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## RISK FACTORS

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*There are risks associated with the De-SPAC Transaction and an investment in the Successor Company’s securities. If the De-SPAC Transaction is completed, the Successor Company will operate in a market environment that is difficult to predict and that involves significant risks, many of which will be beyond its control. You should carefully consider the following risk factors, together with all of the other information included in this circular, before you decide whether to vote or instruct your vote to be cast to approve the proposals described in this circular.*

*The occurrence of one or more of the events or circumstances in these risk factors, alone or in combination with other events or circumstances, may adversely affect the ability to complete or realize the anticipated benefits of the De-SPAC Transaction, and may have a material adverse effect on the business, financial condition, results of operations, development prospects and trading price of the Successor Company following the De-SPAC Transaction. The risks discussed below may not prove to be exhaustive and are based on certain assumptions made by the SPAC and the Target Group, which later may prove to be incorrect or incomplete. The SPAC and the Target Group may face additional risks and uncertainties that are not presently known to them, or that are currently deemed immaterial, but which may also ultimately have an adverse effect on any such party or on the De-SPAC Transaction.*

*If any of the events, contingencies, circumstances or conditions described in the following risks actually occur, the Successor Company’s business, financial condition or results of operations could be seriously harmed. If that happens, the trading price of the Successor Shares and the Successor Warrants or, if the De-SPAC Transaction is not consummated, the SPAC Shares and the SPAC Warrants, could decline. You should also note that the de-SPAC regime in Hong Kong is new, and there is limited number of securities listed for trading through a de-SPAC transaction in history. Consequently, there is a greater degree of risk and uncertainty in an investment in the Target Company, than there would be in the case of an investment in securities of a company which seeks listing through an initial public offering.*

*In this section, “we,” “us” or “our” refer to the Target Company and its subsidiaries (together, the “Target Group”).*

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## RISK FACTORS

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### RISKS RELATING TO THE TARGET GROUP’S BUSINESS

**Demand for our solutions and services depends on the continued growth and profitability of the digital commerce market in Southeast Asia.**

We provide digital commerce solutions to brands under our D2B business model, and sell brands’ products to consumers directly under our D2C business model. Our results of operations, financial position and business prospects depend on continued growth and profitability of the digital commerce market in Southeast Asia, which in turn depends on whether digital commerce will continue to be widely accepted and whether digital commerce market will further grow in Southeast Asia. Our future results of operations will depend on numerous factors affecting the development of the digital commerce market in Southeast Asia, which may be beyond our control. These factors include:

- the increasing number of international brands that enter the Southeast Asia market, which fuels the demand for local digital commerce solution expertise in managing commerce operations;
- the expansion level of various commerce channels in Southeast Asia available to consumers that better address the needs of consumers;
- the advancements in technologies, particularly in AI, robotic automation, and data analytics, which could optimize the full cycle of the digital commerce, from research to post-sales, and provide consumers with personalized shopping experience;
- the development of fulfillment, payment and other ancillary services associated with online purchases; and
- the trust and confidence level of online retail consumers, especially the mass-affluent population in Southeast Asia, as well as changes in consumers’ demographics, tastes and preferences.

If the digital commerce market in Southeast Asia does not grow or profit with continuity, demand for our solutions and services would be adversely affected, our revenue would be negatively impacted and our ability to pursue our growth strategy would be compromised.

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## RISK FACTORS

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**Our growth depends on our ability to attract new brand partners, retain existing brand partners and increase sales to both new and existing brand partners.**

The digital commerce solutions industry is characterized by rapidly changing technology, evolving industry standards, new solutions and product introductions and changing demands from our brand partners and consumers. We face competition in the digital commerce solutions industry in Southeast Asia, and we expect competition to continue to intensify in the future. Increased competition may result in reduced pricing for our solutions, or a decrease in our market share. If we are unable to offer our solutions to brands at a competitive price, our ability to retain existing brand partners and attract new brand partners may be negatively affected and our future financial and operating results may also suffer as a result.

A number of competitive factors could cause us to lose potential sales or to sell our solutions at lower prices or at reduced profitability, including:

- The digital commerce channels themselves, which typically offer, often free, software tools that allow brand partners to connect to the digital commerce channels, may decide to compete more vigorously with us;
- Competitors may adopt more aggressive pricing policies and offer more attractive sales terms;
- Competitors may offer software or services that addresses one or more online channel management and logistics functions at a lower price point or with greater depth than our solutions and may be able to devote greater resources to those solutions than we can; and
- Software vendors could bundle channel management solutions with other solutions or offer such products at a lower price as part of a larger product sale.

In addition, our competitors are constantly innovating and coming up with new solutions to remain competitive. They may be able to adapt more quickly to new technologies and changes in brand clients’ requirements and devote greater resources to the promotion and sales of their solutions than we can. To achieve market acceptance for our solutions, we must effectively anticipate and offer solutions that will meet frequently changing requirements of our brand partners in a timely manner. If we fail to innovate or to come up with effective solutions ahead of our competitors, our ability to renew our contracts with existing brand partners and to attract new brand partners, as well as our ability to create or increase demand for our solutions and services will be impaired. Competition may also intensify as our competitors raise additional capital and as established companies in other market segments or geographic markets expand into our market

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## RISK FACTORS

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segments or geographic markets. If we are unable to compete successfully against our competitors, our solutions may become less important or attractive to our brand partners, and demand for our solutions may decline, and in turn, our business and our operating and financial results could be adversely affected.

Furthermore, some of our contracts with existing brand partners are based on standard forms proposed by such brand partners that contain non-compete provisions prohibiting us from selling products of, or providing similar services to, competitors of such brands. As our business further expands, we may engage in business with multiple brands that may be in competition with each other. We have been transparent with our brand partners as to the other brands that we work with. However, we cannot assure you that we will not breach any of these non-compete arrangements, which could devastate the relationships with our brand partners and subject us to penalties. As of the Latest Practicable Date, we were not aware of any notice or claim by any brand partners that we have breached any non-compete restriction in its agreement with us, which could materially and adversely affect our business, results of operation, financial position or prospects. However, we cannot assure you that any of our brand partners will not bring such claims against us in the future.

**If the complexities and challenges faced by our brand partners seeking to sell online diminish or if our brand partners increase their in-house digital commerce capabilities as an alternative to our solutions, demand for our solutions may decline.**

One of the key attractions of our solutions to brands is our ability to help address the complexities and difficulties they face in the digital commerce market in Southeast Asia. If the level of the complexities and difficulties declines as a result of changes in the digital commerce landscape or otherwise, or if our brand partners choose to increase their in-house support capabilities as an alternative to our solutions, our solutions may become less important or attractive to our brand partners, and demand for our solutions may decline.

**Our success is tied to the performance, reputation and success of our existing and future brand partners.**

Our success is substantially dependent upon the success of our brand partners, including our brand clients under our D2B business model and our brand suppliers under our D2C business model. As we continue to expand and optimize our brand partner base, our future success will also be tied to the success of our future brand partners. We cannot assure you that our efforts to attract new brand partners and to optimize our brand partner base will be successful. If such efforts fail, it may have a material adverse impact on our business performance or results of operation. The digital commerce market in Southeast Asia is intensely competitive. If our brand partners were to experience any significant decline in their sales due to any reason, such as newly identified quality

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## RISK FACTORS

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or safety issues or decreased popularity of their products, or if they were to have any financial difficulties, suffer impairment of their brands or if the profitability of, or demand for, their products decreases for any other reason, it could adversely affect our results of operations and our ability to maintain and grow our business. Our business could also be adversely affected if our brand partners’ product sales, marketing, brands or retail stores are not successful or if our brand partners reduce their marketing efforts.

**We rely on the success of certain digital commerce channels. Material disruptions to such digital commerce channels could adversely affect demand for, and our ability to provide, our solutions and services.**

We are present across all major digital touchpoints, including commerce channels, in the Southeast Asia market, including online marketplaces such as Lazada, and other social media channels. If such channels are not successful in attracting consumers or their reputations are adversely affected for whatever reasons, our brand partners may cease to sell their products on these channels. As our results of operations rely on the solutions we provide to our brand clients and brands’ products we sell to consumers on these digital commerce channels, a decrease in the use of these channels would reduce demands for our solutions and services, which would adversely affect our business and results of operations.

**If we fail to maintain our relationships with digital commerce channels or adapt ourselves to emerging digital commerce channels, or if digital commerce channels otherwise curtail or inhibit our ability to integrate our solutions with their channels, our solutions would be less appealing to our brand partners.**

We generate a substantial majority of our revenue from the solutions we provide on digital commerce channels, including online marketplaces, social media and other emerging digital commerce channels. These digital commerce channels have no obligation to do business with us or to allow us to have access to their channels in the long term. If we fail to maintain our relationships with these channels, they may decide at any time and for any reason to significantly curtail or inhibit our ability to integrate our solutions with their channels. We have annual platform service agreements with major online marketplaces, which may not be renewed in the future.

Additionally, these channels may decide to make significant changes to their respective business models, policies, systems or plans, and those changes could impair or inhibit our ability or our brand clients’ ability to use our solutions to sell their products on those channels, or may adversely affect the amount of GMV that our brand clients or we can sell on those channels, or otherwise reduce our brand clients’ or our desirability of selling on those channels. Further, any of these channels could decide to acquire capabilities that would allow them to compete with us. Moreover, new types of digital commerce channels may emerge from time to time, such as TikTok,

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## RISK FACTORS

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which could deprive a large portion of user traffic and business from traditional digital commerce channels. If we are unable to adapt to new digital commerce channels as they emerge, our solutions may be less attractive to our brand clients. Any of these developments could have a material adverse effect on our results of operations.

