

**CIRCULAR DATED 9 APRIL 2026**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**This Circular is issued by Autagco Ltd. (the “Company”). If you are in any doubt about its contents or as to the action that you should take, you should consult your bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser(s) immediately.**

This Circular, together with the Notice of Extraordinary General Meeting (“**EGM**”) and the accompanying Proxy Form have been made available to the shareholders of the Company (the “**Shareholders**”) on the SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <https://autagco.com.sg/>.

**A printed copy of this Circular will NOT be despatched to Shareholders.** Printed copies of the Notice of EGM, Proxy Form and the Request Form (to request for printed copy of the Circular) will be despatched to Shareholders.

If you have sold or transferred all your shares in the capital of the Company (“**Shares**”) held through the Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular with the Notice of EGM and the attached Proxy Form to the purchaser or the transferee as arrangements will be made by CDP for a separate Circular with the Notice of EGM and the attached Proxy Form to be sent to the purchaser or the transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s) which are not deposited with the CDP, you should immediately forward this Circular, the Notice of EGM and the attached Proxy Form to the purchaser or the transferee or to the bank, stockbroker or agent through whom the sale or transfer of Shares was effected, for onward transmission to the purchaser or the transferee.

This Circular has been reviewed by the Company’s sponsor, SAC Capital Private Limited (the “**Sponsor**”). This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Ms. Lee Khai Yinn (Tel: (65) 6232 3210), at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.



**AUTAGCO LTD.**

(Company Registration No. 200311348E)  
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO:**

- (1) THE PROPOSED SUBSCRIPTION;**
- (2) THE PROPOSED TRANSFER OF CONTROLLING INTERESTS; AND**
- (3) THE PROPOSED SHARE CONSOLIDATION.**

**Important Dates and Times:**

Last date and time for lodgement of Proxy Form	: 21 April 2026 at 3:00 p.m.
Date and time of EGM	: 24 April 2026 at 3:00 p.m.
Place of EGM	: 114 Lavender Street, #05-56 (lift lobby 3), CT Hub 2, Singapore 338729

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## DEFINITIONS

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For the purpose of this Circular, except where the context otherwise requires or is otherwise stated, the following definitions shall apply throughout:

- “Associate”** : (a) in relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
  - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
  - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30.0% or more;
- (b) in relation to a Substantial Shareholder or Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.0% or more
- “Aurico”** : Aurico Global Holdings Pte. Ltd.
- “Board”** : The board of Directors of the Company as at the date of this Circular or from time to time, as the case may be
- “Catalist”** : The Catalist board of the SGX-ST
- “Catalist Rules”** : The Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
- “CDP”** : The Central Depository (Pte) Limited
- “Circular”** : This circular to Shareholders dated 9 April 2026
- “Companies Act”** : The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
- “Company”** : Autagco Ltd.
- “Completion”** : The completion of the Proposed Subscription, in accordance with the terms and conditions of the Subscription Agreement
- “Completion Date”** : Has the meaning ascribed to it in Section 2.4.3.5 of this Circular
- “Condition(s)”** : Has the meaning ascribed to it in Section 2.4.3.1 of this Circular
- “Consolidated Share(s)”** : The consolidated shares in the issued share capital of the Company held by Shareholders pursuant to the completion of the Proposed Share Consideration
- “Consolidated Conversion Price”** : Has the meaning ascribed to it in Section 4.5.2 of this Circular
- “Consolidated Conversion Share(s)”** : Has the meaning ascribed to it in Section 4.5.2 of this Circular

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## DEFINITIONS

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<b>“Constitution”</b>	:	The constitution of the Company, as amended, modified or supplemented from time to time
<b>“Control”</b>	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company
<b>“Controlling Interest”</b>	:	The interest of the Controlling Shareholder
<b>“Controlling Shareholder”</b>	:	A person (including a corporation) who:  (a) holds directly or indirectly 15.0% or more of the nominal amount of all voting shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or  (b) in fact exercises Control over the Company
<b>“Conversion Price”</b>	:	Has the meaning ascribed to it in Section 4.5.1 of this Circular
<b>“Conversion Shares”</b>	:	Has the meaning ascribed to it in Section 4.5.1 of this Circular
<b>“Convertible Loan”</b>	:	The interest-bearing convertible loan for a principal amount of S\$500,000 extended by Lenn International to the Company, under the Convertible Loan Agreement
<b>“Convertible Loan Agreement”</b>	:	The convertible loan agreement dated 29 November 2024 entered into by the Company with Lenn International and Mr Ng Boon Hui (the Executive Chairman and Chief Executive Officer of the Company) (the guarantor)
<b>“Director(s)”</b>	:	The directors of the Company as at the date of this Circular or from time to time, as the case may be
<b>“EGM”</b>	:	The extraordinary general meeting of the Company to be held on 24 April 2026 at 3:00 p.m., notice of which is set out in the Notice of EGM
<b>“Enlarged Share Capital”</b>	:	The total enlarged number of Shares in the issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of 5,607,007,153 Shares (on a pre-Proposed Share Consolidation basis) or 2,803,503,647 Shares (on a post-Proposed Share Consolidation basis), assuming the Completion of the Proposed Subscription
<b>“Existing Share Capital”</b>	:	The existing number of Shares in the issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of 2,607,007,153 Shares (on a pre-Proposed Share Consolidation basis) and 1,303,503,647 Shares (on a post-Proposed Share Consolidation basis) as at the Latest Practicable Date
<b>“FY”</b>	:	Financial year ended or, as the case may be, ending 31 July
<b>“Group”</b>	:	The Company and its subsidiaries, collectively
<b>“Issue Price”</b>	:	Has the meaning ascribed to it in Section 2.1 of this Circular
<b>“Issue Date”</b>	:	Has the meaning ascribed to it in Section 2.4.1 of this Circular

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## DEFINITIONS

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<b>“KLL”</b>	:	Kan Li Ling
<b>“KNCY”</b>	:	Ng Cheng-Yi Kenneth
<b>“Latest Practicable Date”</b>	:	7 April 2026, being the latest practicable date prior to the issue of this Circular
<b>“Lenn International”</b>	:	Lenn International Pte. Ltd.
<b>“Loan”</b>	:	Has the meaning ascribed to it in Section 2.4.3.4 of this Circular
<b>“Long-Stop Date”</b>	:	Has the meaning ascribed to it in Section 2.4.3.1 of this Circular
<b>“LPS”</b>	:	Loss per Share
<b>“LQN”</b>	:	The listing and quotation notice from the SGX-ST for the dealing in, listing of, and quotation for, the Subscription Shares, the Consolidated Shares and the Consolidated Conversion Shares, as the case may be, on the Catalist
<b>“Material Adverse Effect”</b>	:	Any change, event or circumstance which is or is reasonably likely to have a material and adverse effect on  (a) (in the reasonable opinion of a Subscriber) the business, assets, operations or financial conditions of the Company and its subsidiaries; and/or  (b) each Subscriber’s ability to perform and observe their obligations under the Subscription Agreement and all ancillary documents thereto
<b>“Maturity Date”</b>	:	Has the meaning ascribed to it in Section 2.4.3.4 of this Circular
<b>“Mr. Patrick Loke”</b>	:	Loke Pak Hoe, Patrick
<b>“Net Proceeds”</b>	:	Has the meaning ascribed to it in Section 2.7 of this Circular
<b>“New Share Certificates”</b>	:	Has the meaning ascribed to it in Section 4.6.1 of this Circular
<b>“Notice of EGM”</b>	:	The notice which is set out on pages N-1 to N-4 of this Circular
<b>“NTA”</b>	:	Net tangible assets
<b>“NTL”</b>	:	Net tangible liabilities
<b>“Old Share Certificates”</b>	:	Has the meaning ascribed to it in Section 4.6.1 of this Circular
<b>“Ordinary Resolution 1”</b>	:	Has the meaning ascribed to it in Section 1.2 of this Circular
<b>“Ordinary Resolution 2”</b>	:	Has the meaning ascribed to it in Section 1.2 of this Circular
<b>“Ordinary Resolution 3”</b>	:	Has the meaning ascribed to it in Section 1.2 of this Circular

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<b>“Outstanding Amounts”</b>	:	Has the meaning ascribed to it in Section 2.4.3.3 of this Circular
<b>“Parties”</b>	:	Has the meaning ascribed to it in Section 2.1 of this Circular
<b>“Proposed Share Consolidation”</b>	:	Has the meaning ascribed to it in Section 2.4.3.2 of this Circular
<b>“Proposed Subscription”</b>	:	Has the meaning ascribed to it in Section 2.1 of this Circular
<b>“Proposed Transactions”</b>	:	Has the meaning ascribed to it in Section 1.2 of this Circular
<b>“Proposed Transfer of Controlling Interests”</b>	:	The transfer of Controlling Interest in the Company to SYH and KLL arising from the Proposed Subscription
<b>“Proxy Form”</b>	:	The proxy form accompanying the Notice of EGM which is set out on pages P-1 to P-3 of this Circular
<b>“Register of Members”</b>	:	The register of members of the Company
<b>“Securities Account”</b>	:	The securities accounts maintained by a Depositor with CDP but does not include Sub-Accounts maintained with a Depository Agent
<b>“Settlement Sum”</b>	:	Has the meaning ascribed to it in Section 2.4.3.3 of this Circular
<b>“SFA”</b>	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
<b>“SGXNet”</b>	:	Singapore Exchange Network, a system network used by listed companies in sending information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Share Consolidation Effective Trading Date”</b>	:	The date to be determined by the Directors as being the date when the Proposed Share Consolidation will become effective and the date on which the Consolidated Shares will trade on the Catalist in board lots of 100 Consolidated Shares.
<b>“Share Consolidation Record Date”</b>	:	The time and date, to be determined by the Directors, at and on which, subject to the approval of the Shareholders for the Proposed Share Consolidation being obtained at the EGM and the receipt of the LQN, the Register of Members and Share Transfer Books of the Company shall be used to determine the entitlements of Consolidated Shares of Shareholders under the Proposed Share Consolidation
<b>“Shareholder Loans”</b>	:	Has the meaning ascribed to it in Section 2.4.3.3 of this Circular
<b>“Share(s)”</b>	:	Ordinary shares in the share capital of the Company

