
HISTORY AND DEVELOPMENT

HISTORY AND BACKGROUND

We are a precision engineering services provider headquartered in Singapore, specialising in providing precision machining and precision welding services for international companies in the semiconductor and other sectors. Our history could be traced back to January 2000 when Dato’ Sri Chua, an executive Director, our chief executive officer, Chairman of our Board and a Controlling Shareholder, together with his brother-in-law, Mr. Lee Chong Hoe, incorporated our first key operating subsidiary, Metasurface Technologies, in Singapore.

We started our business by machining simple parts and focusing on machining components for sputter machines, a system to manufacture hard disc drive components. With more advanced capabilities to machine more complex components and parts, in 2009, we started providing our precision machining services for the semiconductor industry. Throughout the years, we continued to ramp up our technologies and production capabilities to machine more complex parts which has shaped our current business offering. In 2014, we acquired SGP Malaysia as a subsidiary of our Group and, by expanding our production facility in Johor, Malaysia, we further enhanced our manufacturing capacity to cope with the increasing demand for our services. In 2021, we acquired SPW (which, immediately prior to our acquisition, was held as to 50% by Dato’ Sri Chua and 50% by Ms. Pang) to consolidate SPW’s precision welding know-how, capabilities and operations into our Group, in order to expand our Group’s precision engineering services’ offerings to comprise precision welding services in addition to precision machining services.

Key business milestones

The table below shows a summary of our key achievements and business milestones since our establishment:

Year	Milestone Event
2000	Our first key operating subsidiary, Metasurface Technologies, was incorporated, mainly focusing on machining components for sputter machines, a system to manufacture hard disc drive components
2009	Metasurface Technologies began to provide precision machining services to our first customer in the semiconductor industry
2014	SGP Malaysia became a subsidiary of our Group
2015	Metasurface Technologies expanded its customer base to the aerospace industry

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Year	Milestone Event
2016	<p>Metasurface Technologies first became an approved supplier of Customer A</p> <p>To cope with the growing demands of our services, we expanded our own production facility in Johor, Malaysia through SGP Malaysia</p>
2021	<p>We began to manufacture components for one of our key customers which is engaged in the oil and gas business</p> <p>We acquired SPW to consolidate its precision welding know-how, capabilities and operations into our Group</p> <p>We entered into the Licence Agreement with Accelerate, pursuant to which, Accelerate grants our Group the rights to, among others, use Accelerate’s technologies and intellectual property rights to develop enhancements on, and to commercialise, Accelerate’s technologies and licenced products</p> <p>We secured investments in Metasurface Technologies for a total amount of S\$3,910,000 from nine investors. For details, see “— [REDACTED] Investments — 1st [REDACTED] Investment by nine investors”</p>
2022	<p>We entered into the 2nd [REDACTED] Investment with Accelerate in connection with the Licence Agreement. For details, see “— [REDACTED] Investments — 2nd [REDACTED] Investment by Accelerate”</p> <p>We entered into the 3rd [REDACTED] Investment with MMI and secured an investment of S\$1,000,000. For details, see “— [REDACTED] Investments — 3rd [REDACTED] Investment by MMI”</p>

Founding of our Group

Our Group was established in January 2000 when our first key operating subsidiary, Metasurface Technologies, was incorporated by Dato’ Sri Chua and his brother-in-law, Mr. Lee Chong Hoe, who funded the initial contributions by their personal wealth from savings and investments. For details of Dato’ Sri Chua’s biography, see “Directors and Senior Management — Board of Directors — Executive Directors”. Mr. Lee Chong Hoe had divested his interests in our Group by 2003, as he intended to focus on his other business ventures.

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CORPORATE DEVELOPMENT

Our Group comprises our Company and three subsidiaries which had each commenced business after their respective incorporation dates. The information of our Group companies, together with their corporate development history, are as follows:

Our Company

Our Company was incorporated on 7 December 2021 in the Cayman Islands as an exempted company with limited liability. On incorporation, our authorised share capital was HK\$380,000, divided into 380,000,000 Shares of HK\$0.001 each, of which one Share was issued and allotted to our initial subscriber, who was an independent third party, and subsequently transferred to SGP BVI on the same day.