**We may fail to adequately anticipate changes in consumers’ buying preferences and product trends, which may adversely affect our ability to attract and engage new consumers or retain existing consumers.**

Our success depends, in part, upon our ability to anticipate and respond to consumer trends with respect to products sold through the stores that we operate or provide solutions to. Constantly changing consumer preferences and product trends have affected and will continue to affect the online retail industry. We must stay abreast of emerging consumer preferences and anticipate product trends that will appeal to existing and potential consumers. Our dedicated channel development management team works closely with our brand partners to manage site content of the brand stores that we operate or provide solutions to. In order to be successful, we must accurately predict consumers’ tastes and avoid overstocking or understocking products. If we fail to identify and respond to changes in merchandizing and consumer preferences, our ability to attract and engage new consumers or retain existing consumers may be adversely affected, which could negatively impact our results of operations and financial position.

**The adoption and implementation of new technologies, including AI, into our existing technologies and IT systems, exposes us to additional risks. Failure to keep up with technological development or the changing requirements of brands and consumers may reduce our competitiveness.**

Advancements in technology, particularly in AI, have significantly impacted the digital commerce solutions industry. AI-driven tools and algorithms can analyze consumer behavior, optimize search results, and personalize shopping experiences, all of which contribute to a more efficient and engaging online shopping environment. Our future success depends on our ability to offer high-quality solutions and services on a continuing basis, to enhance our existing solutions and services, to explore new opportunities and to introduce new solutions and services with features that meet evolving technological developments, brands’ and consumers’ preferences and requirements, all in a timely and cost-effective manner. If we do not adapt our solutions and services to such changes in an effective and timely manner, we may suffer decreased user traffic, which may result in a decrease in our business and revenue. In addition, if we adopt new technologies which are less proven, and user experience suffers as a result, our brand partners and consumers may use our platforms less often. Furthermore, changes in technologies may require substantial investments in product development as well as in modification of solutions, services or infrastructure. We may not execute our business strategies successfully due to a variety of reasons

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## RISK FACTORS

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such as technical hurdles, misunderstanding or erroneous prediction of market demand or lack of necessary resources. Failure to keep up with technological development or the changing requirements of brands and consumers may have negative impact to our brand partners’ and consumers’ experience and may result in our offerings and services being less attractive than those provided by our competitors, which in turn may materially and adversely affect our business, results of operations and prospects.

**If we are unable to provide superior customer experience, our business and reputation may be adversely affected.**

The success of our business largely depends on our ability to provide superior customer experience and high quality customer service, which in turn depends on a variety of factors, such as our ability to continue to offer attractive products and solutions and services, respond to customer demands and preferences with high quality, maintain reliable and timely delivery of our products, and provide superior post-sales services. Our revenue may decrease if our digital commerce solutions and services are severely interrupted or otherwise fail to meet our brand clients’ and consumers’ requests. As a result, our reputation and customer loyalty could be negatively affected. If we are unable to continue to maintain our customer experience and provide high quality customer service, we may not be able to retain existing customers or attract new customers, which could have a material adverse effect on our business, financial condition and results of operations.

**The proper functioning of our technology platform and IT systems is essential to our business. Any failure to maintain the satisfactory performance of our platform and IT systems could adversely affect our business and reputation.**

We provide our digital commerce solutions through our Synagie Platform. The proper functioning of our technology platform and IT systems is essential to our success and our ability to attract and retain brand partners and provide quality services. Any system interruptions caused by telecommunications failures, errors encountered during system upgrades or system expansions, computer viruses, hacking or other attempts to harm our systems that result in the unavailability or slowdown of our technology platform, degraded order fulfillment performance, or additional shipping and handling costs may, individually or collectively, materially and adversely affect our business, reputation, financial condition and results of operations.

In addition, any system failure or interruption could cause material damage to our reputation and brand image if our systems are perceived to be insecure or unreliable. Our servers may also be vulnerable to computer viruses, physical or electronic break-ins and similar disruptions, which could lead to system interruptions, website slowdown or unavailability, delays or errors in transaction processing, loss of data or the inability to accept and fulfill consumers’ orders. Security



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## RISK FACTORS

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breaches, computer viruses and hacking attacks have become more prevalent in our industry. We may experience in the future such attacks and unexpected interruptions. We can provide no assurance that our current security mechanisms will be sufficient to protect our IT systems from any third-party intrusions, viruses or hacker attacks, information or data theft or other similar activities. Any such future occurrences could materially and adversely affect our business, reputation, financial condition and results of operations.

Additionally, we must continue to upgrade and improve our technology platform to support our business growth, and failure to do so could impede our growth. However, we cannot assure you that we will be successful in executing these system upgrades and improvement strategies. In particular, our systems may experience interruptions during upgrades, and the new technologies or infrastructures may not be fully integrated with the existing systems on a timely basis, or at all. If our existing or future technology platform does not function properly, it could cause system disruptions and slow response times, affecting data transmission, which in turn could materially and adversely affect our business, financial condition and results of operations.

We also rely on technologies that we license from third parties. These licenses may not continue to be available to us on commercially reasonable terms or at all in the future. As a result, we may be required to obtain substitute technologies. There is no assurance that we will be able to obtain such substitute technologies on commercially reasonable terms, or at all, which could negatively affect the functionality of our technology platform and our business operations.

**Our business generates and processes a large amount of data. Any improper storage, use or disclosure of such data, any breach of information security, or any actual or perceived failure by us or third parties to comply with applicable data protection laws and regulations or privacy policies, could substantially harm our business, financial condition and results of operations.**

Our business generates and processes a large quantity of personal, transaction, demographic and behavioral data via our Synagie Platform. We face risks inherent in handling large volumes of data and in protecting the security of such data. In particular, we face a number of challenges relating to data from transactions and other activities on our platform, including:

- protecting the data on our Synagie Platform, against attacks by outside parties or fraudulent behavior by our employees;
- addressing concerns related to privacy and sharing, safety, security and other factors; and



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## RISK FACTORS

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- complying with applicable laws, rules and regulations relating to the collection, use, disclosure or security of personal information, including any requests from regulatory and governmental authorities relating to such data.

Significant capital and other resources may be required to protect against information security breaches or to alleviate problems caused by such breaches or to comply with our privacy policies or privacy-related legal obligations. The resources required may increase over time as the methods used by hackers and others engaged in online criminal activities are increasingly sophisticated and constantly evolving. Any failure or perceived failure by us to prevent information security breaches or to comply with privacy policies or privacy-related legal obligations, or any compromise of security that results in the unauthorized release or transfer of personally identifiable information or other customer data, could cause our brand partners and consumers to lose trust in us and could expose us to legal claims. Any perception by the public that online transactions or the privacy of user information are becoming increasingly unsafe or vulnerable to attacks could inhibit the growth of online retail and other online services generally.

We are subject to data privacy and protection laws and regulations in the jurisdictions where we, our brand partners, and consumers are located, including Singapore, Malaysia, Philippines, Vietnam, Thailand, Indonesia, Spain and Hong Kong. The laws, rules and regulations of these jurisdictions may vary in terms of their legal regime, scope, and requirements, among others. Compliance with the various laws and regulations could be difficult and require significant resources and costs. Any failure, or perceived failure, by us to comply with our privacy policies or with any regulatory requirements or privacy protection-related laws, rules and regulations could result in proceedings or actions against us by governmental entities or others. These proceedings or actions could subject us to significant penalties and negative publicity, require us to change our business practices, increase our costs and severely disrupt our business. In particular, the Personal Data Protection Act 2012 (No. 26 of 2012) of Singapore (“**PDPA**”) establishes a data protection law that comprises various rules governing the collection, use, disclosure and care of personal data. The PDPA requires, inter alia, organizations to obtain the consent of individuals before collecting, using or disclosing their personal data for purposes that a reasonable person would consider appropriate in the circumstances; have mechanisms in place for individuals to withdraw their consent and reasonable security arrangements in place to prevent unauthorized access, collection, use, disclosure, copying, modification or disposal of personal data. Any improper use or disclosure of personal data and breaches of security leading to disclosure of personal data may lead to criminal sanctions under the PDPA, reputational damage, and a direct loss of business.

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## RISK FACTORS

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**We have a history of net losses and operating cash outflows and may continue to incur net losses and operating cash outflows in the future.**

We were loss-making and incurred net losses of S\$11.0 million, S\$13.1 million and S\$17.3 million in 2021, 2022 and 2023, respectively. We also incurred cash outflows from our operating activities of S\$7.6 million and S\$0.7 million in 2021 and 2022, respectively, while we recorded cash inflows from our operating activities of S\$3.8 million in 2023. Subsequent to the Listing, we will incur additional legal, accounting, and other expenses which are not incurred as a private company.

There can be no assurance that we will be able to expand our business and secure sufficient brand clients and consumers to generate significant revenue and to attain profitability; if attained, there can be no assurance that we will be able to sustain profitability. In addition, we may continue to experience net losses. In the event the revenue generated from our operations prove insufficient for our working capital and expansion plans, we may need to access the capital markets for debt or equity financing to fund future capital expenditure. Additional financing may result in a dilution to the shareholdings of our shareholders. We may also seek bank financing. There is no assurance that we will be able to obtain any additional financing on terms that are acceptable to us or at all. If we are unable to obtain such financing, our financial performance may be materially and adversely affected.

**Fair value changes in our convertible loan notes and other financial liabilities and related valuation uncertainty may materially affect our financial condition and results of operations.**

On May 27, 2022, we and Lazada Services Holding Pte. Ltd. (“**Lazada Services**”) entered into a convertible loan agreement, pursuant to which Lazada agreed to grant to us a convertible loan facility in an aggregate amount not exceeding US\$7,000,000. See “History, Reorganization and Corporate Structure of the Target Group” for details. Lazada Services shall have the right (but not the obligation) to convert all or any part of the loan into our shares on the repayment date of the loan, the date of the completion of any future financing round, the listing date (in the case of an initial public offering). The conversion price is 75% of the fair market value of our shares per share as determined in our future equity financing, initial public offering and liquidity event. We designated the convertible loan notes as financial liabilities at fair value through profit or loss as a whole. We recorded fair value loss on convertible loan notes of S\$0.5 million and S\$0.9 million in 2022 and 2023, respectively.