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## DEFINITIONS

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<b>“Shareholder(s)”</b>	:	The registered holder(s) of Shares in the Register of Members of the Company, except where the registered holder is CDP, in which case the term <b>“Shareholders”</b> shall, in relation to such Shares, mean the Depositors whose Securities Accounts are credited with such Shares
<b>“Share Registrar”</b>	:	In.Corp Corporate Services Pte. Ltd.
<b>“Share Transfer Book”</b>	:	The share transfer book of the Company
<b>“Sub-Account”</b>	:	The securities sub-accounts maintained by each Depository Agent for its own account and for the account of its clients
<b>“Subscriber(s)”</b>	:	Has the meaning ascribed to it in Section 2.1 of this Circular
<b>“Subscription Agreement”</b>	:	Has the meaning ascribed to it in Section 2.1 of this Circular
<b>“Subscription Amount”</b>	:	Has the meaning ascribed to it in Section 2.1 of this Circular
<b>“Subscription Shares”</b>	:	Has the meaning ascribed to it in Section 2.1 of this Circular
<b>“Substantial Shareholder”</b>	:	A person (including a corporation) who has holds directly or indirectly 5.0% or more of the total number of Shares (excluding treasury shares and subsidiary holdings)
<b>“SYH”</b>	:	Soh Yeow Hwa
<b>“Tenure”</b>	:	Has the meaning ascribed to it in Section 2.4.3.4 of this Circular
<b>“VWAP”</b>	:	Volume-weighted average price
<b>“1<sup>st</sup> Tranche Amount”</b>	:	Has the meaning ascribed to it in Section 2.4.2 of this Circular
<b>“2<sup>nd</sup> Tranche Amount”</b>	:	Has the meaning ascribed to it in Section 2.4.2 of this Circular
<b>“1<sup>st</sup> Tranche Subscription Shares”</b>	:	Has the meaning ascribed to it in Section 2.4.1 of this Circular
<b>“2<sup>nd</sup> Tranche Subscription Shares”</b>	:	Has the meaning ascribed to it in Section 2.4.1 of this Circular

### Currencies, Units and Others

<b>“%”</b>	:	Percentage or per centum
<b>“S\$ and cents”</b>	:	Singapore dollars and cents respectively, being the lawful currency of Singapore

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the same meanings ascribed to them respectively in Section 81SF of the SFA. The term **“subsidiary”** shall have the same meaning ascribed to it in Section 5 of the Companies Act.

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## DEFINITIONS

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Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. Unless the context otherwise requires, any references to persons shall include individuals, corporate bodies (wherever incorporated), unincorporated associations and partnerships.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Catalist Rules or any modification thereof and not otherwise defined in this Circular shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or such modification thereof, as the case may be, unless the context otherwise requires.

Any reference to a time of a day and to dates in this Circular is made by reference to Singapore time and date, unless otherwise stated.

Any discrepancies between the figures listed in this Circular between the amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

The Company has appointed Icon Law LLC as the legal adviser to the Company for the Proposed Transactions.

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## DEFINITIONS

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### **Cautionary Note on Forward Looking Statements**

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “expect”, “anticipate”, “believe”, “estimate”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “if”, “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements.

Shareholders should not place undue reliance on such forward-looking statements. Further, the Company disclaims any responsibility to update or revise any forward-looking statements for any reason, even if new information becomes available or other events occur in the future, subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

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## LETTER TO SHAREHOLDERS

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### AUTAGCO LTD.

(Company Registration No. 200311348E)  
(Incorporated in the Republic of Singapore)

#### Board of Directors:

Mr. Ng Boon Hui (Executive Chairman and Chief Executive Officer)  
Mr. Loke Pak Hoe, Patrick (Non-Executive Non-Independent Director)  
Mr. Seah Kah Boon, Desmond (Non-Executive Non-Independent Director)

#### Registered Office:

36 Robinson Road  
#20-01 City House  
Singapore 068877

9 April 2026

To: The Shareholders of Autagco Ltd.

Dear Sir/Madam,

- (1) THE PROPOSED SUBSCRIPTION;
- (2) THE PROPOSED TRANSFER OF CONTROLLING INTERESTS; AND
- (3) THE PROPOSED SHARE CONSOLIDATION.

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## 1. INTRODUCTION

### 1.1. Background

On 17 March 2026, the Company announced that it had entered into the Subscription Agreement, under which the Company shall allot and issue up to 3,000,000,000 Subscription Shares for an aggregate amount of S\$3.0 million, in accordance to the terms and subject to the conditions of the Subscription Agreement. Pursuant to the Subscription Agreement, the Company may undergo a share consolidation prior to Completion concurrently with the Proposed Subscription. On 7 April 2026, the Company further announced the Proposed Share Consolidation to consolidate every two (2) existing Shares into one (1) Consolidated Share. The Proposed Subscription is further detailed in Section 2 of this Circular, and the Proposed Share Consolidation is further detailed in Section 4 of this Circular.

### 1.2. EGM

The Board is convening the EGM to be held on 24 April 2026 at 3:00 p.m. at 114 Lavender Street, #05-56 (lift lobby 3), CT Hub 2, Singapore 338729 to seek the approval of Shareholders for:

- (a) the Proposed Subscription ("**Ordinary Resolution 1**");
- (b) the Proposed Transfer of Controlling Interests ("**Ordinary Resolution 2**"); and
- (c) the Proposed Share Consolidation ("**Ordinary Resolution 3**").

(collectively, the "**Proposed Transactions**").

### 1.3. Purpose of this Circular

The purpose of this Circular is to provide Shareholders with information relating to, and to seek Shareholders' approval for, the Proposed Transactions.

**The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this**

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## LETTER TO SHAREHOLDERS

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**Circular. Shareholders who have any doubt about the contents of this Circular or as to the action they should take, should consult their bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser(s) immediately.**

### 1.4. Inter-conditionality

Shareholders should note that Ordinary Resolutions 1, 2 and 3 are inter-conditional upon passing of one another. This means that if any of Ordinary Resolutions 1, 2 or 3 is not approved by Shareholders at the EGM, none of these Ordinary Resolutions will be deemed to be duly passed.

## 2. THE PROPOSED SUBSCRIPTION

### 2.1. Background of the Proposed Subscription

The Board of Directors of the Company had, on 17 March 2026, announced that the Company had, on the same day, entered into a subscription agreement (the “**Subscription Agreement**”) with Aurico, SYH, KLL, and KNCY (SYH, KLL, and KNCY shall each be referred to as a “**Subscriber**” and collectively the “**Subscribers**”, and together with the Company and Aurico, the “**Parties**”). Pursuant to the Subscription Agreement and taking into account the effects of the Proposed Share Consolidation announced on 7 April 2026, the Company shall allot and issue up to 3,000,000,000 new Shares (on a pre-Proposed Share Consolidation basis) or up to 1,500,000,000 new Shares (on a post-Proposed Share Consolidation basis) (“**Subscription Shares**”) in the issued and paid up share capital of the Company at an issue price of S\$0.001 (on a pre-Proposed Share Consolidation basis) or S\$0.002 (on a post-Proposed Share Consolidation basis) per Subscription Share (the “**Issue Price**”), amounting to an aggregate amount of S\$3.0 million (the “**Subscription Amount**”), pursuant to the terms and subject to the conditions of the Subscription Agreement (the “**Proposed Subscription**”).

### 2.2. Rationale of the Proposed Subscription

Based on the unaudited consolidated financial statements of the Group for the 6-month ended 31 January 2026, the Group was in a net current liabilities position of S\$2.1 million and a net liabilities position of S\$3.3 million as at 31 January 2026. Accordingly, the Company is undertaking the Proposed Subscription to raise funds to strengthen the Group’s financial position and capital base. The Proposed Subscription will also improve the cash flows of the Group as it supplements the Group’s existing working capital, and fund the growth and expansion of its assisted living business as well as the exploration of new business opportunities as they arise.

### 2.3. Information on the Subscribers

*The information on the Subscribers set out in this Section 2.3 is based solely on information provided by the respective Subscribers. In respect of such information, the Company and its Directors have not independently verified the accuracy and correctness of the same and the Company’s responsibility is limited to ensuring that such information has been accurately and correctly extracted and reproduced in this Circular in its proper form and context.*

2.3.1. The Subscribers were all introduced to the Company by Mr. Soh Chun Bin, who was the Lead Independent Director of the Company at the time the Subscription Agreement was entered into. As at the date of this Circular, Mr. Soh Chun Bin has stepped down from his position as the Lead Independent Director of the Company.

2.3.2. The Proposed Subscription is not underwritten and there is no placement agent appointed for the purpose of the Proposed Subscription. No introducer, referral or commission fees have been paid or will be payable by the Company in connection with the Proposed Subscription.

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## LETTER TO SHAREHOLDERS

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2.3.3. Pursuant to the Subscription Agreement, each of the Subscribers confirms, among others, that:

- (a) he/she is subscribing for the Subscription Shares for investment purposes, and as principal for his/her own benefit, and is not holding the Subscription Shares in trust, on behalf or as a nominee of any person;
- (b) he/she is not co-operating, pursuant to an agreement or undertaking (whether formal or informal) with any persons, to obtain or consolidate effective control of the Company through the subscription of the Subscription Shares;
- (c) he/she is not acting in concert with any other person in relation to the subscription of the Subscription Shares and he/she is not acting in accordance with any instructions of any other person for subscription of the Subscription Shares;
- (d) he/she has no existing connections (including any business relationship) with the Group, the Company, its Directors or its substantial shareholders; and
- (e) other than the Loan pursuant to the Subscription Agreement, further detailed in Section 2.4.3.4, none of the Subscribers and their Associate have any conflict situations including, carry on business transactions with the Group or provide services or receive services from the Group, lend to or borrow from the Group, lease property to or from the Group, or have an interest in the businesses that are competitors, suppliers or customers of the Group.

2.3.4. Save as disclosed below, as at the Latest Practicable Date, the Subscribers are independent third parties who is unrelated to any Director, chief executive officer, Substantial Shareholder and/or Controlling Shareholder of the Company, and the Subscribers and their Associates do not hold, directly or indirectly, any Shares or any instruments convertible into Shares and is not a person to whom the Company is prohibited from issuing Shares to, as provided for under Rule 812 of the Catalist Rules.

