh Tan, Thanh Pho Bien Hoa, Tinh Dong Nai, Viet Nam ⁽⁷⁾	An Independent Third Party	From 1 May 2023 to 30 April 2027	24,000	Container depot operations

Notes:

- (1) For these leases which will be expiring within the next six months, we expect to renew the lease and will inform the lessor(s) as and when appropriate for renewal.
- (2) This property is leased under lease agreements with various individual Independent Third Parties based on the title deeds of the land and are renewals of certain leases in respect of this property, some of which had commenced as early as 2008.
- (3) The tenancy is for a term of five years commencing on 15 June 2018 and thereafter on a quarterly basis until such time as the tenancy shall be determined. The parties have agreed to continue the lease up until 30 September 2026. Under the lease agreement, the lessor may terminate the tenancy at any time by giving three calendar months' notice in writing.
- (4) For the leases in Singapore which are used for our current container depot operations, we intend to apply for six to 12 month lease extensions to allow for sufficient time to ensure smooth transition of our container depot operations to the Mega Depot (which construction is expected to be completed by the end of 2026 based on the existing plans with the design and build main contractor), in which we do not expect Party C to object. For further details relating to the Mega Depot, please refer to the paragraph headed “Business – Business Strategies and Future Plans – Establish an integrated logistics hub in Singapore” in this document.
- (5) This is inclusive of an additional storage area of around 1,900 sq.m which will expire on 31 May 2027.
- (6) Our Group occupies this land pursuant to an agreement on provision of container and cargo handling services entered into with a local provider of container and cargo handling services in Hong Kong.
- (7) Our Group occupies this land pursuant to the service agreement entered into with a local container depot operator. Please refer to the paragraph headed “Business – Business strategies and future plans – Expand our container depot network in Asia to cater for expected growing trade flows within the region – Vietnam” in this document for further details.
- (8) The area used for container depot operations and the area used for warehousing operations at the same location are leased under two separate lease agreements entered into with the same lessor.

Our Group believes that there is no foreseeable difficulty in renewing the leases that will expire in the next 12 months. In the event that we are made aware that any lease is not able to be renewed, we will search for alternative suitable land in nearby areas to lease at an early stage with a view to mitigating any possible interruptions to our operations.

BUSINESS

Save as disclosed in the sections headed “Risk Factors” and “Regulations” in this document, there are currently no regulatory requirements or environmental issues that may materially affect our Group’s utilisation of the above properties.

LEGAL PROCEEDINGS

During the Track Record Period and up to the Latest Practicable Date, we were not engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance is known to us to be pending or threatened by or against us.

NON-COMPLIANCE

Save as disclosed below, our Directors are of the view that we had complied with all relevant laws and regulations in all material respect during the Track Record Period and up to the Latest Practicable Date:

Failure to complete relevant construction formalities for the Subject Buildings

Background and reasons for non-compliance

As mentioned in the above paragraph “Legal proceeding initiated against (PRC) TJ Keyun”, we had previously failed to complete the relevant construction formalities prior to, during and upon completion of the construction of the Subject Buildings. The failure to complete the relevant construction formalities was due to the failure of the then landlord, Tianjin Port Logistics to obtain the real estate certificate of the Subject Land. However, as Tianjin Port Logistics, as the landlord and lessor, was not usually the responsible or leading party in conducting such construction formalities, it might not be possible to directly seek any recourse against Tianjin Port Logistics in this regard. On 9 October 2019, Tianjin Municipal Urban Management Committee (天津市城市管理委員會) imposed an administrative fine of RMB1,164,395 on (PRC) TJ Keyun for our failure to obtain the construction planning permit (建設工程規劃許可證) prior to the construction of the Subject Buildings, which we duly paid on 16 October 2019. On 7 March 2024, Tianjin Binhai New Area Housing and Construction Committee (天津市濱海新區住房和建設委員會) imposed an administrative fine of RMB179,400 on (PRC) TJ Keyun for our failure to conduct the construction acceptance check (竣工驗收) for the Subject Buildings before putting the Subject Buildings into use. (PRC) TJ Keyun duly paid the fine on 8 March 2024.

The Subject Buildings were constructed on the Subject Land leased from Tianjin Port Logistics. However, Tianjin Port Logistics did not actually obtain the relevant land use right of the Subject Land at the time of construction of the Subject Buildings. As such, it was not possible for (PRC) TJ Keyun under relevant PRC laws and regulations to apply for, go through and complete relevant construction formalities, and ultimately, apply for and obtain the real estate certificate of the Subject Buildings.

Rectification actions and potential impact on us

On 27 March 2024, (PRC) TJ Keyun obtained the real estate certificate of the Subject Land and the Subject Buildings until after (PRC) TJ Keyun had duly paid the penalty for the failure to conduct the construction acceptance check for the Subject Buildings before putting the Subject Buildings into use, as under normal conditions, the completion of construction acceptance check would be the necessary prerequisite in applying for the real estate certificate under applicable PRC laws and regulations.

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Pursuant to the confirmation letter issued by Tianjin Municipal Planning and Natural Resources Bureau Binhai New District Branch (天津市規劃和自然資源局濱海新區分局) (the “**Bureau**”), during the period from 1 January 2020 to 30 June 2023, within the territory of Binhai New District, there were no records of any administrative penalty imposed by the Bureau on (PRC) TJ Keyun as a result of the violation of any laws, regulations or normative documents on planning and administration of natural resources. According to the credit reports retrieved from Tianjin Municipal Public Credit Centre (天津市公共信用中心) (the “**Credit Centre**”), during the Track Record Period, except for the above-mentioned administrative penalty imposed by Tianjin Binhai New Area Housing and Construction Committee on 7 March 2024, there were no records of (PRC) TJ Keyun of any violation of laws or regulations in the fields of housing and urban-rural construction. As advised by our PRC Legal Advisers, given that (PRC) TJ Keyun has obtained the real estate certificate for the Subject land and the Subject Buildings, the risk of us being subject to any further material penalties as a result of our failure to complete relevant construction formalities for the Subject Buildings which thus have a material adverse effect on our financial condition or results of operations taken as a whole is expected to be relatively low.

In light of above, our Directors consider that such non-compliance will not have any material adverse operational or financial impact on us.

We have adopted a set of internal control policies to ensure our construction projects are in compliance with applicable statutory procedures and to prevent any recurrence of similar future non-compliance: (i) prior to and during the construction works, we must obtain all the requisite construction permits and approvals from the relevant competent government authorities within the statutory timeframe in accordance with applicable laws and regulations; and (ii) our Group will engage legal and other professional advisers for relevant construction projects, to ensure that we are compliant with applicable statutory requirements.

Failure to register lease agreements with relevant PRC government authorities

Background and reasons for non-compliance

As at the Latest Practicable Date, we had nine leased premises located in various cities in the PRC, of which four lease agreements (“**Lease Agreements**”) had not been registered with the relevant PRC government authorities. Pursuant to the Measures for Administration of Lease of Commodity Properties (《商品房屋租賃管理辦法》), the lessor and the lessee of a lease agreement are required to file the lease agreement with relevant government authorities within 30 days after the execution of the lease agreement and obtain property leasing filing certificate for the lease agreement. Although we had reached out to our lessors of the Lease Agreements for their necessary support with regard to the filing of the Lease Agreements, they have not provided us with the relevant documents in order to complete the filings.

Rectification actions and potential impact on us

As advised by our PRC Legal Advisers, the failure to register the Lease Agreements with the relevant PRC government authorities does not affect the validity of the Lease Agreements, but the relevant PRC government authorities may require us to complete registration within a specified timeframe, and if we fail to so rectify, we may be subject to a fine ranging from RMB1,000 to RMB10,000 for each of the Lease Agreements, and we may be subject to a maximum penalty of RMB80,000 for the failure to register the Lease Agreements.

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Considering that (i) during the Track Record Period and up to the Latest Practicable Date, we had not received any notice from any relevant PRC government authorities with respect to the potential penalties or enforcement action resulting from the non-registration of the Lease Agreements; (ii) we did not receive any administrative punishment or penalties from the relevant PRC government authorities; and (iii) we do not expect any practical difficulty in identifying alternative comparable property in terms of site area and rent to substitute the said properties, our Directors are of the view that such non-compliance, individually or in aggregate, would not have a material adverse impact on our business, operation and financial results. Accordingly, no provision was made in this regard.

Failure to obtain land use certificate for the property in which we carry out container depot operations in Vietnam

Background and reasons for non-compliance

As at the Latest Practicable Date, we operate a container depot in Dong Nai province, Vietnam under a service agreement with a local container depot operator from 1 May 2023 to 30 April 2026 and has been automatically renewed for one year pursuant to the service agreement. The local depot operator provides the land for us to carry on our container depot operations in the Dong Nai province, but has not obtained the appropriate land use right certificate for us to carry out such container depot operations as at the Latest Practicable Date.

The state authorities in Vietnam decide on land use purposes through land use (master) plan, and permits for land use conversion. A parcel of land is broadly classified as either (i) agricultural (e.g. land for aquaculture or cultivation of perennial crops or annual crops); or (ii) non-agricultural (e.g. urban or rural residential land, commercial and service land). The specific type of land is specified in the land use right certificate issued by the state authorities, and it is strictly prohibited to use the land for purposes that are not consistent with its designated use.

The land provided by the local depot operator for the operation of our container depot in Dong Nai province consists of parcels of land that are explicitly designated for aquaculture, perennial crops, other seasonal crops, and urban residential land. Therefore, the land in question requires a conversion of land use purpose before it can be leased. However, the local depot operator has not initiated the process to obtain the necessary approval for such conversion as at the Latest Practicable Date.

Rectification actions and potential impact on us

As at the Latest Practicable Date, we were not aware of any actual or contemplated actions, claims or investigations by any state authorities with respect to this land. Currently, to our Directors' knowledge and belief, most container depots in the greater Ho Chi Minh City area are operating on land that does not have the appropriate land use right certificate. Nevertheless, we are actively exploring other suitable land in the greater Ho Chi Minh City area to substitute the said land and to carry out our container depot operations. It is estimated that relocation will lead to approximately one month of suspension of our container depot operations, and the cost of relocation would be approximately US\$300,000.

As advised by LNT & Partners, our legal advisers as to Vietnam law, the relevant state authorities may (i) impose a fine of VND 20 million (equivalent to approximately S\$1,000) on the local depot operator; and (ii) require the local depot operator to return the misused land for which it has not obtained the relevant land use right certificate, resulting in the cessation of our container depot operations at that location. Any demand by the relevant state authorities for the recovery of the land must be made in

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accordance with statutorily prescribed procedures, whereby the relevant state authorities must first notify the land owner of the contemplated recovery, together with instructions as to the handling of the remaining property or land-attached assets (if any).

In light of above, our Directors consider that such non-compliance will not result in the cessation of our container depot operations in Vietnam, and that the potential relocation will not have any material adverse operational or financial impact on us.

Failure to make full contributions to the social insurance and housing provident fund

Background and reasons for non-compliance

During the Track Record Period and up to the Latest Practicable Date, (PRC) TJ Keyun did not make full social insurance and housing provident fund contributions for its employees with an aggregate shortfall of approximately RMB3.9 million (equivalent to approximately S\$0.7 million), in accordance with the Social Insurance Law and the Housing Provident Fund Regulations.

Our failure to make full contribution was mainly due to certain of our employees were not willing to bear the costs associated with social insurance and housing provident fund contributions strictly in proportion to their salaries received but rather receive compensation and benefits in lieu of such relevant contributions.

Potential legal consequences and potential impact on us

It is estimated that for the years ended 31 December 2023, 2024 and 2025, the estimated aggregate shortfall in social insurance contribution amounted to RMB1.2 million, RMB0.9 million and RMB0.6 million (equivalent to approximately S\$0.2 million, S\$0.2 million and S\$0.1 million), respectively, and the estimated aggregate shortfall in housing provident fund contribution amounted to RMB0.5 million, RMB0.4 million and RMB0.3 million (equivalent to approximately S\$0.1 million, S\$0.1 million and S\$0.05 million), respectively. As of 31 December 2025, we have made no provision for such insufficient contribution of social insurance and housing provident fund as our PRC Legal Advisers (Grandall) is of the opinion that (i) the risk of (PRC) TJ Keyun being required to make up the shortfall of contribution of social insurance and housing provident fund is remote; and (ii) the risk of (PRC) TJ Keyun being subject to administrative penalties for underpayment during the Track Record Period is remote for the reasons explained below.

As advised by our PRC Legal Advisers (Grandall), the legal consequences for the failure to fully contribute the social insurance and housing provident fund under the relevant PRC laws and regulations include: (i) with respect to the social insurance, we may be ordered by the competent authority to pay the relevant outstanding social insurance contributions within a stipulated time period and may be required to pay a late payment fee of up to 0.05% of the relevant outstanding amounts for each day of delay in accordance with the Social Insurance Law; if we fail to pay the outstanding amounts and the late payment fee as required, we may be imposed fines in an aggregate amount ranging from one to three times of the relevant outstanding social insurance contribution; and (ii) with respect to the housing provident funds, in accordance with the Housing Provident Fund Regulations, we may be ordered by the relevant authority to pay the outstanding amounts within a prescribed time period, and if we fail to make such outstanding amounts as required, we may be subject to an enforcement by relevant competent court.

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Legal assurance obtained from the respective competent authorities for social insurance compliance

The confirmation letter issued by the Tianjin Binhai Social Security Bureau on 12 September, 2023 provides that (PRC) TJ Keyun has no records of violations of social insurance laws and regulations or administrative penalties from 1 January, 2020 to 30 June, 2023, based on examinations conducted by the relevant law enforcement department and labor dispute arbitration tribunal. The Corporate Public Credit Reports issued by the Tianjin Public Credit Centre on 2 February, 2024, 31 July, 2024, 17 February, 2025 and 5 February 2026 confirm that (PRC) TJ Keyun has no records of violations of social insurance laws and regulations or administrative penalties from 1 January, 2020, to 1 January 2026.

The Company’s PRC Legal Advisers (Grandall) is of the view that based on the Regulation for the Collection and Payment of Social Insurance, the Social Insurance Provision and the Implementation Plan for Promoting the Use of Public Credit Reports, the Tianjin Binhai Social Security Bureau is authorized to oversee and confirm compliance regarding (PRC) TJ Keyun’s records of violations and administrative penalties. Additionally, Corporate Public Credit Reports are deemed appropriate regulatory assurance for (PRC) TJ Keyun since the effective date of the Implementation Plan for Promoting the Use of Public Credit Reports.

On 16 April, 2024, our PRC Legal Advisers (Grandall) consulted with the taxation authority in charge of TJ Keyun, and the authority advised that it generally would not pursue recovery of historical social insurance contributions arrears or impose administrative penalties on the company in this regard. Our PRC legal Advisers (Grandall) further advises that the authority is competent to provide such legal assurance, based on the Social Insurance Law, the Regulation for the Collection and Payment of Social Insurance and the Optimization and Adjustment of Payment Process Announcement. Please see the paragraph headed “Regulatory Overview and Taxation – B. PRC Laws and Regulations – Other Significant PRC Regulations Affecting Our Business in the PRC – Labour, Social Insurance and Housing Provident Funds” in this document for further details.

Our PRC Legal Advisers (Grandall) is of the opinion that (PRC) TJ Keyun’s risk of being required to make up the shortfall in social insurance contributions is remote, and its risk of being subject to administrative penalties for underpayment during the Track Record Period is remote, based on: (i) the confirmation letter issued by the Tianjin Binhai Social Security Bureau on 12 September, 2023, and the Corporate Public Credit Reports issued on 2 February, 2024, 31 July, 2024, and 17 February, 2025; (ii) the online legal research conducted by our PRC Legal Advisers (Grandall) on the Latest Practicable Date indicates that (PRC) TJ Keyun has not been imposed any significant administrative penalties related to social insurance compliance during the Track Record Period; (iii) the consultation with the taxation authority in charge of TJ Keyun on 16 April, 2024; (iv) the Urgent Notice on Stabilization the Collection of Social Security Contribution; and (v) confirmation from our Directors that there have been no major employee complaints or labor disputes concerning social insurance. Additionally, no relevant governmental authorities have notified or required us to settle any unpaid social insurance funds or to pay fines or late fees during the Track Record Period up to the Latest Practicable Date.

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The *Interpretation (II) by the Supreme People’s Court of Issues Concerning the Application of Law in the Trial of Labor Dispute Cases* (the “**Interpretation II**”), which came into effect on 1 September 2025, states that any agreement or undertaking between an employer and an employee waiving the employer’s obligation to contribute to social insurance shall be deemed invalid. As advised by our PRC Legal Advisers (Grandall), the promulgation of Interpretation (II) will not affect the risk assessment and regulatory position for (PRC) TJ Keyun described above given that such Interpretation II is a further guidance that is not inconsistent with the existing requirements under the Labour Contract Law of the PRC.

Legal assurance obtained from the respective competent authorities for housing provident funds.

According to the consultation conducted by our PRC Legal Advisers (Grandall) with the Tianjin Housing Provident Fund Management Center (天津住房公積金管理中心) (the “**Tianjin Housing Provident Fund Center**”) on 22 April 2024, it is confirmed that the Tianjin Housing Provident Fund Center generally will not carry out recovery or impose administrative penalties on companies in terms of the outstanding housing provident fund contributions.

According to the confirmation letters issued by the Tianjin Housing Provident Fund Center on 8 January 2024, 16 July, 2024 and 11 February, 2025, (PRC) TJ Keyun has no records of administrative penalties in relation to housing provident fund violations during the Track Record Period.

As advised by our PRC Legal Advisers (Grandall), the Tianjin Housing Provident Fund Center is the competent government authority to regulate the housing provident fund compliance of enterprises within its jurisdiction under the Housing Provident Fund Regulations, and as such is competent to provide regulatory advice on the records of any violations and administrative penalties for (PRC) TJ Keyun.

Our PRC Legal Advisers (Grandall) is of the opinion that (PRC) TJ Keyun’s risk of being required to make up for the abovementioned shortfall in housing provident funds is remote, and its risk of being subject to administrative penalties for the underpayment of housing provident contributions incurred during the Track Record Period is remote, based on: (i) the confirmation letters from the Tianjin Housing Provident Fund Centre dated 8 January 2024, 16 July, 2024 and 11 February, 2025, which states that (PRC) TJ Keyun has no records of administrative penalties related to housing provident fund violations during the Track Record Period; (ii) the online legal research conducted by our PRC Legal Advisers (Grandall) on the Latest Practicable Date indicates that (PRC) TJ Keyun has not been subject to any significant administrative penalties related to housing provident funds compliance during the Track Record Period; (iii) the consultation on 22 April 2024 with the Tianjin Housing Provident Fund Center; and (iv) our Directors confirmed that there have been no major employee complaints or labour disputes regarding the housing provident fund. Additionally, no relevant governmental authorities have notified or required us to settle any unpaid housing provident fund or to pay fines or late fees during the Track Record Period up to the Latest Practicable Date.

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Our Directors have considered the following in assessing our exposure relating to such matters: (i) as at the Latest Practicable Date, we had not received any notification from relevant government authorities requiring us to pay shortfalls or the penalties with respect to social insurance and housing provident funds; (ii) during the Track Record Period and up to the Latest Practicable Date, we had not been subject to any administrative penalties, material litigations and legal proceedings, nor were we aware of any material employee complaints nor involved in any material labour disputes with our employees with respect to social insurance and housing provident funds; (iii) pursuant to the written confirmations from relevant competent authorities and credit reports retrieved from relevant government credit information platforms, there were no records of any administrative action, fine or penalty with respect to such matters against our subsidiaries; (iv) it is estimated that the potential maximum surcharge that our Group may be exposed to due to the shortfall in social insurance and housing provident fund contributions would not be subject to any other potential penalty pursuant to the Social Insurance Law and the Housing Provident Fund Regulations save for the aforesaid surcharge; and (v) we will pay any shortfall within a prescribed time period if demanded so by relevant competent authorities.

To prevent any recurrence of such non-compliance incidents in future, we have established and implemented the following enhanced internal control measures: (i) our human resources department has inspected the social insurance and housing provident fund payment of the employees in the Group, and found out the reasons for the shortfalls in payment, and made records and follow-up; (ii) our Group will properly prepare and maintain written records on payments for social insurance and housing provident fund contributions and have the records reviewed by designated personnel on a monthly basis, such as the head of our human resources in the PRC; (iii) we have engaged in communications with our employees with a view to seeking their understanding and cooperation in complying with the applicable payment base, which also requires additional contributions from them; (iv) we will continue to regularly communicate with the relevant competent authorities and, where necessary, consult PRC Legal Advisers, in respect of the applicable bases for calculation of the social insurance and housing provident fund contributions at the rates approved by the relevant government authorities, and will update our relevant contribution policies in accordance with such consultations; (v) we will provide regular trainings to our responsible staff in respect of compliance with such matters and consult with our PRC Legal Advisers where necessary on updates to relevant laws and regulations; (vi) if any notice related to the payment of social insurance and housing provident fund is received from competent governmental authorities in the future, we will make up the required amount within the stipulated period; and (vii) after the [REDACTED], we will disclose in our interim and annual reports on the outstanding amount of the social insurance fund and the housing provident fund and state whether a provision is required to be made.

Based on the above, our Directors are of the view that our previous failure to fully contribute to social insurance and housing provident funds would not have any material adverse operational or financial impact on us, and our current practice is generally in line with market practice in respect of social insurance and housing provident fund contributions in the PRC.

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Incorrect VAT treatment of domestic transportation services provided by PRC entities of the Group

Background and reasons for non-compliance

(PRC) QD Keyun is engaged in the provision of international freight forwarding services in Qingdao, the PRC, which are ancillary and incidental to our container depot operations. In the course of providing such services, (PRC) QD Keyun engages transportation services providers to undertake the domestic transportation of its customers’ goods. As (PRC) QD Keyun did not separately bill its customers for the transportation element, it did not derive any separately identifiable margin or profit therefrom. On 3 April 2026, the Qingdao tax authority issued a risk identification notification to (PRC) QD Keyun concerning the VAT treatment of domestic transportation-related income that had been included within its VAT-exempt international freight forwarding income for the three financial years ended 31 December 2025. The Qingdao tax authority took the view that, in respect of international freight forwarding comprising both an offshore transportation leg and a domestic transportation leg, only the offshore transportation leg qualifies for VAT exemption, whereas the domestic transportation leg should be subject to VAT at the rate of 9%.

(PRC) TJ Keyun carries on our container depot operations in Tianjin, the PRC. As part of its container depot handling operations and its warehousing and CFS operations, (PRC) TJ Keyun engages transportation service providers for domestic transportation of containers. During the Track Record Period, (PRC) TJ Keyun accounted for output VAT at the rate of 6% in respect of both its container depot handling services and its warehousing and CFS services. (PRC) TJ Keyun did not separately invoice its customers for the transportation element, which was bundled within the relevant services. In June 2026, (PRC) TJ Keyun received a tax risk self-inspection notice from the Tianjin tax authority concerning its VAT compliance for the financial year ended 31 December 2023. The Tianjin tax authority took the view that the inland transportation element constitutes a separate taxable service subject to VAT at 9% (rather than the 6% rate applicable to the relevant bundled services), and that (PRC) TJ Keyun is accordingly required to settle the 3% VAT differential. As at the date of this document, the Tianjin tax authority has not raised any query or made any findings concerning VAT compliance of (PRC) TJ Keyun for each of the two financial years ended 31 December 2024 and 31 December 2025.

(PRC) SH Yifa is involved in our container depot and warehousing operations in Shanghai during the Track Record Period, in respect of which it arranged short-haul drayage of empty containers for customers via third-party carriers since 2024. (PRC) SH Yifa has failed to separately account for VAT for transportation services provided under such “carrier-without-vehicle” arrangement at the applicable rate of 9%, but rather reported the income under logistics ancillary services subject to VAT at the rate of 6%, resulting in a VAT shortfall for each of the two financial years ended 31 December 2024 and 31 December 2025.

Each of the foregoing matters arose from a technical misclassification of the applicable VAT treatment that had not previously been challenged by the relevant tax authorities prior to the said self-inspection notices, as applicable.

BUSINESS

Rectification actions and potential impact on us

In respect of the view taken by the Qingdao tax authority in connection with (PRC) QD Keyun matter, (PRC) QD Keyun has (i) amended its monthly VAT returns for the three financial years ended 31 December 2025; (ii) in April 2026, paid the VAT shortfall of RMB233,219.90, together with a late payment surcharge of RMB64,576.82 (totalling RMB297,796.72) and received the corresponding tax payment certificate; and (iii) submitted a statement of facts (情況說明) to the Qingdao tax authority. The Qingdao tax authority completed its review on 13 May 2026 without the imposition of any administrative or other penalty or any finding of tax evasion, and (PRC) QD Keyun has obtained an updated tax clearance certificate dated 17 May 2026 and an updated Shandong Province public credit report (Report No. SDW2026051800203) dated 18 May 2026, each confirming that (PRC) QD Keyun has no outstanding tax liability and no record of violation in the tax domain.

During the Track Record Period, revenue attributable to our freight forwarding services in Qingdao was approximately S\$20.3 million, S\$34.3 million and S\$32.5 million, representing approximately 13.0%, 20.8% and 21.8% of our total revenue, for FY2023, FY2024 and FY2025 respectively. While freight forwarding revenue constitutes a relatively substantial portion of our total revenue, the transportation element to which the (PRC) QD Keyun matter relates is immaterial: the output amount attributable to such transportation is estimated to be less than RMB1.0 million per annum (representing less than 0.5% of (PRC) QD Keyun’s freight forwarding revenue), and the corresponding VAT is expected to be less than RMB90,000 per annum.

In respect of the (PRC) TJ Keyun matter, (PRC) TJ Keyun has completed and submitted the required self-inspection to the Tianjin tax authority and has paid in full the additional VAT and related surtaxes of RMB619,214.00, together with a late payment surcharge of RMB324,600.75 (totalling approximately RMB943,814.75) for the financial year ended 31 December 2023, and has obtained the corresponding tax payment certificate (稅收完稅證明). The Tianjin tax authority has confirmed receipt of all outstanding VAT shortfall and surcharges and issued a tax clearance certificate dated 8 June 2026, without any finding of tax evasion or imposition of any administrative or other penalties.

Whilst the PRC tax authorities have not conducted any review of (i) (PRC) TJ Keyun’s VAT filings for the two financial years ended 31 December 2024 and 2025; or (ii) any VAT filings of SH Yifa, the Group seeks to proactively settle any and all VAT shortfalls and surcharges voluntarily with the view of obtaining updated tax clearance certificates for these entities. The aggregate additional VAT and surcharge payable by: (a) (PRC) TJ Keyun for the financial years ended 31 December 2024 and 2025 is not expected to exceed RMB1.5 million (equivalent to approximately S\$0.3 million); and (b) (PRC) SH Yifa for the financial years ended 31 December 2024 and 2025 is expected to be approximately RMB0.4 million (equivalent to approximately S\$80,000). The Company has also undertaken to procure (PRC) TJ Keyun and (PRC) SH Yifa to settle the outstanding VAT shortfalls and related late payment surcharges for such years by 30 September 2026 (the “**Undertaking**”).

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As advised by our PRC Legal Advisers, (i) the relevant tax authorities made no finding of tax evasion and imposed no administrative penalty on QD Keyun or TJ Keyun under the Law of the PRC on the Administration of Tax Collection in respect of the concluded VAT matters; (ii) the aforementioned matters did not amount to any material non-compliance with, or material violation of, applicable PRC laws or regulations; (iii) on the basis that payable VAT shortfall and surcharges have been or will be settled in full by the relevant PRC entities on a timely basis (to the extent legally permissible), updated tax clearance certificates being obtained by the relevant PRC entities of the Group accordingly, and there being no change in applicable laws, regulations or the enforcement approach of the competent tax authorities, the risk of the relevant PRC entities being subject to any further or future administrative or other penalties, investigations, disciplinary actions, sanctions or other adverse consequences in connection with the matters is relatively low.

To prevent any recurrence of similar non-compliance in future, we have implemented the following enhanced internal control measures, as recommended by the Internal Control Consultant: (i) VAT declarations and payments are to be verified and reconciled prior to submission, and a monthly reconciliation of input and output VAT is to be performed to ensure that taxable and exempt revenue is correctly classified and the applicable VAT rate correctly applied; (ii) our responsible finance personnel are to attend periodic VAT-related training to stay abreast of changes in the applicable VAT rules and requirements; and (iii) we will consult or engage our local auditor to provide updates on new taxation related requirements and to advise on VAT-related matters where uncertainty arises.

Based on the due diligence conducted by the Joint Sponsors, the Joint Sponsors are of the view that the VAT matters described above arose from a technical misclassification of the applicable VAT treatment. Considering the advice from the PRC Legal Adviser, the Joint Sponsors are of the view that the VAT matters do not constitute any material non-compliance with applicable PRC laws or regulations, attracted no finding of evasion or administrative penalty, and that the likelihood of any further or future penalty, investigation or other material adverse consequence is low. Having taken into account the above and: (i) that the relevant VAT treatment had not previously been challenged by the relevant tax authorities; (ii) that the Group has implemented adequate rectification and preventive measures which the Internal Control Consultant considers the relevant internal control deficiency to have been remediated; (iii) that upon identification of the issues through self-inspection, the relevant PRC entities of the Group promptly cooperated with the tax authorities and settled the relevant VAT shortfall and surcharges in full; and (iv) the Undertaking made by the Company, the Joint Sponsors are of the view that the VAT issues identified did not constitute material or systemic non-compliance that would have any potential impact on the suitability and eligibility for [REDACTED] of the Company.

Directors and Joint Sponsors' view

Having taken into account the fact that (i) our Group has taken corrective measures in relation to the non-compliance incidents abovementioned; (ii) our Group has implemented the abovementioned additional measures to avoid reoccurrence of the non-compliance incidents; and (iii) the non-compliance incidents were unintentional, did not involve any fraudulent act on the part of our Directors or cast doubt on their integrity, our Directors are of the view, and the Joint Sponsors concur, that the abovementioned non-compliance incidents do not have any material impact on the suitability of our Directors and our suitability for [REDACTED].

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INTERNAL CONTROL

To assess and identify weaknesses in our internal procedures, systems and controls, we engaged an independent internal control consultant (the “**Internal Control Consultant**”) to review the adequacy and effectiveness of our internal control procedures, systems and controls. The internal control review covered the period from January 2023 to December 2025. During the initial review process, certain internal controls matters were identified and the Internal Control Consultant provided recommendations in relation to strengthening our Group’s internal controls. We have accepted these recommendations and further strengthened the design of our internal control process.

In the first quarter of 2026, the Internal Control Consultant performed a follow-up review and review of enhanced internal control by focusing on the remedial actions undertaken by the management of our Group on the control deficiencies identified in the reviews. Based on the results of the follow-up reviews, we have demonstrated that we have rectified all deficiencies identified and implemented remedial actions recommended by the Internal Control Consultant. The Internal Control Consultant did not identify any further weakness or raise any further recommendations in the follow-up review. Our Directors have confirmed that our Group had remediated the remaining control deficiencies by adopting the recommendations suggested by the Internal Control Consultant as at the Latest Practicable Date.

Internal control measures to improve corporate governance

We recognise the importance of up-keeping adequate internal control and risk management systems. In order to continuously improve our corporate governance, we intend to adopt or have adopted the following measures:

- (i) our Directors attended a directors’ training session conducted by the Company’s then legal adviser as to Hong Kong laws on the ongoing obligations and duties of a director of a company whose shares are listed on the Stock Exchange;
- (ii) we have appointed Quam Capital Limited to act as our compliance adviser upon [REDACTED] to provide us with guidance and advice as to compliance with the Listing Rules and applicable Hong Kong laws;
- (iii) we have appointed Ms. AU-YEUNG Nelly as our company secretary to handle the secretarial matters and day-to-day compliance matters of our Group. Ms. AU-YEUNG Nelly is also responsible for the timing and procedures for convening annual general meetings, including the time for sending notice of meeting and laying the respective financial statements;
- (iv) we have established an Audit Committee which will review and supervise the financial reporting process and the internal control system of the Group; and
- (v) our Group will seek professional advice and assistance from independent control consultants, external advisers and/or other appropriate independent professional advisers with respect to matters relating to our internal controls and compliance as and when appropriate.

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As a result of the suspected fraud incident by our customer of our freight forwarding business in Qingdao, PRC (as further described in the paragraph headed "Financial Information – Description of Selected Items From Consolidated Statements of Profit or Loss – Impairment loss under expected credit losses model, net of reversal" in this document), we have enhanced our relevant internal controls as well as adopted recommendations from the Internal Control Consultant following its review, as follows: (i) increased fraud risk awareness amongst employees by formalising an anti-fraud policy and reminding employees to monitor controls on both credit limits and credit terms of customers; (ii) enhanced payment approval process requiring multi-level approvals especially for high value payments; (iii) enhanced evaluation of new customers including carrying out of business background checks, references checks from peers and site visit; and (iv) formalised credit limits and terms for customers in our contract management policies or procedures.

View of our Directors

Based on the Internal Control Consultant's review and recommendations, our Group has duly adopted the recommended measures in order to improve our internal control systems and to ensure our compliance with the Listing Rules and relevant applicable laws in the locations in which we operate. Furthermore, after the internal control consultant had performed their follow-up review, they did not identify any further issues and made no further recommendations in the respective areas covered in their reviews. Based on the results of the internal control reviews, our Directors are of the view that adequate and effective internal control procedure and policies have been put in place by our Group.

RISK MANAGEMENT

Our Directors believe that by having the above measures in place and by closely monitoring the effectiveness of these measures, we will be able to minimise the impact of the risks we are exposed to during the course of our business operations.

In the course of conducting our business, we are exposed to various types of risks, including market risks, liquidity risks, operational risks, credit risks and regulatory risks, the details of which have been disclosed under the section headed "Risk Factors" and the paragraph headed "Financial Information – Market and Other Financial Risk Management" in this document.

In order to engage in effective risk management, our Group has established a set of risk management policies and measures to identify, evaluate and manage risks arising from our Group's operations. The following table sets out some of the primary risks our Group faces that may materially and adversely affect our Group's business, financial condition and results of operation and our risk management measures:

Primary operational risks	Risk management measures
Risk of shortage of container depot space to meet our customers' demands	To ensure that our Group is able to maintain sufficient storage capacity, we enter into short-term lease agreements on ad-hoc basis for land to be used as temporary container depots to meet our customers' demands.

BUSINESS

Primary operational risks

Risk management measures

Risk of damages caused by natural catastrophes to our container depot operations

Our Group has adopted internal policies for the use of lashing and bracing of container stacks at locations susceptible to natural catastrophes and inclement weather.

Risk of our container shipping line customers expanding into the container depot business in the locations in which we operate

Our Group has diversified our customer base for our container depot operations to include a balanced mix between container shipping lines and container leasing companies as well as strengthen relationships with customers to ensure that we are not dependent on any one customer.

Risk in dealing with new counterparties or unknown parties

Our Group has adopted enhanced internal control measures for formulating relevant anti-fraud policies, enhancing payment approval processes and enhancing evaluation of new customers.

AWARDS, ACCREDITATION AND RECOGNITION

We have over the years received accolades and awards for our business, including the following:

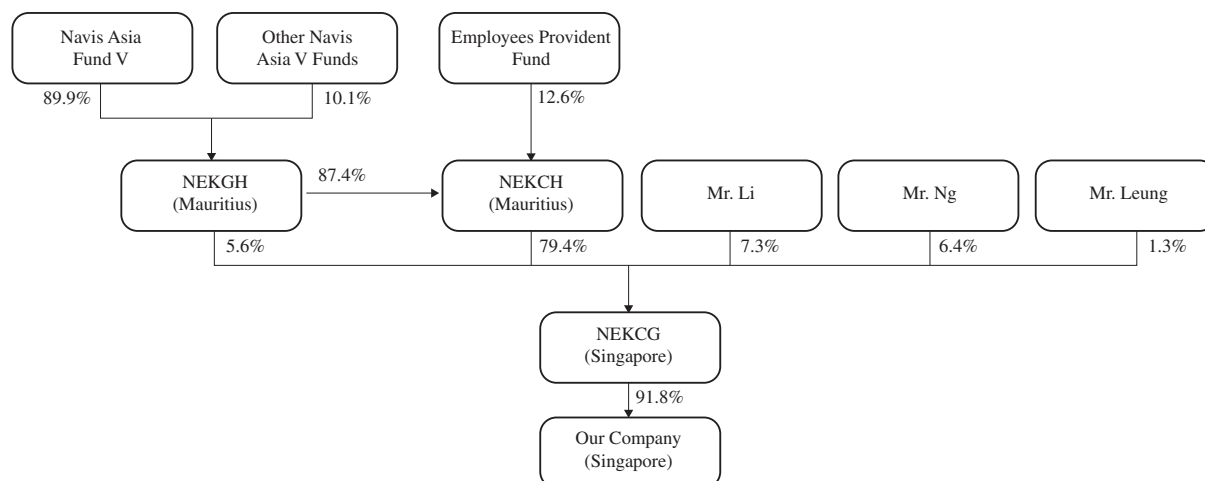
Year of Award	Recipient	Award	Awarding Organisation
2022	(SG) EK Container	bizSAFE Level 4	Workplace Safety and Health Council
2021	Our Company	Certificate of Commendation for achieving “ACAP Premium” Status in GST Assisted Compliance Assurance Programme	Inland Revenue Authority of Singapore
2019	(SG) EK Container	bizSAFE Level 4	Workplace Safety and Health Council
2016	Our Company	360 Human Capital and Productivity Breakthrough Award (Titanium)	Human Capital (Singapore)
2016	Our Company	Certificate of Appreciation for supporting SAF Day Combined Rededication Ceremony 2016	Singapore Manufacturing Federation

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

OUR CONTROLLING SHAREHOLDERS

Immediately upon completion of the [REDACTED], NEKCG will directly hold approximately [REDACTED] of the issued Shares of our Company (without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED] and the Post-[REDACTED] Share Options).

The simplified shareholding structure of our Company immediately before the [REDACTED] (and before the automatic conversion of the Pre-[REDACTED] Convertible Notes) is set out below:



NEKCG is an investment holding company, which is owned as follows: (1) NEKCH as to approximately 79.4%; (2) NEKGH as to approximately 5.6%; (3) Mr. Li as to approximately 7.3%; (4) Mr. Ng as to approximately 6.4%; and (5) Mr. Leung as to approximately 1.3%. Therefore, NEKCG, NEKCH, NEKGH, Mr. Li, Mr. Ng and Mr. Leung will together form a group of controlling shareholders.

NEKCH is owned as to 87.4% by NEKGH and 12.6% by the Employees Provident Fund. The Employees Provident Fund is a provident fund established in 1951 and is a federal statutory body under the purview of Malaysia’s Ministry of Finance. It is a retirement savings fund which helps the Malaysian workforce save for their retirement in accordance with Malaysia’s Employees Provident Fund Act 1991. It acquired its shares in NEKCH (and thus acquired an indirect interest in us) in January 2011. To the best of our Directors’ knowledge, there exists no agreement or arrangement in relation to voting arrangements (including but not limited to acting in concert agreements or arrangements) in NEKCH or our Group, written or otherwise, involving the Employees Provident Fund (on the one hand) and NEKGH (on the other hand). During all times, the Employees Provident Fund has been a passive minority investor and has never been involved in the management and operations of our Group or our Controlling Shareholders. Therefore, the Employees Provident Fund is not a controlling shareholder of our Company.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

NEKGH is wholly-owned by the Navis Asia V Funds as follows: (1) Navis Asia Fund V as to 89.9%; (2) Navis Asia Fund V (2) as to 2.5%; (3) Navis Asia Fund V-E as to 0.1%; and (4) Navis Asia Fund V-S as to 7.5%. Each of the Navis Asia V Funds co-invest alongside one another and is an exempted limited partnership registered under the laws of the Cayman Islands, whose general partner is Navis GP (LP). Navis GP (LP) is also an exempted limited partnership registered under the laws of the Cayman Islands, whose general partner is Navis GP (Ltd). Pursuant to the limited partnership agreements, Navis GP (LP) (in its capacity as general partner of the Navis Asia V Funds) is exclusively responsible for the management, control and operation of and the determination of policy of the Navis Asia V Funds and their investment and other activities. To the best of our Directors’ knowledge: (1) each of the limited partners of the Navis Asia V Funds are Independent Third Parties; and (2) save for Navis Asia Fund V-E whose limited partners are individuals who are or were employees of Navis at the time of the initial closing of the Navis Asia V Funds (none of whom hold any position within or other shareholding interest in the Group), each of the limited partners of the other Navis Asia V Funds are institutional, accredited and/or sophisticated investors.

Therefore, for the purpose of this document, our Controlling Shareholders consist of: (1) NEKCG; (2) NEKCH; (3) NEKGH; (4) Navis Asia Fund V; (5) Navis Asia Fund V (2); (6) Navis Asia Fund V-E; (7) Navis Asia Fund V-S; (8) Navis GP (LP); (9) Navis GP (Ltd); (10) Mr. Li; (11) Mr. Ng; and (12) Mr. Leung.

BACKGROUND OF OUR CONTROLLING SHAREHOLDERS

Navis

Founded in 1998, Navis manages approximately US\$5 billion in private equity capital and focuses on investments primarily in and around Asia. Navis contributes both capital and management expertise to a limited number of well-positioned companies with the objective of directing strategic, operational and financial improvements. Navis has one of the largest and most multi-cultural teams of private equity professionals in Asia, comprising over 100 individuals, including more than 60 investment professionals and 16 nationalities, in seven offices across the region. Navis has a long and proven track record in pan-Asian private equity, with over 90 control transactions across the Asian region completed since its establishment.

Mr. Li, Mr. Ng and Mr. Leung

See “Directors and Senior Management” for further information on Mr. Li, Mr. Ng and Mr. Leung. Mr. Li and Mr. Ng are brothers-in-law.

As at the Latest Practicable Date, none of our Controlling Shareholders, our Directors and their respective close associates had any business which competes or is likely to compete, either directly or indirectly with our Company’s business which would require disclosure under Rule 8.10 of the Listing Rules.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

We believe that we are capable of carrying on our business independently of our Controlling Shareholders and their close associates after the [REDACTED] for the following reasons:

Management Independence

We have a Board and senior management team that function independently of our Controlling Shareholders and their close associates.

Our board of Directors consists of seven Directors and one alternate Director, consisting of: (1) two executive Directors, being Mr. Li and Mr. Ng, and Mr. Leung as the alternate Director to Mr. Ng; (2) two non-executive Directors, being Mr. MARTI Jean-Christophe, Michel and Ms. CHUA Li Qin, Alicia, all being directors or employees of Navis; and (3) three independent non-executive Directors, which satisfies the ratio required under the Listing Rules. Upon [REDACTED], there will be a sufficiently robust and independent voice within our Board to counter balance any situation involving conflict of interest and protect the interests of our independent Shareholders.

Our Directors are also supported by an independent senior management team, comprising 5 members. None of the members of our senior management team hold any directorship or senior management role in our Controlling Shareholders and their close associates. Therefore, there will be sufficient non-overlapping Directors and senior management who are independent and have relevant experience to enable the proper functioning of our Board upon [REDACTED].

Our Directors, including our independent non-executive Directors, are of the view that our Board and senior management are able to manage our business independently from our Controlling Shareholders for the following reasons:

- each Director is aware of his/her fiduciary duties as Director which require, among other things, that he/she acts for the benefits and in the best interests of our Company and Shareholders as a whole and does not allow any conflict between his/her duties as Directors and his/her other interests.
- as non-executive Directors, Mr. MARTI Jean-Christophe, Michel and Ms. CHUA Li Qin, Alicia will focus on strategic development of our Group and will not be involved in our daily management and operations.
- we have 3 independent non-executive Directors out of seven Directors and one alternate Director in satisfaction of the ratio required under the Listing Rules. They have extensive experience in different areas and have been appointed in accordance with the requirements under the Listing Rules to ensure that the decisions of our Board are made only after due consideration of independent and impartial opinions.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

- pursuant to our Constitution, a Director who is to his/her knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with our Company, shall declare the nature of his/her interest in the meeting of our Board at which the question of entering into the contract or arrangement is first taken into consideration, if he/she knows his/her interest then exists, or in any other case, at the first meeting of our Board after he/she knows that he/she is or has become so interested. Our Constitution does not require such a Director who is so interested not to attend any meeting of our Board. However, a Director shall not be entitled to vote (nor be counted in the quorum) on a resolution of our Directors in respect of any board resolution approving any contract or arrangement or any proposal in which he or any of his/her close associates is materially interested unless expressly permitted by our Constitution. See “Appendix IV – Summary of the Constitution of our Company and Singapore Company Law”.
- whether a Director is conflicted on any matter depends on the particular circumstances of the matter under consideration. The fact that a Director also has directorship in other companies does not create a conflict of interest unless the matter under consideration involves his/her personal interests or those of the other companies as well as our Group,
- our Directors will ensure that matters involving a conflict of interest which may arise from time to time will be managed in line with accepted corporate governance practice so as to ensure that the best interests of our Company and Shareholders taken as a whole are preserved,
- following the [REDACTED], our Directors are required to comply with the Listing Rules. This includes review of connected transactions by our independent non-executive Directors and where appropriate, independent financial advice and independent Shareholders’ approval will be required, and
- in order to allow the non-conflicting members of our Board to function properly with the necessary professional advice, we will engage a third-party professional adviser to advise our Board when necessary, depending on the nature and significance of any proposed transactions to be entered into between us and our Directors or their respective close associates.

Operational Independence

Our Directors believe that we will continue to operate independently from our Controlling Shareholders and their close associates based on the below factors:

Licenses, permits and intellectual property rights

We possess all material licenses and permits necessary to carry on and operate our business. Please see “Appendix VII – Licenses, Permits and Approvals of the Group”. We are also not reliant on any intellectual property owned by our Controlling Shareholders or their close associates as we have registered, applied for registration, or obtained license to use, all relevant trademarks that are material to our business. Please see “Appendix V – Statutory and General Information – B. Further Information About Our Business – 2. Intellectual property rights of our Group”.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Access to customers and suppliers

We have independent access to our suppliers and customers and an independent management team to oversee our daily operations. We have operations in multiple locations in Asia and we do not place undue reliance on any customers of our Group, nor do we place undue reliance on our Controlling Shareholders to solicit customers. We conduct our own sales and marketing primarily through our own sales and marketing team.

Operational facilities

All of the properties and facilities needed for our business operations are independent from our Controlling Shareholders and their close associates, save for two plots of land used for our container depot operations in Malaysia, which we leased from companies controlled by Mr. Li and Mr. Ng. Our Directors (including the independent non-executive Directors) consider that such leases have been and will be carried out: (i) in the ordinary and usual course of our business; (ii) on normal commercial terms or better; and (iii) in accordance with the respective terms that are fair and reasonable and in the interests of our Company and our Shareholders as a whole. Please see “Connected Transactions – (B) Transactions entered into before [REDACTED] which would otherwise constitute connected transactions – 1. Malaysia Tenancy Agreements”.

Employees

Our employees have primarily been recruited from the open market. None of our employees have any other relationship with our Controlling Shareholders and their close associates.

Independence of administrative capability

All essential administration functions and daily operations of our Group will be carried out by a team of staff employed by our Group independently of the Controlling Shareholders. Upon [REDACTED], only certain support administrative services (such as human resource, administration, corporate secretarial services and accounting and finance services) will be shared. Such sharing of support administrative services should not impact our Group’s independence since such sharing arrangement only involves provision of services by our Group to NEKCG and not the other way around. Such services will be shared on a cost basis and will constitute a fully exempt continuing connected transaction as further described in the section headed “Connected Transactions – (C) Fully Exempt Continuing Connected Transactions - 1. Shared Administrative Services Framework Agreement” in this document.

Financial Independence

We will not have any share pledges or guarantees provided by our Controlling Shareholders and their respective associates on our borrowings upon the [REDACTED]. In addition, we have our own internal control and accounting systems, accounting department, independent treasury function for cash receipts and payment and independent access to third-party financing.

Accordingly, we believe we are able to maintain financial independence from our Controlling Shareholders and their respective associates.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

CORPORATE GOVERNANCE MEASURES

Our Directors believe that there are adequate corporate governance measures in place to manage existing and potential conflicts of interest. In order to further avoid potential conflicts of interest, we have implemented the following measures:

- (a) as part of our preparation for the [REDACTED], we have amended our Constitution to comply with the Listing Rules. In particular, our Constitution provided that, unless otherwise provided, a Director shall not vote on any resolution approving any contract or arrangement or any other proposal in which such Director or any of his associates have a material interest nor shall such Director be counted in the quorum present at the meeting;
- (b) a Director with material interests shall make full disclosure in respect of matters that may have conflict or potentially conflict with any of our interest and abstain from the board meetings on matters in which such Director or his associates have a material interest, unless the attendance or participation of such Director at such meeting of the Board is specifically requested by a majority of the independent non-executive Directors;
- (c) we are committed that our Board should include a balanced composition of executive Directors, non-executive Directors and independent non-executive Directors. We have appointed independent non-executive Directors and we believe our independent non-executive Directors possess sufficient experience and they are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgement and will be able to provide an impartial, external opinion to protect the interests of our public Shareholders. Details of our independent non-executive Directors are set out in the section entitled “Directors and Senior Management – Board of Directors – Independent non-executive Directors” in this document;
- (d) we have appointed Quam Capital Limited as our compliance adviser, which will provide advice and guidance to us in respect of compliance with the applicable laws and the Listing Rules including various requirements relating to Directors’ duties and corporate governance; and
- (e) as required by the Listing Rules, our independent non-executive Directors shall review any connected transactions annually and confirm in our annual report that such transactions have been entered into in our ordinary and usual course of business, are either on normal commercial terms or on terms no less favorable to us than those available to or from independent third parties and on terms that are fair and reasonable and in the interests of our Shareholders as a whole.

DIRECTORS AND SENIOR MANAGEMENT

OVERVIEW

The following table sets out information on our Directors and senior management:

Name	Age	Position	Date of joining our Group's business	Date of appointment as Director/senior management	Roles and responsibilities
Executive Directors					
LI Hung (李雄) ⁽¹⁾	74	Co-Chairman and executive Director	July 1978	14 October 1994	Overall daily operation and management of our Group as well as our strategic development
NG Kam Ming (伍錦明) ⁽¹⁾	76	Co-Chairman and executive Director	July 1978	14 October 1994	Overall daily operation and management of our Group as well as our strategic development
Alternate Director					
LEUNG Wai Kuen, Godfrey (梁偉權)	74	Alternate Director to Mr. Ng	July 1998	31 March 2024 ⁽²⁾	Acting as the alternate Director to Mr. Ng
Non-executive Directors					
MARTI Jean-Christophe, Michel	59	Non-executive Director	7 June 2023	7 June 2023	Supervising and reviewing the overall business development and strategic planning of our Group
CHUA Li Qin, Alicia (蔡莉琴)	30	Non-executive Director	8 September 2025	8 September 2025	Supervising and reviewing the overall business development and strategic planning of our Group
Independent non-executive Directors					
LAM Shiao Ning	53	Independent non-executive Director	25 June 2026	25 June 2026	Providing independent judgment on our strategies, policy, performance, accountability, resources, key appointments and standard of conduct
FONG Heng Boo (龐廷武)	76	Independent non-executive Director	25 June 2026	25 June 2026	Providing independent judgment on our strategies, policy, performance, accountability, resources, key appointments and standard of conduct
YANG Victor (楊岳明)	80	Independent non-executive Director	25 June 2026	25 June 2026	Providing independent judgment on our strategies, policy, performance, accountability, resources, key appointments and standard of conduct

Notes:

- 1 Mr. Li and Mr. Ng are brothers-in-law.
- 2 Mr. Leung was first appointed as a Director on 16 October 1998 and then resigned from such role and was appointed as an alternate Director on 31 March 2024.

DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Position	Date of joining our Group's business	Date of appointment as Director/senior management	Roles and responsibilities
Senior management⁽³⁾					
TAN Wee Hong	51	Regional general manager of Southeast Asia	January 1997	1 June 2016	Overseeing our Group's business in Singapore, Malaysia, Thailand and Vietnam
CHAN Tat-lee, Terry (陳達理)	58	Group marketing general manager	August 1992	1 July 2016	Client management and business development of our Group
KER Chung Wei (葛宗維)	57	Group financial controller	July 2007	July 2007	Overseeing the financial affairs of our Group
OOI Ying Kit (黃英傑)	60	Group information technology general manager	February 2012	1 April 2022	Managing the information technology functions of our Group
ZHANG Jianwei (張建偉)	57	General manager of (PRC) SH Keyun and (PRC) SH Yifa	August 1995	July 2001	Managing the daily operations of (PRC) SH Keyun and (PRC) SH Yifa

BOARD OF DIRECTORS

Our Board of Directors is the primary decision-making body of our Company, setting fundamental business strategies and policies for the management and operation of our business and monitoring their implementation. Our Board of Directors comprises seven Directors and one alternate Director, consisting of two executive Directors and one alternate Director, two non-executive Directors and three independent non-executive Directors. Our Directors are elected to serve terms of three years, which are renewable upon re-election and/or re-appointment.

Executive Directors

Mr. LI Hung (李雄), aged 74, is a founder of the Group, the Co-Chairman, an executive Director and a Controlling Shareholder of our Company. He was appointed as a Director in October 1994 and the Chairman in June 2023. He was redesignated as our executive Director and Co-Chairman on 21 May 2024. Mr. Li is responsible for the overall daily operation and management of our Group as well as our strategic and corporate development, finance and administration, new expansion location and set up, and leading the Singapore “Mega Depot” project team. Mr. Li is the brother-in-law of Mr. Ng, an executive Director and a Controlling Shareholder. Mr. Li is also a director of various of our subsidiaries, namely, (SG) EK Container, (SG) EK Logistics, (SG) EK Marketing, (SG) NEK, (MY) EK Johor, (MY) EK Logistics, (MY) EK Penang, (TH) EK, (HK) Best China, (HK) Gold Prime, (HK) MF Container, (HK) MF Reefer, (HK) PCL, (HK) Techni-Con, (PRC) MF, (PRC) SH Anxin, (PRC) QD Keyun, (PRC) TJ Keyun and (BVI) Double Creation.

Note:

- 3 For the business address of the senior management, please refer to the address of our corporate headquarters in the section headed "Corporate Information" in this document.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Li and Mr. Ng founded the Group in 1978, and Mr. Li has since accumulated nearly 50 years of experience in the container depot industry. Mr. Li has been overseeing all aspects of the Group's business including but not limited to its strategic and corporate development, finance and administration and expansion plans.

Mr. Li graduated from Carmel English School in Hong Kong in August 1970.

Mr. Li was a director of the following 15 companies established in Singapore that have been struck off: (i) Applegold Investments Pte Ltd, which was principally used as an investment holding company before it was struck off on 7 March 2012; (ii) Asia Environment Holdings Pte. Ltd., which was principally used as an investment holding company before it was struck off on 9 November 2022; (iii) E.K.F. Forwarding (Pte) Ltd, which was principally engaged in warehousing business before it was struck off on 22 September 2001; (iv) E.P. Holdings (Pte) Ltd, which was principally engaged in freight transportation business before it was struck off on 15 January 2010; (v) Eng Kong Container Services (S) Pte Ltd, which was principally engaged in ship building and repairing business before it was struck off on 31 December 2003; (vi) Eng Kong Corporation Pte Ltd, which was principally engaged in wholesale business before it was struck off on 14 April 2000; (vii) Eng Kong Development (Overseas) Pte Ltd, which was principally used as an investment holding company before it was struck off on 12 May 2014; (viii) Eng Kong Logistic Services Pte Ltd, which was principally engaged in warehousing business before it was struck off on 23 October 1999; (ix) Eng Kong Tech Park Pte Ltd, which was principally engaged in warehousing business before it was struck off on 7 March 2012; (x) Island Mobile Express Pte. Ltd., which was principally engaged in freight transportation business before it was struck off on 11 August 2010; (xi) OTLS Transport Pte Ltd, which was principally engaged in port operations business before it was struck off on 4 October 2002; (xii) PCL Container Services Pte Ltd, which was principally engaged in industrial machinery business before it was struck off on 3 November 2001; (xiii) Safariwood Trading (S) Pte Ltd, which was principally engaged in wholesale trading business before it was struck off on 14 July 2000; (xiv) Southern Star Agencies Pte Ltd, which was principally engaged in shipping business before it was struck off on 3 November 2001; and (xv) Trans Lease Agencies Pte Ltd, which was principally engaged in shipping business before it was struck off on 11 November 2008.

Mr. Li was also a director of the following 4 companies incorporated in Hong Kong that were later dissolved by deregistration: (i) EK Kool Reefer Services Limited, which was principally engaged in the provision and operation of reefer container services in Hong Kong before it was dissolved on 25 March 2011; (ii) Grand Pacific Warehouse (1998) Limited, which was principally engaged in warehousing business before it was dissolved on 28 December 2001; (iii) Homley Container Services Limited, which was principally engaged in storage and repair of container business before it was dissolved on 28 March 2003; and (iv) (HK) Grand Pacific, which was principally engaged in warehousing and container businesses before it was dissolved on 5 September 2025.

Mr. Li confirmed that each of the above companies were solvent prior to being struck off or deregistered and it had not commenced business or had ceased to conduct business. He further confirmed that, as at the Latest Practicable Date, no claims have been made against him and he was not aware of any threatened or potential claims made against him and there are no outstanding claims and/or liabilities as a result of the striking off or deregistration of each of the above companies.

DIRECTORS AND SENIOR MANAGEMENT

Mr. NG Kam Ming (伍錦明), aged 76, is a founder of the Group, an executive Director and a Controlling Shareholder of our Company. He was appointed as a Director in October 1994. He was redesignated as our executive Director and Co-Chairman on 21 May 2024. Mr. Ng is responsible for the overall daily operation and management of our Group as well as our strategic development, marketing, finance and administration, land development and planning and customer relations. Mr. Ng is the brother-in-law of Mr. Li, an executive Director and a Controlling Shareholder. Mr. Ng is also a director of various of our subsidiaries, namely, (SG) EK Container, (SG) EK Logistics, (SG) EK Marketing, (SG) NEK, (MY) EK Johor, (MY) EK Logistics, (MY) EK Penang, (MY) NEK, (TH) EK, (HK) Best China, (HK) Gold Prime, (HK) MF Container, (HK) MF Reefer, (HK) PCL, (HK) Techni-Con, (PRC) MF, (PRC) SH Anxin, (PRC) QD Keyun and (PRC) TJ Keyun.

Mr. Ng and Mr. Li founded the Group in 1978, and Mr. Ng has since accumulated nearly 50 years of experience in the container depot industry. Mr. Ng has been overseeing all aspects of the Group's business including but not limited to its strategic and corporate development, finance and administration and expansion plans.

Mr. Ng graduated from ST. Gabriel's School in Hong Kong in July 1967.

Mr. Ng was a director of the following 16 companies established in Singapore that were later struck off: (i) Applegold Investments Pte Ltd, which was principally used as an investment holding company before it was struck off on 7 March 2012; (ii) E.K.F. Forwarding (Pte) Ltd, which was principally engaged in warehousing business before it was struck off on 22 September 2001; (iii) E.P. Holdings (Pte) Ltd, which was principally engaged in freight transportation business before it was struck off on 15 January 2010; (iv) Eng Kong Container Services (S) Pte Ltd, which was principally engaged in ship building and repairing business before it was struck off on 31 December 2003; (v) Eng Kong Corporation Pte Ltd, which was principally engaged in wholesale business before it was struck off on 14 April 2000; (vi) Eng Kong Development (Overseas) Pte Ltd, which was principally used as an investment holding company before it was struck off on 12 May 2014; (vii) Eng Kong Logistic Services Pte Ltd, which was principally engaged in warehousing business before it was struck off on 23 October 1999; (viii) Eng Kong Tech Park Pte Ltd, which was principally engaged in warehousing business before it was struck off on 7 March 2012; (ix) Farspeed Contractor (S) Pte. Ltd., which was principally engaged in building construction business before it was struck off on 8 March 2018; (x) Island Mobile Express Pte. Ltd., which was principally engaged in freight transportation business before it was struck off on 11 August 2010; (xi) OTLS Transport Pte Ltd, which was principally engaged in port operations business before it was struck off on 4 October 2002; (xii) PCL Container Services Pte Ltd, which was principally engaged in industrial machinery business before it was struck off on 3 November 2001; (xiii) Safariwood Trading (S) Pte Ltd, which was principally engaged in wholesale trading business before it was struck off on 14 July 2000; (xiv) Southern Star Agencies Pte Ltd, which was principally engaged in shipping business before it was struck off on 3 November 2001; (xv) Trans Lease Agencies Pte Ltd, which was principally engaged in shipping business before it was struck off on 11 November 2008; and (xvi) Wing Lok (Pte) Limited, which was principally engaged in retail sale business before it was struck off on 8 November 2002.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Ng was also a director of the following 4 private companies incorporated in Hong Kong that were later dissolved by deregistration: (i) EK Kooll Reefer Services Limited, which was principally engaged in the provision and operation of reefer container services in Hong Kong before it was dissolved on 25 March 2011; (ii) Grand Pacific Warehouse (1998) Limited, which was principally engaged in warehousing business before it was dissolved on 28 December 2001; (iii) Homley Container Services Limited, which was principally engaged in storage and repair of container business before it was dissolved on 28 March 2003; and (iv) (HK) Grand Pacific, which was principally engaged in warehousing and container businesses before it was dissolved on 5 September 2025.

Mr. Ng confirmed that each of the above companies were solvent prior to being struck off or deregistered and it had not commenced business. He further confirmed that as at the Latest Practicable Date, no claims have been made against him and he was not aware of any threatened or potential claims made against him and there are no outstanding claims and/or liabilities as a result of the striking off or deregistration of each of the above companies.

Alternate Director

Mr. LEUNG Wai Kuen, Godfrey (梁偉權), aged 74, has been appointed as the alternate Director (as registered in our register of directors and reflected in relevant filings to relevant authorities) to Mr. Ng. Mr. Leung joined the Group in October 1998 as Director and then resigned from such role and was appointed as an alternate Director (which is considered as a director with the same duties and responsibilities under the laws of Singapore) on 31 March 2024. As an alternate Director to Mr. Ng, Mr. Leung has been appointed only to attend Board meetings on behalf of Mr. Ng in the event that Mr. Ng is otherwise unable to attend, and Mr. Leung does not have any executive roles in our day-to-day operations. Nevertheless, under the laws of Singapore and our Constitution, an alternate director is a full director and bears all the duties, responsibilities and liabilities of a director. Mr. Leung is also a director of two subsidiaries of our Company, namely, (HK) PCL and (HK) Techni-Con.

Mr. Leung has accumulated over 25 years of experience in management and operations in the container depot, container freight station and transportation industry.

Mr. Leung was a director of the following 5 private companies incorporated in Hong Kong that were later dissolved by deregistration: (i) EK Kooll Reefer Services Limited, which was principally engaged in the provision and operation of reefer container services in Hong Kong before it was dissolved on 25 March 2011; (ii) Grand Pacific Container Services Limited, which was principally engaged in agents and management business before it was dissolved on 28 December 2001; (iii) Grand Pacific Warehouse (1998) Limited, which was principally engaged in warehousing business before it was dissolved on 28 December 2001; (iv) Homley Container Services Limited, which was principally engaged in storage and repair of container business before it was dissolved on 28 March 2003; and (v) (HK) Grand Pacific, which was principally engaged in warehousing and container businesses before it was dissolved on 5 September 2025.

Mr. Leung confirmed that each of the above companies were solvent prior to dissolution and had ceased to conduct business. He further confirmed that, as at the Latest Practicable Date, no claims have been made against him and he was not aware of any threatened or potential claims made against him and there are no outstanding claims and/or liabilities as a result of the dissolution of each of the above companies.

DIRECTORS AND SENIOR MANAGEMENT

Non-executive Director

Mr. MARTI Jean-Christophe, Michel, aged 59, is a non-executive Director of our Company. He was appointed as our Director on 7 June 2023 and re-designated as our non-executive Director on 21 May 2024. Mr. Marti is mainly responsible for supervising and reviewing the overall business development and strategic planning of our Group.

Prior to joining our Group, Mr. Marti had over 20 years of experience in finance. He served as a senior associate at Bechtel Enterprise, Inc in San Francisco from July 1998 to June 2000, and the vice president of investments at K1 Ventures Limited in Singapore in 2001, where he worked across financial restructuring, venture capital and infrastructure finance matters. Since March 2003, he has been working at Navis with his current role as senior partner, where he leads investment teams in making, monitoring and exiting investments and sits on the boards and/or executive committees of several Navis portfolio companies (including our Group). Mr. Marti obtained his university diploma of technology (Deutec) from University of Technology of Compiègne in France in July 1987. He obtained his diploma of engineering from University of Technology of Compiègne in France in April 1991, and his master of business administration degree from the University of California at Los Angeles in the United States in March 1998.

Mr. Marti was a director of Matahari Vision Topco Pte. Ltd., a special purpose vehicle incorporated in Singapore as a potential acquiror entity for a potential investment, which was aborted and voluntarily struck off on 8 May 2023. Mr. Marti confirmed that the above company was solvent prior to striking off voluntarily. He further confirmed that as at the Latest Practicable Date, no claims have been made against him and he was not aware of any threatened or potential claims made against him and there are no outstanding claims and/or liabilities as a result of the striking off of the above company.

Ms. CHUA Li Qin, Alicia (蔡莉琴), aged 30, is a non-executive Director of our Company. She was appointed as our Director on 8 September 2025 and re-designated as our non-executive Director on 31 March 2026. Ms. Chua is mainly responsible for supervising and reviewing the overall business development and strategic planning of our Group.

Prior to joining our Group, Ms. Chua had gained many years of experience in finance. From July 2018 to June 2021, she was an investment analyst at Navis Capital Partners (Singapore) Pte Ltd (a subsidiary of Navis). From August 2021 to May 2024, she was an investment associate at KKR & Co. Inc.. In June 2025, she rejoined Navis as an investment manager, being responsible for deal sourcing and execution as well as portfolio management.

Ms. Chua graduated summa cum laude with a bachelor of accountancy and business management degree from the Singapore Management University in June 2018.

DIRECTORS AND SENIOR MANAGEMENT

Independent non-Executive Directors

Ms. LAM Shiao Ning, aged 53, is an independent non-executive Director of our Company. She was appointed as our independent non-executive Director on 25 June 2026. Ms. Lam is mainly responsible for providing independent judgment on our strategies, policy, performance, accountability, resources, key appointments and standard of conduct.

Prior to joining our Group, Ms. Lam had over 28 years of experience in the legal industry in Singapore, serving multiple roles including as an associate director and a director at Drew & Napier LLC from December 2004 to February 2016, and a partner at Oon & Bazul from March 2016 to March 2020. Since April 2020, she founded Rubicon Law LLC and has been its managing director, specialising in M&A and venture capital financings.

Ms. Lam was an independent director of ayondo Ltd. (a company that was incorporated in Singapore and principally engaged in the provision of social trading services and brokerage services based in Europe and the UK). ayondo Ltd. was previously listed on the Catalist of the SGX-ST (stock code: 115) and was subsequently delisted in December 2021 due to cessation of business, primarily due to regulatory changes by European and UK regulators which impacted the entire industry as a whole, as well as the company's inability to meet relevant capital requirements imposed by relevant regulators. Subsequent to its delisting, on 5 January 2022, ayondo Ltd. applied to the High Court of Singapore for a winding-up order on the ground that it was unable to pay its debts given its net current liability position of approximately S\$2.9 million. Such winding-up commenced on 28 January 2022 and completed on 1 July 2024. Ms. Lam has confirmed that: (i) she was not involved in ayondo's daily operations; (ii) there was no wrongful act on her part leading to such winding up; and (iii) there is no claim against her as a result of such winding up. The Joint Sponsors are of the view that Ms. Lam is a suitable candidate to act as an independent non-executive Director on the basis that: (1) all material events leading to and relating to ayondo's delisting were beyond the control or area of expertise of Ms. Lam as an independent director (who is not responsible for day-to-day management and operations); (2) Ms. Lam had diligently discharged her duties as independent director and member of audit committee of ayondo, and her involvement in ayondo actually demonstrates that she is well suited to act as independent non-executive Director; (3) Ms. Lam has the requisite qualification, experience and capability to carry out her duties as an independent non-executive Director; and (4) no actions have been taken against ayondo or Ms. Lam.

Ms. Lam obtained her bachelor of law degree from the University of Hull in the United Kingdom in July 1995, and obtained her diploma in financial management (ACCA) in Singapore in December 1999. She has been a Barrister at Law (Inner Temple) in England & Wales since July 1996, an Advocate & Solicitor in Singapore and a member of the Law Society of Singapore and the Singapore Academy of Law since March 1998. She has been appointed as a member of the Inquiry Panel of the Law Society of Singapore for a term of 2 years with effect from 30 November 2023. She was a senior teaching fellow and adjunct lecturer at the Singapore Institute of Legal Education (previously the Board of Legal Education) from 2005 to 2022 and an adjunct faculty at the Singapore Management University's Yong Pung How School of Law from 2016 to 2019.

Mr. FONG Heng Boo (龐廷武), aged 76, is an independent non-executive Director of our Company. He was appointed as our independent non-executive Director on 25 June 2026. Mr. Fong is mainly responsible for providing independent judgment on our strategies, policy, performance, accountability, resources, key appointments and standard of conduct.

DIRECTORS AND SENIOR MANAGEMENT

Prior to joining our Group, Mr. Fong had over 45 years of experience in auditing, finance, corporate governance, business development and management. He was with the Auditor-General's Office (AGO), Singapore between November 1975 and September 1993. He held the position of Assistant Auditor-General when he left the AGO. Prior to his retirement in December 2014, Mr. Fong was the Director (Special Duties) at the Singapore Totalisator Board and was responsible for the Finance, Investment and Corporate Services functions.

Mr. Fong has been appointed as (i) a lead independent Director of TA Corporation Ltd. (a company listed on SGX: stock code: PA3) since December 2017; (ii) an independent Director of Livingstone Health Holdings Limited (formerly known as Citicode Ltd., stock code: 5FH) (a company listed on SGX, stock code: PRH) since July 2018 and is currently a lead independent Director; and (iii) an independent non-executive director of Kwan Yong Holdings Limited (a company listed on the Stock Exchange, stock code: 9998) since April 2020. Mr. Fong was (i) a non-executive independent director of Colex Holdings Limited (a company that was listed on SGX, stock code: 567 which was delisted from SGX in March 2023) from March 1999 to April 2021; (ii) a non-executive independent director of CapitaLand China Trust Management Limited (formerly known as CapitaLand Retail China Trust Management Limited) (a company listed on SGX, stock code: AU8U) from January 2013 to December 2021; and (iii) an independent non-executive director of SY Holdings Group Limited (formerly known as Sheng Ye Capital Ltd., a company listed on the Stock Exchange, stock code: 8469) (a company listed on the Stock Exchange, stock code: 6069) from September 2018 to September 2025.

Mr. Fong obtained his bachelor of accountancy degree from the University of Singapore (now known as the National University of Singapore) in August 1973. Mr. Fong has been a fellow member of the Institute of Singapore Chartered Accountants since August 2004.

Notwithstanding Mr. Fong's concurrent directorship with the abovementioned companies, our Directors are of the view that Mr. Fong will be able to devote sufficient time to discharging his duties and responsibilities as an independent non-executive Director of our Company considering: (i) none of his commitments to such other listed or non-listed companies is of an executive or daily management nature and none of them requires his full-time involvement, (ii) Mr. Fong confirmed that he has fulfilled his obligation and attended most of the board meetings of the listed companies where he is an independent non-executive director, and (iii) based on Mr. Fong's years of concurrent directorship in other listed or non-listed companies, he has gained in-depth understanding in his role as a director and in estimating the time required for attending to the affairs of each company, which would enable him to properly discharge his responsibilities as a director for both listed and non-listed companies. Mr. Fong has undertaken to devote sufficient time to discharging his duties and responsibilities as an independent non-executive Director of our Company.

Mr. YANG Victor (楊岳明), whose former name was Mr. YANG Victor James Hung Ping (楊洪平), aged 80, is an independent non-executive Director of our Company. He was appointed as our independent non-executive Director on 25 June 2026. Mr. Yang is mainly responsible for providing independent judgment on our strategies, policy, performance, accountability, resources, key appointments and standard of conduct of our Group.

DIRECTORS AND SENIOR MANAGEMENT

Prior to joining our Group, Mr. Yang has over 49 years of experience in legal practice, primarily in the areas of corporate finance, commercial law, mergers, acquisitions and private wealth. Mr. Yang was one of the founders of Boughton Peterson Yang Anderson and served as a managing partner from July 1996 to March 2015. Mr. Yang's partnership was continued under the name of Zhong Lun Law Firm in March 2015, when Boughton Peterson Yang Anderson changed its name to Zhong Lun Law Firm, and he continued to be a managing partner till March 2017 and remained as a partner till June 2019. In June 2019, Mr. Yang joined Yang Chan & Jamison LLP, a member firm of the Deloitte Legal network, as a managing partner until February 2023. After resigning from Yang Chan & Jamison LLP by the end of February 2023, Mr. Yang set up a new law firm Yang & Yang, Solicitors which commenced business in April 2023 and on 18 April 2024, the name of the firm was changed to YYC Legal LLP.

Mr. Yang was appointed as (i) an independent non-executive director of CHK Oil Limited (formerly known as China Merchants DiChain (Asia) Limited, Pearl Oriental Innovation Limited and Pearl Oriental Oil Limited) (a company listed on the Stock Exchange, stock code: 632) from September 2004 to June 2007; (ii) a non-executive director of Lei Shing Hong Limited (a company previously listed on the Stock Exchange, stock code: 238) from September 2004 to March 2008; (iii) an independent non-executive director of Media Chinese International Limited (formerly known as Ming Pao Enterprise Corporation Limited) (a company listed on the Stock Exchange, stock code: 685) from September 2004 to October 2009; (iv) an independent non-executive director of China Agri-Industries Holdings Limited (a company previously listed on the Stock Exchange, stock code: 606) from January 2007 to August 2015; (v) an independent non-executive director of Playmates Toys Limited (a company listed on the Stock Exchange, stock code: 869) from July 2007 to August 2019; (vi) an independent non-executive director of Singamas Container Holdings Limited (a company listed on the Stock Exchange, stock code: 716) from April 2008 to July 2019; (vii) an independent non-executive director of One Media Group Limited (a company listed on the Stock Exchange, stock code: 426) from April 2014 to August 2019; (viii) an independent non-executive director of China Hanking Holdings Limited (a company listed on the Stock Exchange, stock code: 3788) from May 2015 to January 2016; and (ix) an independent non-executive director of Risecomm Group Holdings Limited (a company listed on the Stock Exchange, stock code: 1679) since June 2023.

Mr. Yang is a qualified lawyer in Hong Kong, British Columbia, Canada and the United Kingdom. Mr. Yang is presently a governor of the Canadian Chambers of Commerce in Hong Kong.

Mr. Yang obtained a Juris Doctorate degree from University of British Columbia in Canada in May 1970. Mr. Yang obtained his bachelor degree in commerce from University of British Columbia in Canada in November 1972. Mr. Yang is also a Member of the Council of Advisor to the Dean of Law, the University of British Columbia, Canada.

Mr. Yang was a director of the following 4 private companies incorporated in Hong Kong that were later dissolved by deregistration: (i) Benenden School Hong Kong Limited, which was principally engaged in education business before it was dissolved on 26 October 2018; (ii) Free Duty Limited, which was principally engaged in duty-free retail business before it was dissolved on 7 December 2001; (iii) Gold Newworld Limited, which was principally engaged in duty-free retail business before it was dissolved on 24 March 2017; and (iv) Sky Connection (Shanghai) Limited, which was principally engaged in duty-free retail business before it was dissolved on 28 September 2001.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Yang was also a director of the following 2 private companies incorporated in Hong Kong that were later struck off: (i) Bunessan Company Limited, which was principally used as an investment holding company before it was struck off on 20 December 2002; and (ii) Rail Connection Limited, which was principally engaged in duty-free retail business before it was struck off on 7 June 2002.

Mr. Yang confirmed that each of the above companies were solvent prior to striking off/dissolution. He further confirmed that, as at the Latest Practicable Date, no claims have been made against him and he was not aware of any threatened or potential claims made against him and there are no outstanding claims and/or liabilities as a result of the striking off/dissolution of each of the above companies.

General

Save as disclosed above, none of our Directors:

- (i) had any other relationship with any Directors, senior management or substantial Shareholders or Controlling Shareholders of our Company as at the Latest Practicable Date; and
- (ii) has held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

Except for such interests disclosed in the paragraphs headed "Appendix V – Statutory and General Information – C. Further Information about our Directors and Substantial Shareholders – 3. Interests and short position of our Directors and the chief executive in the shares, underlying shares or debentures of our Company and the associated corporations" in this document, none of our Directors has any interest in the Shares within the meaning of Part XV of the SFO or is a director or an employee of a company which has an interest or short position in the Shares and underlying Shares of our Company. Each of our Directors has confirmed that none of them or their respective close associates is engaged in, or interested in any business (other than our Group) which, directly or indirectly, competes or may compete with our business or has or may have any conflict of interests with our Group and requires disclosure under Rule 8.10 of the Listing Rules.

