
BUSINESS OF THE TARGET GROUP

In this section, unless the context otherwise requires, “we,” “us” or “our” refers to the Target Company and its subsidiaries, and “our Directors” refers to the directors of the Target Company.

OVERVIEW

Our Vision

Our vision is to accelerate the transformation of e-commerce through data-driven solutions.

Our Mission

Our mission is to leverage data and technology to provide digital solutions that connect brands and consumers, and to help brands optimize sales while providing consumers with a unified and smooth customer experience across all major digital touchpoints.

Who We Are

We are a data-driven digital solutions platform in Southeast Asia. We were among the top ten digital solutions providers in Southeast Asia with a market share of approximately 3.0% in terms of revenue in 2023, according to CIC. We provide integrated digital solutions to our brand partners, where under our direct-to-brands (“D2B”) business model we provide data-driven digital solutions to brands covering all aspects of e-commerce, and meanwhile under our direct-to-consumers (“D2C”) business model we sell brands’ products to consumers directly. We have built a proprietary data-driven digital solutions platform, the Synagie Platform, utilizing advanced technology that collects, analyzes and deploys large data sets to fulfill the needs of our brand partners and consumers. As of the Latest Practicable Date, we had helped over 600 brand partners unify their consumers’ experience across all major digital touchpoints under our D2B business model. We have established relationships with various major e-commerce channels in Southeast Asia, including online marketplaces, such as Lazada, and social media platforms, among others.

Our business was founded by three entrepreneurial founders in Singapore in late 2014, as a D2C business focusing on the beauty, body and baby sector. 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. We 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.

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Our Synagie Platform was thus developed to provide integrated and unified solutions to streamline, enhance and transform traditional commerce practices for brands and a smooth e-commerce experience for consumers in Southeast Asia. We have since accumulated substantial amount of data that helps us better and more deeply understand brand and consumer needs and leading industry trends, which in turn enabled us to successfully expand our business to cover a variety of sectors, including fashion and apparel sector, the premium beauty and wellness sector, and the premium lifestyle and living sector. Our geographical presence covers the six main economies in Southeast Asia, namely Singapore, Malaysia, Philippines, Vietnam, Thailand and Indonesia. We have also been strategically expanding our global footprint outside of Southeast Asia, such as in Hong Kong and Spain.

Through almost ten years’ operations in various geographies, our Synagie Platform has evolved into a data-driven platform with a large data lake that empowers comprehensive suite of digital solutions, covering digital transformation and technology, channel development and management, digital supply chain, brand development, customer engagement, digital marketing and content, account support, supply and demand planning, sustainability and climate management, and big data analytics, to empower a broad and diverse range of brands to increase their sales and grow their business. Our Synagie Platform is able to acquire large volumes of data across various digital touchpoints, store data in a large data-lake that is capable of maintaining and manipulating large data sets, analyze and visualize data in real-time to help brands make data-driven decisions on strategies of marketing, logistics, manufacturing, and supply chain, and deliver comprehensive and holistic insights on consumer interests and behaviors. Our Synagie Platform can also support our brand partners by unifying the operations of our digital supply chain network, comprising of logistics, warehousing and fulfillment partners, managing product merchandizing and catalog, tailoring specific product description to enhance search optimization and customize pricing strategies for different commerce channels, driving digital marketing effectiveness, and processing and fulfilling large order volumes across various commerce channels. We continuously innovate and update our technologies to meet the changing needs of brands, consumers and channels, and to proactively adapt to the emerging trends in the e-commerce industry. We leverage our Synagie Platform, technologies, data, and solutions to help our brand partners with the following key aspects, among others:

- collect and analyze data across all major digital touchpoints;
- develop strategies for data-driven digital marketing campaign and online sales, and produce digital marketing content;
- automate consumer order fulfillment and logistics via our digital supply chain network;

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- improve consumer experience through customer relationship management and customer experience solutions;
- measure and neutralize carbon footprint and emissions for online orders; and
- make data-driven decisions from product to manufacturing and supply chain.

We are a sustainable carbon neutral company and are committed to promoting an eco-friendly mindset across our operations and to reducing our carbon footprint wherever possible. We help our brand partners achieve their ESG goals by providing our sustainability and climate management solutions, including green packaging, carbon tracking, and offsetting solutions. As of the Latest Practicable Date, we were one of the few carbon neutral digital solutions providers in Southeast Asia certified by TÜV Rheinland, a trusted global technical inspection association, based on ISO14064-1, ISO14064-2 and PAS2060 standards.

We have established relationships with many global premium brands, such as Lululemon, Estee Lauder, and Shiseido. We are also backed by leading investors, including Alibaba, a global technology conglomerate specializing in e-commerce, cloud computing, digital media and entertainment, payment and financial services, and innovation initiatives, and Gobi Partners, a leading Asia-focused venture capital firm. We believe that our prominent brand partner base and blue-chip shareholder base are testament to our capabilities and prospects.

We have benefited from the rapidly evolving market opportunities in the e-commerce industry and the digital solutions industry in Southeast Asia, and have been able to capture the huge market opportunities with our deep understanding of the needs of various types of brands as well as consumer trends. 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%. Our revenue continued to increase by 15.7% from S\$31.5 million in the four months ended April 30, 2023 to S\$36.5 million in the four months ended April 30, 2024. Our gross profit increased from S\$23.7 million in 2021 to S\$30.6 million in 2022 and further to S\$31.7 million in 2023. Our gross profit continued to increase by 20.7% from S\$7.9 million in the four months ended April 30, 2023 to S\$9.5 million in the four months ended April 30, 2024. Our gross profit margin decreased from 27.6% in 2021 to 27.2% in 2022, and further to 25.1% in 2023, while increased from 25.0% in the four months ended April 30, 2023 to 26.1% in the four months ended April 30, 2024.

Our Business Models

We believe that brands value us for our integrated digital solutions capabilities, ability to offer reliable solutions, vertical expertise, market insights, innovative technologies and solutions, and quick adaptation to the evolving e-commerce market. Depending on different brands’ specific

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and diversified needs, we provide our solutions to brands under one or a combination of our two business models: the direct-to-brands (“D2B”) business model and the direct-to-consumers (“D2C”) business model.

	D2B	D2C
Description	Under our D2B business model, we leverage our Synagie Platform to offer digital solutions to our brand clients to help them manage the full spectrum of their e-commerce business. Our one-stop digital solutions cover primarily digital transformation and technology, channel development and management, digital supply chain, brand development, customer engagement, digital marketing and content, account support, supply and demand planning, sustainability and climate management, and big data analytics. See “— Our Digital Solutions.”	Under our D2C business model, we sell our brand suppliers’ products directly to consumers across various e-commerce channels, including online marketplaces such as Lazada, social media channels, and live streaming and live selling platforms.
Customers.	Brands	End consumers
Revenue model	Depending on the types of solutions we provide, we charge a fixed service fee and/or a commission-based service fee, calculated based on a percentage of the sales revenue generated by the brand clients empowered by the solutions offered through our Synagie Platform.	Revenue generated from sales of our brand suppliers’ products. Our revenue under D2C business model is recognized on a gross basis since under our D2C business model we (i) are a principal and the primary obligor of the sales transactions; (ii) have control of the products obtained from our brand partners prior to the transfer of control of such products to a consumer; and (iii) have discretion in determining the prices of the products we sell.

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D2B	D2C
Fee-Per-Sale (“FPS”) model	On-demand inventory model
<p>We charge our brand clients with an as-agreed percentage of our brand clients’ sales revenue, which can range from 12% to 18%, for our one-stop digital solutions. Our Fee-Per-Sale is paid by our brand clients only when our solutions successfully generate sales for brand clients, aligning our economic interest with that of our brand clients.</p>	<p>We mainly operate an on-demand inventory model. We can purchase from brand suppliers any time when needed, allowing us to purchase minimal inventories upfront and keep inventory levels at necessary levels. See “— Our Digital Solutions — Digital Supply Chain Solutions.”</p>
Fixed service fee model	
<p>We charge our brand clients with fixed service fees, typically ranging from several thousands to hundreds of thousands of SGD, for our digital solutions on a project basis depending on brands’ specific needs.</p>	

The table below sets forth the breakdown of our D2B revenue by revenue model for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2021		2022		2023		2023		2024	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
	(unaudited)									
Fixed service fee	5,782	37.8	9,411	46.8	10,294	38.6	2,883	42.9	2,866	35.6
Fee-Per-Sale	9,505	62.2	10,680	53.2	16,349	61.4	3,841	57.1	5,193	64.4
Total	15,287	100.0	20,091	100.0	26,643	100.0	6,724	100.0	8,059	100.0

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OUR STRENGTHS

We believe that the following competitive strengths differentiate us from our competitors and enable us to fulfill our mission and achieve long-term success.

A major and first mover in the digital solutions industry in Southeast Asia

We are a data-driven digital solutions platform in Southeast Asia. We were among the top ten digital solutions providers in Southeast Asia with a market share of approximately 3.0% in terms of revenue in 2023, according to CIC. We are also one of the first movers in the digital solutions industry in Southeast Asia, according to CIC, allowing us to establish a long-term relationship with brands and major e-commerce channels in Southeast Asia.

Our solutions and technological capabilities have been well recognized by major e-commerce channels. We have been appointed as Lazada’s regional partner for end-to-end brand store management services in Southeast Asia since 2019, Shopee’s regional partner in Southeast Asia since 2021, and TikTok’s regional partner for marketing in Southeast Asia since 2023. Our various awards from the major e-commerce channels are also testament to our capabilities and reputation. For example, we were consistently certified as a 3-star Lazada Partner, which is the highest rating. In addition, we were recognized as Lazada Regional Partner of the Year in 2021 and 2022, and as Regional Partner for Excellence in 2023. Our strategic partnerships with these leading e-commerce channels have distinguished us from our competitors in the following aspects: (i) Collaboration. E-commerce channels often refer us, as their strategic partners, to brands or co-pitch with us to brands. They also co-develop promotional events with us on festivals; (ii) Data sharing. E-commerce channels share their data with us so that we are able to build effective seller tools, upgrade marketing solutions, and keep up with market intelligence; and (iii) Joint business planning. E-commerce channels plan business activities together with us and assist with our growth and operations. For example, they will conduct joint monthly business reviews with us to spot issues and advantages in our operations. They will also share their industry insights with us so that we can adjust our strategy in a timely manner.

We believe that our strong relationships with major e-commerce channels, coupled with our technology capabilities and our geographic coverage across all major economies in Southeast Asia, has made us the go-to-partner for brands seeking to capture the rapid growth opportunities in Southeast Asia’s e-commerce market. Our brand partners mainly include global brands in the premium fashion and apparel sector, the premium beauty and wellness sector, and the premium lifestyle and living sector, with whom we have well-established relationship.

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Our industry recognition position is further evidenced by the awards that we have received. We were awarded Singapore’s Fastest Growing Company in 2020, 2023 and 2024 by the Straits Times and the Best eCommerce Fulfillment Award in 2022 by the Asia eCommerce Awards, and were also recognized as Asia Pacific High Growth Companies 2020 by the Financial Times.

Scalable, asset-light business model

Since 2022, we have strategically evolved from an asset-heavy to an asset-light model across various aspects of our operations, which has enabled us to more easily improve our inventory management, scale our business, strengthen our ecosystem of partnerships, and drive revenue growth without the need for tremendous upfront capital investment. Under our D2B business model, as we provide digital solutions to our brand clients in exchange for fixed fee and/or fee-per-sale, we do not have inventory. Under our D2C business model, where we sell brands’ products directly to consumers across various e-commerce channels, we mainly operate an on-demand inventory model where we generally purchase minimal inventory upfront as compared to outright purchase models, thus keeping inventory at necessary levels. We generate revenue directly from such sales, and make payment to the brands for purchases of their products only after such orders have been fulfilled.

Our on-demand inventory model enables low inventory risk and reduced capital outlay for upfront inventory purchases. Our brand suppliers are generally willing to facilitate such inventory model as we are able to provide market insights and industry trends to them which are drawn from the data that we collect from the large volume of sales across various e-commerce channels.

In addition, our data-driven inventory management solutions facilitate the generation of inventory performance data to help our brand suppliers forecast demand, identify selling trends and conduct demand-driven production planning.

We also leverage a scalable asset-light digital supply chain network for order fulfillment to consumers under our D2C business model. We do not own any warehouses or delivery vehicles, but instead outsource warehouse, logistics and fulfillment services to our third-party supply chain partners, including for warehousing services and last mile delivery services, and manage the entire logistics and fulfillment process via our Synagie Platform. This enables us to leverage the infrastructure of our third-party supply chain partners to quickly procure additional warehouse space when required and increase our order fulfillment capacity during new product launches or peak periods.

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As a result, our asset-light business model, consisting of our on-demand inventory model and third-party digital supply chain network, contributes to our competitiveness against our competitors. By implementing our asset-light business model, we can effectively reduce our upfront capital investments, lower our inventory risks, improve our operating cash position, and achieve better cash conversion cycle, enabling us to operate a more scalable business.

Capable of benefiting from consumer premiumization in Southeast Asia

According to CIC, the market of mass-affluent consumers in Southeast Asia is a significantly underdeveloped market and is the next megamarket for commerce, particularly e-commerce. Southeast Asia’s mass-affluent class represents consumers who have liquid assets of between US\$100,000 and US\$1 million, whose purchasing power has reached a level at which they tend to sharply increase spending on premium goods. According to CIC, Southeast Asia’s mass-affluent population is growing faster than the middle class and, by 2030, the mass-affluent market is expected to comprise 137 million people, representing approximately 19% of the total population in the Southeast Asia. The majority of mass-affluent consumers in Southeast Asia are young and savvy, with the ability and intent to upgrade to premium brands within the same product categories. At the same time, they are highly engaged with e-commerce and seek immersive shopping experiences, with digital media and other consumer digital touchpoints having a large impact on their purchasing decisions.

We were among the top ten digital solutions providers in Southeast Asia with a market share of approximately 3.0% in terms of revenue in 2023, according to CIC. As a multi-regional digital solutions provider in Southeast Asia, we believe that we will be very well-positioned to enable our brand partners to capitalize on these consumer premiumization trends. The burgeoning mass-affluent class across the Southeast Asia markets where we are already present affords us the opportunity to establish strategic alliances with new premium brands to facilitate their seamless entry and growth into these markets, as well as engage existing premium brands for additional and more comprehensive solutions of our service offerings. In addition, the consumer premiumization trends in Southeast Asia will enable us to sell more premium brands’ products with higher margin, improving our profitability. By collaborating with our brand partners, we have already captured, and will be able to continue to capture, the benefits of consumer premiumization in the Southeast Asia markets. Our capabilities across all major consumer digital touchpoints provide us with significant opportunities to help our brand partners access this growing mass-affluent consumer market in Southeast Asia. The total order volume under our D2C business model increased from 2.2 million orders in 2021 to 2.5 million orders in 2022 and further to 2.8 million orders in 2023, representing a CAGR of 12.8%. The total order volume under our D2C business model remained stable at 0.7 million in the four months ended April 30, 2023 and 2024.

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Significant value to and partner of choice for our brand partners

Brands face a variety of challenges in their e-commerce operations and, according to CIC, there is an increasing demand for local digital solutions providers. We are one of the few digital solutions providers that is able to provide end-to-end solutions to brands seeking to operate e-commerce businesses in Southeast Asia, which is fragmented and diverse in terms of languages, culture, and regulatory and tax systems, making it a high entry barrier for new entrants, according to CIC. We believe that we are well-positioned to develop new and maintain existing relationships with brands due to our track record of successful partnerships, commitment to protecting the interests of our brand partners, and our deep understanding of brand and consumer needs, as well as our experience in helping our brand partners navigate the market environment across Southeast Asia’s fragmented and diverse e-commerce markets.

We focus on brands with high willingness to pay, which are relatively more selective in their choice of digital solutions providers. Such brands typically have high demand for data and integrated solutions, require a high standard of customer engagement and experience, and plug-and-play ecosystem solutions. Through our comprehensive suite of data-driven digital solutions, multi-regional coverage and all-touchpoints capabilities, we have empowered our brand partners to succeed in the Southeast Asia e-commerce market through efficient technology integration and effective strategic co-planning based on their specific needs. We constantly innovate our service offerings to adapt to changes in industry and consumer trends, which has kept our brand partners and ourselves at the forefront of the digital solutions industry in Southeast Asia. As a result, we believe that we are the best option for these brands with high willingness to pay.

According to CIC, global brands such as our brand partners typically have higher switching costs given the size of their organization and overall business, and are therefore more inclined to stick with a single solutions provider over the years. We believe that we have established relationships with our brand partners and seek to continue to maintain and deepen our engagement with them over the lifecycle of the client relationship. As a result of our sticky business relationship with and deepened collaboration with our brand partners, we are typically able to advance from offering single or limited solutions to providing comprehensive or multiple solutions to our brand partners, and from serving brands on a single channel to omni-channels. In addition, the reputation of trust that we have established among our network of brands has led to a steady flow of new brand partners through referrals.

Further, there is increasing pressure from consumers and governments for brands to adopt sustainable and carbon friendly processes. We are one of the few digital solutions providers in Southeast Asia that has achieved carbon neutrality with the ability to help our brand partners calculate their carbon footprint and neutralize the excess carbon emissions for every online order

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that we process, according to CIC. Through our carbon friendly packaging, carbon tracking and offsetting solutions, we help our brand partners achieve their ESG goals, further cementing our position as a compelling partner of choice.

Strong technology capabilities facilitating a unified and smooth consumer experience across all touchpoints

The scale and sophistication of our Synagie Platform, which is our core technology stack, rely on the data and insights we have accumulated since our founding. Our robust technology stack is fully integrated and readily scalable to help brands adapt to evolving market trends and consumer behaviors. Our technologies are able to connect with the back-end systems of our brand partners, integrate their operations across consumer digital touchpoints, and collect and analyze data throughout consumers’ e-commerce journey, including from passive viewing of pushed content to active searches on the internet, as well as from purchase transactions to post-purchase content sharing.

Over approximately ten years of our operations across all the major e-commerce channels in Southeast Asia, we have collected and processed over one billion data points and accumulated a large data lake with a cloud-hosted data warehouse, allowing us to leverage flexible and extendible technologies, such as cloud computing and artificial intelligence to power our data analytics capability. Our data analytics provide our brand partners with a real-time visualized overview of their business, and help us identify trends and needs, and forecast and plan demand. This creates a virtuous cycle where more big data collected through consumer interactions enables brands to conduct better consumer targeting and achieve higher sales volume, which then provides us with more consumer data.

Our Synagie Platform is the core of our technology infrastructure that helps brands manage all aspects of the e-commerce value chain, from digital transformation and technology, channel development and management, digital supply chain, brand development, customer engagement, digital marketing and content, account support, supply and demand planning, sustainability and climate management, to big data analytics. We also offer big data-driven digital marketing solutions, enabling brands to generate targeted content and promotions to help improve marketing precision and efficiency, acquire increased target traffic and conversion, and achieve better sales results. Further, our inventory management technology allows our brand partners to generate SKUs tailored for different countries and demographic groups, which facilitates the generation of useful inventory performance data to help forecast demand, identify selling trends and conduct demand-driven production planning. Through our Synagie Platform, our brand partners are able to easily access the valuable insights generated from the big data we have processed. By utilizing

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these insights to enable smart data-driven decision-making, we not only facilitate greater operational efficiency for our brand partners but also help provide consumers with a more unified and smoother e-commerce journey when interacting with the brands.

