

EMBRACING FUTURE HOLDINGS LIMITED
(Company Registration No. 200913076M)
(Incorporated in the Republic of Singapore on 19 July 2009)

- (1) THE PROPOSED ACQUISITION OF EMBRACING FUTURE BIOMEDICAL PTE. LTD.**
- (2) THE PROPOSED ACQUISITION OF SUPER ALPHA TECH PTE. LTD.**
- (3) THE PROPOSED ACQUISITION OF BEIJING WEILAI MEDIA ADVERTISING CO., LTD. 北京未
徕传媒广告有限公司**
- (4) THE PROPOSED ACQUISITION OF ADDITIONAL SHARES IN THE COMPANY'S
SUBSIDIARY, EMBRACING FUTURE MCN TECHNOLOGY PTE. LTD.**

1. INTRODUCTION

- 1.1. The board of directors (the “**Board**” or “**Directors**”) of Embracing Future Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce the following:
 - (a) the Company has on 7 January 2026 entered into a conditional sale and purchase agreement (“**EFBM SPA**”) with Mr. Shinji Katsuki (“**Mr. Katsuki**”) in relation to the acquisition of 100,000 ordinary shares (the “**EFBM Sale Shares**”) in Embracing Future Biomedical Pte. Ltd. (“**EFBM**”) representing 10.0% of the issued and paid-up share capital of EFBM from Mr. Katsuki for a consideration of S\$6,650,000 (“**EFBM Purchase Consideration**”) to be fully satisfied by way of an allotment and issuance of 66,500,000 new ordinary shares in the issued and paid-up share capital of the Company (“**Shares**”) (“**SK Consideration Shares**”) (the “**Proposed EFBM Acquisition**”). Upon completion of the Proposed EFBM Acquisition, the Company shall hold 10% of the issued and paid-up share capital of EFBM. Further details of the Proposed EFBM Acquisition are set out in section 3 of this announcement;
 - (b) the Company has on 7 January 2026 entered into a conditional sale and purchase agreement (“**SATPL SPA**”) with Ms. Zhou Jun 周君 (“**Ms. Zhou Jun**”) in relation to the acquisition of 100 ordinary shares (the “**SATPL Sale Shares**”) in Super Alpha Tech Pte. Ltd. (“**SATPL**”), representing 10.0% of the issued and paid-up share capital of SATPL from Ms. Zhou Jun for a consideration of S\$650,000 (“**SATPL Purchase Consideration**”) to be fully satisfied by way of an allotment and issuance of 6,500,000 new Shares (“**ZJ Consideration Shares**”) (the “**Proposed SATPL Acquisition**”). Upon completion of the Proposed SATPL Acquisition, the Company shall hold 10.0% of the issued and paid-up share capital of SATPL. Further details of the Proposed SATPL Acquisition are set out in section 4 of this announcement;
 - (c) the Company has on 7 January 2026 entered into a conditional sale and purchase agreement (“**BJWL Advertising SPA**”) with the Company’s Executive Director and Chairman, Mr. Zhu Hua and 北京正和安泰投资管理有限责任公司 (Beijing Zhenghe Antai Investment Management Co., Ltd.) (“**BJZHAT**”), in relation to the acquisition of 100.0% of the registered capital (the “**BJWL Equity Interest**”) of 北京未徕传媒广告有限公司 (Beijing Weilai Media Advertising Co., Ltd.) (the “**BJWL Advertising**”) from Mr. Zhu Hua and BJZHAT for a consideration of S\$68,000,000 (“**BJWL Purchase Consideration**”) to be fully satisfied by way of an allotment and issuance of 1,046,153,846 new Shares (“**ZH BJWL Consideration Shares**”) (the “**Proposed BJWL Advertising Acquisition**”). Upon completion of the Proposed BJWL Advertising Acquisition, the Company shall nominate its subsidiary, Embracing Future MCN Technology Pte. Ltd. (“**EFMCN**”) to hold its BJWL Equity Interest. Further details of the Proposed BJWL Advertising Acquisition are set out in section 5 of this announcement; and

(d) the Company has on 7 January 2026 entered into a conditional sale and purchase agreement (“**ZH EFMCN SPA**”) with Mr. Zhu Hua in relation to the acquisition of 100,000 ordinary shares (“**ZH EFMCN Sale Shares**”) in EFMCN, representing 49.0% of the issued and paid-up share capital of EFMCN from Mr. Zhu Hua for a consideration of S\$104,000 (“**ZH EFMCN Purchase Consideration**”) to be fully satisfied by way of an allotment and issuance of 1,600,000 ZH Consideration Shares (“**ZH EFMCN Consideration Shares**”)(the “**Proposed ZH EFMCN Shares Acquisition**”). Upon completion of the Proposed ZH EFMCN Shares Acquisition, the Company shall hold 100% of the issued and paid-up share capital of EFMCN. Further details of the Proposed ZH EFMCN Shares Acquisition are set out in section 6 of this announcement,

(collectively, the “**Proposed Acquisition Transactions**”).

1.2. Based on the relative figures computed under Rule 1006 of the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”),

- (a) the Proposed EFBM Acquisition constitutes a “major transaction” pursuant to paragraph 4.6 Practice Note 10A, and is subject to the approval of Shareholders in a general meeting pursuant to Rule 1014 of the Catalist Rules;
- (b) the Proposed SATPL Acquisition constitutes a “discloseable” transaction pursuant to Rule 1009 of the Catalist Rules, and is not subject to the approval of Shareholders in a general meeting pursuant to Rule 1014 of the Catalist Rules;
- (c) the Proposed BJWL Advertising Acquisition constitutes a “discloseable” transaction pursuant to Rule 1006 and Rule 1009 of the Catalist Rules, and is not subject to the approval of Shareholders in a general meeting pursuant to Rule 1014 of the Catalist Rules;
- (d) the Proposed ZH EFMCN Shares Acquisition constitutes a “discloseable” transaction pursuant to Rule 1009 of the Catalist Rules, and is not subject to the approval of Shareholders in a general meeting pursuant to Rule 1014 of the Catalist Rules.

1.3. The Company will, through Evolve Capital Advisory Private Limited, its continuing sponsor, be making an application to the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing and quotation of the SK Consideration Shares, ZJ Consideration Shares, ZH BJWL Consideration Shares and ZH EFMCN Consideration Shares (collectively, the “**Acquisition Consideration Shares**”) on the Catalist Board. The Company will make the necessary announcements once the approval-in-principle for the listing and quotation of such Shares (“**LQN**”) has been obtained from the SGX-ST.

1.4. The Company will not be relying on the general share issue mandate obtained from Shareholders by way of an ordinary resolution (the “**General Mandate**”) at the annual general meeting of the Company held on 29 April 2025 (the “**FY2024 AGM**”) for the allotment and issuance of the Acquisition Consideration Shares. Accordingly, the Company will be convening the extraordinary general meeting (“**EGM**”) to seek Shareholders’ approval for the Proposed Acquisition Transactions and the allotment and issuance of the Acquisition Consideration Shares.

1.5. Further information on the Proposed Acquisition Transactions will be set out in a shareholders’ circular (“**Circular**”) together with a notice of EGM to be issued to Shareholders in due course in relation to, amongst other things, the Proposed Acquisition Transactions.

2. BACKGROUND AND RATIONALE OF THE PROPOSED ACQUISITION TRANSACTIONS

Following the approval of the shareholders obtained at the extraordinary general meeting of the Company convened on 23 February 2024 and 17 June 2025 for the diversification of the Group’s business to include the technology-enabled lifestyle business (the “**2024 Business Diversification**”), the green energy business and the artificial intelligence (“**AI**”) agent technology business (“**2025 Business Diversification**”), the principal activities of the Group and the Company are those relating to: (a) technology development, technology transfer, marketing, sale and

distribution of biomedical technology, life and medicine science related products and services, (b) technology-enabled lifestyle business, involving the ownership, operation and management of multi-channel network (MCN) businesses, live streaming social e-commerce platforms and Esports-related businesses, (c) the green energy business, and (d) AI agent technology business.

As at the date of this announcement, the Company has yet to engage in the green energy business and AI agent technology business since obtaining approval from the Company's Shareholders in respect of the 2025 Business Diversification.

The Company has been exploring potential opportunities and the Proposed Acquisition Transactions form part of the Company's continued search for new businesses to provide additional revenue and income streams in accordance with the 2024 Business Diversification and the 2025 Business Diversification mandate which the Company had obtained.

The Proposed Acquisition Transactions and the allotment and issuance of the Acquisition Consideration Shares, presents an opportunity for the Company to pave the way for the Company to expand into the new business and to increase revenue generation for the Group from the MCN and AI agent technology business, while enabling the Company to conserve its cash holdings through not paying the EFBM Purchase Consideration, SATPL Purchase Consideration, BJWL Purchase Consideration and the ZH EFMCN Purchase Consideration for the Proposed Acquisition Transactions in cash. The allotment and issuance of the relevant Acquisition Consideration Shares by the Company to Mr. Katsuki, Ms. Zhou Jun and Mr. Zhu Hua will be in lieu of cash payment by the Company for the Proposed Acquisition Transactions and accordingly, no cash proceeds will be received by Mr. Katsuki, Ms. Zhou Jun and Mr. Zhu Hua from the Company.

The Board has weighed the benefits against the potential costs to the Group as elaborated above and is of the view that the Proposed Acquisition Transactions and the allotment and issuance of the Acquisition Consideration Shares to Mr. Katsuki, Ms. Zhou Jun and Mr. Zhu Hua is beneficial to and in the interests of the Company and enables the Group to improve its working capital position and reduce its indebtedness and gearing while conserving its cash resources. Mr. Katsuki, Ms. Zhou Jun and Mr. Zhu Hua's acceptance of the Acquisition Consideration Shares for the full satisfaction of the EFBM Purchase Consideration, SATPL Purchase Consideration, BJWL Purchase Consideration and the ZH EFMCN Purchase Consideration for the Proposed Acquisition Transactions, is also a show of confidence by Mr. Katsuki, Ms. Zhou Jun and Mr. Zhu Hua, in the future plans, viability and anticipated performance of the Group.

Barring any unforeseen circumstances, the Directors are of the view that the Proposed Acquisition Transactions if completed, will generate a sustainable revenue stream in the (i) biomedical segment (through the 10.0% interest in EFBM), (ii) the AI segment (through the 10.0% interest in SATPL) and (iii) the MCN segment (through BJWL Advertising and EFMCN), for the Group and enhance the long-term interests of the Shareholders. If completed, the Group's strategic investments and revenue in the biomedical and AI business segments from EFBM and its subsidiary, Cellmex (as defined below), SATPL, SH EduTech Co (as defined below) and Astrovator (as defined below) would be deemed as long-term investment in unquoted shares and would not be consolidated in the Group's financial statements. Economic benefit arising from such investments in the biomedical and AI segments would be through medium- to long-term investment returns and strategic optionality, rather than immediate consolidated revenue. As for the MCN segment, the Group's acquisition of EFMCN and BJWL Advertising, if completed, is expected to generate recurring and diversified operating income, including but not limited to commission-based income, service fees, advertising revenue and e-commerce-related income, from the MCN, live-streaming, e-commerce and advertising businesses acquired. These businesses will be consolidated at Group level and are expected to form the core near-term revenue base of the Group.

The Directors are of the opinion that, after taking into consideration the Group's present bank facilities, as at the date of this announcement, the working capital available to the Group is sufficient to meet its present requirements.

The Directors are of the opinion that, after taking into consideration the Group's present bank facilities and that no cash proceeds will be received by the Company from the issuance of the

Acquisition Consideration Shares, as at the date of this announcement, the working capital available to the Group will be sufficient to meet its present requirements.

However, Shareholders should note that there is no assurance that the Proposed Acquisition Transactions will achieve the desired results, nor is there assurance that such results (if achieved) can be sustained in the longer term.