Save as disclosed above, to the best of the knowledge, information and belief of our Directors after having made all reasonable enquiries, there was no other matter with respect to the appointment of our Directors that needs to be brought to the attention of our Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rule 13.51(2) and paragraph 41 of Appendix D1A to the Listing Rules as at the Latest Practicable Date.

Each of our Directors: (i) has obtained legal advice from a firm of solicitors qualified to advise on Hong Kong law regarding the requirements under the Listing Rules that are applicable to him/her as a Director and the possible consequences of making a false declaration or giving false information to the Stock Exchange on 21 May 2024; and (ii) confirmed that he/she understands his/her obligations as a director of a company listed on the Stock Exchange.

Each of the independent non-executive Directors has confirmed: (i) his/her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (ii) that he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company under the Listing Rules as of the Latest Practicable Date; and (iii) that there are no other factors that may affect his/her independence at the time of his appointments.

DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

The members of our senior management team are responsible for the management of our daily business operations.

Mr. TAN Wee Hong, aged 51, is the regional general manager of Southeast Asia of our Company. He was appointed to such position in June 2016 and is primarily responsible for the business development and operation for our Group's activities in Singapore, Malaysia, Thailand and Vietnam.

Mr. Tan joined our Group in January 1997 and has held various positions within our Group. Since January 1997, he has served as the accounts assistant of (MY) EK Logistics, assistant financial analyst of the Company, and assistant general manager, general manager of Malaysia and regional general manager of Malaysia and Thailand of (MY) EK Logistics, where he has been responsible for the overall management and financial performance of the Group's depot operation business in Malaysia and Thailand. He was later promoted to the position of the regional general manager of Southeast Asia of our Company in June 2016.

Mr. Tan obtained his master of business administration degree with a specialisation in international business from University of Southern Queensland in Australia in March 2006. He has been a member of the Association of Chartered Certified Accountants (ACCA) since June 2000 and a fellow of the Association of Chartered Certified Accountants (ACCA) since June 2005, and a chartered accountant of the Malaysian Institute of Accountants (MIA) since November 2004.

Mr. CHAN Terry Tat-lee (陳達理), aged 58, is the group marketing general manager of our Company. He was appointed to such position in July 2016 and is primarily responsible for the client management and business development of our Group.

Mr. Chan joined our Group in August 1992 and has held various positions within our Group. From August 1992 to October 1994, he served as the container controller at Eng Kong Container Services Pte Ltd, a previous subsidiary of our Company, where he was responsible for monitoring container movement and controlling and managing the container fleet system. From October 1994 to June 1999, he served as the assistant general manager at Tianjin Eng Kong Container Services Limited, a previous subsidiary of our Company, where he was in charge of the overall operation and performance of such subsidiary. From June 1999 to October 2001, he served as the general manager of (MY) EK Logistics, where he was responsible for the overall depot operations and development of new business of our Group in Malaysia. From November 2001 to June 2008, he served as the business development manager of our Company (where he was responsible for business development and setting up new depot venture locations for our Group). From November 2001 to May 2008, he also served as the general manager of sales and marketing at (SG) Reefertec, where he was responsible for expanding the reefer parts supply business of such subsidiary. From July 2008 to June 2016, he served as the general manager of marketing and commercial of our Company, where he was responsible for procuring customers. He was later promoted to the position of the group general manager of our Company in July 2016.

DIRECTORS AND SENIOR MANAGEMENT

Mr. KER Chung Wei (葛宗維), aged 57, is the group financial controller of our Company. He was appointed to such position on 24 June 2025 and is primarily responsible for overseeing the financial affairs of our Group.

Prior to joining our Group, Mr. Ker had over 13 years of experience in finance. From 1994 to 2004, he served successively as an audit senior and audit supervisor at Stephen McLaren Consultants Pte Ltd, where he was responsible for planning and conducting the audit assignments for various international clients and others. He served as an experienced assistant manager at Horwath First Trust (currently known as Crowe Horwath First Trust LLP) and Pioneer Management Services Pte Ltd from 2005 to 2006 and 2006 to 2007, respectively, where he was responsible for its ad-hoc strategic finance assignments and others. Mr. Ker joined our Group in July 2007 and served as the group finance manager until his promotion to group financial controller in June 2025.

Mr. Ker has been a member of the Association of Chartered Certified Accountants (ACCA) since 2001, a fellow of the Association of Chartered Certified Accountants (ACCA) since 2006, and a member of the Institute of Singapore Chartered Accountants (ISCA) (formerly known as the Institute of Certified Public Accountants of Singapore) since 2002.

Mr. OOI Ying Kit (黃英傑), aged 60, is the group general manager of information technology of our Company. He was appointed to such position in April 2022 and is primarily responsible for managing the information technology functions of our Group.

Prior to joining our Group, Mr. Ooi had over 18 years of experience in information technology field. From February 1993 to July 1995, he served successively as a software engineer, a senior software engineer and a software development manager at SunTze Communications Engineering Pte Ltd, a computer systems integration company in Singapore, where he was responsible for software development. From December 2000 to August 2007, he served as the regional IT manager at MHE-Demag (S) Pte Ltd, a material handling equipment manufacturer in Singapore. From March 2008 to June 2011, he served as the group IT manager at Fu Yu Corporation Limited, a precision plastic components manufacturer in Singapore. He joined our Group in 2012 and served as the group information technology manager of our Company from February 2012 to March 2022, where he was responsible for overseeing the information technology functions of our Group. He was later promoted to the position of the group general manager of information technology of our Company in April 2022.

Mr. Ooi obtained his diploma in programming and systems analysis from Singapore Polytechnic/ Japan-Singapore Institute of Software Technology in Singapore in July 1990. He obtained his master of science degree in computer science (artificial intelligence) from University of Essex in the United Kingdom in December 1992.

Mr. ZHANG Jianwei (張建偉), aged 57, is the general manager of (PRC) SH Keyun and (PRC) SH Yifa. He was appointed as the general manager of (PRC) SH Yifa and (PRC) SH Keyun in July 2001 and May 2008, respectively, and is primarily responsible for the day-to-day operations of (PRC) SH Yifa and (PRC) SH Keyun.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Zhang has over 22 years of experience in management and operations in the container depot industry since joining our Group in July 2001 as a manager of (PRC) SH Yifa.

During the three years immediately preceding the date of this document, each of our senior management has not been a director of a public company with securities listed on any securities market in Hong Kong or overseas.

SINGAPORE COMPANY SECRETARY

Ms. CHAN Lai Yin is the Singapore company secretary of our Company. She was appointed on 30 April 2025.

Ms. Chan has been a director of the corporate secretarial team of Tricor Singapore Pte Ltd since April 2025, a company providing corporate services. Ms. Chan has over 25 years of experience in the corporate secretarial industry. She has offered her expertise to a diverse range of entities including private companies, charities, public listed companies, and offshore entities, in various corporate matters such as due diligence for mergers and acquisitions, company restructuring related to share capital and board changes, setting up and closing of entities in Singapore.

Ms. Chan has been an associate member and practising chartered secretary registered with the Chartered Secretaries Institute of Singapore (CSIS) since 2005. Prior to this, she was an associate member and chartered secretary registered with the Malaysian Association of The Institute of Chartered Secretaries and Administrators since 2001.

Before Ms. Chan graduated in February 2001 from the Institute of Chartered Secretaries and Administrators, she studied O-level and A-level at Bukit Bintang Girls' School and St. John's Institution respectively.

HONG KONG SECRETARY

Ms. AU-YEUNG, Nelly is the Hong Kong company secretary of our Company. She was appointed on 28 August 2023.

Ms. Au-Yeung is currently a senior manager of corporate services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Ms. Au-Yeung has over 10 years of experience in the corporate secretarial field. She has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies.

Ms. Au-Yeung is the company secretary/joint company secretary of several companies listed on the Stock Exchange. Ms. Au-Yeung is a chartered secretary, a chartered governance professional and an associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

She obtained her Bachelor of Arts in Economics and Finance from Hong Kong Shue Yan University in July 2011 and obtained her Master of Corporate Governance from The Hong Kong Polytechnic University in September 2018.

DIRECTORS AND SENIOR MANAGEMENT

BOARD COMMITTEES

Our Company has established three committees under the Board pursuant to corporate governance practice requirements under the Listing Rules, namely the Audit Committee, Remuneration Committee and Nomination Committee.

Audit committee

We have established an audit committee in compliance with Rule 3.21 of the Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal controls system of the Group, and to advise the Board. The audit committee comprises three independent non-executive Directors, namely Mr. Fong, Ms. Lam and Mr. Yang. Mr. Fong, being the chairman of the committee, is appropriately qualified as required under Rules 3.10(2) and 3.21 of the Listing Rules.

Remuneration committee

We have established a remuneration committee in compliance with Rule 3.25 of the Listing Rules. The primary duties of the remuneration committee are to review and make recommendations to the Board regarding the terms of remuneration packages, bonuses and other compensation payable to our Directors and senior management. The remuneration committee comprises one executive Director, one non-executive Director and three independent non-executive Directors, namely Mr. Ng, Mr. Marti, Ms. Lam, Mr. Fong and Mr. Yang. Mr. Yang is the chairman of the committee.

Nomination committee

We have established a nomination committee in compliance with Rule 3.27A of the Listing Rules. The primary duties of the nomination committee are to make recommendations to our Board regarding the appointment of Directors and Board succession. The nomination committee comprises one executive Director, one non-executive Director and three independent non-executive Directors, namely Mr. Li, Mr. Marti, Ms. Lam, Mr. Fong and Mr. Yang. Mr. Li is the chairman of the committee.

COMPENSATION OF DIRECTORS AND MANAGEMENT

The compensation and remuneration of our Directors and members of the senior management of our Company are determined by the Shareholders' meetings and our Board of Directors as appropriate in the form of salaries and bonuses. Our Company also reimburses them for expenses which are necessary and reasonably incurred in providing services to our Company or discharging their duties in relation to the operations of our Company. When reviewing and determining the specific remuneration packages for our Directors and members of the senior management of our Company, the Shareholders' meetings and the Board of Directors take into account factors such as salaries paid by comparable companies, time commitment, level of responsibilities, employment elsewhere in our Group and desirability of performance-based remuneration.

DIRECTORS AND SENIOR MANAGEMENT

Our Company offers executive Directors and senior management members, compensation in the form of salaries and bonuses. Our non-executive Directors do not receive any fees, salaries, allowances, discretionary bonus, pension schemes contribution or other benefits in kind. The independent non-executive Directors receive compensation based on their responsibilities.

The aggregate amounts of remuneration (including fees, salaries, contribution to pension schemes, housing allowances, other allowances and benefits-in-kind and discretionary bonuses) paid to our Directors for the years ended 31 December 2023, 2024 and 2025 were approximately S\$4.2 million, S\$2.9 million and S\$2.9 million, respectively. As disclosed in the Accountants’ Report in Appendix I to this document, S\$7,000 was paid to each of the independent non-executive Directors in 2025, as they had been temporarily appointed as Directors between June and August 2025 as part of the Company’s previous listing application.

The five highest paid individuals of our Group for each of the years ended 31 December 2023, 2024 and 2025 included 2, 2 and 2 Directors, respectively, whose remuneration are included in the aggregate amounts of remuneration paid to the relevant Directors as set out above. For each of the years ended 31 December 2023, 2024 and 2025, the aggregate amounts of remuneration (including fees, salaries, contribution to pension schemes, housing allowances, other allowances and benefits-in-kind and discretionary bonuses) paid to the remaining 3, 3 and 3 individuals were approximately S\$1.9 million, S\$1.5 million and S\$1.0 million, respectively. Further details on the remuneration of the five highest paid individuals during the Track Record Period are set out in the Accountants’ Report in Appendix I to this document.

It is estimated that remuneration and benefits in kind (including estimated performance related bonus and share-based payment under any MIP) equivalent to approximately S\$2.6 million in aggregate will be paid to our Directors by us for the year ending 31 December 2026, based on the arrangements in force as of the date of this document.

COMPLIANCE ADVISER

We have appointed Quam Capital Limited as our compliance adviser (the “**Compliance Adviser**”) pursuant to Rule 3A.19 of the Listing Rules. Our Compliance Adviser will provide us with guidance and advice as to compliance with the Listing Rules and applicable Hong Kong laws. The compliance adviser fee payable to the Compliance Adviser is HK\$240,000 per annum. Pursuant to Rule 3A.23 of the Listing Rules, our Compliance Adviser will advise our Company in certain circumstances including: (i) before the publication of any regulatory announcement, circular, or financial report; (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases; (iii) where our Group’s business activities, development or results of operations deviate from any forecast, estimate or other information in this document; and (iv) where the Stock Exchange makes an inquiry to our Company regarding unusual movements in the price or trading volume of its [REDACTED] securities or any other matters in accordance with Rule 13.10 of the Listing Rules.

The term of appointment of our Compliance Adviser shall commence on the [REDACTED] and is expected to end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED].

DIRECTORS AND SENIOR MANAGEMENT

BOARD DIVERSITY

Our Board has adopted a board diversity policy in accordance with Rule 13.92 of the Listing Rules. With a view to achieving sustainable and balanced development, we are committed to increasing diversity in our Board in order to bring in innovation, fresh and broad business perspectives and enhance the decision-making process of our Board. Our Board is of the view that having diversity will help our Company better understand and meet the needs of the customers and maintain our competitive advantages in the project management service industry.

Selection of Director candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy and contribution that the selected candidates may bring to our Board, and candidates will be considered against objective criteria, having due regard to the benefits of diversity to our Board. Our Nomination Committee will monitor the implementation of our Board diversity policy on an ongoing basis. It shall report annually, in our corporate governance report, on our Board's composition under diversified perspectives together with a summary of our Board diversity policy, the measurable objectives for implementing this policy and the progress of achieving our objectives to achieve Board diversity.

Our Board comprises seven members and one alternate Director, including two female Directors, five male Directors and one male alternate Director with a balanced mix of knowledge and skills, including container depot, transportation and finance. We have three independent non-executive Directors who have different industry backgrounds, including audit, finance, corporate governance and law. Furthermore, our Board has a relatively wide range of ages, ranging from 34 to 78 years old.

With regards to gender diversity on the Board, we recognize the particular importance of gender diversity. Our Board currently comprises seven Directors and one alternate Director, including two female Directors. Our senior management also currently comprises four members, including one female member. We have taken and will continue to take steps to promote and enhance gender diversity at all levels of our Company. Our board diversity policy provides that our Board shall take opportunities when selecting and making recommendations on suitable candidates for Board appointments with the aim to increase the proportion of female members over time after the [REDACTED]. We will also ensure that there is gender diversity when recruiting staff at mid to senior level so that we will have a pipeline of female senior management and potential successors to our Board going forward. It is our objective to maintain an appropriate balance of gender diversity with reference to the stakeholders' expectation and international and local recommended best practices. The appointment of two female Directors out of a total of seven Directors and one alternate Director satisfies our current target gender ratio under our board diversity policy.

Taking into account our business model and specific needs and also the above (including our presence of two female Directors out of a total of seven Directors and one alternate Director), we consider that the composition of our Board satisfies our board diversity policy.

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, each of the following persons will, immediately upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account the Shares to be issued upon exercise of the Post-[REDACTED] Share Options), have an interest or short position in our Shares or underlying Shares which would be required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, are directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or our subsidiaries:

(a) Interest in our Company

Name of Shareholder	Nature of Interest	Shares held as of the Latest Practicable Date		Shares held immediately upon completion of the [REDACTED]	
		Number	Approximate Percentage	Number	Approximate Percentage
NEKCG ⁽¹⁾	Beneficial owner	262,493,736	100.0	[REDACTED]	[REDACTED]
NEKCH ⁽¹⁾	Interest in a controlled corporation	262,493,736	100.0	[REDACTED]	[REDACTED]
NEKGH ^(1, 5)	Interest in a controlled corporation	262,493,736	100.0	[REDACTED]	[REDACTED]
Mr. Li ^(1, 2)	Beneficial owner, interests held jointly with another person	262,493,736	100.0	[REDACTED]	[REDACTED]
Ms. Li Ng Chiu Ying ^(1, 2)	Interest of a spouse	262,493,736	100.0	[REDACTED]	[REDACTED]
Mr. Ng ^(1, 3)	Beneficial owner, interests held jointly with another person	262,493,736	100.0	[REDACTED]	[REDACTED]
Ms. Li Ping Tei ^(1, 3)	Interest of a spouse	262,493,736	100.0	[REDACTED]	[REDACTED]
Mr. Leung ^(1, 4)	Beneficial owner, interests held jointly with another person	262,493,736	100.0	[REDACTED]	[REDACTED]
Navis Asia Fund V ^(1, 4)	Interest in a controlled corporation	262,493,736	100.0	[REDACTED]	[REDACTED]
Navis GP (LP) ^(1, 4)	Interest in a controlled corporation	262,493,736	100.0	[REDACTED]	[REDACTED]
Navis GP (Ltd) ^(1, 4)	Interest in a controlled corporation	262,493,736	100.0	[REDACTED]	[REDACTED]
Navis GP Investment Holdco Ltd. ^(1, 4)	Interest in a controlled corporation	262,493,736	100.0	[REDACTED]	[REDACTED]
Navis Capital Partners Ltd. ^(1, 4)	Interest in a controlled corporation	262,493,736	100.0	[REDACTED]	[REDACTED]
Mr. Rodney Chadwick Muse ^(1, 4)	Interest in a controlled corporation	262,493,736	100.0	[REDACTED]	[REDACTED]
Mr. Nicholas Rupert Heylett Bloy ^(1, 4)	Interest in a controlled corporation	262,493,736	100.0	[REDACTED]	[REDACTED]

SUBSTANTIAL SHAREHOLDERS

Notes:

1. NEKCG is an investment holding company, which is owned as follows: (1) NEKCH as to approximately 79.4%; (2) NEKGH as to approximately 5.6%; (3) Mr. Li as to approximately 7.3%; (4) Mr. Ng as to approximately 6.4%; and (5) Mr. Leung as to approximately 1.3%. As they together form a group of controlling shareholders, NEKCG is a controlled corporation of each of NEKCH, NEKGH, Mr. Li, Mr. Ng and Mr. Leung, and each of them is deemed to be interested in the same number of Shares that NEKCG is interested in under the SFO.
2. Ms. Li Ng Chiu Ying is the spouse of Mr. Li and is therefore deemed to be interested in the same number of Shares that Mr. Li is interested in under the SFO.
3. Ms. Li Ping Tei is the spouse of Mr. Ng and is therefore deemed to be interested in the same number of Shares that Mr. Ng is interested in under the SFO.
4. NEKGH is owned as to 89.9% by Navis Asia Fund V. Navis Asia Fund V is an exempted limited partnership registered under the laws of the Cayman Islands, whose general partner is Navis GP (LP). Navis GP (LP) is also an exempted limited partnership registered under the laws of the Cayman Islands, whose general partner is Navis GP (Ltd). Navis GP (Ltd) is wholly-owned by Navis GP Investment Holdco Ltd., which is in turn owned as to approximately 80% by Navis Capital Partners Ltd., which is in turn controlled as to approximately 42% by each of Mr. Rodney Chadwick Muse and Mr. Nicholas Rupert Heylett Bloy. Therefore, each of Navis Asia Fund V, Navis GP (LP), Navis GP (Ltd), Navis GP Investment Holdco Ltd., Navis Capital Partners Ltd., Mr. Rodney Chadwick Muse and Mr. Nicholas Rupert Heylett Bloy is deemed to be interested in the same number of Shares that NEKGH is interested in under the SFO.

(b) Interest in our Subsidiaries

Name of our subsidiary	Name of shareholders	Shares held as of the Latest Practicable Date		Shares held immediately upon completion of the [REDACTED]	
		Number	Approximate Percentage	Number	Approximate Percentage
(HK) MF Container	Central Holdings Limited	300,000	20.0	300,000	20.0
(HK) MF Reefer	Central Holdings Limited	300,000	20.0	300,000	20.0
(MY) Reefertec	Mr. Lee Thian Hee	120,000	40.0	120,000	40.0
(SG) Reefertec	Mr. Ho Gien Hwa Michael	18,000	10.0	18,000	10.0
(SG) YF Container	Xing Pingping	40,000	40.0	40,000	40.0

Save as disclosed above, our Directors are not aware of any persons who will, immediately following completion of the [REDACTED], have an interest or a short position in our Shares or underlying Shares which would be required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or our subsidiaries. Our Directors are not aware of any arrangement which may at a subsequent date result in a change of control of our Company or our subsidiaries.

CONNECTED TRANSACTIONS

We have entered into an agreement with our connected person, the details of which are set out below. The transaction disclosed in this section is expected to continue after [REDACTED] and will constitute our continuing connected transactions under Chapter 14A of the Listing Rules upon [REDACTED].

(A) CONNECTED PERSONS

The following party will become our connected person and will have continuing connected transactions with our Group upon [REDACTED]:

Connected Person	Connected Relationship
NEKCG	Our Controlling Shareholder, and hence our connected person

(B) FULLY EXEMPT CONTINUING CONNECTED TRANSACTIONS

1. Shared Administrative Services Framework Agreement

Description of the Transaction

On 25 June 2026, our Company entered into a shared administrative services framework agreement (the “**Shared Administrative Services Framework Agreement**”) with NEKCG (our Controlling Shareholder), pursuant to which our Company agreed to provide certain support administrative services such as human resource, administration, corporate secretarial services, accounting and finance services (the “**Shared Administrative Services**”) to NEKCG for a term commencing from the [REDACTED] until 31 December 2028. The Shared Administrative Services will be charged by our Company on a cost basis, and the relevant costs must be identifiable and allocated to NEKCG based on the actual expenses incurred by NEKCG.

Historical Transaction Amounts

During the Track Record Period, the cost of such Shared Administrative Services was borne by our Company given that we were a wholly-owned subsidiary of NEKCG. As such, the historical amounts received by us from NEKCG for the Shared Administrative Services was nil during the Track Record Period.

Annual Caps

Our Directors estimate that the maximum annual amounts payable by NEKCG to us in relation to the Shared Administrative Services for each of the years ending 31 December 2026, 2027 and 2028 will not exceed S\$20,000, S\$20,000 and S\$20,000, respectively.

CONNECTED TRANSACTIONS

Reasons for the Transaction

We have historically provided NEKCG the Shared Administrative Services. We intend to continue such arrangement with NEKCG after [REDACTED]. We believe that the entering into of the Shared Administrative Services Agreement can optimise the overall administrative cost structure and bring administrative convenience to our Group, and is beneficial to us and our Shareholders as a whole.

Listing Rules Implications

As the Shared Administrative Services constitute the sharing of administrative services on a cost basis, and the costs will be identifiable and will be allocated to the parties on a fair and equitable basis, the transaction under the Shared Administrative Services Framework Agreement will be exempt from all of the reporting, annual review, announcement, circular and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules pursuant to Rule 14A.98 of the Listing Rules.

SHARE CAPITAL

SHARE CAPITAL OF THE COMPANY

All of the issued Shares of our Company comprise ordinary shares. Pursuant to the Singapore Companies Act, companies incorporated in Singapore no longer have an authorised share capital and there is no concept of par value in respect of issued shares.

As at the date of this document, our Company's issued and paid-up share capital was S\$28,842,339.39 (excluding share issuance costs).

Assuming the [REDACTED] is not exercised, the issued share capital of our Company immediately upon completion of the [REDACTED] will be as follows (without taking into account the Shares to be issued upon exercise of the Post-[REDACTED] Share Options):

Shares issued or to be issued, fully paid or credited as fully paid:

Shares in issue as of the date of this document	285,940,889
Shares to be issued pursuant to the conversion of the Pre-[REDACTED] Convertible Bonds	[REDACTED]
Shares to be issued pursuant to the Pre-[REDACTED] Share Awards	[REDACTED]
Shares to be issued pursuant to the [REDACTED] (assuming the [REDACTED] is not exercised)	<u>[REDACTED]</u>
	<u>[REDACTED]</u>

Assuming the [REDACTED] is exercised in full, the issued share capital of our Company immediately upon completion of the [REDACTED] will be as follows (without taking into account the Shares to be issued upon exercise of the Post-[REDACTED] Share Options):

Shares issued or to be issued, fully paid or credited as fully paid:

Shares in issue as of the date of this document	285,940,889
Shares to be issued pursuant to the conversion of the Pre-[REDACTED] Convertible Bonds	[REDACTED]
Shares to be issued pursuant to the Pre-[REDACTED] Share Awards	[REDACTED]
Shares to be issued pursuant to the [REDACTED] (assuming the [REDACTED] is not exercised)	[REDACTED]
Shares to be issued pursuant to the [REDACTED] (assuming it is exercised in full)	<u>[REDACTED]</u>
	<u>[REDACTED]</u>

Assumptions:

The above table assumes that the [REDACTED] has become unconditional and the Shares are issued pursuant to the [REDACTED]. It takes no account of (a) any Shares which may be allotted and issued pursuant to the exercise of the Post-[REDACTED] Share Options; or (b) any Shares which may be allotted and issued or repurchased by our Company pursuant to the general mandates granted to our Directors to issue or repurchase Shares as described below.

SHARE CAPITAL

TREASURY SHARES

Shares purchased or acquired by our Company may be held as treasury Shares or cancelled as provided in the Singapore Companies Act. See “Appendix IV – Summary of the Constitution of our Company and Singapore Company Law” for a summary of some of the provisions on treasury shares under the Singapore Companies Act. As of the Latest Practicable Date, no treasury Shares are held by the Company. Under the Listing Rules, (i) the [REDACTED] of all Shares which are purchased by the Company which are held as treasury Shares shall be retained, and the Company shall ensure that treasury Shares are appropriately identified and segregated; and (ii) the [REDACTED] of all Shares which are purchased by the Company but not held as treasury Shares shall be automatically cancelled upon purchase, and the documents of title of these purchased Shares shall be cancelled and destroyed as soon as reasonably practicable following settlement of any such purchase.

RANKING

The [REDACTED] Shares and all Shares shall rank *pari passu* with all existing Shares in issue on the date of the allotment and issue of such Shares, and in particular will be entitled to all dividends or other distributions declared, made or paid after the date of this document.

MINIMUM PUBLIC FLOAT

Pursuant to Rule 8.08(1)(a) Listing Rules, at the time of the [REDACTED] and at all times thereafter, we must maintain the minimum prescribed percentage of at least 25% of our total issued share capital in the hands of the public (as defined in the Listing Rules).

SHARE SCHEMES

We have conditionally adopted the Pre-[REDACTED] Share Award Scheme pursuant to which we granted Pre-[REDACTED] Share Awards as further described in “Appendix V – Statutory and General Information – D. Pre-[REDACTED] Share Award Scheme”. We have also conditionally adopted the Post-[REDACTED] Share Option Scheme as further described in “Appendix V – Statutory and General Information – E. Post-[REDACTED] Share Option Scheme”.

GENERAL MANDATE TO ISSUE SHARES

Conditional on the fulfilment of all conditions as stated in the section headed “Structure and Conditions of the [REDACTED]”, our Directors have been granted with a general unconditional mandate to allot, issue and deal with Shares in aggregate number of not more than the sum of:

- (a) 20% of the aggregate nominal value of our entire issued share capital immediately upon completion of the [REDACTED] (but excluding any Shares that may be issued upon exercise of the [REDACTED]); and
- (b) the aggregate number of Shares repurchased by our Company, if any, under the Repurchase Mandate referred to below (“**Issuing Mandate**”).

SHARE CAPITAL

The aggregate number of the Shares which our Directors are authorised to allot and issue under this Issuing Mandate will not be reduced by the allotment and issue of Shares pursuant to (i) a rights issue, or (ii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with our Constitution; or (iii) any specific authority granted by our Shareholders in general meeting(s); or (iv) any arrangement which may be regulated under Chapter 17 of the Listing Rules.

This mandate will expire at the earliest of:

- (a) the conclusion of our Company’s next annual general meeting unless by ordinary resolution passed at that meeting, the Issuing Mandate is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which our Company is required by the applicable Singapore law or our Constitution to hold our next annual general meeting; or
- (c) when varied, revoked or renewed by an ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, see “Appendix V – Statutory and General Information – A. Further Information about our Group – 5. Written resolutions of our Shareholders passed on 25 June 2026” in this document.

GENERAL MANDATE TO REPURCHASE SHARES

Our Directors have been granted with a general unconditional mandate to exercise all the powers of our Company to repurchase Shares in an aggregate number of not more than 10% of the aggregate number of the Shares in issue following the completion of the [REDACTED] (but excluding any Shares that may be issued upon exercise of the [REDACTED]) (“**Repurchase Mandate**”).

This mandate only relates to repurchases made on the Stock Exchange, or any other stock exchange on which the Shares are [REDACTED] (and which is recognized by the SFC and the Stock Exchange for this purpose), and which are made in accordance with all applicable laws and requirements of the Listing Rules. Further information required by the Stock Exchange to be included in this document regarding the repurchase of Shares is set out in “Appendix V – Statutory and General Information – A. Further Information about our Group – 6. Repurchases by our Company of its own securities” in this document.

This Repurchase Mandate will expire at the earliest of:

- (a) the conclusion of our Company’s next annual general meeting unless by ordinary resolution passed at that meeting, the Repurchase Mandate is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which our Company is required by the applicable Singapore law or our Constitution to hold our next annual general meeting; or
- (c) when varied, revoked or renewed by an ordinary resolution of our Shareholders in general meeting.

For further details of this general mandate, see “Appendix V – Statutory and General Information – A. Further Information about our Group – 5. Written resolutions of our Shareholders passed on 25 June 2026” in this document.

FINANCIAL INFORMATION

You should read the following discussion and analysis in conjunction with our consolidated financial information and notes thereto set forth in the Accountants’ Report as set out in Appendix I to this document and our selected historical consolidated financial information and operating data included elsewhere in this document. The historical financial information included as Appendix I has been prepared in accordance with the accounting policies which conform with the IFRS Accounting Standards as issued by the IASB.

The following discussion and analysis contain certain forward-looking statements that reflect our current views with respect to future events and our financial performance. These statements are based on assumptions and analyses made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. However, whether actual outcomes and developments will meet our expectations and predictions depends on a number of risks and uncertainties over which we do not have control. In evaluating our business, you should carefully consider the information provided in this document, including the sections headed “Risk Factors” and “Business”.

The following discussion and analysis also contain certain amounts and percentage figures that have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them and all monetary amounts shown are approximate amounts only.

OVERVIEW

We are the largest container depot operator in Singapore and the second largest in Southeast Asia with a market share of 16.2% and 5.9% respectively in terms of container throughput in 2025, according to the Frost & Sullivan Report, serving mainly container shipping lines and container leasing companies operating in the ASEAN region and the PRC. Headquartered in Singapore with operations in the PRC, Hong Kong, Malaysia, Thailand and Vietnam, as at the Latest Practicable Date, we operate 18 container depots across 10 locations with the ability to offer a range of container and logistic related services. We derived our revenues primarily under the following three main business segments: (i) container depot operations; (ii) warehousing and CFS; and (iii) container sales and new-build container inspection. In addition, we also derived revenue from the provision of freight forwarding services in Qingdao, PRC incidental to our container depot operations to remain competitive and support our container depot operations in this location.

For the years ended 31 December 2023, 2024 and 2025, our revenue was approximately S\$155.5 million, S\$165.0 million and S\$149.2 million, respectively, whilst our Group’s reported net profit for the same periods was approximately S\$8.4 million, S\$11.6 million and S\$13.3 million, respectively. Our revenue increased from the year ended 31 December 2023 to 2024, which was primarily attributable to: (i) the increase in revenue generated from our container sales and new-build container inspection as a result of the increasing demand from certain customers due to Red Sea crisis; and (ii) the increase in revenue generated from other (freight forwarding services in Qingdao) as a result of the fluctuating freight rates during 2024. Our revenue decreased from the year ended 31 December 2024 to 2025, which was primarily attributable to decrease in storage, handling and repair volumes in Singapore, closure of warehouse business in Hong Kong and a decline in handling and warehouse revenue in the PRC. For

FINANCIAL INFORMATION

further details on the impact of the key changes in global shipping market conditions during the Track Record Period on the Group and the industry as a whole, please refer to the paragraphs headed “Business – Changes in global shipping market conditions during the Track Record Period” in this document.

BASIS OF PREPARATION

Our historical financial information has been prepared in accordance with the accounting policies which conform with IFRS Accounting Standards as issued by the IASB.

The historical financial information have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period. For further details, please refer to Notes 2 and 4 to the Accountants’ Report as set out in Appendix I to this document.

PRINCIPAL FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our Group’s business, results of operations and financial conditions have been and are expected to be affected by a number of principal factors, including those set out below and in the section headed “Risk Factors” in this document:

Range of services and goods offerings

Our range of services and goods offerings directly affects our results of operations and financial condition. Our business segments comprise (i) container depot operations; (ii) warehousing and CFS; (iii) container sale and new-build container inspection; and (iv) other (freight forwarding services in Qingdao), each with its own distinctive features, pricing policy and cost components. Furthermore, we may experience different TEU throughput and/or demands from our container depot operations, and one-off purchases and services in our container sales and new-build container inspection segment. Consequently, any variations in such factors may directly impact our gross profit margins. Thus, our results of operations may vary from period to period as a result of the changes in our revenue composition from our different business segments in the future.

Fluctuations in trade volume and flow

As a container depot operator, our business and financial performance are intrinsically linked to global trade and shipping supply chains. Fluctuations in economic conditions, freight rates and related factors affecting international shipping directly impact our operations. For further details, see “Business – Changes in global shipping market conditions during the Track Record Period” in this document.

Our container depot operations and warehousing and CFS services that involve containers and cargo moving to or from overseas markets are directly influenced by trade volumes and flows across our operating regions. Such volumes are subject to factors beyond our control, including global economic, financial and political conditions, pandemic-related supply chain disruptions, and trade disputes and sanctions. Declining trade volumes would reduce container movement frequency (TEU handling throughput) within our depots, adversely affecting depot handling fee revenues.

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As fluctuations in global trade may generate income under certain revenue streams whilst producing losses under others, accurately forecasting the impact on demand for our services and financial performance remains inherently challenging.

Our operational staff

Our employees’ remuneration comprises (i) salaries and wages paid to all of our operational employees; (ii) contributions to various benefit plans; and (iii) other employee benefits. For the years ended 31 December 2023, 2024 and 2025, our employees’ remuneration in our cost of revenue amounted to approximately S\$22.5 million, S\$22.2 million and S\$19.8 million, which represented approximately 20.7%, 18.3% and 18.8% of our cost of revenue for the same periods, respectively. As our container depot and warehousing and CFS operations are considered as labour intensive operations, any changes to the headcount or increase in minimum wages may have an adverse impact on the financial performance and profitability of our Group.

Land costs

Our land costs primarily represent (i) the depreciation of our right-of-use assets, namely, our leases for our operations in accordance with IFRS 16; and (ii) short-term lease payments for lease terms that are 12 months or less. For the years ended 31 December 2023, 2024 and 2025, our land costs amounted to approximately S\$15.3 million, S\$14.9 million and S\$14.0 million, respectively, which represented approximately 14.1%, 12.3% and 13.3%, respectively, of our total cost of revenue for the respective periods.

As our container depots and warehousing and CFS operations are considered as land dependent operations, any variations in rental payments, early terminations or new leases may have an adverse impact on the financial performance and profitability of our Group. For factors that could affect our land costs, please refer to the paragraph headed “Risk factors – Risks relating to our business and our industry – We are susceptible to risks associated with land availability, including rental costs increases, early termination of leases, difficulties in renewing existing leases and any unexpected land acquisitions, resumption or expropriation” in this document.

Trucking and transportation expenses

Our trucking and transportation expenses primarily represent subcontracting fee paid to outsourced truckers/haulers for ground transportation between depots or terminals and between depots and designated locations assigned by our customers. For the years ended 31 December 2023, 2024 and 2025, our trucking and transportation expenses amounted to approximately S\$11.7 million, S\$10.4 million and S\$6.6 million, respectively, which represented approximately 10.8%, 8.5% and 6.3% of our costs of revenue for the same period, respectively.

We are exposed to interest rate risks

We are exposed to interest rate risk through the impact of rate changes on interest bearing liabilities and assets. Our cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and bank borrowings. Please refer to the paragraph headed “Financial Information – Market and Other Financial Risk Management” in this document for further details.

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Sensitivity analysis

For illustrative purpose only, the following sensitivity analysis illustrates the impact of hypothetical fluctuations of the foregoing principal factors affecting our results of operations on our profit before tax, assuming other variables remain unchanged for the dates indicated. The amount of fluctuation used in the sensitivity analysis takes into account historical fluctuations during the Track Record Period.

	For the year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
<i>Changes in depot handling throughput in terms of TEU</i>			
+/- 5%	(+/-) 2,390	(+/-) 2,416	(+/-) 2,347
+/- 10%	(+/-) 4,781	(+/-) 4,832	(+/-) 4,695
+/- 15%	(+/-) 7,171	(+/-) 7,248	(+/-) 7,042
<i>Changes in other (freight forwarding services in Qingdao) business segment</i>			
+/- 20%	(+/-) 4,054	(+/-) 6,864	(+/-) 6,503
+/- 40%	(+/-) 8,108	(+/-) 13,728	(+/-) 13,006
<i>Changes in employee's remuneration in our cost of revenue</i>			
+/- 2%	(+/-) 451	(+/-) 445	(+/-) 396
+/- 10%	(+/-) 2,253	(+/-) 2,223	(+/-) 1,982
<i>Changes in land costs</i>			
+/- 5%	(+/-) 767	(+/-) 747	(+/-) 701
+/- 10%	(+/-) 1,533	(+/-) 1,493	(+/-) 1,402
<i>Changes in transportation expenses</i>			
+/- 5%	(+/-) 585	(+/-) 518	(+/-) 332
+/- 20%	(+/-) 2,338	(+/-) 2,070	(+/-) 1,329
<i>Changes in cost of bank borrowing</i>			
+/- 1%	(+/-) 130	(+/-) 62	(+/-) 252
+/- 2%	(+/-) 260	(+/-) 125	(+/-) 507
+/- 3%	(+/-) 390	(+/-) 187	(+/-) 760

MATERIAL ACCOUNTING POLICY INFORMATION, JUDGMENTS AND ESTIMATES

We have identified certain accounting policies that are significant to the preparation of our consolidated financial statements and important for understanding our financial position and results of operations.

Our material accounting policy information, judgments and estimates that are important for you to understand our financial condition and results of operations, are set out in detail in Notes 4 and 5 to the Accountants' Report as set out in Appendix I to this document. Some of our accounting policies involve subjective assumptions and estimates, as well as complex judgments relating to accounting items. Our estimates are based on historical experience, latest information and other assumptions that we believe to be reasonable under the current circumstances. Actual results may differ under different assumptions and conditions. We have not changed our assumptions or estimates in the past. Under current circumstances, we do not expect that our assumptions or estimates are likely to change significantly in the foreseeable future.

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Our Directors have identified the below accounting policies, estimates and judgments that they believe are critical to the preparation of our financial statements.

Revenue

Revenue from contracts with customers

We recognise revenue when (or as) a performance obligation is fulfilled, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer. A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Revenue is recognised over time when control is transferred as progress is made towards fulfilling the customer’s requirements. If none of the specified conditions are met, revenue is recognised at a specific point in time when the customer gains control of the distinct good or service.

Please refer to Note 4 to the Accountants’ Report as set out in Appendix I to this document for further details of our accounting policy in relation to revenue recognition.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Our Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Please refer to Note 4 to the Accountants’ Report as set out in Appendix I to this document for further details of our accounting policy in relation to taxation.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Construction in progress comprising development and construction costs incurred during the period of construction are carried at cost, less any impairment losses. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Please refer to Note 4 to the Accountants’ Report as set out in Appendix I to this document for further details of our accounting policy in relation to property, plant and equipment.

Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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For contracts entered into or modified on or after the date of initial application of IFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

Please refer to Note 4 to the Accountants’ Report as set out in Appendix I to this document for further details of our accounting policy in relation to leases.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

The table below sets out our consolidated statements of profit or loss during the Track Record Period, which shall be read in conjunction with the Accountants’ Report as set out in Appendix I to this document:

	For the year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Revenue	155,523	165,022	149,170
Cost of revenue	(108,577)	(121,824)	(105,202)
Gross profit	46,946	43,198	43,968
Other income	1,326	1,402	1,170
Selling and distribution expenses	(2,370)	(2,398)	(2,668)
Administrative expenses	(25,458)	(21,297)	(18,387)
Other gains and losses	(480)	65	(546)
Impairment loss under expected credit losses model, net	(1,192)	(370)	(132)
Share of results of associates	96	501	557
Finance costs	(2,245)	(2,174)	(1,676)
[REDACTED] expenses	[REDACTED]	[REDACTED]	[REDACTED]
Profit before tax	12,908	15,678	17,604
Income tax expense	(4,538)	(4,060)	(4,338)
Profit for the year	<u>8,370</u>	<u>11,618</u>	<u>13,266</u>
Profit for the year attributable to:			
Owners of the Company	7,697	11,085	13,091
Non-controlling interests	<u>673</u>	<u>533</u>	<u>175</u>
	<u>8,370</u>	<u>11,618</u>	<u>13,266</u>

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Non-IFRS Measure

To supplement our consolidated financial statements which are presented in accordance with accounting policies which conform with IFRS Accounting Standards as issued by the IASB, we also presented the adjusted net profit (non-IFRS measures) and adjusted net profit margin (non-IFRS measures) as additional financial measures, which are not required by, or presented in accordance with IFRS. We believe that the presentation of non-IFRS financial measures when shown in conjunction with the corresponding IFRS financial measures provides useful information to potential [REDACTED] and management in facilitating a comparison of our operating performance from period to period. Such non-IFRS financial measures allow [REDACTED] to consider metrics used by our management in evaluating our performance. The use of non-IFRS financial measures has limitations as an analytical tool, and you should not consider these in isolation from, or as a substitute for analysis of our results of operations or financial condition as reported under IFRS.

We defined adjusted net profit (non-IFRS measure) as net profit for the years adjusted by adding back [REDACTED] expenses and equity-settled share-based expenses. The table below sets forth the adjusted net profit (non-IFRS measure) and the adjusted net profit margin (non-IFRS measure) during the Track Record Period:

	For the year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Profit for the year	8,370	11,618	13,266
<i>Add:</i>			
[REDACTED] expenses ⁽¹⁾	[REDACTED]	[REDACTED]	[REDACTED]
Equity-settled share-based expenses ⁽²⁾	3,535	–	–
Adjusted profit for the year (non-IFRS measure)	15,620	14,867	17,948
Adjusted profit margin for the year (non-IFRS measure)	10.0%	9.0%	12.0%

Notes: (1) [REDACTED] expenses are mainly expenses related to the [REDACTED] and are added back because they were incurred for the purposes of [REDACTED].

(2) Our equity-settled share-based expenses refers to the estimated fair value of the MIP units granted by NEKCG to certain directors of our Company and certain employees of our Group. The MIP units are awarded when the Group achieves specific earnings before interest, taxation, depreciation and amortisation and return on capital employed targets from its consolidated results. For details of our MIP, please refer to Note 31 of the Accountants' Report as set out in Appendix I to this document.

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DESCRIPTION OF SELECTED ITEMS FROM CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

Revenue

During the Track Record Period, our revenue was mainly generated from (i) container depot operations; (ii) warehousing and CFS; (iii) container sales and new-build container inspection; and (iv) other (freight forwarding services in Qingdao). For the years ended 31 December 2023, 2024 and 2025, our revenue was approximately S\$155.5 million, S\$165.0 million and S\$149.2 million, respectively.

The table below sets out our revenue breakdown by business segment during the Track Record Period:

	For the year ended 31 December					
	2023		2024		2025	
	S\$'000	%	S\$'000	%	S\$'000	%
Container depot operations						
– depot handling ⁽¹⁾	47,807	30.7	48,323	29.3	46,947	31.5
– repair and maintenance ⁽²⁾	43,089	27.7	43,409	26.3	41,651	27.9
– storage fee ⁽³⁾	15,794	10.2	7,965	4.8	7,423	5.0
– transportation services	7,080	4.6	6,818	4.1	7,532	5.0
– others ⁽⁴⁾	4,527	2.9	4,390	2.7	5,670	3.8
Sub-total	118,297	76.1	110,905	67.2	109,223	73.2
Warehousing and CFS	15,455	9.9	10,745	6.5	4,925	3.3
Container sales and new-build container inspection	1,501	1.0	9,051	5.5	2,507	1.7
Other (freight forwarding services in Qingdao)	20,270	13.0	34,321	20.8	32,515	21.8
Total	155,523	100.0	165,022	100.0	149,170	100.0

Notes:

- (1) For details of our depot handling throughput in terms of TEU, please refer to the paragraph headed “– Depot handling throughput in terms of TEU by geographic locations” in this section.
- (2) For details of our repair and maintenance in terms of TEU, please refer to the paragraph headed “– Repair and maintenance in terms of TEU by geographic locations” in this section.
- (3) For details of an average daily storage in terms of TEU, please refer to the paragraph headed “– Average daily storage in terms of TEU by geographic locations” in this section.
- (4) Others mainly include the leasing of equipment and agency fees.

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The tables below set out our revenue breakdown by (i) geographical location based on the location at which services were provided; and (ii) business segments, during the Track Record Period:

For the year ended 31 December 2023

	Container depot operations ^(Note)		Warehousing and CFS		Container sales and new-build container inspection		Other (freight forwarding services in Qingdao)		Total	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
Singapore	56,446	47.7	–	–	997	66.4	–	–	57,443	36.9
PRC	24,784	21.0	12,487	80.8	–	–	20,270	100.0	57,541	37.0
Hong Kong	14,111	11.9	2,968	19.2	504	33.6	–	–	17,583	11.3
Malaysia	11,310	9.6	–	–	–	–	–	–	11,310	7.3
Thailand	10,241	8.7	–	–	–	–	–	–	10,241	6.6
Vietnam	1,405	1.1	–	–	–	–	–	–	1,405	0.9
Total	118,297	100.0	15,455	100.0	1,501	100.0	20,270	100.0	155,523	100.0

For the year ended 31 December 2024

	Container depot operations ^(Note)		Warehousing and CFS		Container sales and new-build container inspection		Other (freight forwarding services in Qingdao)		Total	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
Singapore	56,963	51.4	–	–	7,006	77.4	–	–	63,969	38.8
PRC	19,870	17.9	9,576	89.1	13	0.1	34,321	100.0	63,780	38.6
Hong Kong	14,065	12.7	1,169	10.9	2,031	22.4	–	–	17,265	10.5
Malaysia	11,573	10.4	–	–	1	0.0	–	–	11,574	7.0
Thailand	7,568	6.8	–	–	–	–	–	–	7,568	4.6
Vietnam	866	0.8	–	–	–	–	–	–	866	0.5
Total	110,905	100.0	10,745	100.0	9,051	100.0	34,321	100.0	165,022	100.0

For the year ended 31 December 2025

	Container depot operations ^(Note)		Warehousing and CFS		Container sales and new-build container inspection		Other (freight forwarding services in Qingdao)		Total	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
Singapore	55,464	50.8	–	–	1,182	47.1	–	–	56,646	38.0
PRC	15,320	14.0	4,925	100.0	–	–	32,515	100.0	52,760	35.4
Hong Kong	16,069	14.7	–	–	1,319	52.6	–	–	17,388	11.7
Malaysia	12,327	11.3	–	–	6	0.2	–	–	12,333	8.3
Thailand	8,795	8.1	–	–	–	–	–	–	8,795	5.9
Vietnam	1,248	1.1	–	–	–	–	–	–	1,248	0.8
Total	109,223	100.0	4,925	100.0	2,507	100.0	32,515	100.0	149,170	100.0

Note: For details of our depot handling throughput in terms of TEU, please refer to the paragraph headed “– Depot handling throughput in terms of TEU by geographic locations” in this section.

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(i) Revenue by business segment

Container depot operations

For the years ended 31 December 2023, 2024 and 2025, revenue attributed to container depot operations was approximately S\$118.3 million, S\$110.9 million and S\$109.2 million, respectively, which accounted for approximately 76.1%, 67.2% and 73.2%, respectively, of our total revenue for the respective periods.

Our revenue generated from the provision of container depot operations services decreased for the year ended 31 December 2024, mainly attributable to the decrease in demand of container storage services. Specifically, the storage fees revenue decreased from approximately S\$15.8 million for the year ended 31 December 2023 to approximately S\$8.0 million for the year ended 31 December 2024 as the reduced global container shipping capacity caused by the Red Sea crisis led to increased container demand generally, which resulted in less container storage demand at our container depots in 2024.

Our revenue generated from the provision of container depot operations services further decreased for the year ended 31 December 2025, mainly attributable to decrease in revenue from PRC and Singapore. For PRC, the decrease in revenue was mainly attributable to the Group’s “Keyun (克運)” business, which declined by approximately 22.9% from approximately S\$19.9 million in 2024 to approximately S\$15.3 million in 2025, primarily attributable to the narrowing of the scope of depot handling services required by the customer, which resulted in a lower average handling revenue per TEU in 2025, notwithstanding that the overall handling throughput in the PRC remained broadly stable. For Singapore, the decrease was mainly attributable to a decrease in demand for depot handling, container storage, and repair and maintenance services. Specifically, the Group recorded in Singapore (i) a decrease in handling volume of approximately 3.9% in 2025; and (ii) a slight decrease in average daily storage volume of approximately 0.4% in 2025. These decreases were primarily attributable to reduced container movements amid weaker overall market demand. The Group recorded approximately 16.9% decrease in repair volume in Singapore, which was mainly attributable to (i) a lower number of damaged containers being returned to the Group’s container depots in Singapore; (ii) an increase in the repositioning of damaged containers out of Singapore by the Group’s customers; and (iii) the relatively younger age profile of the containers in circulation, which collectively resulted in lower repair requirements from one of the Group’s key exclusive shipping line customers in Singapore.

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Depot handling throughput in terms of TEU by geographic locations

The table below sets out the details of the depot handling throughput in terms of TEU by geographic location during the Track Record Period:

Location	For the year ended 31 December					
	2023		2024		2025	
	TEU '000	%	TEU '000	%	TEU '000	%
Singapore	630	26.9	590	26.1	567	24.5
PRC	1,210	51.7	1,156	51.1	1,175	50.9
Hong Kong	68	2.9	74	3.3	85	3.7
Other South East Asian countries <i>(Note)</i>	432	18.5	440	19.5	483	20.9
Total	2,340	100.0	2,260	100.0	2,310	100.0

Repair and maintenance in terms of TEU by geographic locations

The table below sets out the details of the repair and maintenance in terms of TEU by geographic location during the Track Record Period:

Location	For the year ended 31 December					
	2023		2024		2025	
	TEU '000	%	TEU '000	%	TEU '000	%
Singapore	122	22.2	148	26.4	123	21.7
PRC	217	39.5	204	36.4	202	35.7
Hong Kong	21	3.8	26	4.6	23	4.1
Other South East Asian countries <i>(Note)</i>	190	34.5	182	32.6	218	38.5
Total	550	100.0	560	100.0	566	100.0

Average daily storage in terms of TEU by geographic locations

The table below sets out the details of the average daily storage in terms of TEU by geographic location during the Track Record Period:

Location	For the year ended 31 December					
	2023		2024		2025	
	TEU	%	TEU	%	TEU	%
Singapore	19,167	19.7	15,126	24.1	15,058	21.8
PRC	34,480	35.3	21,845	34.7	26,850	38.9
Hong Kong	2,321	2.4	1,922	3.1	2,703	3.9
Other South East Asian countries <i>(Note)</i>	41,536	42.6	23,987	38.1	24,475	35.4
Total	97,504	100.0	62,879	100.0	69,085	100.0

Note: Other South East Asian countries mainly comprise Malaysia, Thailand and Vietnam.

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Our depot handling throughput in terms of TEU remained stable at approximately 2.3 million TEU throughout the Track Record Period.

Our repair and maintenance in terms of TEU increased from approximately 550,000 TEU for the year ended 31 December 2023 to approximately 560,000 TEU for the year ended 31 December 2024, mainly attributable to an increase in on-hire activities during 2024 resulting from container leasing companies having approved more units for repair to cater for the on-hire demand. Based on our Directors’ understanding, such increase in leasing of containers by container shipping lines was primarily attributable to the increased demand for containers as a result of the Red Sea crisis in the first half of 2024 and tariff anticipation activities in the second half of 2024. Our repair and maintenance in terms of TEU remained relatively stable for the years ended 31 December 2024 and 2025 respectively.

Our average daily storage at our container depots in terms of TEU decreased from approximately 97,504 TEU for the year ended 31 December 2023 to approximately 62,879 TEU for the year ended 31 December 2024, mainly attributable to a decrease in demand for container storage services resulting from increased demand for containers in the market due to the Red Sea crisis in the first half of 2024 and tariff anticipation activities in the second half of 2024. Our average daily storage at our container depots in terms of TEU increased to approximately 69,085 TEU for the year ended 31 December 2025 mainly attributable to the increase in the storage volume in the PRC, Hong Kong and Vietnam resulting from the normalisation of the Red Sea crisis disruption in 2024.

Warehousing and CFS

For the years ended 31 December 2023, 2024 and 2025, our revenue attributed to warehousing and CFS was approximately S\$15.5 million, S\$10.7 million and S\$4.9 million, respectively, which accounted for approximately 9.9%, 6.5% and 3.3%, respectively, of our total revenue.

Our revenue generated from the provision of warehousing and CFS services decreased for the year ended 31 December 2024, mainly attributable to the transfer of all of our existing warehousing and CFS business in Qingdao to the joint venture company in or around March 2024. For further details, please refer to the paragraph headed “Our Investments - Joint venture arrangement in Qingdao PRC” in this document. Our revenue generated from this segment further decreased for the year ended 31 December 2025, mainly attributable to the closure of the warehouse business operated by (HK) Grand Pacific in Hong Kong in May 2024, as well as a decline in warehouse revenue contributed by our Shanghai warehouse operations due to a change in the commercial arrangement in 2025, under which we received a lower fee compared to the revenue previously generated from the warehouse operations at the site, and lower warehouse CFS activities in Tianjin. For details on the warehouse arrangement in Shanghai, please refer to the paragraph headed “Business – Warehousing and CFS” in this document.

We ceased operations of our warehouse in Hong Kong due to poor performance in respect of which we did not foresee improvements in the near future. For the years ended 31 December 2023, 2024 and 2025, our revenue generated from (HK) Grand Pacific amounted to approximately S\$3.0 million, S\$1.2 million and nil, respectively, and the net profit/loss for each year was approximately a loss of S\$82,000, a profit of S\$96,000 and nil, respectively.

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Container sales and new-build container inspection

For the years ended 31 December 2023, 2024 and 2025, revenue attributed to our container sales and new-build container inspection services was approximately S\$1.5 million, S\$9.1 million and S\$2.5 million, respectively, which accounted for approximately 1.0%, 5.5% and 1.7%, respectively, of our total revenue.

Our revenue generated from this business segment increased for the year ended 31 December 2024, mainly attributable to an increase in demand in containers as well as new-build container inspection services from certain customers during 2024 as a result of the Red Sea crisis prolonging vessel sailing times from the West back to Asia. This led to a lack in supply of empty containers to meet exporting demands from Asian countries resulting in the need to purchase and/or manufacture containers to meet their needs.

Our revenue generated from this business segment decreased for the year ended 31 December 2025, mainly attributable to lower sales volume in the used container segment due to weaker market demand, as well as reduced demand for new-build container inspection services from leasing customers in Hong Kong and the PRC.

Other (freight forwarding services in Qingdao)

For the years ended 2023, 2024 and 2025, revenue attributed to our freight forwarding services amounted to approximately S\$20.3 million, S\$34.3 million and S\$32.5 million, respectively, which accounted for 13.0%, 20.8% and 21.8%, respectively, of our total revenue.

Our revenue generated from this business segment increased for the year ended 31 December 2024, mainly attributable to the fluctuating freight rates during 2024. According to Frost & Sullivan, freight rates have seen a spike in 2024 caused by the Red Sea crisis, and slowly decreased in March 2024 as such impact started to subside. Freight rates began to increase again in May 2024 partly due to (i) western economies returning to economic growth; (ii) supply pressure from factors due to the continued impact of the Red Sea crisis; and (iii) carriers increased their rates mostly at the start of May. Our revenue generated from this business segment decreased for the year ended 31 December 2025, mainly attributable to lower freight forwarding volume handled during the year as the market stabilised from previous fluctuations in freight rates.

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(ii) Revenue by geographic locations

Singapore

For the years ended 31 December 2023, 2024 and 2025, revenue derived from our services provided in Singapore amounted to approximately S\$57.4 million, S\$64.0 million and S\$56.6 million, respectively (which accounted for approximately 36.9%, 38.8% and 38.0%, respectively, of our total revenue). Our revenue from our services provided in Singapore increased for the year ended 31 December 2024, mainly attributable to the increase in revenue from our container sales and new-build container inspection, but decreased for the year ended 31 December 2025, mainly attributable to a decrease in container storage, handling and repair throughput in terms of TEU from our customers, although there was no loss of key customers during the year. A substantial portion of this drop was also attributable to the container sales and new build container inspection segment, which experienced lower sales volumes of used containers due to weaker overall market demand. While operational volumes saw a downturn, the decrease was partially offset by an increase in depot handling charges revenue within the Singaporean market during the year 2025.

PRC

For the years ended 31 December 2023, 2024 and 2025, revenue derived from our services provided in the PRC amounted to approximately S\$57.5 million, S\$63.8 million and S\$52.8 million, respectively (which accounted for approximately 37.0%, 38.6% and 35.4%, respectively, of our total revenue). Our revenue generated from services provided in the PRC increased for the year ended 31 December 2024, mainly attributable to the fluctuating freight rates during 2024 as a result of the Red Sea crisis and tariff anticipation activities but decreased for the year ended 31 December 2025, mainly attributable to a decrease in handling rates and warehousing revenue contributed by our “Keyun (克運)” business in the PRC. The warehousing and CFS segment in the PRC saw a downturn due to a change in the commercial arrangement for our Shanghai warehouse operations in 2025, under which we received a lower fee compared to the revenue previously generated from the warehouse operations at the site, and reduced activities in Tianjin. Furthermore, the region experienced lower freight forwarding volumes handled by the (PRC) QD Keyun subsidiary and reduced demand for new-build container inspection services from certain leasing customers during year 2025.

Hong Kong

For the years ended 31 December 2023, 2024 and 2025, revenue derived from our services provided in Hong Kong remained stable, and amounted to approximately S\$17.6 million, S\$17.3 million and S\$17.4 million, respectively (which accounted for approximately 11.3%, 10.5% and 11.7%, respectively, of our total revenue). Our revenue generated from services provided in Hong Kong remained relatively stable during the Track Record Period, which was mainly due to an increase in revenue from the core container depot operations offset by the loss of income from the cessation of warehouse operations in 2024 and a reduction in revenue from container inspection services.

Malaysia

For the years ended 31 December 2023, 2024 and 2025, revenue derived from our services provided in Malaysia remained stable, and amounted to approximately S\$11.3 million, S\$11.6 million and S\$12.3 million, respectively, which accounted for approximately 7.3%, 7.0% and 8.3%, respectively, of our total revenue.

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Thailand

For the years ended 31 December 2023, 2024 and 2025, revenue derived from our services provided in Thailand amounted to approximately S\$10.2 million, S\$7.6 million and S\$8.8 million, respectively (which accounted for approximately 6.6%, 4.6% and 5.9%, respectively, of our total revenue). Our revenue generated from services provided in Thailand decreased for the year ended 31 December 2024, primarily attributable to a decrease in storage services revenue (as average container storage decreased due to the high demand of containers during 2024 as a result of the Red Sea crisis and tariff anticipation activities, which resulted in a corresponding drop in demand of our storage services). Our revenue generated from services provided in Thailand increased for the year ended 31 December 2025, mainly attributable to an increase in container depot operations volume (including storage, handling and repair services measured in TEU) which was supported by the Group’s existing customer base in the region in 2025.

Vietnam

For the years ended 31 December 2023, 2024 and 2025, revenue derived from our services provided in Vietnam amounted to approximately S\$1.4 million, S\$0.9 million and S\$1.2 million, respectively (which accounted for approximately 0.9%, 0.5% and 0.8% respectively, of our total revenue). Our revenue generated from services provided in Vietnam decreased for the year ended 31 December 2024, primarily attributable to a decrease in storage services revenue (as average container storage decreased due to the high demand of containers during 2024 as a result of the Red Sea crisis and tariff anticipation activities, which resulted in a corresponding drop in demand of our storage services). Our revenue generated from services provided in Vietnam increased for the year ended 31 December 2025, mainly attributable to the off-hire volume increased significantly by the leasing line in 2025.

Cost of revenue

The below table sets out our cost of revenue during the Track Record Period:

	For the year ended 31 December					
	2023		2024		2025	
	S\$'000	%	S\$'000	%	S\$'000	%
Employees’ remuneration	22,525	20.7	22,234	18.3	19,818	18.8
Land costs	15,322	14.1	14,931	12.3	14,027	13.3
Cost of repair and maintenance	18,904	17.4	18,440	15.1	12,418	11.8
Trucking and transportation expenses	11,690	10.8	10,352	8.5	6,643	6.3
Freight charges	18,615	17.1	31,828	26.1	32,033	30.4
Machinery cost	6,414	5.9	6,252	5.1	5,886	5.6
Fuel cost	3,622	3.3	3,016	2.5	2,575	2.4
Cost of container sold	830	0.8	6,867	5.6	1,089	1.0
Others ^(Note)	10,655	9.9	7,905	6.5	10,713	10.2
Total	108,577	100.0	121,824	100.0	105,202	100.0

Note: Others mainly includes terminal fee, agency fee paid to our employment agent in relation to our surveyors and custom fees for our warehouse and CFS services.

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Employees’ remuneration

Our employees’ remuneration relates to the salaries and wages paid to our employees involved in our direct labour including container stacker operators, small forklift drivers, technicians, prime mover drivers and other operational staff contributions made to the various benefits plans and other staff benefits of direct staff. We had a total number of operational staff of 584, 580 and 552 as at 31 December 2023, 2024 and 2025, respectively.

Our employees’ remuneration amounted to approximately S\$22.5 million, S\$22.2 million and S\$19.8 million for the years ended 31 December 2023, 2024 and 2025, respectively. The fluctuations in our employees’ remuneration between the corresponding years were mainly attributable to the combined effects of (i) changes in headcount to facilitate our operations; and (ii) general annual salary increments. Our employees’ remuneration remained relatively stable for the years ended 31 December 2023 and 2024. The employees’ remuneration in 2025 decreased as compared to that of 2024 was mainly due to the decrease in staff cost following the closure of Hong Kong warehousing business during 2024 and reduction in bonus paid.

Land costs

Our land costs mainly relates to our container depot operations and warehousing and CFS businesses. Land costs primarily represents (i) depreciation of our right-of-use assets, namely, our leases for our operations in accordance with IFRS 16; and (ii) short-term lease payments for lease terms that are 12 months or less. The below table sets out a breakdown of our land costs during the Track Record Period:

	For the year ended 31 December					
	2023		2024		2025	
	S\$'000	%	S\$'000	%	S\$'000	%
Depreciation of right-of-use assets	7,920	51.7	7,860	52.6	7,462	53.2
Short-term leases	5,147	33.6	4,701	31.5	4,529	32.3
Others ^(Note)	2,255	14.7	2,370	15.9	2,036	14.5
Total	15,322	100.0	14,931	100.0	14,027	100.0

Note: Others mainly refer to property tax and yard maintenance fee and building management fee.

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Our land costs amounted to approximately S\$15.3 million, S\$14.9 million and S\$14.0 million for the years ended 31 December 2023, 2024 and 2025, respectively. Two of our long-term leases expired during the year ended 31 December 2023, of which (i) one of our Hong Kong leases for container depot use which were originally under a five year term was renewed on a quarterly basis due to the change of policy of landlord (i.e. the local government) for the lease term; and (ii) one of our Shanghai leases for container depot use which originally was under a 10 year term will be renewed on an annual basis as the leased land may be subjected to land resumption by the government. In a long-term lease, the lessee recognizes a right-of-use asset and a corresponding lease liability on the balance sheet. The right-of-use asset is typically depreciated over the lease term. For a short-term lease, lease payments are recognized as rental expenses in the income statement as they are incurred. Due to the changes from long term teams to short-term lease as mentioned above, there is no depreciation expense related to a right-of-use asset and leading to higher reported expenses in the short term when the lease payments are higher than the previous long-term lease’s depreciation expense. For details of the properties leased by us, please refer to paragraph headed “Business – Properties” in this document.

Our land cost decreased for the year ended 31 December 2024, primarily attributable to the cessation of the rental of the warehouse for (HK) Grand Pacific since May 2024, but remained relatively stable over 2024 and 2025.

Our land cost for the year ended 31 December 2025 decreased as compared to the year ended 31 December 2024, which was mainly due to the decrease in rental cost in Hong Kong following the closure of the warehousing and CFS business during 2024.

Cost of repair and maintenance

Our cost of repair and maintenance relates to the repair and maintenance services which we provide as part of our container depot operations. Cost of repair and maintenance primarily represents (i) material costs for parts we used in repairing containers; and (ii) subcontracting fees for repair services we outsource to our subcontractors.

Our cost of repair and maintenance amounted to approximately S\$18.9 million, S\$18.4 million and S\$12.4 million, for the years ended 31 December 2023, 2024 and 2025, respectively. The fluctuations in our cost of repair and maintenance between the corresponding years were primarily determined by (i) the demand of repair and maintenance works required by our customers; and (ii) the price of the trading stock and consumables. During the Track Record Period, our cost of repair and maintenance remained stable.

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Trucking and transportation expenses

Our trucking and transportation expenses relates to our container depot operations and warehouse and CFS business segments. Trucking and transportation expenses primarily represent the subcontracting fee paid to outsourced truckers for ground transportation for and between container depots and container port terminals and/or designated locations as instructed by the customers.

Our trucking and transportation expenses amounted to approximately S\$11.7 million, S\$10.4 million and S\$6.6 million for the years ended 31 December 2023, 2024 and 2025, respectively. Included in such amounts, approximately S\$5.4 million, S\$5.6 million and S\$2.3 million were paid to our connected person during the Track Record Period, respectively. For details please refer to “History, Reorganisation and Corporate Structure – Relationship with Mr. Fan” in this document. The fluctuations in our trucking and transportation expenses during the corresponding years were primarily determined by the volume of TEU handled and the demand of truckers required during the respective years. Our trucking and transportation expenses remained relatively stable for the years ended 31 December 2023 and 2024. The trucking and transportation expenses of the year ended 31 December 2025 decreased by approximately 35.8% to approximately S\$2.3 million.

Freight charges

Our freight charges mainly relates to our freight forwarding business in Qingdao of the PRC and primarily represent (i) cost for securing cargo space on vessels which is typically referred to as freight rates; (ii) costs of local handling and documentation; (iii) customs clearance charges; and (iv) other ancillary surcharges related to freight forwarding and warehousing and CFS.

Our freight charges amounted to approximately S\$18.6 million, S\$31.8 million and S\$32.0 million for the years ended 31 December 2023, 2024 and 2025, respectively. The fluctuations in our freight charges between the corresponding years were primarily a result of changes in (i) freight rates; and (ii) the number of cargo space on vessels required during the respective periods. Our freight charges increased for the year ended 31 December 2024, mainly attributable to the increasing freight rates during 2024 resulting from the Red Sea crisis and tariff anticipation activities, but remained relatively stable for 2024 and 2025. For further details regarding impact of Red Sea crisis and tariff anticipation activities on our business, please refer to the paragraphs headed “Business – Changes in global shipping market conditions during the Track Record Period” in this document.

Machinery cost

Our machinery costs relates to our container depot operations and warehousing and CFS businesses. Machinery costs primarily represent depreciation and maintenance cost for our machinery and equipment used for our operation. Our machinery costs remained stable during the Track Record Period and amounted to approximately S\$6.4 million, S\$6.3 million and S\$5.9 million for the years ended 31 December 2023, 2024 and 2025, respectively.

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Fuel cost

Our fuel costs are incurred in our container depot operations and warehousing and CFS businesses. Fuel costs primarily represent the cost of fuel required to operate our machinery including, among others, small forklifts, prime movers and container stackers. Our fuel costs amounted to approximately S\$3.6 million, S\$3.0 million and S\$2.6 million for the years ended 31 December 2023, 2024 and 2025, respectively. The general decrease of our fuel costs during the Track Record Period was primarily attributable to our initiatives in using electrical vehicles in favor of fuel machinery.

Cost of container sold

Our cost of container sold primarily represents the cost of second-hand containers which we purchase and sell to our customers as part of our container sales and new-build container inspection business. Our cost of container sold amounted to approximately S\$0.8 million, S\$6.9 million and S\$1.1 million for the years ended 31 December 2023, 2024 and 2025, respectively. The increase in our cost of container sold for the year ended 31 December 2024 was in line with the increase in our sales of used containers. The subsequent decrease in our cost of container sold for the year ended 31 December 2025 was primarily attributable to the lower sales volume of used containers during the year as a result of lower market demand.

Cost of revenue by business segment

The table below sets out our cost of revenue by business segment for the periods indicated:

	For the year ended 31 December					
	2023		2024		2025	
	S\$'000	%	S\$'000	%	S\$'000	%
Container depot operations	74,411	68.5	72,070	59.2	66,812	63.5
Warehousing and CFS	13,421	12.4	9,315	7.6	4,924	4.7
Container sales and new-build container inspection	1,466	1.3	7,423	6.1	1,659	1.6
Other (freight forwarding services in Qingdao)	19,279	17.8	33,016	27.1	31,807	30.2
Total	108,577	100.0	121,824	100.0	105,202	100.0

Our cost of revenue related to container depot operations decreased for the year ended 31 December 2024 primarily attributable to the decrease in use of some temperate overflows for container storage in 2024, and further decreased for the year ended 31 December 2025, in line with the decrease in revenue from container depot operations in 2025.

Our cost of revenue related to warehousing and CFS business segment decreased for the year ended 31 December 2024, mainly attributable to the transfer of all of our existing warehousing and CFS business in Qingdao to the joint venture company, and further decreased for the year ended 31 December 2025, in line with the decrease in revenue from warehousing and CFS business in 2025.

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Our cost of revenue related to container sales and new-build container inspection increased for the year ended 31 December 2024, mainly attributable to the incurring of purchase costs for used containers during the same period, but decreased for the year ended 31 December 2025, in line with the decrease in revenue from container sales and new-build container inspection in 2025.

Our cost of revenue related to other (freight forwarding business in Qingdao) increased from the year ended 31 December 2024, mainly attributable to the increase in freight rates during the 2024 as a result of the Red Sea crisis and tariff anticipation activities, but decreased for the year ended 31 December 2025, in line with the decrease in revenue related to other (freight forwarding business in Qingdao) in 2025.

Gross profit and gross profit margin

The table below sets forth a breakdown of our gross profit and gross profit margin by business segments for the periods indicated:

	For the year ended 31 December					
	2023	2024		2025		
	Gross profit S\$'000	Gross profit margin %	Gross profit S\$'000	Gross profit margin %	Gross profit S\$'000	Gross profit margin %
Container depot operations	43,886	37.1	38,835	35.0	42,411	38.8
Warehousing and CFS	2,034	13.2	1,430	13.3	1	0.0
Container sales and new-build container inspection	35	2.3	1,628	18.0	848	33.8
Other (freight forwarding services in Qingdao)	991	4.9	1,305	3.8	708	2.2
Total	46,946	30.2	43,198	26.2	43,968	29.5

Our range of goods and services directly impacts our results of operations and financial condition. In determining our Group's pricing policy, we consider a variety of factors. Different types of services we provide carry different unit cost and margins depending on the nature of service and volume required by our customers, which in turn may affect our Group's revenue, cost of sales and margins.

Our gross profit for the year ended 31 December 2023, 2024 and 2025 amounted to approximately S\$46.9 million, S\$43.2 million and S\$44.0 million, respectively, and our gross profit margin was approximately 30.2%, 26.2% and 29.5%, respectively. The decrease in our gross profit margin for the year ended 31 December 2024 was primarily attributable to the decrease of revenue generated from our container storage services as a result of the Red Sea crisis, whereas the cost of our container storage services (i.e. land cost) was fixed in nature. Our gross profit margin increased from approximately 26.2% for the year ended 31 December 2024 to approximately 29.5% for the year ended 31 December 2025, primarily attributable to (i) the closure of the warehouse business operated by (HK) Grand Pacific which suffered a negative gross profit margin in the year ended 31 December 2024; and (ii) the improvement in the gross profit margin in our Singapore operations primarily due to (a) an increase in depot handling charge rate charged to our customers during the year ended 31 December 2025 in accordance with our pricing policy; and (b) a reduction in our direct transportation costs as a portion of related revenue, whilst our cost base remained substantially fixed in nature.

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Container depot operations

Our gross profit margin for our container depot operations business was approximately 37.1%, 35.0% and 38.8%, for the year ended 31 December 2023, 2024 and 2025, respectively. The drop of gross profit margin for container depot operations for the year ended 31 December 2024 was primarily attributable to the decrease of revenue from container storage services as a result of the Red Sea crises as mentioned above whereas the cost of storage service (i.e. the land cost) is rather fixed in nature. The increase in gross profit margin for container depot operations for the year ended 31 December 2025 was primarily due to the improvement in the gross profit margin in our Singapore operations resulting from an increase in customer's tariffs and better direct costs control.

Warehousing and CFS

Our gross profit margin for our warehousing and CFS business was approximately 13.2%, 13.3% and 0.0%, for the year ended 31 December 2023, 2024 and 2025, respectively. Our gross profit margin for our warehousing and CFS business decreased significantly for the year ended 31 December 2025, primarily due to the closure of our warehousing operations in Hong Kong in 2024, which led to minimal revenue being generated from this segment in 2025 while certain indirect cost of sales continued to be allocated to the segment.

Container sales and new-build container inspection

Our gross profit margin for our container sales and new-build container inspection business was approximately 2.3%, 18.0% and 33.8%, for the year ended 31 December 2023, 2024 and 2025, respectively. There was an increase in our gross profit margin for the year ended 31 December 2024, primarily attributable to the increased revenue generated in the segment caused by the increased demand in containers as well as new-build container inspection services from certain customers during 2024 as a result of the Red Sea crisis. Our gross profit margin for our container sales and new-build container inspection increased for the year ended 31 December 2025, primarily due to a significant decrease in revenue contribution from the sale of used containers, which typically carries a relatively low gross profit margin (approximately 3%). Revenue from such sales decreased from approximately S\$6.9 million in 2024 to approximately S\$1.1 million in 2025, thereby improving the overall gross profit margin of this segment.

Other (freight forwarding business in Qingdao)

Our gross profit margin for other (freight forwarding business in Qingdao) was approximately 4.9%, 3.8% and 2.2%, for the year ended 31 December 2023, 2024 and 2025, respectively. Such decline in our gross profit margin during the Track Record Period was primarily due to a decline in ocean freight rates, which led to lower margins earned on our freight forwarding services.

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Other income

The table below sets forth a breakdown of our other income during the Track Record Period:

	For the year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Utilities recharged	43	57	60
Interest income	69	77	148
Government subsidies	475	363	212
Other storage income	445	466	600
Others	294	439	150
Total	1,326	1,402	1,170

Our other income mainly comprised (i) utilities recharged; (ii) interest income; (iii) government subsidies; (iv) other storage income; and (v) others. For the years ended 31 December 2023, 2024 and 2025, our other income remained relatively stable, and amounted to approximately S\$1.3 million, S\$1.4 million and S\$1.2 million, respectively.

For the years ended 31 December 2023, 2024 and 2025, the subsidies that the Group received from relevant governments amounted in total to approximately S\$0.5 million, S\$0.4 million and S\$0.2 million, respectively. These subsidies included, *inter alia*, (i) government grants from the Hong Kong government in connection with disposal of plant and machinery; (ii) certain PRC government tax reductions and subsidies relating to employment practices; (iii) certain one-off PRC government policy-related grants for promotion of certain targeted industries; and (iv) various wage offset and credit schemes of the Singaporean government to support certain types of eligible workers and employees. The aforementioned PRC government tax reductions and subsidies as well as the various wage offset and credit schemes in Singapore are not specific to the industry that the Group operates in.

Selling and distribution expenses

Selling and distribution expenses primarily consist of (i) marketing expenses; and (ii) employees' remuneration. For the years ended 31 December 2023, 2024 and 2025, our selling and distribution expenses remained relatively stable, and amounted to approximately S\$2.4 million, S\$2.4 million and S\$2.7 million, respectively. The selling and distribution expenses for the year ended 31 December 2025 increased as compared to the year ended 31 December 2024, which was mainly due to increase in marketing expenses.

