
HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

OVERVIEW

The Target Group was founded by Mr. Clement Lee and Ms. Olive Tai in Singapore in November 2014, who were later joined by Ms. Zanetta Lee, in April 2015, when they noticed that the Singapore retail market was being disrupted by online shopping which resulted in a decline in the traditional retail sector. Accordingly, the Target Group was established as a D2C business focusing on the beauty, body and baby sector, and gradually started offering e-commerce, e-logistics fulfillment services to some of its suppliers. Since its establishment, as more consumers in Southeast Asia started to shop online, brands and market players in the changing retail industry were seeking new solutions to meet the fast-changing habits of their customers. The Target Group started to rethink the evolution of the retail industry and sought to provide innovative data-driven solutions for brands to benefit from digital transformation with minimal disruption, including meaningful insights generated from big data analytics for brands to improve operational efficiency and optimize sales performance.

The Target Group has now developed into a leading data-driven digital commerce solutions platform in Southeast Asia. It ranked second among all digital commerce solutions platforms in Southeast Asia in terms of revenue in 2023, according to CIC. The Synagie Platform, the Target Group’s data-driven digital commerce platform, has provided unified and integrated solutions to streamline, enhance and transform traditional commerce practices for brands and consumers in Southeast Asia. The Target Group’s and its brand partners’ business cover various sectors, including the fashion and apparel sector, the premium beauty and wellness sector, and the premium lifestyle and living sector. Its geographical presence covers the six main economies in Southeast Asia, namely Singapore, Malaysia, the Philippines, Vietnam, Thailand and Indonesia. It has also been strategically expanding its global footprint outside of Southeast Asia, such as in Hong Kong and Spain.

OUR MILESTONES

The following table sets forth the key development milestones of the Target Group:

Year	Milestone
2014	The Target Group was founded in Singapore.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

Year	Milestone
2015	The Target Group launched its first online retail website focusing on beauty, body and baby sector.
2016	The Target Group started offering e-commerce, e-logistics fulfillment services to some of its suppliers, who then became its customers utilising the Target Group’s services. The first version of the Synagie Platform, which had real-time data connections to major online market places as well as logistics partners in Singapore.
2017	The Target Group began to introduce new solutions such as real-time big data analytics to provide its brand partners with an integrated back office system to manage their e-commerce businesses. The Target Group ventured into Malaysia, its first overseas market outside Singapore.
2018	Synagie V2Y, the then holding company of the Target Group, was listed on the Singapore Stock Exchange. The Target Group expanded its operations into Vietnam and the Philippines.
2019	The Target Group expanded its operations into Thailand. The Target Group was appointed a digital transformation partner by Enterprise Singapore (ESG) and the Malaysia Digital Economy Corporation (MDEC).
2020	The Target Company Founders, Alibaba Singapore and Meranti acquired the e-commerce business of the Target Group from Synagie V2Y. The Target Group expanded its operations into Indonesia and Hong Kong.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

Year	Milestone
2021	The Target Group began to provide a full suite of marketing services to its brand partners. The Target Group won Lazada Best Partner Award 2021.
2022	The Synagie Commerce Academy was launched to offer brand partners a variety of certified or customized learning courses, designed to further their understanding of digital commerce industry and practice. The Target Group won Lazada Best Partner Award 2022. The Target Group won Asia eCommerce Awards. The Target Group expanded business to Spain. The Target Group became a Tik Tok Shop and Tik Tok Channel Official Regional Partner.
2023	The Target Group ranked second among all digital commerce solutions platforms in Southeast Asia in terms of revenue in 2023, according to CIC The Target Group won the Lazada Partner Excellence Award 2023.

THE TARGET GROUP

The Target Company

The Target Company was incorporated as a private company limited by shares in Singapore on July 28, 2020, and became the holding company of the Target Group upon completion of the Synagie MBO. See “Incorporation of the Target Company and the Synagie Acquisition” below for details.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

Principal Subsidiaries of the Target Group

The following are the principal subsidiaries of the Target Group:

Name	Date of incorporation	Place of incorporation	Shareholding attributable to the Target Group	Principal business activities
Synagie Singapore. . . .	November 28, 2014	Singapore	100%	Provision of digital commerce solutions in Singapore
Synagie Malaysia	July 17, 2017	Malaysia	100%	Provision of digital commerce solutions in Malaysia
Synagie Vietnam	December 6, 2018	Vietnam	100%	Provision of digital commerce solutions in Vietnam
Synagie Philippines. . .	November 15, 2018	Philippines	100%	Provision of digital commerce solutions in the Philippines
Synagie Indonesia	June 25, 2020	Indonesia	100%	Provision of digital commerce solutions in Indonesia

