JUBILEE INDUSTRIES HOLDINGS LTD.
(Company Registration No. 200904797H)
(Incorporated in the Republic of Singapore)

RESPONSE TO THE QUESTIONS FROM SIAS

The Board of Directors (the "**Board**" or "**Directors**") of Jubilee Industries Holdings Ltd (the "**Company**", and together with its subsidiaries, the "**Group**") sets out the Company's response to the questions raised by the Securities Investors Association (Singapore) ("**SIAS**") in relation to the Group's annual report for the financial year ended 31 March 2025 ("**FY2025**"). The Company wishes to provide its responses to the questions below:

Question 1

Given that the group reduced its stake in Honfoong Plastic Industries Pte. Ltd. (HF) to 40%, HF's revenue was not consolidated in the group's results for the year ended 31 March 2025. As such, the group reported no revenue and a loss of $(6.50) million following the finalisation of audit.

In the unaudited results released on 30 May 2025, management reported revenue of $1.59 million and a net loss of $(3.56) million. The audited results show a materially larger loss of $(6.50) million.

(i) Can the board, and in particular the audit committee (AC), explain the material variances between the unaudited and audited financial statements, and the reasons why they were not reflected in the unaudited results?

Company's Response

Subsequent to the release of the Unaudited Financial Statements, there were certain reclassifications and adjustments made to the Unaudited Financial Statements following the finalisation of the audit.

During FY2025, the Company disposed its subsidiary, WE Total Engineering Sdn. Bhd. ("**WTE**"). With the disposal, the revenue and cost of sales, interest income from bank deposits and other income of WTE were reclassified to discontinued operations, which mainly led to the adjustments. Additionally, adjustments were also made on allowance for impairment and writing-off of other receivables, after further assessment and discussions with the auditors.

The detailed explanations are set out in the Company's announcement dated 12 September 2025 on the Material Variances between Unaudited Financial Statements and Audited Financial Statements.

(ii) How has the AC exercised oversight to ensure the integrity of the group's reporting, and how do the AC members assess whether they have effectively discharged their duties?

Company's Response

The AC meets regularly with the Management and both independent and internal auditors to review auditing and risk management matters and discuss the accounting implications of any major transactions including significant financial reporting issues. The AC also reviews financial statements, including any significant financial reporting issues and judgements, so as to ensure the integrity of the financial statements of the Company before submission to the Board for approval.

The Board has implemented a collective questionnaire assessment process for assessing its effectiveness as a whole, and of each Board Committee separately, as well as the contribution of the Chairman and each individual Director to the effectiveness of the Board. Following the review of FY2025, the Board is of the view that the Board and its Board Committees operate effectively, and each Director is contributing to the overall effectiveness of the Board.

Details of the assessment criteria for each Board Committee are set out in the Company's FY2025 Annual Report.

(iii) Has the company been subjected to ACRA's review under the Financial Reporting Surveillance Programme? If so, what were the findings?

Company's Response

The Company is subject to an ongoing review by ACRA under the Financial Reporting Surveillance Programme. No findings have been issued as the review process has not yet been completed.

(iv) Is there a risk that the company will be deemed a cash company by SGX-ST?

Company's Response

As set out in the Company's response to SGX query 5(a) dated 11 October 2024, following completion of the Proposed Disposal, the Group's principal business segment will be its Mechanical Business Unit, which comprises (i) the provision

of precision plastic injection moulding and (ii) design, fabrication and sale of precision plastic injection moulds. Such business activities are carried out in Singapore and Indonesia through the Company's stake in Honfoong (held via Jubilee Industries (S) Pte. Ltd.) which was reduced from 77.1% to 40.0% following completion of the Company's sale of its partial stake in September 2023 (which was approved by shareholders). Honfoong in turn has a 99.9% stake in PT Honfoong Plastic Industries.

The HF Group is a revenue-generating business. Based on the audited consolidated financial statements of the Group for FY2025, the revenue of the HF Group is approximately S$13,130,000. As Honfoong is an associated company of the Company, the HF Group's results are reflected as share of results of associates in the Group's audited financial statements for FY2025.

Based on the above reasons, the Company is of the view that it is not at risk of being deemed a cash company as it continues to have a stake in an operating business.

The Company intends to continue to engage in the plastic injection moulding business through its 40% stake in Honfoong and is in the process of actively assessing new potential business opportunities for investment. The Company will update shareholders at the relevant junctures as required under the Catalist Rules if there are any material developments in this respect.

Question 2

In the operations and financial review, management stated that it has carried out various "value-unlocking" exercises. Despite this, accumulated losses increased to $(65.5) million as at 31 March 2025. The company recorded accumulated losses of just $(4.0) million as at 31 December 2013.

The executive chairman and chief executive officer was first appointed on 30 June 2014.

(i) Following the disposal of the operating units, can the board provide shareholders greater insights on the specific areas of growth identified? How were these areas selected and does the group have the human resources and capabilities to pursue them?

