
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the Offer, this Composite Document and/or the accompanying Form of Acceptance or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser and obtain independent professional advice.

If you have sold or transferred all your shares in China Next-Gen Commerce and Supply Chain Limited, you should at once hand this Composite Document and the accompanying Form of Acceptance to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Composite Document and the accompanying Form of Acceptance, make no representation as to their accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Composite Document and the accompanying Form of Acceptance.

This Composite Document should be read in conjunction with the accompanying Form of Acceptance, the contents of which form part of the terms and conditions of the Offer. This Composite Document is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

EVER REALM CAPITAL LIMITED

萬疆資本有限公司

(Incorporated in the British Virgin Islands
with limited liability)

CHINA NEXT-GEN COMMERCE AND SUPPLY CHAIN LIMITED

(Incorporated in the Cayman Islands with
limited liability)

(Stock Code: 3928)

**COMPOSITE DOCUMENT RELATING TO
MANDATORY UNCONDITIONAL CASH OFFER BY
HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED
FOR AND ON BEHALF OF
EVER REALM CAPITAL LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
CHINA NEXT-GEN COMMERCE AND SUPPLY CHAIN LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY
EVER REALM CAPITAL LIMITED AND PARTIES ACTING IN CONCERT WITH IT)**

Financial Adviser to the Offeror



**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**



Capital 9 Limited

Unless the context otherwise requires, capitalised terms used in this Composite Document (including this cover page) having the same meanings as those defined in the “Definitions” section of this Composite Document.

A letter from Huatai containing, among other things, principal terms of the Offer is set out on pages 7 to 17 of this Composite Document. A letter from the Board is set out on pages 18 to 25 of this Composite Document. A letter from the Independent Board Committee to the Independent Shareholders containing its recommendation in respect of the Offer is set out on pages 26 to 27 of this Composite Document. A letter from the Independent Financial Adviser containing its recommendation to the Independent Board Committee and the Independent Shareholders in respect of the Offer and the principal factors considered by it in arriving at its recommendation is set out on pages 28 to 48 of this Composite Document.

The procedures for acceptance and settlement as well as other related information of the Offer are set out in Appendix I to this Composite Document and the accompanying Form of Acceptance. Form of Acceptance should be received by the Registrar, namely Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event no later than 4:00 p.m. on Thursday, 25 September 2025 (or such later time and/or date as the Offeror may determine and the Offeror and the Company may jointly announce, with the consent of the Executive, in accordance with the Takeovers Code).

Any persons including, without limitation, custodians, nominees and trustees, who would, or otherwise intend to, forward this Composite Document and/or the accompanying Form of Acceptance to any jurisdiction outside Hong Kong should read the details in this regard which are contained in the section headed “The Offer — Overseas Shareholders” in the “Letter from Huatai” of this Composite Document before taking any action. It is the sole responsibility of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental, exchange control or other consent which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes due from the accepting Overseas Shareholders in respect of such jurisdictions). The Overseas Shareholders are advised to seek professional advice on deciding whether to accept the Offer (as applicable).

This Composite Document is issued jointly by the Offeror and the Company. This Composite Document will remain on the website of the Stock Exchange at www.hkexnews.hk and website of the Company at www.singtec.com.sg as long as the Offer remains open. In case of any inconsistency, the English language texts of this Composite Document and the accompanying Form of Acceptance shall prevail over their respective Chinese texts for the purpose of interpretation.

4 September 2025

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EXPECTED TIMETABLE

The expected timetable set out below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company.

Date of despatch of this Composite Document and
the accompanying Form of Acceptance and commencement
date of the Offer (*Note 1*) Thursday, 4 September 2025

Latest time and date for acceptance of the Offer (*Notes 1, 2 and 4*) 4:00 p.m. on
Thursday, 25 September 2025

Closing Date (*Notes 1 and 2*) Thursday, 25 September 2025

Announcement of the results of the Offer (or its extension or
revision, if any) as at the Closing Date on the websites of
the Stock Exchange and the Company (*Note 1*) no later than 7:00 p.m. on
Thursday, 25 September 2025

Latest date for posting of remittances in respect of valid
acceptances received under the Offer (*Notes 3 and 4*) Wednesday, 8 October 2025

Notes:

1. The Offer, which is unconditional in all respect, is made on the date of posting of this Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date.

In accordance with the Takeovers Code, the Offer must remain open for acceptance for at least 21 days following the date on which this Composite Document is posted. The latest time and date for acceptance will be at 4:00 p.m. on Thursday, 25 September 2025 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the websites of the Stock Exchange and the Company no later than 7:00 p.m. on Thursday, 25 September 2025 stating the results of the Offer and whether the Offer has been extended, revised or expired. In the event that the Offeror decides to extend the Offer, and the announcement regarding the extension of the Offer does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.

2. Beneficial owners of the Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to this Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of HKSCC and HKSCC Operational Procedures.
3. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid), in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable

EXPECTED TIMETABLE

of being withdrawn, except as permitted under the Takeovers Code. Please refer to the paragraph headed “5. Right of withdrawal” in Appendix I to this Composite Document for further information on the circumstances where acceptances may be withdrawn.

4. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning or “extreme conditions” caused by super typhoons:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force at or after 12:00 noon on the latest date for acceptance of the Offer under Rule 15.1 of the Takeovers Code, any publication date of a closing announcement under Rule 19.1 of the Takeovers Code or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, these dates, as the case may be, will remain on the same Business Day; or
 - (b) in force in Hong Kong at any local time at 12:00 noon and/or thereafter on the latest date for acceptance of the Offer under Rule 15.1 of the Takeovers Code, any publication date of a closing announcement under Rule 19.1 of the Takeovers Code or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, these dates, as the case may be, will rescheduled to the following Business Day which does not have any of those warnings or condition in force in Hong Kong at any local time at 12:00 noon and/or thereafter or such other day as the Executive may approve in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for acceptance of the Offer do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders by way of joint announcement(s) on any change to the expected timetable as soon as practicable.

All references to date and time contained in this Composite Document and the Forms of Acceptance refer to Hong Kong date and time.

IMPORTANT NOTICE

NOTICE TO THE OVERSEAS SHAREHOLDERS

The making of the Offer to persons with a registered address in jurisdictions outside Hong Kong may be prohibited or affected by the laws of the relevant jurisdictions. Overseas Shareholders who are citizens or residents or nationals of jurisdictions outside Hong Kong should inform themselves about and observe any applicable legal and regulatory requirements and, where necessary, seek independent legal advice in respect of the Offer.

It is the responsibility of any such person who wishes to accept the Offer to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents and any registration or filing which may be required or the compliance with other necessary formalities or legal and regulatory requirements and the payment of any transfer or other taxes or other required payments due from him/her/it in respect of such jurisdiction.

Any acceptance by the Overseas Shareholders will be deemed to constitute a representation and warranty from such Overseas Shareholders to the Offeror that the local laws and requirements have been complied with and such acceptance shall be lawful, valid and binding in accordance with all applicable laws. Such Overseas Shareholders should consult their respective professional advisers if in doubt.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Composite Document contains forward-looking statements, which may be identified by words such as “believe”, “expect”, “anticipate”, “intend”, “plan”, “seek”, “estimate”, “will”, “would” or words of similar meaning, that involve risks and uncertainties, as well as assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. The forward-looking statements included herein are made only as at the Latest Practicable Date. The Offeror and the Company assume no obligation to correct or update the forward-looking statements or opinions contained in this Composite Document, except as required pursuant to applicable laws or regulations, including but not limited to the Listing Rules and/or the Takeovers Code.

DEFINITIONS

In this Composite Document, unless the context otherwise requires, the following expressions shall have the following meanings:

“Acquisition”	the purchase of the Sale Shares by the Offeror from the Vendor in accordance with the terms and conditions of the Sale and Purchase Agreement
“acting in concert”	has the meaning given to it under the Takeovers Code and “concert parties” shall be construed accordingly
“associate(s)”	has the meaning given to it under the Takeovers Code
“Board”	the board of Directors
“Business Day(s)”	a day on which the Stock Exchange is open for the transaction of business
“BVI”	the British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Closing Date”	Thursday, 25 September 2025, the closing date of the Offer, or if the Offer is extended, any subsequent closing date as may be determined by the Offeror and jointly announced by the Offeror and the Company, with the consent of the Executive, in accordance with the Takeovers Code
“Company”	China Next-Gen Commerce and Supply Chain Limited, an exempted company incorporated in the Cayman Islands with limited liability whose ordinary shares are listed on the Main Board of the Stock Exchange (stock code: 3928)
“Completion”	completion of the Acquisition in accordance with the terms and conditions of the Sale and Purchase Agreement, which took place on the Completion Date
“Completion Date”	the date on which Completion took place, being 8 August 2025

DEFINITIONS

“Composite Document”	this composite offer and response document dated 4 September 2025 jointly issued by the Offeror and the Company to the Shareholders in connection with the Offer in compliance with the Takeovers Code containing, among other things, details of the Offer (accompanied by the form of acceptance and transfer) and the respective letters of advice from the Independent Board Committee and the Independent Financial Adviser of the Company
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Consideration”	the amount of HK\$222,800,000, being consideration paid by the Offeror to the Vendor or the Vendor’s nominee as may be directed by the Vendor for the acquisition of the Sale Shares
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate for the time being of the Executive Director
“Form of Acceptance”	the form of acceptance and transfer of the Offer Shares in respect of the Offer accompanying this Composite Document
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Huatai”	Huatai Financial Holdings (Hong Kong) Limited, a licensed corporation, licensed with the SFC to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 3 (leveraged foreign exchange trading), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) regulated activities under the SFO, being the financial advisor to the Offeror and the agent making the Offer on behalf of the Offeror
“Independent Board Committee”	an independent committee of the Board comprising all non-executive Directors who have no direct or indirect interest in the Offer, has been established for the purpose of advising the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer
“Independent Financial Adviser”	Capital 9 Limited, a licensed corporation, licensed with the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed by the Company and approved by the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer
“Independent Shareholder(s)”	holder(s) of Share(s), other than the Offeror, its ultimate beneficial owner, namely Ms. Wang, and parties acting in concert with any of them
“Joint Announcement”	the announcement dated 10 August 2025 jointly issued by the Offeror and the Company in relation to, among others, the Acquisition and the Offer
“Last Trading Day”	28 July 2025, being the last trading day of the Shares prior to their suspension in trading on the Stock Exchange pending the Joint Announcement

DEFINITIONS

“Latest Practicable Date”	2 September 2025, being the latest practicable date prior to the printing of this Composite Document for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Main Board”	the main board maintained and operated by the Stock Exchange
“Mr. Wang”	Mr. Wang Zhenhua (王振華), the father of Ms. Wang
“Ms. Wang”	Ms. Wang Kelly (王凱莉), the sole director and sole legal and beneficial shareholder of the Offeror
“Offer”	the mandatory unconditional cash offer being made by Huatai, on behalf of the Offeror, to acquire all the issued Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it subject to the conditions summarised in this Composite Document and in accordance with the Takeovers Code
“Offer Period”	the period commencing from 10 August 2025 (being the date of the Joint Announcement) and ending on the Closing Date in accordance with the Takeovers Code
“Offer Price”	the cash amount of HK\$0.6189 payable by the Offeror for each Offer Share
“Offer Share(s)”	any of the 120,000,000 Shares that are subject to the Offer
“Offeror”	Ever Realm Capital Limited 萬疆資本有限公司, a company incorporated in the BVI with limited liability, being the purchaser under the Sale and Purchase Agreement. Ever Realm Capital Limited 萬疆資本有限公司 is legally and beneficially wholly-owned by Ms. Wang

DEFINITIONS

“Overseas Shareholder(s)”	Independent Shareholder(s) whose address(es), as shown on the register of members of the Company is/are outside Hong Kong, and “Overseas Shareholder” shall be construed accordingly
“PRC”	the People’s Republic of China, which, for the purpose of this Composite Document only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Registrar”	Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar and transfer office of the Company at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong
“Relevant Period”	the period commencing on 10 February 2025, being the date falling six months immediately preceding the commencement of the Offer Period, up to and including the Latest Practicable Date
“S\$”	Singapore dollars, the lawful currency of Singapore
“Sale and Purchase Agreement”	the agreement for the sale and purchase of the Sale Shares dated 29 July 2025 and entered into among the Vendor and the Offeror in relation to the sale and purchase of the Sale Shares
“Sale Shares”	the 360,000,000 Shares acquired by the Offeror from the Vendor pursuant to the terms and conditions of the Sale and Purchase Agreement, representing 75% of the entire issued share capital of the Company as at the Latest Practicable Date
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s)
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“Vendor”	Alpine Treasure Limited, a company incorporated in the BVI with limited liability, being the vendor under the Sale and Purchase Agreement. Alpine Treasure Limited is ultimately beneficially owned as to 20% by Mr. Chang Tin Duk Victor and 80% by Mr. Ho Chi Hong
“%”	per cent.

Unless stated otherwise, in this Composite Document, amounts denominated in S\$ have been translated into HK\$ at the exchange rate of S\$1.00 to HK\$6.12. No representation is made that the HK\$ amounts could have been or could be converted into S\$ at such rate or any other rate or at all. Certain amounts and percentage figures in this Composite Document have been subject to rounding adjustments.

Unless the context otherwise requires, all references in this Composite Document to: (a) times and dates are references to Hong Kong times and dates, except as otherwise specified; (b) pronouns in masculine, feminine or neutral genders shall be construed to state and include any other gender; and (c) words, terms and titles in the singular form shall be construed to include the plural and vice versa.

LETTER FROM HUATAI

To the Independent Shareholders

4 September 2025

Dear Sir/Madam

**MANDATORY UNCONDITIONAL CASH OFFER BY
HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED
FOR AND ON BEHALF OF EVER REALM CAPITAL LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
CHINA NEXT-GEN COMMERCE AND SUPPLY CHAIN LIMITED
(OTHER THAN THOSE ALREADY OWNED BY EVER REALM CAPITAL LIMITED
AND PARTIES ACTING IN CONCERT WITH IT)**

INTRODUCTION

Reference is made to the Joint Announcement.

On 29 July 2025, the Vendor and the Offeror entered into the Sale and Purchase Agreement pursuant to which the Vendor conditionally agreed to sell, and the Offeror conditionally agreed to purchase, the Sale Shares, being 360,000,000 Shares (representing 75% of the total issued share capital of the Company as at the Latest Practicable Date), for a total cash consideration of HK\$222,800,000 (representing approximately HK\$0.6189 per Sale Share). Completion took place on 8 August 2025.

Immediately after Completion and as at the Latest Practicable Date, the Offeror and parties acting in concert with it owned 360,000,000 Shares, representing approximately 75% of the total issued share capital of the Company. The Offeror is therefore required to make a mandatory unconditional cash offer for all the issued Shares not already owned by it and parties acting in concert with it, pursuant to Rule 26.1 of the Takeovers Code.

This letter sets out (among other things) the principal terms of the Offer, together with the information on the Offeror and the Offeror's intentions regarding the Group. Further details of the Offer are also set out in Appendix I to this Composite Document and the accompanying Form of Acceptance. Your attention is also drawn to the "Letter from the Board", the "Letter from the Independent Board Committee" to the Independent Shareholders and the "Letter from the Independent Financial Adviser" to the Independent Board Committee, as contained in this Composite Document.

