

Grande Capital Limited

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4 December 2025

Dear Sir or Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY
KGI ASIA LIMITED FOR AND ON BEHALF OF
BRIGHT LIGHT INTERNATIONAL HOLDINGS LIMITED TO
ACQUIRE ALL OF THE ISSUED SHARES OF
WMCH GLOBAL INVESTMENT LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE
ACQUIRED BY BRIGHT LIGHT INTERNATIONAL HOLDINGS LIMITED
AND PARTIES ACTING IN CONCERT WITH IT)**

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee with respect to the Offer, details of which are set out in the Composite Document dated 4 December 2025 jointly issued by the Company and the Offeror to the Independent Shareholders, of which this letter forms part. Unless otherwise stated, capitalised terms defined in the Composite Document have the same meanings in this letter.

On 7 November 2025 (before trading hours of the Stock Exchange), the Offeror (as purchaser) and the Vendor (as vendor) entered into the Sale and Purchase Agreement, pursuant to which the Vendor agreed to sell and the Offeror agreed to acquire, the Sale Shares (i.e. a total number of 383,736,000 Shares, being approximately 53.297% of the entire issued share capital of the Company as at the Latest Practicable Date), for a total cash consideration in the amount of HK\$19,186,800 (being HK\$0.05 per Sale Share). The Completion took place immediately upon the signing of the Sale and Purchase Agreement on 7 November 2025.

Immediately prior to the Completion, the Offeror and parties acting in concert with it did not own, control or have direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately upon Completion and as at the Latest Practicable Date, the Offeror and parties acting in concert with it are in aggregate interested in a total number of 383,736,000 Shares, representing approximately 53.297% of the entire issued share capital of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, there are 720,000,000 Shares in issue. Assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date up to the close of the Offer and on the basis of the Offer Price at HK\$0.05 per Offer Share, the entire issued share capital of the Company is valued at HK\$36,000,000. Assuming that there is no change in the issued share capital of the Company and based on the Offer Price of HK\$0.05 per Offer Share, 336,264,000 Shares will be subject to the Offer and the maximum amount of cash payable by the Offeror in respect of full acceptance of the Offer will be HK\$16,813,200.

Pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee, comprising all the independent non-executive Directors (namely, Dr. Tan Teng Hooi, Mr. Leong Jay and Mr. Ng Shing Kin) who have no direct or indirect interest in the Offer, has been established to give a recommendation to the Independent Shareholders as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

We, Grande Capital Limited, are appointment as the Independent Financial Adviser to the Independent Board Committee in respect of the Offer. Our appointment as the Independent Financial Adviser has been approved by the Independent Board Committee. As the Independent Financial Adviser with respect to the Offer, our role is to provide the Independent Board Committee with an independent opinion and recommendations as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

As at the Latest Practicable Date, we were not in the same group as the financial or other professional adviser to the Offeror and the Company, we are independent from and have no connection with the Vender and its ultimate beneficial owners, the Group and the Offeror and any party acting in concert with the Offeror, and we are qualified to give independent advice to the Independent Board Committee regarding the Offer. Apart from the existing engagement in connection with the Offer, we confirm that we did not have any significant connection, business, financial or otherwise, with the Company and/or the Offeror or the controlling shareholders of either of them within two years prior to the commencement of the Offer Period and up to the Latest Practicable Date, of a kind reasonably likely to create, or create the perception of, a conflict of interest or reasonably likely to affect the objectivity of our advice. Apart from the normal advisory fee payable to us in connection with our appointment as the Independent Financial Adviser, no arrangement exists whereby we shall receive any other fees or benefits from the Company, therefore we are considered independent and suitable to give independent advice to the Independent Board Committee and the Independent Shareholders pursuant to Rule 2.6 of the Takeovers Code.

BASIS OF OUR OPINION

In formulating our opinion, we have relied on the statements, information, opinions, beliefs and representations contained or referred to in the Composite Document and the information and representations as provided to us by the Group, its advisers, its management team (the “**Management**”) and/or the Directors. We have assumed that such information and statements, and any representation made to us, which we have relied upon in formulating our

opinion, are true, accurate and complete in all material respects as at the Latest Practicable Date and the Shareholders will be notified of any material changes (if any) as soon as possible in accordance with Rule 9.1 of the Takeovers Code. The Shareholders will also be informed as soon as possible when there is any material change to information contained in or referred to herein as well as any changes to our opinion and content of this letter, if any, after the Latest Practicable Date.

We have reviewed, including but not limited to, (i) the annual report of the Company for the year ended 31 December 2024 and the interim report of the Company for the six months ended 30 June 2025; (ii) certain information from the website of the Stock Exchange; (iii) financial reports of the Comparable Companies; (iv) the Joint Announcement; and (v) the Composite Document. We have also assumed that all statements of belief, opinion, expectation and intention made by the Group, its advisers, the Management and/or the Directors in the Composite Document were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Composite Document, or the reasonableness of the opinions expressed by the Group, its advisers, the Management and/or the Directors, which have been provided to us. Our opinion is based on the Directors' representation and confirmation that there are no undisclosed private agreements or arrangements or implied understanding with anyone concerning the Offer.

We consider that we have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Composite Document (other than that relating to the Offeror) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in the Composite Document (other than opinions expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in the Composite Document, the omission of which would make any statement in the Composite Document misleading. Mr. Liu, the sole shareholder and sole director of the Offeror, accepts full responsibility for the accuracy of information contained in the Composite Document (other than those relating to the Group) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in the Composite Document have been arrived at after due and careful consideration and there are no other facts not contained in the Composite Document, the omission of which would make any statement in the Composite Document misleading. We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our recommendation. We have not, however, conducted any independent in-depth investigation into the business and affairs, financial condition and future prospects of the Group or the Offeror or associates of any of them.

We have not considered the tax consequences on the Independent Shareholders in respect of their acceptance or non-acceptance of the Offer since they vary depending on respective individual circumstances. The Independent Shareholder who are overseas residents or subject to overseas taxes or Hong Kong taxation on securities dealings should consider their own tax positions and, if in any doubt, should consult their own professional advisers.

THE OFFER

As set out in the Letter from KGI Asia, immediately upon Completion, the Offeror and parties acting in concert with it are in aggregate interested in a total number of 383,736,000 Shares, representing approximately 53.297% of the entire issued share capital of the Company.

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make a mandatory unconditional cash offer to acquire all of the Shares in the issued share capital of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it).

PRINCIPAL TERMS OF THE OFFER

As mentioned in the Letter from KGI Asia, KGI Asia for and on behalf of the Offeror and in compliance with the Takeovers Code, is making the Offer to acquire all of the Offer Shares in accordance with the Takeovers Code on the following basis:

For each Offer Share HK\$0.05 in cash

The Offer Price of HK\$0.05 per Offer Share is equivalent to the price per Sale Share paid by the Offeror under the Sale and Purchase Agreement. Save for the acquisition of the Sale Shares contemplated under the Sale and Purchase Agreement, neither the Offeror nor any parties acting in concert with it had dealt for value in nor owned any Shares or any options, warrants, derivatives or securities convertible into Shares or other derivatives in respect of securities in the Company during the Relevant Period.

The Offer is unconditional in all respects and will not be conditional upon acceptances being received in respect of a minimum number of Offer Shares or any other conditions.

The Offer is extended to all Independent Shareholders, being Shareholders other than the Offeror and parties acting in concert with it in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offer shall be fully paid and free from all encumbrance and together with all rights and benefits attached and accrued thereto, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

As at the Latest Practicable Date, there are 720,000,000 Shares in issue. The Company does not have any other outstanding Shares, options, derivatives, warrants or derivatives which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code), and has not entered into any agreement for the issue of such Shares, options, derivatives, warrants or securities which are convertible or exchangeable into Shares or other relevant securities in the Company.