MAJOR CORPORATE DEVELOPMENTS OF THE TARGET GROUP

Incorporation of Synagie Singapore

Synagie Singapore was incorporated in Singapore with limited liability on November 28, 2014. Upon its incorporation, Synagie Singapore was incorporated in Singapore with limited liability on November 28, 2014. Upon incorporation, Synagie Singapore was owned as to 100% by Mr. Clement Lee. On or around January 9, 2015, Mr. Clement Lee transferred his 2 ordinary shares in Synagie Singapore to Alegria Group Limited (“**Alegria**”). Mr. Clement Lee previously owned 55.9% of the issued share capital of Alegria through Metadrome, which was at the relevant time wholly and beneficially owned by Mr. Clement Lee.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

Over the course of 2015, Synagie Singapore issued an aggregate of 3,499,998 ordinary shares in its capital to Alegria for an aggregate paid-up capital of S\$3,499,998. On March 11, 2016, Alegria disposed of its entire interest in Synagie Singapore, and transferred its total shareholding of 3,500,000 ordinary shares to the shareholders of Alegria, including the transfer of 1,949,500 ordinary shares to Metadrome, which led to Metadrome obtaining a majority stake of 55.7% in Synagie Singapore.

Subsequently, on October 24, 2016, an aggregate of 140,777 ordinary shares were issued to new shareholders. As a result, the total number of issued and paid-up became 3,640,777 ordinary shares.

On May 17, 2017, Synagie Singapore issued shares to its existing shareholders pursuant to a rights issuance, which included an issuance of 27,913 ordinary shares to Ms. Zanetta Lee, and an issuance of 829,119 ordinary shares to Metadrome.

Immediately after this rights issue, the total number of issued and paid-up shares became 5,461,166 ordinary shares.

Between July 2017 and December 2017, there were several additional investments from third parties, which resulted in the total number of issued and paid-up shares being 5,932,142.

After the pre-listing restructuring exercise of Synagie V2Y pursuant to which Synagie V2Y acquired the entire issued share capital of Synagie Singapore from the then shareholders of Synagie Singapore, and prior to the Synagie Acquisition, there was an issuance of 11,467,858 ordinary shares to Synagie V2Y, resulting in the total number of issued and paid-up shares being 17,400,000 ordinary shares.

Incorporation of Synagie Malaysia

Synagie Malaysia was incorporated in Malaysia with limited liability on July 17, 2017. Upon its incorporation, Synagie Malaysia was wholly owned by Synagie V2Y.

Restructuring exercise and listing of Synagie V2Y

As part of a restructuring exercise in preparation of the listing of Synagie V2Y on the Catalist of the SGX-ST, Synagie V2Y entered into a share swap agreement on March 23, 2018 with the then shareholders of Synagie Singapore, pursuant to which Synagie V2Y acquired the entire issued share capital of Synagie Singapore from the then shareholders of Synagie Singapore.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

in consideration and exchange of Synagie V2Y issuing shares to each of the then shareholders of Synagie Singapore on a *pro rata* basis. As a result, Synagie Singapore became wholly owned by Synagie V2Y.

Upon completion of the restructuring exercise, conversion of convertible notes and issue of shares pursuant to an initial public offering, Synagie V2Y became owned as to 23.7% by Metadrome, 3.0% by Ms. Olive Tai and 3.5% by Ms. Zanetta Lee.

Synagie V2Y became listed on the Catalist of the SGX-ST on August 8, 2018.

Incorporation of Synagie Philippines

Synagie Philippines was incorporated in the Philippines with limited liability on November 15, 2018. Upon its incorporation, 10,999,995 common shares, representing more than 99.9% of the issued share capital of Synagie Philippines, were legally and beneficially held by Synagie V2Y, and five common shares, representing less than 0.1% of the issued share capital of Synagie Philippines, were legally held by each of Mr. Tristan Matthew T. Delgado, Ms. Nicole Beatriz San Juan, Mr. Jesse Eleazar Tantoco, Mr. Herminio S. Ozaeta, Jr. and Ms. Marie Antonette B. Quiogue who were also the first directors of Synagie Philippines, on behalf of Synagie V2Y. The nominee arrangement was made to comply with the then requirement under the laws of the Philippines that a company must have at least five founding incorporators, which must subscribe to and hold one share each, and the majority of which must be residents of the Philippines. The legal advisors of the Target Company as to the laws of the Philippines are of the opinion that the aforesaid nominee arrangement does not contravene the laws of the Philippines.

Incorporation of Synagie Vietnam

Synagie Vietnam was incorporated in Vietnam with limited liability on December 6, 2018. Upon its incorporation, Synagie Vietnam was wholly owned by Synagie V2Y.

Incorporation of Synagie Indonesia

Synagie Indonesia was incorporated in Indonesia with limited liability on June 25, 2020. Upon its incorporation, Synagie Indonesia was owned as to 99.9% by Synagie V2Y and 0.1% by Ms. Zanetta Lee in line with Indonesian laws which require an Indonesia-incorporated limited liability company to have a minimum of two shareholders.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

Incorporation of the Target Company and the Synagie Acquisition

The Target Company was incorporated in Singapore with limited liability on July 28, 2020. Upon its incorporation, one ordinary share was issued to Mr. Clement Lee, which was transferred to Metadrome at nominal consideration.