Company's Response

Updates on the Company's progress in undertaking any acquisition of any new businesses, including the steps taken by the Company to source for new business

opportunities are set out in the Company's response to the queries raised by the SGX-ST as announced on 1 August 2025.

The Company would like to assure shareholders that it is consistently seeking out new business opportunities that will introduce additional income streams for the Group, enhance the Group's business sustainability, and increase shareholders' value. The Company will provide timely updates as and when there are material developments.

(ii) Has the board critically assessed management's track record in delivering value to shareholders? What has been the total shareholder return since 30 June 2014?

Company's Response

The Board continues to review management's performance in light of the Group's strategic objectives and business plans. In assessing management's track record, the Board considers the broader context of:

- Market and industry headwinds during this period
- Strategic repositioning and value-unlocking initiatives undertaken
- Operational improvements and cost management measures

Since 30 June 2014, the Group has achieved numerous milestones, with initial success in expanding the Group's Mechanical Business Unit, bouncing back from the initial impact of Covid-19, and achieving record revenue which exceeded S$200 million in FY2022 (FY2013: S$25.3 million).

However, the high capital requirements and economies of scale needed to generate sufficient profits proved exceptionally challenging under prevailing market conditions. Accordingly, the Group pursued strategic value-unlocking initiatives, with the Board's opinion that these were in the best interests of the Company.

The Group's corporate strategy and business plans, investment and divestment proposals are subject to the Board's review and approval.

The Board remains focused on the execution of the Group's strategic plans and evaluating new business opportunities that will deliver long-term value for shareholders.

(iii) Can the company provide an update (including a timeline) on the return of proceeds from the sale of the electronics business unit to shareholders, in line with any previously declared positions, and confirm if the company is proceeding as initially stated?

Company's Response

The return of proceeds from the sale of the electronics business unit remains subject to the Group's capital deployment needs, including investments in new business opportunities as outlined in the Company's response to Question 2(i).

The Group continues to actively assess capital allocation options, which may include dividends or other means of returning value to shareholders, while ensuring optimal deployment of resources for long-term value creation.

(iv) Can management provide a breakdown of advances to related parties amounting to $7.9 million in the past two years? What are the commercial justifications and repayments terms for such advances and did the independent directors approved them?

Company's Response

The advances to related parties in the past two years were made on an ad-hoc basis to meet daily operational and group-wide funding requirements. As of 31 March 2025, the outstanding advances due from related parties amounted to S$6.17 million. The non-trade receivables due from related parties of S$6.17 million are interest-free, repayable on demand in cash, and secured by a pledge of quoted equity securities of an associated company held by the related parties.

The Board was informed that advances had been extended over a period of time to related parties under the same holding company. As mentioned above, these advances were made on an ad-hoc basis to meet daily operational and group-wide funding requirements. Given the fluid nature of such transactions, it was not feasible for the Independent Directors to review and approve each tranche at the time it was made.

(v) Separately, can management help shareholders better understand the credit risk framework and detail the independent directors' oversight of advances to related parties and impairment decisions? There has been material impairment on other receivables due from related parties.

Company's Response

The AC, which comprises a majority of independent directors, oversees the Group's credit risk management matters, including credit risks.

The Group's policy is to deal with high credit quality counterparties, with counterparty payment profiles and credit exposures monitored on an ongoing basis.

At each reporting date, the Group and the Company assess whether the credit risk of financial instruments has increased significantly since initial recognition. When credit risk has increased significantly, the loss allowance is measured at an amount equal to lifetime Expected Credit Loss ("**ECL**").

When determining whether credit risk has increased significantly and when estimating ECL, the Group and Company consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on historical experience and informed credit assessment.

The AC also considers feedback from the external auditor in evaluating the adequacy of expected credit loss provisions.

(vi) What are the efforts by management to monetise the office properties at 10 Ubi Crescent, valued at $3.3 million, and return the sale proceeds to shareholders?

Company's Response

The Group is actively considering monetisation opportunities. The Group continues to monitor prevailing market conditions in the commercial real estate sector and engage with relevant parties to assess potential opportunities.

However, any decision to divest these properties will be contingent upon securing favourable terms that maximise value for shareholders.

Question 3

The independent directors, Mr Ng Siew Hoong, Linus, Mr Cheong Keng Chuan, Alfred and Mr Toh Kim Teck will retire at the conclusion of the annual general meeting. The company has disclosed that it "promptly commenced" efforts to identify suitable candidates to replace them.

Mr Toh Kim Teck was recently appointed on 7 March 2025. Mr Ding Hock Chai was appointed to the board on 3 May 2024 and resigned with effect from 5 November 2024.

The members of the nominating committee (NC) are Mr Ng Siew Hoong, Linus (chairman), Mr Cheong Keng Chuan, Alfred (also lead independent director) and Dato' Terence Tea Yeok Kian (executive chairman and chief executive officer).

