



利通太平洋金融控股有限公司
Net Pacific Financial Holdings Limited

(Incorporated in the Republic of Singapore on 9 January 2003)
(Company Registration Number 200300326D)

ENTRY INTO A SALE AND PURCHASE AGREEMENT IN RELATION TO THE PROPOSED ACQUISITION OF BEN SPORTS AND MANAGEMENT LIMITED AND ITS SUBSIDIARY

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Net Pacific Financial Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company had on 25 September 2023, entered into a sale and purchase agreement (the “**SPA**”) with Mr. Ben Lee, a Non-Independent Non-Executive Director of the Company (the “**Vendor**”) to acquire 100% of the total issued and paid-up share capital (the “**Sale Shares**”) of Ben Sports and Management Limited (the “**Target**”) and its subsidiary (as defined below) (collectively, the “**Target Group**”)(the “**Proposed Acquisition**”).

Upon completion of the Proposed Acquisition (“**Completion**”), the Company shall become the sole shareholder of the Target Group.

2. INFORMATION ON THE PROPOSED ACQUISITION

2.1 Information on the Target

The Target is a company incorporated in the Hong Kong Special Administrative Region of the People's Republic of China (“**HKSAR**”) on 4 February 2022 with a total issued and paid-up share capital of HK\$100,000 consisting of 100,000 ordinary shares. The Target has incorporated a wholly-owned subsidiary, Ben Sports & Culture Development (Foshan) Co., Ltd. 本能体育文化发展（佛山）有限公司 in the People's Republic of China (“**PRC**”) on 30 December 2022 (“**Target Subsidiary**”).

While the Target Group is currently dormant, the Target Group's principal business will be the sale of golf simulators and the operation of golf simulator venues in the PRC upon Completion (the “**Business**”). To this end, the Target Group plans to incorporate three new companies in Jiangmen City and Guangzhou City, both located in Guangdong Province, the PRC while the Target Subsidiary will be the holding company for the three new companies in the PRC, which will engage in the Business (collectively, the “**New Group**”). The acquisition of the dormant Target Group, as compared to setting up of a new entity for the Proposed Acquisition, helps to save 1.5 to 2 months' time and cost in setting up new companies in the PRC.

As at the date of this announcement, the Vendor is the beneficial owner of a group of PRC entities (collectively, the “**Previous Group**”) whose principal activity includes the Business. For the avoidance of doubt, notwithstanding that the Vendor is the beneficial owner of the Previous Group, the entities under the Previous Group are held on record, by independent third parties unrelated to the Vendor. The Vendor is currently the chairman of Wang Kei Yip Development Ltd. 宏基业发展有限公司 (“**WKY**”), a company principally involved in the business of scrap recycling, processing, production and sale of aluminium ingot. The Vendor is also a passive investor in other small business including the Previous Group. As chairman of WKY, he has to travel around and does not have time for the management of these passive investments and prefers these passive investments to be registered under

third party registered owners. The Vendor has signed a trust agreement with the independent third party registered owners to take effect from the time of incorporation of the PRC entities under the Previous Group to protect the rights and interests of the Vendor as the beneficial owner.

The Previous Group currently operates two golf simulator venues in Guangzhou and Jiangmen city respectively. The Previous Group also holds certain golf simulator equipment distribution rights.

To minimise the Group's exposure to the liabilities of the Previous Group, the Vendor has agreed to procure the completion of an internal restructuring, prior to Completion, via the incorporation of new PRC companies under the Target Group. In order to facilitate the operation of the Business, it is envisaged that the Target Group and/or the New Group will, *inter alia*, perform the following:

(a) Prior to Completion:

- i. enter into new employment contracts with key management employees who form part of the Previous Group;
- ii. enter into new tenancy agreements;
- iii. enter into new distributor agreements with golf simulator equipment suppliers; and
- iv. enter into an agreement with the Previous Group to acquire certain inventory and fixed assets from the Previous Group (the "**Assets**") which the Company deems necessary and/or suitable for the proper operation of the Business. Based on the net book value of the Assets, the acquisition cost for the Assets is to be RMB558,364, equivalent to HK\$597,814 based on the exchange rate of HK\$1 : RMB0.93401¹, as at 22 September 2023 (the "**Asset Purchase Price**") is required to acquire the Assets. The Asset Purchase Price shall be funded through the Group's internal resources. The list of Assets to be acquired from the Previous Group are set out below:

| | | |
|-------|---------------------------------|-------------------|
| (i) | Simulator and related equipment | RMB388,414 |
| (ii) | Office equipment | RMB14,490 |
| (iii) | Motor vehicle | RMB155,460 |
| | Total | RMB558,364 |

Payment under (iv) above will be made after Completion of the Proposed Acquisition.