On August 5, 2020, the Target Company entered into a sale and purchase agreement with the Synagie V2Y as a vendor, and Metadrome, as a guarantor to Synagie V2Y, pursuant to which the Target Company agreed to acquire, and Synagie V2Y agreed to sell, Synagie V2Y’s digital commerce solutions business, including the base consideration for the purchase of the business and closing net cash balance (the “**Synagie Acquisition**”).

The Synagie Acquisition involved the acquisition of the entire digital commerce solutions business carried on by Synagie V2Y and its then subsidiaries (which excluded the insurtech business of Synagie V2Y), which included but not limited to: (a) the legal and/or beneficial ownership in the entire issued share capital of Synagie Singapore, Synagie Malaysia and Synagie Vietnam; (b) the legal and beneficial ownership over 10,999,995 common shares, representing more than 99.9% of the issued share capital of Synagie Philippines, and the beneficial ownership over five common shares held by five individual nominee shareholders, representing less than 0.1% of the issued share capital of Synagie Philippines; (c) the legal and beneficial ownership in 99.6% of the issued share capital of Synagie Indonesia; (d) 48.9% of Synagie (Thailand) Ltd.; and (e) 100% of Synagie Hong Kong Limited (the “**Synagie Acquisition Shares**”).

On the same date, the Target Company entered into a subscription and shareholders’ agreement (the “**Subscription Agreement**”) with Alibaba Singapore, Meranti, Metadrome, Venture Lab and Ms. Zanetta Lee, pursuant to which Alibaba Singapore, Meranti, Metadrome, Venture Lab and Ms. Zanetta Lee agreed to subscribe for new shares in the Target Company as follows:

Shareholder	Shares of the Target Company to be subscribed for	Subscription price
<i>Tranche 1 (completed on November 2, 2020, i.e. three Business Days before completion of the Synagie Acquisition)</i>		
Alibaba Singapore	352,619,784 preference shares	S\$35,261,978.40
Meranti	165,600,000 preference shares	S\$16,560,000
		(equivalent to US\$12,000,000)
Metadrome	93,572,031 ordinary shares	S\$9,357,203.10

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

Shareholder	Shares of the Target Company to be subscribed for	Subscription price
<i>Tranche 2 (completed in two sub-tranches, the first of which was completed on November 25, 2020, i.e. three Business Days after completion of the special dividend by Synagie V2Y, and the second of which was completed on December 21, 2020, i.e. three Business Days after completion of the cash distribution by Synagie V2Y)</i>		
Metadrome	61,355,017 ordinary shares	S\$6,135,501.70
Venture Lab.	48,082,989 ordinary shares	S\$4,808,298.90
Ms. Zanetta Lee	25,561,994 ordinary shares	S\$2,556,199.40

The consideration for the Synagie Acquisition was arrived at after negotiations on an arm’s length basis, taking into account the future business prospects of the digital commerce solutions business and comparable market transactions. The aggregate consideration of S\$61,679,181.60 was settled by: (a) S\$52,321,978.42 in cash, which was mainly contributed through the pre-listing investments made by Alibaba Singapore and Meranti under tranche 1 of the Subscription Agreement (details of which are set out in “–Pre-listing Investments;”) and (b) assignment by the Target Company in favour of Synagie V2Y of a promissory note issued by Metadrome of an amount of S\$9,357,203.18 owed by Metadrome to Synagie V2Y, which would be set-off against Metadrome’s partial entitlement to the special dividend and cash distribution conducted by Synagie V2Y in parallel to the Synagie Acquisition.

The Synagie Acquisition was approved by the shareholders of Synagie V2Y on September 28, 2020 and completed on November 5, 2020. As a result, the Target Company became the owner of the entire digital commerce solutions business, including the legal and/or beneficial interests in the Synagie Acquisition Shares. Synagie V2Y, which became principally engaged in the insurtech business after the Synagie Acquisition, remains listed on the Catalist of the SGX-ST as of the Latest Practicable Date.

After completion of the subscription under tranche 2 of the Subscription Agreement, the subscription prices of which were funded by the special dividend and cash distribution conducted by Synagie V2Y, the Target Company became owned as follows:

Shareholder	Shares of the Target Company	Shareholding in the Target Company
Alibaba Singapore	352,619,784 preference shares	47.22%
Meranti	165,600,000 preference shares	22.17%
Metadrome.	154,927,049 ordinary shares	20.75%
Venture Lab	48,082,989 ordinary shares	6.44%
Ms. Zanetta Lee.	25,561,994 ordinary shares	3.42%