LETTER FROM HUATAI

THE OFFER

Principal terms of the Offer

Huatai, on behalf of the Offeror and in compliance with the Takeovers Code, makes the Offer on the following terms:

For each Offer ShareHK\$0.6189 in cash

The Offer Price of HK\$0.6189 per Offer Share is the same as the price per Sale Share of approximately HK\$0.6189 paid by the Offeror under the Sale and Purchase Agreement. The consideration in the aggregate sum of HK\$222,800,000, representing approximately HK\$0.6189 per Sale Share, paid by the Offeror to the Vendor for the sale and purchase of the Sale Shares under the Sale and Purchase Agreement, was agreed between the Offeror and the Vendor after arm's length negotiations, taking into account (i) the historical operating and financial performance of the Group; (ii) the Shares have historically experienced low trading volumes, resulting in limited market liquidity, which makes it difficult for the Vendor to dispose of a large number of Shares without a substantial price discount; (iii) the modest operating performance of the Group, evidenced by the total revenue of the Group of approximately S\$66.6 million, S\$55.6 million and S\$55.5 million for the three years ended 30 September 2024, respectively and the net loss of the Group of approximately S\$1.5 million, S\$1.0 million and S\$0.8 million for the three years ended 30 September 2024, respectively; (iv) the Vendor is of the view that the Sale Shares represent 75% of the entire issued share capital of the Company, a significant controlling interest that would attract very little interest in the open market; and (v) the Consideration remains at a significant premium over the Group's consolidated net assets value per Share as at 30 September 2024 and 31 March 2025 which provides the Vendor a reasonable exit from the Company to redeploy its resources elsewhere considering that performance of the Group has not demonstrated any meaningful improvement since the Vendor assuming control.

The Offer is made to the Independent Shareholders. It is unconditional in all respects and is not conditional upon acceptances being received in respect of a minimum number of Shares or any other condition.

The procedures for acceptance and further details of the Offer are set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

Comparison of value

The Offer Price of HK\$0.6189 per Offer Share represents:

LETTER FROM HUATAI

- (a) a discount of approximately 86.94% to the closing price of HK\$4.74 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (b) a discount of approximately 82.32% to the closing price of HK\$3.5 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (c) a discount of approximately 75.02% to the average closing price of approximately HK\$2.4780 per Share based on the daily closing prices as quoted on the Stock Exchange for the five consecutive trading days immediately prior to and including the Last Trading Day;
- (d) a discount of approximately 71.84% to the average closing price of approximately HK\$2.1980 per Share based on the daily closing prices as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to and including the Last Trading Day;
- (e) a discount of approximately 68.25% to the average closing price of approximately HK\$1.9493 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the Last Trading Day;
- (f) a premium of approximately 78.63% over the Group's audited consolidated net assets attributable to the Shareholders per Share of approximately HK\$0.3465 as at 30 September 2024, calculated based on a total of 480,000,000 Shares as at the Latest Practicable Date and the Group's audited consolidated net assets attributable to the Shareholders of approximately S\$27.17 million (equivalent to approximately HK\$166.31 million) as at 30 September 2024; and
- (g) a premium of approximately 75.95% over the Group's unaudited consolidated net assets value attributable to the Shareholders per Share of approximately HK\$0.3517 as at 31 March 2025, calculated based on a total of 480,000,000 Shares as at the Latest Practicable Date and the Group's unaudited consolidated net assets value attributable to the Shareholders of approximately S\$27.59 million (equivalent to approximately HK\$168.84 million) as at 31 March 2025.

LETTER FROM HUATAI

Highest and lowest Share prices

During the six-month period immediately preceding the commencement of the Offer Period and up to and including the Latest Practicable Date, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$4.93 per Share on 12 August 2025, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$1.65 per Share on 3 July and 4 July 2025.

Value of the Offer

Based on 480,000,000 Shares in issue as at the Latest Practicable Date and the Offer Price of HK\$0.6189 per Offer Share, the total issued share capital of the Company is valued at HK\$297,072,000.

On the basis of 120,000,000 Offer Shares (assuming there is no change in the issued share capital of the Company between the Latest Practicable Date and the Closing Date) and the Offer Price of HK\$0.6189 per Offer Share, the Offer is valued at HK\$74,268,000.

As at the Latest Practicable Date, there were 480,000,000 Shares in issue and the Company did not have any outstanding options, warrants, derivatives or other securities which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code), and had not entered into any agreement for the issue of such options, warrants, derivatives or other relevant securities which are convertible or exchangeable into Shares.

The Company confirms that as at the Latest Practicable Date, (i) it had not declared any dividend which is not yet paid and (ii) it did not have any intention to declare or pay any future dividend or make other distributions prior to, and including, the Closing Date. If, after the date of this Composite Document, any dividend or other distribution is made or paid in respect of the Offer Shares, the Offeror reserves the right to reduce the Offer Price by an amount equal to the gross amount of such dividend or other distribution.

Financial resources available for the Offer

The maximum amount of cash payable by the Offeror in respect of full acceptance of the Offer is HK\$74,268,000, assuming there is no change in the issued share capital of the Company between the Latest Practicable Date and the Closing Date. The Offeror intends to finance the consideration payable under the Offer by its internal resources, which represent distributed entitlements of Ms. Wang as a beneficiary under Hua Sheng Trust (being a family trust established by Mr. Wang as settlor in favour of his family members), without any external financing support.

LETTER FROM HUATAI

Huatai, the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy the consideration payable upon full acceptance of the Offer.

Closing of the Offer

In accordance with Rule 15.1 of the Takeovers Code, the Closing Date will fall on or after the 21st day from the date of this Composite Document.

Effect of accepting the Offer

Acceptance of the Offer by any Independent Shareholder will be deemed to constitute a warranty by such person that all the Shares sold by such person under the Offer are fully paid and free from all encumbrances, and with all rights and benefits at any time accruing and attached to them, including the rights to receive all dividends and distributions declared, made or paid on or after the date on which the Offer is made, that is, the date of despatch of the Composite Document.

Acceptance of the Offer will be irrevocable and not capable of being withdrawn, except as stated under paragraph headed “5. Right of Withdrawal” in Appendix I to this Composite Document.

Payment

Payment in cash in respect of acceptance of the Offer will be made as soon as possible, but in any event no later than seven Business Days after the date of receipt of a duly completed Form of Acceptance. Relevant document(s) evidencing title to the Offer Shares must be received by or on behalf of the Offeror to render such acceptance of the Offer complete and valid.

No fractions of a cent will be payable, and the amount of the consideration payable to an Independent Shareholder who accepts the Offer will be rounded up to the nearest cent.

Hong Kong stamp duty

Seller’s ad valorem stamp duty at the rate of 0.1% of the market value of the Shares or the consideration payable by the Offeror in respect of relevant acceptances of the Offer, whichever is higher, will be deducted from the amount payable to the relevant Independent Shareholder on acceptance of the Offer. The Offeror will arrange for payment of the sellers’ ad valorem stamp duty on behalf of the accepting Independent Shareholders and pay the buyer’s ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares.

LETTER FROM HUATAI

Taxation advice

Independent Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer.

None of the Offeror, parties acting in concert with the Offeror, the Company, Huatai and their respective ultimate beneficial owners, directors, advisers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Overseas Shareholder(s)

As the Offer to persons not being resident in Hong Kong may be affected by the laws of the relevant jurisdiction in which they are resident, Overseas Shareholder(s) who is/are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the sole responsibility of the Overseas Shareholder(s) who wish(es) to accept the Offer to satisfy himself/themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental, exchange control or other consent which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes due from such Overseas Shareholder(s) in respect of such jurisdictions).

Based on the register of members of the Company, as at the Latest Practicable Date, there was one Overseas Shareholder having his registered address in the PRC. Based on enquiries made in relation to the laws of the PRC, the sole director of the Offeror and the Directors consider that it is not unduly burdensome to despatch this Composite Document to said Overseas Shareholder.

Any acceptance of the Offer by any Overseas Shareholder will be deemed to constitute a representation and warranty from such Overseas Shareholder to the Offeror that the applicable local laws and requirements have been complied with. Overseas Shareholder(s) should consult their professional advisers if in doubt.

INFORMATION ON THE COMPANY AND THE GROUP

The Company was incorporated in the Cayman Islands with limited liability and its Shares have been listed on the Main Board of the Stock Exchange since 19 September 2019.

LETTER FROM HUATAI

The Group is principally engaged in construction services and property investment business in Singapore. It specialises in providing construction services and solutions in (i) civil engineering works e.g., road works, earthworks, drainage works, earth retaining stabilising structures works and soil improvement works; (ii) building construction works mainly for industrial buildings, which include substructure works, piling works, addition and alteration works and electrical and mechanical works; and (iii) other ancillary services, which include logistics and transportation services of construction materials, and properties investment business including residential and industrial properties leasing. The Group's property investment business primarily includes residential and industrial properties leasing.

INFORMATION ON THE OFFEROR

The Offeror was incorporated on 11 July 2025 in the BVI with limited liability for the purpose of making the Offer, and is principally engaged in investment holding. Save for entering into the Sale and Purchase Agreement, the Offeror did not engage in any business activity as at the Latest Practicable Date.

As at the Latest Practicable Date, the Offeror was wholly-owned by Ms. Wang. Ms. Wang, aged 26, is the sole shareholder and sole director of the Offeror. Since October 2024, she has served as a director of Astrum Apex Investments Limited, a private company engaged in investment holding, where she is mainly responsible for identifying and evaluating investment opportunities. Apart from her investment experience, Ms. Wang does not have direct experience in the principal business of the Group. As stated in "Intentions of the Offeror regarding the Group" below, the Offeror intends to continue (i) the employment of existing management and employees of the Group (except for certain proposed changes to the members of the Board at a time no earlier than permitted under the Listing Rules and the Takeovers Code, or such later time as the Offeror considers to be appropriate) and (ii) the existing principal business of the Group, following the close of the Offer. Therefore, Ms. Wang's lack of relevant experience is not expected to have any material impact on the management and operations of the Group based on the Offeror's commitment to constituting a Board comprising individuals with appropriate skills and relevant professional backgrounds, as well as its intention to retain the existing employees of the Group, including members of senior management after the Offer closes.

Ms. Wang obtained a bachelor's degree of literature from Peking University in 2021, a master's degree in strategic public relations from the University of Sydney in 2023 and a master of arts with a major in digital media: education from the University College London in 2024.

LETTER FROM HUATAI

Ms. Wang is the daughter of Mr. Wang, who is the settlor of Hua Sheng Trust. Chen Ting Sen (PTC) Limited in its capacity as trustee of Hua Sheng Trust, through its controlled corporations, is the controlling shareholder of two companies whose shares are listed on the Main Board of the Stock Exchange, namely, Seazen Group Limited (stock code: 1030) and S-Enjoy Service Group Co., Limited (stock code: 1755).

INTENTIONS OF THE OFFEROR REGARDING THE GROUP

Immediately following the close of the Offer, the Offeror intends to continue (i) the employment of existing management and employees of the Group (except for certain proposed changes to the members of the Board at a time no earlier than permitted under the Listing Rules and the Takeovers Code, or such later time as the Offeror considers to be appropriate) and (ii) the existing principal business of the Group. However, the Offeror also intends to review the operations and business activities of the Group to formulate a long-term business strategy for the Group. Subject to the results of such review, the Offeror may explore other business opportunities suitable for the Group and/or seek to expand the geographical coverage or offerings of the Group's principal business.

Save as disclosed, (i) the Offeror has no intention to make material changes to the employment of employees of the Group (including members of senior management); (ii) the Offeror has no intention to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business; and (iii) as at the Latest Practicable Date, no investment or business opportunity had been identified nor had the Offeror entered into any agreement, arrangement, understandings or negotiation in relation to the injection of any assets or business into the Group.

PROPOSED CHANGES IN COMPOSITION OF THE BOARD

As at the Latest Practicable Date, the Board comprised two executive Directors, namely, Mr. HO Chi Hong and Mr. CHANG Tin Duk Victor; one non-executive Director, namely, Mr. LAW Ka Wing Eric; and three independent non-executive Directors, namely, Mr. LI Tao, Mr. TAM Tak Kei Raymond and Ms. CHEN Yunxia.

Pursuant to the Sale and Purchase Agreement, (i) Mr. HO Chi Hong and Mr. CHANG Tin Duk Victor shall resign as executive Directors, (ii) Mr. LAW Ka Wing Eric shall resign as non-executive Director; and (iii) all independent non-executive shall resign, all with effect from the day immediately after the close of the Offer. For the avoidance of doubt, such resignations shall not take effect until after the publication of the closing announcement on the Closing Date. The Offeror intends to nominate Ms. Wang and Ms. Ding Ziyi ("**Ms. Ding**") as executive Directors to the Board, with effect from the day after the despatch of this Composite Document. The Offeror is in the course of identifying additional candidates for the Board and one of the considerations for

LETTER FROM HUATAI

such potential candidates will be the requisite expertise, skillset and relevant work experience necessary to support the management and operations of the Group (which will continue to be in place), subject to compliance with the Takeovers Code and the Listing Rules. Further announcement(s) will be made by the Company regarding changes in the Board composition when such changes come into effect, and as and when appropriate. Notwithstanding the proposed changes in the composition of the Board taking effect after the close of the Offer, the Offeror and the Company are mindful of their obligations under the Listing Rules and will take all steps necessary to ensure compliance with the relevant Listing Rules. The Board shall continue to effectively discharge its duty to serve the best interest of the Company and all shareholders as a whole.

For details of the biography of Ms. Wang, please refer to the section headed “Information on the Offeror” above.

The biography of Ms. Ding is set out below:

Ms. Ding, aged 33, is currently a deputy general manager at Astrum Apex Investments Limited, where she is primarily responsible for conducting research and due diligence on investment projects, ensuring regulatory compliance and overseeing implementation of risk control measures. Prior to such, Ms. Ding worked for nine years at Sundial Law Firm from May 2016 to June 2025 with her last role serving as a partner, where she specialized in capital markets, mergers and acquisitions, corporate compliance, restructuring, financing and other securities transactions. Ms. Ding obtained a bachelor’s degree in law from University of International Relations in 2014 and a master’s degree in international economic law from City University of Hong Kong in 2016.

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror intends to maintain the listing of the Shares on the Stock Exchange after the close of the Offer.

The Stock Exchange has stated that if, at the Closing Date, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that: (a) a false market exists or may exist in the trading of the Shares or (b) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend dealings in the Shares.

Each of the sole director of the Offeror and the new directors proposed to be appointed to the Board have jointly and severally undertaken to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares after the Offer closes. The Company and the Offeror will issue announcement(s) as and when necessary in this regard.

LETTER FROM HUATAI

COMPULSORY ACQUISITION

The Offeror does not intend to avail itself of any power of compulsory acquisition of any Offer Shares not acquired under the Offer, after the close of the Offer as it intends to maintain the listing of the Shares as state above.

ACCEPTANCE AND SETTLEMENT OF THE OFFER

Your attention is drawn to the details regarding the procedures for acceptance and settlement of the Offer, as set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

GENERAL

To ensure equality of treatment of all Independent Shareholders, those Independent Shareholders who hold Offer Shares as nominees on behalf of more than one beneficial owner should, as far as practicable, treat the holding of such beneficial owners separately. In order for beneficial owners of Offer Shares, whose investments are registered in the names of nominees, to accept the Offer, it is essential that they provide instructions of their intentions with regard to the Offer to their nominees.

All documents and remittances will be sent to the Independent Shareholders by ordinary post at their own risk. These documents and remittances will be sent to them at their respective addresses as they appear in the register of members of the Company or, in case of joint Independent Shareholders, to the Independent Shareholder whose name appears first in the register of members of the Company. None of the Offeror, parties acting in concert with the Offeror, the Company, Huatai and their respective ultimate beneficial owners, directors, advisers, agents or associates or any other person involved in the Offer accept responsibility for any loss or delay in transmission of such documents and remittances or any other liabilities that may arise as a result thereof.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information regarding the Offer set out in the appendices to this Composite Document and the accompanying Form of Acceptance, which form part of this Composite Document. In addition, your attention is also drawn to the “Letter from the Board”, the “Letter from the Independent Board Committee” to the Independent Shareholders and the “Letter from the Independent Financial Adviser” to the Independent Board Committee, as contained in this Composite Document, before deciding whether or not to accept the Offer.

