



## AF Global Limited

Company Registration No.197301118N  
(Incorporated in the Republic of Singapore)

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### PROPOSED ACQUISITION OF ALL THE ISSUED AND PAID-UP SHARES IN THE CAPITAL OF AF GLOBAL LIMITED (OTHER THAN THE EXCLUDED SHARES) BY WAY OF A SCHEME OF ARRANGEMENT

#### INFORMATION ON THE ROLE OF THE NON-CONFLICTED DIRECTORS IN CONNECTION WITH THE SCHEME

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*Unless otherwise defined, capitalised terms in this announcement shall have the same meanings as set out in the revised scheme document dated 23 February 2026 issued and despatched by the Company on 23 February 2026 (the “Revised Scheme Document”).*

The Board of Directors of AF Global Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to inform that it received queries from a third party (who is not a Shareholder) relating to the role of the Non-Conflicted Directors in connection with the Scheme and how the Non-Conflicted Directors arrived at their recommendation to Scheme Shareholders to vote in favour of the Scheme, and the Company would like to take the opportunity to provide Shareholders with general information in this regard.

Please note that, the Non-Conflicted Directors who are considered independent for the purposes of making a recommendation to the Scheme Shareholders in respect of the Scheme, comprise the following four Directors (as disclosed in the Revised Scheme Document):

1. Mr Roy Yeo Kan Kiang (Lead Independent Non-Executive Director)
2. Mr Yeo Wee Kiong (Independent Non-Executive Director)
3. Ms Pan Pei Say (Independent Non-Executive Director)
4. Mr Chay Yue Kai (Executive Director and Chief Executive Officer)

The Company would like to inform Shareholders that the following actions were undertaken by the Non-Conflicted Directors in connection with the Scheme:

- (a) When the Board was first apprised of the Offeror’s intention to undertake a privatisation of the Company via a scheme of arrangement, the Directors quickly determined who among them should be considered conflicted and should be excluded from making any recommendation to Scheme Shareholders in connection with the Scheme. With the assistance of legal advisers, the Board determined that the Conflicted Directors, being Mr Koh Wee Seng (Non-Independent Non-Executive Chairman) and Mr Periakaruppan Aravindan (Non-Independent Non-Executive Director) were conflicted, and should be excluded from further discussions between the Non-Conflicted Directors in relation to the Scheme. Mr Chay’s independence for the purposes of the Scheme was also considered, and it was concluded that he could be considered independent for the purposes of the Scheme.
- (b) As the Company had to agree with the Offeror to undertake the Scheme, the Non-Conflicted Directors were advised that they should first determine if the terms of the Scheme, in particular the Scheme Consideration, were meaningful enough for them to consider further and ultimately let Scheme Shareholders decide on the Scheme by voting in a scheme meeting. The assessment of whether the terms of a general offer, or in the case of the Company, a scheme of arrangement, is fair and reasonable, involves significant financial and technical expertise, and the Non-Conflicted Directors are not such professionals in such aspects. Accordingly, to ensure that minority shareholders’ interests are adequately protected, the Non-Conflicted Directors went through a selection process and ultimately engaged Xandar Capital Pte. Ltd. (the “**IFA**”) as the independent financial adviser to advise the

Non-Conflicted Directors on the terms of the Scheme, after taking into account, among others, their experience, independence and fee proposal. This was done before the Offeror communicated their proposed scheme consideration to the Non-Conflicted Directors.

- (c) When the preliminary terms of the Scheme were communicated by the Offeror's financial advisers to the Non-Conflicted Directors, the Non-Conflicted Directors promptly instructed the IFA to analyse the terms and to report their findings to the Non-Conflicted Directors. Based on the IFA's analysis of the preliminary terms, which was subject to robust discussions with the Non-Conflicted Directors, the initial scheme consideration proposed by the Offeror fell within a range which the Non-Conflicted Directors determined to be in the interest of minority Shareholders to consider the proposal further. Accordingly, the Non-Conflicted Directors decided to continue discussions with the Offeror and to take further steps to prepare for an eventual announcement of the transaction. In the course of preparation for the Scheme, the Non-Conflicted Directors, having the interest of minority Shareholders in mind, were of the view that the scheme consideration could be higher, and requested the Offeror to increase the scheme consideration, which subsequently resulted in the Offeror agreeing to increase the scheme consideration to the current S\$0.11 per Scheme Share when the Scheme was jointly announced by the Company and the Offeror on 8 October 2025.
- (d) During the preparation of the Scheme, the Directors continued to discharge their duties as directors of the Company, including making decisions in relation to the Group's business which were independent of the Scheme. Since the commencement of preparation for the Scheme, there were various material developments involving the Group's business which were not related to the Scheme, such as the Group's disposal of its interest in Knight Frank Pte. Ltd., on-going efforts on the liquidation of the Group's investments in Xuzhou, China, and subsequently the negotiation and execution of a resolution agreement with the Group's joint venture partner in China in order to expediently conclude the liquidation of the Group's investments in Xuzhou, China as set out in the Company's announcements dated 21 January 2026 and 9 February 2026, each titled "Updates on the Group's Asset and Investment Portfolio – Xuzhou Investment" (the "**Xuzhou Resolution**"). Each of these events had a financial effect on the Group, and in order to protect the interest of minority Shareholders, the Non-Conflicted Directors instructed the IFA to refresh its analysis of the terms of the Scheme to take into account the financial effects from such material developments, to determine if their analyses or opinion regarding the terms of the Scheme would be negatively impacted.
- (e) As the entry into the resolution agreement in relation to the Xuzhou Resolution took place only after the Company had issued an earlier scheme document for the purposes of a scheme meeting which was initially scheduled for 5 February 2026, the Non-Conflicted Directors determined that the original scheme meeting should be postponed so that the IFA and the Non-Conflicted Directors had the opportunity to reassess their respective opinion and recommendation, and so that Shareholders had the opportunity to consider the IFA's opinion and the Non-Conflicted Directors' recommendation which took into account the effects of the Xuzhou Resolution.
- (f) In each of the above-mentioned instances where the IFA had to refresh its analyses to take into account the new developments, the IFA remained satisfied that the developments did not affect their conclusion that the terms of the Scheme remained fair and reasonable, and the Non-Conflicted Directors had robust discussions with the IFA on the details of their analyses and how the IFA had taken into account those developments. The Non-Conflicted Directors only continued with their recommendation to Scheme Shareholders to vote in favour of the Scheme after being satisfied with the IFA's analyses and having exercised their own independent judgment on the matter.
- (g) The events and actions undertaken as described above eventually culminated in the issue and despatch of the Revised Scheme Document on 23 February 2026, and the Scheme Meeting which is now scheduled to take place on 10 March 2026.

Shareholders should note that the actions described above are summarised and general in nature. They are not intended to be an exhaustive description of all the actions undertaken by the Non-Conflicted Directors in relation to the Scheme.

## **RESPONSIBILITY STATEMENT**

The Directors of the Company (including any who may have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement which relate to the Company (excluding information relating to the Offeror and/or the IFA, or any opinion expressed by the Offeror and/or the IFA) are fair and accurate and that there are no other material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading. The Directors jointly and severally accept responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror and/or the IFA, the sole responsibility of the Directors has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement. The Directors do not accept any responsibility for any information relating to the Offeror and/or the IFA, or any opinion expressed by the Offeror and/or the IFA.

## **BY ORDER OF THE BOARD**

Lim Swee Ann  
Company Secretary

6 March 2026