

**APPENDIX DATED 11 APRIL 2022**

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

**This Appendix is issued by Baker Technology Limited (the “Company”). If you are in any doubt about its contents or the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other independent professional adviser immediately.**

*Capitalised terms appearing on the cover of this Appendix have the same meanings as defined in the section entitled “Definitions”.*

If you have sold or transferred all your shares in the capital of the Company, you should immediately inform the purchaser, the transferee or the bank, stockbroker or agent through whom the sale was effected for onward notification to the purchaser or the transferee, that this Appendix (together with the Annual Report for FY2021, the Notice of AGM and the Proxy Form) may be accessed on the SGXNET and the Company’s website.

This Appendix has been appended to the Annual Report, which has been made available on SGXNet and the Company’s website. A printed copy of this Appendix will not be despatched to the Shareholders. For Shareholders’ convenience, printed copies of the Notice of AGM and the Proxy Form will be despatched to Shareholders.

The Singapore Exchange Securities Trading Limited takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Appendix.



**BAKER TECHNOLOGY LIMITED**  
(Unique Entity Number 198100637D)  
(Incorporated in the Republic of Singapore)

**APPENDIX TO THE ANNUAL REPORT in relation to  
THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE**

This Appendix is issued to you together with the Annual Report of Baker Technology Limited for the financial year ended 31 December 2021. The resolutions proposed to be passed in relation to the above matter are set out in the Notice of Annual General Meeting.

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# DEFINITIONS

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In this Appendix, the following definitions apply throughout unless the context otherwise requires or unless otherwise stated:

- "AGM"** : An annual general meeting of the Company. Unless the context otherwise requires, "AGM" shall refer to the annual general meeting to be held on 28 April 2022 at 10.00 a.m. by electronic means
- "Annual Report"** : The annual report of the Company for FY2021
- "Appendix"** : This appendix dated 11 April 2022
- "Approval Date"** : Has the meaning ascribed to it in section 2.3(a)
- "Applicable Laws"** : All laws, by-laws, regulations, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Companies Act, the SFA and the Listing Rules of the SGX-ST, provided always that a waiver granted in connection with any such law shall be treated as due compliance with such relevant law
- "Associate"** : In the case of a company,
- (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 or his immediate family together (directly or indirectly) have an interest of 30% or more; and
  - (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% or more
- In the case of an individual,
- (a) his immediate family;
  - (b) 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
  - (c) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more
- "Average Closing Price"** : Has the meaning ascribed to it in section 2.3(d)(iii)
- "Board" or "Board of Directors"** : The board of directors of the Company as at the date of this Appendix
- "CDP"** : The Central Depository (Pte) Limited

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# DEFINITIONS

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<b>"Companies Act"</b>	:	The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
<b>"Company"</b>	:	Baker Technology Limited
<b>"Constitution"</b>	:	The constitution of the Company as at the date of this Appendix
<b>"Controlling Shareholder(s)"</b>	:	A person who: <ul style="list-style-type: none"> <li>(a) holds directly or indirectly 15% or more of the total number of issued Shares in the Company excluding treasury shares (unless the SGX-ST determines that such person is not a controlling shareholder); or</li> <li>(b) in fact exercises control over the Company</li> </ul>
<b>"COVID-19 Order"</b>	:	The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 of Singapore, as amended, modified or supplemented from time to time
<b>"Director(s)"</b>	:	The director(s) of the Company as a the date of this Appendix
<b>"EPS"</b>	:	Earnings per Share
<b>"FY2021"</b>	:	Financial year ended 31 December 2021
<b>"Group"</b>	:	The Company and its subsidiaries
<b>"Latest Practicable Date"</b>	:	18 March 2022, being the latest practicable date prior to the finalisation of this Appendix
<b>"Listing Manual"</b>	:	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time
<b>"Listing Rules"</b>	:	The listing rules of the SGX-ST as set out in the Listing Manual
<b>"LPS"</b>	:	Loss per Share
<b>"Mainboard"</b>	:	Main Board of the SGX-ST
<b>"Market Day"</b>	:	A day on which the SGX-ST is open for trading in securities
<b>"Market Purchase"</b>	:	Has the meaning ascribed to it in section 2.3(c)(i) of this Appendix
<b>"Maximum Price"</b>	:	Has the meaning ascribed to it in section 2.3(d) of this Appendix
<b>"Member" or "Shareholder"</b>	:	The registered holders of Shares, except that where the registered holder is CDP, the term <b>"Shareholders"</b> in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP whose Securities Accounts are credited with those Shares
<b>"NAV"</b>	:	Net asset value
<b>"Notice of AGM"</b>	:	Has the meaning ascribed to it in section 1
<b>"Off-Market Purchase"</b>	:	Has the meaning ascribed to it in section 2.3(c)(ii) of this Appendix
<b>"Proxy Form"</b>	:	The proxy form in respect of the AGM