2.2 Information on the Vendor

The Vendor is a director of the Target. The Vendor is also a Non-Independent Non-Executive Director and a controlling shareholder of the Company, with a deemed 22.83% shareholding interest in the Company as at the date of this announcement.

The Vendor is deemed interested in the Shares held by his wife, Zhou Dan, who is the sister of Zhou Wen Jie, a Non-Independent Non-Executive Director and a controlling shareholder of the Company. For ease of reference, the shareholdings of Zhou Wen Jie, Zhou Dan and the Vendor in the Company are set out below:

| | Direct Interest | Deemed Interest | Total | % |
|--------------|-----------------|-----------------|-------------|--------|
| Zhou Wen Jie | 119,750,600 | - | 119,750,600 | 22.78% |
| Zhou Dan | 120,000,000 | | 120,000,000 | 22.83% |

¹ Exchange rate taken from Oanda FX Data Services at <https://www.oanda.com/currency-converter/en/?from=CNY&to=HKD&amount=1>

| | | | | |
|------------|---|-------------|---|--------|
| | | | | |
| The Vendor | - | 120,000,000 | - | 22.83% |

Save as disclosed in this announcement, the Vendor is not related to the directors, substantial shareholders of the Company, or their respective associates.

2.3 Consideration

In accordance with the terms of the SPA, the aggregate consideration payable by the Company for the Proposed Acquisition is HK\$100,000 (the “**Consideration**”), which was arrived at on a willing buyer and willing seller basis based on the net tangible asset value of the Sale Shares (being the issued and paid-up share capital).

The Consideration shall be payable by the Company in cash to the Vendor by way of cashier’s order, cheque, telegraphic transfer or such other payment method on the date of Completion (“**Completion Date**”), which is the 30th Business Day immediately after the last of the conditions precedent set out under Section 2.5 is fulfilled or waived (if capable of being waived), or such other date as both parties may agree in writing.

The Long Stop Date is 22 December 2023, or such other date as both parties may agree in writing.

The SPA may be terminated by the Company and Vendor by written notice to the other party prior to Completion as follows:

- (i) at the election of the Company or the Vendor (as the case may be) when one party fails to comply with its obligations under the SPA; and
- (ii) at the election of the Company, if the Vendor has not satisfied all the conditions precedent by the Long Stop Date or breached any representation, warranty, covenant or agreement contained in the SPA, which breach cannot be or is not cured by Completion Date, or
- (iii) at any time on or before the Completion Date, by mutual written consent of both parties.

The Consideration shall be funded through the Group’s internal resources.

2.4 Value of Sale Shares

Based on the latest unaudited financial statements / management accounts of the Target as at 31 December 2022, the net tangible asset value and book value of the Sale Shares is approximately HK\$100,000.

As the Consideration for the Proposed Acquisition is not material and does not amount to more than 3% of the Group’s latest audited net tangible asset value, and as the Target Group is dormant, no valuation was commissioned by the Company in respect of the Sale Shares.

2.5 Conditions Precedent

Completion of the Proposed Acquisition is conditional upon the fulfilment of certain conditions precedent in accordance with the SPA, including, *inter alia*, the following:

- (a) the Company obtaining such approvals, consents and/or waivers from its Board, its shareholders and/or the SGX-ST (and any other regulatory authority) in

connection with the SPA and the transactions contemplated therein, as may be necessary;