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Administrative expenses

The following table sets forth the breakdown of administrative expenses during the Track Record Period:

	For the year ended 31 December					
	2023		2024		2025	
	S\$'000	%	S\$'000	%	S\$'000	%
Employees' remuneration	9,411	37.0	9,133	42.9	8,203	44.6
Directors' remuneration	3,048	12.0	2,860	13.4	2,931	15.9
Communication and travelling	1,314	5.2	1,403	6.6	1,242	6.8
Depreciation	687	2.7	643	3.0	639	3.5
Office expenses	1,568	6.2	1,525	7.2	1,372	7.5
Professional services fees	613	2.4	1,026	4.8	389	2.1
Auditor's remuneration	711	2.8	506	2.4	517	2.8
Insurance	546	2.1	466	2.2	478	2.6
Utilities expenses	772	3.0	833	3.9	836	4.5
Equity-settled share-based expenses	3,535	13.9	—	—	—	—
Others	3,252	12.7	2,902	13.6	1,780	9.7
Total	25,458	100.0	21,297	100.0	18,387	100.0

For the years ended 31 December 2023, 2024 and 2025, our administrative expenses amounted to approximately S\$25.5 million, S\$21.3 million and S\$18.4 million, respectively, which accounted for approximately 16.4%, 12.9% and 12.3%, respectively, of our total revenue.

Our administrative expenses decreased for the year ended 31 December 2024, mainly attributable to the decrease in some staff, office and miscellaneous costs following the closure of (HK) Grand Pacific as well as the absence of equity-settled share-based expenses under the MIP during the year. Our administrative expenses further decreased for the year ended 31 December 2025, mainly attributable to a decrease in employees remuneration (due to the resignation of Mr. Fan as a director of (HK) Gold Prime in January 2025) and a decrease in professional service fees (due to more competitive pricing and/or adjustment of services of certain consultants and a reduction in certain non-recurring professional services).

The largest component of our administrative expenses was our employees' remuneration, which amounted to approximately S\$9.4 million, S\$9.1 million and S\$8.2 million, representing approximately 37.0%, 42.9% and 44.6% of our administrative expenses for the years ended 31 December 2023, 2024 and 2025, respectively. Our employees' remuneration under our administrative expenses represent remuneration paid to, contributions made to various benefit plans of and other staff benefits to our administrative staff.

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Directors remuneration mainly represent remuneration, allowances and benefit in kind, performance related bonus and retirement benefit scheme contribution paid to our directors of the Group. Depreciation mainly represents depreciation cost for office furniture and equipment and motor vehicles. Office expenses mainly represent telephone fee, courier service charges, printing, stationery and consumables, cleaning, computer expenses and repairs and maintenance on premises and machinery. Professional services mainly represent legal and professional fees for [REDACTED] feasibility assessment which we conducted in 2021 and other miscellaneous professional fees.

On 27 June 2011, NEKCG approved a management incentive plan (the “MIP”) pursuant to which MIP units have been awarded to certain eligible senior managers employed by the Group with a view to allow them to enjoy the economic benefits equivalent to a shareholder of NEKCG, conditional upon fulfilment of their executive employment agreements with the Group and/or the Group having achieved certain agreed performance targets (with reference to Earnings Before Interest and Taxation, Depreciation and Amortization (EBITDA) and return on capital employed based on its consolidated financial results) described therein. During the year ended 31 December 2023, approximately 6.0 million MIP units (which an estimated fair value of S\$3.5 million) were granted to senior managers of the Group. All outstanding MIP units will be settled by shares to be issued under the Pre-[REDACTED] Share Award Scheme. For details of MIP units granted and the methods used to estimate the fair value of the MIP units, please see Note 32 of the Accountants’ Report as set out in Appendix I to this document.

Other gains and losses

The table below sets out the breakdown of our other gains and losses during the Track Record Period:

	For the year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
(Loss)/gain on disposal of property, plant and equipment	(114)	380	245
Loss on disposal of intangible assets	–	(29)	–
Net foreign exchange loss	(361)	(80)	(728)
Property, plant and equipment written off	(4)	(64)	(3)
Loss on lease remeasurement and early termination	–	(113)	–
Others	(1)	(29)	(60)
Total gains/(losses)	(480)	65	(546)

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We recorded a net other loss of approximately S\$0.5 million for the year ended 31 December 2023, which was mainly attributable to (i) the net foreign exchange loss of approximately S\$0.4 million primarily as a result of the exchange differences arising from RMB repayments to an intercompany loan denominated in Singapore dollars; and (ii) loss on disposal of property, plant and equipment. We recorded a net other gain of approximately S\$65,000 for the year ended 31 December 2024, which was primarily attributable to the gain on disposal of property, plant and equipment. We recorded a net other loss of approximately S\$0.5 million for the year ended 31 December 2025. This was primarily attributable to a significant increase in net foreign exchange loss of S\$0.7 million as a result of foreign exchange losses arising from the weakening of the U.S. dollar against the Group’s reporting currency, particularly the Singapore dollar. Such losses mainly arose from unrealised and realised exchange differences on U.S. dollar-denominated trade receivables and cash balances held by our Group.

For details, please refer to the paragraphs headed “Risk Factors – We are exposed to foreign exchange fluctuation” and “Financial Information – Loan from a related company” in this document.

Impairment loss under expected credit losses model, net of reversal

In June 2023, (PRC) QD Keyun, our indirect-wholly-owned subsidiary which operates our freight forwarding business in Qingdao, agreed to act as an intermediary for Qingdao Dingde Chenhui Supply Chain Co., Ltd.* (青島鼎德辰輝供應鏈有限公司) (“**Qingdao Dingde**”) pursuant to an authorised agent agreement as part of our typical freight forwarding service to assist with shipping arrangements including, amongst others, payment to the intermediary freight forwarder Shandong Zhenghao International Logistics Co., Ltd.* (山東正浩國際物流有限公司) (“**Shandong Zhenghao**”) for booking of cargo space on vessels of a shipping company. (PRC) QD Keyun agreed to this arrangement because (i) the owner of Qingdao Dingde explained that they were having cash flow difficulties given the size of the transaction; (ii) it was our understanding that the owner of Qingdao Dingde was the owner of one of the companies we served before and was known to be in the industry for almost 20 years; (iii) it is not uncommon for freight forwarders to act as intermediaries to assist with shipping arrangements; and (iv) the Group had engaged in similar arrangements with other freight forwarding customers previously but without any repayment issues. Under the arrangement, the key terms that were agreed were that (i) (PRC) QD Keyun would help with Qingdao Dingde’s payments to Shandong Zhenghao on their behalf for relevant transactions upon review of the shipping documents; and (ii) Qingdao Dingde would repay the amount to (PRC) QD Keyun on a monthly basis together with payment of a commission.

It was subsequently discovered that the relevant shipping documents provided by Qingdao Dingde were forged, the transactions were fictitious and the entire arrangement appeared to have been a sham orchestrated by Qingdao Dingde and Shandong Zhenghao. The shipping documents were forged with details of a genuine shipment which appeared to have been completed when our staff checked the status of the shipment on the platform at the relevant time. Given that the results on the platform was consistent with the information on the shipping documents, our staff were not conscious of any reason at the time which should have caused him to believe that the documents were forged or that the shipment was part of a sham. When Qingdao Dingde failed to make a repayment in or around October 2023, we instructed a lawyer to make enquiries with the shipper on the bill of lading which led us to discover that we had been defrauded.

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When we enquired with the relevant shipping company and requested for return of the amounts paid, Shandong Zhenghao explained that they had already returned the amounts to Qingdao Dingde. Upon discovering the incident, we reported the suspected fraud incident to the Qingdao Public Securities Bureau (青島市公安局) (the “**Securities Bureau**”) on 26 January 2024, and the Securities Bureau filed and commenced investigation of the suspected fraud incident on 14 March 2024. We understand that the case is still under investigation by the relevant authorities as at the Latest Practicable Date and are continuing to seek legal advice from our legal advisers on the matter.

This was our Group’s only series of business transactions with Qingdao Dingde and Shandong Zhenghao, all of which have been halted since October 2023 after discovery of the suspected fraud (as described below). The relevant arrangements and transactions occurred during the year ended 31 December 2023 and the relevant sales transaction amount contributed by Qingdao Dingde amount approximately RMB15.6 million (equivalent to approximately S\$2.9 million). As at 31 December 2023, (PRC) QD Keyun had paid to Shandong Zhenghao a total sum of RMB15.3 million (equivalent to approximately S\$2.9 million) and had trade receivables due from Qingdao Dingde in the amount of RMB8.6 million (equivalent to approximately S\$1.6 million). Qingdao Dingde, Shandong Zhenghao and their respective ultimate beneficial owners are third parties independent of the Group.

In light of the severity of this isolated incident and for the sake of prudence, we have (i) excluded all of the related income transactions arising from Qingdao Dingde of approximately RMB15.6 million (equivalent to approximately S\$2.9 million) suspected fraud from our consolidated statements of profit and loss for the year ended 31 December 2023; and (ii) reclassified the relevant amount of trade receivables to other receivables as at 31 December 2023. Based on management’s assessment with regards to the recoverability of the receivable, we recognised an impairment loss on other receivables under expected credit loss model in the sum of S\$1.2 million (equivalent to RMB6.4 million) for the year ended 31 December 2023. For the year ended 31 December 2024, an additional loss allowance of S\$0.4 million was recognised in our consolidated statement of profit and loss. All the outstanding amounts from Qingdao Dingde had been fully impaired as at 31 December 2024. For details of our credit risk and impairment assessment, please see Note 36 to the Accountants’ Report as set out in Appendix I.

The Group is treating this matter with utmost seriousness and has taken immediate action to address the suspected fraud incident and protect the Group’s interests by filing a report to the Security Bureau, in which the Group is fully cooperating with the relevant authorities. In order to prevent future potential incidents in relation to fraudulent transactions concerning our freight forwarding business, we engaged an independent internal control consultant to review the adequacy and effectiveness of our internal control procedures, systems and controls of (PRC) QD Keyun. The independent internal control consultant found that the following inadequacies in the credit limit monitoring control process of (PRC) QD Keyun: (i) standard credit limits were not formalised in a written policy; and (ii) there was inadequate monitoring on credit limit established.

To prevent any recurrence of such incidents in the future, we have established and implemented the following enhanced internal control measures: (i) increased fraud risk awareness amongst employees by formalising an anti-fraud policy; (ii) enhanced payment approval process requiring multi-level approvals for any single payment exceeding RMB300,000; and (iii) enhanced evaluation of new customers including carrying out of business background checks, references checks from peers and site visit.

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Our Directors are of the view that the suspected fraud incident is an isolated incident and the financial loss will not have any material impact on the daily operations of the Group and its freight forwarding business. During the Track Record Period, according to management’s representations, we have carried out a similar arrangement with another customer involving a total amount of approximately RMB1.6 million in 2022, in which has been duly repaid and we did not encounter any repayment issues. Subsequent to this suspected fraud incident, we have ceased engaging in similar arrangements where we would only be acting as an intermediary to assist with payment for booking of cargo space on vessels of a shipping company.

Share of results of associates

Our Company holds 40% equity interest in (SG) CK. Established in 2004, (SG) CK is a joint venture in Singapore between Chu Kong Shipping Enterprises (Group) Company Limited (“CKS”), a company listed on the Stock Exchange (stock code: 560), and our Company whereby 60% is owned by CKS and 40% by us. (SG) CK is principally engaged in freight forwarding related businesses in Singapore. Apart from Singapore, (SG) CK has a 70% equity interest in (MY) CK and a 49% equity interest in (TH) CK. Under the joint venture agreement with (SG) CK, the board of CKL (Singapore) has five directors, of whom three, including its chief executive officer, are appointed by CKS and two are appointed by us. Over the years, we have been a passive investor.

Established on 25 December 2023, (PRC) QD Port Lianyun is a joint venture in Qingdao of the PRC owned as to (i) 51% by an entity controlled by Shandong Port Qingdao Port Group., Ltd* (山東港口青島港集團有限公司) which is a fellow subsidiary of Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) (being the primary operator of the Port of Qingdao and one of our major suppliers during the Track Record Period); (ii) 25% by us; and (iii) 24% by an Independent Third Party, Qingdao Zhiyuan Global Supply Chain Management Co., Ltd.* (青島智遠環球供應鏈管理有限公司). (PRC) QD Port Lianyun was formed to further explore and develop container depot and logistic business in Qingdao. For details of our interest in associates, please refer to “Business – Our Investments” in this document.

As at 31 December 2023, 2024 and 2025, our interests in associates amounted to approximately S\$2.2 million, S\$3.2 million and S\$3.6 million, respectively. For information on the investment, please see Note 20 “Interests in an associate” to the Accountants’ Report as set out in Appendix I.

Share of results of associates represents the aggregate share of our associates’ net profits or losses attributable to our interests in those associates. Our associates are entities over which we have significant influence, but have no control. During the Track Record Period, we recorded share of results of associates in the amount of approximately S\$0.1 million, S\$0.5 million and S\$0.6 million for the years ended 31 December 2023, 2024 and 2025, respectively. The increase in our share of results of associates during the Track Record Period was attributable to the contribution from (PRC) QD Port Lianyun.

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Finance costs

The following table sets out a breakdown of our finance costs for the periods indicated:

	For the year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Interest expenses on:			
Bank borrowings	833	417	385
Lease liabilities	1,303	1,507	1,249
Others	<u>109</u>	<u>250</u>	<u>211</u>
Total interest expenses	2,245	2,174	1,845
Less: interest capitalised in construction in progress	<u>—</u>	<u>—</u>	<u>(169)</u>
Net interest expenses	<u>2,245</u>	<u>2,174</u>	<u>1,676</u>

During the Track Record Period, our finance costs primarily represent our interest expenses incurred for (i) bank borrowings; and (ii) lease liabilities in respect of IFRS 16. For details of our bank borrowings, please refer to the paragraphs headed “Indebtedness” in this section below. Our finance costs amounted to approximately S\$2.2 million, S\$2.2 million and S\$1.7 million for the years ended 31 December 2023, 2024 and 2025, respectively.

[REDACTED] EXPENSES

The estimated total [REDACTED] expenses in connection with the [REDACTED] (assuming an [REDACTED] of [REDACTED] per [REDACTED] Share, being the mid-point of the indicative [REDACTED] range of [REDACTED] and [REDACTED] per [REDACTED] Share, and no exercise of the [REDACTED]) are approximately [REDACTED] million, representing approximately [REDACTED] of the gross [REDACTED] of the [REDACTED] (based on the mid-point of our indicative [REDACTED] for the [REDACTED]). Our [REDACTED] expenses consists of (i) [REDACTED]-related expenses (including [REDACTED] fees and commissions) of approximately [REDACTED] million, (ii) fees and expenses of legal advisers and accountants of approximately [REDACTED] million, and (iii) other fees and expenses of approximately [REDACTED] million. Out of the amount of approximately [REDACTED] million, (i) approximately [REDACTED] million is directly attributable to the issue of the [REDACTED] Shares which is to be accounted for as a deduction from equity; and (ii) subsequent to the Track Record Period approximately [REDACTED] million is expected to be recognised as expenses in our consolidated statements of profit or loss and other comprehensive income prior to or upon the [REDACTED] of our Company.

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Income tax expenses

Our Group is subject to income tax for profits generated by or derived by each of the entities of the Group from the tax jurisdictions in which the companies of our Group are domiciled or operated. Our income tax expenses consists of current and deferred tax expenses for jurisdictions in which we are subject to tax. During the Track Record Period, our income tax expenses mainly comprised (i) Singapore corporate income tax; (ii) PRC enterprise income tax; (iii) Hong Kong profits tax; (iv) Malaysian corporate income tax; and (v) Vietnam corporate income tax. For the years ended 31 December 2023, 2024 and 2025, the income tax expenses incurred by us amounted to approximately S\$4.5 million, S\$4.1 million and S\$4.3 million, respectively, and our effective tax rate was approximately 35.2%, 25.9% and 24.6%, respectively. Our effective tax rate decreased for the year ended 31 December 2024, primarily attributable to the utilisation of capital allowance for tax purposes, but remained relatively stable for the year ended 31 December 2025.

Singapore

The corporate income tax rate in Singapore is 17% of the chargeable income.

PRC

The provision for PRC Enterprise Income Tax is based on the estimated taxable income for the PRC taxation purposes at the applicable rate of 25%.

Hong Kong

The Hong Kong profit tax rate of our subsidiaries incorporated in Hong Kong is 16.5%.

Malaysia

The statutory income tax of our subsidiary in Malaysia is at 24% of the chargeable income.

Vietnam

The corporate income tax rate of our subsidiary in Vietnam is at 20%.

During the Track Record Period and up to the Latest Practicable Date, we did not have any disputes or unresolved tax issues with any tax authorities.

Transfer pricing

We reimburse a part of our revenue received from our customers to (SG) EK Marketing as service fee payments being the marketer and promoter of the Group’s container depot services to our customers and procuring affiliated entities of our Group in Singapore, the PRC, Malaysia, Thailand and Hong Kong.

Our Group has engaged an independent tax service firm, an international professional accounting firm in Singapore, to provide transfer pricing documentation services to ascertain and document the arm’s length nature of material related party arrangement of the Group. For further details on the transfer pricing assessment, please refer to the paragraph headed “Business – Transfer Pricing Arrangement” in this document.

FINANCIAL INFORMATION

Profit for the year and net profit margin

As result of the above, for the years ended 31 December 2023, 2024 and 2025, our profits were approximately S\$8.4 million, S\$11.6 million and S\$13.3 million, respectively, whereas our net profit margins were approximately 5.4%, 7.0% and 8.9%, respectively. Such changes in our net profit and net profit margin over the Track Record Period were mainly due to the reasons as explained above.

LIQUIDITY AND CAPITAL RESOURCES

Our principal cash requirement is for our working capital needs as well as capital expenditure. During the Track Record Period, we principally financed our working capital and other liquidity requirements through a combination of cash generated from operations and bank and other borrowings. Upon the [REDACTED], our source of funding will be a combination of internal generated funds, external loans and borrowings and net [REDACTED] from the [REDACTED].

Our capital structure represents equity attributable to Shareholders, comprising issued share capital and reserves including retained profits. Our Directors shall review our capital structure regularly in order to balance our overall capital structure through new share issues and fund raising through new loan borrowings with reference to the capital costs and the associated risks.

Our primary uses of cash are for payments for staff costs, settlements for our procurement of spare parts used for our repair and maintenance services, subcontractors fee and other operating expenses and capital expenditures. As at 31 December 2023, 2024 and 2025, we had cash and cash equivalents of approximately S\$27.3 million, S\$22.4 million and S\$37.4 million, respectively. We currently expect that there will not be any material changes in the primary uses of our cash, save for the applications of net [REDACTED] from the [REDACTED], to implement our future plans as detailed in the section headed “Future Plans and Use of [REDACTED]” in this document.

Cash Flows

The following table sets forth a summary of our cash flows during the years indicated:

	For the year ended 31 December		
	2023	2024	2025
	<i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>
Net cash from operating activities	24,607	24,484	23,764
Net cash used in investing activities	(7,563)	(5,225)	(28,230)
Net cash (used in)/from financing activities	<u>(14,762)</u>	<u>(24,274)</u>	<u>19,684</u>
Net increase/(decrease) in cash and cash equivalents	2,282	(5,015)	15,218
Cash and cash equivalents at the beginning of the year	25,095	27,309	22,368
Effect of foreign exchange rates changes	<u>(68)</u>	<u>74</u>	<u>(152)</u>
Cash and cash equivalents at the end of the year	<u>27,309</u>	<u>22,368</u>	<u>37,434</u>

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Net cash from operating activities

Cash flows from operating activities reflects profit before taxation for the year adjusted for (i) depreciation of property, plant and equipment, amortisation of intangible assets, impairment of goodwill, impairment of property, plant and equipment, net foreign exchange loss, gain or loss on disposal of property, plant and equipment, gain on disposal of subsidiaries, finance costs, interest income, property, plant and equipment written off, reversal of provision for restoration costs, recognition of share-based payments, share of results of associates, impairment loss (reversal of impairment) under expected credit loss model, (reversal of) allowance for inventories, inventory written off and gain on lease modification, which lead to the operating cash flows before movements in working capital; (ii) the effects of cash flows arising from the changes in working capital, including increase or decrease in trade and other receivables, increase or decrease in amounts due from related companies, increase or decrease in amount due to immediate holding company, increase in inventories, increase or decrease in trade and other payables, increase or decrease in amounts due to related companies, provision for restoration cost utilised, and increase or decrease in finance lease receivable, which result in cash generated from operations; and (iii) net cash from operating activities is deduced after the cash generated from operations take into account interest received, interest paid and income taxes paid.

For the year ended 31 December 2023, our net cash from operating activities of approximately S\$24.6 million was primarily resulted from (i) our operating cash flow before movements in working capital which amounted to approximately S\$32.4 million; (ii) changes in working capital of approximately S\$1.7 million; (iii) income taxes paid of approximately S\$4.0 million; and (iv) interest paid of approximately S\$2.2 million. Changes in working capital primarily reflected the increase in trade and other receivables of approximately S\$2.8 million, which was partially offset by (i) the increase in amount due to immediate holding company of approximately S\$0.9 million; and (ii) the increase in trade and other payables of approximately S\$0.7 million. We had lower net cash from operating activities during 2023 primarily due to (i) the increase in our income taxes paid during 2023; and (ii) the increase in other payables as a result of accrued [REDACTED] expenses.

For the year ended 31 December 2024, our net cash from operating activities of approximately S\$24.5 million was primarily resulted from (i) our operating cash flow before movement in working capital amounted to approximately S\$29.9 million; (ii) changes in working capital of approximately S\$1.1 million; (iii) income tax paid of approximately S\$4.4 million; and (iv) interest paid of approximately S\$2.2 million. Changes in working capital primarily reflect the increase in amounts due to related parties of approximately S\$1.1 million and decrease in trade and other receivables of approximately S\$3.4 million which was partially offset by the decrease in trade and other payables of approximately S\$2.3 million. Our net cash from operating activities during the year ended 31 December 2024 remained at a similar level as the year ended 31 December 2023.

For the year ended 31 December 2025, our net cash generated from operating activities amounted to approximately S\$23.8 million, which was primarily attributable to (i) our operating cash flows before movements in working capital of approximately S\$30.8 million; partially offset by (ii) income taxes paid of approximately S\$3.9 million; (iii) interest paid of approximately S\$1.8 million; and (iv) net outflow in working capital of approximately S\$1.5 million. Changes in working capital primarily reflected (i) an increase in trade and other receivables of approximately S\$2.5 million; (ii) a decrease in amounts due from related parties of approximately S\$1.9 million; and (iii) a decrease in amounts due to related parties of approximately S\$1.8 million, which were partially offset by (iv) an increase in trade and other payables of approximately S\$1.1 million and (v) an increase in inventories of approximately S\$0.2 million. Our net cash generated from operating activities remained relatively stable during the year ended 31 December 2025 compared to the year ended 31 December 2024.

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Net cash used in investing activities

Cash flows used in investing activities mainly include dividends received from an associate, purchase of property, plant and equipment, purchase of club membership, proceeds from disposal of property, plant and equipment, investment in an associate, net cash outflows on disposal of subsidiaries, withdrawal of pledged bank deposits, placement of pledged bank deposits advance to immediate holding company and repayment from immediate holding company.

For the year ended 31 December 2023, we had net cash used in investing activities of approximately S\$7.6 million, primarily attributable to the purchase of property, plant and equipment of approximately S\$7.8 million, which was partially offset by the proceeds from disposal of property, plant and equipment of approximately S\$0.2 million.

For the year ended 31 December 2024, we had net cash used in investing activities of approximately S\$5.2 million, primarily attributable to (i) the purchase of property, plant and equipment of approximately S\$4.9 million, (ii) the advance to associates of approximately S\$1.0 million, which was partially offset by the proceeds from disposal of property, plant and equipment of approximately S\$1.3 million.

For the year ended 31 December 2025, our net cash used in investing activities amounted to approximately S\$28.2 million, which was primarily attributable to the purchase of property, plant and equipment of approximately S\$29.3 million and the purchase of intangible assets of approximately S\$21,000. This was partially offset by (i) the repayment from associates of approximately S\$1.0 million; (ii) proceeds from disposal of property, plant and equipment of approximately S\$0.3 million; and (iii) dividend from an associate of approximately S\$0.2 million. Our net cash used in investing activities increased significantly from approximately S\$5.2 million for the year ended 31 December 2024 to approximately S\$28.2 million for the year ended 31 December 2025, primarily due to the substantial increase in capital expenditure for the purchase of property, plant and equipment.

Net cash (used in)/from financing activities

Cash flows used in financing activities mainly include repayment of lease liabilities, dividends paid, dividends paid to non-controlling interests, new bank borrowings raised, repayment of bank borrowings, loan from a related party raised, acquisition of non-controlling interests in subsidiaries, repayment to the immediate holding company, advance from a related party, repayment from a related party, capital contribution from non-controlling interests and payment for deferred issue cost.

For the year ended 31 December 2023, we had net cash used in financing activities of approximately S\$14.8 million, primarily attributable to (i) the repayment of bank borrowings of approximately S\$23.3 million; (ii) the repayment of lease liabilities approximately S\$8.0 million; and (iii) the dividends paid of approximately S\$3.0 million, which was partially offset by (i) the new bank borrowings raised of approximately S\$15.0 million; and (ii) the loan from a related party raised of approximately S\$5.7 million.

For the year ended 31 December 2024, we had net cash used in financing activities of approximately S\$24.3 million, primarily attributable to (i) the repayment of bank borrowings of approximately S\$8.3 million; (ii) the repayment of lease liabilities of approximately S\$7.6 million; (iii) the dividends paid of approximately S\$6.0 million; and (iv) repayment of loan from a related party of approximately S\$2.8 million, which was partially offset by the new bank borrowings raised of approximately S\$1.5 million.

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For the year ended 31 December 2025, we recorded net cash generated from financing activities of approximately S\$19.7 million. This was primarily attributable to (i) new bank borrowings raised of approximately S\$22.4 million; and (ii) proceeds from the issue of convertible notes of approximately S\$15.0 million. These inflows were partially offset by (i) repayment of lease liabilities of approximately S\$6.9 million; (ii) dividends paid of approximately S\$3.5 million; (iii) repayment of bank borrowings of approximately S\$3.5 million; (iv) repayment on a loan from a related party of approximately S\$1.9 million; (v) payment for pledged bank deposits of approximately S\$1.0 million; and (vi) payment for deferred issue cost of approximately S\$0.2 million. We recorded net cash generated from financing activities in 2025 compared to net cash used in financing activities of approximately S\$24.3 million in 2024, which was primarily attributable to the proceeds from the issue of convertible notes and the increase in new bank borrowings raised during the year.

NET CURRENT ASSETS

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	S\$'000	S\$'000	S\$'000	S\$'000
				(Unaudited)
CURRENT ASSETS				
Inventories	4,551	5,128	5,236	5,884
Trade and other receivables	22,606	19,746	22,288	23,805
Finance lease receivables	49	11	–	–
Amounts due from related parties	1,435	3,009	137	128
Amount due from immediate holding company	209	293	669	774
Pledged bank deposits	5	6	6	5
Cash and cash equivalents	27,309	22,368	37,434	31,910
	<u>56,164</u>	<u>50,561</u>	<u>65,770</u>	<u>62,506</u>
CURRENT LIABILITIES				
Trade and other payables	17,289	15,162	34,767	32,470
Amounts due to related parties	2,149	3,011	528	442
Loan from a related company	1,969	53	–	–
Loan from a third party	–	–	950	985
Provision for restoration costs	1,319	1,255	1,265	1,419
Lease liabilities	7,342	6,678	5,754	4,297
Income tax payable	2,913	2,765	3,171	4,393
Bank borrowings	7,000	2,050	2,498	2,507
Convertible notes	–	–	15,038	15,188
	<u>39,981</u>	<u>30,974</u>	<u>63,971</u>	<u>61,701</u>
NET CURRENT ASSETS	<u>16,183</u>	<u>19,587</u>	<u>1,799</u>	<u>805</u>

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Our current assets consist of inventories, trade and other receivables, finance lease receivables, amounts due from related parties, amount due from immediate holding company, cash and cash equivalents and pledged bank deposits. Our current liabilities consist of trade and other payables, amounts due to related parties, loan from a related company provision for restoration costs, lease liabilities, income tax payable and bank borrowings.

Our net current asset increased from approximately S\$16.2 million as at 31 December 2023 to approximately S\$19.6 million as at 31 December 2024, mainly attributable to the decreased in short term bank borrowing for approximately S\$5.0 million. Our net current assets decreased from approximately S\$19.6 million as at 31 December 2024 to S\$1.8 million as at 31 December 2025, mainly attributable to the recognition of convertible notes of approximately S\$15.0 million during the year.

WORKING CAPITAL

Our Directors confirm that, taking into consideration the financial resources presently available to us, including cash generated from operating activities, the available facilities and the estimated net [REDACTED] from the [REDACTED], we have sufficient working capital for our present requirements and for at least the next 12 months commencing from the date of this document.

We monitor and maintain an adequate level of cash and cash equivalents to finance our operations and mitigate the effects of fluctuations in cash flows. Our Directors monitor the level of our bank loans and other borrowings to ensure adequate utilisation of banking facilities and our compliance with loan covenants.

DESCRIPTION OF CERTAIN ITEMS OF CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Property, plant and equipment

Property, plant and equipment and right-of-use assets mainly comprise of depot land, land use rights, leasehold buildings and container yard, container yard development, office furniture and equipment, plant and machinery, motor vehicles, renovation, container equipment and construction-in-progress. As at 31 December 2023, 2024 and 2025, the carrying amount of property, plant and equipment and right-of-use assets amounted to approximately S\$83.6 million, S\$78.3 million and S\$117.7 million, respectively.

The carrying amount of property, plant and equipment and right-of-use assets:

- increased by approximately S\$10.4 million over the year ended 31 December 2023, mainly attributable to the addition of approximately S\$24.7 million primarily that consisted of plant and machinery in respect of our container depot land, leasehold buildings and container yard, partially offset by annual depreciation recorded during the year.
- decreased by approximately S\$5.3 million over the year ended 31 December 2024, mainly attributable to the annual depreciation of approximately S\$11.2 million, partially offset by effect of disposal / written off of S\$7.5 million during the year.

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- increased by approximately S\$39.4 million over the year ended 31 December 2025, mainly attributable to additions of approximately S\$50.2 million, primarily relating to construction-in-progress for the development of the Singapore Mega Depot as well as additions to plant and machinery and container yard equipment. The increase was partially offset by depreciation and impairment charges of approximately S\$10.8 million for the year, as well as disposals and write-offs of approximately S\$2.9 million recognised during the year.

Property Interests

Kroll (HK) Limited has valued our property interests as at 30 April 2026. Details of the valuation are summarised in Appendix III to this document. The reconciliation between the carrying amount of the properties held by our Group as at 31 December 2025 and the valuation of such properties as at 30 April 2026 is as follows:

	RMB'000	S\$'000 ⁽²⁾
Carrying amount of the properties held by our Group as at 31 December 2025 ⁽¹⁾	150,769	
Net changes during the period from 31 December 2025 to 30 April 2026	(1,109)	
Carrying amount of the properties held by our Group as at 30 April 2026	149,660	27,766
Total market value of the properties held by our Group 30 April 2026	159,100	29,518
Valuation surplus	9,440	1,752

Notes:

- (1) It represented the land and building and improvement situated in Tianjin. Please refer to Note 17 to the Accountants' Report set out in Appendix I to this document for details.
- (2) For illustrative purpose, the translations of RMB into S\$ have been made at the rate of RMB5.39 to S\$1, the rate as at 30 April 2026.

Goodwill

As at 31 December 2023, 2024 and 2025, we recorded a goodwill of approximately S\$13.0 million, S\$13.0 million and S\$12.9 million, respectively.

Goodwill arising on acquisition was recorded and carried at cost less accumulated impairment losses. As at 31 December 2023, 2024 and 2025, the carrying amount of goodwill arose from the cash generating unit of (HK) Gold Prime and (SG) YF Container, whereas the goodwill previously allocated to (HK) Grand Pacific, (HK) Ming Container, (HK) MF Reefer and (HK) Best China has been fully impaired.

On 30 May 2024, we entered into a share purchase agreement with the Vendor, pursuant to which we agreed to acquire 60% of the shareholdings of (SG) YF Container. Goodwill in amount of S\$20,000 was recorded upon the acquisition of the shareholdings of (SG) YF Container.

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According to relevant accounting standard, if a reasonably possible change in a key assumption on which management has based its determination of the cash-generating-unit’s (the “CGU”) recoverable amount would cause the CGU’s carrying amount to exceed its recoverable amount, the Group should disclose: (i) the amount by which the CGU’s recoverable amount exceeds its carrying amount; (ii) the value assigned to the key assumption; and (iii) the amount by which the value assigned to the key assumption must change, after incorporating any consequential effects of that change on the other variables used to measure recoverable amount, in order for the CGU’s recoverable amount to be equal to its carrying amount.

For the purposes of impairment testing, the entire amount of goodwill has been allocated to five CGUs as at 31 December 2022 and 2023, and six CGUs as at 31 December 2024, representing six different subsidiaries, namely Grand Pacific Warehouse Limited (“(HK) Grand Pacific”), Ming Fung Container Limited (“(HK) MF Container”), Ming Fung Reefer Container Service Company Limited (“(HK) MF Reefer”), Best China Development Limited (“(HK) Best China”), (HK) Gold Prime and Yuan Fang Container Specialist Pte. Ltd. (“(SG) YF Container”). The principal activities of these subsidiaries are set out in note 32. The cost, impairment and carrying amounts (net of accumulated impairment losses) of goodwill attributable to respective CGUs are as follows:

	As at 31 December		
	2023	2024	2025
	S\$’000	S\$’000	S\$’000
Cost:			
(HK) Grand Pacific	887	887	–
(HK) MF Container	1,780	1,780	1,780
(HK) MF Reefer	802	802	802
(HK) Best China	8,009	8,009	7,465
(HK) Gold Prime	13,009	13,009	12,869
(SG) YF Container	–	20	20
	<u>24,487</u>	<u>24,507</u>	<u>22,936</u>
Impairment:			
(HK) Grand Pacific	887	887	–
(HK) MF Container	1,780	1,780	1,780
(HK) MF Reefer	802	802	802
(HK) Best China	8,009	8,009	7,465
(HK) Gold Prime	–	–	–
(SG) YF Container	–	–	–
	<u>11,478</u>	<u>11,478</u>	<u>10,047</u>
Carrying amount:			
(HK) Grand Pacific	–	–	–
(HK) MF Container	–	–	–
(HK) MF Reefer	–	–	–
(HK) Best China	–	–	–
(HK) Gold Prime	13,009	13,009	12,869
(SG) YF Container	–	20	20
	<u>13,009</u>	<u>13,029</u>	<u>12,889</u>

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As at 31 December 2023, 2024 and 2025, the recoverable amounts of (HK) Gold Prime and its subsidiaries (collectively referred to as “**(HK) Gold Prime Group**”) have been determined based on value in use calculations with certain key assumptions. The calculations use cash flow projections based on financial budgets covering a five-year period approved by management. The pre-tax discount rate used to discount the projected cash flows of (HK) Gold Prime Group for the years ended 31 December 2023, 2024 and 2025 is 9%, 10.5% and 10.5%, respectively, per annum. Cash flows beyond the forecasted period are extrapolated using a steady 2% growth rate. The long-term growth rates are based on the relevant industry growth forecasts and do not exceed the average long-term growth rate for the relevant industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin based on past performance and management’s expectation of the market development. The headroom calculated based on the recoverable amounts deducting the carrying amount allocated for (HK) Gold Prime as at 31 December 2023, 2024 and 2025 was approximately S\$39 million, S\$17 million and S\$8 million, respectively. The directors of the Company believe that any reasonably possible changes in any of these assumptions would not cause the carrying amounts to exceed the recoverable amount. A sensitivity analysis has been performed on an increase in the discount rate of 1.0% or decrease in growth rate of cash flows beyond the forecasted period by 1.0% which are changes in key assumptions considered to be possible by the management. The sensitivity analysis shows that no impairments would arise under the sensitivity scenarios. The management believes any reasonably possible change to the key assumptions applied is not likely to cause the recoverable amounts to be below the carrying amounts of the cash generating unit.

For details of our goodwill impairment assessment, please refer to Note 18 of the Accountants’ Report as set out in Appendix I to this document.

Intangible assets

Our intangible assets mainly refers to (i) contract-based intangible assets arising from the acquisition of equity interest in (HK) Gold Prime; (ii) customer relationships; and (iii) the club membership. Our contract-based intangible assets have finite useful lives of 3 to 15 years, over which the assets are amortised. Our customer relationships have been fully amortised but still considered to be in use. While the majority of our club memberships have indefinite useful lives and are tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired.

As at 31 December 2023, 2024 and 2025, the carrying amount of our intangible asset amounted to approximately S\$2.1 million, S\$1.5 million and S\$0.9 million, respectively. The decrease of our carrying amount of our intangible assets over the Track Record Period was primarily due to depreciation over the years.

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Interests in associates

Our interests in an associate mainly refers to (i) our cost of investment in an associates; and (ii) share of post-acquisition profit, and comprehensive income, net of dividend received from (SG) CK and (PRC) QD Port Lianyung. Our Company holds 40% equity interest in (SG) CK. Established in 2004, (SG) CK is a joint venture in Singapore between Chu Kong Shipping Enterprises (Group) Company Limited ("CKS"), a company listed on the Stock Exchange (stock code: 560), and our Company whereby 60% is owned by CKS and 40% by us. (SG) CK is principally engaged in freight forwarding related businesses in Singapore.

Established on 25 December 2023, (PRC) QD Port Lianyung is a joint venture in Qingdao of the PRC owned as to (i) 51% by an entity controlled by Shandong Port Qingdao Port Group., Ltd* (山東港口青島港集團有限公司) which is a fellow subsidiary of Qingdao Port International Logistics Co., Ltd.* (青島港國際物流有限公司) (being the primary operator of the Port of Qingdao and one of our major suppliers during the Track Record Period); (ii) 25% by us; and (iii) 24% by an Independent Third Party, Qingdao Zhiyuan Global Supply Chain Management Co., Ltd.* (青島智遠環球供應鏈管理有限公司). (PRC) QD Port Lianyung was formed to further explore and develop container depot and logistic business in Qingdao. For details of our interest in associates, please refer to "Business - Our Investments" in this document.

Our interests in an associate amounted to approximately S\$2.2 million, S\$3.2 million and S\$3.6 million as at 31 December 2023, 2024 and 2025, respectively.

Inventories

The following table sets forth our inventories as at the dates indicated:

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Trading stocks containers	4,363	4,890	5,092
Consumables	188	238	144
Total	4,551	5,128	5,236

Our inventories include trading stock of containers, spare parts and consumables used in our provisions of services. As at 31 December 2023, 2024 and 2025, our inventories remained relatively stable at approximately S\$4.6 million, S\$5.1 million and S\$5.2 million, respectively.

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The following table sets out an ageing analysis of our inventories as at the dates indicated:

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Within 30 days	855	821	1,220
31 to 90 days	991	1,425	821
91 to 180 days	1,164	1,346	1,277
Over 180 days	<u>2,251</u>	<u>2,186</u>	<u>2,600</u>
	5,261	5,778	5,918
Less: Allowance for stock provision	<u>(710)</u>	<u>(650)</u>	<u>(682)</u>
Total	<u>4,551</u>	<u>5,128</u>	<u>5,236</u>

During the Track Record Period, 42.8%, 37.8% and 43.9% of the Group’s inventories were purchased for over 180 days. Second-hand containers and spare parts are durable assets that do not have a prescribed expiry date or rapid obsolescence like high-tech products or perishables. Their structural integrity remains largely intact over time, allowing them to be sold in a short period of time. Also, we have made provisions for used containers that have been in stock for over 5 years. Therefore, the Directors are of the view that there should be limited concerns regarding recoverability and there are sufficient provisions made on stock.

The following table sets forth the turnover days of our inventories for the years indicated:

	For the year ended 31 December		
	2023	2024	2025
Average turnover days of inventories ^(Note)	14.9	14.5	18.0

Note: Average turnover days of inventories is derived by dividing the arithmetic mean of the opening and closing balances of inventories for the relevant period by cost of sale and multiplying by 365 days

Our average turnover days of inventories decreased slightly from 14.9 days for the year ended 31 December 2023 to 14.5 days for the year ended 31 December 2024 despite the increase in inventory balance as at 31 December 2024, primarily due to the increase of cost of sales during the year. The increase in inventory turnover days from 14.5 days in the year ended 31 December 2024 to 18.0 days in the year ended 31 December 2025 was primarily due to the increase in average inventory balance arising from higher inventory holdings as a result of bulk purchases made during suppliers’ sales promotion campaigns.

As at 30 April 2026 (being the latest practicable date of this information), approximately S\$2.1 million (or 40.9%) of the inventories as at 31 December 2025 were subsequently utilised.

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Trade and other receivables

The following table sets forth our trade and other receivables as at the dates indicated:

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Trade receivables	15,060	12,079	16,102
Less: allowance for credit losses ⁽¹⁾	(10)	(10)	(142)
	<u>15,050</u>	<u>12,069</u>	<u>15,960</u>
Other receivables ⁽²⁾⁽³⁾	1,871	1,468	1,001
Value-added tax receivables	644	369	1,899
Deposits	2,415	2,129	2,313
Prepayments	1,541	1,717	1,115
Deferred issue costs	<u>1,085</u>	<u>1,994</u>	<u>–</u>
	<u>7,556</u>	<u>7,677</u>	<u>6,328</u>
Total	<u><u>22,606</u></u>	<u><u>19,746</u></u>	<u><u>22,288</u></u>

Notes:

- (1) The allowance for credit loss of S\$10,000, S\$10,000 and S\$142,000 under ECL as at 31 December 2023, 2024 and 2025 was for a long outstanding balance due from a specific customer, the amount involved is considered insignificant. The ECL rate for the remaining debtors was approximately nil, the directors of the Company consider trade receivables past due to be generally recoverable based on the historical experiences of the Group due to the long-term relationship and good repayment record with such customers.
- (2) As at 31 December 2023, the nature and composition of our other receivables includes a net amount of approximately S\$0.4 million related to a one-off incident as a result of a suspected fraud incident by a customer of our freight forwarding business in Qingdao. In light of the severity of this isolated incident and for prudence sake, we have reclassified the relevant amount from trade receivables to other receivables as at 31 December 2023. Additionally, we have assessed the recoverability of the receivable and recognised an impairment loss on other receivables under expected credit loss model in the sum of RMB6.4 million (equivalent to S\$1.2 million) for the year ended 31 December 2023. For details, please see paragraph headed “- Impairment loss under expected credit loss model, net of reversal” in this section and for details of our credit risk and impairment assessment, please see Note 35 to the Accountants’ Report as set out in Appendix I to this document.
- (3) Other receivables mainly comprise government grant receivables, unbilled revenue, advance payments and other miscellaneous receivables.

Trade receivables as at the respective reporting dates principally represented the outstanding amounts receivable by us from our customers. Our trade receivables, net of allowance for credit losses, were approximately S\$15.1 million, S\$12.1 million and S\$16.0 million, as at 31 December 2023, 2024 and 2025, respectively.

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The following table sets forth the aging analysis of our trade receivables, net of allowance for credit losses, presented based on the invoice dates as at the dates as indicated:

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Within 30 days	7,710	6,479	8,763
31-60 days	4,676	3,373	4,652
61-90 days	1,976	1,029	1,797
91-180 days	363	816	583
181-365 days	211	242	165
Over 1 year	114	130	–
Total	15,050	12,069	15,960

Trade receivables that were past due accounted for approximately 29.4%, 31.9% and 25.5% of our total trade receivables as at 31 December 2023, 2024 and 2025, respectively. We have adopted the simplified approach to measure our allowance of expected credit loss. Our Group considers the aging analysis of our debtors and other credit risk characteristics to measure our expected credit losses.

The table below sets out our average trade receivables turnover days as at the dates indicated:

	For the year ended 31 December		
	2023	2024	2025
Trade receivables turnover days ^(Note)	35.5	31.5	35.4

Note: Trade receivables turnover days is calculated using the average balances of trade receivables divided by revenue (excluding revenue derived from Tianjin Zhongke Group) and multiplied by 365 days. Average balance of trade receivables is calculated as the sum of the beginning and the ending balance of trade receivables for the relevant year divided by two.

We generally offer our customers credit term of 30 to 60 days, from the invoice date. Our trade receivable turnover days are consistent with our credit period offered to our customers. Our customers have been continuously settling their bills without default and our Directors consider that there was no collectability issue in relation to such outstanding trade receivables. During the Track Record Period and up to the Latest Practicable Date, save for a one-off suspected fraud incident by a customer of our freight forwarding business in Qingdao (as disclosed in the paragraph headed – impairment loss under expected credit losses model, net of reversal in this section), we did not experience any material default in payments from our customers. Our trade receivable turnover days during the Track Record Period are within the credit period.

As at 30 April 2026 (being the latest practicable date of this information), approximately S\$15.5 million (or 96.9%) of the trade receivables as at 31 December 2025 were subsequently settled.

FINANCIAL INFORMATION

Deposits

Our deposits mainly represent (i) deposits paid in relation to the acquisition of machinery and utilities; and (ii) rental deposits paid to our lessors. During the Track Record Period, our deposits remained relatively stable.

Prepayments

Our prepayments mainly represent (i) advances to shipping lines and agents in relation to our freight forwarding business; and (ii) prepayments on insurances for our Group. Our prepayments remained relatively stable as at 31 December 2023, 2024 and 2025.

Cash and cash equivalents and pledged bank deposits

As at 31 December 2023, 2024 and 2025, our cash and cash equivalents amounted to approximately S\$27.3 million, S\$22.4 million and S\$37.4 million, respectively. Bank balances as at 31 December 2023, 2024 and 2025, carry interest at market rates which range from nil to 3.2% per annum and the pledged deposits carry fixed interest rate of 1.75% per annum.

Pledged bank deposits amounting to S\$5,000, S\$6,000 and S\$1.0 million as at 31 December 2023, 2024 and 2025, respectively, represented the secure deposits paid for banking facilities granted to our Group and will be released upon repayment of borrowings. For details of bank borrowings, please refer to the paragraph headed “Indebtedness – Bank borrowings” in this section.

Trade and other payables

The following table set forth the breakdown of our trade and other payables as at the dates indicated:

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Trade payables	6,241	4,260	6,338
Other payables	3,744	3,479	3,448
Value-added tax payables	77	103	66
Other accrued expenses	6,630	6,805	6,402
Accrued [REDACTED] expenses	[REDACTED]	[REDACTED]	[REDACTED]
Accrued issue costs	88	161	–
Construction payables	–	–	19,243
Total	17,289	15,162	35,497

FINANCIAL INFORMATION

Trade payables

Our trade payables primarily represent our obligations to pay for our goods and services that have been acquired in the ordinary course of business from our suppliers. The decrease from approximately S\$6.2 million as at 31 December 2023 to approximately S\$4.3 million as at 31 December 2024 was primarily attributable to the settlement of trade payables balance in (PRC) QD Keyun following the transfer of business to (PRC) QD Port Lianyun, the associate company of our Group. The increase from approximately S\$4.3 million as at 31 December 2024 to approximately S\$6.3 million as at 31 December 2025 was in line with the expansion of the Group’s business operations.

Our Group is normally granted with a credit term between 30 to 60 days during the Track Record Period. As at 31 December 2023, 2024 and 2025, the ageing analysis of our trade payables based on the invoice date as at the dates indicated:

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Within 30 days	5,280	2,927	5,250
31 – 60 days	631	1,052	671
61 – 90 days	138	126	295
91 – 180 days	36	63	62
181 – 365 days	138	74	42
Over 1 year	18	18	18
Total	6,241	4,260	6,338

Trade payables turnover days

The following table sets forth our trade payables turnover days as at the dates indicated:

	For the year ended 31 December		
	2023	2024	2025
Trade payables turnover days ^(Note)	22.4	16.5	18.5

Note: Trade payables turnover days is calculated using the average balances of trade payables divided by the cost of revenue (excluding amounts paid to our connected persons) and multiplied by 365 days. Average balance of trade payables is calculated as the sum of the beginning and the ending balance of trade payables for the relevant year divided by two.

Our trade payable turnover days for the Track Record Period remained relatively stable. Our Group maintained timely settlement of trade payables with major suppliers during the Track Record Period. Our trade payables turnover days were within the range of the granted credit period.

As at 30 April 2026 (being the latest practicable date of this information), approximately S\$5.9 million or 93.2% of the trade payables as at 31 December 2025 have been subsequently settled.

FINANCIAL INFORMATION

Other payables

Our other payables mainly comprise of (i) payable to a lessor in relation the land use right; (ii) deposits received; and (iii) salary payables to our staff. Our other payables amounted to approximately S\$3.7 million, S\$3.5 million and S\$3.4 million as at 31 December 2023, 2024 and 2025, respectively. Our other payables remained relative stable during the Track Record Period.

Other accrued expenses

Our other accrual expenses mainly comprised of accrual for employees’ remuneration and staff benefits, receipt in advance and other accrued expenses.

Our construction payables

Our construction payables mainly comprise of payable for the Mega Depot in Singapore in 2025.

Provision for restoration costs

As at 31 December 2023, 2024 and 2025, the amount of provision for restoration cost amounted to approximately S\$1.3 million, S\$1.3 million and S\$1.3 million, respectively. Provisions for restoration costs represent the present value of the estimation of costs to reinstate the leased premises of our Group to their original state upon expiry of the term of the lease.

Amounts due from/to related parties and amount due from immediate holding company

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Amounts due from related parties			
– trade in nature	1,435	2,007	136
– non- trade in nature	–	1,002	1
<i>Sub-total</i>	1,435	3,009	137
Amount due from immediate holding company			
– non-trade in nature	209	293	669
Amounts due to related parties			
– trade in nature	1,205	2,263	473
– non-trade in nature	944	748	55
<i>Sub-total</i>	2,149	3,011	528
Loan from a related company/third party			
– non-trade in nature	5,689	2,843	–

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As confirmed by the Directors, all non-trade amounts due from related parties, non-trade amount due from our immediate holding company, non-trade amounts due to related parties and the loan from a related company outstanding as at the Latest Practicable Date will be settled on or prior to [REDACTED].

Amounts due from related parties

Our amounts due from related parties (trade in nature) mainly represent amounts receivables from our connected persons. For details of our connected persons, please refer to the section headed “Connected Transactions” in this document.

As at 31 December 2023, 2024 and 2025, our amounts due from related parties amounted to approximately S\$1.4 million, S\$2.0 million and S\$0.1 million, respectively. Such balances were trade in nature, unsecured, interest-free, repayable under credit terms of 30-90 days.

The following table sets forth the aging analysis of our amounts due from related parties, net of allowance for credit losses, presented based on the invoice dates as at the dates indicated:

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Within 30 days	637	1,125	–
31 – 60 days	605	437	136
61 – 90 days	141	440	–
91 – 180 days	50	5	–
181 – 365 days	2	–	–
Total	1,435	2,007	136

As at 31 December 2023, 2024 and 2025, amounts due from related parties balances includes with aggregate carrying amount of S\$0.6 million, S\$0.5 million and S\$0.1 million were past due as at the respective reporting dates. Out of the past due balances as at 31 December 2023, 2024 and 2025, nil of them has been past due over 90 days and is not considered as in default due to the history of cooperation and the sound collection history of the debtors.

For details of our amounts due from related companies, please refer to Note 25 to the Accountants’ Report as set out in Appendix I to this document. Our long outstanding amount of balance due from related parties was mainly due to our connected parties allows us a longer credit period, and likewise, we allow these related parties to have a longer credit period due to the long business relationship.

Amount due from immediate holding company

As at 31 December 2023, 2024 and 2025, the amount due from immediate holding company amounted to approximately S\$0.2 million, S\$0.3 million and S\$0.7 million, respectively. The amount is non-trade in nature, unsecured, interest-free and repayable on demand. For details of our amounts from immediate holding company, please refer to Note 25 to the Accountants’ Report as set out in Appendix I to this document.

FINANCIAL INFORMATION

Amounts due to related parties

Our amounts due to related parties mainly represent amounts payable to our connected persons. For details of our connected persons, please refer to the section headed “Connected Transactions” in this document. As at 31 December 2023, 2024 and 2025, the amounts due to related parties amounted to approximately S\$1.2 million, S\$2.3 million and S\$0.5 million, respectively, and were trade in nature, unsecured, interest-free and repayable under credit term of 30 to 60 days. Such trade in nature balance will not be settled upon [REDACTED]. The remaining balances of S\$0.9 million, S\$0.7 million and S\$55,000 as of 31 December 2023, 2024 and 2025 were non-trade in nature, repayable on demand. Of these, the balances as at 31 December 2023 were due to a director and non-controlling shareholder of a subsidiary held by the Company before completion of the share swap, and the balance as at 31 December 2024 was due to a shareholder of the Company. For details, please refer to the section headed “History, reorganisation and Corporate Structure – Our Reorganisation” in this document.

The following is an aged analysis of amounts due to related parties based on the invoice dates as at the dates indicated:

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Within 30 days	775	1,292	–
31 – 60 days	427	512	–
61 – 90 days	3	457	–
91 – 180 days	–	2	473
Total	1,205	2,263	473

For details of our amounts due to related companies, please refer to Note 25 to the Accountants’ Report as set out in Appendix I to this document. Our long outstanding amount of balance due to related parties was mainly due to our connected parties allows us a longer credit period, and likewise, we allow these related parties to have a longer credit period due to the long business relationship.

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Lease liabilities

The lease liabilities represent payment for the right of using underlying assets. As at 31 December 2023, 2024 and 2025, we recorded current lease liabilities of approximately S\$7.3 million, S\$6.7 million and S\$5.8 million, respectively, and non-current lease liabilities of approximately S\$29.2 million, S\$24.1 million and S\$19.8 million, respectively. We recognise a right-of-use asset and a lease liability at the lease commencement date.

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Undiscounted lease payments			
Within one year	8,767	7,877	6,723
Within a period of more than one year but not exceeding two years	7,638	6,171	2,858
Within a period of more than two years but not exceeding five years	9,001	5,493	4,770
Within a period of more than five years	<u>23,193</u>	<u>22,086</u>	<u>20,956</u>
	48,599	41,627	35,307
Interest payment	<u>(12,048)</u>	<u>(10,839)</u>	<u>(9,787)</u>
Carrying amount	<u><u>36,551</u></u>	<u><u>30,788</u></u>	<u><u>25,520</u></u>
Analysed as:			
Current	7,342	6,678	5,754
Non – current	<u>29,209</u>	<u>24,110</u>	<u>19,766</u>
	<u><u>36,551</u></u>	<u><u>30,788</u></u>	<u><u>25,520</u></u>

FINANCIAL INFORMATION

INDEBTEDNESS

The following table sets forth our total indebtedness as at the dates indicated:

	2023	As at 31 December 2024	2025	As at 30 April 2026
	S\$'000	S\$'000	S\$'000	S\$'000 (unaudited)
CURRENT LIABILITIES				
Lease liabilities	7,342	6,678	5,754	4,297
Bank borrowings	7,000	2,050	2,498	2,507
Amounts due to related parties (non-trade in nature)	944	748	55	19
Loan from a related company	1,969	53	–	–
Loan from a third party	–	–	950	985
Convertible Notes	–	–	15,038	15,188
	<u>17,255</u>	<u>9,529</u>	<u>24,295</u>	<u>22,996</u>
NON-CURRENT LIABILITIES				
Lease liabilities	29,209	24,110	19,766	25,034
Bank borrowings	6,000	4,176	22,829	48,240
Loan from a related company	3,720	2,790	–	–
Total non-current liabilities	<u>38,929</u>	<u>31,076</u>	<u>42,595</u>	<u>73,274</u>
Total indebtedness	<u>56,184</u>	<u>40,605</u>	<u>66,890</u>	<u>96,270</u>

Bank borrowings

The following table sets forth our Group’s bank borrowing as at the dates indicated:

	2023	As at 31 December 2024	2025	As at 30 April 2026
	S\$'000	S\$'000	S\$'000	S\$'000 (unaudited)
Variable rate bank borrowings				
Analysed as:				
Secured	–	–	21,327	47,247
Unsecured	<u>13,000</u>	<u>6,226</u>	<u>4,000</u>	<u>3,500</u>
	13,000	6,226	25,327	50,747
Less: Amount due for settlement within 12 months (shown under current liabilities)	<u>(7,000)</u>	<u>(2,050)</u>	<u>(2,498)</u>	<u>(2,507)</u>
Amount due for settlement after 12 months	<u>6,000</u>	<u>4,176</u>	<u>22,829</u>	<u>48,240</u>

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Bank borrowings consist of interest-bearing bank borrowings from commercial banks. As at 31 December 2023, 2024 and 2025 and 30 April 2026, our unsecured and guaranteed bank borrowings amount to approximately S\$13.0 million, S\$6.2 million, S\$4.0 million and S\$3.5 million, respectively; and our secured and guaranteed bank borrowings amount to approximately nil, nil, S\$21.3 million and S\$47.2 million, respectively. The secured bank borrowing were secured by certain property, plant and equipment and under a corporate guarantee provided by the Company. These unsecured bank borrowings were under a corporate guarantee provided by our immediate holding company. As confirmed by the Directors, the guarantee from the immediate holding company will be released upon [REDACTED]. As at 31 December 2023, 2024 and 2025, the weighted average effective interest rates of bank borrowings were approximately 5.4%, 5.2% and 2.9%, respectively.

Our Directors confirmed that we had neither experienced any difficulties in obtaining or repaying, nor breached any major covenant or restriction of our bank loans or other bank facilities during the Track Record Period and up to the Latest Practicable Date. As at the Latest Practicable Date, there are no material covenants related to our outstanding debts that would materially limit our ability to undertake additional debt or equity financing.

As at 30 April 2026, we had aggregate banking facilities of approximately S\$170.4 million, of which S\$119.1 million was unutilised.

Loan from a related company/third party

In June 2021, (PRC) TJ Keyun purchased its existing container depot land in Tianjin of the PRC from its former owner for approximately RMB100.9 million. To partially finance this purchase, the Company drew down a total of approximately S\$10.2 million (equivalent to approximately RMB49.5 million at then exchange rate of S\$1 to RMB4.83) from our existing banking facilities and extended the same amount to (PRC) TJ Keyun. As the functional currency of (PRC) TJ Keyun is denominated in RMB, the repayment of the borrowed amount denominated in Singapore dollars is subject to foreign exchange exposure.

In September 2023, to reduce such long-term foreign exchange exposure, (PRC) TJ Keyun (as borrower) entered into loan agreements with Tianjin Keyun Logistics (as lender). Under the loan agreement, Tianjin Keyun Logistics agreed to provide a loan in the amount of approximately S\$5.7 million (equivalent of approximately RMB30.0 million at the then exchange rate of S\$1 to RMB5.35) to (PRC) TJ Keyun for a term of three years with an interest rate of 6.0% per annum. As at 31 December 2024, our current portion of the loan from a related party amounted to approximately S\$53,000, respectively, while the non-current portion amounted to approximately S\$2.8 million, respectively. The entire amount will be settled before [REDACTED].

As at 31 December 2025 and 30 April 2026 respectively, the remaining loan of S\$950,000 and S\$985,000 was unsecured and unguaranteed from (PRC) TJ Keyun was presented as loan from a third party as it ceased to be a related party during the year ended 31 December 2025.

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Amounts due to related parties (non-trade in nature)

As at 30 April 2026, the Group had non-trade amounts due to related parties of approximately S\$19,000 which were unsecured and unguaranteed. Such amount will be settled upon [REDACTED].

The non-trade nature of amount due from related parties, amount due from immediate holding company and loan from a related company as at 30 April 2026 will be settled on or before [REDACTED].

Lease liabilities

As at 30 April 2026, we had total lease liabilities of S\$29.3 million. Of this amount, S\$1.9 million was unsecured and unguaranteed. S\$14.5 million was unsecured and supported by corporate guarantees provided by the Company and one of its subsidiaries. S\$10.1 million was secured by rental deposits but remained unguaranteed. S\$0.4 million was secured by leased machinery and was unguaranteed. The remaining S\$2.4 million was secured by leased machinery and guaranteed by corporate guarantees from the immediate holding company, the Company, and a subsidiary of the Company.

Convertible notes

In December 2025, the Group issued convertible notes with an aggregate principal amount of S\$15 million. The convertible notes bear interest at a fixed rate of 3% per annum, unsecured and have a maturity of 12 months from the date of issuance, with an option for the Company to extend the maturity date by additional 12 months. The convertible notes are accounted for as financial instruments at fair value through profit or loss, and had a carrying amount of approximately S\$15.0 million as at 31 December 2025. As at 30 April 2026, the convertible notes of the Group with carrying amount of S\$15,188,000 was unsecured and unguaranteed. For further details of the principal terms and background of the convertible notes, please refer to the section headed “History, Reorganisation and Corporate Structure – Pre-[REDACTED] Investments” in this document.

Save as disclosed, we did not have any other borrowings, mortgages, charges, term loans or debt securities, issued or outstanding, or authorised or otherwise created but unissued, or other similar indebtedness, finance lease commitment, liabilities under acceptances, acceptance credits, hire purchase commitments, material contingent liabilities or guarantees. Our Directors confirmed that there has not been any material change in our indebtedness or contingent liabilities since 30 April 2026 and up to the Latest Practicable Date.

Funding and treasury policies

We negotiate with banks to obtain banking facilities according to our development plans and needs. Our Directors monitor the level of our bank loans and other borrowings to ensure adequate utilisation of banking facilities and our compliance with loan covenants to ensure that there is an adequate level of cash and cash equivalents to finance our operations and mitigate the effects of fluctuations in cash flows. We will generally deposit the surplus cash into the bank as general working capital.

FINANCIAL INFORMATION

SELECTED KEY FINANCIAL RATIOS

The following table sets out the key financial ratios of our Group as of the dates indicated:

	As at/for the year ended 31 December		
	2023	2024	2025
Gross profit margin ⁽¹⁾	30.2%	26.2%	29.5%
Net profit margin ⁽²⁾	5.4%	7.0%	8.9%
Return on total assets ⁽³⁾	5.3%	7.9%	6.6%
Return on equity ⁽⁴⁾	10.8%	13.8%	14.1%
Current ratio ⁽⁵⁾	1.4	1.6	1.0
Gearing ratio ⁽⁶⁾	71.4%	47.5%	71.2%
Interest coverage ⁽⁷⁾	6.7	8.2	11.5
Net debt to equity ratio ⁽⁸⁾	0.4	0.2	0.3

Notes:

1. Gross profit margin is calculated based on the gross profit for the respective years divided by the revenue for the respective year and multiplied by 100%.
2. Net profit margin is calculated based on the net profit for the respective years divided by the revenue for the respective year and multiplied by 100%.
3. Return on total assets is calculated based on the profit for the respective year divided by the total assets as at respective dates and multiplied by 100%.
4. Return on equity is calculated based on the profit for the respective year divided by the total equity as at the respective dates and multiplied by 100%.
5. Current ratio is calculated based on the total current assets as at the respective dates divided by the total current liabilities as at the respective dates.
6. Gearing ratio is calculated based on the total debt (representing interest-bearing bank borrowings, lease liabilities, net [REDACTED] raised from the Pre-[REDACTED] Investment, loan from a related company and loan from a third party) as at the respective dates divided by total equity as at the respective dates and multiplied by 100%.
7. Interest coverage is calculated based on the profit before interest and tax for the respective years divided by the interest on interest-bearing borrowings, lease liabilities and loan from a related company for the respective years.
8. Debt to equity ratio is calculated based on the net debt (being our total bank borrowings, convertible notes, lease liabilities, loan from a related company and loan from a third party less cash and cash equivalents) divided by the total equity as at the respective dates.

Gross profit margin

Our gross profit margin was approximately 30.2%, 26.2% and 29.5% during the Track Record Period. For details of our gross profit margin, please refer to the paragraph headed “ – Description of Selected Items From Consolidated Statements of Profit or Loss – Gross profit and gross profit margin” in this section.

Net profit margin

Our net profit margin was approximately 5.4%, 7.0% and 8.9% for the years ended 31 December 2023, 2024 and 2025, respectively. For details of our net profit margin, please refer to the paragraph headed “ – Description of Selected Items From Consolidated Statements of Profit or Loss – Net profit margin” in this section.

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Return on total assets

Our return on total assets increased from approximately 5.3% for the year ended 31 December 2023 to approximately 7.9% for the year ended 31 December 2024, which was mainly attributable to the increase in net profit due to the absence of equity-settled share-based expenses in 2024.

Our return on total assets decreased from approximately 7.9% for the year ended 31 December 2024 to approximately 6.6% for the year ended 31 December 2025, which was mainly attributable to the increase in total assets base, in particular the significant increase in non-current assets arising from capital expenditures and expansion of depot and warehouse facilities, while the increase in profit for the year was comparatively moderate.

Return on equity

Our return on equity increased from approximately 10.8% for the year ended 31 December 2023 to approximately 13.8% for the year ended 31 December 2024, which was mainly attributable to the increase in net profit due to the absence of equity-settled share-based expenses in 2024.

Our return on equity increased from approximately 13.8% for the year ended 31 December 2024 to approximately 14.1% for the year ended 31 December 2025, which was mainly attributable to the increase in profit for the year from approximately S\$11.1 million to S\$13.1 million, which outpaced the growth in equity base during the year.

Current ratio

Our current ratio increased from 1.4 times as at 31 December 2023 to 1.6 times as at 31 December 2024, primarily attributable to reduction of short term bank borrowing for the year ended 31 December 2024.

Our current ratio decreased from 1.6 times as at 31 December 2024 to 1.0 times as at 31 December 2025, primarily attributable to an increase in current liabilities, including trade and other payables and short-term borrowings, in line with the Group’s business expansion and increased working capital requirements, while current assets did not increase proportionately.

Gearing ratio

Our gearing ratio decreased from approximately 71.4% as at 31 December 2023 to approximately 47.5% as at 31 December 2024, mainly attributable to the further decrease in bank borrowings for the year ended 31 December 2024.

Our gearing ratio increased from 47.5% as at 31 December 2024 to 71.2% as at 31 December 2025, primarily attributable to the increase in total borrowings, including the issuance of convertible notes of S\$15.0 million in December 2025 to finance expansion and capital expenditures.

Interest coverage

Our interest coverage increased from approximately 6.7 times for the year ended 31 December 2023 to approximately 8.2 times for the year ended 31 December 2024, mainly attributable to the decrease in finance cost as a result of the decrease in bank borrowings for the year ended 31 December 2024.

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Our interest cover increased from 8.2 times as at 31 December 2024 to 11.5 times as at 31 December 2025, primarily attributable to the increase in profit before interest and tax, together with a decrease in finance costs from approximately S\$2.2 million in 2024 to S\$1.7 million in 2025 due to lower effective borrowing costs.

Net debt to equity ratio

Our net debt to equity ratio decreased to 0.2 as at 31 December 2024, mainly due to the decrease in our total bank borrowings and total lease liabilities.

Our net debt to equity ratio increased to 0.3 as at 31 December 2025 mainly due to the issuance of the convertible note.

RELATED PARTY TRANSACTIONS

During the Track Record Period, our Group entered into certain related party transactions, which are also our connected persons. For details of our related parties, please refer to the section headed “Connected Persons” in this document. For details of our related party transactions, please refer to Note 38 to the Accountants’ Report set out in Appendix I to this document. Our Directors confirmed that these related party transactions were conducted on arm’s length negotiations, and would not distort our results of operations over the Track Record Period or make our historical results over the Track Record Period not reflective of our future performance.

CAPITAL COMMITMENTS AND OPERATING LEASE ARRANGEMENT

Our Group’s capital expenditure and commitments principally consisted of purchase of plant, equipment and machinery. The following table sets forth our Group’s commitments as at the dates indicated:

(a) Capital Commitments

	For the year ended 31 December		
	2023	2024	2025
	S\$’000	S\$’000	S\$’000
Capital expenditure contracted for but not provided in respect of:			
– Mega Depot development	–	–	98,213
– Container yard development	70	–	–
– Acquisition of warehouse, depot and office	6,785	7,447	2,806
– Acquisition of other plant and machinery	30	999	744
Total	6,885	8,446	101,763

(b) Operating lease arrangement

Our Group as lessor

Certain of the machineries held by our Group for rental purposes have committed lessees for the next 1 and 2 years.

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Undiscounted lease payments receivable on leases are as follows:

	For the year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Within one year	726	376	810
In the second year	115	–	680
Total	841	376	1,490

Purchase of industrial land in Malaysia

On 8 December 2023, we entered into two sale and purchase agreements with the vendor on the purchase of two pieces of industrial land for a total consideration of approximately S\$8.5 million (equivalent to RM29.0 million). For the year ended 31 December 2023, we made partial payment of total amount of approximately S\$1.7 million (equivalent to RM5.8 million) upon the acceptance of offer and upon the execution of the sales and purchase agreements. For the year ended 31 December 2024, we have paid further S\$0.5 million. We recognised the deposit as construction-in-progress and will transfer to property once the construction is completed. The progress payment will be made in accordance to the construction progress.

On 17 June 2025, we have paid approximately S\$3.2 million (equivalent to RM10.0 million). Since then, we did not make any material capital expenditures. Our Group’s projected capital expenditures are subject to revision based upon any future changes in our business plan, market conditions, and economic and regulatory environment.

We expect to fund our contractual commitments and capital expenditure principally through the net [REDACTED] we receive from the [REDACTED] and cash generated from our operating activities. We believe that these sources of funding will be sufficient to finance our contractual commitments and capital expenditure needs for the next 12 months.

DIVIDEND AND DIVIDEND POLICY

During the Track Record Period, we declared and paid to our then Shareholders dividends in the amounts of approximately S\$3.0 million, S\$6.0 million and S\$3.5 million for the years ended 31 December 2023, 2024 and 2025, respectively. These distributions were determined having regard to our financial position at the relevant time and do not reflect any formal dividend policy. Accordingly, our historical dividends should not be relied upon as an indication of the level of dividends that may be declared or paid by us in the future.

With effect from the [REDACTED] Date, we will adopt a formal dividend policy under which we intend to declare and distribute, on an annual basis, dividends in an amount equivalent to 30–50% of our consolidated profit attributable to shareholders of the Company for each of the financial years after the Track Record Period (i.e. commencing from the year ending 31 December 2026). The declaration and payment of any dividend, and the determination of amount thereof in any financial year, will be subject to: (i) the discretion of the Board which shall take into account, among other things, our results of operations, earnings, cash flows, financial condition, capital requirements (including any significant expected capital expenditures), future business development, statutory and contractual restrictions on dividend payments and such other factors as the Board may consider relevant; (ii) (as a holding company incorporated under the laws of Singapore) the amount of dividends received from our operating

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subsidiaries; and (iii) the applicable provisions in our Constitution and the Singapore Companies Act which provide, among other things, that (a) no dividends may be paid to Shareholders except out of our Company’s profits available for distribution; (b) dividend payments are subject to obtaining approval of Shareholders in a general meeting; and (c) no dividend may be paid of any amount higher than as recommended by our Board.

Dividends, if declared, will be declared by our Company on Shares (on a per Share basis) in Singapore dollars and paid in Hong Kong dollars. Any distributable profits that are not distributed in any given year will be retained and may be made available for distribution in subsequent years.

Shareholders should note that the declaration and payment of dividends by our Company in any financial year is not guaranteed and the actual amount of dividends, if any, will depend on the factors described above. In particular, as further described in the section headed “Financial Information – Expected decrease in net profits for the year ending 31 December 2026”, a one-off, non-cash fair value loss is expected to be recognised in profit or loss for the year ending 31 December 2026 in connection with the conversion of the Pre-[REDACTED] Convertible Notes immediately prior to [REDACTED], which may materially reduce our consolidated profit attributable to Shareholders for that financial year. Accordingly, the amount of any dividend (if any) declared in respect of the year ending 31 December 2026 may be lower than would otherwise be implied by the pay-out ratio referred to above, or the Board may determine not to declare any dividend for that year. [REDACTED] should also refer to the risk factor headed “We cannot assure you that we will declare or pay any dividends in the future” in the section headed “Risk Factors”.

DISTRIBUTABLE RESERVES

Our Company is a limited liability company incorporated in the Republic of Singapore on 14 October 1994 and is an investment holding company. For our Company’s distributable reserves, please refer to the section headed “Statements of Financial Position of the Company” in Appendix I to this document.

AUDITORS AFTER [REDACTED]

We will appoint Deloitte Touche Tohmatsu (“**Deloitte HK**”), a Registered Public Interest Entity Auditor, as our auditors after the [REDACTED].

DISCLOSURE REQUIRED UNDER THE LISTING RULES

Our Directors have confirmed that as at the Latest Practicable Date, there are no circumstances that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

OFF-BALANCE SHEET ARRANGEMENT

As at the Latest Practicable Date, we had not entered into any off-balance sheet transaction. In addition, our Group has not entered into any derivative contracts that are indexed to our equity interests and classified as owners’ equity. Further, we do not have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or that engages in leasing, hedging or research and development services with us.

FINANCIAL INFORMATION

FINANCIAL INSTRUMENT

During the Track Record Period, we did not enter into any other financial instruments for hedging purposes.

MARKET AND OTHER FINANCIAL RISK MANAGEMENT

We are exposed to various financial risks arising in the normal course of business. We have adopted risk management policies and utilised a variety of techniques to manage our exposure to these risks. The main risks arising from our financial instruments are foreign exchange risks, interest rate risks, credit risks and liquidity risks. For details of our various financial risks, please refer to Note 36 to the Accountants’ Report as set out in Appendix I to this document.

UNAUDITED [REDACTED] ADJUSTED NET TANGIBLE ASSETS

For details of our unaudited [REDACTED] statement of the adjusted net tangible asset of our Group, please refer to the paragraph headed “A. Unaudited [REDACTED] statement of adjusted consolidated net tangible assets of the group attributable to owners of the Company” as set out in Appendix II to this document.

FINANCIAL AND TRADING PROSPECTS OF THE GROUP

Our Directors consider that the results of our Group during the Track Record Period are indicative of our future performance. Taking into account that Southeast Asia has become increasingly important in global trade and the trend of manufacturing shifting to Southeast Asia according to the Frost & Sullivan Report, the expected [REDACTED] from the [REDACTED] and our [REDACTED] status, the Directors are optimistic on the overall growth and development of the Group subsequent to the [REDACTED] and our Group will be able to strengthen our position as a logistics operator in the ASEAN region and the PRC.

For further information, please refer to (i) the section headed “Principal factors affecting our results of operations” in this section for the factors that may affect our financial and trading prospects; and (ii), the paragraph headed “Risk Factors – Risks relating to our business and our industry” and the “Future plans and use of [REDACTED]” in this document for our business development strategies and implementation plans respectively.

NO MATERIAL ADVERSE CHANGE

Our Directors confirm that, during the Track Record Period and up to the date of this document, there has been no material adverse change in the financial or trading position or prospects of our Group since 31 December 2025 (being the date to which the latest audited consolidated financial statements of our Group were prepared), and there is no event since 31 December 2025 which would materially affect the information shown in the Accountants’ Report set out in Appendix I to this document.

FUTURE PLANS AND USE OF [REDACTED]

See the section headed “Future Plans and Use of [REDACTED]” in this document for a detailed description of our future plans and use of [REDACTED].

FUTURE PLANS AND USE OF [REDACTED]

FUTURE PLANS

For a detailed discussion of our business strategies and future plans, please refer to the paragraphs headed “Business – Business strategies and future plans” in this document.

USE OF [REDACTED]

We estimate that we will receive net [REDACTED] from the [REDACTED] of approximately [REDACTED] million (equivalent to approximately [REDACTED] million) (assuming an [REDACTED] of [REDACTED] per [REDACTED] Share, being the mid-point of the [REDACTED] range), after deducting the [REDACTED] fees and commissions (assuming the full payment of the discretionary incentive fee) and estimated expenses payable by the Company. The table below presents the estimated [REDACTED] from the [REDACTED] which we will receive under the different scenarios:

	Assuming the [REDACTED] is not exercised	Assuming the [REDACTED] is exercised in full
If the [REDACTED] is fixed at [REDACTED] per [REDACTED] Share (being the mid-point of the [REDACTED] range stated in this document)	Approximately [REDACTED] million (equivalent to approximately [REDACTED] million)	Approximately [REDACTED] million (equivalent to approximately [REDACTED] million)
If the [REDACTED] is fixed at [REDACTED] per [REDACTED] Share (being the low-end of the [REDACTED] range stated in this document)	Approximately [REDACTED] million (equivalent to approximately [REDACTED] million)	Approximately [REDACTED] million (equivalent to approximately [REDACTED] million)
If the [REDACTED] is fixed at [REDACTED] per [REDACTED] Share (being the high-end of the [REDACTED] range stated in this document)	Approximately [REDACTED] million (equivalent to approximately [REDACTED] million)	Approximately [REDACTED] million (equivalent to approximately [REDACTED] million)

FUTURE PLANS AND USE OF [REDACTED]

In line with our business strategies, we currently intend to use the net [REDACTED] of approximately [REDACTED] million (equivalent to approximately [REDACTED] million) from the [REDACTED] (based on the mid-point of the [REDACTED] range stated in this document and assuming no exercise of the [REDACTED]) for the following purposes:

1. Approximately [REDACTED] million (equivalent to approximately [REDACTED] million) for the construction and development of the Mega Depot.

