

SUTL ENTERPRISE LIMITED

(Company No: 199307251M)
(Incorporated in the Republic of Singapore)

Directors:

Eu Yee Ming Richard, *Chairman (Non-Executive) and Independent Director*
Tay Teng Guan Arthur, *Executive Director and Chief Executive Officer*
Tay Teng Hock, *Non-Executive Director*
Chan Kum Tao, *Non-Executive Director*
Yeo Wee Kiong, *Independent Director*

Registered Office

#05-00 SUTL House,
100J Pasir Panjang Road
Singapore 118525

10 April 2025

To: The Shareholders of SUTL Enterprise Limited

Dear Sir/Madam

ADDENDUM RELATING TO THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

1. INTRODUCTION

- 1.1. SUTL Enterprise Limited (the “**Company**”) has on 10 April 2025 issued a Notice convening the Thirty-First Annual General Meeting of the shareholders of the Company (the “**Shareholders**”) to be held physically on 25 April 2025 (the “**Thirty-First AGM**”).
- 1.2. The proposed Resolution 9 in the Notice of the Thirty-First AGM relates to the proposed renewal of a general mandate (the “**Share Purchase Mandate**”) to authorise the directors of the Company (the “**Directors**”) to make purchases of ordinary shares in the capital of the Company (the “**Shares**”) representing up to a maximum of ten (10) per cent. of the total number of issued Shares (excluding any Shares held as treasury shares or which comprise subsidiary holdings (as defined in the Listing Manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”))) as at the date on which the resolution authorising the same is passed, unless the Company has effected a reduction of the share capital of the Company in which event the number of issued ordinary shares of the Company shall be taken to be the number of the issued ordinary shares of the Company as altered (excluding any Shares held as treasury shares or which comprise subsidiary holdings), at a price of up to but not exceeding the Maximum Price (as defined in Section 2.1 below), in accordance with the “**Guidelines on Share Purchases**” as set out in Appendix A hereto (the “**Guidelines on Share Purchases**”). Details pertaining to the Share Purchase Mandate are set out in Section 2 below.
- 1.3. The purpose of this Addendum is to provide information relating to and to explain the rationale for the proposed renewal of the Share Purchase Mandate.
- 1.4. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Addendum. If a Shareholder is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.
- 1.5. Lee & Lee is the legal adviser to the Company as to Singapore law in relation to the proposed renewal of the Share Purchase Mandate.

1 “Subsidiary holdings” is defined in the Listing Manual to mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act 1967.

2. PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

2.1. Authority and Limits of the Share Purchase Mandate

The Share Purchase Mandate, when granted, will authorise the Directors, from time to time, to purchase Shares either through market purchases as described in Section 76E of the Companies Act 1967 (“**Companies Act**”) (the market purchases, “**Market Purchases**”) or off-market purchases on an equal access scheme as described in Section 76C of the Companies Act (the “**Off-Market Purchases**”) of up to a maximum of ten (10) per cent. of the total number of issued Shares (excluding any Shares held as treasury shares or which comprise subsidiary holdings) as at the date on which the resolution authorising the same is passed, unless the Company has effected a reduction of the share capital of the Company in which event the number of issued ordinary shares of the Company shall be taken to be the number of the issued ordinary shares of the Company as altered (excluding any Shares held as treasury shares or which comprise subsidiary holdings), and at a price up to but not exceeding the Maximum Price as defined below.

The purchase price (excluding ancillary expenses such as related brokerage, goods and services tax, stamp duties and clearance fees) to be paid for the Shares shall be determined by the Directors, provided that such price must not exceed the maximum price (the “**Maximum Price**”) of five (5) per cent. above the average of the closing market prices of the Shares over the last five (5) market days on which transactions in the Shares were recorded, before the day on which the Market Purchase was made by the Company or the day on which the Company makes an announcement of an offer under the Off-Market Purchase scheme (as the case may be), and deemed to be adjusted for any corporate action that occurs during the relevant period of five (5) market days and the day on which the purchases are made.