Our Company is an investment holding company. As part of our Reorganisation, our Company became the holding company of our Group and will be the vehicle of the [REDACTED]. For details, see “— Reorganisation”.

Our subsidiaries

Metasurface Technologies

Metasurface Technologies was incorporated under the name “Q’son Precision Engineering Pte Ltd” on 6 January 2000 in Singapore as an exempt private company limited by shares. Metasurface Technologies is the principal operating entity of our precision machining services. On incorporation, Metasurface Technologies had two ordinary shares, of which one ordinary share was issued and allotted to Dato’ Sri Chua and one ordinary share was issued and allotted to the brother-in-law of Dato’ Sri Chua. Dato’ Sri Chua’s brother-in-law ceased to be a shareholder of Metasurface Technologies in 2003. Subsequent to a series of share transfers among and share allotments to the Chua family and independent investors over the years, as at 1 January 2021 (the commencement date of the Track Record Period) and until the commencement of the Reorganisation, Metasurface Technologies was held by Dato’ Sri Chua, Mrs. Chua, Mr. Ng Cheow Boo, Mr. Jee Wee Chek, Ms. Chong Siow Ming and Mr. Lee Liang Seng as to approximately 65.98%, 28.17%, 5.41%, 0.26%, 0.13% and 0.05%, respectively. Mr. Ng Cheow Boo, Ms. Chong Siow Ming and Mr. Lee Liang Seng are personal friends of Dato’ Sri Chua and Mrs. Chua, and are independent third parties of our Group. Mr. Jee Wee Chek is Dato’ Sri Chua’s brother-in-law and Mrs. Chua’s brother.

SPW

SPW was incorporated under the name “Fluid Science (S.E.A.) Precision Engineering Pte. Ltd.” on 15 November 2006 in Singapore as a private company limited by shares. SPW is the principal operating entity of our precision welding business. On incorporation, SPW had 20,000 ordinary issued shares, of which 10,000 ordinary shares were issued to Mr. Chua Hong Kim, the father of Dato’ Sri Chua, and 10,000 ordinary shares were issued to Ms. Lee Heng Ngoh, the mother of Dato’ Sri Chua. On 17 March 2015, each of Mr. Chua Hong Kim and Ms. Lee Heng Ngoh transferred all shares held by them to Dato’ Sri Chua and Ms.

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Pang, a director of SPW and spouse of Mr. Soh (a director of SGP Malaysia), respectively, at a nominal consideration of S\$1 by each of them. The nominal consideration of S\$1 was arrived at among the parties based on the family arrangements for Dato’ Sri Chua to inherit the business from his parents, and incentives for recruiting Mr. Soh to join the company. Fluid Science (S.E.A.) Precision Engineering Pte. Ltd. was renamed to Singapore Precision Welding Pte. Ltd. on 23 March 2015. On 21 November 2016, SPW issued and allotted 25,000 ordinary shares to each of Dato’ Sri Chua and Ms. Pang, respectively. Since then and immediately prior to the implementation of the Reorganisation, SPW remained 50% owned by each of Dato’ Sri Chua and Ms. Pang, respectively.

SGP Malaysia

SGP Malaysia was incorporated on 6 August 2013 in Malaysia as a private company limited by shares. SGP Malaysia holds and operates our manufacturing plant in Malaysia. On incorporation, SGP Malaysia had two ordinary issued shares, with one ordinary share issued and allotted to each of the two former employees of SGP Malaysia. On 5 May 2014, SGP Malaysia issued and allotted 1,360,830 ordinary shares to Metasurface Technologies. On 22 January 2015, each of the two former employee shareholders transferred their one share to Metasurface Technologies at a nominal consideration of Malaysian ringgit 1. Since then, SGP Malaysia became wholly-owned by Metasurface Technologies immediately prior to the implementation of the Reorganisation.