3. THE PROPOSED EFBM ACQUISITION

3.1. Information on EFBM and Mr. Katsuki

Shareholders should note that information relating to EFBM and Mr. Katsuki in this paragraph and elsewhere in this announcement was provided by EFBM and Mr. Katsuki, respectively. The Company and the Directors have not independently verified the accuracy and correctness of such information herein.

(a) EFBM

EFBM is a private company limited by shares incorporated under the laws of Singapore on 15 November 2024. Its business activities is the research and experimental development on medical science.

As at the date of this announcement, the issued and paid-up share capital of EFBM is S\$6,650,002 comprising 1,000,000 ordinary shares and the shareholders of EFBM are Mr. Zhu Hua (90%) and Mr. Katsuki (10%).

EFBM has been dormant since incorporation and has no material historical track record. Hence, the financial statements of EFBM have not been prepared as it would not be meaningful and EFBM is therefore unable to provide the book value, net tangible asset ("NTA") value, and net profits of EFBM. The open market value of EFBM is not available as EFBM's shares are not listed or traded on any securities exchange.

EFBM had on 7 January 2026 completed the acquisition of 株式会社 CELLMEX (Cellmex Co., Ltd.) ("Cellmex"), a company incorporated in Japan that specialises in stem cell culture and processing services (the "**EFBM Acquisition of Cellmex**"). Prior to the completion of the EFBM Acquisition of Cellmex, Mr. Katsuki was the sole shareholder of Cellmex. The purchase consideration for Cellmex was S\$6,650,000, which was satisfied in full by way of an allotment and issuance of an aggregate of 100,000 shares in EFBM to Mr. Katsuki. The purchase consideration for Cellmex was arrived at based on a willing-buyer, willing-seller basis, having taken into account, among others, Cellmex's existing licensed facilities, operational track record, profitability, capacity expansion potential and the strategic value of the biomedical platform to the Group.

Cellmex operates the 株式会社 CELLMEX Fukuoka Regenerative Medicine Center in Japan. Based on the unaudited management accounts of Cellmex for the financial year ended 30 September 2025, (a) the net profit before tax and net profit after tax of Cellmex was JPY36,015,362 (equivalent to S\$302,650) and JPY32,939,062 (equivalent to S\$276,799) respectively; and (b) the net tangible asset value of Cellmex as at 30 September 2025 was JPY63,415,287 (equivalent to S\$532,902).

Prior to completion of the Proposed EFBM Acquisition, the Company will be engaging an independent valuer to prepare a valuation report on EFBM. For the avoidance of doubt, while the Company is acquiring an equity interest in EFBM, the economic value of EFBM is substantially derived from its wholly-owned operating subsidiary, Cellmex. In assessing the Proposed EFBM Acquisition, the business operations, assets, earnings profile and growth prospects of Cellmex will be the key considerations underlying the valuation of EFBM. The EFBM Purchase Consideration of S\$6,650,000 for a 10.0% equity interest in EFBM implies an equity valuation of approximately S\$66,500,000 for EFBM. This implied valuation was arrived at after taking into account, among others, Cellmex's existing licensed facilities, operational track record, profitability, capacity expansion potential and

the strategic value of the biomedical platform to the Group. The details of the independent valuation report or valuation certificate to be issued by the independent valuer will be set out in the Circular to be despatched to the Shareholders of the Company in due course.

Save for Mr. Zhu Hua's shareholding interest in EFBM, EFBM is not related to the Company's Directors, substantial shareholders and/or their respective associates. As at the date of this announcement, EFBM does not hold, directly or indirectly, any Shares or convertible securities in the Company.

(b) Mr. Katsuki

Mr. Katsuki is a citizen of Japan and a businessman with investments in regenerative medicine businesses. Prior to the completion of the EFBM Acquisition of Cellmex, Mr. Katsuki was the sole shareholder of Cellmex.

Mr. Katsuki has provided non-compete and non-solicitation undertakings pursuant to the EFBM SPA, further details of which are set out in Section 3.2(f).

Mr. Katsuki is not related to the Group, the Company's Directors, substantial shareholders and/or their respective associates.

As at the date of this announcement, Mr. Katsuki does not have any shareholding interests, direct or indirect, in the Company.

Ms. Hu Yan 胡燕 and Mr. Sun Dejun 孙德君 (each, an "**Introducer**" and collectively, the "**Introducers**") are the introducers involved in the Proposed EFBM Acquisition. The Company is in the midst of negotiating the introducer fees payable to the Introducers in respect to the Proposed EFBM Acquisition and will make the relevant announcement(s) containing details on the Introducers upon the entry into the relevant introducer agreement. Save as disclosed, there is no introducer or referrer involved in the Proposed EFBM Acquisition, and there are no referral fees or commission fees or introducer fees or any other fees payable to any person or entity with respect to the Proposed EFBM Acquisition.

3.2. Principal Terms of the Proposed EFBM Acquisition

(a) Sale and Purchase of the EFBM Sale Shares

Subject to the terms and conditions of the EFBM SPA, Mr. Katsuki shall sell and the Company shall purchase the EFBM Sale Shares, free from all Encumbrances (as defined in the EFBM SPA), together with all rights, benefits and entitlements attaching thereto on and from the date falling five (5) business days after the last of the conditions precedent are satisfied, or such other date as may be mutually agreed by the parties in writing (the "**EFBM Completion Date**").

The shareholding of EFBM upon completion of the Proposed EFBM Acquisition ("**EFBM Acquisition Completion**"):

Shareholder	Number of ordinary shares	% of issued share capital of EFBM
Company	100,000	10%
Mr. Zhu Hua	900,000	90%
Total	1,000,000	100%

(b) EFBM Purchase Consideration

The EFBM Purchase Consideration for the purchase of the EFBM Sale Shares shall be S\$6,650,000, which shall be satisfied in full by way of an allotment and issuance of an aggregate of 66,500,000 SK Consideration Shares at the issue price of S\$0.10 ("**SK Consideration Share Issue Price**") per SK Consideration Share to Mr. Katsuki.

The EFBM Purchase Consideration was arrived at based on a willing-buyer, willing-seller basis, having taken into account, among others, the current financial performance, business plans of EFBM and the existing licensed facilities, operational track record, profitability, capacity expansion potential and the strategic merits of EFBM's subsidiary, Cellmex's biomedical platform to the Group. In addition, the issuance of SK Consideration Shares which would eliminate the need for the EFBM Purchase Consideration to be fulfilled in cash, thereby conserving cash for the Group for working capital purposes and for future acquisition opportunities.

(c) SK Consideration Shares

The SK Consideration Share Issue Price of S\$0.10 for each SK Consideration Share is a 60.5% premium to the volume weighted average price ("VWAP") of the ordinary shares in the capital of the Company of S\$0.0623 for trades done on the Shares on the SGX-ST for the full market day on 6 January 2026 (being the last traded closing price on the market day preceding the date of the EFBM SPA).

The SK Consideration Shares shall be issued free from all claims, pledges, mortgages, charges, liens and encumbrances and shall rank in all respects *pari passu* with the then existing issued shares of the Company at the time of the issue except that the SK Consideration Shares will not rank for any dividends, rights, allotments or other distributions, the record date for which falls before the date of issue of the SK Consideration Shares.

The 66,500,000 SK Consideration Shares will represent:

- (i) 3.84% of the existing share capital of 1,733,441,815 Shares; and
- (ii) approximately 2.33% of the enlarged share capital of 2,854,195,661 Shares following the completion of the Proposed Acquisition Transactions.

(d) Conditions Precedent

Completion of the Proposed EFBM Acquisition is conditional upon certain conditions being satisfied or waived (as the case may be), including but not limited to the following:

- (i) the results of the due diligence (legal, financial or otherwise) conducted by the Company on EFBM and its subsidiaries (if any) being satisfactory to the Company (in its sole and absolute discretion);
- (ii) the requisite approval of Shareholders of the Company being obtained at an EGM in respect of the Company's performance of all of its obligations under the EFBM SPA and all transactions contemplated thereunder being obtained at an EGM to be convened;
- (iii) the receipt of the LQN from the SGX-ST for the listing and quotation of the SK Consideration Shares on the Catalyst Board of SGX-ST (on conditions, if any, reasonably acceptable to the Parties, and to the extent that any conditions for the listing of and quotation for such SK Consideration Shares on the Catalyst Board of SGX-ST are required to be fulfilled on or before Completion Date (as defined in the EFBM SPA), and such approval being in full force and effect as at the Completion Date (as defined in the EFBM SPA);
- (iv) the Company remaining listed on the Catalyst Board of the SGX-ST and not having received any delisting or suspension notification; and
- (v) all approvals, waivers or consents under all applicable laws and regulations or otherwise (including any relevant regulatory authority for the transactions contemplated under the Proposed EFBM Acquisition or otherwise having been obtained (and such approval not having been withdrawn or revoked).

(e) Proposed EFBM Acquisition Longstop Date

The EFBM SPA shall be terminated in the event that any of the conditions precedent under the EFBM SPA is not fulfilled (or where applicable, waived by mutual agreement in writing of Mr. Katsuki and the Company) on or before the date falling two (2) months from the date of the EFBM SPA, or such other date as may be mutually agreed by the parties in writing.

(f) Non-compete and Non-solicitation

Mr. Katsuki has undertaken that he and his affiliates shall not, unless with prior written consent from the Company, for the one (1) year period commencing immediately after completion of the Proposed EFBM Acquisition:

- (i) carry on, be engaged in or be economically interested in any business in Singapore, which is of the same or similar type to the Business (as defined in the EFBM SPA) or which is in competition with the Business (as defined in the EFBM SPA);
- (ii) carry on for his own account either alone or in partnership or perform services as or be concerned as a director, officer, manager, employee, consultant or representative in any company engaged or about to be engaged in any business in Singapore which is directly or indirectly competing with the business of EFBM;
- (iii) solicit, in Singapore and in competition with the business of EFBM, the customer or supplier of any person, firm or company, who was a customer or supplier of EFBM;
- (iv) solicit or contact with a view to the engagement or employment by any person, any employee, full-time and/or exclusive consultant, officer or manager of EFBM or any person who has been an employee, full-time and/or exclusive consultant, officer or manager of EFBM within the preceding 12-month period.

3.3. Shareholders' Approval for the Proposed EFBM Acquisition

(a) Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules

Under Section 161 of the Companies Act and pursuant to Rule 805(1) of the Catalist Rules, an issuer must obtain the prior approval of shareholders in a general meeting for 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 for such issue has been previously obtained from shareholders in a general meeting.

For the avoidance of doubt, the Company will not be relying on the General Mandate granted by Shareholders to the Directors at the FY2024 AGM for the allotment and issuance of the SK Consideration Shares. Accordingly, the Company will be convening the EGM to seek Shareholders' approval for the issuance of the SK Consideration Shares under the Proposed EFBM Acquisition pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules.

(b) Chapter 9 of the Catalist Rules

Rule 904(5) of the Catalist Rules provides that an interested person transaction means a transaction between an entity at risk and an interested person. Rule 904(2)(a) and (b) of the Catalist Rules provides, *inter alia*, that an entity at risk means the issuer or a subsidiary of the issuer that is not listed on the SGX-ST or an approved exchange. Rule 904(4) of the Catalist Rules provides, *inter alia*, that an interested person means a director, chief executive officer, controlling shareholder of the issuer or any of their associates. Rule 904(6)(b) and (d) of the Catalist Rules provides, *inter alia*, that a transaction includes the acquisition, disposal or leasing of assets; and the issuance or subscription of securities.

Pursuant to Rule 904(4A) of the Catalist Rules, the SGX-ST may deem any person or

entity to be an interested person if the person or entity has entered into, or proposes to enter into: (i) a transaction with an entity at risk; and (ii) an agreement or arrangement with an interested person in connection with that transaction.

