
THIS COMPOSITE DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the Offer, this Composite Document and/or the accompanying Form of Acceptance or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, stockbroker, bank manager, solicitor, professional accountant or other professional adviser and obtain independent professional advice.

If you have sold or transferred all your shares in S&T Holdings Limited, you should at once hand this Composite Document and the accompanying Form of Acceptance to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Composite Document and the accompanying Form of Acceptance, make no representation as to their accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Composite Document and the accompanying Form of Acceptance.

This Composite Document should be read in conjunction with the accompanying Form of Acceptance, the contents of which form part of the terms and conditions of the Offer.

Alpine Treasure Limited

(Incorporated in the British Virgin Islands with limited liability)



S&T Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3928)

COMPOSITE DOCUMENT RELATING TO MANDATORY UNCONDITIONAL CASH OFFER BY GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF ALPINE TREASURE LIMITED TO ACQUIRE ALL THE ISSUED SHARES OF S&T HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY ALPINE TREASURE LIMITED AND/OR PARTIES ACTING IN CONCERT WITH IT)

Financial adviser and Offer Agent to the Offeror



Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders



Capital 9 Limited

Unless the context otherwise requires, capitalised terms used in this Composite Document (including this cover page) having the same meanings as those defined in the "Definitions" section of this Composite Document.

A letter from Get Nice Securities containing, among other things, principal terms of the Offer is set out on pages 9 to 21 of this Composite Document. A letter from the Board is set out on pages 22 to 28 of this Composite Document. A letter from the Independent Board Committee to the Independent Shareholders containing its recommendation in respect of the Offer is set out on pages 29 to 30 of this Composite Document. A letter from the Independent Financial Adviser containing its recommendation to the Independent Board Committee and the Independent Shareholders in respect of the Offer and the principal factors considered by it in arriving at its recommendation is set out on pages 31 to 50 of this Composite Document.

The procedures for acceptance and settlement as well as other related information of the Offer are set out in Appendix I to this Composite Document and the accompanying Form of Acceptance. Form of Acceptance should be received by the Registrar, namely Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event no later than 4:00 p.m. on Tuesday, 10 September 2024 (or such later time and/or date as the Offeror may determine and the Offeror and the Company may jointly announce, with the consent of the Executive, in accordance with the Takeovers Code).

Any persons including, without limitation, custodians, nominees and trustees, who would, or otherwise intend to, forward this Composite Document and/or the accompanying Form of Acceptance to any jurisdiction outside Hong Kong should read the details in this regard which are contained in the section headed "The Offer — Overseas Shareholders" in the "Letter from Get Nice Securities" of this Composite Document before taking any action. It is the sole responsibility of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental, exchange control or other consent which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes due from the accepting Overseas Shareholders in respect of such jurisdictions). The Overseas Shareholders are advised to seek professional advice on deciding whether to accept the Offer (as applicable).

This Composite Document is issued jointly by the Offeror and the Company. This Composite Document will remain on the website of the Stock Exchange at www.hkexnews.hk and website of the Company at www.singtec.com.sg as long as the Offer remains open. In case of any inconsistency, the English language texts of this Composite Document and the accompanying Form of Acceptance shall prevail over their respective Chinese texts for the purpose of interpretation.

20 August 2024

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EXPECTED TIMETABLE

The timetable set out below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company.

2024

Despatch date of this Composite Document and the accompanying Form of Acceptance and commencement date of the Offer (*Note 1*) Tuesday, 20 August 2024

Latest time and date for acceptance of the Offer (*Notes 1, 2 and 4*) 4:00 p.m. on Tuesday, 10 September 2024

Closing Date (*Notes 1 and 2*) Tuesday, 10 September 2024

Announcement of the results of the Offer, to be posted on the website of the Stock Exchange (*Note 1*) no later than 7:00 p.m. on Tuesday, 10 September 2024

Latest date for posting of remittances in respect of valid acceptances received under the Offer (*Notes 3 and 4*) Friday, 20 September 2024

Notes:

- (1) The Offer, which is unconditional in all respect, is made on the date of posting of this Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date.

In accordance with the Takeovers Code, the Offer must remain open for acceptance for at least 21 days following the date on which this Composite Document is posted. The latest time and date for acceptance will be at 4:00 p.m. on Tuesday, 10 September 2024 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the websites of the Stock Exchange and the Company no later than 7:00 p.m. on Tuesday, 10 September 2024 stating the results of the Offer and whether the Offer has been extended, revised or expired. In the event that the Offeror decides to extend the Offer, and the announcement regarding the extension of the Offer does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.

- (2) Beneficial owners of the Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to this Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
- (3) Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid), in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable

EXPECTED TIMETABLE

of being withdrawn, except as permitted under the Takeovers Code. Please refer to the paragraph headed “5. Right of withdrawal” in Appendix I to this Composite Document for further information on the circumstances where acceptances may be withdrawn.

- (4) If there is a tropical cyclone warning signal number 8 or above, a “black rainstorm warning signal” or “extreme conditions” announced by the Government of Hong Kong:
- (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force at or after 12:00 noon on the latest date for acceptance of the Offer under Rule 15.1 of the Takeovers Code, any publication date of a closing announcement under Rule 19.1 of the Takeovers Code or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, these dates, as the case may be, will remain on the same Business Day; or
 - (b) in force in Hong Kong at any local time at 12:00 noon and/or thereafter on the latest date for acceptance of the Offer under Rule 15.1 of the Takeovers Code, any publication date of a closing announcement under Rule 19.1 of the Takeovers Code or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, these dates, as the case may be, will rescheduled to the following Business Day which does not have any of those warnings or condition in force in Hong Kong at any local time at 12:00 noon and/or thereafter or such other day as the Executive may approve in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for acceptance of the Offer do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

All references to dates and times contained in this Composite Document and the accompanying Form of Acceptance refer to Hong Kong dates and times.

IMPORTANT NOTICE

NOTICE TO THE OVERSEAS SHAREHOLDERS

The making of the Offer to persons with a registered address in jurisdictions outside Hong Kong may be prohibited or affected by the laws of the relevant jurisdictions. Overseas Shareholders who are citizens or residents or nationals of jurisdictions outside Hong Kong should inform themselves about and observe any applicable legal and regulatory requirements and, where necessary, seek independent legal advice in respect of the Offer.

It is the responsibility of any such person who wishes to accept the Offer to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents and any registration or filing which may be required or the compliance with other necessary formalities or legal and regulatory requirements and the payment of any transfer or other taxes or other required payments due from him/her/it in respect of such jurisdiction.

Any acceptance by the Overseas Shareholders will be deemed to constitute a representation and warranty from such Overseas Shareholders to the Offeror that the local laws and requirements have been complied with and such acceptance shall be lawful, valid and binding in accordance with all applicable laws. Such Overseas Shareholders should consult their respective professional advisers if in doubt.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Composite Document contains forward-looking statements, which may be identified by words such as “believe”, “expect”, “anticipate”, “intend”, “plan”, “seek”, “estimate”, “will”, “would” or words of similar meaning, that involve risks and uncertainties, as well as assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. The forward-looking statements included herein are made only as at the Latest Practicable Date. The Offeror and the Company assume no obligation to correct or update the forward-looking statements or opinions contained in this Composite Document, except as required pursuant to applicable laws or regulations, including but not limited to the Listing Rules and/or the Takeovers Code.

DEFINITIONS

In this Composite Document, unless the context otherwise requires, the following expressions shall have the following meanings:

“Acquisition”	the purchase of the Sale Shares by the Offeror from the Vendor in accordance with the terms and conditions of the Sale and Purchase Agreement
“acting in concert”	has the meaning ascribed to it under the Takeovers Code and “concert parties” shall be construed accordingly
“associate(s)”	has the meaning ascribed to it under the Takeovers Code
“Board”	the board of Directors
“Business Day(s)”	a day on which the Stock Exchange is open for the transaction of business
“BVI”	British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Closing Date”	10 September 2024, the closing date of the Offer, or if the Offer is extended, any subsequent closing date as may be determined by the Offeror and jointly announced by the Offeror and the Company, with the consent of the Executive, in accordance with the Takeovers Code
“Company”	S&T Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability whose ordinary shares are listed on the Main Board of the Stock Exchange (stock code: 3928)
“Completion”	completion of the Acquisition in accordance with the terms and conditions of the Sale and Purchase Agreement, which took place on the Completion Date
“Completion Date”	the date on which Completion took place, being 10 July 2024

DEFINITIONS

“Composite Document”	the composite offer and response document dated 20 August 2024 and jointly issued by the Offeror and the Company to the Shareholders in connection with the Offer in compliance with the Takeovers Code containing, among other things, details of the Offer (accompanied by the form of acceptance and transfer) and the respective letters of advice from the Independent Board Committee and the Independent Financial Adviser of the Company
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration”	the amount of HK\$100,000,000, being consideration payable by the Offeror to the Vendor or the Vendor’s nominee as may be directed by the Vendor for the acquisition of the Sale Shares
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any of his delegates
“Facilities”	the loan facilities of up to a principal amount of HK\$83.3 million made available by Get Nice Securities to the Vendor under the Loan Agreement, which comprise (a) a loan facility of up to HK\$50.0 million for the purpose of financing part of the Consideration; and (b) a loan facility of up to HK\$33.3 million for the purpose of financing the Offer
“Form of Acceptance”	the form of acceptance and transfer of the Offer Shares in respect of the Offer accompanying this Composite Document

DEFINITIONS

“Get Nice Securities”	Get Nice Securities Limited, a licensed corporation to carry out type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO, the financial adviser to the Offeror in respect of the Offer, the agent making the Offer on behalf of the Offeror, and the lender under the Loan Agreement
“Group”	the Company together with its subsidiaries
“Guarantors”	Mr. Poon Soon Huat and Mr. Teo Teck Thye Mr. Poon is the chairman of the Board and an executive Director of the Company. Mr. Poon and Mr. Teo are the beneficial owners of the Vendor as to 50% and 50%, respectively
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent committee of the Board comprising all the independent non-executive Directors, namely Mr. Chan Kwok Wing Kelvin, Mr. Wong Ka Bo Jimmy and Mr. Tam Hon Fai, which has been established by the Company for the purpose of advising the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer

DEFINITIONS

“Independent Financial Adviser” or “Capital 9”	Capital 9 Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed by the Company and approved by the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer
“Independent Shareholder(s)”	holder(s) of Share(s), other than the Offeror, its ultimate beneficial owners, namely Mr. Ho and Mr. Chang, and parties acting in concert with any of them
“Joint Announcement”	the announcement dated 9 July 2024 jointly issued by the Offeror and the Company in relation to, among others, the Acquisition and the Offer
“Last Trading Day”	19 June 2024, being the last trading day of the Shares immediately prior to the release of the Joint Announcement
“Latest Practicable Date”	16 August 2024, being the latest practicable date prior to the printing of this Composite Document for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement”	the loan agreement dated 19 June 2024 entered into between Get Nice Securities as lender, and the Offeror as borrower, pursuant to which Get Nice Securities has agreed to make available to the Offeror the Facilities
“Main Board”	the main board maintained and operated by the Stock Exchange
“Mr. Chang”	Mr. Chang Tin Duk Victor, a shareholder and a director of the Offeror

DEFINITIONS

“Mr. Ho”	Mr. Ho Chi Hong, a shareholder and a director of the Offeror
“Offer”	the mandatory unconditional cash offer to be made by Get Nice Securities, on behalf of the Offeror, to acquire all the issued Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it subject to the conditions summarized in this Composite Document and in accordance with the Takeovers Code
“Offer Price”	the cash amount of HK\$0.2778 payable by the Offeror for each Offer Share
“Offeror”	Alpine Treasure Limited, a company incorporated in the BVI with limited liability, being the purchaser under the Sale and Purchase Agreement. Alpine Treasure Limited is owned as to 20% by Mr. Chang and 80% by Mr. Ho
“Offer Period”	the period commenced on 9 July 2024 and ends on the Closing Date in accordance with the Takeovers Code
“Offer Share(s)”	any of the 103,830,000 Shares that are subject to the Offer
“Overseas Shareholder(s)”	Independent Shareholder(s) whose address(es), as shown on the register of members of the Company, is/are outside Hong Kong
“PRC”	the People’s Republic of China, which for the purpose of this Composite Document, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Registrar”	Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar and transfer office of the Company at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong
“Relevant Period”	the period commencing on 9 January 2024, being the date falling six months immediately preceding the commencement of the Offer Period, up to and including the Latest Practicable Date

DEFINITIONS

“S\$”	Singapore dollars, the lawful currency of Singapore
“Sale and Purchase Agreement”	the conditional agreement for the sale and purchase of the Sale Shares dated 19 June 2024 and entered into among the Vendor, the Guarantors and the Offeror in relation to the sale and purchase of the Sale Shares
“Sale Share(s)”	the 360,000,000 Shares acquired by the Offeror from the Vendor pursuant to the terms and conditions of the Sale and Purchase Agreement, representing 75% of the entire issued share capital of the Company as at the Latest Practicable Date
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Charge”	the share charge given by the Offeror in favour of Get Nice Securities over the Sale Shares and the Offer Shares to be acquired by the Offeror under the Offer
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

DEFINITIONS

“Vendor”	HG TEC Holdings Limited, a company incorporated in the BVI with liability limited by shares and which is beneficially owned as to 50% and 50% by Mr. Poon Soon Huat, the chairman of the Board and an executive Director of the Company, and Mr. Teo Teck Thye, respectively
%	per cent.

Unless the context otherwise requires, all references in this Composite Document to:

- (a) times and dates are references to Hong Kong times and dates, except as otherwise specified;
- (b) pronouns in masculine, feminine or neutral genders shall be construed to state and include any other gender; and
- (c) words, terms and titles in the singular form shall be construed to include the plural and vice versa.

LETTER FROM GET NICE SECURITIES



To the Independent Shareholders:

20 August 2024

Dear Sir or Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY
GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF
ALPINE TREASURE LIMITED TO ACQUIRE ALL THE ISSUED SHARES OF
S&T HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED
AND/OR AGREED TO BE ACQUIRED BY ALPINE TREASURE LIMITED
AND/OR PARTIES ACTING IN CONCERT WITH IT)**

INTRODUCTION

References are made to (i) the Joint Announcement in relation to, among other things, the Sale and Purchase Agreement and the Offer; (ii) the joint announcement of the Offeror and the Company dated 10 July 2024 in relation to completion of the Sale and Purchase Agreement; and (iii) the joint announcement of the Offeror and the Company dated 30 July 2024 in relation to the delay in despatch of the Composite Document. Terms used in this letter shall have the same meanings as defined in the Composite Document unless the context otherwise requires.

The Sale and Purchase Agreement

As disclosed in the Joint Announcement, on 19 June 2024 (after trading hours), the Vendor, the Guarantors and the Offeror entered into the Sale and Purchase Agreement pursuant to which the Vendor conditionally agreed to sell and the Offeror conditionally agreed to purchase the Sale Shares, being 360,000,000 Shares, representing 75% of the total issued share capital of the Company as at the date of the Joint Announcement, for a total cash consideration of HK\$100,000,000 (representing approximately HK\$0.2778 per Sale Share).

LETTER FROM GET NICE SECURITIES

The Consideration was agreed between the Offeror and the Vendor after arm's length negotiations, taking into account (i) deteriorating operating performance of the Group, evidenced by the decrease in total revenue of the Group from approximately S\$67.1 million for the year ended 30 September 2022 to approximately S\$56.1 million for the year ended 30 September 2023; (ii) net loss of the Group of approximately S\$1.5 million and S\$1.0 million for the two years ended 30 September 2022 and 2023, respectively; and (iii) an average daily trading volume of only 35,000 Shares for the 30 consecutive trading days immediately prior to and including the Last Trading Day, which suggests a relatively limited market liquidity for the Shares.

Completion took place on the Completion Date, being 10 July 2024. Pursuant to the Sale and Purchase Agreement, the Consideration were settled in the following manner:

- (i) a sum of HK\$50,000,000, being deposit and part payment of the Consideration, was satisfied by the Offeror in full by 21 June 2024, which was financed by the Offeror's internal resources; and
- (ii) the remaining balance of the Consideration in the amount of HK\$50,000,000 was satisfied by the Offeror in full on the Completion Date, which was financed in full by the Facilities granted to the Offeror by Get Nice Securities.

Pursuant to the Sale and Purchase Agreement, each of Mr. Poon Soon Huat and Mr. Teo Teck Thye, as the Guarantors, jointly and severally unconditionally and irrevocably:

- (a) guarantee to the Offeror the due and punctual performance and observance by the Vendor of all its respective obligations, commitments, undertakings, warranties, indemnities and covenants under or pursuant to the Sale and Purchase Agreement; and
- (b) agree to indemnify the Offeror against all losses, damages, costs and expenses (including legal costs and expenses) which the Offeror may reasonably incur or suffer through or arising from any breach by the Vendor of such obligations, commitments, warranties, undertakings, indemnities or covenants.