The Share Purchase Mandate will expire at the earliest of:

- (a) the date on which the next annual general meeting of the Company is or is required by law to be held, whichever is the earlier;
- (b) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent authorised under the Share Purchase Mandate; or
- (c) the effective date on which the authority conferred in the Share Purchase Mandate is varied (as to the duration of the Share Purchase Mandate) or revoked by the Shareholders in general meeting.

2.2. Rationale for the Share Purchase Mandate

The Share Purchase Mandate will give the Directors the flexibility to purchase Shares when circumstances permit, with the objective of enhancing the earnings per share and/or net asset value per share of the Company and its subsidiaries (collectively, the “**Group**”). Such flexibility will also allow the Directors to better manage the Company’s capital structure, dividend payout and cash reserves, and to return surplus cash over and above its capital requirements in an expedient and cost-effective manner.

The Share Purchase Mandate will thus provide the Company with an efficient mechanism to enhance returns to Shareholders when circumstances permit. Share purchases will only be effected when the Directors are of the view that such Share purchases will benefit the Company and its Shareholders.

2.3. Source of Funds

The Company may only apply funds for the purchase of Shares as provided in the constitution of the Company (the “**Constitution**”), the Guidelines on Share Purchases and in accordance with the applicable laws in Singapore. The Company may not purchase its Shares for a consideration other than cash or, in the case of a Market Purchase, for settlement otherwise than in accordance

with SGX-ST's trading rules. The Company intends to use its internal sources of funds to finance its purchase or acquisition of Shares. The Company does not intend to obtain or incur any borrowings to finance the purchase of its Shares.

The Company may purchase or acquire its Shares out of the Company's capital or distributable profits so long as the Company is solvent. For this purpose, pursuant to the Companies Act, a company is solvent if at the date of payment the following conditions are satisfied:

- (a) there is no ground on which the company could be found to be unable to pay its debts;
- (b) if —
 - (i) it is intended to commence winding up of the company within the period of 12 months immediately after the date of the payment, the company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or
 - (ii) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase, acquisition, variation or release (as the case may be), become less than the value of its liabilities (including contingent liabilities).

2.4. Financial Impact of the Share Purchase Mandate

The impact of the Share Purchase Mandate on the Company's financial position is set out below.

The total number of issued Shares (excluding any Shares held as treasury shares or which comprise subsidiary holdings) in the Company as at 1 April 2025, being the latest practicable date prior to the printing of this Addendum (the "**Latest Practicable Date**"), is 88,668,902 Shares and the exercise in full of the Share Purchase Mandate would result in the purchase of up to 8,866,890 Shares. As at the Latest Practicable Date, the Company had 1,022,200 treasury shares and no subsidiary holdings, and the Shares, being the ordinary shares in the capital of the Company, were the only class of shares issued by the Company.

All Shares which are purchased or acquired by the Company shall be held by the Company as treasury shares which may be used for the purpose stated in the Companies Act, unless the Company elects that such Shares shall be cancelled immediately on the purchase or acquisition.

Treasury shares are ordinary shares or stocks purchased or otherwise acquired by a company in accordance with Sections 76B to 76G of the Companies Act and which have been held by the Company continuously since the treasury shares were so purchased, and the Company shall be entered in the Register of Members as the member holding those Shares. The number of Shares held as treasury shares cannot at any time exceed ten (10) per cent. of the total number of issued ordinary shares in the capital of the Company.

The treasury shares shall be treated as having no voting rights and shall not be entitled to any dividend or other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up). However, an allotment of shares as fully paid bonus shares in respect of the treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a smaller or greater amount is also allowed if the total value of the treasury shares after the subdivision or consolidation is the same as before the subdivision or consolidation, as the case may be.