2.3.5. The background details of the Subscribers are set out below:

S/N	Name of Subscriber	Background of the Subscriber
1.	Soh Yeow Hwa	<p>SYH is a businessman involved in the trading of seafood and has previous corporate finance experience as a professional. His subscription is for investment purposes.</p> <p>SYH is a cousin of Mr. Soh Chun Bin. However, they are financially independent and SYH is not an immediate family member of Mr. Soh Chun Bin within the definition of Rule 812(1)(b) of the Catalist Rules.</p>
2.	Kan Li Ling	<p>KLL is a senior real estate professional and advises clients regularly on real estate investments. Her subscription is for investment purposes.</p>
3.	Ng Cheng-Yi Kenneth	<p>KNCY is a senior administrator in the healthcare industry with more than 20 years of experience in that industry. His subscription is for investment purposes.</p> <p>KNCY is the son of a cousin of Mr. Soh Chun Bin and SYH. However, they are financially independent and KNCY is not an immediate family member of Mr. Soh Chun Bin within the definition of Rule 812(1)(b) of the Catalist Rules.</p>

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## LETTER TO SHAREHOLDERS

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### 2.4. Principal Terms of the Proposed Subscription

#### 2.4.1. The Subscription Shares

Under and subject to the terms of the Subscription Agreement and taking into account the effects of the Proposed Share Consolidation, the Company has agreed to allot and issue, and each Subscriber has agreed to subscribe for, the number of Subscription Shares in two tranches (respectively referred to as “**1<sup>st</sup> Tranche Subscription Shares**” and “**2<sup>nd</sup> Tranche Subscription Shares**”) as set out below:

Name of Subscriber	Number of Subscription Shares	Number of Subscription Shares as a percentage of the Existing Share Capital <sup>(1)</sup>	Number of Subscription Shares as a percentage of the Enlarged Share Capital <sup>(2)</sup>
Soh Yeow Hwa	570,000,000 Subscription Shares, being: (i) 380,000,000 1 <sup>st</sup> Tranche Subscription Shares; and (ii) 190,000,000 2 <sup>nd</sup> Tranche Subscription Shares	43.73%	20.33%
Kan Li Ling	570,000,000 Subscription Shares, being: (i) 380,000,000 1 <sup>st</sup> Tranche Subscription Shares; and (ii) 190,000,000 2 <sup>nd</sup> Tranche Subscription Shares	43.73%	20.33%
Ng Cheng-Yi Kenneth	360,000,000 Subscription Shares, being: (i) 240,000,000 1 <sup>st</sup> Tranche Subscription Shares; and (ii) 120,000,000 2 <sup>nd</sup> Tranche Subscription Shares	27.62%	12.84%

**Notes:**

- (1) Based on the respective number of Subscription Shares on a post-Proposed Share Consolidation basis divided by the Existing Share Capital of 1,303,503,647 Shares on a post-Proposed Share Consolidation basis.
- (2) Based on the number of Subscription Shares on a post-Proposed Share Consolidation basis divided by the Enlarged Share Capital (excluding treasury shares and subsidiary holdings) of 2,803,503,647 Shares on a post-Proposed Share Consolidation basis.

The Subscription Shares, when allotted and issued, shall be free from all claims, liens, charges, pledges, mortgages, and encumbrances and shall rank in all respects *pari passu* with the then existing issued Shares, except that the Subscription Shares will not rank for any dividends, rights, allotments or other distributions, the record date for which falls before the date of allotment and issuance of the Subscription Shares, a date falling no later than three (3) business days after the Completion Date (“**Issue Date**”).

There is no moratorium imposed on the Subscription Shares.

The allotment and issuance of the Subscription Shares to the Subscribers will not result in the Subscribers being obliged to make a general offer for the mandatory take-over of the Company pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers.

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### 2.4.2. Issue Price

The Issue Price of S\$0.002 per Subscription Share (on a post-Proposed Share Consolidation basis) was agreed to by the Company and the Subscribers under the Subscription Agreement at arm's length basis with reference to the historical trading performance of the Company's shares, prevailing market conditions, and historical financial performance and position of the Group.

The Issue Price represents discount at 50% to the VWAP of S\$0.004 per Share (on a post-Proposed Share Consolidation basis) for trades done on the SGX-ST on 16 March 2026, being the last market day on which the Shares were traded preceding the date of the Subscription Agreement.

Under and subject to the terms of the Subscription Agreement, the Subscribers shall subscribe for and pay the corresponding consideration for the 1<sup>st</sup> Tranche Subscription Shares and the 2<sup>nd</sup> Tranche Subscription Shares (respectively referred to as "**1<sup>st</sup> Tranche Amount**" and "**2<sup>nd</sup> Tranche Amount**") as set out below:

Name of Subscriber	Subscription Amount (S\$)	
Soh Yeow Hwa	1 <sup>st</sup> Tranche Amount	760,000
	2 <sup>nd</sup> Tranche Amount	380,000
Kan Li Ling	1 <sup>st</sup> Tranche Amount	760,000
	2 <sup>nd</sup> Tranche Amount	380,000
Ng Cheng-Yi Kenneth	1 <sup>st</sup> Tranche Amount	480,000
	2 <sup>nd</sup> Tranche Amount	240,000

Subject to the terms of the Subscription Agreement, the Subscription Amount shall be payable in the following manner:

- (a) the 1<sup>st</sup> Tranche Amount shall be payable two (2) business days before the Issue Date; and
- (b) the 2<sup>nd</sup> Tranche Amount shall be payable within 90 days following the payment of the 1<sup>st</sup> Tranche Amount.

### 2.4.3. Salient terms of the Subscription Agreement

#### 2.4.3.1. Conditions Precedent to the Proposed Subscription

The Parties' obligations to complete the Proposed Subscription are conditional upon the satisfaction (or waiver) of the following conditions on or by the date falling two (2) months from the date of the Subscription Agreement (or such other date as the Parties may agree in writing) (the "**Long-Stop Date**"):

- (a) the aggregate amount of the any liabilities or obligations of the Company that fall due and are payable by the Company within six (6) months from the Completion Date (including the Shareholder Loans and the Outstanding Amounts (for the purposes of this clause, the Shareholder Loans and the Outstanding Amounts shall be taken as the Settlement Sum, subject to the terms of as further detailed in Section 2.4.3.3), but excluding the Loan), shall

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not exceed S\$2.0 million and the total outstanding and accrued liabilities of the Company as at 10 March 2026 shall not exceed S\$3.5 million;

- (b) the execution of a deed of settlement and/or any undertaking as required under the Subscription Agreement, to the satisfaction of the Subscribers, further detailed in Section 2.4.3.3 of this Circular;
- (c) the receipt of the LQN from the SGX-ST for the listing of and quotation for all the Subscription Shares on the Catalist (on conditions, if any, reasonably acceptable to the Parties, and to the extent that any conditions for the listing of and quotation for such Subscription Shares on the Catalist of SGX-ST are required to be fulfilled on or before Long-Stop Date, they being so fulfilled) having been obtained from the SGX-ST, and such approval being in full force and effect as at the Completion Date;
- (d) the Company and each of the Subscribers shall execute all documents or instruments as may be deemed necessary or desirable by the SGX-ST and/or the Sponsor, in view of the Catalist Rules and all applicable laws;
- (e) where applicable, the finalisation and procurement of the issuance of the circular to the Shareholders for the requisite approval of the Shareholders to be obtained at an EGM of the Company to be convened in relation to the Proposed Subscription by the Subscribers and other transactions related thereto, for the compliance to applicable laws, regulations and the Catalist Rules;
- (f) the exemption under Section 272B of the SFA being applicable to the subscription for and the allotment and issue of the Subscription Shares under the Subscription Agreement;
- (g) the delivery of all relevant information and documents required for the Completion, to the Company;
- (h) the allotment, issuance and subscription of the Subscription Shares on the Issue Date not being prohibited by (i) any statute, order, rule or regulation or directive promulgated by any applicable legislative, executive or regulatory body or authority of Singapore or any other jurisdiction which is applicable to the Company or each of the Subscribers, and (ii) the constitution of the Company;
- (i) no Party having received notice of any claim, injunction, order or notice restraining or prohibiting the entering into or the consummation of the transactions contemplated by the Subscription Agreement or seeking damages or other recourse in respect thereof, or notice that any of the foregoing is pending or threatened;
- (j) all the representations, warranties, undertakings and covenants of each of the Parties in the Subscription Agreement, being true and accurate in all material respects as of the date of the Subscription Agreement and as at the as at the Issue Date;
- (k) each Party complying with all of his/her/its obligations under the Subscription Agreement;
- (l) there being no events or circumstances occurring that has a Material Adverse Effect or any event, development or state of facts that is reasonably likely to result in a Material Adverse Effect on or before Completion; and

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- (m) all required consents and approvals for the transactions under the Subscription Agreement having been obtained without restrictions or limitations whatsoever (or if there are restrictions or limitations, such restrictions or limitations are reasonably acceptable), and being in full force and effect, including but not limited to, the approval of the Board or any Board committee for the entering into the Subscription Agreement and the allotment and issue of Subscription Shares and any related transactions in relation thereto,

(each a “**Condition**” and collectively, the “**Conditions**”).

Completion of the Proposed Subscription is conditional upon the completion of the Proposed Share Consolidation.

### 2.4.3.2. Proposed Share Consolidation

Parties agree and acknowledge that, subject to the approval of the Sponsor, the SGX-ST and/or the Shareholders, the Company will undergo a share consolidation prior to Completion (“**Proposed Share Consolidation**”), to reduce the number of outstanding Shares concurrently with the Proposed Subscription. The Proposed Share Consolidation is further detailed in Section 4 of this Circular.

### 2.4.3.3. Undertaking by Controlling Shareholder of the Company

As at the Latest Practicable Date, Aurico holds approximately 27.92% of the share capital of the Company. Aurico undertakes to execute an undertaking to vote in favour of all resolutions to be proposed at the EGM pursuant to the Proposed Subscription (including the Proposed Share Consolidation if this is proceeded with).

Aurico further undertakes to the Subscribers to accept and procure that Mr. Ng Boon Hui and Mdm. Ho Poh Khum accept an aggregate sum of S\$800,000 (“**Settlement Sum**”) as full and final settlement and discharge of:

- (a) the outstanding shareholder’s loans extended by Aurico to the Company (including all accrued interest) (“**Shareholder Loans**”); and
- (b) the outstanding remuneration, fees, bonuses, benefits, compensation and other sums whatsoever payable by the Group to Mr. Ng Boon Hui and Mdm. Ho Poh Khum, in relation to their position within the Group (“**Outstanding Amounts**”),

on terms which shall be set out in a deed to be entered into, reflecting the terms set out in the Subscription Agreement.