Investment in an associate

Metaoptics Technologies

On 15 June 2021, Metaoptics Technologies was incorporated in Singapore as a private company limited by shares. Upon incorporation, Metaoptics Technologies was held as to 90% by Metasurface Technologies and as to 10% by Mr. Thng, an executive Director and a substantial Shareholder of our Company. At the relevant time, Metaoptics Technologies was an insignificant subsidiary of our Group.

Metaoptics Technologies is principally engaged in the metalens technology business, an industry our Group had no prior experience in which, our Directors believe, has high-growth potentials. Since its inception, it had always been our Directors’ intention that Metaoptics Technologies will be a long-term investment of our Group with Mr. Thng (who has extensive experiences in the related technological, electronics, process and product engineering fields, as elaborated in “— Mr. Thng’s role in our Group” below) spearheading its entire business operations and strategic development. As in the case of other start-up companies in new and high-growth industries, it had long been the mutual understanding that Metaoptics Technologies will require additional funding from other independent third parties and thus the equity interests of both Metasurface Technologies and Mr. Thng in Metaoptics Technologies will eventually be diluted.

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Metaoptics Technologies is intended to be a source of long-term investment returns with minimal cashflow injection from our Group. Since its incorporation, the support we rendered to Metaoptics Technologies has largely been intangible in nature, such as the sharing of our administrative resources for its initial development (as further elaborated in “Continuing Connected Transactions — Shared Administrative Services” in this document) and the provision of an established corporate platform (with our existing reputation and industry position within the semiconductor sector) to launch its initial shareholder and customer base. To the best of the Directors’ knowledge, the optical metalens can be manufactured by the fabrication equipment from the semiconductor industry and our Group’s major customers in the semiconductor sector are also expanding or contemplating to expand their business involving metalens to diversify their product portfolio. Therefore, the optics business of Metaoptics Technologies is also expected to bring our Group synergised business development opportunities. In return for our support, Mr. Thng has agreed to contribute his extensive industry experience and connections to, as an executive Director, advise on the general corporate development (including fundraising opportunities in the form of the [REDACTED] Investments), product offering and customer base of our Group as a whole.

During the course of Metaoptics Technologies’ initial development, our Group has conducted the following additional corporate actions as a form of non-monetary support:

- (a) *Transfer of patents.* From September 2021 to November 2021, Mr. Thng transferred 12 patents registered under his name to Metaoptics Technologies. From our Group’s perspective, the 12 patents provide an initial technical base for Metaoptics Technologies’ business development (which our Directors believe will eventually generate investment returns), serving as a strong technical portfolio to demonstrate the combined capabilities of Metasurface Technologies and Metaoptics Technologies to potential investors and customers, and to pave for other potential opportunities for third-party patent licencing arrangements in the future. In view of these benefits and in consideration of the transfer of these patents, Dato’ Sri Chua agreed to grant Mr. Thng shares and anti-dilution rights under the Anti-dilution Undertaking and the Metaoptics Anti-dilution Undertaking as described in “— Anti-dilution Undertaking” and “— Metaoptics Anti-dilution Undertaking” below.
- (b) *2nd [REDACTED] Investment.* On 14 October 2022, Accelerate subscribed to a 5% equity interest in Metasurface Technologies, the consideration of which was offset by a S\$2,880,000 upfront licencing fee payable by Metasurface Technologies for certain technologies licenced under the License Agreement. These technologies are mainly related to the optics business and used by Metaoptics Technologies for its continual business development. Accelerate became a Shareholder of our Company upon completion of the Reorganisation and has also become a shareholder of Metaoptics Technologies on 22 March 2024. As a result of the 2nd [REDACTED] Investment, an amount due from an associate in the amount of S\$2,880,000 (equivalent to the upfront licencing fee payable under the Licence Agreement) was recognised in our consolidated statements of financial position once Metaoptics Technologies ceased to be our

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subsidiary and became our associate. Such amount is payable by Metaoptics Technologies upon demand and is expected to be settled by the on-going operating cash generated by Metaoptics Technologies and investment from its investors. For details of the Second [REDACTED] Investment, see “— [REDACTED] Investments — 2nd [REDACTED] Investment by Accelerate” and for details of the License Agreement, see “— Business — Research and Development — Investment in associate — The Licence Agreement”.