Treasury shares may be held by the Company or may be sold, transferred or cancelled in accordance with Section 76K of the Companies Act and the Listing Manual of the SGX-ST. Under Section 76K of the Companies Act, where the purchased or acquired Shares are held as treasury shares, the Company may at any time:

- (a) sell the Shares (or any of them) for cash;
- (b) transfer the Shares (or any of them) for the purposes of or pursuant to any share scheme, whether for its employees, directors or other persons;
- (c) transfer the Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the Shares (or any of them); or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister may by order prescribe.

In addition, under Rule 704(28) of the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares. Such announcement must include details such as the date of the sale, transfer, cancellation and/or use of such treasury shares, the purpose of such sale, transfer, cancellation and/or use of such treasury shares, the number of treasury shares which have been sold, transferred, cancelled and/or used, the number of treasury shares before and after such sale, transfer, cancellation and/or use, the percentage of the number of treasury shares against the total number of issued shares (of the same class as the treasury shares) which are listed before and after such sale, transfer, cancellation and/or use, and the value of the treasury shares if they are used for a sale or transfer, or cancelled.

If the purchased Shares will be cancelled, the issued share capital of the Company will be reduced by the corresponding purchase price of the purchased Shares. Accordingly, the net tangible assets of the Company and the Group will be reduced by the dollar value of the Shares purchased.

The financial impact on the Group arising from purchases or acquisition of Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, the aggregate number of Shares purchased or acquired and the consideration paid at the relevant time.

Based on the issued and paid-up share capital of the Company as at the Latest Practicable Date, assuming that the Company purchases 8,866,890 Shares at the Maximum Price of S\$0.739 per Share (being the price equivalent of five (5) per cent. above the average of the closing market prices of the Shares for the five (5) consecutive market days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 8,866,890 Shares (excluding ancillary expenses such as related brokerage, goods and services tax, stamp duties and clearance fees) is approximately S\$6,553,000.

For illustrative purposes only and on the basis of the assumption above, the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate on the audited financial statements of the Group and Company for the financial year ended 31 December 2024 is set out below and assuming the following:

- (a) the purchase or acquisition of 8,866,890 Shares by the Company pursuant to the Share Purchase Mandate by way of purchases (whether Market Purchases or Off-Market Purchases) made entirely out of profits and/or capital and held in treasury; and
- (b) the purchase or acquisition of 8,866,890 Shares by the Company pursuant to the Share Purchase Mandate by way of purchases (whether Market Purchases or Off-Market Purchases) made entirely out of profits and/or capital and cancelled.

Scenario (a)

- (i) Purchases of up to a maximum of ten (10) per cent. out of profits and/or capital and held in treasury.

| Treasury | Group | | Company | |
|--|------------------------------|-----------------------------|------------------------------|-----------------------------|
| | Before share purchase | After share purchase | Before share purchase | After share purchase |
| Issued capital and reserves (S\$'000) | 70,540 | 70,540 | 61,377 | 61,377 |
| Treasury Shares (S\$'000) | (495) | (7,048) | (495) | (7,048) |
| Net Tangible Assets(S\$'000) | 70,045 | 63,492 | 60,882 | 54,329 |
| Current Assets(S\$'000) | 71,394 | 64,841 | 59,385 | 52,832 |
| Current Liabilities(S\$'000) | 19,979 | 19,979 | 20,170 | 20,170 |
| Net Borrowings/(Cash)(S\$'000) | (27,066) | (20,513) | (19,188) | (12,635) |
| Number of Shares (as at the Latest Practicable Date) | 88,668,902 | 79,802,012 | 88,668,902 | 79,802,012 |
| NTA / Share (cents) | 79.00 | 79.56 | 68.66 | 68.08 |
| Profit/(loss) per Share (cents) | 9.61 | 10.68 | 1.18 | 1.31 |
| Gearing ratio (times) | – | – | – | – |
| Current ratio (times) | 3.57 | 3.25 | 2.94 | 2.62 |

Scenario (b)

- (i) Purchases of up to a maximum of ten (10) per cent. out of profits and/or capital and cancelled.