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# DEFINITIONS

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<b>"Related Expenses"</b>	:	Has the meaning ascribed to it in section 2.3(d)
<b>"Relevant Intermediary"</b>	:	<p>(a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;</p> <p>(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or</p> <p>(c) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation</p>
<b>"Relevant Period"</b>	:	Has the meaning ascribed to it in section 2.3(b) of this Appendix
<b>"Rule 14"</b>	:	Has the meaning ascribed to it in section 2.10(a) of this Appendix
<b>"Securities Account"</b>	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
<b>"SFA"</b>	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
<b>"SGX-ST"</b>	:	The Singapore Exchange Securities Trading Limited
<b>"Share Buyback"</b>	:	The purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate
<b>"Share Buyback Mandate"</b>	:	The general mandate given by Shareholders to authorise the Directors to purchase or otherwise acquire issued Shares within the Relevant Period in accordance with the terms set out in this Appendix, as well as the rules and regulations set forth in the Companies Act and the Listing Manual
<b>"Shares"</b>	:	Ordinary shares in the capital of the Company
<b>"Substantial Shareholder"</b>	:	<p>Shall have the meaning ascribed to it in Section 81 of the Companies Act and Section 2(4) of the SFA, being a person who:</p> <p>(a) has an interest or interests in one (1) or more Shares in the Company; and</p> <p>(b) the total votes attached to that Share or those Shares, is not less than 5% of the total votes attached to all the Shares in the Company</p>
<b>"Take-over Code"</b>	:	The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time
<b>"\$", "S\$" and "cents"</b>	:	Singapore dollars and cents, respectively, the lawful currency of the Republic of Singapore
<b>"%" or "per cent"</b>	:	Per centum or percentage

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# DEFINITIONS

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The terms “**treasury shares**” and “**subsidiary**” shall have the respective meanings ascribed to them in respectively in Sections 4 and 5 of the Companies Act.

The term “**subsidiary holdings**” shall have the meaning ascribed to it in the Listing Manual.

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the respective meanings ascribed to them in Section 81SF of the SFA.

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 and *vice versa*. References to persons shall, where applicable, include corporations.

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

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Listing Manual, the Take-over Code or any statutory modification thereof and used in this Appendix shall, where applicable, have the same meaning assigned to it under the Companies Act, the SFA, the Listing Manual, the Take-over Code or any statutory modification thereof, as the case may be, unless otherwise provided. Summaries of the provisions of any laws and regulations (including the Listing Manual) contained in this Appendix are of such laws and regulations (including the Listing Manual) as at the Latest Practicable Date.

Any reference to a time of day in this Appendix is made by reference to Singapore time unless otherwise stated.

Any discrepancies in tables included in this Appendix (if any) between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

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# LETTER TO SHAREHOLDERS

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## BAKER TECHNOLOGY LIMITED

(Unique Entity Number 198100637D)  
(Incorporated in the Republic of Singapore)

### Directors

Mr Wong Meng Yeng (Chairman, Independent Director)  
Ms Jeanette Chang (Chief Executive Officer / Executive Director)  
Dr Benety Chang (Executive Director)  
Mr Tan Yang Guan (Non-Executive Non-Independent Director)  
Mr Ang Miah Khiang (Independent Director)  
Ms Han Sah Heok Vicky (Independent Director)

### Registered Office

10 Jalan Samulun  
Singapore 629124

Date: 11 April 2022

**To: The Shareholders of the Company**

Dear Sir/Madam,

### THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

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#### 1. INTRODUCTION

The Directors wish to refer to (a) the notice of the annual general meeting to Shareholders dated 11 April 2021 (the "**Notice of AGM**"), convening the AGM to be held on 28 April 2022 and (b) Ordinary Resolution 8 under the heading of "special business" set out in the Notice of AGM in relation to the proposed renewal of the Share Buyback Mandate.

The purpose of this Appendix is to provide Shareholders with information relating to, and to seek Shareholders' approval for, the proposed renewal of the Share Buyback Mandate to be tabled at the AGM to be convened and held by electronic means on 28 April 2022 at 10.00 a.m. The Notice of AGM is set out on pages 147 to 153 of the Annual Report.

The SGX-ST takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Appendix.

RHTLaw Asia LLP is the legal adviser to the Company in relation to the proposed renewal of the Share Buyback Mandate.

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# LETTER TO SHAREHOLDERS

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## 2. THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

### 2.1 Background

The Companies Act allows a Singapore-incorporated company to purchase or otherwise acquire its issued shares if the purchase or acquisition is permitted under the company's constitution. Any purchase or acquisition of Shares by the Company must be made in accordance with, and in the manner prescribed by, the Companies Act, the Constitution and such other laws and regulations as may for the time being be applicable. As the Company is listed on the Mainboard, it is also required to comply with Part XIII of Chapter 8 of the Listing Manual, which relates to share buybacks.

Article 7 of the Constitution empowers the Company to, *inter alia*, purchase or otherwise acquire any of its issued Shares.

It is also a requirement under the Companies Act and Rule 881 of the Listing Manual that a company which wishes to purchase or otherwise acquire its own shares should obtain the approval of its shareholders to do so at a general meeting.

At the AGM held on 28 April 2021, Shareholders had approved the renewal of the Share Buyback Mandate to enable the Company to purchase or otherwise acquire its issued Shares on the terms of that mandate.

As the Share Buyback Mandate will expire on the conclusion of the forthcoming AGM to be held on 28 April 2022, the Company is seeking Shareholders' approval at the forthcoming AGM for the proposed renewal of the Share Buyback Mandate. An ordinary resolution will be proposed, pursuant to which the Directors will be given the authority to exercise all powers of the Company to purchase its own Shares on the terms of the Share Buyback Mandate.

If approved by Shareholders at the AGM, the authority conferred by the Share Buyback Mandate will take effect from the date of the AGM and continue in force until the date on which the next AGM is held or as required by law to be held, whichever is earlier, unless prior thereto, Share Buybacks have been carried out to the full extent mandated, or the authority conferred by the Share Buyback Mandate is revoked or varied by Shareholders in a general meeting.