LETTER FROM HUATAI

If you are in doubt about your position in connection with the Offer, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

Yours faithfully

For and on behalf of

Huatai Financial Holdings (Hong Kong) Limited

LIU Taojiang

Executive Director

Head of M&A Division

YIM Chi Hang

Vice President

LETTER FROM THE BOARD

China Next-Gen Commerce and Supply Chain Limited
中國新零售供應鏈集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3928)

Executive Directors:

Mr. Ho Chi Hong

Mr. Chang Tin Duk Victor

Non-Executive Director:

Mr. Law Ka Wing Eric

Independent Non-Executive Directors:

Mr. Li Tao

Mr. Tam Tak Kei Raymond

Ms. Chen Yunxia

Registered Office:

Cricket Square, Hutchins Drive

PO Box 2681, Grand Cayman

KY1-1111, Cayman Islands

Principal Place of Business in Singapore:

16 Kian Teck Way

Singapore 628749

Principal Place of Business in Hong Kong:

Unit A, 12th Floor

China Overseas Building

139 Hennessy Road

Wanchai, Hong Kong

4 September 2025

To the Shareholders

Dear Sir or Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY
HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED
FOR AND ON BEHALF OF EVER REALM CAPITAL LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
CHINA NEXT-GEN COMMERCE AND SUPPLY CHAIN LIMITED
(OTHER THAN THOSE ALREADY OWNED BY EVER REALM CAPITAL LIMITED
AND PARTIES ACTING IN CONCERT WITH IT)**

INTRODUCTION

Reference is made to the Joint Announcement jointly published by the Offeror and the Company in relation to the Sale and Purchase Agreement and the Offer. Unless otherwise specified, capitalised terms used in this letter shall have the same meaning as those defined in this Composite Document.

LETTER FROM THE BOARD

As disclosed in the Joint Announcement, on 29 July 2025, the Vendor and the Offeror, entered into the Sale and Purchase Agreement pursuant to which the Vendor agreed to sell and the Offeror agreed to purchase an aggregate of 360,000,000 Shares, representing 75% of the total issued share capital of the Company as at the Latest Practicable Date. The total consideration for the Sale Shares is HK\$222,800,000, representing approximately HK\$0.6189 per Sale Share. Completion of the Sale and Purchase Agreement took place on 8 August 2025.

Immediately prior to Completion, none of the Offeror and the parties acting in concert with it was interested in any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

Immediately after Completion, the Offeror and parties acting in concert with it owned an aggregate of 360,000,000 Shares, representing 75% of the total issued share capital of the Company.

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

The purpose of this Composite Document of which this letter forms part is to provide you with, among other matters, the terms of the Offer, information relating to the Group and the Offeror, as well as to set out the letter from the Independent Board Committee containing its recommendations to the Independent Shareholders in respect of the Offer; and the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee in respect of the Offer.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 2.1 and Rule 2.8 of the Takeovers Code, the Independent Board Committee comprising all the non-executive Directors who have no direct or indirect interest in the Offer, namely Mr. Law Ka Wing Eric, Mr. Li Tao, Mr. Tam Tak Kei Raymond and Ms. Chen Yunxia, has been established to advise the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer.

As announced in the Company's announcement dated 25 August 2025, Capital 9 Limited has been appointed by the Company, with the approval of the Independent Board Committee, to advise the Independent Board Committee in connection with the Offer and, in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

LETTER FROM THE BOARD

You are advised to read the “Letter from the Independent Board Committee” addressed to the Independent Shareholders, the “Letter from the Independent Financial Adviser” and the additional information contained in the appendices to this Composite Document before taking any actions in respect of the Offer.

THE OFFER

Principal terms of the Offer

The “Letter from Huatai” of this Composite Document and the Form of Acceptance contain the information in respect of the Offer. The principal terms of the Offer are extracted below.

Huatai, on behalf of the Offeror and in compliance with the Takeovers Code, is making the Offer on the following basis:

For each Offer Share HK\$0.6189 in cash

The Offer Price of HK\$0.6189 per Offer Share under the Offer is same as the price per Sale Share of HK\$0.6189 paid by the Offeror pursuant to the Sale and Purchase Agreement.

As at the Latest Practicable Date, the Company has 480,000,000 Shares in issue, and the Company does not have any other outstanding Shares, options, warrants, derivatives or other securities 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 options, derivatives, warrants or other relevant securities which are convertible or exchangeable into Shares.

As at the Latest Practicable Date, (a) no dividends or distributions had been declared but unpaid; and (b) there was no intention for the Company to make, declare or pay any dividends or distributions.

The Offer will be made in compliance with the Takeovers Code. The Shares to be acquired under the Offer shall be fully paid and shall be acquired free from all liens, charges, encumbrances, pre-emptive rights and any other third-party rights of any nature and together with all rights attaching to them or subsequently becoming attached to them, including the right to receive all dividends, other distributions and return of capital, if any, announced, declared, made or paid after the close of the Offer.

LETTER FROM THE BOARD

Further details of the Offer

Further details of the Offer including, among others, the expected timetable, terms and procedures of acceptance of the Offer, are set out in Appendix I to this Composite Document and the Form of Acceptance.

INFORMATION ON THE GROUP

The Company was incorporated in the Cayman Islands with limited liability and its issued shares have been listed on the Main Board of the Stock Exchange since 19 September 2019. The Group is principally engaged in construction services and property investment business in Singapore. The Group specialises in providing construction services and solutions in (i) civil engineering works e.g. road works, earthworks, drainage works, earth retaining stabilising structures works and soil improvement works; (ii) building construction works mainly for industrial buildings which include substructure works, piling works, addition and alteration works and electrical and mechanical works; and (iii) other ancillary services which include logistics and transportation services of construction materials, and properties investment business including residential and industrial properties leasing. The Group's property investment business primarily includes residential and industrial properties leasing.

Your attention is drawn to Appendices II and III to this Composite Document which contain further financial information and general information of the Group.

LETTER FROM THE BOARD

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company immediately (i) before Completion and (ii) after Completion and as at the Latest Practicable Date:

Shareholders	Immediately before		Immediately after Completion	
	Completion		and as at the Latest	
	<i>Number of</i>	<i>Approximate</i>	<i>Number of</i>	<i>Approximate</i>
	<i>Shares</i>	<i>percentage of</i>	<i>Shares</i>	<i>percentage of</i>
		<i>shareholding</i>		<i>shareholding</i>
Offeror and parties acting in concert with it (<i>Note 1</i>)	–	–	360,000,000	75.00%
Vendor (<i>Note 2</i>)	360,000,000	75.00%	–	–
Public Shareholders	120,000,000	25.00%	120,000,000	25.00%
Total	<u>480,000,000</u>	<u>100.00%</u>	<u>480,000,000</u>	<u>100.00%</u>

Notes:

1. The Offeror is a company incorporated in the BVI with limited liability and is legally and beneficially wholly-owned by Ms. Wang.
2. The Vendor is a company incorporated in the BVI with limited liability and is legally and beneficially owned as to 20% and 80% by Mr. Chang Tin Duk Victor and Mr. Ho Chi Hong, respectively.
3. Certain percentage figures included in this table have been subject to rounding adjustments. Figures shown as total may not be an arithmetic aggregation of the figures preceding them.

INFORMATION ON THE OFFEROR

Your attention is drawn to the section headed “Information on the Offeror” in the “Letter from Huatai” of this Composite Document.

INTENTIONS OF THE OFFEROR REGARDING THE GROUP

Your attention is drawn to the section headed “Intentions of the Offeror regarding the Group” in the “Letter from Huatai” as set out in this Composite Document.

LETTER FROM THE BOARD

As set out in the said section, the Offeror intends to continue (i) the employment of existing management and employees of the Group (except for certain proposed changes to the members of the Board at a time no earlier than permitted under the Listing Rules and the Takeovers Code, or such later time as the Offeror considers to be appropriate) and (ii) the existing principal business of the Group. However, the Offeror also intends to review the operations and business activities of the Group to formulate a long-term business strategy for the Group. Subject to the results of such review, the Offeror may explore other business opportunities suitable for the Group and/or seek to expand the geographical coverage or offerings of the Group's principal business.

Save for above, (i) the Offeror has no intention to make material changes to the employment of employees of the Group; (ii) the Offeror has no intention to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business; and (iii) as at the Latest Practicable Date, no investment or business opportunity had been identified nor had the Offeror entered into any agreement, arrangement, understandings or negotiation in relation to the injection of any assets or business into the Group.

The Board is aware of the Offeror's intentions in respect of the Group and its employees and is willing to cooperate with the Offeror and act in the best interests of the Company and the Shareholders as a whole.

PROPOSED CHANGES IN COMPOSITION OF THE BOARD

As at the Latest Practicable Date, the Board comprised two executive Directors, namely, Mr. Ho Chi Hong and Mr. Chang Tin Duk Victor; one non-executive Director, namely, Mr. Law Ka Wing Eric; and three independent non-executive Directors, namely, Mr. Li Tao, Mr. Tam Tak Kei Raymond and Ms. Chen Yunxia.

Pursuant to the Sale and Purchase Agreement, (i) Mr. Ho Chi Hong and Mr. Chang Tin Duk Victor shall resign as executive Directors, (ii) Mr. Law Ka Wing Eric shall resign as non-executive Director; and (iii) all independent non-executive shall resign, all with effect from the day immediately after the close of the Offer.

Pursuant to Rule 7 of the Takeovers Code, except with the consent of the Executive, no resignation of Directors shall take effect until after the publication of the closing announcement on the first closing date of an offer, or the publication of the announcement that an offer has become or been declared unconditional, whichever is later. For the avoidance of doubt, such resignations under the Sale and Purchase Agreement shall not take effect until after the publication of the closing announcement on the Closing Date.

LETTER FROM THE BOARD

As disclosed in the section headed “Proposed changes in composition of the Board” in the “Letter from Huatai” of this Composite Document, the Offeror intends to nominate Ms. Wang and Ms. Ding as executive Directors to the Board, with effect from the day after the despatch of this Composite Document. The Offeror is in the course of identifying additional candidates for the Board subject to compliance with the Takeovers Code and the Listing Rules. Further announcement(s) will be made by the Company regarding changes in the Board composition when such changes come into effect, and as and when appropriate.

For details of the biography of Ms. Wang and Ms. Ding, please refer to the section headed “Information on the Offeror” in the “Letter from Huatai” of this Composite Document.

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

As mentioned in the section headed “Public float and maintaining the listing status of the Company” in the “Letter from Huatai” of this Composite Document, the Offeror has no intention to privatize the Company and intends to maintain the listing of the Shares on the Stock Exchange following the close of the Offer.

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25%, of the issued Shares (excluding treasury shares) are held by the public, or if the Stock Exchange believes that: (a) a false market exists or may exist in the trading of the Shares; or (b) there are insufficient Shares in public hands to maintain an orderly market; it will consider exercising its discretion to suspend dealings in the Shares.

Therefore, it should be noted that upon close of the Offer, there may be insufficient public float of the Shares and the trading in the Shares may be suspended until sufficient public float exists for the Shares.

Each of the sole director of the Offeror and the new directors proposed to be appointed to the Board have jointly and severally undertaken to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares after the Offer closes. Further announcement(s) will be made in accordance with the requirements of the Listing Rules and the Takeovers Code as and when appropriate.

LETTER FROM THE BOARD

RECOMMENDATION

Your attention is drawn to the “Letter from the Independent Board Committee” and the “Letter from the Independent Financial Adviser” in this Composite Document, which contains, among other things, their advice in relation to the Offer and the principal factors considered by them in arriving at their recommendation.

You are urged to read these letters and the additional information contained in the appendices to this Composite Document carefully before taking any action in respect of the Offer.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information contained in the appendices to this Composite Document. You are also recommended to read carefully the “Letter from Huatai” in this Composite Document and the accompanying Form(s) of Acceptance for further details in respect of the procedures for acceptance of the Offer.

If you are in doubt about your position in connection with the Offer, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

By order of the Board of
China Next-Gen Commerce and Supply Chain Limited
Ho Chi Hong
Chairman and Executive Director

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of a letter from the Independent Board Committee to the Independent Shareholders in respect of the Offer for inclusion in this Composite Document.

China Next-Gen Commerce and Supply Chain Limited

中國新零售供應鏈集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3928)

4 September 2025

To the Independent Shareholders

Dear Sir or Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY
HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED
FOR AND ON BEHALF OF EVER REALM CAPITAL LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
CHINA NEXT-GEN COMMERCE AND SUPPLY CHAIN LIMITED
(OTHER THAN THOSE ALREADY OWNED BY EVER REALM CAPITAL LIMITED
AND PARTIES ACTING IN CONCERT WITH IT)**

INTRODUCTION

We refer to the Composite Document issued jointly by the Offeror and the Company dated 4 September 2025, of which this letter forms part. Unless the context requires otherwise, terms used in this letter shall have the same meaning as those defined in the Composite Document.

We have been appointed by the Board to form the Independent Board Committee to consider and to advise the Independent Shareholders as to whether the Offer is fair and reasonable and to make a recommendation as to the acceptance of the Offer.

Capital 9 Limited has been appointed as the Independent Financial Adviser with our approval to make recommendation to us in respect of the Offer and, in particular, whether the Offer is fair and reasonable and to make recommendation in respect of the acceptance of the Offer. Details of its advice and recommendation, together with the principal factors and reasons which it has considered before arriving at such recommendation, are set out in the “Letter from the Independent Financial Adviser” in this Composite Document.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

We also wish to draw your attention to the “Letter from Huatai” and the “Letter from the Board” as set out in the Composite Document as well as the additional information set out in the appendices to the Composite Document.

We, being the members of the Independent Board Committee, have declared that, we are independent and do not have any conflict of interest in respect of the Offer and are therefore able to consider the Offer and to make recommendations to the Independent Shareholders.

RECOMMENDATION

Having considered the terms of the Offer and the advice from the Independent Financial Adviser, in particular the factors, reasons and recommendations as set out in its letter in the Composite Document, we consider that the Offer is not fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders not to accept the Offer.

The Independent Shareholders who wish to realise part or all their investments in the Company are reminded to monitor the trading price and liquidity of the Shares during the Offer Period and should, having regard to their own circumstances, consider selling their Shares in the open market instead of accepting the Offer, if the net proceeds obtained from such disposal of the Shares (after deducting all transaction costs) would be higher than the net proceeds from accepting the Offer.

Notwithstanding our recommendations, the Independent Shareholders are strongly recommended to read the full text of the “Letter from the Independent Financial Adviser” as set out in this Composite Document before making their decisions. Further, the Independent Shareholders are strongly advised that the decision to release or hold their investments is subject to individual circumstances and investment objectives. If in doubt, the Independent Shareholders should consult their own professional advisers for advice.

Yours faithfully,
**Independent Board Committee of
China Next-Gen Commerce
And Supply Chain Limited**

Mr. Law Ka Wing Eric
Non-executive Director

Mr. Li Tao
Independent non-executive Director

Mr. Tam Tak Kei Raymond
Independent non-executive Director

Ms. Chen Yunxia
Independent non-executive Director

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the text of a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer for the purpose of incorporation into this Composite Document.



Unit 1219, 12/F,
Bank of America Tower,
12 Harcourt Road,
Central,
Hong Kong

4 September 2025

*To the Independent Board Committee of
China Next-Gen Commerce and Supply Chain Limited*

Dear Sir/Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY
HUATAI FINANCIAL HOLDINGS (HONG KONG) LIMITED
FOR AND ON BEHALF OF EVER REALM CAPITAL LIMITED TO ACQUIRE
ALL THE ISSUED SHARES IN CHINA NEXT-GEN COMMERCE AND SUPPLY CHAIN
LIMITED (OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE
ACQUIRED BY EVER REALM CAPITAL LIMITED AND PARTIES ACTING IN
CONCERT WITH IT)**

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee in respect of the Offer, particulars of which are set out in the section headed “Letter from Huatai” (the “**Letter from Huatai**”) contained in the composite document of the Company and the Offeror dated 4 September 2025 (the “**Composite Document**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Composite Document unless the context requires otherwise.