After the Listing, we plan to use a portion of the net proceeds from the De-SPAC Transaction to repay the principal and interests of the convertible loan notes. As a result, we do not expect to recognize any further gains or losses on fair value changes from these convertible loan notes in the

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## RISK FACTORS

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future. To the extent we need to revalue the convertible loan notes prior to the closing of the Listing, any change in fair value of convertible loan notes and related valuation uncertainty could materially affect our financial position and performance.

**We have experienced rapid growth during the Track Record Period, and we may not be able to manage our growth or geographic expansion effectively.**

We have experienced rapid growth during the Track Record Period. Our revenue increased from S\$85.9 million in 2021 to S\$112.6 million in 2022 and further to S\$126.6 million in 2023, representing a CAGR of 21.4%. However, there is no assurance that we will be able to maintain our historical growth rates in future periods. Our revenue growth may slow or our revenue may decline for many reasons, including competition, slower growth of the online retails sales in Southeast Asia, fulfillment bottlenecks, emergence of alternative business models, changes in government policies and other general economic conditions.

Our growth has placed, and continues to place, significant strain on our management and resources. If we execute any growth or expansion strategies, we may need to implement new or upgraded operational and financial systems, procedures and controls, including the improvement of our accounting and other internal management systems. We may also need to expand, train, manage and motivate our workforce and manage our relationships with our brand partners, suppliers, third-party merchants and other service providers. To maintain profitability, we need to implement such upgrades, manage our workforce cost-effectively and manage our cost of sales and operating expenses. We cannot assure you that we will be able to manage our growth or maintain profitability or execute our strategies effectively, and any failure to do so may have a material adverse effect on our business and prospects. Accordingly, our historical performance may not be indicative of future operating results.

**Any harm to our brand image or reputation may materially and adversely affect our business and results of operations.**

Negative publicity about us, our brand image or reputation may arise from time to time. Negative comments about our business operation and management may appear in internet postings and other media sources from time to time and we cannot assure you that other types of negative publicity of a more serious nature will not arise in the future. For example, if our customer service representatives fail to satisfy the individual needs of our brand partners and consumers, our brand partners and consumers may become disgruntled and disseminate negative comments about our services. In addition, our brand partners may be subject to negative publicity for various reasons, such as consumers’ complaints about the quality of their products and related services or other

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## RISK FACTORS

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public relation incidents of such brand partners, which may adversely affect the sales of products of these brand partners in the stores operated by us and indirectly affect our results of operations and reputation.

Moreover, negative publicity about other digital commerce solutions providers in Singapore or other jurisdictions in which we operate may arise from time to time and cause brands and consumers to lose confidence in the products and services we offer. Any such negative publicity, regardless of veracity, may have a material adverse effect on our business, results of operations, and reputation.

**Any lack of requisite approvals, licenses or permits applicable to our business, or failure to comply with applicable laws and regulations, may adversely affect our business.**

Our business is subject to supervision and regulation by relevant government authorities in the jurisdictions in which we operate. These government authorities promulgate and enforce laws and regulations that cover many aspects of business activities that our operations relate to, including scope of permitted business activities, licenses and permits for business operation, and restriction on foreign investments, among other things. Meanwhile, the brand partners we partner with are also obliged to hold licenses and meet regulatory requirements in order to sell products themselves or through our digital commerce solutions. While we currently hold all material licenses and permits required for our business operations, we cannot assure you that we will be able to renew these licenses and permits upon their expiration, expand the current business scope of these licenses and permits when required, obtain any license or permit that is in application, or obtain new licenses or permits in the future as a result of our business expansion, change in our business operations or change in laws and regulations applicable to us.

As digital commerce business via internet and mobile network is still evolving in Southeast Asia, new laws and regulations may be adopted from time to time, and substantial uncertainties exist regarding interpretation and implementation of current and future laws and regulations applicable to our business operations in each of the various jurisdictions in which we operate. We cannot assure you that our current business activities will not be found in violation of any future laws and regulations or any of the laws and regulations currently in effect due to changes in the relevant authorities’ interpretation of these laws and regulations. With the expansion of our business in the future, we may be required to obtain other required licenses or expand the current scope of the licenses we hold to cover internet information services rendered through mobile networks or to cover other scopes such as online data processing and transaction processing service (in addition to operational digital commerce) that may be required by the government authorities from time to time.

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## RISK FACTORS

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If we fail to adapt to any new regulatory requirement or any competent government authority considers that we operate our business operation without any requisite license, permit or approval, or otherwise fail to comply with applicable regulatory requirements, we may be subject to administrative actions and penalties, including fines, confiscation of our incomes, revocation of our licenses or permits, or, in severe cases, cessation of certain business. In addition, if our brand partners are found by government authorities to have operated their business through us without requisite approvals, licenses or permits or otherwise to be in violation of applicable laws and regulations, they may be ordered to take rectification actions. Any of these actions may have a material and adverse effect on our business, financial condition and results of operations.

**If we are unable to enter into marketing and promotional arrangements with appropriate key opinion leaders and digital marketing channels to conduct our marketing campaign or execute our promotional strategies in a cost effective manner, our business and results of operations may be adversely affected.**

We have developed multi-faceted digital marketing capabilities and are able to effectively design and execute marketing plans across various digital commerce channels. We have entered into marketing and promotional arrangements with key opinion leaders and digital marketing channels to conduct our marketing campaign or execute our promotional strategies in a cost effective manner. We expect to rely on these arrangements as significant sources of traffic to our brand partners’ businesses and to attract new brand partners. If we are unable to identify appropriate key opinion leaders and digital marketing channels, maintain these relationships or enter into new arrangements on acceptable terms, our ability to attract new brand clients and new consumers could be harmed. Failure to achieve sufficient traffic or generate sufficient revenue through effective digital marketing strategies may limit our brand clients’ and our ability to maintain market share and revenue and affect our profitability. Moreover, if we are unable to manage and conduct marketing and promotional activities for our brand clients cost-effectively, they may turn to other alternatives, reducing our revenue and potentially materially adversely affecting our business and reputation.

**We face risks associated with outsourcing certain capabilities to third-party service providers, including for IT development, data storage, warehousing and logistics.**

We currently outsource certain capabilities, including for IT development, data storage, and fulfillment, to established third-party service providers. Unforeseen interruptions to or failure of the operations of these third-party service providers due to events beyond our control, such as inclement weather, transportation disruptions, labor unrest, industry consolidation, compromised service standard, insolvency or government shut-downs, could prevent the timely and proper delivery of our solutions and services to our brand clients and consumers. If we are not able to

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## RISK FACTORS

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find alternative third-party service providers in a timely and reliable manner, our business and prospects, as well as our financial condition and results of operations could be materially and adversely affected.

We work with third-party service providers for (i) the maintenance and development of our Synagie Platform and the related technologies; (ii) storage of the information we generate from our data analytics capabilities; and (iii) storage and delivery of brands’ products to consumers. As there is no long-term contract with such third-party service providers, there is no guarantee that they will continue to provide services to us. If the third-party service providers discontinue their services, the efficiency of our Synagie Platform and our solutions or services to brand partners will be adversely affected, thereby impeding our ability to utilize our Synagie Platform to maximize sales revenue and profitability. We also cannot guarantee that the data storage facilities and capabilities of the various cloud server providers that we engage will not experience technical failure or data corruption/loss or disclose data without authorization. Furthermore, if products are not delivered on time or are delivered in a damaged state, consumers may refuse to accept products and may claim refund from us or our brand partners, and brand partners and consumers may have less confidence in our solutions and services. As a result, we may lose brand partners and consumers, and our results of operations, financial condition and reputation could suffer.

**If we are unable to adequately protect our intellectual property rights, the value of our brand and other intangible assets may be diminished.**

We regard our know-how, trademarks, and similar intellectual property as critical to our success, and we rely on a combination of intellectual property laws and contractual arrangements, including confidentiality agreements with our employees and third parties, to protect our proprietary rights. Despite these measures, any of our intellectual property rights could be challenged, invalidated, circumvented or misappropriated, or such intellectual property may not be sufficient to provide us with competitive advantages. In addition, although we are not aware of any imitation websites or mobile applications that attempt to cause confusion or traffic diversion from us at the moment, we may become an attractive target to such attacks in the future because of our brand recognition in Southeast Asia. Furthermore, there can be no assurance that our patent applications would be approved, that any issued patents would adequately protect our intellectual property, or that such patents would not be challenged by third parties or found by a judicial or regulatory authority to be invalid or unenforceable.

Confidentiality agreements may be breached by counterparties, and there may not be adequate remedies available to us for any such breach. Accordingly, we may not be able to effectively protect our intellectual property rights or to enforce our contractual rights in Singapore and other relevant jurisdictions. Policing any unauthorized use of our intellectual property is difficult and costly and the steps that we take may be inadequate to prevent the infringement or

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## RISK FACTORS

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misappropriation of our intellectual property. In the event that we resort to litigation to enforce our intellectual property rights, such litigation could result in substantial costs and a diversion of our managerial and financial resources, and could put our intellectual property at risk of being invalidated or narrowed in scope. There can be no assurance that we would prevail in such litigation, and even if we manage to prevail, we may not obtain a meaningful recovery. In addition, our trade secrets may be leaked or otherwise become available to, or be independently discovered by, our competitors. Any failure in maintaining, protecting or enforcing our intellectual property rights could have a material adverse effect on the value of our brand and other intangible assets as well as on our business and results of operations.

**We may be accused of infringing intellectual property rights of third parties and content restrictions of relevant laws.**

Third parties may claim that the technology or content used in our operation of online stores or our solutions and services infringe upon their intellectual property rights. We from time to time in the future may be, subject to legal proceedings and claims relating to the intellectual property rights of others. We cannot be certain that our operations or any aspects of our business do not or would not infringe upon or otherwise violate patents, copyrights or other intellectual property rights held by third parties. There could also be existing patents of which we are not aware that our products may inadvertently infringe. The possibility of third-party intellectual property claims against us increases as we continue to grow, particularly if we expand our operation overseas. Such claims, regardless of merit, may result in our expenditure of significant financial and management resources, injunctions against us or payment of damages. We may need to obtain licenses from third parties who allege that we have infringed their rights, but such licenses may not be available on terms acceptable to us or at all. Defending against claims that are brought against us could be both costly and time-consuming, and could significantly divert the efforts and resources of our management and other personnel. Further, the outcome of any claims, investigations and proceedings is inherently uncertain. Successful infringement or licensing claims made against us may result in significant monetary liabilities and may materially disrupt our business and operations by restricting or prohibiting our use of the intellectual property in question, which may materially and adversely affect our business, financial condition, results of operations and prospects.