The Mega Depot is part of our plan to develop an integrated logistics hub which will consolidate our existing container depot operations and expand our range of service offerings in Singapore. Such plan aligns with the vision of the Singapore government and the MPA as well as caters to our Group’s development and positioning as an integrated logistic solution for container and logistic service needs. As a major transshipment hub, our Directors are of the view that Singapore would not be materially impacted by the recent tariff developments and believes that the Mega Depot will position us competitively and enable our Group in Singapore to, amongst others, increase our container depot handling capacity in terms of TEU and capitalise on the growing demand for warehousing and laden container storage services in Singapore. We have engaged an independent design and build main contractor in connection with the construction of the Mega Depot, which was selected following completion of relevant tender process in February 2025. The construction of the Mega Depot has commenced in mid-February 2025 and is expected to be completed by the end of 2026 based on the existing plans with the design and build main contractor. After which we intend to move all our existing container depot operations in Singapore to the Mega Depot and begin offering warehousing services as well as possibly laden container storage services in the future. We expect to incur capital expenditure of approximately [REDACTED] million (equivalent to approximately [REDACTED] million) to implement the construction plan, of which approximately (i) [REDACTED] (being approximately [REDACTED] million (equivalent to approximately [REDACTED] million) will be financed by bank borrowings; (ii) [REDACTED] (being approximately [REDACTED] (equivalent to approximately [REDACTED])) will be financed by the net [REDACTED] from the [REDACTED]; (iii) approximately [REDACTED] (being [REDACTED] million (equivalent to approximately [REDACTED] million) will be financed from the net [REDACTED] from the Pre-[REDACTED] Investments; and (iv) approximately [REDACTED]% (being [REDACTED] million (equivalent to approximately [REDACTED] million) will be funded using cash generated from the usual course of business. Please refer to the paragraph headed “Business – Business Strategies and Future Plans – Establish an integrated logistics hub in Singapore” in this document for further details of the Mega Depot.

2. Approximately [REDACTED] million (equivalent to approximately [REDACTED] million) for repayment of the loan and/or interest expenses arising from the bank borrowings for financing construction costs in connection with the Mega Depot.
3. Approximately [REDACTED] million (equivalent to approximately [REDACTED] million) will be kept as working capital of the Group.

In the event that the [REDACTED] is set at the maximum [REDACTED] or the minimum [REDACTED] of the indicative [REDACTED] range, the net [REDACTED] of the [REDACTED] will increase or decrease by approximately [REDACTED] (equivalent to approximately [REDACTED]),

FUTURE PLANS AND USE OF [REDACTED]

respectively. Where the [REDACTED] is set at the maximum [REDACTED], we intend to apply the additional [REDACTED] to the construction and development of the Mega Depot which would reduce the amount of capital expenditure that would be financed by bank borrowings and/or internal resources of the Group. We expect to finance the shortfall if the net [REDACTED] of the [REDACTED] are less than our expectations (based on the mid-point of the [REDACTED] range) by using our internal funds and/or funds obtained from our bank borrowings, as appropriate.

In the unlikely scenario that our development plans for the Mega Depot do not materialise, we will use the relevant [REDACTED] to repay part of the outstanding bank trade line facilities which amount to approximately [REDACTED] (equivalent to approximately [REDACTED]) as at 31 January 2026.

To the extent that the net [REDACTED] from the [REDACTED] are not immediately applied to the above purposes and to the extent permitted by the relevant law and regulations, we will only deposit such net [REDACTED] into short-term interest-bearing accounts at licensed commercial banks and/or other authorised financial institutions (as defined under the SFO and/or other applicable laws and regulations in the relevant jurisdictions).

The foregoing represents our best estimate of our allocation of the [REDACTED] due to us from the [REDACTED] based on our current plans and estimates regarding our anticipated expenditures. Actual expenditures may vary from these estimates and we may find it necessary or advisable to reallocate our net [REDACTED] within the categories described above or use portions of our net [REDACTED] for other purposes. In the event that there is to be a material modification to the use of [REDACTED] as described, we will issue an announcement of the modification.

BASES AND KEY ASSUMPTIONS

We have adopted the following principal assumptions in the preparation of our future plans described herein:

- we will have sufficient financial resources to meet the planned capital and business development requirements during the period to which the business objectives relate;
- there will be no change in the funding requirement for each of the business strategies as described in this document from the amount currently estimated by our Directors;
- our Group will not be materially affected by the risk factors set out under the section headed “Risk factors” in this document;
- we will be able to continue our operations in substantially the same manner as we have been operating during the Track Record Period and we will also be able to carry out our implementation plan without disruptions; and
- there will be no significant changes in our Group’s business relationships with our major customers and suppliers.

These bases and assumptions are inherently subject to many uncertainties, variables and unpredictable factors, in particular the risk factors set forth in the section headed “Risk Factors” in this document. There can be no assurance that our plans will materialise in accordance with the expected time frame or that the business objective of our Group will be accomplished at all.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

INDEPENDENCE OF THE JOINT SPONSORS

The Joint Sponsors satisfy the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules.

[REDACTED]

[REDACTED] INTERESTS IN OUR COMPANY

Save for the obligations under the [REDACTED] and the [REDACTED] and as disclosed in this document, as at the Latest Practicable Date, none of the [REDACTED] has any shareholding or beneficial interests in any member of our Group nor has any right or option (whether legally enforceable or not) to subscribe for or purchase or to nominate persons to subscribe for or purchase securities in any member of our Group nor any interest in the [REDACTED].

Following the completion of the [REDACTED], the [REDACTED] and their affiliated companies may hold a certain portion of the Shares as a result of fulfilling their obligations under the [REDACTED].

[REDACTED]

STRUCTURE AND CONDITIONS OF THE [REDACTED]

[REDACTED]

STRUCTURE AND CONDITIONS OF THE [REDACTED]

[REDACTED]

STRUCTURE AND CONDITIONS OF THE [REDACTED]

[REDACTED]

STRUCTURE AND CONDITIONS OF THE [REDACTED]

[REDACTED]

STRUCTURE AND CONDITIONS OF THE [REDACTED]

[REDACTED]

STRUCTURE AND CONDITIONS OF THE [REDACTED]

[REDACTED]

STRUCTURE AND CONDITIONS OF THE [REDACTED]

[REDACTED]

STRUCTURE AND CONDITIONS OF THE [REDACTED]

[REDACTED]

STRUCTURE AND CONDITIONS OF THE [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

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[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

APPENDIX I

ACCOUNTANTS’ REPORT

The following is the text of a report set out on pages I-1 to I-79, received from the Company’s reporting accountants, Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this document.



ACCOUNTANTS’ REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF EKH LIMITED, QUAM CAPITAL LIMITED AND ALLIANCE CAPITAL PARTNERS LIMITED

Introduction

We report on the historical financial information of EKH Limited (the “Company”) and its subsidiaries (together, the “Group”) set out on pages I-3 to I-79, which comprises the consolidated statements of financial position of the Group as at 31 December 2023, 2024 and 2025, the statements of financial position of the Company as at 31 December 2023, 2024 and 2025, and the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows of the Group for each of the three years ended 31 December 2025 (the “Track Record Period”) and material accounting policy information and other explanatory information (together, the “Historical Financial Information”). The Historical Financial Information set out on pages I-3 to I-79 forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [REDACTED] (the “Document”) in connection with the initial [REDACTED] of shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Directors’ responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2 to the Historical Financial Information, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

Reporting accountants’ responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 “Accountants’ Reports on Historical Financial Information in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

APPENDIX I**ACCOUNTANTS’ REPORT**

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants’ judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity’s preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors of the Company, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountants’ report, a true and fair view of the Group’s financial position as at 31 December 2023, 2024 and 2025, of the Company’s financial position as at 31 December 2023, 2024 and 2025 and of the Group’s financial performance and cash flows for the Track Record Period in accordance with the basis of preparation set out in note 2 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance*Adjustments*

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-3 have been made.

Dividends

We refer to note 15 to the Historical Financial Information which contains information about the dividends declared and paid by the Company in respect of the Track Record Period.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

[REDACTED]

APPENDIX I

ACCOUNTANTS’ REPORT

HISTORICAL FINANCIAL INFORMATION OF THE GROUP

Preparation of Historical Financial Information

Set out below is the Historical Financial Information which forms an integral part of this accountants’ report.

The consolidated financial statements of the Group for the Track Record Period, on which the Historical Financial Information is based, have been prepared in accordance with the accounting policies which conform with IFRS Accounting Standards as issued by the International Accounting Standards Board (the “IASB”) and were audited by Deloitte & Touche LLP, Public Accountants and Chartered Accountants, Singapore, in accordance with the International Standards on Auditing issued by the International Auditing and Assurance Standards Board (“Underlying Financial Statements”).

The Historical Financial Information is presented in Singapore dollars (“S\$”), and all values are rounded to the nearest thousand (S\$’000) except when otherwise indicated.

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ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		Year ended 31 December		
		2023	2024	2025
	Notes	S\$'000	S\$'000	S\$'000
Revenue	7	155,523	165,022	149,170
Cost of revenue		<u>(108,577)</u>	<u>(121,824)</u>	<u>(105,202)</u>
Gross profit		46,946	43,198	43,968
Other income	8	1,326	1,402	1,170
Selling and distribution expenses		(2,370)	(2,398)	(2,668)
Administrative expenses		(25,458)	(21,297)	(18,387)
Other gains and losses	9	(480)	65	(546)
Impairment loss under expected credit losses model, net	36(b)	(1,192)	(370)	(132)
Share of results of associates		96	501	557
Finance costs	10	(2,245)	(2,174)	(1,676)
[REDACTED] expenses		<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>
Profit before tax		12,908	15,678	17,604
Income tax expense	11	<u>(4,538)</u>	<u>(4,060)</u>	<u>(4,338)</u>
Profit for the year	12	8,370	11,618	13,266
Other comprehensive (expenses) income:				
<i>Item that may be reclassified subsequently to profit or loss</i>				
Exchange differences arising on translation of foreign operations		<u>(2,201)</u>	<u>956</u>	<u>216</u>
Total comprehensive income for the year		<u><u>6,169</u></u>	<u><u>12,574</u></u>	<u><u>13,482</u></u>

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME – continued

		Year ended 31 December		
		2023	2024	2025
		S\$'000	S\$'000	S\$'000
Note				
Profit for the year attributable to:				
	Owners of the Company	7,697	11,085	13,091
	Non-controlling interests	<u>673</u>	<u>533</u>	<u>175</u>
		<u>8,370</u>	<u>11,618</u>	<u>13,266</u>
Total comprehensive income for the year attributable to:				
	Owners of the Company	5,751	11,996	13,371
	Non-controlling interests	<u>418</u>	<u>578</u>	<u>111</u>
		<u>6,169</u>	<u>12,574</u>	<u>13,482</u>
Earnings per share				
	Basic (<i>Singapore cents</i>)	<u>2.93</u>	<u>4.06</u>	<u>4.58</u>
	Diluted (<i>Singapore cents</i>)	<u>NA</u>	<u>NA</u>	<u>4.55</u>

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ACCOUNTANTS' REPORT

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		As at 31 December		
	Notes	2023 S\$'000	2024 S\$'000	2025 S\$'000
NON-CURRENT ASSETS				
Property, plant and equipment	17	83,582	78,294	117,685
Goodwill	18	13,009	13,029	12,889
Finance lease receivables		11	–	–
Intangible assets	19	2,134	1,524	889
Interests in associates	20	2,234	3,214	3,606
Pledged bank deposits	23	–	–	1,000
		<u>100,970</u>	<u>96,061</u>	<u>136,069</u>
CURRENT ASSETS				
Inventories	21	4,551	5,128	5,236
Trade and other receivables	22	22,606	19,746	22,288
Finance lease receivables		49	11	–
Amounts due from related parties	25(a)	1,435	3,009	137
Amount due from immediate holding company	25(b)	209	293	669
Pledged bank deposits	23	5	6	6
Cash and cash equivalents	23	<u>27,309</u>	<u>22,368</u>	<u>37,434</u>
		<u>56,164</u>	<u>50,561</u>	<u>65,770</u>
CURRENT LIABILITIES				
Trade and other payables	24	17,289	15,162	34,767
Amounts due to related parties	25(c)	2,149	3,011	528
Loan from a related company	25(d)	1,969	53	–
Loan from a third party	25(d)	–	–	950
Provision for restoration costs	26	1,319	1,255	1,265
Lease liabilities	27	7,342	6,678	5,754
Income tax payable		2,913	2,765	3,171
Bank borrowings	28	7,000	2,050	2,498
Convertible notes	29	–	–	15,038
		<u>39,981</u>	<u>30,974</u>	<u>63,971</u>
NET CURRENT ASSETS		<u>16,183</u>	<u>19,587</u>	<u>1,799</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>117,153</u>	<u>115,648</u>	<u>137,868</u>

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ACCOUNTANTS' REPORT

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION – continued

		As at 31 December		
	Notes	2023 S\$'000	2024 S\$'000	2025 S\$'000
NON-CURRENT LIABILITIES				
Other payables	24	–	–	730
Lease liabilities	27	29,209	24,110	19,766
Deferred tax liabilities	30	830	646	710
Bank borrowings	28	6,000	4,176	22,829
Loan from a related company	25(d)	3,720	2,790	–
		<u>39,759</u>	<u>31,722</u>	<u>44,035</u>
NET ASSETS		<u><u>77,394</u></u>	<u><u>83,926</u></u>	<u><u>93,833</u></u>
CAPITAL AND RESERVES				
Share capital	31(a)	28,842	41,494	41,494
Reserves		<u>40,562</u>	<u>40,767</u>	<u>50,627</u>
Equity attributable to owner of the Company		69,404	82,261	92,121
Non-controlling interests	33(b)	<u>7,990</u>	<u>1,665</u>	<u>1,712</u>
TOTAL EQUITY		<u><u>77,394</u></u>	<u><u>83,926</u></u>	<u><u>93,833</u></u>

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ACCOUNTANTS' REPORT

STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

		As at 31 December		
	Notes	2023 S\$'000	2024 S\$'000	2025 S\$'000
NON-CURRENT ASSETS				
Intangible assets	19	–	76	84
Investments in subsidiaries	33	51,635	64,287	76,561
Interests in associates	20	200	200	200
		<u>51,835</u>	<u>64,563</u>	<u>76,845</u>
CURRENT ASSETS				
Other receivables and deposits	22	1,310	2,566	107
Amounts due from subsidiaries	25(e)	4,775	4,899	669
Amount due from immediate holding company	25(b)	209	293	669
Cash and cash equivalents	23	<u>9,620</u>	<u>1,250</u>	<u>16,652</u>
		<u>15,914</u>	<u>9,008</u>	<u>18,097</u>
CURRENT LIABILITIES				
Trade and other payables	24	3,939	4,053	3,031
Amounts due to subsidiaries	25(e)	1,350	1,366	9,975
Amounts due to related parties	25(c)	929	718	–
Income tax payable		–	43	45
Bank borrowings	28	7,000	2,000	2,000
Convertible notes	29	<u>–</u>	<u>–</u>	<u>15,038</u>
		<u>13,218</u>	<u>8,180</u>	<u>30,089</u>
NET CURRENT ASSETS (LIABILITIES)		<u>2,696</u>	<u>828</u>	<u>(11,992)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>54,531</u>	<u>65,391</u>	<u>64,853</u>
NON-CURRENT LIABILITY				
Bank borrowings	28	<u>6,000</u>	<u>4,000</u>	<u>2,000</u>
NET ASSETS		<u>48,531</u>	<u>61,391</u>	<u>62,853</u>
CAPITAL AND RESERVES				
Share capital	31(a)	28,842	41,494	41,494
Reserves	31(b)	<u>19,689</u>	<u>19,897</u>	<u>21,359</u>
TOTAL EQUITY		<u>48,531</u>	<u>61,391</u>	<u>62,853</u>

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CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to owners of the Company						Non-controlling interests S\$'000	Total S\$'000
	Share capital S\$'000	Treasury shares S\$'000	Statutory surplus reserve S\$'000 (note i)	Other reserves S\$'000 (note ii)	Translation reserve S\$'000	Retained earnings S\$'000	Sub-total S\$'000	
At 1 January 2023	28,842	(245)	3,790	3,190	(4,579)	31,237	62,235	70,056
Profit for the year	-	-	-	-	-	7,697	7,697	8,370
Other comprehensive expenses for the year	-	-	-	-	(1,946)	-	(1,946)	(2,201)
Total comprehensive (expenses) income for the year	-	-	-	-	(1,946)	7,697	5,751	6,169
Cancellation of treasury shares	-	245	-	-	-	(245)	-	-
Transfer	-	-	16	-	-	(16)	-	-
Deemed contribution from the immediate holding company	-	-	-	885	-	-	885	885
Recognition of equity-settled share-based payments (note 32)	-	-	-	3,535	-	-	3,535	3,535
Effects of acquiring non-controlling interests in subsidiaries (note iii)	-	-	-	(2)	-	-	(2)	(251)
Dividends recognised as distribution (note 15)	-	-	-	-	-	(3,000)	(3,000)	(3,000)
At 31 December 2023	28,842	-	3,806	7,608	(6,525)	35,673	69,404	77,394
Profit for the year	-	-	-	-	-	11,085	11,085	11,618
Other comprehensive income for the year	-	-	-	-	911	-	911	956
Total comprehensive income for the year	-	-	-	-	911	11,085	11,996	12,574
Transfer	-	-	29	-	-	(29)	-	-
Share swap (note iv)	12,652	-	-	(5,791)	-	-	6,861	-
Capital contribution from non-controlling interests	-	-	-	-	-	-	-	26
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	(68)
Dividends recognised as distribution (note 15)	-	-	-	-	-	(6,000)	(6,000)	(6,000)
At 31 December 2024	41,494	-	3,835	1,817	(5,614)	40,729	82,261	83,926
Profit for the year	-	-	-	-	-	13,091	13,091	13,266
Other comprehensive income (expenses) for the year	-	-	-	-	280	-	280	216
Total comprehensive income for the year	-	-	-	-	280	13,091	13,371	13,482
Transfer	-	-	14	-	-	(14)	-	-
Effect of acquiring non-controlling interest in a subsidiary (note v)	-	-	-	(11)	-	-	(11)	(9)
Dividends paid to non-controlling interest	-	-	-	-	-	-	-	(66)
Dividends recognised as distribution (note 15)	-	-	-	-	-	(3,500)	(3,500)	(3,500)
At 31 December 2025	41,494	-	3,849	1,806	(5,334)	50,306	92,121	93,833

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ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY – continued

Notes:

- (i) As stipulated by the relevant laws and regulations in the People’s Republic of China (the “PRC”), the PRC subsidiary is required to maintain a statutory reserve fund which is non-distributable. Appropriation to such reserve is made out of net profit after taxation of the financial statements of the PRC subsidiary while the amount and allocation basis are decided by its board of directors annually, until the reserve balance reaches 50% of the registered capital. The statutory surplus reserve can be utilised, upon approval of the relevant authorities, to offset accumulated losses or to increase its registered capital, provided that such fund is maintained at a minimum of 25% of the registered capital.
- (ii) The balance mainly comprises i) recognition of equity-settled share-based payments expense under the Management Incentive Plan (as defined and detailed in note 32) included in the share-based payment reserve; ii) differences of changes in the non-controlling interests and the consideration paid by the Group arising from the acquisitions of additional interests in certain subsidiaries (for those acquired during the Track Record Period, as detailed in notes (iii), (iv) and (v) below); and iii) waiver of the payables arising from the management service expenses charged by the Company’s immediate holding company to the Company, which were recognised as contribution from the immediate holding company.
- (iii) During the year ended 31 December 2023, the Group acquired 5% and 9% additional interest in NEK Depot Network Asia Pte Ltd and Tricool Reefer Sdn Bhd, respectively, from the non-controlling shareholders at a consideration of \$159,000 and S\$92,000, respectively.
- (iv) On 23 July 2024, the Company conducted a share swap (the “Share Swap”), through which the Company acquired the remaining 20% shares in an 80%-owned subsidiary of the Company, namely, Gold Prime Holdings Limited, (“(HK) Gold Prime”) from Perfect Greenery Holdings Limited, a company controlled by a director of (HK) Gold Prime at a consideration of 23,447,153 shares (representing fair value of 20% interest of (HK) Gold Prime of S\$12,652,000 on 23 July 2024 and approximately 8.2% of the total issued shares of the Company immediately after completion of the Share Swap) of the Company allotted and issued to King Card Limited, a company wholly-owned by that director of (HK) Gold Prime. The difference of S\$5,791,000 between the decrease in carrying amount of corresponding non-controlling interests and the fair value of consideration paid has been debited to other reserves.
- (v) During the year ended 31 December 2025, the Group acquired the remaining 0.5% interest in Eng Kong Vietnam Company Limited from the non-controlling shareholder at a consideration of VND170 million, approximately equivalent to S\$9,000.

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ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
OPERATING ACTIVITIES			
Profit before tax	12,908	15,678	17,604
Adjustments for:			
Depreciation of property, plant and equipment	11,376	11,183	10,848
Amortisation of intangible assets	654	664	656
Net foreign exchange loss	601	597	755
Loss (gain) on disposal of property, plant and equipment	114	(380)	(245)
Loss on disposal of intangible assets	–	29	–
Finance costs	2,245	2,174	1,676
Interest income	(69)	(77)	(148)
Property, plant and equipment written off	4	64	3
Reversal of provision for restoration costs	(95)	–	–
Recognition of share-based payments	3,535	–	–
Share of results of associates	(96)	(501)	(557)
Impairment loss under expected credit loss model, net	1,192	370	132
Write-down for inventories, net	41	–	51
Bad debt written off	–	–	1
Inventory written off	2	–	27
Loss on lease measurement and early termination	–	113	–
Operating cash flows before movements in working capital	32,412	29,914	30,803
Increase in inventories	(308)	(577)	(186)
(Increase) decrease in trade and other receivables	(2,782)	3,399	(2,514)
Decrease (increase) in amounts due from related parties	262	(572)	1,871
Increase in amount due to immediate holding company	885	–	–
Increase (decrease) in trade and other payables	722	(2,298)	1,130
(Decrease) increase in amounts due to related parties	(478)	1,058	(1,790)
Decrease in finance lease receivable	46	49	11
Cash generated from operations	30,759	30,973	29,325
Interest received	69	77	148
Interest paid	(2,245)	(2,174)	(1,845)
Income taxes paid	(3,976)	(4,392)	(3,864)
NET CASH FROM OPERATING ACTIVITIES	24,607	24,484	23,764

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ACCOUNTANTS' REPORT

CONSOLIDATED STATEMENTS OF CASH FLOWS – continued

	Year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
INVESTING ACTIVITIES			
Purchase of property, plant and equipment	(7,766)	(4,883)	(29,342)
Proceeds from disposal of property, plant and equipment	221	1,292	345
Investments in an associate	–	(465)	–
Advance to immediate holding company	(18)	(84)	(376)
Dividend from an associate	–	–	163
Proceeds from disposal of intangible assets	–	3	–
Purchase of intangible assets	–	(86)	(21)
Advance to associates	–	(1,002)	–
Repayment from associates	–	–	1,001
NET CASH USED IN INVESTING ACTIVITIES	(7,563)	(5,225)	(28,230)
FINANCING ACTIVITIES			
Repayment of lease liabilities	(7,954)	(7,567)	(6,917)
Dividends paid	(3,000)	(6,000)	(3,500)
Dividends paid to non-controlling interests	–	(68)	(66)
New bank borrowings raised	15,000	1,478	22,429
Repayment of bank borrowings	(23,276)	(8,265)	(3,506)
Placement of pledged bank deposit for borrowings	–	–	(1,000)
Loan from a related party raised	5,689	–	–
Repayment on a loan from a related party	–	(2,846)	(1,893)
Acquisition of non-controlling interests in subsidiaries	(251)	–	(9)
Advance from a related party	27	–	–
Repayment to a related party	–	(196)	(693)
Capital contribution from non-controlling interests	–	26	–
Issue of convertible notes	–	–	15,000
Payment for deferred issue cost	(997)	(836)	(161)
NET CASH (USED IN) FROM FINANCING ACTIVITIES	(14,762)	(24,274)	19,684
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	2,282	(5,015)	15,218
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	25,095	27,309	22,368
EFFECT OF FOREIGN EXCHANGE RATES CHANGES	(68)	74	(152)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	27,309	22,368	37,434

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ACCOUNTANTS’ REPORT

NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. GENERAL INFORMATION

The Company was incorporated on 14 October 1994 in Singapore with limited liability. Its immediate holding company and intermediate holding company are NEK Container Group Pte. Ltd. (a company incorporated in Singapore) and Navis Asia Fund V, L.P. (an exempted limited partnership registered in the Cayman Islands), respectively.

The address of the registered office and the principal place of business of the Company is 13 Tuas Avenue 11, Singapore 639079.

The Company is an investment holding company. The principal activities of its subsidiaries are disclosed in note 33 to the Historical Financial Information.

The Historical Financial Information is expressed in S\$, which is also the functional currency of the Company.

2. BASIS OF PREPARATION OF HISTORICAL FINANCIAL INFORMATION

The Historical Financial Information has been prepared based on the accounting policies which conform with IFRS Accounting Standards.

At 31 December 2025, the Group has small net current assets amount and the Company had net current liabilities of approximately S\$11,992,000. In addition, there were outstanding capital commitments amounting to S\$101,763,000 (note 34). The directors of the Company are of the opinion that, taking into account the current operation of the Group as well as the banking facilities (note 28) available to the Group, the Group has sufficient working capital to enable it to meet in full its financial obligations as and when they fall due in the coming twelve months from the date of this report. Therefore, the Historical Financial Information has been prepared on a going concern basis.

The statutory financial statements of the Company for the years ended 31 December 2023, 2024 and 2025 were prepared in accordance with Singapore Financial Reporting Standards (International) issued by the Institute of Singapore Chartered Accountants and were audited by Deloitte & Touche LLP, Public Accountants and Chartered Accountants, Singapore.

3. APPLICATION OF IFRS ACCOUNTING STANDARDS

For the purpose of preparing and presenting the Historical Financial Information for the Track Record Period, the Group has consistently applied the accounting policies which conform with IFRS Accounting Standards issued by the IASB, which are effective for the accounting period beginning on 1 January 2025 throughout the Track Record Period.

New and amendments to IFRS Accounting Standards in issue but not yet effective

The Group has not early applied the following new and amendments to IFRS Accounting Standards that have been issued but are not yet effective:

Amendments to IAS 21	Translation to a Hyperinflationary Presentation Currency ³
Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments ²
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature-Dependent Electricity ²
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to IFRS Accounting Standards	Annual Improvements to IFRS Accounting Standards – Volume 11 ²
IFRS 18	Presentation and Disclosure in Financial Statements ³
IFRS 20	Regulatory Assets and Regulatory Liabilities ⁴

¹ Effective for annual periods beginning on or after a date to be determined

² Effective for annual periods beginning on or after 1 January 2026

³ Effective for annual periods beginning on or after 1 January 2027

⁴ Effective for annual periods beginning on or after 1 January 2029

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IFRS 18 “Presentation and Disclosure in Financial Statements” sets out requirements on presentation and disclosures in financial statements and will replace IAS 1 “Presentation of Financial Statements”. This new IFRS Accounting Standard, while carrying forward many of the requirements in IAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some IAS 1 paragraphs have been moved to IAS 8 Changes in Accounting Policies, Estimates and Errors and IFRS 7 Financial instruments: Disclosures. Minor amendments to IAS 7 “Statement of Cash Flows” and IAS 33 “Earnings per Share” are also made. IFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027 with early application permitted.

The directors of the Company anticipate that the application of IFRS 18 is expected to affect the presentation of the consolidated statement of profit or loss and disclosures in future consolidated financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the consolidated statement of profit or loss and providing management-defined performance measures within the consolidated financial statements, even though the IFRS 18 will have no material impact on the financial position and performance of the Group given it will not impact the recognition or measurement of items in the consolidated financial statements.

Except as described above, the directors of the Company anticipate that the application of all the other new and amendments to IFRS Accounting Standards will have no material impact on the Group’s financial position and performance in the foreseeable future.

4. MATERIAL ACCOUNTING POLICY INFORMATION

The Historical Financial Information has been prepared in accordance with the accounting policies which conform with IFRS Accounting Standards issued by the IASB. For the purpose of preparation of the Historical Financial Information, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the Historical Financial Information includes applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

The Historical Financial Information has been prepared on the historical cost basis at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Basis of consolidation

The Historical Financial Information incorporates the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statements of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group’s accounting policies.

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All intragroup assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group’s equity therein which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in the Group’s interests in existing subsidiaries

Changes in the Group’s interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group’s relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRS Accounting Standards).

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group’s cash-generating units that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit.

Investments in subsidiaries

Investments in subsidiaries are included in the statements of financial position of the Company at cost less any identified impairment losses.

Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The Group

The results and assets and liabilities of associates are incorporated in the Historical Financial Information using the equity method of accounting. Under the equity method, an investment in an associate is initially recognised in the consolidated statements of financial position at cost and adjusted thereafter to recognise the Group’s share of the profit or loss and other comprehensive income of the associate. When the Group’s share of losses of an associate exceeds the Group’s interest in that associate, the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

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ACCOUNTANTS’ REPORT

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 “Impairment of Assets” as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Historical Financial Information only to the extent of interests in the associate that are not related to the Group.

The Company

Investments in associates are included in the statements of financial position of the Company and are measured at cost less any identified impairment losses.

Revenue from contracts with customers

Information about the Group’s accounting policies relating to revenue from contracts with customers is provided in note 7.

Leases

The Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 “Leases” at inception of the contract. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Short-term leases

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets in “property, plant and equipment” on the consolidated statements of financial position, the same line item within which the corresponding underlying assets would be presented if they were owned.

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ACCOUNTANTS’ REPORT

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include fixed payments less any lease incentives receivable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) when the lease term has changed in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

The Group presents lease liabilities as a separate line item on the consolidated statements of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset.

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recognised as receivables at commencement date at amounts equal to net investments in the leases, measured using the interest rate implicit in the respective leases. Interest income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group’s net investment outstanding in respect of the leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term.

Rental income which are derived from the Group’s ordinary course of business are presented as revenue.

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ACCOUNTANTS’ REPORT

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the Historical Financial Information, the assets and liabilities of the Group’s operations are translated into the presentation currency of the Group (i.e. S\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other income”.

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. Payments made to state-managed retirement benefit schemes, such as the Singapore Central Provident Fund, are dealt with as payments to defined contribution plans where the Group’s obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

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ACCOUNTANTS’ REPORT

Share-based payments

Equity-settled share-based payment transactions

The immediate holding company of the Group, NEK Container Group Pte. Ltd., approved a management incentive plan, which granted employee units to certain directors of the Company and certain employees of the Group that require Navis Asia Fund V, L.P. and its subsidiaries to pay the intrinsic value of the share appreciation rights to the employees at the date of exercise. The management incentive plan is accounted for as equity-settled share-based payment by the Group given the Group has no obligation to settle the share-based payment transaction.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group’s estimate of share appreciation rights that will eventually vest, with a corresponding increase in equity (share-base payment reserve included in other reserves).

Taxation

Income tax expense represents the sum of current and deferred income tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Historical Financial Information and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of each reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of each reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 “Income Taxes” requirements to the lease liabilities, and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

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Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statements of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Construction in progress comprising development and construction costs incurred during the period of construction are carried at cost, less any impairment losses. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets other than construction in progress less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Impairment on property, plant and equipment (including right-of-use assets) and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment (including right-of-use assets) and intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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The recoverable amount of property, plant and equipment (including right-of-use assets) and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established. The recoverable amount is determined for the cash-generating unit to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average cost method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Provisions

Provisions for the costs to restore leased assets to their original condition, as required by the terms and conditions of the lease, are recognised at the date of inception of the lease at the directors’ best estimate of the expenditure that would be required to restore the assets. Estimates are regularly reviewed and adjusted as appropriate for new circumstances.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15 “Revenue from Contracts with Customers”. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

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Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired.

Impairment of financial assets and other item subject to impairment assessment under IFRS 9 “Financial Instruments”

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables, amounts due from related parties, amounts due from subsidiaries, amount due from immediate holding company and bank balances) and other item (lease receivables) which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after each reporting date. Assessments are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at each reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables, lease receivables, trade-related amounts due from related parties.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at each reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument’s external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor’s ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;

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- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor’s ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower’s financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group’s recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risk of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience and forward-looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with IFRS 16.

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Lifetime ECL for trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward-looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, lease receivables and trade-related amounts due from related parties where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset’s carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company’s own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in the profit or loss on the purchase, sale, issue or cancelation of the Company’s own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit or loss.

Financial liabilities at amortised cost

Financial liabilities (including trade and other payables, bank borrowings, amounts due to related parties and loan from a related party/third party) are subsequently measured at amortised cost, using the effective interest method.

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Convertible notes

Convertible notes are accounted as hybrid instruments, consisting of a liability component and embedded derivative component. The convertible notes are designated as financial instruments that are carried at fair value through profit or loss in its entirety and therefore the embedded derivative is not recognised separately.

The convertible notes are recognised initially at the fair value which is based on the issuance proceeds. Subsequently, the convertible notes are carried at fair value with fair value changes being recognised in profit or loss on each reporting date.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, canceled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next twelve months.

Provision of ECL for other receivables

As detailed in note 22, other receivables as at 31 December 2024 with gross carrying amount of S\$1,562,000 is considered as credit-impaired, and loss allowance of S\$1,192,000 and S\$370,000 was recognised in the profit or loss during the year ended 31 December 2023 and 2024, respectively based on individual assessment on the ECL of other receivables. The assessment of the probability of default and loss given default of the industry in which the customer operates is based on historical data from independent credit agency and forward-looking information. The allowance for other receivables as at 31 December 2023 and 2024 was approximately S\$1,192,000 and S\$1,562,000, respectively. The ECL of other receivables of S\$1,562,000 were fully written off as at 31 December 2025.

When measuring ECL, management uses reasonable and supportable forward-looking information without undue costs or effort, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the Group would expect to receive. Probability of default constitutes a key input in measuring ECL. It is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions. The provision of ECL involves high degree of estimation and uncertainty. When the actual future cash flows are less than expected or more than expected, further provision or reversal of ECL may arise, accordingly.

Income tax

During the Track Record Period, no deferred tax asset has been recognised on certain tax losses (as detailed in note 30) either due to the unpredictability of future profit streams or because it is not probable that unused tax losses will be available for utilisation before their expiry. In cases where the actual future taxable profits generated are more than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a further recognition takes place.

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Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value-in-use of the cash-generating units to which the goodwill is allocated. Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and apply a suitable discount rate in order to calculate the present value of those cash flows. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows or upward revision of discount rate, a material impairment loss or further impairment loss may arise. Based on management’s assessment at the end of each reporting period, no impairment of goodwill was recognised for the years ended 31 December 2023, 2024 and 2025. The carrying amount of the Group’s goodwill as at 31 December 2023, 2024 and 2025 was S\$13,009,000, S\$13,029,000 and S\$12,889,000, respectively. The details of the assumptions used by management and the sensitivity analysis are disclosed in note 18.

Estimated impairment of property, plant and equipment (including right-of-use assets)

In determining whether a property, plant and equipment is impaired or the event previously causing the impairment no longer exists, management has to exercise judgement, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions, including the estimation of cash inflows/outflows which included budgeted sales and gross margin based on management’s expectations of the market development, revenue growth rate beyond the forecasted period and discount rates that reflect current market assessments of the time value of money and risks specific to the cash-generating units, to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rate or the revenue growth rate beyond the forecasted period in the cash flow projections, could materially affect net present value used in the impairment test. Based on management’s assessment at the end of each reporting period, no impairment of property, plant and equipment was recognised for the years ended 31 December 2023, 2024 and 2025, respectively. The carrying amount of property, plant and equipment as at 31 December 2023, 2024 and 2025 was S\$83,582,000, S\$78,294,000 and S\$117,685,000, respectively.

Fair value of convertible notes

Convertible notes are measured at fair value on initial recognition and are subsequently designated to be measured at fair value through profit or loss. The fair value of the convertible notes is determined using probability weighted expected return method, which is based on an analysis of future values assuming various future outcomes considering the terms under the convertible note agreement. As at 31 December 2025, the carrying amount of the Group’s convertible notes was S\$15,038,000 (2023 and 2024: nil) (Note 29).

6. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker (“CODM”), for the purposes of resource allocation and assessment of segment performance focuses on types of goods delivered or services provided.

Specifically, the Group’s reportable segments under IFRS 8 “Operating Segments” are as follows:

- (i) Container depot operations – provision of container depot services including storage and handling, repair and maintenance, transportation for containers and leasing of equipments and agency services provided to container shipping lines and container leasing companies;
- (ii) Warehousing and container freight station (“CFS”) services – provision of warehousing and CFS services to cargo owners and other customers which includes consolidation and deconsolidation of outbound and inbound general cargo and cargo storage;
- (iii) Container sales and new-build container inspection – trading of containers and inspection of containers. The Group also sells and trades container parts and container related products for repair and maintenance of containers. The main customers of this segment are container shipping lines and container leasing companies; and
- (iv) Others – provision of freight forwarding services in the PRC to freight forwarders and direct customers.

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For the year ended 31 December 2023

	Container depot operations S\$'000	Warehousing and CFS services S\$'000	Container sales and new-build container inspection S\$'000	Others S\$'000	Elimination S\$'000	Consolidated S\$'000
External revenue	118,297	15,455	1,501	20,270	–	155,523
Intersegment sales	28	474	–	–	(502)	–
	<u>118,325</u>	<u>15,929</u>	<u>1,501</u>	<u>20,270</u>	<u>(502)</u>	<u>155,523</u>
Segment results	<u>43,886</u>	<u>2,034</u>	<u>35</u>	<u>991</u>	<u>–</u>	<u>46,946</u>
Unallocated corporate expenses						(29,500)
Unallocated corporate income						1,257
Interest income						69
Finance costs						(2,245)
Share of result of associates						96
[REDACTED] expenses						<u>[REDACTED]</u>
Profit before tax						<u>12,908</u>

For the year ended 31 December 2024

	Container depot operations S\$'000	Warehousing and CFS services S\$'000	Container sales and new-build container inspection S\$'000	Others S\$'000	Elimination S\$'000	Consolidated S\$'000
External revenue	110,905	10,745	9,051	34,321	–	165,022
Intersegment sales	47	151	–	–	(198)	–
	<u>110,952</u>	<u>10,896</u>	<u>9,051</u>	<u>34,321</u>	<u>(198)</u>	<u>165,022</u>
Segment results	<u>38,835</u>	<u>1,430</u>	<u>1,628</u>	<u>1,305</u>	<u>–</u>	<u>43,198</u>
Unallocated corporate expenses						(24,000)
Unallocated corporate income						1,325
Interest income						77
Finance costs						(2,174)
Share of result of associates						501
[REDACTED] expenses						<u>[REDACTED]</u>
Profit before tax						<u>15,678</u>

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For the year ended 31 December 2025

	Container depot operations S\$'000	Warehousing and CFS services S\$'000	Container sales and new-build container inspection S\$'000	Others S\$'000	Elimination S\$'000	Consolidated S\$'000
External revenue	109,223	4,925	2,507	32,515	–	149,170
Intersegment sales	35	–	–	–	(35)	–
	<u>109,258</u>	<u>4,925</u>	<u>2,507</u>	<u>32,515</u>	<u>(35)</u>	<u>149,170</u>
Segment results	<u>42,411</u>	<u>1</u>	<u>848</u>	<u>708</u>	<u>–</u>	<u>43,968</u>
Unallocated corporate expenses						(21,733)
Unallocated corporate income						1,022
Interest income						148
Finance costs						(1,676)
Share of results of associates						557
[REDACTED] expenses						[REDACTED]
Profit before tax						<u>17,604</u>

Segment results represent the profit earned by the segments without allocation of selling and distribution expenses, administrative expenses, net other gains and losses, net impairment loss under expected credit losses model, interest and other income, finance costs, share of results of associates and [REDACTED] expenses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

Intersegment sales are charged at prevailing market rates.

The CODM makes decisions according to operating revenue and results of each segment. No analysis of segment asset and segment liability is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and results are presented.

Geographical information

Information about the Group’s revenue from external customers is presented based on geographical location where the sale occurred and the Group’s non-current assets is presented based on the geographical location of the assets.

	Revenue			Non-current assets other than financial instruments and interests in associates		
	Year ended 31 December			As at 31 December		
	2023	2024	2025	2023	2024	2025
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
PRC (excluding Hong Kong)	57,541	63,780	52,760	49,065	47,337	45,345
Hong Kong	17,583	17,265	17,388	422	314	277
Malaysia	11,310	11,574	12,333	9,651	10,335	14,500
Singapore	57,443	63,969	56,646	32,344	27,377	64,887
Thailand	10,241	7,568	8,795	6,961	7,472	6,453
Vietnam	<u>1,405</u>	<u>866</u>	<u>1,248</u>	<u>282</u>	<u>12</u>	<u>1</u>
Total	<u>155,523</u>	<u>165,022</u>	<u>149,170</u>	<u>98,725</u>	<u>92,847</u>	<u>131,463</u>

There were no customers individually contributing over 10% of the Group's total revenue for each reporting period.

(i) **Disaggregation of revenue from contracts with customers and lease income**

Note: Others include leasing of equipment as disclosed in note (iii) below and agency fee.

Revenue from provision of depot handling services

Depot handling services refer to managing the storage of empty containers. Revenue from these services is recognised at a point in time upon when the handling services are delivered to the customer.

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Revenue from provision of repair and maintenance services

Repair and maintenance services refer to carrying out repair and maintenance works on containers as required. Revenue from these services is recognised at a point in time upon when the services are delivered to the customer.

Revenue from provision of storage services

Storage services refer to the storage of empty containers at the Group’s depot storage area. Revenue from provision of storage service is recognised over storage period as the customer simultaneously receives and consumes the services provided by the Group over the period.

Revenue from provision of transportation services

Transportation services refer to arranging for transportation of empty containers between container ports and container depots. Revenue from these services is recognised at a point in time upon when the services are delivered to the customer.

Revenue from agency services

Agency services refer to providing services in matching shipping and freight forwarding suppliers for its customers. Revenue from these services is recognised at a point in time upon when the services are delivered to the customer.

Revenue from provision of warehousing and CFS

Warehousing and CFS refer to consolidation and deconsolidation of outbound and inbound general cargo and cargo storage. Revenue is recognised over the period up to the delivery of the goods to the customer’s warehouse as the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs.

Revenue from container sales and new-build container inspection services

Container sales refers to trading of containers and trading of containers parts and container related products that are essential for repair and maintenance of containers. Container inspection refers to conducting inspection and surveying of containers. Revenue is recognised when control of goods has transferred to the customer, being at the point the goods are delivered.

Revenue from freight forwarding services (included in others above)

Freight forwarding services refer to organising and coordinating consignments for customers to get their goods from the origin to the final point of distribution. The point of origin or destination of the customers’ shipments are usually in a foreign country and the Group assists its customer with coordinating the shipment process from local port to the foreign country or from the foreign country to local port. Services to be provided include booking of cargo space on vessels for ocean transport for export consignments, arranging customs clearance and cargo handling. Revenue from provision of freight forwarding service is recognised over the respective service period.

The transaction price allocated to unsatisfied contracts is not disclosed, as permitted under IFRS 15, because the Group’s contracts with customers from all sources of revenue are for periods of one year or less.

(iii) Leases

Revenue from rental income

During the years ended 31 December 2023, 2024 and 2025, rental income of fixed lease payments from lease of equipments of S\$4,176,000, S\$2,711,000 and S\$3,262,000 was recognised in profit or loss on a straight-line basis over the term of the relevant lease.

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8. OTHER INCOME

	Year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Utilities recharged	43	57	60
Interest income	69	77	148
Government subsidies	475	363	212
Other storage income	445	466	600
Others	294	439	150
	<u>1,326</u>	<u>1,402</u>	<u>1,170</u>

9. OTHER GAINS AND LOSSES

	Year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
(Loss) gain on disposal of property, plant and equipment	(114)	380	245
Loss on disposal of intangible assets	–	(29)	–
Net foreign exchange loss	(361)	(80)	(728)
Property, plant and equipment written off	(4)	(64)	(3)
Loss on lease remeasurement and early termination	–	(113)	–
Others	(1)	(29)	(60)
	<u>(480)</u>	<u>65</u>	<u>(546)</u>

10. FINANCE COSTS

	Year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Interest expenses on:			
– Bank borrowings	833	417	385
– Lease liabilities	1,303	1,507	1,249
– Others	109	250	211
	<u>2,245</u>	<u>2,174</u>	<u>1,845</u>
Less: interest capitalised in construction in progress (note 17)	–	–	(169)
	<u>2,245</u>	<u>2,174</u>	<u>1,676</u>

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11. INCOME TAX EXPENSE

	Year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Current taxation:			
Singapore Corporate Income Tax (“CIT”)	2,245	2,484	2,507
The PRC Enterprise Income Tax (“The PRC EIT”)	1,653	1,157	1,171
Malaysian Corporate Income Tax (“Malaysian CIT”)	511	422	432
Other jurisdictions	287	161	253
Withholding tax expense	135	18	111
Under (over) provision in prior years:			
Singapore CIT	36	12	(195)
The PRC EIT	7	2	–
Malaysian CIT	8	(12)	(9)
	<u>4,882</u>	<u>4,244</u>	<u>4,270</u>
Deferred taxation (<i>note 30</i>):	<u>(344)</u>	<u>(184)</u>	<u>68</u>
Total tax expense	<u><u>4,538</u></u>	<u><u>4,060</u></u>	<u><u>4,338</u></u>

Notes:

- (a) Singapore CIT is calculated at 17% of the estimated assessable profit.
- (b) The provision for PRC EIT is based on the estimated taxable income for the PRC taxation purposes at the applicable rate of 25%.
- (c) The statutory income tax of the Group’s Malaysian subsidiary is at 24% of the chargeable income.

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The income tax expense for the year can be reconciled to the profit before tax per the consolidated statements of profit or loss and other comprehensive income as follows:

	Year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Profit before tax	12,908	15,678	17,604
Income tax expense calculated at 17%	2,194	2,665	2,993
Tax effect of income not taxable for tax purpose	(291)	(426)	(499)
Tax effect of expenses not deductible for tax purpose	2,161	1,567	1,490
Tax effect of tax losses not recognised	–	190	70
Utilisation of tax loss previously not recognised	(194)	(43)	(42)
Effect of different applicable tax rates of subsidiaries	778	541	531
Under (over) provision in prior years	51	2	(204)
Withholding tax expense	135	18	111
Tax effect on share of results of associates	(16)	(100)	(120)
Others	(280)	(354)	8
	4,538	4,060	4,338

12. PROFIT FOR THE YEAR

Profit for the year has been arrived at after charging:

	Year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Auditor’s remuneration	219	230	211
[REDACTED] expenses	[REDACTED]	[REDACTED]	[REDACTED]
Staff costs (including directors’ emolument (note 13))			
Salaries, allowances and benefit in kind	32,005	32,060	28,304
Retirement benefit scheme contributions	2,143	2,167	2,648
Equity-settled share-based expenses	3,535	–	–
	37,683	34,227	30,952
Cost of inventories recognised as expense, net of write-down for inventories	14,077	20,378	13,407
Depreciation of property, plant and equipment	11,376	11,183	10,848
Expenses relating to short-term leases	3,646	3,047	2,614

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ACCOUNTANTS’ REPORT

13. DIRECTORS’ EMOLUMENTS

Details of the emoluments paid or payable to the directors of the Company during the Track Record Period are as follows:

	Year ended 31 December 2023					Total S\$'000
	Fees S\$'000	Salaries, allowances and benefit in kind S\$'000	Performance- related bonus S\$'000	Retirement benefit scheme contributions S\$'000	Equity-settled share-based expenses S\$'000	
Executive directors:						
Mr. Li Hung (Co-Chairman)	–	528	840	8	780	2,156
Mr. Ng Kam Ming (Co-Chairman)	–	528	840	8	102	1,478
Mr. Leung Wai Kuen ^(note i)	–	177	119	–	230	526
Non-executive directors:						
Mr. Marti Jean-Christophe, Michel ^(note ii)	–	–	–	–	–	–
Ms. Foo Lih Huoy ^(note ii)	–	–	–	–	–	–
Total	–	1,233	1,799	16	1,112	4,160
	Year ended 31 December 2024					Total S\$'000
	Fees S\$'000	Salaries, allowances and benefit in kind S\$'000	Performance- related bonus S\$'000	Retirement benefit scheme contributions S\$'000	Equity-settled share-based expenses S\$'000	
Executive directors:						
Mr. Li Hung (Co-Chairman)	–	528	789	9	–	1,326
Mr. Ng Kam Ming (Co-Chairman)	–	528	789	9	–	1,326
Mr. Leung Wai Kuen ^(note i)	–	160	48	–	–	208
Non-executive directors:						
Mr. Marti Jean-Christophe, Michel ^(note ii)	–	–	–	–	–	–
Ms. Foo Lih Huoy ^(note ii)	–	–	–	–	–	–
Total	–	1,216	1,626	18	–	2,860
	Year ended 31 December 2025					Total S\$'000
	Fees S\$'000	Salaries, allowances and benefit in kind S\$'000	Performance- related bonus S\$'000	Retirement benefit scheme contributions S\$'000	Equity-settled share-based expenses S\$'000	
Executive directors:						
Mr. Li Hung (Co-Chairman)	–	528	909	9	–	1,446
Mr. Ng Kam Ming (Co-Chairman)	–	528	909	9	–	1,446
Mr. Leung Wai Kuen ^(note i)	–	–	21	–	–	21
Non-executive directors:						
Mr. Marti Jean-Christophe, Michel ^(note ii)	–	–	–	–	–	–
Ms. Foo Lih Huoy ^(note ii)	–	–	–	–	–	–
Ms. Chua Li Qin, Alicia ^(note iii)	–	–	–	–	–	–
Independent non-executive directors:						
Ms. Lam Shiao Ning ^(note iv)	7	–	–	–	–	7
Mr. Fong Heng Boo ^(note iv)	7	–	–	–	–	7
Mr. Victor Yang ^(note iv)	7	–	–	–	–	7
Total	21	1,056	1,839	18	–	2,934

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Notes:

- (i) Mr. Leung Wai Kuen resigned as a director of the Company and was appointed as an alternate director to Mr. Ng Kam Ming on 31 March 2024.
- (ii) Mr. Marti Jean-Christophe, Michel and Ms. Foo Lih Huoy were appointed as non-executive directors of the Company on 7 June 2023.
- (iii) Ms. Chua Li Qin, Alicia were appointed as non-executive director of the Company on 8 September 2025.
- (iv) Ms. Lam Shiao Ning, Mr. Fong Heng Boo and Mr. Victor Yang were appointed as independent non-executive directors of the Company on 24 June 2025, resigned on 31 August 2025, and were re-appointed on 25 June 2026.

The executive directors’ emoluments shown above were for their services in connection with the management of the affairs of entities now comprising the Company and the Group.

Mr. Li Hung and Mr. Ng Kam Ming are also the Co-Chairmen of the Group, their emoluments disclosed above include those for services rendered by them as the Co-chairmen. Mr. Li Hung, Mr. Ng Kam Ming and Mr. Leung Wai Kuen are entitled to bonus payments which are determined based on certain key financial performance of the Group.

During the year ended 31 December 2023, certain directors were granted 1,891,000 MIP Units, in respect of their service to the Group under the Management Incentive Plan, as defined and detailed in note 32(b).

During the Track Record Period, no emoluments were paid by the Group to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office. None of the director has waived or agreed to waive any emoluments during the Track Record Period.

14. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the years ended 31 December 2023, 2024 and 2025 included 2, 2 and 2 directors, respectively, details of whose remuneration are set out in note 13 above. Details of the remuneration of the remaining highest paid employees of the Group for the years ended 31 December 2023, 2024 and 2025 are as follows:

	Year ended 31 December		
	2023	2024	2025
	<i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>
Salaries, allowances and benefits in kind	755	993	672
Performance-related bonuses	386	523	265
Retirement benefits scheme distribution	26	26	28
Equity-settled share-based expenses	733	—	—
	<u>1,900</u>	<u>1,542</u>	<u>965</u>

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The number of the highest paid employees including the directors of the Company whose remuneration fell within the following bands is as follows:

	Year ended 31 December		
	2023	2024	2025
	<i>No. of employee</i>	<i>No. of employee</i>	<i>No. of employee</i>
HK\$1,500,001 to HK\$2,000,000	–	–	1
HK\$2,000,001 to HK\$2,500,000	–	2	2
HK\$2,500,001 to HK\$3,000,000	1	–	–
HK\$4,000,001 to HK\$4,500,000	2	–	–
HK\$4,500,001 to HK\$5,000,000	–	1	–
HK\$7,500,001 to HK\$8,000,000	–	2	–
HK\$8,500,001 to HK\$9,000,000	1	–	2
HK\$12,000,001 to HK\$12,500,000	1	–	–
Total	<u>5</u>	<u>5</u>	<u>5</u>

During the year ended 31 December 2023, certain non-director highest paid employees were granted 1,247,000 MIP Units, in respect of their service to the Group under the Management Incentive Plan, as defined and detailed in note 32(b).

During the Track Record Period, no emoluments were paid by the Group to the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

15. DIVIDENDS

	Year ended 31 December		
	2023	2024	2025
	<i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>
Dividends recognised as distributions during the year	<u>3,000</u>	<u>6,000</u>	<u>3,500</u>

During the years ended 31 December 2023 and 2024, dividends of 1.14 Singapore cents per ordinary share and 2.29 Singapore cents per ordinary share before the Share Swap, respectively, were declared and paid by the Company. During the year ended 31 December 2025, 1.22 Singapore cents per ordinary share were declared and paid by the Company.

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ACCOUNTANTS’ REPORT

16. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to the owners of the Company is based on the following data:

	Year ended 31 December		
	2023	2024	2025
Earnings			
Profit for the year attributable to owners of the Company			
for the purpose of basic earnings per share (<i>S\$’000</i>)	7,697	11,085	13,091
Effect of dilutive potential ordinary shares:			
Remeasurement of convertible notes (<i>S\$’000</i>)	—	—	38
Earnings for the purpose of diluted earnings per share	<u>7,697</u>	<u>11,085</u>	<u>13,129</u>
Number of shares			
Weighted average number of ordinary shares for the			
purpose of basic earnings per share	262,493,736	272,871,984	285,940,889
Effect of dilutive potential ordinary shares:			
– Convertible notes	—	—	2,528,869
Weighted average number of ordinary shares for the			
purposes of diluted earnings per share	<u>262,493,736</u>	<u>272,871,984</u>	<u>288,469,758</u>
Earnings per share			
Basic (<i>Singapore cents</i>)	2.93	4.06	4.58
Diluted (<i>Singapore cents</i>)	<u>NA</u>	<u>NA</u>	<u>4.55</u>

The weighted average number of ordinary shares for the calculation of earnings per share for the years ended 31 December 2023 has been adjusted for the effects of the treasury shares held by the Company.

No diluted earnings per share are presented for the years ended 31 December 2023 and 2024 as there were no potential ordinary shares in issue.

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17. PROPERTY, PLANT AND EQUIPMENT

The Group

	Right-of-use assets (Depot land and offices) S\$'000	Land use rights S\$'000	Leasehold buildings and container yard S\$'000	Container yard development S\$'000	Office furniture and equipment S\$'000	Plant and machinery S\$'000	Motor vehicles S\$'000	Renovation S\$'000	Container equipment S\$'000	Construction- in-progress S\$'000	Total S\$'000
Cost:											
At 1 January 2023	56,996	19,613	44,666	8,697	5,181	36,818	6,864	1,168	417	582	181,002
Additions	14,159	-	3,013	704	274	4,315	436	42	30	1,696	24,669
Disposals/written off	-	-	(75)	(1,632)	(186)	(3,818)	(887)	(61)	(61)	-	(6,720)
Derecognition upon early termination of leases	(8,728)	-	-	-	-	-	-	-	-	-	(8,728)
Exchange alignments	(1,580)	(700)	(1,186)	(202)	(244)	(660)	(45)	(26)	(16)	-	(4,659)
At 31 December 2023	60,847	18,913	46,418	7,567	5,025	36,655	6,368	1,123	370	2,278	185,564
Additions	1,672	-	1,686	37	844	2,286	177	-	-	482	7,184
Disposals/written off	-	-	-	(296)	(412)	(6,836)	(735)	(113)	(49)	-	(8,441)
Derecognition upon early termination of leases	(14,097)	-	-	-	-	-	-	-	-	-	(14,097)
Remeasurement	(61)	-	-	-	-	-	-	-	-	-	(61)
Exchange alignments	549	8	328	82	44	426	24	13	12	99	1,585
At 31 December 2024	48,910	18,921	48,432	7,390	5,501	32,531	5,834	1,023	333	2,859	171,734
Additions	777	-	410	-	465	2,445	313	-	-	45,836	50,246
Disposals/written off	-	-	-	(12)	(261)	(2,187)	(498)	-	-	-	(2,958)
Derecognition	(862)	-	-	-	-	-	-	-	-	-	(862)
Exchange alignments	321	(192)	25	20	(18)	150	(12)	4	5	95	398
At 31 December 2025	49,146	18,729	48,867	7,398	5,687	32,939	5,637	1,027	338	48,790	218,558
Depreciation and impairment:											
At 1 January 2023	34,121	854	27,841	8,400	4,422	26,950	3,988	852	397	-	107,825
Provided for the year	6,081	411	1,074	475	349	2,195	659	115	17	-	11,376
Eliminated on disposals/written off	-	-	(4)	(1,626)	(177)	(3,612)	(840)	(61)	(61)	-	(6,381)
Eliminated due to derecognition	(7,896)	-	-	-	-	-	-	-	-	-	(7,896)
Exchange alignments	(1,376)	(31)	(555)	(198)	(227)	(496)	(21)	(22)	(16)	-	(2,942)
At 31 December 2023	30,930	1,234	28,356	7,051	4,367	25,037	3,786	884	337	-	101,982
Provided for the year	5,806	402	1,485	297	311	2,144	623	107	8	-	11,183
Eliminated on disposals/written off	-	-	-	(235)	(403)	(5,995)	(670)	(113)	(49)	-	(7,465)
Eliminated due to derecognition upon termination of lease	(13,264)	-	-	-	-	-	-	-	-	-	(13,264)
Exchange alignments	353	9	150	79	44	323	22	12	12	-	1,004
At 31 December 2024	23,825	1,645	29,991	7,192	4,319	21,509	3,761	890	308	-	93,440
Provided for the year	5,429	396	1,616	112	390	2,249	572	78	6	-	10,848
Eliminated on disposals/written off	-	-	-	(8)	(269)	(2,092)	(486)	-	-	-	(2,855)
Derecognition	(862)	-	-	-	-	-	-	-	-	-	(862)
Exchange alignments	190	(3)	(1)	19	(16)	112	(9)	4	6	-	302
At 31 December 2025	28,582	2,038	31,606	7,315	4,424	21,778	3,838	972	320	-	100,873
Carrying value:											
At 31 December 2023	29,917	17,679	18,062	516	658	11,618	2,582	239	33	2,278	83,582
At 31 December 2024	25,085	17,276	18,441	198	1,182	11,022	2,073	133	25	2,859	78,294
At 31 December 2025	20,564	16,691	17,261	83	1,263	11,161	1,799	55	18	48,790	117,685

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The above items of property, plant and equipment except for construction in progress, after taking into account the residual values, where applicable, are depreciated on a straight-line basis at the following rates per annum:

Leasehold buildings and container yard	2%-50%
Container yard development	2%-50%
Office furniture and equipment	10%-33.3%
Plant and machinery	10%-20%
Motor vehicles	10%-20%
Renovation	20%-33.3%
Container equipment	33.3%
Depot land and land use right	over respective lease terms

Right-of-use assets included in the property, plant and equipment disclosed above, for which the Group acts as lessee, include depot land, land use rights, certain plant and machinery and certain motor vehicles, as further detailed below.

The Group leases depot land with lease terms ranging from 1 year to 30 years for the Track Record Period. Lease terms for depot land are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable. On the date of lease commencement or lease renewal, the Group recognised right-of-use assets of S\$14,159,000, S\$1,672,000 and S\$777,000, and a corresponding adjustment of the same amount to lease liabilities during the years ended 31 December 2023, 2024 and 2025, respectively. Details of the lease maturity analysis of lease liabilities are set out in note 27.

During the Track Record Period, land use rights are amortised on a straight-line basis over 10 to 50 years for the leased land located in Thailand and the PRC.

Lease contracts for certain plant and machinery and motor vehicles are entered into for fixed term of 3 year to 7 years for the Track Record Period.

As at 31 December 2023, 2024 and 2025, plant and machinery of S\$6,584,000, S\$5,567,000 and S\$5,239,000 and motor vehicles of S\$1,317,000, S\$1,092,000 and S\$633,000 were held under lease arrangement respectively. During the years ended 31 December 2023, 2024 and 2025, depreciation of S\$623,000, S\$646,000 and S\$724,000 for plant and machinery held under lease arrangement and depreciation of S\$193,000, S\$153,000 and S\$109,000 for motor vehicles held under lease arrangement were recognised respectively.

	Year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Expense relating to short-term leases	3,646	3,047	2,614
Total cash outflow for leases	12,903	12,121	10,780
Additions to plant and machinery and motor vehicles			
held under lease arrangement (including cash paid)	<u>3,217</u>	<u>745</u>	<u>794</u>

The Group regularly entered into short-term leases for depot land during the Track Record Period. As at 31 December 2023, 2024 and 2025, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expenses disclosed above and in note 12.

During the year ended 31 December 2025, the Group has capitalised borrowing costs amounting to S\$169,000 (2024 and 2023: nil) (note 10) on qualifying assets.

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18. GOODWILL

The Group

S\$’000

Cost:

At 1 January 2023	25,418
Exchange alignments	(931)

At 31 December 2023	24,487
Addition	20

At 31 December 2024	24,507
Derecognition	(887)
Exchange alignments	(684)

At 31 December 2025	22,936

Impairment:

At 1 January 2023	11,920
Exchange alignments	(442)

At 31 December 2024	11,478
Derecognition	(887)
Exchange alignments	(544)

At 31 December 2025	10,047

Carrying amount:

At 31 December 2023	13,009

At 31 December 2024	13,029

At 31 December 2025	12,889

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For the purposes of impairment testing, the entire amount of goodwill has been allocated to five CGUs as at 31 December 2023, six CGUs as at 31 December 2024 and five CGUs as of 31 December 2025, representing different subsidiaries, namely Grand Pacific Warehouse Limited (“(HK) Grand Pacific”), Ming Fung Container Limited (“(HK) MF Container”), Ming Fung Reefer Container Service Company Limited (“(HK) MF Reefer”), Best China Development Limited (“(HK) Best China”), (HK) Gold Prime and Yuan Fang Container Specialist Pte. Ltd. (“(SG) YF Container”). The principal activities of these subsidiaries are set out in note 33. The cost, impairment and carrying amounts (net of accumulated impairment losses) of goodwill attributable to respective CGUs are as follows:

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Cost:			
(HK) Grand Pacific (<i>note i</i>)	887	887	–
(HK) MF Container	1,780	1,780	1,780
(HK) MF Reefer	802	802	802
(HK) Best China	8,009	8,009	7,465
(HK) Gold Prime (<i>note ii</i>)	13,009	13,009	12,869
(SG) YF Container	–	20	20
	<u>24,487</u>	<u>24,507</u>	<u>22,936</u>
Impairment:			
(HK) Grand Pacific (<i>note i</i>)	887	887	–
(HK) MF Container	1,780	1,780	1,780
(HK) MF Reefer	802	802	802
(HK) Best China	8,009	8,009	7,465
(HK) Gold Prime (<i>note ii</i>)	–	–	–
(SG) YF Container	–	–	–
	<u>11,478</u>	<u>11,478</u>	<u>10,047</u>
Carrying amount:			
(HK) Grand Pacific (<i>note i</i>)	–	–	–
(HK) MF Container	–	–	–
(HK) MF Reefer	–	–	–
(HK) Best China	–	–	–
(HK) Gold Prime (<i>note ii</i>)	13,009	13,009	12,869
(SG) YF Container	–	20	20
	<u>13,009</u>	<u>13,029</u>	<u>12,889</u>

Notes:

- (i) The entity had been struck off during the year ended 31 December 2025.
- (ii) As at 31 December 2023, 2024 and 2025, the recoverable amounts of (HK) Gold Prime and its subsidiaries (collectively referred to as “(HK) Gold Prime Group”) have been determined based on value-in-use calculations with certain key assumptions. The calculations use cash flow projections based on financial budgets covering a five-year period approved by management. The pre-tax discount rate used to discount the projected cash flows of (HK) Gold Prime Group for the years ended 31 December 2023, 2024 and 2025 is 9%, 10.5% and 10.5%, respectively, per annum. Cash flows beyond the forecasted period are extrapolated using a steady 2% growth rate. The long-term growth rates are based on the relevant industry growth forecasts and do not exceed the average long-term growth rate for the relevant industry. Other key assumptions for the value-in-use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin based on past performance and management’s expectation of the market development. The headroom for impairment of goodwill for (HK) Gold Prime was approximately S\$39,420,000, S\$17,374,000 and S\$8,123,000, respectively as at 31 December 2023, 2024 and 2025. The directors of the Company believe that any reasonably possible changes in any of these assumptions would not cause the carrying amounts to exceed the recoverable amount. A sensitivity analysis has been performed on an increase in the discount rate of 1.0% or decrease in growth rate of cash flows beyond the forecasted period by 1.0% which are changes in key assumptions considered to be possible by the management. The sensitivity analysis shows that no impairments would arise under the sensitivity scenarios.

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19. INTANGIBLE ASSETS

	The Group					The Company
	Contract-based intangible assets S\$'000	Customer relationships S\$'000	Trademark S\$'000	Club memberships S\$'000	Total S\$'000	Trademark S\$'000
Cost:						
At 1 January 2023, 31 December 2023 and 1 January 2024	8,351	5,841	–	304	14,496	–
Addition	–	–	86	–	86	86
Disposal	–	–	–	(55)	(55)	–
At 31 December 2024	8,351	5,841	86	249	14,527	86
Addition	–	–	21	–	21	21
At 31 December 2025	8,351	5,841	107	249	14,548	107
Amortisation:						
At 1 January 2023	5,837	5,841	–	30	11,708	–
Amortisation	643	–	–	11	654	–
At 31 December 2023	6,480	5,841	–	41	12,362	–
Amortisation	643	–	10	11	664	10
Disposal	–	–	–	(23)	(23)	–
At 31 December 2024	7,123	5,841	10	29	13,003	10
Amortisation	643	–	13	–	656	13
At 31 December 2025	7,766	5,841	23	29	13,659	23
Carrying amount:						
At 31 December 2023	1,871	–	–	263	2,134	–
At 31 December 2024	1,228	–	76	220	1,524	76
At 31 December 2025	585	–	84	220	889	84

Customer relationships and contract-based intangible assets that were acquired through business combination in prior years have finite useful lives of 3 to 13 years, over which the assets are amortised. Contract-based intangible assets arise from favorable lease arrangements involving two leases, each with a remaining term of 12 and 13 years from the date of business combination, expiring in 2025 and 2026, respectively. Trademarks are measured initially at cost and are amortised on a straight-line basis over the estimated useful life of 10 years. Majority of the club memberships have indefinite useful lives and are not amortised but tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired individually.

As at 31 December 2023, 2024 and 2025, the customer relationships have been fully amortised but still considered to be in use.

The amortisation expense has been included in cost of revenue.

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20. INTERESTS IN ASSOCIATES

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
The Group			
Cost of investment in associates	652	1,117	1,117
Share of post-acquisition profit, and comprehensive income, net of dividend received	2,034	2,549	2,941
Less: Impairment	(452)	(452)	(452)
	<u>2,234</u>	<u>3,214</u>	<u>3,606</u>
The Company			
Cost of investment in associates	652	652	652
Less: Impairment	(452)	(452)	(452)
	<u>200</u>	<u>200</u>	<u>200</u>

Details of the Group’s material associates at the end of each reporting period are as follows:

Name of associates	Country of incorporation and operation	Proportion of ownership interest			Proportion of voting power held			Principal activities
		As at 31 December			As at 31 December			
		2023	2024	2025	2023	2024	2025	
Directly held by the Company								
Chu Kong Logistics (Singapore) Pte Ltd	Singapore	40	40	40	40	40	40	Shipping and freight forwarding agency
Indirectly held by the Company								
Qingdao Port Lianyung International Logistics Co., Ltd.	PRC	–	25	25	–	25	25	Container depot

Note:

As the Group has the power to appoint two out of the five directors of Chu Kong Logistics (Singapore) Pte Ltd and one out of the five directors of Qingdao Port Lianyung International Logistics Co., Ltd., the Group is able to exercise significant influence over these two companies, which are considered as associates of the Group and accounted for using the equity method.

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Summarised financial information in respect of the material associates is set out below:

Chu Kong Logistics (Singapore) Pte Ltd

	As at/Year ended 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Current assets	5,710	9,409	7,970
Non-current assets	683	1,244	932
Current liabilities	(409)	(3,852)	(1,408)
Non-current liabilities	(58)	(52)	(129)
Net assets	<u>5,926</u>	<u>6,749</u>	<u>7,365</u>
Revenue	<u>4,973</u>	<u>8,527</u>	<u>11,233</u>
Profit for the year	<u>240</u>	<u>787</u>	<u>616</u>
Other comprehensive (expense) income for the year	<u>(43)</u>	<u>36</u>	<u>3</u>
Total comprehensive income for the year	<u>197</u>	<u>823</u>	<u>619</u>

Qingdao Port Lianyung International Logistics Co., Ltd.

	As at/Year ended 31 December	
	2024	2025
	S\$'000	S\$'000
Current assets	4,815	6,075
Non-current assets	49	5,595
Current liabilities	(2,277)	(3,266)
Non-current liabilities	—	(5,230)
Net assets	<u>2,587</u>	<u>3,174</u>
Revenue for the year	<u>9,286</u>	<u>15,487</u>
Profit and total comprehensive income for the year	<u>746</u>	<u>1,244</u>

During the year ended 31 December 2025, Qingdao Port Lianyung International Logistics Co., Ltd. has declared dividend of S\$163,000 to the Company.

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Reconciliation of the above summarised financial information to the carrying amount of the interest in the material associates recognised in the Historical Financial Information:

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Net assets of Chu Kong Logistics (Singapore) Pte Ltd	5,926	6,749	7,365
Non-controlling interests of subsidiaries of Chu Kong Logistics (Singapore) Pte Ltd	(337)	(331)	(334)
	5,589	6,418	7,031
Proportion of the Group’s ownership interest in	40%	40%	40%
Carrying amount of the Group’s interest in Chu Kong Logistics (Singapore) Pte Ltd	<u>2,234</u>	<u>2,567</u>	<u>2,812</u>
Net assets of Qingdao Port Lianyung International Logistics Co., Ltd.		2,587	3,174
Proportion of the Group’s ownership interest in		25%	25%
Carrying amount of the Group’s interest in Qingdao Port Lianyung International Logistics Co., Ltd.		<u>647</u>	<u>794</u>

21. INVENTORIES

The Group

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Trading stocks containers	4,363	4,890	5,092
Consumables	<u>188</u>	<u>238</u>	<u>144</u>
	<u>4,551</u>	<u>5,128</u>	<u>5,236</u>

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22. TRADE AND OTHER RECEIVABLES

The Group

	As at 31 December		
	2023	2024	2025
	S\$’000	S\$’000	S\$’000
Trade receivables	15,060	12,079	16,102
Less: allowance for credit losses (<i>note i</i>)	(10)	(10)	(142)
	15,050	12,069	15,960
Other receivables (<i>note ii</i>)	1,871	1,468	1,001
Value-added tax receivables	644	369	1,899
Deposits	2,415	2,129	2,313
Prepayments	1,541	1,717	1,115
Deferred issue costs	1,085	1,994	–
	22,606	19,746	22,288

As at 1 January 2023, trade receivables amounted to S\$14,180,000.

Notes:

- (i) The allowance for credit loss of S\$10,000, S\$10,000 and S\$142,000 under ECL as at 31 December 2023, 2024 and 2025 was for a long outstanding balance due from a specific customer. The ECL rate for the remaining debtors was approximately nil, the directors of the Company consider trade receivables past due to be generally recoverable based on the historical experiences of the Group due to the long-term relationship and good repayment record with such customers. The ECL rates for financial assets measured at amortised cost, other than those individually assessed debtors as disclosed, are insignificant.
- (ii) During the year ended 31 December 2023, a PRC subsidiary of the Company received forged document from one of its customers in relation to an arrangement under which the Group has acted as an intermediary for the customer and advanced payments to shipping company for booking cargo space on vessels of the shipping company on behalf of the customer and subsequently reported the suspected fraud incident to local authority to retrieve outstanding advance payment amounted to Renminbi (“RMB”) 8,375,000 (in equivalent to S\$1,562,000). Further details of the incident is set out in section headed “Financial Information – Impairment on other receivables” of the Document. The other receivables with gross carrying amount of S\$1,562,000 is considered as credit-impaired, loss allowance of S\$1,192,000 was recognised in the profit or loss during the year ended 31 December 2023 based on individual assessment on the ECL of other receivables. During the year ended 31 December 2024, an additional loss allowance of S\$370,000 was recognised in the profit and loss based on individual assessment on the ECL of other receivables as disclosed in note 36(b). During the year ended 31 December 2025, total allowance of S\$1,562,000 was fully written off in the view of collectability. The assessment of the probability of default and loss given default of the industry in which the customer operates is based on historical data from independent credit agency and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. As at 31 December 2025, this incident is still under investigation by local authority.

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The Group allows a general credit period of 30 to 90 days to its trade customers. The following is an aged analysis of trade receivables, net of allowance for credit losses, presented based on the invoice dates at the end of each reporting period:

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Within 30 days	7,710	6,479	8,763
31-60 days	4,676	3,373	4,652
61-90 days	1,976	1,029	1,797
91-180 days	363	816	583
181-365 days	211	242	165
Over 1 year	114	130	–
	<u>15,050</u>	<u>12,069</u>	<u>15,960</u>

As at 31 December 2023, 2024 and 2025, included in the Group’s trade receivables balance, net of loss allowance are debtors with aggregate carrying amount of S\$4,418,000, S\$3,844,000 and S\$4,077,000, respectively which are past due as at the respective reporting date. Out of the past due balances as at 31 December 2023, 2024 and 2025, respectively, S\$400,000, S\$583,000 and S\$519,000 has been past due over 90 days and is not considered as in default due to the history of cooperation and the sound collection history of the debtors. Details of impairment assessment of trade receivables are set out in note 36(b).

The Company

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Other receivables	43	47	25
Value-added tax receivables	38	36	4
Prepayments	144	489	78
Deferred issued costs	<u>1,085</u>	<u>1,994</u>	<u>–</u>
	<u>1,310</u>	<u>2,566</u>	<u>107</u>

23. CASH AND CASH EQUIVALENTS AND PLEDGED BANK DEPOSITS

The Group

Cash and cash equivalents include bank balances and short-term deposits as at 31 December 2023, 2024 and 2025, which carry interest at market rates which range from nil to 3.9% per annum and the pledged bank deposits carry fixed interest rate 0.033% – 1.75% per annum.

Pledged bank deposits amounting to S\$5,000, S\$6,000 and S\$1,006,000 as at 31 December 2023, 2024 and 2025, respectively represented the secure deposits paid for banking facilities granted to the Group and will be released upon expiry of the banking facilities. Pledged bank deposits amounting to S\$1,000,000 under non-current assets as at 31 December 2025 represented the secured deposits paid for banking facilities which are expected to be released more than 12 months.

The Company

Cash and cash equivalents include bank balances and short-term deposits as at 31 December 2023, 2024 and 2025 carry interest at market rates which range from nil to 3.2% per annum.

Details of impairment assessment of cash and cash equivalents and pledged bank deposits are set out in note 36(b).