Reference is made to the Joint Announcement in relation to, among other things, the Sale and Purchase Agreement and the Offer. Immediately prior to Completion, none of the Offeror and parties acting in concert with it owns, control or has direction over any Share or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately upon Completion, the Offeror and parties acting in concert are in aggregate interested in 360,000,000 Shares, representing approximately 75% of the total issued share capital of the

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Company. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make the Offer for all the issued Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it.

THE INDEPENDENT BOARD COMMITTEE

Pursuant to Rule 2.1 and Rule 2.8 of the Takeovers Code, the Independent Board Committee comprising all the non-executive Directors who have no direct or indirect interest in the Offer, namely Mr. Law Ka Wing Eric, Mr. Li Tao, Mr. Tam Tak Kei Raymond and Ms. Chen Yunxia, has been established to advise the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer.

With the approval of the Independent Board Committee in accordance with Rule 2.1 of the Takeovers Code, we have been appointed as the Independent Financial Adviser to advise the Independent Board Committee in this regard.

We are not in the same group as the financial or other professional advisers (including stockbrokers) to the Company and to the Offeror, and we are not associated with the Offeror or the Company or any party acting, or presumed to be acting in concert with any of them and we had not had, any connection, financial assistance or otherwise, with either the Offeror or the Company or the controlling shareholder(s) of either of them. In the past two years preceding the Latest Practicable Date, Capital 9 Limited has acted as the independent financial adviser to advise the then independent board committee of the Company in respect of the mandatory unconditional cash offer made by the Vendor to acquire all the issued shares in the Company (other than those already owned and/or agreed to be acquired by the Vendor and/or parties acting in concert with it) as detailed in the composite document of the Company dated 20 August 2024). Capital 9 Limited received normal professional fees from the Company under such engagement. Save for the aforesaid engagement, there was no engagement between the Company and/or the Offeror and us. Apart from the normal advisory fee payable to us in connection with this appointment as the Independent Financial Adviser, no arrangement exists whereby we shall receive any other fees or benefits from the Company, the Offeror, any of their respective substantial shareholders, directors or chief executives, their respective associates, or any person acting, or presumed to be acting, in concert with any of them. Accordingly, we are qualified to give independent advice in relation to the Offer.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

BASIS OF OUR OPINION

In formulating our opinion and recommendation to the Independent Board Committee, we have reviewed, among other things, the annual and interim report of the Company for the year ended 30 September 2024 (the “**2024 AR**”) and the six months ended 31 March 2025 (the “**2025 IR**”) and information contained in the Composite Document.

In addition, we have relied on (i) the information, facts and representations provided, and the opinions and views expressed, to us by the Company, the Directors and/or the management of the Group, and (ii) the information, facts, representations, opinions and views of the Company, the Directors, the management of the Group and/or the Offeror contained or referred to in the Composite Document, including but not limited to the Letter from the Board and the Letter from Huatai contained therein, all of which have been assumed to be true, accurate and complete at the time they were made and to continue to be so as at the Latest Practicable Date. We understand that the Company will notify the Shareholders of any material changes during the Offer Period as soon as possible in accordance with the Takeovers Code. The Independent Shareholders will be notified of any material changes of such information provided and our opinion, if any, as soon as possible throughout the Offer Period. We have also assumed that all statements of belief, opinion, view and intention made by the Company, the Directors, the management of the Group and/or the Offeror in the Composite Document, including but not limited to the Letter from the Board and the Letter from Huatai contained therein, were reasonably made after due and careful enquiry and the expectations and intentions of the Company, the Directors, the management of the Group and/or the Offeror will be met or carried out as the case may be. We consider that we have received and reviewed sufficient information to form an informed view and have no reason to believe that any material information has been omitted or withheld, or to doubt the truth, accuracy and completeness of the information and representations provided to us by the Company, the Directors, the management of the Group and/or the Offeror. The Company has confirmed to us that no material facts which would have material impact on our formulating our opinion and recommendation to the Independent Board Committee have been withheld or omitted from the information provided to us, the opinion expressed to us, and/or information or opinion contained or referred to in the Composite Document.

We have not, however, carried out any independent verification of the information provided by the Company, the Directors, the management of the Group and/or the Offeror, nor have we conducted any independent investigation into the business, financial conditions and affairs of the Group, the Offeror, or any of their respective subsidiaries, controlled entities, jointly controlled entities or associates. We consider that we have performed our duties with impartiality and independence from the Company and the Offeror.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As stated in the Composite Document, the Directors jointly and severally accept full responsibility for the accuracy of information contained in the Composite Document (other than any information relating to the Offeror and its concert parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Composite Document (other than those 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.

Also, the sole director of the Offeror, Ms. Wang Kelly, accepts full responsibility for the accuracy of the information contained in the Composite Document (other than those relating to the Vendor and the Group), and confirm, having made all reasonable inquiries, that to the best of her knowledge, opinions expressed in the Composite Document (other than the opinions expressed by the Directors) 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 contained in the Composite Document misleading. The Company will notify the Independent Shareholders of any material changes to information contained or referred to in the Composite Document as soon as possible in accordance with Rule 9.1 of the Takeovers Code. The Independent Shareholders will also be informed as soon as possible when there are any material changes to the information contained or referred to herein as well as changes to our opinion, if any, after the Latest Practicable Date and throughout the Offer Period pursuant to Rule 9.1 of the Takeovers Code.

We have not considered and express no opinion on the tax and regulatory implications on the Independent Shareholders of their acceptances or non-acceptances of the Offer since these are dependent upon their own individual circumstances. In particular, the Independent Shareholders who are resident outside Hong Kong or subject to overseas taxes or Hong Kong taxation on securities dealings should consider their own tax positions with regard to the Offer and, if in any doubt, should consult their own professional advisers.

This letter is issued for the information of the Independent Board Committee solely in connection with their consideration of the Offer. Except for its inclusion in the Composite Document, this letter may not be quoted or referred to, in whole or in part, nor shall this letter be used for any other purposes, without our prior written consent.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

PRINCIPAL REASONS AND FACTORS CONSIDERED

In arriving at our recommendation to the Independent Board Committee in respect of the Offer, we have taken into consideration the following principal reasons and factors:

(1) Information on the Group

(a) Historical financial performance

The Group is principally engaged in construction services, including (a) civil engineering works, (b) building construction works and (c) other ancillary services, and property investment business, mainly includes residential and industrial properties leasing, in Singapore. Set out below is a summary of the financial information of the Group for the year ended 30 September 2023 (“FY2023”) and 2024 (“FY2024”) and the six months ended 31 March 2024 (“1H2024”) and 2025 (“1H2025”) as extracted from the 2024 AR and 2025 IR, and further confirmed by the Company:

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Operating performance

	FY2023	FY2024	1H2024	1H2025
	<i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>	<i>S\$'000</i>
	(audited)	(audited)	(unaudited)	(unaudited)
Revenue , comprising	56,056	55,973	23,625	31,956
(i) Construction services	55,589	55,467	23,344	31,679
— <i>Civil engineering works</i>	48,157	51,993	21,283	31,523
— <i>Building construction works</i>	7,395	139	61	9
— <i>Other ancillary services</i>	37	3,335	2,000	147
(ii) Rental from property investment	467	506	281	277
Cost of services	(52,250)	(51,174)	(20,872)	(29,117)
Gross profit	3,806	4,799	2,753	2,839
<i>Gross profit margin</i>	6.8%	8.6%	11.7%	8.9%
Other income	191	342	217	103
Other gains and losses	3,314	793	130	510
Administrative expenses	(5,691)	(5,999)	(2,554)	(2,632)
(Allowance for)/reversal of expected credit losses on financial assets and contract assets, net	(1,326)	190	161	(45)
Finance costs	(996)	(906)	(454)	(361)
Share of result of a joint venture	(575)	(3)	(1)	(1)
Profit/(Loss) before taxation	(1,277)	(784)	252	413
Income tax	240	—	—	—
Profit/(Loss) and total comprehensive income/(loss) for the year/period	(1,037)	(784)	252	413
<i>Net profit margin</i>	—	—	1.1%	1.3%

FY2024 compared with FY2023

For FY2024, the Group's revenue decreased by approximately S\$0.1 million or 0.2% to approximately S\$56.0 million from approximately S\$56.1 million for FY2023. As stated in 2024 AR and further advised by the Company, such slight decrease was mainly due to a decrease in revenue from building construction works by approximately S\$7.2 million, mainly driven by overall decrease in building construction works projects as those projects were at their tail end stage of completion in FY2024 and the revenue contribution at such stage was generally lower than that in the middle stage of works in FY2023. Such decrease was partly offset by (i) increase

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in revenue from civil engineering works of approximately S\$3.8 million mainly due to (a) improvement in progress of civil engineering works, particularly resumption of progress of certain delayed old projects and (b) commencement of projects awarded in late FY2023 and in FY2024; and (ii) increase in revenue from other ancillary services by approximately S\$3.3 million, mainly due to a one-off salvage works related to the demolition of shipyard.

The Group recorded a reduction in net loss of approximately S\$0.2 million from approximately S\$1.0 million for FY2023 to approximately S\$0.8 million for FY2024. As stated in 2024 AR, such decrease was mainly due to (i) the increase in gross profit by approximately S\$1.0 million, which was primarily driven by the higher profit margins contributed by other ancillary services and the improvement of cost management for the Group's ongoing projects; (ii) net reversal of expected credit losses on financial assets and contract assets of approximately S\$0.2 million for FY2024, reversing from a net allowance for expected credit losses on financial assets and contract assets of approximately S\$1.3 million for FY2023, mainly due to the stabilisation in performance of the prevailing construction industry and slight improvement in the Group's historical observed default rates over the expected life of its debtors and forward-looking factors specific to the debtors and the economic environment; and (iii) decrease in loss of share of result of a joint venture by approximately S\$0.6 million from approximately S\$0.6 million for FY2023 to approximately S\$3,000 for FY2024 as the joint venture was dormant in FY2024, partly offset by (i) the decrease in other gains and losses by approximately S\$2.5 million, primarily driven by (a) a decrease in net gain on disposal of property, plant and equipment of approximately S\$3.1 million and (b) an increase in net foreign exchange losses of approximately S\$0.1 million; and (ii) the increase in administrative expenses, mainly professional fees, by approximately S\$0.3 million.

As stated in the 2024 AR, the aforesaid financial assets mainly include the Group's trade receivables. The contract assets represent the Group's rights to considerations from customers for the provision of construction services, which arise when: (i) the Group completed the relevant services under such contracts (i.e revenue not yet been billed to the customers which the Group have completed the relevant services under such contracts but yet certified by representatives appointed by the customers); and (ii) the customers withhold certain amounts payable to the Group as retention money to secure the due performance of the contracts after completion of the relevant works.

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1H2025 compared with 1H2024

For 1H2025, the Group's total revenue increased by approximately S\$8.4 million or approximately 35.6% to approximately S\$32.0 million from approximately S\$23.6 million for 1H2024. As stated in the 2025 IR and further advised by the Company, such increase was mainly due to an increase in revenue from civil engineering works by approximately S\$10.2 million, which was mainly driven by improvement in progress in certain major private projects and recognition of revenue from new projects of higher contract value in 1H2025 as compared to that in 1H2024, partially offset by a revenue decrease from other ancillary services by approximately S\$1.9 million, mainly due to a one-off revenue recognised from salvage works related to the demolition of shipyard in 1H2024 but nil in 1H2025.

The Group's net profit for 1H2025 increased by approximately S\$0.2 million compared to 1H2024, mainly attributable to net increase in other gains by approximately S\$0.4 million, primarily driven by increase in net foreign exchange gains and net gain from sale of scrap materials by approximately S\$0.3 million and S\$0.1 million respectively, which was partly offset by (i) a decrease in other income of approximately S\$0.1 million, mainly due to decrease in rental income from renting equipment; and (ii) additional allowance being provided for impairment losses on other receivables arising from the expected credit losses assessment by approximately S\$0.2 million.

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Financial position

	As at 30 September		As at
	2023	2024	31 March
	S\$'000	S\$'000	2025
	(audited)	(audited)	(unaudited)
Non-current assets	27,798	29,330	28,217
Property, plant and equipment	11,213	11,819	10,696
Investment properties	10,550	11,460	11,460
Investment properties held under joint operations	4,250	4,250	4,250
Interest in a joint venture	11	8	7
Financial assets at fair value through profit or loss	1,267	1,282	1,294
Bank deposits	507	511	510
Current assets	35,815	40,317	35,105
Trade receivables	4,476	7,962	6,852
Other receivables, deposits and prepayments	2,485	2,434	2,759
Contract assets	20,572	23,782	20,846
Bank balances and cash	8,282	6,139	4,648
Current liabilities	27,324	35,184	28,989
Trade and other payables	16,124	20,008	15,023
Contract liabilities	35	3,899	6,256
Bank overdrafts	4,614	4,480	4,043
Bank borrowings	6,038	5,945	2,828
Bank borrowings held under joint operations	96	101	115
Lease liabilities	417	751	724
Non-current liabilities	8,330	7,288	6,746
Bank borrowings	4,813	3,546	3,427
Bank borrowings held under joint operations	2,364	2,262	2,195
Lease liabilities	1,153	1,480	1,124
Net current assets	8,491	5,133	6,116
Net assets	27,959	27,175	27,587
Gearing ratio (Note)	69.7%	68.3%	52.4%

Note:

The gearing ratio is calculated by dividing all bank overdrafts, bank borrowings (including bank borrowings held under joint operations) and lease liabilities by total equity at the year-end/period-end date and expressed as a percentage.

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30 September 2024 compared with 30 September 2023

As to the financial position of the Group, as shown in the table above, the Group recorded a decrease in net assets by approximately S\$0.8 million or 2.8% to approximately S\$27.2 million as at 30 September 2024 from approximately S\$28.0 million as at 30 September 2023. Such decrease was mainly due to (i) the increase in the trade and other payables by approximately S\$3.9 million, which was in line with the increase in trade receivables relating to certain major civil private projects as stated below and due to receipt of bills from subcontractors relating mainly to those projects and (ii) increase in contract liabilities by approximately S\$3.9 million due to consideration received from customers of certain civil private projects for works to be completed by the Group, partly offset by the increase in the trade receivables and contract assets by approximately S\$3.5 million and approximately S\$3.2 million respectively relating to stage completion of certain civil private projects.

The Group's trade and other receivables and trade and other payables were derived in the usual business operations of the Company. Amounts of contract assets represent the Group's rights to considerations from customers for the provision of construction services, which arise when: (i) the Group completed the relevant services under such contracts; and (ii) the customers withhold certain amounts payable to the Group as retention money to secure the due performance of the contracts for a period of generally 12 months (defect liability period) after completion of the relevant works. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it becomes unconditional and is invoiced to the customer. The contract liabilities represent the Group's obligation to transfer services to customers for which the Group has received consideration (or an amount of consideration is due) from the customers.

31 March 2025 compared with 30 September 2024

The Group recorded an increase in net assets by approximately S\$0.4 million or 1.5% to approximately S\$27.6 million as at 31 March 2025 from approximately S\$27.2 million as at 30 September 2024.