### 2.2 Rationale for the Share Buyback Mandate

The rationale for the Company to undertake the purchase or acquisition of its Shares is as follows:

- (a) in managing the business of the Group, the management strives to improve Shareholder value including, amongst others, the return on equity of the Group. A Share Buyback at the appropriate price level is one of the ways through which the return on equity of the Group may be enhanced;
- (b) Share Buybacks allow the Company to mitigate short-term share price volatility and offset the effects of short-term speculation and bolster Shareholder confidence;
- (c) Share Buybacks will provide the Company with greater flexibility in managing its capital, share capital structure and maximising returns to its Shareholders. To the extent that the Company has surplus cash over and above its ordinary capital requirements, Share Buybacks provide the Directors a mechanism to facilitate the return of surplus cash in an expedient and cost-efficient manner;
- (d) the Share Buyback Mandate also enables the Company to hold Shares pursuant to the Share Buyback Mandate as treasury shares for the purposes of or, pursuant to any share-based incentive schemes it may implement from time to time; and

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# LETTER TO SHAREHOLDERS

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- (e) Directors may utilise Shares which are purchased or acquired, and held as treasury shares, to be sold for cash or transferred as consideration for the acquisition of shares in or assets of another company or assets of a person, which may be less dilutive than if new Shares were issued for this purpose.

If and when circumstances permit, the Directors will decide whether to effect a Share Buyback via market purchases or off-market purchases, after taking into account the amount of surplus cash available, the prevailing market conditions and the most cost-effective and efficient approach.

While the Share Buyback Mandate would authorise a purchase or acquisition of Shares up to the 10% limit described in section 2.3(a) of this Appendix below during the period referred to in section 2.3(b) of this Appendix below, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buyback Mandate may not be carried out to the full 10% limit as authorised. In particular, the Directors will not effect the purchase or acquisition of the Shares to be made in circumstances which would have an adverse effect on the free float, liquidity, orderly trading of the Shares and/or financial position of the Group. Please refer to sections 2.3(a) and 2.3(b) of this Appendix for further details.

## 2.3 Terms of the Share Buyback Mandate

The authority and limitations placed on Share Buybacks by the Company under the Share Buyback Mandate, if approved at the AGM, are summarised below:

(a) Maximum number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares that may be purchased or acquired pursuant to the Share Buyback Mandate is limited to that number of Shares representing not more than 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), as at the date on which the ordinary resolution authorising the Share Buyback Mandate is passed (the "**Approval Date**"), unless the Company has, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares as altered after such capital reduction. For purposes of computing the 10% limit, any Shares which are held as treasury shares or subsidiary holdings will be disregarded.

As at the Latest Practicable Date, the Company does not hold any treasury shares or subsidiary holdings.

For illustrative purposes only, on the basis of 202,877,948 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are held by the Company as treasury shares or as subsidiary holdings on or prior to the AGM, and that the Company does not reduce its share capital, not more than 20,287,794 Shares (representing approximately 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at that date) may be purchased or acquired by the Company pursuant to the proposed Share Buyback Mandate during the Relevant Period when the Share Buyback Mandate is in force as referred to in section 2.3(b) of this Appendix below.

(b) Duration of authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the Approval Date, up to the earlier of:

- (i) the date on which the next AGM is held or required by law or the Constitution to be held;

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# LETTER TO SHAREHOLDERS

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- (ii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by Shareholders in a general meeting; or
- (iii) the date on which the share purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated,

whichever is the earliest (the “**Relevant Period**”).

The authority conferred on the Directors by the Share Buyback Mandate to purchase or acquire Shares may be renewed at the AGM next following this AGM, or at an extraordinary general meeting to be convened immediately after the conclusion or adjournment of the next AGM. When seeking the approval of Shareholders for the proposed renewal of the Share Buyback Mandate, the Company is required to disclose details pertaining to purchases or acquisitions of Shares pursuant to the previous Share Buyback Mandate made during the previous 12 months, including the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for such purchases or acquisitions of Shares, where relevant, and the total consideration paid for such purchases or acquisitions.

(c) Manner of purchases or acquisitions of Shares

Purchases or acquisitions of Shares may be made by way of:

- (i) on-market purchases (each a “**Market Purchase**”), transacted on the SGX-ST through the ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) off-market purchases (each an “**Off-Market Purchase**”) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme as may be defined in Section 76C of the Companies Act.

In an Off-Market Purchase, the Directors may impose such terms and conditions, which are not inconsistent with the Share Buyback Mandate, the Listing Manual and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme or schemes. Under the Companies Act, an equal access scheme must satisfy all of the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded:
  - (A) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
  - (B) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and
  - (C) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

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# LETTER TO SHAREHOLDERS

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In addition, the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

- (i) the terms and conditions of the offer;
  - (ii) the period and procedures for acceptances;
  - (iii) the reasons for the proposed Share Buyback;
  - (iv) the consequences, if any, of Share Buybacks by the Company that will arise under the Take-over Code or other applicable takeover rules;
  - (v) whether the Share Buyback, if made, would have any effect on the listing of the Shares on the SGX-ST;
  - (vi) details of any Share Buyback (whether by way of Market Purchases or Off-Market Purchases in accordance with an equal access scheme) in the previous twelve (12) months, giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases of Shares, where relevant, and the total consideration paid for the purchases; and
  - (vii) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.
- (d) Maximum purchase price
- (i) The purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax, clearance fees and other related expenses ("**Related Expenses**")) to be paid for the Shares will be determined by the Directors.
  - (ii) However, the purchase price to be paid for a Share as determined by the Directors must not exceed:
    - (1) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter) of the Shares; and
    - (2) in the case of an Off-Market Purchase, 120% of the Average Closing Price (as defined hereinafter) of the Shares,
 (the "**Maximum Price**") in either case, excluding Related Expenses of the Share Buyback.
  - (iii) For the above purposes:
 

**"Average Closing Price"** means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded on the SGX-ST, immediately before the date of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Listing Rules, for any corporate action that occurs during the relevant five-day period and the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase; and

**"day of the making of the offer"** means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

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# LETTER TO SHAREHOLDERS

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## 2.4 Status of Purchased Shares

Shares purchased or acquired by the Company are deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Shares will expire on such cancellation) unless such Shares are held by the Company as treasury shares in accordance with the Companies Act. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

Under the Companies Act, where Shares purchased or acquired by the Company are cancelled, the Company shall:

- (a) reduce the amount of its share capital where the Shares were purchased or acquired out of the capital of the Company;
- (b) reduce the amount of its profits where the Shares were purchased or acquired out of the profits of the Company;  
or
- (c) reduce the amount of its share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,

by the total amount of the purchase price paid by the Company for the Shares cancelled, which shall include any expenses (including brokerage or commission) incurred directly in such purchase or acquisition of Shares.