- (b) the Company being satisfied, in its absolute discretion, with the results of the due diligence (whether legal, financial, contractual, tax or otherwise) as may be carried out by the Company and/or its advisers on the Target Group (the “**Due Diligence Investigations**”);
- (c) the Vendor having procured the completion of the restructuring exercise to, inter alia, alter the organization structure of the Target, in compliance with all applicable laws and regulations, and in such manner reasonably satisfactory to the Company;
- (d) the establishment of a key management team in the Target Group by the Vendor (“**Management Personnel**”), with all appointment(s)/employment and the terms of such appointment(s)/employment of the Management Personnel being approved in writing in advance by the Company. Such Management Personnel shall include the key management team of the Previous Group, and the list of Management Personnel is set out under the SPA. The Vendor shall procure for such Management Personnel to be appointed and/or employed with the Target Group in compliance with applicable laws and regulations, and appointed and/or employed on the basis that each of such Management Personnel shall be bound by a non-compete clause as approved in writing by the Company, in their respective service contracts, appointment letters and/or employment agreements with the Target Group;
- (e) the Vendor having procured, in compliance with applicable laws and regulations, the Target Group’s entry into tenancy agreements, details of which are set out under the SPA, on such terms as may be approved in writing by the Company;
- (f) the Vendor having procured, in compliance with applicable laws and regulations, the Target Group’s entry into distributor agreements, details of which are set out under the SPA, on such terms as may be approved in writing by the Company;
- (g) the Vendor having procured, in compliance with applicable laws and regulations, the Target Group’s entry into an asset purchase agreement(s) with the Previous Group (“**Asset Purchase Agreement(s)**”), to acquire the Assets from the Previous Group, details of which are set out under the SPA, on such terms as may be approved in writing by the Company;
- (h) the rectification, or the procurement of such rectification, to the satisfaction of the Company by the Vendor of all issues and irregularities uncovered by the Company during the Company’s Due Diligence Investigations on the Target Group which are capable of rectification, unless waived by the Company in its absolute discretion. For the avoidance of doubt, the failure of the Vendor to rectify any such issue or irregularity shall be considered a material breach of this condition precedent on the part of the Vendor which is not capable of remedy;
- (i) there is no breach by the Vendor of his representations, warranties, covenants and indemnities contained in the SPA;
- (j) each of the warranties and undertakings remaining true and not misleading in any respect as at the Completion Date, as if repeated on the Completion Date and at all times between the date of the SPA and the Completion Date;
- (k) there being no material adverse change, or events, acts or omissions since the date of the SPA likely to lead to a material adverse change, in the business,

performance, operations, assets and liabilities, financial condition and/or prospects of the Target Group;

- (l) all approvals, consents and/or waivers as may be necessary from any third party, governmental or regulatory body or relevant competent authority for the transactions contemplated under the SPA, being granted or obtained by the Vendor and/or the Target Group, and being in full force and effect and not having been withdrawn, suspended, amended or revoked before the Completion Date, and if such approvals, consents and/or waivers are granted or obtained subject to any condition(s), such condition(s) being acceptable to the Company and if such condition(s) are required to be fulfilled before the Completion Date, such condition(s) being fulfilled before the Completion Date; and
- (l) the execution and performance of the SPA by the Company and the Vendor not being prohibited, restricted, curtailed, hindered, impaired or otherwise adversely affected by any relevant statute, order, rule, directive or regulation promulgated by any legislative, executive or regulatory body or authority.

2.6 Post-Completion Undertaking

Under the SPA, the Vendor has undertaken to the Company that he shall procure, in compliance with applicable laws and regulations and within 30 business days of the Completion Date, for the Assets to be sold to the Target, details of which are set out under section 2.1(b) of this announcement, on such terms as may be approved in writing by the Company.

The Vendor has further undertaken to the Company that, following the Vendor's fulfilment of his obligation under the paragraph above, the Vendor shall (and shall procure that relevant parties shall) promptly voluntarily cease operations under the Previous Group within one (1) month from Completion.

2.7 Post-Completion Funding Undertaking

In addition, following the Completion of the Proposed Acquisition, the Group will also provide funding of up to RMB9 million (the "**Funding**") to the Target and/or the New Group as the Company may, in its sole discretion, deem necessary for the expenses incurred as set out under Section 2.1 of this announcement and working capital purposes in furtherance of the Business, including enhancement of existing equipment, and expansion plans. For the avoidance of doubt, the Funding shall only be provided after Completion of the Proposed Acquisition, and either by way of a shareholder's loan to the Target and/or a subscription of shares in the capital of the Target Subsidiary and/or New Group by the Company.