Such increase was mainly due to the decrease in the trade and other payables by approximately S\$5.0 million, mainly due to settlement of bills of major subcontractors of certain major civil projects for their works delivered and settlement of accrued expenses, being professional fee incurred in the mandatory unconditional cash offer in 2024, partly offset by the decrease in the trade receivables by approximately S\$1.1 million, due to settlement by relevant customers and decrease in contract assets by approximately S\$2.9 million, mainly due to reclassification of contract assets relating to certain major civil public and private projects to trade receivables as the relevant customers were invoiced.

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(b) Outlook

The Group is principally engaged in construction services and property investment business in Singapore. The construction services mainly include (a) civil engineering works, such as road works, earthworks, drainage works, earth retaining stabilising structures works and soil improvement works; (b) building construction works mainly for industrial buildings which include substructure works, piling works, addition and alteration works and electrical and mechanical works; and (c) other ancillary services.

As released in the economic survey of Singapore for the first and second quarter of 2025 by the Ministry of Trade and Industry of the Republic of Singapore (“**MTI**”), a government body of Singapore, in May 2025 and August 2025¹, driven by the increase in both public and private sector construction output, the construction sector in Singapore grew by 5.5% and 6.0% year-on-year respectively, faster than the 4.4% growth in the fourth quarter in 2024. Nominal certified progress payments, a proxy for construction output, rose by 8.9% and 10.3% year on-year respectively in the two quarters, which were supported by expansions in both the public civil engineering, institutional and other building works as well as private residential and commercial building works. Further, the construction demand in terms of contracts awarded rose by 45.9% and 12.7% year-on-year respectively in the first and second quarter in 2025, which was driven by both public and private civil engineering and building works.

According to the media release of the Building and Construction Authority (“**BCA**”) in Singapore on 23 January 2025², BCA projects the total construction demand, i.e. the value of construction contracts to be awarded, to range between S\$47 billion and S\$53 billion in nominal terms in 2025. Such demand is underpinned by the expected award of contracts for several large-scale developments, such as Changi Airport Terminal 5 (the “**T5**”) and the expansion of the Marina Bay Sands Integrated Resort, alongside public housing development and upgrading works. BCA expects that the outlook for construction demand in the medium-term from 2026 to 2029 to remain strong as the demand will continue to be supported by developments such as the T5, steady pipeline of public housing development, other urban rejuvenation developments and other redevelopments works. Nevertheless, BCA also states that while the medium-term construction demand is projected to be robust, the schedules and phasing of projects are subject to change, particularly due to potential unforeseen risks arising from an uncertain global economic climate.

¹ https://www.mti.gov.sg/-/media/MTI/Resources/Economic-Survey-of-Singapore/2025/Economic-Survey-of-Singapore-First-Quarter-2025/FullReport_1Q25.pdf
https://www.sgpc.gov.sg/api/file/getfile/ESS_2Q25_full%20report.pdf?path=/sgpcmedia/media_releases/mti/press_release/P-20250812-2/attachment/ESS_2Q25_full%20report.pdf

² <https://www1.bca.gov.sg/about-us/news-and-publications/media-releases/2025/01/23/construction-demand-to-remain-strong-for-2025>

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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 such period. As advised by the Company, based on the Group's over 25 years of experience in the industry, the aforesaid industry trend is considered to be favourable to the Group as those projects normally require other supplementary areas of engineering works from service providers of civil engineering and/or building construction works such as the Group. Meanwhile, the construction industry in Singapore stays competitive and the outlook of the construction service business of the Group depends on the Group's ability to grasp the business opportunities and be awarded contracts with reasonable profit margin rolled out in the market.

As stated in 2025 IR, the Group will continue to remain focus on its business strategies of strengthening its core expertise through improving productivity, enhancing its technical capabilities, financial management and upskilling of its workforce. The Group believes that this will improve its competitiveness and adaptability to the changing market demands.

Taking into account (i) the positive outlook of the construction industry in Singapore, as evidenced by the statistics released by MTI and BCA as mentioned above, and (ii) the aforesaid outlook is considered favourable to the Group as new construction projects normally require other supplementary areas of engineering works from services providers (including the Group) of civil engineering and/or building construction works, we concur with the Company's view that the outlook of the Singapore construction industry is positive and it is favourable to the Group's business as a construction services provider in Singapore. Nevertheless, we also concur with the Company's view that the Group's outlook also depends on the ability of the Group to grasp the business opportunities arise in the market and be awarded contracts with reasonable profit margin given the competitive operating environment.

(2) Background of the Offeror and its intention for the Group

As stated in the Letter from the Board, the Offeror is a company incorporated in the BVI with limited liability incorporated for the purpose of making the Offer and is principally engaged in investment holding. As at the Latest Practicable Date, save for entering into of the Sale and Purchase Agreement, the Offeror did not engage in any other business activities.

As stated in the Letter from Huatai, Ms. Wang, the sole shareholder and the sole director of the Offeror, has been serving as a director of Astrum Apex Investments Limited, a private company engaged in investment holding, since October 2024, where she is mainly responsible for identifying and evaluating a spectrum of investment opportunities. Apart from her investment experience in different sectors as mentioned above, Ms. Wang does not have direct experience in the principal business of the Group. The Offeror intends to continue the employment of the existing management and employees of the Group (except for a proposed change to the members

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of the Board at a time no earlier than that as permitted under the Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate) to continue the existing principal business of the Group immediately following Completion. The Offeror intends to nominate Ms. Wang and Ms. Ding Ziyi as executive Directors to the Board, with effect from the day after the despatch of the Composite Document. Ms. Ding is a deputy general manager at Astrum Apex Investments Limited, where she is primarily responsible for conducting research and due diligence on investment projects, ensuring regulatory compliance and overseeing implementation of risk control measures. Mr. Ding worked for nine years at Sundial Law Firm from May 2016 to June 2025 with her last role serving as a partner, where she specialised in capital markets, mergers and acquisitions, corporate compliance, restructuring, financing and other securities transactions. The Offeror is in the course of identifying additional candidates for the Board subject to compliance with the Takeovers Code and the Listing Rules.

The Offeror intends to maintain the listing of the Shares on the Stock Exchange after the close of the Offer. The Offeror also intends to review the operation and business activities of the Group to formulate a long-term business strategy for the Group. Subject to the results of such review, the Offeror may explore other business opportunities suitable for the Group and/or seek to expand the geographical coverage or offerings of the principal business of the Group. The Offeror has no intention to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business. As at the Latest Practicable Date, no investment or business opportunity has been identified nor had the Offeror entered into any agreement, arrangement, understandings or negotiation in relation to the injection of any assets or business into the Group.

The Independent Shareholders should be aware that the future operating performance of the Group will be subject to any business plans and strategies for the business development of the Group to be formulated by the Offeror and the new Board. In addition, taking into account the entire existing Board will resign and neither Ms. Wang nor Ms. Ding, who will be nominated to the new Board, have any management experience directly related to the principal business of the Group as shown in their background stated above, the Company's outlook under management by the new Board is considered uncertain.

(3) The Offer

(a) Principal terms

Huatai, on behalf of the Offeror and in compliance with the Takeovers Code, is making the Offer at the Offer Price of HK\$0.6189 in cash for each Offer Share, which is the same as the price per Sale Share paid by the Offeror pursuant to the Sale and Purchase Agreement.

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The Offer is made to the Independent Shareholders. It is unconditional in all respects and is not conditional upon acceptances being received in respect of a minimum number of Offer Shares or any other condition. Acceptance of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code, details of which are set out in the section headed “5. Right of withdrawal” in Appendix I to the Composite Document.

As at the Latest Practicable Date, the Company has 480,000,000 Shares in issue and the Company does not have any other outstanding Shares, options, warrants, derivatives or other securities 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 options, derivatives, warrants or other relevant securities which are convertible or exchangeable into Shares.

Comparison of value

The Offer Price of HK\$0.6189 per Offer Share represents:

- (i) a discount of approximately 86.94% to the closing price of HK\$4.74 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 82.32% to the closing price of HK\$3.5 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 75.02% to the average closing price of approximately HK\$2.4780 per Share based on the daily closing prices as quoted on the Stock Exchange for the five consecutive trading days immediately prior to and including the Last Trading Day;
- (iv) a discount of approximately 71.84% to the average closing price of approximately HK\$2.1980 per Share based on the daily closing prices as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to and including the Last Trading Day;
- (v) a discount of approximately 68.25% to the average closing price of approximately HK\$1.9493 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the Last Trading Day;

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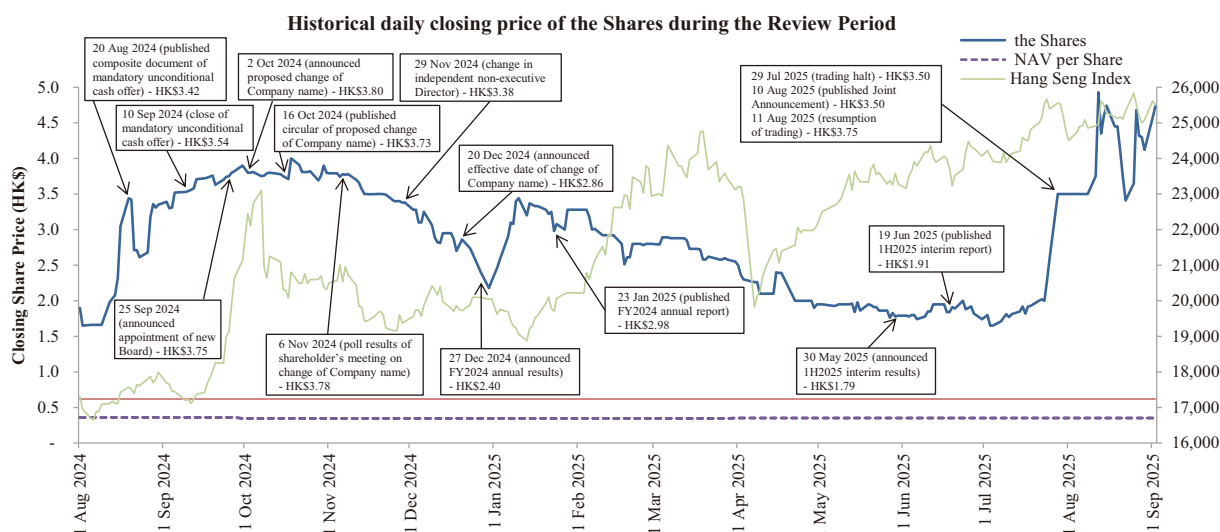
(vi) a premium of approximately 78.63% over the Group's audited consolidated net assets attributable to the Shareholders ("NAV") per Share of approximately HK\$0.3465 as at 30 September 2024, calculated based on a total of 480,000,000 Shares as at the Latest Practicable Date and the Group's audited NAV of approximately S\$27.17 million (equivalent to approximately HK\$166.31 million) as at 30 September 2024; and

(vii) a premium of approximately 75.95% over the Group's unaudited NAV per Share of approximately HK\$0.3517 as at 31 March 2025, calculated based on a total of 480,000,000 Shares as the Latest Practicable Date and the Group's unaudited NAV of approximately S\$27.59 million (equivalent to approximately HK\$168.84 million) as at 31 March 2025.

To assess the fairness and reasonableness of the Offer Price, we have analysed the Offer Price with reference to (i) the historical price performance of the Shares and comparison with NAV per Share; (ii) the historical trading liquidity of the Shares; and (iii) the peer comparison.

(i) Historical price performance of the Shares and comparison with NAV per Share

The chart below depicts the closing price level of the Shares as quoted on the Stock Exchange from 1 August 2024 (being around 1-year before the Last Trading Day) and up to and including the Latest Practicable Date (the "**Review Period**"), the comparison among the closing price of the Shares, Offer Price and NAV per Share, and comparison of closing price trend of the Shares with the trend of Hang Seng Index:



Source: Website of the Stock Exchange (www.hkex.com.hk)

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We consider the length of the Review Period to be reasonably long enough to illustrate the historical trend and level of movement of the closing prices of the Shares.

The Offer Price represents a discount to the closing price of the Shares throughout the Review Period. As shown in the price chart above, the closing price of the Shares increased gradually from HK\$1.65 on 2 August 2024 to HK\$4 on 18 October 2024, then there was a decreasing trend till the end of 2024. During this period, the close of previous mandatory unconditional cash offer made by the Vendor in September 2024, the appointment of new Board after the aforesaid previous offer and the change of the name of the Company to reflect the Company's intention to diversify its business into the retail and supply chain sectors were announced. The Share price closed at HK\$2.18 on 30 December 2024, being the trading day after the announcement of annual results for FY2024 by the Company on 27 December 2024, and then moved upwards and reached HK\$3.44 in early January 2025 (10 January 2025). After that, the price of the Shares declined gradually and closed at HK\$1.65 on 3 July 2025, regardless the announcement and report of the financial results for 1H2025, which showed an improvement in the Group's financial performance in terms of revenue and net profit compared to that for 1H2024, was announced by the Company on 30 May 2025 and 19 June 2025 respectively. Then, regardless no specific news was announced by the Company, there was a sharp increase in the closing price of the Shares from the end of July 2025, reaching HK\$3.5 on 28 July 2025, the Last Trading Day prior to the trading halt of the Shares pending the publication of the Joint Announcement. After resumption of trading of the Shares on 11 August 2025, the closing price of the Shares moved upwards to HK\$3.75 and further to HK\$4.93 on 12 August 2025, which is believed by the Directors to be due to the announcement of the Offer. The Share closed at HK\$4.74 on the Latest Practicable Date and the Offer Price represented a discount of 86.94% to it.

As shown in the chart above, the Share traded at a premium to NAV per Share as at 30 September 2024 and 31 March 2025. This indicates that investors might not have valued the Shares of the Company based solely on the underlying value of the Group's assets. Hence, the premium of the Offer Price over NAV per Share as at 30 September 2024 or 31 March 2025 is considered less representative in accessing the fairness and reasonableness of the Offer Price, as compared to the day-to-day market value of the Shares.

Further, it is noted from the chart above that the closing price trend of the Shares was not in line with the trend of the Hang Seng Index in certain months during the Review Period, particularly from January to June 2025. As advised by the Company, apart from the aforesaid announcements, they are not aware of any particular news of the Group leading to the aforesaid historical closing price movement of the Shares and difference with the trend of the Hang Seng Index. Given the Hang Seng Index is a free-float market capitalisation weighted index of the largest companies only that trade on the Stock Exchange, it is considered that the difference in pricing trend with the Hang Seng Index is not uncommon among listed companies of smaller size including the Company. Hence, comparison with the Hang Seng Index is considered not relevant in

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assessing the fairness and reasonableness of the Offer Price. Based on the observation above, it is considered that the investors may not buy or sell the Shares at a price principally with reference to the news and underlying value of the Company or the trend of Hang Seng Index.

Taking into account (i) the Share price closed above the Offer Price throughout the Review Period; and (ii) the significant discount of 86.94%, 82.32%, 75.02%, 71.84% and 68.25% represented by the Offer Price to the closing price per Share on the Latest Practicable Date, the Last Trading Day, the average Share closing price for the last five, 10 and 30 consecutive trading days immediately prior to and including the Last Trading Day respectively, albeit the premium represented by the Offer Price over the NAV per Share as at 30 September 2024 or 31 March 2025, the Offer Price is not fair and reasonable.

Independent Shareholders should note that the information set out above is not an indicator of the future performance of the price of the Shares which may increase or decrease after the Latest Practicable Date and close of the Offer.