Up until May 2023, Metaoptics Technologies has continually developed its initial product offerings and successfully raised funds from different independent third-party investors. In line with our Group’s original intention for Metaoptics Technologies to be a form of investment for long-term growth and returns, we have reached an understanding with Mr. Thng to dispose of our control in Metaoptics Technologies and transfer our 33.32% equity interests to Mr. Thng at a consideration of S\$180,000 in aggregate. In addition, this transfer was also prompted by our Directors’ understanding that a number of potential investors of Metaoptics Technologies have indicated, as a matter of investment philosophy and condition, that Mr. Thng, being the key personnel with extensive experiences in the optics industry spearheading the development of Metaoptics Technologies, shall be its largest shareholder and take more substantive control over the company. Our Group remained as an investor with approximately 20.19% equity interests in Metaoptics Technologies immediately after the transfer. Metaoptics Technologies then ceased to be our subsidiary and instead became an associate of our Group.

The transfer of our 33.32% equity interests in Metaoptics Technologies to Mr. Thng resulted in the recognition in our consolidated statements of comprehensive income for the year ended 31 December 2023 (a) gains on disposal of a subsidiary of approximately S\$2.5 million, and (b) share-based payments of approximately S\$2.1 million because the transfer is perceived to be a form of compensation to remunerate Mr. Thng’s past services and contribution to our Group as an employee. The consideration of this transfer, being S\$180,000, was at a discount to the then fair value of Metaoptics Technologies. Our Directors, in agreeing to this discount, have taken into account that (i) Mr. Thng has continued to be the only key personnel with meaningful experiences and industry connections to spearhead the operations and business development of Metaoptics Technologies, (ii) the continual contributions and advice of Mr. Thng, aside from his duties in Metaoptics Technologies, to our Group, such as his technical knowledge on the product and process engineering field and his successful introduction of Accelerate and MMI as [REDACTED] Investors to our Company, as disclosed in “— Mr. Thng’s role in the Group” below, (iii) Metaoptics Technologies, after the initial ramp-up period, is expected to operate independently without significant support from our Group, and (iv) our actual monetary investment into Metaoptics Technologies has been minimal.

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Mr. Thng’s role in the Group

Dato’ Sri Chua first became acquainted with Mr. Thng in around 2011 when Mr. Thng was employed at one of the Group’s customers at that time. Mr. Thng was then responsible for directly liaising with Dato’ Sri Chua and the Group’s relevant employees on handling the procurement from the Group.

Since joining the Group in July 2021, Mr. Thng has been contributing to the growth of the Group’s business by providing technical knowledge and advice on our Group’s operations by leveraging his familiarity with our Group’s customers based on his previous work experience at Benchmark Electronics Manufacturing (S) Pte Ltd and knowledge on the product and process engineering field in general. Mr. Thng has also been continuously exploring new potential opportunities for the Group to expand its product offerings and customer base.

Mr. Thng has also contributed to the fund-raising activities of the Group. Since 2021, he has introduced several [REDACTED] investors to the Group and negotiated terms of the investments on behalf of our Company. In particular, he successfully brought in Accelerate and MMI as two of the Company’s [REDACTED] Investors in 2021 and 2023, respectively, in which he represented our Company in commercial negotiations for these [REDACTED] Investments. For details on the [REDACTED] Investments by Accelerate and MMI, see “— [REDACTED] Investments — 2nd [REDACTED] Investment by Accelerate” and “— [REDACTED] Investments — 3rd [REDACTED] Investment by MMI”, respectively.