**Our results of operations are subject to fluctuations due to the seasonality of our business.**

We have experienced and expect to continue to experience seasonal fluctuations in our revenue. Our results of operations historically have been seasonal primarily because consumers increase their purchases during particular promotional activities, such as Singles’ Day 11.11 sale,



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## RISK FACTORS

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12.12 sale and year-end sale and the impact of seasonal buying patterns within certain categories such as apparel. Therefore, we typically generate a larger portion of revenue in the fourth quarter of a particular calendar year.

In anticipation of increased sales activity during peak seasons, we make necessary arrangements with our brand partners in advance, such as increasing their inventory levels, and staff more workforce to better serve our brand partners and consumers and to maximize our sales. If our seasonal revenue is below expectations, our operating results could be below the expectations of securities analysts and investors. Due to the nature of our business, it is difficult to predict the impact of this seasonality on our business and financial results. In the future, our seasonal sales patterns may become more pronounced, may strain our personnel, customer service operations, fulfillment operations and shipment activities, and may cause a shortfall in revenue compared to expenses in a given period.

In addition, if too many consumers access the online stores operated by us within a short period of time due to increased promotions or other demand surges, we may experience system interruptions that may make such online stores unavailable or prevent us from transmitting orders to our fulfillment operations. Any such system interruptions may reduce the volume of transactions in the stores that we operate as well as the attractiveness of such online stores to consumers.

**Our ability to raise capital in the future may be limited, and our failure to raise capital when needed could prevent us from growing.**

We may in the future be required to raise capital through public or private financing or other arrangements. Such financing may not be available on acceptable terms, or at all, and our failure to raise capital when needed could harm our business. Additional equity or equity linked financing may dilute the interests of our shareholders, and debt financing, if available, may involve restrictive covenants and could restrict our operational flexibility and reduce our profitability. Our ability to obtain additional financing in the future is subject to many uncertainties, including our future financial condition, results of operations, cash flows, trading price of our Shares, liquidity of international capital and lending markets and applicable governmental regulations over foreign investment and cross-border financing and the digital commerce market in Singapore and other relevant jurisdictions.

**We are exposed to credit risks attributable to our trade receivables.**

We generally allow a credit period of ranging from 30 to 60 days to our brand clients under our D2B business model. As of December 31, 2021, 2022 and 2023, our trade receivables turnover days were 53.0 days, 54.8 days and 50.8 days, respectively. As of the same dates, trade receivables of approximately S\$15.6 million, S\$18.2 million and S\$17.0 million, respectively, were past due

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## RISK FACTORS

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but not impaired. These mainly relate to certain brand clients who have not experienced significant financial difficulty, and based on our past experience, whom we can recover the overdue amounts from. Nevertheless, there can be no assurance that all such amounts due to us will be settled on time, or that such amounts will not continue to increase in the future. Accordingly, we face credit risk in collecting trade receivables due from brand clients. Our performance, liquidity and profitability would be adversely affected if significant amounts due to us are not settled on time or substantial impairment is incurred. The bankruptcy or deterioration of the credit condition of any of these customers could also materially and adversely affect our business, financial condition, results of operations and prospects.

### **We are subject to third-party payment processing related risks.**

We accept payments using a variety of methods, including online payments with credit cards and debit cards, payment through third-party online payment platforms such as GCash and Maya, and payment on delivery. For certain payment methods, including credit and debit cards, we pay interchange and other fees, which may increase over time and raise our operating costs and lower our profitability. We may also be subject to fraud and other illegal activities in connection with the various payment methods we offer, including online payment and payment on delivery options. We are also subject to various rules, regulations and requirements, regulatory or otherwise, governing electronic funds transfers, which could change or be reinterpreted to make it difficult or impossible for us to comply. If we fail to comply with these rules or requirements, we may be subject to fines and higher transaction fees and lose our ability to accept credit and debit card payments from consumers, process electronic funds transfers or facilitate other types of online payments, and our business, financial condition and results of operations could be materially and adversely affected.

### **We are subject to risks associated with foreign exchange rate fluctuations.**

As we sell products in Singapore, Malaysia, Philippines, Vietnam, Thailand and Indonesia and receive payments in local currencies, we are exposed to fluctuations in the local currencies in these jurisdictions against our reporting currency, the SGD. A depreciation of any such local currency may result in reduced prices and payments for our brands' products. It is difficult to predict how market forces or government and international policy may impact fluctuations of these local currencies and SGD in the future, and there can be no assurance that the foreign exchange rate between these local currencies and SGD will not change significantly in the future. In the event that such fluctuations in the relevant foreign currency are substantial, and we are unable to pass on our foreign exchange losses to consumers, our results of operations, financial position and cash flows may be materially and adversely affected.

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## RISK FACTORS

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At present, we have a hedging policy against our foreign exchange exposure to such local currencies but have not used any hedging instruments due to the high associated costs. However, we will continue to monitor our foreign exchange exposure to the local currencies in which we operate and SGD and we may employ hedging instruments to manage our foreign exchange exposure should the need arise.

**We are dependent on our key management personnel and our ability to recruit suitable and qualified employees.**

Our future success is significantly dependent upon the continued service of our key executives and other key employees. If we lose the services of any member of our management or key personnel, we may not be able to locate suitable or qualified replacements, and may incur additional expenses to recruit and train new staff, which could severely disrupt our business and growth.

Competition for talent in the digital commerce solutions industry in Southeast Asia is intense, and the availability of suitable and qualified candidates is limited. Competition for these individuals could cause us to offer higher compensation and other benefits to attract and retain them. Even if we were to offer higher compensation and other benefits, there is no assurance that these individuals will choose to join or continue to work for us. Any failure to attract or retain key management and personnel could severely disrupt our business and growth.

**We have granted and may continue to grant options and other types of awards under our share option scheme, which may result in increased share-based payment expenses.**

On May 20, 2022, we adopted a share option scheme to provide incentives to our eligible employees. We have granted and may continue to grant options and other types of awards under our share option scheme. We recorded share-based payment expenses of S\$0.2 million, S\$0.3 million and S\$0.7 million in 2021, 2022 and 2023, respectively, in connection with our share option scheme. We believe the granting of share-based awards is of significant importance to our ability to attract and retain key personnel and employees, and we will continue to grant share-based awards in the future. As a result, our expenses associated with share-based payment expenses may increase, which may have an adverse effect on our results of operations.

**We may not have sufficient insurance coverage to fully cover our business risks, which could expose us to significant costs and business disruption.**

We have obtained insurance to cover certain potential risks, including public liability insurance, all risks, fire and extraneous perils and business interruption insurance, cyber insurance and work-related injury compensation insurance. However, insurance companies in certain

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## RISK FACTORS

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jurisdictions in which we operate offer limited business insurance products. As a result, we may not be able to acquire any insurance for certain types of risks, and our coverage may not be adequate to compensate for all losses that may occur, particularly with respect to loss of business or operations. We do not maintain key-man life insurance. This could leave us exposed to potential claims and losses. In addition, our third-party service providers, including third-party logistics partners, may fail to purchase insurance or maintain effective insurance. Such third-party service providers may not be able to fully, or at all, pay the damages resulting from accidents. Any business disruption, litigation, regulatory action, outbreak of epidemic disease, accidents, or natural disaster could also expose us to substantial costs and diversion of resources. We cannot assure you that our insurance coverage or our third-party service providers’ insurance coverage is sufficient to prevent us from any loss or that we will be able to successfully claim our losses under our current insurance policy on a timely basis, or at all. If we incur any loss that is not covered by our insurance policies, or the compensated amount is significantly less than our actual loss, our business, financial condition and results of operations could be materially and adversely affected.

**We may seek opportunities for growth through strategic alliance, acquisitions, joint ventures, investments and partnerships, which may not be successful.**

We have made investments in or acquisition of third parties that are complementary to our business and operations. We may pursue strategic alliance, joint ventures, investments and partnerships, or potential strategic acquisitions that are complementary to our business and operations, including opportunities that can help us promote our solutions to new brand clients, expand our service offerings and improve our technology infrastructure. However, partnerships or joint ventures with third parties could subject us to many risks, including risks associated with sharing proprietary information, non-performance or default by counterparties, disagreement in business operations, and increased expenses in establishing these new alliances, any of which may materially and adversely affect our business. We may have little ability to control or monitor the actions of our strategic partners. To the extent a strategic partner suffers any negative publicity as a result of its business operations, our reputation may be negatively affected by virtue of our association with such party. We may not be successful in achieving the strategic objective upon which any given investment, acquisition, partnership or joint venture is premised, and we could lose all or part of our investment.

**We may be subject to legal proceedings during the ordinary course of our business, which could adversely affect our reputation, business and results of operations.**

We may be involved in legal, administrative or other proceedings from time to time, which could be both costly and time-consuming. Regardless of the outcome and merit of such proceedings, however, any legal actions can have an adverse impact on us because of defense

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## RISK FACTORS

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costs, negative publicity, diversion of management’s attention and other factors. We may also need to pay damages to settle claims with a substantial amount of cash. Any of these could have a material adverse effect on our business, reputation, financial condition, results of operations and prospects.