All Shares purchased or acquired by the Company (other than treasury shares held by the Company to the extent permitted under the Companies Act) will be automatically delisted by the SGX-ST, and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

At the time of each Share Buyback, the Company may decide whether the Shares purchased or acquired will be cancelled or held as treasury shares, or partly cancelled and partly kept as treasury shares, depending on the needs of the Company and as the Directors deem fit in the interests of the Company at that time.

## 2.5 Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

(a) Maximum Holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

(b) Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

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# LETTER TO SHAREHOLDERS

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(c) Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (i) sell the treasury shares for cash;
- (ii) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, Directors or other persons;
- (iii) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the treasury shares; or
- (v) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

In addition, under the Listing Rules, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, “usage”). Such announcement must include details such as:

- (i) date of the usage;
- (ii) purpose of the usage;
- (iii) number of treasury shares comprised in the usage;
- (iv) number of treasury shares before and after the usage;
- (v) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after the usage; and
- (vi) value of the treasury shares if they are used for the usage.

## 2.6 Source of Funds

In purchasing or acquiring Shares, the Company may only apply funds legally available for such purchase in accordance with its Constitution and the Applicable Laws in Singapore. The Company may not purchase or acquire Shares for a consideration other than cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the Listing Manual. Share Buybacks may be made out of the Company’s profits or capital so long as the Company is solvent.

The Company intends to use internal resources and/or external borrowings to fund the purchase or acquisition of Shares pursuant to the Share Buyback Mandate. The Directors do not propose to exercise the Share Buyback Mandate in a manner and to such extent that it would result in any material adverse effect on the working capital requirements and/or the gearing of the Company and the Group.

The Company will only exercise the Share Buyback Mandate in the interests of the Company and the Group without causing adverse financial impact to the Company and the Group. In particular, the Company will have regard to any relevant financial covenants which are applicable to the Company and/or the Group under any agreements for banking and credit facilities which may be granted by a financial institution to the Company and/or the Group from time to time. The Company will not effect any share buyback if such purchases or acquisitions would result in any breaches of the relevant financial covenants.

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# LETTER TO SHAREHOLDERS

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## 2.7 Financial Effects

Shareholders should note that the financial effects below are for illustration purposes only. In particular, it is important to note that the financial analysis set out below are based on the audited consolidated financial statements for FY2021 and are not necessarily representative of the future financial performance of the Group. While the Share Buyback Mandate (if renewed) would authorise the Company to purchase or acquire Shares up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as determined in accordance with the applicable provisions of the Companies Act, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buyback Mandate may not be carried out up to the full 10% limit as authorised. In addition, the Company may cancel all or part of the Shares purchased or acquired or hold all or part of the Shares purchased or acquired in treasury.

It is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions that may be made pursuant to the Share Buyback Mandate on the financial effects as it would depend on factors such as the aggregate number of Shares purchased or acquired, the purchase prices paid at the relevant time, and the amount (if any) borrowed by the Company to fund the purchases or acquisitions, whether the purchase or acquisition is made out of profits or capital, and whether the Shares purchased or acquired are held in treasury or cancelled. It should be noted that where the purchase or acquisition of Shares is made out of profits, the purchase price paid by the Company for the Shares (excluding Related Expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. The NAV of the Company and of the Group will be reduced by the aggregate purchase price paid by the Company for the Shares. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount of distributable profits available for cash dividends by the Company will not be reduced. The financial effects presented in this section are based on the assumptions set out below:

(a) Information as at the Latest Practicable Date

As at the Latest Practicable Date, the issued share capital of the Company comprised 202,877,948 Shares (excluding treasury shares and subsidiary holdings).

(b) Illustrative Financial Effects

**For illustrative purposes only**, based on the existing issued and paid-up share capital of the Company of 202,877,948 Shares, and assuming that the Company has no treasury shares and subsidiary holdings and no further Shares are issued on or prior to the AGM, not more than 20,287,794 Shares (representing approximately 10% of the Shares) may be purchased or acquired by the Company pursuant to the proposed Share Buyback Mandate.

In the case of a Market Purchase by the Company and assuming that the Company purchases or acquires the 20,287,794 Shares at the Maximum Price of S\$0.463 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded on the SGX-ST, immediately before the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 20,287,794 Shares is approximately S\$9,393,000 (excluding Related Expenses).

In the case of an Off-Market Purchase by the Company and assuming that the Company purchases or acquires the 20,287,794 Shares at the Maximum Price of S\$0.529 for each Share (being the price equivalent to 120% of the Average Closing Price of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded on the SGX-ST, immediately before the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 20,287,794 Shares is approximately S\$10,732,000 (excluding Related Expenses).