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

PRE-LISTING INVESTMENTS

Investments by Alibaba Singapore and Meranti

On August 5, 2020, the Target Company entered into the Subscription Agreement with Alibaba Singapore, Meranti, Metadrome, Venture Lab and Ms. Zanetta Lee, pursuant to which Alibaba Singapore and Meranti agreed to subscribe for 518,219,784 preferred shares of the Target Company at an aggregate consideration of S\$51,821,978.40. The following table sets forth a summary of the pre-listing investments by Alibaba Singapore and Meranti in the Target Company:

	Alibaba Singapore	Meranti
Date of agreement:	August 5, 2020	August 5, 2020
Number of preferred shares of the Target Company issued:	352,619,784	165,600,000
Amount of consideration paid:	S\$35,261,978.40	S\$16,560,000 (equivalent to US\$12,000,000)
Payment date of consideration:	November 2, 2020	October 29, 2020
Number of Successor Shares held immediately after Closing:	148,736,542	69,850,792
Cost per Successor Share paid⁽¹⁾:	HK\$1.37	HK\$1.37
Discount to the subscription price of the PIPE Investment Shares⁽²⁾:	86.3%	86.3%
Use of proceeds from the pre-listing investments:	For funding the consideration for the Synagie Acquisition, which had been fully paid to Synagie V2Y	

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

	Alibaba Singapore	Meranti
Strategic benefits of the pre-listing investors brought to the Target Company:	The pre-listing investments signify the pre-listing investors’ endorsement of and confidence in the Target Company. The Target Group also benefits from the support of the pre-listing investors through strategic synergies to the Target Group’s digital commerce solutions business and the empowering of its operations in Southeast Asia where the investors have extensive experience.	
Shareholding held by the pre-listing investor immediately after Closing:		
Assuming no redemption of the SPAC Shares and the SPAC Warrants, 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:	27.79%	13.05%
Assuming full redemption of the SPAC Shares and the SPAC Warrants, 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:	34.18%	16.05%

Notes:

1. Calculated based on the number of Successor Shares held immediately after Closing divided by the amount of consideration paid.
2. The subscription price of the PIPE Investment Share is HK\$10.00 per PIPE Investment Share.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

Rights of the pre-listing investors

The special rights granted to the pre-listing investors under the Subscription Agreement included, among others, information rights, redemption rights, pre-emptive rights, director nomination rights, rights to be consented prior to certain corporate actions and anti-dilution rights. All special rights will terminate upon the listing of the Successor Company.

Information about the pre-listing investors

Alibaba Singapore

Alibaba Singapore is a company incorporated in Singapore with limited liability and an indirect subsidiary of Alibaba, the shares of which are listed on the Hong Kong Stock Exchange (stock code: 9988) and the New York Stock Exchange (NYSE: BABA). Alibaba holds six major business groups including Taobao and Tmall Group, Cloud Intelligence Group, Alibaba International Digital Commerce Group, Cainiao Smart Logistics Network Limited, Local Services Group, and Digital Media and Entertainment Group. An ecosystem has developed around its platforms and businesses that consists of consumers, merchants, brands, retailers, third-party service providers, strategic alliance partners and other businesses.

Meranti

Meranti, an exempted limited partnership established in the Cayman Islands, is a venture capital fund aimed at providing growth stage capital to companies in Southeast Asia that operate primarily in the technology sector. It is managed by its general partner, Gobi Ventures ASEAN, a company incorporated in the Cayman Islands, under Gobi Partners which is ultimately controlled by Mr. Wang Chuan-Chung. Gobi Partners is a leading Asia-focused venture capital firm, headquartered in Kuala Lumpur and Hong Kong with a particular focus on early to growth stage start-ups on emerging markets across North Asia, South Asia and ASEAN. Save for being substantial shareholders only due to Meranti’s shareholding in the Target Company, Meranti, Gobi Ventures ASEAN and Mr. Wang Chuan-Chung are Independent Third Parties of the Target Company.

Meranti has five limited partners. Save for Alibaba Investment Limited (a close associate of Alibaba Singapore, a controlling shareholder of the Target Company) which holds 44.56% of the partnership interest in Meranti, (1) none of the limited partners holds more than 30% of the partnership interest in Meranti, and (2) its limited partners are Independent Third Parties of the Target Company.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

Lock-up period

Pursuant to the Target Company Majority Shareholder Lock-up Agreements, Alibaba Singapore and Meranti will be subject to a lock-up period of 12 months from the date of Closing on the Successor Shares issued to them at Closing, subject to certain exceptions as set out under the Target Company Majority Shareholder Lock-up Agreements.

In addition, Alibaba Singapore, which will become a controlling shareholder of the Successor Company immediately after Closing, will be subject to the disposal restrictions under Rules and 18B.67 of the Listing Rules. See “Share Capital of the Successor Company — Undertaking by the controlling shareholders of the Successor Company” for details.

Compliance with Chapter 4.2 of the Listing Guide

On the basis that (i) the considerations for the pre-listing investments have been settled more than 28 clear days before the date of the first submission of the listing application to the Stock Exchange in relation to the De-SPAC Transaction and no less than 120 clear days before the Closing Date; and (ii) all the special rights granted to the pre-listing investors as set out above will terminate upon the Listing, the Joint Sponsors confirm that the pre-listing investments are in compliance with Chapter 4.2 of the HKEX Guide.