The liability of the Guarantors as aforesaid shall not be released or diminished by any arrangements or alterations of terms (whether of the Sale and Purchase Agreement or otherwise) or any forbearance, neglect or delay in seeking performance of the obligations thereby imposed or any granting of time for such performance.

LETTER FROM GET NICE SECURITIES

Mandatory unconditional cash offer

Immediately prior to Completion, save as the 16,170,000 Shares owned by Mr. Ho, none of the Offeror, its ultimate beneficial owners and parties acting in concert with any of them owns, controls or has direction over any Share or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately following Completion which took place on the Completion Date and as at the Latest Practicable Date, the Offeror and parties acting in concert with it were interested in an aggregate 376,170,000 Shares, representing approximately 78.37% of the total issued share capital of the Company.

The Offeror is therefore required under Rule 26.1 of the Takeovers Code to make the Offer for all the issued Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it. The Offer will be made to the Independent Shareholders. Get Nice Securities is making the Offer for and on behalf of the Offeror.

Purpose of this letter

This letter sets out, among other things, the principal terms of the Offer, together with the information on the Offeror and the Offeror's intentions regarding the Group. Further details of the Offer and the procedures for accepting and settlement of the Offer are also set out in Appendix I to this Composite Document and the accompanying Form of Acceptance. The Independent Shareholders are strongly advised to consider carefully the information contained in the "Letter from the Board", the "Letter from the Independent Board Committee" to the Independent Shareholders, the "Letter from the Independent Financial Adviser" to the Independent Board Committee and the Independent Shareholders and the appendices as set out in this Composite Document and to consult their professional advisers if in doubt before reaching a decision as to whether or not to accept the Offer.

THE OFFER

Principal terms of the Offer

We are making the Offer, for and on behalf of the Offeror, to acquire the Offer Shares on the following basis:

The Offer

Offer Price for each Offer Share. HK\$0.2778 in cash

LETTER FROM GET NICE SECURITIES

The Offer Price of HK\$0.2778 per Offer Share is the same as the price per Sale Share of approximately HK\$0.2778 per Sale Share paid by the Offeror under the Sale and Purchase Agreement.

As at the Latest Practicable Date, the Company has 480,000,000 Shares in issue and the Company does not have any other outstanding Shares, options, warrants, derivatives or other securities which are convertible into Shares or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) and has not entered into any agreement for the issue of such options, derivatives, warrants or other relevant securities which are convertible or exchangeable into Shares.

The Offer is unconditional in all respects and extended to all Independent Shareholders in accordance with the Takeovers Code.

Under the terms of the Offer, the Offer Shares to be acquired under the Offer shall be fully paid and free from all encumbrances and together with all rights and benefits attached thereto as at the date of the Composite Document or subsequently becoming attached to them, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, that is, the date of despatch of the Composite Document.

The procedures for acceptance and further details of the Offer are set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

Comparison of value

The Offer Price of HK\$0.2778 per Offer Share represents:

- a discount of approximately 78.79% to the closing price of HK\$1.31 per Share as quoted on the Stock Exchange on the Last Trading Day;
- a discount of approximately 78.63% to the average closing price of approximately HK\$1.30 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to and including the Last Trading Day;
- a discount of approximately 78.30% to the average closing price of approximately HK\$1.28 per Share as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to and including the Last Trading Day;

LETTER FROM GET NICE SECURITIES

- a discount of approximately 79.11% to the average closing price of approximately HK\$1.33 per Share as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the Last Trading Day;
- a discount of approximately 90.89% to the closing price of HK\$3.05 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- a discount of approximately 18.29% to the Group's audited consolidated net assets value attributable to the Shareholders per Share of approximately HK\$0.34 as at 30 September 2023 (based on a total of 480,000,000 Shares as at the Latest Practicable Date and the Group's audited consolidated net assets value attributable to the Shareholders of approximately S\$28.0 million (equivalent to approximately HK\$161.3 million) as at 30 September 2023); and
- a discount of approximately 18.29% to the Group's unaudited consolidated net assets value attributable to the Shareholders per Share of approximately HK\$0.34 as at 31 March 2024 (based on a total of 480,000,000 Shares as at the Latest Practicable Date and the Group's unaudited consolidated net assets value attributable to the Shareholders of approximately S\$28.2 million (equivalent to approximately HK\$162.8 million) as at 31 March 2024).

Highest and lowest Share prices

During the Relevant Period, (a) the highest closing price of the Shares as quoted on the Stock Exchange was HK\$3.05 per Share on 16 August 2024; and (b) the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$1.10 per Share on 18 April 2024, 19 April 2024, 22 April 2024, 23 April 2024, 24 April 2024, 25 April 2024 and 26 April 2024, respectively.

Total consideration for the Offer Shares

As at the Latest Practicable Date, the Company has 480,000,000 Shares in issue and the Company does not have any other outstanding Shares, options, warrants, derivatives or other securities which are convertible into Shares or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) and has not entered into any agreement for the issue of such options, derivatives, warrants or other relevant securities which are convertible or exchangeable into Shares.

Assuming that there is no change in the issued share capital of the Company and based on the Offer Price of HK\$0.2778 per Offer Share, the total issued share capital of the Company is valued at HK\$133,344,000. As the Offeror and parties acting in concert with it hold in aggregate

LETTER FROM GET NICE SECURITIES

376,170,000 Shares as at the Latest Practicable Date, 103,830,000 Shares are subject to the Offer. Based on the Offer Price of HK\$0.2778 per Offer Share, the consideration of the Offer would be HK\$28,843,974 in the event that the Offer is accepted in full.

Financial resources available for the Offer

The maximum amount of cash payable by the Offeror in respect of the consideration payable upon full acceptances of the Offer is HK\$28,843,974, assuming there is no change in the issued share capital of the Company from the Latest Practicable Date up to the close of the Offer.

The Offeror intends to finance the consideration payable under the Offer with the Facilities, which Get Nice Securities (as lender) has agreed to make available to the Offeror (as borrower) in accordance with the Loan Agreement.

The Facilities are secured by (i) a share charge given by the Offeror in favour of Get Nice Securities over the Sale Shares and the Offer Shares to be acquired by the Offeror under the Offer; (ii) a deed of guarantee executed by the two shareholders of the Offeror, namely Mr. Ho and Mr. Chang, in favour of Get Nice Securities as lender, which primarily serves as the personal guarantee of Mr. Ho and Mr. Chang on the repayment of the Facilities; and (iii) a subordination agreement executed by the Offeror, Mr. Ho and Mr. Chang which primarily provides that the Offeror is obliged to first repay all outstanding amount due to Get Nice Securities as lender under the Facilities before any repayment of loans due from the Offeror to its shareholders, namely, Mr. Ho and Mr. Chang, from time to time (if any).

The Offeror does not intend that the payment of interest on, repayment of or provision of security for any liability (contingent or otherwise) under the Facilities will depend to any significant extent on the business of the Company.

Get Nice Securities, the financial adviser to the Offeror in respect of the Offer, are satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy the consideration payable upon full acceptance of the Offer.

Effect of accepting the Offer

By accepting the Offer, the Independent Shareholders will be deemed to warrant that all the Offer Shares to be sold by such person under the Offer are fully paid and free from all encumbrances and together with all rights and benefits attaching thereto as at the date of this Composite Document or subsequently becoming attached to them, including but not limited to the

LETTER FROM GET NICE SECURITIES

right to receive in full all dividends, distributions and any return of capital, if any, which may be made or declared or agreed to be made or declared, and the record date of which falls on or after the date on which the Offer is made, being the date of despatch of this Composite Document.

The Company confirmed that as at the Latest Practicable Date, (i) it has not declared any dividend which is not yet paid; and (ii) it does not have any intention to declare or pay any future dividend or make other distributions prior to and including the Closing Date.

The Offer is unconditional in all respects and will not be conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions, and will remain open for acceptance from the date of this Composite Document until 4:00 p.m. on the Closing Date. Acceptance of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code, details of which are set out in the section headed “5. Right of withdrawal” in Appendix I to this Composite Document.

Payment

Payment in cash in respect of acceptances of the Offer will be made as soon as possible but in any event no later than seven (7) Business Days after the date of receipt of a duly completed acceptance of the Offer. Relevant documents evidencing title of the Offer Shares must be received by or on behalf of the Offeror to render such acceptance of the Offer complete and valid.

No fractions of a cent will be payable and the amount of cash consideration payable to a Shareholder who accepts the Offer will be rounded up to the nearest cent.

Hong Kong Stamp duty

The seller’s Hong Kong ad valorem stamp duty arising in connection with acceptances of the Offer will be payable by the relevant Independent Shareholders at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, and the amount of such duty will be deducted from the cash amount payable by the Offeror to the relevant Independent Shareholders accepting the Offer.

The Offeror will arrange for payment of the seller’s Hong Kong ad valorem stamp duty on behalf of the relevant Independent Shareholders accepting the Offer and pay the buyer’s Hong Kong ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

LETTER FROM GET NICE SECURITIES

Taxation advice

The Independent Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with the Offeror, the Vendor, the Company, Get Nice Securities, the Independent Financial Adviser, the Registrar nor their respective ultimate beneficial owners, directors, advisers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Overseas Shareholders

As the Offer to persons not being resident in Hong Kong may be affected by the laws of the relevant jurisdiction in which they are resident, Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the sole responsibility of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental, exchange control or other consent which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes due from the accepting Shareholders in respect of such jurisdictions).

Any acceptance of the Offer by such Overseas Shareholders will be deemed to constitute a representation and warranty from such Overseas Shareholders to the Offeror that the applicable local laws and requirements have been complied with. The Overseas Shareholders should consult their professional advisers if in doubt. Based on the register of members of the Company, as at the Latest Practicable Date, there are in total five Overseas Shareholders having their registered addresses situated in the PRC. Based on enquiries in relation to the laws of the PRC, the directors of the Offeror consider that it is not unduly burdensome to despatch this Composite Document to the Overseas Shareholders with registered addresses situated in the PRC. Therefore, the aforesaid PRC Overseas Shareholders will not be excluded from receiving this Composite Document.

INFORMATION OF THE GROUP

The Company was incorporated in the Cayman Islands with limited liability and its issued shares have been listed on the Main Board of the Stock Exchange since 19 September 2019. The Group is principally engaged in construction services business in Singapore. To a much lesser extent, the Group is also engaged in rental of property investment business which mainly include residential and industrial properties leasing. For the year ended 30 September 2023, the Group

LETTER FROM GET NICE SECURITIES

generated approximately S\$55.6 million from the provision of construction services and approximately S\$0.5 million from the rental of property investment business, representing approximately 99.1% and 0.9% of the Group's total revenue, respectively.

The Group primarily specialises in providing construction services and solutions in (i) civil engineering works e.g. road works, earthworks, drainage works, earth retaining stabilising structures works and soil improvement works; (ii) building construction works mainly for industrial buildings which include substructure works, piling works, addition and alteration works and electrical and mechanical works; and (iii) other ancillary services which include logistics and transportation services of construction materials.

Out of the Group's revenue derived from the provision of construction services, approximately 86.6%, 13.3% and 0.1% was derived from the provision of civil engineering works, building construction works and other ancillary services, respectively.

The financial information of the Group is set out in Appendix II to this Composite Document. Your attention is also drawn to the general information in relation to the Group as set out in Appendix III to this Composite Document.

INFORMATION OF THE OFFEROR

The Offeror is a company incorporated in the BVI with limited liability and is principally engaged in investment holding. As at the Latest Practicable Date, save for entering into of the Sale and Purchase Agreement, the Offeror did not engage in any other business activities. As at the Latest Practicable Date, the Offeror is owned as to 20% by Mr. Chang and 80% by Mr. Ho.

Mr. Chang, aged 53, is a shareholder and director of the Offeror. Mr. Chang has over 10 years experience in corporate finance industry in Hong Kong. From June 2007 to August 2019, Mr. Chang served various positions including responsible officer and chief executive officer in a number of licensed corporations under the SFO, including Astrum Capital Management Limited, Blossomhill Investment Limited, Dakin Asset Management Limited and Dakin Securities Limited. From April 2008 to November 2023, Mr. Chang served as the managing director of Zebra Strategic Outsource Solution Limited. Mr. Chang obtained a degree of Bachelor of Science in Business Administration from the Boston University in 1993.

Mr. Ho, aged 48, is a shareholder and director of the Offeror. Mr. Ho has accumulated over 20 years of experience in the construction industry. Mr. Ho joined the subsidiary of Yield Go Holdings Ltd. (Stock Code: 1796), a company listed on the Main Board of the Stock Exchange, in May 2001. From May 2018 to January 2024, Mr. Ho served as executive Director and chief executive officer of Yield Go Holdings Ltd. From July 1998 to March 2001, Mr. Ho served as an

LETTER FROM GET NICE SECURITIES

assistant quantity surveyor of Hoo Cheong Building Construction Co., Ltd. Mr. Ho obtained a degree of Bachelor of Science in Quantity Surveying from the University of Greenwich in the United Kingdom in July 1998.

The Offeror decided to invest in the Group based on various factors, mainly including (i) the long operating history and established track record of the Group for over 25 years in the Singapore construction industry; (ii) the broad range of construction know-how possessed by the Group, ranging from civil engineering works, building construction works to other ancillary services including logistics and transportation services of construction materials. In particular, the Offeror noted that the Group had extensive experience in various large-scale construction projects in Singapore in the past.

INTENTION OF THE OFFEROR REGARDING THE GROUP

As at the Latest Practicable Date, the Offeror is the controlling shareholder of the Company and the Offeror and parties acting in concert with it is interested in approximately 78.37% of the issued share capital of the Company.

The intention of the Offeror is that the Company's existing principal business activities will be maintained and continued after completion of the Offer. The Offeror confirms that there is no intention to further expand and/or divest the existing businesses of the Company during the Offer Period and after the end of the Offer Period unless appropriate opportunities arise. The Offeror will conduct a review of the existing principal businesses, operations, financial position, investments, proposed investments of the Group for the purpose of formulating long-term business plans and strategies for the future business development of the Group. Leveraging Mr. Chang's experience in the corporate finance industry and Mr. Ho's experience in the Hong Kong construction industry, the Offeror intends to leverage the synergies between the Offeror and the Group to explore opportunities in the construction field as well as various corporate actions such as fund-raising, placing, rights issue, restructuring, merger and acquisition, etc. in the future. In this regard, Mr. Ho has accumulated over 20 years of experience in the construction industry and formerly served as a senior management member of Yield Go Holdings Ltd. (耀高控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1796), which is principally engaged in construction works in Hong Kong. The Group may benefit from Mr. Ho's expertise in respect of project tender strategies, project management, as well as site supervision works. On the other hand, Mr. Chang has an extensive experience and network in the corporate finance and securities industry in Hong Kong. Mr. Chang is well positioned to provide strategic advice for the Group in planning for future merger and acquisition and/or fund-raising activities, where necessary, and to introduce the Group to the financial industry players through his business

LETTER FROM GET NICE SECURITIES

network. Therefore, the participation of the Offeror is expected to enhance the Group's competitiveness in its existing construction business, and have access to more market participants in the Hong Kong corporate finance industry.

Subject to the results of the review, the Offeror may explore other business opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Group. As at the Latest Practicable Date, no investment or business opportunity has been identified nor have the Offeror entered into any agreement, arrangement, understanding or negotiation in relation to the injection of any assets or business into the Group, or disposal of or downsizing of the Group's existing business. Should such corporate actions materialise, further announcement(s) will be made in accordance with the Listing Rules.

The Offeror intends to continue the employment of the existing management and employees of the Group (except for a proposed change to the members of the Board at a time no earlier than that permitted under the Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate).

The Offeror intends to nominate new director(s) to the Board with effect from a date which is no earlier than such date as permitted under the Listing Rules and the Takeovers Code or such later date as the Offeror considers to be appropriate. As at the Latest Practicable Date, the Offeror has not identified any potential candidate to be appointed as a new director to the Board. Any changes to the members of the Board will be made in compliance with the Takeovers Codes and/or the Listing Rules and further announcement(s) will be made as and when appropriate.

Save for the Offeror's intention regarding the Group as set out above, (i) the Offeror has no intention to make material changes to the employment of the management and employees of the Group (except for a proposed change to the members of the Board at a time no earlier than that permitted under the Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate); and (ii) the Offeror has no intention to dispose of or redeploy the assets of the Group other than those in its ordinary and usual course of business.

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror will, together with the Company, use reasonable endeavours to maintain the listing status of the Shares on the Stock Exchange and procure that not less than 25% of the entire issued share capital in the Company be held by the public in compliance with the Listing Rules.