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# LETTER TO SHAREHOLDERS

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**For illustrative purposes only** and on the basis of the assumptions set out above as well as the following:

- (i) the Share Buyback Mandate had been effective on 1 January 2021;
- (ii) the purchase or acquisition of Shares are funded solely by internal resources of the Group;
- (iii) the Related Expenses were insignificant and have been ignored for the purpose of computing the financial effects; and
- (iv) the number of Shares which may be held as treasury shares cannot at any time exceed 10% of the total number of issued Shares,

the financial effects of:

- (aa) the acquisition of 10% of the issued Shares (excluding treasury shares and subsidiary holdings) of the Company by the Company in a Market Purchase or Off-Market Purchase pursuant to the Share Buyback Mandate by way of purchases made entirely out of capital and cancelled (sub-section A) or held as treasury shares (sub-section B); and
- (bb) the acquisition of 10% of the issued Shares (excluding treasury shares and subsidiary holdings) of the Company by the Company in a Market Purchase or Off-Market Purchase pursuant to the Share Buyback Mandate by way of purchases made entirely out of profit and cancelled (sub-section C) or held as treasury shares (sub-section D),

# LETTER TO SHAREHOLDERS

on the audited consolidated financial results of the Group and the Company for FY2021, are set out below:

## Purchases made entirely out of capital

### The Group

	GROUP				
	Market Purchase		Off-Market Purchase		
	(A)	(B)	(A)	(B)	
Audited before buyback S\$'000	After buyback and cancelled S\$'000	After buyback and held as treasury shares S\$'000	After buyback and cancelled S\$'000	After buyback and held as treasury shares S\$'000	
<b>As at 31 December 2021</b>					
Profit/(Loss) after tax and minority interests	5,886	5,886	5,886	5,886	5,886
Share capital	108,788	99,395	108,788	98,056	108,788
Treasury shares	–	–	(9,393)	–	(10,732)
Revenue reserves	89,676	89,676	89,676	89,676	89,676
Other reserves	2,629	2,629	2,629	2,629	2,629
Shareholders' Equity / NAV	201,093	191,700	191,700	190,361	190,361
Non-controlling interests	31,360	31,360	31,360	31,360	31,360
Total equity <sup>(1)</sup>	232,453	223,060	223,060	221,721	221,721
Current assets	98,589	89,196	89,196	87,857	87,857
Current liabilities	22,894	22,894	22,894	22,894	22,894
Total borrowings	15,076	15,076	15,076	15,076	15,076
Cash and bank balances	59,760	50,367	50,367	49,028	49,028
Number of issued Shares (excluding Shares held as treasury shares and subsidiary holdings) ('000)	202,878	182,590	182,590	182,590	182,590
<b>Financial Ratios</b>					
Basic EPS/(LPS) (S cents) <sup>(2)</sup>	2.90	3.22	3.22	3.22	3.22
NAV per Share (S cents) <sup>(3)</sup>	99.12	104.99	104.99	104.26	104.26
Gearing ratio (times) <sup>(4)</sup>	0.06	0.07	0.07	0.07	0.07
Current ratio (times) <sup>(5)</sup>	4.31	3.90	3.90	3.84	3.84

### Notes:

- (1) Total equity represents shareholders' equity plus non-controlling interests.
- (2) Basic EPS/(LPS) represents the ratio of profit/(loss) attributable to Shareholders of the Company to the weighted average number of Shares issued as at 31 December 2021.
- (3) NAV represents total equity less non-controlling interests. NAV per Share represents the ratio of NAV to the number of Shares issued as at 31 December 2021.
- (4) Gearing ratio represents the ratio of total borrowings to total equity.
- (5) Current ratio represents the ratio of current assets to current liabilities.

# LETTER TO SHAREHOLDERS

## *The Company*

	COMPANY				
	Market Purchase			Off-Market Purchase	
	(A)	(B)	(A)	(B)	
	Audited before buyback S\$'000	After buyback and cancelled S\$'000	After buyback and held as treasury shares S\$'000	After buyback and cancelled S\$'000	After buyback and held as treasury shares S\$'000
<b>As at 31 December 2021</b>					
Profit/(Loss) after tax and minority interests	11,972	11,972	11,972	11,972	11,972
Share capital	108,788	99,395	108,788	98,056	108,788
Treasury shares	–	–	(9,393)	–	(10,732)
Revenue reserves	111,495	111,495	111,495	111,495	111,495
Other reserve	3,274	3,274	3,274	3,274	3,274
Total equity/NAV	223,557	214,164	214,164	212,825	212,825
Current assets	136,951	127,558	127,558	126,219	126,219
Current liabilities	4,814	4,814	4,814	4,814	4,814
Total borrowings	–	–	–	–	–
Cash and bank balances	42,459	33,066	33,066	31,727	31,727
Number of issued Shares (excluding Shares held as treasury shares and subsidiary holdings) ('000)	202,878	182,590	182,590	182,590	182,590
<b>Financial Ratios</b>					
Basic EPS/(LPS) (S cents) <sup>(1)</sup>	5.90	6.56	6.56	6.56	6.56
NAV per Share (S cents) <sup>(2)</sup>	110.19	117.29	117.29	116.56	116.56
Gearing ratio (times) <sup>(3)</sup>	–	–	–	–	–
Current ratio (times) <sup>(4)</sup>	28.45	26.50	26.50	26.22	26.22

### Notes:

- (1) Basic EPS/(LPS) represents the ratio of profit/(loss) attributable to Shareholders of the Company to the weighted average number of Shares issued as at 31 December 2021.
- (2) NAV represents total equity less non-controlling interests. NAV per Share represents the ratio of NAV to the number of Shares issued as at 31 December 2021.
- (3) Gearing ratio represents the ratio of total borrowings to total equity.
- (4) Current ratio represents the ratio of current assets to current liabilities.