While Mr. Katsuki is an unrelated party to the director, chief executive officer, controlling shareholder of the Company, and the interested party, being EFBM and Mr. Zhu Hua, is not a direct party to the Proposed EFBM Acquisition or the EFBM SPA, having regard to the objective of Chapter 9 of the Catalist Rules, Catalist Rule 904(4A) and the economic and commercial substance of the transaction and taking into account that (i) Mr. Zhu Hua is the Executive Director and Chairman and Controlling Shareholder of the Company, (ii) EFBM is an associate of Mr. Zhu Hua, and (iii) the Company is acquiring EFBM and issuing the SK Consideration Shares in consideration for the EFBM Sale Shares which were issued to Mr. Katsuki as consideration for the EFBM Acquisition of Cellmex, the Company has deemed the Proposed EFBM Acquisition as an “interested person transaction” under Chapter 9 of Catalist Rule, in respect of which the approval of Shareholders will be required if the relevant thresholds are met.

In accordance with Rules 906(1)(a) and 918 of the Catalist Rules, where the value of an interested person transaction is equal to or exceeds 5% of the latest audited NTA of the Group, the approval of independent Shareholders is required to be obtained either prior to the transaction being entered into, or if the transaction is expressed to be conditional on such approval, prior to the completion of such transaction, as the case may be.

Based on the latest audited consolidated financial statements of the Company for FY2024, the Group's latest audited net tangible liabilities (“**Group NTL**”) is S\$2,204,000. Pursuant to Rule 905(4) and Rule 906(3) of the Catalist Rules, if the Group's latest audited NTA is negative, the Company should consult the SGX-ST on the appropriate benchmark to calculate the relevant thresholds in Rules 905(1), 905(2) and 906(1) of the Catalist Rules, which may be based on the Company's market capitalisation.

Pursuant to Rule 909 of the Catalist Rules, the value of a transaction is the amount at risk to the issuer. The amount at risk to the Company in respect of the Proposed EFBM Acquisition is the EFBM Purchase Consideration which amounts to an aggregate of S\$6,650,000, which represents approximately 301.7% of the Group NTL as at 31 December 2024 of approximately S\$2,204,000.

In this regard, the Company will be applying, through its Sponsor, on the appropriate benchmark to calculate the relevant thresholds of the interested person transactions for the purposes of purpose of compliance with Chapter 9 of the Catalist Rules, which may be based on the Company's market capitalisation. The Company shall make an appropriate announcement to update the Shareholders as and when there are any material updates or developments, including any relevant regulatory developments.

Assuming if the market capitalisation of the Company is used as the basis for the computation of the interested person transaction materiality threshold, the value of the Proposed EFBM Acquisition is S\$6,650,000 and represents approximately 5.99% of the Company's market capitalisation of S\$110,940,276 (computed based on the total number of shares being 1,733,441,815 Shares of the Company and the closing price of S\$0.064 on 6 January 2026, being the last full market day in which Shares were traded on the SGX-ST preceding the date of execution of the EFBM SPA.

Accordingly, the Company will be seeking Shareholders' approval for the Proposed EFBM Acquisition as an “interested person transaction” under Catalist Rule 906 at the EGM to be convened. An independent financial adviser (“**IFA**”) will be appointed to provide an opinion on whether the Proposed EFBM Acquisition, is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders pursuant to Rule 921(4)(a) of the Catalist Rules. The opinion from the IFA and the Audit and Risk Committee will be set out in the Circular to be despatched in due course.

Pursuant to Rule 919 of the Catalist Rules, Mr. Zhu Hua and his associates (if any) will

abstain, from voting on the Proposed EFBM Acquisition. Mr. Zhu Hua and his associates (if any) will also decline to accept appointment as proxy for any Shareholder to vote in respect of the Proposed EFBM Acquisition, unless the Shareholder concerned shall have given specific instructions in his proxy form as to the manner in which his votes are to be cast.

There were no interested person transactions entered into by the Group with Mr. Zhu Hua and/or EFBM (excluding the Proposed Acquisition Transactions) for the current financial year commencing 1 January 2026 up to the date of this announcement.

3.4. Relative Figures under Rule 1006 of the Catalist Rules

Based on the latest announced unaudited financial statements of the Company for the financial year ended 30 June 2025 (“**HY2025**”), the relative figures computed on the bases set out in Rule 1006 of the Catalist Rules in respect of the Proposed EFBM Acquisition are set out below.

Rule 1006	Bases	Relative Figures (%)
(a)	Net asset value of assets to be disposed of, compared with the Company's net asset value	Not applicable to an acquisition of assets.
(b)	Net profits attributable to the assets acquired, compared with the Company's net profit	(2.42%) ⁽¹⁾⁽²⁾
(c)	Aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued ordinary shares in the capital of the Company (excluding treasury shares)	6.16% ⁽³⁾
(d)	Number of equity securities issued by the Company as consideration for the Proposed EFBM Acquisition, compared with the number of equity securities previously in issue	3.84% ⁽⁵⁾
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Company's proved and probable reserves	Not applicable to an acquisition ⁽⁶⁾

Notes:

- (1) Under Rule 1002(3)(b) of the Catalist Rules, "net profits" is defined to be profit or loss, including discontinued operations that have not been disposed and before income tax, non-controlling interests and extraordinary items.
- (2) Computed based on the net profit attributable to the Proposed EFBM Acquisition at a shareholding interest of 10% of S\$15,133, divided by the latest Group's unaudited net loss of S\$625,000 for HY2025.
- (3) The aggregate value of the EFBM Purchase Consideration for the Proposed EFBM Acquisition is S\$6,650,000, compared to the Company's market capitalisation of approximately S\$107,993,425. The market capitalisation of the Company was computed based on the issued share capital of the Company of 1,733,441,815 Shares in issue (excluding treasury shares) and the volume weighted average price of S\$0.0623 per share on 6 January 2026 (being the last date on which the shares were traded prior to the date of the EFBM SPA).
- (4) Computed based on the aggregate of 66,500,000 SK Consideration Shares and the existing issued share capital of 1,733,441,815 Shares as at the date of the EFBM SPA.
- (5) The basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.

As the relative figures computed based on Rule 1006 (c) exceeds 5%, but is less than 75%, the Proposed EFBM Acquisition would constitute a “disclosable” transaction pursuant to Rule 1010 of the Catalist Rules. However, the relative figures under Rule 1006(b) is a negative figure and where any of the relative figures computed under Rule 1006 of the Catalist Rules involves a negative

figure, Rule 1007(1) of the Catalist Rules provides that Chapter 10 of the Catalist Rules may still be applicable to the transaction in accordance with the applicable circumstances outlined in Practice Note 10A of the Catalist Rules.

In respect of the Proposed EFBM Acquisition, as the transaction involves the acquisition of a profitable asset by the Group (being loss-making) and the net profit attributable to the asset to be acquired does not exceed 5% of the consolidated net loss of the Company (taking into account only the absolute value), the Proposed EFBM Acquisition does not fall within the situation of paragraph 4.4 (b)(ii) of Practice Note 10A. Accordingly, pursuant to paragraph 4.6 of Practice Note 10A, the Proposed EFBM Acquisition constitutes a “major transaction” under Chapter 10 of the Catalist Rules and is subject to the approval of Shareholders in a general meeting pursuant to Rule 1014 of the Catalist Rules.

3.5. Financial Effects of the Proposed EFBM Acquisition

The Company is in the process of finalising the financial effects of the Proposed EFBM Acquisition. The relevant information required under Rules 1010(8) and 1010(9) of the Catalist Rules will be announced by the Company in due course.

4. THE PROPOSED SATPL ACQUISITION

4.1. Information on SATPL and Ms. Zhou Jun

Shareholders should note that information relating to SATPL and Ms. Zhou Jun in this paragraph and elsewhere in this announcement was provided by SATPL and Ms. Zhou Jun, respectively. The Company and the Directors have not independently verified the accuracy and correctness of such information herein.

(a) SATPL

SATPL is a private company limited by shares incorporated under the laws of Singapore on 8 December 2025. Its business activities is of a holding company.

As at the date of this announcement, the issued and paid-up share capital of SATPL is S\$100 comprising 900 ordinary shares and the sole shareholder of SATPL is Mr. Zhu Hua.

For the avoidance of doubt, Ms. Zhou Jun does not hold any shareholding in SATPL as at the date of this announcement and will only be a shareholder of SATPL upon the completion of the SATPL Acquisitions (as defined below) which contemplates the allotment and issuance of 100 new ordinary shares in SATPL to Ms. Zhou Jun as consideration for such transactions.

SATPL had on 7 January 2026 entered into sale and purchase agreements to acquire the following two companies:

- (i) 51.0% of 上海星至辉教育科技有限公司 (Shanghai XingZhiHui Education Technology Co., Ltd) (“SH EduTech Co”)(the “SATPL Acquisition of SH EduTech Co”); and

SH EduTech Co is a company incorporated in the People’s Republic of China (“PRC”) on 21 March 2017 that is in the business of educational services and curriculum development in the PRC and operates the 造个机器人青少年实验室 (“**Make 1 Robot Youth Lab**”). Currently, Make 1 Robot Youth Lab has developed over 50 robotics projects and 500 robotics and AI courses, two of which have been recognised by the Shanghai Science and Technology Association (上海市科协) as Shanghai Youth Science Popularisation Projects (上海市青少年科普项目), and tens of thousands of students have received introductory robotics technology education from these projects.

In 2017, Make 1 Robot Youth Lab established a competition team, whose rich technical guidance experience led students to participate in multiple PRC and international robotics competitions, consistently achieving top results such as championships, gold medals, and first prizes, and representing the PRC in world-class competitions on numerous occasions. Make 1 Robot Youth Lab has been deeply involved in the PRC's youth robotics education and competition industry for nine years, achieving remarkable results and influence.

As at the date of this announcement, SH EduTech Co has a registered capital of RMB 1,587,200 and its legal representative is Ms. Zhou Jun. Based on the unaudited management accounts of SH EduTech Co for the 10 months financial period ended 31 October 2025, (a) the net loss before tax and net loss after tax of SH EduTech Co was RMB993,624 (equivalent to S\$181,650) and RMB993,624 (equivalent to S\$181,650) respectively; and (b) the net tangible liability value of SH EduTech Co as at 31 October 2025 was RMB1,583,887 (equivalent to S\$289,559).

The purchase consideration for SH EduTech Co was S\$500,000, which was satisfied in full by way of an allotment and issuance of an aggregate of 77 shares in SATPL to Ms. Zhou Jun. The purchase consideration for SH EduTech Co was arrived at based on a willing-buyer, willing-seller basis, having taken into account, among others, the business model, intellectual property, curriculum content, market positioning and growth potential of the AI and robotics education sector.

Following the completion of the SATPL Acquisition of SH EduTech Co, the shareholding interest of SH EduTech Co is held by SATPL (51.0%), Ms. Zhou Jun (22.0%) and 上海星日企业管理中心 [有限合伙] (Shanghai XingRiQiYe management Center Limited Partnership) (27.0%).

(ii) 35.0% of Astrovator Pte. Ltd. (“Astrovator”) (the “SATPL Acquisition of Astrovator”).

Astrovator is a company incorporated in Singapore on 17 December 2025 that is in the business of providing private tuition in robot building and coding in Singapore.

Astrovator is a newly-incorporated company that has not commenced any business activities since its incorporation. As at the date of this announcement, Astrovator has an issued and paid-up share capital of S\$300,000, comprising 300,000 ordinary shares and the shareholders of Astrovator are SATPL (50%) and Ms. Zhou Jun (50%).

The purchase consideration for Astrovator was S\$150,000, which was satisfied in full by way of an allotment and issuance of an aggregate of 23 shares in SATPL to Ms. Zhou Jun. The purchase consideration for Astrovator was arrived at based on a willing-buyer, willing-seller basis, having taken into account, among others, the long-term growth potential of the AI and robotics education sector in Singapore.