(i) Can the NC present the director succession plan, including the board skills matrix, target candidate profile, planned timeline for appointments, whether an external search firm is engaged, and the onboarding programme to accelerate new director effectiveness?

Company's Response

In view of the impending retirements, the Company has been actively seeking suitable replacements.

The NC is also developing a board skills matrix to identify the areas of expertise and diversity that would best support the Company's long-term business and governance needs.

The Company recognises the importance of appropriate training to accelerate new director effectiveness. Where relevant, training would be provided which includes areas such as accounting, legal and industry-specific knowledge where appropriate. The Company will arrange for any new director with no prior experience of serving as a director in a listed company to attend appropriate courses, conferences or seminars, to enable them to discharge their duties effectively. Newly appointed Directors will be provided with a formal letter setting out their duties and obligations.

In addition, the Company has put in place an onboarding programme for new directors, comprising briefings on the Group's business operations, regulatory obligations, and governance framework, as well as meetings with senior management to accelerate their effectiveness and integration into Board deliberations.

As at the date of this response, the Company has received three resumes from potential candidates, and the NC and Sponsor are currently going through the vetting and selection process with interviews to be conducted in due course. The Company will make the necessary announcements as and when the suitable candidates are identified.

(ii) Will the concurrent retirement of all three independent directors lead to a loss of institutional knowledge or materially disrupt the board's proper functioning? Was the concurrent retirement of all three independent directors a planned transition, or was it an unforeseen development?

Company's Response

While the retirement of Mr Cheong Keng Chuan, Alfred was anticipated due to the mandatory nine-year tenure limit, the concurrent departure of all three independent directors was not planned. Mr Ng Siew Hoong, Linus was initially intended to serve for one more year before the nine-year tenure limit, however, as the AGM was delayed, Mr Ng's retirement now coincides with the forthcoming AGM. The timing of Mr Toh Kim Teck's resignation, the reasons for which are set out in response to Question 3(vi), coincided with the tenure-related retirements.

In view of the above, the Company has been actively seeking potential candidates for consideration to facilitate an orderly succession.

The concurrent retirement of all three independent directors will not lead to a loss of institutional knowledge given the continued long service of the Board's Executive Chairman, who has deep operational and strategic knowledge of the Company spanning over a decade.

Furthermore, the retiring directors have committed to assist with a structured handover and to accelerate the onboarding process for their replacements.

(iii) What are the challenges, if any, in onboarding new directors?

Company's Response

Due to the concurrent retirement of three independent directors, the Board now must identify suitable candidates who as a group provide appropriate balance and mix of skills, knowledge, experience and other aspects of diversity, so as to avoid groupthink and foster constructive debate.

As mentioned in response to Question 3(i), the Company has received three resumes from potential candidates, and the NC and Sponsor are currently going through the vetting and selection process with interviews to be conducted in due course. The Company will make the necessary announcements as and when the suitable candidates are identified.

(iv) Given the company previously stated it would return proceeds from the sale of the electronics business unit to shareholders, can the independent directors explain what actions they have taken to pursue that return of capital and how they have held management accountable for delivering it?

Company's Response

The independent directors have engaged Jubilee's management closely and understand that Jubilee continues to assess various options for capital deployment, which may include dividends or other means of returning value to shareholders, as circumstances permit.

(v) What guidance/support has the sponsor provided to the board and the NC to ensure that the board remains fully functional and compliant with Catalist and other relevant rules?

Company's Response

The Sponsor is cognisant of the Catalist Rules and in view of the retirement of the Independent Directors at the forthcoming AGM, the Sponsor noted that each of the Audit Committee, Nominating Committee and Remuneration Committee will fall below the number of directors required under the Catalist Rules and Code of Corporate Governance 2018. Accordingly, the Sponsor had reminded the Company to expedite the process in identifying suitable candidates to fill the vacancies, and has been actively monitoring the Company's progress on the same.

Further, the Sponsor had also presented two potential candidates for the Company's consideration. The Sponsor also understands that the Company has identified another potential candidate and is in the process of assessing his suitability.

(vi) What questions will the sponsor be asking the retiring directors, especially Mr Toh Kim Teck, to understand the underlying reasons for their retirements?

Company's Response

Having interviewed the retiring Directors, the Sponsor noted that the retirement of Mr Ng Siew Hoong, Linus ("**Mr Ng**"), and Mr Cheong Keng Chuan, Alfred ("**Mr Cheong**") was mainly due to the nine-year tenure limit for independent directors. Hence, Mr Ng and Mr Cheong have decided to step down to pave the way for board renewal.

The Sponsor understands that the Company had held discussions with Mr Toh Kim Teck ("**Mr Toh**") to retain and persuade him to remain with the Company. However, Mr Toh had decided to step down due to his personal and professional commitments and had reiterated the same to the Sponsor.

Please refer to the detailed announcements on the cessations of Mr Ng, Mr Cheong and Mr Toh as announced by the Company on 18 September 2025.