LETTER FROM GET NICE SECURITIES

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) that there are insufficient Shares in public hands to maintain an orderly market,

it will consider exercising its discretion to suspend dealings in the Shares.

Immediately after Completion, (i) the Offeror and parties acting in concert with it is interested in an aggregate of 376,170,000 Shares, representing approximately 78.37% of the total issued share capital of the Company; and (ii) a total of 103,830,000 Shares, representing approximately 21.63% of the total issued share capital of the Company is held by the public (as defined under the Listing Rules). Accordingly, immediately after Completion, the minimum public float requirement of 25% as set out under Rule 8.08(1)(a) of the Listing Rules would not be satisfied. As such, as disclosed in the announcement of the Company dated 10 July 2024, the Company has applied to the Stock Exchange for a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules for a period from 10 July 2024 to 30 September 2024 (both days inclusive) (the “**Waiver Period**”) to allow the Offeror to restore the minimum public float of the Shares by way of placement of existing Shares to independent third parties. On 9 July 2024, the Stock Exchange has granted the Company a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules during the Waiver Period. The Stock Exchange may withdraw or change such waiver if the Company’s situation changes. The directors of the Offeror and the Company have undertaken to the Stock Exchange to engage a placing agent for the placement of existing Shares to independent third parties, after the close of the Offer and on or before 30 September 2024. As at the Latest Practicable Date, the Offeror is identifying a placing agent for the placement of existing Shares to independent third parties. Further announcement(s) will be made by the Company regarding the restoration of public float as and when appropriate.

The Offeror intends the Company to remain listed on the Stock Exchange. The directors of the Offeror (i.e. Mr. Chang and Mr. Ho), the Directors and any new Director(s) to be appointed to the Board will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares following the close of the Offer.

ACCEPTANCE AND SETTLEMENT OF THE OFFER

Your attention is drawn to the details regarding the procedures for acceptance of the Offer as set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

LETTER FROM GET NICE SECURITIES

COMPULSORY ACQUISITION

The Offeror does not intend to avail itself of any powers of compulsory acquisition of any outstanding Offer Shares not acquired under the Offer after the close of the Offer.

GENERAL

To ensure equality of treatment of all Independent Shareholders, those Independent Shareholders who hold the Shares as nominee for more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. In order for the beneficial owners of the Shares, whose investments are registered in nominee names, to accept the Offer, it is essential that they provide instructions to their nominees of their intentions with regard to the Offer.

All documents and remittances will be sent to the Independent Shareholders by ordinary post at their own risk. These documents and remittances will be sent to them at their respective addresses as they appear in the register of members, or, in case of joint holders to the Independent Shareholder whose name appears first in the said register of members. None of the Offeror, parties acting in concert with the Offeror, the Vendor, the Company, Get Nice Securities, the Independent Financial Adviser, the Registrar nor their respective ultimate beneficial owners, directors, officers, advisers, agents or associates, as applicable, or any other person involved in the Offer will be responsible for any loss or delay in transmission of such documents and remittances or any other liabilities that may arise as a result thereof.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information regarding the Offer set out in the appendices to this Composite Document and the accompanying Form of Acceptance, which form part of this Composite Document. You are also reminded to consider carefully the information contained in the “Letter from the Board”, the “Letter from the Independent Board Committee” and the “Letter from the Independent Financial Adviser” contained in this Composite Document and to consult your professional advisers as you see fit, before deciding whether or not to accept the Offer.

Yours faithfully,
For and on behalf of
Get Nice Securities Limited
Larry Ng
Director

LETTER FROM THE BOARD



S&T Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3928)

Executive Directors:

Mr. Poon Soon Huat

(chairman)

Mr. Koh Chew Chiang

(alias Xu Zhouchang)

(formerly known as Faris Koh)

(chief executive officer)

Independent non-executive Directors:

Mr. Chan Kwok Wing Kelvin

Mr. Tam Hon Fai

Mr. Wong Ka Bo Jimmy

Registered office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

Headquarters and principal place

of business in Singapore:

16 Kian Teck Way

Singapore 628749

Principal place of business in

Hong Kong:

Unit B, 17/F, United Centre

95 Queensway, Hong Kong

20 August 2024

To the Independent Shareholders

Dear Sir or Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY
GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF
ALPINE TREASURE LIMITED TO ACQUIRE
ALL THE ISSUED SHARES OF S&T HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR
AGREED TO BE ACQUIRED BY ALPINE TREASURE LIMITED
AND/OR PARTIES ACTING IN CONCERT WITH IT)**

LETTER FROM THE BOARD

INTRODUCTION

References are made to the Joint Announcement in relation to, among other things, the Sale and Purchase Agreement and the Offer.

As disclosed in the Joint Announcement, on 19 June 2024 (after trading hours), the Vendor, the Guarantors and the Offeror entered into the Sale and Purchase Agreement pursuant to which the Vendor conditionally agreed to sell and the Offeror conditionally agreed to purchase the Sale Shares, being 360,000,000 Shares, representing 75% of the total issued share capital of the Company as at the date of the Joint Announcement, for a total cash consideration of HK\$100,000,000 (representing approximately HK\$0.2778 per Sale Share).

Completion of the Sale and Purchase Agreement took place on 10 July 2024. Immediately after the Completion and as at the Latest Practicable Date, the Offeror, the ultimate beneficial owners of the Offeror (i.e. Mr. Chang and Mr. Ho) and the parties acting in concert with any of them held a total of 376,170,000 Shares (comprising the 360,000,000 Shares which the Offeror held and the 16,170,000 Shares which Mr. Ho held), representing in aggregate approximately 78.37% of the entire issued share capital of the Company.

Immediately prior to Completion, none of the Offeror, the ultimate beneficial owner of the Offeror (i.e. Mr. Chang and Mr. Ho) and the parties acting in concert with any of them held any Shares, save for the 16,170,000 Shares held by Mr. Ho, representing approximately 3.37% of the total issued share capital of the Company.

As at the Latest Practicable Date, the Company had 480,000,000 Shares in issue and the Company did not have any outstanding Shares, options, warrants, derivatives or other securities which are convertible or exchangeable into Shares or other securities (as defined in Note 4 to Rule 22 of the Takeovers Code) and has not entered into any agreement for the issue of such options, derivatives, warrants or other relevant securities which are convertible or exchangeable into Shares.

The purpose of this Composite Document (of which this letter forms part) is to provide you with, among other things, (i) information relating to the Group and the Offeror; (ii) further details of the Offer; (iii) a letter from the Independent Board Committee containing the Independent Board Committee's recommendation to the Independent Shareholders in respect of the terms of the Offer and as to acceptance; (iv) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders in relation to the Offer; and (v) procedures for acceptance of the Offer.

LETTER FROM THE BOARD

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising all of the three independent non-executive Directors, namely Mr. Chan Kwok Wing Kelvin, Mr. Tam Hon Fai and Mr. Wong Ka Bo Jimmy, has been established pursuant to Rule 2.1 of the Takeovers Code to advise the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and give a recommendation as to acceptance of the Offer.

As announced by the Company on 16 July 2024, Capital 9 has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the Offer and in particular as to whether the Offer is, or is not, fair and reasonable and as to acceptance.

The full text of the letter from the Independent Board Committee and the letter from the Independent Financial Adviser are set out in this Composite Document. You are urged to read these letters and the additional information contained in the appendices to this Composite Document carefully before taking any action in respect of the Offer.

PRINCIPAL TERMS OF THE OFFER

The Offer

Get Nice Securities, for and on behalf of the Offeror and in compliance with the Takeovers Code, is making the Offer on the following basis:

Offer Price each Offer Share. HK\$0.2778 in cash

The Offer Price of HK\$0.2778 per Offer Share under the Offer is the same as the price per Sale Share of approximately HK\$0.2778 per Sale Share paid by the Offeror under the Sale and Purchase Agreement.

The Offer is extended to all Shareholders other than the Offeror and parties acting in concert with it in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offer will be fully paid and free from all Encumbrances together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of despatch of this Composite Document. The Company confirms that as at the Latest Practicable Date, (i) the Company had not declared any dividend which remains unpaid; and (ii) it did not have any intention to make, declare or pay any future dividend/make other distributions on or before the close of the Offer.

LETTER FROM THE BOARD

The Offer is unconditional in all respects when made.

Further details of the Offer including, among other things, its extension to the Overseas Shareholders, information on taxation, the terms and conditions and the procedures for acceptance and settlement and acceptance period are set out in the sections headed “Letter from Get Nice Securities” in this Composite Document, Appendix I to this Composite Document and the accompanying Form of Acceptance.

INFORMATION OF THE GROUP

The Company was incorporated and registered as an exempted company in the Cayman Islands with limited liability on 17 September 2018. The Shares have been listed on the Main Board of the Stock Exchange since 19 September 2019. The Company is an investment holding company and the principal activities of its operating subsidiaries are provision of construction services and property investment in Singapore. The Group specialises in providing construction services and solutions in (i) civil engineering works e.g. road works, earthworks, drainage works, earth retaining stabilising structures works and soil improvement works; (ii) building construction works mainly for industrial buildings which include substructure works, piling works, addition and alteration works and electrical and mechanical works; and (iii) other ancillary services which include logistics and transportation services of construction materials, and properties investment business including residential and industrial properties leasing. The Group’s property investment business primarily includes residential and industrial properties leasing.

Your attention is drawn to Appendix II and Appendix III to this Composite Document which contain financial and general information of the Group, respectively, as required under the Takeovers Code.

LETTER FROM THE BOARD

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately following Completion and as at the Latest Practicable Date:

	Immediately before Completion		Immediately after the Completion and as at the Latest Practicable Date	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Offeror and parties acting in concert with it				
— Offeror (<i>Note 1</i>)	—	—	360,000,000	75.00
— Mr. Ho	<u>16,170,000</u>	<u>3.37</u>	<u>16,170,000</u>	<u>3.37</u>
Sub-total	16,170,000	3.37	376,170,000	78.37
Vendor (<i>Note 2</i>)	360,000,000	75.00	—	—
Independent Shareholders	<u>103,830,000</u>	<u>21.63</u>	<u>103,830,000</u>	<u>21.63</u>
Total	<u>480,000,000</u>	<u>100.00</u>	<u>480,000,000</u>	<u>100.00</u>

Notes:

1. The Offeror is legally and beneficially owned as to 20% and 80% by Mr. Chang and Mr. Ho, respectively.
2. The Vendor is legally and beneficially owned as to 50% and 50% by Mr. Poon Soon Huat, an executive, and Mr. Teo Teck Thye, respectively.
3. Certain percentage figures included in this table have been subject to rounding adjustments. Figures shown as total may not be in arithmetic aggregation of the figures preceding them.

INFORMATION ON THE OFFEROR

Your attention is drawn to the paragraph headed “Information of the Offeror” in “Letter from Get Nice Securities” in this Composite Document and Appendix IV to this Composite Document.

LETTER FROM THE BOARD

THE OFFEROR'S INTENTION ON THE GROUP

Your attention is drawn to the paragraph headed "Intention of the Offeror regarding the Group" in "Letter from Get Nice Securities" in this Composite Document for the Offeror's plan for the Group and its employees.

The Board is aware of the Offeror's intention in relation to the Group and its employees and is willing to render reasonable co-operation with the Offeror and continue to act in the best interests of the Company and the Shareholders as a whole.

PUBLIC FLOAT AND MAINTENANCE OF THE LISTING STATUS OF THE COMPANY

The Offeror intends to maintain the listing of the Shares on the Stock Exchange.

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) there are insufficient Shares in public hands to maintain an orderly market,

it will consider exercising its discretion to suspend dealings in the Shares.

Therefore, it should be noted that upon close of the Offer, there may be insufficient public float of the Shares and the trading in the Shares may be suspended until sufficient public float exists for the Shares.

Immediately after the Completion and as at the Latest Practicable Date, the Offeror and parties acting in concert with it hold 376,170,000 Shares, representing approximately 78.37% of the total issued share capital of the Company. Accordingly, the minimum public float requirement of 25% as set out under Rule 8.08(1)(a) of the Listing Rules was not satisfied. As such, as disclosed in the announcement of the Company dated 10 July 2024, the Company has applied to the Stock Exchange for a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules for a period from 10 July 2024 to 30 September 2024 (both days inclusive) (the "**Waiver Period**") to allow the Offeror to restore the minimum public float of the Shares by way of placement of existing Shares to independent third parties. On 9 July 2024, the Stock Exchange has granted the Company a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules during the Waiver Period. The Stock Exchange may withdraw or change such waiver if the Company's situation changes. The directors of the Offeror and the Company have undertaken

LETTER FROM THE BOARD

to the Stock Exchange to engage a placing agent for the placement of existing Shares to independent third parties, after the close of the Offer and on or before 30 September 2024. As at the Latest Practicable Date, the Offeror is identifying a placing agent for the placement of existing Shares to independent third parties. Further announcement(s) regarding the restoration of public float will be made by the Company as and when appropriate.

RECOMMENDATION

Your attention is drawn to the sections headed “Letter from the Independent Board Committee” and “Letter from the Independent Financial Adviser” in this Composite Document, which contain, among other things, their advice in relation to the Offer and the principal factors considered by them in arriving at their recommendation. You are urged to read these letters and the additional information contained in the appendices to this Composite Document carefully before taking any action in respect of the Offer.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information contained in the appendices to this Composite Document. You are also recommended to read carefully Appendix I titled “Further Terms and Procedures for Acceptance of the Offer” to this Composite Document and the accompanying Form of Acceptance for further details in respect of the procedures for acceptance of the Offer.

In considering what action to take in connection with the Offer, you should consider your own tax positions, if any, and, in case of any doubt, consult your professional advisers.

Yours faithfully
By order of the Board of
S&T Holdings Limited
Poon Soon Huat
Chairman and Executive Director



S&T Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3928)

20 August 2024

To the Independent Shareholders

Dear Sir or Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY
GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF
ALPINE TREASURE LIMITED TO ACQUIRE
ALL THE ISSUED SHARES OF S&T HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR
AGREED TO BE ACQUIRED BY ALPINE TREASURE LIMITED
AND/OR PARTIES ACTING IN CONCERT WITH IT)**

We refer to this Composite Document dated 20 August 2024 jointly issued by the Offeror and the Company of which this letter forms part. Unless specified otherwise, capitalised terms used herein shall have the same meanings as those defined in this Composite Document.

We have been appointed by the Board to constitute the Independent Board Committee to consider the terms of the Offer and to make a recommendation to the Independent Shareholders as to whether, in our opinion, the Offer is, or is not, fair and reasonable and to make recommendation as to acceptance thereof. We have declared that we are independent and have no direct or indirect interests in the Offer, and therefore are able to consider the terms of the Offer and to make recommendations to the Independent Shareholders.

Capital 9 has been appointed as the Independent Financial Adviser to advise us in respect of whether the Offer is, or is not, fair and reasonable and to make recommendations in respect of the acceptance of the Offer. Details of its advice and recommendations, together with the principal factors and reasons which it has considered before arriving at such recommendations, are set out in the section headed “Letter from the Independent Financial Adviser” in this Composite Document. We also wish to draw your attention to the sections headed “Letter from Get Nice Securities” and the “Letter from the Board” in this Composite Document as well as the additional information set out in the appendices to this Composite Document.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

RECOMMENDATION

Having considered the terms of the Offer, taking into account the information contained in this Composite Document and the advice from the Independent Financial Adviser, in particular the factors, reasons and recommendations as set out in the section headed “Letter from the Independent Financial Adviser”, we concur with the view of the Independent Financial Adviser and consider that (i) the Offer are not fair and reasonable as far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders not to accept the Offer.

However, the Independent Shareholders who wish to realise their investments in the Company are reminded to monitor the trading price and liquidity of the Shares during the Offer Period and should, having regard to their own circumstances, consider selling their Shares in the open market instead of accepting the Offer if the net proceeds obtained from such disposal of the Shares (after deducting all transaction costs) would be higher than the net proceeds from accepting the Offer.

Notwithstanding our recommendation, the Independent Shareholders are strongly advised that the decision to realise or to hold their investments is subject to individual circumstances and investment objectives. If in doubt, the Independent Shareholders should consult their own professional advisers for advice. Furthermore, the Independent Shareholders who wish to accept the Offer are recommended to read carefully the procedures for accepting the Offer as detailed in Appendix I to this Composite Document and the accompanying Form of Acceptance.

Yours faithfully,

**Independent Board Committee of
S&T Holdings Limited**

Chan Kwok Wing Kelvin
Independent
non-executive Director

Tam Hon Fai
Independent
non-executive Director

Wong Ka Bo Jimmy
Independent
non-executive Director

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the text of a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer for the purpose of incorporation into this Composite Document.