Following the completion of the SATPL Acquisition of Astrovator, the shareholding interest of Astrovator is held by SATPL (85%) and Ms. Zhou Jun (15%).

The SATPL Acquisition of SH EduTech Co and SATPL Acquisiton of Astrovator (collectively, the “**SATPL Acquisitions**”) is expected to complete by mid-February 2026. SATPL will also be undertaking a share split of every one (1) ordinary share in the capital of SATPL into nine (9) ordinary shares, and following the completion of the share split, the 100 ordinary shares of SATPL would be split into 900 ordinary shares (the “**SATPL Share Split**”).

Following the completion of the SATPL Acquisitions and the SATPL Share Split, the issued and paid-up share capital of SATPL is S\$650,100 comprising 1,000 ordinary shares and the shareholders of SATPL will be Mr. Zhu Hua (90%) and Ms. Zhou Jun (10%).

SATPL is a newly incorporated company and has no material historical track record. Hence,

the financial statements of SATPL have not been prepared as it would not be meaningful and SATPL is therefore unable to provide the book value, net tangible asset value, and net profits of SATPL. The open market value of SATPL is not available as SATPL's shares are not listed or traded on any securities exchange.

Prior to completion of the Proposed SATPL Acquisition, the Company will be engaging an independent valuer to prepare a valuation report on SATPL. For the avoidance of doubt, while the Company is acquiring an equity interest in SATPL, the economic value of SATPL is substantially derived from the operating subsidiaries that it will be acquiring through the SATPL Acquisitions, being SH EduTech Co and Astrovator. In assessing the Proposed SATPL Acquisition, SH EduTech Co and Astrovator's business model, intellectual property, curriculum content, market positioning and growth potential of the AI and robotics education businesses will be the key considerations underlying the valuation of SATPL. The SATPL Purchase Consideration of S\$650,000 for a 10.0% equity interest in SATPL implies an equity valuation of approximately S\$6,500,000 for SATPL. This implied valuation reflects the early-stage but scalable nature of the education platform and the long-term growth potential of the AI and robotics education sector. The details of the independent valuation report or valuation certificate to be issued by the independent valuer will be set out in the Circular to be despatched to the Shareholders of the Company in due course.

Save for Mr. Zhu Hua's shareholding interest in SATPL, SH EduTech Co and Astrovator, SATPL, SH Edutech Co and Astrovator are not related to the Company's Directors, substantial shareholders and/or their respective associates. As at the date of this announcement, SATPL, SH EduTech Co and Astrovator do not hold, directly or indirectly, any Shares or convertible securities in the Company.

(b) Ms. Zhou Jun

Ms. Zhou Jun is a citizen of the PRC with 20 years of industry experience in youth robotics education. She is one of the earliest team members in the PRC to participate in the design, research and development, and organisation of PRC youth robotics competitions. She has designed and developed projects such as robot line following, robot soccer, robot basketball, robot dancing, and robot firefighting, which are the main events in youth robotics competitions.

From 2011 to 2019, she served as the head of the PRC organising committee for the Trinity College Firefighting Robotics Competition, the world's oldest robotics competition, vigorously promoting its development in the PRC. This competition was one of the earliest international robotics competitions in which PRC students participated. In 2016, she served as the head of the youth robotics project at 中科新松有限公司 (Siasun Robot & Automation Co., Ltd.). In 2017, she founded SH EduTech Co and served as its general manager and established the Make 1 Robot Youth Lab.

Ms. Zhou Jun graduated with a degree in Information Management from the Shanghai Maritime University.

Ms. Zhou Jun has provided non-compete and non-solicitation undertakings pursuant to the SATPL SPA, further details of which are set out in Section 4.2(f).

Ms. Zhou Jun is not related to the Group, the Company's Directors, substantial shareholders and/or their respective associates.

As at the date of this announcement, Ms. Zhou Jun does not have any shareholding interests, direct or indirect, in the Company.

There is no introducer or referrer involved in the Proposed SATPL Acquisition, and there are no referral fees or commission fees or introducer fees or any other fees payable to any person or entity with respect to the Proposed SATPL Acquisition.

4.2. Principal Terms of the Proposed SATPL Acquisition

(a) Sale and Purchase of the SATPL Sale Shares

Subject to the terms and conditions of the SATPL SPA, Ms. Zhou Jun shall sell and the Company shall purchase the SATPL Sale Shares, free from all Encumbrances (as defined in the SATPL SPA), together with all rights, benefits and entitlements attaching thereto on and from the date falling five (5) business days after the last of the conditions precedent are satisfied, or such other date as may be mutually agreed by the parties in writing (the "SATPL Completion Date").

The shareholding of SATPL upon completion of the Proposed SATPL Acquisition ("SATPL Acquisition Completion"):

Shareholder	Number of ordinary shares	% of issued share capital of SATPL
Company	100	10%
Mr. Zhu Hua	900	90%
Total	1,000	100%

For the avoidance of doubt, Ms. Zhou Jun does not hold any shareholding in SATPL as at the date of this announcement and will only be a shareholder of SATPL upon the completion of the SATPL Acquisitions which contemplates the allotment and issuance of 100 new ordinary shares in SATPL to Ms. Zhou Jun as consideration for such transactions. Accordingly, the Proposed SATPL Acquisition is conditional upon the completion of the SATPL Acquisitions and Ms. Zhou Jun having the sole legal and beneficial owner of the SATPL Sale Shares.

(b) SATPL Purchase Consideration

The SATPL Purchase Consideration for the purchase of the SATPL Sale Shares shall be S\$650,000, which shall be satisfied in full by way of an allotment and issuance of an aggregate of 6,500,000 ZJ Consideration Shares at the issue price of S\$0.10 ("ZJ Consideration Share Issue Price") per ZJ Consideration Share to Ms. Zhou Jun.

The SATPL Purchase Consideration was arrived at based on a willing-buyer, willing-seller basis, having taken into account, among others, the current financial performance, business plans of SATPL together with SH EduTech Co and Astrovator's business model, intellectual property, curriculum content, market positioning and growth potential of the AI and robotics education businesses. In addition, the issuance of ZJ Consideration Shares which would eliminate the need for the SATPL Purchase Consideration to be satisfied in cash, thereby conserving cash for the Group for working capital purposes and for future acquisition opportunities.

(c) ZJ Consideration Shares

The ZJ Consideration Share Issue Price of S\$0.10 for each ZJ Consideration Share is a 60.5% premium to the VWAP of the ordinary shares in the capital of the Company of S\$0.0623 for trades done on the Shares on the SGX-ST for the full market day on 6 January 2026 (being the last traded closing price on the market day preceding the date of the SATPL SPA).

The ZJ Consideration Shares shall be issued free from all claims, pledges, mortgages, charges, liens and encumbrances and shall rank in all respects *pari passu* with the then existing issued shares of the Company at the time of the issue except that the ZJ Consideration Shares will not rank for any dividends, rights, allotments or other distributions, the record date for which falls before the date of issue of the ZJ Consideration Shares.

The 6,500,000 ZJ Consideration Shares will represent:

- (i) 0.37% of the existing share capital of 1,733,441,815 Shares; and
- (ii) approximately 0.23% of the enlarged share capital of 2,854,195,661 Shares following the completion of the Proposed Acquisition Transactions.

(d) Conditions Precedent

Completion of the Proposed SATPL Acquisition is conditional upon certain conditions being satisfied or waived (as the case may be), including but not limited to the following:

- (i) the completion of the SATPL Acquisitions, which contemplates (1) the transfer of equity interest and shares of SH EduTech Co and Astrovator to SATPL such that SATPL is duly registered in the Shareholder Register of SH EduTech Co and Astrovator; and (2) the allotment and issuance of 100 shares in SATPL to Ms. Zhou Jun as part of the SATPL Acquisitions such that Ms. Zhou Jun is duly registered in SATPL's Electronic Register of Members as the sole legal and beneficial owner of the SATPL Sale Shares, and the delivery to the Company of documentary evidence of the same in form and substance satisfactory to the Company;
- (ii) the results of the due diligence (legal, financial or otherwise) conducted by the Company on SATPL and its subsidiaries (if any) being satisfactory to the Company (in its sole and absolute discretion);
- (iii) the requisite approval of Shareholders of the Company being obtained at an EGM in respect of the Company's performance of all of its obligations under the SATPL SPA and all transactions contemplated thereunder being obtained at an EGM to be convened;
- (iv) the receipt of the LQN from the SGX-ST for the listing and quotation of the ZJ Consideration Shares on the Catalyst Board of SGX-ST (on conditions, if any, reasonably acceptable to the Parties, and to the extent that any conditions for the listing of and quotation for such ZJ Consideration Shares on the Catalyst Board of SGX-ST are required to be fulfilled on or before Completion Date (as defined in the SATPL SPA), and such approval being in full force and effect as at the Completion Date (as defined in the SATPL SPA);
- (v) the Company remaining listed on the Catalyst Board of the SGX-ST and not having received any delisting or suspension notification; and
- (vi) all approvals, waivers or consents under all applicable laws and regulations or otherwise (including any relevant regulatory authority for the transactions contemplated under the Proposed SATPL Acquisition or otherwise having been obtained (and such approval not having been withdrawn or revoked).

(e) Proposed SATPL Acquisition Longstop Date

The SATPL SPA shall be terminated in the event that any of the conditions precedent under the SATPL SPA is not fulfilled (or where applicable, waived by mutual agreement in writing of Ms. Zhou Jun and the Company) on or before the date falling two (2) months from the date of the SATPL SPA, or such other date as may be mutually agreed by the parties in writing.

(f) Non-compete and Non-solicitation

Ms. Zhou Jun has undertaken that she and her affiliates shall not, unless with prior written consent from the Company, for the one (1) year period commencing immediately after completion of the Proposed SATPL Acquisition:

- (i) carry on, be engaged in or be economically interested in any business in Singapore, which is of the same or similar type to the Business (as defined in the SATPL SPA) or which is in competition with the Business (as defined in the SATPL SPA);
- (ii) carry on for her own account either alone or in partnership or perform services as or be concerned as a director, officer, manager, employee, consultant or representative in any company engaged or about to be engaged in any business in Singapore which is directly or indirectly competing with the business of SATPL;
- (iii) solicit, in Singapore and in competition with the business of SATPL, the customer or supplier of any person, firm or company, who was a customer or supplier of SATPL;
- (iv) solicit or contact with a view to the engagement or employment by any person, any employee, full-time and/or exclusive consultant, officer or manager of SATPL or any person who has been an employee, full-time and/or exclusive consultant, officer or manager of SATPL within the preceding 12-month period.

4.3. Shareholders' Approval for the Proposed SATPL Acquisition

(a) Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules

Under Section 161 of the Companies Act and pursuant to Rule 805(1) of the Catalist Rules, an issuer must obtain the prior approval of shareholders in a general meeting for 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 for such issue has been previously obtained from shareholders in a general meeting.

For the avoidance of doubt, the Company will not be relying on the General Mandate granted by Shareholders to the Directors at the FY2024 AGM for the allotment and issuance of the ZJ Consideration Shares. Accordingly, the Company will be convening the EGM to seek Shareholders' approval for the issuance of the ZJ Consideration Shares under the Proposed SATPL Acquisition pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules.

(b) Chapter 9 of the Catalist Rules

Rule 904(5) of the Catalist Rules provides that an interested person transaction means a transaction between an entity at risk and an interested person. Rule 904(2)(a) and (b) of the Catalist Rules provides, *inter alia*, that an entity at risk means the issuer or a subsidiary of the issuer that is not listed on the SGX-ST or an approved exchange. Rule 904(4) of the Catalist Rules provides, *inter alia*, that an interested person means a director, chief executive officer, controlling shareholder of the issuer or any of their associates. Rule 904(6)(b) and (d) of the Catalist Rules provides, *inter alia*, that a transaction includes the acquisition, disposal or leasing of assets; and the issuance or subscription of securities.