(ii) Historical trading liquidity of the Shares

The table below sets out the trading volume of the Shares and the percentages of average daily trading volume to the total number of issued Shares and Shares held by the public Shareholders, respectively during the Review Period:

Month/period	Total trading volume for the month/period	Number of trading days	Average daily trading volume	Average daily trading volume	
				over total	number of
				number of	issued Shares
				over total	held by the
				number of	public
				issued Shares	Shareholders
			(Note 1)	(Note 2)	(Note 3)
	Shares	days	Shares	%	%
2024					
August	2,183,700	22	99,259	0.02	0.08
September	1,484,000	19	78,105	0.02	0.07
October	1,998,000	21	95,143	0.02	0.08
November	1,252,000	21	59,619	0.01	0.05
December	778,000	20	38,900	0.01	0.03

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Month/period	Total trading volume for the month/period	Number of trading days	Average daily trading volume	Average daily trading volume over total number of issued Shares	Average daily trading volume over total number of issued Shares held by the public Shareholders
	<i>Shares</i>	<i>days</i>	<i>(Note 1)</i> <i>Shares</i>	<i>(Note 2)</i> <i>%</i>	<i>(Note 3)</i> <i>%</i>
2025					
January	506,000	19	26,632	0.01	0.02
February	160,000	20	8,000	0.00	0.01
March	240,000	21	11,429	0.00	0.01
April	348,000	19	18,316	0.00	0.02
May	754,000	20	37,700	0.01	0.03
June	4,394,000	21	209,238	0.04	0.17
July	758,000	19	39,895	0.01	0.03
August	18,370,000	15	1,224,667	0.26	1.02
September					
(up to the Latest Practicable Date)	1,010,000	2	505,000	0.11	0.42

Notes:

1. Calculated by dividing the total trading volume for the month/period by the number of trading days during the month/period.
2. Calculated by dividing the average daily trading volumes of the Shares by the total issued Shares at the end of each month or as at the Latest Practicable Date, where applicable.
3. Calculated by dividing the average daily trading volumes of the Shares by the total issued Shares held by the public Shareholders at the end of each month or as at the Latest Practicable Date, where applicable.

During the Review Period, the average daily trading volume ranged from approximately 8,000 Shares (in February 2025) to approximately 1,224,667 Shares (in August 2025), representing less than 0.01% to approximately 0.26% of the total number of issued Shares, and approximately 0.01% to 1.02% of the total number of issued Shares held by the public Shareholders, as at the end of the respective month/period.

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The Independent Shareholders may encounter difficulties in selling a significant number of Shares in the open market at a fixed price cash price within a short period of time without disturbing the market. Nevertheless, we noted from the trading volume released in the website of the Stock Exchange that the highest average daily trading volume of the Shares during the Review Period was recorded in August 2025, reaching approximately 1.2 million Shares and resulting in monthly trading volume of approximately 18.4 million Shares, being the highest level during the Review Period. We further noted that the daily trading volume of the Shares on a single day on 11 August 2025 (being the date the Shares resumed trading after publication of the Joint Announcement), 25 August 2025 and 29 August 2025 could reach over 2.7 million Shares, 2.5 million Shares and 4.6 million Shares respectively, representing over 15%, 13% and 25% respectively of the aforesaid highest level of monthly trading volume recorded by the Group during the Review Period.

In addition, regardless of the substantial increase in the number of Shares sold in the market on 11 and 12 August 2025, amounting to over 2.7 million and 1.7 million Shares respectively, compared to the daily trading volume before the publication of the Joint Announcement during the Review Period as shown in the table above, the closing price of the Shares increased to HK\$3.75 on 11 August 2025 from HK\$3.5 before the trading halt, and further surged to HK\$4.93 (i.e. over 7 times higher than the Offer Price) on 12 August 2025, indicating the trading price of the Shares may not definitely move downwards with the increase in the number of Shares sold in the market. Hence, instead of accepting the Offer, the Shareholders who intend to realise their investment in the Shares are recommended to sell their Shares in the market if net proceeds from such sale of Shares would exceed the net amount receivable under the Offer.

(iii) Peer comparison

In order to assess the fairness and reasonableness of the Offer Price, we have sought to identify comparable companies on the website of the Stock Exchange for peer comparison based on the criteria that the company is (i) currently listed and traded on the Stock Exchange; and (ii) principally engaged in business similar with that of the Group, and with over 50% revenue of the latest preceding year contributed by construction services and solutions in Singapore, mainly civil engineering works e.g. road works, earthworks, drainage works, earth retaining stabilising structures works and soil improvement works, given over 85% of the Group's revenue for FY2023 and FY2024 were contributed by the aforesaid construction services. We did not include the construction company which mainly operated in other geographical locations such as China or Hong Kong as the operating environment, cost structure such as wage level of the workers etc are expected to be different between Singapore and those other locations. Based on the aforesaid criteria, only one comparable, namely Chuan Holdings Limited (stock code: 1420), can be identified by all exhaustive means. We have discussed with and understand from the Company that principal business of such comparable in Singapore is similar with that of the Group. However,

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peer comparison is considered not applicable as only one comparable can be identified. We have thus focused our analysis of the Offer Price on historical trading performance and underlying fundamentals of the Company as discussed above.

RECOMMENDATION

Notwithstanding the Offer Price represents a premium to the NAV per Share as at 30 September 2024 and 31 March 2025, the Offer Price is unattractive, given it (i) represents a discount to the closing price of the Shares throughout the Review Period, and (ii) represents a discount of around 70% or more to the closing price of the Shares on the Latest Practicable Date, the Last Trading Day, and the five-day, 10-day and 30-day average closing price of the Shares immediately prior to and including the Last Trading Day respectively. Hence, we are of the view that the Offer is not fair and not reasonable so far as the Independent Shareholders are concerned.

On the other hand, having considered

- (a) the uncertainty in the Group's financial performance given the net loss made by the Group for FY2023 and FY2024, and the decline in overall gross profit margin for 1H2025 compared to that for 1H2024 despite the overall revenue increase from 1H2024 to 1H2025;
- (b) notwithstanding the outlook of the construction industry might be positive in the near future in light of the statistics of construction output and demand as released by MTI and BCA, which is considered favourable to the Group as new construction projects normally require other supplementary areas of engineering works from services providers (including the Group) of civil engineering and/or building construction works, whether the Group can grasp the business opportunities and being awarded relevant contracts with reasonable profit margin rolled out in the market is uncertain given the competitive operating environment;
- (c) the uncertainty of the Company's outlook under management by the new Board and the long-term business plans and strategies to be formulated by the Offeror, given neither the Offeror nor the two new executive Directors (including Ms. Wang and Ms. Ding) to be nominated has management experience directly related to the construction services of the Group, regardless the Offeror has no intention to introduce major changes to the existing business, assets or management of the Group other than the Board; and
- (d) notwithstanding the Independent Shareholders may encounter difficulties in selling a significant number of Shares in the open market at a fixed cash price within a short period of time without disturbing the market price, given (i) the trading volume of the

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Shares could reach over 2.7 million Shares, 2.5 million Shares and 4.6 million Shares respectively on a single day on 11 August 2025, 25 August 2025 and 29 August 2025, representing over 15%, 13% and 25% respectively of the highest level of monthly trading volume of approximately 18.4 million Shares recorded by the Company during the Review Period; and (ii) regardless of the substantial increase in the number of Shares sold in the market on 11 and 12 August 2025 compared to the daily trading volume of the Shares before the publication of the Joint Announcement during the Review Period, the closing price of the Shares increased to HK\$3.75 on 11 August 2025 from HK\$3.5 before the trading halt, and further to HK\$4.93 (i.e. over 7 times higher than the Offer Price) on 12 August 2025, indicating the trading price of the Shares may not definitely move downwards with the increase in the number of Shares sold in the market,

the Independent Shareholders are recommended to sell their Shares in the market at a price higher than the Offer Price, instead of accepting the Offer, if they intend to realise their investment in the Shares and if the net proceeds (after deducting fees and expenses) received from the on-market disposal would exceed the proceeds to be received if they accept the Offer.

Taking into account the factors above, we recommend the Independent Board Committee to recommend, and we recommend, the Independent Shareholders not to accept the Offer.

Yours faithfully,
For and on behalf of
Capital 9 Limited

Chan Man Yee
Director

Chan Man Yee is licensed persons and responsible officers of Capital 9 Limited registered with the Securities and Futures Commission to carry out Type 6 (advising on corporate finance) regulated activity under the SFO and has over 15 years of experience in the corporate finance industry.

1. GENERAL PROCEDURES FOR ACCEPTANCE OF THE OFFER

To accept the Offer, you should complete and sign the accompanying Form of Acceptance in accordance with the instructions printed thereon, which instructions form part of the terms of the Offer.

- (a) If the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are in your name, and you wish to accept the Offer, you must send the duly completed and signed Form of Acceptance together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the number of Shares for which you intend to accept the Offer, by post or by hand, to the Registrar, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong in an envelope marked **“China Next-Gen Commerce and Supply Chain Limited — Offer”** as soon as possible but in any event so as to reach the Registrar no later than 4:00 p.m. on the Closing Date.
- (b) If the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are in the name of a nominee company or a name other than your own, and you wish to accept the Offer in respect of your Shares, you must either:
 - (i) lodge your share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the number of Shares for which you intend to accept the Offer with the nominee company, or other nominee, with instructions authorising it to accept the Offer on your behalf and requesting it to deliver in an envelope marked **“China Next-Gen Commerce and Supply Chain Limited — Offer”** the duly completed and signed Form of Acceptance together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the number of Shares for which you intend to accept the Offer to the Registrar; or
 - (ii) arrange for the Shares to be registered in your name by the Company through the Registrar, and deliver in an envelope marked **“China Next-Gen Commerce and Supply Chain Limited — Offer”** the duly completed and signed Form of Acceptance together with the relevant share certificate(s) and/or transfer receipt(s)

and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the number of Shares for which you intend to accept the Offer to the Registrar; or

- (iii) if your Shares have been lodged with your licensed securities dealer/registered institution in securities/custodian bank through CCASS, instruct your licensed securities dealer/registered institution in securities/custodian bank to authorize HKSCC Nominees Limited to accept the Offer on your behalf in respect of the number of Shares for which you intend to accept the Offer on or before the deadline set by HKSCC Nominees Limited. In order to meet the deadline set by HKSCC Nominees Limited, you should check with your licensed securities dealer/registered institution in securities/custodian bank for the timing on the processing of your instruction, and submit your instruction to your licensed securities dealer/registered institution in securities/custodian bank as required by them; or
 - (iv) if your Shares have been lodged with your investor participant's account maintained with CCASS, authorise your instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set by HKSCC Nominees Limited.
- (c) If the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are not readily available and/or is/are lost and you wish to accept the Offer in respect of your Shares, the Form of Acceptance should nevertheless be duly completed, signed and delivered in an envelope marked **“China Next-Gen Commerce and Supply Chain Limited — Offer”** to the Registrar together with a letter stating that you have lost one or more of your share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares or that it is/they are not readily available. If you find such document(s) or if it/they become(s) available, the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares should be forwarded to the Registrar as soon as possible thereafter. If you have lost the share certificate(s), you should also write to the Registrar for a letter of indemnity which, when completed and signed in accordance with the instructions given, should be provided to the Registrar.

- (d) If you have lodged transfer of any of your Shares for registration in your name and have not yet received your share certificate(s), and you wish to accept the Offer in respect of your Shares, you should nevertheless complete and sign the Form of Acceptance and deliver it in an envelope marked “**China Next-Gen Commerce and Supply Chain Limited — Offer**” to the Registrar together with the transfer receipt(s) duly signed by yourself. Such action will be deemed to be an irrevocable authority to the Offeror and/or Huatai and/or their respective agent(s) to collect from the Company or the Registrar on your behalf the relevant share certificate(s) when issued and to deliver such share certificate(s) to the Registrar on your behalf and to authorise and instruct the Registrar to hold such share certificate(s), subject to the terms and conditions of the Offer, as if it was/they were delivered to the Registrar with the Form of Acceptance.
- (e) Acceptance of the Offer will be treated as valid only if the duly completed and signed Form of Acceptance is received by the Registrar no later than 4:00 p.m. on the Closing Date and the Registrar has recorded that the acceptance and the relevant documents as required under this paragraph have been so received, and is:
- (i) accompanied by the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the number of Shares for which you intend to accept the Offer and, if that/those share certificate(s) is/are not in your name, such other document(s) in order to establish your right to become the registered holder of the relevant Shares; or
 - (ii) from a registered Independent Shareholder or his/her personal representative (but only up to the amount of the registered holding and only to the extent that the acceptance relates to the Shares which are not taken into account under another sub-paragraph of this paragraph (e)); or
 - (iii) certified by the Registrar or the Stock Exchange.
- (f) If the Form of Acceptance is executed by a person other than the registered Independent Shareholder, appropriate documentary evidence of authority to the satisfaction of the Registrar must be produced.
- (g) In Hong Kong, seller’s ad valorem stamp duty for transfer of Shares registered in the seller’s name by the Company through the Registrar arising in connection with acceptance of the Offer payable by the relevant Independent Shareholders at a rate of 0.1% of the market value of the Offer Shares or consideration payable by the Offeror in

respect of the relevant acceptances of the Offer, whichever is higher, will be deducted from the amount payable to the relevant Independent Shareholders on acceptance of the Offer. The Offeror will arrange for payment of the sellers' ad valorem stamp duty on behalf of accepting Independent Shareholders and pay the buyer's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

- (h) No acknowledgement of receipt of any Form of Acceptance and/or share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) will be given.

2. ACCEPTANCE PERIOD AND REVISIONS

- (a) Unless the Offer has previously been revised or extended, with the consent of the Executive, in accordance with the Takeovers Code, the Form of Acceptance must be received by the Registrar no later than 4:00 p.m. on the Closing Date in accordance with the instructions printed on the Form of Acceptance, and the Offer will be closed on the Closing Date.
- (b) The Offeror and the Company will jointly issue an announcement through the websites of the Stock Exchange and the Company no later than 7:00 p.m. on the Closing Date stating the results of the Offer and whether the Offer has been extended, revised or has expired.
- (c) In the event that the Offeror decides to extend the Offer, at least 14 days' notice by way of announcement will be given, before the latest time and date for acceptance of the Offer, to those Independent Shareholders who have not accepted the Offer.
- (d) If the Offeror revises the terms of the Offer, all Independent Shareholders, whether or not they have already accepted the Offer will be entitled to accept the revised Offer under the revised terms. The revised Offer must be kept open for at least 14 days following the date on which the revised offer document is posted.
- (e) If the Closing Date is extended, any reference in this Composite Document and in the Form of Acceptance to the Closing Date shall, except where the context otherwise requires, be deemed to refer to the subsequent Closing Date of the Offer so extended.

3. NOMINEE REGISTRATION

To ensure equality of treatment of all Independent Shareholders, those Independent Shareholders who hold Shares as nominee on behalf of more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. In order for the beneficial owners of the Shares whose investments are registered in nominee names to accept the Offer, it is essential that they provide instructions to their nominees of their intentions with regard to the Offer.

4. ANNOUNCEMENTS

- (a) As required under Rule 19 of the Takeovers Code, by 6:00 p.m. on the Closing Date (or such later time and/or date as the Executive may in exceptional circumstances permit), the Offeror must inform the Executive and the Stock Exchange of its decision in relation to the revision, extension or expiry of the Offer. The Offeror must publish an announcement in accordance with the requirements of the Listing Rules by 7:00 p.m. on the Closing Date stating whether the Offer has been extended, revised or has expired. Such announcement must state the followings:
 - (i) the total number of Shares and rights over Shares for which acceptances of the Offer have been received;
 - (ii) the total number of Shares and rights over Shares held, controlled or directed by the Offeror and the parties acting in concert with it before the Offer Period;
 - (iii) the total number of Shares and rights over Shares acquired or agreed to be acquired by the Offeror and parties acting in concert with it during the Offer Period; and
 - (iv) details of any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror and parties acting in concert with it have borrowed or lent, save for any borrowed Shares which have been either on-lent or sold.

The announcement must also include details of any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror, and parties acting in concert with it has borrowed or lent (save for any borrowed Shares which have been either on-lent or sold) and specify the percentages of the issued share capital of the Company and the percentages of voting rights of the Company represented by these numbers.