Unit 1219, 12/F,
Bank of America Tower,
12 Harcourt Road,
Central,
Hong Kong

20 August 2024

*To the Independent Board Committee of
S&T Holdings Limited*

Dear Sir/Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY
GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF
ALPINE TREASURE LIMITED TO ACQUIRE
ALL THE ISSUED SHARES IN S&T HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED
AND/OR AGREED TO BE ACQUIRED
BY ALPINE TREASURE LIMITED AND/OR PARTIES ACTING IN
CONCERT WITH IT)**

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee in respect of the Offer, particulars of which are set out in the section headed “Letter from Get Nice Securities” (the “**Letter from Get Nice Securities**”) contained in the composite document of the Company and the Offeror dated 20 August 2024 (the “**Composite Document**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Composite Document unless the context requires otherwise.

Reference is made to the Joint Announcement in relation to, among other things, the Sale and Purchase Agreement and the Offer. Immediately prior to the Completion, save as the 16,170,000 Shares owned by Mr. Ho, none of the Offeror, its ultimate beneficial owners and parties acting in concert with any of them owns, control or has direction over any Share or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately following

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

the Completion which took place on the Completion Date, the Offeror and parties acting in concert with it were interested in an aggregate 376,170,000 Shares, representing approximately 78.37% of the total issued share capital of the Company. The Offeror is therefore required under Rule 26.1 of the Takeovers Code to make the Offer for all the issued Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it. The Offer will be made to the Independent Shareholders.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising all of the three independent non-executive Directors, namely Mr. Chan Kwok Wing Kelvin, Mr. Tam Hon Fai and Mr. Wong Ka Bo Jimmy, has been established pursuant to Rule 2.1 of the Takeovers Code to advise the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and give a recommendation and as to the acceptance of the Offer.

With the approval of the Independent Board Committee in accordance with Rule 2.1 of the Takeovers Code, we have been appointed as the Independent Financial Adviser to advise the Independent Board Committee in this regard.

We are not in the same group as the financial or other professional advisers (including stockbrokers) to the Company and to the Offeror, and we are not associated with the Offeror or the Company or any party acting, or presumed to be acting in concert with any of them and we had not had, any connection, financial assistance or otherwise, with either the Offeror or the Company or the controlling shareholder(s) of either of them. In the past two years preceding the Latest Practicable Date, there was no engagement between the Company and/or the Offeror and us. Apart from the normal advisory fee payable to us in connection with this appointment as the Independent Financial Adviser, no arrangement exists whereby we shall receive any other fees or benefits from the Company, the Offeror, any of their respective substantial shareholders, directors or chief executives, their respective associates, or any person acting, or presumed to be acting, in concert with any of them. Accordingly, we are qualified to give independent advice in relation to the Offer.

BASIS OF OUR OPINION

In formulating our opinion and recommendation to the Independent Board Committee, we have reviewed, among other things, the annual and interim report of the Company for the year ended 30 September 2023 (the “**2023 AR**”) and the six months ended 31 March 2024 (the “**2024 IR**”) and information contained in the Composite Document.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

In addition, we have relied on (i) the information, facts and representations provided, and the opinions and views expressed, to us by the Company, the Directors and/or the management of the Group, and (ii) the information, facts, representations, opinions and views of the Company, the Directors, the management of the Group and/or the Offeror contained or referred to in the Composite Document, including but not limited to the Letter from the Board and the Letter from Get Nice Securities contained therein, all of which have been assumed to be true, accurate and complete at the time they were made and to continue to be so as at the Latest Practicable Date. We understand that the Company will notify the Shareholders of any material changes during the Offer Period as soon as possible in accordance with the Takeovers Code. The Independent Shareholders will be notified of any material changes of such information provided and our opinion, if any, as soon as possible throughout the Offer Period. We have also assumed that all statements of belief, opinion, view and intention made by the Company, the Directors, the management of the Group and/or the Offeror in the Composite Document, including but not limited to the Letter from the Board and the Letter from Get Nice Securities contained therein, were reasonably made after due and careful enquiry and the expectations and intentions of the Company, the Directors, the management of the Group and/or the Offeror will be met or carried out as the case may be. We consider that we have received and reviewed sufficient information to form an informed view and have no reason to believe that any material information has been omitted or withheld, or to doubt the truth, accuracy and completeness of the information and representations provided to us by the Company, the Directors, the management of the Group and/or the Offeror. The Company has confirmed to us that no material facts which would have material impact on our formulating our opinion and recommendation to the Independent Board Committee have been withheld or omitted from the information provided to us, the opinion expressed to us, and/or information or opinion contained or referred to in the Composite Document.

We have not, however, carried out any independent verification of the information provided by the Company, the Directors, the management of the Group and/or the Offeror, nor have we conducted any independent investigation into the business, financial conditions and affairs of the Group, the Offeror, or any of their respective subsidiaries, controlled entities, jointly controlled entities or associates. We consider that we have performed our duties with impartiality and independence from the Company and the Offeror.

As stated in the Composite Document, the Directors jointly and severally accept full responsibility for the accuracy of information contained in the Composite Document (other than any information relating to the Offeror and its concert parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Composite Document (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in the Composite Document, the omission of which would make any statement in the Composite Document misleading.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Also, the directors of the Offeror, Mr. Chang and Mr. Ho, accept full responsibility for the accuracy of the information contained in the Composite Document (other than those relating to the Vendor and the Group), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in the Composite Document (other than the opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in the Composite Document, the omission of which would make any statement contained in the Composite Document misleading. The Company will notify the Independent Shareholders of any material changes to information contained or referred to in the Composite Document as soon as possible in accordance with Rule 9.1 of the Takeovers Code. The Independent Shareholders will also be informed as soon as possible when there are any material changes to the information contained or referred to herein as well as changes to our opinion, if any, after the Latest Practicable Date and throughout the Offer Period pursuant to Rule 9.1 of the Takeovers Code.

We have not considered and express no opinion on the tax and regulatory implications on the Independent Shareholders of their acceptances or non-acceptances of the Offer since these are dependent upon their own individual circumstances. In particular, the Independent Shareholders who are resident outside Hong Kong or subject to overseas taxes or Hong Kong taxation on securities dealings should consider their own tax positions with regard to the Offer and, if in any doubt, should consult their own professional advisers.

This letter is issued for the information of the Independent Board Committee solely in connection with their consideration of the Offer. Except for its inclusion in the Composite Document, this letter may not be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

PRINCIPAL REASONS AND FACTORS CONSIDERED

In arriving at our recommendation to the Independent Board Committee in respect of the Offer, we have taken into consideration the following principal reasons and factors:

(1) Information on the Group

(a) Historical financial performance

The Group is principally engaged in construction services and property investment business in Singapore. The construction services mainly include (a) civil engineering works e.g. road works, earthworks, drainage works, earth retaining stabilising structures works and soil improvement works; (b) building construction works mainly for industrial buildings which include substructure

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works, piling works, addition and alteration works and electrical and mechanical works; and (c) other ancillary services which include logistics and transportation services of construction materials. The property investment business mainly includes residential and industrial properties leasing.

Set out below is a summary of the financial information of the Group for the year ended 30 September 2022 (“FY2022”) and 2023 (“FY2023”) and the six months ended 31 March 2023 (“1H2023”) and 2024 (“1H2024”) as extracted from the 2023 AR and 2024 IR, and further confirmed by the Company:

Operating performance

	FY2022	FY2023	1H2023	1H2024
	<i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>
	(audited)	(audited)	(unaudited)	(unaudited)
Revenue , comprising	67,093	56,056	31,885	23,625
(i) Construction services	66,584	55,589	31,608	23,344
— <i>Civil engineering works</i>	55,891	48,157	24,373	21,283
— <i>Building construction works</i>	10,522	7,395	7,231	61
— <i>Other ancillary services</i>	171	37	4	2,000
(ii) Rental from property investment	509	467	277	281
Cost of services	(63,876)	(52,250)	(30,099)	(20,872)
Gross profit	3,217	3,806	1,786	2,753
Gross profit margin	4.8%	6.8%	5.6%	11.7%
Other income	1,072	191	99	217
Other gains and losses	3,969	3,314	1,424	129
Administrative expenses	(8,203)	(5,691)	(2,767)	(2,554)
(Allowance for)/reversal of expected credit losses on financial assets and contract assets, net	234	(1,326)	39	160
Finance costs	(1,215)	(996)	(555)	(454)
Share of result of a joint venture	(528)	(575)	1	1
Profit/(Loss) before taxation	(1,454)	(1,277)	27	252
Income tax	(39)	240	253	—
Profit/(Loss) and total comprehensive income/(loss) for the year	(1,493)	(1,037)	280	252

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FY2023 compared with FY2022

For FY2023, the Group's revenue decreased by approximately S\$11.0 million or 16.5% to approximately S\$56.1 million from approximately S\$67.1 million for FY2022. As stated in 2023 AR and further advised by the Company, such revenue decrease was mainly attributable to decrease in revenue from civil engineering works and building construction works by S\$7.7 million and S\$3.1 million respectively, due to slower progress in construction work progress of certain of the 26 ongoing projects (including 24 civil engineering works projects, of which 18 and 6 were awarded by private and public customers respectively, and 2 building construction works projects awarded by private customers) and 10 newly awarded civil engineering works projects awarded by private customers in FY2023. Such slower progress was mainly resulted from delays or extension of time in project coordination. Whether such kind of delays will re-occur is unpredictable based on the past experience of the Group. The Group procures its business mainly from public tenders, private tenders and/or private quotations. While there were ongoing projects carried forward from FY2022 and newly awarded projects in FY2023, the Group's overall revenue for FY2023 decreased compared to FY2022, mainly due to (i) the overall decrease in the number of ongoing and newly awarded projects in FY2023; and (ii) the entering into early stage by new project, or the late and/or completion stages by older projects, in FY2023 of which revenue contributed by such early, late and/or completion stage was less significant compared to that recognised in the previous stages of those projects in FY2022.

The Group recorded a decrease in net loss of approximately S\$0.5 million from approximately S\$1.5 million for FY2022 to approximately S\$1.0 million for FY2023. As stated in 2023AR, such decrease was mainly due to (i) the increase in gross profit by approximately S\$0.6 million and higher profit margin, which was primarily driven by the improvement of cost control for ongoing projects due to the easing of COVID-19 pandemic in Singapore and decrease in costs incurred for COVID-19 related controlled safety measures; and (ii) the decrease in (a) administrative expenses by approximately S\$2.5 million, mainly due to the decrease in professional fees (relating to application to the Stock Exchange for resumption of trading incurred in FY2022 and absence of such fee in FY2023 due to trading resumption in April 2022), (b) general machineries and motor vehicles expenses, being general maintenance expenses, as major repairs have been made in FY2022 thus were not required in FY2023 and (c) administrative staff costs FY2023 compared to that for FY2022 mainly due to decrease in number of employees, partially offset by (i) the decrease in other income by approximately S\$0.9 million, mainly due to the decrease in government grants and rental income from renting equipment; (ii) the decrease in other gains and losses by approximately S\$0.7 million, mainly due to the recognition of net foreign exchange losses arising from the unrealised exchange differences of the Group's certain bank balances denominated in Hong Kong dollars as the Company's consolidated financial

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statements are presented in Singapore dollars which is also the functional currency of the Company; and (iii) increase in net allowance for expected credit losses recognised on financial assets and contract assets by approximately S\$1.6 million.

As stated in the 2023 AR, the aforesaid financial assets mainly refer to the Group's trade and other receivables which were derived in the usual business operations of the Company and whose objective is to collect contractual cash flows. Those contract assets arose from the provision of the Group's civil engineering works and building construction works as at the year/period end represented the Group's rights to considerations from customers for the provision of construction services, which arise when: (i) the Group completed the relevant services under such contracts (i.e. revenue not yet been billed to the customers which the Group have completed the relevant services under such contracts but yet certified by representatives appointed by the customers); and (ii) the customers withhold certain amounts payable to the Group as retention money to secure the due performance of the contracts upon completion of the relevant works. The net increase in expected credit losses in FY2023 as compared to FY2022 was mainly due to (i) the recognition of expected credit losses on the trade receivables and contract assets due from a customer which has commenced its winding up during FY2023; and (ii) deterioration of the Group's historical observed default rates over the expected life of debts and forward-looking factors specific to the debtors and the economic environment.

1H2024 compared with 1H2023

The Group's total revenue decreased by approximately S\$8.3 million or approximately 26.0%, from approximately S\$31.9 million for 1H2023 to approximately S\$23.6 million for 1H2024. As stated in the 2024 IR and further advised by the Company, such decrease was mainly due to (i) a decrease in revenue from civil engineering works and building construction works by approximately S\$3.1 million and S\$7.2 million, respectively, due to overall decrease in number of projects in both segments and more construction building works projects were completed in 1H2024 compared to that in 1H2023, and (ii) overall decrease in construction activities driven by the slower progress of the Group's construction projects for 1H2024 as compared to 1H2023, which was mainly resulted from delays or extension of time in project coordination. Such decrease was partially offset by an increase in revenue from other ancillary services by approximately S\$2.0 million, mainly due to a one-off salvage works related to the demolition of shipyard.

As further stated in the 2024IR, the Group's net profit for 1H2024 remained stable as compared to that for 1H2023, which was mainly attributable to the combined effects of (i) an increase in gross profit and gross profit margin, which was primarily driven by (a) the improvement of cost control for ongoing projects in 1H2024, and (b) an increase in the Group's portion of revenue contributed by other ancillary services comprising mainly the aforesaid one-off

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salvage works in 1H2024, and of which the profit margin was higher compared to that of the other ancillary services provided in 1H2023; and (ii) a decrease in other gains driven by the decrease in the net gain on disposal of property, plant and equipment of approximately S\$2.1 million for 1H2024.

Financial position

	As at		As at
	30 September		31 March
	2022	2023	2024
	<i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>
	(audited)	(audited)	(unaudited)
Non-current assets	31,948	27,798	27,917
Property, plant and equipment	13,439	11,213	11,329
Investment properties	10,213	10,550	10,550
Investment properties held under joint operations	5,945	4,250	4,250
Interest in a joint venture	586	11	10
Financial assets at fair value through profit or loss	1,258	1,267	1,271
Bank deposits	507	507	507
Current assets	41,492	35,815	34,494
Trade receivables	8,264	4,476	4,125
Other receivables, deposits and prepayments	2,577	2,485	1,869
Contract assets	21,693	20,572	19,953
Bank balances and cash	8,958	8,282	8,547
Current liabilities	30,223	27,324	26,464
Trade and other payables	19,014	16,124	15,095
Contract liabilities	17	35	191
Bank overdrafts	4,357	4,614	4,704
Bank borrowings	5,549	6,038	6,023
Bank borrowings held under joint operations	228	96	99
Lease liabilities	1,058	417	352
Non-current liabilities	14,221	8,330	7,736
Bank borrowings	9,617	4,813	4,063
Bank borrowings held under joint operations	3,035	2,364	2,313
Lease liabilities	1,569	1,153	1,360
Net current assets	11,269	8,491	8,030
Net assets	28,996	27,959	28,211
Gearing ratio (Note)	87.6%	69.7%	67.0%

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Note:

The gearing ratio is calculated by dividing all bank overdrafts, bank borrowings (including bank borrowings held under joint operations) and lease liabilities by total equity at the year-end/period-end date and expressed as a percentage.

30 September 2023 compared with 30 September 2022

As to the financial position of the Group, as shown in the table above, the Group recorded a decrease in net assets by approximately S\$1.0 million or 3.6% to approximately S\$28.0 million as at 30 September 2023 from approximately S\$29.0 million as at 30 September 2022. Such decrease was mainly due to the decrease in property, plant and equipment by approximately S\$2.2 million, mainly due to the Group's disposal of a property to an external party. Gearing ratio of the Group decreased to 69.7% as at 30 September 2023 from 87.6% as at 30 September 2022.

31 March 2024 compared with 30 September 2023

The Group recorded a slight increase in net assets by approximately S\$0.2 million or 1.0% to approximately S\$28.2 million as at 31 March 2024 from approximately S\$28.0 million as at 30 September 2023. Such increase was mainly due to the increase in property, plant and equipment by approximately S\$0.1 million in 1H2024. Gearing ratio of the Group decreased to 67.0% as at 31 March 2024 from 69.7% as at 30 September 2023, indicating an improving trend in the financial position of the Group since 30 September 2022.