Pursuant to Rule 904(4A) of the Catalist Rules, the SGX-ST may deem any person or entity to be an interested person if the person or entity has entered into, or proposes to enter into: (i) a transaction with an entity at risk; and (ii) an agreement or arrangement with an interested person in connection with that transaction.

While Ms. Zhou Jun is an unrelated party to the director, chief executive officer, controlling shareholder of the Company, and the interested party, being SATPL and Mr. Zhu Hua, is not a direct party to the Proposed SATPL Acquisition or the SATPL SPA, having regard to the objective of Chapter 9 of the Catalist Rules, Catalist Rule 904(4A) and the economic and commercial substance of the transaction and taking into account that (i) Mr. Zhu Hua is the Executive Director and Chairman and Controlling Shareholder of the Company, (ii) SATPL is an associate of Mr. Zhu Hua, and (iii) the Company is acquiring SATPL and issuing the ZJ Consideration Shares in consideration for the SATPL Sale Shares which were issued to Ms. Zhou Jun as consideration for the SATPL Acquisitions, the Company

has deemed the Proposed SATPL Acquisition as an “interested person transaction” under Chapter 9 of Catalyst Rule, in respect of which the approval of Shareholders will be required if the relevant thresholds are met.

In accordance with Rules 906(1)(a) and 918 of the Catalyst Rules, where the value of an interested person transaction is equal to or exceeds 5% of the latest audited NTA of the Group, the approval of independent Shareholders is required to be obtained either prior to the transaction being entered into, or if the transaction is expressed to be conditional on such approval, prior to the completion of such transaction, as the case may be.

Based on the latest audited consolidated financial statements of the Company for FY2024, the Group NTL is S\$2,204,000. Pursuant to Rule 905(4) and Rule 906(3) of the Catalyst Rules, if the Group’s latest audited NTA is negative, the Company should consult the SGX-ST on the appropriate benchmark to calculate the relevant thresholds in Rules 905(1), 905(2) and 906(1) of the Catalyst Rules, which may be based on the Company’s market capitalisation.

Pursuant to Rule 909 of the Catalyst Rules, the value of a transaction is the amount at risk to the issuer. The amount at risk to the Company in respect of the Proposed SATPL Acquisition is the SATPL Purchase Consideration which amounts to an aggregate of S\$650,000, which represents approximately 29.49% of the Group NTL as at 31 December 2024 of approximately S\$2,204,000.

In this regard, the Company will be applying, through its Sponsor, on the appropriate benchmark to calculate the relevant thresholds of the interested person transactions for the purposes of purpose of compliance with Chapter 9 of the Catalyst Rules, which may be based on the Company’s market capitalisation. The Company shall make an appropriate announcement to update the Shareholders as and when there are any material updates or developments, including any relevant regulatory developments.

Assuming if the market capitalisation of the Company is used as the basis for the computation of the interested person transaction materiality threshold, the value of the Proposed SATPL Acquisition is S\$650,000 and represents approximately 0.59% of the Company’s market capitalisation of S\$110,940,276 (computed based on the total number of shares being 1,733,441,815 Shares of the Company and the closing price of S\$0.064 on 6 January 2026, being the last full market day in which Shares were traded on the SGX-ST preceding the date of execution of the SATPL SPA).

While Shareholders’ approval is not required for the Proposed SATPL Acquisition pursuant to Rule 906(1) of the Catalyst Rules, for good corporate governance, the Company will be seeking Shareholders’ approval for the Proposed SATPL Acquisition as an “interested person transaction” under Catalyst Rule 906 at the EGM to be convened. An IFA will be appointed to provide an opinion on whether the Proposed SATPL Acquisition, is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders pursuant to Rule 921(4)(a) of the Catalyst Rules. The opinion from the IFA and the Audit and Risk Committee will be set out in the Circular to be despatched in due course.

Pursuant to Rule 919 of the Catalyst Rules, Mr. Zhu Hua and his associates (if any) will abstain, from voting on the Proposed SATPL Acquisition. Mr. Zhu and his associates (if any) will also decline to accept appointment as proxy for any Shareholder to vote in respect of the Proposed SATPL Acquisition, unless the Shareholder concerned shall have given specific instructions in his proxy form as to the manner in which his votes are to be cast.

There were no interested person transactions entered into by the Group with Mr. Zhu Hua and/or SATPL (excluding the Proposed Acquisition Transactions) for the current financial year commencing 1 January 2026 up to the date of this announcement.

4.4. Relative Figures under Rule 1006 of the Catalyst Rules

Based on the latest announced unaudited financial statements of the Company for HY2025, the relative figures computed on the bases set out in Rule 1006 of the Catalyst Rules in respect of the Proposed SATPL Acquisition are set out below.

Rule 1006	Bases	Relative Figures (%)
(a)	Net asset value of assets to be disposed of, compared with the Company's net asset value	Not applicable to an acquisition of assets.
(b)	Net profits attributable to the assets acquired, compared with the Company's net profit	(0.89%) ⁽¹⁾⁽²⁾
(c)	Aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued ordinary shares in the capital of the Company (excluding treasury shares)	0.60% ⁽³⁾
(d)	Number of equity securities issued by the Company as consideration for the Proposed SATPL Acquisition, compared with the number of equity securities previously in issue	0.37% ⁽⁵⁾
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Company's proved and probable reserves	Not applicable to an acquisition ⁽⁶⁾

Notes:

- (1) Under Rule 1002(3)(b) of the Catalyst Rules, "net profits" is defined to be profit or loss, including discontinued operations that have not been disposed and before income tax, non-controlling interests and extraordinary items.
- (2) Computed based on the net loss attributable to the Proposed SATPL Acquisition at a shareholding interest of 10% of S\$5,579, divided by the latest Group's unaudited net loss of S\$625,000 for HY2025.
- (3) The aggregate value of the SATPL Purchase Consideration for the Proposed SATPL Acquisition is S\$650,000, compared to the Company's market capitalisation of approximately S\$107,993,425. The market capitalisation of the Company was computed based on the issued share capital of the Company of 1,733,441,815 Shares in issue excluding treasury shares and the volume weighted average price of S\$0.0623 per share on 6 January 2026 (being the last date on which the shares were traded prior to the date of the SATPL SPA).
- (4) Computed based on the aggregate of 6,500,000 ZJ Consideration Shares and the existing issued share capital of 1,733,441,815 Shares as at the date of the SATPL SPA.
- (5) The basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.

As the relative figures computed based on Rule 1006 amounts to 5% or less, the Proposed SATPL Acquisition would constitute a "non-disclosable" transaction pursuant to Rule 1010 of the Catalyst Rules.

Under Rule 1007(1) of the Catalyst Rules, if any of the relative figures computed pursuant to Rule 1006 involves a negative figure, Chapter 10 of the Catalyst Rules may still be applicable to the transaction in accordance with the applicable circumstances outlined in Practice Note 10A of the Catalyst Rules. As the relative figures under Rule 1006(b) is a negative figure and the Proposed SATPL Acquisition falls within the situation of paragraph 4.3(a) of Practice Note 10A where the transaction involves the acquisition of a loss-making asset by the Group (being loss-making) where (i) the absolute relative figure computed on the basis of each of Rule 1006(c) and Rule 1006(d) of the Catalyst Rules amounts to 5% or less; and (ii) the net loss attributable to the asset to be acquired amounts to 5% or less of the consolidated net profit or net loss of the issuer (in each case taking

into account only the absolute values). Accordingly, no announcement and Shareholder's approval is required in connection with the Proposed SATPL Acquisition under Practice Note 10A.

Notwithstanding, this announcement complies with the requirement under Chapter 10 of the Catalyst Rules as the SATPL Purchase Consideration will be satisfied wholly in ZJ Consideration Shares and the Proposed SATPL Acquisition is disclosable by virtue of Rule 1009 of the Catalyst Rules.

4.5. Financial Effects of the Proposed SATPL Acquisition

The Company is in the process of finalising the financial effects of the Proposed SATPL Acquisition. The relevant information required under Rules 1010(8) and 1010(9) of the Catalyst Rules will be announced by the Company in due course.

5. THE PROPOSED BJWL ADVERTISING ACQUISTION

5.1. Information on BJWL Advertising and Mr. Zhu Hua

Shareholders should note that information relating to BJWL Advertising and Mr. Zhu Hua in this paragraph and elsewhere in this announcement was provided by BJWL Advertising and Mr. Zhu Hua, respectively. The Company and the Directors have not independently verified the accuracy and correctness of such information herein.

(a) BJWL Advertising

BJWL Advertising was incorporated in the PRC on 19 November 2025 as a limited liability company with a registered capital of RMB 1,000,000. As at the date of this announcement, the shareholders of BJWL Advertising are Mr. Zhu Hua (51%) and BJZHAT (49%).

Its business activities is e-commerce operations and it is supported by (i) 北京未徕传媒广告有限公司南京分公司 (Beijing Weilai Media Advertising Co., Ltd. Nanjing Branch) ("BJWL Nanjing Branch") for private-domain live streaming, (ii) 北京未徕传媒广告有限公司上海分公司 (Beijing Weilai Media Advertising Co., Ltd. Shanghai Branch) ("BJWL Shanghai Branch") for advertising and live-streaming e-commerce, and (iii) 北京未徕传媒广告有限公司深圳分公司 (Beijing Weilai Media Advertising Co., Ltd. Shenzhen Branch) ("BJWL Shenzhen Branch") for direct-to-customer business across both China domestic and international markets.

BJWL Advertising is a newly incorporated company and has no material historical track record. Hence, the financial statements of BJWL Advertising have not been prepared as it would not be meaningful and BJWL Advertising is therefore unable to provide the book value, net tangible asset value, and net profits of BJWL Advertising. The open market value of BJWL Advertising is not available as BJWL Advertising's shares are not listed or traded on any securities exchange.

Prior to completion of the Proposed BJWL Advertising Acquisition, the Company will be engaging an independent valuer to prepare a valuation report on BJWL Advertising and details of the independent valuation report or valuation certificate to be issued by the independent valuer will be set out in the Circular to be despatched to the Shareholders of the Company in due course.

Save for Mr. Zhu Hua's shareholding interest in BJWL Advertising, BJWL Advertising is not related to the Company's Directors, substantial shareholders and/or their respective associates. As at the date of this announcement, BJWL Advertising does not hold, directly or indirectly, any Shares or convertible securities in the Company.

There is no introducer or referrer involved in the Proposed BJWL Advertising Acquisition, and there are no referral fees or commission fees or introducer fees or any other fees payable to any person or entity with respect to the Proposed BJWL Advertising Acquisition.

(b) Mr. Zhu Hua and BJZHAT

In addition to his capacity as Executive Director and Chairman of the Company, Mr. Zhu is a controlling shareholder of the Company with a direct interest of 505,500,000 Shares representing 29.16% of the existing share capital of the Company as at the date of this announcement.

Mr. Zhu Hua is the managing director and owns 99.9% of the issued and paid-up share capital of BJZHAT, an investment management company established in the PRC.

Accordingly, Mr. Zhu is an “interested person” of the Company and the entry into the BJWL Advertising SPA is an “interested person transaction” for the purposes of Chapter 9 of the Catalyst Rules. Further details are set forth in section 5.3(c) of this announcement.

Mr. Zhu Hua has provided non-compete and non-solicitation undertakings pursuant to the BJWL Advertising SPA, further details of which are set out in Section 5.2(f).

Save as disclosed, Mr. Zhu Hua is not related to the Group, the Company’s Directors, substantial shareholders and/or their respective associates.

Save as disclosed, Mr. Zhu Hua does not have any shareholding interests, direct or indirect, in the Company.

There is no introducer or referrer involved in the Proposed BJWL Advertising Acquisition, and there are no referral fees or commission fees or introducer fees or any other fees payable to any person or entity with respect to the Proposed BJWL Advertising Acquisition.