The Parties acknowledge that Aurico may transfer 21,840,000 Shares (on a pre-Proposed Share Consolidation basis), representing 0.39% of the Enlarged Share Capital (on a pre-Proposed Share Consolidation basis), to Mr. Patrick Loke, the Non-Executive and Non-Independent Director of the Company, such Shares representing his beneficial entitlement pursuant to his minority interest in Aurico. As at the Latest Practicable Date, Mr. Patrick Loke does not have any shareholdings in the Company. In the event that the transfer of 21,840,000 Shares (on a pre-Proposed Share Consolidation basis) from Aurico to Mr. Patrick Loke were to take place prior to the EGM, Aurico shall procure Mr. Patrick Loke’s undertaking to vote in favour of all resolutions to be proposed at the EGM pursuant to the Proposed Subscription (including the Proposed Share Consolidation if this is proceeded with).

### 2.4.3.4. Loan by Subscribers

The Subscribers shall provide a short-term, interest free bridging loan of S\$300,000 (the “**Loan**”) to the Company by disbursing the same to the Company within three (3)

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business days of the Subscription Agreement. The Loan amount provided by each Subscriber shall be as follows:

Name of Subscriber	Loan amount (S\$)
Soh Yeow Hwa	114,000
Kan Li Ling	114,000
Ng Cheng-Yi Kenneth	72,000
<b>Total</b>	<b>300,000</b>

The tenure of Loan shall be four (4) months following the date of disbursement of the Loan (the “**Tenure**”) and the Loan shall be due and payable in full by Company on the expiry of the Tenure (the “**Maturity Date**”). Subject to Section 2.4.3.4 of this Circular, the Company shall repay the entire Loan on the Maturity Date.

The Parties agree that upon Completion, the Maturity Date shall be accelerated and brought forward and the Loan shall become immediately due and payable by the Company to each Subscriber. The Parties further agree that the amount of the Loan shall be set off against the 1<sup>st</sup> Tranche Amount payable by the relevant Subscriber, and the 1<sup>st</sup> Tranche Amount shall be reduced correspondingly by the amount so set-off.

The Company shall not utilise any portion of the Loan without the prior written consent of the Subscribers. Any application of the Loan without such consent shall be invalid and shall constitute a default of the Subscription Agreement.

The Loan amount has been received by the Company from 27 to 29 April 2026. As at the Latest Practicable Date, with the written consent obtained from the Subscribers, approximately S\$101,000 has been utilised for general working capital purposes, including payments for salaries and related expenses and financial support to the wholly-owned subsidiary of the Group, Communa Gold Pte. Ltd..

### 2.4.3.5. Completion of the Proposed Subscription

Completion shall take place on a date falling no later than seven (7) business days after fulfilment of all the Conditions (“**Completion Date**”), and such completion to take place in two (2) separate tranches.

Within 90 days of the allotment and issue of the 1<sup>st</sup> Tranche Subscription Shares, the Parties shall proceed with Completion with respect to the 2<sup>nd</sup> Tranche Subscription Shares.

### 2.4.3.6. Rights of the Subscribers

If any Subscriber, upon the Issue Date, holds 15.00% or more of the shareholding in the Enlarged Share Capital of the Company, such Subscriber shall have the right to nominate one additional Director for appointment to the Board, and such appointment shall be subject to the clearance by the Board (and if applicable, the relevant Board committees), the Sponsor and/or SGX-ST.

The Subscribers shall have the right to nominate a person for the appointment as the chief financial officer of the Company, and such appointment shall be subject to the clearance by the Board (and if applicable, the relevant Board committees), the Sponsor and/or SGX-ST.

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### 2.5. Shareholders' Approval for the Proposed Subscription

#### 2.5.1. Rule 811 of the Catalist Rules

Rule 811(1) of the Catalist Rules states that an issue of shares must not be priced at more than 10% discount to the VWAP for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed. If trading in the issuer's shares is not available for a full market day, the VWAP must be based on the trades done on the preceding market day up to the time the placement agreement is signed. The discount at 50% exceeds the 10% discount limit as stated in Rule 811(1) of the Catalist Rules.

Accordingly, the Proposed Subscription will be conditional upon, *inter alia*, specific approval from Shareholders at an EGM to be convened pursuant to Rule 811 of the Catalist Rules.

#### 2.5.2. Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules

Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules provide that an issuer must obtain the prior approval of shareholders in a general meeting for, *inter alia*, the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer (except where a general mandate under Rule 806 of the Catalist Rules for such issue has been previously obtained from shareholders in a general meeting).

As the Proposed Subscription does not fall within the general share issue mandate granted by Shareholders to the Directors at the last annual general meeting of the Company held on 28 January 2026, the Company will seek specific approval from the Shareholders at an EGM to be convened for the allotment and issuance of the Subscription Shares under the Proposed Subscription pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules.

#### 2.5.3. SFA

The Proposed Subscription is undertaken in accordance with the 'safe harbour' exemptions for a private placement under Section 272B of the SFA and in compliance with the conditions of these exemptions in the SFA.

Each Subscriber is not accepting the Company's offer of the Subscription Shares as agent, nominee or trustee for the benefit of other parties or with a view to such offer being subsequently offered to another person in Singapore, where such subsequent offer is contrary to the provisions of the SFA. No prospectus, offer information statement or offer document will be issued by the Company or registered with the Monetary Authority of Singapore in connection with the Proposed Subscription.

### 2.6. Additional Listing Application

The Company will be submitting an additional listing application, through its continuing sponsor, to the SGX-ST for permission to deal in and for quotation of the Subscription Shares on the Catalist Board. The Company will make the necessary announcement upon the receipt of the outcome of the application in due course. Any LQN which may be issued by the SGX-ST for the listing and quotation of the Subscription Shares is not to be taken as an indication of the merits of the Proposed Subscription, the Proposed Transfer of Controlling Interests, the Subscription Shares, the Company and/or its subsidiaries.

### 2.7. Use of the Net Proceeds

The net proceeds from the Proposed Subscription, after deducting estimated fees and expenses (including listing and application fees, professional fees and other miscellaneous expenses of approximately S\$142,000), will amount to approximately S\$2,858,000 (the "**Net Proceeds**") and will be utilised by the Company for payment of the Settlement Sum, general working capital purposes, to fund the growth and expansion of its assisted living business, and

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also the exploration of new business opportunities, as and when they arise in the following allocations:

<b>Use of Proceeds</b>	<b>Amount of the Net Proceeds (S\$'000)</b>	<b>Percentage Allocation (%)</b>
Set off of the Loan	300	10
Payment of the Settlement Sum	800	28
General working capital purposes (including meeting operating, finance and other expenses of the Group)	758	27
Business expansion (including funding the growth and expansion of its assisted living business, and exploration of new business opportunities, as and when they arise)	1,000	35
<b>Total</b>	<b>2,858</b>	<b>100</b>

Pending the utilisation of the Net Proceeds as outlined above, the Net Proceeds may be deposited in financial institutions or be used for any other purpose on a short-term basis as the Directors may deem fit in the interests of the Group, taking into account the Company's working capital position.

The Company will make periodic announcements as and when the Net Proceeds are materially disbursed and whether the disbursements are in accordance with the use of proceeds as stated in this Circular. The Company will also provide a status report on the use of such Net Proceeds in the Company's interim and full year financial statements and the Company's annual report. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation. Where the Net Proceeds are used for working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the Company's announcements and annual report.

### 2.8. **Opinion of the Directors**

The Directors are of the opinion that, after taking into consideration, among others, the Group's internal resources and operating cashflows as at the date of this Circular, the working capital available to the Group is not sufficient to meet its present requirements.

The Directors are of the opinion that, after taking into consideration, among others, the Group's internal resources and operating cashflows as at the date of this Circular and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

## 3. **THE PROPOSED TRANSFER OF CONTROLLING INTERESTS**

- 3.1. Rule 803 of the Catalist Rules provides that an issuer must not issue securities to transfer a controlling interest without prior approval of shareholders in general meeting.
- 3.2. As at the Latest Practicable Date, the Subscribers do not hold any Shares. Upon Completion of the Proposed Subscription, SYH and KLL will each hold approximately 20.33% of the Enlarged Share Capital of the Company following the allotment and issuance of Subscription Shares. As such, the Proposed Subscription will result in transfer of Controlling Interest in the Company to SYH and KLL.

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- 3.3. Accordingly, the Company will be convening an EGM to seek approval from the Shareholders for the Proposed Transfer of Controlling Interests arising from the Proposed Subscription pursuant to Rule 803 of the Catalist Rules.

### 4. THE PROPOSED SHARE CONSOLIDATION

#### 4.1. Background of the Proposed Share Consolidation

The Company is seeking the approval of Shareholders at the EGM to undertake the Proposed Share Consolidation as described in Sections 2.4.3.2. Completion of the Proposed Subscription is conditional upon the completion of the Proposed Share Consolidation.

#### 4.2. Information on the Proposed Share Consolidation

##### 4.2.1. Consolidation basis

Subject to Shareholders' approval for the Proposed Share Consolidation at the EGM and conditions set out in Section 4.4 being obtained, fulfilled or waived (as the case may be), it is proposed that the number of Consolidated Shares held by the Shareholders arising from the Proposed Share Consolidation will be ascertained on the Share Consolidation Record Date. Every two (2) existing Shares registered in the name, or standing to the credit of the Securities Account, of each Shareholder as at the Share Consolidation Record Date shall be consolidated into one (1) Consolidated Share, fractional entitlements will be rounded up to the nearest whole Consolidated Share. The Proposed Share Consolidation will take effect from 9:00 a.m. on the Share Consolidation Effective Trading Date.

##### 4.2.2. Ranking

Each Consolidated Share will rank *pari passu* in all respects with each other.