**We rely on certain supply partners to produce our sustainable packaging that is consistent with our standards or in accordance with contractual or sustainability requirements. Failure to comply with sustainable requirements could result in reputational damage, operational disruptions and regulatory penalties.**

We are committed to promoting an eco-friendly mindset across our operations and to reducing our carbon footprint wherever possible. In our fulfillment operation, we actively promote green initiatives by promoting the use of sustainable packaging, which is produced by our supply partners. We have and will continue to monitor our supply partners to make sure that the packaging produced by them is consistent with our internal policy and the applicable contractual or regulatory requirements. If we or our supply partners fail to meet applicable standards or contractual or sustainability requirements, our reputation and brand image could be damaged, and our business, financial condition and results of operations could be adversely impacted. Furthermore, increased regulatory requirements may result in more stringent requirements for packaging materials, such as single-use and non-recyclable plastic packaging. If we fail to comply with such increased requirements, regulatory penalties could incur.

**We may be affected by terrorist attacks, natural disasters, outbreaks of communicable diseases and other events beyond our control.**

Acts of God, such as natural disasters which are beyond our control, may materially and adversely affect the economy, infrastructure and livelihood of the local population. Similarly, man-made catastrophes, such as terrorist attacks and wars may disrupt the economies of the countries in which we operate. Catastrophic events may cause unexpected large losses and may have a material adverse effect on our business, financial condition, results of operations and prospects. There can be no assurance that our efforts to protect ourselves against catastrophic losses would be adequate. We also face risks from the outbreak of communicable or virulent diseases and pandemics or epidemics such as severe acute respiratory syndrome, H5N1 avian flu, the COVID-19, and Middle East respiratory syndrome in the jurisdictions in which we operate, which may materially and adversely affect our business, results of operations, and financial condition. We may, as a result, be required to temporarily shut down our operations for an uncertain period of time to contain the spread of such diseases. Such disruptions to our business and operations may have a negative impact on our business, financial condition, results of operations and prospects. In addition, other events that are outside our control, such as fire, deliberate acts of sabotage, vendor failure or negligence, blackouts, terrorist attacks or criminal

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## RISK FACTORS

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acts, could damage, cause operational interruptions to, or otherwise adversely affect our operating facilities and activities, as well as potentially cause injury or death to our employees. We cannot assure that the occurrence of any catastrophic events, wars, terrorist attacks or other hostilities in any part of the jurisdictions in which we operate, potential, threatened or otherwise, will not, directly or indirectly, have a material and adverse effect on our business, financial condition, results of operations and prospects.

### **RISKS RELATING TO DOING BUSINESS IN SOUTHEAST ASIA**

**We operate in various countries or may expand into countries where we would be subject to local legal and regulatory conditions.**

We currently have a business presence or carry out operations mainly in Singapore, Malaysia, Philippines, Vietnam, Thailand, Indonesia, Spain and Hong Kong. We are subject to the applicable laws, regulations and guidelines in these countries and jurisdictions, particularly in relation to information technology and data processing, products, market entry, and employment requirements. If we fail to comply with such laws, regulations and guidelines, we may be subject to penalties for such breaches, including fines or restrictions on our ability to carry on business or operate in such countries or jurisdictions. In addition, we may expand into other countries in which we presently do not have a business presence. Laws and regulations governing business entities in these countries may change and are often subject to a number of possibly conflicting interpretations, both by business entities and by the courts. Our business, financial condition, results of operations, and profitability may be adversely affected by changes in and uncertainty surrounding governmental policies, in particular with respect to business laws and regulations, licenses and permits, taxation, inflation, interest rates, currency fluctuations, price and wage controls, exchange control regulations, labor laws and expropriation.

**Our results of operations are exposed to the political, economic and social conditions in the countries in which we operate as well as bilateral relationships between these countries.**

Our business, financial condition and results of operations are sensitive to changes in overall political, economic and social conditions that affect consumer spending in Southeast Asia. The digital commerce solutions industry is sensitive to general economic changes. Many factors outside of our control, including economic uncertainties, inflation and deflation, interest rates, volatility of equity and debt securities markets, taxation rates, employment, government policies, and other political, legal, economic or diplomatic developments in or affecting the relevant jurisdictions in which we operate, can adversely affect consumer confidence and spending. The domestic and international political environments, including bilateral relationships, trade disputes, political turmoil or social instability, may also adversely affect consumer confidence and spending. We have

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## RISK FACTORS

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no control over such conditions and developments and cannot assure that such conditions and developments will not have a material adverse effect on our business, results of operations, financial position and prospects.

**Uncertainties with respect to the legal system in certain markets in Southeast Asia could adversely affect our business.**

The interpretation and enforcement of laws and regulations may involve uncertainties and inconsistencies in certain markets in Southeast Asia. Since local administrative and court authorities and in certain cases, independent organizations, have significant discretion in interpreting and implementing statutory provisions and contractual terms, it may be difficult to evaluate the outcome of administrative and court proceedings and the level of legal protection we may enjoy in many of the localities that we operate in. Moreover, local courts may have broad discretion to reject enforcement of foreign awards. These uncertainties may affect our judgment on the relevance of legal requirements and its ability to enforce our contractual rights or tort claims. In addition, the regulatory uncertainties may be exploited through unmerited or frivolous legal actions or threats in attempts to extract payments or benefits from us.

It is possible that a number of laws and regulations may be adopted or construed to apply to us in Southeast Asia and elsewhere that could restrict our business operations. Scrutiny and regulation of the business in which we operate may further increase, and we may be required to devote additional legal and other resources to addressing these regulations. Changes in current laws or regulations or the imposition of new laws and regulations in Southeast Asia or elsewhere regarding our business operations may slow our growth and adversely affect our business, financial condition, results of operations and prospects..

**Restrictions on currency exchange in certain Southeast Asian countries in which we operate may limit our ability to utilize our cash balance effectively and affect the value of your investment.**

We currently operate in Singapore, Malaysia, Philippines, Vietnam, Thailand, Indonesia, Spain and Hong Kong. The convertibility of the local currencies of the countries in which we operate and the remittance of local currencies out of the local markets may be subject to laws, regulations and policies adopted by the local governments. For example, the lawful currency in Vietnam, or the VND, is not freely convertible to foreign currencies, except through authorized foreign exchange bodies. Vietnamese regulations specify the permitted cases for the purchase, transfer, and carrying of foreign currency abroad for one-way money transfer purposes. They also impose reporting requirements on carrying Vietnamese dong or foreign currencies in excess of a certain amount. In addition, Indonesia has regulations prohibiting the transfer of Indonesian Rupiah to outside of Indonesia and imposing reporting requirements on foreign exchange



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## RISK FACTORS

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transactions in excess of a certain amount, and Philippines prohibits the transfer of Philippine pesos to outside of the Philippines in excess of PHP 50,000.00 (approximately \$1,000) without prior written authorization from the Bangko Sentral ng Pilipinas (“BSP”), the Philippine central monetary authority. There can be no assurance, however, that the local governments of which we operate in will relax their foreign exchange regulations, that they will maintain the same foreign exchange policy or that there will be sufficient foreign currency, particularly SGD and U.S. dollars, available in the market for currency conversions. If, in the future, government regulations restrict our ability to convert local currencies or there is insufficient foreign currency available in the market, we may be unable to meet our foreign currency payment obligations, including for our business operations and dividend distributions to our Shareholders.

**We may rely on dividends and other distributions on equity paid by our local subsidiaries, which may be subject to restrictions under the laws of certain countries in which we operate.**

We are a holding company incorporated in Singapore and rely principally on dividends and other distributions on equity from our local subsidiaries for cash requirements, including the funds necessary to pay dividends to our shareholders or cash distributions for services of any debt we may incur. The distribution of dividends to us from the subsidiaries in certain geographic markets in which we operate may be subject to restrictions imposed by the applicable laws and regulations in these markets. For example, although the current foreign exchange control regulations do not restrict the ability of our subsidiaries in Thailand to distribute dividends to us, the relevant regulations may be changed and the ability of these subsidiaries to distribute dividends to us may be restricted in the future. Further, Philippine law requires that dividends may only be declared out of unrestricted retained earnings; and there are regulations requiring registration of the foreign investment with the BSP to be able to source from the Philippine banking system foreign currency to be used in repatriating capital or remitting dividends outside the Philippines.

### **RISKS RELATING TO THE DE-SPAC TRANSACTION AND THE SECURITIES OF THE SPAC AND THE SUCCESSOR COMPANY**

**If the De-SPAC Transaction’s benefits do not meet the expectations of investors or securities analysts, the market price of the SPAC Shares and the SPAC Warrants or, following the Closing, the Successor Shares and the Successor Warrants, may decline.**

The unaudited pro forma financial information included in this circular is presented for illustrative purposes only and is not necessarily indicative of what the Successor Group’s actual financial position or results of operations would have been had the De-SPAC Transaction been completed on the dates indicated. If the perceived benefits of the De-SPAC Transaction do not meet the expectations of investors or securities analysts, the market price of the SPAC Shares and the SPAC Warrants prior to Closing may decline.

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## RISK FACTORS

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In addition, following the De-SPAC Transaction, fluctuations in the price of the Successor Shares and the Successor SPAC Warrants could contribute to the loss of all or part of your investment. Prior to the De-SPAC Transaction, there has not been a public market for securities of the Target Group. The Negotiated Value of the Target Company in connection with the De-SPAC Transaction was determined through arm’s length negotiations with the Target Company and the PIPE Investors after taking into account various considerations (as further described in “Letter from the Board — G. PIPE Investments”) and such Negotiated Value of the Target Company may not be indicative of the price of the Successor Shares that will prevail in the trading market following the De-SPAC Transaction. The Company has limited ability to assess the Target Group’s business, management and systems, and cannot provide any assurances as to the Successor Company’s prospects or success as a publicly listed company.

If an active market for the Successor Shares and the Successor SPAC Warrants develops and continues, the trading price of the Successor Shares and the Successor SPAC Warrants following the De-SPAC Transaction could be volatile and subject to wide fluctuations in response to various factors, some of which are beyond the Successor Company’s control. The Successor Shares may trade at prices significantly below HK\$10.00, being the SPAC Share Issue Price at which the SPAC Shares were issued at SPAC Listing Date and the subscription price for each PIPE Share. In such circumstances, the trading price of the Successor Shares may not recover and may experience a further decline.