# LETTER TO SHAREHOLDERS

## Purchases made out of profits

### The Group

	GROUP				
	Market Purchase			Off-Market Purchase	
	(C)	(D)	(C)	(D)	
Audited before buyback S\$'000	After buyback and cancelled S\$'000	After buyback and held as treasury shares S\$'000	After buyback and cancelled S\$'000	After buyback and held as treasury shares S\$'000	
<b>As at 31 December 2021</b>					
Profit/(Loss) after tax and minority interests	5,886	5,886	5,886	5,886	5,886
Share capital	108,788	108,788	108,788	108,788	108,788
Treasury shares	–	–	(9,393)	–	(10,732)
Revenue reserves	89,676	80,283	89,676	78,944	89,676
Other reserves	2,629	2,629	2,629	2,629	2,629
Shareholders' Equity / NAV	201,093	191,700	191,700	190,361	190,361
Non-controlling interests	31,360	31,360	31,360	31,360	31,360
Total equity <sup>(1)</sup>	232,453	223,060	223,060	221,721	221,721
Current assets	98,589	89,196	89,196	87,857	87,857
Current liabilities	22,894	22,894	22,894	22,894	22,894
Total borrowings	15,076	15,076	15,076	15,076	15,076
Cash and bank balances	59,760	50,367	50,367	49,028	49,028
Number of issued Shares (excluding Shares held as treasury shares and subsidiary holdings) ('000)	202,878	182,590	182,590	182,590	182,590
<b>Financial Ratios</b>					
Basic EPS/(LPS) (S cents) <sup>(2)</sup>	2.90	3.22	3.22	3.22	3.22
NAV per Share (S cents) <sup>(3)</sup>	99.12	104.99	104.99	104.26	104.26
Gearing ratio (times) <sup>(4)</sup>	0.06	0.07	0.07	0.07	0.07
Current ratio (times) <sup>(5)</sup>	4.31	3.90	3.90	3.84	3.84

### Notes:

- (1) Total equity represents shareholders' equity plus non-controlling interests.
- (2) Basic EPS/(LPS) represents the ratio of profit/(loss) attributable to Shareholders of the Company to the weighted average number of Shares issued as at 31 December 2021.
- (3) NAV represents total equity less non-controlling interests. NAV per Share represents the ratio of NAV to the number of Shares issued as at 31 December 2021.
- (4) Gearing ratio represents the ratio of total borrowings to total equity.
- (5) Current ratio represents the ratio of current assets to current liabilities.

# LETTER TO SHAREHOLDERS

## *The Company*

	COMPANY				
	Market Purchase			Off-Market Purchase	
	(C)	(D)	(C)	(D)	
	Audited before buyback S\$'000	After buyback and cancelled S\$'000	After buyback and held as treasury shares S\$'000	After buyback and cancelled S\$'000	After buyback and held as treasury shares S\$'000
<b>As at 31 December 2021</b>					
Profit/(Loss) after tax and minority interests	11,972	11,972	11,972	11,972	11,972
Share capital	108,788	108,788	108,788	108,788	108,788
Treasury shares	–	–	(9,393)	–	(10,732)
Revenue reserves	111,495	102,102	111,495	100,763	111,495
Other reserve	3,274	3,274	3,274	3,274	3,274
Total equity/NAV	223,557	214,164	214,164	212,825	212,825
Current assets	136,951	127,558	127,558	126,219	126,219
Current liabilities	4,814	4,814	4,814	4,814	4,814
Total borrowings	–	–	–	–	–
Cash and bank balances	42,459	33,066	33,066	31,727	31,727
Number of issued Shares (excluding Shares held as treasury shares and subsidiary holdings) ('000)	202,878	182,590	182,590	182,590	182,590
<b>Financial Ratios</b>					
Basic EPS/(LPS) (S cents) <sup>(1)</sup>	5.90	6.56	6.56	6.56	6.56
NAV per Share (S cents) <sup>(2)</sup>	110.19	117.29	117.29	116.56	116.56
Gearing ratio (times) <sup>(3)</sup>	–	–	–	–	–
Current ratio (times) <sup>(4)</sup>	28.45	26.50	26.50	26.22	26.22

### Notes:

- (1) Basic EPS/(LPS) represents the ratio of profit/(loss) attributable to Shareholders of the Company to the weighted average number of Shares issued as at 31 December 2021.
- (2) NAV represents total equity less non-controlling interests. NAV per Share represents the ratio of NAV to the number of Shares issued as at 31 December 2021.
- (3) Gearing ratio represents the ratio of total borrowings to total equity.
- (4) Current ratio represents the ratio of current assets to current liabilities.

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# LETTER TO SHAREHOLDERS

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The actual impact on the financials of the Company and the Group arising from purchases or acquisitions of Shares will depend on the number and price of the Shares purchased or acquired. As stated, the Directors do not propose to exercise the Share Buyback Mandate in a manner and to such extent that it would result in any material adverse effect on the working capital requirements and/or the gearing of the Group. Share Buybacks will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Group, and prevailing market conditions. The proposed Share Buyback Mandate will be exercised with a view to enhance the EPS and/or NAV per Share of the Group.

**Shareholders should note that the financial effects set out above are based on the respective aforesaid assumptions and are only for illustrative purposes. The above analyses are based on historical figures for the financial year ended 31 December 2021 and is not necessarily representative or indicative of the Company's or the Group's future financial performance.**

## 2.8 Tax Implications

Shareholders who are in doubt as to their respective tax positions or tax implications of a Share Buyback or who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

## 2.9 Other Applicable Listing Rules

### (a) Reporting Requirements

The Listing Rules specify that a listed company shall report all purchases or acquisitions of its Shares to the SGX-ST not later than 9.00 a.m.:

- (1) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made; and
- (2) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer for the Off-Market Purchase.