##### 4.2.3. Shareholding distribution

As at the Latest Practicable Date, the shareholding distribution of the Company (on a pre-Proposed Share Consolidation basis) is as follows:

Size of shareholdings	No. of Shareholders	%	No. of existing Shares	%
1 – 99	421	12.28	16,528	0.00
100 – 1,000	963	28.08	440,643	0.02
1,001 – 10,000	976	28.46	3,833,009	0.15
10,001 – 1,000,000	864	25.20	190,636,445	7.31
1,000,001 and above	205	5.98	2,412,080,528	92.52
<b>Total</b>	<b>3,429</b>	<b>100.00</b>	<b>2,607,007,153</b>	<b>100.00</b>

Based on the holdings of the Shares as at the Latest Practicable Date, there are 16 Shareholders who hold less than two (2) existing Shares. The Company will be issuing one (1) Consolidated Share to each of these 16 Shareholders, such that they will each hold one (1) Consolidated Share following the completion of the Proposed Share Consolidation.

As at the Latest Practicable Date, based on records kept with the Accounting and Corporate Regulatory Authority of Singapore, the Company has an issued and paid-up share capital of S\$73,577,500.30 comprising 2,607,007,153 existing Shares. The Company has no treasury shares or subsidiary holdings as at the Latest Practicable Date. On the assumption that there will be no change to the abovementioned issued and paid-up share capital of the Company up to the Share Consolidation Record Date and the without taking into account the rounding up of the shareholdings of 141 Shareholders (including the 16 Shareholders who hold less than two (2) existing Shares) who would otherwise hold fractional Consolidated Shares to the nearest whole Consolidated Share, and subject to Shareholders' approval being obtained for the

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Proposed Share Consolidation at the EGM, the issued and paid-up share capital of the Company will be approximately S\$73,577,500.30 comprising 1,303,503,647 Consolidated Shares, following the completion of the Proposed Share Consolidation. Accordingly, for illustration purposes only, the shareholding distribution of the Company following the completion of the Proposed Share Consolidation would be as follows:

Size of shareholdings	No. of Shareholders	%	No. of existing Shares	%
1 – 99	623	18.17	19,734	0.00
100 – 1,000	1,130	32.95	512,396	0.04
1,001 – 10,000	779	22.72	2,954,992	0.23
10,001 – 1,000,000	766	22.34	148,708,684	11.41
1,000,001 and above	131	3.82	1,151,307,841	88.32
<b>Total</b>	<b>3,429</b>	<b>100.00</b>	<b>1,303,503,647</b>	<b>100.00</b>

The Proposed Share Consolidation will have no impact on the dollar value of the issued and paid-up share capital of the Company. The Proposed Share Consolidation will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the equity of the Group.

Shareholders will not be required to make any payment to the Company in respect of the Proposed Share Consolidation. The Proposed Share Consolidation will not cause any changes to the percentage shareholding of each Shareholder, other than non-material changes due to rounding up of fractional entitlements upon completion of the Proposed Share Consolidation.

### 4.3. Rationale for the Proposed Share Consolidation

The Proposed Share Consolidation is undertaken in conjunction with the Proposed Subscription. Shareholders are advised to refer to Section 2 of this Circular for further information on the Proposed Subscription (including the rationale of the Proposed Subscription).

The Board believes that the Proposed Share Consolidation will be beneficial to the Company and its Shareholders for the following reasons:

#### 4.3.1. Facilitation of the pricing and implementation of the Proposed Subscription

The Proposed Share Consolidation will be effected prior to the completion of the Proposed Subscription. By increasing the absolute trading price of the Shares, the Board believes that the Proposed Share Consolidation may facilitate more appropriate pricing and implementation of the Proposed Subscription and support a more orderly trading environment for the Shares following the issuance of Subscription Shares pursuant to the Proposed Subscription.

#### 4.3.2. Facilitation of meaningful price discovery and moderation of short-term price fluctuations

The Company's Shares have been trading at a low absolute price level on the Catalist over the past six (6) months up to and including the Latest Practicable Date, with the VWAP of each Share at S\$0.002.

At such price levels, the Share price is subject to limited pricing granularity, which may not accurately reflect market demand and supply and may result in abrupt price movements. By increasing the absolute trading price of the Shares, the Proposed Share Consolidation may facilitate more meaningful price discovery and help moderate short-term price fluctuations, thereby reducing excessive volatility in the trading of the Shares.

#### 4.3.3. Reduction of percentage transaction cost for trading of Shares

As share trading may involve certain minimum fixed expenses (such as minimum brokerage fees), trading in lowly-priced shares may translate to higher transaction costs, relative to the

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trading price, for each trading of one board lot of Shares. Given their susceptibility to speculation and market manipulation, lowly-priced shares are generally more volatile as compared to higher-priced shares. The Board believes that the Proposed Share Consolidation may serve to (i) reduce the volatility of the Share price and reduce fluctuations in the Company's market capitalisation; and (ii) reduce the percentage transaction cost for trading in each board lot of Shares.

**Shareholders should note however that there can be no assurance that the Proposed Share Consolidation will achieve the desired results as stated above or benefit all Shareholders, nor is there assurance that such results, if achieved, can be sustained in the longer term.**

#### 4.4. Approvals and Conditions for the Proposed Share Consolidation

4.4.1. Shareholders should note that the Proposed Share Consolidation is subject to, among others:

- (a) the receipt of LQN from the SGX-ST for the dealing in, listing of and quotation for up to 1,303,510,000 Consolidated Shares and up to 83,333,333 Consolidated Conversion Shares on the Catalist; and
- (b) the approval of Shareholders being obtained for Ordinary Resolutions 1, 2 and 3 relating to the Proposed Transactions at the EGM as they are inter-conditional.

4.4.2. An application will be made to the SGX-ST, via the Company's continuing sponsor, to obtain its approval-in-principle for the dealing in, listing of and quotation for the Consolidated Shares (including the Consolidated Conversion Shares), arising from the Proposed Share Consolidation, on the Catalist. An announcement will be made by the Company upon the receipt of the outcome of the application in due course. Any LQN which may be issued by the SGX-ST for the listing and quotation of the Consolidated Shares (including the Consolidated Conversion Shares) is not to be taken as an indication of the merits of the Proposed Share Consolidation, the Consolidated Shares (including the Consolidated Conversion Shares), the Company and/or its subsidiaries.

#### 4.5. Adjustments Required Under the Convertible Loan Agreement

4.5.1. The Board refers to the Company's announcements dated 3 December 2024 and 8 December 2025 in relation to the Convertible Loan Agreement, pursuant to which Lenn International has agreed to grant the Convertible Loan in accordance with the terms and conditions of the Convertible Loan Agreement. The Convertible Loan remains outstanding in full as at the Latest Practicable Date, with the maturity date being extended to 2 June 2027.

Pursuant to the Convertible Loan Agreement, Lenn International has been granted the right to convert the Convertible Loan at the issue price of S\$0.003 per Conversion Share (the "**Conversion Price**") into a maximum of 166,666,666 new Shares (the "**Conversion Shares**"), fractional shares to be disregarded, in accordance with the terms and conditions of the Convertible Loan Agreement.

4.5.2. As a consequence of the Proposed Share Consolidation, adjustments will be made to the Conversion Price ("**Consolidated Conversion Price**") and the number of Conversion Shares ("**Consolidated Conversion Shares**") pursuant to the terms of the Convertible Loan Agreement based on the following formula:

$$\begin{aligned} \text{(a) Consolidated Conversion Price} &= \text{Conversion Price} \times \text{Proportionate Change Factor} \\ &= \text{S\$0.003} \times (2 / 1) \\ &= \text{S\$0.006} \end{aligned}$$

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$$\begin{aligned} \text{(b) Number of Consolidated Conversion Shares} &= \frac{\text{Conversion Amount}}{\text{Consolidated Conversion Price}} \\ &= \frac{\text{S\$500,000}}{\text{S\$0.006}} \\ &= 83,333,333 \end{aligned}$$

An application will be made to the SGX-ST, via the Company's continuing sponsor, to obtain its approval-in-principle for the dealing in, listing of and quotation for up to 83,333,333 Consolidated Conversion Shares from the abovementioned adjustments. An announcement will be made by the Company upon the receipt of the outcome of the application in due course.

Subject to the approval in-principle of the Consolidated Conversion Shares being obtained from the SGX-ST, the abovementioned adjustments shall be effective from the Share Consolidation Effective Trading Date.

4.5.3. For illustrative purposes only, based on the 6-month VWAP up to and including the Latest Practicable Date of S\$0.002:

(a) the theoretical 6-month VWAP of the Shares as adjusted for the Proposed Share Consolidation, based on 1,303,503,647 Consolidated Shares, is S\$0.004;

(b) the theoretical 6-month VWAP of the Shares as adjusted for the Proposed Share Consolidation, based on 1,303,503,647 Consolidated Shares and assuming the allotment and issuance of 83,333,333 Consolidated Conversion Shares, is S\$0.004.

#### 4.6. **Updating of Register of Members and Depository Register**

If the approval of Shareholders to the Proposed Share Consolidation is obtained, the Register of Members and the Depository Register will be updated to reflect the number of Consolidated Shares held by Shareholders and Depositors based on their shareholdings in the Company as at the Share Consolidation Record Date, and will be traded in board lots of 100 Consolidated Shares.

##### 4.6.1. Deposit of Share Certificates with CDP

Shareholders who hold physical share certificates in respect of the existing Shares in their own names (the "**Old Share Certificates**"), and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts maintained with CDP, must deposit their Old Share Certificates with CDP, together with duly executed instruments of transfer in favour of CDP, at least 12 market days prior to the Share Consolidation Record Date. After the Share Consolidation Record Date, CDP will not accept any Old Share Certificates for deposit.

After the Share Consolidation Record Date, CDP will only accept the deposit of physical share certificates in respect of the Consolidated Shares (the "**New Share Certificates**"). Shareholders who wish to deposit their New Share Certificates with CDP after the Share Consolidation Record Date must first deliver their Old Share Certificates to the Share Registrar at 36 Robinson Road, #20-01 City House, Singapore 068877 for cancellation and issuance of New Share Certificates in replacement thereof as described below.

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### 4.6.2. Issue of New Share Certificates

Shareholders who have deposited their Old Share Certificates with CDP at least 12 market days prior to the Share Consolidation Record Date need not take any action. The Company will make arrangements with CDP to effect the exchange for the New Share Certificates.