| Cancelled | Group | | Company | |
|--|------------------------------|-----------------------------|------------------------------|-----------------------------|
| | Before share purchase | After share purchase | Before share purchase | After share purchase |
| Issued capital and reserves (S\$'000) | 70,045 | 63,492 | 60,882 | 54,329 |
| Treasury Shares (S\$'000) | – | – | – | – |
| Net Tangible Assets(S\$'000) | 70,045 | 63,492 | 60,882 | 54,329 |
| Current Assets(S\$'000) | 71,394 | 64,841 | 59,385 | 52,832 |
| Current Liabilities(S\$'000) | 19,979 | 19,979 | 20,170 | 20,170 |
| Net Borrowings/(Cash) (S\$'000) | (27,066) | (20,513) | (19,188) | (12,635) |
| Number of Shares (as at the Latest Practicable Date) | 88,668,902 | 79,802,012 | 88,668,902 | 79,802,012 |
| NTA / Share (cents) | 79.00 | 79.56 | 68.66 | 68.08 |
| Profit/(loss) per Share (cents) | 9.61 | 10.68 | 1.18 | 1.31 |
| Gearing ratio (times) | – | – | – | – |
| Current ratio (times) | 3.57 | 3.25 | 2.94 | 2.62 |

Notes:

1. Issued capital and reserves equal to All issued capital and reserves attributable to the owner of the company.
2. Net Tangible Assets equals Total assets less goodwill, intangible assets and net assets attributable to non-controlling interest
3. Net Borrowings equals loan from financial institution (excluding loan from non-controlling interest) and convertible bonds less cash
4. Net Gearing Ratio equals Loan from financial institution (excluding loan from non-controlling interest) and convertible bonds divided by Shareholders' Fund
5. Current Ratio equals Current Assets divided by Current Liabilities
6. Profit Per Share equals profit attributable to the Company's shareholders divided by Number of Shares
7. The Treasury Shares are purchased on the 1st day of the year

Shareholders should note that the financial effects set out above, based on the respective aforesaid assumptions, are for illustration purposes only. In particular, it is important to note that the above analysis is based on historical audited numbers for the financial year ended 31 December 2024, and are not necessarily representative of future financial performance.

The Directors emphasise that they do not propose to exercise the Share Purchase Mandate to the extent that it will have a material adverse impact on the working capital requirements of the Group or the gearing levels which are from time to time, in the opinion of the Directors, appropriate for the Group. The Share Purchase Mandate will be exercised in accordance with the Guidelines on Share Purchases and the Directors will be prudent in exercising the Share Purchase Mandate and only to such extent which the Directors believe will be beneficial to the Group and the Shareholders from time to time giving consideration to the prevailing market conditions, the financial position of the Group and other relevant factors. Further, in accordance with the Guidelines on Share Purchases, Share purchases are prohibited after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been publicly announced. In particular, the Company may not purchase its Shares on the SGX-ST during the period commencing two (2) weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year and one (1) month before the announcement of the Company's full year financial statements (if the Company announces its quarterly financial statements, whether required by the SGX-ST or otherwise), or one (1) month before the announcement of the Company's half year and full year financial statements (if the Company does not announce its quarterly financial statements), and ending on the date of announcement of the relevant results.

2.5. Take-over Code Implications Arising from Share Purchases

The resultant increase in the percentage of voting rights held by a Shareholder and persons acting in concert with him, following the purchase of Shares by the Company, will be treated as an acquisition for the purposes of Rule 14 ("**Rule 14**") of the Singapore Code on Take-overs and Mergers (the "**Take-over Code**"). Consequently, depending on the number of Shares purchased by the Company and the Company's issued share capital at that time, a Shareholder or group of Shareholders acting in concert with each other could obtain or consolidate effective control of the Company and become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code.

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company. Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert, namely (a) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts) and (b) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies, companies of which such companies are associated companies, all with one another, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights. For this purpose, ownership or control of at least twenty (20) per cent., but not more than fifty (50) per cent., of the voting rights of a company will be regarded as the test of associated company status.