While e-commerce has significantly disrupted traditional retail business, we believe that our technology capabilities have, in turn, disrupted the traditional e-commerce space. We are committed to innovation and are continuously exploring ways to incorporate new technologies into our Synagie Platform to be able to offer our brand partners more efficient solutions.

Experienced management team backed by blue-chip investors

Our co-founders and Executive Directors, Mr. Clement Lee, Ms. Olive Tai and Ms. Zanetta Lee, each has an average of over 15 years of experience and deep industry knowledge in retail, commerce and marketing. Mr. Lee has accumulated extensive experience in marketing and business development, brand development and management by holding senior management positions such as marketing director, chief brand officer and chief executive officer in various companies in different industries. Ms. Tai worked for Johnson & Johnson and Watsons for about 16 years and was responsible for channel development, strategic planning and trading. Ms. Lee had served as the head of corporate development at the Target Group and a manager at the regional Southeast Asian office of Mercedes Benz where she was responsible for strategy and business development. Their expertise, together with our key management team, has been instrumental in our growth and transformation into a multi-regional digital solutions provider across Southeast Asia. Under their leadership, we have established a unique scalable business model that can flexibly adapt to the evolving landscape of technology and gives us an advantage in our data analytics capabilities.

We also benefit from the support of reputable shareholders. Our controlling shareholder is Alibaba, the world’s largest digital retail business in terms of GMV for the 12 months ended March 31, 2024, according to CIC, which has been actively expanding its e-commerce and logistics business across Southeast Asia. We are also backed by Gobi Partners, a leading venture capital firm that invests in emerging and underserved markets across Asia. Our blue-chip shareholder base is a testament to our capabilities and prospects.

Furthermore, we also expect to benefit from the SPAC Promoters’ preeminent network of relationships and resources. The SPAC Promoters, Dr. Chan and Ms. Tsang, have played very substantial roles in the development and innovation of Hong Kong’s financial services industry. In particular, Dr. Chan chaired the investment committee of the LTGP of the HKMA, responsible for approving each private equity mandate and co-investment project. He has developed a strong network of close relationships with regulators, senior executives, founders, and investors in the banking, private equity and capital markets industries in Hong Kong and mainland China as well

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as internationally. Ms. Tsang is a leading figure in the banking industry and, during her 22 years as a senior banker, she successfully initiated and executed several notable mergers and acquisitions for financial institutions, including the establishment of China Bohai Bank and the pre-IPO investment in the Agricultural Bank of China. Ms. Tsang has sat and currently sits on the boards of a number of leading companies listed in the US, UK and HK, including global investment fund, Fortune 500 commercial bank and multi-national consumer goods producers.

OUR MARKET OPPORTUNITIES

We operate in the e-commerce market and the digital solutions market in Southeast Asia. The e-commerce market in Southeast Asia is expected to continue robust growth driven by strong economic growth, a large proportion of young population, the increasing number of mass-affluent individuals, and high internet penetration of this region, which has laid a solid foundation for and will boost the growth of the digital solutions market in this region. The size of the e-commerce market in Southeast Asia increased at a CAGR of 43.3% from US\$23.0 billion in 2018 to US\$139.0 billion in 2023, and is expected to further increase at a CAGR of 15.4% from US\$160.9 billion in 2024 to US\$285.0 billion in 2028.

The digital solutions market in Southeast Asia has experienced rapid growth in recent years and is expected to continue growing. Furthermore, as the number of brands entering the Southeast Asia market and the number of products offered by each brand continue to increase, the cost for brands to establish an in-house digital solutions operations department is escalating. Brands can effectively reduce costs while increasing overall sales by outsourcing their digital solutions operations instead. Moreover, since consumer preferences vary across different regions in Southeast Asia, digital solution providers with diverse data from different touchpoints and local expertise are in a better position to accurately analyze market trends and provide effective solutions for brands. The size of the digital solutions market in Southeast Asia increased at a CAGR of 50.6% from US\$0.1 billion in 2018 to US\$0.7 billion in 2023, and is expected to further increase at a CAGR of 21.4% from US\$0.8 billion in 2024 to US\$1.7 billion in 2028.

In addition, Southeast Asia has attracted and is expected to continue to attract significant investments and businesses from the globe. For example, China’s exports to Southeast Asia increased at a CAGR of 10.4% from US\$319.1 billion in 2018 to US\$524.3 billion in 2023; and the United States’ export to Southeast Asia increased at a CAGR of 4.6% from US\$85.8 billion in 2018 to US\$107.2 billion in 2023. In particular, half of the top ten of China’s cross-border e-commerce partners in terms of export volume were Southeast Asian countries in 2022. Southeast Asia has become an important growth area for China and the United States’ cross-border e-commerce exports. In the future, an increasing number of international brands are expected to

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enter the e-commerce market in Southeast Asia. As a result, digital solutions providers in Southeast Asia expect to benefit from the opportunities arising from the growth in e-commerce and the value-added solutions in this region.

OUR STRATEGIES

We intend to achieve our mission and further solidify our leadership position by focusing on the following strategies.

Continue to expand our brand partner network, and develop new commerce channels

We believe that establishing and nurturing strong relationships with our existing and potential brand partners, as well as with online marketplaces and other e-commerce channels where we market and sell brands’ products, are crucial to our long-term success.

We intend to leverage our strong foundation of having served over 600 brand partners during the Track Record Period to continue to expand our brand partner base. We have primarily grown our base of brand partners through word-of-mouth marketing by our brand partners to other brands, which has allowed us to acquire new brand partners at relatively lower cost. We intend to continue to deepen our relationships and increase “stickiness” with our existing (including newly acquired) brand partners, by continuing to provide them with relevant and effective digital solutions, so as to have their word-of-mouth referrals to other brands, thereby expanding our brand partner network. In particular, we intend to grow the base of our Chinese brand partners, which are looking to expand their cross-border sales or overseas presence in Southeast Asia, by leveraging our track record and the network resources of our strategic partners, such as Alibaba and the SPAC Promoters.

We believe that our capabilities across all digital touchpoints is an important value proposition to our brand partners. The e-commerce channel space is constantly evolving, as evidenced by the recent rapid rise of live streaming and the increasing popularity of TikTok in Southeast Asia and globally. We intend to continue to keep pace with such developments, so as to allow us to continue to strategically develop relationships with new commerce channels and utilize these channels to expand our market reach, engage with a broader spectrum of consumers, and grow our business under both our D2C and D2B business models.

Execute on-demand inventory model at full scale

Operating our D2C business model utilizing an on-demand inventory model has allowed us to eliminate capital outlay for upfront purchases of inventory from brands and minimize inventory risk. We intend to significantly scale up sales through the on-demand inventory model by working

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with more existing and newly acquired brand partners to sell their products on this basis, which we believe will allow us to achieve economies of scale and achieve stronger financial performance in future periods.

Invest in and continue to adopt advanced technology and AI

We are devoted to innovation and plan to continuously innovate and invest in our technology, which we believe is the backbone of our D2C and D2B business models, so as to allow us to maintain and strengthen our market position. We plan to upgrade our technology stack, including in the areas of machine learning, AI process automation, and demand forecasting, which we believe will allow us to further automate and standardize key processes in our daily business operations, such as online store set-up, daily store operations and sales fulfillment. We also intend to continue to leverage the proven, market-tested technology from our controlling shareholder, Alibaba, which we believe will enhance our technological capabilities, lead to enhanced cost efficiency, and reduce our operating expenses.

Enhance and expand our smart digital supply chain network

Data is still one of the core challenges for our supply chain management, where millions of data points are generated from various service providers, such as warehouse, logistics and fulfillment service providers, across our supply chain each year, and the fragmentation of data impedes the creation of a holistic view of our entire supply chain. We believe that a “smart” digital supply chain network, powered by next generation technologies such as big data and machine learning, is the new paradigm which enables brands to have full visibility, transparency and traceability across their entire value chain.

We are committed to enhancing our smart digital supply chain capabilities that can create a more agile and responsive supply chain. We intend to continue to invest in new technologies and collaborate with third-party supply chain solution providers, leveraging our data lake and data analytics, to drive value creation and cost reduction and improve mission critical processes for our supply chain management.

Growth through mergers and acquisitions and strategic investments

We expect that Southeast Asia’s digital solutions market will go through further industry consolidation and we believe that we are well-positioned to capitalize on these industry consolidation opportunities. We plan to selectively pursue investments in, or merging with, and acquisitions of companies operating in our ecosystem, including (i) digital solutions companies, which could potentially allow us to expand our market share, brand and geographical coverage, (ii)

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supply chain solution providers, which could bring strategic advantages and add value to our digital supply chain network processes, and (iii) technology or media companies, which could provide us with access to new technologies, broaden our consumer reach, and bring financial returns.

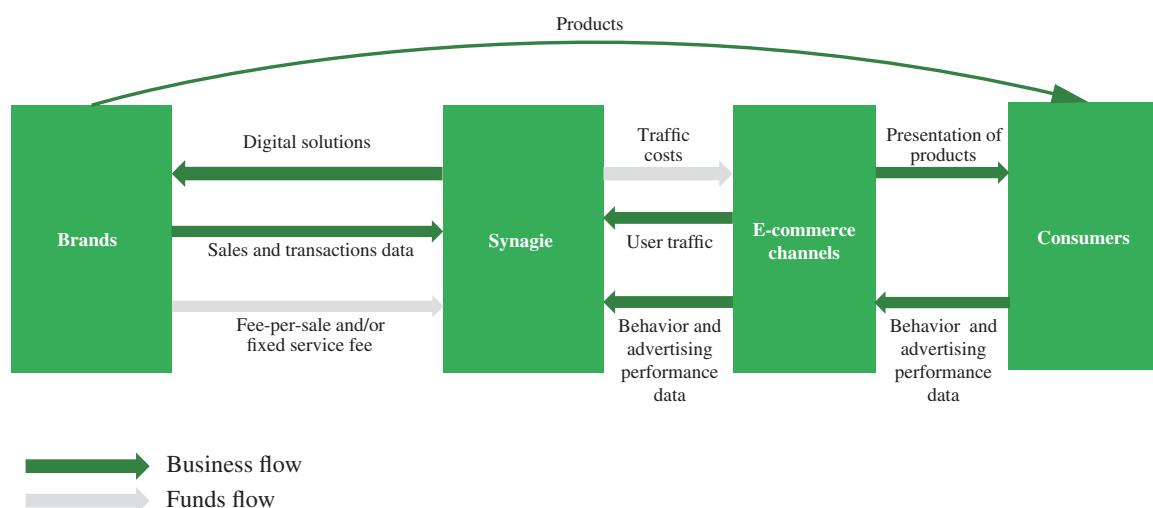
OUR BUSINESS MODELS

By proactively adapting our business models to the emerging trends in the digital solutions industry and the e-commerce industry, we have developed a unique proprietary platform with two-sided customers and virtuous cycles through our synergistic D2B and D2C business models.

D2B Business Model

Under our D2B business model, we provide comprehensive digital solutions to help our brand clients manage all aspects of the e-commerce process and create a unified experience for consumers throughout the entire consumer journey, including commerce management, customer relations and engagement, digital supply chain, demand planning, carbon management, big data analytics and business insights. Our solutions address key pain points in e-commerce, such as integrating and managing orders across various digital touchpoints which enables our brand clients to manage product catalogs, optimize inventory, process orders, and acquire more engagement with consumers. We generate revenue directly from our brand clients under this model through a unique and efficient pricing model, comprising (i)_ a “Fee-Per-Sale” model for our one-stop digital solutions, calculated based on an as-agreed percentage of our brand clients’ sales revenue empowered by our digital solutions and/or (ii) a fixed service fee model for our digital solutions on a project basis depending on brands’ specific needs.

The diagram below illustrates our D2B business model:



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D2C Business Model

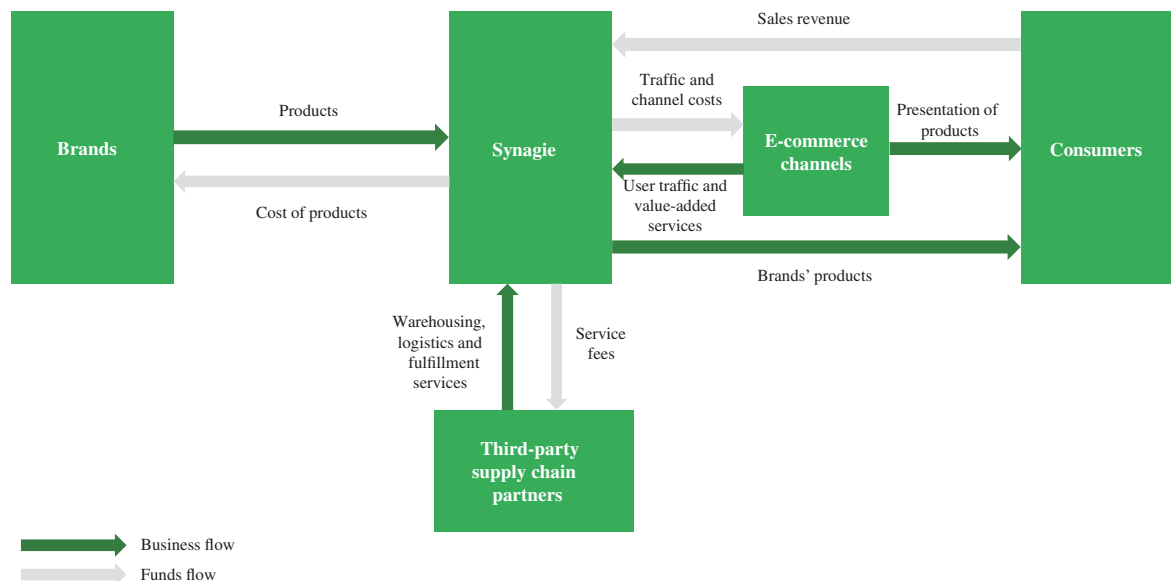
Under our D2C business model, we purchase products from brands and sell them directly to consumers through online stores owned by us and operated under the name of our brand partners across various digital touchpoints. Therefore, consumers are deemed as our direct customers and brands are deemed as our suppliers under our D2C business model. Our brand partners rely on us to sell their products as we have the local licenses or permits required for local e-commerce business operations, which our brand partners might not have in certain regions. We have title to the products we sell, assume all the related risks until the confirmation of receipt of products by consumers, have the right to set prices either solely or jointly with brands, and carefully select reliable brands for our D2C business model, taking into consideration their competitiveness, industry reputation, their products’ popularity, financial position, track record, and long-term potential. We generate revenue from the sales of our brand suppliers’ products and pay our brand suppliers for purchasing their products under this model. Our revenue under D2C business model is recognized on a gross basis since under our D2C business model we (i) are a principal and the primary obligor of the sales transactions; (ii) have control of the products obtained from our brand partners prior to the transfer of control of such products to a consumer; and (iii) have discretion in determining the prices of the products we sell.

We have strategically adopted an asset-light inventory approach under our D2C business model since 2022, mainly operating an on-demand inventory model. Under this model, we can purchase from brand suppliers any time when needed, allowing us to purchase minimal inventories upfront and keep inventory levels at necessary levels.

Our D2C business model also leverages our scalable asset-light digital supply chain network, where we do not own any warehouses or delivery vehicles but instead engage with third-party supply chain partners and manage the entire fulfillment process covering warehouse, logistics and handling via our Synagie Platform. This enables us to leverage the infrastructure of our third-party supply chain partners to quickly procure additional warehouse space when required and increase our order fulfillment capacity during new product launches or peak periods.

BUSINESS OF THE TARGET GROUP

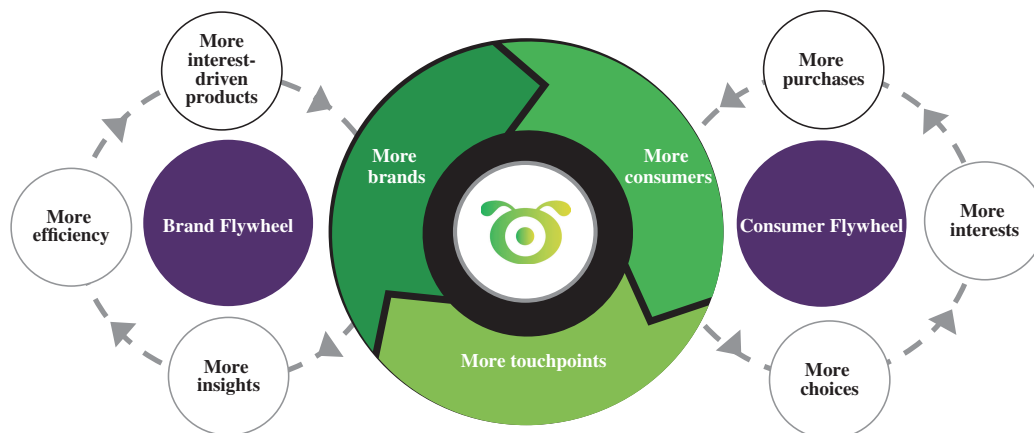
The diagram below illustrates our D2C business model:



We leverage our technology platform and big data lake collected from consumers across a wide array of digital touchpoints to transform consumer interests into real-time market insights and industry trends for our brand partners. Through such insights, we empower our brand partners to improve marketing precision and efficiency, make data-driven decisions, enhance overall performance, achieve better sales results, and anticipate and satisfy consumers' evolving needs, including enabling them to design products with higher market acceptance, tailor manufacturing processes toward demand-driven products and thereby lower costs, optimize supply chain and logistics functions through demand forecasting and planning, and create personalized marketing content. Thus, our D2B and D2C business models inform and reinforce each other, creating a virtuous cycle.

BUSINESS OF THE TARGET GROUP

The diagram below illustrates the flywheels of our twin engine business models:



The flywheel of our twin engine business models is driven by our two interconnected business segments that work synergistically to strengthen and accelerate our organic growth over the time:

Brand flywheel. The more consumer insights we provide to brands, the better they can optimize their operations across marketing, supply chain, and manufacturing to produce and customize products based on consumer interests and to drive their sales.

Consumer flywheel. The more customized products brands offer, the more choices consumers have, which in turn depicts a profile of consumer interests and stimulates purchases.

Synagie flywheel. The more consumers buy, the more touchpoints we cover, which in turn increases the data we can collect and the insights we can provide, attracting more brands to use our solutions.