2.8 Non-Compete and Non-Solicit Undertakings

Under the SPA, the Vendor has undertaken that he will not in any Relevant Capacity throughout the Restricted Period and in the Restricted Area (as defined below):

- (i) directly or indirectly carry on, be engaged in, be employed by, or be economically interested in or set up or assist in setting up any business which is or is likely to be in competition with the Business;
- (ii) canvass or solicit the custom of any person, firm or company who is or has been a client of, customer of, or supplier or distributor to the Business; or
- (iii) induce or seek to induce any present Restricted Employee to become employed, whether as employee, consultant or otherwise, by the Vendor or another company,

whether or not such Restricted Employee would thereby commit a breach of his contract of service.

In relation to the above undertaking:

- (i) **“Business”** means the business of the Target Group or the Previous Group, whose principal activity includes the sale of golf simulators and the operation of golf simulator venues in the PRC;
- (ii) **“Relevant Capacity”** means for his own account or for that of any person, firm or company (other than the Company);
- (iii) **“Restricted Area”** means the PRC and the HKSAR;
- (iv) **“Restricted Employee”** means any employee of the Target or the Previous Group, who: (a) has access to trade secrets or other confidential information of the Target or the Previous Group; or (b) is one of the key personnel of the Target or the Previous Group; and
- (v) **“Restricted Period”** means two (2) years from the date when the Vendor ceases to be a shareholder in the Target, or such shorter period of time recognised by applicable law as being binding on the Vendor.

3. RATIONALE FOR THE PROPOSED ACQUISITION

The Board has consistently been on the lookout for potential investments to increase the revenue and turnaround the Group.

Upon Completion of the Proposed Acquisition, the key management personnel of the Previous Group will be employed by the Target and/or the New Group to operate and run the Business. The key management personnels brought with their experience and knowledge in running golf-related operations including golf coaching, training centre, brand marketing and planning which is expected to give a steady income stream to the Group. In addition, in light of the scalable business model of the Business after deliberation on other opportunities, the Board believes that the Proposed Acquisition will value add to the Group through contribution of revenue and turnaround the Group.

In terms of risk profile, the Board is of the opinion that the Proposed Acquisition does not change the risk profile of the Group and amount to a diversification as the Consideration is not significant in comparison with the market capitalisation of the Company. Furthermore, given that the Consideration and Asset Purchase Price will be funded through the Group's internal resources, no new liabilities will be incurred. In making the above assessment, the Board further noted that the Proposed Acquisition will not cause a reduction in the Company's net profits or net asset value. Separately, given that the Group has current exposure in the PRC and HKSAR markets via its financing business, the Board is of the view that the Company will not be exposed to any significant new risks associated with expansion into the Business. To this end, the Company has sought legal advice from GFE Law Office (**“GFE”**) on the validity and legality of the Proposed Acquisition. As at the date of the announcement, GFE is of the opinion that the structure of the Proposed Acquisition does not violate the applicable PRC Laws and GFE is not aware of any legal impediments for the Company to distribute its dividends, if any, to shareholders of the Company from its subsidiaries in the PRC under the PRC Laws. After reviewing relevant documents and financial information provided by the Company, GFE is of the view that, the Company does not simultaneously meet the two conditions set out in Circular 43 on Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (境内企业境外发行证券和上市管理试行办法及相关指引)(统称“43号文及指引”) released by the China Securities Regulatory Commission (中国证券监督管理委员会) (**“CSRC”**) on 17 February 2023, as well as six supporting guidelines, taking effect from 31 March 2023,

which would be considered to constitute an indirect overseas offering and listing by a domestic company, and thus the Company's Proposed Acquisition shall not be subject to the filing requirements under the Circular 43. Notwithstanding the above, the Circular 43 was only issued recently, the Board is of the view that, there is no assurance that any new rules or guidance related to Circular 43 promulgated in the future will not impose requirements on the Company nor assurance that CSRC or other government authorities will not recognise the Proposed Acquisition as an indirect overseas listing and require or notify the Company to go through filing procedures according to the Circular 43.

Notwithstanding the foregoing, in the event the Board subsequently forms an opinion that a change in the Group's risk profile is impending or foreseeable, such as the growing contribution of the Business towards the Group's profitability or new risks envisaged due to the operation of the Business, the Board will convene an extraordinary general meeting of the Company to obtain shareholders' approval for the diversification.

Accordingly, based on the abovementioned reasons, the Board is of the view that the Proposed Acquisition will bring value to shareholders and that the Proposed Acquisition is in the best interest of the Company and its shareholders.