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

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

months. Where the concert party group holds over fifty (50) per cent. of the Company's voting rights, no obligation to make a take-over offer under Rule 14 normally arises from acquisitions by any member of the concert party group.

Based on the Register of Directors of the Company, as at the Latest Practicable Date, the shareholdings of the Directors of the Company before and (assuming (a) the Company purchases the maximum amount of ten (10) per cent. of the total number of issued Shares (excluding any Shares held as treasury shares or which comprise subsidiary holdings), and (b) there is no change in the number of Shares held or deemed to be held by the Directors) after the purchase by the Company of ten (10) per cent. of the total number of issued Shares (excluding any Shares held as treasury shares or which comprise subsidiary holdings) pursuant to the Share Purchase Mandate were/will be as follows:

| Name of Director | Before Share Purchase | | | After Share Purchase | | |
|----------------------|-----------------------|-----------------|----------------|----------------------|-----------------|----------------|
| | Direct Interest | Deemed Interest | Total Interest | Direct Interest | Deemed Interest | Total Interest |
| | % | % | % | % | % | % |
| Eu Yee Ming Richard | – | – | – | – | – | – |
| Tay Teng Guan Arthur | 1.11 | 53.45 | 54.56 | 1.24 | 59.38 | 60.62 |
| Tay Teng Hock | 0.11 | – | 0.11 | 0.13 | – | 0.13 |
| Chan Kum Tao | 0.51 | – | 0.51 | 0.56 | – | 0.56 |
| Yeo Wee Kiong | 0.11 | – | 0.11 | 0.13 | – | 0.13 |

Based on the above information and at the Latest Practicable Date, as Tay Teng Guan Arthur (together with persons acting in concert with him) has aggregate voting rights of the Company of more than fifty (50) per cent., the increase in his shareholdings and voting rights in the event the Company purchases the maximum amount of ten (10) per cent. of the total number of issued Shares (excluding Shares held as treasury shares or which comprise subsidiary holdings) of the Company under the Share Purchase Mandate, will not result in him and persons acting in concert with him being obligated to make a mandatory offer under Rule 14 of the Take-over Code. None of the Directors (together with persons acting in concert with them) will become obliged to make a take-over offer under Rule 14 and Appendix 2 of the Take-over Code in the event that the Company purchases the maximum amount of ten (10) per cent. of the total number of issued Shares (excluding Shares held as treasury shares or which comprise subsidiary holdings) of the Company under the Share Purchase Mandate.

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

Under Appendix 2 of the Take-over Code, in general, Shareholders will be subject to the provisions of Rule 14 if they acquire voting shares after the Company's share buy-back.

Based on the Register of Substantial Shareholders of the Company, as at the Latest Practicable Date, the shareholdings of the substantial shareholders of the Company before and (assuming (a) the Company purchases the maximum amount of ten (10) per cent. of the total number of issued Shares (excluding Shares held as treasury shares or which comprise subsidiary holdings) of the Company, and (b) there is no change in the number of Shares held or deemed to be held by the

substantial shareholders) after the purchase by the Company of ten (10) per cent. of the total number of issued Shares (excluding Shares held as treasury shares or which comprise subsidiary holdings) of the Company pursuant to the Share Purchase Mandate were/will be as follows:

| Name of substantial shareholder | Before Share Purchase | | | After Share Purchase | | |
|-------------------------------------|-----------------------|-----------------|----------------|----------------------|-----------------|----------------|
| | Direct Interest | Deemed Interest | Total Interest | Direct Interest | Deemed Interest | Total Interest |
| | % | % | % | % | % | % |
| SUTL Global Pte. Ltd. | 53.45 | – | 53.45 | 59.38 | – | 59.38 |
| Tay Teng Guan Arthur ^(a) | 1.11 | 53.45 | 54.56 | 1.24 | 59.38 | 60.62 |

Notes:

- (a) The deemed interest of Mr Tay Teng Guan Arthur of 53.45 per cent. of the issued Shares (excluding any Shares held as treasury shares or which comprise subsidiary holdings) of the Company arises out of the Shares in which SUTL Global Pte. Ltd. has an interest.