BUSINESS OF THE TARGET GROUP

The table below sets forth the breakdown of our revenue by business segment for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2021		2022		2023		2023		2024	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
							(unaudited)			
D2B	15,287	17.8	20,091	17.8	26,643	21.0	6,724	21.3	8,059	22.1
D2C	70,646	82.2	92,556	82.2	99,952	79.0	24,781	78.7	28,395	77.9
Total	85,933	100.0	112,647	100.0	126,595	100.0	31,505	100.0	36,454	100.0

Key Operating Metrics

The table below sets forth key operating metrics under each of our business models for the periods indicated:

	Year ended December 31,			Four months ended April 30,	
	2021	2022	2023	2023	2024
Revenue-to-staff (S\$'000)	238.7	277.5	330.5	76.3	96.4

D2B

Number of active brand stores served ⁽¹⁾ .	299	324	350	335	357
Net change in the number of brand stores served	34	25	26	11	7
Number of brand clients served	154	170	82	64	84
Key brand client retention rate (%) ⁽²⁾ . . .	100.0	91.7	90.9	90.9	100.0
Revenue coverage of key brand clients (%)	76.9	73.5	84.2	86.9	86.7
Average D2B revenue per active brand store served (S\$'000)	51.1	62.0	76.1	20.1	22.6
Range of FPS	12%-18%	12%-18%	12%-18%	12%-18%	12%-18%
Range of fixed service fee (S\$)	1,000-50,000	1,000-110,000	1,000-100,000	1,000-90,000	1,000-120,000

BUSINESS OF THE TARGET GROUP

	Year ended December 31,			Four months ended April 30,	
	2021	2022	2023	2023	2024
D2C					
Number of online visitors (million)	41.3	52.5	58.7	17.2	16.7
Number of consumers (million)	0.8	0.8	1.1	0.3	0.4
Average consumer conversion cost					
(S\$) ⁽³⁾	6.0	9.5	7.5	7.3	5.9
Consumer conversion cost as a					
percentage of revenue (%)	6.7	8.4	8.1	9.2	7.9
Consumer conversion rate (%)	1.9	1.6	1.8	1.8	2.2
Average D2C revenue per consumer (S\$).	89.6	113.3	92.5	80.1	75.6

Notes:

- (1) Active brand stores are brand stores that either have more than 100 orders annually or a pro-rated order volume exceeding 100 annually for periods less than a year.
- (2) Key brand clients are the brand clients that have annual revenue contribution of more than S\$150,000, which was approximately the average annual D2B revenue contributed by our brand clients during the Track Record Period. The key brand client retention rate is calculated by dividing the number of our existing key brand clients in the immediately preceding period which remain as our key brand clients in the current period by the number of our existing key brand clients in the immediately preceding period and multiplied by 100%.
- (3) Average consumer conversion cost is the costs primarily incurred for digital marketing and content production to attract and convert online visitors to consumers across e-commerce channels, which is calculated by dividing total consumer conversion cost by the number of consumers in each period.

Our revenue-to-staff had a general increasing trend during the Track Record Period, reflecting our strong revenue-making capability.

The number of active brand stores we served had a general increasing trend during the Track Record Period, reflecting our efforts to continuously grow our business under our D2B business model, in line with the increasing growth of our revenue under D2B business model during the Track Record Period. In addition, during the Track Record Period, we continued to onboard new brand stores, reflecting our continuous efforts to further grow our D2B business.

The number of active brand clients served increased from 2021 to 2022 but decreased significantly in 2023, primarily due to the completion of the Multi-Channel E-Commerce Platform Program (“MEP”) in October 2022, which was initiated by the Singapore government. As the MEP solutions partner, we onboarded more than 100 small- and medium-sized enterprises (“SMEs”) to enable them to list and sell their products on multiple e-commerce platforms, and our solutions fees were subsidized by the Singapore government. After the completion of the MEP in October

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2022, solutions for these SME brands were discontinued as the government subsidies ceased. Nevertheless, the decrease in the number of brand clients served did not have any adverse impact on our revenue during the Track Record Period as most of our revenue was contributed by our key brand clients.

Our key brand client retention rate remained at a high level of above 90.0% during the Track Record Period, reflecting our strong relationships with our brand clients and their stickiness with us.

Our average D2B revenue per active brand store served increased significantly during the Track Record Period, primarily because our digital solutions enabled our brand partners to increase their sales, resulting in more service fees paid to us.

The number of online visitors had a general increasing trend from 2021 to 2023, in line with the growth of our D2C business. The number of online visitors remained relatively stable at 16.7 million in the four months ended April 30, 2024, as compared to 17.2 million in the four months ended April 30, 2023.

Our average consumer conversion cost (in absolute amount and as a percentage of revenue) increased from 2021 to 2022, primarily due to the removal of lockdown and other restrictions in 2022 post COVID-19 when consumers started to resume offline shopping and reduced online shopping, leading us to enhance our marketing efforts to engage with consumers. Our average consumer conversion cost (in absolute amount and as a percentage of revenue) decreased from 2022 to 2023 and from the four months ended April 30, 2023 to the four months ended April 30, 2024, primarily due to the stabilization of consumers' online/offline shopping habits post COVID-19 and the effectiveness of our enhanced marketing efforts in 2022.

Our consumer conversion rate had a general increasing trend during the Track Record Period, except in 2022. The decrease in consumer conversion rate in 2022 is primarily due to the decreased consumer conversion rate in Singapore, as a result of the removal of lockdown and other restrictions in 2022 post COVID-19 when consumers started to resume offline shopping and reduced online shopping.

Our average D2C revenue per consumer increased from S\$89.6 in 2021 to S\$113.3 in 2022, primarily due to an increase in the volume of premium brand products we sold in 2022. Our average D2C revenue per consumer decreased from S\$113.3 in 2022 to S\$92.5 in 2023, and from S\$80.1 in the four months ended April 30, 2023 to S\$75.6 in the four months ended April 30, 2024, primarily due to lower product sales in Singapore which led to a decrease in the number of orders per consumer. The product sales decreased in Singapore primarily because many brands

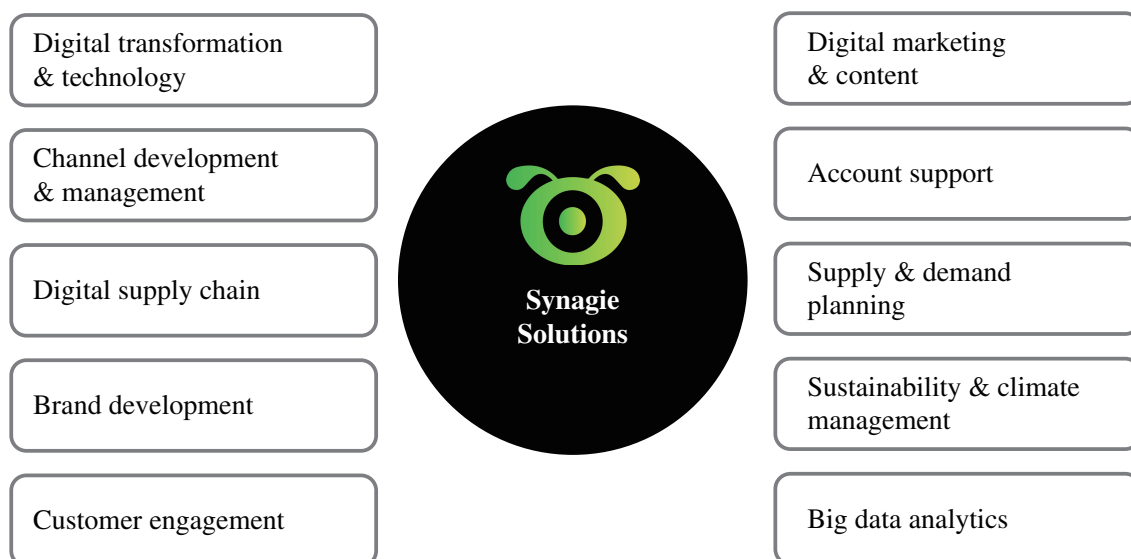
BUSINESS OF THE TARGET GROUP

required an outright purchase model in Singapore where we would need to purchase more inventories upfront, while we strategically changed to the on-demand inventory model under our D2C business since 2022.

OUR DIGITAL SOLUTIONS

Our proprietary Synagie Platform provides data-centric, end-to-end digital solutions across all aspects of the e-commerce value chain from digital transformation and technology, channel development and management, digital supply chain, brand development, customer engagement, digital marketing and content, account support, supply and demand planning, sustainability and climate management to big data analytics. To meet the diversified and evolving needs of each brand partner, we integrate a comprehensive suite of such digital solutions into our Synagie Platform, allowing us to flexibly customize our solutions. By leveraging our Synagie Platform to achieve multi-channel integration and digital transformation and innovation, we help our brand partners to solve their business pain points, improve their productivity and scale their businesses.

The diagram below illustrates our digital solutions:



Digital Transformation and Technology Solutions

We help our brand partners build, upgrade and manage their sales channels through our multi-channel integration solutions and digital transformation and innovation solutions, enabling a smooth and effective operating framework for their e-commerce businesses.

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Our multi-channel integration solutions allow our brand partners to efficiently manage and operate their official online brand stores across multiple channels using our Synagie Platform. Our brand partners can either engage us to manage the full spectrum of their e-commerce business or manage their online or offline store operations and sales by themselves using our Synagie Platform. Depending on our brand partners’ needs, we can also assign a dedicated in-house operations team that closely monitors and is responsible for all sales activities and day-to-day maintenance of their online brand stores. In addition, we negotiate product pricing, marketing support and joint promotions for product launches on behalf of our brand partners with online channels.

Our digital transformation and innovation solutions consist primarily of systems integration solutions and online management solutions. Our systems integration solutions help our brand partners to integrate their enterprise applications, data and APIs. Our online management solutions help our brand partners to set up and manage their websites or online stores by providing services including website configuration and management, validation, testing and deployment, and hosting and technical support services.

Channel Development and Management Solutions

We provide our brand partners with a series of channel development management solutions, including product visibility, merchandizing design solutions, merchandizing operations solutions, and new channel development.

Our merchandizing design solutions include primarily store design and creation, product information management, and merchandizing optimization. With our specialized expertise in web design and a deep understanding of consumers’ online shopping habits, we are able to assist our brand partners in successfully establishing online brand stores. Therefore, our merchandizing solutions can improve consumers’ online shopping experiences, which in turn help brand partners achieve optimal brand promotion and sales performance.

Our merchandizing operations solutions primarily provide account health assessment and experience sharing to our brand partners. On our Synagie Platform, we meticulously provide reports, dashboards, and analytics related to product listing, fulfillment, business health, and service standard, enabling our brand partners to assess their online store operations from various aspects.

In addition, we provide new channel development solutions to assist brand partners in setting up curated concept stores and developing a comprehensive channel strategy. The strategy covers everything from entry to expansion, hyper-localization, and harmonization.

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Digital Supply Chain Solutions

Through an efficient third-party supply chain and fulfillment network, we deliver brands’ products regionally and globally. On our Synagie Platform, we offer multi-channel order management solutions, including order management, returns and refunds management, and service recovery management, to ensure a unified, smooth customer experience across all sales channels.

We also offer extensive warehousing and delivery solutions through our third-party fulfillment network, covering delivery, customs clearance, and shipment tracking.

In addition, we offer a variety of value-added services, such as order overview, delivery status track, fulfillment and operational performance dashboards, automated smart warehousing, packaging management, and delivery checkout options. These value-add services are designed to provide our brand partners with an efficient and effective order fulfillment process.

Brand Development Solutions

We optimize sales promotions and campaigns of our brand partners to enable targeted and efficient marketing activities, by providing key account management, sales performance analysis, and business planning solutions, to help our brand partners better achieve their business goals.

Our key account management solutions consist primarily of consumer relationship management, product assortment management, and promotion and campaign design. Sales performance analysis solutions primarily focus on commercial capability assessment of our brand partners, where we provide (i) sales performance reports; (ii) product, pricing, and promotion scorecards; (iii) product pricing and promotion tiering strategies; (iv) product demand analysis; and (v) profit or loss modeling. We also provide brand partners with business planning solutions that provide strategic plans based on the operational data and our expertise to improve our brand partners’ sales performance.

Customer Engagement Solutions

We are committed to delivering an exceptional customer experience and ensuring customer satisfaction by providing customer service management.

Our customer engagement solutions focus primarily on customer engagement, hotline management, post-sales, and quality audit and assessment. Specifically, we help our brand partners to manage customer engagement through services such as consumer retargeting to re-engage customers and data analytics to forecast future customer behavior. We also help brand partners set up hotlines to handle a wide array of matters, such as returns and exchanges. Our Synagie

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Platform contains functions of chat and comments, messages and emails, feeds and posts, and chatbots for consumers to provide feedback and enquiries, which we can analyze to conduct quality audit and assessment of our brand partners’ products and services.

Digital Marketing and Content Solutions

We offer our brand partners a holistic suite of digital marketing and content solutions, including primarily performance marketing, targeted marketing, content marketing, and creative design.

We assist our brand partners in placing digital advertisements across a variety of marketplaces and social media platforms, through our Synagie Platform where our brand partners can review the results of the marketing activities. Our digital marketing solutions include seeding and sponsoring KOLs, marketing across various social media platforms, community outreach, and live performance production and management to attract more consumers and promote our brand partners and their products. We also offer content development solutions for our brand partners where we produce an entire marketing campaign or short video content from concept, design to production either using our experienced in-house team or by working with a third-party service provider. We also help our brand partners produce and manage their live streaming content and live selling events on live streaming and live selling platforms.

Account Support Solutions

We provide account support, including transaction management, transaction settlement, and account management, to facilitate our brand partners with convenient and reader-friendly sales report.

Our Synagie Platform generates consolidated transaction reports and income statement reports covering all the sales channels of our brand partners, making it easy for brands to assess their overall sales performance. We also provide transaction reconciliation reports and dispute management solutions. If required, we can also help our brand partners understand the complex logic associated with channel transactions, commercial accounting, and mapping of channel and commercial accounting to enable our brand partners make informed decision of their sales goals. In addition, our Synagie Platform has an automated account closing dashboard that allows our brand partners to easily access scheduled reports.

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Supply and Demand Planning Solutions

We have created a comprehensive suite of supply and demand planning solutions aimed at streamlining e-commerce inventory for our brand partners. These solutions encompass inventory and stock management, supply and demand management, and supply chain optimization solutions.

For our inventory and stock management solutions, we primarily provide inventory reports covering inventory status, valuation, replenishment, movement, aging, inventory reconciliation and investigation. For our supply and demand management solutions, we leverage our big data analytics technology to conduct data analytics based on the data we collect from the sales of our brand partners’ products to forecast supply and demand for our brand partners and help them manage product replenishment at the right time and placement based on demand and projected sales. Further, we constantly analyze the accuracy of our forecasts to better assist our brand partners optimize sales and operations planning, as well as slow moving and obsolete inventory.

Sustainability and Climate Management Solutions

We enable carbon neutral e-commerce by measuring, reducing and offsetting carbon emissions for every online order that is processed via our Synagie Platform and fulfilled by our digital supply chain network. We measure and reduce the carbon footprint and climate impact of every online order we process, from product packaging, warehouse and energy consumption to cross-docking and last-mile delivery, and offset the residual carbon emissions using only Verra or Gold Standard carbon credits, two of the world’s most well-known certifier of voluntary carbon offsets.

We also operate a green digital supply chain network where we provide eco-friendly packaging solutions for our brand partners to significantly reduce the carbon emissions associated with the delivery and shipping of their products. In particular, we can enable green delivery option for consumers to choose at checkout and use eco-friendly packaging that is biodegradable and/or reusable. We were certified as a carbon neutral digital solutions provider in 2022 by TÜV Rheinland for achieving 100% neutralization of residual carbon emissions for our business.

Big Data Analytics Solutions

Our Synagie Platform collects data and insights when consumers browse or shop online through e-commerce channels and other digital consumer touchpoints, which are in turn processed into actionable data to help our brand partners make critical decisions affecting their business operations, such as identifying local consumer behavior and adjusting to local consumers’ preferences. We provide insights to our brand partners based on the data collected from the significant international traffic on our e-commerce channels and the transactions facilitated by us.

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We provide dashboards and reports, customized analytics solutions, and data management solutions to our brand partners to facilitate their growth and success, based on the data we collect from the sales and operations on behalf of our brand partners. In particular, the dashboards and reports we offer on the Synagie Platform include information on various sales metrics, traffic and consumers, store operations, and inventory and fulfillment, which are critical to our brand partners’ businesses. We also provide comprehensive analytics solutions to help our brand partners gain insights and make better business decisions. In addition, our data management solutions help brand partners process and organize data throughout its lifecycle, from data warehousing, mining, governance, integration and quality management to cloud-based big data services.

OUR DATA-CENTRIC PLATFORM

Overview

Technology is in our DNA and vital to our success and continued growth. Our digital solutions use data analytics to drive consumer engagement and order volumes through our Synagie Platform to boost our revenue with minimal increase in operating costs. We use our technology to process data that allows us and our brand partners to better understand consumers and anticipate their ever-changing demands. Our data lake drives the key engines of our and our brand partners’ operations such as marketing and supply chain, creating a significant competitive advantage in increasing consumer engagement and sales. We believe that such data-driven approach is what differentiates us from competitors and why our brand partners choose to work with us.

Our robust technology stack is fully integrated and readily scalable to support our digital solutions operations and those of our brand partners. We created and launched the first version of our Synagie Platform in 2016 to address the challenges that businesses would face for selling in a multi-channel online environment, such as order integration across various e-commerce channels, precise digital marketing, and logistics and fulfillment management. Our Synagie Platform has since evolved into a data-centric platform with a large data lake that we have acquired over the years that is capable of providing real-time data analytics and converting raw data that we capture from all the digital consumer touchpoints that we cover into business insights. Our aim is to harness advanced technology to simplify complex e-commerce process for brands and consumers by providing integrated, end-to-end solutions. Our Synagie Platform is built and constantly upgraded to acquire and process a large volume of data from the touchpoints or channels that we are integrated with and fulfill large order volumes via our digital supply chain network across the countries that we operate in.

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Our Technology Infrastructure

We have and will continue to dedicate a significant amount of time and resources to developing our Synagie Platform, which is our proprietary, cloud-based system built on an open architecture and primarily powered by real-time big data analytics and cloud computing.

Our Synagie Platform is a cloud-based platform built on a modular implementation model, with open API, which eases integration with our brand partners’ back-end systems and new online marketplaces and implementation of new technological modules. This enables us to serve brand partners from different industries, customize solutions for new brand partners effectively, and integrate with new e-commerce channels based on the specific requirements of each industry.

In addition, our Synagie Platform provides a security architecture that includes access management tools, security capabilities, encryption and network security that is certified in accordance with ISO 27001. Our data is secured via an encryption system which prevents anyone who might have physical access to the underlying files from accessing the data. Data backup is similarly encrypted and stored on the cloud.

Big Data Analytics & Visualization

Our real-time big data analytics and visualization engine form the core of our Synagie Platform. Our technology is capable of analyzing raw data and converting them into a readable and actionable format. The visualization of data is presented in the form of interactive charts or downloadable reports and provides instant analytics on, among others, operational costs, consumer behavior, geo-location sales, profit margins and key business indicators such as total order volume, number of consumers, percentage of canceled orders, and percentage of returned orders. Our Synagie Platform is capable of processing vast amounts of disparate data from all e-commerce channels, fulfillment processes and consumer digital touchpoints in real time and convert the data into actionable data for brand partners to make better business decisions or grow their business.

Owing to our first mover advantage, as of April 30, 2024, we had processed over one billion data points from all consumer digital touchpoints across the markets we operate in. Our Synagie Platform can capture and track consumers’ interactions with brands and their products through online marketplaces such as Lazada, social media channels, and self-managed online brand stores utilizing platforms. We are able to analyze “ready-to-use” data collected from these interactions and transform this data into actionable brand insights. These insights are expanded every time a potential consumer enters an e-commerce channel or interacts with a digital touchpoint, allowing us to gather additional data points along the purchasing journey. In addition, our data analytics skills allow brands to make data-backed decisions including with respect to choosing the most optimum marketing tools (e.g., KOL marketing, live streaming or advertisements) for their

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products. Thus, our data-driven solutions can provide brands with insights into their sales, traffic, customer engagement, product inventories and pricing information across e-commerce channels so that our brand partners can make well-informed decisions to achieve their business targets. This creates a virtuous cycle where more big data collected through consumer interactions enables brands to conduct better consumer targeting and achieve higher sales, which then provides us with more consumer data.