Shareholders who have not deposited their Old Share Certificates as aforesaid or who do not wish to deposit their Old Share Certificates with CDP are advised to deliver all their Old Share Certificates to the Share Registrar at 36 Robinson Road, #20-01 City House, Singapore 068877 as soon as possible and preferably, not later than five (5) market days after they have been notified of the Share Consolidation Record Date for cancellation and issuance of the New Share Certificates in replacement thereof. No receipt will be issued by the Share Registrar upon receipt of any Old Share Certificates. The New Share Certificates will be sent by ordinary mail to the registered addresses of the relevant Shareholders at their own risk within 10 Market Days from the Share Consolidation Record Date or the date of receipt of the Old Share Certificates, whichever is the later.

Shareholders should note that the New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have already been tendered to the Share Registrar for cancellation. Shareholders should notify the Share Registrar if they have lost any of their Old Share Certificates or if there is any change in their respective addresses from those reflected in the Register of Members.

Shareholders are reminded to deliver their Old Share Certificates to the Share Registrar in accordance with the provisions set out above only after the Company's announcement of the Share Consolidation Record Date.

### 4.6.3. Share Certificates not valid for settlement of trades on the Catalist

Shareholders are reminded that their physical share certificates are not valid for settlement of trading in Consolidated Shares on the Catalist as the Company is under a book-entry (scripless) settlement system but their Old Share Certificates will continue to be accepted by the Share Registrar for cancellation and issuance of New Share Certificates in replacement thereof for an indefinite period. The New Share Certificates will not be valid for delivery for trades done on the Catalist although they will continue to be *prima facie* evidence of legal title to the Consolidated Shares.

## 4.7. **Trading Arrangement for the Consolidated Shares and Odd Lots**

### 4.7.1. Trading Arrangements for the Consolidated Shares

Subject to the approval of Shareholders for the Proposed Share Consolidation at the EGM, with effect from 9.00 a.m. on the Share Consolidation Effective Trading Date, trading in the Consolidated Shares on the Catalist will be in board lots of 100 Consolidated Shares. Accordingly, every two (2) existing Shares as at 5.00 p.m. on the market day immediately preceding the Share Consolidation Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Share Consolidation Effective Trading Date. Trading in the existing Shares on the Catalist will cease after 5.00 p.m. on the market day immediately preceding the Share Consolidation Effective Trading Date.

### 4.7.2. Trading Arrangements for Odd Lots

No fractional entitlements will arise from the implementation of the Proposed Share Consolidation as the Company will be rounding up the number of Consolidated Shares which Shareholders will be entitled pursuant to the Proposed Share Consolidation to the nearest whole Consolidated Share.

The existing Shares are currently traded in board lots of 100 existing Shares on the Catalist. After completion of the Proposed Share Consolidation, the Securities Accounts maintained with

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## LETTER TO SHAREHOLDERS

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CDP of Shareholders (being Depositors) may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of 100 Consolidated Shares).

Shareholders who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade in such odd lots may trade with a minimum size of one (1) Consolidated Share on the SGX-ST Unit Share Market. The SGX-ST Unit Share Market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying Shares. As odd lots of Consolidated Shares may be traded on the SGX-ST Unit Share Market, no separate arrangement will be made for the trading of such odd lots.

**Shareholders should note that the market for trading of such odd lots of Consolidated Shares may be illiquid and they may have to bear disproportionate transaction costs in trading their Consolidated Shares on the SGX-ST Unit Share Market. Shareholders who wish to trade their Consolidated Shares on the SGX-ST Unit Share Market should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers.**

#### 4.8. Share Consolidation Record Date and Effective Trading Date

Subject to the approval of Shareholders for the Proposed Share Consolidation at the EGM, the Directors will fix the Share Consolidation Record Date and the Share Consolidation Effective Trading Date at such time and on such date as they may deem fit in the interests of the Company. An announcement will be made by the Company to notify Shareholders of the Share Consolidation Record Date and the Share Consolidation Effective Trading Date in due course.

### 5. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTIONS

The financial effects of the Proposed Transactions on the Group as set out below are for illustrative purposes only and do not purport to be indicative or a projection of the future financial performance and financial position of the Group after the completion of the Proposed Transactions.

The financial effects of the Proposed Transactions on the Group have been computed based on the latest audited consolidated financial statements of the Group for financial year ended 31 July 2025 (“FY2025”) and the following bases and assumptions:

- (a) the financial effects on the consolidated NTL or NTA per Share and share capital of the Company are computed based on the assumption that the Proposed Transactions were completed on 31 July 2025;
- (b) the financial effect on the consolidated LPS is computed based on the assumption that the Proposed Transactions were completed on 1 August 2024;
- (c) the Proposed Share Consolidation has been completed prior to the Proposed Subscription and the Company rounds up the shareholdings of 141 Shareholders who would otherwise hold fractional Consolidated Shares to the nearest whole Consolidated Share;
- (d) any other corporate actions announced and undertaken by the Group after FY2025 are not taken into consideration; and
- (e) the costs and expenses in respect of the Proposed Transactions are assumed to be approximately S\$142,000.

## LETTER TO SHAREHOLDERS

### 5.1. NTL/NTA per Share

	Before the Proposed Transactions	After the Proposed Transactions
(NTL)/NTA attributable to equity holders of the Company (S\$'000)	(1,956)	902
Number of issued Shares	2,607,007,153	2,803,503,647
(NTL)/NTA per Share (S\$ cents)	(0.075)	0.032

### 5.2. LPS of the Group

	Before the Proposed Transactions	After the Proposed Transactions
Net loss attributable to equity holders of the Company (S\$'000)	(1,285)	(1,396)
Number of issued Shares	2,607,007,153	2,803,503,647
LPS (S\$ cents)	(0.049)	(0.050)

### 5.3. Share capital of the Company

	Before the Proposed Transactions	After the Proposed Transactions
Number of issued and paid-up Shares of the Company (excluding treasury shares)	2,607,007,153	2,803,503,647
Share capital of the Company (S\$'000)	71,210	74,210

### 5.4. Gearing

	Before the Proposed Transactions	After the Proposed Transactions
Net debt <sup>(1)</sup> (S\$'000)	3,884	3,366
Total capital <sup>(2)</sup> and net debt (S\$'000)	1,945	4,614
Gearing ratio (times)	2.00	0.73

**Notes:**

(1) Net debt is the summation of trade and other payables, lease liabilities, and loans and borrowings, less cash and cash equivalents.

(2) Capital means equity attributable to equity holders of the Company.

## LETTER TO SHAREHOLDERS

### 6. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

For illustration purposes, the interests of the Directors, Substantial Shareholders and the Subscribers in the share capital of the Company as at the Latest Practicable Date and after the Proposed Transactions are set out below:

	As at the Latest Practicable Date <sup>(1)</sup>						After the Proposed Transactions <sup>(2)</sup>					
	Direct Interest		Deemed Interest		Total Interest		Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<b>Directors</b>												
Ng Boon Hui <sup>(3)(4)</sup>	-	-	728,000,000	27.92	728,000,000	27.92	-	-	353,080,000	12.59	353,080,000	12.59
Ho Poh Khim <sup>(3)(4)</sup>	-	-	728,000,000	27.92	728,000,000	27.92	-	-	353,080,000	12.59	353,080,000	12.59
Patrick Loke <sup>(3)</sup>	-	-	-	-	-	-	10,920,000	0.39	-	-	10,920,000	0.39
<b>Substantial Shareholders (other than Directors)</b>												
Aurico <sup>(3)(4)</sup>	728,000,000	27.92	-	-	728,000,000	27.92	353,080,000	12.59	-	-	353,080,000	12.59
Chu Chin Ee (Zhu Zhengyu)	159,982,800	6.14	-	-	159,982,800	6.14	79,991,400	2.85	-	-	79,991,400	2.85
Soh Yeow Hwa	-	-	-	-	-	-	570,000,000	20.33	-	-	570,000,000	20.33
Kan Li Ling	-	-	-	-	-	-	570,000,000	20.33	-	-	570,000,000	20.33
Ng Cheng-Yi Kenneth	-	-	-	-	-	-	360,000,000	12.84	-	-	360,000,000	12.84
<b>Other Shareholders</b>					<b>1,719,024,353</b>	<b>65.94</b>					<b>859,512,247</b>	<b>30.66</b>

**Notes:**

- (1) Based on the Existing Share Capital of the Company of 2,607,007,153 Shares (on a pre-Proposed Share Consolidation basis) (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.
- (2) Based on the Enlarged Share Capital of the Company of 2,803,503,647 Shares (excluding treasury shares and subsidiary holdings) assuming the Proposed Transactions are completed.
- (3) Assuming that Aurico transfers 21,840,000 Shares (on a pre-Proposed Share Consolidation basis) to Mr. Patrick Loke prior to the completion of the Proposed Transactions.
- (4) Mr. Ng Boon Hui and Mdm. Ho Poh Khim are deemed interested in 728,000,000 Shares as at the Latest Practicable Date, and 353,080,000 Shares after the Proposed Transactions and the transfers of Shares to Mr. Patrick Loke as described in note (3) above, under Section 7 of the Companies Act and Section 4 of the SFA, by virtue of their respective shareholding interests in Aurico. Mr. Ng Boon Hui and Mdm. Ho Poh Khim are husband and wife.

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## LETTER TO SHAREHOLDERS

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Icon Law LLC was engaged as the Company's legal adviser in relation to the Proposed Transactions. Mr. Soh Chun Bin, who was previously the Lead Independent Director of the Company, is the managing director of Icon Law LLC and the engagement director for the Proposed Transactions. Due to Mr. Soh Chun Bin's familiarity with the Group's circumstances, the Board (except for Mr. Soh Chun Bin) is of the view that it is best to engage Icon Law LLC. In this regard, in the interest of maintaining good corporate governance and transparency, Mr. Soh Chun Bin has stepped down from the Board and relinquished his position as Lead Independent Director and member of Audit Committee, Nominating Committee and Remuneration Committee with effect from 31 March 2026. For avoidance of doubt, Mr. Soh Chun Bin has recused from and has not been involved in any decision of the Board on or prior to his effective date of cessation as a Director.

Save as disclosed in this Circular and save for their interests arising by way of their shareholdings in the Company and/or directorships in the Group, as the case may be, there are no other Directors or Substantial Shareholders and their respective Associates has any interest, direct or indirect, in the Proposed Transactions.

### **7. FURTHER ANNOUNCEMENTS**

The Company will make further and other announcements at the relevant time as and when there are material developments in relation to the Proposed Transactions.