The Company confirms that as at the Latest Practicable Date, (i) it has not declared any dividend which is not yet paid; and (ii) it does not have any intention to make, declare or pay any future dividend or make other distributions prior to and including the date of closing of the Offer.

The Offer Price will not be increased and the Offeror does not reserve the right to do so. Shareholders and potential investors of the Company should be aware that, following the making of such statement, the Offeror will not be allowed to increase the Offer Price save in wholly exceptional circumstances, as provided in Rule 18.3 of the Takeovers Code.

Comparison of value

As set out in the “Letter from KGI Asia”, the Offer Price of HK\$0.05 per Offer Share represents:

- (i) a discount of approximately 60.63% to the last trading price of HK\$0.127 per Share as quoted on the Stock Exchange on 2 December 2025, being the Latest Practicable Date;
- (ii) a discount of approximately 46.81% to the last trading price of HK\$0.094 per Share as quoted on the Stock Exchange on 6 November 2025, being the Last Trading Day;
- (iii) a discount of approximately 48.56% to the average closing price of HK\$0.0972 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 49.39% to the average closing price of HK\$0.0988 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days up to and including the Last Trading Day;
- (v) a discount of approximately 46.70% to the average closing price of approximately HK\$0.0938 per Share as quoted on the Stock Exchange for the last thirty (30) consecutive trading days up to and including the Last Trading Day;
- (vi) a premium of 56.25% over the audited consolidated net asset value attributable to the Shareholders of approximately HK\$0.032 per Share as at 31 December 2024, calculated based on (a) the audited consolidated net assets attributable to the Shareholders of approximately SGD4,047,000 (representing approximately

HK\$23,108,370) as at 31 December 2024; (b) 720,000,000 Shares in issue as at the Latest Practicable Date; and (c) the exchange rate of HK\$5.71 = SGD1.00 as at 31 December 2024 as extracted from the official website of Monetary Authority of Singapore (used for illustration purpose only); and

- (vii) a premium of approximately 66.67% over the unaudited consolidated net asset value attributable to the Shareholders of approximately HK\$0.030 per Share as at 30 June 2025, calculated based on (a) the unaudited consolidated net assets attributable to the Shareholders of approximately SGD3,562,000 (representing approximately HK\$21,906,300) as at 30 June 2025; (b) 720,000,000 Shares in issue as at the Latest Practicable Date; and (c) the exchange rate of HK\$6.15 = SGD1.00 as at 30 June 2025 as extracted from the official website of Monetary Authority of Singapore (used for illustration purpose only).

Further details of the Offer, including terms and procedures for acceptance of the Offer, are contained in the “Letter from KGI Asia” and Appendix I — Further terms and procedures of acceptance to the Composite Document and the accompanying Form of Acceptance.

IRREVOCABLE UNDERTAKING IN RELATION TO THE OFFER

As at the Latest Practicable Date, Mr. Wong holds 708,000 Shares representing approximately 0.10% of the entire issued share capital of the Company.

As at the Latest Practicable Date, Mr. Wong executed the Irrevocable Undertaking in favour of the Offeror, pursuant to which Mr. Wong has irrevocably undertaken to the Offeror to accept or procure the acceptance of the Offer in accordance with its terms in respect of the Undertaking Shares (i.e. the 708,000 Shares beneficially owned by Mr. Wong, representing approximately 0.10% of the entire issued share capital of the Company as at the Latest Practicable Date) as soon as possible after the date of despatch of the Composite Document, and in any event no later than the fifth Business Day after the despatch of the Composite Document.

Mr. Wong’s obligation to accept the Offer will only lapse if the Offer is withdrawn in accordance with the Takeovers Code. Save and except for the aforementioned, the undertakings contemplated under the Irrevocable Undertaking are unconditional and irrevocable.

Other Undertakings under the Irrevocable Undertaking

Mr. Wong has also undertaken to the Offeror that he will:

- (i) notwithstanding that the provisions of the Takeovers Code or any terms of the Offer confer rights of withdrawal; Mr. Wong will and will procure that any acceptances in respect of any of the Undertaking Shares are not withdrawn;

- (ii) except pursuant to the Offer, not sell, transfer, charge, pledge, encumber, grant any option or right over or otherwise dispose of, or permit the same regarding all or any of the Undertaking Shares or any interest in the Undertaking Shares, or accept any other offer in respect of all or any of the Undertaking Shares (whether conditionally or unconditionally) or enter into any transaction having a similar economic effect;
- (iii) refrain from, and oppose the taking of, any action which might (a) cause the Offer to be frustrated in any manner; or (b) prejudice to the successful completion of the Offer;
- (iv) not acquire or subscribe for any Shares; and
- (v) not enter into any agreement or arrangement or allow to arise any obligation with any person, whether conditionally or unconditionally, to do any of the acts prohibited by the terms of the Irrevocable Undertaking which would or might restrict or impede the Offer becoming unconditional or his ability to comply with the undertaking.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion regarding the Offer, we have taken into consideration the following principal factors:

1. Information of the Group

The Company was incorporated in the Cayman Islands with limited liability and the Shares are listed on GEM of the Stock Exchange (stock code: 8208) since 29 November 2019. The Company is an investment holding company and its subsidiaries are principally engaged in the provision of civil and structural engineering consultancy services and provision of other services chiefly in Singapore and Vietnam including master planning, structural due diligence and visual inspection of existing buildings.

Financial performance

Set out below is a summary of the consolidated financial information of the Group for the two years ended 31 December 2023 and 2024 and for the six months ended 30 June 2024 and 2025 as extracted from the annual report of the Company for the year ended 31 December 2024 (the “**2024 Annual Report**”) and the interim report of the Company for the six months ended 30 June 2025 (the “**2025 Interim Report**”).

FY2024 vs FY2023

	For the year ended 31 December		
	2024 ("FY2024") SGD'000 (audited)	2023 ("FY2023") SGD'000 (audited)	Year-on-year change
Revenue	11,792	11,020	7.0%
Cost of services	(8,037)	(8,569)	(6.2%)
Gross profit	3,755	2,451	53.2%
Other income, gains and losses, net	389	683	(43.0%)
Administrative expenses	(3,487)	(3,315)	5.2%
(Allowance for)/reversal of allowance for expected credit losses, net	(263)	128	N/A
Finance costs	(47)	(71)	(33.8%)
Profit/(loss) before income tax	347	(124)	N/A
Income tax expense	—	—	N/A
Profit/(loss) for the year	347	(124)	N/A

As shown in the table above, the revenue of the Group increased by approximately 7.0% from approximately SGD11.0 million for FY2023 to approximately SGD11.8 million for FY2024. As discussed in the 2024 Annual Report, the increase in revenue was primarily attributable to increase in revenue from conventional projects of approximately SGD0.8 million as certain design stages for new projects (such as government hospital and army camp) completed in FY2024 as compared to nil in FY2023. Despite the increase in revenue, cost of services decreased by approximately 6.2% to approximately SGD8.0 million for FY2024, mainly due to lesser sub-consultant fees incurred as there were fewer specialist consultants such as traffic consultants and geotechnical consultants required because not all projects require specialist consultants, as well as less structural wall testing costs incurred for FY2024. Accordingly, the gross profit of the Group increased significantly by approximately 53.2% from approximately SGD2.5 million for FY2023 to approximately SGD3.8 million for FY2024. Gross profit margin increased from approximately 22.2% for FY2023 to approximately 31.8% for FY2024.