THE NEW CONSUMER JOURNEY AND OUR MULTI-TOUCHPOINT CAPABILITIES

Our New Consumer Journey

As consumers in Southeast Asia become increasingly online-savvy, they expect seamless, personalized, relevant, and convenient e-commerce experiences across all touchpoints. If consumers are not satisfied with their experience, they may abandon a brand in favor of another brand that meets their needs. This has become the new digital consumer journey, encompassing the entire process from first noticing a product to purchase and retention. This journey combines all the touchpoints at which a consumer interacts with a brand, which collects data, transactional information, browsing patterns and customer service interactions. The different stages of the digital customer journey include:

- ***Awareness.*** This is the moment when consumers notice a product. Awareness can come from a variety of touchpoints, such as social media and word-of-mouth referrals from friends, influencers and brand advocates, search engine suggestions, advertisements, marketing emails, blogs, text messages, apps, loyalty programs and affiliate marketing.
- ***Consideration.*** This is the stage where consumers show interests in what they see, and they start considering and researching products. They may conduct research online, interact with chatbots or customer service agents, sign up for free trials, and check out reviews and testimonials.

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- **Purchase.** When shopping online, consumers add the product to their shopping cart on the appropriate channel, check to see if they qualify for free shipping, apply a discount for upselling or cross-selling, choose an electronic payment method, check out, and leave a review after their order is delivered.
- **Experience.** This stage includes brand’s digital presentation, encompassing content to image across all channels, the range of products available, the presentation of product information, and the fulfillment of orders, including shipping and delivery, tracking, online support, assisted customer service chat, warranties, and social media interactions.
- **Loyalty.** Loyalty programs, personalized rewards, social media content, and interactions that create an emotional connection with consumers are key to increasing consumer loyalty.

Our Multi-Touchpoint Capabilities

We are present across all major digital touchpoints in the Southeast Asia market, including online marketplaces, social media channels, self-managed online brand stores, and offline distribution channels. We use our technology to help brands collect and analyze data from all major digital touchpoints and create a smooth online experience for consumers.

Online Marketplaces

We believe that establishing and nurturing strong relationships with online marketplaces, where we market and sell our brand partners’ products, are crucial to our long-term success. We maintain long-term and close relationships with major online marketplaces in Southeast Asia, such as Lazada, and the GMV generated from which collectively accounted for approximately 22% of the e-commerce market in Southeast Asia, according to CIC. For example, we have been appointed as Lazada’s regional partner for brand store management in Southeast Asia since 2019. Our digital solutions benefit e-commerce channels by helping them attract new brand retailers. As such, online marketplaces are often motivated to work closely with us to connect our brand partners to their systems.

We enter into annual platform service agreements with online marketplaces to set up and maintain online stores on these channels. Pursuant to these agreements, we typically pay online marketplaces based on a pre-determined percentage of sales revenue for transactions settled that varies by product category, typically ranging from 4% to 10%.

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Social Media Channels

Social media has a significant impact on e-commerce. We believe that, when successfully leveraged, social media can greatly increase reach and visibility, improve consumer engagement and experience, grow sales and provide brands with valuable data and analytics. With our coverage across all consumer digital touchpoints and our deeply insightful data analytics capabilities, we can help brands use social media to its full potential. We work with our brand partners to enhance awareness of their brand images on social media channels.

Furthermore, as live streaming and short videos have gained increasing popularity in recent years, we have expanded our digital solutions to cover these emerging channels. We offer digital marketing solutions that help our brand partners promote their products and increase their sales on live streaming and live selling platforms. With a focus on interactive engagement and real-time connections, our live streaming and live selling platform serves as an immersive shopping platform for showcasing our brand partners’ products and engaging with consumers who may purchase products.

Online Brand Stores

We work with our brand partners in setting up and operating their online brand stores on online marketplaces or their own branded website. We utilize our in-house design team in crafting online brand stores that deliver an impactful online presence for our brand partners. During the Track Record Period, we operated over 1,000 online brand stores on behalf of our brand partners.

Efficient online brand store operations are crucial to our brand partners’ e-commerce business. We have an operations team with relevant industry expertise and brand-specific knowledge, and maintain proprietary technology infrastructure and systems for online store operations. Our operations team closely monitors and is responsible for all activities and the daily upkeep of online stores. The functions of the operations teams and systems broadly fall into three categories: merchandizing, site content management and store event management:

- ***Merchandizing:*** Our operations team has merchandizing staff in charge of maintaining an appropriate level of inventory for online stores by procuring products to be sold on our brand partners’ online stores and forecasting quantities to be purchased based on expected demand. Our operations team also assists our brand partners in launching products, managing product listing, and processing sales orders in online stores. We manage sales orders through our Synagie Platform that integrates with other technology platforms, including third-party warehouse management systems, to ensure smooth online transactions. Our merchandizing staff monitors store sales through periodic sales reports.

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- **Site content management:** In addition to providing design services during the initial store setup, we also periodically update the content in stores we operate in order to maintain the appeal of the online stores. We have a design services team that helps ensure that online stores are artfully presented, and refreshed in keeping up-to-date with our brand partners’ latest advertising campaigns. Our design services team regularly works with our brand partners in producing the most updated digital content, such as product photography and site banners.
- **Store event management:** Our store event management system monitors and identifies events and activities on online marketplaces or other e-commerce channels, and systematically manages application and registration procedures in batch processing, including event consolidation, goods identification and data unification, and visual content organization and upload, to improve efficiency and minimize errors.

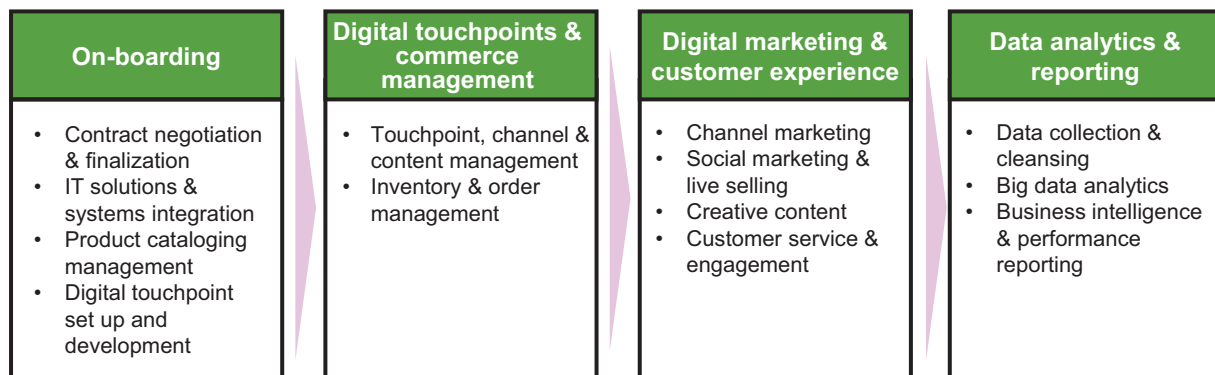
Offline Channels

In addition to online channels, we assist our brand partners to expand their sales network to offline retail chains stores, such as Guardian. We purchase products from our brand partners and sell them to offline retail chain stores, which resell those products to consumers. We record our sales to the offline retail chain stores as revenue on a gross basis. During the Track Record Period, we generated almost all of our revenue through online channels.

OUR BUSINESS PROCESSES

Our D2B Business Process

The diagram below illustrates the typical business process for our D2B digital solutions:



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On-boarding

We have created a methodical brand on-boarding process through our years of expertise in providing digital solutions. We meet with our prospective brand partners and learn about their specific needs to confirm the scope of work we will provide. After confirming the scope of work and determining the modules that will be used, we begin negotiating our contract terms with our brand partners. In particular, the scope of work and the specific type and number of modules involved will be taken into account in determining the fee rates. The contract terms are typically a minimum of one or two years, that is automatically renewed upon expiration unless earlier terminated by either party. Our contract terms will also include our trading terms, such as margins and payment terms. For more details of the salient terms of our typical contract with brand partners, see “— Customers and Suppliers.”

We also provide strategic technology and e-commerce consulting based on the specific needs of our brand partners. For example, we can help them develop customized IT and digital solutions, such as integrating our Synagie Platform with their enterprise resource planning or back-end systems.

For our brand partners who do not have a digital product catalog, we provide cataloging solutions from product photography to product information specifications, including dimensions, weight and product descriptions. We also help design their product content pages, which include graphics, marketing copy and detailed product descriptions to give consumers a deeper understanding of the products our brand partners sell.

We harness our expertise in web design and deep understanding of the online shopping habits of local consumers to help our brand partners set up effective e-commerce sites or official online brand stores on online marketplaces that both promote their brands and cater to the tastes of local consumers.

Digital Touchpoints and Commerce Management

Touchpoint, channel and content management

For brand partners who choose to manage their digital touchpoints such as online brand stores by themselves, they can login to our Synagie Platform and manage their online and offline multi-channel business process and sales with our extensive seller tools and features.

For brand partners who choose to engage us to help them manage the full spectrum of their e-commerce business, we typically provide them with an operations team that closely monitors and is responsible for all activities and day-to-day maintenance of each official brand store. In

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particular, we help such brand partners to develop their product pricing strategy, negotiate with channels and touchpoints for marketing support and joint promotions for product launches. We also help them to set up self-managed online brand stores based on our expertise in web design and deep understanding of consumers’ online shopping habit to achieve optimal branding effect and sales results.

Inventory and order management

Our Synagie Platform synchronizes product inventory levels across all commerce channels in real time. By analyzing the inventory level data, past trends and upcoming events, our Synagie Platform conducts inventory forecast and notifies our brand partners when product inventory levels are low or out of stock. In addition, we can utilize our proprietary order management system to manage and process sales orders from various digital touchpoints for our brand partners. Our order management system can ensure accurate fulfillment of sales orders in a timely manner by allowing our brand partners and us to monitor the status of orders in real time, such as whether the order has been picked, packed or delivered to the consumer. Our brand partners can also manage inventory and orders themselves on our Synagie Platform.

Digital Marketing and Customer Experience

Channel marketing

We provide both marketing campaign planning and media solutions to our brand partners. We design advertising campaigns for our brand partners’ target consumers on online channels most likely to be visited by those consumers, as identified by our brand partners. Our media planning capabilities enable our brand partners to drive targeted sales through online advertising campaigns and increase their return on investment.

We also provide our brand partners with diversified media solutions, including comprehensive marketing solutions on major online marketplaces, search engine optimization and advertising on other popular online channels. For example, we customize the content of the stores we operate on behalf of our brand partners to improve their ranking in search engine results based on our analysis of the information provided and made available by the online marketplaces. In addition, we negotiate with search engines on behalf of our brand partners to ensure that our brand partners’ websites have greater visibility and higher rankings on search engine results pages.

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Social marketing and live selling

We also formulate social marketing strategies and campaigns to stimulate consumer engagement with our brand partners and increase consumers’ desire to purchase our brand partners’ products. We create and manage accounts for our brand partners on various social media platforms. We also create and publish content on our brand partners’ accounts and engage with consumers who post or comment on our brand partners’ accounts, as well as facilitate interactive marketing through livestreams and short-form videos. We then track the activities of consumers who visit such accounts and analyze the social marketing reach.

We monitor industry trends and are on track to expand our digital marketing solutions through live streaming, KOL and key opinion consumer positioning. In addition, we review and respond to comments about our brand partners on social media platforms and product review sites. We identify KOLs on such platforms and work with them to provide responses to consumer comments or questions about our brand partners or their products, which facilitates consumer purchase decisions. We also help our brand partners produce short videos on their products and organize live selling sessions on live streaming and live selling platform, as well as engage different KOLs who are popular in their respective countries to drive consumer engagement.

Creative content

We provide our brand partners with the infrastructure and expertise to produce creative digital content for use on their respective online channels. We provide photography, videography, graphic design and copywriting services to create appealing online content for product promotions, product launches, and marketing campaigns. Our production solutions range from pre-production work, such as casting, art direction, and styling, to post-production editing and retouching.

Customer service and engagement

One of our top priorities is to ensure that we provide satisfactory pre- and post-sales customer service to our brand partners. We believe in the importance of real-time customer assistance. Consumers can contact us through online chat, phone, or email. Pre-sale questions about product details account for most of the questions we receive from consumers, and we believe that an effective pre-sale customer service experience can encourage consumers to purchase. We also provide post-sale customer service to address issues such as returns and exchanges.

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We provide certain branded clients with dedicated pre-sales and post-sales customer service teams that have undergone customer service training, initial and periodic reviews, and targeted coaching. Our customer service team also assists our brand partners in monitoring consumer reviews on online channels for any negative consumer feedback or complaints and attempts to resolve any disputes with the consumer expeditiously.

Data Analytics and Reporting

We collect transaction, order and fulfillment, and consumer data from all touchpoints that we cover, which is securely stored in our data lake and converted into ready-to-use data, and analyzed by the real-time big data analytics engine on our Synagie Platform. Our big data analytics engine is able to convert a large amount of raw data into actionable data, which can provide our brand partners with interactive charts on our Synagie Platform. Leveraging our big data analytics engine and large data lake, we provide interactive charts with (i) geographic analysis, including analysis of top-selling products, number of consumers, frequency of purchase, and total sales by location or country; (ii) shopping cart analysis, including analysis of products purchased by consumers who purchased a particular product; (iii) profitability analysis by online channel or by product SKUs; and (iv) online channel analysis, including analysis of average order value and volume, and new and repeat consumers by online channel. Through these interactive charts, our brand partners can better understand their consumers, control costs, identify sales opportunities, or gain insight into their business.

In addition, we help our brand partners to understand and improve their sales performance by providing them with sales performance reports, scorecards for product, product price/promotion tiering strategies, and product demand analysis.

Our D2C Business Process

The diagram below illustrates the typical business process for our D2C business:



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Product Selection and Launches

Leveraging our experience in the digital solutions industry and our big data analytics engine to gain insights into consumer interests, we carefully select products from brands that are competitive, reputable and reliable for us to sell across various e-commerce channels. We also formulate our pricing strategies for different products and on different channels based on our data-driven analysis, and determine the selling price either by ourselves or jointly with our brand partners.

We work closely with partnered digital touchpoints to plan for product launches in advance and launch the products on all applicable digital touchpoints.

Order Processing

When an order arrives from a digital touchpoint, it appears on our Synagie Platform, showing data such as the type of products and quantities ordered, as well as the delivery details for the order. We then order the same products and quantities from our brand suppliers. The order data is sent digitally to the warehouses through our digital supply chain network where their warehouse management system generates pick slips containing order details and the location of the products ordered. Our third-party warehouse partners then take the pick slips to the correct storage location in the warehouse, and begin picking the products according to the quantities specified on the pick slips.

The picked products are then sent to the packing station, where the products are packed into delivery boxes or parcels that are labeled with the order number and delivery details, including the third-party supply chain partners that will be used to deliver the order.

The sealed delivery boxes or packages are sent to the pickup station where they are sorted by the various third-party supply chain partners used to fulfill our orders. After sorting, this data is sent by the warehouse to our Synagie Platform warehouse system digitally and our platform then notifies the respective third-party supply chain partners that their orders are ready for pickup.

Delivery and Payment

Our third-party supply chain partners pick up the deliveries and send them to their sorting centers, where they are sorted by delivery address. After sorting, the delivery boxes or packages are loaded into the respective delivery vehicles where drivers deliver them to the consumers.

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After the orders have been fulfilled, consumers pay us through the digital touchpoint where they place their orders. Upon receipt of consumers’ payments, we then pay our brand partners for the products we purchase based on a pre-agreed price.

Post-sales Services

Our post-sales services comprise primarily customer service and product return. Our operations team is responsible for answering and handling all kinds of consumers’ questions and requests mainly through online chats. For product return, see “— Returns and Return Policy” for details.

BRAND PARTNERS NETWORK AND DEVELOPMENT

Brand Partners Network

As of the Latest Practicable Date, we had provided digital solutions to over 600 brand partners, covering several selected product categories, including fashion and apparel, premium beauty and wellness, and premium lifestyle and living products. Such brand partners range from established international brands and multinational corporations to small and medium-sized enterprises. Representative brands include Lululemon in the fashion and apparel category, and Shiseido and Estee Lauder in the premium beauty and wellness category.

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. During the Track Record Period and as of the Latest Practicable Date, we were not aware of any notice or claim by any brand partner 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.

Brand Partners Development

We select to collaborate with prospective brand partners that conduct business in profitable or promising industries as well as selling product categories with long-term profitability potential. Our selection criteria includes brands’ projected annual sales, level of solutions fees, projected

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profitability, growth outlook, and proposed duration of cooperation. We also require that our prospective brand partners have products that are of high quality, safe to use, and compliant with local regulations in the countries where they are sold.

We strategically focus on brands in product categories that optimize our revenue mix and improve our profitability. We intend to grow our business by expanding our brand partner portfolio and cross sell our solutions. We periodically conduct reviews on the composition of our brand partners based on category mix, profitability, and growth outlook, among others. In addition, we intend to develop business relationship with new brand partners by continuing to provide solutions that enable brand partners to grow their e-commerce business more rapidly and cost-effectively than they could on their own, using the capabilities we have developed for our existing brand partners and our interactive digital marketing and technology solutions. We attract new brand partners primarily through word-of-mouth marketing from our past achievements or referrals from e-commerce channels and our existing brand partners and digital supply chain partners, which lowers our cost of acquiring new brand partners. In 2021, 2022, 2023 and the four months ended April 30, 2024, our sales and promotional expenses accounted for only 6.5%, 9.2%, 10.7% and 12.5% of our revenue in the same periods, respectively.

DIGITAL SUPPLY CHAIN PARTNERS NETWORK

We operate on a scalable asset-light digital supply chain model by working with our third-party supply chain partners for warehouse operations, logistics and fulfillment. We manage the entire logistics and fulfillment process through our Synagie Platform. In particular, our third-party supply chain partners have integrated their backend systems with online warehousing and order management modules of our Synagie Platform through API to receive real-time data for warehousing and delivery orders.

Our Synagie Platform brings visibility, transparency and traceability to a complex supply chain, allowing our brand partners and us to make informed, data-driven decisions by harnessing technology to improve operational efficiencies and provide timely information amidst supply chain limitations. We believe that a smart supply chain powered by new technologies such as big data will become the new normal, enabling our brand partners to respond more quickly to day-to-day operational needs, proactively identify problems and increase efficiencies, so they can be well-equipped to deal with any future supply chain shocks.

Our third-party supply chain partners consist primarily of reputable warehouse, logistics and last mile delivery service providers which have strong presence across Southeast Asia or in countries that we operate. Our Synagie Platform automates the process of fulfilling multi-channel sales orders by passing the order data and instruction to our third-party supply chain partners,

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which provide e-commerce fulfillment solutions, including warehousing, shipping and delivery. Our brand partners are able to track and manage the entire fulfillment process in real-time via our Synagie Platform.

Our large-scale operations and reputation enable us to obtain favorable contractual terms from third-party supply chain partners. We typically negotiate and enter into service agreements with our supply chain partners for terms of between one to three years. For warehousing services, we pay our third-party supply chain partners a fee based on utilization of the area of warehouse space and the provision of manpower services required for the warehousing operations. For shipping or delivery services, we agree to pay shipping or delivery fees primarily based on the amount and the weight of the goods to be delivered, as well as the destination of the delivery.