### **8. DIRECTORS' RECOMMENDATIONS**

#### **8.1. Proposed Subscription**

The Directors, having considered, *inter alia*, the terms and conditions of the Subscription Agreement, the information of the Subscribers, the rationale, use of proceeds and financial effects of the Proposed Subscription, are of the opinion that the Proposed Subscription is in the best interests of the Company, and accordingly recommend that the Shareholders vote in favour of the Ordinary Resolution 1 as set out in the Notice of EGM in relation to the Proposed Subscription.

#### **8.2. Proposed Transfer of Controlling Interests**

The Directors, having considered, *inter alia*, the terms and conditions of the Subscription Agreement, the information of the Subscribers, the rationale, use of proceeds and financial effects of the Proposed Subscription, are of the opinion that the Proposed Transfer of Controlling Interests is in the best interests of the Company, and accordingly recommend that the Shareholders vote in favour of the Ordinary Resolution 2 as set out in the Notice of EGM in relation to the Proposed Transfer of Controlling Interests.

#### **8.3. Proposed Share Consolidation**

The Directors, having considered and reviewed, *inter alia*, the terms of the Proposed Share Consolidation and the rationale for the Proposed Share Consolidation, are of the view that the Proposed Share Consolidation is in the best interests of the Company and its Shareholders, and they accordingly recommend that Shareholders vote in favour of the Ordinary Resolution 3 as set out in the Notice of EGM.

### **9. EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on pages N-1 to N-4 of this Circular, will be held at 114 Lavender Street, #05-56 (lift lobby 3), CT Hub 2, Singapore 338729 on 24 April 2026 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without any modification, the Ordinary Resolutions set out in the Notice of EGM.

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## LETTER TO SHAREHOLDERS

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### 10. ACTION TO BE TAKEN BY SHAREHOLDERS

#### 10.1. Submission of Proxy Forms to Vote

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend, speak and vote at the EGM on their behalf should complete, sign and return the Proxy Form enclosed with this Circular in accordance with the instructions printed thereon and submit to the Company in the following manner:

- (a) via email to [invest@autagco.com.sg](mailto:invest@autagco.com.sg); or
- (b) via post to the Company's registered address at 36 Robinson Road, #20-01 City House, Singapore 068877,

in either case, not less than 72 hours before the time appointed for the holding of the EGM, i.e. by 21 April 2026 at 3:00 p.m., or any postponement or adjournment thereof.

The completion and return of the Proxy Form by a Shareholder will not preclude him/her/it/them from attending, speaking and voting at the EGM in place of his/her/their proxy or proxies should he/she/they subsequently wishes to do so. A proxy need not be a Shareholder of the Company.

Persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (including Central Provident Fund Investment Scheme ("CPFIS") Investors and Supplementary Retirement Scheme ("SRS") Investors) should contact their respective relevant intermediaries through which they hold such Shares to submit their voting instructions at least seven (7) business days before the date of the EGM (i.e. by 14 April 2026).

If a Shareholder is required to abstain from voting on a proposal at a general meeting by a listing rule or pursuant to any court order, any votes cast by the Shareholder on that resolution will be disregarded by the Company.

#### 10.2. Submission of Questions in Advance

Shareholders (including CPFIS Investors and SRS Investors) may raise substantial and relevant questions at the EGM or submit substantial and relevant questions relating to the Ordinary Resolutions tabled for approval at the EGM in advance of the EGM, to the Company in the following manner:

- (a) via email to [invest@autagco.com.sg](mailto:invest@autagco.com.sg); or
- (b) via post to the registered office of the Company at 36 Robinson Road, #20-01 City House, Singapore 068877,

in any case, by 5:00 p.m. on 16 April 2026.

When submitting questions, Shareholders must provide the following details for verification purpose: (a) full name, (b) NRIC/passport/company registration number, (c) current address, (d) contact number and (e) number of Shares held and the manner in which the Shares are held (e.g. via CDP, CPFIS, SRS or scrip).

Shareholders are encouraged to submit their questions on or before 5:00 p.m. on 16 April 2026, as this will allow the Company sufficient time to address and respond to these questions on or before 3:00 p.m. on 19 April 2026 (no later than 48 hours prior to the closing date and time for the lodgement of the Proxy Forms).

The responses will be published on the Company's corporate website at the URL <https://autagco.com.sg/> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the EGM, including any questions received by the Company

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## LETTER TO SHAREHOLDERS

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after 5:00 p.m. on 16 April 2026, the Company will address them during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. Please note that individual responses will not be sent to Shareholders. The minutes of the EGM will be published on SGXNet within one (1) month after the date of the EGM.

### 10.3. Notice of EGM and Circular

The Notice of EGM, Proxy Form, the Request Form (to request for printed copy of the Circular) and this Circular have been made available to shareholders by electronic means and can be accessed on the Company's corporate website at the URL <https://autagco.com.sg/> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Notice of EGM, Proxy Form and the Request Form will also be sent by post to Shareholders.

Shareholders who wish to request for a printed copy of this Circular may do so by completing and returning the Request Form to the Company by 5:00 p.m. 16 April 2026:

- (a) via email to [invest@autagco.com.sg](mailto:invest@autagco.com.sg); or
- (b) via post to the registered office of the Company at 36 Robinson Road, #20-01, City House, Singapore 068877.

### 10.4. Depositors

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as certified by CDP as at 72 hours before the time appointed for holding the EGM.

## 11. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution in trading the Shares. The completion of the Proposed Transactions are subject to certain conditions. There is no certainty or assurance as at the date of this Circular that the Proposed Transactions will be completed, or that no changes will be made to the terms thereof. Accordingly, Shareholders and potential investors are advised to read this Circular and any further announcements by the Company carefully, and exercise caution before making any decision in respect of their dealings in the Shares of the Company. Shareholders and potential investors should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

## 12. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the matters stated in this Circular, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

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## LETTER TO SHAREHOLDERS

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### 13. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Constitution and the Subscription Agreement are available for inspection at 36 Robinson Road, #20-01 City House, Singapore 068877, during normal office hours (i.e. 9:30 a.m. to 6:00 p.m., Mondays to Fridays (excluding gazetted public holidays)) from the date of this Circular up to and including the date of the EGM.

Yours faithfully

For and on behalf of the Board of Directors  
**AUTAGCO LTD.**

Ng Boon Hui  
Executive Chairman and Chief Executive Officer

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## NOTICE OF EGM

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**AUTAGCO LTD.**

(Company Registration Number 200311348E)  
(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “**EGM**”) of Autagco Ltd. (the “**Company**”) will be held at 114 Lavender Street, #05-56 (lift lobby 3), CT Hub 2, Singapore 338729 on 24 April 2026 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolutions as set out below:

*All capitalised terms used in this notice of EGM which are not otherwise defined shall have the same meanings as ascribed to them in the Company’s circular to its shareholders dated 9 April 2026 (“**Circular**”).*

#### **ORDINARY RESOLUTION 1**

##### **THE PROPOSED SUBSCRIPTION**

THAT, subject to and contingent upon the passing of Ordinary Resolutions 2 and 3 in this Notice EGM:

- (a) approval be and is hereby granted for the allotment and issuance of up to 1,500,000,000 Subscription Shares (on a post-Proposed Share Consolidation basis) to the Subscribers, at an Issue Price of S\$0.002 per Subscription Share (on a post-Proposed Share Consolidation basis), subject to the terms and conditions of the Subscription Agreement; and
- (b) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation to prepare and finalise, approve, ratify, sign, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this Ordinary Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company to give effect to this Ordinary Resolution.

#### **ORDINARY RESOLUTION 2**

##### **THE PROPOSED TRANSFER OF CONTROLLING INTERESTS**

THAT, subject to and contingent upon the passing of Ordinary Resolutions 1 and 3 in this Notice EGM:

- (a) approval be and is hereby granted for the Proposed Transfer of Controlling Interests to Soh Yeow Hwa and Kan Li Ling under Rule 803 of the Catalist Rules, upon completion of the Proposed Subscription; and
- (b) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation to prepare and finalise, approve, ratify, sign, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this Ordinary Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company to give effect to this Ordinary Resolution.

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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**ORDINARY RESOLUTION 3**

**THE PROPOSED SHARE CONSOLIDATION**

THAT, subject to and contingent upon the passing of Ordinary Resolutions 1 and 2 in this Notice EGM:

- (a) approval be and is hereby given for the Proposed Share Consolidation of every two (2) existing Shares held by Shareholders as at the Share Consolidation Record Date into one (1) Consolidated Share in the manner set out in the Circular, and the number of Consolidated Shares which Shareholders will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of the existing Shares as at the Share Consolidation Record Date, will be rounded up to the nearest whole Consolidated Share;
- (b) for the Company to issue one (1) Consolidated Share for no consideration pursuant to Section 68 of the Companies Act to each Shareholder who would otherwise have received a fraction of a Consolidated Share arising from the Proposed Share Consolidation pursuant to paragraph (a) above;
- (c) the Directors and each of them be and are hereby authorised to fix the Share Consolidation Record Date and the Share Consolidation Effective Trading Date at such time and on such date as they may deem fit in the interests of the Company; and
- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation to prepare and finalise, approve, ratify, sign, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this Ordinary Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company to give effect to this Ordinary Resolution.

By Order of the Board  
**AUTAGCO LTD.**

Ng Boon Hui  
Executive Chairman and Chief Executive Officer  
9 April 2026

*[This Notice of EGM continues on the next page]*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Notes:

- (a) The shareholders of the Company are invited to attend physically only at the EGM. This Notice of EGM, Proxy Form, the Request Form (to request for printed copy of the Circular) and the Circular will be made available to shareholders by electronic means via publication on the Company's corporate website at the URL: <https://autagco.com.sg/> and on the SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of EGM, Proxy Form and the Request Form (to request for printed copy of the Circular) will also be sent by post to shareholders. Shareholders who wish to receive a printed copy of the Circular are required to complete the Request Form and return it to the Company by 5:00 p.m. on 16 April 2026:
- (i) via email to [invest@autagco.com.sg](mailto:invest@autagco.com.sg); or
  - (ii) via post to the Company's registered address at 36 Robinson Road, #20-01 City House, Singapore 068877.
- (b) Pursuant to Section 181(1C) of the Companies Act 1967 of Singapore ("**Companies Act**"), a shareholder who is a Relevant Intermediary (as defined under Section 181(6) of the Companies Act) is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such shareholder. Where such shareholder appoints more than one (1) proxy, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the instrument of proxy.
- (c) Central Provident Fund ("**CPF**") Investment Scheme ("**CPFIS**") investors ("**CPFIS Investors**") and Supplementary Retirement Scheme ("**SRS**") investors ("**SRS Investors**") who hold the Company's Shares through CPF Agent Banks and/or SRS Operators:
- (i) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; or
  - (ii) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM,

in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their voting instructions at least seven (7) business days before the EGM (i.e. by 14 April 2026), in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a Proxy Form to vote on their behalf by 3:00 p.m. on 21 April 2026 (being not less than 72 hours before the time appointed for holding the EGM).