Based on the above information and at the Latest Practicable Date, as SUTL Global Pte. Ltd. (together with persons acting in concert with it, including Tay Teng Guan Arthur) has aggregate voting rights of the Company of more than 50%, the increase in their shareholdings and voting rights in the event the Company purchases the maximum amount of ten (10) per cent. of the total number of issued Shares (excluding Shares held as treasury shares or which comprise subsidiary holdings) of the Company under the Share Purchase Mandate will not result in them and persons acting in concert with them being obligated to make a mandatory offer under Rule 14 of the Take-over Code. None of the substantial shareholders of the Company would become obliged to make a take-over offer for the Company under Rule 14 and Appendix 2 of the Take-over Code in the event the Company purchases the maximum amount of ten (10) per cent. of the total number of issued Shares (excluding Shares held as treasury shares or which comprise subsidiary holdings) of the Company under the Share Purchase Mandate.

The Directors are also not aware of any Shareholder or group of Shareholders acting in concert who may become obliged to make a mandatory offer in the event that the Directors exercise the Share Purchase Mandate.

Shareholders are advised to consult their professional advisers and/or the Securities Industry Council and/or the relevant authorities at the earliest opportunity as to whether they would incur any obligation to make a take-over offer as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate.

2.6. Disclosure Requirements for Substantial Shareholders

The disclosure of interests requirements in listed entities by a substantial shareholder are set out in Part VII of the Securities and Futures Act 2001.

Under the Securities and Futures Act, a substantial shareholder in a company is defined as a person who has an interest or interests in one or more voting shares (excluding treasury shares) in the company and the total votes attached to that share, or those shares, is not less than five (5) per cent. of the total votes attached to all the voting shares (excluding treasury shares) in the company.

Shareholders should note that a purchase of Shares by the Company may inadvertently cause the percentage shareholding of Shareholders, particularly Shareholders whose current holding of Shares is close to five (5) per cent., to become a substantial shareholder in the Company for the purposes of the Securities and Futures Act.

2.7. Listing Status on SGX-ST

The Directors will use their best efforts to ensure that the Company does not effect a purchase of Shares if the purchase of Shares would result in the number of Shares remaining in the hands of the public falling to such a level as to cause market illiquidity or adversely affect the listing status of the Company.

Under Rule 723 of the Listing Manual, a company should ensure that at least ten (10) per cent. of a class of its listed securities is at all times held by the “public” (as defined in the Listing Manual).

As at the Latest Practicable Date, 45.44 per cent. of the issued share capital of the Company is held by the public. The Company is as such of the view that there is currently a sufficient number of Shares in issue held by public Shareholders which would permit the Company to effect a purchase of up to ten (10) per cent. of the total number of issued Shares (excluding Shares held as treasury shares or which comprise subsidiary holdings) of the Company pursuant to the Share Purchase Mandate without affecting the listing status of the Shares on the SGX-ST. Before deciding to effect a purchase of Shares, the Directors will also ensure that, notwithstanding such purchase, a sufficient float in the hands of the public will be maintained to provide for an orderly market for trading in the Shares.

2.8. Shares Purchased in the Previous 12 Months

As at the Latest Practicable Date, the Company had not purchased or acquired any of its Shares by way of Market Purchases or Off-Market Purchases in the twelve (12) months preceding the Latest Practicable Date.

3. DIRECTORS’ RECOMMENDATION

- 3.1.** Having considered the rationale for and benefits of the proposed renewal of the Share Purchase Mandate, the Directors are of the opinion that the renewal is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of Resolution 9 in the Notice of the Thirty-First AGM.

4. DIRECTORS’ RESPONSIBILITY STATEMENT

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

5. DOCUMENTS FOR INSPECTION

The Constitution of the Company may be inspected at the registered office at #05-00 SUTL House, 100J Pasir Panjang Road, Singapore 118525 during normal business hours from the date of this Addendum to the date of the Thirty-First AGM.