With reference to the table above and the 2024 Annual Report, net other income decreased by approximately 43.0% from approximately SGD683,000 for the FY2023 to approximately SGD389,000 for FY2024, primarily due to one-off gain on disposal of the property, plant and equipment for FY2023. On 10 February 2023, Artus Consultancy Services Pte. Ltd., an indirect wholly-owned subsidiary of the Company, entered into an agreement with QHMSL Pte. Ltd. to dispose a self-use property in Singapore (the “**Property**”) for a consideration of SGD780,000 with recorded one-off gain on disposal of approximately SGD435,000. The disposal of the Property was completed on 8 May 2023. On 9 May 2023, the Company entered into a lease agreement with QHMSL Pte. Ltd. to lease back the Property for a term of 2 years. The lease agreement was renewed for another term of 2 years on 22 March 2025. On 30 April 2024, Artus Consultancy Services Pte. Ltd., an indirect wholly-owned subsidiary of the Company, entered into an agreement with K2HL Pte. Ltd. to dispose an investment property in Singapore (the “**Investment Property**”) for a consideration of SGD1,485,000 with recorded one-off gain on disposal of approximately SGD210,000. The Investment Property was purchased with the intention of being used as the office of the Company. However, given its considerable distance and the public transportation not as accessible as the Company’s existing location, the Investment Property was not used by the Company and instead leased to an independent third party for rental income. The Company terminated the lease and decided to dispose the Investment Property in 2024. Upon completion of the disposal of Investment Property on 28 May 2024, the Company ceased to own any investment property. Administrative expenses increased by approximately 5.2% to approximately SGD3.5 million for FY2024, primarily due to increase in manpower costs. Finance costs mainly consist of interest expenses on bank borrowings and lease liabilities. The finance costs for interest expenses on bank borrowings decreased by approximately 37.3% from approximately SGD51,000 for FY2023 to approximately SGD32,000 for the year ended 31 December 2024 due to settlement of bank borrowing following the disposal of the investment property.

As a result of the foregoing, profit of the Group for FY2024 amounted to SGD347,000, as compared to loss for FY2023 of SGD124,000.

6M2025 vs 6M2024

	For the six months ended		
	30 June		
	2025	2024	Period-on-
	(“6M2025”)	(“6M2024”)	period change
	<i>SGD'000</i>	<i>SGD'000</i>	
	<i>(unaudited)</i>	<i>(unaudited)</i>	
Revenue	5,637	4,911	14.8%
Cost of services	(4,403)	(4,134)	6.5%
Gross profit	1,234	777	58.8%
Other income, gains and losses, net	91	95	(4.2%)
Administrative expenses	(1,759)	(1,705)	3.2%
Finance costs	(6)	(34)	(82.4%)
Loss before income tax	(440)	(867)	(49.3%)
Income tax expense	—	—	N/A
Loss for the period	(440)	(867)	(49.3%)

As shown in the table above, the revenue of the Group increased by approximately 14.8% from approximately SGD4.9 million for 6M2024 to approximately SGD5.6 million for 6M2025. As discussed in the 2025 Interim Report, the increase in revenue was primarily attributable to increase in revenue from prefabricated prefinished volumetric construction projects of approximately SGD1.4 million as certain new projects commenced subsequent to second half of FY2024 and continued to FY2025 upon completion of work done based on stages, which is partially offset by decrease in revenue from conventional projects of approximately SGD0.6 million for 6M2025 as certain conventional projects entered into construction phase which revenue was recognised on a monthly basis instead of upon completion of certain work done. Generally, lower revenue could be recognised from equal monthly installment during construction support stage than from design stage. Along with the increase in revenue, the cost of services increased by approximately 6.5% from approximately SGD4.1 million for 6M2024 to approximately SGD4.4 million for 6M2025. Gross profit increased significantly by approximately 58.8% from approximately SGD0.8 million for 6M2024 to approximately SGD1.2 million for 6M2025. Gross profit margin increased from approximately 15.8% for 6M2024 to approximately 21.9% for 6M2025.

With reference to the table above and the 2025 Interim Report, net other income decreased by approximately 4.2% to approximately SGD91,000 for 6M2025, primarily due to lesser grant received from government as one of the Group's operating subsidiary, namely TW-Asia Consultants Pte Ltd did not meet the eligibility for the progressive wage credit scheme ("PWCS") in Singapore. The PWCS was introduced in 2022 to provide transitional wage support for employers to: (i) adjust to mandatory wage increases for lower-wage workers covered by the progressive wage model and local qualifying salary requirements; and (ii) voluntarily raise wages of lower-wage workers. The government of Singapore will co-fund wage increases of eligible resident employees from 2022 to 2026. TW-Asia Consultants Pte Ltd had no low wage worker which would eligible for PWCS in qualifying year 2024. Hence, no PWCS grant was received for 6M2025. Administrative expenses increased by approximately 3.2% to approximately SGD1.8 million for 6M2025, mainly due to increase in manpower costs. Finance costs decreased significantly by approximately 82.4% from approximately SGD34,000 for 6M2024 to approximately SGD6,000 for 6M2025 mainly due to full settlement of borrowing in 2024 following the disposal of the Investment Property.

Financial position

Set out below is a summary of the consolidated financial position of the Group as at 31 December 2024 and 30 June 2025 as extracted from the 2024 Annual Report and the 2025 Interim Report.

	As at 30 June 2025 SGD'000 (unaudited)	As at 31 December 2024 SGD'000 (audited)	Period-on- period change
Non-current assets			
Property, plant and equipment	72	75	(4.0%)
Right-of-use assets	239	182	31.3%
	311	257	21.0%
Current assets			
Trade and other receivables, deposits and prepayments	2,877	2,743	4.9%
Contract assets	767	1,261	(39.2%)
Cash and bank balances	904	1,088	(16.9%)
	4,548	5,092	(10.7%)

	As at 30 June 2025 SGD'000 (unaudited)	As at 31 December 2024 SGD'000 (audited)	Period-on- period change
Current liabilities			
Trade and other payables	968	1,078	(10.2%)
Amount due to a director	71	—	N/A
Lease liabilities	<u>188</u>	<u>206</u>	<u>(8.7%)</u>
	<u>1,227</u>	<u>1,284</u>	<u>(4.4%)</u>
Non-current liabilities			
Lease liabilities	<u>70</u>	<u>18</u>	<u>288.9%</u>
	<u>70</u>	<u>18</u>	<u>288.9%</u>
Total assets	4,859	5,349	(9.2%)
Total liabilities	1,297	1,302	(0.4%)
Net assets	3,562	4,047	(12.0%)

As at 30 June 2025 vs as at 31 December 2024

As shown in the table above, the Group's total assets were approximately SGD4,859,000 as at 30 June 2025, which primarily consisted of, among others, (i) trade and other receivables of approximately SGD2,877,000; (ii) cash and bank balance of approximately SGD904,000; and (iii) contract assets of approximately SGD767,000, representing in aggregate approximately 93.6% of the total assets. The Group's total assets as at 30 June 2025 decreased by approximately SGD490,000, or approximately 9.2% as compared to that as at 31 December 2024, mainly due to decrease in contract assets of approximately SGD494,000 as the Group failed to complete certain design work and decrease in cash and bank balances of approximately SGD184,000; which was partially offset by increase in trade and other receivables of approximately SGD134,000.

As at 30 June 2025, the Group's total liabilities were approximately SGD1,297,000, which primarily consisted of, among others, (i) trade and other payables of approximately SGD968,000 and lease liabilities of approximately SGD258,000, representing in aggregate approximately 94.5% of the total liabilities. The Group's total liabilities as at 30 June 2025 and 31 December 2024 remained relatively stable at approximately SGD1,297,000 and SGD1,302,000, respectively,

mainly due to decrease in trade and other payables of approximately SGD110,000; which is partially offset by increase in amount due to a director of approximately SGD71,000 and increase in lease liabilities of approximately SGD34,000. The loan from director was mainly used as working capital of the Group. The increase in lease liabilities was due to renewal of the lease of the Property as discussed above and operating lease agreement.