**SPAC Shareholders may exercise their rights for Share Redemption with respect to a large number of the SPAC Shares, and the Successor Company may not meet the requirement of the minimum number of Professional Investors set out in the Listing Rules.**

The Listing Rules require that the Successor Company must have at least 100 Professional Investors as holders of the Successor Shares at the time of the listing of the Successor Company on the Stock Exchange. At the time of signing the Business Combination Agreement and up to the EGM, the Company will not know how many SPAC Shareholders will exercise their rights for Share Redemption. If a large number of SPAC Shareholders exercise their rights for Share Redemption and a sufficient number of additional investors cannot be found prior to Closing to subscribe for Successor Shares at Closing pursuant to the Permitted Equity Financing (if any), the Successor Company may not have the required minimum number of Professional Investors as its shareholders to meet the requirement set out in the Listing Rules. In this case, unless a waiver from strict compliance with the relevant requirement under the Listing Rules is granted by the Stock Exchange, the Successor Company will not satisfy the requirement for listing on the Stock Exchange, and the Company and the Target Company will not be able to complete the De-SPAC Transaction. There is no assurance that the Stock Exchange will grant such waiver.

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## RISK FACTORS

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**There is no guarantee that any SPAC Shareholder’s decision as to whether to redeem its SPAC Shares for a pro rata portion of the SPAC Offering Escrow Account will place the SPAC Shareholder in a better future economic position.**

There is no assurance as to the price at which a SPAC Shareholder (assuming it does not redeem its SPAC Shares) may be able to sell the Successor Shares in the future following the completion of the De-SPAC Transaction. Certain events following the completion of the De-SPAC Transaction may cause an increase in the trading price of the Successor Shares, and any Redeeming SPAC Shareholder may realize a lower value than if that SPAC Shareholder did not exercise its rights for Share Redemption. Similarly, if a SPAC Shareholder does not redeem its SPAC Shares, the ownership of such SPAC Shareholder in the Successor Company may be diluted after the completion of the De-SPAC Transaction, and there can be no assurance that such SPAC Shareholder can sell its Successor Shares in the future for a price that is higher than the Share Redemption Price (which is not less than HK\$[10.00] per Share) as set out in this circular. Any SPAC Shareholder who is in doubt as to its position or any action to be taken is recommended to consult its own professional advisors.

**The Promoters’ economic interests or other conflicts of interest may have influenced their decision to recommend the approval of the De-SPAC Transaction.**

The Promoters beneficially own or have a pecuniary interest in the Promoter Shares and the Promoter Warrants that they purchased simultaneously with the offering of the SPAC Shares in 2022. These securities will become worthless if the De-SPAC Transaction is not completed. See “Letter from the Board — U. Consequences if the De-SPAC Transaction is not approved or completed” for more details.

In addition, if the De-SPAC Transaction is not completed, the Promoters will be liable for ensuring that the proceeds in the SPAC Offering Escrow Account are not reduced by the claims of the Target Group or claims of vendors or other entities that are owed money by the Company for services rendered or contracted for or products sold to the SPAC, but only if such entity has not executed a waiver agreement.

These interests and relationships may have influenced the decision of the Board to pursue the De-SPAC Transaction and to recommend the approval of the De-SPAC Transaction. In considering the recommendation of the Board to vote in favor of the De-SPAC Transaction and other resolutions at the EGM, SPAC Shareholders should consider these interests.

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## RISK FACTORS

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**If the De-SPAC Transaction is not approved by the SPAC Shareholders or does not proceed to completion for any other reason, and the SPAC is unable to complete a de-SPAC transaction with another de-SPAC target by the time limit provided for in the Listing Rules, the SPAC will have to cease operations and wind up.**

If the De-SPAC Transaction is not approved by SPAC Shareholders or does not proceed to completion for any other reason, and if the SPAC has not completed a De-SPAC transaction within 36 months from the SPAC Listing Date (or, if this time limit is extended as approved by the Shareholders and the Stock Exchange, a De-SPAC transaction is not completed within such extended time limit), the SPAC will (i) cease all operations except for the purpose of winding up; (ii) suspend the trading of the SPAC Shares and the SPAC Warrants; (iii) as promptly as reasonably possible but no more than one month thereafter, redeem the SPAC Shares and distribute the funds held in the SPAC Offering Escrow Account to holders of the SPAC Shares on a pro rata basis, in an amount per SPAC Share of not less than HK\$10.00, which will completely extinguish the rights of the holders of the SPAC Shares as shareholders (including the right to receive further liquidation distributions, if any); and (iv) liquidate and dissolve, subject, in the case of clauses (iii) and (iv), to the SPAC’s obligations under Cayman Islands law to provide for claims of creditors and in all cases subject to the other requirements of the applicable law.

**If the De-SPAC Transaction is not completed, potential de-SPAC targets may have leverage over the Company in negotiating a de-SPAC transaction.**

Any potential de-SPAC targets with which the Company enters into negotiations concerning a de-SPAC transaction will be aware that the SPAC must complete a de-SPAC transaction within 36 months from the SPAC Listing Date, unless this time limit is extended pursuant as approved by the Shareholders and the Stock Exchange and in accordance with the Listing Rules. Consequently, if the Company is unable to complete the De-SPAC Transaction, a potential de-SPAC target may obtain leverage over it in negotiating a de-SPAC transaction, knowing that if the Company does not complete its de-SPAC transaction with that particular de-SPAC target, it may be unable to complete its de-SPAC transaction with any de-SPAC target. This risk will increase as the Company gets closer to the time limits described above.

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## RISK FACTORS

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**Subsequent to the completion of the De-SPAC Transaction, the Successor Group may be required to take write-downs or write-offs, restructuring and impairment or other charges that could have a significant negative effect on its financial condition, results of operations and share price after the De-SPAC Transaction, which could cause you to lose some or all of your investment.**

Even though the Company has endeavored to evaluate the risks inherent in the De-SPAC Transaction through due diligence on the Target Group, there is no assurance that this due diligence will highlight all material issues that may be present, that the Company has adequately ascertained or assessed all of the significant risks of the Target Group’s business or the industry in which it operates, that it would be possible to uncover all material issues through the level of due diligence conducted, or that adverse developments outside of the Company’s or the Target Group’s control will not later arise.

As a result of these factors, the Successor Group may be forced to later write down or write off assets, restructure its operations, or incur impairment or other charges that could result in it continuing to report losses. Even though these charges may be non-cash items and may not have an immediate impact on the Successor Company’s liquidity, charges of this nature could contribute to negative market perceptions about the Successor Company or the Successor Shares. Even if the Company successfully identifies certain risks from its due diligence exercise, unexpected risks may arise and previously known risks may materialize in a manner not consistent with the Company’s preliminary risk analysis. Accordingly, the SPAC Shareholders who choose to become shareholders of the Successor Company following the De-SPAC Transaction could suffer a reduction in the value of their shares.

**Shareholders of the SPAC will have a reduced ownership and voting power after the completion of the De-SPAC Transaction.**

After the completion of the De-SPAC Transaction, the current Shareholders of the Company will own a smaller percentage of the Successor Company than they currently own of the Company. Immediately after Closing, SPAC Shareholders will hold approximately 18.69% of the issued share capital of the Successor Company (assuming no redemption of the SPAC Shares, and no exercise of the Promoter Earn-out Right, the Target Company Founder Earn-out Right and the subscription rights attaching to the Successor SPAC Warrants and the Successor Promoter Warrants and no Permitted Equity Financing). For details, see “Share Capital of the Successor Company”. Consequently, the current shareholders of the SPAC, as a group, will have reduced ownership and voting power in the Successor Company compared to their ownership and voting power in the SPAC.

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## RISK FACTORS

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**The Company or the Target Group may be potential targets of litigation which could result in substantial costs and may delay or prevent the De-SPAC Transaction from being completed.**

The Company or the Target Group may be subject to litigation, arbitration or other legal proceedings from time to time. Defending against any litigation involving the Company, the Target Group or the De-SPAC Transaction could result in substantial costs and divert management time and resources. An adverse judgment could result in monetary damages, which could have a negative impact on the Company’s or the Target Group’s liquidity and financial condition. Additionally, if a plaintiff is successful in obtaining an injunction prohibiting the completion of the De-SPAC Transaction, that injunction may delay or prevent the De-SPAC Transaction from being completed, which may adversely affect the Company’s or the Target Group’s or, if the De-SPAC Transaction is completed but delayed, the Successor Group’s business, financial position and results of operations. There can be no assurance as to whether any such lawsuits will be filed.

**If there is a significant deviation from the agreed valuation and net tangible assets of the Target Group, investors could experience future dilution.**

Investors will pay a price per Share in the PIPE Investments and the Permitted Equity Financing. If such price is higher than the agreed valuation and net tangible asset value per Share of the Shares immediately prior to the De-SPAC Transaction, investors of the Shares in the PIPE Investments and the Permitted Equity Financing will experience an immediate dilution.

In addition, we may need to raise additional funds in the future to finance expansion of or new developments relating to the existing operations or new acquisitions. If additional funds are raised through the issuance of new equity or equity-linked securities of the Successor Company other than on a pro-rata basis to the existing shareholders, the percentage ownership of such shareholders in the Successor Company may be reduced.

**Significant costs associated with the De-SPAC Transaction are expected to be incurred. Whether or not the De-SPAC Transaction is completed, the incurrence of these costs will reduce the amount of cash available to be used for other corporate purposes by the Successor Group if the De-SPAC Transaction is not completed.**

Significant transaction and transition costs associated with the De-SPAC Transaction and operating as a public company following the completion of the De-SPAC Transaction are expected to be incurred. We may also incur additional costs to retain key employees. Certain transaction expenses incurred in connection with De-SPAC Transaction, including all legal, accounting, consulting, investment banking and other fees, expenses and costs. Even if the De-SPAC

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## RISK FACTORS

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Transaction is not completed, we expect to incur significant expenses for executing the De-SPAC Transaction. These expenses will reduce the amount of cash available to be used for other corporate purposes by the Successor Group if the De-SPAC Transaction is not completed.