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24. TRADE AND OTHER PAYABLES

The Group

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Trade payables	6,241	4,260	6,338
Other payables	3,744	3,479	3,448
Value-added tax payables	77	103	66
Other accrued expenses	6,630	6,805	6,402
Accrued [REDACTED] expenses	[REDACTED]	[REDACTED]	[REDACTED]
Accrued issue costs	88	161	–
Construction payables	–	–	19,243
	<u>17,289</u>	<u>15,162</u>	<u>35,497</u>
Analysed as:			
Current	17,289	15,162	34,767
Non-current	–	–	730
	<u>17,289</u>	<u>15,162</u>	<u>35,497</u>

The credit period on purchases of goods and services is 30 to 60 days.

The following is an aging analysis of trade payables based on the invoice date at the end of each reporting period:

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Within 30 days	5,280	2,927	5,250
31-60 days	631	1,052	671
61-90 days	138	126	295
91-180 days	36	63	62
181-365 days	138	74	42
Over 1 year	18	18	18
	<u>6,241</u>	<u>4,260</u>	<u>6,338</u>

The Company

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Trade payables	2	2	4
Other payables	647	760	358
Other accrued expenses	2,693	2,776	2,669
Accrued [REDACTED] expenses	[REDACTED]	[REDACTED]	[REDACTED]
Accrued issue cost	88	161	–
	<u>3,939</u>	<u>4,053</u>	<u>3,031</u>

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25. AMOUNTS DUE FROM (TO) RELATED PARTIES/THE IMMEDIATE HOLDING COMPANY/SUBSIDIARIES/THIRD PARTY

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
The Group			
Amounts due from related parties			
– trade in nature	1,435	2,007	136
– non-trade in nature	–	1,002	1
	<u>1,435</u>	<u>3,009</u>	<u>137</u>
Amount due from immediate holding company, non-trade in nature	<u>209</u>	<u>293</u>	<u>669</u>
Amounts due to related parties			
– trade in nature	1,205	2,263	473
– non-trade in nature	944	748	55
	<u>2,149</u>	<u>3,011</u>	<u>528</u>
Loan from a related company/third party	<u>5,689</u>	<u>2,843</u>	<u>–</u>
The Company			
Amount due from immediate holding company, non-trade in nature	<u>209</u>	<u>293</u>	<u>669</u>
Amounts due to related parties, non-trade in nature	<u>929</u>	<u>718</u>	<u>–</u>
Amounts due from subsidiaries			
– trade in nature	76	56	1
– non-trade in nature	4,699	4,843	668
	<u>4,775</u>	<u>4,899</u>	<u>669</u>
Amounts due to subsidiaries, non-trade in nature	<u>1,350</u>	<u>1,366</u>	<u>9,975</u>

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- (a) Amounts due from related parties

The Group

As at 1 January 2023, amounts due from related parties amounted to S\$1,697,000.

The balances of S\$1,435,000, S\$2,007,000 and S\$136,000 as of 31 December 2023, 2024 and 2025, respectively, were trade in nature, unsecured, interest-free and repayable under credit terms of 30–60 days. The remaining balance of nil, S\$1,002,000 and S\$1,000 as of 31 December 2023, 2024 and 2025, respectively, was non-trade in nature, unsecured, repayable on demand and was due from associates. The maximum outstanding balances during the years ended 31 December 2023, 2024 and 2025 are nil, S\$1,002,000 and S\$1,002,000, respectively.

The following is an aging analysis of amounts due from related companies, net of allowance for credit losses (if any), presented based on the invoice dates at the end of each reporting period:

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Within 30 days	637	1,125	–
31–60 days	605	437	136
61–90 days	141	440	–
91–180 days	50	5	–
181–365 days	2	–	–
	<u>1,435</u>	<u>2,007</u>	<u>136</u>

As at 31 December 2023, 2024 and 2025, included in the Group’s trade-related amounts due from related parties balance with aggregate carrying amount of S\$568,000, S\$459,000 and S\$136,000 were past due as at the respective reporting date. Details of impairment assessment of the balances are set out in note 36(b).

- (b) Amount due from immediate holding company

The Group and the Company

As at 1 January 2023, amount due from immediate holding company amounted to S\$191,000.

The amount is non-trade in nature, unsecured, interest-free and repayable on demand.

The maximum outstanding balances during the years ended 31 December 2023, 2024 and 2025 are S\$209,000, S\$293,000 and S\$669,000, respectively.

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- (c) Amounts due to related parties

The Group

The balances of S\$1,205,000, S\$2,263,000 and S\$473,000 as of 31 December 2023, 2024 and 2025, respectively, were trade in nature, unsecured, interest-free and repayable under credit term of 30–60 days. The remaining balances of S\$944,000, S\$748,000 and S\$55,000 as of 31 December 2023, 2024 and 2025 were non-trade in nature, repayable on demand. Of these, the balances as at 31 December 2023 were due to a director and non-controlling shareholder of a subsidiary held by the Company before completion of the Share Swap, and the balance as at 31 December 2024 was due to a shareholder of the Company.

The following is an aging analysis of the trade related amounts due to related parties based on the invoice dates at the end of each reporting period:

	As at 31 December		
	2023	2024	2025
	<i>S\$’000</i>	<i>S\$’000</i>	<i>S\$’000</i>
Within 30 days	775	1,292	–
31–60 days	427	512	–
61–90 days	3	457	–
91–180 days	–	2	473
	<u>1,205</u>	<u>2,263</u>	<u>473</u>

The Company

The balances are non-trade in nature, unsecured, interest-free and repayable on. Of these, the balances as at 31 December 2023 were due to a director and non-controlling shareholder of a subsidiary held by the Company before completion of the Share Swap, and the balance as at 31 December 2024 was due to a shareholder of the Company.

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- (d) Loan from a related party/third party

The Group

The loan was from Tianjin Keyun Logistics Co., Ltd., a subsidiary of Tianjin Zhongke Investment Co., Ltd. as at 31 December 2023, 2024 and 2025 and are unsecured, interest bearing at 6% per annum with original maturity of 3 years.

As at 31 December 2025, the remaining loan of S\$950,000 from a related party was presented as loan from a third party as the counterparty ceased to be a related party during the year.

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
The carrying amounts of the above loan are repayable as follows (based on repayment schedule):			
Within one year	1,969	53	950
Within a period of more than one year but not exceeding two years	1,860	1,860	–
Within a period of more than two years but not exceeding five years	<u>1,860</u>	<u>930</u>	<u>–</u>
	5,689	2,843	950
Less: Amount due for settlement within 12 months (shown under current liabilities)	<u>(1,969)</u>	<u>(53)</u>	<u>(950)</u>
Amount due for settlement after 12 months (shown under non-current liabilities)	<u><u>3,720</u></u>	<u><u>2,790</u></u>	<u><u>–</u></u>

- (e) Amounts due from (to) subsidiaries

The Company

The balances of S\$76,000, S\$56,000 and S\$1,000 of amounts due from subsidiaries as of 31 December 2023, 2024 and 2025 were trade in nature, unsecured and repayable under credit term of 30 days. The remaining balances due from (to) subsidiaries were non-trade in nature, unsecured, interest-free and repayable on demand.

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26. PROVISION FOR RESTORATION COSTS

The Group

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
At beginning of the year	1,056	1,319	1,255
Provision, net of reversal	275	–	–
Utilised	–	(78)	–
Exchange alignments	(12)	14	10
	<u>1,319</u>	<u>1,255</u>	<u>1,265</u>
At end of the year	<u>1,319</u>	<u>1,255</u>	<u>1,265</u>

The above amounts are the present value of the estimation of costs to reinstate the Group’s leased premises to their original state upon expiry of the lease.

27. LEASE LIABILITIES

The Group

Lease liabilities

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Undiscounted lease payments			
Within one year	8,767	7,877	6,723
Within a period of more than one year but not exceeding two years	7,638	6,171	2,858
Within a period of more than two years but not exceeding five years	9,001	5,493	4,770
Within a period of more than five years	<u>23,193</u>	<u>22,086</u>	<u>20,956</u>
	48,599	41,627	35,307
Interest payments	<u>(12,048)</u>	<u>(10,839)</u>	<u>(9,787)</u>
Carrying amount	<u>36,551</u>	<u>30,788</u>	<u>25,520</u>
Analysed as:			
Current	7,342	6,678	5,754
Non-current	<u>29,209</u>	<u>24,110</u>	<u>19,766</u>
	<u>36,551</u>	<u>30,788</u>	<u>25,520</u>

The weighted average incremental borrowing rate applied to lease liabilities was 4.4%, 4.5% and 4.4% per annum as at 31 December 2023, 2024 and 2025, respectively.

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28. BANK BORROWINGS

The Group

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Variable-rate bank borrowings			
– Unsecured	13,000	6,226	4,000
– Secured	—	—	21,327
	<u>13,000</u>	<u>6,226</u>	<u>25,327</u>
The carrying amounts of the above borrowings are repayable:			
Within one year	7,000	2,050	2,498
Within a period of more than one year but not exceeding two years	2,000	2,176	6,998
Within a period of more than two years but not exceeding five years	4,000	2,000	13,952
More than five years	—	—	1,879
	<u>13,000</u>	<u>6,226</u>	<u>25,327</u>
Less: Amount due for settlement within 12 months (shown under current liabilities)	<u>(7,000)</u>	<u>(2,050)</u>	<u>(2,498)</u>
Amount due for settlement after 12 months (shown under non-current liabilities)	<u>6,000</u>	<u>4,176</u>	<u>22,829</u>

Note:

As at 31 December 2023, 2024 and 2025, the borrowings were under corporate guarantee provided by immediate holding company, the Company or certain subsidiaries of the Company. As at 31 December 2023, 2024 and 2025, to secure banking facilities, the Group mainly pledged property, plant and equipment with a carrying amount of nil, nil and S\$47,915,000, and pledged bank deposits of nil, nil and S\$1,000,000, respectively. As of 31 December 2025, total unutilised facilities are S\$138,891,000.

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group’s borrowings are as follows:

	As at 31 December		
	2023	2024	2025
Effective interest rate (per annum)	4.7%-5.8%	4.6%-5.2%	2.4%-4.7%

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The Company

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Unsecured bank borrowings at variable rate, that are repayable			
Within one year	7,000	2,000	2,000
Within a period of more than one year but not exceeding two years	2,000	2,000	2,000
Within a period of more than two years but not exceeding five years	4,000	2,000	–
	<u>13,000</u>	<u>6,000</u>	<u>4,000</u>
Less: Amount due for settlement within 12 months (shown under current liabilities)	<u>(7,000)</u>	<u>(2,000)</u>	<u>(2,000)</u>
Amount for settlement after 12 months (shown under non-current liabilities)	<u>6,000</u>	<u>4,000</u>	<u>2,000</u>

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Company’s borrowings are as follows:

	As at 31 December		
	2023	2024	2025
Effective interest rate (per annum)	4.7%-5.8%	5.2%	3.3%-4.7%

29. CONVERTIBLE NOTES

The Group and the Company

In December 2025, the Company issued convertible notes with an aggregate principal amount of S\$15,000,000. The convertible notes bear interest at a fixed rate of 3% per annum, unsecured and have a maturity of 12 months from the date of issuance, with an option for the Company to extend the maturity date by additional 12 months.

The convertible notes include features that allow the noteholders to convert the outstanding principal amount into certain number of ordinary shares of Company at a conversion price calculated as follows:

- (i) If a qualifying [REDACTED] (“[REDACTED]”) occurs prior to the maturity date (including the extended maturity date as mentioned above), the number of shares to be issued to noteholders is determined at a conversion price calculated using, S\$72,000,000 less aggregate outstanding principal of the convertible notes, divided by the fully diluted number of shares issued by the Company immediately prior to [REDACTED].
- (ii) On the maturity date (including the extended maturity date as mentioned above), if the Company fails to redeem the convertible notes, certain investors may elect to convert the outstanding principal amount into ordinary shares at a conversion price calculated using S\$108,000,000 less outstanding principal amount of the convertible notes, divided by the fully diluted number of shares issued by the Company immediately prior to maturity.

Conditional upon certain events of default, the noteholders have the right to early redeem the convertible notes at a step-up interest of up to 5% per annum upon occurrence of certain events as stipulated in the agreement.

The convertible notes are measured at fair value through profit or loss. The fair value is determined using the valuation technique described in Note 36(c). The movements in fair value during the financial year ended 31 December 2025 were not material to the Group.

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30. DEFERRED TAX LIABILITIES

The Group

The following are the major deferred tax (assets) liabilities recognised by the Group, and the movements thereon, during the Track Record Period:

	Accelerated tax depreciation S\$'000	Tax losses S\$'000	Provisions S\$'000	Intangible assets S\$'000	Right-of-use assets S\$'000	Lease liabilities S\$'000	Total S\$'000
At 1 January 2023	1,019	(5)	(45)	628	4,325	(4,708)	1,214
Exchange alignments	(40)	–	–	–	–	–	(40)
(Credit) charge to profit or loss for the year	<u>(59)</u>	<u>(59)</u>	<u>(142)</u>	<u>(161)</u>	<u>1,168</u>	<u>(1,091)</u>	<u>(344)</u>
At 31 December 2023	920	(64)	(187)	467	5,493	(5,799)	830
Charge (credit) to profit or loss for the year	<u>23</u>	<u>(19)</u>	<u>(72)</u>	<u>(161)</u>	<u>(877)</u>	<u>922</u>	<u>(184)</u>
At 31 December 2024	943	(83)	(259)	306	4,616	(4,877)	646
Exchange alignments	(4)	–	–	–	–	–	(4)
Charge (credit) to profit or loss for the year	<u>246</u>	<u>(3)</u>	<u>28</u>	<u>(161)</u>	<u>(855)</u>	<u>813</u>	<u>68</u>
At 31 December 2025	<u>1,185</u>	<u>(86)</u>	<u>(231)</u>	<u>145</u>	<u>3,761</u>	<u>(4,064)</u>	<u>710</u>

Subject to the agreement by the tax authorities, at the end of each reporting period, the Group has unutilised tax losses of approximately S\$13,556,000, S\$14,532,000 and S\$6,959,000 respectively and capital allowance of nil, S\$126,000 and S\$64,000 respectively available for offset against future profits. Except for tax loss of S\$376,000, S\$488,000 and S\$506,000 as at 31 December 2023, 2024 and 2025, respectively, no deferred tax asset has been recognised in respect of the remaining tax losses due to the unpredictability of future profit streams. The losses may be carried forward subject to the conditions imposed by law including the retention of majority shareholders as defined.

Under the Enterprise Income Tax Law of the PRC, withholding tax at 10% or a lower applicable rate is imposed on dividends declared and payable to investors that are non-PRC tax resident enterprises. Deferred tax has not been provided for in the Historical Financial Information in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to S\$20,668,000, S\$29,103,000 and S\$32,051,000, respectively as at 31 December 2023, 2024 and 2025, as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

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31. SHARE CAPITAL AND RESERVES OF THE COMPANY

(a) Share capital

	As at 31 December			As at 31 December		
	2023	2024	2025	2023	2024	2025
	Number of ordinary shares			S\$'000		
Issued and fully paid:						
At the beginning of the year	262,493,736	262,493,736	285,940,889	28,842	28,842	41,494
Share Swap	–	23,447,153	–	–	12,652	–
At the end of the year	<u>262,493,736</u>	<u>285,940,889</u>	<u>285,940,889</u>	<u>28,842</u>	<u>41,494</u>	<u>41,494</u>

Fully paid ordinary shares, which have no par value, carry one vote per share and carry a right to dividends.

During the year ended 31 December 2023, 1,300,000 ordinary shares held as treasury shares were cancelled.

During the year ended 31 December 2024, 23,447,153 new shares of the Company were issued for the Share Swap, as detailed in note (iv) to the consolidated statements of changes in equity.

(b) Reserves of the Company

	Treasury shares S\$'000	Capital reserve S\$'000 (Note)	Retained earnings S\$'000	Total S\$'000
At 1 January 2023	<u>(245)</u>	<u>7,898</u>	<u>8,571</u>	<u>16,224</u>
Profit and total comprehensive income for the year	–	–	2,045	2,045
Deemed contribution from immediate holding Company	–	885	–	885
Recognition of share-based payments	–	3,535	–	3,535
Cancellation of treasury shares	245	–	(245)	–
Dividends recognised as distribution	<u>–</u>	<u>–</u>	<u>(3,000)</u>	<u>(3,000)</u>
At 31 December 2023	<u>–</u>	<u>12,318</u>	<u>7,371</u>	<u>19,689</u>
Profit and total comprehensive income for the year	–	–	6,208	6,208
Dividends recognised as distribution	<u>–</u>	<u>–</u>	<u>(6,000)</u>	<u>(6,000)</u>
At 31 December 2024	<u>–</u>	<u>12,318</u>	<u>7,579</u>	<u>19,897</u>
Profit and total comprehensive income for the year	–	–	4,962	4,962
Dividends recognised as distribution	<u>–</u>	<u>–</u>	<u>(3,500)</u>	<u>(3,500)</u>
At 31 December 2025	<u>–</u>	<u>12,318</u>	<u>9,041</u>	<u>21,359</u>

Note:

The balance mainly comprises i) recognition of equity-settled share-based payments expense under the Management Incentive Plan (as defined and detailed in note 32) included in the share-based payment reserve; and ii) amounts for the years ended 31 December 2023 represented the waiver of the payables arising from the management service expenses charged by the Company’s immediate holding company to the Company, which were recognised as contribution from immediate holding company.

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32. EMPLOYEE BENEFITS

(a) Retirement benefit obligations

The employees of the Company and its subsidiaries that are located in Singapore are members of a state-managed retirement benefit plan, the Central Provident Board Fund, operated by the Singapore government. The Company and the subsidiaries incorporated in Singapore are required to contribute a specified percentage of payroll costs to the retirement benefit plan to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

The Group operates defined contribution retirement benefit plans for all qualifying employees in Hong Kong, Malaysia, Socialist Republic of Vietnam and the PRC. The assets of the plans are held separately from those of the Group in funds under the control of trustees. Where employees leave the plans prior to the contributions fully vesting, the contributions payable by the Group are reduced by the amount of forfeited contributions.

During the year ended 31 December 2023, 2024 and 2025, the contributions made by the Group relating to the above arrangements were S\$2,143,000, S\$2,167,000 and S\$2,648,000, respectively, of which S\$251,000, S\$220,000 and S\$483,000 were attributable to the Mandatory Provident Fund Scheme in Hong Kong.

The Group operates a funded defined benefit plan for qualifying employees in Thailand. No further disclosures are made as management is of the view that the fair value of the defined benefit obligation is immaterial.

(b) Management Incentive Plan

On 27 June 2011, NEK Container Group Pte. Ltd., the immediate holding company of the Company, approved and adopted a management incentive plan (the “Management Incentive Plan”), which granted employee units (the “MIP Units”) to certain directors of the Company and certain employees of the Group. The MIP units are awarded when the Group achieves specific earnings before interest, taxation, depreciation and amortisation and return on capital employed targets. The MIP Units granted would vest immediately or over a period of one to two years. The MIP Units will be settled upon exit by the shareholder of the Company or when the selected participants resign from the Group or settled with Company’s shares held by Navis Asia Fund V, L.P. and its subsidiaries upon the [REDACTED] of the Company’s shares on a recognised stock exchange.

Details of the movements of the MIP Units granted to directors of the Company and certain employees of the Group for the Track Record Period are set out below:

	Number of MIP Units				
	Outstanding at 1.1.2023	Granted during the year	Outstanding at 31.12.2023 and 31.12.2024	Transfer during the year	Outstanding at 31.12.2025
Directors					
Mr. Li Hung	3,609,276	1,326,433	4,935,709	(204,099)	4,731,610
Mr. Ng Kam Ming	2,700,000	173,647	2,873,647	–	2,873,647
Mr. Leung Wai Kuen	–	390,920	390,920	–	390,920
Directors in aggregate	6,309,276	1,891,000	8,200,276	(204,099)	7,996,177
Employees in aggregate	6,382,406	4,122,583	10,504,989	204,099	10,709,088
Total	12,691,682	6,013,583	18,705,265	–	18,705,265

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During the year ended 31 December 2023, a total of 6,013,583 MIP Units were granted by NEK Container Group Pte Ltd to certain directors of the Company and certain employees of the Group. The estimated fair values of the 6,013,583 MIP Units granted on 1 October 2023 was approximately S\$3,535,000. The fair value per MIP Unit granted on 1 October 2023 was S\$0.59. The MIP units granted during the year ended 31 December 2023 were vested immediately.

The discounted cash flow method has been used to estimate the fair value of the Group’s share which was used in the valuation of the MIP Units. The variables and assumptions used in computing the fair value are based on the best estimate of the directors of the Company. The pre-tax discount rate used to discount the projected cash flows of the Group was at a range of 9% to 10% per annum. Cash flows beyond the forecasted period were extrapolated using a steady 1.8% growth rate. This growth rate was based on the relevant industry growth forecasts and did not exceed the average long-term growth rate for the relevant industry. Other key assumptions for the value-in-use calculation related to the estimation of cash inflows/outflows which included budgeted sales and gross margin based on management’s expectations of the market development.

In 2023, the expense recognised in profit or loss in relation to the MIP during the financial year is S\$3,535,000, arising from grants during the year.

During 2025, as a recognition of employees hard work and contribution to the Group, there is an arrangement which transferred 204,099 units from one of the directors’ plans to employees’ plan. The units balance of the relevant director and employees changed on the transferred date and the arrangement shall only vest upon [REDACTED], there was no expense recognised in the profit or loss during the Track Record Period, taking into account the probability of [REDACTED] as at 31 December 2025.

(c) Pre-[REDACTED] Share Award Scheme

On 24 June 2025 and 25 June 2026, a Pre-[REDACTED] share award scheme (the “Pre-[REDACTED] Share Award Scheme”) was approved by the board of directors of the Company and the Company awarded an aggregate of [REDACTED] shares of the Company at nil consideration to certain directors of the Company and employees of the Group. All these awarded shares will be issued to the grantees and immediately vest upon [REDACTED], and will be used as settlement of the outstanding MIP Units as detailed in note (b) above, there is no expense recognised in the profit or loss during the Track Record Period. The Pre-[REDACTED] Share Award Scheme shall remain in effect for three years and shall automatically terminate when all shares that may be awarded under the Pre-[REDACTED] Share Award Scheme have been fully issued by the Company and vested with the relevant Directors and employees. The principal terms of which are set out in the paragraph headed “Appendix V – Statutory and General Information – D. Pre-[REDACTED] Share Award Scheme” in this document.

33. PARTICULARS OF SUBSIDIARIES AND NON-CONTROLLING INTERESTS

Particular of subsidiaries

- a. Details of all the Company’s subsidiaries at 31 December 2023, 2024 and 2025 and the date of this report are as follows:

Name of subsidiaries	Place and date of establishment/ incorporation and principal place of business	Issued share capital/paid-up capital/registered capital	Equity interest attributable to the Group As at 31 December			As at the date of this report %	Principal activities
			2023 %	2024 %	2025 %		
<i>Directly held:</i>							
Asia Reefer Pte. Ltd ^{(a) (o)}	Singapore, 16 August 2018	S\$1	100	100	N/A	N/A	Investment holding
Eng Kong Container Agencies (Pte) Ltd ^{(a) (s)}	Singapore, 10 May 1984	S\$4,409,160	100	100	100	100	Container depot
Eng Kong Marketing Services (a) (s) Pte. Ltd.	Singapore, 8 March 2006	S\$50,000	100	100	100	100	Marketing and research
PCL (Pte) Ltd ^{(a) (s)}	Singapore, 15 May 1991	S\$40,000	100	100	100	100	Investment holding and trading of containers
Reefertec Pte Ltd ^{(a) (s)}	Singapore, 8 March 1995	S\$180,000	90	90	90	90	Reefer repair

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Name of subsidiaries	Place and date of establishment/ incorporation and principal place of business	Issued share capital/paid-up capital/registered capital	Equity interest attributable to the Group As at 31 December			As at the date of this report %	Principal activities
			2023 %	2024 %	2025 %		
NEK Depot Network Asia Pte. Ltd. ^{(a) (s)}	Singapore, 19 October 2017	SG\$3,086,045	100	100	100	100	Investment holding
Eng Kong Logistics Hub Pte. Ltd. ^{(a) (s) (i) (v)}	Singapore, 7 March 2019	SG\$10,700,000	100	100	100	100	Managing Mega Depot and warehousing
New Eng Kong Container Logistic Services (M) Sdn. Bhd. ^{(b) (s)}	Malaysia, 9 July 1996	Malaysian ringgit (“MYR”) 500,000	100	100	100	100	Storage and handling of containers
Eng Kong Container Services (Penang) Sdn. Bhd. ^(f)	Malaysia, 14 February 1998	MYR500,000	100	100	100	100	Container depot
Eng Kong Container Services (Johor) Sdn. Bhd. ^(f)	Malaysia, 19 July 1996	MYR700,000	100	100	100	100	Container depot
Tricoool Reefer Sdn. Bhd. ^{(f) (s)}	Malaysia, 9 January 2007	MYR200,000	96	96	96	96	Reefer maintenance and repair
Thai Eng Kong Container Services Company Limited ^{(c) (b) (s)}	Thailand, 19 March 1996	THB8,000,000	49	49	49	49	Container depot and container repair
(HK) Best China ^{(d) (s)}	Hong Kong, 26 October 2010	HK\$1,000,000	100	100	100	100	Investment holding
(HK) Grand Pacific ^{(d) (o)}	Hong Kong, 3 November 1997	HK\$2	100	100	N/A	NA	Warehousing and container freight station
(HK) MF Container ^{(d) (s)}	Hong Kong, 28 February 1997	HK\$1,500,000	80	80	80	80	Reefer and dry repair and trading of container spare parts
(HK) MF Reefer ^{(d) (s)}	Hong Kong, 23 December 1998	HK\$1,500,000	80	80	80	80	Reefer and dry repair and trading of container spare parts
PCL Container Services Limited ^{(d) (s)}	Hong Kong, 13 October 1992	HK\$1,500,000	100	100	100	100	Container depot
Techni-Con Container Survey Limited ^{(d) (s)}	Hong Kong, 23 March 2006	HK\$500,000	100	100	100	100	Inspection of new containers
DOUBLE CREATION LIMITED ^(g)	British Virgin Islands, 10 July 2013	USD100	100	100	100	100	Investment holding
Eng Kong Vietnam Company Limited ^{(k) (s)}	Socialist Republic of Vietnam, 8 August 2017	VND34,000,000,000	99	99	100	100	Container depot
Indirectly held:							
Smartz Pte Ltd ^{(a) (s)}	Singapore, 24 January 1997	SG\$100,000	100	100	100	100	Sale container parts
NEK GPC Container Services (M) Sdn. Bhd. ^{(b) (s)}	Malaysia, 15 March 2013	MYR100,000	100	100	100	100	On-dock depot container services
Reefertec Services (Thailand) Limited ^{(l) (s)}	Thailand, 11 March 2019	THB3,000,000	65	65	65	65	Reefer repair
(HK) Gold Prime ^{(u) (r)}	Hong Kong, 26 May 1999	HK\$66,279,485	80	100	100	100	Investment holding

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Name of subsidiaries	Place and date of establishment/ incorporation and principal place of business	Issued share capital/paid-up capital/registered capital	Equity interest attributable to the Group			As at the date of this report %	Principal activities
			2023 %	As at 31 December 2024 %	2025 %		
Reefertec Services Sdn. Bhd. ^{(f) (s)}	Malaysia, 16 March 2022	MYR300,000	54	54	54	54	Reefer services
(SG) YF Container ^{(q) (s)}	Singapore, 17 December 2019	S\$100,000	N/A	54	54	54	Reefer maintenance and repair
明豐冷凍貨櫃維修(上海)有限公司 Mingfeng Reefer Container Repair (Shanghai) Co., Ltd.* ^{(m) (s)}	PRC, 13 September 2010	USD140,000	80	80	80	80	Reefer and dry repair and trading of container spare parts
上海安信榮成集裝箱儲運有限公司 Shanghai Anxin Rong Cheng Container Logistics Co., Ltd.* ^{(n) (s)}	PRC, 22 October 2004	USD1,100,000	100	100	100	100	Container depot
寧波保稅區安信國際集裝箱儲運有限公司 Ningbo Free Trade Zone An Xin International Container Logistics Co., Ltd.* ⁽ⁱ⁾	PRC, 15 November 2002	USD1,000,000	N/A	N/A	N/A	N/A	Container depot
寧波北侖安豐物流有限公司 Ningbo Bei Lun An Feng Logistics Co., Ltd.* ⁽ⁱ⁾	PRC, 11 May 2009	RMB300,000	N/A	N/A	N/A	N/A	Container depot
天津克運國際物流集團有限公司 Tianjin Keyun International Logistics Group Co., Ltd.* ^{(e) (r) (s)}	PRC, 1 March 2001	RMB50 million	80	100	100	100	Container depot
青島克運物流有限公司 Qingdao Keyun Logistics Co., Ltd.* ^{(r) (j) (s)}	PRC, 8 March 2010	USD1,464,700	80	100	100	100	Container depot
上海克運集裝箱服務有限公司 Shanghai Keyun Container Services Co., Ltd.* ^{(p) (r) (s)}	PRC, 6 May 2008	RMB4 million	80	100	100	100	Logistics
上海毅發集裝箱服務有限公司 Shanghai Yifa Container Services Co., Ltd.* ^{(p) (r) (s)}	PRC, 28 January 2003	RMB10 million	80	100	100	100	Container depot

* Translations from Chinese names and are for identification purpose only.

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Notes:

- (a) The statutory financial statements for the years ended 31 December 2023 and 2024 were prepared in accordance with Financial Reporting Standards in Singapore issued by Singapore Accounting Standards Council and were audited by Deloitte & Touche LLP, Public Accountants and Chartered Accountants, Singapore.
- (b) The statutory financial statements for the years ended 31 December 2023 and 2024 were prepared in accordance with Malaysian Financial Reporting Standards issued by Malaysian Accounting Standards Board and were audited by Thelyx Malaysia PLT (formerly known as STYL Associates PLT), Certified Public Accountants registered in Malaysia.
- (c) The statutory financial statements for the years ended 31 December 2023 and 2024 were prepared in accordance with Thai Financial Reporting Standards issued by the Federation of Accounting Professions and were audited by Deloitte Touche Tohmatsu Jaiyos Co. Ltd Certified Public Accountants registered in Thailand.
- (d) The statutory financial statements for the years ended 31 December 2023 and 2024 were prepared in accordance with HKFRS Accounting Standards issued by the HKICPA and were audited by Roger K.C. Tou & Co., Certified Public Accountants registered in Hong Kong.
- (e) The financial statements for the years ended 31 December 2023 and 2024 were prepared in accordance with the relevant accounting principles and financial regulations applicable in the PRC and audited by Tianjinshijuntian Certified Public Accountant Limited Company (天津市君天會計師事務所有限公司).
- (f) The statutory financial statements for the years ended 31 December 2023, 2024 and 2025 were prepared in accordance with Malaysian Financial Reporting Standards issued by Malaysian Accounting Standards Board and were audited by JB Lau & KHOO, Certified Public Accountants registered in Malaysia (for the year 2023 and 2024) and YYC & CO PLT, Certified Public Accountants registered in Malaysia (for the year 2025), respectively.
- (g) No statutory financial statements have been prepared since its date of incorporation as it is incorporated in a jurisdiction where there are no statutory audit requirements.
- (h) The share capital of Thai Eng Kong Container Services Company Limited comprises 39,200 ordinary shares which are held by the Company and 40,800 preference shares which are held by remaining shareholders. The owners of the ordinary shares are entitled to one vote for every ordinary share held whilst the preference shareholders are entitled to one vote for every ten preference shares held. As a result, the Company holds 91% of the voting rights to direct the relevant activities of Thai Eng Kong Container Services Company Limited unilaterally and has control over it.
- (i) The subsidiaries were struck off during the year ended 31 December 2023 with insignificant financial impact.
- (j) No statutory audited financial statements have been prepared for the years ended 31 December 2023, The financial statements for the year ended 31 December 2024 were prepared in accordance with the relevant accounting principles and financial regulations applicable in the PRC and audited by 青島仲勳志同有限責任會計師事務所.
- (k) The statutory financial statements for the years ended 31 December 2023 and 2024 were prepared in accordance with Vietnamese Accounting Standards issued by Vietnam Ministry of Finance and were audited by PKF Vietnam Company Limited, Certified Public Accountants registered in Vietnam.
- (l) The statutory financial statements for the years ended 31 December 2023 and 2024 were prepared in accordance with Thai Financial Reporting Standards issued by the Federation of Accounting Professions of Thailand and were audited by DIA Audit Company Limited, Certified Public Accountants registered in Thailand.
- (m) The financial statements for the year ended 31 December 2023 and 2024 were prepared in accordance with the relevant accounting principles and financial regulations applicable in the PRC and audited by Shanghai Liyong Certified Public Accountants LLP (上海利永會計師事務所(普通合夥)), Certified Public Accountants registered in PRC.

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- (n) The financial statements for the years ended 31 December 2023 and 2024 were prepared in accordance with the relevant accounting principles and financial regulations applicable in the PRC and audited by Shangkuai Certified Public Accountants LLP (上海會計師事務所(特殊普通合夥)上海自貿試驗區分所), Certified Public Accountants registered in PRC.
- (o) The entity had been struck off during the year ended 31 December 2025. The gain or loss arising on the disposal is insignificant.
- (p) No statutory audited financial statements have been prepared for the years ended 31 December 2023 and 2024.
- (q) 60% of the equity interest of the entity was acquired by a non-wholly owned subsidiary of the Company on 30 May 2024 from an independent third party at a consideration of S\$59,000. The fair value of net identifiable assets of the entity as at the acquisition date amounted to approximately S\$39,000 and goodwill arising from the acquisition amounted to S\$20,000.

The financial statements for the years ended 31 December 2024 were prepared in accordance with the Financial Reporting Standards in Singapore issued by Singapore Accounting Standards Council and were audited by A Garanzia LLP Public Accountants and Chartered Accountants Singapore.

- (r) The companies became wholly-owned by the Company upon completion of the Share Swap on 23 July 2024.
- (s) No statutory audited financial statements have been prepared for the year ended 31 December 2025, as the requirement for filing of the statutory audited financial statements have not been due.
- (t) S\$10,699,999 capital were paid up during the year ended 31 December 2025.
- (u) The statutory financial statements for the years ended 31 December 2023 and 2024 were prepared in accordance with HKFRS Accounting Standards issued by the HKICPA and were audited by Roger K.C. Tou & Co., Certified Public Accountants registered in Hong Kong.
- (v) Up to June 2026, additional S\$13,100,000 capital were paid up.

None of the subsidiaries has issued any debt securities as at the end of each reporting period.

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Non-controlling interests

- b. The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiaries	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests			Profit (loss) allocated to non-controlling interests			Accumulated non-controlling interests		
		As at 31 December			Year ended 31 December			As at 31 December		
		2023	2024	2025	2023	2024	2025	2023	2024	2025
		%	%	%	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
(HK) MF Reefer and its subsidiary	Hong Kong	20	20	20	11	94	105	869	961	971
(HK) Gold Prime and its subsidiaries	Hong Kong	20	N/A	N/A	683	452	N/A	6,410	N/A	N/A
Individually immaterial subsidiaries with non-controlling interests					(21)	(13)	70	711	704	741
					<u>673</u>	<u>533</u>	<u>175</u>	<u>7,990</u>	<u>1,665</u>	<u>1,712</u>

Summarised financial information in respect of each of the Group’s subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	(HK) MF Reefer and its subsidiary			(HK) Gold Prime and its subsidiaries
	As at 31 December			As at 31 December
	2023	2024	2025	2023
	S\$'000	S\$'000	S\$'000	S\$'000
Current assets	4,796	5,380	6,122	12,161
Non-current assets	182	183	207	33,409
Current liabilities	611	739	1,236	8,005
Non-current liabilities	50	42	236	5,521
Equity attributable to owner of the Group	3,448	3,821	3,886	25,634
Non-controlling interests	<u>869</u>	<u>961</u>	<u>971</u>	<u>6,410</u>

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	(HK) MF Reefer and its subsidiary			(HK) Gold Prime and its subsidiaries	
	Year ended 31 December			Year ended 31 December	
	2023	2024	2025	2023	2024
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
					(Note)
Revenue	8,418	8,996	10,076	55,681	29,785
Expenses	8,373	8,527	9,550	52,265	27,523
Profit for the year attributable to:					
Owner of the Group	34	375	421	2,733	1,810
Non-controlling interests	<u>11</u>	<u>94</u>	<u>105</u>	<u>683</u>	<u>452</u>
	<u>45</u>	<u>469</u>	<u>526</u>	<u>3,416</u>	<u>2,262</u>
Other comprehensive (expenses) income attributable to:					
Owner of the Group	(51)	132	(229)	(926)	(2)
Non-controlling interests	<u>(13)</u>	<u>33</u>	<u>(57)</u>	<u>(232)</u>	<u>—</u>
	<u>(64)</u>	<u>165</u>	<u>(286)</u>	<u>(1,158)</u>	<u>(2)</u>
Total comprehensive (expenses) income attributable to:					
Owner of the Group	(17)	507	192	1,807	1,808
Non-controlling interests	<u>(2)</u>	<u>127</u>	<u>48</u>	<u>451</u>	<u>452</u>
	<u>(19)</u>	<u>634</u>	<u>240</u>	<u>2,258</u>	<u>2,260</u>
Dividend paid to non-controlling interests	—	34	33	—	—
Net cash inflow (outflow) from operating activities	193	(267)	772	(298)	(1,499)
Net cash outflow from investing activities	(8)	(22)	—	(193)	(1,794)
Net cash outflow from financing activities	<u>(156)</u>	<u>(328)</u>	<u>(360)</u>	<u>(968)</u>	<u>(133)</u>
Net cash inflow (outflow)	<u>29</u>	<u>(617)</u>	<u>412</u>	<u>(1,459)</u>	<u>(3,426)</u>

Note: The financial information for the year ended 31 December 2024 of (HK) Gold Prime and its subsidiaries was for a period from 1 January 2024 to the date of Share Swap.

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34. CAPITAL COMMITMENTS AND OPERATING LEASE ARRANGEMENT

(a) Capital commitments

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Capital expenditure contracted for but not provided in the Historical Financial Information in respect of:			
– Mega depot development	–	–	98,213
– Container yard development	70	–	–
– Acquisition of warehouse, depot and office	6,785	7,447	2,806
– Acquisition of other plant and machinery	30	999	744
	<u>6,885</u>	<u>8,446</u>	<u>101,763</u>

(b) Operating lease arrangement

The Group as lessor

Certain of the machineries held by the Group for rental purposes have committed lessees for the next 1 and 2 years.

Undiscounted lease payments receivable on leases are as follows:

	As at 31 December		
	2023	2024	2025
	S\$'000	S\$'000	S\$'000
Within one year	726	376	810
In the second year	<u>115</u>	<u>–</u>	<u>680</u>
	<u>841</u>	<u>376</u>	<u>1,490</u>

35. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to investors through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged throughout the Track Record Period.

The capital structure of the Group consists of net debts, which includes amounts due to related parties, convertible notes, bank borrowings, loan from a related company, loan from a third party and lease liabilities, net of cash and cash equivalents and equity attributable to owners of the Company, comprising share capital and reserves including retained earnings.

The management of the Group reviews the capital structure regularly. As part of this review, the management of the Group considers the cost of capital and the risks associated with each class of capital. Based on recommendation of the management of the Group, the Group will balance its overall capital structure through the new share issues as well as the issue of new debt.

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36. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The following table sets out the financial instruments as at the end of each reporting period:

	The Group			The Company		
	2023	2024	2025	2023	2024	2025
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Financial assets						
Amortised cost	<u>48,354</u>	<u>41,353</u>	<u>58,520</u>	<u>14,647</u>	<u>6,489</u>	<u>18,015</u>
Financial liabilities						
Amortised cost	30,823	19,819	55,834	15,928	8,846	14,337
Designated at fair value through profit or loss	<u>–</u>	<u>–</u>	<u>15,038</u>	<u>–</u>	<u>–</u>	<u>15,038</u>

(b) Financial risk management policies and objectives

The Group’s major financial instruments include finance lease receivables, trade and other receivables, amounts due from related parties and immediate holding company, cash and cash equivalents, pledged bank deposits, trade and other payables, amounts due to related parties, lease liabilities, convertible notes, bank borrowings and loan from a related party/third party. The Company’s major financial instruments include other receivables, amounts due from subsidiaries and immediate holding company, cash and cash equivalents, trade and other payables, amounts due to subsidiaries and related parties and bank borrowings. Details of these financial instruments are set out in respective notes. The risks associated with these financial instruments include market risk (interest rate risk and foreign currency risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

The Group does not enter into derivative financial instruments for hedging purpose. There has been no significant change to the Group’s exposure to market risks or the manner in which it manages and measures during the Track Record Period.

(i) Market risk

Foreign exchange risk management

The Group and the Company have foreign currency denominated monetary assets and monetary liabilities which expose the Group and the Company to foreign currency risk. The Group and the Company currently do not have a foreign currency hedging policy. Exposures to currency risk are monitored on an on-going basis and the Group and the Company endeavour to keep the net exposures at an acceptable level.

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At the end of each reporting period, the significant carrying amounts of monetary assets and monetary liabilities, which are denominated in currencies other than the functional currency of the group entity, are as follows:

	The Group					
	Liabilities			Assets		
	As at 31 December			As at 31 December		
	2023	2024	2025	2023	2024	2025
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
S\$	2,426	1,174	832	19	17	9
United States dollar	4,389	4,942	5,781	7,164	7,399	7,310
Malaysia ringgit	295	521	1,262	254	75	145
HK\$	66	287	117	2,405	3,044	3,708
THB	2,910	2,843	3,588	141	61	172
RMB	1,117	961	69	453	442	1,123

	The Company					
	Liabilities			Assets		
	As at 31 December			As at 31 December		
	2023	2024	2025	2023	2024	2025
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
United States dollar	655	792	649	238	283	95
HK\$	25	233	74	103	141	1,440
RMB	929	718	7	27	55	54

Foreign currency sensitivity

The following table details the sensitivity to a 5% increase or decrease in the relevant foreign currencies against the functional currency of each group entity. 5% is the sensitivity rate used for management’s assessment of the possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the Group where the denomination of the loan is in a currency other than the currency of the lender or the borrower where they gave rise to an impact on the Group’s profit or loss.

If the relevant foreign currency strengthens by 5% against the functional currency of each group entity, profit for the year will increase (decrease) by:

	The Group			The Company		
	Year ended 31 December			Year ended 31 December		
	2023	2024	2025	2023	2024	2025
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
S\$	(100)	(48)	(34)	–	–	–
United States dollar	115	102	63	(17)	(21)	(23)
Malaysia ringgit	(2)	(18)	(46)	–	–	–
HK\$	101	114	149	4	(4)	56
THB	(115)	(115)	(142)	–	–	–
RMB	(28)	(22)	44	(37)	(28)	2

If the relevant foreign currency weakens by 5% against the functional currency of each group entity, the effect on the profit for the year will be vice versa.

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Interest rate risk

The Group is exposed to fair value interest rate risk in relation to lease liabilities (see note 27 for details) and loan from a related party/third party (see note 25(d) for details). The Group and the Company are exposed to cash flow interest rate risk in relation to variable-rate bank balances (see note 23 for details) and variable-rate bank borrowings (see note 28 for details). The Group’s and the Company’s cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and bank borrowings. No sensitivity is presented for variable-rate bank balances as the directors of the Company considered that the relevant interest rate risk is minimal.

Interest rate sensitivity

The sensitivity analyses below have been determined based on the exposure to interest rates for the Group’s bank borrowings at the end of each reporting period and the stipulated change taking place at the beginning of the reporting period and held constant throughout the reporting period in the case of instruments that have floating rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management’s assessment of the possible change in interest rates.

If interest rates had been 50 basis points higher or lower and all other variables were held constant, the Group’s profit for the year ended 31 December 2023, 2024 and 2025 would decrease/increase by approximately S\$54,000, S\$26,000 and S\$105,000 respectively. This is mainly attributable to the group’s exposure to interest rates on its variable rate borrowings. If interest rates had been 50 basis points higher or lower and all other variables were held constant, the Company’s profit for the years ended 31 December 2023, 2024 and 2025 would decrease/increase by approximately S\$54,000, S\$26,000 and S\$17,000 respectively. This is mainly attributable to the Company’s exposure to interest rates on its variable rate borrowings.

(ii) Credit risk and impairment assessment

Credit risk refers to the risk that the Group’s and the Company’s counterparties default on their contractual obligations resulting in financial losses to the Group. The Group’s and the Company’s credit risk exposures are primarily attributable to trade and other receivables, finance lease receivables, cash and cash equivalents, amount due from related parties (including the subsidiaries of the Company) and immediate holding company. The Group and the Company does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables

In order to minimise the credit risk, for the trade receivables, management delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In this regard, the directors of the Company consider that the Group’s credit risk is significantly reduced.

Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group has applied the simplified approach to measure the loss allowance at lifetime ECL. The Group determines the ECL using a provision matrix grouped by common risk characteristic. As part of the Group’s credit risk management, the Group uses debtors’ aging to assess the impairment for its customers in relation to its operation because these customers consist of a large number of customers with common risk characteristics that are representative of the customers’ abilities to pay all amounts due in accordance with the contractual terms. Loss allowance amount of the credit-impaired trade receivables is measured as the difference between the asset’s carrying amount and the present value of estimated future cash flows with the consideration of expected future credit losses. In this regard, the directors of the Company consider that the Group’s credit risk is significantly reduced.

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Cash and cash equivalents and pledged bank deposits

Credit risk on cash and cash equivalents and pledged bank deposits is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on this, the 12m ECL on cash and cash equivalents and pledged bank deposits is considered to be insignificant.

Amount due from related parties (including the subsidiaries of the Company) and the immediate holding company

In order to minimise the credit risk, the Group will assess the credit quality of related companies and the immediate holding company. Other monitoring procedures are also in place to ensure that follow-up action is taken to recover overdue debts. The Group measures the loss allowance at lifetime ECL for trade-related amounts due from related parties. For each of the reporting periods, the Group and the Company assessed the ECL for amount due from related parties and the immediate holding company to be insignificant and thus no loss allowance was recognised.

Other receivables and deposits

For other receivables and deposits, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportable and forward-looking information available without undue costs or effort. The directors of the Company believe that there are no significant increase in credit risk at each reporting date of these amounts and most of the other receivables have been subsequently settled. Other than other receivables with gross carrying amount of S\$1,562,000 which was assessed individually as credit-impaired and loss allowance of S\$1,192,000 and S\$370,000 recognised in the profit or loss for the year ended 31 December 2023 and 2024, respectively as detailed in note 22, the Group assessed the ECL for remaining other receivables and deposits to be insignificant and thus no loss allowance for credit losses was recognised.

The Group’s credit risk grading framework comprises the following categories:

Category	Description	Trade receivables, trade-related amounts due from related parties and finance lease receivables	Other financial assets
Performing	The counterparty has a low risk of default.	Lifetime ECL – not credit-impaired	12m ECL
Doubtful	Amount is >90 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
In default	Amount is >365 days past due or there is evidence indicating the asset is credit-impaired.	Lifetime ECL credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off	Amount is written off

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The table below details the credit quality of the Group’s and the Company’s financial assets and finance lease receivables, as well as maximum exposure to credit risk by credit risk rating grades:

The Group

	Notes	Internal credit rating	12m or lifetime ECL	Gross carrying amount S\$’000	Loss allowance S\$’000	Net carrying amount S\$’000
As at 31 December 2023						
Trade receivables	22	Performing	Lifetime ECL – not credit-impaired	14,650	–	14,650
		Doubtful	Lifetime ECL – not credit-impaired	410	(10)	400
Finance lease receivables		Performing	Lifetime ECL – not credit-impaired	60	–	60
Other receivables and deposits (excluding value-added tax receivables, prepayments and deferred issue costs)	22	Performing	12m ECL	3,916	–	3,916
		In default	Lifetime ECL – credit-impaired	1,562	(1,192)	370
Amounts due from related parties	25(a)	Performing	Lifetime ECL – not credit-impaired	1,435	–	1,435
Amount due from immediate holding company	25(b)	Performing	12m ECL	209	–	209
Pledged bank deposits	23	Performing	12m ECL	5	–	5
Cash and cash equivalents	23	Performing	12m ECL	27,309	–	27,309

	Notes	Internal credit rating	12m or lifetime ECL	Gross carrying amount S\$’000	Loss allowance S\$’000	Net carrying amount S\$’000
As at 31 December 2024						
Trade receivables	22	Performing	Lifetime ECL – not credit-impaired	11,486	–	11,486
		Doubtful	Lifetime ECL – not credit-impaired	593	(10)	583
Finance lease receivables		Performing	Lifetime ECL – not credit-impaired	11	–	11
Other receivables and deposits (excluding value-added tax receivables, prepayments and deferred issue costs)	22	Performing	12m ECL	3,597	–	3,597
		In default	Lifetime ECL – credit-impaired	1,562	(1,562)	–
Amounts due from related parties	25(a)	Performing	Lifetime ECL – not credit-impaired	3,009	–	3,009
Amount due from immediate holding company	25(b)	Performing	12m ECL	293	–	293
Pledged bank deposits	23	Performing	12m ECL	6	–	6
Cash and cash equivalents	23	Performing	12m ECL	22,368	–	22,368

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	<i>Notes</i>	Internal credit rating	12m or lifetime ECL	Gross carrying amount S\$'000	Loss allowance S\$'000	Net carrying amount S\$'000
As at 31 December 2025						
Trade receivables	22	Performing	Lifetime ECL – not credit-impaired	15,441	–	15,441
		Doubtful	Lifetime ECL – not credit-impaired	661	(142)	519
Other receivables and deposits (excluding value-added tax receivables and prepayments)	22	Performing	12m ECL	3,314	–	3,314
Amounts due from related parties	25(a)	Performing	Lifetime ECL – not credit-impaired	137	–	137
Amount due from immediate holding company	25(b)	Performing	12m ECL	669	–	669
Pledged bank deposits	23	Performing	12m ECL	1,006	–	1,006
Cash and cash equivalents	23	Performing	12m ECL	37,434	–	37,434

The Company

	<i>Notes</i>	Internal credit rating	12m or lifetime ECL	Gross carrying amount S\$'000	Loss allowance S\$'000	Net carrying amount S\$'000
As at 31 December 2023						
Other receivables (excluding value- added tax receivables, prepayments and deferred issue costs)	22	Performing	12m ECL	43	–	43
Amounts due from subsidiaries	25(e)	Performing	12m ECL	4,775	–	4,775
Amount due from immediate holding company	25(b)	Performing	12m ECL	209	–	209
Cash and cash equivalents	23	Performing	12m ECL	9,620	–	9,620

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	Notes	Internal credit rating	12m or lifetime ECL	Gross carrying amount \$'000	Loss allowance \$'000	Net carrying amount \$'000
As at 31 December 2024						
Other receivables (excluding value-added tax receivables, prepayments and deferred issue costs)	22	Performing	12m ECL	47	–	47
Amounts due from subsidiaries	25(e)	Performing	12m ECL	4,899	–	4,899
Amount due from immediate holding company	25(b)	Performing	12m ECL	293	–	293
Cash and cash equivalents	23	Performing	12m ECL	1,250	–	1,250

	Notes	Internal credit rating	12m or lifetime ECL	Gross carrying amount \$'000	Loss allowance \$'000	Net carrying amount \$'000
As at 31 December 2025						
Other receivables (excluding value-added tax receivables and prepayments)	22	Performing	12m ECL	25	–	25
Amounts due from subsidiaries	25(e)	Performing	12m ECL	669	–	669
Amount due from immediate holding company	25(b)	Performing	12m ECL	669	–	669
Cash and cash equivalents	23	Performing	12m ECL	16,652	–	16,652

For trade receivables, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL on these items by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of these assets is presented based on their past due status in terms of the provision matrix. Loss allowance of nil, nil and S\$132,000 was recognised in the profit or loss during the years ended 31 December 2023, 2024 and 2025, respectively.

(iii) Liquidity risk

As stated in note 2, the Company had net current liabilities of S\$11,992,000 and the Group had outstanding capital commitments amounting to S\$101,763,000 as at 31 December 2025 which exposed the Group to liquidity risk. In order to mitigate the liquidity risk, the Group had obtained sufficient short and long-term bank facilities at the end of the reporting period. In addition, the management will undertake close monitoring process to control the timing of the expected cash outflows associated with the construction of new depots. In this regard, the directors of the Company consider that the Group’s liquidity risk has been reduced and they are satisfied that the Group will be able to meet its financial obligations in full as and when they fall due for the coming twelve months from 31 December 2025.

The following tables detail the contractual maturity for non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from rate curve at the end of each reporting period.

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The Group

	Weighted average effective interest rate %	On demand or within 1 year S\$'000	Within 2 to 5 years S\$'000	After 5 years S\$'000	Total undiscounted cash flows S\$'000	Carrying amount of 31 December S\$'000
As at 31 December 2023						
Trade and other payables	–	9,985	–	–	9,985	9,985
Amounts due to related parties	–	2,149	–	–	2,149	2,149
Loan from a related company	6	2,276	3,999	–	6,275	5,689
Bank borrowings	5.3	7,415	6,560	–	13,975	13,000
Lease liabilities	4.4	8,767	16,639	23,193	48,599	36,551
		<u>30,592</u>	<u>27,198</u>	<u>23,193</u>	<u>80,983</u>	<u>67,374</u>
As at 31 December 2024						
Trade and other payables	–	7,739	–	–	7,739	7,739
Amounts due to related parties	–	3,011	–	–	3,011	3,011
Loan from a related company	6	165	2,957	–	3,122	2,843
Bank borrowings	5.2	2,332	4,423	–	6,755	6,226
Lease liabilities	4.5	7,877	11,664	22,086	41,627	30,788
		<u>21,124</u>	<u>19,044</u>	<u>22,086</u>	<u>62,254</u>	<u>50,607</u>
As at 31 December 2025						
Trade and other payables	–	28,299	–	730	29,029	29,029
Amounts due to related parties	–	528	–	–	528	528
Loan from a third party	6.0	978	–	–	978	950
Bank borrowings	2.9	3,227	23,120	2,035	28,382	25,327
Convertible notes	3.0	15,450	–	–	15,450	15,038
Lease liabilities	4.4	6,723	7,628	20,956	35,307	25,520
		<u>55,205</u>	<u>30,748</u>	<u>23,721</u>	<u>109,674</u>	<u>96,392</u>

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The Company

	Weighted average effective interest rate %	On demand or within 1 year S\$'000	Within 2 to 5 years S\$'000	After 5 years S\$'000	Total undiscounted cash flows S\$'000	Carrying amount of 31 December S\$'000
As at 31 December 2023						
Trade and other payables	–	649	–	–	649	649
Amounts due to subsidiaries	–	1,350	–	–	1,350	1,350
Amounts due to related parties	–	929	–	–	929	929
Bank borrowings	5.3	7,415	6,560	–	13,975	13,000
		<u>10,343</u>	<u>6,560</u>	<u>–</u>	<u>16,903</u>	<u>15,928</u>
As at 31 December 2024						
Other payables	–	762	–	–	762	762
Amounts due to subsidiaries	–	1,366	–	–	1,366	1,366
Amounts due to related parties	–	718	–	–	718	718
Bank borrowings	5.2	2,273	4,233	–	6,506	6,000
		<u>5,119</u>	<u>4,233</u>	<u>–</u>	<u>9,352</u>	<u>8,846</u>
As at 31 December 2025						
Other payables	–	362	–	–	362	362
Amounts due to subsidiaries	–	9,975	–	–	9,975	9,975
Convertible notes	3.0	15,450	–	–	15,450	15,038
Bank borrowings	3.3	2,106	2,041	–	4,147	4,000
		<u>27,893</u>	<u>2,041</u>	<u>–</u>	<u>29,934</u>	<u>29,375</u>

(c) *Fair value measurement of financial instruments*

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the Historical Financial Information approximate to their fair values at the end of each reporting period. The fair values of the financial assets and financial liabilities recorded at amortised cost have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

Fair value of the convertible notes measured at fair value on recurring basis.

The Group’s convertible notes are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these Convertible notes are determined (in particular, the valuation technique(s) and inputs used).

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	Fair value as at December 31			Fair value hierarchy	Valuation technique and key input	Significant unobservable input	Relationship and sensitivity of unobservable inputs to fair value
	2023 S\$'000	2024 S\$'000	2025 S\$'000				
The Group and Company							
Convertible notes	–	–	15,038	Level 3	Probability-weighted expected return method	Implied equity value derived based on possible future share price	The higher the implied equity value, the higher the fair value An increase/(decrease) in implied equity value by 1%, while all other variables held constant, would not have a material impact on the carrying amount
						Probability of future events relating to the convertible notes	The higher the probability of the conversion events, the higher the fair value An increase/(decrease) in probability of the conversion event by 1%, while all other variables held constant, the carrying amount would increase/ (decrease) by \$246,000 (\$242,000)

Details of reconciliation of Level 3 fair value measurement are below.

The Group and the Company

	Convertible notes at FVTPL S\$'000
As at 1 January 2023, 31 December 2023 and 2024	–
Issuance of convertible notes	15,000
Fair value change	<u>38</u>
As at 31 December 2025	<u><u>15,038</u></u>

The management considers that the carrying amounts of other financial assets and financial liabilities recognised in the Historical Financial Information approximate to their fair values.

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37. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group’s liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group’s consolidated statements of cash flows as cash flows from financing activities.

	Amount due to related parties/ Loan from a related party/ third party S\$'000	Lease liabilities S\$'000	Bank borrowings S\$'000	Dividend payable S\$'000	Convertible notes S\$'000	Accrued issue costs S\$'000	Total S\$'000
At 1 January 2023	917	28,241	21,276	–	–	–	50,434
Financing cash flows	5,716	(7,954)	(8,276)	(3,000)	–	(997)	(14,511)
Dividend declared	–	–	–	3,000	–	–	3,000
New leases entered	–	16,533	–	–	–	–	16,533
Deferred issue cost	–	–	–	–	–	1,085	1,085
Early termination of leases	–	(832)	–	–	–	–	(832)
Interest expenses	–	1,303	833	–	–	–	2,136
Interest paid	–	(1,303)	(833)	–	–	–	(2,136)
Foreign exchange translation	–	563	–	–	–	–	563
At 31 December 2023	6,633	36,551	13,000	–	–	88	56,272
Financing cash flows	(3,042)	(7,567)	(6,787)	(6,000)	–	(836)	(24,232)
Dividend declared	–	–	–	6,000	–	–	6,000
New leases entered	–	2,301	–	–	–	–	2,301
Deferred issue cost	–	–	–	–	–	909	909
Early termination of leases	–	(781)	–	–	–	–	(781)
Interest expenses	–	1,507	417	–	–	–	1,924
Interest paid	–	(1,507)	(417)	–	–	–	(1,924)
Foreign exchange translation	–	284	13	–	–	–	297
At 31 December 2024	3,591	30,788	6,226	–	–	161	40,766
Financing cash flows	(2,586)	(6,917)	18,923	(3,500)	15,000	(161)	20,759
Dividend declared	–	–	–	3,500	–	–	3,500
New leases entered	–	1,492	–	–	–	–	1,492
Remeasurement	–	–	–	–	38	–	38
Interest expenses	–	1,249	385	–	–	–	1,634
Interest paid	–	(1,249)	(385)	–	–	–	(1,634)
Foreign exchange translation	–	157	178	–	–	–	335
At 31 December 2025	<u>1,005</u>	<u>25,520</u>	<u>25,327</u>	<u>–</u>	<u>15,038</u>	<u>–</u>	<u>66,890</u>

APPENDIX I

ACCOUNTANTS’ REPORT

38. RELATED PARTY TRANSACTIONS

The Group

Apart from the balances and transactions with related parties set out in note 25, the Group entered into the following significant transactions with its related parties during the Track Record Period:

Name of companies	Notes	Nature of transactions	Year ended 31 December		
			2023 S\$'000	2024 S\$'000	2025 S\$'000
Leisure Harvest Sdn Bhd	(i)	Repayment of lease liabilities	394	357	396
		Interest expense for lease liabilities	11	106	38
Excellent Delight Sdn Bhd	(ii)	Repayment of lease liabilities	228	231	256
		Interest expense for lease liabilities	7	38	25
Tianjin Zhongke Investment Co., Ltd. and its subsidiaries	(iii)	Repayment of lease liabilities	130	127	33
		Logistic-related supporting services expenses paid	5,467	6,012	750
		Subcontracting service income received	7,270	7,621	3,846
Qingdao Port Lianyung International Logistics Co., Ltd.	(iv)	Transportation fees	–	–	1,492

Notes:

- (i) Leisure Harvest Sdn Bhd is a company controlled by certain directors of the Company.
- (ii) Excellent Delight Sdn Bhd is a company controlled by certain directors of the Company.
- (iii) Tianjin Zhongke Investment Co., Ltd. is a company controlled by a director and non-controlling shareholder of a subsidiary held by the Company before completion of the Share Swap and his spouse as at 31 December 2023, and by a shareholder of the Company and his spouse as at 31 December 2024.

Compensation of directors and key management personnel

The remuneration of directors and other members of key management during the Track Record Period was as follows:

	Year ended 31 December		
	2023 S\$'000	2024 S\$'000	2025 S\$'000
Short-term benefits	4,744	4,715	4,424
Post-employment benefits	129	140	127
Equity-settled share-based expenses	2,870	–	–
	<u>7,743</u>	<u>4,855</u>	<u>4,551</u>

APPENDIX I

ACCOUNTANTS’ REPORT

39. EVENTS AFTER REPORTING PERIOD

The name of the Company was changed from EKH Pte. Ltd. to EKH Limited on 22 June 2026.

On 25 June 2026, the shareholder of the Company approved the following items by written resolutions:

- 1) Pre-[REDACTED] share award scheme: A total of 20,416,920 shares were awarded to certain directors of the Company and certain employees of the Group, as detailed in note 32(c). The principal terms of which are set out in the paragraph headed “Appendix V – Statutory and General Information – D. Pre-[REDACTED] Share Award Scheme” in the Document.
- 2) Post-[REDACTED] share option scheme: The principal terms of which are set out in the paragraph headed “Appendix V – Statutory and General Information – E. Post-[REDACTED] Share Option Scheme” in the Document.
- 3) authorised the board of directors of the Company to allot and issue the such number of shares upon conversion of the convertible notes at the conversion price stipulated under the terms of the relevant convertible notes as detailed in note 29.

40. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements of the Group, the Company or any of its subsidiaries have been prepared in respect of any period subsequent to 31 December 2025.

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

The information set forth in this Appendix does not form part of the accountants’ report on the historical financial information of the Group for each of the three years ended 31 December 2025 (the “Accountants’ Report”) prepared by Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set forth in Appendix I to this document, and is included herein for information only.

The unaudited pro [REDACTED] information should be read in conjunction with the section headed “Financial Information” in this document and the Accountants’ Report set forth in Appendix I to this document.

A. UNAUDITED [REDACTED] STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP ATTRIBUTABLE TO OWNERS OF THE COMPANY

The following unaudited [REDACTED] statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company which has been prepared in accordance with paragraph 4.29 of the Listing Rules is for the purpose of illustrating the effect of the [REDACTED] on the audited consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2025 as if the [REDACTED] had taken place on 31 December 2025.

This unaudited [REDACTED] statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company has been prepared for illustrative purpose only and, because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 or at any further dates following the [REDACTED]. It is prepared based on the audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 as derived from the Accountants’ Report set out in Appendix I to this document and adjusted as described below.

	Audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025	Estimated net [REDACTED] from the [REDACTED]	Unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025	Unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 per Share	
	S\$'000 (Note 1)	S\$'000 (Note 2)	S\$'000	S\$ (Note 3)	HK\$ (Note 4)
Based on an [REDACTED] of [REDACTED] per [REDACTED] Share	<u>78,343</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>
Based on an [REDACTED] of [REDACTED] per [REDACTED] Share	<u>78,343</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

Notes:

1. The consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 is arrived at after deducting goodwill and intangible assets attributable to owners of the Company of S\$12,889,000 and S\$889,000, respectively from the audited consolidated net assets attributable to owners of the Company of S\$92,121,000 as at 31 December 2025 as extracted from the Accountants’ Report set out in Appendix I to this document.
2. The estimated net [REDACTED] from the issue of the [REDACTED] Shares pursuant to the [REDACTED] are based on [REDACTED] Shares at the [REDACTED] of [REDACTED] and [REDACTED] per Share, being the low-end and high-end of the stated [REDACTED] range, after deduction of the estimated [REDACTED] fees and commissions and other [REDACTED] related expenses payable by the Company (excluding the [REDACTED] expenses that have been charged to profit and loss during the Track Record Period). It does not take into account any Share which may be allotted and issued (i) pursuant to the exercise of the [REDACTED]; (ii) pursuant to the grant of awards under the Pre-[REDACTED] Share Award Scheme; (iii) upon the exercise of options which may be granted under the [REDACTED] Share Option Scheme; (iv) pursuant to the conversion of the Pre-[REDACTED] Convertible Notes, or (v) any Share which may be allotted and issued or repurchased by the Company pursuant to the general mandates granted to the directors of the Company referred to the section headed “Share Capital – General Mandate to Issue Shares” or “Share Capital – General Mandate to Repurchase Shares” in the Document.

The estimated net [REDACTED] from the [REDACTED] are converted from HK\$ into S\$ at the rate of HK\$6.06 to S\$1 (being the exchange rate prevailing at 20 June 2026). No representation is made that the HK\$ amounts have been, could have been or could be converted to S\$, or vice versa, at that rate or at any other rates or at all.

3. The unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share is arrived at on the basis that [REDACTED] Shares (comprising 285,940,889 Shares in issue as at 31 December 2025 and [REDACTED] Shares to be issued pursuant to the [REDACTED]) were in issue assuming that the [REDACTED] had been completed on 31 December 2025 and without taking into account the Share which may be allotted and issued (i) pursuant to the exercise of the [REDACTED]; (ii) pursuant to the grant of awards under the Pre-[REDACTED] Share Award Scheme; (iii) upon the exercise of options which may be granted under the [REDACTED] Share Option Scheme; (iv) pursuant to the conversion of the Pre-[REDACTED] Convertible Notes, or (v) any Share which may be allotted and issued or repurchased by the Company pursuant to the general mandates granted to the directors of the Company referred to the section headed “Share Capital – General Mandate to Issue Shares” or “Share Capital – General Mandate to Repurchase Shares” in the Document.
4. For the purpose of unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share, the amount stated in S\$ is converted into HK\$ at the rate of S\$1 to HK\$6.06 (being the exchange rate prevailing at 20 June 2026). No representation is made that the S\$ amounts have been, could have been or may be converted to HK\$, or vice versa, at that rate or any other rates or at all.
5. No adjustment has been made to the unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 to reflect any trade result or other transaction of the Group entered into subsequent to 31 December 2025.

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

6. The unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 per Share in the table above does not take into account (i) a total of [REDACTED] Shares which will be issued upon the [REDACTED] pursuant to the grant of awards under the Pre-[REDACTED] Share Award Scheme; and (ii) a total of [REDACTED] Shares which will be issued upon the [REDACTED] pursuant to the conversion of the Pre-[REDACTED] Convertible Notes. The Pre-[REDACTED] Convertible Notes were recognised as financial liabilities with a carrying amount of S\$15,038,000 as at 31 December 2025 and would be derecognised upon the completion of the [REDACTED].

Assuming that issue of Shares pursuant to the Pre-[REDACTED] Share Award Scheme and Pre-[REDACTED] Convertible Notes had been completed on 31 December 2025, the unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to the owners of the Company would have increased by the carrying amount of the Pre-[REDACTED] Convertible Notes of S\$15,038,000 had the [REDACTED] been completed as at 31 December 2025, resulting in an increase from approximately [REDACTED] to approximately [REDACTED] as at 31 December 2025 based on the [REDACTED] of [REDACTED] per Share, or from approximately [REDACTED] to approximately [REDACTED] as at 31 December 2025 based on the [REDACTED] of [REDACTED] per Share. The number of shares used for the calculation of unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share is based on [REDACTED] Shares, comprising 285,940,889 Shares in issue as at 31 December 2025, [REDACTED] Shares to be issued pursuant to the conversion of the Pre-[REDACTED] Convertible Notes, [REDACTED] Shares to be issued pursuant to the Pre-[REDACTED] Share Award Scheme and [REDACTED] Shares to be issued pursuant to the [REDACTED]. The unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 31 December 2025 would have decreased to [REDACTED] (equivalent to [REDACTED]) based on the [REDACTED] of [REDACTED] per Share and [REDACTED] (equivalent to [REDACTED]) based on the [REDACTED] of [REDACTED] per Share. It does not take into account (i) any Share which may be allotted and issued pursuant to the exercise of the [REDACTED], (ii) any shares which may be allotted and issued pursuant to the exercise of the options which may be granted under the Post-[REDACTED] Share Option Scheme, or (iii) any Share which may be allotted and issued or repurchased by the Company pursuant to the general mandates granted to the directors of the Company referred to the section headed “Share Capital – General Mandate to Issue Shares” or “Share Capital – General Mandate to Repurchase Shares” in the Document.

The unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2025 per Share is converted from S\$ into HK\$ at the rate of S\$1 to HK\$6.06 (being the exchange rate prevailing at 20 June 2026). No representation is made that the S\$ amounts have been, could have been or could be converted to HK\$, or vice versa, at that rate or at any other rates or at all.

7. By comparing the valuation of the properties as set out in the valuation report prepared by Kroll (HK) Limited as at 30 April 2026, the market value for the depot complex located at east of Beigang Dongsan Road, south of Tanggu Xingang No. 6, Binhai New Area, Tianjin, the PRC is greater than the carrying value by approximately RMB8,331,000 (approximately equivalent to S\$1,590,000) as compared to the carrying amount of the property as at 31 December 2025, which has not been included in the above consolidated net tangible assets of the Group attributable to owners of the Company. The valuation surplus of the properties will not be incorporated in the Group’s consolidated financial statements in the future. If the valuation surplus were to be included in the consolidated financial statements, the annual depreciation amount would be increased by RMB167,000 (approximately equivalent to S\$32,000).

The amounts stated in this note in RMB are converted into S\$ at the rate of RMB5.24 to S\$1 (being the exchange rate prevailing at 20 June 2026). No representation is made that the RMB amounts have been, could have been or may be converted to S\$, or vice versa, at that rate or any other rates or at all.

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX III

VALUATION REPORT

The following is the text of a property valuation report prepared for inclusion in this document, received from Kroll (HK) Limited, an independent property valuer, in connection with their valuations as of 30 April 2026 of the Property held by the Group.



[REDACTED]

EKH Limited
13 Tuas Avenue 11,
Singapore 649079

Dear Sirs,

In accordance with the instruction from EKH Limited (the “Company”) or its subsidiaries (collectively hereinafter referred to as the “Group”) to provide our opinion of the market values of a depot complex located at the east of Beigang Dongsan Road, south of Tanggu Xingang No. 6, Binhai New Area, Tianjin, the People’s Republic of China (the “PRC”); and a development site on a Mega Depot Land known as PTE Lot A7003895 located at 30 Tuas South Avenue 10, Singapore 636917 (collectively hereinafter referred to as the “Properties” or the “property interests”).

We confirm that we have carried out inspections of the Properties, made relevant enquiries and obtained such further information as we consider necessary for providing the market values of such property interests as of 30 April 2026 (referred to as the “Valuation Date”).

This letter which forms part of our valuation report explains the basis and methodologies of valuation, and clarifies our assumptions made, title investigation of property interests and the limiting conditions.

BASIS OF VALUATION

Our valuation is our opinion of the **Market Value** which is defined in accordance with the HKIS Valuation Standards of the Hong Kong Institute of Surveyors to mean “the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

Market Value is understood as the value of an asset and liability estimated without regard to costs of sale or purchase (or transaction) and without offset for any associated taxes or potential taxes.

This estimate specifically excludes an estimated price inflated or deflated by special considerations or concessions granted by anyone associated with the sale, or any element of special value.

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VALUATION REPORT

PROPERTY APPRAISED

The Properties comprise a depot complex erected on a land parcel located in Tianjin City in the PRC, and a Mega Depot land located in Singapore. The salient details of the Properties are tabulated below:

No.	Property Address	Permitted Use(s)	Site Area (sq.m)	Gross Floor Area ("GFA") (sq.m)	Land Use Term
1	A depot complex located at No. 7 Xigang 6th Road, Xigang Street, Tanggu, Binhai New Area, Tianjin, the PRC 中國天津濱海新區塘沽新港街新 港六號路7號之倉儲物業	Storage	147,309.80	16,057.61	50 years (from 19 May 2021 to 18 May 2071)
2	A development site on a Mega Depot land known as PTE Lot A7003895 located at 30 Tuas South Avenue 10, Singapore 636917	Container depot, warehouse and ancillary office	80,000.00	/	30 years (#1) (from 16 December 2020 to 15 December 2050)

Remarks:

- (#1) The Mega Depot land is rented from the Party C to Eng Kong Logistic Hub Pte Ltd for a term of 30 years with the rights to build in, occupation and use of the land, which is not owned.

VALUATION METHODOLOGY

Due to the specialized nature of Property 1 which there is no readily available comparable market sale or rental transaction, we have considered mainly the cost approach to determine the market value of the property. The approach is detailed as follows:

Cost Approach

The cost approach begins with the determination of land value, which is valued by the direct comparison method where comparison based on prices realized on actual sales or market price information of comparable land parcels is made. Comparable land parcels of similar size, character and location are analyzed and carefully weighed against all the respective advantages and disadvantages of each land use rights interest in order to arrive at a fair comparison of land value.

Once land value has been determined, reproduction or replacement costs of the improvements are estimated as if the improvements were new. The estimate is then further adjusted for all elements of accrued depreciation including physical depreciation, functional and/or external obsolescence.

APPENDIX III

VALUATION REPORT

The depreciated replacement cost establishes value based on the cost of reproducing or replacing the property, less depreciation from physical deterioration, and functional and economic/external obsolescence, if present and measurable.

Replacement Cost New is defined as the estimated amount required to replace the property at one time with a modern new unit using the most current technology and materials that will duplicate the production capacity and utility of an existing unit at current market prices for materials, labor, manufactured equipment, contractors' overheads and profit, and fees, but without provision for overtime, bonuses for labor, or premiums for material or equipment.

Physical Deterioration is the loss in value resulting from wear and tear in operation and exposure to the elements.

Functional Obsolescence is the loss in value caused by conditions within the asset such as changes in design, materials, or processes that result in inadequacy, overcapacity, lack of utility, or excess operating costs.

Economic/External Obsolescence is an incurable loss in value caused by negative influences outside of the asset itself, such as general economic conditions, availability of financing, or inharmonious property uses.

The cost approach generally provides a meaningful indication of the value of land improvements, special buildings, special structures, and special machinery and equipment associated with a viable business or justified by economic demand.

Property 2 is a depot development erected on a leased land from the Party C. The Company cannot transfer, assign or mortgage Property 2 freely in the market as of the Valuation Date, so that Property 2 has no attributable commercial value as of the Valuation Date.

TITLE INVESTIGATION

We have been provided with copies of documents in relation to the title of the property interests located in the PRC and Singapore. However, no investigation has been made for the legal title or any liabilities attached to the Properties. We have also not scrutinized the original documents to verify ownership or to verify any amendments which may not appear on the copies handed to us.

We have made reference to the PRC Legal Opinion Issued by the PRC legal adviser, JunHe LLP, on the PRC Law regarding the property 1 located in the PRC.

All legal documents disclosed in this letter and valuation particulars are for reference only and no responsibility is assumed for any legal matters concerning the legal title to the property interests set out in this letter and valuation particulars.

APPENDIX III

VALUATION REPORT

ASSUMPTIONS

Our valuations have been made on the assumption that the owner sells the property interests on the market in their existing state without the benefit of deferred terms contracts, leaseback, joint ventures, management agreements or any similar arrangement which would serve to affect the values of the property interests.

No allowance has been in our valuation for any charges, mortgages or amounts owing on the Properties valued nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, all the property interests are free from encumbrances, restrictions and outgoings of an onerous nature which could affect their values.

We have assumed that the owner(s) of the property interests have free and uninterrupted rights to use, lease or mortgage the property interests. We have also assumed that the property interests are freely disposable and transferable.

It is assumed that all applicable zoning, land use regulations and other restrictions have been complied with unless a non-conformity has been stated, defined and considered in the valuation particulars. Further, it is assumed that the utilization of the land and improvements is within the boundaries of the property interests described and that no encroachment or trespass exists unless noted in the valuation particulars.

Other special assumptions of the Properties, if any, have been stated in the footnotes of the valuation particulars.