5.2. Principal Terms of the Proposed BJWL Advertising Acquisition

(a) Sale and Purchase of the BJWL Equity Interest

Subject to the terms and conditions of the BJWL Advertising SPA, Mr. Zhu Hua and BJZHAT shall sell and the Company shall purchase the BJWL Equity Interest, free from all Encumbrances (as defined in the BJWL Advertising SPA), together with all rights, benefits and entitlements attaching thereto on and from the date falling five (5) business days after the last of the conditions precedent are satisfied, or such other date as may be mutually agreed by the parties in writing (the “**BJWL Advertising Completion Date**”).

The shareholding of BJWL Advertising upon completion of the Proposed BJWL Advertising Acquisition (“**BJWL Advertising Acquisition Completion**”):

Shareholder	% of the registered capital of BJWL Advertising
Company (or its nominee)	100%
Total	100%

(b) BJWL Purchase Consideration

The BJWL Purchase Consideration for the purchase of the BJWL Equity Interest shall be S\$68,000,000, which shall be satisfied in full by way of an allotment and issuance of an aggregate of 1,046,153,846 ZH BJWL Consideration Shares at the issue price of S\$0.065 (“**ZH BJWL Consideration Share Issue Price**”) per ZH BJWL Consideration Share to Mr. Zhu Hua and BJZHAT in accordance with their shareholding proportion.

The BJWL Purchase Consideration was arrived at based on a willing-buyer, willing-seller basis, having taken into account, among others, the current financial performance, business plans and strategic merits of BJWL Advertising, and the issuance of ZH BJWL Consideration Shares which would eliminate the need for the BJWL Purchase Consideration to be fulfilled in cash, thereby conserving cash for the Group for working capital purposes and for future acquisition opportunities.

(c) ZH BJWL Consideration Shares

The ZH BJWL Consideration Share Issue Price of S\$0.065 for each ZH BJWL Consideration Share is a 4.33% premium to the VWAP of the ordinary shares in the capital of the Company of S\$0.0623 for trades done on the Shares on the SGX-ST for the full market day on 6 January 2026 (being the last traded closing price on the market day preceding the date of the BJWL Advertising SPA).

The ZH BJWL Consideration Shares shall be issued free from all claims, pledges, mortgages, charges, liens and encumbrances and shall rank in all respects *pari passu* with the then existing issued shares of the Company at the time of the issue except that the ZH BJWL Consideration Shares will not rank for any dividends, rights, allotments or other distributions, the record date for which falls before the date of issue of the ZH BJWL Consideration Shares.

The 1,046,153,846 ZH BJWL Consideration Shares will represent:

- (i) 60.35% of the existing share capital of 1,733,441,815 Shares; and
- (ii) approximately 36.65% of the enlarged share capital of 2,854,195,661 Shares following the completion of the Proposed Acquisition Transactions.

(d) Conditions Precedent

Completion of the Proposed BJWL Advertising Acquisition is conditional upon certain conditions being satisfied or waived (as the case may be), including but not limited to the following:

- (i) the results of the due diligence (legal, financial or otherwise) conducted by the Company on BJWL Advertising and its subsidiaries (if any) being satisfactory to the Company (in its sole and absolute discretion);
- (ii) the requisite approval of Shareholders of the Company being obtained at an EGM in respect of the Company's performance of all of its obligations under the BJWL Advertising SPA and all transactions contemplated thereunder being obtained at an EGM to be convened;
- (iii) the receipt of the LQN from the SGX-ST for the listing and quotation of the ZH BJWL Consideration Shares on the Catalist Board of SGX-ST (on conditions, if any, reasonably acceptable to the Parties, and to the extent that any conditions for the listing of and quotation for such ZH BJWL Consideration Shares on the Catalist Board of SGX-ST are required to be fulfilled on or before Completion Date (as defined in the BJWL Advertising SPA), and such approval being in full force and effect as at the Completion Date (as defined in the BJWL Advertising SPA);
- (iv) the Company remaining listed on the Catalist Board of the SGX-ST and not having received any delisting or suspension notification;
- (v) the receipt of the waiver(s) from the Securities Industry Council of Singapore ("SIC"), in relation to, *inter alia*, the obligation (if any) by Mr. Zhu Hua to make a mandatory offer for all of the Shares not already owned, controlled or agreed to be acquired by Mr. Zhu Hua and its respective concert parties (if any) pursuant to Rule 14 of the Singapore Code on Takeovers and Mergers (the "Takeover Code"), in connection with the Proposed BJWL Advertising Acquisition (the "Whitewash Waiver"), and the fulfilment of any such terms and conditions that the SIC may impose which are reasonably acceptable to Mr. Zhu Hua and the Company, and the grant of the Whitewash Waiver remaining in full force and effect on and before Completion (as defined in the BJWL Advertising SPA); and

- (vi) all approvals, waivers or consents under all applicable laws and regulations or otherwise (including any relevant regulatory authority for the transactions contemplated under the Proposed BJWL Advertising Acquisition or otherwise having been obtained (and such approval not having been withdrawn or revoked).

(e) Proposed BJWL Advertising Acquisition Longstop Date

The BJWL Advertising SPA shall be terminated in the event that any of the conditions precedent under the BJWL Advertising SPA is not fulfilled (or where applicable, waived by mutual agreement in writing of Mr. Zhu Hua and the Company) on or before date falling two (2) months from the date of the BJWL Advertising SPA, or such other date as may be mutually agreed by the parties in writing.

(f) Non-compete and Non-solicitation

Mr. Zhu Hua has undertaken that he and his affiliates shall not, unless with prior written consent from the Company, for the one (1) year period commencing immediately after completion of the Proposed BJWL Advertising Acquisition:

- (i) carry on, be engaged in or be economically interested in any business in Singapore, which is of the same or similar type to the Business (as defined in the BJWL Advertising SPA) or which is in competition with the Business (as defined in the BJWL Advertising SPA);
- (ii) carry on for his own account either alone or in partnership or perform services as or be concerned as a director, officer, manager, employee, consultant or representative in any company engaged or about to be engaged in any business in Singapore which is directly or indirectly competing with the business of BJWL Advertising;
- (iii) solicit, in Singapore and in competition with the business of BJWL Advertising, the customer or supplier of any person, firm or company, who was a customer or supplier of BJWL Advertising;
- (iv) solicit or contact with a view to the engagement or employment by any person, any employee, full-time and/or exclusive consultant, officer or manager of BJWL Advertising or any person who has been an employee, full-time and/or exclusive consultant, officer or manager of BJWL Advertising within the preceding 12-month period.

5.3. Shareholders' Approval for the Proposed BJWL Advertising Acquisition

(a) Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules

Under Section 161 of the Companies Act and pursuant to Rule 805(1) of the Catalist Rules, an issuer must obtain the prior approval of shareholders in a general meeting for 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 for such issue has been previously obtained from shareholders in a general meeting.

For the avoidance of doubt, the Company will not be relying on the General Mandate granted by Shareholders to the Directors at the FY2024 AGM for the allotment and issuance of the ZH BJWL Consideration Shares. Accordingly, the Company will be convening the EGM to seek Shareholders' approval for the issuance of the ZH BJWL Consideration Shares under the Proposed BJWL Advertising Acquisition pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules

(b) Rule 812(1) of the Catalist Rules

Rule 812 of the Catalyst Rules provides that an issue of securities must not be placed to, *inter alia*, an issuer's directors and substantial shareholders unless specific shareholder approval for such placement has been obtained, with such directors and substantial shareholders and their associates abstaining from voting on the shareholders' resolution to approve such placement.

Mr. Zhu Hua falls under the class of restricted persons as specified in Rule 812(1) of the Catalyst Rules. Accordingly, the Company will be convening the EGM to seek Shareholders' approval for the Proposed BJWL Advertising Acquisition pursuant to Rule 812(2) of the Catalyst Rules.

In accordance with Rule 812(2) of the Catalyst Rules, Mr. Zhu Hua will abstain from voting on or being appointed as proxies and his associates (if any) will abstain from voting on or being appointed as proxies, in connection with the ZH BJWL Consideration Shares and the Proposed BJWL Advertising Acquisition.

(c) Chapter 9 of the Catalyst Rules

Rule 904(5) of the Catalyst Rules provides that an interested person transaction means a transaction between an entity at risk and an interested person. Rule 904(2)(a) and (b) of the Catalyst Rules provides, *inter alia*, that an entity at risk means the issuer or a subsidiary of the issuer that is not listed on the SGX-ST or an approved exchange. Rule 904(4) of the Catalyst Rules provides, *inter alia*, that an interested person means a director, chief executive officer, controlling shareholder of the issuer or any of their associates. Rule 904(6)(b) and (d) of the Catalyst Rules provides, *inter alia*, that a transaction includes the acquisition, disposal or leasing of assets; and the issuance or subscription of securities.

Pursuant to Rule 904(4A) of the Catalyst Rules, the SGX-ST may deem any person or entity to be an interested person if the person or entity has entered into, or proposes to enter into: (i) a transaction with an entity at risk; and (ii) an agreement or arrangement with an interested person in connection with that transaction.

As Mr. Zhu Hua and BJZHAT will be selling the BJWL Equity Interest, the Proposed BJWL Advertising Acquisition as contemplated in the BJWL Advertising SPA constitutes an "interested person transaction" under Chapter 9 of the Catalyst Rules.

In accordance with Rules 906(1)(a) and 918 of the Catalyst Rules, where the value of an interested person transaction is equal to or exceeds 5% of the latest audited NTA of the Group, the approval of independent Shareholders is required to be obtained either prior to the transaction being entered into, or if the transaction is expressed to be conditional on such approval, prior to the completion of such transaction, as the case may be.

Based on the latest audited consolidated financial statements of the Company for FY2024, the Group NTL is S\$2,204,000. Pursuant to Rule 905(4) and Rule 906(3) of the Catalyst Rules, if the Group's latest audited NTA is negative, the Company should consult the SGX-ST on the appropriate benchmark to calculate the relevant thresholds in Rules 905(1), 905(2) and 906(1) of the Catalyst Rules, which may be based on the Company's market capitalisation.

Pursuant to Rule 909(1) of the Catalyst Rules, the value of a transaction is the amount at risk to the issuer, and in the case of a partly-owned subsidiary or associated company, the value of the transaction is the issuer's effective interest in that transaction. The amount at risk to the Company in respect of the Proposed BJWL Advertising Acquisition is S\$68,000,000, which represents approximately 3,085.3% of the Group NTL as at 31 December 2024 of approximately S\$2,204,000.

In this regard, the Company will be applying, through its Sponsor, on the appropriate benchmark to calculate the relevant thresholds of the interested person transactions for the purposes of purpose of compliance with Chapter 9 of the Catalyst Rules, which may be

based on the Company's market capitalisation. The Company shall make an appropriate announcement to update the Shareholders as and when there are any material updates or developments, including any relevant regulatory developments.

Assuming if the market capitalisation of the Company is used as the basis for the computation of the interested person transaction materiality threshold, the value of the Proposed BJWL Advertising Acquisition is S\$68,000,000 and represents approximately 61.3% of the Company's market capitalisation of S\$110,940,276 (computed based on the total number of shares being 1,733,441,815 Shares of the Company and the closing price of S\$0.064 on 6 January 2026, being the last full market day in which Shares were traded on the SGX-ST preceding the date of execution of the BJWL Advertising SPA.

Accordingly, the Company will be seeking Shareholders' approval for the Proposed BJWL Advertising Acquisition as an "interested person transaction" under Catalyst Rule 906 at the EGM to be convened. An IFA will be appointed to provide an opinion on whether the Proposed BJWL Advertising Acquisition, is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders pursuant to Rule 921(4)(a) of the Catalyst Rules. The opinion from the IFA and the Audit and Risk Committee will be set out in the Circular to be despatched in due course.