Shareholders who wish to inspect these documents at the registered office of the Company are required to send an email request to investor_relations@sutl.com to make an appointment in advance. The Company will arrange a date when each Shareholder can come to the registered office to inspect accordingly. The inspection of documents will be arranged with each Shareholder to limit the number of people who are present at the registered office at any point in time and such arrangements are subject to the prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be implemented by the relevant authorities from time to time.

Yours faithfully,
for and on behalf of the Board of Directors of
SUTL ENTERPRISE LIMITED

Tay Teng Guan Arthur
Executive Director

APPENDIX A

GUIDELINES ON SHARE PURCHASES

1. SHAREHOLDERS' APPROVAL

- 1.1 Purchases of Shares by the Company must be approved in advance by the Shareholders in a general meeting of the Company, by way of a general mandate.
- 1.2 The Share Purchase Mandate authorising the purchase of Shares by the Company will expire at the earliest of:
 - (a) the date on which the next annual general meeting (“**AGM**”) of the Company is or is required by law to be held, whichever is the earlier;
 - (b) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent authorised under the Share Purchase Mandate; or
 - (c) the effective date on which the authority conferred in the Share Purchase Mandate is varied (as to the duration of the Share Purchase Mandate) or revoked by the Shareholders in general meeting.
- 1.3 The authority conferred on the Directors by the Share Purchase Mandate to purchase Shares may be renewed at each AGM or other general meeting of the Company. The Directors may delegate all or part of such authority (including the determination of the purchase price to be paid per Share) upon such terms and conditions as they may at their absolute discretion think fit, but at all times in accordance with the Constitution of the Company.
- 1.4 The number of Shares which can be purchased pursuant to the proposed Share Purchase Mandate is such number of Shares which represents up to a maximum of ten (10) per cent. of the total number of issued Shares (excluding any Shares held as treasury shares or which comprise subsidiary holdings) as at the date on which the resolution authorising the same is passed, unless the Company has effected a reduction of the share capital of the Company in which event the number of issued ordinary shares of the Company shall be taken to be the number of the issued ordinary shares of the Company as altered (excluding any Shares held as treasury shares or which comprise subsidiary holdings).
- 1.5 Purchases of Shares can be effected by the Company only in either one of the following two ways or both:-
 - (a) by way of Market Purchases. Market Purchases means purchases of Shares transacted through the SGX-ST trading system; or
 - (b) by way of Off-Market Purchases. The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Manual, the Constitution of the Company and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to an Off-Market Purchase scheme or schemes. The Off-Market Purchase scheme must, however, satisfy all the following conditions:
 - (i) the offers for the purchase or acquisition of Shares under the scheme shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
 - (ii) all of those persons shall be given a reasonable opportunity to accept the offer made to them; and

- (iii) the terms of all the offers are the same (except that there shall be disregarded differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements and different amounts remaining unpaid, and differences in the offers introduced solely to ensure that each person is left with a whole number of Shares).

2. FUNDING OF SHARE PURCHASES

- 2.1 In purchasing Shares, the Company may only apply funds legally available for such purchase in accordance with its Constitution and the applicable laws in Singapore.
- 2.2 The Company may not purchase its Shares for a consideration other than cash or, in the case of Market Purchases, for settlement otherwise than in accordance with the trading rules of the SGX-ST.
- 2.3 The Company may purchase or acquire its Shares out of the Company's capital or distributable profits so long as the Company is solvent. For this purpose, pursuant to the Companies Act, a company is solvent if at the date of payment the following conditions are satisfied:
 - (a) there is no ground on which the company could be found to be unable to pay its debts;
 - (b) if —
 - (i) it is intended to commence winding up of the company within the period of 12 months immediately after the date of the payment, the company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or
 - (ii) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
 - (c) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase, acquisition, variation or release (as the case may be), become less than the value of its liabilities (including contingent liabilities).
- 2.4 The Directors shall not exercise the Share Purchase Mandate to such an extent as would have a material adverse effect on the working capital requirements of the Group or the gearing levels which are from time to time, in the opinion of the Directors, appropriate for the Group.