(b) Outlook

As stated in the 2024 IR, according to the announcement of the Building and Construction Authority ("BCA") on 15 January 2024, the preliminary construction demand for 2023 reached S\$33.8 billion, due to an uptrend in tender prices, expediting of construction awards for several private residential projects and ramping up of Housing & Development Board's public housing projects. Based on the Group's experience, such trend is considered to be favourable to the Group as those projects normally require other supplementary areas of engineering works from service providers of civil engineering and/or building construction works such as the Group. This exceeded BCA's forecast of S\$27 billion to S\$32 billion in January 2023. In 2024, the total construction demand is projected to range between S\$32 billion and S\$38 billion ("**2024 Demand Forecast**"), with the public sector contributing about 55% of the total demand. The BCA also expects a steady improvement in construction demand over the medium-term to reach between S\$31 billion and S\$38 billion per year from 2025 to 2028. BCA also projects private sector construction demand to range between S\$14 billion and S\$17 billion in 2024. BCA anticipates that private sector construction demand in 2024 will come mainly from residential developments under the Government Land Sales, expansion of the two Integrated Resorts, redevelopment of commercial premises, as well as development of mixed-used properties and industrial facilities. We

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also found and noted the statistics above in the aforesaid announcement of BCA¹, a statutory board under the Ministry of National Development of the Government of Singapore. We also noted that the aforesaid preliminary construction demand figure of S\$33.8 billion for 2023 released by the BCA was confirmed by Ministry of Trade and Industry of the Republic of Singapore, another government body of Singapore, in its “Economic Survey of Singapore 2023” published in February 2024 which states that “For the full year (2023), total construction demand expanded by 13.5 per cent to S\$33.8 billion”². We further noted from the information released by BCA on 16 January 2024 that the actual construction demand for the four months from January to April 2024 reached S\$10.08 billion, representing approximately 31.5% of the low end of the 2024 Demand Forecast³. The aforesaid statistics are considered an indication of the positive outlook of the construction industry in Singapore.

As further stated in the 2024 IR, the Group acknowledges that its business operations are still reeling from the aftermath of COVID-19 despite the overall improved outlook of the domestic construction industry in Singapore. The operating environment is challenging given the high interest rate environment and rise in material, labour and subcontracting costs. Regardless of that, given the positive future construction demands, that is, potential new construction projects, in Singapore as announced by BCA which is considered to be favourable to the services providers of civil engineering and building construction work including the Group, the Group remains cautiously optimistic in its potential business growth in this challenging landscape given the aforesaid potential business opportunities, as the Group’s revenue decrease and net loss or decrease in net profit recorded by the Group in FY2023 compared to FY2022 and in 1H2024 compared to 1H2023 was mainly due to, among others, overall decrease in the number of projects on hand. The Group expects the construction industry to regain momentum in the medium to long term.

The Group will continue to remain focus in its business strategies of strengthening its core expertise in providing civil engineering solutions to customers through improving productivity, enhancing its technical capabilities in respect of technical skills and knowledge in executing civil engineering and building construction works, financial management and upskilling of its workforce. As advised by the Company, the Group participated in various kinds of tender process with both private and public corporations. The success rate was approximately 17% (by value) and 25% (by count) from 1 January 2023 up to July 2024. The Group believes that this will improve its competitive edge in the tender success rate and adaptability to the changing market demands.

¹ <https://www1.bca.gov.sg/about-us/news-and-publications/media-releases/2024/01/15/steady-demand-for-the-construction-sector-projected-for-2024>

² <https://www.mti.gov.sg/Resources/Economic-Survey-of-Singapore/2023/Economic-Survey-of-Singapore-2023>

³ https://www1.bca.gov.sg/docs/default-source/docs-corp-form/free_stats.pdf?sfvrsn=4d68fbe4_124

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Taking into account (i) the positive outlook of the construction industry in Singapore, as evidenced by the statistics released by the BCA in January 2024, including (a) the preliminary construction demand for 2023 of S\$33.8 billion, which was confirmed by the Ministry of Trade and Industry of the Republic of Singapore, another government body of Singapore in its statistics released in February 2024, exceeding the BCA's forecast of S\$27 billion to S\$32 billion in January 2023 and (b) the total construction demand in 2024 of S\$32 billion to S\$38 billion as projected by the BCA, (ii) the aforesaid outlook is considered favourable to the Group as new construction projects normally require other supplementary areas of engineering works from services providers (including the Group) of civil engineering and/or building construction works; (iii) the over 25 years' of experience in the industry of the Group to capture such business opportunities; and (iv) the Group's strategies to develop its business as mentioned above, we concur with the Company's view that the outlook of the Singapore construction industry is positive and it is favourable to the Group's business as a construction services provider in Singapore.

(2) Background of the Offeror and its intention for the Group

As stated in the Letter from the Board, the Offeror is a company incorporated in the BVI with limited liability and is principally engaged in investment holding. As at the Latest Practicable Date, save for entering into of the Sale and Purchase Agreement, the Offeror did not engage in any other business activities. As stated in the Letter from Get Nice Securities, the Offeror is owned as to 20% by Mr. Chang and 80% by Mr. Ho. Mr. Chang is a shareholder and director of the Offeror who has over 10 years' experience in corporate finance industry in Hong Kong. Mr. Ho is also a shareholder and director of the Offeror, who has accumulated over 20 years of experience in the construction industry. He joined the subsidiary of Yield Go Holdings Ltd. (now known as Metaspacex Limited) (stock code: 1796), a company listed on the Main Board of the Stock Exchange, a company principally engaged in the provision of fitting-out services in May 2001. From May 2018 to January 2024, he served as executive Director and chief executive officer of Yield Go Holdings Ltd. From July 1998 to March 2001, he served as an assistant quantity surveyor of Hoo Cheong Building Construction Co., Ltd. As stated in the Letter from Get Nice Securities, the Offeror expects that the Group may benefit from Mr. Ho's expertise and experience in project tender strategies, project management and site supervision works in the construction industry in Hong Kong as it is considered that such expertise and experience should not be bounded by geographical location, and thus his experience could allow him to provide advice to the Group's management for the Group's construction business in Singapore regardless of any difference in the rules and regulation in the construction industry in Hong Kong and Singapore, and Mr. Chang's experience and network in corporate finance industry in Hong Kong.

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As stated in the Letter from Get Nice Securities, the Offeror decided to invest in the Group based on various factors, mainly including (i) the long operating history and established track record of the Group in the Singapore construction industry; (ii) the broad range of construction know-how possessed by the Group, ranging from civil engineering works, building construction works to other ancillary services including logistics and transportation services of construction materials. In particular, the Offeror noted that the Group had extensive experience in various large-scale construction projects in Singapore in the past.

As further stated in the Letter from Get Nice Securities, the Offeror intends to maintain the listing of the Shares on the Stock Exchange following the close of the Offer. The Offeror does not intend to avail itself of any powers of compulsory acquisition of any Shares outstanding after the close of the Offer.

The Offeror intends to continue the employment of the existing management and employees of the Group (except for a proposed change to the members of the Board at a time no earlier than that as permitted under the Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate). As at the Latest Practicable Date, the Offeror has not identified any potential candidate to be appointed as a new director to the Board.

The Offeror also intends to maintain and continue the Company's existing principal business after completion of the Offer. The Offeror confirms that there is no intention to further expand and/or divest the existing businesses of the Company during the Offer Period and after the end of the Offer Period unless appropriate opportunities arise. The Offeror will conduct a review of the existing principal businesses, operations, financial position investments, proposed investments of the Group for the purpose of formulating long-term business plans and strategies for the future business development of the Group. Subject to the results of the review, the Offeror may explore other business opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Group. As at the Latest Practicable Date, no investment or business opportunity has been identified nor have the Offeror entered into any agreement, arrangement, understanding or negotiation in relation to the injection of any assets or business into the Group, or disposal of or downsizing of the Group's existing business.

The Offeror has no intention to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business.

The Independent Shareholders should be aware that the future operating performance of the Group will be subject to any business plans and strategies for the business development of the Group to be formulated by the Offeror and the new Board.

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(3) The Offer

(a) *Principal terms*

Get Nice Securities Limited is making the Offer for and on behalf of the Offeror at the Offer Price of HK\$0.2778 in cash for each Offer Share, which is the same as the price per Sale Share paid by the Offeror under the Sale and Purchase Agreement.

The Offer is unconditional in all respects and will not be conditional upon acceptances being received in respect of a minimum number of Offer Shares or any other conditions. Acceptance of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code, details of which are set out in the section headed “5. Right of withdrawal” in Appendix I to the Composite Document.

As at the Latest Practicable Date, the Company has 480,000,000 Shares in issue and the Company does not have any other outstanding Shares, options, warrants, derivatives or other securities which are convertible into Shares or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) and has not entered into any agreement for the issue of such options, derivatives, warrants or other relevant securities which are convertible or exchangeable into Shares.

Comparison of value

The Offer Price of HK\$0.2778 per Offer Share represents:

- (i) a discount of approximately 90.89% to the closing price of HK\$3.05 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 78.79% to the average closing price of approximately HK\$1.31 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 78.63% to the average closing price of approximately HK\$1.30 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to and including the Last Trading Day;
- (iv) a discount of approximately 78.30% to the average closing price of approximately HK\$1.28 per Share as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to and including the Last Trading Day;

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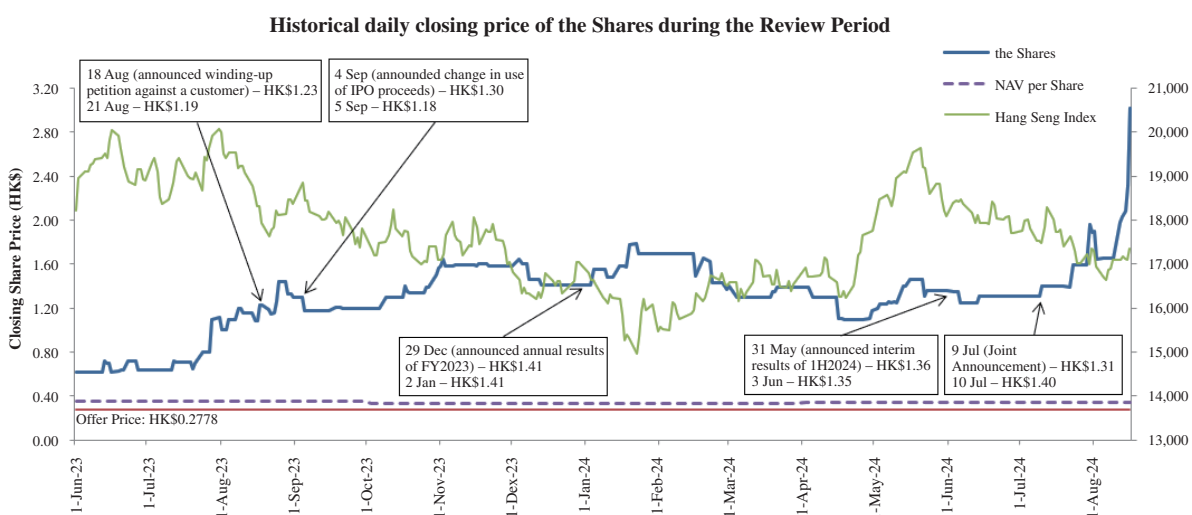
- (v) a discount of approximately 79.11% to the average closing price of approximately HK\$1.33 per Share as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the Last Trading Day;
- (vi) a discount of approximately 18.29% to the Group's audited consolidated net assets value ("NAV") attributable to the Shareholders per Share of approximately HK\$0.34 as at 30 September 2023 (based on a total of 480,000,000 Shares as at the date of the Latest Practicable Date and the Group's audited consolidated net assets value attributable to the Shareholders of approximately S\$28.0 million (equivalent to approximately HK\$161.3 million) as at 30 September 2023); and
- (vii) a discount of approximately 18.29% to the Group's unaudited consolidated net assets value attributable to the Shareholders per Share of approximately HK\$0.34 as at 31 March 2024 (based on a total of 480,000,000 Shares as at the date of Latest Practicable Date and the Group's unaudited consolidated net assets value attributable to the Shareholders of approximately S\$28.2 million (equivalent to approximately HK\$162.8 million) as at 31 March 2024).

To assess the fairness and reasonableness of the Offer Price, we have analysed the Offer Price with reference to (i) the historical price performance of the Shares; (ii) the historical trading price against NAV per Share; (iii) the historical trading liquidity of the Shares; and (iv) the comparison with market comparables.

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(i) Historical price performance of the Shares

The chart below depicts the closing price level of the Shares as quoted on the Stock Exchange from 1 June 2023 (being around 1-year before the Last Trading Day) and up to and including the Latest Practicable Date (the “**Review Period**”), and the comparison of the Share price performance and Offer Price with Hang Seng Index:



Source: Website of the Stock Exchange (www.hkex.com.hk)

We consider the length of the Review Period to be reasonably long enough to illustrate the historical trend and level of movement of the closing prices of the Shares.

The Offer Price represents a discount to the closing price of the Shares throughout the Review Period. As shown in the chart above, there was an increasing trend in the closing price of the Shares from HK\$0.65 on 20 July 2023 to HK\$1.44 on 25 August 2023, and to HK\$1.79 on 22 January 2024. The price then moved downwards and reached HK\$1.1 on 18 April 2024, and then moved up again and closed at HK\$1.31 on 14 June 2024.

Announcement of winding-up petition against a customer of the Group by its creditor was made by the Company after trading hours on 18 August 2023. The closing price of the Shares decreased for a few days and then moved up again and closed at higher than that before such announcement. After trading hours on 4 September 2023, announcement of change in use of proceeds from the initial public offering (“**IPO**”) of the Company was made by the Company. The closing price of the Shares decreased slightly but moved up again and reached a level higher than the closing price of the Shares on 4 September 2023 in a month later. Annual results for FY2023 reporting decrease in revenue and decrease in net loss for FY2023 from that for FY2022 was announced by the Company after trading hours on 29 December 2023. The closing price of the

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Shares remain steady on the following trading day. Interim results for 1H2024 reporting decrease in both revenue and net profit compared to that for 1H2023 was announced by the Company after trading hours on 31 May 2024. There was a slight decline only in the closing price of the Shares.

Also, it is noted from the chart above that the price trend of the Shares was not in line with the trend of the Hang Seng Index in certain months during the Review Period, particularly in August 2023 and January to April 2024. As advised by the Company, apart from the aforesaid announcements, they are not aware of any particular news of the Group leading to the aforesaid historical closing price movement of the Shares and difference with the trend of the Hang Seng Index. Given the Hang Seng Index is a free-float market capitalisation weighted index of the largest companies only that trade on the Stock Exchange, it is considered that the difference in pricing trend with the Hang Seng Index is not uncommon among listed companies of smaller size including the Company. Hence, the recent decreasing trend of Hang Seng Index shall not be considered as an indicator of the future price trend of the Shares.

Based on the observation above, it is considered that the investors may not buy or sell the Shares at a price principally with reference to the news and underlying value of the Company or the Hang Seng Index trend. Hence, the aforesaid announcements and comparison with the Hang Seng Index is considered not relevant in assessing the fairness and reasonableness of the Offer Price.

The Share price closed at HK\$1.31 before trading halt on 20 June 2024. Following the publication of the Joint Announcement and resumption of trading of the Shares on 10 July 2024, the closing price of the Shares moved upwards to HK\$1.4. The Share closed at HK\$3.05 on the Latest Practicable Date and the Offer Price represented a discount of 90.89% to it. As advised by the management of the Company, they believed that the aforesaid movement in the closing price of the Shares was due to the announcement of the possible Offer.

As at 31 March 2024, the Group's total assets amounted to approximately S\$62.4 million, of which approximately 38.6%, 23.7%, 18.2% and 14.5% were contact assets and trade receivables, investment properties, property, plant and equipment and bank deposits, bank balances and cash respectively. Taking into account the Group's assets can be realised into cash generally, it is considered relevant to consider the discount rate of the Offer Price to NAV as one of the factors in assessing the fairness and reasonableness of the Offer, including but not limited to the Offer Price.

Taking into account (i) the Share price closed above the Offer Price throughout the Review Period; (ii) the discount of 90.89%, 78.79%, 78.63%, 78.30% and 79.11% represented by the Offer Price to the Share closing price on the Latest Practicable Date, the Last Trading Day, the average Share closing price for the last 5, 10 and 30 consecutive trading days up to and including the Last

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Trading Day respectively; and (iv) the discount of 18.29% as represented by the Offer Price to each of the audited NAV per Share as at 30 September 2023 and the unaudited NAV per Share as at 31 March 2024, the Offer Price is not fair and reasonable.

Independent Shareholders should note that the information set out above is not an indicator of the future performance of the Shares and that the price of the Shares may increase or decrease from its closing price after the Latest Practicable Date.