Pursuant to Rule 919 of the Catalyst Rules, Mr. Zhu Hua and his associates (if any) will abstain, from voting on the Proposed BJWL Advertising Acquisition. Mr. Zhu Hua and his associates (if any) will also decline to accept appointment as proxy for any Shareholder to vote in respect of the Proposed BJWL Advertising Acquisition, unless the Shareholder concerned shall have given specific instructions in his proxy form as to the manner in which his votes are to be cast.

There were no interested person transactions entered into by the Group with Mr. Zhu Hua (excluding the Proposed Acquisition Transactions) for the current financial year commencing 1 January 2026 up to the date of this announcement.

5.4. Relative Figures under Rule 1006 of the Catalyst Rules

Based on the latest announced unaudited financial statements of the Company for HY2025, the relative figures computed on the bases set out in Rule 1006 of the Catalyst Rules in respect of the Proposed BJWL Advertising Acquisition are set out below.

Rule 1006	Bases	Relative Figures (%)
(a)	Net asset value of assets to be disposed of, compared with the Company's net asset value	Not applicable to an acquisition of assets.
(b)	Net profits attributable to the assets acquired, compared with the Company's net profit	Not applicable ⁽¹⁾
(c)	Aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued ordinary shares in the capital of the Company (excluding treasury shares)	62.97% ⁽²⁾
(d)	Number of equity securities issued by the Company as consideration for the Proposed BJWL Advertising Acquisition, compared with the number of equity securities previously in issue	60.35% ⁽⁴⁾
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Company's proved and probable reserves	Not applicable to an acquisition ⁽⁵⁾

Notes:

- (1) Under Rule 1002(3)(b) of the Catalist Rules, "net profits" is defined to be profit or loss, including discontinued operations that have not been disposed and before income tax, non-controlling interests and extraordinary items. This is not applicable as BJWL Advertising has been dormant since incorporation and does not have any information on the net profit/ loss.
- (2) The aggregate value of the BJWL Purchase Consideration for the Proposed BJWL Advertising Acquisition is S\$68,000,000, compared to the Company's market capitalisation of approximately S\$107,993,425. The market capitalisation of the Company was computed based on the issued share capital of the Company of 1,733,441,815 Shares in issue excluding treasury shares and the volume weighted average price of S\$0.0623 per share on 6 January 2026 (being the last date on which the shares were traded prior to the date of the BJWL Advertising SPA).
- (3) Computed based on the aggregate of 1,046,153,846 ZH BJWL Consideration Shares and the existing issued share capital of 1,733,441,815 Shares as at the date of the BJWL Advertising SPA.
- (4) The basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.

As the relative figures computed based on Rule 1006 exceeded 5%, but is less than 75%, the Proposed BJWL Advertising Acquisition would constitute a "discloseable" transaction pursuant to Rule 1010 of the Catalist Rules. Accordingly, the approval of shareholders of the Company for the Proposed BJWL Advertising Acquisition will not be required.

5.5. Financial Effects of the Proposed BJWL Advertising Acquisition

The Company is in the process of finalising the financial effects of the Proposed BJWL Advertising Acquisition. The relevant information required under Rules 1010(8) and 1010(9) of the Catalist Rules will be announced by the Company in due course.

6. THE PROPOSED ZH EFMCN SHARES ACQUISITION

6.1. Information on EFMCN and Mr. Zhu Hua

(a) EFMCN

As at the date of the announcement, EFMCN is a subsidiary of the Company with an issued and paid-up share capital of S\$204,801 comprising 204,081 ordinary shares. The shareholders of EFMCN are the Company (51%) and Mr. Zhu Hua (49%).

Based on the unaudited management accounts of EFMCN for the HY2025, (a) the net loss before tax and net loss after tax of EFMCN was S\$6,350; and (b) the net tangible liability value of EFMCN as at 30 June 2025 was S\$434,264. The open market value of EFMCN is not available as EFMCN's shares are not listed or traded on any securities exchange.

Following the BJWL Advertising Acquisition Completion, BJWL Advertising would be a wholly-owned subsidiary of EFMCN.

Prior to completion of the Proposed ZH EFMCN Shares Acquisition, the Company will be engaging an independent valuer to prepare a valuation report on EFMCN and details of the independent valuation report or valuation certificate to be issued by the independent valuer will be set out in the Circular to be despatched to the Shareholders of the Company in due course.

Save for Mr. Zhu Hua's shareholding interest in EFMCN, EFMCN is not related to the Company's Directors, substantial shareholders and/or their respective associates. As at the date of this announcement, EFMCN does not hold, directly or indirectly, any Shares or convertible securities in the Company.

(b) Mr. Zhu Hua

In addition to his capacity as Executive Director and Chairman of the Company, Mr. Zhu Hua is a controlling shareholder of the Company with a direct interest of 505,500,000 Shares representing 29.16% of the Existing Share Capital of the Company as at the date of this announcement.

Accordingly, Mr. Zhu Hua is an “interested person” of the Company and the entry into the ZH EFMCN SPA is an “interested person transaction” for the purposes of Chapter 9 of the Catalist Rules. Further details are set forth in section 6.3(c) of this announcement.

There is no introducer or referrer involved in the Proposed ZH EFMCN Shares Acquisition, and there are no referral fees or commission fees or introducer fees or any other fees payable to any person or entity with respect to the Proposed ZH EFMCN Shares Acquisition.

6.2. Principal Terms of the Proposed ZH EFMCN Shares Acquisition

(a) Sale and Purchase of the ZH EFMCN Sale Shares

Subject to the terms and conditions of the ZH EFMCN SPA, Mr. Zhu Hua shall sell and the Company shall purchase the ZH EFMCN Sale Shares, free from all Encumbrances (as defined in the ZH EFMCN SPA), together with all rights, benefits and entitlements attaching thereto on and from the date falling five (5) business days after the last of the conditions precedent are satisfied, or such other date as may be mutually agreed by the parties in writing (the “**ZH EFMCN Completion Date**”).

The shareholding of EFMCN upon completion of the Proposed ZH EFMCN Shares Acquisition (“**ZH EFMCN Acquisition Completion**”):

Shareholder	% of the registered capital of EFMCN
Company	100%
Total	100%

(b) ZH EFMCN Purchase Consideration

The ZH EFMCN Purchase Consideration for the purchase of the ZH EFMCN Sale Shares shall be S\$104,000, which shall be satisfied in full by way of an allotment and issuance of an aggregate of 1,600,000 ZH EFMCN Consideration Shares at the issue price of S\$0.065 (“**ZH EFMCN Consideration Share Issue Price**”) per ZH EFMCN Consideration Share to Mr. Zhu Hua (or such other persons as directed by Mr. Zhu Hua).

The ZH EFMCN Purchase Consideration was arrived at based on a willing-buyer, willing-seller basis, having taken into account, among others, the original subscription price of S\$100,000 paid by Mr. Zhu Hua for the subscription of 49% shareholding interest in EFMCN, and the issuance of ZH EFMCN Consideration Shares which would eliminate the need for the ZH EFMCN Purchase Consideration to be fulfilled in cash, thereby conserving cash for the Group for working capital purposes and for future acquisition opportunities.

(c) ZH EFMCN Consideration Shares

The ZH EFMCN Consideration Share Issue Price of S\$0.065 for each ZH EFMCN Consideration Share is 4.33% premium to the VWAP of the ordinary shares in the capital of the Company of S\$0.0623 for trades done on the Shares on the SGX-ST for the full market day on 6 January 2026 (being the last traded closing price on the market day preceding the date of the ZH EFMCN SPA).

The ZH EFMCN Consideration Shares shall be issued free from all claims, pledges, mortgages, charges, liens and encumbrances and shall rank in all respects *pari passu* with the then existing issued shares of the Company at the time of the issue except that the ZH EFMCN Consideration Shares will not rank for any dividends, rights, allotments or other

distributions, the record date for which falls before the date of issue of the ZH EFMCN Consideration Shares.

The 1,600,000 ZH EFMCN Consideration Shares will represent:

- (i) 0.09% of the existing share capital of 1,733,441,815 Shares; and
- (ii) approximately 0.06% of the enlarged share capital of 2,854,195,661 Shares following the completion of the Proposed Acquisition Transactions.

(d) Conditions Precedent

Completion of the Proposed ZH EFMCN Shares Acquisition is conditional upon certain conditions being satisfied or waived (as the case may be), including but not limited to the following:

- (i) the results of the due diligence (legal, financial or otherwise) conducted by the Company on EFMCN and its subsidiaries (if any) being satisfactory to the Company (in its sole and absolute discretion);
- (ii) the requisite approval of Shareholders of the Company being obtained at an EGM in respect of the Company's performance of all of its obligations under the ZH EFMCN SPA and all transactions contemplated thereunder being obtained at an EGM to be convened;
- (iii) the receipt of the LQN from the SGX-ST for the listing and quotation of the ZH Consideration Shares on the Catalyst Board of SGX-ST (on conditions, if any, reasonably acceptable to the Parties, and to the extent that any conditions for the listing of and quotation for such ZH EFMCN Consideration Shares on the Catalyst Board of SGX-ST are required to be fulfilled on or before Completion Date (as defined in the ZH EFMCN SPA), they being so fulfilled) and such approval being in full force and effect as at the Completion Date (as defined in the ZH EFMCN SPA);
- (iv) the Company remaining listed on the Catalyst Board of the SGX-ST and not having received any delisting or suspension notification;
- (v) the receipt of the Whitewash Waiver from the SIC, and the fulfilment of any such terms and conditions that the SIC may impose which are reasonably acceptable to ZH and the Company, and the grant of the Whitewash Waiver remaining in full force and effect on and before Completion (as defined in the ZH EFMCN SPA); and
- (vi) all approvals, waivers or consents under all applicable laws and regulations or otherwise (including any relevant regulatory authority for the transactions contemplated under the Proposed ZH EFMCN Shares Acquisition or otherwise having been obtained (and such approval not having been withdrawn or revoked).

(e) Proposed ZH EFMCN Acquisition Longstop Date

The ZH EFMCN SPA shall be terminated in the event that any of the conditions precedent under the ZH EFMCN SPA is not fulfilled (or where applicable, waived by mutual agreement in writing of Mr. Zhu Hua and the Company) on or before date falling two (2) months from the date of the ZH EFMCN SPA, or such other date as may be mutually agreed by the parties in writing.

6.3. Shareholders' Approval for the Proposed ZH EFMCN Shares Acquisition

(a) Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules

Under Section 161 of the Companies Act and pursuant to Rule 805(1) of the Catalist Rules, an issuer must obtain the prior approval of shareholders in a general meeting for 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 for such issue has been previously obtained from shareholders in a general meeting.

For the avoidance of doubt, the Company will not be relying on the General Mandate granted by Shareholders to the Directors at the FY2024 AGM for the allotment and issuance of the ZH EFMCN Consideration Shares. Accordingly, the Company will be convening the EGM to seek Shareholders' approval for the issuance of the ZJ EFMCN Consideration Shares under the Proposed ZH EFMCN Shares Acquisition pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules.

(b) Rule 812(1) of the Catalist Rules

Rule 812 of the Catalist Rules provides that an issue of securities must not be placed to, *inter alia*, an issuer's directors and substantial shareholders unless specific shareholder approval for such placement has been obtained, with such directors and substantial shareholders and their associates abstaining from voting on the shareholders' resolution to approve such placement.

Mr. Zhu Hua falls under the class of restricted persons as specified in Rule 812(1) of the Catalist Rules. Accordingly, the Company will be convening the EGM to seek Shareholders' approval for the Proposed ZH EFMCN Shares Acquisition pursuant to Rule 812(2) of the Catalist Rules.

In accordance with Rule 812(2) of the Catalist Rules, Mr. Zhu Hua will abstain from voting on or being appointed as proxies and his associates (if any) will abstain from voting on or being appointed as proxies, in connection with the ZH EFMCN Consideration Shares and the Proposed ZH EFMCN Shares Acquisition.