Our asset-light smart supply chain model enables us to leverage our data to better forecast demand and order volume across different channels during new product launches or peak periods, such as Singles’ Day 11.11 sale, 12.12 sale and year-end sale without significant investment. The ratio of our fulfillment expenses to revenue had a general decreasing trend during the Track Record Period, which was 7.9%, 5.8%, 3.9% and 4.0% in 2021, 2022, 2023 and the four months ended April 30, 2024.

RESEARCH AND DEVELOPMENT

Rapid innovation is a core driver of our business success. We focus on the development of our technology infrastructure and proprietary Synagie Platform to expand our technological footprint and enhance the digitalization of brand partners’ retail business, thereby reinforcing our market leadership in the digital solutions market. Our R&D strategy takes into account the challenges and pain points that our brand clients might face in their e-commerce operations and we seek to provide solutions that will help solve these pain points. In particular, our internal R&D team is responsible for designing the architecture, key features and functionality of our Synagie Platform taking into consideration factors such as user experience, commercial viability and the lifespan of new modules and version upgrades that we might implement. We outsource the execution of our design, including development, coding, maintenance, debugging, deployment and enhancement of our Synagie Platform, to third-party application providers.

We believe that data is at the core of our business and can help drive smart decisions for us and our brand clients. By leveraging our access to a wide range of data in our digital solutions business, we can address issues that our brand clients face, such as demand forecasting, inventory management and product pricing. We have established an internal data team that is responsible for managing our data mining, analysis and visualization to ensure that the data is presented to users of our Synagie Platform in an easy-to-understand and ready-to-use format.

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We own our Synagie Platform and possess perpetual licenses for modules owned by certain third party application providers. We also work with third party application providers and either use or collaborate with them to develop specific technology that will enhance the capabilities of our Synagie Platform. Some of our R&D efforts are outsourced to third-party cloud computing companies including: (i) the development of real-time big data analytics engine that converts big data into actionable data in the form of embedded interactive charts and downloadable reports; and (ii) the incorporation of additional AI and machine learning tools.

INTELLECTUAL PROPERTY

We use our brand partners’ names, URLs and logos in connection with the operation and promotion of their digital business. Our agreements with our brand partners generally provide us with licenses to use their intellectual property in connection with the operation of their digital business. These licenses are typically coterminous with the respective agreements.

We outsource some of our R&D efforts to third-party service providers, and we are the sole owner of the relevant intellectual property rights to the technology and products developed under the relevant service agreements and data generated by such technology and products. In particular, data generated by such technology and products is stored on cloud servers provided by our third-party cloud service providers. We have adopted comprehensive data privacy and cybersecurity measures to safeguard our data, such as implementing technical measures for data security, establishing a multi-layer data security infrastructure, deploying a virus checking system using a multi-layered approach on desktops, servers and gateways, and requiring our third-party cloud service providers to implement appropriate privacy and security measures. See “— Data Privacy and Cybersecurity” for more details. We also rely on technologies that we license from third parties and certain management information systems. These licenses may not continue to be available to us on commercially reasonable terms in the future or at all. As a result, we may be required to obtain substitute technologies. See “Risk Factors — Risks Relating to the Target Group’s Business — 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 regard our trademarks, software copyrights, service marks, domain names, trade secrets, proprietary technologies and similar intellectual property as critical to our success. To protect our proprietary rights in services and technology, we rely on trademark and trade secret protection laws in the geographies that we operate in. As of April 30, 2024, we owned 32 trademarks which we believe are or may be material to our business.

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We seek to protect our proprietary information, in part, using confidentiality and non-disclosure agreements with our customers and employees. These agreements may not provide meaningful protection. There is a risk of breaches, unauthorized use, or independent development of our trade secrets or confidential information by third parties. We may not always have sufficient remedies for such breaches or unauthorized access to our proprietary information.

DATA PRIVACY AND CYBERSECURITY

Data Sources

We collect, store and use data of our brand partners and consumers. The specific types of data that we collect primarily include the following:

- ***Our D2B Business.*** We generally do not collect or store personal data that can identify individuals, such as legal name, phone number and personal ID. We receive a wide variety of aggregated data on a real-time basis through various touchpoints, including (i) advertisement performance data, such as impressions, video views, and sales volumes; and (ii) browsing behaviors on the respective touchpoints. Our brand partners also voluntarily provide us with aggregated data via APIs through our Synagie Platform, including post-advertisement interaction events such as account registration/activation and placement of order.
- ***Our D2C business.*** We do not collect data directly from consumers. The data we collect under our D2C business model is primarily consumer data provided by various e-commerce channels for order processing and fulfillment purposes, including contact information, delivery addresses and purchase records.

For our D2B business, our brand partners obtain consent directly from consumers pursuant to the terms of their user agreements with consumers and/or public-facing website privacy policies to collect, use and disclose consumer personal data for specified purposes, such as order fulfillment and delivery. For our D2C business, e-commerce channels obtain consent from consumers through their terms of service and/or public-facing website privacy policies when consumers sign up for an account with them, which expressly provides for the right to collect, use, and disclose consumers’ personal data to third parties, like us.

We do not use any personal data for data analysis, instead we use aggregated data with identifying information masked and/or removed such that the remaining information does not identify any particular individual, such as sales volumes, delivery statuses and revenue targets, that we receive from e-commerce channels and brands for data analysis. The data we collect under our D2B business model can be used to analyze consumer preference, predict market trends, adjust

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inventory level, and make timely arrangements of sales of products, which in turn will guide our D2C business strategies and increase revenue under our D2C business model. The data under our D2C business model can also be used to reflect the effectiveness of our digital solutions, thereby helping us to enhance the service and technological capabilities of our digital solutions.

As of the Latest Practicable Date, our operating entities in different regions may share aggregated data in the course of our D2B and D2C businesses to provide data analytics services to our brand clients in our D2B business and to enhance our sales strategy used in our D2C business across the region. We may also, in limited circumstances, share personal data of our employees among our operating entities in different regions, such as for recruitment purposes or corporate exercises, on a need-to-know basis, and in accordance with legally binding corporate rules governing the transfer of personal data among our operating entities, as of the same date. Our cross-border transfer of data was compliant with all applicable laws and regulations in each jurisdiction in which we operate in all material respects, during the Track Record Period and up to the Latest Practicable Date.

During the Track Record Period and up to the Latest Practicable Date, we had not been subject to any material claims by users or any penalties by regulatory authorities regarding unauthorized use of, or leakage of, personal information in each of the jurisdictions in which we primarily operated (the “**Material Jurisdictions**”).

Data Privacy and Cybersecurity

Data privacy protection and cyber security are a priority for us. We have implemented strong cybersecurity technology and practices that safeguard our systems and data and have established a dedicated team to supervise our data protection and data security, ensure compliance with applicable laws and regulations and ensure that we meet the expectations of consumers and our brand partners. Through our privacy policy, consumers and our brand partners can learn how their data is collected, used and shared and give consent or decline for data collection when necessary.

We are committed to ensuring that the legislative and regulatory requirements are embedded in all material activities involving the processing of business and personal data. We have designated two data security officers who are responsible for working with user management, owners, custodians and users to develop and implement prudent security policies, procedures, and controls. Our collection and storage of personal data is strictly limited to what is necessary and permitted by law. We have implemented appropriate technical measures which are designed to safeguard data against unauthorized or unlawful processing, and accidental loss, destruction or damage. Our technical measures for data security primarily include the encryption of data to prevent data leakage, the data access control to prevent unauthorized access, the authentication of user identity to prevent impersonation, the detection of network intrusion to prevent network

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attacks, and the backup of data to prevent data loss. We also provide data privacy and protection training to our employees and conduct privacy risk assessments on a regular basis. In order to safeguard the data collected and stored by our third-party service providers, such as cloud service providers, we enter into service agreements with them that contain data protection clauses and require them to implement appropriate privacy and security measures. In addition, we have privacy and IT security specialists to manage and mitigate our data privacy risks, and have measures and procedures in place to promptly respond to data security incidents, including notifying privacy authorities and/or affected individuals. We will closely monitor the development of the regulatory environment and may enquire relevant government authorities, as and when necessary, regarding the latest development of and requirements under any current or other applicable new regulations. Moreover, we will seek external legal advice from time to time and take necessary measures in a timely manner.

In particular, data backup and maintenance are critical to our business operations. We have implemented a reliable cloud backup mechanism which enables data redundancy across multiple regions. We have also developed a data backup plan and will routinely update such plan. Our backup data has been stored on cloud servers to prevent physical damage. Our IT team is responsible to ensuring all backups are completely successfully and reviewing the back process on all servers on a daily basis. Furthermore, we have a local encryption software which enables automated, real-time data encryption to help protect our data.

In addition, we have adopted a robust disaster recovery mechanism to mitigate disruptions caused by unforeseen events. In particular, we have a disaster recovery action checklist in place to ensure that we can promptly respond to a disaster or other emergency that affects our information systems and minimize the effect on our business operations. In the event of a disaster, we should notify senior management, establish a disaster recovery team, determine the severity of the disaster, implement an appropriate recovery plan, monitor the recovery progress, contact the backup site and establish backup schedules, contact any other necessary personnel and vendors, and notify users of the service interruption.

Our multi-layer security infrastructure provides comprehensive data security infrastructure for continuous monitoring and system protection throughout all platforms. Data security is upheld by three layers of protection: (i) use of security software to ensure infrastructural security, (ii) constant auditing and monitoring of data to ensure day-to-day operation security, and (iii) engagement with ISO auditor to conduct penetration testing and identify our web application vulnerabilities. In addition, we deployed a virus checking system using a multi-layered approach on desktops, servers and gateways to ensure all electronic files are appropriately scanned for viruses. We have also built redundancy into every layer of our security infrastructure to minimize

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the risk of unplanned downtime. In August 2023, we received our ISO 27001 certification, which is a recognized and widely applied management system standard centered on information asset security and business risk management within the field of information security.

We are subject to the Personal Data Protection Act 2012 of Singapore (“**PDPA**”), which governs the collection, use, disclosure and processing of personal data. It recognizes both the rights of individuals to protect their personal data, including rights of access and correction, and the needs of organizations to collect, use or disclose personal data for legitimate and reasonable purposes. PDPA requires us to adjust our data protection and data security practices and information security measures and implement the necessary policies and practices to meet such obligations under the PDPA.

While it is generally the laws of the jurisdiction in which a business is located that apply, data protection regulators of other countries may seek jurisdiction over our activities in locations in which we process data or serve merchants or consumers but do not have an operating entity. Where the local data protection and privacy laws of a jurisdiction apply, we may be required to register our operations in that jurisdiction or make changes to our business so that consumer data is only collected and processed in accordance with applicable local law. Certain foreign jurisdictions may claim that we are required to comply with their privacy and data protection laws because our services are accessible worldwide, including in jurisdictions where we have no local entity, employees or infrastructure. In such cases, we may require additional legal review and resources to ensure compliance with any applicable privacy or data protection laws and regulations. In addition, there may be new legislations in the future which may affect our business and require additional legal review to be conducted at that stage. For more details, see “Risk Factors — Risks Relating to the Target Group’s Business — 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.”

As of the Latest Practicable Date, as advised by our legal advisors as to the laws and regulations of Singapore, Malaysia, the Philippines, Indonesia and Vietnam (the “**Southeast Asia Legal Advisors**”), based on the information, material agreements and intra-group policies entered into and implemented by us in relation to personal data protection that they have reviewed, we were compliant in all material respects with our obligations under applicable laws and regulations in the Material Jurisdictions relating to personal data protection.

During the Track Record Period and up to the Latest Practicable Date, we had not been subject to any investigations on data protection by the PDPC and/or any other regulatory authority in each of the Material Jurisdictions.

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CUSTOMERS AND SUPPLIERS

Our brand partners and/or their authorized distributors are deemed as our suppliers under our D2C business model and our customers under our D2B model. See “— Overview — Our Business Models.”

Customers

Our customer base comprises mainly: (i) our brand clients to whom we provide digital solutions under our D2B business model, and (ii) consumers who purchase brands’ products from us under our D2C business model. The revenue generated from our five largest customers in each of 2021, 2022, 2023, and the four months ended April 30, 2024 was S\$7.6 million, S\$10.7 million, S\$14.7 million and S\$4.8 million, respectively, representing approximately 8.8%, 9.4%, 11.7% and 13.1% of our revenue in each of the same periods, respectively. The revenue generated from our largest customer in each of 2021, 2022, 2023, and the four months ended April 30, 2024 was S\$2.1 million, S\$3.3 million, S\$6.0 million and S\$2.0 million, respectively, representing approximately 2.4%, 2.9%, 4.8% and 5.6% of our total revenue in each of the same periods, respectively.

To the best knowledge of our Directors, each of our five largest customers for each period during the Track Record Period is an Independent Third Party. In addition, to the best knowledge of our Directors, there was no other past or present relationships (including financing, trust or otherwise) between us and each of our five largest customers, their respective substantial shareholders, directors or senior management, or any of their respective associates during the Track Record Period. None of our Directors, their close associates, or any Shareholder, which to the best knowledge of our Directors owns more than 5.0% of the total number of issued Shares, had any interest in any of our five largest customers for each period during the Track Record Period.

Below is a summary of the key terms of a typical agreement with our brand clients under our D2B business model:

Products. We provide digital commercial solutions to the brand client according to the scope of work as mutually agreed by both parties.

Term. Typically one to two years, or until both parties fulfill their obligations under the agreement.

Price. We typically charge fixed fees and/or commission-based service fees primarily based on sales revenue or other variable factors such as number of orders fulfilled.

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Credit Term. We generally settle with our brand clients by bank transfer and grant to them credit terms within 30 to 60 days.

Confidentiality. We and the brand client agree to keep confidential any information in relation to the performance of the agreement, including but not limited to confidential and proprietary information received from the other party.

Renewal and Termination. In general, both parties can terminate the agreement if the other party fails to cure a material breach within a notice period typically of 30 days, or the other party becomes insolvent, bankruptcy or makes any assignment for the benefit of creditors. Both parties can also terminate the agreements without cause upon three months’ prior written notice. The agreements can either be renewed at the option of the brand client, or automatically extended unless terminated by either party upon three months’ prior written notice prior to the expiration date of the initial term of the agreement.

Due to the nature of our business, we do not grant any credit terms to consumers for sales through our channels under our D2C business model. Upon delivery fulfillment, we receive payments within the processing time stipulated by the sales channels, which is typically within 14 days from the date of invoice.

The following table sets forth details of our five largest customers for each period during the Track Record Period.

Year ended December 31, 2021

Customer	Commencement of relationship	Customer background and principal business	Nature of revenue	Revenue amount (S\$'000)	Percentage of total revenue (%)
Customer A . . .	2021	A joint venture between a Paris-based luxury group and a London-based wines and spirits company, established in 1979	Brand client under D2B	2,088	2.4
Customer B . . .	2021	A Clichy-based multinational personal care company with total assets of US\$57.3 billion as of December 31, 2023, founded in 1909, listed on the Euronext Paris	Brand client under D2B	1,977	2.3

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Customer	Commencement of relationship	Customer background and principal business	Nature of revenue	Revenue amount	Percentage of total revenue
				(\$'000)	(%)
Estee Lauder . . .	2017	A New York-based manufacturers and marketers of quality skin care, makeup, fragrance and hair care products with total assets of US\$23.2 billion as of December 31, 2023, founded in 1946, listed on the New York Stock Exchange	Brand client under D2B	1,600	1.9
Customer C . . .	2020	A Oregon-based multinational sportswear company with total assets of US\$37.5 billion as of May 31, 2023, founded in 1964, listed on the New York Stock Exchange	Brand client under D2B	972	1.1
Customer D . . .	2017	A Texas-based multinational consumer goods and personal care corporation with total assets of US\$17.3 billion as of December 31, 2023, founded in 1872, listed on the New York Stock Exchange	Brand client under D2B	935	1.1
Total				7,572	8.8

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Year ended December 31, 2022

Customer	Commencement of relationship	Customer background and principal business	Nature of revenue	Revenue amount	Percentage of total revenue
				<i>(\$'000)</i>	<i>(%)</i>
Estee Lauder . . .	2017	A New York-based manufacturers and marketers of quality skin care, makeup, fragrance and hair care products with total assets of US\$23.2 billion as of December 31, 2023, founded in 1946, listed on the New York Stock Exchange	Brand client under D2B	3,306	2.9
Customer C . . .	2020	A Oregon-based multinational sportswear company with total assets of US\$37.5 billion as of May 31, 2023, founded in 1964, listed on the New York Stock Exchange	Brand client under D2B	3,086	2.7
Customer B . . .	2021	A Clichy-based multinational personal care company with total assets of US\$57.3 billion as of December 31, 2023, founded in 1909, listed on the Euronext Paris	Brand client under D2B	2,120	1.9
Customer E . . .	2020	A New York-based multinational beauty company with total assets of US\$13.0 billion as of December 31, 2023, founded in 1904, listed on the New York Stock Exchange	Brand client under D2B	1,497	1.3
Customer F . . .	2019	A Ho Chi Minh City-based beauty and health company established in 1997	Brand client under D2B	642	0.6
Total				10,651	9.4

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Year ended December 31, 2023

Customer	Commencement of relationship	Customer background and principal business	Nature of revenue	Revenue amount (US\$'000)	Percentage of total revenue (%)
Customer C . . .	2020	A Oregon-based multinational sportswear company with total assets of US\$37.5 billion as of May 31, 2023, founded in 1964, listed on the New York Stock Exchange	Brand client under D2B	6,018	4.8
Estee Lauder . . .	2017	A New York-based manufacturers and marketers of quality skin care, makeup, fragrance and hair care products with total assets of US\$23.2 billion as of December 31, 2023, founded in 1946, listed on the New York Stock Exchange	Brand client under D2B	3,909	3.1
Customer F . . .	2019	A Ho Chi Minh City-based beauty and health company, established in 1997	Brand client under D2B	2,169	1.7
Customer E . . .	2020	A New York-based multinational beauty company with total assets of US\$13.0 billion as of December 31, 2023, founded in 1904, listed on the New York Stock Exchange	Brand client under D2B	1,463	1.2
Customer B . . .	2021	A Clichy-based multinational personal care company with total assets of US\$57.3 billion as of December 31, 2023, founded in 1909, listed on the Euronext Paris	Brand client under D2B	1,189	0.9
Total				14,748	11.7

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Four months ended April 30, 2024

Customer	Commencement of relationship	Customer background and principal business	Nature of revenue	Revenue amount (S\$'000)	Percentage of total revenue (%)
Customer C . . .	2020	A Oregon-based multinational sportswear company with total assets of US\$37.5 billion as of May 31, 2023, founded in 1964, listed on the New York Stock Exchange	Brand client under D2B	2,038	5.6
Estee Lauder . . .	2017	A New York-based manufacturers and marketers of quality skin care, makeup, fragrance and hair care products with total assets of US\$23.2 billion as of December 31, 2023, founded in 1946, listed on the New York Stock Exchange	Brand client under D2B	961	2.6
Customer F . . .	2019	A Ho Chi Minh City-based beauty and health company established in 1997	Brand client under D2B	746	2.0
Customer E . . .	2020	A New York-based multinational beauty company with total assets of US\$13.0 billion as of December 31, 2023, founded in 1904, listed on the New York Stock Exchange	Brand client under D2B	715	2.0
Customer B . . .	2021	A Clichy-based multinational personal care company with total assets of US\$57.3 billion as of December 31, 2023, founded in 1909, listed on the Euronext Paris	Brand client under D2B	320	0.9
Total				4,780	13.1

Suppliers

Our suppliers comprise primarily e-commerce channels, our brand suppliers under our D2C business model, and our supply chain partners. Purchases from our five largest suppliers in each of 2021, 2022, 2023 and the four months ended April 30, 2024 amounted to S\$38.2 million, S\$58.5

BUSINESS OF THE TARGET GROUP

million, S\$70.6 million and S\$20.8 million, respectively, representing approximately 46.8%, 55.9%, 58.8% and 59.3% of our total purchases in each of the same periods, respectively. Purchases from our largest supplier in each of 2021, 2022, 2023, and the four months ended April 30, 2024 was S\$20.0 million, S\$37.7 million, S\$51.9 million and S\$15.5 million, respectively, representing approximately 24.5%, 35.9%, 43.2% and 44.1% of our total purchases in each of the same periods, respectively.