LIMITING CONDITIONS

We have relied to a considerable extent on the information provided by the Company and have accepted advice given to us by the Company on such matters as statutory notices, easements, tenure, occupancy, site areas and floor areas and all other relevant matters. Dimensions and areas included in the valuation particulars are based on information contained in the documents provided to us and are only approximations.

Having examined all relevant documentation, we have had no reason to doubt the truth and accuracy of the information provided to us. We have assumed that no material factors have been omitted from the information to reach an informed view and have no reason to suspect that any material information has been withheld.

We have not carried out detailed site measurements to verify the land area or building area in respect of the Properties but have assumed that the areas provided to us are correct. All dimensions and areas are approximations only.

Our Ms. Kathy Li has inspected Property 1 on 3 June 2026, and Mr. Sze Peng Loong has inspected Property 2 on 12 June 2026, respectively. They have visited and inspected the Properties to identify the existence of the Properties, to record the existing condition of the Properties and took photographs of the Properties. No structural survey has been made and we are therefore unable to report as to whether the Properties are or are not free of rot, infestation or any other structural defects. No tests were carried out on any of the services.

APPENDIX III

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No site investigations have been carried out to determine the suitability of the ground conditions or the services for the sites.

No environmental impact study has been ordered or made. Full compliance with applicable national, provincial and local environmental regulations and laws is assumed unless otherwise stated, defined, and considered in the report. It is also assumed that all required licenses, consents, or other legislative, or administrative authority from any local, provincial, or national government or private entity or organization either have been or can be obtained or renewed for any use which the report covers.

REMARKS

In valuing the property interests, we have complied with all the requirements contained in Paragraph 34(2) and (3) of Schedule 3 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), Chapter 5 and Practice Note 12 to the Listing Rules Governing the Listing of Securities issued by The Stock Exchange of Hong Kong Limited and The HKIS Valuation Standards (2024 Edition) published by the Hong Kong Institute of Surveyors, and Rule 11 of the Codes on Takeovers and Mergers and Share Buy-backs. We confirm that we are an independent qualified valuer, as referred to Rule 11 of The Codes on Takeovers and Mergers and Share Buy-Backs published by the Securities and Futures Commission.

We hereby certify that we have neither present nor prospective interest in the Properties or the values reported. This valuation report is issued subject to our Assumptions and Limiting Conditions.

Unless otherwise stated, all monetary amount stated in this report is in Renminbi (RMB) or Singapore Dollars (SGD), respectively.

Yours faithfully,
For and on behalf of
Kroll (HK) Limited

Elaine H. L. Ng
MRICS, MHKIS, RPS (GP), MCIREA
Director

Notes:

Ms. Elaine H. L. Ng, who is a Chartered Surveyor, has over 17 years' post-qualification experience in valuation of properties in Hong Kong, Singapore, the People's Republic of China and Asia.

Ms. Kathy Li, who is a member of CREA and ASA, she works in Kroll as a Vice President for over 23 years' valuation experience in real estate in the People's Republic of China.

Mr. Sze Peng Loong, who is a member of RICS, he works in Kroll Singapore as a Vice President. He has over 13 years' valuation experience in fixed assets in Singapore and Malaysia.

APPENDIX III

VALUATION REPORT

SUMMARY OF VALUES

Property interests held for owner-occupation

No.	Property	Market Value in existing state as of 30 April 2026
1.	A depot complex located at No. 7 Xigang 6th Road, Xigang Street, Tanggu, Binhai New Area, Tianjin, the PRC 中國天津濱海新區塘沽新港街新港六號路7號之倉儲物業	RMB159,100,000
2.	A development site on a Mega Depot land known as PTE Lot A7003895 located at 30 Tuas South Avenue 10, Singapore 636917	No commercial value
		Total: <u>RMB159,100,000</u>

APPENDIX III

VALUATION REPORT

VALUATION PARTICULARS

Property interests held for owner-occupation

No.	Property	Description and Tenure	Particulars of Occupancy	Market Value in existing state as of 30 April 2026
1.	A depot complex located at No. 7 Xigang 6th Road, Xigang Street, Tanggu, Binhai New Area, Tianjin, the PRC 中國天津濱海新區塘沽新港街新港六號路7號之倉儲物業	The property is a depot complex erected on a land parcel with a site area of about 147,309.8 sq.m. The buildings of the property were built in about 2007. As advised, the total gross floor area of the property is about 16,057.61 square metres. The land use rights of the property have been granted for a term of 50 years from 19 May 2021 to 18 May 2071 for storage purpose.	As advised by the Company, the property was owner-occupied for depot use, which is legally allowed as of the Valuation Date.	RMB159,100,000

Notes:

- Pursuant to a Tianjin State-owned Construction Land Use Rights Transfer Contract (“天津市國有建設用地使用權出讓合同”), No. TJ10072021001, entered into between Tianjin Municipal Bureau of Planning and Natural Resources Binhai New District Branch (“天津市規劃和自然資源局濱海新區分局”) and Tianjin Keyun Logistics Co., Ltd. (“天津克運國際物流集團有限公司”) (“Tianjin Keyun”) dated 18 March 2021, the land use rights of the property have been transferred to the grantee for a term of 50 years for storage purpose at a consideration of RMB98,000,000.
- Pursuant to a Realty Title Certificate (“不動產權證”), Jin (2024) Bin Hai Xin Qu Tang Gu Bu Dong Chan Quan No. 0174009 (“津(2024)濱海新區塘沽不動產權第0174009號”), issued by the Tianjin Planning and Natural Resources Bureau, dated 27 March 2024, the land use rights of the property with a site area of 147,309.8 square metres and the building ownership rights with a total gross floor area of 16,057.61 square metres were legally vested in Tianjin Keyun for a term of 50 years from 19 May 2021 to 18 May 2071 for storage purpose.
- The property is located along Xigang No.6 Road and is within 20 minutes’ drive from the Binhai New Area downtown. The immediate neighborhood of the property mainly comprises industrial properties.
- Tianjin Keyun is an indirect wholly-owned subsidiary of the Company.

APPENDIX III

VALUATION REPORT

5. The PRC legal opinion states, *inter alia*, that:

- a) Tianjin Keyun legally possesses title of the land use rights and building ownership rights of the Property.
- b) The property is not subject to any mortgages, seizures or other restriction on rights.

6. Our valuation has been made on the following basis and analysis:

In the valuation of the property in its existing state, the cost approach was adopted. It begins with the determination of land value, which is valued by the direct comparison method. Once land value has been determined, reproduction or replacement costs of the improvements are estimated as if the improvements were new. The estimate is then further adjusted for all elements of accrued depreciation. To determine the land value, we have made reference to various recent sales prices of industrial land parcels within the vicinity.

Land value:

The following land sale comparables were selected as they have characteristics comparable to the subject property. The price range of these comparables is from RMB703 to RMB707 per square metre (on site area basis). The salient details of these comparables are tabulated below:

Property	Land Comparable 1	Land Comparable 2	Land Comparable 3
Location (Chinese)	東至廠東路、南至新港二號路、西至天津港(集團)有限公司用地、北至天津港(集團)有限公司用地	東至躍進東路,南至吉運五道,西至躍進路,北至已出讓用地	東至新港六號路、西至海濱九路、南至已出讓用地、北至新港六號路
Location (English)	East to Changdong Road; South to Xingang No. 2 Road; West to land owned by Tianjin Port (Group) Co., Ltd.; North to land owned by Tianjin Port (Group) Co., Ltd.	East to Yuejin East Road; South to Jiyun Fifth Road; West to Yuejin Road; North to granted land.	East to Xingang 6th Road, west to Haibin 9th Road, south to the already transferred (leased/sold) land, and north to Xingang 6th Road
Status at sale time	Vacant Land	Vacant Land	Vacant Land
Plot Ratio (maximum)	<1	<0.5	<2.5x
Site Area	50,070.40 m ²	7,923.20 m ²	93,531.00 m ²
Permitted Use	Storage	Storage	Storage
Tenure	50 years	50 years	50 years
Transaction Type	Private Treaty Grant by Listing	Private Treaty Grant by Listing	Private Treaty Grant by Listing
Date of Transaction	23-Jan-2026	20-Nov-2025	10 Apr-2026
Transacted Price	RMB35,200,000	RMB5,600,000	RMB65,900,000
Unit rate on site area	RMB703/m ²	RMB707/m ²	RMB705/m ²

The unit rate arrived by us is consistent with the sale prices of the relevant comparables after due adjustments. These adjustments include transaction time, location and tenure. In the course of our valuation, we have adopted an average unit rate of RMB686 per square metre on site area, such that the market value of the land portion of Property 1 is estimated at RMB101,100,000.

Buildings and improvement values:

The estimated replacement cost new of the buildings and site improvements, which were constructed in 2007, have been estimated based on the original cost data as well as the prevailing construction costs in the vicinity. The adopted unit replacement cost new range from about RMB2,260 to RMB2,320 per square metre depending on the type and nature of the particular building/structure.

The depreciation is estimated based on the observed conditions, and with consideration to the age and economic lives of the improvements and the remaining land tenure.

The buildings have been maintained in average condition in general. The effective age is estimated at about 18.8 years. Considering the normal economic life of about 50 years for buildings in general, the remaining land tenure as well as the buildings' actual physical conditions as per our site inspection, the depreciation of the buildings is estimated at about 37.7% as of the Valuation Date.

With regard to the above, the depreciated replacement cost of the buildings and improvements is estimated at about RMB58,000,000 as of the Valuation Date.

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VALUATION REPORT

VALUATION PARTICULARS

Property interests held for owner-occupation

No.	Property	Description and Tenure	Particulars of Occupancy	Market Value in existing state as of 30 April 2026
2.	A development site on a Mega Depot land known as PTE Lot A7003895 located at 30 Tuas South Avenue 10, Singapore 636917	The property is a development site on a depot land located along Tuas South Avenue with a site area of approximately 80,000 sq.m. The property was leased from Party C to EKH Limited for a term of 30 years from 16 December 2020 to 15 December 2050 for container depot, warehouse and ancillary office uses.	As advised by the Company, the property was under construction as of the Valuation Date.	No commercial value

Notes:

- Pursuant to an Offer For Lease of Mega Depot Land known as PTE Lot (To be made known Later) At 30 Tuas South Avenue 10 dated 21 August 2020 and a letter of Extension of Declared Investment Deadline and Building Period for PTE Lot A7003895 issued on 3 January 2024, Party C (the “Lessor”) has offered Eng Kong Logistic Hub Pte Ltd (the “Lessee”) the lease of the property on an “as is” basis. According to the document, the property must be used for container depot activities at all times during the entire lease term. The salient details of the property and the lease terms and conditions are tabulated below:

Property Details

Address	:	30 Tuas South Avenue 10
Land Area	:	80,000 sq.m
Maximum Plot Ratio	:	1.00x
Lot No.	:	PTE Lot A7003895 forming part of Government Survey Lot No. MK07-05006V
Zoning	:	Business 2
Authorized Use	:	Container depot, warehouse and ancillary office

Lease Terms and Conditions

Commencement Date	:	16 December 2020
Possession Date	:	Date within 2 months before the Commencement Date
Lease Term	:	30 years from the Commencement Date

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Land Rent : SGD74,733.33 per month (The Land Rent must be paid in advance (without demand or deduction) on the first day of each month of the Lease Term).

Respective Revision Date : 16 December 2021 and 16 December of every year during the Lease Term.

Declared Investment

Declared Investment : Satisfaction of certain investment on new plant and machinery as declared by the Lessee on 8 May 2019.

If the minimum required investment is not met, then the total lease term offered shall be reduced to the shortest lease term that the Licensee/Lessee is eligible for based on the table set forth in the Appendix A of the Offer Letter.

Declared Investment Deadline : Within 3 years from the Commencement Date

Building Works

Building Period : Within 3 years from the Commencement Date

Minimum Plot Ratio : Not less than 0.80x

Maximum Plot Ratio : Not more than 1.00x

Completion Submissions Date : 15 June 2024, and extended to 15 June 2027 (approved by the Lessor)

Green Building Obligations and Technology Obligations

Lessee's Obligations : The Lessee have to propose to implement the Automated Lifting Technology, to intensify the land use for the inland container depot sector through the use of technology, automation and digitalization.

The Lessee must ensure and show proof (to the Lessor's satisfaction) that the Automated Lifting Technology is implemented at the Property before the expiry of the Building Period ("Technology Obligations").

Key Terms and Condition – Assignment and Subletting

Assignment (a) The Lessor will consider applications for assignment and/or changes to the Control Requirement
(b) The Lessee is not allowed to assign the Property nor change the Control Requirement during the Initial Assignment Prohibition Period and the End Assignment Prohibition Period under any circumstances whatsoever.

Subletting : The Lessor will consider subletting applications only after Temporary Occupation Permit for the Property has been obtained.

Control Requirement

Control Requirement "Control Requirement" will be deemed to be a breach of the Mandatory Condition and paragraph 4.2m of the Offer will apply.

Notice of Mortgage/Charge

Mortgage/Charge : Upon acceptance of the Offer, the Lessee may mortgage the Property by submitting the Lessor a Notice of Mortgage in accordance with their prevailing requirements at the time of mortgage.

2. Pursuant to an Acceptance of Offer for Lease of Mega Depot Land known as PTE Lot (To be made known Later) At 30 Tuas South Avenue 10, dated 8 September 2020, Eng Kong Logistic Hub Pte Ltd has accepted the offer of lease terms and conditions from the Party C as captioned in Note 1 above.
3. As advised by the Company, the existing land rent payable in 2026 is SGD900,800 annually and is subject to year-on-year revision by the Party C.

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4. As advised by the Company, the Property is currently undergoing construction works of a container warehouse and its ancillary facilities, a general warehouse, and an open yard. It is expected to be completed in the end of December 2026. The total development cost is budgeted at approximately SGD137,700,000, of which about SGD73,416,473 had been incurred as of the Valuation Date, and these costs have been taken into account in the course of our valuation.
5. The property is located along 30 Tuas South Avenue 10 in Tuas District, which is located on the west of Singapore. The immediately neighborhood of Tuas is concentrated with factories and industrial plants. The property is located next to the Abbott Manufacturing Singapore Neste West Area Plant.
6. Eng Kong Logistic Hub Pte Ltd is a direct wholly-owned subsidiary of the Company.
7. Our valuation has been made on the following basis and analysis:

Although EKH Limited has no legal title on the property, it has a right to use the property for its depot operation for the remaining term of the land tenure. For your internal reference purpose, we have determined the value of the property based on the provided development scheme of the property provided by the Group as captioned in Note 4 above, and with the consideration of the outstanding costs to complete the proposed development.

We have considered a top-down approach to determine the market value of the property, by estimating its completion value and deduct the corresponding construction cost to arrive at a notional land value.

The warehouse sales comparable are selected as they have characteristics comparable to the subject property. The price range of these comparables is from SGD3,445 to SGD4,563 per square metre on gross floor area basis. The salient details of the warehouse comparables are tabulated below:

Property	Comparable 1	Comparable 2	Comparable 3	Comparable 4	Comparable 5
Building Name	–	T99	HS (2nd Link) Industrial Building	–	17 Tuas Square
Location	51 Tuas View Link	5A Tuas South Ave 10 West Region 63	44 Tuas View Sq Singapore, West Region 63	51 Tuas South Link 1	17 Tuas Square
District	District 22	District 22	District 22	District 22	District 22
GFA (sq.m.)	30,084.00	952.00	4,821.00	1,598.96	2,012.87
Permitted Use	Warehouse	Warehouse	Warehouse	Warehouse	Warehouse
Transaction Status	Transacted	Transacted	Transacted	Transacted	Transacted
Date of Transaction	27-Jan-2026	26-Jan-2026	08-Aug-2025	05-Jun-2025	17-Apr-2025
Transaction Price	SGD121,100,000	SGD3,280,000	SGD22,000,000	SGD5,600,000	SGD7,500,000
Unit Rate on GFA (SGD/sq.m.)	SGD4,025.4/m ²	SGD3,445.4/m ²	SGD4,563.4/m ²	SGD3,502.3/m ²	SGD3,726.0/m ²

The unit rate arrived by us is consistent with the sale prices of the relevant comparables after due adjustments. These adjustments include nature of transaction, time, location and tenure. In the course of our valuation, we have adopted an average unit rate ranging from SGD1,900 per square metre to SGD2,900 per square metre for various uses, the market value of the property upon completion is about SGD241,900,000.

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After determining the gross development value, we have further deducted the estimated development costs and profit in order to arrive the market value of the land. The wording details are illustrated below:

Gross Development Value (“GDV”) by Market Approach (rounded)	SGD241,900,000	
Less Marketing Cost	12,095,000	
PV for half of the total construction period	0.9815	
Net Sale Value as of the Valuation Date	SGD225,553,608	(A)
Remaining Gross Development Cost (“GDC”) to be incurred	SGD77,632,856	(B)
GDV – GDC = (A) – (B)	SGD147,920,752	(C)
Developer’s Profit on Land	SGD19,294,011	(D)
Total Site Value (rounded)	SGD128,600,000	(C) – (D)

Based on the above, the market value of the property in its existing state, indicated by the top-down approach as of the Valuation Date is about **SGD128,600,000**.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND SINGAPORE COMPANY LAW

Set out below is a summary of certain provisions of the Constitution of the Company and salient provisions of the laws of Singapore applicable to a Singapore incorporated company.

The Company was incorporated in Singapore under the Singapore Companies Act as a private company limited by shares on 14 October 1994. It was converted to a public company limited by shares on 22 June 2026. The Constitution was adopted by special resolution of the Shareholders passed on 8 June 2026 and took effect on 22 June 2026.

A. CONSTITUTION OF THE COMPANY

The discussion below provides information about certain provisions of the Company’s Constitution. A summary of the salient provisions of the laws of Singapore is set out in the section entitled “B. Salient Provisions of the Corporate Laws of Singapore” below. This description is only a summary and is qualified by reference to Singapore law and the Constitution. The instrument that constitutes and defines the Company is the Constitution of the Company.

The capitalised terms in the summary of the Constitution of our Company in this Appendix IV shall be defined as follows:

“Act”	means the Companies Act 1967 of Singapore or any modification, amendment or re-enactment thereof for the time being in force and includes every other law or subsidiary legislation incorporated therewith or substituted therefor.
“Auditor”	means the auditor of the Company appointed for the time being under Section 205 or Section 205AF of the Act (if any).
“business day”	means any day which the Designated Stock Exchange is open for the business of dealing in securities in Hong Kong.
“clearing house”	shall have the same meaning as “recognised clearing house” as defined in Part I of Schedule 1 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
“Company”	means the above-named company or by whatever name from time to time called.
“Constitution”	means the Constitution of the Company as from time to time altered.
“Designated Stock Exchange”	means a stock exchange in respect of which the Shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the Shares of the Company.

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“Directors”	means the directors for the time being of the Company and includes any person duly appointed and acting for the time being as an alternate Director.
“Dividend”	means any dividend (whether interim or final) resolved to be paid on Shares pursuant to the Constitution and includes bonus and payment by way of bonus.
“Elected Shares”	shall have the meaning prescribed to it at regulation 46.12(a)(iv).
“Hong Kong Companies Ordinance”	means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and any amendments thereto or re- enactment thereof for the time being in force and includes every other law or subsidiary legislation incorporated therewith or substituted therefor.
“hybrid meeting”	means a general meeting held and conducted by (a) physical attendance and participation by Members and/or proxies at the Principal Meeting Place and where applicable, one (1) or more Meeting Locations, and (b) virtual attendance and participation by Members and/or proxies by means of virtual meeting technology.
“Meeting Location”	shall have the meaning prescribed to it at regulation 26.2.
“Member”	means any registered holder of Shares for the time being, except that, where the Act requires, excludes the Company where it is a member by reason of its holding of its Shares as Treasury Shares.
“month”	means a calendar month.
“Ordinary Resolution”	means a resolution passed by a simple majority of the Members as, being entitled to do so, vote in person or by proxy present at a general meeting. In computing the majority when a poll is demanded on a question that requires an ordinary resolution be passed, reference shall be had to the number of votes cast for and against the resolution and to the number of votes to which each Member is entitled by the Act or the Constitution.
“paid-up”	includes credited as paid up.
“physical meeting”	means a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one (1) or more Meeting Locations.
“Principal Meeting Place”	if there is more than one (1) Meeting Location as determined by the Directors pursuant to regulation 26.2, means the principal place of the meeting as specified in the notice of general meeting.

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“Register of Members”	means (a) the register of Members kept and maintained by the Company under Section 190 of the Act, and (b) any branch register of Members kept and maintained by the Company under Section 196 of the Act.
“registered address” or “address”	in relation to any Member, means his physical address for the service or delivery of notices or documents (including any corporate communication) personally or by post, except where otherwise expressly provided in the Constitution.
“Registered Office”	means the registered office for the time being of the Company.
“regulation”	means a regulation of the Constitution, as altered or added to from time to time and any reference to a regulation by number is a reference to the regulation of that number in the Constitution.
“Scheduled Meeting Day”	shall have the meaning prescribed to it at regulation 25.4.
“Seal”	means the common seal of the Company and includes in appropriate cases the official seal or every duplicate common seal.
“Secretary”	means a secretary of the Company appointed for the time being under Section 171 of the Act, and includes any person appointed by the Directors to perform any of the duties of the Secretary of the Company and, where two (2) or more persons are appointed to act as Secretaries, shall include any one (1) or all of those persons.
“Share”	means a share in the capital of the Company.
“Singapore”	means the Republic of Singapore.
“Special Resolution”	means a resolution passed by a majority of not less than three-fourths of Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy present at a general meeting in accordance with Section 184 of the Act.
“S\$”	means the lawful currency of Singapore.
“Treasury Share”	means a Share held in treasury in accordance with the Act.
“virtual meeting”	means a general meeting held and conducted by virtual attendance and participation by Members and/or proxies by means of virtual meeting technology only.
“year”	means a calendar year.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND SINGAPORE COMPANY LAW

(a) Liability of Members

Regulation 4

The liability of each Member is limited.

(b) Capacity And Powers

Regulation 3.1

Subject to the provisions of the Act (and where applicable, the rules and regulations of the Designated Stock Exchange) and any other written law and the Constitution, the Company shall have full capacity to carry on or undertake any business or activity, do any act or enter into any transaction not prohibited by the laws of the Republic of Singapore and for these purposes has full rights, powers and privileges.

Regulation 3.2

Subject to the provisions of the Act, any branch or kind of business which by the Constitution is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.

(c) Directors

Director's duty to disclose his interest in contracts with the Company

Regulation 37.5

Every Director and any relevant officer of the Company (to whom Section 156 of the Act applies) shall observe the provisions of Section 156 of the Act relating to the disclosure of his interests in transactions or proposed transactions with the Company or of any office or property held by him which might create duties or interests in conflict with his duties or interests as a Director or such officer (as the case may be).

Director's power to vote on a proposal, arrangement or contract in which the director is interested

Regulation 36.1

A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND SINGAPORE COMPANY LAW

Regulation 37.1

A Director or the Chief Executive Officer may hold any other office or place of profit under the Company, other than the office of the Auditor (or Secretary in the case of the Company having only one (1) Director), in conjunction with his office for such period and on such terms as to remuneration and otherwise as the Directors may determine.

Regulation 37.3

Subject to the Act, a Director, alternate Director or the Chief Executive Officer may be or become a director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested as a vendor, purchaser, shareholder, a contracting party or otherwise, and no such Director, alternate Director or the Chief Executive Officer shall be accountable to the Company for any fees, remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs.

Regulation 37.4

Subject to the Act, no person shall be disqualified from the office of Director, alternate Director, Chief Executive Officer or prevented by such office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract or any contract or transaction entered into by or on behalf of the Company in which any Director, alternate Director or Chief Executive Officer shall be in any way interested be or be liable to be avoided, nor shall any Director, alternate Director or Chief Executive Officer so contracting or being so interested be liable to account to the Company for any profit realised by or arising in connection with any such contract or transaction by reason of such Director, alternate Director or Chief Executive Officer holding office or of the fiduciary relationship thereby established.

Regulation 37.5

Every Director and any relevant officer of the Company (to whom Section 156 of the Act applies) shall observe the provisions of Section 156 of the Act relating to the disclosure of his interests in transactions or proposed transactions with the Company or of any office or property held by him which might create duties or interests in conflict with his duties or interests as a Director or such officer (as the case may be). Notwithstanding such disclosure, a Director shall not vote in respect of any transaction, contract or arrangement or any other proposal whatsoever in which he or any of his close associates has any personal material interest, directly or indirectly, and such Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting, but this prohibition shall not apply to any of the following:

- (a) any contract or arrangement or any other proposal for the giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;

**APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY
AND SINGAPORE COMPANY LAW**

- (b) any contract or arrangement or any other proposal for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (c) any contract or arrangement or any other proposal concerning an offer of Shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (d) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries, including the following:
 - (i) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
 - (ii) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors or his close associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates; or
- (e) any contract or arrangement or any other proposal in which the Director or his close associate(s) is/are interested in the same manner as other holders of Shares or debentures or other securities of the Company by virtue only of his/their interest in Shares or debentures or other securities of the Company.

Regulation 37.6

The provisions of regulation 37.5 may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction by the Company in general meeting, and any particular contract, arrangement or transaction carried out in contravention of this regulation may be ratified by Ordinary Resolution of the Company, or as otherwise provided in the Constitution.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND SINGAPORE COMPANY LAW

Regulation 37.7

The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all respects as the Directors think fit in the interests of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any such Director of the Company may vote in favour of the exercise of such voting powers in the manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company.

Directors' remuneration and a Director's power to vote on remuneration

Regulation 33.3

Subject to the Act, the Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

Regulation 36.1

Please refer to the paragraph headed "(c) Directors – Director's power to vote on a proposal, arrangement or contract in which the director is interested – Regulation 36.1" in this section for more details.

Regulation 37.2

Subject to the Act, a Director or alternate Director may act by himself or by, through or on behalf of his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director or alternate Director.

Regulation 37.5

Please refer to the paragraph headed "(c) Directors – Director's power to vote on a proposal, arrangement or contract in which the director is interested – Regulation 37.5" in this section for more details.

Regulation 43.1

Subject to Section 169 of the Act, the remuneration to be paid to the Directors, if any, shall be such remuneration as the Company in a general meeting by Ordinary Resolution shall determine and such fees shall (unless such resolution otherwise provides) not be increased except pursuant to an Ordinary Resolution passed at a general meeting where notice of the proposed increase shall have been given in the notice convening the meeting.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND SINGAPORE COMPANY LAW

Regulation 43.2

The Company in general meeting may by Ordinary Resolution approve additional remuneration to any Director who holds any executive office or serves on any committee or who otherwise performs or renders services which in the opinion of the Directors go beyond his ordinary routine work as a Director, subject to the provisions of the Act. Such extra remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary. Any fees paid to a Director who is also counsel, attorney or solicitor to the Company, or otherwise serves it in a professional capacity shall be in addition to his remuneration as a Director.

Director's powers in respect of cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments

Regulation 33.2

All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors may determine by resolution.

Borrowing powers exercisable by the Directors and how such borrowing powers can be varied

Regulation 33.4

Subject to the Act and without prejudice to the generality of the foregoing, the Directors may exercise all the powers of the Company to borrow or otherwise raise money and to mortgage, charge or hypothecate its undertaking, property and assets (present and future) and uncalled capital or called but unpaid capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Appointment, Retirement, Resignation and Removal of Directors

Regulation 32

There shall be a board of Directors consisting of at least one (1) natural person ordinarily resident in Singapore (exclusive of alternate Directors) and until determined by Ordinary Resolution, there shall be no maximum number of Directors. Subject to the provisions of the Act and the rules and regulations of the Designated Stock Exchange (including complying with any minimum number of Directors required by the Act or the rules and regulations of the Designated Stock Exchange), the Company may by Ordinary Resolution place any limits on, or increase or reduce the limits in, the number of Directors.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND SINGAPORE COMPANY LAW

Regulation 34.4

In accordance with the provisions of Section 150 of the Act, a resolution for the appointment of two (2) or more persons as Directors by a single resolution shall not be moved at any general meeting unless a resolution that it shall be so moved has first been agreed to by the meeting without any vote being given against it; and any resolution moved in contravention of the aforesaid Section and this regulation shall be void.

Regulation 34.5

The Company may in accordance with and subject to the Act, by Ordinary Resolution remove any Director before the expiration of his period of office, notwithstanding anything in the Constitution or in any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement. Special notice shall be required of any resolution to remove any Director under this regulation 34.5 or appoint some person in place of a Director so removed at the meeting at which he is removed.

Regulation 34.6

The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under the immediately preceding regulation and any person so appointed shall be treated for the purpose of determining the time at which he or any other Director is to retire by rotation as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

Regulation 34.7

The Company may by Ordinary Resolution appoint any person to be a Director, either to fill a casual vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Constitution as the maximum number of Directors (if any). Without prejudice thereto the Directors shall have power at any time so to do, but any person so appointed by the Directors shall hold office only until the next annual general meeting. He shall then be eligible for re-election, but shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting.

Regulation 35

The office of a Director shall be vacated if:

- (a) subject to Section 145 of the Act, the Director gives notice in writing to the Company that he resigns the office of Director;
- (b) the Director absents himself (for the avoidance of doubt, without being represented by an alternate Director appointed by him) from three (3) consecutive meetings of the board of Directors without special leave of absence from the Directors, and the remaining Directors pass a resolution that he has by reason of such absence vacated office;

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- (c) the Director dies, becomes bankrupt (whether adjudged by a Singapore Court or a foreign court having jurisdiction in bankruptcy) unless he has been granted leave of Court or permission from the Official Assignee to be a Director or if he suspends payments or makes any arrangement or composition with his creditors generally;
- (d) the Director becomes mentally disordered and incapable of managing himself or his affairs or if in Singapore or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs;
- (e) the Director becomes prohibited or otherwise becomes disqualified from being a director by virtue of his disqualification, debarment, removal or revocation as a director by law (including pursuant to any order made under the provisions of the Act);
- (f) the Director ceases to be a director by virtue of any of the provisions of the Act or the Constitution; or
- (g) the Director is removed by the Company in general meeting pursuant to the Act and/or the Constitution.

Director's powers to act notwithstanding any vacancy

Regulation 36.7

Without prejudice to regulation 24.3, the continuing Directors (or a sole continuing Director, as the case may be) may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Constitution as the necessary quorum of Directors, the continuing Directors or Director may, except in an emergency, act for the purpose of increasing the number of Directors to be equal to such fixed number, or of summoning a general meeting of the Company, but for no other purpose. If there are no Directors or Director able or willing to act, then any two (2) Members may summon a general meeting for the purpose of appointing Directors.

Election of Chairman

Regulation 36.8

The Directors or any committee of Directors may from time to time elect a chairman of their board and determine the period for which he is to hold office. The chairman shall preside as chairman at their meetings, but if no such chairman is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for the meeting to commence, the Directors present may choose one (1) of their number to be chairman of the meeting. Any Director acting as chairman of a meeting of the Directors shall, in the case of an equality of votes, have the chairman's right to a second or casting vote where applicable.

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Chief Executive Officer

Regulation 39.1

The Directors may from time to time appoint one (1) or more of their body or any other person(s) to be Chief Executive Officer(s) of the Company (or any equivalent appointment(s) howsoever described) and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their places.

Regulation 39.2

Subject to the provisions of any contract between a Chief Executive Officer and the Company, the Chief Executive Officer (or any person holding an equivalent appointment) who is a Director shall comply with the same provisions as to retirement by rotation, resignation and removal as the other Directors. The appointment of such Chief Executive Officer (or any person holding an equivalent appointment) who is a Director shall not automatically determine if he ceases from any cause to be a Director, unless the contract or resolution under which he holds the office shall expressly state otherwise.

Regulation 39.3

A Chief Executive Officer (or any person holding an equivalent appointment) shall, subject to the Act and to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission or participation in profit, or partly in one (1) way and partly in another) as the Directors may determine.

Regulation 39.4

The Directors may entrust to and confer upon a Chief Executive Officer (or any person holding an equivalent appointment) any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of or in substitution for all or any of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers. A Chief Executive Officer (or any person holding an equivalent appointment) shall be subject to the control of the board of Directors.

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Secretaries and other officers of the Company

Regulation 40.6

The Directors shall appoint one (1) or more Secretaries in accordance with the Act and may appoint such other officers of the Company as they consider necessary on such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Directors may think fit. Unless otherwise specified in the terms of his appointment, a Secretary or officer of the Company may be removed by resolution of the Directors or Members, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. If thought fit, two (2) or more persons may be appointed as Secretaries. The Directors may also appoint from time to time on such terms as they may think fit, one (1) or more assistant Secretaries. The appointment and duties of the Secretary or assistant Secretaries shall not conflict with the provision of the Act and in particular Section 171 of the Act. Subject to the Act, an officer of the Company may vacate his office at any time if he gives notice in writing to the Company that he resigns his office.

(d) Rights, Preferences and Restrictions Attaching to each Class of Shares

Changes in Capital

Regulation 5

The share capital of the Company may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to Dividends, return of capital, voting or otherwise.

Regulation 9.1

Subject to the Act, the Constitution and the rules and regulations of the Designated Stock Exchange, no Shares (other than Shares issued without formal allotment at incorporation) may be issued by the Directors without the prior approval of the Company in general meeting by Ordinary Resolution but subject thereto (including any direction that may be given by the Company in general meeting) and to the regulations of the Constitution, the Act and the rules and regulations of the Designated Stock Exchange, the Directors may allot, issue, grant options over or otherwise dispose of Shares to such persons, at such times and on such other terms and conditions and for such consideration (if any) and subject or not to the payment of any part of the amount (if any) thereof in cash as the Directors may in their absolute discretion deem fit.

Regulation 9.2

The Company may issue:

- (a) Shares for which no consideration is payable to the Company; and

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- (b) preference Shares which are, or at the option of the Company are to be, liable to be redeemed and the redemption shall be effected only on such terms and in such manner as is provided in the Constitution.

Regulation 9.3

Where the Company issues Shares which do not carry voting rights, the words "non-voting" shall appear in the designation of such Shares and where the equity capital of the Company includes Shares with different voting rights, the designation of each class of Shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting".

Regulation 9.4

The rights attached to Shares of a class other than ordinary Shares shall be clearly defined in the Constitution. Without prejudice to any special right previously conferred on the holders of any existing Shares or class of Shares but subject to the Act, the Constitution and the rules and regulations of the Designated Stock Exchange, the Directors may issue Shares with such preferred, deferred, qualified or special rights or other rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise as the Directors may determine, and preference Shares may be issued which are, or at the option of the Company are, liable to be redeemed, the terms and manner of redemption being determined by the Directors.

Regulation 9.6

Except so far as otherwise provided by the conditions of issue or by the Constitution, all new Shares shall be subject to the provisions of the Act and of the Constitution with reference to allotments, payment of calls, liens, transfers, transmissions, forfeiture and otherwise. No Share shall be issued to bearer.

Regulation 9.7

Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports, balance sheets and financial statements and attending general meetings of the Company, and preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding-up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the Dividend on the preference Shares (if any) is more than six (6) months in arrears.

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Share Certificate

Regulation 10.1

Every Member whose name is entered as a member in the Register of Members shall be entitled, without payment, to receive within 60 days after allotment of any Shares or within 30 days after the date on which a transfer of Shares is lodged with the Company in accordance with the Act, one (1) certificate (which shall be issued under the Seal) for all the Shares of any one (1) class registered in his name.

Regulation 10.3

The certificate of title to Shares shall be issued under the Seal in such form as prescribed by the Directors from time to time, or executed as a deed in accordance with the Act. Every certificate shall bear the autographic or facsimile signatures of at least two (2) Directors or by one (1) Director and the Secretary or some other person appointed by the Directors, and shall specify the number and the class of Shares to which it relates, whether the Shares are fully or partly paid up, the amount (if any) unpaid on the Shares and any other information as the Act may require. The facsimile signatures may be reproduced by mechanical, electronic or other means provided the method or system of reproducing signatures has first been approved by the Directors. No certificate shall be issued representing more than one (1) class of Shares.

Voting

Regulation 27.1

Subject to the Constitution and any rights or restrictions attached to any Shares, each holder of Shares shall be entitled to receive notices of, and attend, speak and vote at, any meetings of the Members (save that any Member that is required under the rules and regulations of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration shall not have the right to speak or vote on such matter at such meeting) and every Member entitled to vote who (being an individual) is present in person or by proxy or, if a corporation or other body corporate is present by its duly authorised representative or by proxy, shall:

- (a) on a show of hands have one (1) vote, provided that:
 - (i) in the case of a Member who is neither a clearing house nor its nominee(s) or a relevant intermediary and who is represented by two (2) proxies, the instrument of proxy shall state which proxy is entitled to vote on a show of hands and/or the proportion of the shareholding of such Member to be represented by each proxy; and
 - (ii) in the case of a Member who is either a clearing house or its nominee(s) or a relevant intermediary and who is represented by two (2) or more proxies, each proxy shall be entitled to vote on a show of hands; and
- (b) on a poll have one (1) vote for every Share of which he is the holder.

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Regulation 27.4

No person shall be entitled to vote at any general meeting either personally or by proxy or other duly authorised representative unless he is registered as a Member not less than 48 hours before the time appointed for holding such meeting nor unless all calls or other monies then payable by him in respect of the Shares have been paid.

Regulation 27.5

Where the Company has knowledge that any Member is, under the Constitution or the rules and regulations of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

Joint Holders

Regulation 10.4

In the case of a Share registered jointly in the names of several persons, the Company shall not be bound to issue more than one (1) certificate for Shares held jointly by more than one (1) person and delivery of a certificate to one (1) of the registered joint holders shall be a sufficient delivery to all of them.

Regulation 11

Where two (2) or more persons are registered as the holders of any Share, they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the following provisions:

- (a) the Company shall not be bound to register more than four (4) persons as the registered holders of a Share except in the case of executors or administrators (or trustees) of the estate of a deceased Member;
- (b) the joint holders of a Share shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such Share;
- (c) on the death of any one (1) of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such Share but the Directors may require such evidence of death as they may deem fit;
- (d) any one (1) of such joint holders may give effectual receipts for any Dividend or other moneys payable or property distributable to such joint holders on or in respect of the Share; and

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- (e) only the person whose name stands first in the Register of Members as one (1) of the joint holders of any Share shall be entitled to delivery of the certificate relating to such Share or to receive notices from the Company and any notice given to such person shall be deemed notice to all the joint holders.

Regulation 27.2

In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy (or, in the case of a corporation or other body corporate, by its duly authorised representative or proxy), shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the Register of Members in respect of the Share.

Regulation 46.11

Any Dividend or other monies payable in cash in respect of Shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of the holder who is first named on the Register of Members, or, if several persons are entitled to the Share in consequence of the death or bankruptcy of the holder, to any one (1) of such persons, or to such person and to such address as such holder or joint holders may in writing direct or by such means (including, by electronic means) as the Directors may decide at their absolute discretion. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the Share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque if purporting to be endorsed or the receipt of any such person shall be a good discharge to the Company. Any one (1) of two (2) or more joint holders may give effectual receipts for any Dividends or other monies payable in respect of the Share held by them as joint holders. Every Dividend paid by wire transfer, cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

(e) Alterations of Capital

Regulation 13.1

Subject to the provisions of the Act and the rules and regulations of the Designated Stock Exchange, the Company may purchase or otherwise acquire its own Shares in such manner and on such other terms as the Company may deem fit and regulation 12 shall apply *mutatis mutandis* in relation to such Share purchases. In the case of purchases of redeemable Shares, purchases not made through the market or by tender shall, subject to the provisions of the Act and the rules and regulations of the Designated Stock Exchange, be limited to a maximum price and if purchases are by tender, tenders shall be available to all Members alike.

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Regulation 13.2

If required by the Act or the rules and regulations of the Designated Stock Exchange, any Share that is so purchased or acquired by the Company shall, unless held as Treasury Share in accordance with the Act and the rules and regulations of the Designated Stock Exchange, be deemed to be cancelled immediately on purchase or acquisition. On the cancellation of a Share as aforesaid, the rights and privileges attached to that Share shall be extinguished and the number of issued Shares shall be diminished by the number of the Shares so cancelled. Where any such cancelled Share was purchased or acquired out of the capital of the Company, the amount of the share capital of the Company shall be reduced accordingly.

Regulation 13.3

Subject to such rights and restrictions as may be prescribed in the Act and the rules and regulations of the Designated Stock Exchange, the Directors may at any time determine to cancel a Treasury Share or sell, transfer or otherwise use a Treasury Share in any manner permitted by the Act and the rules and regulations of the Designated Stock Exchange.

Regulation 15

The Company may, in so far as the Act and the rules and regulations of the Designated Stock Exchange permit, exercise the powers of paying commissions or brokerage on any issue of Shares at such rate or amount and in such manner as the Directors deem fit. Such commissions or brokerage may be satisfied by the payment of cash and/or the issue of fully or partly paid-up Shares or partly in one way and partly in the other. The Company may also on any issue of Shares pay such commission or brokerage as may be lawful. The Company may, in addition to, or in lieu of, such commission, in consideration of any person subscribing or agreeing to subscribe, or of his procuring or agreeing to procure subscriptions, for any Shares, confer on any such person an option call within a specified time for a specified number of Shares at a specified price or on such other terms and conditions as the Directors may deem fit. The requirements of the provisions of the Act shall be observed, as far as applicable.

Regulation 22.1

Subject to the Act, the Constitution and the rules and regulations of the Designated Stock Exchange and of any resolution of the Company in a General Meeting passed pursuant thereto, the issue of new Shares shall be at the disposal of the Directors and they may allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper.

Regulation 22.3

- (a) Subject to the Act, the Constitution and the rules and regulations of the Designated Stock Exchange, the Company may, from time to time, by Ordinary Resolution:
 - (i) consolidate and divide all or any of its share capital;

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- (ii) convert its share capital or any class of Shares from one (1) currency to another currency;
 - (iii) subdivide its Shares or any of them, provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced Share is derived; and
 - (iv) cancel any Shares that at the date of the passing of the Ordinary Resolution have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the Shares so cancelled.
- (b) Subject to and in accordance with the Act and the rules and regulations of the Designated Stock Exchange, the Company may by Special Resolution convert one (1) class of Shares into another class of Shares.

Regulation 22.4

The Company may by Special Resolution reduce its share capital in accordance with the Act, the rules and regulations of the Designated Stock Exchange and any other applicable law.

(f) Any Change in the Respective Rights of the Various Classes of Shares Including the Action Necessary to Change the Rights

Regulation 14.1

If at any time the share capital of the Company is divided into different classes of Shares, all or any of the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of not less than three-fourths of the issued Shares of that class, or with the sanction of a Special Resolution passed at a separate meeting of the holders of the Shares of that class. To any such meeting all the regulations of the Constitution relating to general meetings shall apply *mutatis mutandis*, except that the necessary quorum shall be two (2) persons holding or representing by proxy at least one-third of the issued Shares of the class (unless there is only one (1) person holding Shares of that class entitled to vote at such general in which case the quorum shall be one (1)) and that any holder of Shares of the class present in person or by proxy may demand a poll. To every such Special Resolution, the provisions of Section 184 of the Act shall with such adaptations as are necessary apply.

Regulation 14.2

Regulation 14.1 shall apply to the variation or abrogation of the special rights attached to only some of the Shares of any class as if each group of Shares of the class differently treated formed a separate class the special rights whereof are to be varied.

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Regulation 14.3

The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly authorised by the terms of issue of the Shares of that class or by the Constitution in force at the time the Shares of that class were issued, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

(g) Dividends and Distribution

Regulation 46.1

The Company may, upon the recommendation of the Directors and with the sanction of an Ordinary Resolution at a general meeting, declare such Dividends as appear to the Directors to be justified by the profits of the Company. No Dividend shall be paid except out of the profits of the Company available for distribution under the provisions of the Act. No higher Dividend shall be paid than is recommended by the Directors and a declaration by the Directors as to the amount of the profits at any time available for Dividends shall be conclusive.

Regulation 46.2

If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may declare and pay the fixed Dividends (either in cash or *in specie*) on any class of Shares carrying a fixed Dividend expressed to be payable on fixed dates on the half-yearly or other dates (if any) prescribed for the payment thereof and may also from time to time declare and pay interim Dividends on Shares of any class of such amounts and on such dates and in respect of such periods as they think fit.

Regulation 46.3

Subject to any rights or restrictions attached to any Shares or class of Shares and except as otherwise permitted under the Act, all Dividends in respect of Shares must be declared and paid in proportion to the number of Shares held by a Member but where Shares are partly paid, all Dividends must be apportioned and paid proportionately to the amounts paid or credited as paid on the partly paid Shares during any portion or portions of the period in respect of which the Dividend is paid. For the purposes of this regulation, an amount paid or credited as paid on a Share in advance of a call is to be ignored. If any Share is issued on terms providing that it shall rank for Dividend as from a particular date, that Share shall rank for Dividend accordingly.

Regulation 46.9

Except as otherwise provided by the rights attached to any Shares or class of Shares, Dividends may be paid in any currency. The Directors may determine the basis of conversion for any currency conversions that may be required and how any costs involved are to be met.

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Regulation 46.10

The Directors may, before resolving to pay any Dividend, set aside out of the profits of the Company and carry to reserve, such sums as they think proper which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, at the discretion of the Directors, be employed in the business of the Company or be invested. The Directors may divide the reserve or reserves into such special funds as they think fit and may consolidate into one (1) fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also, without placing the same to reserve, carry forward any profits. In carrying such sums to reserve and in applying the same, the Directors shall comply with the provisions (if any) of the Act.

Regulation 46.11

Please refer to the paragraph headed “(d) Rights, Preferences and Restrictions Attaching to each Class of Shares – Joint Holders – Regulation 46.11” in this section for more details.

Regulation 46.13

No Dividend or other monies payable on or in respect of a Share shall bear interest as against the Company.

Regulation 46.14

The waiver in whole or in part of any Dividend on any Share by any document (whether or not under seal) shall be effective only if such document is signed by the Member (or the person entitled to the Share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Company.

(h) Any Limitation on the Right to Own Shares

Regulation 9.6

Please refer to the paragraph headed “(d) Rights, Preferences and Restrictions Attaching to each Class of Shares – Changes in Capital – Regulation 9.6” in this section for more details.

Regulation 12.6

Subject to the Act, the Constitution and the rules and regulations of the Designated Stock Exchange, there shall be no restriction on the transfer of all or any of a Member’s Shares, but the Directors may, in their absolute discretion, decline to register a transfer of Shares upon which the Company has a lien and in the case of Shares not fully paid-up, may refuse to register a transfer to a transferee of whom they do not approve. If the Directors decline to register a transfer of Shares, they shall, within 30 days after the date on which the transfer was lodged with the Company, send a notice of refusal to register to the transferor and the transferee as required by the Act and, within 30 days after the date on which an application is made to the Company, serve on the applicant a notice in writing stating the facts which are considered to justify refusal in the exercise of that discretion.

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Regulation 22.2

Notwithstanding regulation 22.1 above but subject to the Act, the Constitution and the rules and regulations of the Designated Stock Exchange, the Directors shall not be required to offer any new Shares or make or grant any instruments to Members to whom by reason of foreign securities laws such offer of Shares or making or granting of instruments may not be made without registration of the Shares or instruments or a prospectus or other document, or where the Directors consider such exclusion to be necessary or expedient on account either of the legal restrictions under the laws of the relevant foreign jurisdiction or the requirements of the relevant regulatory body or stock exchange in that foreign jurisdiction, but may, at their absolute discretion and on such terms and conditions as the Directors deem fit, sell the entitlements to the new Shares on behalf of such Members in such manner as they think most beneficial to the Company.

(i) Approval for Issue of New Shares

Regulation 9.1

Please refer to the paragraph headed “(d) Rights, Preferences and Restrictions Attaching to each Class of Shares – Changes in Capital – Regulation 9.1” in this section for more details.

(j) Transfer of Shares

Regulation 12.3

Notwithstanding regulation 12.1 but subject to the Act, transfers of Shares which are listed on the Designated Stock Exchange may be effected by any method of transferring or dealing in securities permitted by the rules and regulations of the Designated Stock Exchange and which has been approved by the Directors for such purpose.

Regulation 12.6

Please refer to the paragraph headed “(h) Any Limitation on the Right to Own Shares – Regulation 12.6” in this section for more details.

Regulation 12.8

Where the right to any Shares has been transferred by operation of law, the Company may register such transfer of such Shares upon the applicant producing evidence of such transfer as the Directors deem sufficient and in accordance with the Act. The merger or amalgamation of the transferor and the transferee under the laws of any foreign countries or states whereby the property, rights and privileges of the transferor shall be transferred to and vest in the transferee upon completion of the merger or amalgamation shall constitute a transfer by operation of law for the purpose of this regulation.

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(k) Register of Members

Regulation 12.7

- (a) The Company shall keep in one (1) or more books a Register of Members and shall enter therein particulars required by the Act. Subject to the Act and the rules and regulations of the Designated Stock Exchange, the Company or the Directors on behalf of the Company may in exercise of the powers in that behalf conferred by the Act cause to be kept a branch register or Register of Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit in respect of the keeping of any such branch register or Register of Members. Subject to the Act, the rules and regulations of the Designated Stock Exchange and the Hong Kong Companies Ordinance, any such branch register of the Register of Members maintained in Hong Kong shall be open to inspection during business hours by Members without charge or by any other person, upon a maximum payment of Hong Kong dollars 2.50 (save that said person may elect to pay Singapore dollar 1 in place of any such sum denominated in Hong Kong dollars) or such lesser sum specified by the board of Directors.
- (b) Subject to the Act, the rules and regulations of the Designated Stock Exchange and the Hong Kong Companies Ordinance, the Register of Members may be closed at any time for any period as the Directors may from time to time determine, but not for more than a total of 30 days in any calendar year (in aggregate) and during such periods the Directors may suspend the registration of transfers. Further provided always that the Company shall give prior notice of such closure in an appointed newspaper and as may be required to the Designated Stock Exchange, stating the period and purpose or purposes for which the closure is to be made.

(l) General Meeting of Shareholders

Regulation 24.1

All general meetings other than annual general meetings shall be called extraordinary general meetings.

Regulation 24.2

The Company shall, subject to and in accordance with the Act and the rules and regulations of the Designated Stock Exchange, hold a general meeting as its annual general meeting after the end of each financial year within six (6) months. The general meeting shall be held at such time and place (whether physical and/or virtual) as the Directors shall fix.

Regulation 24.3

The Directors may, whenever they think fit, convene general meetings, and they shall within two (2) months after the Company receives a valid Members' requisition as provided by Section 176 of the Act, forthwith proceed to convene an extraordinary general meeting of the Company or a general meeting may, in default, be convened by such requisitionist as provided for under the Act.

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Regulation 25.1

Subject to the provisions of the Act and the Constitution relating to special notice and agreements for shorter notice and the rules and regulations of the Designated Stock Exchange, at least 21 clear days' notice shall be given of any annual general meeting or any other general meeting at which it is proposed to pass a Special Resolution. For every other general meeting, subject to the provisions of the Act, the Constitution and the rules and regulations of the Designated Stock Exchange, at least 14 clear days' notice shall be given. The notice shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under the regulations of the Constitution and the Act entitled to receive notice from the Company, provided that, subject to the provisions of the Act and, where applicable, the rules and regulations of the Designated Stock Exchange, a general meeting that has been called by a shorter notice than that specified above shall be deemed to have been duly called if such short notice is so agreed:

- (a) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; or
- (b) in the case of an extraordinary general meeting, by a majority in number of the Members having a right to attend and vote thereat, being a majority which together holds not less than 95 per cent. (95%) of the total voting rights of all the Members having a right to vote at that general meeting.

Regulation 25.4

Notwithstanding any contrary provisions in the Constitution and subject to applicable laws, the Directors shall have the power to provide in every notice calling a general meeting that if a black rainstorm warning or a gale warning is in force at a specific time on the day of the general meeting as specified in such notice, the general meeting will not be held on that day (the "**Scheduled Meeting Day**") but will, without further notice be automatically adjourned and by virtue of that same notice, be held instead at a time on an alternative day (as specified in such notice) that falls within seven (7) business days of the Scheduled Meeting Day. It shall not be a ground of objection to the validity of such notice that the notice calls a general meeting contingently on whether a black rainstorm warning or a gale warning is in force at the relevant time as specified in such notice.

Regulation 26.1

No business other than the appointment of a chairman shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Two (2) Members being individuals present in person or by proxy or if a corporation or other body corporate, by its duly authorised representative or proxy, shall be a quorum unless the Company has only one (1) Member entitled to vote at such general meeting in which case the quorum shall be that one (1) Member present in person or by proxy (or in the case of a corporation or other body corporate, by its duly authorised representative or proxy), provided that (a) a proxy representing more than one (1) Member shall only count as one (1) Member for the purpose of determining the quorum; and (b) where a Member is represented by more than one (1) proxy, such proxies shall count as only one (1) Member for the purpose of determining the quorum.

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Regulation 26.2

- (a) The Directors may, at their absolute discretion but subject always to the rules and regulations of the Designated Stock Exchange and the Act, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of virtual meeting technology (including but not limited to electronic facilities such as conference telephone or video conference telephone or other similar communications equipment whereby all persons participating in the meeting are able to hear or to be heard by each other) at such location or locations (the “**Meeting Location(s)**”) determined by the Directors at their absolute discretion. Any Member or any proxy attending and participating in such manner or any Member or proxy participating in a hybrid meeting or virtual meeting by means of virtual meeting technology shall be present in person at that meeting and shall be counted in the quorum of such meeting. Subject to there being a requisite quorum under the Constitution, all resolutions agreed by the Members in such general meeting shall be deemed to be as effective as a resolution passed at the meeting in person of the Members duly convened and held.
- (b) Subject to the Act, all general meetings are subject to the following:
- (i) where a Member or proxy is attending a Meeting Location and/or in the case of a hybrid meeting, attending virtually by means of virtual meeting technology, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
 - (ii) in the case of a virtual meeting, where a Member or proxy is attending virtually by means of virtual meeting technology, the meeting shall be treated as having commenced upon the meeting being duly constituted;
 - (iii) Members present in person (or, in the case of a Member being a corporation or other body corporate, by its duly authorised representative) or by proxy at a Meeting Location and/or Members or proxies participating in a hybrid meeting or virtual meeting by means of virtual meeting technology shall be counted in the quorum for and entitled to vote (including by means of virtual meeting technology) at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and/or Members participating in a hybrid meeting or virtual meeting by means of virtual meeting technology are able to participate in the business for which the meeting has been convened by any means of synchronous communications that the Directors may determine;

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- (iv) subject to regulation 26.4, where Members or proxies attend a meeting by being present at one (1) of the Meeting Locations and/or where Members or proxies attend a hybrid meeting or virtual meeting by means of virtual meeting technology, unless otherwise provided for in the Act, any technological disruption, malfunction or outage of the electronic facilities, or any failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to attend, speak and vote in respect of the business for which the meeting has been convened or in the case of a hybrid meeting or virtual meeting, any technological disruption, malfunction or outage of the electronic facilities, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
- (v) if any of the Meeting Locations is outside Hong Kong and/or in the case of a hybrid meeting, the provisions of the Constitution concerning the time for service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the time zone of the Principal Meeting Place, and in the case of a virtual meeting, the provisions of the Constitution concerning the time for service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to Hong Kong time.

Regulation 26.3

Subject to the rules and regulations of the Designated Stock Exchange and the Act, the Directors and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, and/or any Meeting Location(s), and in the case of a hybrid meeting or virtual meeting make arrangements for the verification or authentication of the identity of persons attending the hybrid meeting or virtual meeting and/or participation and/or voting in a hybrid meeting or virtual meeting by means of any method (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as they shall in their absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not permitted to attend, in person (or, in the case of a Member being a corporation or other body corporate, by its duly authorised representative) or by proxy, at any Meeting Location shall be entitled so to attend at one (1) of the other Meeting Locations if they comply with such arrangements for the other Meeting Location; and the entitlement of any Member so to attend the meeting or adjourned meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting stated to apply to the meeting.

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Regulation 26.4

If it appears to the chairman of the general meeting that:

- (a) the electronic facilities or virtual meeting technology at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in regulation 26.2 or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting;
- (b) in the case of a hybrid meeting or virtual meeting, electronic facilities or virtual meeting technology being made available by the Company have become inadequate;
- (c) it is not possible to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting,

then, without prejudice to any other power which the chairman of the meeting may have under the Constitution or at common law, but subject to the rules and regulations of the Designated Stock Exchange and the Act, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

Regulation 26.5

Subject to the rules and regulations of the Designated Stock Exchange, the Act, and any other applicable law, the Directors and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Directors or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this regulation shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or removed (physically or electronically) from the meeting.

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Regulation 26.6

All persons seeking to attend, speak and vote in a hybrid meeting or virtual meeting by means of virtual meeting technology shall be responsible for maintaining adequate facilities (including compliance with any terms and conditions that may be imposed by the Company and notified to such persons) to enable them to do so.

Regulation 26.7

If a quorum is not present within half an hour from the time appointed for the meeting to commence (or such longer interval as the chairman of the meeting may think fit to allow) or if during such a meeting a quorum ceases to be present, the meeting, if convened upon a Members' requisition, shall be dissolved and in any other case, it shall stand adjourned to the same day in the next week (or if that day is not a business day, then to the next business day following that day) at the same time and/or place and/or form or to such other day, time and/or place and/or form as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting to commence, then the meeting shall be dissolved.

Regulation 26.14

If required by the applicable rules of the Designated Stock Exchange, all resolutions at general meetings shall be voted by poll unless such requirement is waived by the Designated Stock Exchange.

Regulation 27.7

On a poll or on a show of hands, votes may be cast either personally or by proxy (or in the case of a corporation or other body corporate by its duly authorised representative or proxy). For voting by a show of hands, the Members or proxy voting at a hybrid meeting or virtual meeting by means of virtual meeting technology must be identified by any method that may be prescribed under the Act relating to the verification or authentication of the identity of persons attending the meeting or if no such method is prescribed, by any method that the Directors may determine.

Regulation 28.6

The instrument appointing a proxy may be expressed to be for a particular meeting or any adjournment thereof or generally until revoked, provided that an instrument of proxy relating to more than one (1) meeting (including any adjournment thereof) having once been so delivered in accordance with regulation 28.4 for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates. An instrument appointing a proxy shall be deemed to include the power to demand or join or concur in demanding a poll, to move any resolution or amendment thereto and to speak at the meeting.

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Regulation 28.8

Without prejudice to the foregoing, a Member (whether an individual, corporation or other body corporate) may, in lieu of appointing a proxy, appoint any person by a power of attorney to act as his representative at any meeting of the Company or of any class of Members, and the attorney so appointed shall, subject to the powers conferred to him in the power of attorney, be entitled to exercise the same powers as a proxy appointed pursuant to an instrument of proxy could exercise on behalf of his appointor. The duly executed power of attorney shall be deposited physically at the offices of the Company's share registrar in Singapore (in respect of Shares registered on the Company's main Register of Members in Singapore) or at the offices of the Company's share registrar in Hong Kong (in respect of Shares registered on the Company's branch Register of Members in Hong Kong) on or prior to the meeting in which the attorney named therein proposes to attend and vote.

Regulation 50.1

Notices shall be in writing and any notice or document (including any corporate communication) may be sent by the Company to a Member either personally or by sending it by courier or post to him at his address as shown in the Register of Members, or such other address (if any) as supplied by him to the Company as his address for the service of notices, or by delivering it to such address as aforesaid provided always that the service or delivery of such notice or document to any such address shall not, in the opinion of the Directors, be unlawful or impracticable. Without prejudice to the foregoing, but subject otherwise to, and in accordance with, the Constitution, the Act, the rules and regulations of the Designated Stock Exchange and/or any other applicable regulations or procedures relating to electronic communications:

- (a) any notice or document (including, without limitations, any accounts, balance sheets, financial statements, circulars or reports) which is required or permitted to be sent under the Act or under the Constitution by the Company or the Directors to a Member may be sent by electronic means using cable, telex, fax or e-mail to the current address or contact particulars of that person or by making it available on the website of the Designated Stock Exchange and a website prescribed by the Company from time to time;
- (b) for the purposes of regulation 50.1(a), where a notice or document is sent to a Member by making it available on a website, the Company shall give separate notice to the Member of the publication of the notice or document on that website and the manner in which the notice or document may be accessed by any one (1) or more of the following means:
 - (i) by sending such separate notice to the Member personally, by courier or by post at his address as shown in the Register of Members;
 - (ii) by sending such separate notice to the Member using electronic communications to his current address or contact particulars;
 - (iii) by way of advertisement in the daily press; and/or

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- (iv) by way of announcement on the website of the Designated Stock Exchange;
- (c) for the purposes of regulation 50.1(a), a Member shall be implied to have agreed to receive such notice or document by way of such electronic communication and shall not have a right to elect to receive a physical copy of such notice or document; and
- (d) notwithstanding regulation 50.1(c), the Directors may, at their discretion, at any time give a Member an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy, and a Member shall be deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time period, and he shall not in such an event have a right to receive a physical copy of such notice or document.

Regulation 50.2

Any notice or document sent in conformity with regulation 50.1 or where applicable, in any other regulations of the Constitution, shall be deemed to have been duly sent:

- (a) where it is delivered personally to the Member, at the time when it was so delivered;
- (b) where it is sent by courier, the day on which it was delivered to a courier company;
- (c) where it is sent by prepaid mail or airmail (as applicable) to the Member's address, on the day on which it was posted;
- (d) where it is sent by cable, telex, fax or e-mail, the day that it was transmitted; and
- (e) where it is made available on a website, at the time at which it was first made available on the website.

In providing such service or delivery, it shall be sufficient to prove that the letter containing the notice or the document was properly addressed and put into the post office as a prepaid letter or that a telex, facsimile transmission or e-mail was properly addressed and transmitted in full (with no report from the sender's facsimile machine or server or transmitting device that the transmission has in any way failed), or that a cable was properly addressed and handed to the relevant authority for despatch, and it shall not be necessary for the receipt of the notice or the document to be acknowledged by the recipient.

Regulation 50.3

Notwithstanding regulation 50.1(c) and regulation 50.1(d) above, the Company shall send to the Members physical copies of such notices or documents as may be specified by law or, where applicable, the rules and regulations of the Designated Stock Exchange, and shall inform the Members as soon as practicable of how to request a physical copy of such notice or document and provide a physical copy of such notice or document upon such a request.

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Regulation 50.7

Notice of every general meeting shall be given in any manner authorised by the Constitution to every holder of Shares carrying an entitlement to receive such notice on the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the Register of Members and every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting, and no other person (other than the Auditor or his agent) shall be entitled to receive notices of general meetings.

(m) Voting Rights

Regulation 26.13

Subject to any additional requirements as may be imposed by the Act, the Constitution and the rules and regulations of the Designated Stock Exchange, all resolutions of the Members shall be adopted by Ordinary Resolutions of the Members present at the meeting, whether in person or by proxy.

Regulation 26.14

Please refer to the paragraph headed “(l) General Meeting of Shareholders – Regulation 26.14” in this section for more details.

Regulation 26.15

Subject to regulation 26.14, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result, a poll is demanded by:

- (a) the chairman of the meeting;
- (b) at least two (2) Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one (1) of such proxies may represent that Member) or in the case of a corporation or other body corporate, by its duly authorised representative or proxy, and entitled to vote thereat;
- (c) any Member or Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one (1) of such proxies may represent that Member) or in the case of a corporation or other body corporate, by its duly authorised representative or proxy, and collectively holding at least five per cent. (5%) of the total voting rights of all the Members having a right to vote at the meeting; or

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- (d) any Member or Members present in person or by proxy (where a Member has appointed more than one (1) proxy, any one (1) of such proxies may represent that Member) or in the case of a corporation or other body corporate, by its duly authorised representative or proxy, and collectively holding Shares having a right to vote at the meeting, being Shares on which an aggregate sum has been paid up equal to not less than five per cent. (5%) of the total sum paid up on all the Shares conferring that right.

Regulation 26.16

Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman of the general meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the proceedings of the meeting shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Regulation 26.18

If a poll is duly demanded, it shall be taken in such manner (including the use of ballot, voting papers, tickets or by way of virtual meeting technology) and at such time (not being more than 30 days from the date of the meeting) and place (whether physical and/or virtual) as the chairman directs, and the result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded. In case of any dispute as to the admission or rejection of a vote, the chairman shall determine the same and such determination made in good faith shall be final and conclusive. The chairman of the general meeting may, or if required by the rules and regulations of the Designated Stock Exchange or if so directed by the general meeting shall, appoint scrutineers and may adjourn the meeting to some place (whether physical and/or virtual) and time fixed by him for the purpose of declaring the result of the poll.

Regulation 26.20

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a second or casting vote.

Regulation 27.1

Please refer to the paragraph headed “(d) Rights, Preferences and Restrictions Attaching to each Class of Shares – Voting – Regulation 27.1” in this section for more details.

Regulation 27.2

Please refer to the paragraph headed “(d) Rights, Preferences and Restrictions Attaching to each Class of Shares – Joint Holders – Regulation 27.2” in this section for more details.

Regulation 27.4

Please refer to the paragraph headed “(d) Rights, Preferences and Restrictions Attaching to each Class of Shares – Voting – Regulation 27.4” in this section for more details.

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Regulation 27.8

On a poll, a Member holding more than one (1) Share need not cast all the votes in respect of his Shares in the same way on any resolution and therefore may vote a Share or some or all such Shares either for or against a resolution and/or abstain from voting a Share or some or all of the Shares and, subject to the terms of the instrument appointing him, a proxy appointed under one (1) or more instruments may vote a Share or some or all of the Shares in respect of which he is appointed either for or against a resolution and/or abstain from voting a Share or some or all of the Shares in respect of which he is appointed.

(n) Treasury Shares

Regulation 31

The Company shall be treated as having no right to vote in respect of any Treasury Shares it may hold and the Treasury Shares shall be treated as having no voting rights. For the avoidance of doubt, save as expressly permitted by the Act, the Company shall not be entitled to any rights of a Member under the Constitution.

(o) Indemnity

Regulation 52.1

Subject to the provisions of and insofar as permitted by the Act, every Director and other officer for the time being of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred or to be incurred by him in the execution and discharge of his duties or in relation thereto.

Regulation 52.2

Without prejudice to the generality of the foregoing and to the fullest extent as may be permitted under the Act, no Director, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own negligence, wilful default, breach of duty or breach of trust.

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Regulation 52.3

To the extent permitted under the Act, the Directors, on behalf of the Company, may purchase and maintain insurance for the benefit of any Director or other officer of the Company against any liability which, by virtue of any rule of law, would otherwise attach to such person in respect of any negligence, wilful default, breach of duty or breach of trust of which such person may be guilty in relation to the Company.

(p) Audit

Regulation 49.1

Subject to the provisions of the Act, the Company shall at each annual general meeting appoint an Auditor to hold office from the conclusion of that, until the conclusion of the next, annual general meeting. Such appointment shall be by Ordinary Resolution of the Members. The Members may also, in accordance with and subject to the Act, by Ordinary Resolution remove the Auditor at any time before the expiration of his term of office at any general meeting convened and held in accordance with the Constitution and the Act, and may by Special Resolution at that meeting appoint another Auditor in his stead until the conclusion of the next annual general meeting. The remuneration of the Auditor shall be fixed by an Ordinary Resolution passed at a general meeting or in such manner as the Members may by Ordinary Resolution determine in accordance with and subject to the Act.

Regulation 49.2

The Auditor shall be appointed (unless the Company is exempted from such requirement under the Act) and their duties regulated in accordance with the provisions of the Act. Every Auditor of the Company shall have a right of access at all times to the accounting and other records of the Company and shall make his report as required by the Act.

(q) Alteration of Constitution and the Company's Name

Regulation 53

No regulation under the Constitution shall be rescinded, altered or amended and no new regulation shall be included except as permitted pursuant to the Act and the rules and regulations of the Designated Stock Exchange (or pursuant to any written approval required thereunder), which shall be approved by the Directors and confirmed by a Special Resolution of the Members. A Special Resolution shall be required to change the name of the Company.

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(r) Liquidation

Regulation 51.2

If the Company shall be wound up, subject to due provision being made for satisfying the claims of any holders of Shares having attached thereto any special rights in regard to the repayment of capital, the surplus assets shall be applied in repayment of the capital paid up or credited as paid up on the Shares at the commencement of the winding up.

Regulation 51.3

If the Company shall be wound up (whether the liquidation is voluntary or under the supervision of the Court), the liquidator may, subject to the rights attaching to any Shares and with the sanction of a Special Resolution of the Company and any other sanction required by the rules and regulations of the Designated Stock Exchange and/or any other applicable regulations or procedures relating to insolvency, divide amongst the Members *in specie* or in kind the whole or any part of the assets of the Company (whether such assets shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members as he deems fair, but if any division is resolved otherwise than in accordance with such rights, the Members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 178 of the Insolvency, Restructuring and Dissolution Act 2018. A Special Resolution sanctioning a transfer or sale to another company duly passed pursuant to the said Section may in like manner authorise the distribution of any Shares or other consideration receivable by the liquidator amongst the Members otherwise than in accordance with their existing rights; and any such determination shall be binding upon all the Members subject to the right of dissent and consequential rights conferred by the said Section. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but no Member shall be compelled to accept any asset upon which there is a liability.

Regulation 51.4

In the event of a winding up of the Company every Member of the Company who is not for the time being in Singapore shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or within the like period after the making of an order for the winding up of the Company, to serve notice in writing on the Company appointing some householder, whether within Singapore or outside Singapore, upon whom all summonses, notices, processes, orders and judgments in relation to or under the winding up of the Company may be served provided always that such householder shall be a person to whom service of such summonses, notices, processes, orders and judgments shall not, in the opinion of the Directors, be unlawful or impracticable. In default of such nomination the liquidator of the Company shall be at liberty on behalf of such Member to appoint some such person, and service upon any such appointee shall be deemed to be a good personal service on such Member for all purposes, and where the liquidator makes any such appointment he shall, with all convenient speed, give notice thereof to such Member by advertisement in any leading daily newspaper in the English language in

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circulation in Singapore and Hong Kong, as the case may be, or by a registered letter sent through the post and addressed to such Member at his address as appearing in the Register of Members, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

(s) Call on Shares and Forfeiture of Shares

Regulation 17.3

To give effect to any such sale, the Directors may authorise any person to execute an instrument of transfer of the Shares sold to, or in accordance with the directions of, the purchaser and regulation 12 shall apply *mutatis mutandis* to any such sale. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the sale or the exercise of the Company’s power of sale under the Constitution. After his name has been entered in the Register of Members the validity of the sale shall not be impeached by any person.

Regulation 18.9

No such amount paid in advance of calls shall entitle the Member paying such amount to participate in respect thereof in a Dividend and any other distribution subsequently declared.

Regulation 19.6

The Company may receive the consideration, if any, given for the Share on any sale or disposition thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed and he shall thereupon be registered as the holder of the Share and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.

Regulation 19.11

The regulations of the Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed time, as if it had been payable by virtue of a call duly made and notified.

Regulation 27.4

Please refer to the paragraph headed “(d) Rights, Preferences and Restrictions Attaching to each Class of Shares – Voting – Regulation 27.4” in this section for more details.

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(t) Transmission of Shares

Regulation 20.1

If a Member dies, the survivor or survivors (where he was a joint holder) or the legal personal representatives, executors, trustees or administrators of the deceased (where he was a sole holder), shall be the only persons recognised by the Company as having any title to his interest in his Shares but nothing herein shall release the estate of a deceased Member from any liability in respect of any Share, for which he was a joint or sole holder.

Regulation 20.2

Any person becoming entitled to the legal title in a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any other way than by transfer), and any guardian of an infant becoming entitled to the legal title in a Share of a Member, and any person as properly has the management of the estate of a Member who is mentally disordered and incapable of managing himself or his affairs or any person becoming entitled to a Share by virtue of a vesting order by a court of competent jurisdiction and recognised by the Company as having any title to that Share may, upon such evidence being produced as may be required by the Directors, elect, by a notice in writing sent by him to the Company, either to become the holder of such Share in the Register of Members or to have some person nominated by him registered as the holder of such Share in the Register of Members, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by a Member. If he elects to have another person registered as the holder of such Share, he shall testify his election by executing to that person a transfer of such Share. All the limitations, restrictions and provisions of the Constitution relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid, as if the event upon which transmission took place had not occurred and the transfer were a transfer executed by the relevant Member from whom the title by transmission is derived.

Regulation 20.3

Subject as hereinafter provided, a person becoming entitled to a Share pursuant to regulation 20.2 shall be, upon production of such evidence as may from time to time be properly required by the Directors, entitled to, and may give a discharge for, the same Dividends and other monies payable to which he would be entitled if he were the holder of such Share. However, he shall not, before becoming registered in the Register of Members in respect of a Share, be entitled in respect of it to exercise any right conferred by membership in relation to general meetings of the Company and the Directors may at any time give notice requiring any such person to elect either to be registered himself or to have some person nominated by him be registered as the holder of the Share (but all the limitations, restrictions and regulations of the Constitution relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such transfer as aforesaid, as if the event upon which transmission took place had not occurred and the transfer were a transfer executed by the relevant Member from whom the title by transmission is derived). If the notice is not complied with within 90 days of being given or deemed to be given (as determined

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pursuant to the Constitution) the Directors may thereafter withhold payment of all Dividends or other monies payable in respect of the Share until the requirements of the notice have been complied with.

Regulation 50.6

A person entitled to a Share in consequence of the death or bankruptcy of a Member upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the Share, and upon supplying also to the Company an address for the service of notices, shall be entitled to have served upon or delivered to him at such address any notice or document to which the Member but for his death or bankruptcy would have been entitled, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the Share. Save as aforesaid any notice or document delivered or sent by post to or left at the address of any Member or sent to any Member using electronic communications in pursuance of the Constitution shall, notwithstanding that such member be then dead or bankrupt or in liquidation, and whether or not the Company shall have notice of his death or bankruptcy or liquidation, be deemed to have been duly served or delivered in respect of any Share registered in the name of such Member in the Register of Members as sole or first-named joint holder.

(u) Untraceable Members

Regulation 23.1

Without prejudice to the rights of the Company under regulation 23.2, the Company may cease sending cheques for Dividend entitlements or Dividend warrants by post if such cheques or warrants have been left uncashed on two (2) consecutive occasions. However, the Company may exercise the power to cease sending cheques for Dividend entitlements or Dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.

Regulation 23.2

The Company shall have the power to sell, in such manner as the Directors think fit and in accordance with the requirements of any applicable law, any Shares of a Member who is untraceable, but no such sale shall be made unless:

- (a) all cheques or warrants in respect of Dividends of the Shares in question, being not less than three (3) in total number, for any sum payable in cash to the holder of such Shares in respect of them sent during the relevant period in the manner authorised by the Constitution have remained uncashed;
- (b) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the Member who is the holder of such Shares or of a person entitled to such Shares by death, bankruptcy or operation of law; and

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- (c) the Company, if so required by the rules and regulations of the Designated Stock Exchange, has given notice to the Designated Stock Exchange, and caused advertisement to be made in newspapers in accordance with the requirements of the Designated Stock Exchange, of its intention to sell such Shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.

For the purpose of the foregoing, the “relevant period” means the period commencing 12 years before the date of publication of the advertisement referred to in regulation 23.2(c) and ending at the expiry of the period referred to in regulation 23.2(c).

Regulation 23.3

To give effect to any such sale the Directors may authorise some person to transfer the said Shares and an instrument of transfer signed or otherwise executed by or on behalf of such person shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such Shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former Member for an amount equal to such net proceeds. No trust shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this regulation shall be valid and effective notwithstanding that the Member holding the Shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.

(v) Proceedings of the Board

Regulation 36.1

Please refer to the paragraph headed “(c) Directors – Director’s power to vote on a proposal, arrangement or contract in which the director is interested – Regulation 36.1” in this section for more details.

Regulation 36.2

Subject to the regulations of the Constitution, the Directors or any committee of Directors may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes and a determination by a majority of Directors is for all purposes treated as a determination of the Directors. In the case of an equality of votes, the chairman shall not have a second or casting vote.

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Regulation 36.3

A person may participate in a meeting of the Directors or any committee of Directors by conference telephone or video conference telephone or other communications equipment by means of which all the persons participating in the meeting are able to communicate with each other at the same time. Participation by a person in a meeting in this manner is treated as presence in person at that meeting. The Directors participating in any such meeting shall be counted in the quorum for such meeting and subject to there being a requisite quorum in accordance with the Constitution, all resolutions agreed by the Directors in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held on the day and at the time at which the conference was held, and all Directors participating at that meeting shall be deemed for all purposes of these regulations to be present at that meeting. The minutes of such a meeting signed by the Chairman of the meeting shall be conclusive evidence of any resolution of any meeting so conducted. Unless otherwise determined by the Directors, the meeting shall be deemed to be held at the place where the chairman is located at the start of the meeting.