LAZADA CONVERTIBLE LOAN

On May 27, 2022, the Target Company and Lazada Services Holding Pte. Ltd. (“**Lazada Services**”) entered into a convertible loan agreement (the “**Convertible Loan Agreement**”), pursuant to which Lazada agreed to grant to the Target Company a convertible loan facility in an aggregate amount not exceeding US\$7,000,000.

Date of agreement: May 27, 2022

Principal amount: Not exceeding US\$7,000,000

As of the Latest Practicable Date, the loan facility has been fully utilized.

Interest rate: 10% per annum, which shall accrue daily on the basis of 365 days a year

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

Interests accrued on the loan shall be compounded with the loan at the end of each six month period commencing from the first utilization date of May 27, 2022.

Repayment:

The Target Company shall repay the outstanding principal and any accrued interest in full on the earlier of (a) the date the Target Company consummates an initial public offering or the occurrence of a liquidity event and (b) the date falling 36 months from the first utilization date, excluding the portion of the loan which have been converted on or prior to such date.

Lazada Services shall have the right (but not the obligation) to require the Target Company to (i) (if amount of money raised at a future financing round is equal to or exceeds US\$20,000,000) repay the outstanding principal and accrued interest, and (ii) (if amount of money raised at a future financing round is less than US\$20,000,000) repay 1/3 of the outstanding principal and accrued interest, on the date of the completion of such future financing round.

Transferability:

Lazada Services may assign all or part of its rights under Convertible Loan Agreement to any person.

Conversion:

Lazada Services shall have the right (but not the obligation) to convert all or any part of the loan into shares of the Target Company 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).

Conversion price per share of the Target Company:

75% of the fair market value of the Target Company's share as determined in the future equity financing, initial public offering and liquidity event of the Target Company.

Use of proceeds from the convertible loan:

For capital expenditure and working capital of the Target Company

Strategic benefits of the pre-listing investors brought to the Target Company:

The convertible loan provides source of funding for the Target Group's capital expenditure and working capital needs.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

As of December 31, 2023, the outstanding principal and accrued interest under the Convertible Loan Agreement amounted to S\$10,864,000. As of the Latest Practicable Date, there has not been any repayment and redemption under the Convertible Loan Agreement.

Pursuant to a letter dated June 28, 2024 from Lazada Services to the Target Company, Lazada Services agreed that, on and from the execution of the Business Combination Agreement and for so long as the Business Combination Agreement remains in force in accordance with its terms, it will not exercise its conversion rights under the Convertible Loan Agreement, and the Target Company is not required to repay all or any part of the outstanding principal and accrued interest before the repayment date. Lazada Services further agreed that on and from the Closing, any conversion rights which would have arisen from the Business Combination Rights will be extinguished.

Accordingly, there will be no early repayment or redemption, and no shares of the Target Company or Successor Shares will be issued to Lazada Services under the Convertible Loan Agreement. The outstanding principal and accrued interest under the Convertible Loan Agreement is expected to be repaid by applying part of the proceeds raised from the PIPE Investments. See “Future Plans and Use of Proceeds — Use of Proceeds” for details.

Information about Lazada Services

Lazada Services is a wholly-owned subsidiary of Lazada South East Asia Pte. Ltd. (“**Lazada**”). Lazada is a leading e-commerce platform in Southeast Asia which is a consolidated subsidiary of Alibaba, serves one of the largest user bases among the global e-commerce platforms, by providing consumers with access to a broad range of offerings from local SMEs, and regional and global brands. Additionally, Lazada operates one of the leading e-commerce logistics network in Southeast Asia, serving its consumers and merchants with reliable, quality and convenient logistics services that are critical to online shopping experience in Southeast Asia.

PUBLIC FLOAT

Upon Closing, among the existing shareholders of the Target Company, the following persons will become the core connected persons of the Successor Company:

- (a) Alibaba Singapore, a controlling shareholder of the Successor Company;
- (b) Meranti, a substantial shareholder of the Successor Company;
- (c) Metadrome, a company wholly and beneficially owned by Mr. Clement Lee, a proposed executive Successor Director;

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

- (d) Venture Lab, a company wholly owned by Ms. Olive Tai, a proposed executive Successor Director; and
- (e) Max Giant, a company wholly owned by Dr. Wong Shue Ngar Sheila, who will be a non-executive Successor Director.

Accordingly, immediately after Closing, the Successor Shares held by Alibaba Singapore, Meranti, Metadrome, Venture Lab and Max Giant, representing 59.68% (assuming no 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), or 73.40% (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) of the total issued share capital of the Successor Company, will not be counted towards the public float.