- (b) In computing the total number of Shares represented by acceptances, only valid acceptances that are complete and fulfill the acceptance conditions set out in paragraph 1(e) of this Appendix, and which have been received by the Registrar no later than 4:00 p.m. on the Closing Date, being the latest time and date for acceptance of the Offer, shall be included.
- (c) If the Offeror, the parties acting in concert with it or its advisers make any statement about the level of acceptances or the number or percentage of accepting Shareholders during the Offer Period, then the Offeror must make an immediate announcement in compliance with Note 2 to Rule 19 of the Takeovers Code.
- (d) As required under the Takeovers Code and the Listing Rules, any announcement in relation to the Offer, in respect of which the Executive and the Stock Exchange have confirmed that they have no further comments, will be published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.singtec.com.sg).

5. RIGHT OF WITHDRAWAL

- (a) Acceptance of the Offer tendered by the Independent Shareholders shall be irrevocable and cannot be withdrawn, except in the circumstances set out in subparagraph (b) below.
- (b) If the Offeror is unable to comply with the requirements set out in paragraph headed “4. Announcements” above, the Executive may require pursuant to Rule 19.2 of the Takeovers Code that the Independent Shareholders who have tendered acceptance to the Offer be granted a right of withdrawal on terms that are acceptable to the Executive until the requirement of Rule 19 of the Takeovers Code can be met.

In such case, when the Independent Shareholders withdraw their acceptance(s), the Offeror shall, as soon as possible but in any event no later than seven (7) Business Days following the date of receipt of the notice of withdrawal, despatch the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) lodged with the Form of Acceptance to the relevant Independent Shareholder(s) by ordinary post at his/her/its own risk.

6. SETTLEMENT OF THE OFFER

Provided that the accompanying Form of Acceptance for the Shares, together with the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are valid, complete and have been received by the Registrar no later than 4:00 p.m. on the Closing Date, a cheque for the amount due to each of the accepting Independent Shareholders in respect of the Shares tendered under the Offer (less seller's ad valorem stamp duty payable by him/her/it) will be despatched to the accepting Independent Shareholders by ordinary post at his/her/its own risk as soon as possible but in any event no later than seven (7) Business Days after the date of receipt of all relevant documents to render such acceptance complete and valid by the Registrar in accordance with the Takeovers Code.

Settlement of the consideration to which any accepting Independent Shareholder is entitled under the Offer will be paid by the Offeror in full in accordance with the terms of the Offer (save with respect of the payment of seller's ad valorem stamp duty) without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against such Independent Shareholder.

No fraction of a cent will be payable and the amount of cash consideration payable to a Shareholder who accepts the Offer will be rounded up to the nearest cent.

7. OVERSEAS SHAREHOLDERS

As the Offer to persons not being resident in Hong Kong may be affected by the laws of the relevant jurisdiction in which they are resident, Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the sole responsibility of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental, exchange control or other consent which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes due from the accepting Shareholders in respect of such jurisdictions). The Offeror, parties acting in concert with the Offeror, the Vendor, the Company, Huatai, the Independent Financial Adviser, the Registrar and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates, as applicable, or any other person involved in the Offer shall be entitled to be fully indemnified and held harmless by the Overseas Shareholders for any taxes they may be required to pay. Any acceptance of the Offer by such Overseas Shareholders will be deemed to

constitute a representation and warranty from such Overseas Shareholders to the Offeror that the applicable local laws and requirements have been complied with. The Overseas Shareholders should consult their professional advisers if in doubt.

8. TAX IMPLICATIONS

The Independent Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with the Offeror, the Vendor, the Company, Huatai, the Independent Financial Adviser, the Registrar nor their respective ultimate beneficial owners, directors, officers, advisers, agents or associates, as applicable, or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

9. GENERAL

- (a) All communications, notices, Form of Acceptance, share certificates, transfer receipts and other documents of title and/or of indemnity and/or of any other nature to be delivered by or sent to or from the Independent Shareholders will be delivered by or sent to or from them, or their designated agents, by ordinary post at their own risk, and none of the Offeror, parties acting in concert with the Offeror, the Vendor, the Company, Huatai, the Independent Financial Adviser, the Registrar nor their respective ultimate beneficial owners, directors, officers, advisers, agents or associates, as applicable, or any other person involved in the Offer accepts any liability for any loss or any other liabilities whatsoever which may arise as a result thereof.
- (b) Acceptance of the Offer by any person or persons will be deemed to constitute a warranty by such person or persons to the Offeror that the Shares tendered under the Offer are sold or tendered by such Independent Shareholder(s) free from all encumbrance and together with all rights and benefits attached 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 this Composite Document.
- (c) Acceptance of the Offer by any nominee will be deemed to constitute a warranty by such nominee to the Offeror that the number of Offer Shares in respect of which it is indicated in the Form of Acceptance is the aggregate number of Offer Shares held by such nominee for such beneficial owners who accept the Offer.

- (d) The provisions set out in the accompanying Form of Acceptance form part of the terms of the Offer.
- (e) The accidental omission to despatch this Composite Document and/or the accompanying Form of Acceptance or either of them to any person to whom the Offer is made shall not invalidate the Offer in any way.
- (f) The Offer and all acceptances will be governed by and construed in accordance with the laws of Hong Kong.
- (g) Due execution of the Form of Acceptance will constitute an irrevocable authority to the Offeror and/or Huatai and/or such person or persons as any of them may direct to complete and execute on behalf of the person(s) accepting the Offer, and to do any other act(s) that may be necessary or expedient for the purpose of vesting in the Offeror, or such person or persons as it may direct the Shares in respect of which such person has accepted the Offer.
- (h) The Offer is made in accordance with the Takeovers Code.
- (i) References to the Offer in this Composite Document and in the Form of Acceptance shall include any extension and/or revision thereof.
- (j) The Independent Shareholders must rely on their own examination of the Offeror, the Group and the terms of the Offer, including the merits and risks involved, in making their decision as to acceptance of the Offer. The contents of this Composite Document, including any general advice or recommendation contained herein, together with the Form of Acceptance, shall not be construed as any legal or business advice on the part of the Offeror, its ultimate beneficial owner and parties acting in concert with any of them, the Company or its ultimate beneficial owners, directors, officers, agents, professional advisers or any other persons involved in the Offer. The Independent Shareholders should consult their own professional advisers for professional advices.
- (k) The English texts of this Composite Document and the accompanying Form of Acceptance shall prevail over their respective Chinese texts, in case of any inconsistency.

1. FINANCIAL SUMMARY OF THE GROUP

Set out below is a summary of the audited consolidated financial information of the Group for each of the three years ended 30 September 2022, 2023 and 2024 (as extracted from the Company's annual reports for the three years ended 30 September 2022, 2023 and 2024) and the unaudited consolidated financial information of the Group for each of the six months ended 31 March 2024 and 2025 (as extracted from the Company's interim reports for the six months ended 31 March 2024 and 2025):

Summary of the Consolidated Statement of Profit or Loss and Other Comprehensive Income

	For the six months ended		For the year ended 30 September		
	31 March		2022	2023	2024
	2024	2025	2022	2023	2024
	S\$	S\$	S\$	S\$	S\$
	(unaudited)	(unaudited)	(audited)	(audited)	(audited)
Revenue					
Services	23,344,088	31,678,591	66,584,422	55,588,818	55,467,476
Rental	281,500	277,528	508,650	466,820	506,100
Total revenue	23,625,588	31,956,119	67,093,072	56,055,638	55,973,576
Cost of services	(20,872,113)	(29,116,517)	(63,875,947)	(52,249,992)	(51,174,485)
Gross profit/(loss)	2,753,475	2,839,602	3,217,125	3,805,646	4,799,091
Other income	217,231	102,767	1,071,870	190,683	341,780
Other gains and losses	129,474	510,040	3,968,919	3,313,936	792,865
Administrative expenses	(2,554,366)	(2,631,776)	(8,202,755)	(5,690,465)	(5,998,944)
Reversal of/(allowance for) expected credit losses on financial assets and contract assets, net	160,751	(44,977)	233,887	(1,326,234)	189,669
Finance costs	(454,307)	(361,629)	(1,214,487)	(995,642)	(905,894)
Share of result of a joint venture	(743)	(898)	(528,329)	(575,142)	(2,720)
Profit/(loss) before taxation	251,515	413,129	(1,453,770)	(1,277,218)	(784,153)
Income tax	–	–	(39,298)	240,107	–
Profit/(loss) and total comprehensive income/(loss) for the period/year	251,515	413,129	(1,493,068)	(1,037,111)	(784,153)
Basic and diluted earnings/(loss) per share (\$ cents)	0.05	0.09	(0.31)	(0.22)	(0.16)

For each of the three years ended 30 September 2022, 2023 and 2024 and for each of the six months ended 31 March 2024 and 2025, the Group had no non-controlling interest. Accordingly, the profit/(loss) and total comprehensive income/(loss) for the period/year as disclosed above is the same as the profit/(loss) attributable to owners of the Company for the period/year and the total comprehensive income/(loss) attributable to owners of the Company for the period/year.

Save as disclosed above, there was no item of any income or expense which was material in respect of the consolidated financial information of the Group for the three years ended 30 September 2022, 2023 and 2024 and the six months ended 31 March 2024 and 2025.

There was no dividend declared during each of the three years ended 30 September 2022, 2023 and 2024 nor any interim dividend declared for the six months ended 31 March 2024 and 2025.

The auditor's reports issued by HLB Hodgson Impey Cheng Limited in respect of the Group's audited consolidated financial statements for each of the years ended 30 September 2022, 2023 and 2024 did not contain any modified opinion, emphasis of matter or material uncertainty related to going concern.

2. CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP

The Company is required to set out or refer to in this Composite Document the consolidated statement of financial position, consolidated statement of cash flows and any other primary statement as shown in the last published audited accounts, together with the notes to the relevant published consolidated financial statements which are of major relevance to the appreciation of the above consolidated financial information.

Set out below are the latest published audited consolidated financial statements of the Group for each of the three years ended 30 September 2022, 2023 and 2024 (collectively the “**Audited Financial Statements**”), respectively, and the unaudited consolidated financial statements of the Group for the six months ended 31 March 2024 and 2025 (collectively the “**Unaudited Financial Statements**”), which has been set out in the annual reports and the interim report of the Company for the relevant years and is available on the website of the Company (<http://www.singtec.com.sg>) and the website of the Stock Exchange (www.hkexnews.hk) as specifically set out below:

- the annual report of the Company for the year ended 30 September 2022 published on 20 January 2023 (pages 74 to 158), which is accessible via the following hyperlink:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0120/2023012000325.pdf>

- the annual report of the Company for the year ended 30 September 2023 published on 25 January 2024 (pages 74 to 158), which is accessible via the following hyperlink:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0125/2024012500440.pdf>

- the annual report of the Company for the year ended 30 September 2024 published on 23 January 2025 (pages 80 to 169), which is accessible via the following hyperlink:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0123/2025012301032.pdf>

- the interim report of the Company for the six months ended 31 March 2024 published on 20 June 2024 (pages 4 to 29), which is accessible via the following hyperlink:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0620/2024062000457.pdf>

- the interim report of the Company for the six months ended 31 March 2025 published on 19 June 2025 (pages 4 to 27), which is accessible via the following hyperlink:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0619/2025061900771.pdf>

The Audited Financial Statements and the Unaudited Financial Statements (but not any other part of the annual reports of the Company for the years ended 30 September 2022, 2023 and 2024 and the interim report of the Company for the six months ended 31 March 2024 and 2025 in which they respectively appear) are incorporated by reference into this Composite Document and form part of this Composite Document.

3. INDEBTEDNESS STATEMENT OF THE GROUP

At the close of business on 30 June 2025, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this Composite Document, the indebtedness of the Group was as follows:

Borrowings

As at 30 June 2025, the Group had bank borrowings and lease liabilities totaling approximately S\$15.05 million, comprising:

- (a) bank borrowings, which were secured and guaranteed by (i) first legal mortgage over owner-occupied properties and investment properties; (ii) joint and several guarantees from the executive directors of the Company in their personal capacities; (iii) corporate guarantees provided by the Company and a subsidiary; and (iv) bank deposits pledged to banks to secure banking facilities, of approximately S\$7.04 million;
- (b) bank borrowings held under joint operations, which were secured and guaranteed by (i) first legal mortgage over investment properties held under joint operations; (ii) joint and several guarantees provided by the joint partners; and (iii) corporate guarantee provided by the Company, of approximately S\$2.28 million;
- (c) bank overdrafts, which were secured and jointly guaranteed by the executive directors of the Company and corporate guarantees provided by the Company and a subsidiary, of approximately S\$4.07 million; and
- (d) lease liabilities of approximately S\$1.66 million.

Commitments

As at 30 June 2025, the Group had no significant commitments.

Contingent liabilities

As at 30 June 2025, the Group had no material contingent liabilities.

Save as aforesaid, and apart from intra-group liabilities and normal trade and other payable, the Group did not have any outstanding bank overdrafts, hire purchase commitments, loans, debt securities, borrowings or other similar indebtedness, liabilities under acceptances or acceptance

credits, debentures, mortgages, charges, other recognised lease liabilities or lease commitments (whether are either guaranteed, unguaranteed, secured or unsecured), guarantees or other material contingent liabilities at the close of business on 30 June 2025.

The Directors confirm there have been no material changes in indebtedness or contingent liabilities of the Group since 30 June 2025 and up to and including the Latest Practicable Date.

4. MATERIAL CHANGE

The Directors confirm that, save as and except for the below, there has been no material change in the financial or trading position or outlook of the Group since 30 September 2024, being the date to which the latest published audited consolidated financial statements of the Company were made up, up to and including the Latest Practicable Date:

As disclosed in the interim report of the Company for the six months ended 31 March 2025 (“1HFY25”),

- (a) the Group’s revenue increased by approximately S\$8.4 million or approximately 35.6%, from approximately S\$23.6 million for the six months ended 31 March 2024 (“1HFY24”) to approximately S\$32.0 million for 1HFY25, mainly due to an increase in revenue from civil engineering works by approximately S\$10.2 million, which is mainly driven by improvement in progress and demand of the Group’s civil engineering works for 1HFY25 as compared to 1HFY24, partially offset by a decrease in revenue from other ancillary services by approximately S\$1.9 million, mainly due to a one-off revenue recognised from salvage works related to the demolition of shipyard in 1HFY24;
- (b) the Group’s gross profit remained stable at approximately S\$2.8 million for 1HFY25 and 1HFY24, but the Group’s gross profit margin decreased by 2.8 percentage points from approximately 11.7% for 1HFY24 to approximately 8.9% for 1HFY25, primarily due to the decrease in contribution to gross profit from other ancillary services for 1HFY25 as compared to 1HFY24 and partially offset by the increase in gross profit margins from the Group’s ongoing construction projects for 1HFY25 driven by improvement of cost management;
- (c) the Group’s other income decreased by approximately S\$0.1 million from approximately S\$0.2 million for 1HFY24 to approximately S\$0.1 million for 1HFY25, mainly attributable to a decrease in rental income from renting equipment of approximately S\$0.1 million;

- (d) the Group's other gains and losses increased by approximately S\$0.4 million from approximately S\$0.1 million for 1HFY24 to approximately S\$0.5 million for 1HFY25, primarily driven by (i) increase in net foreign exchange gains by approximately S\$0.3 million; and (ii) increase in net gain from sale of scrap materials by approximately S\$0.2 million, which is partially offset by a decrease in the net gain on disposal of property, plant and equipment of approximately S\$0.1 million;
- (e) the Group recorded a net allowance for expected credit losses on financial assets and contract assets of approximately S\$45,000 for 1HFY25, reversing from a net gain on reversal of expected credit losses on financial assets and contract assets of approximately S\$161,000 for 1HFY24, mainly due to additional allowance being provided for impairment losses on other receivables arising from the expected credit losses assessment;
- (f) the Group's finance costs decreased by approximately S\$0.1 million from approximately S\$0.5 million for 1HFY24 to approximately S\$0.4 million for 1HFY25, mainly due to the decrease in bank borrowings (including those held under joint operations) in 1HFY25; and
- (g) the Group's net profit for the period increased by approximately S\$0.1 million from approximately S\$0.3 million for 1HFY24 to approximately S\$0.4 million for 1HFY25 as a result of the factors above.