Regulation 36.4

In the case of a meeting which is not held in person, the fact that a Director is taking part in the meeting must be made known to all the other Directors taking part, and no Director may disconnect or cease to take part in the meeting unless he makes known to all other Directors taking part that he is ceasing to take part in the meeting.

Regulation 36.5

A resolution in writing signed by a majority of Directors for the time being or their alternates (who are not prohibited by law or the Constitution from voting on such resolutions) and being not less than are sufficient to form a quorum shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one (1) or more of the Directors, provided that, where a Director has appointed an alternate Director, the Director or (in lieu of the Director) his alternate may sign. A resolution pursuant to this regulation shall be deemed to have been passed on the date when the resolution is signed or approved by the last Director constituting a simple majority of the Directors. The expressions "in writing" and "signed" include approval by any such Director by e-mail, telefax, telex, cable, telegram or any other form of electronic communication or telegraphic communication or means approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors. Notwithstanding the foregoing, where the Company has only one (1) Director, that Director (or his alternate) may pass a resolution by recording the resolution and signing the record.

Regulation 36.6

A Director or alternate Director may, or the Secretary or other officer of the Company on the direction of a Director or alternate Director shall, call a meeting of the Directors by at least two (2) days' notice in writing to every Director and alternate Director which notice shall set forth the general nature of the business to be considered unless notice is waived (whether expressed or

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implied) by all the Directors (or their alternates) either at, before or after the meeting is held. To any such notice of a meeting of the Directors all the regulations of the Constitution relating to the giving of notices by the Company to the Members shall apply *mutatis mutandis*. The accidental omission to give any Director, or the non-receipt by any Director of, a notice of meeting of Directors shall not invalidate the proceedings at that meeting.

B. SALIENT PROVISIONS OF THE CORPORATE LAWS OF SINGAPORE

The following is a summary of the salient provisions of the corporate laws of Singapore as at the date of this document which are generally applicable to a Singapore incorporated company. The summaries below are for general guidance only and do not constitute legal advice, nor shall they be used as a substitute for specific legal advice on the corporate laws of Singapore. The summaries below are not meant to be a comprehensive or exhaustive description of all (i) the obligations, rights and privileges of shareholders imposed or conferred by the corporate laws of Singapore and (ii) the conditions, procedures, prohibitions, restrictions, exemptions, or exceptions which may be applicable in particular circumstances. In addition, investors and/or shareholders should also note that the laws applicable to shareholders or to Singapore companies may change, whether as a result of proposed legislative reforms to the laws of Singapore or otherwise. Investors and/or shareholders should consult their own legal advisers for specific and independent legal advice concerning their legal obligations and rights under the relevant laws of Singapore. Whilst every effort has been made to ensure that the information given below is accurate, the Company accepts no liability for any error, omission or inaccuracy in the information furnished herein, and is under no obligation to update the information furnished herein following the date of the document.

The relevant Singapore legislations cited in the summaries below as at the date of the document are on display on the websites of the Stock Exchange and the Company as specified in “*Documents Delivered to the Registrar of Companies in Hong Kong and Available on Display*” in Appendix VI to this document.

Reporting Obligations of Shareholders

Subdivision (2) of Division 1 to Part 7 of the Securities and Futures Act 2001 of Singapore (“SFA”) regulates disclosure by substantial shareholders in a (i) company any or all of the shares in which are listed for quotation on the official list of an “approved exchange”, or (ii) to a corporate (not being a company, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of an “approved exchange”, such listing being a primary listing. An “approved exchange” refers to a corporation that is approved by the Monetary Authority of Singapore under section 9(1)(a) of the SFA as an approved exchange, and does not, as of the date of this document, include the Stock Exchange.

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Prohibited Conduct in Relation to Trading in the Securities of the Company under Part 12 of the SFA

Prohibition against False Trading and Market Manipulation

Sections 197 of the SFA

Sections 197(1), (1A) and (2) of the SFA provides that:

- (a) A person must not do any thing, cause any thing to be done or engage in any course of conduct, if the person's purpose, or any of the person's purposes, for doing that thing, causing that thing to be done or engaging in that course of conduct (as the case may be) is to create a false or misleading appearance:
 - (i) of active trading in any capital markets products on an organised market; or
 - (ii) with respect to the market for, or the price of, any capital markets products traded on an organised market;
- (b) A person must not do any thing, cause any thing to be done or engage in any course of conduct that creates, or is likely to create, a false or misleading appearance of active trading in any capital markets products traded on an organised market, or with respect to the market for, or the price of, any capital markets products traded on an organised market, if:
 - (i) the person knows that doing that thing, causing that thing to be done or engaging in that course of conduct (as the case may be) will create, or will be likely to create, that false or misleading appearance; or
 - (ii) the person is reckless as to whether doing that thing, causing that thing to be done or engaging in that course of conduct (as the case may be) will create, or will be likely to create, that false or misleading appearance; and
- (c) A person must not maintain, inflate, depress, or cause fluctuations in, the market price of any capital markets products:
 - (i) by means of any purchase or sale of any capital markets products that does not involve a change in the beneficial ownership of the capital markets products; or
 - (ii) by any fictitious transaction or device.

Under Section 197(3) of the SFA, without limiting Section 197(1) of the SFA, it is presumed that a person's purpose, or one of a person's purposes, is to create a false or misleading appearance of active trading in capital markets products on an organised market if the person:

- (a) effects, takes part in, is concerned in or carries out, directly or indirectly, any transaction of purchase or sale of the capital markets products, being a transaction that does not involve any change in the beneficial ownership of the capital markets products;

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- (b) makes or causes to be made an offer to sell the capital markets products at a specified price, where the person has made or caused to be made or proposes to make or to cause to be made, or knows that a person associated with the person has made or caused to be made or proposes to make or to cause to be made, an offer to purchase the same number, or substantially the same number, of the capital markets products at a price that is substantially the same as the firstmentioned price; or
- (c) makes or causes to be made an offer to purchase the capital markets products at a specified price, where the person has made or caused to be made or proposes to make or to cause to be made, or knows that a person associated with the person has made or caused to be made or proposes to make or to cause to be made, an offer to sell the same number, or substantially the same number, of the capital markets products at a price that is substantially the same as the firstmentioned price.

Section 197(4) of the SFA provides that the presumption under Section 197(3) of the SFA may be rebutted if the defendant establishes that the purpose or purposes for which the defendant did the act was not, or did not include, the purpose of creating a false or misleading appearance of active trading in the capital markets products on the organised market.

Section 197(5) of the SFA provides that for the purposes of Section 197 of the SFA, a purchase or sale of capital markets products does not involve a change in the beneficial ownership if any of the following persons has an interest in the capital markets products after the purchase or sale:

- (a) a person who had an interest in the capital markets products before the purchase or sale;
- (b) a person associated with the person mentioned in paragraph (a).

Section 197(6) of the SFA provides that in any proceedings against a person for a contravention of Section 197(2) of the SFA in relation to a purchase or sale of capital markets products that did not involve a change in the beneficial ownership of the capital markets products, it is a defence if the defendant establishes that the purpose or purposes for which the defendant purchased or sold the capital markets products was not, or did not include, the purpose of creating a false or misleading appearance with respect to the market for, or the price of, the capital markets products.

Prohibition against Market Manipulation in relation to Securities and Securities-based Derivatives Contracts

Section 198 of the SFA

Under Section 198(1) of the SFA, a person must not effect, take part in, be concerned in or carry out, directly or indirectly, 2 or more transactions in securities, or securities-based derivatives contracts, of a corporation, being transactions that have, or are likely to have, the effect of raising, lowering, maintaining or stabilising the price of securities, or securities-based derivatives contracts (as the case may be) of the corporation on an organised market, with the intent to induce other persons to subscribe for, purchase or sell securities, or securities-based derivatives contracts (as the case may be) of the corporation or of a related corporation.

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Section 198(3) of the SFA provides that under Section 198 of the SFA:

- (a) a reference to transactions in securities or securities-based derivatives contracts of a corporation includes:
 - (i) a reference to the making of an offer to purchase or sell such securities or securities-based derivatives contracts, as the case may be; and
 - (ii) a reference to the making of an invitation, however expressed, that directly or indirectly invites a person to offer to purchase or sell such securities or securities-based derivatives contracts, as the case may be; and
- (b) a reference to transactions in securities or securities-based derivatives contracts of a business trust includes:
 - (i) a reference to the making of an offer to purchase or sell such securities or securities-based derivatives contracts, as the case may be; and
 - (ii) a reference to the making of an invitation, however expressed, that directly or indirectly invites a person to offer to purchase or sell such securities or securities-based derivatives contracts, as the case may be.

Prohibition against the Manipulation of the Market Price of Securities by the Dissemination of False or Misleading Information and the Dissemination of Information about Illegal Transactions

Sections 199 and 202 of the SFA

Section 199 of the SFA provides that a person must not make a statement, or disseminate information, that is false or misleading in a material particular and is likely:

- (a) to induce other persons to subscribe for securities, securities-based derivatives contracts or units in a collective investment scheme;
- (b) to induce the sale or purchase of securities, securities-based derivatives contracts or units in a collective investment scheme, by other persons; or
- (c) to have the effect (whether significant or otherwise) of raising, lowering, maintaining or stabilising the market price of securities, securities-based derivatives contracts or units in a collective investment scheme,

if, when the person makes the statement or disseminates the information:

- (d) the person does not care whether the statement or information is true or false; or
- (e) the person knows or ought reasonably to have known that the statement or information is false or misleading in a material particular.

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Section 202(1) of the SFA provides that a person must not circulate or disseminate, or authorise or be concerned in the circulation or dissemination of, any statement or information to any of the following effect if any condition in Section 202(2) of the SFA is satisfied:

- (a) the price of any securities or securities-based derivatives contract, of a corporation will, or is likely, to rise or fall or be maintained by reason of any transaction entered into or to be entered into or other act or thing done or to be done in relation to the securities or securities-based derivatives contracts, of that corporation (or of a related corporation) which to the person's knowledge was entered into or done in contravention of Section 197, 198, 199, 200 or 201 of the SFA, or if entered into or done would be in contravention of Section 197, 198, 199, 200 or 201 of the SFA;
- (b) the price of any securities or securities-based derivatives contract, of a business trust will, or is likely, to rise or fall or be maintained by reason of any transaction entered into or to be entered into or other act or thing done or to be done in relation to the securities or securities-based derivatives contracts, of that business trust which to the person's knowledge was entered into or done in contravention of Section 197, 198, 199, 200 or 201 of the SFA, or if entered into or done would be in contravention of Section 197, 198, 199, 200 or 201 of the SFA;
- (c) the price of a class of derivatives contracts will, or is likely to, rise or fall or be maintained by reason of any transaction entered into or to be entered into, or other act or thing done or to be done, in relation to that class of derivatives contracts by one or more persons which to the person's knowledge was entered into, or done, in contravention of Section 197, 200, 201, 201A or 201B of the SFA, or if entered into, or done, would be in contravention of Section 197, 200, 201, 201A or 201B of the SFA;
- (d) the price of a class of spot foreign exchange contracts for purposes of leveraged foreign exchange trading, will, or is likely to, rise or fall or be maintained by reason of any transaction entered into or to be entered into, or other act or thing done or to be done, in relation to that class of spot foreign exchange contracts for purposes of leveraged foreign exchange trading, by one or more persons which to the person's knowledge was entered into, or done, in contravention of Section 197, 200, 201, 201A or 201B of the SFA, or if entered into, or done, would be in contravention of Section 197, 200, 201, 201A or 201B of the SFA.

Section 202(2) of the SFA provides that for the purpose of Section 202(1) of the SFA, the condition is either:

- (a) the person mentioned in Section 202(1) of the SFA, or a person associated with that person, has entered into or purports to enter into any such transaction, or has done or purports to do any such act or thing; or
- (b) the person mentioned in Section 202(1) of the SFA, or a person associated with that person, has received, or expects to receive, directly or indirectly, any consideration or benefit for circulating or disseminating, or authorising or being concerned in the circulation or dissemination of, the statement or information.

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Prohibition against Fraudulently Inducing Persons to Deal in Securities

Section 200 of the SFA

Section 200(1) of the SFA provides that a person must not:

- (a) by making or publishing any statement, promise or forecast that the person knows or ought reasonably to have known to be misleading, false or deceptive;
- (b) by any dishonest concealment of material facts;
- (c) by the reckless making or publishing of any statement, promise or forecast that is misleading, false or deceptive; or
- (d) by recording or storing in, or by means of, any mechanical, electronic or other device information that the person knows to be false or misleading in a material particular,

induce or attempt to induce another person to deal in capital markets products.

Section 200(2) of the SFA provides that in any proceedings against a person for a contravention of Section 200(1) of the SFA constituted by recording or storing information as mentioned in Section 200(1)(d) of the SFA, it is a defence if it is established that, at the time when the defendant so recorded or stored the information, the defendant had no reasonable grounds for expecting that the information would be available to any other person.

Prohibition against Employment of Manipulative and Deceptive Devices

Section 201 of the SFA

Section 201 of the SFA provides that a person must not, directly or indirectly, in connection with the subscription, purchase or sale of any capital markets products:

- (a) employ any device, scheme or artifice to defraud;
- (b) engage in any act, practice or course of business which operates as a fraud or deception, or is likely to operate as a fraud or deception, upon any person;
- (c) make any statement the person knows to be false in a material particular; or
- (d) omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.

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Prohibition against Insider Trading

Sections 218 and 219 of the SFA

Section 218(1) of the SFA provides that subject to Division 3 of Part 12 of the SFA, where:

- (a) a person who is connected to a corporation possesses information concerning that corporation that is not generally available but, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of securities or securities-based derivatives contracts of that corporation; and
- (b) the connected person knows or ought reasonably to know that:
 - (i) the information is not generally available; and
 - (ii) if it were generally available, it might have a material effect on the price or value of those securities or securities-based derivatives contracts of that corporation,

Sections 218(2), 218(3), 218(4), 218(5) and 218(6) of the SFA apply.

Section 218(1A) of the SFA provides that Sections 218(2), 218(3), 218(4A), 218(5) and 218(6) of the SFA apply if:

- (a) a person is connected to:
 - (i) a corporation that is the trustee of, or manages or operates, a business trust; or
 - (ii) a corporation that is the trustee or manager of a collective investment scheme:
 - (A) that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes; and
 - (B) all or any units of which are listed on an approved exchange;
- (b) the connected person possesses:
 - (i) where the person is connected to a corporation mentioned in paragraph (a)(i), any information concerning the corporation or business trust that is not generally available but, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of securities or securities-based derivatives contracts of the corporation or business trust; or
 - (ii) where the person is connected to a corporation mentioned in paragraph (a)(ii), any information concerning the corporation or collective investment scheme that is not generally available but, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of securities or securities-based derivatives contracts of the corporation, or the price or value of CIS units in the scheme; and

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- (c) the connected person knows or ought reasonably to know that:
 - (i) the information is not generally available; and
 - (ii) if it were generally available, it might have a material effect on:
 - (A) where the person is connected to a corporation mentioned in paragraph (a)(i), the price or value of securities or securities-based derivatives contracts of the corporation or business trust; or
 - (B) where the person is connected to a corporation mentioned in paragraph (a)(ii), the price or value of securities or securities-based derivatives contracts of the corporation, or the price or value of CIS units in the collective investment scheme.

Section 218(2) of the SFA provides that the connected person must not (whether as principal or agent):

- (a) subscribe for, purchase or sell, or enter into an agreement to subscribe for, purchase or sell:
 - (i) the securities or securities-based derivatives contracts mentioned in Section 218(1) of the SFA; or
 - (ii) the securities, securities-based derivatives contracts or CIS units mentioned in Section 218(1A) of the SFA; or
- (b) procure another person to subscribe for, purchase or sell, or to enter into an agreement to subscribe for, purchase or sell:
 - (i) the securities or securities-based derivatives contracts mentioned in Section 218(1) of the SFA; or
 - (ii) the securities, securities-based derivatives contracts or CIS units mentioned in Section 218(1A) of the SFA.

Section 218(5) of the SFA provides that under Division 3 of Part 12 of the SFA:

- (a) “connected person” means a person referred to in Section 218(1) or 218(1A) of the SFA who is connected to a corporation; and
- (b) a person is connected to a corporation if:
 - (i) the person is an officer of that corporation or of a related corporation;
 - (ii) the person is a substantial shareholder in that corporation or in a related corporation; or
 - (iii) the person occupies a position that may reasonably be expected to give the person access to information of a kind to which this section applies by virtue of:

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- (A) any professional or business relationship existing between the person (or the person's employer or a corporation of which the person is an officer) and that corporation or a related corporation; or
- (B) being an officer of a substantial shareholder in that corporation or in a related corporation.

Section 219(1) of the SFA provides that subject to Division 3 of Part 12 of the SFA, where:

- (a) a person who is not a connected person referred to in Section 218 of the SFA (called in this section the insider) possesses information that is not generally available but, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of securities, securities-based derivatives contracts or CIS units; and
- (b) the insider knows that:
 - (i) the information is not generally available; and
 - (ii) if it were generally available, it might have a material effect on the price or value of those securities, securities-based derivatives contracts or CIS units, as the case may be,

Sections 219(2) and 219(3) of the SFA apply.

Section 219(2) of the SFA provides that the insider must not (whether as principal or agent):

- (a) subscribe for, purchase or sell, or enter into an agreement to subscribe for, purchase or sell, any such securities, securities-based derivatives contracts or CIS units, as the case may be; or
- (b) procure another person to subscribe for, purchase or sell, or to enter into an agreement to subscribe for, purchase or sell, any such securities, securities-based derivatives contracts or CIS units, as the case may be.

Section 219(3) of the SFA provides that the insider must not, directly or indirectly, communicate the information mentioned in Section 219(1) of the SFA, or cause the information to be communicated, to another person if the insider knows, or ought reasonably to know, that the other person would or would be likely to:

- (a) subscribe for, purchase or sell, or enter into an agreement to subscribe for, purchase or sell, the securities, securities-based derivatives contracts or CIS units mentioned in Section 219(1) of the SFA; or
- (b) procure a third person to subscribe for, purchase or sell, or to enter into an agreement to subscribe for, purchase or sell, the securities, securities-based derivatives contracts or CIS units mentioned in Section 219(1) of the SFA.

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Section 216 of the SFA

Section 216 of the SFA provides that for the purposes of Division 3 of Part 12 of the SFA, a reasonable person would be taken to expect information to have a material effect on the price or value of securities, securities-based derivatives contracts or CIS units, if the information would, or would be likely to, influence any of the following persons in deciding whether or not to subscribe for, buy or sell those securities, securities-based derivatives contracts or CIS units:

- (a) the persons who commonly invest in the securities, securities-based derivatives contracts or CIS units;
- (b) any one or more classes of persons who constitute the persons mentioned in paragraph (a).

Penalties

Section 232 of the SFA

Section 232(1) of the SFA provides that whenever it appears to the Monetary Authority of Singapore that any person has contravened any provision in Part 12 of the SFA, the Monetary Authority of Singapore may, with the consent of the Public Prosecutor, bring an action in a court against the person to seek an order for a civil penalty in respect of that contravention.

Section 232(2) of the SFA provides that if the court is satisfied on a balance of probabilities that the person has contravened a provision in Part 12 of the SFA, the court may make an order against the person for the payment of a civil penalty of a sum not exceeding the greater of the following:

- (a) 3 times:
 - (i) the amount of the profit that the person gained as a result of the contravention; or
 - (ii) the amount of the loss that the person avoided as a result of the contravention;
- (b) S\$2 million.

Section 232(3) of the SFA provides that the civil penalty ordered under Section 232(2) of the SFA must not be less than:

- (a) in the case where the person is a corporation, S\$100,000; and
- (b) in any other case, S\$50,000.

Section 232(5) of the SFA provides that nothing in Section 232 of the SFA prevents the Monetary Authority of Singapore from entering into an agreement with any person to pay, with or without admission of liability, a civil penalty within the limits referred to in Section 232(2) or 232(3) of the SFA for a contravention of any provision in Part 12 of the SFA.

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Section 204 of the SFA

Under Section 204(1) of the SFA, any person who contravenes any of the provisions under Division 1 of Part 12 of the SFA shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$250,000 or to imprisonment for a term not exceeding 7 years or to both.

Section 204(2) of the SFA provides that no proceedings shall be instituted against a person for an offence in respect of a contravention of any of the provisions under Division 1 of Part 12 of the SFA after:

- (a) a court has made an order against the person for the payment of a civil penalty under Section 232 of the SFA; or
- (b) the person has entered into an agreement with the Monetary Authority of Singapore to pay, with or without admission of liability, a civil penalty under Section 232(5) of the SFA,

in respect of that contravention.

Section 221 of the SFA

Under Section 221(1) of the SFA, a person who contravenes Section 218 or 219 of the SFA shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S\$250,000 or to imprisonment for a term not exceeding 7 years or to both.

Section 221(2) of the SFA provides that no proceedings shall be instituted against a person for an offence in respect of a contravention of Section 218 or 219 of the SFA after:

- (a) a court has made an order against the person for the payment of a civil penalty under Section 232 of the SFA; or
- (b) the person has entered into an agreement with the Monetary Authority of Singapore to pay, with or without admission of liability, a civil penalty under Section 232(5) of the SFA,

in respect of that contravention.

Civil Liability

Section 234 of the SFA

Section 234(1) of the SFA provides that a person who has acted in contravention of any of the provisions in Part 12 of the SFA (called in this section and Sections 235 and 236 of the SFA the contravening person) is, if the contravening person had gained a profit or avoided a loss as a result of that contravention, whether or not the contravening person had been convicted or had a civil penalty imposed on the contravening person in respect of that contravention, liable to pay compensation to any person (called in this section and Sections 235 and 236 of the SFA the claimant) who:

- (a) had been dealing in capital markets products of the same description contemporaneously with the contravention; and

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- (b) had suffered loss by reason of the difference between:
 - (i) the price at which the capital markets products were dealt in contemporaneously with the contravention; and
 - (ii) the price at which the capital markets products would have been likely to have been so dealt in at the time of the contemporaneous dealing if:
 - (A) in the case where the contravening person had acted in contravention of Section 218 or 219 of the SFA, the information mentioned in Section 218(1) or 218(1A) or 219(1) of the SFA (as the case may be) had been generally available; or
 - (B) in any other case, the contravention had not occurred.

Extra-territoriality of the SFA

Section 339 of the SFA

Section 339(1) of the SFA provides that where a person does an act partly in and partly outside Singapore which, if done wholly in Singapore, would constitute an offence against any provision of the SFA, that person shall be guilty of that offence as if the act were carried out by that person wholly in Singapore, and may be dealt with as if the offence were committed wholly in Singapore.

Section 339(2) of the SFA provides that where:

- (a) a person does an act outside Singapore which has a substantial and reasonably foreseeable effect in Singapore; and
- (b) that act would, if carried out in Singapore, constitute an offence under any provision of Part 2, 2A, 3, 4, 6AA, 8, 12, 13 or 15 of the SFA, which includes prohibited conduct in relation to trading in capital markets products of the company and the insider trading provisions described above,

that person shall be guilty of an offence as if the act were carried out by that person in Singapore, and may be dealt with as if the offence were committed in Singapore.

Section 339(2A) of the SFA provides that for the purposes of an action under Section 232 or 234 of the SFA, where a person:

- (a) does an act partly in and partly outside Singapore which, if done wholly in Singapore, would constitute a contravention of any provision of Part 12 of the SFA; or
- (b) does an act outside Singapore which has a substantial and reasonably foreseeable effect in Singapore and that act, if carried out in Singapore, would constitute a contravention of any provision of Part 12 of the SFA,

the act is treated as being carried out by that person in Singapore.

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Alteration of Constitution and Name Change

Section 26 of the Companies Act 1967 of Singapore (the “Singapore Companies Act”)

Under Section 26(1) of the Singapore Companies Act, unless otherwise provided in the Singapore Companies Act, the constitution of a company may be altered or added to by special resolution.

This is subject to Section 26A of the Singapore Companies Act, which provides that an entrenching provision in the constitution of a company may be removed or altered only if all members of the company agree. An “entrenching provision” means a provision of the constitution of a company to the effect that other specified provisions in the constitution (a) may not be altered in the manner provided by the Singapore Companies Act; or (b) may not be so altered except (i) by a resolution passed by a specified majority greater than 75%; or (ii) where other specified conditions are met.

Section 28 of the Singapore Companies Act

Under Section 28(1) of the Singapore Companies Act, a company may by special resolution resolve that its name should be changed to a name that is permissible to be registered under the Singapore Companies Act.

Share Capital

Section 161 of the Singapore Companies Act

Under Section 161 of the Singapore Companies Act, despite anything in a company’s constitution, the directors of a company must not, without the prior approval of the company in general meeting, exercise any power of the company to issue shares.

Such approval may be confined to a particular exercise of that power or may apply to the exercise of that power generally; and any such approval may be unconditional or subject to conditions. Any approval, once given, continues in force until (a) the conclusion of the next annual general meeting commencing next after the date on which the approval was given; or (b) the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier, provided that such approval has not been previously revoked or varied by the company in a general meeting. The directors may issue shares even though an approval has ceased to be in force if the shares are issued pursuant to an offer, agreement or option made or granted by them while the approval was in force and they were authorised by the approval to make or grant an offer, agreement or option which would or might require shares to be issued after the expiration of the approval.

Section 64A of the Singapore Companies Act

Pursuant to Section 64A of the Singapore Companies Act, and subject to the approval of the shareholders of a public company incorporated in Singapore by special resolution, different classes of shares in the public company may be issued only if (a) the issue of the class or classes of shares is provided for in the constitution of the public company; and (b) the constitution of the public company sets out in respect of each class of shares the rights attached to that class of shares. Such class or classes of shares may confer special, limited or conditional voting rights, or not confer any voting rights.

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Section 71 of the Singapore Companies Act

Under Section 71 of the Singapore Companies Act, a company, if so authorised by its constitution, may in general meeting alter its share capital in any one or more of the following ways: (a) consolidate and divide all or any of its share capital; (b) convert all or any of its paid-up shares into stock and reconvert that stock into paid-up shares; (c) subdivide its shares or any of them, so however that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share is the same as it was in the case of the share from which the reduced share is derived; and (d) cancel the number of shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the number of the shares so cancelled.

Financial Assistance to Purchase Shares of a Company or its Holding Company

Generally, pursuant to Section 76 of the Singapore Companies Act, a public company or a company whose holding company or ultimate holding company is a public company must not, whether directly or indirectly, give any financial assistance for the purpose of, or in connection with, the acquisition or proposed acquisition by any person of shares or units of shares in the company or its holding company or ultimate holding company (as the case may be) of the company.

Examples of financial assistance include the making of a loan, the giving of a guarantee, the provision of security, the release of an obligation or the release of a debt or otherwise. Certain transactions are specifically provided by the Singapore Companies Act not to be prohibited, including but not limited to: (a) a distribution of a company's assets by way of dividends; (b) a distribution in the course of a company's winding up; (c) a payment by a company pursuant to a reduction of capital in accordance with the Singapore Companies Act; (d) the giving by a company in good faith and in the ordinary course of commercial dealing of any representation, warranty or indemnity in relation to an offer to the public of, or an invitation to the public to subscribe for or purchase shares or units of shares in the company; (e) the entering into by the company, in good faith and in the ordinary course of commercial dealing, of an agreement with a subscriber for shares in the company permitting the subscriber to make payments for the shares by instalments; (f) an allotment of bonus shares; (g) a redemption of redeemable shares of a company in accordance with the company's constitution; or (h) the payment of some or all of the costs by a company listed on an approved exchange in Singapore or any securities exchange outside Singapore associated with a scheme, an arrangement or a plan under which any shareholder of the company may purchase or sell shares for the sole purpose of rounding off any odd-lots which the shareholder owns.

The Singapore Companies Act further provides that a company can give financial assistance for the purpose of, or in connection with, an acquisition or proposed acquisition by a person of shares or units of shares in the company or in a holding company or ultimate holding company (as the case may be) in certain limited circumstances, and subject to compliance with the applicable conditions and procedures. One such example is where (i) the giving of financial assistance does not materially prejudice the interests of the company or its shareholders or, the company's ability to pay its creditors and (ii) the board of directors of the company passes a resolution that the company should give the assistance and that the terms and conditions under which the assistance is proposed to be given are fair and reasonable to the company.

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Purchase or Acquisition by a Company of its Shares

The Singapore Companies Act generally prohibits a company from acquiring its own shares, subject to certain exceptions. Any contract or transaction by which a company acquires or purports to acquire its own shares is void, subject to the exceptions below. Provided that it is expressly permitted to do so by its constitution and subject to the special conditions of each permitted acquisition contained in the Singapore Companies Act, a company may:

- (a) issue preference shares which are, or at the option of the company are to be, liable to be redeemed. Preference shares may be redeemed out of capital if all the directors make a solvency statement in relation to such redemption in accordance with the Singapore Companies Act and lodge a copy of the statement with the Registrar of Companies;
- (b) make an off-market purchase of its own shares in accordance with an equal access scheme authorised in advance by the company in general meeting;
- (c) make a selective off-market purchase of its own shares in accordance with an agreement authorised in advance by a special resolution of the company where persons whose shares are to be acquired and their associated persons abstain from voting on such resolution, and, where the shares that are the subject of the selective off-market purchase belong to a particular class of shares and do not constitute all the shares in that class, the company must also obtain the consent of at least 75.0% of the holders of shares of that class (excluding any person whose shares are to be acquired and their associated persons) to the terms of the agreement for the selective off-market purchase before passing such special resolution. Similar class-level consent requirements apply where the company proposes, in relation to such a selective off-market purchase, to vary or revoke the authority for the selective off-market purchase, vary an existing agreement for the selective off-market purchase, or enter into an agreement to release its rights;
- (d) make an acquisition of its own shares under a contingent purchase contract which has been authorised in advance by a special resolution of the company; and
- (e) make a market purchase of its own shares which has been authorised in advance by the company in general meeting.

The categories of securities that may be repurchased by companies include ordinary shares, stocks and preference shares. During the period (a) commencing from the date of the resolution passed to authorise the purchase of its own shares under any of the four (4) methods of share buybacks set out at paragraphs (b) to (e) of this section above ("**share buyback resolution**"); and (b) expiring on the date the next annual general meeting of the company is or is required by law to be held, whichever is the earlier (the "**relevant period**"), the total number of ordinary shares and stocks in any class that may be purchased by a company in such relevant period must not exceed 20.0% (or such other percentage as may be prescribed) of the total number of ordinary shares and stocks of the company in that class as of the date of the share buyback resolution. Where, however, the company has, at any time during the relevant period, reduced its share capital by a special resolution or a Singapore court has, at any time during the relevant period, made an order approving the reduction of share capital of the company, the total number of ordinary shares and stocks of the company in any class shall be taken to be the total number of ordinary shares and stocks in that class as altered by the special resolution or the order of the Singapore court, as the case may be.

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During the relevant period, companies that have issued preference shares can also buy back up to 20.0% (or such other percentage as may be prescribed) of the total number of non-redeemable preference shares of the company in that class ascertained as at the date that the share buyback resolution was passed, unless the company has, at any time during the relevant period, reduced its share capital by a special resolution or a Singapore court has, at any time during the relevant period, made an order approving the reduction of share capital of the company in which case, the total number of non redeemable preference shares of the company in any class is taken to be the total number of non redeemable preference shares of the company in that class as altered by the special resolution of the company or the order of the Singapore court, as the case may be.

A payment by the company in consideration of:

- (i) acquiring any right with respect to the purchase or acquisition of its own shares;
- (ii) the variation of an agreement in connection with the purchase or acquisition of its own shares;
or
- (iii) the release of any of the company's obligations with respect to the purchase or acquisition of any of its own shares under an agreement,

may be made out of the company's profits or capital, provided that the company is solvent. Such a payment includes any expenses (including brokerage or commission) incurred directly in the purchase or acquisition by the company of its own shares.

Where ordinary shares are purchased or acquired by the company, such shares shall, unless held in treasury, be deemed to be cancelled immediately on purchase or acquisition. Treasury shares may be dealt with in such manner as may be permitted under the Singapore Companies Act. On the cancellation of the shares, the rights and privileges attached to those shares will expire.

Treasury Shares

Pursuant to Sections 76H and 76I of the Singapore Companies Act, a company may hold its own shares which it has purchased or acquired (and has not otherwise dealt with) as treasury shares, subject to the limits specified in the Singapore Companies Act. Pursuant to Section 76J(2), read with Section 76J(3), of the Singapore Companies Act, a company must not exercise any right in respect of the treasury shares (including any right to attend or vote at meetings) and any purported exercise of such a right is void.

Pursuant to Section 76J(4) of the Singapore Companies Act, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the company's assets (including any distribution of assets to members on a winding up) may be made, to the company in respect of the treasury shares. However, this does not prevent: (a) an allotment of shares as fully paid bonus shares in respect of the treasury shares; or (b) the subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number, if the total value of the treasury shares after the subdivision or consolidation is the same as the total value of the treasury share before the subdivision or consolidation, as the case may be.

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Subsidiary Holdings

Pursuant to Section 21 of the Singapore Companies Act, subject to certain limited exceptions, a corporation cannot be a member of a company which is its holding company, and any allotment or transfer of shares in a company to its subsidiary in contravention of this requirement is void.

Reduction of Capital

Section 78A of the Singapore Companies Act provides that, unless excluded or restricted under its constitution, a company may reduce its share capital under and in compliance with procedures provided for it by the provisions of Division 3A of the Singapore Companies Act, in any way, and, in particular, do all or any of the following: (a) extinguish or reduce the liability on any of its shares in respect of share capital not paid up; (b) cancel any paid-up share capital which is lost or unrepresented by available assets; (c) return to shareholders any paid-up share capital which is more than it needs.

Takeovers

Offences and Obligations relating to Takeovers

Section 140 of the SFA

Section 140(1) of the SFA provides that a person who has no intention to make an offer in the nature of a take-over offer must not give notice or publicly announce that the person intends to make a take-over offer.

Section 140(2) of the SFA provides that a person must not make a take-over offer or give notice or publicly announce that the person intends to make a take-over offer if the person has no reasonable or probable grounds for believing that the person will be able to perform the person’s obligations if the take-over offer is accepted or approved, as the case may be.

Section 140(3) of the SFA provides that where a person contravenes Section 140(1) or 140(2) of the SFA, the person and, where the person is a corporation, every officer of the corporation who is in default shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$250,000 or to imprisonment for a term not exceeding 7 years or to both.

Obligations under the Singapore Takeover Code

The Singapore Takeover Code, issued by the Monetary Authority of Singapore pursuant to Section 321 of the SFA, regulates the acquisition of voting shares of, amongst others, public companies and contains certain provisions that may affect, delay, deter or prevent a future takeover or change in control of the Company. Pursuant to Section 139 of the SFA, the Singapore Takeover Code applies to a takeover offer and to matters connected therewith, and all parties concerned in a takeover offer or a matter connected therewith must comply with its provisions. The Singapore Takeover Code is administered by the Securities Industry Council of Singapore (“SIC”), an advisory body which is given statutory recognition under Section 138 of the SFA.

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Under the Singapore Takeover Code, where effective control of a company is acquired or consolidated by a person, or persons acting in concert, a general offer to all other shareholders is normally required. An offeror must treat all shareholders of the same class in an offeree company equally. A fundamental requirement is that shareholders in the company subject to the takeover offer must be given sufficient information, advice and time to consider and decide on the offer.

Except with the consent of the SIC, where:

- (a) 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 30.0% or more of the voting rights of a company; or
- (b) any person who, together with persons acting in concert with him, holds not less than 30.0% but not more than 50.0% 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 1.0% of the voting rights of a company,

such person shall extend immediately a takeover offer (a “**mandatory offer**”) for the remaining shares of the holders of any class of shares in the capital of the company which carries votes and in which such person or persons acting in concert with him hold shares, in accordance with the provisions of the Singapore Takeover Code. 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, also have the obligation to extend an offer. Responsibility for ensuring compliance with the Singapore Takeover Code rests with parties (including company directors) to a takeover and their advisers.

“**Persons acting in concert**” comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company. Without prejudice to the general application of this definition, the following individuals and companies are presumed to be acting in concert with each other (unless the contrary is established):

- (a) a company and its related companies, the associated companies of any of the company and its related companies, companies whose associated companies include any of these companies and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing for the purchase of voting rights;
- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;

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- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and persons controlling, controlled by or under the same control as the adviser;
- (f) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;
- (g) partners; and
- (h) an individual and his close relatives, related trusts, any person who is accustomed to act in accordance with his instructions and companies controlled by the individual, his close relatives, his related trusts or any person who is accustomed to act in accordance with his instructions and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing for the purchase of voting rights.

In the event that one of the abovementioned trigger points is reached, the person acquiring an interest (the “**Offeror**”) must make a public announcement of its firm intention to make an offer (the “**Offer Announcement**”) stating, *inter alia*, the terms of the offer and the identity of the Offeror. The Offeror must post an offer document (the “**Offer Document**”) not earlier than 14 days and not later than 21 days from the date of the Offer Announcement. An offer must be kept open for at least 28 days after the date on which the Offer Document was posted.

If a revised offer is proposed, the Offeror is required to give a written notice to the shareholders of the offeree company, stating the modifications made to the matters set out in the Offer Document. The revised offer must be kept open for at least 14 days from the date of posting of the written notification of the revision to shareholders. Where the consideration is increased, shareholders who agreed to accept the offer before the increase are also entitled to receive the increased consideration.

A mandatory offer must be in cash or be accompanied by a cash alternative at not less than the highest price paid by the Offeror or parties acting in concert with the Offeror during the offer period and within the six (6) months prior to commencement of the offer period.

Amendments to the Singapore Takeover Code

On 16 June 2026, the Monetary Authority of Singapore, on the advice of the SIC, made amendments to the Singapore Takeover Code which will come into effect on 16 July 2026 (the “**Singapore Code Amendments**”). Amongst others, the following rules were amended:

- (a) **Definition of “Persons acting in concert”**: Limb (b) of the definition of “Persons acting in concert” set out above was amended such that directors of the associated companies of a company (the “**Company**”) and its related companies, and of companies whose associated companies include any of the Company or its related companies, will no longer be presumed to be acting in concert with the Company and its related companies.

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- (b) **Definition of “control”:** the definition of “control” of a company was amended to mean ownership of 30% or more of the voting rights of the company, up from 20% previously.
- (c) **Definition of “close relatives”:** The definition of “close relatives” referred to in limbs (b), (f) and (h) of the definition of “Persons acting in concert” set out above was expanded to include (i) grandparents and grandchildren; (ii) de facto spouse, cohabitant and civil partner; (iii) the spouse of the person’s siblings, children, siblings of parents, and grandchildren; and (iv) in-laws (i.e. the spouse’s grandparents, parents and siblings).

Consequence of non-compliance with the requirements under the Singapore Takeover Code

The Singapore Takeover Code is non-statutory in that it does not have the force of law. Therefore, as provided in Section 139(8) of the SFA, a failure of any party concerned in a takeover offer or a matter connected therewith to observe any of the provisions of the Singapore Takeover Code does not of itself render that party liable to criminal proceedings but any such failure may, in any proceedings whether civil or criminal, be relied upon by any party to the proceedings as tending to establish or to negate any liability which is in question in the proceedings.

Notwithstanding the foregoing, Section 139(9) of the SFA provides that nothing in Section 139(8) of the SFA is to be construed as preventing the SIC from invoking such sanctions (including public censure) as it may decide in relation to breaches of the Singapore Takeover Code by any party concerned in a take-over offer or a matter connected therewith.

Sections 139(10) and 139(11) of the SFA further provides that where the SIC has reason to believe that any party concerned in a takeover offer or a matter connected therewith, or any person advising on a takeover offer or a matter connected therewith, is in breach of the provisions of the Singapore Takeover Code or is otherwise believed to have committed acts of misconduct in relation to such takeover offer or matter, the SIC has power to enquire into the suspected breach or misconduct and may, for this purpose, summon any person to give evidence on oath or affirmation, which it is authorised to administer, or produce any document or material necessary for the purpose of the enquiry.

Compulsory Acquisition

Section 215(1) of the Singapore Companies Act

Under Section 215(1) of the Singapore Companies Act, where a scheme or contract (“**Offer**”) involving the transfer of all of the shares in any particular class in a company (“**Offeree Company**”) to the Offeror has, within four (4) months after the making of the Offer by the Offeror, been approved by the holders of not less than 90.0% of the total number of those shares (excluding treasury shares) or of the shares of that class (other than the shares already held by the Offeror at the date of the Offer or treated to be held or acquired by the Offeror (the “**Offeror Deemed Holdings**”) at the date of the Offer), the Offeror may at any time within two (2) months after the approval of the Offer give notice to any dissenting shareholder of the Offeree Company (each, a “**Dissenting Shareholder**”) that it desires to acquire the Dissenting Shareholder’s shares. In determining whether the approval threshold under Section 215(1) of the Singapore Companies Act has been met, shares that are issued after the date of the Offer are disregarded unless they are issued pursuant to the exercise of an option or right attached to convertible

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securities issued by the Offeree Company on or before the date of the Offer (the “**Pre-Offer Convertible Securities**”). Further, once the requisite percentage of shares for approval under Section 215(1) of the Singapore Companies Act has been reached, any subsequent issue of shares in respect of the Pre-Offer Convertible Securities does not affect the approval, the Offeror’s right to give notice to Dissenting Shareholders, or the validity of such notice.

The Offeror Deemed Holdings include shares held by (a) the Offeror’s nominees and related corporations and such related corporations’ nominees; (b) a person who is accustomed or obligated to act in accordance with the directions or wishes of the Offeror in respect of the Offeree Company; (c) the Offeror’s immediate family members; (d) a person whose directions or wishes the Offeror is accustomed or obligated to act in accordance with, in respect of the Offeree Company; or (e) a body corporate that is controlled by the Offeror or any of the foregoing persons.

When such a notice is given to the Dissenting Shareholder, the Offeror shall, unless a Singapore court otherwise orders on an application made by the Dissenting Shareholder within the stipulated time period, be entitled and bound to acquire those shares on the terms of the original Offer (or if the Offer contained two (2) or more alternative sets of terms, the terms which were specified in the Offer as being applicable to Dissenting Shareholders).

Section 215(3) of the Singapore Companies Act

Under Section 215(3) of the Singapore Companies Act, where pursuant to an Offer, shares in the company are transferred to the Offeror or its nominee and those shares together with any other shares held by the Offeror (which shall include the Offeror Deemed Holdings as well as treasury shares which are treated as having been acquired by the Offeror) as at the date of transfer comprise or include 90.0% of the total number of shares or any class of shares in the Offeree Company, the Offeror must, within one (1) month from the date of the transfer (unless on a previous transfer pursuant to the Offer it has already complied with this requirement), give notice to the holders of the remaining shares or of the remaining shares of that class who have not assented to the Offer, who may, within three (3) months from the giving of the notice to such holders, require the Offeror to acquire their shares. When such a notice is given, the Offeror is entitled and bound to acquire those shares on the terms of the original Offer, or on such other terms as are agreed or as the court on application of either the Offeror or the shareholder thinks fit to order.

Dividends and Distributions

Section 403 of the Singapore Companies Act provides that no dividends may be paid to shareholders of a company except out of the company’s profits. Section 76J(4) of the Singapore Companies Act also provides that no dividend may be paid, and no other distribution (whether in cash or otherwise) of a company’s assets (including any distribution of assets to members on a winding up) may be made to the company in respect of shares held by a company as treasury shares.

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Minority Rights

The rights of minority shareholders of Singapore-incorporated companies are protected under Section 216 of the Singapore Companies Act, which gives the Singapore courts a general power to make any order, upon application by any shareholder or holder of debenture of the company, as they think fit with a view to bringing to an end or remedying any of the following matters complained of:

- (a) that the affairs of the company are being conducted or the powers of the directors are being exercised in a manner oppressive to one or more of the shareholders or holders of debentures including the applicant, or in disregard of his, her or their interests as shareholders or holders of debentures of the company; or
- (b) that some act of the company has been done or is threatened, or that some resolution of the shareholders, holders of debentures or any class of them has been passed or is proposed, which unfairly discriminates against, or is otherwise prejudicial to, one or more of the shareholders, including the applicant.

Singapore courts have wide discretion as to the reliefs they may grant and may make such order as it thinks fit with the view to bringing to an end or remedying the matters complained of. Without limiting the foregoing, the order may:

- (a) direct or prohibit any act or cancel or vary any transaction or resolution;
- (b) regulate the conduct of the affairs of the company in the future;
- (c) authorise civil proceedings to be brought in the name of, or on behalf of, the company by a person or persons and on such terms as the Singapore court may direct;
- (d) provide for the purchase of the shares of the company by other members of the company or by the company itself;
- (e) in the case of a purchase of shares by the company provide for a reduction accordingly of the company's capital; or
- (f) provide that the company be wound up.

Where an order made by the Singapore courts makes any alteration in or addition to any company's constitution, then, despite anything in any other provision of the Singapore Companies Act, but subject to the provisions of the order, the company concerned does not have power, without the permission of the Court, to make any further alteration in or addition to the constitution inconsistent with the provisions of the order.

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Disposal of Assets

Under Section 160 of the Singapore Companies Act, despite anything in a company's constitution, the directors must not carry into effect any proposals for disposing of the whole or substantially the whole of the company's undertaking or property unless those proposals have been approved by the company in general meeting.

Accounting and Auditing Requirements

Section 199(1) of the Singapore Companies Act provides that every company must keep accounting and other records that will sufficiently explain the transactions and financial position of the company and enable true and fair financial statements and any documents required to be attached thereto to be prepared from time to time, and must cause those records to be kept in such manner as to enable them to be conveniently and properly audited. Section 199(2A) of the Singapore Companies Act provides that every public company and every subsidiary company of a public company must devise and maintain a system of internal accounting controls sufficient to provide a reasonable assurance that: (a) assets are safeguarded against loss from unauthorised use or disposition; and (b) transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

Section 201 of the Singapore Companies Act provides that the directors of every company must lay before the company at its annual general meeting the financial statements for the financial year in respect of which the annual general meeting is held, and generally speaking, such financial statements must comply with the requirements of the applicable accounting standards, and give a true and fair view of the financial position and performance of the company.

Exchange Controls

As at the date of this document, no exchange control restrictions are in effect in Singapore.

Extraordinary General Meetings Convened on Members' Requisition or by Members

Section 176 of the Singapore Companies Act

Section 176 of the Singapore Companies Act provides that, despite anything in its constitution, the directors of a company must, on the requisition of members holding at the date of the deposit of the requisition not less than 10.0% of the total number of paid-up shares as at the date of the deposit carries the right of voting at general meetings or, in the case of a company not having a share capital, of members representing not less than 10.0% of the total voting rights of all members having at that date a right to vote at general meetings, immediately proceed duly to convene an extraordinary general meeting of the company to be held as soon as practicable but in any case not later than two (2) months after the receipt by the company of the requisition. If the directors do not within 21 days after the date of the deposit of the requisition proceed to convene a meeting, the requisitionists, or any of them representing more than 50.0% of the total voting rights of all of them, may themselves, in the same manner as nearly as possible as that in which meetings are to be convened by directors convene a meeting, but any meeting so convened must not be held after the expiration of three (3) months from that date.

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For the purpose of Section 176 of the Singapore Companies Act, any of the company's paid-up shares held as treasury shares are to be disregarded.

Section 177 of the Singapore Companies Act

Section 177(1) of the Singapore Companies Act provides that two or more members holding not less than 10.0% of the total number of issued shares of the company (excluding treasury shares) or, if the company has not a share capital, not less than 5.0% in number of the members of the company or such lesser number as is provided by the constitution may call a meeting of the company. A meeting of a company or of a class of members, other than a meeting for the passing of a special resolution, must be called by written notice of not less than 14 days or such longer period as is provided in the constitution.

Section 183 of the Singapore Companies Act

Section 183 of the Singapore Companies Act provides that a company must on requisition of (a) such number of members representing not less than 5.0% of the total voting rights of all the members having at the date of requisition a right to vote at a meeting to which the requisition relates; or (b) not less than 100 members holding shares on which there has been paid up an average sum, per member, of not less than S\$500:

- (a) give to members of the company entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting or (if the resolution is proposed to be passed by written means under Section 184A of the Singapore Companies Act) for which agreement is sought; and
- (b) circulate to members entitled to have notice of any general meeting sent to them any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Loans to Directors and Director Connected Persons

Section 162 of the Singapore Companies Act provides that, subject to certain limited exceptions, a company (which is not an exempt private company) is generally prohibited from making a restricted transaction without the requisite prior approval of the company in general meeting. Restricted transactions include the company: (a) making a loan or quasi-loan to a director of the company or a related company ("**relevant director**"); (b) entering into any guarantee or providing any security in connection with a loan or quasi-loan made to a relevant director by any other person; (c) entering into a credit transaction as creditor for the benefit of a relevant director; (d) entering into any guarantee or providing any security in connection with a credit transaction entered into by any person for the benefit of a relevant director; (e) taking part in an arrangement under which another person enters into a transaction that, if it had been entered into by the company, would have been a restricted transaction, and that person, pursuant to the arrangement, obtains a benefit from the company or a related company; or (f) arranging the assignment to the company, or assumption by the company, of any rights, obligations or liabilities under a transaction that, if entered into by the company, would have been a restricted transaction. A reference to a director or relevant director in the foregoing paragraph includes a reference to the director's spouse, son, adopted son, stepson, daughter, adopted daughter and stepdaughter. In seeking the requisite prior approval of the company in general meeting, the interested director or directors, and his, her or their family members, must abstain from voting.

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For these purposes, a related company of a company means its holding company, its subsidiary and a subsidiary of its holding company.

Section 163 of the Singapore Companies Act provides that subject to certain limited exceptions, a company (the “**first-mentioned company**”) (which is not an exempt private company) is generally prohibited from (a) making loans or quasi-loan to connected persons; (b) entering into any guarantee or providing any security in connection with a loan or quasi-loan made to connected persons by a person other than the first-mentioned company; (c) entering into a credit transaction for the benefit of connected persons; or (d) entering into any guarantee or providing any security in connection with a credit transaction entered into by any person for the benefit of connected persons, unless there is prior approval by the first-mentioned company in general meeting for the making of, provision for or entering into the loan, quasi-loan, credit transaction, guarantee or security (as the case may be) at which the interested director or directors, and his, her or their family members, abstained from voting.

A “connected person” of the first-mentioned company is:

- (i) any company, limited liability partnership, or variable capital company incorporated or formed (as the case may be) in Singapore in which the director(s) of the first-mentioned company, individually or collectively, have an interest in 20.0% or more (as determined in accordance with the Singapore Companies Act) of the total voting power of the other company, limited liability partnership or the variable capital company, as the case may be; and
- (ii) any company or limited liability partnership incorporated or formed (as the case may be) outside Singapore: (in the case of a company with a share capital or a limited liability partnership) in which the director(s) of the first-mentioned company, individually or collectively, have an interest in 20.0% or more of the total voting power, or (in the case of a company without share capital) over which the director(s) of the first-mentioned company, individually or collectively, exercises control (whether by reason of having the power to appoint directors or otherwise).

The prohibition under Section 163 of the Singapore Companies Act does not apply to:

- (a) anything done by a company where the other company or variable capital company is its subsidiary, its holding company, or a subsidiary of its holding company; or
- (b) a company whose ordinary business includes the lending of money or the giving of guarantees in connection with loans made by other persons, to anything done by the company in the ordinary course of that business if the activities of that company are regulated by any written law relating to banking, finance companies or insurance or are subject to supervision by the Monetary Authority of Singapore.

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Register of Members

Pursuant to Sections 190 and 191 of the Singapore Companies Act, a public company must keep a register of members at its registered office (the “**Principal Register**”) but if the work of making up the register is done at another office of the company in Singapore, they may be kept at that other office or if the company arranges with some other person to make up the register on its behalf, they may be kept at the office of that other person at which the work is done if that office is in Singapore. In addition, Section 196 of the Singapore Companies Act provides that a public company having a share capital may keep a branch register of members (the “**Branch Register**”) in any place outside Singapore.

Such Branch Register is deemed to be part of the company’s Principal Register and a duplicate of the Branch Register will be kept at the same office at which the Principal Register is kept.

Inspection of Corporate Records

Pursuant to Section 192(2) of the Singapore Companies Act, the register of members of a public company incorporated in Singapore shall be open to the inspection of any member without charge.

Register of Directors, Chief Executive Officers, Secretaries and Auditors

Pursuant to Section 173 of the Singapore Companies Act, the register of a company’s directors, chief executive officers, secretaries and auditors, if any, must be kept by the Registrar of Companies under the Singapore Companies Act.

Winding Up and Dissolution

The winding up of a company may be done in the following ways:

- (a) members’ voluntary winding up;
- (b) creditors’ voluntary winding up; or
- (c) compulsory winding up pursuant to an order of the court.

The key difference between a members’ voluntary winding up and a creditors’ voluntary winding up is that the former can only be initiated when the company is solvent. The court can order a winding up of the company in any of the circumstances set out under Section 125(1) of the Insolvency, Restructuring and Dissolution Act 2018 (the “**IRDA**”).

A company may be dissolved *inter alia*:

- (a) following the winding up of the company;
- (b) following its name being struck off the register by the Registrar of Companies on the ground that it is a defunct company or on the application by a company on such grounds and subject to such conditions as may be prescribed. Within 6 years after the name of the company is struck off from the register, an aggrieved party can apply for the name of the company to be restored to the register and the court may do so if it is satisfied that at the time of the striking off, the company was carrying on business or in operation or that it would be just that the name of the company be restored to the register.

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Mergers and Similar Arrangements

Section 212 of the Singapore Companies Act provides that where an application is made to the Singapore court under Part 7 of the Singapore Companies Act or section 71 of the IRDA for the approval of a compromise or arrangement and it is shown to the Singapore court that such compromise or arrangement has been proposed for the purposes of or in connection with a scheme for the reconstruction of any company or companies or the amalgamation of any two (2) or more companies, and that under the scheme the whole or any part of the undertaking or the property of any company concerned in the scheme (the “**transferor company**”) is to be transferred to another company (the “**transferee company**”), the Singapore court may either by the order approving the compromise or arrangement or by any subsequent order provide for among others, the transfer to the transferee company of the whole or any part of the undertaking and of the property or liabilities of the transferor company.

Sections 215A to 215K of the Singapore Companies Act further provide for a voluntary amalgamation process without the need for a court order. Under this voluntary amalgamation process, two (2) or more companies may amalgamate and continue as one (1) company, which may be one (1) of the amalgamating companies or a new company, in accordance with the procedures set out in the Singapore Companies Act. The Singapore Companies Act provides for both a standard amalgamation and a short-form amalgamation. A short-form amalgamation is only applicable for amalgamations between a holding company and its wholly-owned subsidiaries, or between wholly-owned subsidiaries of the same holding company. If the proposed amalgamation is between two (2) unrelated Singapore incorporated companies, the short-form amalgamation process will not be applicable. For a standard amalgamation, the board of directors of each amalgamating company must make a solvency statement in relation to its respective amalgamating company and the amalgamated company. For a short-form amalgamation, the board of directors of each amalgamating company must make a solvency statement in relation to the amalgamated company only.

Indemnification of Officers

Subject to certain limited exceptions, Section 172 of the Singapore Companies Act prohibits a company from exempting or indemnifying its officers (to any extent) against any liability attaching to them in connection with any negligence, default, breach of duty, or breach of trust in relation to that company. A company is generally not prohibited from (a) purchasing and maintaining for its officers insurance against any such liability; and (b) indemnifying its officers against liability incurred by the officer to a person other than the company, except where such liability of the officer is to pay a fine in criminal proceedings or a sum to a regulatory authority by way of a penalty in respect of a non-compliance with a regulatory requirement (howsoever arising), or where any liability is incurred by the officer (i) in defending criminal proceedings in which he or she is convicted; (ii) in defending civil proceedings brought by the company or a related company in which judgment is given against him or her; or (iii) in connection with any application for relief under Section 76A(13) or Section 391 of the Singapore Companies Act in which the court refuses to grant the officer relief. This prohibition applies to any provision, whether contained in a company’s constitution, or in any contract with the company, or otherwise.

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Application of the Singapore Takeover Code and the Hong Kong Takeovers Code

Upon the [REDACTED], as a public company incorporated in Singapore with more than 50 shareholders and net tangible assets of at least \$5 million with a [REDACTED] on the Stock Exchange, both the Singapore Takeover Code and the Hong Kong Takeovers Code will apply to the Company. There are certain differences between the Singapore Takeover Code and the Hong Kong Takeovers Code. Shareholders and potential [REDACTED] in the Company should be aware that any person contemplating an [REDACTED] for the Shares will need to comply with the requirements relating to [REDACTED] under both the Singapore Takeover Code and the Hong Kong Takeovers Code. Unless the Securities Industry Council of Singapore disapplies the relevant provisions of the Singapore Takeover Code or the SFC grants a waiver from strict compliance with the relevant provisions of the Hong Kong Takeovers Code, Shareholders and potential [REDACTED] of the Company will need to comply with the requirements under both codes.

Differences between the Singapore Takeover Code and the Hong Kong Takeovers Code

The following table summarises the key requirements and differences between the Singapore Takeover Code and the Hong Kong Takeovers Code for a cash tender offer by a third party.

Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
General Principle 6 and Rule 3	Announcements An offeror should announce an offer only after the most careful consideration. Before taking any action which may lead to an obligation to make a general offer, a person and his financial advisers should be satisfied that he can and will continue to be able to implement the offer in full. Timing and Contents of Announcements The responsibility for making an announcement will normally rest on the offeror if the board of the offeree company has not been approached. The responsibility for making an announcement will normally rest on the offeree company if its board has been approached.	Rule 3	Timing and Contents of Announcements The responsibility for making an announcement will normally rest on the offeror if the board of the offeree company has not been approached. The responsibility for making an announcement will normally rest on the offeree company if its board has been approached. The offer announcement must set out, <i>inter alia</i>, the terms and conditions of the offer, the identities of the offeror and its ultimate parent company, details of the securities subject to the offer, details of any existing holding of voting rights and rights over shares in the offeree company owned or controlled by the offeror or any of its concert parties and details of any arrangements in relation to shares of the offeror or offeree company which may be material to the offer.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code

The offeror must make an announcement (a) when, before the offeree board has been approached, the offeree company is the subject of rumour about a possible offer, or there is undue movement in its share price or share turnover; or (b) immediately upon an acquisition of shares which gives rise to an obligation to make a mandatory offer.

The offeree board must make an announcement (a) when the offeree board receives notification of a firm intention to make an offer; (b) when, following an approach to the offeree company or in certain other instances, the offeree company is the subject of rumour about a possible offer, or there is undue movement in its share price or share turnover; or (c) when the offeree is about to approach more than a restricted number of potential offerors in a sale process or any negotiations between the offeror and the offeree are about to be extended to more than a very restricted number of people.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
	The offer announcement must set out, <i>inter alia</i>, the terms and conditions of the offer, the identities of the offeror and its ultimate controlling shareholder(s), details of the securities subject to the offer which is owned or controlled by the offeror and/or its concert parties or in respect of which the offeror and/or its concert parties have received an irrevocable commitment to accept the offer, and details of any arrangements in relation to shares of the offeror or offeree company which may be material to the offer. If the obligation to make a mandatory offer is incurred, the offeror must, within 30 minutes of incurring such obligation, either make an announcement, stating, <i>inter alia</i>, the number of voting rights acquired, the price paid, any revisions to the terms (if applicable), or request for a temporary halt in trading of the offeree company’s shares and make such announcement before the trading suspension is lifted.		
Rule 4	No Withdrawal of an Offer	Rule 5	No Withdrawal of an Offer
	Where the offeror has announced a firm intention to make an offer (as opposed to an announcement that talks are taking place which may lead to an offer), it cannot withdraw the offer without the consent of the SIC, unless the posting of the offer was expressed as being subject to the prior fulfilment of a specific condition and that condition has not been met.		When there has been an announcement of a firm intention to make an offer, except with the consent of the Executive Director of the Corporate Finance Division of the SFC (the “Executive”), the offeror must proceed with the offer unless the offer is subject to the fulfilment of a specific condition and that condition has not been met.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
General Principle 7 and Rule 5	No Frustration of Offers by an Offeree Board If the board of the offeree company has reason to believe that a <i>bona fide</i> offer is imminent, the board must not take any action (a “frustrating action”) without the approval of its shareholders that may result in any <i>bona fide</i> offer being frustrated or the shareholders being denied an opportunity to decide on its merits. Pursuant to the Singapore Code Amendments and with effect from 16 July 2026: (i) where shareholders are asked to approve a frustrating action at a general meeting, the board of the offeree company must obtain independent advice as to whether the financial terms of the frustrating action are fair and reasonable (and disclose the substance of such advice to shareholders), consult the SIC on the timing of the general meeting and publish a circular to shareholders containing, among other things, full details of the frustrating action, the opinion of the board of the offeree company on the frustrating action and the board’s reasons for forming its opinion and information about the current status of the offer or possible offer (“Details of Frustrating Action”); and (ii) where a frustrating action is conditional on the offer being withdrawn or lapsing, the SIC would normally waive the requirement for shareholder approval and where the SIC waives such requirement, the board of the offeree company must publish an announcement containing Details of Frustrating Action and the SIC may further require a document setting out such details to be sent to the shareholders in the offeree company. In addition, to ensure prompt and wide dissemination of the material change in information, a paid press notice may be needed.	Rule 4	No Frustration of Offers by an Offeree Board Once a <i>bona fide</i> offer has been communicated to the board of the offeree company or if the board of the offeree company has reason to believe that a <i>bona fide</i> offer is imminent, the board of the offeree company must not take any action (save with the approval of its shareholders in general meeting) which could effectively result in an offer being frustrated or in the shareholders of the offeree company being denied an opportunity to decide on the merits of the offer.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
General Principles 2 and 13 and Rule 6	Limitations on Directors' Action While the boards of the offeror and the offeree company and their respective advisers and associates have a primary duty to act in the best interests of their respective shareholders, the General Principles and Rules will inevitably impinge on the freedom of action of boards and persons involved in take-over and merger transactions. They must therefore accept that there are limitations on the manner in which those interests can be pursued in a take-over or merger transaction. Duties of Directors with Personal Interests Directors of an offeror or offeree company should, in advising their shareholders, have regard to the interests of shareholders as a whole, and not to their own interests or those derived from personal or family relationships. Directors' Responsibilities While the board of directors may delegate the conduct of an offer to individual directors or a committee of directors, proper arrangements must be put in place to enable the board to monitor the offer. Directors who believe they may be conflicted should consult the SIC on whether it is appropriate for them to assume responsibility for any recommendation on the offer.	Introduction to General Principles, General Principle 8, Rule 9 and Schedule 2 Limitations on Directors' Actions While the boards of an offeror and the offeree company and their respective advisers have a duty to act in the best interests of the shareholders of the offeror and offeree company respectively, these General Principles and the Rules will, inevitably, impinge on the freedom of action of boards and persons involved in offers. They must, therefore, accept that there are limitations, in connection with transactions which are the subject of the Hong Kong Takeovers Code on Takeovers and Mergers and Share Buy-backs, on the manner in which the pursuit of those interests can be carried out. Duties of Directors with Personal Interests Directors of an offeror and the offeree company must always, in advising their shareholders, act only in their capacity as directors and not have regard to their personal or family shareholdings or to their personal relationships with the companies. They should only consider the shareholders' interests taken as a whole when they are giving advice to shareholders. Directors' Responsibilities While the board of directors may delegate the conduct of an offer to individual directors or a committee of directors, proper arrangements must be put in place to enable the board to monitor the offer. Where a director has a conflict of interest, such a director may, subject to the consent of the Executive, choose not to assume responsibility for the views of the board of the offeree company on the offer. In such a scenario, the nature of the relevant director's conflict of interest and the reasons for not assuming responsibility should be clearly explained to the offeree company's shareholders.	

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
General Principle 8 and Rule 7	Independent Advice The board of the offeree company must make a recommendation as to whether the offer is, or is not, fair and reasonable and as to acceptance or voting. The board must obtain competent independent advice on any offer and the substance of such advice, including reasons, must be made known to its shareholders. It will not be appropriate for a person who is in the same group as the financial or professional adviser (including a stockbroker) to the offeror or who has a substantial interest in or financial connection with either the offeror or the offeree company of such a kind as to create a conflict of interests for that person to provide the independent advice.	Rule 2	Independent Advice The board of the offeree company must establish an independent committee to make a recommendation as to whether the offer is, or is not, fair and reasonable and as to acceptance or voting. The independent board committee must obtain competent independent advice on any offer and the substance of such advice, including reasons, must be made known to its shareholders. It will not be appropriate for a person who is in the same group as the financial/professional adviser to the offeror or the offeree company (or who otherwise has, or had, a significant connection with either the offeror or the offeree company, or the controlling shareholder(s) of either of them, of a kind reasonably likely to create, or create the perception of, a conflict of interest or reasonably likely to affect objectivity) to provide the independent advice.
General Principles 10, 11 and 12 and Rule 8	Sufficient Information and Time to Shareholders Shareholders should be given sufficient information, advice and time to enable them to reach an informed decision on an offer, and no relevant information should be withheld from them.	Rule 9	Information Shareholders must be given sufficient information and advice to enable them to reach a properly informed decision as to the merits or demerits of an offer. Such information must be available to shareholders early enough to enable them to make a decision in good time. Each document published in connection with an offer must satisfy the highest standards of accuracy and information must be adequately and fairly presented. Any material changes in any information previously published by or on behalf of the offeror or the offeree company during the offer period must be notified to the offeree company’s shareholders as soon as possible.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
	Standards of Care in Documents		Standards of Care in Documents
	Any document or advertisement addressed to shareholders containing information, opinions or recommendations from the board of an offeror or offeree company or its advisers, should, as with a prospectus, meet the highest standards of care and accuracy and present the information contained therein adequately and fairly. Profit forecasts require special care.		Each director must provide a “responsibility statement” in each document or advertisement addressed to shareholders and in each announcement issued in connection with an offer. The Executive’s consent is required if any director wishes to be excluded from such a statement.
	Each director must provide a “responsibility statement” in each document or advertisement addressed to shareholders and in each announcement issued in connection with an offer. The SIC’s consent is required if any director wishes to be excluded from such a statement.		
	Prevention of a False Market		
	All parties to a take-over should make full and prompt disclosure of all relevant information and use every endeavour to prevent the creation of a false market in the shares of an offeror or offeree company.		
	They must take care not to make statements which may mislead shareholders or the market.		
	Information		
	Shareholders must be given all the facts necessary to make an informed judgment on the merits or demerits of an offer. Such facts require accurate and fair presentation and must be given to the shareholders early enough to enable them to make a decision in good time. The relevant company must promptly announce (a) any material changes to information previously published in connection with the offer; and (b) any material new information which would have been required to be disclosed in any previous document or announcement published during an offer period, had it been known at the time.		

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
	Parties to an offer or potential offer and their advisers must take care not to issue statements which, while not factually inaccurate, may mislead shareholders and the market or may create uncertainty. In particular, an offeror must not make a statement to the effect that it may improve its offer without committing itself to doing so and specifying the improvement.		
General Principle 9 and Rule 9	Equality of Information Information about companies involved in an offer must be made equally available to all shareholders as nearly as possible at the same time and in the same manner. This includes briefings that companies and their advisers hold for shareholders, analysts or stockbrokers during the offer period. Pursuant to the Singapore Code Amendments and with effect from 16 July 2026, (a) the scope of this requirement has been expanded to include opinions (not just information) on companies involved in the offer, (b) briefings include not only meetings held in person but also those held by telephone or electronic means and (c) this requirement also applies to asset offerors (being a person making an offer to acquire all or materially all of the offeree company’s assets and/or business) in competition with an offeror for voting shares.	Rules 6 and 8	Equality of Information Information about companies involved in an offer must be made equally available to all shareholders as nearly as possible at the same time and in the same manner.

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	Any information, including particulars of shareholders, given to one offeror or potential offeror must, on request, be furnished equally and promptly to any other <i>bona fide</i> offeror or potential offeror, who should specify the questions to which it requires answers. Pursuant to the Singapore Code Amendments and with effect from 16 July 2026, the board of the offeree company must, on request from an offeror or potential offeror, provide the said offeror or potential offeror with all the information it has provided to another offeror or potential offeror within seven days following the request. The requesting offeror or potential offeror is no longer required to specify questions to which it requires answers. The foregoing does not apply to an offeree company running a sale process. In such a scenario, the offeree company may determine the terms and conditions on which information is shared with participants in that process, having regard to providing information in a way that facilitates a competitive bidding environment.		Any information, including particulars of shareholders, given to one offeror or potential offeror must, on request, be furnished equally and promptly to any other <i>bona fide</i> offeror or potential offeror, who should specify the questions to which it requires answers.
General Principles 3 and 4 and Rule 10	Equality of Treatment All shareholders of the same class must be treated equally by the offeror.	Rule 25	No Special Deals Except with the Executive's consent, neither the offeror nor persons acting in concert with it may make any arrangements with selected shareholders or enter into arrangements to purchase or sell securities of the offeree company, or enter into arrangements concerning acceptance of an offer, either during an offer or when one is reasonably in contemplation or for six months after the close of such offer, if there are favourable conditions attached which are not being extended to all shareholders.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
	Oppression of Minority Rights of control must be exercised in good faith and oppression of the minority is wholly unacceptable. No Special Deals Except with the SIC's consent, the offeror or persons acting in concert with it may not make any arrangements with selected shareholders and may not deal or enter into arrangements to deal or make purchases or sales of shares of the offeree company, or enter into arrangements concerning acceptance of an offer, either during an offer or when one is reasonably in contemplation, if there are favourable conditions attached which are not being extended to all shareholders.		
Rule 11	Restrictions on Dealings before and During the Offer There should be no dealing in the securities of the offeree company by any person who has confidential price-sensitive information concerning an actual or contemplated offer before the announcement of such an offer is made. This restriction does not apply to the offeror or to persons acting in concert with an offeror in respect of such dealings where the securities the subject of such dealings are excluded from the offer or where there are no-profit arrangements in place.	Rule 21	Restrictions on Dealings before and During the Offer There should be no dealing in the securities of the offeree company by any person who has confidential price-sensitive information concerning an actual or contemplated offer (or revised offer) before the announcement of such an offer (or revised offer) is made. This restriction does not apply to the offeror or to persons acting in concert with an offeror in respect of such dealings where the securities the subject of such dealings are excluded from the offer or where there are no-profit arrangements in place.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
	The offeror and its concert parties cannot sell any securities of the offeree company before the offer has become or been declared unconditional as to acceptances unless 24 hours' advance notice by public announcement of the intention to sell has been given, it has the prior consent of the SIC, and the sale is not at below the offer price. Where the offer has become or been declared unconditional, the intention to sell offeree company securities must have been disclosed in the offer document and 24 hours' advance notice by public announcement must be given before the sale. Where the consideration for an offer includes securities of the offeror or any other body corporate, neither the offeror nor its concert parties may deal in any such securities (whether through share repurchases or otherwise) during the offer period.		The offeror cannot sell any securities of the offeree company during the offer period unless 24 hours' advance notice by public announcement of the intention to sell has been given, it has the prior consent of the Executive, and the sale price is not below the offer price. Where the consideration for an offer includes securities of the offeror or any other body corporate, neither the offeror nor its concert parties may deal in any such securities (whether through share buybacks or otherwise) during the offer period.
Rule 12	Disclosure of Dealings During the Offer	Rule 22	Disclosure of Dealings During the Offer
	All dealings in relevant securities by the offeror and the offeree company (or any of their associates) for their own accounts or for the accounts of discretionary investment clients during the offer period must be publicly disclosed by 12:00 noon on the next trading day. Disclosure must include, <i>inter alia</i>, the number of securities and the trading price, and the resultant total number of securities owned or controlled. Except with the SIC's consent, all dealings in relevant securities by the offeror and the offeree company (or any of their associates) for the account of non-discretionary investment clients during the offer period must be privately disclosed by 12:00 noon on the next trading day. Disclosure must include, <i>inter alia</i>, the number of securities and the trading price.		All dealings in relevant securities by the offeror and the offeree company (or any of their associates) for their own accounts or for the accounts of discretionary investment clients during the offer period must be publicly disclosed by 12:00 noon on the next business day. Disclosure must include, <i>inter alia</i>, the number of securities and the trading price, and the resultant total number of securities owned or controlled. All dealings in relevant securities by the offeror and the offeree company (or any of their associates) for the account of nondiscretionary investment clients must be privately disclosed to the Executive.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
Rule 13	Break Fees	Rule 33	Inducement and Break Fees
	The SIC must be consulted where any break fee or similar arrangement is proposed, and such arrangement must be fully disclosed to the public. In all cases where a break fee is proposed, certain safeguards must be observed; in particular, a break fee must be minimal (normally no more than 1% of the value of the offeree company calculated by reference to the [REDACTED] price). Pursuant to the Singapore Code Amendments and with effect from 16 July 2026, the following additional requirements apply: (i) where more than one break fee is agreed to, the aggregate sum of all break fees payable must be minimal (i.e. normally no more than 1% of the value of the offeree company calculated by reference to the price of the first competing offer at the time of the offer announcement); (ii) the offeree board and its financial adviser must, in addition to confirming that the break fee is in the best interests of shareholders, explain why that is so; (iii) in a competing offer situation, a break fee is only payable if the offer becomes or is declared unconditional; and (iv) where, in competition with an offer or possible offer, the board of the offeree company announces it has agreed terms on which it intends to sell all or materially all of the company's assets and/or business, SIC will normally grant consent for the offeree company to enter into a break fee arrangement with the asset purchaser subject to same conditions as set out in (i) and (iii) above at the time of the announcement.		The Executive must be consulted where any inducement fee or break fee is proposed, and such arrangement must be fully disclosed to the public. In all cases where an inducement fee or break fee is proposed, certain safeguards must be observed; in particular, an inducement fee or a break fee must be de minimis (normally no more than 1% of the offer value) and the offeree company board and its financial adviser must confirm to the Executive in writing that each of them believes that the fee is in the best interests of shareholders.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code

Implementation agreement provisions

Pursuant to the Singapore Code Amendments and with effect from 16 July 2026, the Singapore Takeover Code requires offeree directors to carefully consider whether the commitments given to an offeror in the implementation agreement would deter other potential competing offerors from making an approach or offer:

- (a) Exclusivity arrangements which limit the ability of the offeree company board to engage with competing offerors must include a “fiduciary-out” relieving offeree directors of their obligations where necessary to discharge their fiduciary duties;
- (b) Notification obligation which requires the offeree to disclose details of any potential competing offer to the original offeror may reduce the likelihood of a potential competing offeror making an approach. In this regard, the notification of the fact of an approach would have limited anti-competitive effect as compared to the provision of detailed information relating to the competing offer; and
- (c) A matching right, which allows the offeror to match or better a competing offer, cannot be for a duration that removes any practical likelihood of a potential competing offeror putting forward a proposal to the offeree company and in this regard, a duration of a matching right exceeding 7 calendar days would normally be regarded as having an anti-competitive effect.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
	Customary provisions pertaining to representations and warranties in relation to information provided by the offeree company to the offeror, obligation that requires the offeree company to carry out procedural actions to progress an offer via a scheme of arrangement, and non-occurrence of events which do not deter competition may be included in the implementation agreement. If, after an implementation agreement is executed, the SIC identifies any provision of the implementation agreement which it considers to be in breach of the above, the SIC will require remedial action and may initiate disciplinary action.		
General Principle 5, Rule 14	Acquisition or Consolidation of Effective, Control Where effective control of a company is acquired or consolidated by a person, or persons acting in concert, a general offer to all shareholders is normally required. Mandatory Offer Except with the SIC's consent, where: (a) 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 his concert parties) carry 30% or more of the voting rights of a company; or (b) any person who, together with his concert parties, holds not less than 30% but not more than 50% of the voting rights and such person, or his concert parties, acquires in any period of 6 months additional shares carrying more than 1% of the voting rights, such person must extend offers immediately to the holders of any class of share capital of the company which carries votes and in which such person or its concert parties holds shares.	Rule 26	Acquisition or Consolidation of Control Mandatory Offer Subject to the granting of a waiver by the Executive, when: (a) any person acquires, whether by a series of transactions over a period of time or not, 30% or more of the voting rights of a company; (b) two or more persons are acting in concert, and they collectively hold less than 30% of the voting rights of a company, and any one or more of them acquires voting rights and such acquisition has the effect of increasing their collective holding of voting rights to 30% or more of the voting rights of the company; (c) any person holds not less than 30%, but not more than 50%, of the voting rights of a company and that person acquires additional voting rights and such acquisition has the effect of increasing that person's holding of voting rights of the company by more than 2% from the lowest percentage holding of that person in the 12-month period ending on and inclusive of the date of the relevant acquisition; or

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
	Except with the SIC's consent, such offers made must be conditional upon (and only upon) the offeror having received acceptances in respect of voting rights which, together with voting rights acquired or agreed to be acquired before or during the offer, will result in the offeror and its concert parties holding more than 50% of the voting rights. Minimum Offer Price in a Mandatory Offer The minimum offer price shall be not less than the highest price paid by the offeror and its concert parties for voting rights in the offeree company during the offer period and within 6 months prior to its commencement.		(d) two or more persons are acting in concert, and they collectively hold not less than 30%, but not more than 50%, of the voting rights of a company, and any one or more of them acquires additional voting rights and such acquisition has the effect of increasing their collective holding of voting rights of the company by more than 2% from the lowest collective percentage holding of such persons in the 12-month period ending on and inclusive of the date of the relevant acquisition, that person shall extend offers, on the basis set out above to the holders of each class of equity share capital of the company, whether the class carries voting rights or not, and also to the holders of any class of voting non-equity share capital in which such person, or persons acting in concert with him, hold shares. Except with the Council's consent, such offers made must be conditional upon (and only upon) the offeror having received acceptances in respect of voting rights which, together with voting rights acquired or agreed to be acquired before or during the offer, will result in the offeror and its concert parties holding more than 50% of the voting rights. Minimum Offer Price in a Mandatory Offer The minimum offer price shall be not less than the highest price paid by the offeror and its concert parties for voting rights in the offeree company during the offer period and within 6 months prior to its commencement.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
Rule 15	Voluntary Offer	Rules 24 and 30	Voluntary Offer

A voluntary offer is an offer made for the voting shares of a company when the person has not incurred an obligation to make a mandatory offer. A voluntary offer must be conditional upon the offeror receiving acceptances in respect of voting rights which, together with voting rights acquired or agreed to be acquired before or during the offer, will result in the offeror and its concert parties holding more than 50% of the voting rights.