Except as stated above, Ms. Zanetta Lee, other employees of the Target Group, the PIPE Investors, the investors of the Permitted Equity Financing, the SPAC Shareholders, Extra Shine and Pride Vision will not be core connected persons of the Successor Company and will not be accustomed to taking instructions from the core connected persons in relation to the acquisition, disposal, voting or other disposition of the Successor Shares held or to be issued to them. The Successor Shares held by them will count towards the public float upon Closing.

Based on the above, the public float of the Successor Company immediately after Closing will be 40.32% (assuming no 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), or 26.60% (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).

Taking into account the Successor Shares that may be issued upon exercise of the Successor SPAC Warrants, the Promoter Warrants, the Promoter Earn-out Shares and the Target Company Founder Earn-out Shares, the public float of the Successor Company will be 41.55% (assuming no redemption of the SPAC Shares and the SPAC Warrants and no Permitted Equity Financing), or 31.33% (assuming full redemption of the SPAC Shares and the SPAC Warrants and no Permitted Equity Financing).

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

The Company will, after the conclusion of the EGM and based on the amount of Share Redemption, conduct the Permitted Equity Financing to the extent required so as to ensure the Successor Company can satisfy (i) the requirement under Rule 8.08 of the Listing Rules that at least 25% of its total number of issued shares at all times will be held by the public; (ii) the requirement under Rule 8.08(3) that not more than 50% of the Successor Shares in public hands at the time of the listing of the Successor Company can be beneficially owned by the three largest public Shareholders; and (iii) the requirement under Rule 18B.65 of the Listing Rules that the Successor Company will have a minimum number of 100 Professional Investors at the time of its listing.

See “Letter from the Board — M. Effect of the De-SPAC Transaction on Shareholdings in the Successor Company — 3. Public Float” for details.

EFFECT OF MERGER ON THE SHARES OF THE COMPANY AND THE TARGET COMPANY

For the purpose of the De-SPAC Transaction, BVI Co was incorporated in the BVI with limited liability on June 7, 2024 as a wholly-owned subsidiary of the Company and will act as an intermediary holding company of the Successor Group. The Merger Sub was incorporated in Singapore with limited liability on June 21, 2024 as a wholly-owned subsidiary of BVI Co.

Pursuant to the terms of the Business Combination Agreement, the Merger Sub and the Target Company shall amalgamate and continue as one company, following which the separate corporate existence of Merger Sub shall cease, and the Target Company shall be the surviving corporation in the Merger and subsist under its existing name as a direct, wholly-owned subsidiary of BVI Co, which in turn remains a direct, wholly-owned subsidiary of the Company.

At the Effective Time, (1) each SPAC Share will be re-designated as a Successor Share, (2) each Redeeming SPAC Share will be automatically canceled and cease to exist in exchange for the right to receive a share redemption price of not less than HK\$10.00 per SPAC Share to be paid out of the monies held in the SPAC Offering Escrow Account, and (3) each Promoter Share will be automatically converted into one Successor Share in accordance with the terms of the existing Memorandum and Articles.

SPAC Shareholders (excluding the Redeeming SPAC Shareholders) and Promoter Shareholders will continue to be shareholders of the Successor Company together with the PIPE Investors, investors of the Permitted Equity Financing (if any) and the existing shareholders of the Target Company. SPAC Warrantholders (excluding the Redeeming SPAC Warrantholders) and

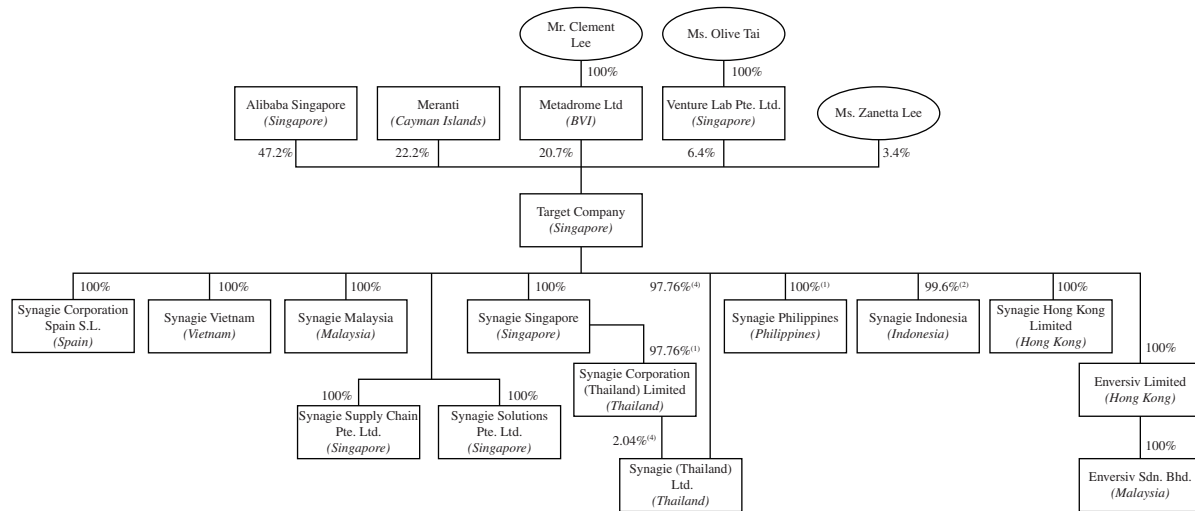
HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

Promoter Warrantholders will continue to be warrant holders of the Successor Company. Upon the Closing, the Successor Shares and the Successor SPAC Warrants will be listed on the Main Board of the Stock Exchange.