As for the Group's existing businesses, operations will continue as usual. That said, in line with the Company's direction to boost growth and enhance shareholders' value, the Company may from time to time explore potential opportunities to further seek new businesses to capitalise on growth opportunities. In the event there are any firm transaction(s), the Company will make the necessary announcement(s) and/or seek shareholders' approval, in compliance with the applicable Catalyst Rules.

4. RELATIVE FIGURES COMPUTED ON THE BASES SET OUT IN RULE 1006 OF THE CATALIST RULES

The relative figures for the Proposed Acquisition on the bases set out in Rule 1006 of the Catalyst Rules are as follows:

| Rule 1006 | Bases | % |
|-----------|---|-------------------------------|
| (a) | The net asset value of the assets to be disposed of compared with the Group's net asset value. | Not Applicable ⁽¹⁾ |
| (b) | The net profits/loss attributable to the assets acquired or disposed compared with the Group's consolidated net profits/loss. ⁽²⁾ | 1.11% ⁽²⁾ |
| (c) | The aggregate value of the consideration given, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares. | 17.99% ⁽³⁾ |
| (d) | The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue. | Not Applicable ⁽⁴⁾ |
| (e) | The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves. | Not Applicable ⁽⁵⁾ |

Notes:

- (1) Rule 1006(a) is not applicable to an acquisition of assets.

- (2) “Net profits/(loss)” means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interest for the latest announced consolidated accounts for the period ended 30 June 2023 (“HY2023”).

Profit test is arrived based on the loss extracted from the management accounts of the Previous Group for the period ended HY2023. Loss attributable to the Assets acquired of HK\$22,131 is computed based on the percentage of Assets Purchase Price (as disclosed under Section 2.1(a)(iv) of this announcement) to the total assets of the Previous Group as at 30 June 2023 multiplied by the loss of the Previous Group for HY2023 .

The presentation is solely for illustration purposes as the Assets do not have past profit track record as the Company did not acquire 100% of the assets under the Previous Group as detailed in section 2.1(a)(iv) of this announcement.

The Board met up with the key management personnel of the Previous Group to understand that the loss for the period ended HY2023 was mainly due to (i) the overall economic environment in the PRC have been affected by slow recovery of confidence after the end of the pandemic, which impacted customers' purchasing power; (ii) there has been an emergence of golf simulator brands in the market with lower pricing targeting at customers with lower budget; (iii) some customers are unable to find suitable locations for installing simulators, which has led to delays in their purchases, and (iv) there are some projects that were signed by the distributor and will be recorded as revenue by the Previous Group in second half of 2023 once installation is accepted by customers.

- (3) Based on the Consideration of HK\$100,000, agreed fundings of RMB9 million for working capital of the Business and the market capitalisation of the Company being HK\$54,112,654 as of 22 September 2023 which was determined by multiplying the number of shares in issue (525,630,328 ordinary shares) by the Hong Kong dollar equivalent (based on the SGD: HKD exchange rate of S\$1 : HK\$ 5.71934 of the weighted average price of S\$0.018 of the shares transacted on 22 September 2023 (i.e., the last market day prior to the date of signing of the SPA).
- (4) Rule 1006(d) is not applicable as no equity securities will be issued by the Company in connection with the Proposed Acquisition.
- (5) Rule 1006(e) is not applicable as the Company is not a mineral, oil and gas company.

As the relative figure computed under Rule 1006(b) of the Catalist Rules does not exceed 5%, and the relative figure computed under Rule 1006(c) of the Catalist Rules exceeds 5% but does not exceed 75%, the Proposed Acquisition constitutes a “discloseable transaction” under Rule 1010 of the Catalist Rules.

5. FINANCIAL EFFECTS OF THE PROPOSED ACQUISITION

The financial effects of the Proposed Acquisition have been prepared based on the latest audited consolidated financial statements of the Group for FY2022.

For illustrative purposes, the financial effects of the Proposed Acquisition have been prepared based on, *inter alia*, the following assumptions:

- (a) the financial effects on the net tangible asset (“**NTA**”) per share of the Group are computed assuming that the Proposed Acquisition was completed on 31 December 2022;
- (b) the financial effects for FY2022 on the earnings per share (“**EPS**”) / loss per share (“**LPS**”) of the Group are computed assuming that the Proposed Acquisition was completed on 1 January 2022; and
- (c) the costs and expenses in connection with the Proposed Acquisition shall be disregarded in view of their immateriality.