As a result of the foregoing, the net assets of the Group decreased by approximately SGD485,000, or approximately 12.0%, from SGD4,047,000 as at 31 December 2024 to approximately SGD3,562,000 as at 30 June 2025.

Qualified opinion by the auditor of the Group

The auditor of the Group, HLB Hodgson Impey Cheng Limited (“**HLB**”), issued a qualified opinion for the consolidated financial statements of the Group for FY2023 and FY2024 on the basis that HLB was unable to obtain sufficient appropriate audit evidence in relation to an associate of the Group, namely Eidea Professional Services Company Limited (“**EIDEA**”) for FY2023 and FY2024. On 18 December 2024, the Group completed the disposal of its entire 40% equity interest in EIDEA (the “**Disposal**”). The consideration of the Disposal is HK\$1 and the Company recognised a gain of HK\$1 on the Disposal. Please refer to the announcement of the Company dated 3 January 2025 for details of the Disposal. Pursuant to Note 3 to Rule 2 of the Takeovers Code, we would like to draw the attention of the Independent Shareholders and the Independent Board Committee to the qualified opinion. Please refer to (i) the annual report of the Company for the year ended 31 December 2023 and the 2024 Annual Report; and (ii) Appendix II — Financial information of the Group to the Composite Document for details of the qualified opinion for FY2023 and FY2024. As mentioned in the 2024 Annual Report, the qualified audit opinion will remain for the financial year ending 31 December 2025 on the corresponding figures for the financial year ended 31 December 2024 and will be totally removed in the financial year ending 31 December 2026. The Board is of the view, and we concur that the qualified opinion will have no material implication on the Group’s operation in view of the fact that (i) the carrying amount of the Group’s interest in EIDEA was fully impaired in the financial year ended 31 December 2022 on the basis of decline on the recoverable amount which was below the carrying amount due to continuous weak market performance in which EIDEA operated; and (ii) the Company had already completed the disposal of EIDEA on 18 December 2024.

2. Prospects and outlook of the Group

As stated in the paragraphs headed “1. Information of the Group” above, the Group is principally engaged in the provision of civil and structural engineering consultancy services and provision of other services chiefly in Singapore and Vietnam including master planning, structural due diligence and visual inspection of existing buildings. For FY2023 and FY2024, the Group generated approximately 77.6% and 79.3%, respectively, of its total revenue from clients located in Singapore.

According to a media release titled “*Construction Demand To Remain Strong For 2025*” published by Building and Construction Authority of the Republic of Singapore (“BCA”) dated 23 January 2025¹, BCA projects the total construction demand, i.e. the value of construction contracts to be awarded, to range between SGD47 billion and SGD53 billion in nominal terms in 2025, representing approximately 6.3% to 19.9% increase from the preliminary total construction demand for 2024 of SGD44.2 billion in nominal terms. According to the media release, the strong demand is underpinned by the expected award of contracts for several large-scale developments, such as Changi Airport Terminal 5 (“T5”) and the expansion of the Marina Bay Sands Integrated Resort, alongside public housing development and upgrading works. Other contributors include high-specification industrial buildings, educational developments, healthcare facilities, Mechanical and Engineering contracts for the Thomson-East Coast Line Extension and Cross Island Line, and infrastructure works for the Woodlands Checkpoint extension and the Tuas Port.

Over the medium-term, BCA expects the total construction demand to reach an average of between SGD39 billion and SGD46 billion per year from 2026 to 2029. The medium-term demand will continue to be supported by developments such as T5, a steady pipeline of public housing developments, Mass Rapid Transit projects such as the Cross Island Line (Phase 3) and the Downtown Line Extension to Sungei Kadut, Integrated Waste Management Facility (Phase 2), Tengah General and Community Hospital, Siglap South Integrated Development, Woodlands North Coast industrial estate, redevelopment of various Junior Colleges, commercial building redevelopments, and other urban rejuvenation developments. As discussed with the Management, the Group would participate in tender process of the above hospital and building projects subject to tender invitation. However, the Group is not eligible for the infrastructure projects. In addition, the media release mentions while the medium-term construction demand is projected to be robust, the schedules and phasing of projects are subject to change, particularly due to

¹ <https://www1.bca.gov.sg/about-us/news-and-publications/media-releases/2025/01/23/constructiondemand-to-remain-strong-for-2025>

BCA is a government body in Singapore which oversees the development and transformation of the built environment sector in Singapore.

potential unforeseen risks arising from an uncertain global economic climate. Furthermore, as the T5 development is likely to be a one-off exceptional project over the medium term, overall industry demand could eventually moderate after this medium-term period.

Despite the total construction demand in Singapore is expected to remain positive over the medium-term from 2026 to 2029, there are limited opportunities for the Group to benefit from such favourable market outlook as the Group could only tender for hospital and building projects but not infrastructure projects. Moreover, as discussed in the paragraphs headed “1. Information of the Group” above, we noted that there were fluctuations in the gross profit margins of the Group for both FY2024 and 6M2025, which primarily due to increase in manpower costs for 6M2025 driven by additional headcount required to support project execution. As disclosed in the 2025 Interim Report, the Group has been actively seeking new business opportunities and remains vigilant in cost management while prioritising operational efficiency and resource optimisation. The prospects of the Group will depends on its ability to secure new business opportunities, mitigate associated risks such as inflationary pressures and labour shortages and to overcome potential unforeseen risks arising from an uncertain global economic climate.

3. Information on the Offeror

The Offeror is an investment holding company incorporated in the British Virgin Islands with limited liability in October 2024. As at the Latest Practicable Date, the Offeror is wholly-owned by Mr. Liu, who is also the sole director of the Offeror.

Mr. Liu, aged 39, graduated from Shandong University of Combined Traditional Chinese and Western Medicine (山東中西醫結合大學) in 2010 in the PRC and obtained a bachelor degree of E-commerce. Mr. Liu has become the dean and professor of Live Streaming E-commerce Academy of Shandong Liming Sci&Tech Vocational College in the PRC (山東力明科技職業學院) since 2023. Mr. Liu has over ten (10) years of extensive experiences in agency and brokerage for real estates, and the promotion and sales of regional specialty products of various areas of the PRC. Additionally, since 2022, Mr. Liu has also commenced his engagement in art and cultural auction industry. He has been a pioneer in terms of the auction industry for artwork, artefacts and antiques as he innovatively brought forth the live streaming of auctions and facilitate the sales of artwork, artefacts and antiques within the PRC. His engagement also included the artwork banking and financing with arrangement of professional appraisals as a quality assurance mechanism and bank guarantees to safeguard the circulation of artworks and collectibles. He is currently the chairman of Shandong Quentin International Auction Co., Ltd.* (山東昆廷國際拍賣有限公司) and Shandong Yongtong Wanguo Culture Group Co., Ltd.* (山東永通萬國文化集團有限公司). Mr. Liu is also the vice chairman of the Jinan Cultural Relics Protection and Collection Association* (濟南文物保護與收藏協會副會長).

By means of leveraging his extensive expertise in business operations and client management, Mr. Liu intends to explore both new industry sectors and new geography for business operations through strategic investments. Therefore, Mr. Liu considers that the Acquisition presents a compelling investment opportunity yield for long term growth of the Company.

By partnering with Mr. Liu, the Company will have the opportunity to benefit from his profound experience in business operations and management to further enhance its competitive position in the rapidly evolving industry landscape in which the Group operates, including (i) the increasing client demand for swift and more efficient response in consultancy service delivery; and (ii) the pressure of inflation on costs of services.