The Successor Shares converted from the Promoter Shares and the Successor Promoter Warrants held by HK Acquisition (BVI) will be transferred to Extra Shine, Pride Vision and Max Giant in proportion to their beneficial shareholding in HK Acquisition (BVI) upon Closing.

EXPECTED SHAREHOLDING STRUCTURE IN THE SUCCESSOR COMPANY

The following diagram illustrates the corporate and shareholding structure of the Target Group immediately prior to the completion of the De-SPAC Transaction:



Notes:

- As of the Latest Practicable Date, the total issued share capital of Synagie Philippines comprises (a) 24,999,998 common shares, representing more than 99.9% of its issued share capital, which are legally and beneficially held by the Target Company; and (b) two common shares, representing less than 0.1% of the issued share capital of Synagie Philippines, which are legally held by two individual nominees (one share held by each of Mr. Clement Lee and Ms. Olive Tai) on behalf of the Target Company.
- As of the Latest Practicable Date, Synagie Indonesia was owned as to 99.6% by the Target Company and 0.4% by Ms. Zanetta Lee.
- As of the Latest Practicable Date, the total issued share capital of Synagie Corporation (Thailand) Limited comprising: (a) 51,000 preference shares, representing 51% of the number of its issued shares and 2.04% of the voting rights at its general meeting, which are held by Mr. Nat Uawithya (a Thai individual who is also its

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

director); (b) 48,900 ordinary shares, representing 48.9% of the number of its issued shares and 97.76% of the voting rights at its general meeting, which are held by Synagie Singapore; and (c) 100 ordinary shares, representing 0.1% of the number of its issued shares and 0.2% of the voting rights at its general meeting, which are held by Ms. Olive Tai.

4. As of the Latest Practicable Date, the total issued share capital of Synagie (Thailand) Ltd. comprising: (a) 102,000 preference shares, representing 51% of the number of its issued shares and 2.04% of the voting rights at its general meeting, which are held by Synagie Corporation (Thailand) Limited; (b) 97,800 ordinary shares, representing 48.9% of the number of its issued shares and 97.76% of the voting rights at its general meeting, which are held by the Target Company; and (c) 200 ordinary shares, representing 0.1% of the number of its issued shares and 0.2% of the voting rights at its general meeting, which are held by Ms. Olive Tai.

Assuming no 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, the expected shareholding in the Successor Company immediately after Closing are set out below:

Shareholders of the Successor Company	Number of Successor Shares	Shareholding
Existing shareholders of the Target Company		
Alibaba Singapore	148,736,542	27.79%
Meranti	69,850,792	13.05%
Metadrome	72,783,681	13.60%
Venture Lab	23,781,612	4.44%
Ms. Zanetta Lee	13,757,158	2.57%
Other employees of the Target Company	21,090,215	3.94%
Sub-total	350,000,000	65.40%
PIPE Investors	60,124,000	11.23%
SPAC Shareholders	100,050,000	18.69%
Promoters		
Extra Shine	12,756,375	2.38%
Pride Vision	8,004,000	1.50%
Max Giant	4,252,125	0.79%
Total	535,186,500	100%