Financial Effects on the NTA per share of the Group

| | Before the Proposed Acquisition | After the Proposed Acquisition |
|--|--|---------------------------------------|
| NTA as at 31 December 2022 (HK'000) | 97,594 | 97,594 |
| Number of shares in the Company, excluding treasury shares and subsidiary holdings | 525,630,328 | 525,630,328 |
| NTA per Share (HK\$ cents) | 18.57 | 18.57 |

Financial Effects on the EPS / (LPS) of the Group

| | Before the Proposed Acquisition | After the Proposed Acquisition |
|---|--|---------------------------------------|
| Net loss for FY2022 (HK'000) | (3,522) | (3,522) |
| Weighted average number of shares in the Company, excluding treasury shares and subsidiary holdings | 525,630,328 | 525,630,328 |
| LPS of the Group (HK\$ cents) | (0.67) | (0.67) |

6. THE PROPOSED ACQUISITION AS AN INTERESTED PERSON TRANSACTION

- 6.1 As the Vendor is a Non-Independent Non-Executive Director and a controlling shareholder of the Company, the Vendor is an “interested person” for the purposes of Chapter 9 of the Catalist Rules and the Proposed Acquisition is an “interested person transaction” under Chapter 9 of the Catalist Rules.
- 6.2 Under Chapter 9 of the Catalist Rules, shareholders’ approval is required for an interested person transaction of a value equal to, or exceeding, 5% of the Group’s latest audited NTA.
- 6.3 The value of the Proposed Acquisition (being the amount at risk to the Company) shall be the aggregate of the Consideration and the Asset Purchase Price only (i.e., which amounts to HK\$697,814). As at the date of the SPA, the Group’s latest audited NTA as at 31 December 2022 is HK\$97,594,000. As the aggregate of the Consideration and the Asset Purchase Price against the Group’s latest audited NTA is approximately 0.72% and there are no other interested person transactions between the Vendor and his associates (as defined under the Catalist Rules) and the Company in the current financial year, shareholders’ approval will not be required for the Proposed Acquisition.
- 6.4 For good corporate governance, both the Vendor and Zhou Wen Jie (i.e., the brother-in-law of the Vendor) shall abstain from making any deliberation/recommendation on or approving any matters in connection with the Proposed Acquisition.

Save for the Proposed Acquisition, there are no interested person transactions between the Vendor and his associates (as defined under the Catalist Rules) and the Company in

the current financial year.

7. STATEMENT BY AUDIT COMMITTEE

The members of the Audit Committee are considered independent for the purposes of the Proposed Acquisition. The Audit Committee having considered, *inter alia*, the rationale and information relating to the Proposed Acquisition is of the view that the Proposed Acquisition is on normal commercial terms and not prejudicial to the interests of the Company and its minority shareholders.

8. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Saved as disclosed in sections 2.2 and 6.1 in this announcement, none of the Company's directors or controlling shareholders or their associates has any interest, direct or indirect, in the Proposed Acquisition, other than through their respective shareholdings in the Company.

9. SERVICE CONTRACT

No new directors are proposed to be appointed to the Board in connection with the Proposed Acquisition. As such, no service agreements will be entered into with any new director of the Company in connection with the Proposed Acquisition.

For the avoidance of doubt, the employment contracts to be entered into between the Target and/or the New Group with key management employees who form part of the Previous Group (as disclosed in section 2.1(a) of this announcement) will not constitute a director's service contract.

10. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the SPA will be made available for inspection during normal business hours at the registered address of the Company at 35 Selegie Road #10-25 Singapore 188307 for a period of three (3) months from the date of this announcement.

11. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when dealing or trading in the Company's shares. There is no certainty or assurance as at the date of this announcement that no changes will be made to the terms of the SPA or that the Proposed Acquisition will be completed. The Company will make the necessary announcement(s) as appropriate or when there are further material developments on the SPA. Shareholders and potential investors of the Company are advised to read this announcement and further announcements made by the Company, if any, carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

12. DIRECTORS' RESPONSIBILITY STATEMENT

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

announcement in its proper form and context.

By Order of the Board
Net Pacific Financial Holdings Limited

Ong Chor Wei @ Alan Ong
Executive Director

25 September 2023

*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

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