**If the SPAC Shareholders fail to comply with the requirements for Share Redemption specified in this circular, they will not be entitled to redeem their SPAC Shares.**

In order to exercise their redemption rights, the SPAC Shareholders are required to complete the procedures set out in “Important Notice to Shareholders and Warrantholders and Actions to be Taken — B. Share Redemption — 3. Procedure to elect for Share Redemption”. SPAC Shareholders electing to redeem their SPAC Shares will receive, for each SPAC Share redeemed, the Redemption Price which will be equal to the aggregate amount then on deposit in the SPAC Offering Escrow Account calculated as of two Business Days immediately prior to the date of return of funds (including interest and other income earned on the funds held in the Escrow Account and not previously authorized for release to pay the Company’s expenses or taxes), divided by the number of the then issued and outstanding SPAC Shares, provided that such Share Redemption Price will not be less than HK\$10.00 according to the Articles. Any SPAC Shareholder who fails to properly exercise its right for Share Redemption will not be entitled to redeem its SPAC Shares for the Share Redemption Price. See “Important Notice to Shareholders and Warrantholders and Actions to be Taken — B. Share Redemption” for additional information on how to exercise your redemption rights.”

**If the De-SPAC Transaction is not approved by SPAC Shareholders or does not proceed to completion for any reason, all Share Redemption requests will be canceled and Redeeming SPAC Shareholders will not receive the Share Redemption Price.**

If the De-SPAC Transaction is not approved by SPAC Shareholders or does not proceed to completion for any other reason, the SPAC will not redeem any SPAC Shares and all Share Redemption requests will be canceled. In this case, the Company will arrange for the Hong Kong Share Registrar of the Company to promptly return any share certificate(s) delivered by Redeeming SPAC Shareholder(s). SPAC Shareholders will only be able to exercise their redemption rights in connection with an extraordinary general meeting to (i) approve another de-SPAC transaction, (ii) modify the timing of the SPAC’s obligation to announce a de-SPAC transaction within 24 months of the SPAC Listing Date or complete a De-SPAC transaction within 36 months of the SPAC Listing Date, or (iii) approve the continuation of the SPAC following a Material Change Event or if the Company fails to obtain the requisite approvals.



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## RISK FACTORS

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**Future resales of the Successor Shares may cause the market price of the Successor Shares to decline significantly, even if the Successor Group’s business is performing well.**

Pursuant to the Promoter Earn-out and Lock-up Agreement, the Successor Shares held by the Promoters are subject to a lock-up period of 12 months from the Closing. In addition, the Target Company Majority Shareholders who hold 5% or more of the shares of the Target Company will be subject to the 12-month lock-up restrictions as provided in the Target Company Majority Shareholder Lock-up Agreement. For details, see “Letter from the Board — F. The Business Combination Agreement — (h) Lock-up Undertakings.”

Upon the expiration of the applicable lock-up periods with respect to the Promoters and the shareholders of the Target Company, they may sell a large number of the Successor Shares in the open market or in privately negotiated transactions. Such sales could have the effect of increasing the volatility in the price of the Successor Shares and may put significant downward pressure on the trading price of the Successor Shares.

**Successor SPAC Warrants and Successor Promoter Warrants will become exercisable for Successor Shares and the Promoters Earn-out Right may be triggered, which would increase the number of Successor Shares eligible for future resale in the public market and result in dilution to the shareholders of the Successor Company.**

The Successor SPAC Warrants and the Successor Promoter Warrants will become exercisable 30 days and 12 months after the Closing, respectively, subject to the satisfaction of certain conditions. If the Successor Warrants are exercised in full and assuming all SPAC Shareholders elect to redeem any SPAC Shares, and there is no Permitted Equity Financing, an aggregate of 40,712,500 Successor Shares will be issued, representing a maximum dilution impact of 9.36% in the shareholding in the Successor Company immediately after Closing. If the Successor Warrants are exercised in full and assuming no SPAC Shareholders elect to redeem their SPAC Shares and there is no Permitted Equity Financing, an aggregate of 40,712,500 Successor Shares will be issued, representing a maximum dilution impact of 7.61% in the in the Successor Company immediately after Closing.

**If the De-SPAC Transaction is completed, there is no guarantee that the Successor Warrants will ever be in the money, and they may expire worthless.**

The exercise price for the Successor Warrants will be HK\$11.5 per Successor Share. The Successor Warrants can only be exercised on a cashless basis. There is no guarantee that such Successor Warrants, following the De-SPAC Transaction, will ever be in the money prior to their expiration, and as such, the Successor Warrants may expire worthless.

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## RISK FACTORS

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**The Successor Company may redeem your unexpired Successor Warrants prior to their exercise at a time that is disadvantageous to you.**

The Successor Company has the option to redeem the outstanding Successor Warrants at any time after 12 months of the Closing and prior to their expiration, at a price of HK\$0.01 per Successor Warrant, provided that the reported closing price of the Successor Shares equals or exceeds HK\$23.00 per Share for any 20 trading days within a 30-trading day period ending on the third trading day immediately prior to the date on which the Successor Company sends the notice of redemption to the holders of the Successor Warrants. Redemption of the outstanding Successor Warrants could force you (i) to exercise your Successor Warrants at a time when it may be disadvantageous for you to do so, (ii) to sell your Successor Warrants at the then-current market price when you might otherwise wish to hold them, or (iii) to accept the nominal redemption price which, at the time the outstanding Successor Warrants are called for redemption, is likely to be substantially less than the market value of your Successor Warrants.

**The Warrant Instrument has designated the courts of Hong Kong as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by holders of the Successor Warrants, which could limit the ability of holders of the Successor Warrants to obtain favorable judicial forum for disputes with the Successor Company.**

The Warrant Instrument has provided that, subject to applicable laws, (i) any action, proceeding or claim against the Successor Company arising out of or relating in any way to the Warrant Instrument will be brought and enforced in the courts of Hong Kong; and (ii) that the Successor Company will irrevocably submit to such jurisdiction, which shall be the exclusive forum for any such action, proceeding or claim. The Successor Company will waive any objection to such exclusive jurisdiction and that such courts represent an inconvenient forum.

If any action, the subject matter of which is within the scope of the forum provisions of the Warrant Instrument, is filed in a court other than a court of Hong Kong (a “**foreign action**”) in the name of any holders of the Successor Warrants, such holder of the Successor Warrants shall be deemed to have consented to (i) the personal jurisdiction of the courts located in Hong Kong in connection with any action brought in any such court to enforce the forum provisions (an “**enforcement action**”); and (ii) having service of process made upon such holder of the Successor Warrants in any such enforcement action by service upon such holder’s counsel in the foreign action as agent for such holder of the Successor Warrants.

This choice of forum provision may limit the ability of the holders of the Successor Warrants to bring a claim in a judicial forum that it finds favorable for disputes with the Successor Company, which may discourage such lawsuits. Alternatively, if a court were to find this provision of the Warrant Instrument inapplicable or unenforceable with respect to one or more of the

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## RISK FACTORS

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specified types of actions or proceedings, the Successor Company may incur additional costs associated with resolving such matters in other jurisdictions, which could materially and adversely affect its business, financial condition and results of operations and result in a diversion of the time and resources of its senior management and the board of directors.

**The Successor Warrants are expected to be accounted for as liabilities, which may have an adverse effect on the market price of the securities of the Successor Company.**

The Successor Warrants are expected to be accounted for as liabilities. At the end of each reporting period, the fair value of the liabilities of the Successor Warrants will be remeasured and the change in the fair value of the liabilities will be recorded in the Successor Group’s consolidated statement of profit or loss and other comprehensive income. Changes in the inputs and assumptions for the valuation model used to determine the fair value of such liabilities may have a material impact on the estimated fair value of the liabilities. The price of the Successor Shares will represent the primary underlying variable that impacts the value of the liabilities. Additional factors that may impact the value of the liabilities include the volatility of the share price, discount rates and stated interest rates. As a result, the Successor Company’s financial statements may fluctuate at the end of each reporting period, based on various factors, such as the price of the Successor Shares, many of which are outside of the Successor Company’s control. In addition, the Successor Company may change the underlying assumptions used in its valuation model, which could result in significant fluctuations in its financial statements. If the price of the Successor Shares is volatile, the Successor Company may recognize non-cash gains or losses on Successor Warrants or any other similar derivative instruments in each reporting period and the amount of such gains or losses could be material. The impact of changes in fair value on the Successor Warrants may have an adverse effect on the market price of the securities of the Successor Company.

**The Company may be required to complete the De-SPAC Transaction even if it determines it is no longer in the best interest of the Company and the SPAC Shareholders.**

The SPAC Shareholders are protected from a material adverse event arising between the date of the Business Combination Agreement and the Closing, primarily by the right to redeem their SPAC Shares for a pro rata portion of the funds held in the SPAC Offering Escrow Account. If a material adverse event were to occur after approval of the De-SPAC Transaction at the EGM, the SPAC may be required to complete the De-SPAC Transaction if the closing conditions in the Business Combination Agreement are satisfied or waived, even if it may no longer be in the best interest of the Company or the SPAC Shareholders to do so.

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## RISK FACTORS

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**During the period from signing of the Business Combination Agreement to Closing, the Company is prohibited from entering into certain transactions that might otherwise be beneficial to the Company or the SPAC Shareholders.**

Until the earlier of the completion of the De-SPAC Transaction or termination of the Business Combination Agreement, the Company is subject to certain limitations on the operations of its business, including restrictions on its ability to search for another de-SPAC target, repurchase or redeem shares (other than pursuant to the Share Redemption), pay dividends or incur financial debt, as summarized under “Letter from the Board — F. The Business Combination Agreement — (f) Pre-Closing Obligations and (g) Permitted Equity Financing.” The limitations on the Company’s conduct of its business during this period could have the effect of delaying or preventing other strategic transactions and would make it impossible to pursue another de-SPAC opportunity that may be available.