To the best knowledge of our Directors, except for Lazada, which is a subsidiary of Alibaba, our controlling shareholder, each of our five largest suppliers for each period during the Track Record Period is an Independent Third Party. In addition, to the best knowledge of our Directors, there was no other past or present relationships (including financing, trust or otherwise) between us and each of our five largest suppliers, their respective substantial shareholders, directors or senior management, or any of their respective associates during the Track Record Period. None of our Directors, their close associates, or any Shareholder, which to the best knowledge of our Directors owns more than 5.0% of the total number of issued Shares, had any interest in any of our five largest suppliers for each period during the Track Record Period.

Below is a summary of the key terms of a typical agreement with our brand suppliers:

Products. The brand supplier provides us their products under an on-demand inventory model, where we generally purchase minimal inventory upfront as compared to outright purchase models, thus keeping inventory at necessary levels. Under this model, we shall use our best effort to secure, maintain and promote the sale of the brand supplier’s products and to ensure all orders of the products sold are processed and delivered.

Term. Typically one to two years, or until both parties fulfill their obligations under the agreement.

Payment. We are obligated to pay the brand suppliers for the products we sell on an order-by-order basis, while a late payment interest of typically 1% per month calculated on a daily basis from the due date until the date of full payment will be incurred if we fail to pay within such period.

Credit Term. Our brand suppliers generally settle with us by bank transfer and grant to us credit terms of 30 to 60 days upon receipt of invoice from brand suppliers.

Return Policy. We offer to consumers back-to-back return policies typically based on the return policies of our brand suppliers that are available to us, which is usually within 14 days of purchases.

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Intellectual Property. The brand supplier typically grants us the non-exclusive right to use its trademarks in the promotion, advertisement and sale of the products.

Confidentiality. We and the brand supplier agree to keep confidential any information in relation to the performance of the agreement, including but not limited to confidential and proprietary information received from the other party.

Renewal and Termination. In general, both parties can terminate the agreement if the other party fails to cure a material breach within a notice period typically of 30 days, or the other party becomes insolvent, bankruptcy or makes any assignment for the benefit of creditors. Both parties can also terminate the agreements without cause upon three months’ prior written notice. The agreements will be automatically extended unless terminated by either party upon three months’ prior written notice prior to the expiration date of the initial term of the agreement.

Below is a summary of the key terms of a typical agreement with our supply chain partners:

Services. The supply chain partner provides us with warehousing, logistics and/or fulfillment services.

Term. Typically one to three years.

Payment. We are obligated to pay our supply chain partners on a monthly basis, while a late payment interest of typically ranging from 10% to 20% per annum from the due date until the date of full payment will be incurred if we fail to pay within such period.

Credit Term. Our supply chain partners generally settle with us by bank transfer and grant to us credit terms of 30 to 90 days upon receipt of invoice from supply chain partners.

Termination. In general, both parties can terminate the agreement upon three months’ prior written notice if the other party fails to cure a material breach within a notice period typically of 30 days, or the other party becomes insolvent, bankruptcy or makes any assignment for the benefit of creditors. The agreements can be extended for a certain period by mutual agreement in writing.

The following table sets forth details of our five largest suppliers for each period during the Track Record Period.

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Year ended December 31, 2021

Supplier	Commencement of relationship	Supplier background and principal business	Nature of purchase	Purchase amount (S\$'000)	Percentage of total purchases (%)
Supplier A	2020	A Oregon-based multinational sportswear company with total assets of US\$37.5 billion as of May 31, 2023, founded in 1964, listed on the New York Stock Exchange	Brand supplier under D2C	19,983	24.5
Supplier B	2021	A Clichy-based multinational personal care company with total assets of US\$57.3 billion as of December 31, 2023, founded in 1909, listed on the Euronext Paris	Brand supplier under D2C	7,852	9.6
Lazada	2016	A Singapore-based leading e-commerce platform, founded in 2012	E-commerce channel under D2B and D2C	4,065	5.0
Supplier C	2019	A Singapore-based e-commerce logistics services provider, founded in 2001	Supply chain supplier under D2C	3,403	4.2
Supplier D	2019	A Ho Chi Minh City-based beauty and health company, established in 1997	Brand supplier under D2C	2,851	3.5
Total				38,154	46.8

BUSINESS OF THE TARGET GROUP

Year ended December 31, 2022

Supplier	Commencement of relationship	Supplier background and principal business	Nature of purchase	Purchase amount (S\$'000)	Percentage of total purchases (%)
Supplier A	2020	A Oregon-based multinational sportswear company with total assets of US\$37.5 billion as of May 31, 2023, founded in 1964, listed on the New York Stock Exchange	Brand supplier under D2C	37,668	35.9
Supplier B	2021	A Clichy-based multinational personal care company with total assets of US\$57.3 billion as of December 31, 2023, founded in 1909, listed on the Euronext Paris	Brand supplier under D2C	8,675	8.3
Lazada	2016	A Singapore-based leading e-commerce platform, founded in 2012	E-commerce channel under D2B and D2C	6,033	5.8
Supplier D	2019	A Ho Chi Minh City-based beauty and health company, established in 1997	Brand supplier under D2C	3,314	3.2
Supplier E	2021	A Frankfurt-based sleep brand, founded in 2015	Brand supplier under D2C	2,819	2.7
Total				58,509	55.9

BUSINESS OF THE TARGET GROUP

Year ended December 31, 2023

Supplier	Commencement of relationship	Supplier background and principal business	Nature of purchase	Purchase amount (S\$'000)	Percentage of total purchases (%)
Supplier A	2020	A Oregon-based multinational sportswear company with total assets of US\$37.5 billion as of May 31, 2023, founded in 1964, listed on the New York Stock Exchange	Brand supplier under D2C	51,858	43.2
Supplier D	2019	A Ho Chi Minh City-based beauty and health company, established in 1997	Brand supplier under D2C	6,033	5.0
Lazada	2016	A Singapore-based leading e-commerce platform, founded in 2012	E-commerce channel under D2B and D2C	5,055	4.2
Supplier F	2022	A Singapore-based perfumes, skincare and cosmetics retail company founded in 1997	Brand supplier under D2C	4,169	3.5
Supplier G	2021	A Frankfurt-based sleep brand, founded in 2015	Brand supplier under D2C	3,506	2.9
Total				70,621	58.8

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Four months ended April 30, 2024

Supplier	Commencement of relationship	Supplier background and principal business	Nature of purchase	Purchase amount (S\$'000)	Percentage of total purchases (%)
Supplier A	2020	A Oregon-based multinational sportswear company with total assets of US\$37.5 billion as of May 31, 2023, founded in 1964, listed on the New York Stock Exchange	Brand supplier under D2C	15,452	44.1
Supplier D	2019	A Ho Chi Minh City-based beauty and health company, established in 1997	Brand supplier under D2C	1,778	5.1
Lazada	2016	A Singapore-based leading e-commerce platform, founded in 2012	Brand supplier under D2C	1,482	4.2
Supplier F	2022	A Singapore-based perfumes, skincare and cosmetics retail company founded in 1997	Brand supplier under D2C	1,367	3.9
Supplier B	2021	A Clichy-based multinational personal care company with total assets of US\$57.3 billion as of December 31, 2023, founded in 1909, listed on the Euronext Paris	Brand supplier under D2C	704	2.0
Total				20,783	59.3

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Our Relationship with Lazada

Lazada is a subsidiary of Alibaba, our controlling shareholder. Lazada was one of our five largest suppliers in each period of the Track Record Period. Under our D2C business, Lazada provides us with (i) e-commerce store services and customer services, for which we pay Lazada channel costs based on a pre-fixed percentage of gross sales of brands’ products; and (ii) logistics coordination for the delivery and returns of products on its platform, as well as the lease of warehouse space, and fulfillment and inventory management services at warehouse facilities operated by Lazada, for which we pay fulfillment fees to Lazada. In addition, we purchase channel traffic from Lazada to present our marketing campaigns produced for brands, and pay Lazada traffic costs. We have been appointed as Lazada’s regional partner for brand store management services since 2019. During the Track Record Period, our revenue generated through Lazada accounted for the largest portion of our revenue under D2C business model, which was 69.5%, 80.4%, 83.3%, 82.4% and 83.0% in 2021, 2022, 2023 and the four months ended April 30, 2023 and 2024, respectively.

Synergies within Alibaba Group

Lazada is a subsidiary of Alibaba, which is our controlling shareholder. Lazada was one of our five largest suppliers in each period of the Track Record Period. We have received and expect to continue to receive favorable support from our controlling shareholder. We believe our cooperations generate synergies which support a long-term and stable relationship with Lazada.

Mutually Beneficial Relationship with Lazada

We believe that we have a mutually beneficial relationship with Lazada. In 2023, we were the only digital commerce solutions provider in Southeast Asia with a 3-star Lazada Partner certification across all our Southeast Asia markets due to our consistent operational and commercial performance. We were recognized as Lazada Regional Partner of the Year in 2021 and 2022, and Excellent Regional Partner of Lazada in 2023.

Long-term and Automatic Renewable Framework Agreements with Lazada

Lazada and we [have entered] into a Lazada e-commerce services framework agreement (the “**Lazada E-commerce Services Framework Agreement**”), a Lazada Marketing Services Framework Agreement (the “**Lazada Marketing Services Framework Agreement**”), and a Lazada Logistics and Warehouse Services Framework Agreement (the “**Lazada Logistics and Warehouse Services Framework Agreement**”) (collectively, the “**Lazada Framework Agreements**”) which will be effective upon completion of the De-SPAC Transaction. The Lazada Framework

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Agreements have an initial term from the Closing Date to December 31, 2026, and thereafter will be automatically renewed for successive terms of three years, unless either party terminates such agreements by giving one month’s written notice.

As a result of the foregoing, we expect that our cooperation with Lazada will continue in the future.

Overlapping of Customers and Suppliers

During the Track Record Period, some of our brand clients under our D2B business model were also our suppliers of branded products sold under our D2C business model. Our brand clients under our D2B business model engage us to sell their products directly to consumers under our D2C business model as we can sell their products in a wider range of commerce channels or in countries where they lack significant presence or expertise, thereby enabling their products to reach a more diverse and broader scope of consumers. Our brand partners rely on us to sell their products as we have the local licenses or permits required for local e-commerce business operations, which our brand partners might not have in certain regions. Our sales of brands’ products under our D2C business model is complementary to our brand clients’ sales of their products, helping our brand partners to increase sales volume, reduce inventory level, and improve cash position. During the Track Record Period, sales and purchases with our overlapping customers and suppliers were not related to the same type of products, as sales to our overlapping customers and suppliers were related to our digital solutions while purchases with them were related to brands’ products. The table below sets forth details of overlapped customers and suppliers for the years indicated, which were among our five largest customers or suppliers:

Customer/Supplier	Nature of revenue and type of products involved	Nature of purchase and type of products involved	Year ended December 31,						Four months ended April 30,	
			2021		2022		2023		2024	
			Revenue	Purchase	Revenue	Purchase	Revenue	Purchase	Revenue	Purchase
			amount	amount	amount	amount	amount	amount	amount	amount
(SGD in thousands)										
Customer B (Also one of five largest suppliers in 2021 and 2022, same as Supplier B).	Brand client under D2B; Digital solutions	Brand supplier under D2C; Beauty products	1,977	7,852	2,120	8,675	1,189	2,863	320	704
Customer C (Also one of five largest suppliers in 2021, 2022 and 2023, same as Supplier A). . .	Brand client under D2B; Digital solutions	Brand supplier under D2C; Sportswear	972	19,983	3,086	37,668	6,018	51,858	2,038	15,452

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Customer/Supplier	Nature of revenue and type of products involved	Nature of purchase and type of products involved	Year ended December 31,						Four months ended April 30,	
			2021		2022		2023		2024	
			Revenue amount	Purchase amount	Revenue amount	Purchase amount	Revenue amount	Purchase amount	Revenue amount	Purchase amount
			(SGD in thousands)							
Customer F (Also one of five largest suppliers in 2021, 2022 and 2023, same as Supplier D).	Brand client under D2B; Digital solutions	Brand supplier under D2C; Beauty and health products	278	2,851	642	3,314	2,169	6,033	746	1,778
Customer A.	Brand client under D2B; Digital solutions	Brand supplier under D2C; Wine and spirits	2,088	362	129	174	—	—	—	—
Estee Lauder	Brand client under D2B; Digital solutions	Brand supplier under D2C; Beauty products	1,600	179	3,306	189	3,909	63	961	—
Customer D	Brand client under D2B; Digital solutions	Brand supplier under D2C; Consumer goods and personal care products	935	2,118	510	873	—	—	—	—
Supplier E	Brand client under D2B; Digital solutions	Brand supplier under D2C; Sleep products	—	—	686	2,819	541	3,506	161	504
Supplier F	Brand client under D2B; Digital solutions	Brand supplier under D2C; Beauty products	—	—	137	2,504	636	4,169	262	1,367

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The number of overlapping customers and suppliers was approximately 16, 19, 23 and 22 in each of 2021, 2022, 2023 and the four months ended April 30, 2024, respectively. The revenue from these overlapping customers and suppliers in each of 2021, 2022, 2023 and the four months ended April 30, 2024 was S\$10.7 million, S\$10.2 million, S\$14.5 million and S\$4.6 million, respectively, contributing to approximately 12.5%, 9.1%, 11.5% and 12.6% of our total revenue in each of the same periods, respectively. In each of 2021, 2022, 2023 and the four months ended April 30, 2024, our gross profit generated from these overlapping customers and suppliers was S\$7.3 million, S\$6.3 million, S\$9.8 million and S\$3.2 million, respectively, and our gross profit margin generated from these overlapping customers and suppliers was 68.2%, 61.8%, 67.6% and 69.6%, respectively. During the Track Record Period, our gross profit margins generated from our overlapping customers and suppliers were commensurate with those generated from our other customers. Our purchases from these overlapping customers and suppliers in each of 2021, 2022, 2023 and the four months ended April 30, 2024 was S\$47.2 million, S\$63.2 million, S\$77.5 million and S\$22.5 million, respectively, contributing to approximately 57.8%, 60.3%, 64.5% and 64.2% of our total purchase in each of the same periods, respectively.

In 2021, 2022, 2023 and the four months ended April 30, 2024, revenue from the provision of D2B service to the five largest suppliers in each period contributed approximately 3.8%, 5.9%, 8.3% and 9.2% of our total revenue, respectively, and purchases from the five largest customers in each period contributed approximately 40.9%, 48.5%, 50.6% and 51.2% of our total purchase, respectively.

Our Directors have confirmed that all of our revenue and purchases from the overlapping customers and suppliers were conducted in the ordinary course of business under normal commercial terms. The terms of our agreements with these overlapping customers and suppliers are substantially the same as those with our other customers and suppliers. As of the Latest Practicable Date, to the best knowledge of our Directors, all of these customers and suppliers were Independent Third Parties.

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PRICING

We have different pricing models for our D2B and D2C business models.

For our D2B business model, we typically charge fixed service fees based on different combination of our solutions that our brand clients use and/or fee-per-sale where we are paid with an as-agreed percentage of our brand clients’ sales revenue empowered by our digital solutions only when our solutions successfully generate sales for our brand clients.

For our D2C business model, we set the retail price of brands’ products either solely or jointly with our brand suppliers, taking into account a variety of factors, including costs of the products, our intended margin, among others. We record revenue directly from the sales of brands’ products, and then pay the purchase amounts of such products to our brand suppliers.

SEASONALITY

Our results of operations are subject to seasonal fluctuations. For example, our revenue is relatively higher during festive seasons, such as the Christmas holidays, which occurs in the fourth quarter of the year. Additionally, we observe a notable surge in our revenue when online marketplaces (such as Lazada) launch online campaigns, such as Singles’ Day 11.11 sale, 12.12 sale and year-end sale, when consumers tend to shop more online. See “Risk Factors — Risks Relating to the Target Group’s Business — Our results of operations are subject to fluctuations due to the seasonality of our business.”

RETURNS AND RETURN POLICY

Under our general terms and conditions of sales and in accordance with relevant laws and regulations and industry practice, we typically provide return policies for the sales of brands’ products under our D2C business model. Our return policies are offered to consumers on a back-to-back basis, based on the return policies of our brand suppliers that are available to us. We generally allow consumers to cancel an online order before the order is shipped or to return products within 14 days of purchase.

Under our D2B business model, we manage all order returns for our brand partners. Consumers first return products to the touchpoint from which they purchase products, which returns the product to a designated warehouse in our digital supply chain network. The warehouse team checks the quality of the product to assess whether it is still in a re-saleable format, and then decides whether to re-inbound the product for future sales or write it off.

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Our expenses for returned products that are not in a saleable condition is generally borne by our brand suppliers on a back-to-back basis. In 2021, 2022, 2023 and the four months ended April 30, 2024, the percentage of returned orders is 1.0%, 1.4%, 1.7% and 1.8% of our total orders, respectively.

During the Track Record Period and up to the Latest Practicable Date, we did not experience any material product return or replacement claim, nor did we receive any material warranty claim. During the Track Record Period and up to the Latest Practicable Date, we did not have any product recalls. During the Track Record Period and up to the Latest Practicable Date, we did not receive complaints from consumers that materially and adversely affected our results of operations.

INSURANCE

We maintain insurance policies to safeguard against risks and unexpected events, including public liability insurance, all risks, fire and extraneous perils and business interruption insurance, cyber insurance and work-related injury compensation insurance. In addition, we provide supplementary commercial insurances such as accidental injury insurance to a majority of our employees. We obtain such insurance from reputable insurance carriers in accordance with commercially reasonable standards. Consistent with general market practice, we do not maintain any key man life insurance.

We periodically review our insurance coverage to ensure that it remains sufficient. Our Directors believe that the coverage from the insurance policies we maintain is adequate for our present operations and is in line with the industry norm. During the Track Record Period and up to the Latest Practicable Date, we did not file any material insurance claims, nor did we encounter any material difficulties in renewing our insurance policies. For a detailed discussion of risks relating to our insurance coverage, see “Risk Factors — Risks Relating to the Target Group’s Business — We may not have sufficient insurance coverage to fully cover our business risks, which could expose us to significant costs and business disruption.”

COMPETITION

We operate in a competitive digital solutions industry in relation to e-commerce and are subject to competition from existing players as well as new entrants to the industry.