Such announcement (in the form of Appendix 8.3.1 to the Listing Manual) must include details of the total number of Shares purchased and the purchase price per Share or the highest and lowest prices paid for such Shares and any other information required under the Listing Rules, as applicable.

### (b) Restrictions on Share Buybacks

While the Listing Manual do not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not purchase or acquire any Shares pursuant to the Share Buyback Mandate at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of a decision until the price-sensitive information has been publicly announced.

Further, in line with the Rule 1207(19)(c) of the Listing Manual, the Company and its officers will not deal in the Company's securities during the period commencing one month before the announcement of the Company's half year and annual (full-year) financial statements.

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# LETTER TO SHAREHOLDERS

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(c) Free Float

The Company is required under Rule 723 of the Listing Manual to ensure that at least 10% of the total number of issued Shares (excluding treasury shares, preference shares and convertible equity securities) are in the hands of the public. The "public", as defined under the Listing Manual, are persons other than the Directors, Chief Executive Officer, Substantial Shareholders or Controlling Shareholders of the Company and its subsidiaries, as well as the Associate of such persons. Where such percentage falls below 10%, the listed company must, as soon as practicable, announce that fact, and the SGX-ST may suspend trading of the class, or all the securities of the listed company.

As at the Latest Practicable Date, 79,343,206 Shares, representing approximately 39.11% of the total number of issued Shares, are held in the hands of the public. In the event that the Company should, pursuant to the Share Buyback Mandate, purchase or acquire its Shares up to the full 10% limit from the public, 59,055,412 Shares representing approximately 32.34% of the Shares (excluding treasury shares and subsidiary holdings) would continue to be in the hands of the public.

Accordingly, the Company is of the view that there is, at present, a sufficient number of Shares in public hands which would permit the Company to undertake purchases of its Shares up to the full 10% limit pursuant to the Share Buyback Mandate without affecting the listing status of the Shares on the SGX-ST.

The Directors will endeavour to ensure that any purchase or acquisition of Shares pursuant to the Share Buyback Mandate will not:

- (a) adversely affect the listing status of the Company on the SGX-ST;
- (b) cause market illiquidity; or
- (c) adversely affect the orderly trading of the Shares on the SGX-ST.

## 2.10 Take-Over Obligations

Appendix 2 of the Take-over Code contains the Share Buyback Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

(a) Obligation to make a Take-over Offer

Pursuant to Appendix 2 of the Take-over Code, an increase of a Shareholder's proportionate interest in the voting rights of the Company as a result of any purchase or acquisition of Shares by the Company will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code ("**Rule 14**").

Under Rule 14, a Shareholder and persons acting in concert with the Shareholder will incur an obligation to make a mandatory take-over offer if, amongst others, he and persons acting in concert with him increase their voting rights in the Company to 30% or more or, if they, together holding between 30% and 50% of the Company's voting rights, increase their voting rights in the Company by more than 1% in any period of six (6) months.

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# LETTER TO SHAREHOLDERS

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(b) Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Without prejudice to the general application of this definition, the following individuals and companies will be presumed to be persons acting in concert with each other unless the contrary is established:

(i) the following companies:

(i) a company; (ii) the parent company of (i); (iii) the subsidiaries of (i); (iv) the fellow subsidiaries of (i); (v) the associated companies of any of (i), (ii), (iii) or (iv); (vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v); and (vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the aforementioned for the purchase of voting rights.

For this purpose, a company is an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company;

(ii) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);

(iii) a company with any of its pension funds and employee share schemes;

(iv) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;

(v) a financial or other professional adviser, including a stockbroker, with its clients in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser;

(vi) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;

(vii) partners; and

(viii) the following persons and entities:

(i) an individual; (ii) the close relatives of (i); (iii) the related trusts of (i); (iv) any person who is accustomed to act in accordance with the instructions of (i); and (v) companies controlled by any of (i), (ii), (iii) or (iv); and (vi) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the aforementioned for the purchase of voting rights.

The circumstances under which Shareholders (including Directors and persons acting in concert with them) will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

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# LETTER TO SHAREHOLDERS

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(c) Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors of the Company and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six (6) months.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buyback Mandate.

(d) Applicability of Rule 14 and Appendix 2 of the Take-over Code

As at the Latest Practicable Date, Dr Benety Chang and his spouse, Dr Doris Heng Chin Ngor each hold 88,205,137 and 19,151,771 Shares respectively, representing approximately 43.48% and 9.44% of the total issued share capital excluding treasury shares and subsidiary holdings respectively. Under the Take-over Code, Dr Benety Chang and Dr Doris Heng Chin Ngor are presumed to be parties acting in concert. In aggregate, they hold 107,356,908 Shares representing approximately 52.92% shareholding interest in the Company.

For illustrative purposes only, based on the assumptions that:

- (i) the purchase or acquisition of 20,287,794 Shares (or 10% of the issued Shares (excluding treasury shares and subsidiary holdings) by the Company pursuant to the Share Buyback Mandate by way of Market Purchase is made entirely out of capital and cancelled;
- (ii) no new Shares are issued following Shareholders' approval of the Share Buyback Mandate;
- (iii) there is no change in Dr Benety Chang and Dr Doris Heng Chin Ngor's shareholdings in the Company between the Latest Practicable Date and the date of the AGM; and
- (iv) Dr Benety Chang and Dr Doris Heng Chin Ngor do not sell or otherwise dispose of their shareholdings in the Company,

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# LETTER TO SHAREHOLDERS

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the shareholdings of Dr Benety Chang and Dr Doris Heng Chin Ngor as at the Latest Practicable Date and after the purchase or acquisition by the Company of 10% of the issued Shares (excluding treasury shares and subsidiary holdings) by way of Market Purchases pursuant to the Share Buyback Mandate, are set out below:

	Before Share Buyback		After Share Buyback	
	Number of Shares	%	Number of Shares	%
Dr Benety Chang	88,205,137	43.48	88,205,137	48.31
Dr Doris Heng Chin Ngor	19,151,771	9.44	19,151,771	10.49
<b>Total shareholding</b>	107,356,908	52.92	107,356,908	58.80

Based on the illustration above, in the event that the Company purchases or acquires 10% of the issued Shares (excluding treasury shares and subsidiary holdings) by way of Market Purchases pursuant to the Share Buyback Mandate, the aggregate percentage of total voting rights of Dr Benety Chang and Dr Doris Heng Chin Ngor will increase from 52.92% to 58.80%, which would not result in Dr Benety Chang and Dr Doris Heng Chin Ngor becoming obliged to make a general offer for Shares not owned by them under Rule 14 of the Take-over Code.

Save as disclosed, the Directors have confirmed that they are not aware of any facts or factors which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting shares in the capital of the Company should or ought to be consolidated, and that as a consequence under the Take-over Code, have to make a general offer to the other Shareholders as a result of a purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate.

The statements in this Appendix do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult their professional advisers and/or the Securities Industry Council and/or other relevant authorities at the earliest opportunity.

## 2.11 Details of Shares Bought by the Company in the Previous Twelve (12) Months

No Share Buyback has been made by the Company in the twelve (12) months preceding the Latest Practicable Date.

# LETTER TO SHAREHOLDERS

## 3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, save as disclosed below, none of the Directors or Substantial Shareholders has any direct or deemed interest in the Shares of the Company:

	Direct Interest		Deemed Interest	
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>
<b>Directors</b>				
Jeanette Chang <sup>(2)</sup>	–	–	–	–
Dr Benety Chang <sup>(3)(4)</sup>	88,205,137	43.48	19,151,771	9.44
Tan Yang Guan	4,128,554	2.04	–	–
Wong Meng Yeng	–	–	–	–
Ang Miah Khiang	–	–	–	–
Han Sah Heok Vicky	100,000	0.05	–	–
<b>Substantial Shareholders</b>				
Dr Benety Chang <sup>(3)(4)</sup>	88,205,137	43.48	19,151,771	9.44
Dr Doris Heng Chin Ngor <sup>(3)(5)</sup>	19,151,771	9.44	88,205,137	43.48
Ho Kim Lee Adrian	11,809,280	5.82	–	–

### Notes:

<sup>(1)</sup> The percentages of issued share capital are calculated on the basis of 202,877,948 issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.

<sup>(2)</sup> Jeanette Chang is the daughter of Dr Benety Chang.

<sup>(3)</sup> Dr Doris Heng Chin Ngor is the spouse of Dr Benety Chang.

<sup>(4)</sup> Dr Benety Chang is deemed interested in the 19,151,771 shares held by his spouse, Dr Doris Heng Chin Ngor.

<sup>(5)</sup> Dr Doris Heng Chin Ngor is deemed interested in the 88,205,137 shares held by her spouse, Dr Benety Chang.

## 4. DIRECTORS' RECOMMENDATIONS

Having considered, amongst others, the terms, rationale for and benefits of the proposed renewal of the Share Buyback Mandate, the Directors are of the view that the proposed renewal of the Share Buyback Mandate is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Ordinary Resolution 8 relating to the proposed renewal of the Share Buyback Mandate as set out in the Notice of AGM.

## 5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the Share Buyback Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.

Where information in this Appendix 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 Appendix in its proper form and context.

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# LETTER TO SHAREHOLDERS

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## 6. ANNUAL GENERAL MEETING

The AGM, will be held on 28 April 2022 by electronic means at 10.00 a.m. for the purpose of considering and, if thought fit, passing, with or without any modifications, the resolutions set out in the Notice of AGM.

## 7. APPROVALS AND RESOLUTIONS

Shareholders' approval for the proposed renewal of the Share Buyback Mandate is sought at the AGM. The resolution relating to the proposed renewal of the Share Buyback Mandate is contained in the Notice of AGM as Ordinary Resolution 8.

## 8. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Due to the current COVID-19 Order in Singapore, Shareholders will not be able to attend the AGM in person.

Alternative arrangements have been put in place to allow Shareholders to participate in the AGM via electronic means. For further information, on these arrangements, including the steps to be taken by Shareholders to participate at the AGM, Shareholders should refer to the Company's announcement dated 11 April 2022 in relation to such arrangements, which is available on the SGXNET and the Company's website. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its AGM arrangements at short notice. Shareholders should check the Company's announcements on SGXNET for the latest updates on the status of the AGM, if any.

## 9. NO DESPATCH OF PRINTED COPIES OF ANNUAL REPORT AND APPENDIX

In line with the provisions of the COVID-19 Order, no printed copies of the Annual Report and this Appendix will be despatched to Shareholders. For Shareholders' convenience, printed copies of the Notice of AGM and the Proxy Form will be despatched to Shareholders.

Electronic copies of the Annual Report, this Appendix, the Notice of AGM and the Proxy Form are available on the Company's website and on SGXNET. Shareholders may request for a printed copy of the Annual Report and this Appendix by completing and submitting the request form that has been despatched to Shareholders with the Notice of AGM and the Proxy Form on 11 April 2022 by 18 April 2022.

## 10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Constitution and the Annual Report may be inspected at the registered office of the Company at 10 Jalan Samulun, Singapore 629124 during normal business hours from the date of this Appendix up to and including the date of the AGM.

Yours faithfully

For and on behalf of the Board of Directors of  
**BAKER TECHNOLOGY LIMITED**

**WONG MENG YENG**  
(Chairman, Independent Director)  
11 April 2022