(c) Chapter 9 of the Catalist Rules

Rule 904(5) of the Catalist Rules provides that an interested person transaction means a transaction between an entity at risk and an interested person. Rule 904(2)(a) and (b) of the Catalist Rules provides, *inter alia*, that an entity at risk means the issuer or a subsidiary of the issuer that is not listed on the SGX-ST or an approved exchange. Rule 904(4) of the Catalist Rules provides, *inter alia*, that an interested person means a director, chief executive officer, controlling shareholder of the issuer or any of their associates. Rule 904(6)(b) and (d) of the Catalist Rules provides, *inter alia*, that a transaction includes the acquisition, disposal or leasing of assets; and the issuance or subscription of securities.

Mr. Zhu Hua will be selling the ZH EFMCN Sale Shares, the Proposed ZH EFMCN Shares Acquisition as contemplated in the ZH EFMCN SPA constitutes an "interested person transaction" under Chapter 9 of the Catalist Rules.

In accordance with Rules 906(1)(a) and 918 of the Catalist Rules, where the value of an interested person transaction is equal to or exceeds 5% of the latest audited NTA of the Group, the approval of independent Shareholders is required to be obtained either prior to the transaction being entered into, or if the transaction is expressed to be conditional on such approval, prior to the completion of such transaction, as the case may be.

Based on the latest audited consolidated financial statements of the Company for FY2024, the Group NTL is S\$2,204,000. Pursuant to Rule 905(4) and Rule 906(3) of the Catalist Rules, if the Group's latest audited NTA is negative, the Company should consult the SGX-ST on the appropriate benchmark to calculate the relevant thresholds in Rules 905(1), 905(2) and 906(1) of the Catalist Rules, which may be based on the Company's market capitalisation.

Pursuant to Rule 909 of the Catalist Rules, the value of a transaction is the amount at risk to the issuer. The amount at risk to the Company in respect of the Proposed ZH EFMCN Shares Acquisition is the issue price of the ZH EFMCN Consideration Shares which amounts to an aggregate of S\$104,000, which represents approximately 4.71% of the Group NTL as at 31 December 2024 of approximately S\$2,204,000.

In this regard, the Company will be applying, through its Sponsor, on the appropriate benchmark to calculate the relevant thresholds of the interested person transactions for the purposes of purpose of compliance with Chapter 9 of the Catalist Rules, which may be based on the Company's market capitalisation. The Company shall make an appropriate announcement to update the Shareholders as and when there are any material updates or developments, including any relevant regulatory developments.

Assuming if the market capitalisation of the Company is used as the basis for the computation of the interested person transaction materiality threshold, the value of the Proposed ZH EFMCN Shares Acquisition is S\$104,000 and represents approximately 0.09% of the Company's market capitalisation of S\$110,940,276 (computed based on the total number of shares being 1,733,441,815 Shares of the Company and the closing price of S\$0.064 on 6 January 2026, being the last full market day in which Shares were traded on the SGX-ST preceding the date of execution of the ZH EFMCN SPA.

While Shareholders' approval is not required for the Proposed ZH EFMCN Shares Acquisition pursuant to Rule 906(1) of the Catalist Rules, for good corporate governance, the Company will be seeking Shareholders' approval for the Proposed ZH EFMCN Shares Acquisition as an "interested person transaction" under Catalist Rule 906 of at the EGM to be convened. An IFA will be appointed to provide an opinion on whether the Proposed ZH EFMCN Shares Acquisition, is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders pursuant to Rule 921(4)(a) of the Catalist Rules. The opinion from the IFA and the Audit and Risk Committee will be set out in the Circular to be despatched in due course.

Pursuant to Rule 919 of the Catalist Rules, Mr. Zhu Hua and his associates (if any) will abstain, from voting on the Proposed ZH EFMCN Shares Acquisition. Mr. Zhu Hua and his associates (if any) will also decline to accept appointment as proxy for any Shareholder to vote in respect of the Proposed ZH EFMCN Shares Acquisition, unless the Shareholder concerned shall have given specific instructions in his proxy form as to the manner in which his votes are to be cast.

There were no interested person transactions entered into by the Group with Mr. Zhu Hua and/or EFMCN (excluding the Proposed Acquisition Transactions) for the current financial year commencing 1 January 2026 up to the date of this announcement.

6.4. Relative Figures under Rule 1006 of the Catalist Rules

Based on the latest announced unaudited financial statements of the Company for HY2025, the relative figures computed on the bases set out in Rule 1006 of the Catalist Rules in respect of the Proposed ZH EFMCN Shares Acquisition are set out below.

Rule 1006	Bases	Relative Figures (%)
(a)	Net asset value of assets to be disposed of, compared with the Company's net asset value	Not applicable to an acquisition of assets.
(b)	Net profits attributable to the assets acquired, compared with the Company's net profit	(1.01)% ⁽¹⁾⁽²⁾

(c)	Aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued ordinary shares in the capital of the Company (excluding treasury shares)	0.10% ⁽³⁾
(d)	Number of equity securities issued by the Company as consideration for the Proposed ZH EFMCN Shares Acquisition, compared with the number of equity securities previously in issue	0.09% ⁽⁵⁾
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Company's proved and probable reserves	Not applicable to an acquisition ⁽⁶⁾

Notes:

- (1) Under Rule 1002(3)(b) of the Catalist Rules, "net profits" is defined to be profit or loss, including discontinued operations that have not been disposed and before income tax, non-controlling interests and extraordinary items.
- (2) Computed based on the net loss attributable to the Proposed ZH EFMCN Shares Acquisition at a shareholding interest of 51%, for the financial period ended 30 June 2025 of S\$6,340, divided by the latest Group's unaudited net loss of S\$625,000 for HY2025.
- (3) The aggregate value of the ZH EFMCN Purchase Consideration for the Proposed ZH EFMCN Shares Acquisition is S\$104,000, compared to the Company's market capitalisation of approximately S\$107,993,425. The market capitalisation of the Company was computed based on the issued share capital of the Company of 1,733,441,815 Shares in issue excluding treasury shares and the volume weighted average price of S\$0.0623 per share on 6 January 2026 (being the last date on which the shares were traded prior to the date of the ZH EFMCN SPA).
- (4) Computed based on the aggregate of 1,600,000 ZH EFMCN Consideration Shares and the Existing Issued Share Capital of 1,733,441,815 Shares as at the date of the ZH EFMCN SPA.
- (5) The basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.

As the relative figures computed based on Rule 1006 amounts to 5% or less, the Proposed ZH EFMCN Shares Acquisition would constitute a "non-disclosable" transaction" pursuant to Rule 1010 of the Catalist Rules.

Under Rule 1007(1) of the Catalist Rules, if any of the relative figures computed pursuant to Rule 1006 involves a negative figure, Chapter 10 of the Catalist Rules may still be applicable to the transaction in accordance with the applicable circumstances outlined in Practice Note 10A of the Catalist Rules. As the relative figures under Rule 1006(b) is a negative figure and the Proposed ZH EFMCN Shares Acquisition falls within the situation of paragraph 4.3(a) of Practice Note 10A where the transaction involves the acquisition of a loss-making asset by the Group (being loss-making) where (i) the absolute relative figure computed on the basis of each of Rule 1006(c) and Rule 1006(d) of the Catalist Rules amounts to 5% or less; and (ii) the net loss attributable to the asset to be acquired amounts to 5% or less of the consolidated net profit or net loss of the issuer (in each case taking into account only the absolute values). Accordingly, no announcement and Shareholder's approval is required in connection with the Proposed ZH EFMCN Shares Acquisition under Practice Note 10A.

Notwithstanding, this announcement complies with the requirement under Chapter 10 of the Catalist Rules as the ZH EFMCN Shares Purchase Consideration will be satisfied wholly in ZJ EFMCN Consideration Shares and the Proposed ZH EFMCN Shares Acquisition is disclosable by virtue of Rule 1009 of the Catalist Rules.

6.5. Financial Effects of the Proposed ZH EFMCN Shares Acquisition

The Company is in the process of finalising the financial effects of the Proposed ZH EFMCN Shares Acquisition. The relevant information required under Rules 1010(8) and 1010(9) of the Catalist Rules will be announced by the Company in due course.

7. THE WHITEWASH WAIVER

Following completion of the Proposed BJWL Advertising Acquisition and the Proposed ZH EFMCN Shares Acquisition, the issuance of the 1,046,153,846 ZH BJWL Consideration Shares and the 1,600,000 ZH EFMCN Consideration Shares (collectively, the “**ZH Consideration Shares**”), Mr. Zhu Hua will own an interest of approximately 54.42% in the enlarged share capital of the Company comprising 2,854,195,661 Shares following the completion of the Proposed Acquisition Transactions.

In such event, pursuant to Rule 14 of the Takeover Code, Mr. Zhu Hua together with any other concert parties of Mr. Zhu Hua will incur an obligation to make a mandatory general offer for all the remaining Shares not already owned, controlled or agreed to be acquired by Mr. Zhu Hua and its concert parties at the highest price paid or agreed to be paid by Mr. Zhu Hua and its concert parties for the Shares in the preceding six (6) month period.

Completion of the Proposed BJWL Advertising Acquisition and the Proposed ZH EFMCN Shares Acquisition is conditional on the grant by the SIC of the Whitewash Waiver and a majority of the independent Shareholders waiving, by ordinary resolution on a poll taken at an EGM, their right to receive a mandatory general offer from Mr. Zhu Hua and its concert parties under Rule 14 of the Takeover Code.

Accordingly, Mr. Zhu Hua will be applying to the SIC to seek the Whitewash Waiver.

8. INTEREST OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Based on the Register of Directors and Register of Substantial Shareholders, the shareholdings of the Directors and Substantial Shareholders as at the date of this announcement are as follows:

	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Directors						
Zhu Hua	-	-	505,500,000	29.16	505,500,000	29.16
Chen Lu	76,000,000	4.38	-	-	76,000,000	4.38
Ch'ng Li-Ling	-	-	-	-	-	-
Ian David Brown	-	-	-	-	-	-
Liew Yoke Pheng Joseph	-	-	-	-	-	-
Substantial Shareholders (other than Directors)						
-	-	-	-	-	-	-

Note:

(1) Based on the total issued and paid-up share capital of the Company of 1,733,441,815 Shares (excluding treasury shares and subsidiary holdings) as at the date of this announcement.

Save as disclosed, none of the Directors or their associates or, as far as the Company is aware, Substantial Shareholders or their associates, has any interest, direct or indirect, in the Proposed Acquisition Transactions, other than through their respective shareholding interest (if any) in the Company.

9. 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 Acquisition Transactions, in particular, when the LQN for the Acquisition Consideration Shares is received. The LQN to be given by the SGX-ST in respect of the Proposed Acquisition Transactions is not an indication of the merits of the Proposed Acquisition Transactions, the Group and/or the Shares.

10. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when dealing or trading their Shares as there is no certainty or assurance as at the date of this announcement that the Proposed Acquisition Transactions will be completed as they are subject to Shareholders' approval. The Company will make the necessary announcements as and when there are further developments.

Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

11. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Acquisition Transactions, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement 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 announcement in its proper form and context.

12. SERVICE CONTRACTS

No person will be appointed to the Board in connection with the Proposed Acquisition Transactions and no service contracts in relation thereto will be entered into by the Company.

13. DOCUMENTS AVAILABLE FOR INSPECTION

Copy of the EFBM SPA, SATPL SPA, BJWL Advertising SPA and ZH EFM CN SPA will be available for inspection during normal business hours at the registered office of the Company at 18 Howard Road, #11-09, Novelty Bizcentre, Singapore 369585 (before 15 January 2026) or 122 Emerald Hill Road, Singapore 229405 (16 January 2026 onwards) for a period of three (3) months from the date of this announcement.

BY ORDER OF THE BOARD

Zhu Hua
Executive Director and Chairman
9 January 2026

This document has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

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