We differentiate ourselves from our competitors by offering our data-driven digital solutions along the e-commerce value chain, from technology, online store operations, content and channel management, digital marketing, customer service, warehousing to fulfillment. In contrast, our competitors typically fall into one of the following three categories: (i) provide a narrow scope of e-commerce services and address limited aspects of brands’ e-commerce strategies; (ii) provide a narrow scope of e-commerce services on multiple e-commerce channels but lack the ability to

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provide services for multiple product categories; or (iii) provide basic end-to-end e-commerce services (including basic online store operations, customer services, IT services, marketing services and warehousing and fulfillment services) but lack the ability to help brands develop and execute e-commerce strategies across omni-channels or provide multi-category services. In the event that e-commerce channels choose to provide solutions similar to ours and brands opt to develop in-house digital solutions capabilities and teams, we believe that we are able to compete favorably with them, as we have (i) access to various major digital touchpoints; (ii) diversified types of large amounts of data from various e-commerce channels brands; (iii) strong geographical footprints in the six main economies in the region; (iv) an established digital supply chain network across the region; and (v) requisite experiences and expertise accumulated from years’ of operations in the fragmented markets in the region, all of which enable us to distinguish ourselves from our competitors. Brands that seek collaboration with our competitors may end up having to work with multiple service providers with different technology infrastructure, information system and operational requirements, while their e-commerce related needs can be served by our digital solutions in a smooth and efficient manner.

PATH TO PROFITABILITY

Historical Loss

We were founded at the end of 2014 and started providing digital solutions to brands and businesses from 2016. Since our incorporation we have incurred significant cost and expenses to acquire brand partners, develop business relationships with e-commerce channels, and grow our business across different countries in Southeast Asia. Historically we started from operating in Singapore and gradually expanded our presence to the six major markets in Southeast Asia from 2017 to 2020. Due to our continuous business expansion, we incurred significant operating expenses, primarily selling and distribution expenses and general and administrative expenses, which resulted in our prolonged loss-making position. Such large amounts of operating expenses were primarily because:

- The e-commerce market in Southeast Asia is fragmented. This requires substantial efforts and operating expenses for us to expand our business, including establishing local presence in each region, accumulating local experiences and expertise of each particular region, conducting standalone sales and promotional activities in each region, training local teams, and developing relationships with local e-commerce channels and third-party supply chain partners;
- As different ethnic groups in different regions across Southeast Asia have different consumer preferences, languages, and cultures, we need extra digital marketing efforts to produce localized marketing campaign, including translation into local languages,

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repositioning consumers’ profile and redesigning the visual presentation to cater to local consumers’ specific needs. This also incurred substantial sales and promotional expenses; and

- The legal and regulatory regime in Southeast Asia is complex and localized. We need to comply with different regimes of legal and regulatory requirements for our local operations in each region, which increased our operating expenses.

We expect a significant increase in our net loss in 2024 primarily due to (i) the expected increases in our selling and distribution expenses in implementing our strategy to further expand our business, (ii) the De-SPAC Transaction expenses and (iii) our one-off share-based payment expenses associated with the share awards and options granted prior to the Listing.

Path to Profitability

We expect to improve our financial performance and achieve profitability in the near future through continuous revenue growth and improved cost efficiency. Specifically, we plan to (i) further increase our revenue, (ii) monitor and improve our key operating metrics, (iii) further retain and attract brand partners, (iv) further expand our digital solutions business, (v) improve our gross profit margin, (vi) further improve our operating efficiency, and (vii) improve our liquidity position.

Further Increase Our Revenue

- ***Overall growth of underlying e-commerce market and digital solutions market will boost our growth.*** The e-commerce market and the digital solutions market in Southeast Asia has experienced rapid growth in recent years and is expected to continue growing. According to CIC, the size of the e-commerce market in Southeast Asia increased at a CAGR of 43.3% from US\$23.0 billion in 2018 to US\$139.0 billion in 2023, and is expected to further increase at a CAGR of 15.4% from US\$160.9 billion in 2024 to US\$285.0 billion in 2028; and the size of the digital solutions market in Southeast Asia increased at a CAGR of 50.6% from US\$0.1 billion in 2018 to US\$0.7 billion in 2023, and is expected to further increase at a CAGR of 21.4% from US\$0.8 billion in 2024 to US\$1.7 billion in 2028. We believe that we are well positioned to capture the immense market opportunities, and our brand recognition and extensive industry experience will be our key competitive advantages in driving the overall growth of our business.
- ***Benefit from the consumer premiumization trend in Southeast Asia.*** As a multi-regional digital solutions provider in Southeast Asia, we believe that we will be very well-positioned to enable our brand partners to capitalize on the consumer premiumization trends happening in this region. The burgeoning mass-affluent class across the Southeast Asia markets where

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we are already present affords us the opportunity to establish strategic alliances with new premium brands to facilitate their seamless entry and growth into these markets, as well as engage existing premium brands for additional and more comprehensive solutions of our service offerings. In addition, the consumer premiumization trends in Southeast Asia will enable us to sell more premium products which have higher margin, improving our profitability. We plan to invest in additional sales and distribution resources in growing our solutions to premium brands and sales of premium products to increase our revenue under both D2B and D2C business models. In particular, we plan to arrange a dedicated sales team to serve premium brands, by conducting regular communications with them to learn about their business goals and needs, holding seminars on digital solutions to enhance relationships, and discussing with brands’ management to refine brands’ strategies. Through these initiatives, we expect to have a better understanding of premium brands’ needs so as to explore further cooperation opportunities. In addition, we plan to further expand our digital supply chain network and enhance our relationships with these service providers. By building a broad and seamless distribution network in each local market, we expect to convince premium brands of our excellent supply chain capability to win more business. We believe that the higher margin of premium products will enhance our margins under both D2B and D2C business models, enabling us to achieve profitability.

Monitor and Improve Our Key Operating Metrics

Certain operating metrics, such as the number of online visitors, consumer conversion rate, and average revenue per consumer, are key to our business operations and financial performance. We will constantly monitor such operating metrics and formulate effective measures to maintain and improve such data, in order to improve our revenue.

- ***Grow the number of online visitors to our brand stores.*** The number of online visitors refers to internet users who have visited our brand stores. During the Track Record Period, the number of online visitors increased from 41.3 million in 2021 to 52.5 million in 2022, and further to 58.7 million in 2023, with a CAGR of 19.2%. To attract more visitors into our brand stores, we plan to conduct more effective digital marketing campaign with creative design, such as targeted marketing. In addition, we plan to work with our brand partners to bring in new and diversified products to provide the visitors with more options. We also plan to conduct more digital marketing through live streaming and social media channels, which are popular e-commerce platforms, to garner consumer interests. By growing the number of online visitors to our brand stores, we expect to increase our revenue, primarily due to more sales under D2C business model and more solutions fees under D2B business model as a result of our brand partners’ more sales.

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- ***Improve average revenue per consumer.*** Average revenue per consumer has a positive liner effect on our revenue. As consumers’ purchasing sentiments are usually influenced by festive marketing campaign, we plan to organize more marketing activities to increase our average revenue per consumer, such as mega sales, super brand day sales, and festive promotions.
- ***Increase the number of brand stores we serve.*** During the Track Record Period, the number of active brand stores we served increased from 299 in 2021 to 324 in 2022 and further to 350 in 2023, and continued to increase from 335 in the four months ended April 30, 2023 to 357 in the four months ended April 30, 2024, contributing to our increased revenue in the same periods. We plan to engage with more brand partners and further explore existing brand partners’ business needs to open and operate more brand stores for them. We expect that our efforts to increase the number of brand stores we serve will continue to contribute to our revenue growth.

Further Retain and Attract Brand Partners

In the future, we will further enhance our service quality to achieve effective brand partners retention rate. We plan to apply part of the net proceeds from the De-SPAC Transaction to innovate, develop and maintain our technology and infrastructure to enhance our service quality. In particular, we intend to leverage our big data analytics and industry know-how accumulated through serving our existing brand partners under our D2B business model and consumers under our D2C business model to further improve the effectiveness of our digital solutions. Meanwhile, we will also continue to provide systematic and regular training sessions for our employees, so as to enhance their service capabilities to our brand partners. We believe that by improving our technological capabilities and service quality, we will be able to acquire new and retain existing brand partners to further grow our D2B business. We also expect to benefit from our increasing brand partner base to cross-sell our solutions between our D2B business model and D2C business model.

Further Expand Our Digital Solutions Business

Leveraging our deep insights, expertise and long-standing presence in the digital solutions market in Southeast Asia, we plan to expand into new territories to seize the huge market opportunities. In particular, we plan to expand our business in the greater China region and Europe starting from Hong Kong and Spain, respectively. We plan to invest in (i) developing business relationships with other brands and e-commerce channels in new territories, and (ii) research and development to enhance our technological capabilities and service offerings to keep up with the industry trend and meet the evolving demand of brands in different parts of the world. By expanding into new territories, we believe we will be able to further increase our revenue scale.

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Improve Our Gross Profit Margin

We intend to improve our gross profit margin mainly through (i) strategically expanding our D2B business; and (ii) reducing our cost of sales.

During the Track Record Period, we recorded a much higher gross profit margin under our D2B business model than that under our D2C business model. Our gross profit margin under our D2B business model was 68.2%, 61.5%, 67.5% and 69.1% in 2021, 2022, 2023 and the four months ended April 30, 2024, respectively, while that under our D2C business model was 18.7%, 19.7%, 13.8% and 13.9% in the same periods, respectively. One of our future strategies is to acquire new brand partners to use our digital solutions and our Synagie Platform and explore the needs of our current brand partners to engage them for more digital solutions. By strategically focusing on our D2B business with a higher margin, we believe that our revenue generated under D2B business will account for an increasing portion of our total revenue and our overall gross profit margin would grow.

In addition, we plan to effectively control our cost of sales in order to increase our margin. In particular, we plan to negotiate a lower channel cost with e-commerce channels, leveraging our growing business scale. In particular, we have succeeded in obtaining up to 50% reduction in channel costs for onboarding popular brands to open online stores on certain e-commerce channels. We expect to further reduce channel costs in the future by onboarding more popular brands to more e-commerce channels. We also plan to negotiate with our brand partners for lower costs of their products if our sales under D2C hit certain sales targets. For example, certain brands have agreed to grant us performance bonuses up to 10% of our product costs if our sales under D2C business hit sales targets pre-set by brands and ourselves. We expect to negotiate with more brands for such performance bonus arrangements.

Further Improve Our Operating Efficiency

We have established business presence and accumulated local experiences and expertise in operating in the six major markets in Southeast Asia over the past ten years. In addition, the warehouses, logistics and fulfillment service providers in Southeast Asia are becoming more sophisticated in recent years. Therefore, we believe that we will be able to effectively manage our operating expenses and improve profit margins. Our operating expenses include selling and distribution expenses, and general and administrative expenses. Our operating expenses totaled S\$35.9 million, S\$43.5 million, S\$46.7 million, S\$13.6 million and S\$14.6 million in 2021, 2022, 2023 and the four months ended April 30, 2023 and 2024, respectively, representing 41.7%, 38.6%, 36.9%, 43.2% and 40.0% of our total revenue in the same periods, respectively.

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- ***Selling and distribution expenses.*** Our selling and distribution expenses, comprising primarily our sales and promotional expenses, fulfillment expenses and last-mile logistics expenses paid to third-party service providers, amounted to S\$15.1 million, S\$19.3 million, S\$20.7 million, S\$5.4 million and S\$6.8 million in 2021, 2022, 2023 and the four months ended April 30, 2023 and 2024, respectively, accounting for 17.6%, 17.1%, 16.3%, 17.1% and 18.5% of our total revenue, respectively, in the same periods. As we adopted an asset-light model in 2022 where we engaged third-party supply chain service providers to undertake our fulfillment services which was less costly than our in-house fulfillment, our fulfillment expenses decreased significantly from 2022 to 2023, and further decreased from the four months ended April 30, 2023 to the four months ended April 30, 2024. We plan to further control our fulfillment expenses leveraging our scalable asset-light digital supply chain network, and we expect that our selling and distribution expenses will further decrease as a proportion of revenue, further improving our net profit margin.
- ***General and administrative expenses.*** Our general and administrative expenses, comprising primarily compensation and benefits expenses, depreciation and amortization expenses, and share-based payment expenses, amounted to S\$20.7 million, S\$24.2 million, S\$26.0 million, S\$8.2 million and S\$7.8 million in 2021, 2022, 2023 and the four months ended April 30, 2023 and 2024, accounting for 24.1%, 21.5%, 20.5%, 26.1% and 21.5% of our total revenue, respectively, in the same periods. Our general and administrative expenses accounted for a decreasing portion of our revenue during the Track Record Period, reflecting our overall cost savings efforts with the intention of improving our operational efficiency. Our compensation and benefits expenses accounted for the largest portion of our general and administrative expenses during the Track Record Period. Going forward, as we will implement a series of measures to improve our employees’ work efficiency, including hosting regular skillset training sessions and offering more effective technology tools, to improve our operational efficiency, we expect our compensation and benefits expenses as a percentage of revenue to further decrease. In addition, as we scale our business, we will be able to gradually benefit from economies of scale and improve our operational efficiency. As a result, we expect that our general and administrative expenses will further decrease as a proportion of revenue, further improving our net profit margin.

Improve Our Liquidity Position

We recorded net current liabilities of S\$11.4 million, S\$16.0 million, and S\$3.6 million as of December 31, 2023 and April 30 and August 31, 2024, respectively. Our net current liabilities position was primarily due to our increase in trade payables, in line with our increased revenue and business expansion. See “Financial Information of the Target Group — Discussion of Certain Key Balance Sheet Items — Net Current Assets/(Liabilities).” In addition, we incurred net cash

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outflows from our operating activities of S\$7.6 million, S\$0.7 million, S\$8.8 million and S\$6.5 million in 2021, 2022 and the four months ended April 30, 2023 and 2024, respectively, while net cash inflow of S\$3.8 million in 2023. See “Financial Information of the Target Group — Liquidity and Capital Resources — Operating Activities.” We intend to improve our liquidity position through optimized management of our working capital, including the following measures:

- we will collect our trade receivables in a more efficient manner and with relevant measures, such as by continually monitoring the credit profiles and operating and financial conditions of our brand clients, and proactively following up on our trade receivables to ensure they are paid as scheduled;
- we plan to negotiate shorter credit terms with our brand clients, leveraging our market leadership, reputation and successful track records. In the future, we also plan to develop relationships with more brand clients that have stronger credit profiles;
- we expect to enhance our bargaining power over our suppliers as our business continues to scale up, and plans to negotiate extended payment cycles and better credit terms with our suppliers. We expect to be able to gradually enjoy economics of scale arising from our further business expansion, which will improve our cash position; and
- we will control our budget and optimize our operations to further reduce our operating expenses, including selling and distribution expenses and general and administrative expenses. By improving our operational efficiencies, we expect to improve our profit margin and thus enhance our cash position.

The foregoing forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. These forward-looking statements involve known and unknown risks, uncertainties and other factors, some of which are beyond our control, and may cause the actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

As we implement the aforementioned measures, our Directors believe that we are effectively paving the way for long-term sustainable profitability, and nothing has come to the Joint Sponsors’ attention that would cause them to cast reasonable doubt on the view of the Directors above.

Working Capital Sufficiency

The Directors of the Successor Company are of the opinion that taking into account the estimated net proceeds from the De-SPAC Transaction and the expected cash generated from operating activities, the Successor Group has sufficient working capital for its present requirements

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for the next 12 months from the date of this circular. The Successor Company also proactively reviews and adjusts its cash management policy and working capital needs according to general economic conditions and its short-term business plans.

The Successor Company currently does not have plans to issue new shares to raise funds shortly after the Listing and in the near future. The Successor Company believes that potential external financing sources, including those to which the Successor Company will gain access after the completion of the De-SPAC Transaction, will provide additional funding to fuel its business operation and expansion until the Successor Group achieves profitability.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Overview

Since our founding, we have been highly committed to sustainable corporate responsibility projects, both through charitable endeavors and by extending the benefits of our Synagie Platform to the society. We are committed to integrating ESG management into our daily operations, continuously saving energy, reducing emissions, and achieving green sustainable development through scientific and technological innovations. With respect to labor and safety, our human resources department may, from time to time, if necessary and after consultation with our relevant external legal advisor, adjust our human resources policies to accommodate material changes to relevant labor and safety laws and regulations to ensure compliance with applicable laws and regulations. During the Track Record Period and up to the Latest Practicable Date, we had not been subject to any fines or other penalties due to non-compliance with environmental, health or work safety regulations.

Governance on ESG-related Matters

Our Board has the collective and overall responsibility for establishing, adopting and reviewing our ESG-related strategies and policies. Set forth below is a summary of principal responsibilities of our Board in respect of ESG-related matters:

- formulating and adopting policies on ESG matters (the “**ESG Policy**”);
- keeping abreast of latest ESG-related laws and regulations, including the applicable sections of the Listing Rules, identifying environment-related risks, and updating our ESG Policy in accordance with the latest regulatory updates;
- identifying key stakeholders based on our business operations, understanding such stakeholders’ influences with respect to ESG matters, and establishing and maintaining the communication channels to engage with them;

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- monitoring the effectiveness and ensuring the implementation of our ESG Policy, and improving internal ESG governing structure;
- identifying key performance indicators, the relevant measurements, the mitigating measure and the targets; and
- approving the annual ESG reports in accordance with Appendix 27 to the Listing Rules.

We have appointed a chief sustainability officer and a ESG working group who are responsible to promote environmental awareness, set ESG goals and implement initiatives to improve our environmental performance and sustainability.

Efficiency Enhancement and Carbon Neutralization

Our commitment to ESG principles is deeply embedded in our business operations and the solutions that we offer. We are a sustainable carbon neutral company as certified by TÜV Rheinland, based on ISO14064-1, ISO14064-2 and PAS2060 standards. We have been recognized for our ESG initiatives and were awarded the Best eCommerce Fulfillment Award for “high-touch customized solutions and green sustainable fulfillment methods” at the Asia eCommerce Awards 2022.

We operate an asset-light and green cloud-based supply chain across Southeast Asia. We are committed to raising public awareness about environmental issues and promoting an eco-friendly mindset among our business clients. We have endeavored to reduce carbon emissions across our operations wherever possible and help our brand partners to achieve their ESG goals. We actively promote green initiatives by promoting the use of sustainable packaging used in our logistics operations among other measures. In particular, we are striving to explore options that further reduces carbon emission through providing green delivery options at checkout and using eco-friendly packaging that is biodegradable and/or reusable. Furthermore, we intentionally choose supply chain partners with a strong commitment to carbon emission reduction in our collaboration with third-party service providers.

We have offset our carbon emission through biodiversity conservation, reducing emissions from deforestation and forest degradation initiatives with Verra and Gold Standard. During the Track Record Period, we produced approximately 3,835.4 tons of greenhouse gas (“GHG”) emissions and removed such GHG emissions by purchasing carbon credits certified by Verra or Gold Standard in achieving carbon neutrality. By offsetting our carbon emissions, we have contributed to 16 sustainable development goals outlined by the United Nations.