- (d) Shareholders, including CPFIS Investors and SRS Investors, and (where applicable) duly appointed proxies can attend the EGM in person. To do so, they will need to register in person at the registration counter(s) outside the EGM venue on the date of the EGM. Shareholders must bring along their NRIC/passport so as to enable the Company to verify their identity. Shareholders are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell.
- (e) Substantial and relevant questions related to the agenda of the EGM may be submitted in advance in the following manner:
- (i) via email to [invest@autagco.com.sg](mailto:invest@autagco.com.sg); or
  - (ii) via post to the Company's registered address at 36 Robinson Road, #20-01 City House, Singapore 068877,

in either case, by 5:00 p.m. on 16 April 2026 for the purposes of the EGM.

When submitting the questions, please provide the Company with the following details, for verification purpose:

- (i) full name;
  - (ii) NRIC/passport/company registration number;
  - (iii) current address;
  - (iv) contact number; and
  - (v) number of Shares held and the manner in which such Shares are held in the Company (e.g. via CDP, CPFIS, SRS or scrip).
- (f) Shareholders are encouraged to submit their questions on or before 5:00 p.m. on 16 April 2026, as this will allow the Company sufficient time to address and respond to these questions on or before 3:00 p.m. on 19 April 2026 (no later than 48 hours prior to the closing date and time for the lodgement of the Proxy Forms). The responses will be published on SGXNet and the Company's corporate website. Where substantial and relevant questions submitted by shareholders are unable to be addressed prior to the EGM, including any questions received by the Company after 5:00 p.m. on 16 April 2026, the Company will address them during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- (g) The Directors will endeavour to address as many substantial and relevant questions as possible during the EGM. However, shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. Please note that individual responses will not be sent to shareholders. The minutes of the EGM will be published on SGXNet within one (1) month after the date of the EGM.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (h) Shareholders who wish to exercise their voting rights at the EGM may:
- (i) (where such shareholders are individuals) attend and vote at the EGM or (where such shareholders are individuals or corporates) appoint proxies (other than the Chairman of the EGM) to attend and vote at the EGM on their behalf; or
  - (ii) (where such shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.
- (i) Persons who hold Shares of the Company through Relevant Intermediaries, including CPFIS Investors and SRS Investors, can also submit their questions related to the resolution to be tabled for approval at the EGM based on the abovementioned instructions.
- (j) Except for a shareholder who is a Relevant Intermediary, a shareholder of the Company entitled to attend, speak and vote at the EGM is entitled to appoint not more than two (2) proxies to attend, speak and vote in his stead. Where such shareholder appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.
- (k) A proxy need not be a shareholder of the Company.
- (l) A corporation which is a shareholder of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with its Constitution and Section 179 of the Companies Act.
- (m) The instrument appointing the proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the proxy(ies) is executed by a corporation, it must be executed under seal or the hand of its duly authorised officer or attorney. Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- (n) The instrument appointing the proxy(ies), together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited in the following manner:
- (i) via email to [invest@autaqco.com.sg](mailto:invest@autaqco.com.sg); or
  - (ii) via post to the Company's registered address at 36 Robinson Road, #20-01 City House, Singapore 068877,
- in either case, by 3:00 p.m. on 21 April 2026, being not less than 72 hours before the time appointed for holding the EGM. The completion and return of the Proxy Form by a shareholder shall not preclude him from attending, speaking and voting at the EGM in place of his proxy should he subsequently wish to do so.
- (o) The Company shall be entitled to reject the instrument appointing the proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy(ies) (such as in the case where the appointor submits more than 1 instrument of proxy).
- (p) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend, speak and vote at the EGM.

### Personal Data Privacy:

By (a) attending, speaking or voting at the EGM and/or any adjournment thereof; (b) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof; or (c) submitting any questions prior to, or at, the EGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's and its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes of meeting and other documents relating to the EGM of the Company (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); and (ii) warrants that where the shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a shareholder of the Company (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

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*This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor").*

*This Notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.*

*The contact person for the Sponsor is Ms. Lee Khai Yinn (Telephone: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.*

## PROXY FORM

**AUTAGCO LTD.**  
(Company Registration No.: 200311348E)  
(Incorporated in the Republic of Singapore)

### EXTRAORDINARY GENERAL MEETING PROXY FORM

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 9 April 2026.

**IMPORTANT:**

- The EGM of the Company will be held on 24 April 2026 at 3:00 p.m. at 114 Lavender Street, #05-56 (lift lobby 3), CT Hub 2, Singapore 338729. The Notice of EGM, Proxy Form, the Request Form and the Circular will be sent to Shareholders by electronic means via publication on (i) the SGXNet at the URL <https://www.sqx.com/securities/company-announcements>; and (ii) the Company's website at the URL <https://autagco.com.sg/>. Printed copies of the Notice of EGM, proxy form and the Request Form will also be sent by post to Shareholders.
- Investors who hold shares through Relevant Intermediaries, including under the Central Provident Fund Investment Scheme ("CPFIS Investors") or the Supplementary Retirement Scheme ("SRS Investors"), and who wish to appoint the Chairman of the EGM as their proxy should approach their respective Relevant Intermediaries, including CPF Agent Banks or SRS Operators, to submit their voting instructions at least seven (7) business days before the EGM (i.e. by 14 April 2026).
- This Proxy Form is not valid for use by CPFIS Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
- Please read the notes to the Proxy Form.

I/We\* \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Company Registration No.\*) of \_\_\_\_\_ (Address) being a shareholder/shareholders\* of Autagco Ltd. (the "Company") hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or\* (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing \*him/her/them, the Chairman of the extraordinary general meeting of the Company (the "EGM"), as \*my/our \*proxy/proxies to attend, speak and vote for \*me/us on \*my/our behalf at the EGM to be held at 114 Lavender Street, #05-56 (lift lobby 3), CT Hub 2, Singapore 338729 on 24 April 2026 at 3:00 p.m. and at any adjournment thereof.

\*I/We direct \*my/our \*proxy/proxies to vote for, against or to abstain from voting on the resolution proposed at the EGM as indicated hereunder. **If no specific direction as to voting is given, the \*proxy/proxies (except where the Chairman of the EGM is appointed as \*my/our proxy) will vote or abstain from voting at \*his/her/their discretion. In the absence of specific directions in respect of the resolutions, the appointment of the Chairman of the EGM as \*my/our proxy for the resolution will be treated as invalid.**

No.	Ordinary Resolutions	For**	Against**	Abstain**
1.	To approve the Proposed Subscription			
2.	To approve the Proposed Transfer of Controlling Interests			
3.	To approve the Proposed Share Consolidation			

**Notes:**

\* Please delete where inapplicable.

\*\* If you wish to exercise all your votes 'For' or 'Against' or 'Abstain' please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the 'Abstain' box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated: this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Total no. of Shares in:	No. of Shares
CDP Register	
Register of Members	

Signature(s) of Shareholder(s)/Common Seal of  
Corporate Shareholder

**IMPORTANT: PLEASE READ NOTES BELOW BEFORE COMPLETING THIS PROXY FORM**

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## PROXY FORM

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### Notes:

1. Except for a shareholder who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967 of Singapore (“**Companies Act**”), a shareholder of the Company entitled to attend, speak and vote at the EGM is entitled to appoint not more than two (2) proxies to attend, speak and vote in his stead. Such proxy need not be a shareholder of the Company. Where such shareholder appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in this Proxy Form.
2. Pursuant to Section 181(1C) of the Companies Act, a shareholder who is a Relevant Intermediary is entitled to appoint more than 2 proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder appoints more than 1 proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
3. Central Provident Fund (“**CPF**”) Investment Scheme (“**CPFIS**”) investors (“**CPFIS Investors**”) and Supplementary Retirement Scheme (“**SRS**”) investors (“**SRS Investors**”) who hold the Company’s Shares through CPF Agent Banks and/or SRS Operators:
  - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least seven (7) business days before the EGM (i.e. by 14 April 2026) in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a Proxy Form to vote on their behalf by 3:00 p.m. on 21 April 2026 (being not less than 72 hours before the time appointed for holding the EGM).
4. Shareholders, including CPFIS Investors and SRS Investors, and (where applicable) duly appointed proxies can attend the EGM in person. To do so, they will need to register in person at the registration counter(s) outside the EGM venue on the date of the EGM. Shareholders must bring along their NRIC/passport so as to enable the Company to verify their identity. Shareholders are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell.
5. Where a shareholder of the Company appoints two (2) proxies, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second proxy as an alternate to the first name.
6. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where this proxy form is executed by a corporation, it must be executed under its common seal or sign by its attorney or duly authorised officer. Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a shareholder of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with its Constitution and Section 179 of the Companies Act.
8. The Proxy Form, duly executed, must be deposited in the following manner:
  - (a) via email to [invest@autaqco.com.sg](mailto:invest@autaqco.com.sg); or
  - (b) via post to the Company’s registered address at 36 Robinson Road, #20-01 City House, Singapore 068877,in either case, by 3:00 p.m. on 21 April 2026, being not less than 72 hours before the time appointed for holding the EGM. The completion and return of this Proxy Form by a shareholder will not preclude him from attending, speaking and voting at the EGM in place of his proxy should he subsequently wish to do so. A shareholder may revoke the appointment of a proxy or proxies at any time before the EGM commences and in such an event, the Company reserves the right to refuse to admit the proxy or proxies’ access to the EGM proceedings.
9. A shareholder should insert the total number of shares held. If the shareholder has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), he should insert that number of shares. If the shareholder has shares registered in his name in the Register of Members of the Company, he should insert the number of shares. If the shareholder has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the shareholder of the Company.
10. A Depositor shall not be regarded as a shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the EGM.

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## PROXY FORM

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**General:**

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy or proxies, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 9 April 2026.