3. TRADING RESTRICTIONS

- 3.1 The Company will not effect a Share purchase such that the continuing shareholding spread requirement prescribed by the Listing Manual of the SGX-ST which are in force at the time of the intended Share purchase cannot be maintained after the purchase.
- 3.2 The Directors will use their best efforts to ensure that any Share purchases will not affect the listing of the Shares on the SGX-ST.

4. OFF-MARKET PURCHASE SCHEME

For purchases of Shares to be made by way of an Off-Market Purchase scheme, the Company shall issue an offer document to all Shareholders. The offer document shall contain at least the following information:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed Share purchase;
- (d) the consequences, if any, of the Share purchase by the Company that will arise under the Singapore Code on Take-overs and Mergers or any other applicable take-over rules;
- (e) whether the Share purchase, if made, will have any effect on the listing of the Shares on the SGX-ST;
- (f) details of any Share purchases made by the Company in the previous twelve (12) months whether Market Purchases or Off-Market Purchase schemes, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases; and
- (g) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

5. PRICE RESTRICTIONS

The purchase price (excluding ancillary expenses such as related brokerage, goods and services tax, stamp duties and clearance fees) to be paid for a Share will be determined by the Directors. The purchase price to be paid for the Shares as determined by the Directors must not exceed the Maximum Price.

6. STATUS OF PURCHASED SHARES

- 6.1 All Shares which are purchased or acquired by the Company shall be held by the Company as treasury shares which may be used for the purpose stated in the Companies Act, unless the Company elects that such Shares shall be cancelled immediately on the purchase or acquisition.
- 6.2 Any Shares purchased or acquired by the Company and cancelled will be automatically delisted by the SGX-ST.
- 6.3 Certificates in respect of purchased or acquired Shares that are cancelled by the Company will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any purchase or acquisition of such Shares.

7. REPORTING REQUIREMENTS

- 7.1 Within thirty (30) days of the passing of a Shareholders' resolution to approve purchases of Shares by the Company, the Company shall lodge a copy of such resolution with the Accounting and Corporate Regulatory Authority.

- 7.2 The Company shall notify the Accounting and Corporate Regulatory Authority within thirty (30) days of a purchase of Shares. Such notification shall include details of the date of the purchase, the total number of Shares purchased, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before the purchase of Shares, the Company's issued share capital after the purchase of Shares, the amount of consideration paid by the Company for the purchase of Shares, whether the Shares were purchased out of profits or the capital of the Company and such other particulars as may be required in the prescribed form.
- 7.3 The Company shall notify the SGX-ST of Market Purchases of Shares not later than 9.00 a.m. on the market day following the day on which the Market Purchases were effected, and shall notify the SGX-ST of Off-Market Purchases not later than 9.00 a.m. on the second market day after the close of acceptances of the offer for Off-Market Purchases. The notification of such purchases of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe.
- 7.4 The Company shall make arrangements with its stockbrokers to ensure that they provide to the Company in a timely fashion the necessary information which will enable the Company to make the aforesaid notifications to the SGX-ST.
- 7.5 When seeking the approval of Shareholders for the renewal of the Share Purchase Mandate, the Company is required to disclose details pertaining to purchases of Shares made by the Company during the previous twelve (12) months, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases.

8. SUSPENSION OF PURCHASES

- 8.1 Share purchases are prohibited after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been publicly announced.
- 8.2 In particular, the Company may not purchase its Shares on the SGX-ST during the period commencing two (2) weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year and one (1) month before the announcement of the Company's full year financial statements (if the Company announces its quarterly financial statements, whether required by the SGX-ST or otherwise), or one (1) month before the announcement of the Company's half year and full year financial statements (if the Company does not announce its quarterly financial statements), and ending on the date of announcement of the relevant results.