(ii) Historical trading liquidity of the Shares

The table below sets out the trading volume of the Shares and the percentages of average daily trading volume to the total number of issued Shares and Shares held by the public Shareholders, respectively during the Review Period:

Month/period	Total trading volume for the month/period	Number of trading days	Average daily trading volume	Average daily trading	Average daily trading
				volume over total number of issued Shares	volume over total number of issued Shares held by the public Shareholders
	Shares	days	(Note 1) Shares	(Note 2) %	(Note 3) %
2023					
June	356,000	21	16,952	0.1	0.3
July	3,940,000	20	197,000	0.8	3.3
August	4,664,000	23	202,783	1.0	3.9
September	644,000	19	33,895	0.1	0.5
October	6,208,000	20	310,400	1.3	5.2
November	638,000	22	29,000	0.1	0.5
December	112,000	19	5,895	0.0	0.1
2024					
January	1,968,000	22	89,455	0.4	1.6
February	3,222,000	19	169,579	0.7	2.7
March	36,000	20	1,800	0.0	0.0
April	574,000	20	28,700	0.1	0.5
May	564,000	21	26,857	0.1	0.5
June	516,000	19	27,158	0.1	0.4
July	332,000	22	15,091	0.1	0.3
August					
(up to the Latest Practicable Date)	693,700	12	57,808	0.1	0.6

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Notes:

1. Calculated by dividing the total trading volume for the month/period by the number of trading days during the month/period.
2. Calculated by dividing the average daily trading volumes of the Shares by the total issued Shares at the end of each month or as at the Latest Practicable Date, where applicable.
3. Calculated by dividing the average daily trading volumes of the Shares by the total issued Shares held by the public Shareholders at the end of each month or as at the Latest Practicable Date, where applicable.

During the Review Period, the average daily trading volume ranged from approximately 1,800 Shares (in March 2024) to approximately 310,400 Shares (in October 2023), representing approximately 0.0% to 1.3% of the total number of issued Shares, and approximately 0.0% to 5.2% of the total number of issued Shares held by the public Shareholders, as at the end of the respective month. Although the trading liquidity was considered thin in terms of a percentage of the total number of issued Shares or public Shares as shown above, it is noted that there were trading activities and the total trading volume reached 3.9 million in July 2023, and further reached over 4.6 million and 6.2 million Shares in August 2023 and October 2023 respectively. As advised by the Company, they are not aware of the reason leading to such increase in trading volume in those months as apart from the announcement of winding up petition against customer by its creditor and change in use of IPO proceeds on 18 August 2023 and 4 September 2023, no other special news were announced by the Company. Hence, apart from the news announced by the Company which might stimulate trading activities of the Shares, the trading volume of the Shares was also believed to be determined by the Shareholders' or investors' own investment decision at the relevant time. Taking into account the above, the historical trading liquidity of the Shares, no matter thin or not, is considered an irrelevant factor in assessing whether to accept the Offer or not.

(iii) Peer comparison

In order to assess the fairness and reasonableness of the Offer Price, we have sought to identify comparable companies on the website of the Stock Exchange for peer comparison based on the criteria that the company is (i) currently listed and traded on the Stock Exchange; and (ii) principally engaged in business similar with that of the Group, and with over 50% revenue of the latest preceding year contributed by construction services and solutions in Singapore, mainly civil engineering works e.g. road works, earthworks, drainage works, earth retaining stabilising structures works and soil improvement works, given over 83% of the Group's revenue for FY2022 and FY2023 were contributed by the aforesaid construction services. We did not include the construction company which mainly operated in other geographical locations such as China/Hong Kong as the operating environment, cost structure such as wage level of the workers etc are expected to be different between Singapore and those other locations. Based on the aforesaid

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criteria, only one comparable, namely Chuan Holdings Limited (stock code: 1420), can be identified by all exhaustive means. We have discussed with and understand from the Company that principal business of such comparable in Singapore is similar with that of the Group. However, peer comparison is considered not applicable as only one comparable can be identified. We have thus focused our analysis of the Offer Price on historical trading performance and underlying fundamentals of the Company as discussed above.

RECOMMENDATION

Taking into account

- (a) the Offer Price represents a discount to the closing price of the Shares throughout the Review Period, in particular, a discount of 90.89%, 78.79%, 78.63%, 78.30% and 79.11% represented by the Offer Price to the Share closing price on the Latest Practicable Date, the Last Trading Day, the average Share closing price for the last 5, 10 and 30 consecutive trading days up to and including the Last Trading Day respectively;
- (b) while the discount rate of the Offer Price to NAV is considered one of the factors in assessing the fairness and reasonableness of the Offer (particularly the Offer Price) as the Group's assets can be realised into cash generally, the Offer Price represents a discount of 18.29% as represented by the Offer Price to each of the audited NAV per Share as at 30 September 2023 and the unaudited NAV per Share as at 31 March 2024;
- (c) a positive outlook of the construction industry in Singapore as indicated by the statistics released by the BCA, which is considered favourable as, based on the Group's over 25 years' of experience in the industry, the new construction projects normally require other supplementary areas of engineering works from services providers (including the Group) of civil engineering and/or building construction works;
- (d) we concur with the Group's view that the construction industry in Singapore is expected to regain momentum in the medium to long term, as evidenced by (i) the preliminary construction demand for 2023 of S\$33.8 billion released by the BCA in January 2024, which was confirmed by the Ministry of Trade and Industry of the Republic of Singapore, another government body of Singapore in its statistics released in February 2024, exceeding its forecast of S\$27 billion to S\$32 billion in January 2023 and (ii) the total construction demand in 2024 of S\$32 billion to S\$38 billion as projected by the BCA, and the Group remains cautiously optimistic in its possible business growth taking into account the potential new construction projects requiring services from construction services providers (including the Group) mentioned in (c) above, which is favourable to

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the Group as the revenue decrease and net loss or decrease in net profit recorded by the Group in FY2023 compared to FY2022 and in 1H2024 compared to 1H2023 was mainly due to, among others, overall decrease in the number of projects on hand;

- (e) the Offeror has no intention to introduce major changes to the existing business, assets or management (save for the potential change in the composition of the Board) of the Group, and its reason of investment in the Company is to capture the Group's extensive experience in various large-scale construction projects in Singapore in the past;
- (f) the Group may benefit from Mr. Ho's expertise in project tender strategies, project management and site supervision works in the construction industry and Mr. Chang's experience and network in corporate finance industry in Hong Kong as stated in the Letter from Get Nice Securities; and
- (g) an improving trend in the financial position of the Group, as indicated by the decrease in its gearing ratio from 87.6% as at 30 September 2022 to 69.7% as at 30 September 2023 and to 67.0% as at 31 March 2024,

we are of the view that the Offer are not fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders not to accept the Offer. The Independent Shareholders are advised to sell their Shares in the open market instead of accepting the Offer if they intend to realise their investment.

Yours faithfully,
For and on behalf of
Capital 9 Limited

Tan Ye Kai Byron **Chan Man Yee**
Director *Director*

Tan Ye Kai Byron and Chan Man Yee are licensed persons and responsible officers of Capital 9 Limited registered with the Securities and Futures Commission to carry out Type 6 (advising on corporate finance) regulated activity under the SFO and have over 25 years and 15 years of experience respectively in the corporate finance industry.

1. GENERAL PROCEDURES FOR ACCEPTANCE OF THE OFFER

To accept the Offer, you should complete and sign the accompanying Form of Acceptance in accordance with the instructions printed thereon, which instructions form part of the terms of the Offer.

- (a) If the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are in your name, and you wish to accept the Offer, you must send the duly completed and signed Form of Acceptance together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the number of Shares for which you intend to accept the Offer, by post or by hand, to the Registrar, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong in an envelope marked “**S&T Holdings Limited — Offer**” as soon as possible but in any event so as to reach the Registrar no later than 4:00 p.m. on the Closing Date.

- (b) If the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are in the name of a nominee company or a name other than your own, and you wish to accept the Offer in respect of your Shares, you must either:
 - (i) lodge your share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the number of Shares for which you intend to accept the Offer with the nominee company, or other nominee, with instructions authorising it to accept the Offer on your behalf and requesting it to deliver in an envelope marked “**S&T Holdings Limited — Offer**” the duly completed and signed Form of Acceptance together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the number of Shares for which you intend to accept the Offer to the Registrar; or

 - (ii) arrange for the Shares to be registered in your name by the Company through the Registrar, and deliver in an envelope marked “**S&T Holdings Limited — Offer**” the duly completed and signed Form of Acceptance together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the number of Shares for which you intend to accept the Offer to the Registrar; or

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- (iii) if your Shares have been lodged with your licensed securities dealer/registered institution in securities/custodian bank through CCASS, instruct your licensed securities dealer/registered institution in securities/custodian bank to authorize HKSCC Nominees Limited to accept the Offer on your behalf in respect of the number of Shares for which you intend to accept the Offer on or before the deadline set by HKSCC Nominees Limited. In order to meet the deadline set by HKSCC Nominees Limited, you should check with your licensed securities dealer/registered institution in securities/custodian bank for the timing on the processing of your instruction, and submit your instruction to your licensed securities dealer/registered institution in securities/custodian bank as required by them; or
 - (iv) if your Shares have been lodged with your investor participant's account maintained with CCASS, authorise your instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set by HKSCC Nominees Limited.
- (c) If the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are not readily available and/or is/are lost and you wish to accept the Offer in respect of your Shares, the Form of Acceptance should nevertheless be duly completed, signed and delivered in an envelope marked "**S&T Holdings Limited — Offer**" to the Registrar together with a letter stating that you have lost one or more of your share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares or that it is/they are not readily available. If you find such document(s) or if it/they become(s) available, the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares should be forwarded to the Registrar as soon as possible thereafter. If you have lost the share certificate(s), you should also write to the Registrar for a letter of indemnity which, when completed and signed in accordance with the instructions given, should be provided to the Registrar.
- (d) If you have lodged transfer of any of your Shares for registration in your name and have not yet received your share certificate(s), and you wish to accept the Offer in respect of your Shares, you should nevertheless complete and sign the Form of Acceptance and deliver it in an envelope marked "**S&T Holdings Limited — Offer**" to the Registrar together with the transfer receipt(s) duly signed by yourself. Such action will be deemed to be an irrevocable authority to the Offeror and/or Get Nice Securities and/or their respective agent(s) to collect from the Company or the Registrar on your behalf the

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relevant share certificate(s) when issued and to deliver such share certificate(s) to the Registrar on your behalf and to authorise and instruct the Registrar to hold such share certificate(s), subject to the terms and conditions of the Offer, as if it was/they were delivered to the Registrar with the Form of Acceptance.

- (e) Acceptance of the Offer will be treated as valid only if the duly completed and signed Form of Acceptance is received by the Registrar no later than 4:00 p.m. on the Closing Date and the Registrar has recorded that the acceptance and the relevant documents as required under this paragraph have been so received, and is:
 - (i) accompanied by the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the number of Shares for which you intend to accept the Offer and, if that/those share certificate(s) is/are not in your name, such other document(s) in order to establish your right to become the registered holder of the relevant Shares; or
 - (ii) from a registered Independent Shareholder or his/her personal representative (but only up to the amount of the registered holding and only to the extent that the acceptance relates to the Shares which are not taken into account under another sub-paragraph of this paragraph (e)); or
 - (iii) certified by the Registrar or the Stock Exchange.
- (f) If the Form of Acceptance is executed by a person other than the registered Independent Shareholder, appropriate documentary evidence of authority to the satisfaction of the Registrar must be produced.
- (g) In Hong Kong, seller's ad valorem stamp duty for transfer of Shares registered in the seller's name by the Company through the Registrar arising in connection with acceptance of the Offer payable by the relevant Independent Shareholders at a rate of 0.1% of the market value of the Offer Shares or consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, will be deducted from the amount payable to the relevant Independent Shareholders on acceptance of the Offer. The Offeror will arrange for payment of the sellers' ad valorem stamp duty on behalf of accepting Independent Shareholders and pay the buyer's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

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- (h) No acknowledgement of receipt of any Form of Acceptance and/or share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) will be given.

2. ACCEPTANCE PERIOD AND REVISIONS

- (a) Unless the Offer has previously been revised or extended, with the consent of the Executive, in accordance with the Takeovers Code, the Form of Acceptance must be received by the Registrar no later than 4:00 p.m. on the Closing Date in accordance with the instructions printed on the Form of Acceptance, and the Offer will be closed on the Closing Date.
- (b) The Offeror and the Company will jointly issue an announcement through the websites of the Stock Exchange and the Company no later than 7:00 p.m. on the Closing Date stating the results of the Offer and whether the Offer has been extended, revised or has expired.
- (c) In the event that the Offeror decides to extend the Offer, at least 14 days' notice by way of announcement will be given, before the latest time and date for acceptance of the Offer, to those Independent Shareholders who have not accepted the Offer.
- (d) If the Offeror revises the terms of the Offer, all Independent Shareholders, whether or not they have already accepted the Offer will be entitled to accept the revised Offer under the revised terms. The revised Offer must be kept open for at least 14 days following the date on which the revised offer document is posted.
- (e) If the Closing Date is extended, any reference in this Composite Document and in the Form of Acceptance to the Closing Date shall, except where the context otherwise requires, be deemed to refer to the subsequent Closing Date of the Offer so extended.

3. NOMINEE REGISTRATION

To ensure equality of treatment of all Independent Shareholders, those Independent Shareholders who hold Shares as nominee on behalf of more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. In order for the beneficial owners of the Shares whose investments are registered in nominee names to accept the Offer, it is essential that they provide instructions to their nominees of their intentions with regard to the Offer.

4. ANNOUNCEMENTS

- (a) As required under Rule 19 of the Takeovers Code, by 6:00 p.m. on the Closing Date (or such later time and/or date as the Executive may in exceptional circumstances permit), the Offeror must inform the Executive and the Stock Exchange of its decision in relation to the revision, extension or expiry of the Offer. The Offeror must publish an announcement in accordance with the requirements of the Listing Rules by 7:00 p.m. on the Closing Date stating whether the Offer has been extended, revised or has expired. Such announcement must state the followings:
- (i) the total number of Shares and rights over Shares for which acceptances of the Offer have been received;
 - (ii) the total number of Shares and rights over Shares held, controlled or directed by the Offeror and the parties acting in concert with it before the Offer Period;
 - (iii) the total number of Shares and rights over Shares acquired or agreed to be acquired by the Offeror and parties acting in concert with it during the Offer Period; and
 - (iv) details of any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror and parties acting in concert with it have borrowed or lent, save for any borrowed Shares which have been either on-lent or sold.

The announcement must also include details of any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror, and parties acting in concert with it has borrowed or lent (save for any borrowed Shares which have been either on-lent or sold) and specify the percentages of the issued share capital of the Company and the percentages of voting rights of the Company represented by these numbers.

- (b) In computing the total number of Shares represented by acceptances, only valid acceptances that are complete and fulfill the acceptance conditions set out in paragraph 1(e) of this Appendix, and which have been received by the Registrar no later than 4:00 p.m. on the Closing Date, being the latest time and date for acceptance of the Offer, shall be included.

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- (c) If the Offeror, the parties acting in concert with it or its advisers make any statement about the level of acceptances or the number or percentage of accepting Shareholders during the Offer Period, then the Offeror must make an immediate announcement in compliance with Note 2 to Rule 19 of the Takeovers Code.
- (d) As required under the Takeovers Code and the Listing Rules, any announcement in relation to the Offer, in respect of which the Executive and the Stock Exchange have confirmed that they have no further comments, will be published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.singtec.com.sg).

5. RIGHT OF WITHDRAWAL

- (a) Acceptance of the Offer tendered by the Independent Shareholders shall be irrevocable and cannot be withdrawn, except in the circumstances set out in subparagraph (b) below.
- (b) If the Offeror is unable to comply with the requirements set out in paragraph headed “4. Announcements” above, the Executive may require pursuant to Rule 19.2 of the Takeovers Code that the Independent Shareholders who have tendered acceptance to the Offer be granted a right of withdrawal on terms that are acceptable to the Executive until the requirement of Rule 19 of the Takeovers Code can be met.

In such case, when the Independent Shareholders withdraw their acceptance(s), the Offeror shall, as soon as possible but in any event no later than seven (7) Business Days following the date of receipt of the notice of withdrawal, despatch the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) lodged with the Form of Acceptance to the relevant Independent Shareholder(s) by ordinary post at his/her/its own risk.

6. SETTLEMENT OF THE OFFER

Provided that the accompanying Form of Acceptance for the Shares, together with the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are valid, complete and in good order and have been received by the Registrar no later than 4:00 p.m. on the Closing Date, a cheque for the amount due to each of the accepting Independent Shareholders in respect of the Shares tendered under the Offer (less seller’s ad valorem stamp duty payable by him/her/it) will be despatched to the accepting Independent Shareholders by ordinary post at his/her/its own risk as

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soon as possible but in any event no later than seven (7) Business Days after the date of receipt of all relevant documents to render such acceptance complete and valid by the Registrar in accordance with the Takeovers Code.