1. RESPONSIBILITY STATEMENTS

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Composite Document (other than the information relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed (other than those expressed by the sole director of the Offeror) in this Composite Document have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document, the omission of which would make any statement in this Composite Document misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company as at the Latest Practicable Date were as follows:

<i>Authorised</i>		<i>HK\$</i>
<u>1,000,000,000</u>	Shares of HK\$0.01 each	<u>10,000,000</u>
<i>Issued</i>		<i>HK\$</i>
<u>480,000,000</u>	Shares of HK\$0.01 each	<u>4,800,000</u>

All the Shares in issue rank *pari passu* in all respects with each other, including as to the rights in respect of capital, dividends and voting. The Shares are listed on the Main Board of the Stock Exchange and no Shares are listed or dealt in on any other stock exchange and no such listing or permission to deal is being or is proposed to be sought.

No Shares had been issued since 30 September 2024 (being the date to which the latest audited financial statements of the Group were made up) and up to and including the Latest Practicable Date.

Other than the issued Shares above, the Company had no other outstanding shares options, warrants, derivative or other securities that are convertible into or exchangeable for Shares or other types of equity interest in issue (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the Latest Practicable Date.

3. DISCLOSURE OF INTERESTS**(a) Interests and short positions in Shares and underlying shares or debentures of the Company of Directors and chief executive of the Company**

As at the Latest Practicable Date, none of the Directors nor chief executive of the Company has registered interests and short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO), or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code or (iv) to be disclosed under the Takeovers Code.

(b) Interests and short positions in Shares and underlying shares or debentures of the Company of substantial Shareholders' and other persons

As at the Latest Practicable Date, So far as the Directors are aware, the following persons (not being Directors or chief executive of the Company) have or are deemed or taken to have an interest or short position in the Shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which would be recorded in the register required to be kept under section 336 of the SFO:

Name	Capacity/Nature	Number of shares held/ interested	Percentage of interest
Ever Realm Capital Limited (i.e. the Offeror) (<i>Note</i>)	Beneficial owner	360,000,000	75.00%
Wang Kelly (i.e. Ms. Wang) (<i>Note</i>)	Interest of controlled corporation	360,000,000	75.00%

Note: The Offeror is a company incorporated in the BVI with limited liability and is legally and beneficially wholly-owned by Ms. Wang. As such, Ms. Wang is deemed to be interested in the 360,000,000 Shares held by the Offeror by virtue of the SFO.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

(c) Interest in the Offeror

As at the Latest Practicable Date, none of the Company, any of its subsidiaries or any of the Directors had any interest in the shares of the Offeror or convertible securities, warrants, options or derivatives in respect of the shares of the Offeror.

(d) Additional disclosure of interests in the Company and arrangement in connection with the Offer

During the Relevant Period and up to and including the Latest Practicable Date,

- (i) there was no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (a) any Shareholder on the one hand; and (b) the Company, its subsidiaries or associated companies on the other hand; and
- (ii) neither the Company nor the Directors had borrowed or lent, save for any borrowed Shares which have been either on-lent or sold, any shareholding in the Company.

As at the Latest Practicable Date,

- (i) none of the Directors had any interest in the Shares, derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into the Shares; and
- (ii) none of the Directors had any beneficial shareholdings in the Company which would entitle them to accept or reject the Offer.

4. DEALINGS IN SHARES

During the Relevant Period,

- (a) save for the disposal of 360,000,000 Sale Shares, representing 75% of the total issued share capital of the Company, at approximately HK\$0.6189 per Sale Share pursuant to Sale and Purchase Agreement by the Vendor, which is a company beneficially owned as

to 20% Mr. Chang Tin Duk Victor (an executive Director) and 80% by Mr. Ho Chi Hong (being the chairman of the Board and an executive Director), respectively, to the Offeror, none of the Directors had dealt for value in any Shares, convertible securities, warrants, options, or derivatives in respect of any Shares;

- (b) none of the subsidiaries of the Company, pension funds of the Company or of any of its subsidiaries, or any person who is presumed to be acting in concert with the Company by virtue of class (5) of the definition of acting in concert or who is an associate of the Company by virtue of class (2) of the definition of associate under the Takeovers Code but excluding exempt principal traders and exempt fund managers had owned, controlled or dealt for value in the Shares and other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company;
- (c) no person had any arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code with the Company or with any person who is presumed to be acting in concert with the Company by virtue of classes (1), (2), (3) and (5) of the definition of acting in concert or who is an associate of the Company by virtue of classes (2), (3) and (4) of the definition of associate, and hence no such person had owned, controlled or dealt for value in the Shares and other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company; and
- (d) no fund managers (other than exempt fund managers) connected with the Company who managed funds on a discretionary basis had owned, controlled or dealt for value in the Shares and other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

5. DEALINGS IN SHARES OF THE OFFEROR

During the Relevant Period, none of the Company, any of its subsidiaries or any of the Directors had dealt for value in any shares of the Offeror or any other convertible securities, warrants, options or derivatives or any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in respect of any shares of the Offeror.

As at the Latest Practicable Date, none of the Company, any of its subsidiaries or any of the Directors held any shares of the Offeror or any other convertible securities, warrants, options or derivatives or any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in respect of any shares of the Offeror.

6. ARRANGEMENTS AFFECTING DIRECTORS

As at the Latest Practicable Date,

- (a) no arrangement was in place for any benefit (other than statutory compensation) to be given to any Directors as compensation for loss of office or otherwise in connection with the Offer;
- (b) there was no agreement or arrangement between any Directors and any other person which was conditional on or dependent upon the outcome of the Offer or is otherwise connected with the Offer; and
- (c) there was no material contract entered into by the Offeror in which any Director had a material personal interest.

7. SERVICE CONTRACTS

As at the Latest Practicable Date, there are no service contracts between any Directors and the Company or any of its subsidiaries or associated companies (i) which (including both continuous and fixed term contracts) have been entered into or amended within 6 months before the Offer Period; (ii) which are continuous contracts with a notice period of 12 months or more; or (iii) which are fixed term contracts with more than 12 months to run irrespective of the notice period.

8 MATERIAL LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and, no litigation or claims of material importance is pending or threatened by or against the Company and any of its subsidiaries.

9. MATERIAL CONTRACTS

There were no contracts (not being the contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company or any of its subsidiaries) entered into by the Company or any of its subsidiaries within two years before the commencement of the Offer Period up to and including the Latest Practicable Date, which are or may be material.

10. QUALIFICATION AND CONSENT OF EXPERT

The qualifications of the expert who has been engaged by the Company and who has been named in this Composite Document or who has given their opinions or advice, which are contained in this Composite Document are as follows:

Name	Qualification
Capital 9 Limited	a corporation licensed by the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in connection with the Offer

Capital 9 Limited has given and has not withdrawn its written consent to the issue of this Composite Document with the inclusion of the text of its letter, advice, recommendation and/or references to its name, logo and/or its qualification in the form and context in which they respectively appear herein.

11. DOCUMENTS ON DISPLAY

Copies of the following documents will be available for inspection (i) on the website of the SFC (www.sfc.hk); and (ii) on the website of the Company (www.singtec.com.sg) during the period from the date of this Composite Document up to and including the Closing Date:

- (a) the amended and restated memorandum of association and the second amended and restated articles of association of the Company;
- (b) the annual reports of the Company for each of the years ended 30 September 2022, 2023 and 2024, and the interim reports of the Company for each of the six months ended 31 March 2024 and 2025;
- (c) the “Letter from the Board”, the text of which is set out on pages 18 to 25 of this Composite Document;
- (d) the “Letter from the Independent Board Committee”, the text of which is set out on pages 26 to 27 of this Composite Document;

- (e) the “Letter from the Independent Financial Adviser”, the text of which is set out on pages 28 to 48 of this Composite Document;
- (f) the written consent referred to in the paragraph headed “10. Qualification and Consent of Expert” in this appendix; and
- (g) this Composite Document and the accompanying Form of Acceptance.

12. MISCELLANEOUS

- (a) The registered office of the Company is situated at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (b) The head office and principal place of business of the Company in Hong Kong is situated at Unit A, 12th Floor, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong.
- (c) The principal place of business of the Company in Singapore is situated at 16 Kian Teck Way, Singapore 628749.
- (d) The company secretary of the Company is Mr. Law Ka Wing Eric.
- (e) The Company’s principal share registrar and transfer office of the Company is Conyers Trust Company (Cayman) Limited, situated at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (f) The branch share registrar and transfer office of the Company in Hong Kong is Boardroom Share Registrars (HK) Limited, situated at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong.
- (g) The registered office of Capital 9 Limited is situated at Room 1219, 12/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong.
- (h) The English text of this Composite Document and the accompanying Form of Acceptance shall prevail over their respective Chinese text for the purpose of interpretation.

1. RESPONSIBILITY STATEMENT

As at the Latest Practicable Date, Ms. Wang is the sole director and shareholder of the Offeror. As the sole director of the Offeror, Ms. Wang accepts full responsibility for the accuracy of information contained in this Composite Document (other than those relating to the Vendor and the Group) and confirms, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this Composite Document (other than the opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document, the omission of which would make any statement in this Composite Document misleading.

2. DISCLOSURE OF INTERESTS AND DEALINGS IN SECURITIES OF THE COMPANY

As at the Latest Practicable Date, the Offeror, Ms. Wang and the parties acting in concert with them collectively hold a total of 360,000,000 Shares, representing 75.0% of the entire issued share capital of the Company. As at the Latest Practicable Date, save for the aforesaid, the Offeror, Ms. Wang and the parties acting in concert with them do not hold, own, control or have direction over any Shares or voting rights of the Company or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

The Offeror confirms that, as at the Latest Practicable Date:

- (a) save for the 360,000,000 Sale Shares, none of the Offeror, Ms. Wang nor parties acting in concert with any of them owned or had control or direction over any voting rights or rights over the Shares or convertible securities, warrants, options of the Company or any derivatives in respect of such securities;
- (b) save for the 360,000,000 Sale Shares, none of the Offeror, Ms. Wang nor any person acting in concert with them had dealt for value in any Shares, convertible securities, warrants or options of the Company or any derivatives in respect of such securities during the Relevant Period;
- (c) save for the Sale and Purchase Agreement, there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares and which might be material to the Offer;

- (d) there is no agreement or arrangement to which the Offeror, Ms. Wang or any person acting in concert with any of them, is a party which relates to circumstances in which the Offeror may or may not invoke or seek to invoke a pre-condition or a condition to the Offer;
- (e) neither the Offeror, Ms. Wang nor any person acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;
- (f) neither the Offeror, Ms. Wang nor any person acting in concert with any of them has received any irrevocable commitment to accept or reject the Offer;
- (g) there is no agreement or arrangement in relation to outstanding derivative in respect of the securities in the Company which has been entered into by the Offeror, nor Ms. Wang or any person acting in concert with any of them;
- (h) other than the Consideration for the sale and purchase of the Sale Shares under the Sale and Purchase Agreement, there is no other consideration, compensation or benefits in whatever form paid or to be paid by the Offeror, Ms. Wang or any parties acting in concert with any of them to the Vendor, its ultimate beneficial owners or any party acting in concert with any of them in connection with the sale and purchase of the Sale Shares under the Sale and Purchase Agreement;
- (i) there is no understanding, arrangement, or special deal (as defined under Rule 25 of the Takeovers Code) between the Vendor, its ultimate beneficial owners or any party acting in concert with any of them on one hand, and the Offeror, Ms. Wang or any party acting in concert with any of them on the other hand;
- (j) there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (i) any Shareholder on one hand; and (ii) the Offeror, Ms. Wang and/or parties acting in concert with any of them on the other hand;
- (k) save for the Sale and Purchase Agreement, there was no agreement, arrangement or understanding (including any compensation arrangement) between the Offeror, Ms. Wang or any party acting in concert with any of them and any Director, recent Directors, Shareholders or recent Shareholders which was conditional on or dependent upon the outcome of the Offer or otherwise connected with the Offer;

- (l) no benefit (other than statutory compensation) had been or would be given to any Directors of the Company as compensation for loss of office or otherwise in connection with the Offer; and
- (m) there is no understanding, arrangement or agreement under which securities to be acquired pursuant to the Offer will be transferred, charged, pledged to any other persons.

3. MARKET PRICES

The table below sets out the closing prices of the Shares as quoted on the Stock Exchange (i) on 28 July 2025, being the Last Trading Day prior to the publication of the Rule 3.5 Announcement and (ii) on the Latest Practicable Date;

Date	Closing price (HK\$)
28 February 2025	2.80
31 March 2025	2.55
30 April 2025	1.95
30 May 2025	1.79
30 June 2025	1.74
28 July 2025 (the Last Trading Day)	3.50
	Suspended
31 July 2025	Trading (<i>Note</i>)
29 August 2025	4.12
2 September 2025 (being the Latest Practicable Date)	4.74

Note: Trading of the Shares was suspended from 29 July 2025 to 10 August 2025 pending the release of the Joint Announcement.

During the Relevant Period, the highest closing price per Share as quoted on the Stock Exchange was HK\$4.93 on 12 August 2025 and the lowest closing price per Share as quoted on the Stock Exchange was HK\$1.65 on 3 July and 4 July 2025.

4. EXPERT AND CONSENT

In addition to those listed under the paragraph headed “10. Qualification and consent of expert” in Appendix III to this Composite Document, the following is the name and qualification of the professional adviser whose letters, opinions or advice are contained or referred to in this Composite Document:

Name	Qualification
Huatai	a licensed corporation, licensed with the SFC to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 3 (leveraged foreign exchange trading), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) regulated activities under the SFO

The above expert has given and has not withdrawn its written consent to the issue of this Composite Document with the inclusion of its opinions, advice letter/report and/or the references to its name included herein in the form and context in which it appears.

5. GENERAL

- (a) The principal members of the Offeror's concert parties are the Offeror, Ms. Wang and Huatai.
- (b) The Offeror is a company incorporated in the BVI with limited liability, which is legally and beneficially wholly-owned by Ms. Wang, who is also the sole director of the Offeror as at the Latest Practicable Date.
- (c) The registered office of the Offeror is situated at Corporate Registrations Limited, Sea Meadow House, (P.O. Box 116), Road Town, Tortola, British Virgin Islands. The correspondence address of the Offeror and Ms. Wang is Room 5, 10/F., ICBC Tower, 3 Garden Road, Central, Hong Kong.
- (d) The main business address of Huatai is situated at 62/F, The Center, 99 Queen's Road Central, Hong Kong.
- (e) The English text of this Composite Document and the accompanying Form of Acceptance shall prevail over their respective Chinese texts, in case of any inconsistency.

6. DOCUMENTS ON DISPLAY

Copies of the following documents will be available for inspection on the websites of the SFC (www.sfc.hk) and the Company (www.singtec.com.sg) during the period from the date of despatch of this Composite Document up to and including the Closing Date:

- (a) the memorandum and articles of association of the Offeror;
- (b) the letter from Huatai, the text of which is set out in the section headed “Letter from Huatai” of this Composite Document;
- (c) the letter of consent from Huatai referred to in the paragraph headed “4. Expert and Consent” in this Appendix;
- (d) the Sale and Purchase Agreement; and
- (e) this Composite Document and the accompanying Form of Acceptance.