As pointed out in the annual report of the Company for the year ended 31 December 2024, the Group operated in the industry of civil and structural engineering, which remained competitive with uncertainty to the global environment. Such industry also faces inflationary pressures and labour shortages. As further reflected as the future prospect in the annual report of the Company for the year ended 31 December 2024, the Company would strive to provide quality and efficient services by further enhancing the Group's workforce, and the Board would from time to time review its existing business and actively explore other revenue sources of the Group in order to create more value to the Shareholders through acquiring businesses or projects that have promising outlooks and prospects.

Aligning with such vision of the Company, as also reflected in the paragraph "INTENTIONS OF THE OFFEROR REGARDING THE GROUP" in the Letter from KGI Asia, while it is the intention of the Offeror that the Company's existing principal activities will be maintained in the long run and does not intend to introduce any major changes to the existing operations and business of the Group immediately after close of the Offer, the Offeror intends to conduct a detailed review over the Group by appraising and assessing the existing principal businesses of the Group, including exploring new business opportunities and business diversification. Moreover, Mr. Liu's extensive client management experience accumulated from his years of experience in business operations and corporate affairs will assist the Company in establishing and maintaining business relationships to enhance the customer base of the Group for sustainable development, and further support the Company's strategic growth initiatives. Mr. Liu's background with respect to live streaming of sales for artwork, artefacts and antiques may assist the Group in enhancing its market competitiveness by incorporating technological components in consultancy service provision, project visualisation and projects monitoring with respect to the projects' planning, designing, building and management.

We are of the view that Mr. Liu's background and experience in agency and brokerage for real estates could bring commercial and market insights to the business operations of the Group and to explore into a wider client base by offering more comprehensive service with both commercial and technical advisory aspects. Hence, we

concur with the above view that Mr. Liu's experience could assist the Company in establishing and maintaining business relationships to enhance the customer base of the Group for sustainable development, and further support the Company's strategic growth initiatives.

The Offeror and Mr. Liu, its ultimate beneficial owner, were Independent Third Parties prior to Completion.

As at the Latest Practicable Date, Mr. Liu does not hold any directorship in any listed company in Hong Kong and is not a substantial shareholder of any listed company in Hong Kong.

4. Intentions of the Offeror regarding the Group

As disclosed in the "Letter from KGI Asia", following the close of the Offer, it is the intention of the Offeror that the Company's existing principal activities will be maintained in the long run and does not intend to introduce any major changes to the existing operations and business of the Group immediately after close of the Offer and will neither redeploy nor dispose of any of the assets (including fixed assets) of the Group other than in the ordinary and usual course of business. However, the Offeror reserves the right and cannot rule out making any changes that it deems necessary or appropriate to the Group's businesses and operations to enhance the value of the Group.

Moreover, in order to enhance and strengthen the business of the Group, the Offeror intends to conduct a detailed review over the Group by appraising and assessing the existing principal businesses, operations, financial position and investments of the Group for the purpose of formulating long-term business plans and strategies for the future business development of the Group, including the possibility of applying Mr. Liu's experience with respect to live streaming of sales for artwork, artefacts and antiques towards seizing opportunities in the midst of growing demand for visualisation on consultancy services and project management in different industries. Subject to the results of such review and should suitable investment or business opportunities arise, the Offeror may explore such arisen opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Company.

Any acquisition or disposal of the assets or business of the Group, if any, will be conducted in compliance with the GEM Listing Rules.

As at the Latest Practicable Date, (i) the Offeror did not have any intention, understanding, negotiation, arrangement, and agreements (whether formal or informal, express or implied, verbal or in writing) to downsize or dispose of any existing business or assets of the Group; and (ii) no investment or business opportunity had been identified nor had the Offeror entered into any agreement, arrangement, understanding or negotiation (whether formal or informal, express or implied, verbal or in writing) in relation to the disposal of any assets or business of the Group.

As at the Latest Practicable Date, no investment or business opportunity has been identified nor have the Offeror entered into any agreement, arrangements, understandings or negotiation (whether formal or informal, express or implied, verbal or in writing) in relation to the injection of any assets or business into the Group.

Furthermore, the Offeror intends to nominate new director(s) to the Board with effect from a date which is no earlier than that permitted under the GEM Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate. It is currently intended that Mr. Liu will be appointed as a Director, and the Offeror is in the course of identifying additional candidates for the Board. As at the Latest Practicable Date, the Offeror has not reached any final decision as to (i) who will be nominated as new Director(s) of the Company; and (ii) the final composition of the Board. Any changes to the Board will be made in compliance with the Takeovers Code, the GEM Listing Rules and the articles of association of the Company, and a separate announcement will be made in this regard in accordance with the GEM Listing Rules as and when appropriate.

Save for the Offeror's intention regarding the Group set out above, the Offeror has no intention to make material changes to the employment of the employees of the Group.

5. Maintenance of the listing status of the Company and public float

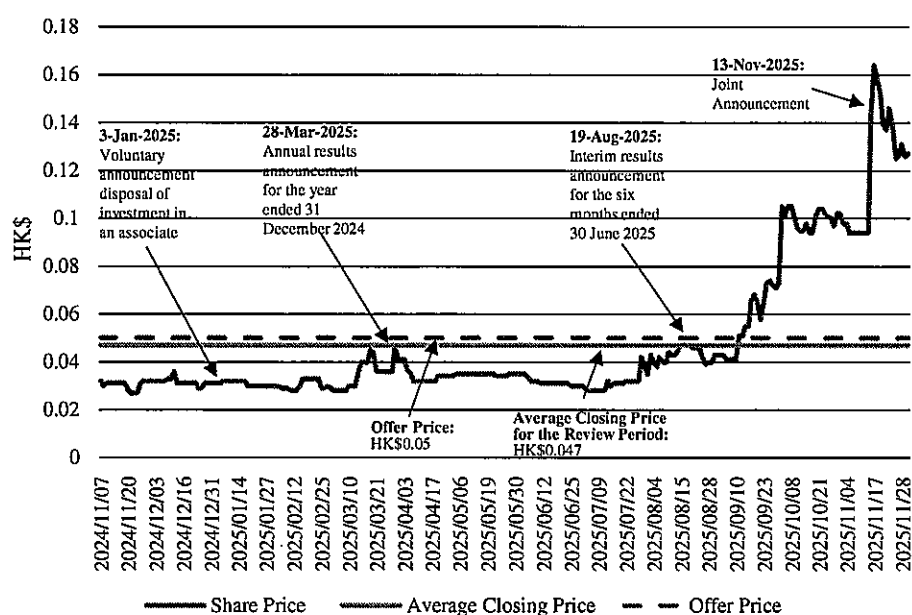
As disclosed in the "Letter from KGI Asia", the Offeror intends to maintain the listing of the Shares on GEM of the Stock Exchange following the close of the Offer. The Offeror does not intend to avail itself of any powers of compulsory acquisition of any Shares outstanding after the close of the Offer.

The directors of the Offeror and any new Director(s) to be appointed to the Board of the Company will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Company's Shares. The steps that the Offeror may take include but not limited to placing down or selling sufficient number of accepted Shares it acquired from the Offer to selected independent third parties or in the market. No arrangements had been confirmed as at the Latest Practicable Date.

6. Analysis on the Offer Price

6.1 Historical price performance of the Shares

We have reviewed and analysed the closing prices of the Shares (i) for a period of approximately 12 months immediately prior to the Last Trading Day, i.e. from 7 November 2024 up to and including the Last Trading Day on 6 November 2025 (the “**Pre-Announcement Period**”); and (ii) for a period from the date immediately following the publication of the Joint Announcement up to the Latest Practicable Date (the “**Post-Announcement Period**”, together with the “**Pre-Announcement Period**”, the “**Review Period**”).