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Energy Conservation and Environmental Sustainability

Due to the nature of our business, we do not directly generate industrial pollutants and did not incur any cost of compliance with applicable environmental protection rules and regulations during the Track Record Period. We recognize the importance of preserving the natural environment, conserving natural resources and protecting global ecosystems to create a sustainable society for our future generations. We endeavor to reduce any negative impact on the environment through our commitment to energy saving and sustainable development. We have initiated a series of campaigns that aim to reduce waste and carbon emissions of both our Company and our employees. We encourage our employees to be mindful of the environment when consuming office supplies and traveling. We are committed to sustainability as part of our corporate strategy, and we strive to cultivate a sustainable mindset among our employees and work environment.

Metrics and Targets for Environmental Sustainability

We are committed to operating our business in a manner that protects the environment and improves environmental sustainability. We have established a set of key performance indicators to evaluate and guide our business operations.

During the Track Record Period, our businesses primarily operated in offices and the most material resource consumption was the use of electricity. We evaluate our electricity consumption in accordance with the relevant policies and regulations, and endeavor to proactively save energy in response to the government’s initiatives. The use of electricity accounted for the largest proportion of the GHG emission in our business operations. The table below summarizes our annual consumption of key resources during the Track Record Period:

Type of energy/resources	Year Ended December 31,		
	2021	2022	2023
Electricity consumption volume (kWh)	762,690	878,023	754,327
Electricity consumption intensity ⁽¹⁾	8.9	7.8	6.0

Notes:

- (1) Electricity consumption intensity equals total electricity consumption volume (in MWh) divided by total revenue (SGD in millions) for the period.

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We strive to foster electricity saving culture. We target to reduce our electricity consumption intensity through the measures below:

Electricity consumption. We continue to monitor our electricity consumption level and (i) encourage the use of natural lighting, (ii) recommend our employees to unplug electrical appliances that are not in use, (iii) promote the use of disposable products and reuse bags and cartons, (iv) encourage the use of public transport to save energy and reduce GHG emissions, (v) encourage paperless office and encourage our employees to print on both sides of paper and in black and white. We target to reduce our electricity consumption per revenue SGD in millions by approximately 10% by 2025 from the consumption intensity level in 2023.

Paper consumption. We promote the paperless business operation campaign. We ask our employees to be mindful of the environment when consuming office supplies, such as using double-sided printing, only printing when necessary, archiving files digitally and using scrap paper. We will continue to advocate and encourage employees to use ecofriendly printing paper, reduce the use of disposable items such as disposable cups and chopsticks, make work from home arrangement to effectively save energy consumption, reduce the use of bottled water and use double-sided printing to reduce paper usage.

Energy consumption from IT infrastructures

We do not own or operate data center or server room by ourselves. Our data was stored in cloud servers operated by third-party cloud service providers who have disclosed how they assessed the climate risks and took mitigation plans in their ESG reports. We will continue to monitor the potential climate risks associated with our IT infrastructure service providers.

Potential Impact of Climate Change on Our Business

In view of our business nature, we do not anticipate the climate changes and other environment-related risks to have any material impact on our business operations, financial performance and strategy. Despite that we do not see climate-related risks affecting our business or financial conditions in short term, it may potentially affect our business and financial conditions in medium or long term.

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Physical climate risks

The increasing frequency and intensity of climate-related physical hazards, such as heatwaves, floods, rising sea levels, cause complex risks and financial implications for companies. Physical climate change risks are geographic location specific and can be either event driven (acute) or longer-term shifts (chronic) in climate patterns.

Our offices are mostly located in Singapore, Malaysia, Philippines, Vietnam, Thailand, Indonesia, and Spain. Preliminary analysis on the physical climate change risks in these locations have indicated potential high risks of coastal flood, tsunami, cyclone, extreme heat, wildfire and landslide. Typhoons and floods caused by heavy rains as well as other natural disasters may have a negative impact on our business operations. Extreme weather conditions may also cause threats to the health and safety of our employees. We will further assess the risks and evaluate the financial implications from climate changes in accordance with Hong Kong Stock Exchange climate disclosure requirements and develop clear emergency management plans and take mitigation actions upon the completion of the De-SPAC Transaction.

Transition climate risks and opportunities

Transitioning to a lower-carbon economy may entail extensive policy, legal, technology and market changes to address climate change mitigation and adaptation requirements. Regulators may require enhancing disclosures on emissions and tighten environmental regulations. In order to address transition risks, we will keep abreast of the development and dynamics of changing policies and regulations, and continuously improve on disclosure transparency.

On the other hand, climate changes may bring about opportunities to our business operations. Leveraging our Synagie Platform, we help to promote and lead the industry towards carbon neutrality. We intend to take advantages of the policies towards a greener economy to actively promote reduction of carbon footprints of our brand partners and establish a positive brand image.

Greenhouse Gas Emissions

According to the Greenhouse Gas Protocol (“**GHG Protocol**”) as published by World Resources Institute and World Business Council for Sustainable Development, GHG emissions are divided into three categories for businesses and organizations, namely Scope 1, Scope 2 and Scope 3. Scope 1 is direct emissions that occur from sources that are owned or controlled by the company. Scope 2 accounts for indirect emissions from the generation of purchased electricity consumed by the company. Scope 3 accounts for indirect emissions that are not produced by the company itself but under the control of suppliers or customers, so they are affected by decisions made outside the company, such as business travels, purchased goods and services, and employee

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commuting. Reducing Scope 1 and 2 emissions, is usually the priority in a company’s carbon reduction strategy. With the climate emergency demanding more immediate action, there is a growing need to reduce GHG emissions wherever possible. The table below summarizes our annual Scope 1 and Scope 2 emissions during the Track Record Period:

Greenhouse gas emissions (CO ₂ e in tons)	Year Ended December 31,		
	2021	2022	2023
Scope 1 ⁽¹⁾	0.1	0.1	0.1
Scope 2	346.8	332.4	367.1
Total emissions⁽²⁾	346.9	332.5	367.2

Notes:

- (1) Scope 1 is direct emissions that occur from sources that are owned or controlled by the company.
- (2) Scope 2 accounts for indirect emissions from the generation of purchased electricity consumed by the company.

As a responsible enterprise, we have been endeavoring to take more responsibilities in accounting for Scope 3 emissions. The GHG Protocol classifies Scope 3 emissions into 15 categories, and the following table sets forth the categories that are applicable to our daily operations.

Category of Scope 3 emissions (CO ₂ e in tons)	Year Ended December 31,		
	2021	2022	2023
Category 1: Purchased goods and services .	848.8	868.8	855.7
Category 6: Business travel	—	14.9	13.9
Category 9: Downstream transportation and distribution	38.7	78.9	69.1
Total	887.5	962.6	938.7

Our GHG emissions intensity, which is calculated by dividing total GHG emissions by million SGD of revenue in each year, had a decreasing trend during the Track Record Period, reflecting our efforts to reduce as much GHG emissions as possible by replacing our packaging with eco-friendly packaging since 2022 and reducing our electricity consumption.

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Targets for the reduction of GHG emissions

We are committed to the continuous reduction of emissions. As of the Latest Practicable Date, we had set several reasonable management targets, except for total quantitative GHG emission reduction targets as the total amount of GHG emissions will increase as our business expands and the intensity targets will allow us to set emission reduction targets in tandem with business growth. Specifically:

- In terms of scope 1 emissions, we plan to reduce the scope 1 emissions intensity by 5% per year from the emissions intensity level in 2023 for five years, with reference to the standards set by Science Based Targets initiative.
- In terms of scope 2 emissions, we plan to reduce the scope 2 emissions intensity by 5% per year from the emissions intensity level in 2023 for five years, with reference to the standards set by Science Based Targets initiative.
- In terms of scope 3 emissions, we plan to reduce the scope 3 emissions intensity by 5% per year from the emissions intensity level in 2023 for five years, with reference to the standards set by Science Based Targets initiative.

In the meantime, we have taken active carbon reduction measures in our business operation as well as along the upstream and downstream value chain, such as the use of eco-friendly packaging for our orders under D2C business model. We intentionally choose supply chain partners with strong commitments to carbon emission reduction when evaluating their performance. We will continue to work with our customers and suppliers to carry out more active and effective environmental protection, energy saving and carbon reduction actions, and also develop the reduction targets and formulate feasible action plans to strengthen our ESG performance upon the completion of the De-SPAC Transaction.

Gender Equality and Diversity Enrichment

We value gender equality and diversity, and we have taken initiatives to broaden the impact of female workers, empower and encourage them to share their perspectives. We believe that diversity, including but not limited to gender diversity, is important to us in thriving in the business environment. We are on a continuous journey to improve well-being of everyone working with and for us. We foster inclusion and equality among employees from all backgrounds, regardless of religion, age, gender, disability, citizenship status and parental status, among others. In particular, we foster women’s empowerment through targeted initiatives including introduction of hybrid work arrangement for women with young children. Our “Talent-on-Demand” program offers part-time employment for qualified individuals who are unable to commit to full-time roles

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due to certain personal circumstances, and has benefited more than 100 individuals across Southeast Asia, majority of which are women, as of the Latest Practicable Date. As of April 30, 2024, 38.6% of our employees were male and 61.4% were female, of which 61.7% were under the age of 30, 33.3% were between the ages of 30 and 40, and 5.0% were over the age of 40. Our workforce consisted of professionals with diverse expertise in, among others, sales, marketing, channel development, warehouse operations, finance, and human resources. We plan to continue to roll out more measures to carry out our commitment to supporting people with diverse backgrounds.

PROPERTIES AND FACILITIES

Owned Properties

As of the Latest Practicable Date, we did not own any real property.

Leased Properties

We leased seven properties with an aggregate GFA of approximately 1,056 sq.m. of office space and approximately 2,574 sq.m. of warehouse space in Singapore as our headquarters, as of April 30, 2024. In addition, we occupy five properties with an aggregate GFA of approximately 681 sq.m. of office space and approximately 900 sq.m. of warehouse space in the Philippines, Malaysia, Vietnam and Indonesia. Our premises are leased under operating lease agreements from Independent Third Parties with term ranging from one to three years.

We believe that our leased properties meet our present needs and we regularly assess our space requirements.

During the Track Record Period and up to the Latest Practicable Date, we did not encounter any material difficulties in renewing lease agreements or locating new premises for our facilities. We do not foresee any major challenges or impediments in renewing the relevant leases upon their expiration.

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EMPLOYEES

As of April 30, 2024, we had a total of 378 full-time employees. The following table sets forth a breakdown of our employees by function as of April 30, 2024.

Function	Number	Percentage of Total (%)
Founders, management and heads of department	15	4.0
Accounts and channel management	147	38.8
Customer, data and technology development	66	17.5
Marketing and content solutions	81	21.4
Operations and support	69	18.3
Total	378	100.0

Our success depends on our ability to attract, motivate, train and retain qualified personnel. We believe that we have provided our employees with competitive compensation packages and an environment that fosters career development. To recruit new talent, we employ various means such as campus events and colleague referrals, which enables us to build and cultivate our own pool of skilled professionals. Our initiatives for talent retention encompass executive coaching, employee surveys or engagement, training and development, compensation and rewards. As a result of these efforts, we believe that we have been generally successful in attracting and retaining qualified personnel, and have established a stable core management team.

To formalize our employment relations, we enter into standard labor contracts with our employees. These contracts cover matters such as salaries, bonuses, employee benefits, workplace safety, confidentiality obligations, and grounds for termination. We also enter into standard confidentiality and non-compete agreements with our senior management.

Our senior management team consists of members that possess strong marketing capabilities, deep industry knowledge and working experience with brand partners. See “Successor Directors and Senior Management of the Successor Company.” We have developed a corporate culture that demonstrates collaboration, agility, resilience and excellence. Such values demand intricate coordination, quick problem-solving, unwavering resilience and a commitment to providing quality services.

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To maintain the quality, knowledge and skill levels of our workforce, we provide comprehensive training programs, including orientation programs and professional development training, to empower our employees to excel in their roles and drive innovation. Our orientation program covers such topics as our corporate culture, and e-commerce workflows and services. In 2022, we established Synagie Commerce Academy in partnership with Singapore Management University (“SMU”) to develop a dedicated training program certified by SMU focusing on personal development, marketing and creative services and customer engagement solutions.

Our employees are not represented by any labor unions. We believe that we maintain a positive working relationship with our employees. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material disputes with our employees.

LEGAL PROCEEDINGS AND COMPLIANCE

Legal proceedings

From time to time, we may be involved in legal proceedings or be subject to claims arising in the ordinary course of our business. We cannot predict the results of litigation and claims. See “Risk Factors — Risks Relating to the Target Group’s Business — 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.”

During the Track Record Period and up to the Latest Practicable Date, there were no legal proceedings pending or threatened against us or our Directors that could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations.

Non-Compliance

During the Track Record Period and up to the Latest Practicable Date, we had not been involved in any material non-compliance incidents that have led to fines, enforcement actions, or other penalties that could, individually or in the aggregate, have a material adverse effect on our business, results of operations and financial conditions.

INTERNAL CONTROL AND RISK MANAGEMENT

With the growth and expansion of our operations, potential risks associated with our business increase, see “Risk Factors” for a discussion of various risk and uncertainties that we face. Our Directors believe that internal control procedures and risk management are crucial to our business development and success.

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In order to strengthen our internal control procedures and risk management system to better safeguard the interests of our Shareholders, we have adopted internal control and risk management measures as follows:

- We have formulated a conflict-of-interest management system and put in place reporting procedures and guidelines to provide guidance to employees on how to identify, declare and manage perceived, potential or actual conflict of interest. As a part of this strategy, directors and members of the senior management are required to declare to our Group any potential conflicts of interests that may result in the accrual of a personal advantage;
- We have created anti-fraud, anti-corruption and anti-bribery guidelines and manuals to provide guidance to our employees on ways to identify and address risks associated with fraud and bribery that may arise in the course of business. These guidelines also provide guidance on transactions involving sanctioned persons or countries;
- We have ESG guidelines in place to mitigate the potential impact of ESG-related risks on our operations and other stakeholders in society;
- We have implemented strong cybersecurity technology and practices that safeguard our systems and data and have established a dedicated team to supervise our data protection and data security, ensure compliance with applicable laws and regulations and ensure that we are meeting the expectations of consumers and our brand partners. As of the Latest Practicable Date, we had obtained our ISO 27001 information security management system certification;
- We have implemented rules to delineate the responsibilities and authorities of employees of different levels of seniority. These rules also prescribe limits on employees’ authority to approve transactions, depending on the size of the consideration and types of transaction;
- We have created guidelines on internal control, which set out the principles and basis of internal audit work; and
- We have adopted policies to ensure compliance with the Listing Rules and other applicable laws, rules and regulations, including but not limited to compliance in respect of Chapter 13 (Continuing Obligation), Chapter 14 (Notifiable Transactions) and Chapter 14A (Connected Transactions) of and Appendix D2 (Disclosure of Financial Information) to the Listing Rules, and Part XIVA of the SFO.

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Taking into consideration the adoption and implementation of the above-mentioned internal control procedures and risk management measures, our Directors are of view that our enhanced internal control and risk management system are adequate and effective to address various potential risks identified in relation to our business.

LICENSES, PERMITS AND APPROVALS

We are required to obtain permits, licenses, approvals, filings and certifications for certain business operated by us from the relevant government authorities as required under laws and regulations in the countries in where we operate. During the Track Record Period and up to the Latest Practicable Date, we had obtained all licenses, permits, approvals, filings and certifications that are material to our operations, and such licenses, permits, approvals, filings and certifications all remain in full effect. See “Regulations Applicable to the Target Group’s Business and Operations” for more details regarding the laws and regulations to which we are subject. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material difficulty in renewing such licenses, permits, approvals and certificates. To the best of our Directors’ knowledge, we currently do not expect to encounter any material difficulty in renewing them when they expire, if applicable, and no material unexpected or adverse changes have occurred since the date of their respective issuance.

The following table sets forth the key licenses and permits that were material to our business and operations as of April 30, 2024, except for ordinary business licenses and permits.

License/Permit	Holder	Grant Date	Expiration Date
Commercial registration for e-commerce business	Synagie (Thailand) Ltd.	September 10, 2019	N/A
Cosmetic products import license	Synagie (Thailand) Ltd.	March 5, 2021	N/A
Medical device products import license	Synagie (Thailand) Ltd.	February 25, 2021	December 31, 2025
Certificate of registration (as personal information controller)	Synagie Philippines	N/A	October 9, 2024

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License/Permit	Holder	Grant Date	Expiration Date
Cosmetic importer/wholesaler license	Synagie Philippines	N/A	September 20, 2024 ⁽¹⁾
Medical device distributor-importer/wholesaler license . .	Synagie Philippines	December 5, 2023	October 8, 2025
Registration certificate of electronic system operator	Synagie Indonesia	September 8, 2020	N/A
Business License	Synagie Vietnam	March 18, 2024	N/A
Approval for carrying on business in the unregulated sector in Malaysia	Synagie Malaysia	June 13, 2024	June 12, 2026

During the Track Record Period and up to the Latest Practicable Date, as advised by our legal advisors as to the laws of Indonesia, Malaysia, the Philippines, Thailand and Vietnam, the relevant licenses, approvals and permits, which were issued by regulatory authorities in each of their respective jurisdictions, referred to in the table above had been obtained and remained valid, save that between August 13, 2021 to April 21, 2022 and April 22, 2024 to June 12, 2024, the relevant approval for carrying on business in the unregulated sector in Malaysia (the “**Approval**”) had expired and was under the process of renewal. We had submitted renewal applications to the relevant regulatory authority for the renewal of the Approval. The delay with the renewal at each instance above was due to the extended time taken by the relevant regulatory authority to process the application and subsequently issue the renewed Approval after the expiry of the earlier Approval.

Notwithstanding the above, the Guidelines on Foreign Participation in Distributive Trade Services in Malaysia (the “**Guidelines**”) which the Approval is sanctioned, is not promulgated pursuant to any act of Parliament or any subsidiary legislation. As such, the Guidelines does not hold force of law. Furthermore, the Guidelines does not impose any penalties for non-compliance. The practical consequence for non-compliance of the Guidelines comes in the form of administrative sanctions, such as the obtainment of expatriate work permits. During the Track Record Period and up to the Latest Practicable Date, the above instances of delay in the renewal of the Approval did not affect the business operations of Synagie Malaysia and all material licenses, permits, approvals and certificates material to the operations of Synagie Malaysia were obtained.

Note:

⁽¹⁾ A renewal application has been submitted, and the license is deemed to be valid as the renewal application was made prior to or within 120 days after September 20, 2024.

BUSINESS OF THE TARGET GROUP

During the Track Record Period and up to the Latest Practicable Date, none of the above licenses and permits had been otherwise withdrawn, revoked or terminated.

AWARDS AND RECOGNITIONS

As of April 30, 2024, we had received various awards, honors and recognitions, including the following:

Year of Grant	Award/Recognition	Issuing Organization/Authority
2023	Certificate of Carbon Neutrality	TÜV Rheinland
2023	Gold Prize for Best eCommerce Fulfillment at the Asia eCommerce Awards 2023	Marketing-Interactive
2023	Singapore’s Fastest Growing Companies 2023	The Straits Times
2023	Lazada Regional Partner for Excellence	Lazada Group
2023	TikTok’s Regional Partner	TikTok
2022	Best eCommerce Fulfillment Award for “high-touch customized solutions and green sustainable fulfillment methods” of the Asia eCommerce Awards 2022	Marketing-Interactive
2021	Lazada Regional Partner of The Year	Lazada Group
2020	APAC High-Growth Companies 2020	Financial Times
2018	Technology Fast 500 Asia Pacific 2018	Deloitte