Settlement of the consideration to which any accepting Independent Shareholder is entitled under the Offer will be paid by the Offeror in full in accordance with the terms of the Offer (save with respect of the payment of seller's ad valorem stamp duty) without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against such Independent Shareholder.

No fraction of a cent will be payable and the amount of cash consideration payable to a Shareholder who accepts the Offer will be rounded up to the nearest cent.

7. OVERSEAS SHAREHOLDERS

As the Offer to persons not being resident in Hong Kong may be affected by the laws of the relevant jurisdiction in which they are resident, Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the sole responsibility of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental, exchange control or other consent which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes due from the accepting Shareholders in respect of such jurisdictions). The Offeror, parties acting in concert with the Offeror, the Vendor, the Company, Get Nice Securities, the Independent Financial Adviser, the Registrar and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates, as applicable, or any other person involved in the Offer shall be entitled to be fully indemnified and held harmless by the Overseas Shareholders for any taxes they may be required to pay. Any acceptance of the Offer by such Overseas Shareholders will be deemed to constitute a representation and warranty from such Overseas Shareholders to the Offeror that the applicable local laws and requirements have been complied with. The Overseas Shareholders should consult their professional advisers if in doubt.

8. TAX IMPLICATIONS

The Independent Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with the Offeror, the Vendor, the Company, Get Nice Securities, the Independent Financial Adviser, the Registrar nor their respective ultimate beneficial

APPENDIX I FURTHER TERMS AND PROCEDURES FOR ACCEPTANCE OF THE OFFER

owners, directors, officers, advisers, agents or associates, as applicable, or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

9. GENERAL

- (a) All communications, notices, Form of Acceptance, certificates, transfer receipts and other documents of title and/or of indemnity and/or of any other nature to be delivered by or sent to or from the Independent Shareholders will be delivered by or sent to or from them, or their designated agents, by ordinary post at their own risk, and none of the Offeror, parties acting in concert with the Offeror, the Vendor, the Company, Get Nice Securities, the Independent Financial Adviser, the Registrar nor their respective ultimate beneficial owners, directors, officers, advisers, agents or associates, as applicable, or any other person involved in the Offer accepts any liability for any loss or any other liabilities whatsoever which may arise as a result thereof.
- (b) Acceptance of the Offer by any person or persons will be deemed to constitute a warranty by such person or persons to the Offeror that the Shares tendered under the Offer are sold or tendered by such Independent Shareholder(s) free from all encumbrance and together with all rights and benefits attached thereto, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of despatch of this Composite Document.
- (c) Acceptance of the Offer by any nominee will be deemed to constitute a warranty by such nominee to the Offeror that the number of Offer Shares in respect of which it is indicated in the Form of Acceptance is the aggregate number of Offer Shares held by such nominee for such beneficial owners who accept the Offer.
- (d) The provisions set out in the accompanying Form of Acceptance form part of the terms of the Offer.
- (e) The accidental omission to despatch this Composite Document and/or the accompanying Form of Acceptance or either of them to any person to whom the Offer is made shall not invalidate the Offer in any way.
- (f) The Offer and all acceptances will be governed by and construed in accordance with the laws of Hong Kong.

APPENDIX I FURTHER TERMS AND PROCEDURES FOR ACCEPTANCE OF THE OFFER

- (g) Due execution of the Form of Acceptance will constitute an irrevocable authority to the Offeror and/or Get Nice Securities and/or such person or persons as any of them may direct to complete and execute on behalf of the person(s) accepting the Offer, and to do any other act(s) that may be necessary or expedient for the purpose of vesting in the Offeror, or such person or persons as it may direct the Shares in respect of which such person has accepted the Offer.
- (h) The Offer is made in accordance with the Takeovers Code.
- (i) References to the Offer in this Composite Document and in the Form of Acceptance shall include any extension and/or revision thereof.
- (j) The Independent Shareholders must rely on their own examination of the Offeror, the Group and the terms of the Offer, including the merits and risks involved, in making their decision as to acceptance of the Offer. The contents of this Composite Document, including any general advice or recommendation contained herein, together with the Form of Acceptance, shall not be construed as any legal or business advice on the part of the Offeror, its ultimate beneficial owner and parties acting in concert with any of them, the Company or its ultimate beneficial owners, directors, officers, agents, professional advisers or any other persons involved in the Offer. The Independent Shareholders should consult their own professional advisers for professional advices.
- (k) The English texts of this Composite Document and the accompanying Form of Acceptance shall prevail over their respective Chinese texts, in case of any inconsistency.

1. FINANCIAL SUMMARY OF THE GROUP

Set out below is a summary of the audited consolidated financial information of the Group for each of the years ended 30 September 2021, 30 September 2022 and 30 September 2023 (as extracted from the Company's annual reports for the years ended 30 September 2021, 30 September 2022 and 30 September 2023) and the unaudited consolidated financial information of the Group for each of the six months ended 31 March 2023 and 31 March 2024 (as extracted from the Company's interim reports for the six months ended 31 March 2023 and 31 March 2024):

Summary of the Consolidated Statement of Profit or Loss and Other Comprehensive Income

	For the six months ended		For the year ended 30 September		
	31 March 2023	2024	2021	2022	2023
	S\$	S\$	S\$	S\$	S\$
	(unaudited)	(unaudited)	(audited)	(audited)	(audited)
Revenue					
Services	31,608,291	23,344,088	47,125,976	66,584,422	55,588,818
Rental	276,850	281,500	301,893	508,650	466,820
Total revenue	31,885,141	23,625,588	47,427,869	67,093,072	56,055,638
Cost of services	(30,098,985)	(20,872,113)	(52,461,267)	(63,875,947)	(52,249,992)
Gross profit/(loss)	1,786,156	2,753,475	(5,033,398)	3,217,125	3,805,646
Other income	99,359	217,231	2,418,109	1,071,870	190,683
Other gains and losses	1,424,235	129,474	1,104,148	3,968,919	3,313,936
Administrative expenses	(2,767,206)	(2,554,366)	(8,714,593)	(8,202,755)	(5,690,465)
Reversal of/(allowance for) expected credit losses on financial assets and contract assets, net	39,596	160,751	130,414	233,887	(1,326,234)
Finance costs	(554,261)	(454,307)	(1,272,699)	(1,214,487)	(995,642)
Share of result of a joint venture	(768)	(743)	35,719	(528,329)	(575,142)
Profit/(loss) before taxation	27,111	251,515	(11,332,300)	(1,453,770)	(1,277,218)
Income tax	253,141	—	137,658	(39,298)	240,107
Profit/(loss) and total comprehensive income/(loss) for the period/year	<u>280,252</u>	<u>251,515</u>	<u>(11,194,642)</u>	<u>(1,493,068)</u>	<u>(1,037,111)</u>
Basic and diluted earnings/(loss) per share (S cents)	<u>0.06</u>	<u>0.05</u>	<u>(2.33)</u>	<u>(0.31)</u>	<u>(0.22)</u>

For each of the years ended 30 September 2021, 30 September 2022 and 30 September 2023 and for each of the six months ended 31 March 2023 and 31 March 2024, the Group had no non-controlling interest. Accordingly, the profit/(loss) and total comprehensive income/(loss) for the period/year as disclosed above is the same as the profit/(loss) attributable to owners of the Company for the period/year and the total comprehensive income/(loss) attributable to owners of the Company for the period/year.

Save as disclosed above, there was no item of any income or expense which was material in respect of the consolidated financial information of the Group for the years ended 30 September 2021, 30 September 2022 and 30 September 2023 and the six months ended 31 March 2023 and 31 March 2024.

There was no dividend declared during each of the years ended 30 September 2021, 30 September 2022 and 30 September 2023 nor any interim dividend declared for the six months ended 31 March 2023 and 31 March 2024.

The auditor's reports issued by HLB Hodgson Impey Cheng Limited in respect of the Group's audited consolidated financial statements for each of the years ended 30 September 2021, 30 September 2022 and 30 September 2023 did not contain any modified opinion, emphasis of matter or material uncertainty related to going concern.

2. CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP

The Company is required to set out or refer to in this Composite Document the consolidated statement of financial position, consolidated statement of cash flows and any other primary statement as shown in the last published audited accounts, together with the notes to the relevant published consolidated financial statements which are of major relevance to the appreciation of the above consolidated financial information.

The audited consolidated financial statements of the Group for the year ended 30 September 2021 (the “**2020/21 Financial Statements**”), containing the consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity, consolidated statement of cash flows and notes to the consolidated financial statements (including significant accounting policies), are set out on pages 77 to 156 of the annual report of the Company for the year ended 30 September 2021 (the “**2021 Annual Report**”), which was published on 6 May 2022. The 2021 Annual Report is posted on the websites of the Company (www.singtec.com.sg) and the Stock Exchange (www.hkexnews.hk). Please also see below a direct link to the 2021 Annual Report:

www1.hkexnews.hk/listedco/listconews/sehk/2022/0506/2022050600761.pdf

The audited consolidated financial statements of the Group for the year ended 30 September 2022 (the “**2021/22 Financial Statements**”), containing the consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity, consolidated statement of cash flows and notes to the consolidated financial statements (including significant accounting policies), are set out on pages 81 to 158 of the annual report of the Company for the year ended 30 September 2022 (the “**2022 Annual Report**”), which was published on 20 January 2023. The 2022 Annual Report is posted on the websites of the Company (www.singtec.com.sg) and the Stock Exchange (www.hkexnews.hk). Please also see below a direct link to the 2022 Annual Report:

www1.hkexnews.hk/listedco/listconews/sehk/2023/0120/2023012000325.pdf

The audited consolidated financial statements of the Group for the year ended 30 September 2023 (the “**2022/23 Financial Statements**”), containing the consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity, consolidated statement of cash flows and notes to the consolidated financial statements (including significant accounting policies), are set out on pages 81 to 158 of the annual report of the Company for the year ended 30 September 2023 (the “**2023 Annual Report**”), which was published on 25 January 2024. The 2023 Annual Report is posted on the websites of the Company (www.singtec.com.sg) and the Stock Exchange (www.hkexnews.hk). Please also see below a direct link to the 2023 Annual Report:

www1.hkexnews.hk/listedco/listconews/sehk/2024/0125/2024012500440.pdf

The unaudited consolidated interim financial statements of the Group for the six months ended 31 March 2023 (the “**2023 Interim Financial Statements**”), containing the unaudited condensed consolidated statement of profit or loss and other comprehensive income, unaudited condensed consolidated statement of financial position, unaudited condensed consolidated statement of changes in equity, unaudited condensed consolidated statement of cash flows and notes to the unaudited condensed consolidated financial statements, are set out on pages 4 to 30 of the interim report of the Company for the six months ended 31 March 2023 (the “**2023 Interim Report**”), which was published on 20 June 2023. The 2023 Interim Report is posted on the websites of the Company (www.singtec.com.sg) and the Stock Exchange (www.hkexnews.hk). Please also see below a direct link to the 2023 Interim Report:

www1.hkexnews.hk/listedco/listconews/sehk/2023/0620/2023062000412.pdf

The unaudited consolidated interim financial statements of the Group for the six months ended 31 March 2024 (the “**2024 Interim Financial Statements**”), containing the unaudited condensed consolidated statement of profit or loss and other comprehensive income, unaudited

condensed consolidated statement of financial position, unaudited condensed consolidated statement of changes in equity, unaudited condensed consolidated statement of cash flows and notes to the unaudited condensed consolidated financial statements, are set out on pages 4 to 29 of the interim report of the Company for the six months ended 31 March 2024 (the “**2024 Interim Report**”), which was published on 20 June 2024. The 2024 Interim Report is posted on the websites of the Company (www.singtec.com.sg) and the Stock Exchange (www.hkexnews.hk). Please also see below a direct link to the 2024 Interim Report:

www1.hkexnews.hk/listedco/listconews/sehk/2024/0620/2024062000457.pdf

The 2020/21 Financial Statements, 2021/22 Financial Statements, the 2022/23 Financial Statements, the 2023 Interim Financial Statements and the 2024 Interim Financial Statements (but not any other part of the 2021 Annual Report, the 2022 Annual Report, the 2023 Annual Report, the 2023 Interim Report and the 2024 Interim Report in which they respectively appear) are incorporated by reference into this Composite Document and form part of this Composite Document.

3. INDEBTEDNESS STATEMENT

At the close of business on 30 June 2024, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this Composite Document, the indebtedness of the Group was as follows:

Borrowings

As at 30 June 2024, the Group had bank borrowings and lease liabilities totaling approximately S\$18.5 million, comprising:

- (a) bank borrowings, which were secured and guaranteed by (i) first legal mortgage over owner-occupied properties and investment properties; (ii) joint and several guarantees from the executive directors of the Company in their personal capacities; (iii) corporate guarantees provided by the Company and a subsidiary; and (iv) bank deposits pledged to banks to secure banking facilities, of approximately S\$9.4 million;
- (b) bank borrowings held under joint operations, which were secured and guaranteed by (i) first legal mortgage over investment properties held under joint operations; (ii) joint and several guarantees provided by the joint partners; and (iii) corporate guarantee provided by the Company, of approximately S\$2.4 million;

- (c) bank overdrafts, which were secured and jointly guaranteed by the executive directors of the Company and corporate guarantees provided by the Company and a subsidiary, of approximately S\$4.3 million; and
- (d) lease liabilities of approximately S\$2.4 million.

Commitments

As at 30 June 2024, the Group had no significant commitments.

Contingent liabilities

As at 30 June 2024, the Group had no material contingent liabilities.

Save as aforesaid, and apart from intra-group liabilities and normal trade and other payable, the Group did not have any outstanding bank overdrafts, loans, debt securities, borrowings or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, other recognised lease liabilities or lease commitments (whether are either guaranteed, unguaranteed, secured or unsecured), guarantees or other material contingent liabilities at the close of business on 30 June 2024.

The Directors confirm there have been no material changes in indebtedness or contingent liabilities of the Group since 30 June 2024 and up to and including the Latest Practicable Date.

4. MATERIAL CHANGE

The Directors confirm that, save and except for the below as disclosed in the 2024 Interim Report, there has been no material change in the financial or trading position or outlook of the Group since 30 September 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up, up to and including the Latest Practicable Date:

- (i) the revenue decrease by approximately S\$8.3 million or approximately 26.0% from approximately S\$31.9 million for the six months ended 31 March 2023 (“1HFY23”) to approximately S\$23.6 million for the six months ended 31 March 2024 (“1HFY24”), mainly due to (a) the decrease in revenue from civil engineering works and building construction works by approximately S\$3.1 million and S\$7.2 million, respectively, and (b) the overall decrease in construction activities driven by the slower progress of the Group’s construction projects for 1HFY24 as compared to 1HFY23;

- (ii) the increase in gross profit and gross profit margin by approximately S\$1.0 million and 6.1 percentage points to approximately S\$2.8 million and 11.7% for 1HFY24 from approximately S\$1.8 million and 5.6% for 1HFY23, mainly due to higher profit margins contributed by other ancillary services in 1HFY24 and the improvement of cost management for the Group's ongoing projects;
- (iii) the decrease in other gains and losses by approximately S\$1.3 million from approximately S\$1.4 million for 1HFY23 to approximately S\$0.1 million for 1HFY24, primarily driven by a decrease in the net gain on disposal of property, plant and equipment by approximately S\$2.2 million, which was partially offset by (a) the decrease in net foreign exchange losses of approximately S\$0.5 million; and (b) the decrease in the net loss on disposal of investment property held under joint operations of approximately S\$0.3 million;
- (iv) the net cash used in investing activities of the Group was approximately S\$0.5 million for 1HFY24 compared to the net cash generated from investing activities of approximately S\$5.1 million for 1HFY23; and
- (v) the net cash used in financing activities was approximately S\$1.6 million for 1HFY24 compared to that of approximately S\$6.7 million for 1HFY23.

1. RESPONSIBILITY STATEMENT

This Composite Document includes particulars in compliance with the Takeovers Code and the Listing Rules and for the purpose of giving information with regard to the Company, the Offeror and the Offer.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Composite Document (other than any information relating to the Offeror and its concert parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Composite Document (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document, the omission of which would make any statements in this Composite Document misleading.

2. SHARE CAPITAL OF THE COMPANY

As at the Latest Practicable Date, the authorised and issued share capital of the Company were as follows:

<i>Authorised</i>		<i>HK\$</i>
<u>1,000,000,000</u>	Shares with par value of HK\$0.01 each	<u>10,000,000</u>
<i>Issued and fully paid up</i>		<i>HK\$</i>
<u>480,000,000</u>	Shares with par value of HK\$0.01 each	<u>4,800,000</u>

All Shares in issue rank pari passu in all respects with each other including rights to dividends, voting and return of capital. The Company has not issued any Shares since 30 September 2023, being the date to which the latest audited consolidated financial statements of the Group were made up, up to and including the Latest Practicable Date.