Minimum Offer Price in Voluntary Offer

A voluntary offer is an offer made for the voting shares of a company when the person has not incurred an obligation to make a mandatory offer. A voluntary offer must be conditional upon the offeror having received acceptances in respect of shares which, together with shares acquired or agreed to be acquired before or during the offer, will result in the offer and persons acting in concert with it holding more than 50% of the voting rights of the offeree company.

Minimum Offer Price in Voluntary Offer

Save in certain specified situations, the offer must be in cash or securities or a combination thereof at not less than the highest price paid by the offeror and its concert parties for voting rights in the offeree company during the offer period and within 3 months prior to its commencement.

Minimum Offer Price in Voluntary Offer

The offer must be in cash or securities or a combination thereof at not less than the highest price paid by the offeror and its concert parties for voting rights in the offeree company during the offer period and within 3 months prior to its commencement.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
Rule 16	Partial Offer The SIC’s consent is required for any partial offer and certain safeguards must be observed. Generally: (a) the SIC will not give its consent if the partial offer would result in the offeror and its concert parties holding shares carrying not less than 30% but not more than 50% of the voting rights of the offeree company; and (b) the SIC may grant consent to a partial offer that would result in the offeror and its concert parties holding less than 30% or more than 50% of the voting rights of the offeree company, if certain conditions set out in the Singapore Takeover Code are fulfilled.	Rule 28	Partial Offer The Executive’s consent is required for any partial offer. Consent will normally be granted in the case of an offer (a) which could not result in the offeror and persons acting in concert with it holding 30% or more of the voting rights of a company; or (b) where the offeror and persons acting in concert with it hold more than 50% of the voting rights of a company and the offer is for up to such number of shares as would take the holding of voting rights to not more than 75% of the voting rights of the company, or such higher percentage as the Listing Rules may permit.
Rule 19	Appropriate Offers to Holders of Convertibles, etc. Where an offer is made for equity share capital and the offeree company has instruments convertible into, rights to subscribe for and options in respect of securities being offered for or which carry voting rights outstanding, the offeror must make an appropriate offer or proposal to the holders of such securities. Equality of treatment is required. The “see-through” price is normally used to determine the appropriate offer price.	Rule 13	Appropriate Offers to Holders of Convertibles, etc. Where an offer is made for equity share capital and the offeree company has instruments convertible into, rights to subscribe for and options in respect of securities being offered for or which carry voting rights outstanding, the offeror must make an appropriate offer or proposal to the holders of such securities. Equality of treatment is required. The “see-through” price is normally used to determine the appropriate offer price.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
Rule 21	Purchases at Above Offer Price If an offeror or any person acting in concert with it buys securities in the offeree company at above the offer price (being the then current value of the offer during the offer period), it must increase its offer to not less than the highest price paid for any securities so acquired. Within 30 minutes after the purchase of securities at above the offer price, it must be announced that a revised offer will be made in accordance with this Rule. Pursuant to the Singapore Code Amendments and with effect from 16 July 2026, the new Note 5 on Rule 21 will regulate material asset sales in competition with an offer. Where, in competition with an offer or possible offer, the offeree company announces that it has agreed terms on which it intends to sell all or materially all of the company's assets and/or businesses and intends to return to shareholders all or materially all of the company's cash balances (including the proceeds of any asset sale), a statement quantifying the cash sum expected to be paid to shareholders will be treated as a profit forecast which must be reported on in accordance with Rule 25. The purchaser or potential purchaser of all or materially all of those assets must not acquire shares in the offeree company during the offer period unless the offeree board has made a statement quantifying the amount per share expected to be paid to shareholders, and then only to the extent that the price paid does not exceed that amount (or, if a range is stated, the bottom of the range). For the purpose of this Note, the SIC would normally regard a person to be seeking to acquire materially all of the assets and/or businesses of a company if such assets and/or businesses account for or contribute more than 30% of the offeree company's sales, earnings, assets or market capitalisation.	Rule 24	Purchases at Above Offer Price If an offeror or any person acting in concert with it buys securities in the offeree company at above the offer price (being the then current value of the offer during the offer period), it must increase its offer to not less than the highest price paid for any securities so acquired. Immediately after the purchase of securities at above the offer price, it must be announced that a revised offer will be made in accordance with the Hong Kong Takeovers Code.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
Rule 22	Offer Timetable	Rules 8 and 15	Offer Timetable
	(a) The offer document should normally be posted not earlier than 14 days but not later than 21 days from the date of the offer announcement.		(a) The offer document should normally be posted within 21 days (or, in the case of a securities exchange offer, 35 days) of the date of the offer announcement.
	(b) The board of the offeree company should advise its shareholders of its views of the offer within 14 days of the posting of the offer document.		(b) The offeree company should send to its shareholders within 14 days of the posting of the offer document the offeree board circular.
	(c) An offer must initially be open for at least 28 days after the date on which the offer document is posted.		(c) Where an offer document and the offeree board circular are posted on the same day or are combined in a composite document, the offer must initially be open for acceptance for at least 21 days following the date on which the offer document is posted. Where the offeree board circular is posted after the date on which the offer document is posted, the offer must be open for acceptance for at least 28 days following the date on which the offer document is posted.
	(d) After an offer has become or is declared unconditional as to acceptances, the offer must remain open for acceptance for not less than 14 days after the date on which the offer would otherwise have been closed, except where before the offer becomes or is declared unconditional as to acceptances, the offeror has given notice in writing to shareholders of the offeree company at least 14 days before the specified closing date that the offer will not be open for acceptance beyond such date.		(d) Where a conditional offer becomes or is declared unconditional (whether as to acceptances or in all respects), it should remain open for acceptance for not less than 14 days thereafter. When an offer becomes or is declared unconditional in all respects, at least 14 days' notice in writing must be given before the offer is closed to those shareholders who have not accepted the offer.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
	(e) No offer (whether revised or not) will be capable of becoming or being declared unconditional as to acceptances after 5:30 p.m. on the 60th day after the date the offer document is initially posted nor of being kept open after the expiry of such period unless it has previously become or been declared unconditional as to acceptances. An offer may be extended beyond such 60-day period with the SIC's consent.		(e) Except with the consent of the Executive, an offer (whether revised or not) may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the day the initial offer document was posted.
Rule 23	Offer Documents	Schedule 1	Offer Documents
	The offer document should, <i>inter alia</i> , disclose the intentions of the offeror in relation to the offeree company and its employees, the offeror's and its directors' and concert parties' interests and dealings in the offeree company's securities, financial information of the offeror, the offer price and conditions of the offer, the existence of any special arrangements, historical market price of the offeree company's securities, and an unconditional confirmation by an appropriate third party that resources are available to the offeror sufficient to satisfy full acceptance of the offer.		The offer document should, <i>inter alia</i> , disclose the intent of the offeror in relation to the offeree company and its employees, the offeror's interests and dealings in the offeree company's securities, financial information of the offeror, the conditions of the offer, the existence of any special arrangements or directors' service contracts, historical market price of the offeree company's securities, and an unconditional confirmation by an appropriate third party that resources are available to the offeror sufficient to satisfy full acceptance of the offer.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
Rule 24	Offeree Board Circulars	Schedule 2	Offeree company Board Circulars
	The offeree board circular should, <i>inter alia</i>, indicate whether or not the board of directors of the offeree company recommends to shareholders the acceptance or rejection of the offer made, disclose the independent advice obtained in relation to the offer, views of the board on the offeror’s plans for the company and its employees (if relevant), the offeree company’s shareholdings in the offeror and the offeree company directors’ interests and dealings in the offeree company’s securities and offeror securities, financial information and share capital of the offeree company, details of material contracts with interested persons entered into in the previous three years by the offeree company or its subsidiaries not in the ordinary course of business, and arrangements affecting the offeree company’s directors including any compensation for loss of office or arrangements conditional upon the outcome of the offer. Pursuant to the Singapore Code Amendments and with effect from 16 July 2026, the offeree board circular should also set out the opinion of the board of directors of the offeree company on the offer (including any alternative offer), as well as the board’s reasons for forming its opinion. The board is also required to indicate whether or not it recommends to shareholders the acceptance or rejection of any alternative offer. Where there are alternative offers and more than one offer can, in the board’s opinion, be recommended to shareholders, but the appropriate action for individual shareholders to take will depend on various factors and their particular circumstances, the board may satisfy this requirement by including statements to that effect and explaining the key factors which it considers that shareholders should take into account in making their decision as to what action to take.		The offeree company board circular should, <i>inter alia</i>, indicate whether or not the board of directors of the offeree company recommends to shareholders the acceptance or rejection of the offer made, disclose the independent advice obtained in relation to the offer, views of the board on the offeror’s plans for the offeree company and its employees (if relevant), offeree company and its directors’ interests and dealings in the offeree company’s securities and offeror securities, financial information and share capital of the offeree company, summaries of material contracts entered into in the previous two years by the offeree company or its subsidiaries not in the ordinary course of business, and arrangements affecting the offeree company’s directors including any compensation for loss of office or arrangements conditional upon the outcome of the offer.

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Rule in the Singapore Takeover Code	Summary of Requirements under the Singapore Takeover Code	Equivalent rule(s) in the Hong Kong Takeovers Code	Equivalent Requirements under the Hong Kong Takeovers Code
Rule 30	Settlement of Consideration	Rule 20	Settlement of Consideration
	Where an offer (other than a partial offer) has become or been declared unconditional in all respects, the shares must be paid for by the offeror as soon as practicable, but in any event within seven business days after (i) the offer becomes or is declared unconditional in all respects, or (ii) receipt of valid acceptances where such acceptances were tendered after the offer has become or been declared unconditional in all respects.		Where an offer (other than a partial offer) has become or been declared unconditional in all respects, the shares must be paid for by the offeror as soon as possible, but in any event within seven business days following the later of (i) the date on which the offer becomes or is declared unconditional in all respects, and (ii) the date of receipt of a duly completed acceptance.

Important Notice to Shareholders and Potential [REDACTED]

Shareholders and potential [REDACTED] in the Company should be aware that any person contemplating an offer for the shares of the Company will need to comply with the requirements relating to offers under both the Singapore Takeover Code and the Hong Kong Takeovers Code. As noted above, there are certain differences between the provisions of both codes and the Company, shareholders and potential [REDACTED] in the Company would need to comply with the requirements under both codes, unless a waiver is granted by the SIC and/or the Executive (as the case may be).

In this regard, any potential offeror must not acquire any shares or voting rights in the Company which would give rise to a requirement to make a mandatory general offer under the Singapore Takeover Code and/or the Hong Kong Takeovers Code unless it is satisfied that the making or implementation of such an offer would comply with the provisions of both the Singapore Takeover Code and the Hong Kong Takeovers Code. Failure to do so would result in a breach of the Singapore Takeover Code and/or the Hong Kong Takeovers Code unless dispensation(s) under the Singapore Takeover Code and/or the Hong Kong Takeovers Code is granted by the SIC or the Executive (as the case may be), which will be granted only in exceptional circumstances. There is no assurance that the SIC and/or the Executive will grant such dispensation(s). In case of any doubt, the SIC and the Executive should be consulted at the earliest opportunity and in any event before a mandatory general offer is triggered for the Company.

APPENDIX V

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of our Company

Our Company was incorporated in Singapore under the Singapore Companies Act as a private company limited by shares on 14 October 1994 under the name EKH (Pte) Ltd. Our Company was converted into a public company and changed its name to EKH Limited on 28 February 1997, and subsequently converted back into a private company and changed its name to Eng Kong Holdings Pte. Ltd. on 24 November 2010 and to EKH Pte. Ltd. on 14 March 2024. Our Company was converted into a public company again on 22 June 2026 and changed its name to EKH Limited on 22 June 2026.

Our Company has established a place of business in Hong Kong at Room 1922, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong and was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on 20 September 2023. Mr. LI Hung and Ms. AU-YEUNG, Nelly have been appointed as the authorized representatives of our Company for the acceptance of service of process and notices in Hong Kong. The address for service of process on our Company in Hong Kong is the same as our registered place of business in Hong Kong as set out above.

As our Company was incorporated in Singapore, our operations are subject to the laws and regulations of Singapore and the Constitution of our Company. A summary of the Constitution of our Company and the relevant aspects of Singapore laws is set out in “Appendix IV – Summary of the Constitution of our Company and Singapore Company Law” to this document.

2. Changes in the share capital of our Company

On [24 June 2026] and pursuant to the Pre-[REDACTED] Share Award Scheme, our Company awarded a total of [REDACTED] Shares to certain employees, consisting of: (a) our Directors (namely, Mr. Li, Mr. Ng and Mr. Leung), whose Shares will not count towards our public float; (b) certain employees who are our connected persons at the subsidiary level, whose Shares will not count towards our public float; and (c) other employees who are not our connected persons, whose Shares will count towards our public float. All of such awarded Shares will be issued and vest upon completion of the [REDACTED], and will be subject to a lock-up of 12 months. See “[REDACTED]” for details of such lock-up.

In December 2025, we issued the Pre-[REDACTED] Convertible Notes to the Pre-[REDACTED] Investors with an aggregate principal amount of S\$15.0 million. See “History, Reorganisation and Corporate Structure” for details.

Save as disclosed above, there has been no alteration in the share capital of our Company within two years immediately preceding the date of this document.

3. Changes in the share capital of our subsidiaries

All of our subsidiaries are listed in the sections headed “History, Reorganisation and Corporate Structure” and “Appendix I – Accountants’ Report” to this document.

Save for the changes as mentioned in the section headed “History, Reorganisation and Corporate Structure” in this document, there have been no changes in the share capital or registered capital of our subsidiaries during the two years preceding the date of this document.

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4. Written Resolutions of our Shareholders passed on 8 June 2026

Our Shareholders passed written resolutions on 8 June 2026 to resolve that, amongst other things:

- (a) the conversion of the Company into a public company limited by shares and in connection therewith, the change of name of the Company to “**EKH Limited**” was approved; and
- (b) conditional upon the conversion of the Company into a public company limited by shares, the Constitution was adopted in substitution for and to the exclusion of the then existing constitution of the Company.

5. Written resolutions of our Shareholders passed on 25 June 2026

Our Shareholders passed written resolutions on 25 June 2026 to resolve that, amongst other things:

- (a) conditional on (i) the Listing Committee of the Stock Exchange granting [REDACTED] of, and permission to [REDACTED], the Shares in issue and to be issued as mentioned in this document (including those to be issued pursuant to the conversion of the Pre-[REDACTED] Convertible Notes, the Pre-[REDACTED] Share Award Scheme and the [REDACTED] (including any additional Shares which may be issued pursuant to the exercise of the [REDACTED] or the [REDACTED] Share Option Scheme)), and such [REDACTED] and permission not subsequently having been revoked prior to the commencement of dealing in the Shares on the Stock Exchange; (ii) the [REDACTED] having been agreed between the [REDACTED] (for themselves and on behalf of the [REDACTED]) and the Company; (iii) the execution and delivery of the [REDACTED] on or around the respective dates as mentioned in this document; (iv) the obligations of the [REDACTED] under the [REDACTED] becoming and remaining unconditional and not being terminated in accordance with the terms of the [REDACTED] or otherwise, in each case on or before such dates as may be specified in such agreements:
 - (i) the [REDACTED] and the [REDACTED] were approved and our Directors were authorized to allot and issue the [REDACTED] Shares pursuant to the [REDACTED] and such number of Shares as may be allotted and issued upon the exercise of the [REDACTED];
 - (ii) the [REDACTED] was approved;
 - (iii) the Board was authorised to allot and issue the Conversion Shares upon conversion of the Pre-[REDACTED] Convertible Notes at the conversion price stipulated under the terms of the relevant Pre-[REDACTED] Convertible Note;

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- (iv) the Post-[REDACTED] Share Option Scheme, the principal terms of which are set out in “– E. Post-[REDACTED] Share Option Scheme” in this appendix below, were approved and adopted and our Board or any committee established by our Board were authorized, at their sole discretion, to (aa) administer the Post-[REDACTED] Share Option Scheme; (bb) modify/amend the Post-[REDACTED] Share Option Scheme from time to time as required by the Stock Exchange; (cc) grant Post-[REDACTED] Share Options to subscribe for Shares under the Post-[REDACTED] Share Option Scheme up to the limits referred to in the Post-[REDACTED] Share Option Scheme; (dd) allot, issue and deal with any Shares that may be issued pursuant to the exercise of any of the Post-[REDACTED] Share Options which may be granted under the Post-[REDACTED] Share Option Scheme; (ee) make application at the appropriate time or times to the Stock Exchange for the [REDACTED] of, and permission to [REDACTED], any Shares or any part thereof that may hereafter from time to time be issued and allotted pursuant to the exercise of the Post-[REDACTED] Share Options granted under the Post-[REDACTED] Share Option Scheme; and (ff) take all such actions as they consider necessary, desirable or expedient to implement or give effect to the Post-[REDACTED] Share Option Scheme;
- (v) the Pre-[REDACTED] Share Award Scheme, the principal terms of which are set out in “– D. Pre-[REDACTED] Share Award Scheme” in this appendix below, were approved and adopted and our Board or any committee established by our Board were authorized, at their sole discretion, to (aa) administer the Pre-[REDACTED] Share Award Scheme; (bb) grant Pre-[REDACTED] Share Awards by allotting and issuing Shares under the Pre-[REDACTED] Share Award Scheme up to the limits referred to in the Pre-[REDACTED] Share Award Scheme; and (cc) take all such actions as they consider necessary, desirable or expedient to implement or give effect to the Pre-[REDACTED] Share Award Scheme;
- (vi) a general unconditional mandate (the “**Issuing Mandate**”) was given to the Directors to exercise all powers of our Company to allot, issue and deal with, otherwise than by way of rights issue, scrip dividend schemes or similar arrangements providing for allotment of Shares in lieu of the whole or in part of any dividend in accordance with the Constitution, or pursuant to the exercise of any Post-[REDACTED] Share Options or other arrangements regulated by Chapter 17 of the Listing Rules or any specific authority granted by the Shareholders in general meetings, Shares with an aggregate number not exceeding the sum of 20% of the aggregate number of Shares in issue immediately following completion of the [REDACTED] (but excluding any shares that may be issued upon exercise of the [REDACTED]), such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required by the Constitution or any applicable Singapore law to be held, or the passing of an ordinary resolution by our Shareholders revoking or varying the authority given to the Directors, whichever is the earliest;

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- (vii) a general unconditional mandate (the “**Repurchase Mandate**”) was given to the Directors to exercise all powers of our Company to purchase Shares with total number not exceeding 10% of the total number of Shares in issue and to be issued immediately following the completion of the [REDACTED] (but excluding any shares that may be issued upon exercise of the [REDACTED]), until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required by the Constitution or any applicable Singapore law to be held, or the passing of an ordinary resolution by our Shareholders revoking or varying the authority given to the Directors, whichever is the earliest; and
- (viii) the extension of the Issuing Mandate by the addition to the aggregate number of Shares of our Company which may be allotted and issued or agreed (conditionally or unconditionally) to be allotted or issued by our Directors pursuant to such general mandate of an amount representing the aggregate number of Shares of our Company repurchased by our Company pursuant to the Repurchase Mandate.

6. Repurchases by our Company of its own securities

This section sets out information required by the Stock Exchange to be included in this document concerning the repurchase by our Company of our own securities.

(a) *Provisions of the Listing Rules*

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own securities on the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

(i) *Shareholders’ approval*

All proposed repurchase of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders, either by way of general mandate or by specific approval.

(ii) *Source of funds*

Repurchases must be funded out of funds legally available for the purpose in accordance with the Constitution of our Company and the Listing Rules and the applicable laws of Singapore. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, under the Singapore Companies Act any repurchases by our Company may be made out of our Company’s profits, out of our Company’s share premium account, out of the [REDACTED] of a new issue of Shares made for the purpose of the repurchase or, if authorised by the Constitution and subject to the Singapore Companies Act, out of capital. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be out of profits or from sums standing to the credit of our Company’s share premium account or, if authorised by the Constitution, and subject to the Singapore Companies Act, out of capital.

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(iii) Trading Restrictions

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue and to be issued immediately following the completion of the [REDACTED]. A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase, whether on the Stock Exchange or otherwise (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring our Company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a listed company from repurchasing its securities which would result in the number of the listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that the broker appointed by it to effect a repurchase of securities discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may request.

(iv) Status of repurchased shares

All repurchased securities (whether effected on the Stock Exchange or otherwise) will be automatically delisted and the certificates for those securities must be cancelled and destroyed.

(v) Suspension of repurchase

A listed company shall not make any repurchase of securities on the Stock Exchange at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company's results for any year, half year, quarterly or any other interim period (whether or not required under the Listing Rules) and (b) the deadline for publication of an announcement of a listed company's results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement, the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

(vi) Reporting requirements

Certain information relating to repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following business day. In addition, a listed company's annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such purchase, where relevant, and the aggregate prices paid.

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(vii) Core connected persons

A listed company is prohibited from knowingly repurchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or Substantial Shareholder of our Company or any of its subsidiaries or their close associates and a core connected person is prohibited from knowingly selling his securities to our Company.

(b) Reasons for repurchases

Our Directors believe that it is in the interests of our Company and our Shareholders for our Directors to have a general authority from our Shareholders to enable our Company to repurchase Shares in the market. Repurchases of Shares will only be made when our Directors believe that such repurchases will benefit our Company and our Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of our Company and its assets and/or its earnings per Share.

(c) Funding of repurchases and impact on working capital or gearing position

In repurchasing securities, our Company may only apply funds lawfully available for such purpose in accordance with its Constitution, the Listing Rules and the applicable laws of Singapore.

There could be a material adverse impact on the working capital or gearing position of our Company (as compared with the position disclosed in this document) in the event that the Repurchase Mandate were to be carried out in full at any time during the share repurchase period.

However, our Directors do not propose to exercise the general mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or the gearing levels which in the opinion of our Directors are from time to time appropriate for our Company.

(d) General

The exercise in full of the Repurchase Mandate, on the basis of [REDACTED] Shares in issue immediately following the completion of the [REDACTED], could accordingly result in up to approximately [REDACTED] Shares being repurchased by our Company during the period prior to the earliest occurrence of any of the following:

- (i) the conclusion of our next annual general meeting; or
- (ii) the end of the period within which we are required by any applicable law or the Constitution to hold our next annual general meeting; or

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- (iii) when varied or revoked by an ordinary resolution of our Shareholders in general meeting.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares to our Company.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Singapore and the Constitution.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company is increased, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances.

No connected person of our Company has notified our Company that he or she has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of material contracts

The following contracts (not being contracts in the ordinary course of business) have been entered into by members of our Group within the two years preceding the date of this document and are or may be material:

- (a) the Deed of Indemnity;
- (b) the Pre-[REDACTED] Convertible Note Agreements; and
- (c) the [REDACTED].

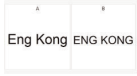
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2. Intellectual property rights of our Group

(a) Trademarks

As of the Latest Practicable Date, we have registered the following trademarks which are material to our business:

No.	Trademark	Place of Registration	Class	Name of Registered Proprietor	Registration Number	Date of Registration	Expiry Date
1.		China	37	Our Company	74328208	7 December 2024	6 December 2034
2.		China	37	Our Company	72248034	28 November 2024	27 November 2034
3.		China	39	Our Company	72259447	21 March 2025	20 March 2035
4.		China	09	Our Company	72248608	14 February 2024	13 February 2034
5.	永康	China	37	Our Company	72243732	14 February 2024	13 February 2034
6.	永康	China	39	Our Company	79030149	21 December 2025	20 December 2035
7.	Eng Kong	China	09	Our Company	72236792	28 December 2023	27 December 2033
8.	Eng Kong	China	37	Our Company	72242003	14 February 2024	13 February 2034
9.	Eng Kong	China	39	Our Company	72245447	07 January 2024	06 January 2034
10.	Eng Kong	Thailand	09, 37, 39	Our Company	251103827	19 June 2023	18 June 2033
11.	永康	Thailand	09, 37, 39	Our Company	251103777	19 June 2023	18 June 2033
12.		Thailand	09, 37, 39	Our Company	251103758	19 June 2023	18 June 2033
13.		Hong Kong	9, 16, 37, 39	Our Company	306264568	08 June 2023	07 June 2033
14.	永康	Hong Kong	9, 16, 37, 39	Our Company	306264559	08 June 2023	07 June 2033
15.		Hong Kong	9, 16, 37, 39	Our Company	306264577	08 June 2023	07 June 2033
16.		Singapore	09, 37, 39	Our Company	40202312752V	09 June 2023	09 June 2033
17.	Eng Kong ENG KONG	Singapore	09, 37, 39	Our Company	40202312750U	09 June 2023	09 June 2033
18.	永康	Singapore	09, 37, 39	Our Company	40202312751X	09 June 2023	09 June 2033
19.	Eng Kong ENG KONG	Malaysia	09, 37, 39	Our Company	TM2023016500	12 June 2023	12 June 2033

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No.	Trademark	Place of Registration	Class	Name of Registered Proprietor	Registration Number	Date of Registration	Expiry Date
20.		Malaysia	09, 37, 39	Our Company	TM2023016504	12 June 2023	12 June 2033
21.		Vietnam	09, 37, 39	Our Company	535164	24 March 2025	15 June 2033
22.	Eng Kong	Vietnam	09, 37, 39	Our Company	4-2023-25337	1 August 2025	15 June 2033

As of the Latest Practicable Date, applications have been made for the registration of the following trademarks which are material to our business:

No.	Trademark	Place of Application	Class	Name of Applying Proprietor	Application Number	Date of Application
1.		Malaysia	09, 37, 39	Our Company	TM2023016503	12 June 2023

As of the Latest Practicable Date, we have obtained the license to use the following trademarks which is material to our business:

No.	Trademark	Place of Registration	Class	Name of Registered Proprietor	Registration Number	Date of Registration	Expiry Date
1.		PRC	39	Tianjin Keyun Cargo	11513719	14 March 2014	13 March 2034

(b) Domain names

As of the Latest Practicable Date, we registered the following domain name which is material to our business:

No.	Domain name	Place of Registration	Name of Registered Proprietor	Date of Registration	Expiry Date
1.	engkong.com	Singapore	Our Company	7 July 1997	6 July 2029

As of the Latest Practicable Date, we have obtained the license to use the following domain name which is material to our business:

No.	Domain name	Place of Registration	Name of Registered Proprietor	Date of Registration	Expiry Date
1.	keyun.com.cn	PRC	Tianjin Keyun Cargo	20 August 1999	20 August 2026

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C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Particulars of Directors’ service contracts and letters of appointment

Our executive Directors’ service contracts have a term of three years commencing from the [REDACTED] (subject to termination in certain circumstances as stipulated in the relevant service agreement). In certain other circumstances, the service contract can also be terminated by us, including but not limited to certain breaches of our Directors’ obligations under the contract or certain misconducts. The appointments of our executive Directors are also subject to the provisions of retirement and rotation of Directors under the Constitution. The salary of each executive Director after each financial year is subject to adjustment as determined by our Company’s remuneration committee and approved by a majority of the members of the Board (excluding our Director whose salary is under review).

The annual remuneration payable to our executive Director by our Group (excluding any discretionary bonus) is as follows:

Executive Director	Remuneration <i>(per annum)</i>
Mr. LI Hung	HK\$3.3 million
Mr. NG Kam Ming	HK\$3.3 million
Mr. LEUNG Wai Kuen Godfrey (acting as the alternate Director to Mr. Ng)	HK\$125,000

Each of our non-executive Directors and independent non-executive Directors has entered into a letter of appointment with our Company for a period of three years commencing from the [REDACTED] (subject to termination in certain circumstances as stipulated in the relevant letter). The appointments of the non-executive Directors and independent non-executive Directors are also subject to the provisions of retirement and rotation of Directors under the Constitution.

The annual remuneration payable to each of our non-executive Directors and independent non-executive Directors under the relevant letters of appointment is as follows:

Non-executive Director	Remuneration <i>(per annum)</i>
Mr. MARTI Jean-Christophe, Michel	HK\$250,000
Ms. CHUA Li Qin, Alicia	HK\$250,000
Independent non-executive Director	Remuneration <i>(per annum)</i>
Ms. LAM Shiao Ning	HK\$250,000
Mr. FONG Heng Boo	HK\$250,000
Mr. YANG Victor	HK\$250,000

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Save for the above director's fee, none of our independent non-executive Directors is expected to receive any other remuneration for holding their office as an independent non-executive Director.

Save as disclosed above, none of our Directors has or is proposed to have a service contract with any member of our Group, other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

2. Directors' remuneration

- (i) For the years ended 31 December 2023, 2024 and 2025, the aggregate amount of emoluments, salaries, allowances, discretionary bonus, defined contribution retirement plans and other benefits in kind (if applicable) paid by us to our Directors (in their role as senior management and employee before their appointment as Directors) were approximately S\$4.2 million, S\$2.9 million and S\$2.9 million, respectively.
- (ii) Under the arrangements currently in force, the aggregate emoluments (including estimated performance-related bonus and share-based payment under any MIP) payable by our Group to and benefits in kind receivable by our Directors for the year ended 31 December 2026 are expected to be approximately S\$2.6 million.
- (iii) For the years ended 31 December 2023, 2024 and 2025, none of our Directors at the time or any past directors of any member of our Group has been paid any sum of money (i) as an inducement to join or upon joining our Group; or (ii) for loss of office as a director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group.
- (iv) There has been no arrangement under which a Director at the time has waived or agreed to waive any emoluments for the three years ended 31 December 2023, 2024 and 2025.

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3. Interests and short position of our Directors and the chief executive in the shares, underlying shares or debentures of our Company and the associated corporations

Immediately following the completion of the [REDACTED] (without taking into account any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] and the Post-[REDACTED] Share Options), the interests and/or short positions (as applicable) of our Directors and the chief executive of our Company in our Shares or underlying Shares or debentures of our Company and any interests and/or short positions (as applicable) in the shares or underlying shares or debentures of any of our Company's associated corporations (within the meaning of Part XV of the SFO) (i) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions (as applicable) which they are taken or deemed to have under such provisions of the SFO), (ii) which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (iii) which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules, in each case once our Shares are [REDACTED], will be as follows:

(i) Long position in our Shares

Name of Director	Nature of Interest/ Capacity	Class and number of Shares held (Note 1)	Approximate percentage of shareholding (%)
Mr. Li	Beneficial owner, interests held jointly with another person	[REDACTED]	[REDACTED]
Mr. Ng	Beneficial owner, interests held jointly with another person	[REDACTED]	[REDACTED]
Mr. Leung	Beneficial owner, interests held jointly with another person	[REDACTED]	[REDACTED]

Notes:

- The letter "L" denotes the person's long position in the Shares.

(ii) Long position in the shares of our associated corporation

Name of Director	Name of associated corporation	Nature of interest	Class and number of securities held	Percentage of interests in the associated corporation (%)
Mr. Li	NEKCG	Beneficial owner	19,109,237	7.3
Mr. Ng	NEKCG	Beneficial owner	16,766,611	6.4
Mr. Leung	NEKCG	Beneficial owner	3,498,212	1.3

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4. Substantial shareholders

Save as disclosed in “Substantial Shareholders – (a) Interest in our Company” and “Substantial Shareholders – (b) Interest in our subsidiaries”, so far as our Directors are aware, immediately following the completion of the [REDACTED] (without taking into account any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] and the Post-[REDACTED] Share Options), no person will have an interest or short position in the Shares or the underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or are, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group.

5. Disclaimers

- (a) save as disclosed in the paragraph headed “C. Further Information about Our Directors and Substantial Shareholders – 3. Interests and short position of our Directors and the chief executive in the shares or debentures of our Company and the associated corporations” in this section, none of our Directors or chief executive of our Company has any interests and short positions in the Shares, underlying shares and debentures of our Company or any associated corporation (within the meaning of [REDACTED] of the [REDACTED]) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have taken under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to our Company and the Stock Exchange, in each case once the Shares are [REDACTED] on the Stock Exchange;
- (b) so far as is known to any of our Directors or chief executive of our Company, no person has an interest or short position in the Shares and underlying shares of our Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or is directly or indirectly interested in 10% or more of the number of shares carrying rights to vote in all circumstances at general meetings of any other member of our Group;
- (c) none of our Directors nor any of the persons listed in the sub-section headed “Qualifications and consents of experts” below is interested, directly or indirectly, in the promotion of, or in any assets which have been, within the two years immediately preceding the issue of this document, acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (d) none of our Directors or the persons listed in the sub-section headed “Qualifications and consents of experts” below is materially interested in any contract or arrangement with our Group subsisting at the date of this document which is unusual in its nature or conditions or which is significant in relation to the business of our Group;

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- (e) none of the persons listed in the sub-section headed “Qualifications and consents of experts” below has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group;
- (f) save as disclosed in the paragraph headed “C. Further Information about Our Directors and Substantial Shareholders – 1. Particulars of Directors’ service contracts and letters of appointment” in this section, none of our Directors has entered or has proposed to enter into any service agreements with our Company or any member of our Group (other than contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation); and
- (g) so far as is known to our Directors, none of our Directors or their associates or any shareholder of our Company (which to the knowledge of our Directors owns 5% or more of the issued share capital of our Company) has any interest in any of the five largest customers of our Group.

D. PRE-[REDACTED] SHARE AWARD SCHEME

The following is a summary of the principal terms of the Pre-[REDACTED] Share Award Scheme conditionally approved and adopted by written resolutions of our Shareholders on 25 June 2026.

(a) Purpose

The purpose of the Pre-[REDACTED] Share Award Scheme is to reflect, at the level of our Company, the substance of the MIP previously adopted by NEKCG (being our direct holding company), and ultimately to recognise past contributions made by certain Directors and employees (having already achieved performance targets previously set for them), to encourage and retain such Directors and employees to continue to work with our Company, and to align the interests of such Directors and employees directly to our Shareholders through ownership of Shares.

(b) Term

Subject to all the below conditions having been satisfied, the Pre-[REDACTED] Share Award Scheme shall remain in effect for three years and shall automatically terminate when all Shares that may be awarded under the Scheme have been fully issued by our Company and vested with the relevant Directors and employees.

The Pre-[REDACTED] Share Award Scheme will take effect when all the conditions set out below have been satisfied:

- (i) approval of Shareholders is obtained to adopt the Pre-[REDACTED] Share Award Scheme and to authorise the Board to grant awards under the Pre-[REDACTED] Share Award Scheme and to allot, issue and deal with Shares pursuant to the grant of any awards in accordance with the terms and conditions of the Pre-[REDACTED] Share Award Scheme; and

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- (ii) the Listing Committee of the Stock Exchange grants approval for the [REDACTED] of and permission to deal in such number of Shares to be allotted and issued by our Company pursuant to the grant of any awards in accordance with the terms and conditions of the Pre-[REDACTED] Share Award Scheme.

(c) Implementation

On 25 June 2026 and pursuant to the Pre-[REDACTED] Share Award Scheme, we awarded an aggregate of [REDACTED] Shares, (representing approximately [REDACTED] of our total issued Shares immediately following completion of the [REDACTED]), for nil consideration, to certain employees of our Group (each, a “**Grantee**”), consisting of: (1) our Directors; (2) employees who are our connected persons at the subsidiary level; and (3) other employees who are not our connected persons. All such awarded Shares will be issued to the Grantees and immediately vest upon completion of the [REDACTED], and save as disclosed below, no further Shares will be awarded under the Pre-[REDACTED] Share Award Scheme. Therefore, the awarded Shares and the Pre-[REDACTED] Share Award Scheme will not have any dilutive impact on our Shareholders (including [REDACTED] under the [REDACTED]) after the [REDACTED].

A summary of the Grantees is set out below:

Name of Grantee	Position held within our Group	Residential address	Number of awarded Shares	Shareholding percentage in our Company immediately following the completion of the [REDACTED] (without taking into account any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED] and the [REDACTED] Share Options) (%)
Directors				
Mr. Li	Co-Chairman and executive Director	67D Namly Drive, Singapore 267477	[REDACTED]	[REDACTED]
Mr. Ng	Co-Chairman and executive Director	98B, Coronation Road West, Singapore 269319	[REDACTED]	[REDACTED]
Mr. Leung	Alternate director to Mr. Ng	Flat C, 27/F, Block 15, Laguna Verde Costa Del Sol, Hung Hom, Kowloon, Hong Kong	[REDACTED]	[REDACTED]
		Sub-total	[REDACTED]	[REDACTED]
Connected persons at the subsidiary level (seven persons)	Employees	-	[REDACTED]	[REDACTED]
Other employees (who are not connected persons) (23 persons)	Employees	-	[REDACTED]	[REDACTED]
		Total	[REDACTED]	[REDACTED]

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Save for the above: (1) no Shares have been awarded to any Director, chief executive or substantial Shareholder of our Company; (2) no individual has been awarded Shares representing over 1% of our total issued Shares immediately after completion of the [REDACTED]; and (3) given that all Grantees are employees of our Group, no Shares have been awarded to any related entity participant or service provider.

E. POST-[REDACTED] SHARE OPTION SCHEME

A summary of the principal terms of the Post-[REDACTED] Share Option Scheme conditionally approved and adopted in compliance with Chapter 17 of the Listing Rules by written resolutions of our Shareholders on 25 June 2026 is as follows. The following summary does not form, nor is intended to be, part of the Post-[REDACTED] Share Option Scheme nor should it be taken as affective the interpretation of the rules of the Post-[REDACTED] Share Option Scheme.

(a) Purpose

The purpose of the Post-[REDACTED] Share Option Scheme is to incentivize and reward the Eligible Persons (as defined below) for their contribution to our Group and to align their interests with that of our Company so as to encourage them to work towards enhancing the value of our Company.

(b) Who may participate

The Board (including any committee or delegate of the Board appointed by the Board to perform any of its functions pursuant to the rules of the Post-[REDACTED] Share Option Scheme) may, at its absolute discretion, offer to grant an option to subscribe for such number of Shares as the Board may determine to Eligible Persons. An “Eligible Person” means:

- (i) any director and employee of any member of our Group;
- (ii) any director or employee of any of the holding companies, fellow subsidiaries or associated companies of our Company; and
- (iii) any person (including an entity) that provides services to us on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of our long term growth (the “**Service Provider(s)**”).

The basis of eligibility of any of the participants shall be determined by the Board from time to time. In assessing the eligibility of any participant, the Board will consider all relevant factors as appropriate, including, among others, (i) work performance; (ii) years of service; and (iii) potential or actual contribution to the business of our Group (if the participant is an employee or a director of any member of our Group), the actual degree of involvement in and/or cooperation with us and length of business relationship with the participant (if the participant is a Service Provider). The basis of eligibility of any of the Service Provider participants to the grant of any options shall be determined by us from time to time on the basis of their contribution to our development and growth, the degree of involvement in and/or cooperation with our Group and length of our business relationship with the Service Provider, and the actual or potential support, advice, efforts and contributions the Service Provider participant has exerted and given towards our success.

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For the avoidance of doubt, the grant of any options by our Company for the subscription of Shares or other securities of our Group to any person who falls within any of these classes of participants shall not, by itself, unless our Directors otherwise so determine, be construed as a grant of option under the Post-[REDACTED] Share Option Scheme.

(c) Scheme Mandate Limit and the Service Provider Sublimit

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Post-[REDACTED] Share Option Scheme and any other share option schemes (the “**Other Schemes**”) of our Company must not in aggregate exceed 10% of the total number of Shares in issue as at the [REDACTED] (the “**Scheme Mandate Limit**”). On the basis of [REDACTED] Shares in issue immediately following the completion of the [REDACTED] and assuming the [REDACTED] is not exercised, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Post-[REDACTED] Share Option Scheme is [REDACTED] Shares. Options lapsed in accordance with the terms of the Post-[REDACTED] Share Option Scheme and any Other Scheme of our Company will not be counted for the purpose of calculating the Scheme Mandate Limit.

Subject to above, within the Scheme Mandate Limit, the total number of Shares which may be issued upon exercise of all options to be granted to Service Providers shall not exceed [REDACTED] Shares, representing 1% of the total number of Shares in issue on the [REDACTED] (the “**Service Provider Sublimit**”).

The Service Provider Sublimit was determined with reference to the potential dilution effect arising from grants to Service Providers, the actual or expected improvement of our financial performance is attributable to Service Providers and the time for using the Service Provider in the activities of our Group. Considering the fact that the individual limit under Rule 17.03D(1) of the Listing Rules is also 1%, there is no other share schemes involving grant of new options over our Shares, our hiring practice and organizational structures and that Service Providers have contributed or is expected to contribute to our long-term growth of our Company’s business, the Board is of the view that the Service Provider Sublimit is appropriate and reasonable.

The Board may, with the approval of the Shareholders in general meeting refresh, the Scheme Mandate Limit and the Service Provider Sublimit once every three years provided that the total number of Shares which may be issued upon the exercise of all options to be granted under the Post-[REDACTED] Share Option Scheme and any Other Schemes of our Company as refreshed must not exceed 10% of the Shares in issue as at the date of on which the Shareholders approve the refreshment of the Scheme Mandate Limit and the Service Provider Sublimit. Options previously granted under the Post-[REDACTED] Share Option Scheme and any Other Schemes of our Company (including those outstanding, cancelled, lapsed in accordance with the terms of the relevant scheme, or exercised options) will not be counted for the purpose of calculating the Scheme Mandate Limit and the Service Provider Sublimit as “refreshed.” Refreshments of Scheme Mandate Limit (and the Service Provider Sublimit) to be made within a three-year period must be approved by the Shareholders (other than our Controlling Shareholders and their associates, or if there is no Controlling Shareholder, other than the Directors (excluding independent non-executive Directors), and the chief executive of our Company and their respective associates) pursuant to Listing Rule 17.03C(1). The Board may, with the approval of the Shareholders in general meeting, grant options to any Eligible Person specifically identified by them which would cause the Scheme Mandate Limit and/or the Service Provider Sublimit to be exceeded. Our Company shall send to the Shareholders a circular containing the information required under the Listing Rules for the purpose of seeking the approval of the Shareholders.

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At any time, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and not yet exercised under the Post-[REDACTED] Share Option Scheme and any Other Schemes of our Company to the Eligible Persons must not exceed 30% of the total number of Shares in issue from time to time.

The maximum number of Shares in respect of which options may be granted shall be adjusted, in such manner as the auditors of our Company or independent financial adviser appointed by the Board shall certify in writing to the Board to be fair and reasonable, in the event of any alteration in the capital structure of our Company whether by way of capitalization of profits or reserves, rights issue, consolidation or subdivision of shares, or reduction of the share capital of our Company provided that no such adjustment shall be made in the event of an issue of Shares as consideration in respect of a transaction.

Our Company may grant options under the Post-[REDACTED] Share Option Scheme and any Other Schemes of our Company beyond any of the limits as set out above to such extent as may be permitted under the Listing Rules from time to time.

(d) Maximum entitlement of each individual

No options shall be granted to any Eligible Person under the Post-[REDACTED] Share Option Scheme and any Other Schemes of our Company which, if exercised, would result in such Eligible Person becoming entitled to subscribe for such number of Shares as, when aggregated with the total number of Shares already issued or to be issued to him under all options granted to him (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of offer of such options, exceeds 1% of the Shares in issue at such date or such higher limit as the Stock Exchange may allow pursuant to a waiver granted at the Stock Exchange's discretion.

Any further grant of options to an Eligible Person in excess of this 1% limit or such higher limit as the Stock Exchange may allow pursuant to a waiver granted at the Stock Exchange's discretion shall be subject to the approval of the Shareholders in general meeting with such Eligible Person and his close associates (or if such Eligible Person is a connected person of our Company, his associates) abstaining from voting. Our Company must send a circular to the Shareholders disclosing the identity of the Eligible Person in question, the number and terms of the options to be granted (and options previously granted to such Eligible Person in the 12-month period) and such other information required under the Listing Rules.

The number and terms (including the exercise price) of the options to be granted to such Eligible Person must be fixed before the Shareholders' approval and the date of the Board meeting approving such further grant shall be taken as the date of grant for the purpose of determining the exercise price of the options.

(e) Grant of options to connected persons

Each grant of options to a Director (including an independent non-executive Director) of any member of our Group, chief executive or Substantial Shareholder of our Company, or any of their respective associates, under the Post-[REDACTED] Share Option Scheme must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the proposed grantee of the options).

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Where any grant of options to a Substantial Shareholder or an independent non-executive Director of our Company, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted under the Post-[REDACTED] Share Option Scheme (including options exercised, canceled and outstanding) to such person in the 12 month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% of the Shares in issue; and
- (ii) having an aggregate value, based on the closing price of the securities at the date of each grant, in excess of HK\$5 million,

such further grant of options by the Board must be approved by the Shareholders in general meeting (the vote on such approval to be taken on a poll). Any Shareholder who is a connected person of our Company must abstain from voting on the resolution to approve such further grant of options, except that such a connected person may vote against such resolution subject to the requirements of the Listing Rules. Our Company shall send to the Shareholders a circular containing the information required under the Listing Rules for the purpose of seeking the approval of the Shareholders.

(f) Acceptance of an offer of options

An offer of options shall be open for acceptance for such period (not exceeding 30 days inclusive of, and from, the date of offer) as the Board may determine and notify to the Eligible Person concerned provided that no such offer shall be open for acceptance after the expiry of the duration of the Post-[REDACTED] Share Option Scheme. An offer of options not accepted within this period shall lapse. An amount of HK\$1.00 is payable upon acceptance of the grant of an option and such payment shall not be refundable and shall not be deemed to be a part payment of the exercise price.

(g) Option price

Subject to any adjustment made as described in sub-paragraph (u) below, the exercise price shall be such price as determined by the Board and notified to an option-holder and which shall not be less than the higher of:

- (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date on which the offer to grant such options is approved by the Board (or where that is not a trading day, the last trading day prior to such date);
- (ii) the average of the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date on which the offer to grant such options is approved by the Board; and
- (iii) the nominal value of the Shares.

(h) Duration of Post-[REDACTED] Share Option Scheme

The Post-[REDACTED] Share Option Scheme shall be valid and effective for a period of ten years commencing on the [REDACTED], after which period no further options will be granted but the provisions of the Post-[REDACTED] Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto which are at that time or become thereafter capable of exercise under the Post-[REDACTED] Share Option Scheme, or otherwise to the extent as may be required in accordance with the provisions of the Post-[REDACTED] Share Option Scheme.

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(i) Time of vesting and exercise of options

Any option shall be vested on an option-holder immediately upon his acceptance of the offer of options provided that if any vesting schedule and/or conditions are specified in the offer of the option, such option shall only be vested on an option-holder according to such vesting schedule and/or upon the fulfilment of the vesting conditions (as the case may be). Any vested option which has not lapsed and which conditions have been satisfied or waived by the Board in its sole discretion may, unless the Board determines otherwise in its absolute discretion, be exercised at any time from the next business day after the offer of options has been accepted. Any option which remain unexercised shall lapse upon the expiry of the option period, which period shall be determined by the Board and shall not exceed ten years from the offer date of the option or such longer period as the Stock Exchange may allow pursuant to a waiver granted at the Stock Exchange’s discretion (the “**Option Period**”).

An option shall be subject to such terms and conditions (if any) as may be determined by the Board and specified in the offer of the option, including any vesting schedule and/or conditions, any minimum period for which any option must be held before it can be exercised and/or any performance target which need to be achieved by an option-holder before the option can be exercised. Such terms and conditions determined by the Board must not be contrary to the purpose of the Post-[REDACTED] Share Option Scheme and must be consistent with such guidelines (if any) as may be approved from time to time by the Shareholders.

No option may be exercised in circumstances where such exercise would, in the opinion of the Board, be in breach of a statutory or regulatory requirement.

(j) Restriction on the time of grant of options

A grant of options may not be made after inside information has come to our knowledge until such inside information has been announced as required under the Listing Rules. In particular, no option may be granted during the period commencing one month immediately preceding the earlier of:

- (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company’s results for any year, half-year, quarterly or other interim period (whether or not required under the Listing Rules); and
- (ii) the deadline for our Company to publish an announcement of the results for any year, or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement. The period during which no option may be granted will cover any period of delay in the publication of a results announcement.

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(k) Ranking of the Shares

No dividends (including distributions made upon the liquidation of our Company) will be payable and no voting rights will be exercisable in relation to an option that has not been exercised. Shares allotted and issued on the exercise of an option will rank equally in all respects with the Shares in issue on the date of allotment. They will not rank for any rights attaching to Shares by reference to a record date preceding the date of allotment.

(l) Restrictions on transfer

Except for the transmission of an option on the death of an option-holder to his personal representatives, neither the option nor any rights in respect of it may be transferred, assigned or otherwise disposed of by any option-holder to any other person or entity. If an option-holder transfers, assigns or disposes of any such option or rights, whether voluntarily or involuntarily, then the relevant option will immediately lapse.

(m) Rights on voluntary resignation

If an option-holder ceases to be an Eligible Person by reason of his voluntary resignation (other than in circumstances where he is constructively dismissed), any outstanding offer of options shall continue to be open for acceptance for such period as determined by the Board at its absolute discretion and notified to such Eligible Person, and all options (to the extent vested but not already exercised) will continue to be exercisable for such period as the Board may determine at its absolute discretion and notify to such Eligible Person on the date of cessation of employment of such Eligible Person.

(n) Rights on termination of employment

If an option-holder ceases to be an Eligible Person by reason of (i) his employer terminating his contract of employment in accordance with its terms or any right conferred on his employer by law, or (ii) his contract of employment, being a contract for a fixed term, expiring and not being renewed, or (iii) his employer terminating his contract for serious or gross misconduct, then any outstanding offer of an option and all options, vested or unvested, will lapse on the date the option-holder ceases to be an Eligible Person.

(o) Rights on death, disability, retirement and transfer

If an option-holder ceases to be an Eligible Person by reason of:

- (i) his death; or
- (ii) his serious illness or injury which in the opinion of the Board renders the option-holder concerned unfit to perform the duties of his employment and which in the normal course would render the option-holder unfit to continue performing the duties under his contract of employment for the following 12 months provided such illness or injury is not self-inflicted; or

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- (iii) his retirement in accordance with the terms of an option-holder's contract of employment; or
- (iv) his early retirement by agreement with the option-holder's employer; or
- (v) his employer terminating his contract of employment by reason of redundancy; or
- (vi) his employer ceasing to be a member of our Group or under the control of our Company; or
- (vii) a transfer of the business, or the part of the business, in which the option-holder works to a person who is neither under the control of our Company nor a member of our Group or associated companies of our Company; or
- (viii) if the Board determines in its absolute discretion that circumstances exist which mean that it is appropriate and consistent with the purpose of the Post-[REDACTED] Share Option Scheme to treat an option-holder whose options would otherwise lapse so that such options do not lapse but continue to subsist in accordance with (and subject to) the provisions of the Post-[REDACTED] Share Option Scheme,

then, any outstanding offer of an option which has not been accepted and any unvested option will lapse and the option-holder or his personal representatives (if appropriate) may exercise all his options (to the extent vested but not already exercised) within a period of three months of the date of cessation of employment. Any option not exercised prior to the expiry of this period shall lapse.

If the Board determines that an option-holder who ceases to be an Eligible Person in circumstances such that his options continue to subsist in accordance with (viii) above:

- (a) is guilty of any misconduct which would have justified the termination of his contract of employment for cause but which does not become known to our Company until after he has ceased employment with any member of our Group; or
- (b) is in breach of any material term of contract of employment (or other contract or agreement related to his contract of employment), without limitation, any confidentiality agreement or agreement containing non-competition or non-solicitation restrictions between him and any member of our Group; or
- (c) has disclosed trade secrets or confidential information of any member of our Group; or
- (d) has entered into competition with any member of our Group or breached any non-solicitation provisions in his contract of employment,

then it may, in its absolute discretion, determine that any unexercised options, vested or not vested, held by the option-holder shall immediately lapse upon the Board resolving to make such determination (whether or not the option-holder has been notified of the determination).

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(p) Rights on cessation to be a director

In the event that any director ceases to be a director of any member of our Group, our Company shall, as soon as practicable thereafter, give notice to the relevant option-holder who as a result ceases to be an Eligible Person. Any outstanding offer of an option which has not been accepted and any unvested option will lapse on the date the option-holder ceases to be an Eligible Person. The option-holder (or his personal representative) may exercise all his options (to the extent vested but not already exercised) within a period of three months of the date of the notification by the Board. Any option not exercised prior to the expiry of this period shall lapse.

(q) Rights on a general offer

If as a result of any general offer made to the holders of Shares, the Board becomes aware that the right to cast more than 50% of the votes which may ordinarily be cast on a poll at a general meeting of our Company has or will become vested in the offeror, any company controlled by the offeror and any person associated with or acting in concert with the offeror (a “**Change of Control**”), the Board will notify every option-holder of this within 14 days of becoming so aware or as soon as practicable after any legal or regulatory restriction on such disclosure no longer applies. Each option-holder will be entitled to exercise his options (to the extent vested but not already exercised) during the period of one month starting on the date of the Board’s notification to the option-holders. All options, vested or unvested, not exercised before the end of such period will lapse.

(r) Rights on company reconstructions

In the event of a compromise or arrangement, our Company shall give notice to all option-holders on the same date as it gives notice of the meeting to the Shareholders or creditors to consider such a compromise or arrangement and each option-holder (or his personal representative) may at any time thereafter, but before such time as shall be notified by our Company, exercise all or any of his options (to the extent vested but not already exercised), and subject to our Company receiving the exercise notice and the exercise price, our Company shall as soon as possible and in any event no later than the business day immediately prior to the date of the proposed general meeting, allot, issue and register under the name of the option-holder such number of fully paid Shares which fall to be issued on exercise of such options. Any options, vested or not unvested, not so exercised will lapse.

(s) Rights on winding up

In the event a notice is given by our Company to the Shareholders to convene a general meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind up our Company, our Company shall on the same date as or soon after we dispatch such notice to the Shareholders give notice thereof to all option-holders and each option-holder (or his personal representative) shall be entitled to exercise all or any of his options (to the extent vested but not already exercised) at any time no later than seven days prior to the proposed general meeting of our Company, and subject to our Company receiving the exercise notice and the exercise price, our Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting, allot, issue and register under the name of the option-holder such number of fully paid Shares which fall to be issued on exercise of such options. Any options, vested or not unvested, not so exercised will lapse.

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(t) Lapse of option

An option will lapse on the earlier of:

- (i) the expiry of the option period as determined by the Board;
- (ii) the date on which an option-holder is in breach of sub-paragraph (l); or
- (iii) the expiry of the time provided for in the applicable rule where any of the circumstances provided in sub-paragraphs (m) to (s) above apply.

(u) Effect of alteration to share capital

In the event of any alteration in the capital structure of the Company whilst any option remains exercisable, whether by way of capitalization of profits or reserves, further rights issues of Shares, consolidation or subdivision of shares, or reduction of the share capital of our Company in accordance with applicable laws and regulatory requirements (other than an issue of any share capital as consideration in respect of a transaction), such corresponding adjustments (if any) shall be made to the number of Shares, the subject matter of the option (insofar as it is unexercised) and/or the price at which the options are exercisable, as the auditors of our Company or an independent financial adviser appointed by the Board shall certify in writing to the Board to be in their opinion fair and reasonable. Notice of any adjustments shall be given by our Company to an option-holder.

Any such adjustments shall be made on the basis that an option-holder shall have the same proportion of the issued share capital of our Company as that to which he was entitled before such adjustment. No such adjustment shall be made the effect of which would be to enable any Share to be issued at less than its nominal value, or to increase the proportion of the issued share capital of our Company for which any option-holder would have been entitled to subscribe had he exercised all the options held by him immediately prior to such adjustments.

The auditors of our Company or the independent financial adviser selected by the Board (as appropriate) must confirm to the Board in writing that the adjustment satisfies the requirements of the Note to paragraph 17.03(13) of the Listing Rules and such applicable guidance and/or interpretation of the Listing Rules from time to time issued by the Stock Exchange (including, without limitation, the "Supplemental Guidance on Main Board Listing Rule 17.03(13) and the Notice immediately after the Rule" attached to the letter of the Stock Exchange dated September 5, 2005 to all issuers relating to share option schemes), except where such adjustment is made on a capitalization issue.

The capacity of the auditors or independent financial advisers is that of experts and not of arbitrators and their certification shall be final and binding on our Company and the option-holders in the absence of fraud or manifest error. The costs of the auditors or independent financial advisers shall be borne by our Company.

(v) Cancellation of option

Unless the option-holder agrees, the Board may only cancel an option (which has been granted but not yet exercised) if, at the election of the Board, either:

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- (i) our Company pays to the option-holder an amount equal to the fair market value of the option at the date of cancellation as determined by the Board at its absolute discretion, after consultation with the auditors of our Company or an independent financial adviser appointed by the Board; or
- (ii) the Board offers to grant to the option-holder replacement options (or options under any other share option scheme of any member of our Group) or makes such arrangements as the option-holder may agree to compensate him for the loss of the option; or
- (iii) the Board makes such arrangements as the option-holder may agree to compensate him for the cancellation of the option.

Where our Company cancels options granted to a participant and makes a new grant to the same participant, such new grant may only be made under the Post-[REDACTED] Share Option Scheme with available Scheme Mandate Limit approved by the Shareholders. The options canceled will be regarded as utilized for the purpose of calculating the Scheme Mandate Limit.

(w) Termination of the Post-[REDACTED] Share Option Scheme

The Post-[REDACTED] Share Option Scheme will expire automatically on the day immediately preceding the tenth anniversary of the [REDACTED]. The Board may terminate the Post-[REDACTED] Share Option Scheme at any time without Shareholders' approval by resolving that no further options shall be granted under the Post-[REDACTED] Share Option Scheme and in such case, no new offers to grant options under the Post-[REDACTED] Share Option Scheme will be made and any options which have been granted but not yet exercised shall either (i) continue subject to the Post-[REDACTED] Share Option Scheme, or (ii) be canceled in accordance with subparagraph (v).

(x) Amendments to the Post-[REDACTED] Share Option Scheme

The Board may amend any of the provisions of the Post-[REDACTED] Share Option Scheme (including amendments in order to comply with changes in legal or regulatory requirements) at any time (but not so as to affect adversely any rights which have accrued to any option-holder at that date), except that amendments which are to the advantage of present or future option-holders in respect of matters contained in Rule 17.03 of the Listing Rules must be approved by the Shareholders in general meeting.

Any amendments to the terms and conditions of the Post-[REDACTED] Share Option Scheme which are of a material nature or any amendments to the terms of any options granted may only be made with the approval of the shareholders of our Company save where the amendments take effect automatically under the existing terms of the Post-[REDACTED] Share Option Scheme.

Any amendments to the terms of options granted to an option-holder who is a substantial shareholder of our Company or an independent non-Executive Director, or any of their respective associates, must be approved by the Shareholders in general meeting. The resolution to approve the amendment must be taken on a poll and any connected person of our Company must abstain from voting on the resolution to approve such amendment, except that such a connected person may vote against such resolution.

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Any change to the authority of the Board in relation to any amendment of the rules of the Post-[REDACTED] Share Option Scheme may only be made with the approval of the Shareholders in general meeting.

(y) Conditions of the Post-[REDACTED] Share Option Scheme

The adoption of the Post-[REDACTED] Share Option Scheme is conditional on:

- (i) the Listing Committee granting (or agreeing to grant) approval (subject to such conditions as the Stock Exchange may impose) for the [REDACTED] of, and permission to [REDACTED], the Shares which may fall to be issued pursuant to the exercise of any options which may be granted under the Post-[REDACTED] Share Option Scheme; and
- (ii) the commencement of the dealings in the Shares on the Stock Exchange.

If the conditions above are not satisfied on or before the date following six months after the date the Post-[REDACTED] Share Option Scheme was conditionally adopted:

- (a) the Post-[REDACTED] Share Option Scheme shall forthwith determine;
- (b) any option granted or agreed to be granted pursuant to the Post-[REDACTED] Share Option Scheme and any offer of such a grant shall be of no effect; and
- (c) no person shall be entitled to any rights or benefits or be under any obligation under or in respect of the Post-[REDACTED] Share Option Scheme or any option.

(z) Performance targets

Our Directors shall have absolute discretion to determine the performance targets that must be achieved by a grantee before any options granted under the Post-[REDACTED] Share Option Scheme can be exercised.

(aa) Rights are personal to the grantee

An option is personal to the grantee and shall not be transferable or assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or otherwise dispose of or create any interest (legal or beneficial) in favor of or enter into any agreement with any other person over or in relation to any option, except for the transmission of an option on the death of the grantee to his personal representative(s) on the terms of this Post-[REDACTED] Share Option Scheme, or, subject to the Stock Exchange granting a waiver, on a case-by-case basis, transfer to vehicle (such as a trust or a private company) for the benefit of the participant and any family members of such participant (for example, for estate planning or tax planning purposes) that would continue to meet the purpose of the Post-[REDACTED] Share Option Scheme and comply with the requirements under Chapter 17 of the Listing Rules.

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(ab) Value of options

Our Directors consider it inappropriate to disclose the value of options which may be granted under the Post-[REDACTED] Share Option Scheme as if they had been granted as of the Latest Practicable Date. Any such valuation will have to be made on the basis of a certain option pricing model or other method that depends on various assumptions including the exercise price, the exercise period, interest rate, expected volatility and other variables. As no options have been granted, certain variables are not available for calculating the value of options. Our Directors believe that any calculation of the value of options granted as of the Latest Practicable Date would be based on a number of speculative assumptions that are not meaningful and would be misleading to [REDACTED].

(ac) General

An application has been made to the Listing Committee to the Stock Exchange for the [REDACTED] of, and permission to [REDACTED], the new Shares which may be issued pursuant to the exercise of the options which may be granted pursuant to the Post-[REDACTED] Share Option Scheme.

As of the Latest Practicable Date, no option had been granted or agreed to be granted by our Company pursuant to the Post-[REDACTED] Share Option Scheme.

Details of the Post-[REDACTED] Share Option Scheme, including particulars and movements of the options granted during each financial year of our Company, and our employee costs arising from the grant of the options will be disclosed in our annual report.

F. OTHER INFORMATION

1. Tax and other indemnities

NEKCG has entered into the Deed of Indemnity with and in favour of our Company (for itself and on behalf of its subsidiaries) (being the contract referred to in paragraph (a)) of "B. Further information about our business – 1. Summary of material contracts" above) to provide indemnities in respect of, among other matters, taxation resulting from income, profits or gains earned, accrued or received as well as any property claim or estate duty to which any member of our Group may be subject and payable on or before the [REDACTED] and any expenses, costs, fines, penalties or other liabilities which any member of our Group may suffer.

2. Litigation

During the Track Record Period and up to the Latest Practicable Date, save as disclosed in "Business – Legal Proceedings" in this document, no member of our Group was engaged in any litigation or arbitration of material importance and, so far as our Directors are aware, no litigation or claim of material importance is pending or threatened by or against any member of our Group.

3. Joint Sponsors

The Joint Sponsors satisfy the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules. The Joint Sponsors will receive an aggregate fee of S\$960,066 for acting as the sponsor for the [REDACTED].

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The Joint Sponsors have made an application on our Company’s behalf to the [REDACTED] Committee for the [REDACTED] of, and permission to [REDACTED], all the Shares in issue and to be issued as mentioned in this document (including those to be issued pursuant to the conversion of the Pre-[REDACTED] Convertible Notes, the Pre-[REDACTED] Share Award Scheme and the [REDACTED] (including any additional Shares which may be issued pursuant to the exercise of the [REDACTED] or the [REDACTED] Share Option Scheme)). All necessary arrangements have been made for the Shares to be admitted into [REDACTED].

4. Preliminary expenses

No material preliminary expenses were incurred in relation to the incorporation of our Company.

5. No material adverse change

Our Directors confirm that there has been no material adverse change in our Group’s financial or trading position since 31 December 2025 (being the date on which the latest audited consolidated financial information of our Group was prepared).

6. Promoter

Our Company has no promoter. Within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document.

7. Taxation of holders of Shares

The sale, purchase and transfer of Shares registered with our Company’s Hong Kong branch register of members will be subject to Hong Kong stamp duty, the current rate charged on each of the purchaser and seller is 0.1% of the consideration or, if higher, the fair value of the Shares being sold or transferred. Profits from dealings in the Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

See “Regulatory Overview and Taxation – D. Taxation” for further details.

8. Qualifications and consents of experts

The following are the qualifications of the experts who have given opinions or advice which are contained in this document:

Name	Qualifications
Quam Capital Limited	A licensed corporation under the SFO to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities (as defined in the SFO), acting as one of the Joint Sponsors of the [REDACTED]

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Name	Qualifications
Alliance Capital Partners Limited	A licensed corporation under the SFO to conduct type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 6 (advising on corporate finance) regulated activities (as defined in the SFO), acting as one of the Joint Sponsors of the [REDACTED]
Deloitte Touche Tohmatsu	Certified public accountants under the Professional Accountant Ordinance (Cap. 50) and Registered Public Interest Entity Auditor under Financial Reporting Council Ordinance (Cap. 588)
WongPartnership LLP	Singapore legal advisers to our Company
JunHe LLP	PRC legal advisers to our Company
Grandall Law Firm (Shanghai)	PRC legal advisers (in relation to social insurance and housing provident fund matters) to our Company
LNT & Partners	Vietnam legal advisers to our Company
Frost & Sullivan Limited	Industry consultant
Kroll (HK) Limited	Property Valuer

Each of the experts named above has given and has not withdrawn its written consent to the issue of this document with copies of its reports, letters, opinions, summaries of opinions and/or references to its names included herein in the form and context in which they respectively appear.

9. Binding effect

This document shall have the effect, if an application is made in pursuance of it, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Miscellaneous Provisions) Ordinance so far as applicable.

10. Bilingual document

The English language and Chinese language versions of this document are being published separately in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong). In case of any discrepancies between the English language version and Chinese language version of this document, the English language version shall prevail.

11. Miscellaneous

- (a) Within the two years immediately preceding the date of this document:

APPENDIX V

STATUTORY AND GENERAL INFORMATION

- (i) save as disclosed in the section headed “History, Reorganization and Corporate Structure”, no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
- (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (iii) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of our Company or any of our subsidiaries; and
- (iv) no commission has been paid or payable subscribing, agreeing to subscribe or procuring subscription or agreeing to procure subscription for any shares in our Company or any of our subsidiaries;
- (b) no founder, management or deferred Shares nor any debenture in our Company or any of our subsidiaries have been issued or agreed to be issued;
- (c) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document;
- (d) the principal register of members of our Company will be maintained in the Singapore and a branch register of members of our Company will be maintained in Hong Kong. Unless our Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by our Company’s share register in Hong Kong and may not be lodged in Singapore. All necessary arrangements have been made to enable the Shares to be admitted to [REDACTED];
- (e) no company within our Group is presently [REDACTED] on any stock exchange or traded on any trading system;
- (f) our Company has no outstanding convertible debt securities or debentures;
- (g) none of the persons whose names are [REDACTED] in the paragraph headed “8. Qualifications and consents of experts” under this Appendix V:
 - (i) is interested beneficially or non-beneficially in any shares in any member of our Group; or
 - (ii) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of our Group; and
- (h) there is no restriction affecting the remittance of profits or repatriation of capital into Hong Kong and from outside Hong Kong.

APPENDIX VI

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES AND AVAILABLE ON DISPLAY

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

The documents attached to the copy of this document and delivered to the Registrar of Companies in Hong Kong for registration were:

- (a) the written consents referred to in the section headed “Appendix V – F. Other Information – 8. Qualifications and consents of experts” in this document; and
- (b) a copy of each of the material contracts referred to in the section headed “Appendix V – B. Further Information about our Business – 1. Summary of material contracts” in this document.

DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the Stock Exchange’s website at www.hkexnews.hk and our Company’s website at www.engkong.com during a period of 14 days from the date of this document:

- (a) the Constitution;
- (b) the Accountants’ Report on our Group for the years ended 31 December 2023, 2024 and 2025 issued by Deloitte Touche Tohmatsu, the text of which is set out in Appendix I to this document;
- (c) the report from Deloitte Touche Tohmatsu on the unaudited [REDACTED] financial information of our Group, the text of which is set out in Appendix II to this document;
- (d) the audited consolidated financial statements of our Group for the years ended 31 December 2023, 2024 and 2025;
- (e) the letter from WongPartnership LLP, our legal advisers as to Singapore law, summarising certain aspects of Singapore company law as set out in Appendix IV to this document;
- (f) the legal opinion issued by JunHe LLP, our legal advisers as to PRC law, in respect of certain general aspects of our Group in PRC;
- (g) the legal opinion issued by JunHe LLP, our legal advisers as to PRC law, in respect of certain property aspects of our Group in PRC;
- (h) the legal opinion issued by Grandall Law Firm (Shanghai), our legal advisers as to PRC law, in respect of housing providence and social insurance matters of our Group;
- (i) the due diligence report issued by LNT & Partners, our legal advisers as to Vietnam law, in respect of certain aspects of our Group in Vietnam;
- (j) the valuation report prepared by Kroll (HK) Limited, the text of which is set out in Appendix III to this document;

APPENDIX VI

**DOCUMENTS DELIVERED TO THE REGISTRAR OF
COMPANIES AND AVAILABLE ON DISPLAY**

- (k) the industry report commissioned by our Company and prepared by Frost & Sullivan Limited, our industry consultant, as referred to in the section headed “Industry Overview” in this document;
- (l) the Singapore Companies Act, the Singapore Securities and Futures Act 2001 and the Singapore Takeover Code;
- (m) the written consents referred to in the section headed “Appendix V – Statutory and General Information – F. Other Information – 8. Qualifications and consents of experts” in this document;
- (n) the material contracts referred to in the section headed “Appendix V – Statutory and General Information – B. Further Information About Our Business – 1. Summary of material contracts” in this document;
- (o) the service contracts and letters of appointment referred to in the section headed “Appendix V – Statutory and General Information – C. Further Information About Our Directors and Substantial Shareholders – 1. Particulars of Directors’ service contracts and letters of appointment” in this document; and
- (p) this document.

APPENDIX VII LICENCES, PERMITS AND APPROVALS OF THE GROUP

As at the Latest Practicable Date, our Group has obtained the following material licences, permits and approvals in relation to our businesses:

Licence/Permit/Approval	Issuing Authority	Entity Concerned	Date of Grant or Effective Date	Expiry Date of Licence/Permit/Approval
<i>Singapore</i>				
Petroleum & Flammable Materials Storage Licence	Singapore Civil Defence Force	(SG) EK Container	12 December 2025	31 December 2026
Confirmation of Factory Notification – Repair of Container	Ministry of Manpower	(SG) EK Container	2 December 2017	Expire upon cessation of operation at workplace
Confirmation of Factory Notification – Refurbishing & Repair of Container	Ministry of Manpower	(SG) EK Container	2 December 2017	Expire upon cessation of operation at workplace
Confirmation of Factory Notification – Container Depot	Ministry of Manpower	(SG) EK Container	12 October 2016	Expire upon cessation of operation at workplace
Confirmation of Factory Notification – Mechanical Engineering Work & Container Depot for Storage	Ministry of Manpower	(SG) EK Container	24 July 2018	Expire upon cessation of operation at workplace
Confirmation of Factory Notification – Container Depot, ISO Tank Cleaning/Repairs	Ministry of Manpower	(SG) EK Container	12 October 2016	Expire upon cessation of operation at workplace
Confirmation of Factory Notification – Engineering Work & Storage	Ministry of Manpower	(SG) Reefertec	13 October 2016	Expire upon cessation of operation at workplace
bizSAFE Level 4	Workplace Safety and Health Council	(SG) EK Container	17 December 2025	16 December 2028
Certificate of Completion for the Forklift Driver’s Training Course	Singapore Manufacturers’ Federation/PSA Institute	(SG) Reefertec ⁽¹⁾	–	–
WSQ Operate Forklift	Various institutions (Note 2)	(SG) Smartz Pte/ Reefertec ⁽¹⁾	–	–

APPENDIX VII LICENCES, PERMITS AND APPROVALS OF THE GROUP

Licence/Permit/Approval	Issuing Authority	Entity Concerned	Date of Grant or Effective Date	Expiry Date of Licence/Permit/Approval
<i>PRC</i>				
Registration Certificate for Customs Declaration Entities* (報關單位註冊登記證書)	Tianjin Customs of the PRC* (中華人民共和國天津海關)	(PRC) TJ Keyun	6 September 2014	–
Port Operating Licence* (港口經營許可證)	Tianjin Port and Administrative Bureau* (天津市港航管理局)	(PRC) TJ Keyun	19 December 2025	18 December 2028
Registration Form of Enterprises Applying for Entry-Exit Inspection and Quarantine* (出入境檢驗檢疫報檢企業備案表)	Tianjin Entry-Exit Inspection And Quarantine Bureau of the PRC* (中華人民共和國天津出入境檢驗檢疫局)	(PRC) TJ Keyun	1 September 2016	–
Road Transport Operator’s Permit of the PRC* (中華人民共和國道路運輸經營許可證)	Shanghai Pudong New District Municipal Road Transport Administrative Bureau* (上海市浦東新區城市交通運輸管理局)	(PRC) SH Keyun	21 October 2022	20 October 2026
<i>Hong Kong</i>				
Certificate of Registration of Electrical Contractor	Electrical and Mechanical Services Department	(HK) MF Reefer	3 April 2023	27 April 2029

APPENDIX VII LICENCES, PERMITS AND APPROVALS OF THE GROUP

Licence/Permit/Approval	Issuing Authority	Entity Concerned	Date of Grant or Effective Date	Expiry Date of Licence/Permit/Approval
<i>Malaysia</i>				
Licence to carry out port ancillary service activities within the port limit of Port Klang	Port Klang Authority	(MY) Tricool	1 January 2026	31 December 2026
Business and Advertisement Licence	Klang Municipal Council	(MY) Tricool	1 January 2026	31 December 2026
Scheduled Controlled Goods Permit	The Ministry of Domestic Trade and Consumer Affairs	(MY) EK Penang	4 October 2024	3 October 2027
License to carry out storage of containers and advertisement	Seberang Perai City Council	(MY) EK Penang	24 October 2025	31 December 2026
Industrial and Advertisement Licence	Pasir Gudang City Council	(MY) EK Johor	1 January 2026	31 December 2026
Industrial and Advertisement Licence	Klang Municipal Council	(MY) EK Logistics	12 November 2025	31 December 2026
Business and Advertisement Licence	Klang Municipal Council	(MY) EK Logistics	1 January 2026	31 December 2026
Licence to conduct the leasing of warehouse in free trade zone	Port Klang Free Zone	(MY) EK Logistics	1 November 2025	31 October 2026
Licence to carry out “on dock depot” activities within the port limit of Port Klang	Port Klang Authority	(MY) NEK	1 January 2026	31 December 2026
Industrial and Advertisement Licence	Klang Municipal Council	(MY) NEK	13 November 2025	31 December 2026
Business and Advertisement Licence	Pasir Gudang City Council	(MY) Reefertec	1 January 2026	31 December 2026

Notes:

1. These certificates are obtained by our employees in the respective entities.
2. WSQ Operate Forklift Licences obtained by our employees are separately issued by Tat Hong Training Services Pte Ltd, NTUC LearningHub Pte Ltd and PSA Institute.
3. For those licenses which will expire in 2026, our Directors will apply for a renewal in due course closer to the relevant expiration date, and our Directors believe there is no material difficulty for us to renew such licenses.