**The De-SPAC Transaction remains subject to certain conditions that the Company cannot control and if such conditions are not satisfied or waived, the De-SPAC Transaction may not be consummated.**

The De-SPAC Transaction is subject to a number of conditions. There is no assurance that all the conditions to closing of the De-SPAC Transaction will be satisfied or that the conditions will be satisfied within the time frame expected. If the conditions to the De-SPAC Transaction are not satisfied (or, if applicable, waived), then either the Company or the Target Group may, subject to the terms and conditions of the Business Combination Agreement, terminate the Business Combination Agreement. See “Letter from the Board — F. The Business Combination Agreement — 1. Principal terms of the Business Combination Agreement — (e) Conditions to Closing” for details.

**Delays in completing the De-SPAC Transaction may substantially reduce the expected benefits of the De-SPAC Transaction.**

Satisfying the conditions to, and completion of, the De-SPAC Transaction may take longer than, and could cost more than, the Company expects. Any delay in completing or any additional conditions imposed in order to complete the De-SPAC Transaction may materially adversely affect the benefits that the Company expects to achieve from the De-SPAC Transaction.

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## RISK FACTORS

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**The Controlling Shareholders will have substantial influence over the Successor Company and their interests may not be aligned with the interests of the other shareholders of the Successor Company.**

Upon completion of the De-SPAC Transaction, the Successor Controlling Shareholders will be entitled to exercise the voting rights attached to approximately 34.18% of the total issued share capital of the Successor Company, assuming full redemption of the SPAC Shares, no exercise of the Promoter Earn-out Right, the Target Company Founder Earn-out Right and the subscription rights attaching to the Successor SPAC Warrants and the Successor Promoter Warrants and no Permitted Equity Financing. Subject to the Successor Memorandum and Articles and applicable laws and regulations, the Successor Controlling Shareholders will continue to have the ability to exercise controlling influence on the Successor Company's management, policies and business by approving important matters such as a change of name or making changes to the Successor Memorandum and Articles and taking other actions that require the approvals of the shareholders of the Successor Company. The interests of the Successor Controlling Shareholders may not necessarily be aligned with the interests of the other shareholders of the Successor Company, and this concentration of ownership may also have the effect of delaying, deferring or preventing a change in control of the Successor Company.

In addition, the Successor Controlling Shareholders may from time to time be involved in disputes with and subjected to claims by other parties, including the investors of the Successor Company. All such disputes and claims may in turn lead to legal or other proceedings or cause negative publicity against the Successor Company, thereby resulting in damage to reputation, substantial costs and diversion of resources from business activities of the Successor Group. Any such dispute, claim or litigation may have material and adverse effect on the business, results of operations, financial condition, reputation and prospects of the Successor Group.

**The process of taking a company public by means of a de-SPAC transaction with a special purpose acquisition company is different from taking a company public through an initial public offering and may create risks for investors.**

The De-SPAC Transaction will be one of the first of its kinds on the Stock Exchange, and there is yet to be a precedent on the Stock Exchange of a company successfully going public through a de-SPAC transaction. Going public via a de-SPAC transaction with a special purpose acquisition company does not involve a book-building process as is the case in an initial public offering. In any initial public offering, the initial value of a company is set by investors who indicate the price at which they are prepared to purchase shares from the underwriters and vetted by analysts. In the case of the De-SPAC Transaction, even though the PIPE Financing provides some assurance that the consideration of the De-SPAC Transaction is fair and the value of the Target Company has primarily been established by means of negotiations between the Target

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## RISK FACTORS

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Company and the Company, this process may be less effective than an initial public offering book-building process and also does not reflect events that may occur between the date of the Business Combination Agreement and the Closing. In addition, initial public offerings are sometimes oversubscribed, resulting in additional potential demand for shares in the aftermarket following the initial public offering. There is no comparable process of generating investor demand in connection with the De-SPAC Transaction, or process of creating an analyst following, each of which may result in lower demand for the Successor Shares after the Closing, which could in turn, decrease liquidity and trading prices as well as increase share price volatility of the Successor Shares.

**A market for the Successor Shares may not develop or be sustained, which would adversely affect the liquidity and trading price of the Successor Shares.**

Following the De-SPAC Transaction, the price of the Successor Shares may fluctuate significantly due to the market’s reaction to the De-SPAC Transaction, general market and economic conditions, the Successor Company’s general business condition and the release of its financial reports. An active trading market for the Successor Shares following the De-SPAC Transaction may never develop or, if developed, may not be sustained. You may be unable to sell the Successor Shares unless an effective market for them can be established and sustained.

**Securities of companies resulting from the completion of a de-SPAC transaction may experience a material decline in price relative to the share price of the SPAC prior to the de-SPAC transaction.**

The Company issued the SPAC Shares for HK\$10.00 per Share upon closing of its SPAC Listing in 2022. The HK\$10.00 per share price reflected each SPAC Share having a one-time right to redeem such share for a pro rata portion of the proceeds held in the SPAC Offering Escrow Account equal to approximately HK\$10.00 per share prior to the Closing. Following the Closing, the shares of the Successor Company issued and outstanding will no longer have any such redemption right, and the share price will be solely dependent upon the fundamental value of the Successor Group’s business, which, like the securities of other companies formed through de-SPAC transactions in other markets, may be significantly less than HK\$10.00 per share.

**Because the Target Company is incorporated in Singapore and the SPAC is incorporated under the laws of the Cayman Islands, you may face difficulties in protecting your interests, including in the event the De-SPAC Transaction is not completed.**

The Target Company was incorporated in Singapore and the SPAC was incorporated under the laws of the Cayman Islands with limited liability. In addition, some of the Company’s and Target Company’s directors and executive officers are nationals and residents of countries or areas

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## RISK FACTORS

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other than the United States and Hong Kong. A substantial portion of the assets of these persons are located outside the United States and Hong Kong. As a result, it may be difficult or impossible for SPAC Shareholders and the shareholders of the Target Company to effect service of process within the United States or Hong Kong upon these persons, or to bring an action against the Company or the Target Company or against these individuals in the United States or Hong Kong in the event that they believe that their rights have been infringed under the U.S. federal securities laws, Hong Kong laws or otherwise. As advised by our legal advisor as to Cayman Islands law, even if shareholders are successful in bringing an action of this kind, the laws of the Cayman Islands may render them unable to enforce a judgment against the Company's or the Target Company's assets or the assets of the Company's or the Target Company's directors and officers. There is uncertainty as to whether the courts of the Cayman Islands would recognize or enforce these judgments.

Foreign judgments obtained in Hong Kong can be enforced in Singapore under the Reciprocal Enforcement of Foreign Judgments Act 1959 of Singapore, subject to certain registration requirements. However, such a judgment can be aside if the registering Court in Singapore is satisfied that, amongst others, the judgment was obtained by fraud or where the enforcement of the judgment would be contrary to public policy.

There is no treaty between the United States and Singapore providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters and a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not predicated solely upon the federal securities laws, would, therefore, not be automatically enforceable in Singapore. In making a determination as to enforceability of a foreign judgment, the Singapore courts need to be satisfied that the foreign judgment was final and conclusive and on the merits of the case, given by a court of law of competent jurisdiction, and was expressed to be for a fixed sum of money. In general, a foreign judgment would be enforceable in Singapore unless procured by fraud, or if the proceedings in which such judgments were obtained were not conducted in accordance with principles of natural justice, or if the enforcement thereof would be contrary to the public policy of Singapore, or if the judgment would conflict with earlier judgments from Singapore or earlier foreign judgments recognized in Singapore, or if the judgment would amount to the direct or indirect enforcement of foreign penal, revenue or other public laws.



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## RISK FACTORS

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**Securities laws in jurisdictions where holders of the Successor Warrants are based may restrict their ability to receive shares of the Successor Company upon the exercise of the Successor Warrants.**

The jurisdictions in which the holders of the Successor Warrants are based may have securities laws that restrict their ability to receive shares of the Successor Company upon the exercise of the Successor Warrants. Accordingly, holders of the Successor Warrants who are resident outside Hong Kong may not be able to exercise their Successor Warrants if they are prevented by applicable securities laws from receiving shares consequent to such exercise. In such an event, they will have to sell their Successor Warrants on the Stock Exchange.

**There are risks associated with the forward-looking statements contained in this circular.**

This circular contains certain statements and information that are forward-looking and uses forward-looking terminology such as “anticipate,” “believe,” “could,” “going forward,” “intend,” “plan,” “project,” “seek,” “expect,” “may,” “ought to,” “should,” “would” or “will” and similar expressions. You are cautioned that reliance on any forward-looking statement involves risks and uncertainties and that any or all of those assumptions could prove to be inaccurate and as a result, the forward-looking statements based on those assumptions could also be incorrect. In light of these and other risks and uncertainties, the inclusion of forward-looking statements in this circular should not be regarded as representations or warranties by the Company, the Target Company or the Successor Company that the plans and objectives stated in this circular will be achieved and these forward-looking statements should be considered in light of various important factors, including those set forth in this section. Subject to the requirements of the Listing Rules, the SPAC, the Target Company and the Successor Company do not intend publicly to update or otherwise revise the forward-looking statements in this circular, whether as a result of new information, future events or otherwise. Accordingly, you should not place undue reliance on any forward-looking information. All forward-looking statements in this circular are qualified by reference to this cautionary statement.

**Shareholders should read the entire circular carefully and should not place reliance on any information (if any) contained in press articles or other media coverage regarding the Company or the Target Group without carefully considering the risks and other information contained in this circular.**

You are strongly cautioned not to rely on any information contained in press articles or other media regarding the Company and the Target Group. Prior to the publication of this circular, there may be press and media coverage regarding the Company or the Target Group. Such press and media coverage may include references to certain information that does not appear in this circular, including certain operating and financial information and projections, valuations and other

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## **RISK FACTORS**

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information. The disclosure of any such information in the press or media has not been authorized and any responsibility for any such press or media coverage or the accuracy or completeness of any such information or publication will not be accepted. No representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication has been, is or will be made. To the extent that any such information is inconsistent or conflicts with the information contained in this circular, the Company or the Target Company disclaims responsibility for it and you should not rely on such information.