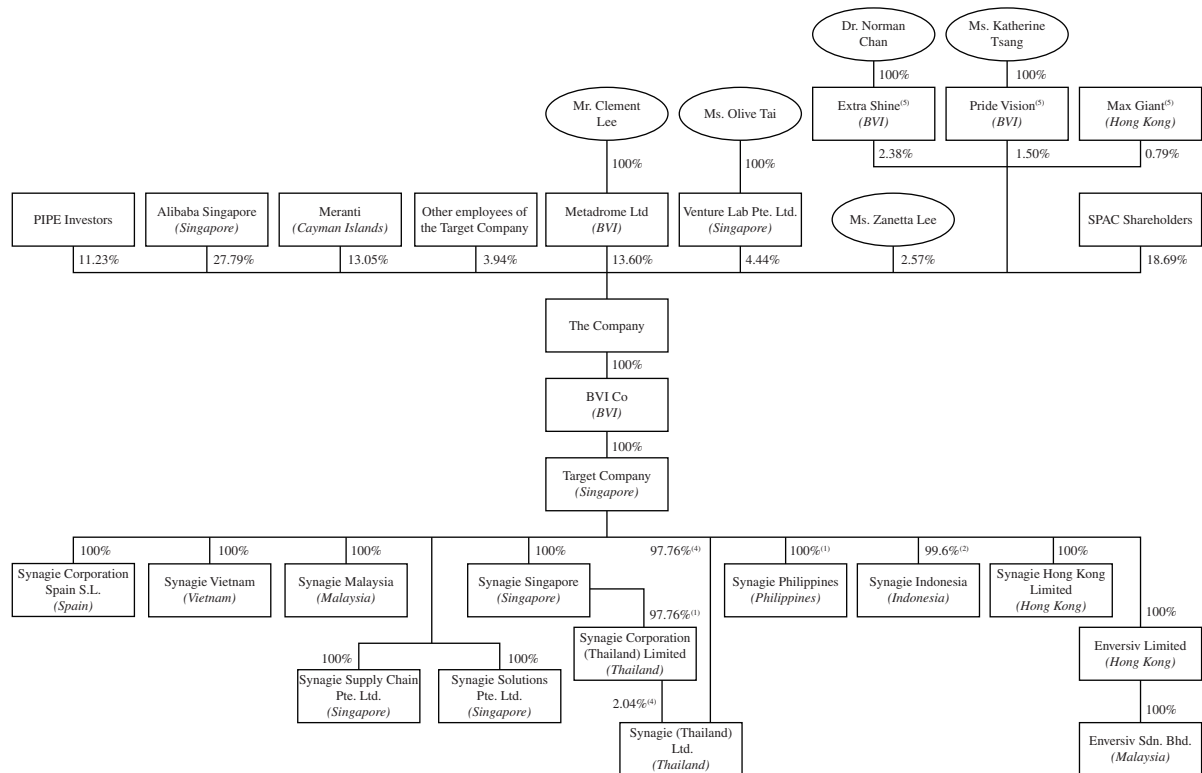
HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

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, the expected shareholding in the Successor Company immediately after Closing are set out below:

Shareholders of the Successor Company	Number of Successor Shares	Shareholding
Existing shareholders of the Target Company		
Alibaba Singapore	148,736,542	34.18%
Meranti	69,850,792	16.05%
Metadrome Ltd	72,783,681	16.73%
Venture Lab Pte. Ltd.	23,781,612	5.47%
Ms. Zanetta Lee	13,757,158	3.16%
Other employees of the Target Company	21,090,215	4.85%
<i>Sub-total</i>	350,000,000	80.43%
PIPE Investors	60,124,000	13.82%
Promoters		
Extra Shine	12,756,375	2.93%
Pride Vision	8,004,000	1.84%
Max Giant	4,252,125	0.98%
Total	435,136,500	100%

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

The following diagram illustrates the corporate and shareholding structure of the Successor Group immediately following the completion of the De-SPAC Transaction (assuming no SPAC Shareholders elect to redeem any SPAC Shares, there is 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 there is no Permitted Equity Financing):



Notes:

- As of the Latest Practicable Date, the total issued share capital of Synagie Philippines comprises (a) 24,999,998 common shares, representing more than 99.9% of its issued share capital, which are legally and beneficially held by the Target Company; and (b) two common shares, representing less than 0.1% of the issued share capital of Synagie Philippines, which are legally held by two individual nominees (one share held by each of Mr. Clement Lee and Ms. Olive Tai) on behalf of the Target Company.
- As of the Latest Practicable Date, Synagie Indonesia was owned as to 99.6% by the Target Company and 0.4% by Ms. Zanetta Lee.
- As of the Latest Practicable Date, the total issued share capital of Synagie Corporation (Thailand) Limited comprising: (a) 51,000 preference shares, representing 51% of the number of its issued shares and 2.04% of the voting rights at its general meeting, which are held by Mr. Nat Uawithya (a Thai individual who is also its

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE OF THE TARGET GROUP

director); (b) 48,900 ordinary shares, representing 48.9% of the number of its issued shares and 97.76% of the voting rights at its general meeting, which are held by Synagie Singapore; and (c) 100 ordinary shares, representing 0.1% of the number of its issued shares and 0.2% of the voting rights at its general meeting, which are held by Ms. Olive Tai.

4. As of the Latest Practicable Date, the total issued share capital of Synagie (Thailand) Ltd. comprising: (a) 102,000 preference shares, representing 51% of the number of its issued shares and 2.04% of the voting rights at its general meeting, which are held by Synagie Corporation (Thailand) Limited; (b) 97,800 ordinary shares, representing 48.9% of the number of its issued shares and 97.76% of the voting rights at its general meeting, which are held by the Target Company; and (c) 200 ordinary shares, representing 0.1% of the number of its issued shares and 0.2% of the voting rights at its general meeting, which are held by Ms. Olive Tai.
5. The Successor Shares converted from the Promoter Shares and the Successor Promoter Warrants held by HK Acquisition (BVI) will be transferred to Extra Shine, Pride Vision and Max Giant in proportion to their beneficial shareholding in HK Acquisition (BVI) upon Closing.