Save for the aforementioned issued Shares, the Company had no other outstanding shares, options, derivatives, warrants or securities which are convertible or exchangeable into Shares and had not entered into any agreement for the issue of such shares, options, derivatives, warrants or securities of the Company as at the Latest Practicable Date.

The Shares are listed and traded on the Main Board of the Stock Exchange. No part of the Shares is listed or dealt in, nor is any listing of or permission to deal in the Shares being or proposed to be sought on any other stock exchange.

3. MARKET PRICES

Please refer to the paragraph headed “3. Market Prices” in Appendix IV to this Composite Document for details of the closing prices of the Shares quoted on the Stock Exchange on (a) the last day on which trading took place in each of the calendar months during the Relevant Period; (b) the Last Trading Day; and (c) the Latest Practicable Date.

4. DISCLOSURE OF INTERESTS

(a) Directors

As at the Latest Practicable Date, none of the Directors had any interests or short positions in the Shares, underlying Shares or debentures of the Company or the associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were deemed or taken to have under the provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 of the Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange; or (d) to be disclosed in this Composite Document pursuant to the Takeovers Code.

(b) Substantial shareholders

As at the Latest Practicable Date, the substantial shareholders (not being the Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO, were as follows:

Name of substantial shareholder	Capacity and nature	Number of Shares/underlying Shares held	Approximate percentage of issued share capital
Alpine Treasure Limited (i.e. the Offeror) (<i>Note 1</i>)	Beneficial owner	360,000,000	75.00%
Mr. Ho Chi Hong (i.e. Mr. Ho) (<i>Note 1</i>)	Beneficial owner Interest of controlled corporation	16,170,000 360,000,000	3.37% 75.00%

Note:

1. The Offeror is legally and beneficially owned as to 20% and 80% by Mr. Chang and Mr. Ho, respectively. As such, Mr. Ho is deemed to be interested in the 360,000,000 Shares held by the Offeror by virtue of the SFO. In addition, Mr. Ho is interested in 16,170,000 Shares in his own name.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

(c) Interest in the Offeror

As at the Latest Practicable Date, none of the Company, any of its subsidiaries or any of the Directors had any interest in the shares of the Offeror or convertible securities, warrants, options or derivatives in respect of the shares of the Offeror.

(d) Additional disclosure of interests in the Company and arrangement in connection with the Offer

During the Relevant Period and up to and including the Latest Practicable Date,

- (i) there was no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (a) any Shareholder on the one hand; and (b) the Company, its subsidiaries or associated companies on the other hand; and

- (ii) neither the Company nor the Directors had borrowed or lent, save for any borrowed Shares which have been either on-lent or sold, any shareholding in the Company.

As at the Latest Practicable Date,

- (i) none of the Directors had any interest in the Shares, derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into the Shares; and
- (ii) none of the Directors had any beneficial shareholdings in the Company which would entitle them to accept or reject the Offer.

5. DEALINGS IN SHARES

During the Relevant Period and up to and including the Latest Practicable Date,

- (a) save for the disposal of 360,000,000 Sale Shares, representing 75% of the total issued share capital of the Company, at approximately HK\$0.2778 per Sale Share pursuant to Sale and Purchase Agreement by HG TEC Holdings Limited, which is a company beneficially owned as to 50% and 50% by Mr. Poon Soon Huat (being the chairman of the Board and an executive Director) and Mr. Teo Teck Thye, respectively, to the Offeror, none of the Directors had dealt for value in any Shares, convertible securities, warrants, options, or derivatives in respect of any Shares;
- (b) none of the subsidiaries of the Company, pension funds of the Company or of any of its subsidiaries, or any person who is presumed to be acting in concert with the Company by virtue of class (5) of the definition of acting in concert or who is an associate of the Company by virtue of class (2) of the definition of associate under the Takeovers Code but excluding exempt principal traders and exempt fund managers had owned, controlled or dealt for value in the Shares and other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company;
- (c) no person had any arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code with the Company or with any person who is presumed to be acting in concert with the Company by virtue of classes (1), (2), (3) and (5) of the definition of acting in concert or who is an associate of the Company by virtue of classes (2), (3) and (4) of the definition of associate, and hence no such person had owned, controlled or dealt for value in the Shares and other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company; and

- (d) no fund managers (other than exempt fund managers) connected with the Company who managed funds on a discretionary basis had owned, controlled or dealt for value in the Shares and other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

6. DEALINGS IN SHARES OF THE OFFEROR

During the Relevant Period, none of the Company, any of its subsidiaries or any of the Directors had dealt for value in any shares of the Offeror or any other convertible securities, warrants, options or derivatives or any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in respect of any shares of the Offeror.

As at the Latest Practicable Date, none of the Company, any of its subsidiaries or any of the Directors held any shares of the Offeror or any other convertible securities, warrants, options or derivatives or any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in respect of any shares of the Offeror.

7. ARRANGEMENTS AFFECTING DIRECTORS

As at the Latest Practicable Date,

- (a) no arrangement was in place for any benefit (other than statutory compensation) to be given to any Directors as compensation for loss of office or otherwise in connection with the Offer;
- (b) there was no agreement or arrangement between any Directors and any other person which was conditional on or dependent upon the outcome of the Offer or is otherwise connected with the Offer; and
- (c) there was no material contract entered into by the Offeror in which any Director had a material personal interest.

8. SERVICE CONTRACTS

As at the Latest Practicable Date, there are no service contracts between any Directors and the Company or any of its subsidiaries or associated companies (i) which (including both continuous and fixed term contracts) have been entered into or amended within 6 months before the Offer Period; (ii) which are continuous contracts with a notice period of 12 months or more; or (iii) which are fixed term contracts with more than 12 months to run irrespective of the notice period.

9. MATERIAL LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and, no litigation or claims of material importance is pending or threatened by or against the Company and any of its subsidiaries.

10. MATERIAL CONTRACTS

There were no contracts (not being the contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company or any of its subsidiaries) entered into by the Company or any of its subsidiaries within two years before the commencement of the Offer Period up to and including the Latest Practicable Date, which are or may be material.

11. QUALIFICATION AND CONSENT OF EXPERT

The qualifications of the expert who has been engaged by the Company and who has been named in this Composite Document or who has given their opinions or advice, which are contained in this Composite Document are as follows:

Name	Qualification
Capital 9 Limited	a corporation licensed by the SFC to carry out Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in connection with the Offer

Capital 9 Limited has given and has not withdrawn its written consent to the issue of this Composite Document with the inclusion of the text of its letter, advice, recommendation and/or references to its name, logo and/or its qualification in the form and context in which they respectively appear herein.

12. DOCUMENTS ON DISPLAY

Copies of the following documents will be available for inspection (i) on the website of the SFC (www.sfc.hk); and (ii) on the website of the Company (www.singtec.com.sg) during the period from the date of this Composite Document up to and including the Closing Date:

- (a) the amended and restated memorandum of association and the second amended and restated articles of association of the Company;
- (b) the annual reports of the Company for each of the years ended 30 September 2021, 30 September 2022 and 30 September 2023, and the interim reports of the Company for each of the six months ended 31 March 2023 and 31 March 2024;
- (c) the “Letter from the Board”, the text of which is set out on pages 22 to 28 of this Composite Document;
- (d) the “Letter from the Independent Board Committee”, the text of which is set out on pages 29 to 30 of this Composite Document;
- (e) the “Letter from the Independent Financial Adviser”, the text of which is set out on pages 31 to 50 of this Composite Document;
- (f) the written consent referred to in the paragraph headed “11. Qualification and Consent of Expert” in this appendix; and
- (g) this Composite Document and the accompanying Form of Acceptance.

13. MISCELLANEOUS

- (a) The registered office of the Company is situated at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (b) The headquarters and principal place of business of the Company in Singapore is situated at 16 Kian Teck Way, Singapore 628749.
- (c) The principal place of business of the Company in Hong Kong is situated at Unit B, 17/F, United Centre, 95 Queensway, Hong Kong.
- (d) The company secretary of the Company is Ms. Fung Mei Ling.

- (e) The Company's principal share registrar and transfer office of the Company is Conyers Trust Company (Cayman) Limited, situated at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.

- (f) The branch share registrar and transfer office of the Company in Hong Kong is Boardroom Share Registrars (HK) Limited, situated at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong.

- (g) The registered office of Capital 9 is situated at Room 1219, 12/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong.

- (h) The English text of this Composite Document and the accompanying Form of Acceptance shall prevail over their respective Chinese text for the purpose of interpretation.

1. RESPONSIBILITY STATEMENT

As at the Latest Practicable Date, Mr. Chang and Mr. Ho are the directors and shareholders of the Offeror. As the directors of the Offeror, Mr. Chang and Mr. Ho accept full responsibility for the accuracy of information contained in this Composite Document (other than those relating to the Vendor and the Group) and confirms, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Composite Document (other than the opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document, the omission of which would make any statement in this Composite Document misleading.

2. DISCLOSURE OF INTERESTS AND DEALINGS IN SECURITIES OF THE COMPANY

The Offeror is legally and beneficially owned as to 20% and 80% by Mr. Chang and Mr. Ho, respectively. As at the Latest Practicable Date, the Offeror, Mr. Chang, Mr. Ho and the parties acting in concert with them hold in aggregate of 376,170,000 Shares, representing approximately 78.37% of the total issued share capital of the Company. As at the Latest Practicable Date, save as disclosed above, none of the Offeror, its ultimate beneficial owners nor any person acting in concert with any of them own, control or have direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

The Offeror confirms that, as at the Latest Practicable Date:

- (a) save for (i) the 360,000,000 Shares held by the Offeror immediately following Completion; and (ii) the 16,170,000 Shares owned by the Mr. Ho, none of the Offeror, its ultimate beneficial owners nor any party acting in concert with any of them owned or had control or direction over any voting rights or rights over the Shares or options, warrants, derivatives or securities convertible into Shares or other derivatives in respect of securities in the Company;
- (b) save for the entering into of the Sale and Purchase Agreement and the Share Charge, none of the Offeror, its ultimate beneficial owners nor any party acting in concert with any of them had dealt for value in any Shares or any options, warrants, derivatives or securities convertible into Shares or other derivatives in respect of securities in the Company during the Relevant Period;

- (c) save for the Sale and Purchase Agreement, the Facilities and the Share Charge, there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the Shares between the Offeror, its ultimate beneficial owners or any party acting in concert with any of them and/or other associates of the Offeror and any other person;
- (d) save for Get Nice Securities who was granted the Share Charge over the Sale Shares and the Offer Shares to be acquired by the Offeror, none of the persons who had an arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code with the Offeror, its ultimate beneficial owners or with any person acting in concert with them owned or controlled any Shares or any securities, convertible securities, warrants, options or derivatives in respect of any Shares or securities of the Company;
- (e) save for the Sale and Purchase Agreement, the Facilities and the Share Charge, no person who had any arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code with the Offeror, its ultimate beneficial owners or with any person acting in concert with any of them had any dealings in any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Relevant Period and up to the Latest Practicable Date;
- (f) save for the Sale and Purchase Agreement, there is no agreement or arrangement to which the Offeror, its ultimate beneficial owners or any party acting in concert with any of them, is a party which relates to circumstances in which the Offeror, its ultimate beneficial owners and any parties acting in concert with any of them may or may not invoke or seek to invoke a precondition or a condition to the Offer;
- (g) none of the Offeror, its ultimate beneficial owners nor any party acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;
- (h) neither the Offeror, its ultimate beneficial owners nor any party acting in concert with any of them has received any irrevocable commitment to accept or reject the Offer;
- (i) there is no agreement or arrangement in relation to outstanding derivative in respect of the securities in the Company which has been entered into by the Offeror, its ultimate beneficial owners nor any party acting in concert with any of them;
- (j) save for the Consideration for the sale and purchase of the Sale Shares under the Sale and Purchase Agreement, there is no other consideration, compensation or benefits in whatever form paid or to be paid by the Offeror, its ultimate beneficial owners or any

party acting in concert with any of them to the Vendor, its ultimate beneficial owners or any party acting in concert with any of them in connection with the sale and purchase of the Sale Shares under the Sale and Purchase Agreement;

- (k) save for the Sale and Purchase Agreement, there is no understanding, arrangement or special deal (as defined under Rule 25 of the Takeovers Code) between the Vendor, the Guarantors and any parties acting in concert with any of them on one hand, and the Offeror or any party acting in concert with it on the other hand;
- (l) save for the Sale and Purchase Agreement, there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (i)(a) the Offeror, its ultimate beneficial owners or any party acting in concert with any of them, or (i)(b) the Company, its subsidiaries or associated companies on one hand; and (ii) any Shareholder on the other hand;
- (m) save for the Share Charge, there is no understanding, arrangement or agreement under which securities to be acquired pursuant to the Offer will be transferred, charged, pledged to any other persons. The Share Charge shall become enforceable by Get Nice Securities immediately upon the Offeror having breached or defaulted upon its obligations under the Facilities;
- (n) no arrangement was in place for any benefit (other than statutory compensation) to be given to any Director as compensation for loss of office or otherwise in connection with the Offer;
- (o) save for the Sale and Purchase Agreement, there was no agreement, arrangement or understanding (including any compensation arrangement) between the Offeror, its ultimate beneficial owners or any party acting in concert with any of them and any Director, recent Directors, Shareholders or recent Shareholders which was conditional on or dependent upon the outcome of the Offer or otherwise connected with the Offer; and
- (p) there was no material contracts entered into by the Offeror in which any Director has a material personal interest.

3. MARKET PRICES

The table below shows the closing prices of the Shares as quoted on the Stock Exchange on (i) the last day on which trading took place in each of the calendar months during the Relevant Period; (ii) the Last Trading Day; and (iii) the Latest Practicable Date:

Date	Closing Price per Share (HK\$)
31 January 2024	1.70
29 February 2024	1.37
28 March 2024	1.39
30 April 2024	1.18
31 May 2024	1.36
19 June 2024 (the Last Trading Day)	1.31
30 June 2024	Suspended trading (<i>Note</i>)
31 July 2024	1.89
16 August 2024 (the Latest Practicable Date)	3.05

Note: Trading of the Shares was suspended from 20 June 2024 to 9 July 2024 pending the release of the Joint Announcement.

During the Relevant Period, (a) the highest closing price of the Shares as quoted on the Stock Exchange was HK\$3.05 per Share on 16 August 2024; and (b) the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$1.10 per Share on 18 April 2024, 19 April 2024, 22 April 2024, 23 April 2024, 24 April 2024, 25 April 2024 and 26 April 2024, respectively.

4. EXPERT AND CONSENT

In addition to those listed under the paragraph headed “11. Qualification and consent of expert” in Appendix III to this Composite Document, the following is the name and qualification of the professional adviser whose letters, opinions or advice are contained or referred to in this Composite Document:

Name	Qualification
Get Nice Securities	a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO

The above expert has given and has not withdrawn its written consent to the issue of this Composite Document with the inclusion of its opinions, advice letter/report and/or the references to its name included herein in the form and context in which it appears.

5. GENERAL

- (a) The principal members of the Offeror's concert parties are the Offeror, Mr. Chang, Mr. Ho and Get Nice Securities. The Offeror is a company incorporated in the BVI with limited liability, which is legally and beneficially owned as to 20% and 80% by Mr. Chang and Mr. Ho, who are also the directors of the Offeror as at the Latest Practicable Date.
- (b) The correspondence address of the principal members of the Offeror's concert group is Unit A, 12/F, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong.
- (c) The registered office of the Offeror is at Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands. The correspondence address of the Offeror, Mr. Chang and Mr. Ho is Unit A, 12/F, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong.
- (d) The registered office of Get Nice Securities is G/F-3/F, Cosco Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong.
- (e) The English text of this Composite Document and the accompanying Form of Acceptance shall prevail over their respective Chinese texts, in case of any inconsistency.

6. DOCUMENTS ON DISPLAY

In addition to the documents set forth in the paragraph headed "12. Documents on display" of Appendix III to this Composite Document, copies of the following documents are available on display on the website of the SFC at www.sfc.hk and the website of the Company at www.singtec.com.sg during the period from the date of this Composite Document up to and including the Closing Date:

- (a) the memorandum and articles of association of the Offeror;
- (b) the letter from Get Nice Securities, the text of which is set out in the section headed "Letter from Get Nice Securities" of this Composite Document;

- (c) the written consent as referred to in the section headed “4. Expert and consent” in this appendix;
- (d) the Sale and Purchase Agreement; and
- (e) this Composite Document and the accompanying Form of Acceptance.