Source: website of the Stock Exchange

Pre-Announcement Period

As shown in the chart above, during the Pre-Announcement Period, the closing prices of Shares remained relatively stable and showed an upward trend since end of July 2025.

The closing prices of the Shares dropped from HK\$0.032 at the beginning of the Pre-Announcement Period on 7 November 2024 to HK\$0.027, the lowest closing prices of the Shares during the Pre-Announcement Period, on 21 November 2024. The closing prices of the Shares rose to HK\$0.031 on 26 November 2024 and remained relatively stable in the range between HK\$0.028 and HK\$0.036 from 26 November 2024 to 12 March 2025. During such period and on 3 January 2025 (after the morning trading hours), the Company published a voluntary announcement in

relation to disposal of investment in an associate for a consideration of nominal amount of HK\$1. The closing prices of the Shares on 3 January 2025 was HK\$0.031. Since 13 March 2025, the closing prices of the Shares showed an upward trend and reached HK\$0.045 on 19 March 2025. The Share price closed at HK\$0.036 on 28 March 2025, on which day after the trading hours the Company published the annual results announcement for the year ended 31 December 2024. As compared to the corresponding year in 2023, the revenue of the Company increased by approximately 7.0% to approximately SGD11.8 million; and the profit for the year attributable to the owners of the Company was approximately SGD347,000, as compared to loss for the year attributable to the owners of the Company of approximately SGD124,000 for the corresponding year in 2023. The closing prices of the Shares then rose to HK\$0.046 on 31 March 2025 and showed a general downward trend and reached HK\$0.028 on 3 July 2025. The closing prices of the Shares then showed an upward trend and reached HK\$0.047 on 15 August 2025. After the trading hours on 19 August 2025, the Company published the interim results announcement for the six months ended 30 June 2025. As compared to the corresponding period in 2024, the revenue of the Company increased by approximately 14.8% to approximately SGD5.6 million; and the loss for the period attributable to the owners of the Company decreased by approximately 49.3% to SGD440,000. The Shares closed at HK\$0.047 on 20 August 2025. Subsequently, the closing prices of the Shares increased to HK\$0.105, the highest closing prices of the Shares during the Pre-Announcement Period, on 2 October 2025, and dropped to HK\$0.094 on 6 November 2025, being the Last Trading Day. The Offer Price represents a discount of approximately 46.8% to the closing prices of the Shares of HK\$0.094 on the Last Trading Day.

We have enquired with the Directors and were advised that save for the publication of the (i) voluntary announcement in relation to disposal of investment in an associate; (ii) annual results announcement for the year ended 31 December 2024; and (iii) interim results announcement for the six months ended 30 June 2025 mentioned above, the Directors were not aware of any specific matters which may have an impact on the fluctuations of the closing prices of the Shares during the Pre-Announcement Period.

Post-Announcement Period

After the publication of the Joint Announcement, the closing price of the Shares surged to HK\$0.164 on 17 November 2025, the highest closing prices of the Shares during the Post-Announcement Period. The lowest closing prices of the Shares during the Post-Announcement Period was HK\$0.125 on 26 November 2025. During the Post-Announcement Period, the closing prices of the Shares fluctuates between HK\$0.125 and HK\$0.164 and closed at HK\$0.127 on 2 December 2025, being the Latest Practicable Date.

We have enquired with the Directors and were advised that save for the publication of the Joint Announcement, the Directors were not aware of any specific matters which may have an impact on the fluctuations of the closing prices of the Shares during the Post-Announcement Period.

Review Period

During the Review Period, the closing prices of Shares ranged from the lowest of HK\$0.027 21 November 2024 to 25 November 2024 to the highest of HK0.164 on 17 November 2025. The average closing prices of Shares during the Review Period was approximately HK0.047.

The Offer Price of HK\$0.05 is above the average closing price of Shares during the Review Period and represents (i) a premium of approximately 85.19% over the lowest closing price of Shares during the Review Period; (ii) a discount of approximately 69.51% to the highest closing price of Shares during the Review Period; and (iii) a premium of approximately 6.38% over the average closing price of Shares during the Review Period. The closing prices of the Shares were higher than the Offer Price since 11 September 2025. The Offer Price of HK\$0.05 represents a discount of approximately 60.63% to the last trading price of HK\$0.127 per Share as quoted on the Stock Exchange on 2 December 2025, being the Latest Practicable Date.

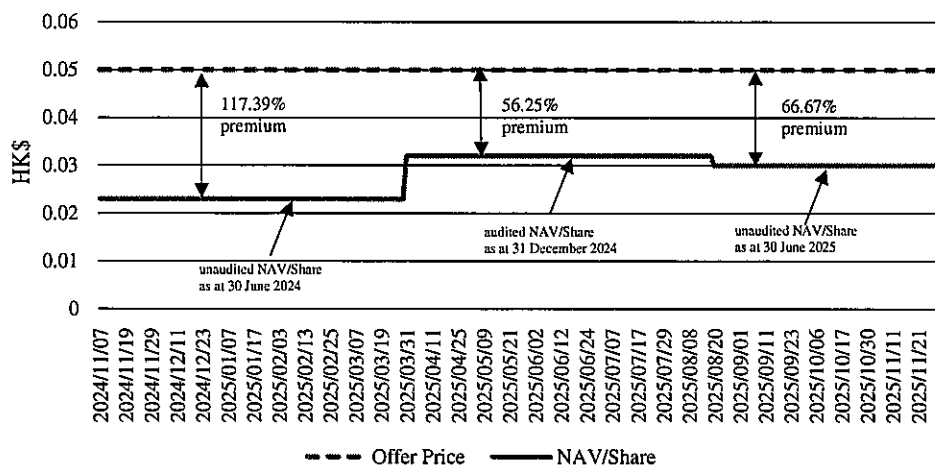
Although the Offer Price represents discounts to (i) the closing prices of the Shares on the Last Trading Day, the Latest Practicable Date, and (ii) the average closing prices of the Shares for the last 5, 10 and 30 consecutive trading days up to and including the Last Trading Day, the Offer Price (i) was above the closing prices of the Shares for 208 trading days, or approximately 80.31% of trading days, among the 259 trading days during the Review Period; and (ii) was above the average closing prices of the Shares of approximately HK\$0.047 during the Review Period. The Independent Shareholders should note that there is no guarantee that the prevailing level of market price of the Shares will sustain during and after the Offer Period. In this regard, we consider the Offer Price is fair and reasonable.

6.2 Historical price performance against net asset value per Share

The Offer Price of HK\$0.05 per Offer Share represents (i) a premium of approximately 117.39% over the unaudited consolidated net asset value attributable to the Shareholders of approximately HK\$0.023 per Share as at 30 June 2024, calculated based on (a) the unaudited consolidated net assets attributable to the Shareholders of approximately SGD2,850,000 (representing approximately HK\$16,387,500) as at 30 June 2024; (b) 720,000,000 Shares in issue as at the Latest Practicable Date; and (c) the exchange rate of HK\$5.75 = SGD1.00 as at 30 June 2024 extracted from the official website of Monetary Authority of Singapore (used

for illustration purpose only); (ii) a premium of approximately 56.25% over the audited consolidated net asset value attributable to the Shareholders of approximately HK\$0.032 per Share as at 31 December 2024, calculated based on (a) the audited consolidated net assets attributable to the Shareholders of approximately SGD4,047,000 (representing approximately HK\$23,108,370) as at 31 December 2024; (b) 720,000,000 Shares in issue as at the Latest Practicable Date; and (c) the exchange rate of HK\$5.71 = SGD1.00 as at 31 December 2024 extracted from the official website of Monetary Authority of Singapore (used for illustration purpose only); and (iii) a premium of approximately 66.67% over the unaudited consolidated net asset value attributable to the Shareholders of approximately HK\$0.030 per Share as at 30 June 2025, calculated based on (a) the unaudited consolidated net assets attributable to the Shareholders of approximately SGD3,562,000 (representing approximately HK\$21,906,300) as at 30 June 2025; (b) 720,000,000 Shares in issue as at the Latest Practicable Date; and (c) the exchange rate of HK\$6.15 = SGD1.00 as at 30 June 2025 extracted from the official website of Monetary Authority of Singapore (used for illustration purpose only).

The chart below shows the Offer Price and the net asset value attributable to the Shareholders of the Company per Share (the “NAV/Share”) during the Review Period.



Note: Assuming the NAV/Share stayed the same subsequent to the publication of the respective annual and interim results announcement.

As shown in the chart above, the Offer Price represents premium in the range of approximately 56.25% to 117.39% over the NAV/Share during the Review Period. We are of the view that the Offer Price does not solely reflect the value of the underlying assets of the Company but also other factors such as the business operation and future prospects of the Company. As such, we consider the Offer Price to be in the interest of the Independent Shareholders.

6.3 Dividends

The Company has not declared or distributed any dividend since its listing on the Stock Exchange on 29 November 2019.

6.4 Historical trading liquidity of the Shares

The table below sets out the historical monthly trading liquidity of Shares during the Review Period.

Month/period	Number of trading days	Average daily trading volume	Percentage of average daily trading volume to the total number of Shares issued as at the Latest Practicable Date (Note 1)	Percentage of average daily trading volume to the total number of Shares held by public Shareholders as at the Latest Practicable Date (Note 2)
Pre-Announcement Period				
2024				
November (Note 3)	17	1,116,353	0.155%	0.333%
December	20	192,900	0.027%	0.057%
2025				
January	19	66,632	0.009%	0.020%
February	20	246,800	0.034%	0.074%
March	21	282,000	0.039%	0.084%
April	19	128,526	0.018%	0.038%
May	20	52,800	0.007%	0.016%
June	21	206,286	0.029%	0.061%
July	22	705,545	0.098%	0.210%
August	21	536,857	0.075%	0.160%
September	22	600,818	0.083%	0.179%
October	20	1,503,450	0.209%	0.448%
1 November to 6 November (Note 4)	4	538,500	0.075%	0.160%
	Maximum	1,503,450	0.209%	0.448%
	Minimum	52,800	0.007%	0.016%
	Average	475,190	0.066%	0.142%

Month/period	Number of trading days	Average daily trading volume	Percentage of average daily trading volume to the total number of issued Shares as at the Latest Practicable Date	Percentage of average daily trading volume to the total number of Shares held by public Shareholders as at the Latest Practicable Date
			(Note 1)	(Note 2)
Post-Announcement Period				
2025				
November (Note 4, 5)	15	12,773,200	1.774%	3.807%
14 November to Latest Practicable Date (Note 4)	11	17,222,182	2.392%	5.132%
December	2	696,000	0.097%	0.207%
Review Period	Maximum	12,773,200	1.774%	3.807%
	Minimum	52,800	0.007%	0.016%
	Average	1,364,869	0.190%	0.407%

Notes:

1. Based on 720,000,000 Shares in issue as at the Latest Practicable Date.
2. Based on 335,556,000 Shares held by public Shareholders as at the Latest Practicable Date.
3. The Review Period commenced from 7 November 2024.
4. Trading in the Shares was suspended from 7 November 2025 to 13 November 2025 (both days inclusive) pending the release of the Joint Announcement.
5. Represents the trading days from 1 November 2025 to 6 November 2025 (both days inclusive), and from 14 November 2025 to the Latest Practicable Date (both days inclusive).

As illustrated in the table above, the trading of the Shares was generally inactive during the Review Period (except for November 2025 after the publication of the Joint Announcement). The average daily trading volume was (i) below 0.3% of the total number of issued Shares as at the Latest Practicable Date (except for

November 2025 after the publication of the Joint Announcement); and (ii) below 0.5% of the total number of Shares held by public Shareholders as at the Latest Practicable Date (except for November 2025 after the publication of the Joint Announcement).

We noticed that the trading volume of the Shares increased substantially following the publication of the Joint Announcement. During the period immediately following the publication of the Joint Announcement to the Latest Practicable Date, the average daily trading volume of the Shares increased to 14,679,692 Shares, representing (i) approximately 2.039% of the total number of issued Shares as at the Latest Practicable Date; and (ii) approximately 4.375% of the total number of Shares held by public Shareholders as at the Latest Practicable Date.

Specifically, the trading volume of the Shares increased substantially on the two trading days (i.e. 14 November 2025 and 17 November 2025) immediately following the publication of the Joint Announcement. The daily trading volume of the Shares were approximately 129.0 million (representing approximately 17.913% of the total number of issued Shares as at the Latest Practicable Date; and approximately 38.437% of the total number of Shares held by public Shareholders as at the Latest Practicable Date) and approximately 23.2 million (representing approximately 3.217% of the total number of issued Shares as at the Latest Practicable Date; and approximately 6.902% of the total number of Shares held by public Shareholders as at the Latest Practicable Date) on 14 November 2025 and 17 November 2025, respectively. Subsequently, the daily trading volume of the Shares dropped to below 10 million Shares from 18 November 2025 to the Latest Practicable Date. Excluding 14 November 2025 and 17 November 2025, the average trading volume of the Shares during the Post-Announcement Period was approximately 0.489% of the total number of issued Shares as at the Latest Practicable Date; and approximately 1.048% of the total number of Shares held by public Shareholders as at the Latest Practicable Date.

We are of the view that the Offer has caused significant trading activities in the Shares which would otherwise be generally illiquid as in the Pre-Announcement Period. In the absence of the Offer, Independent Shareholders could only dispose their Shares on the market to exit their investment in the Company. Considering the average daily trading volume of the Shares was generally inactive during the Pre-Announcement Period, Independent Shareholders who wish to dispose a significant number of the Shares may cause downward pressure on the market price of the Shares and result in sale proceeds from disposal on the market lower than the Offer Price. Moreover, the increased liquidity of the Shares was likely caused by the Offer and may not sustain during and after the Offer Period. In such circumstances, the Independent Shareholders should consider accepting the Offer and exit their investment in the Company at the Offer Price of HK\$0.05 per Offer Share.

6.5 Comparable analysis

To assess the fairness and reasonableness of the Offer Price, we have considered comparisons on price-to-earnings ratio (“**P/E Ratio**”) and price-to-book ratio (“**P/B Ratio**”), which are commonly used benchmarks in valuing a company. We consider the of P/E Ratio and P/B Ratio are appropriate benchmarks given (i) the Group was profit making for FY2024; and (ii) the Group recorded net assets position as at 31 December 2024 and 30 June 2025. Based on (i) the Offer Price of HK\$0.05 per Offer Share; (ii) 720,000,000 Shares in issue as at the Latest Practicable Date; (iii) profit attributable to the owners of the Company for FY2024 amounted to SGD347,000 (equivalent to approximately HK\$2.0 million based on the average daily exchange rate of SGD1:HK\$5.84 in year 2024 as extracted from the website of Monetary Authority of Singapore for illustrative purposes); and (iv) net assets as at 30 June 2025 amounted to SGD3,562,000 (equivalent to approximately HK\$21.9 million based on the exchange rate of SGD1:HK\$6.15 as at 30 June 2025 as extracted from the website of Monetary Authority of Singapore for illustrative purposes), the P/E Ratio and P/B Ratio implied by the Offer Price are approximately 17.76 times (“**Implied P/E Ratio**”) and 1.64 times (“**Implied P/B Ratio**”), respectively. The implied market capitalisation based on the Offer Price of HK\$0.05 per Share is HK\$36 million (“**Implied Market Capitalisation**”).

The Group is principally engaged in the provision of civil and structural engineering consultancy services and provision of other services chiefly in Singapore and Vietnam including master planning, structural due diligence and visual inspection of existing buildings. For FY2023 and FY2024, the Group generated approximately 96.7% and 85.7%, respectively, of its total revenue from consultancy service.

As such, to the best of our effort, we have identified 2 comparable companies (the “**Comparable Companies**”) based on the following selection criteria: (i) the shares of which are listed on the Stock Exchange and have not been suspended as at the Last Trading Day; (ii) principally engaged in provision of civil and/or structural engineering consultancy services; and (iii) generated not less than 80% of its total revenue from provision of civil and/or structural engineering consultancy services in its latest financial year. We believe the list of Comparable Companies selected based on the above selection criteria is exhaustive.

We note that China Come Ride New Energy Group Ltd. (stock code: 8039) (“**China Come Ride**”) is principally engaged in provision of comprehensive architectural and structural engineering consultancy services. However, trading in shares of the China Come Ride was suspended since 2 July 2025 pending the

publication of audited annual results announcement for the year ended 31 March 2025. Hence, we have excluded China Come Ride as its latest published financial results is not up to date and may not be comparable to those of the Comparable Companies and the Company.

Although the Comparable Companies may vary in market capitalisation, financial performance and position, capital structure and geographical market as compared to the Company, the comparable analysis is meant to cover companies listed on the Stock Exchange to reflect the value of comparable companies in the same industry in general and to serve for the purposes of comparison.

The following table sets out the details of the Comparable Companies:

No.	Company name (Stock code)	Principal activity	Percentage of revenue from provision of civil and/or structural engineering consultancy services (Note 1)	Market capitalisation on the Last Trading Day (HK\$'million)	P/E Ratio (times) (Note 2)	P/B Ratio (times) (Note 2)
1	Boltek Holdings Ltd. (8601)	Provision of engineering design, landscape architecture and consultancy services in Hong Kong.	80.02%	216.0	7.70	1.44
2	NIU Holdings Ltd. (8619)	Provision of (i) comprehensive structural and geotechnical engineering consultancy services; and (ii) equipment rental services in Hong Kong; and (iii) provision of installation services for IT equipment.	92.72%	34.7	0.54	0.18
				Maximum	7.70	1.44
				Minimum	0.54	0.18
				Average	4.12	0.81
	The Company	Provision of civil and structural engineering consultancy services and provision of other services including master planning, structural due diligence and visual inspection of existing buildings.		36.0	17.76 (Note 3)	1.64 (Note 3)

Source: website of the Stock Exchange and respective financial reports of the Comparable Companies.

Notes:

1. Represents the percentage of revenue from provision of civil and/or structural engineering consultancy services as disclosed in the latest annual reports of the Comparable Companies.
2. Being the P/E Ratio and P/B Ratio of the Comparable Companies on the Last Trading Day.
3. Being the Implied P/E Ratio and Implied P/B Ratio.

As set out in the table above, (i) the P/E Ratio of the of the Comparable Companies ranged from approximately 0.54 times to 7.70 times, with an average of approximately 4.12 times. The Implied P/E Ratio of approximately 17.76 times is higher than the maximum of the P/E Ratio of the Comparable Companies; and (ii) the P/B Ratio of the Comparable Companies ranged from approximately 0.18 times to 1.44 times, with an average of approximately 0.81 times. The Implied P/B Ratio of approximately 1.64 times is higher than the maximum P/B Ratio of the Comparable Companies. Given (i) both the Implied P/E Ratio and Implied P/B Ratio are higher than the maximum of those of the Comparable Companies, we consider the Offer Price to be in the interests of the Independent Shareholders. However, as only two Comparable Companies are included in the above analysis, the trading multiples comparison with the Comparable Companies are for illustrative purposes only. The Independent Shareholders shall take into account other factors of the Group including the operation and business outlook of the Group as well as the share price performance and trading liquidity.

RECOMMENDATION

Based on our analysis above and, in particular, having considered the following key factors (which should be read in conjunction with and interpreted in the full context of this letter):

- (i) the outlook of construction industry in Singapore is expected to remain positive over the medium-term from 2026 to 2029, as the BCA expects the total construction demand will continue to be supported by developments such as T5, public housing, Mass Rapid Transit projects as well as other infrastructure and redevelopment projects. We consider the market condition is favourable the Group to develop its business as a civil and structural engineering consultancy services provider. However, (i) as discussed in the paragraphs headed “2. *Prospects and outlook of the Group*”, there are limited opportunities for the Group to benefit from such favourable market outlook as the Group could only tender for hospital and building projects but not infrastructure projects; and (ii) as discussed in the paragraphs headed “2. *Prospects and outlook of the Group*”, the Group’s future prospects depends on its ability to secure new business opportunities, mitigate associated risks and to overcome potential unforeseen risks arising from an uncertain global economic climate;

- (ii) the Offer Price were lower than the closing prices of the Shares in recent months since 11 September 2025; and the Offer Price represents the discounts of approximately 46.81%, 60.63%, 48.56%, 49.39%, and 46.70% to the closing prices of the Shares on the Last Trading Day, the Latest Practicable Date, and the average closing prices of the Shares for the last 5, 10 and 30 consecutive trading days up to and including the Last Trading Day, respectively. Although the Offer Price represents discounts to the recent closing market prices of the Shares, the Offer Price (i) was above the closing prices of the Shares for 208 trading days, or approximately 80.31% of trading days, among the 259 trading days during the Review Period; and (ii) was above the average closing prices of the Shares of approximately HK\$0.047 during the Review Period. The Independent Shareholders should note that there is no guarantee that the prevailing level of market price of the Shares will sustain during and after the Offer Period. In this regard, we consider the Offer Price is fair and reasonable;
- (iii) the Offer Price represents premium in the range of approximately 56.25% to 117.39% over the NAV/Share during the Review Period. We are of the view that the Offer Price does not solely reflect the value of the underlying assets of the Company but also other factors such as the business operation and future prospects of the Company. As such, we consider the Offer Price to be in the interest of the Independent Shareholders;
- (iv) as discussed under the paragraphs headed “6.4 *Historical trading liquidity of the Shares*” above, the trading liquidity of the Shares was generally inactive during the Pre-Announcement Period. The increased liquidity of the Shares was likely caused by the Offer and may not sustain during and after the Offer Period. It may be difficult for the Independent Shareholders to dispose significant stake of the Shares at the prevailing market price without exerting downward pressure on the Share price. The Offer represents an immediate opportunity for the Independent Shareholders to exit their investments in the Company at a fixed price regardless of the number of Shares to be disposed of and the prevailing trading liquidity of the Shares; and
- (v) the Company has not declared or distributed any dividend since its listing on the Stock Exchange on 29 November 2019.

we are of the opinion that the terms of the Offer are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to accept the Offer.

Yours faithfully,
For and on behalf of
Grande Capital Limited



Arthur Kan
Managing Director



Erica Mak
Associate Director

Mr. Arthur Kan is a Responsible Officer of Grande Capital Limited licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO. Mr. Kan has over 24 years of experience in corporate finance in Hong Kong.

Ms. Erica Mak is a Responsible Officer of Grande Capital Limited licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO. Ms. Mak has over 13 years of experience in corporate finance in Hong Kong.