Other than building relationships with external parties on behalf of our Company, Mr. Thng has also been taking part in our Group’s internal affairs such as administration, human resources and corporate governance. He assisted in selecting suitable employees and external advisers to facilitate the Group’s daily operations and improve corporate governance.

Transfer of Mr. Thng’s patents

Mr. Thng transferred 12 patents to Metaoptics Technologies from September to November 2021. The following table sets out details of the transferred patents:

No.	Patent name	Type of patent	Place of registration	Patent number	Application date	Expiry date
1.	Optical Module and Manufacturing Method thereof and Method for Soldering Optical Module on Printed Circuit Board (光學模組及其製造方法與焊接光學模組於電路板的方法)	Invention	Taiwan	1722528	8 August 2019	7 August 2039
2.	Optical Module (光學模組)	Utility model	Taiwan	M586360	11 November 2019	7 August 2029

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No.	Patent name	Type of patent	Place of registration	Patent number	Application date	Expiry date
3.	Optical Module (光學模組)	Invention	PRC	CN112394426A	13 August 2019	N/A. In the process of registration <i>Note</i>
4.	Optical Module (光學模組)	Utility model	PRC	CN210572832	13 August 2019	13 August 2029
5.	Laser Module and Laser Die and Manufacturing Method thereof (雷射模組及其雷射晶粒與製造方法)	Invention	Taiwan	I752498	15 May 2020	14 May 2040
6.	Laser modules and laser die thereof (雷射模組及其雷射晶粒)	Utility model	Taiwan	M605139	15 May 2020	14 May 2030
7.	Laser Module and Laser Die and Manufacturing Method thereof (激光模組及其激光晶粒與製造方法)	Invention	PRC	CN113745959A	15 May 2020	N/A. In the process of registration <i>Note</i>
8.	Laser Module and Laser Die thereof (雷射模組及其雷射晶粒)	Utility model	PRC	CN212162325U	15 May 2020	15 May 2030
9.	Active Alignment System and Active Alignment Method (主動式對準系統以及主動式對準方法)	Invention	Taiwan	I734535	19 June 2020	18 June 2040
10.	Active Alignment System (主動式對準系統)	Utility model	Taiwan	M605138	19 June 2020	18 June 2030
11.	Active Alignment System (主動式對準系統)	Invention	PRC	CN113922200A	23 June 2020	N/A. In the process of registration <i>Note</i>
12.	Active Alignment System (主動式對準系統)	Utility model	PRC	CN212571686U	23 June 2020	23 June 2030

Note: As at the Latest Practicable Date, (i) in respect of the application of patent number CN112394426A, replies to questions raised by the relevant PRC authority had been submitted and are currently under the relevant PRC authority’s review; and (ii) in respect of the application of patent numbers CN113745959A and CN113922200A, these applications were under substantive examination stage in which the relevant PRC authority may raise questions or objections against the invention patent applications. To the best of the knowledge of our Directors, the prolonged registration period is caused by the backlog in invention patent applications pending to be reviewed and processed by the relevant authorities in the PRC.

As Metaoptics Technologies was only incorporated in June 2021, the 12 patents were Metaoptics Technologies’ initial assets and served as a starting point for Metaoptics Technologies’ further development in its know-how and technology. Metaoptics Technologies, with its design and manufacturing capabilities, leverages the patents to

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make modules. The patents also enhanced Metaoptics Technologies’ portfolio and valuation to attract collaboration with potential business partners and investors in Metaoptics Technologies and Metasurface Technologies (being a shareholder of Metaoptics Technologies).

To reward Mr. Thng’s contribution to the Group and the transfer of his 12 patents to Metaoptics Technologies, (i) Dato’ Sri Chua granted Mr. Thng an anti-dilution right to his shareholding in Metasurface Technologies pursuant to the Anti-dilution Undertaking (defined below), and (ii) Metasurface Technologies granted Mr. Thng an anti-dilution right to his shareholding in Metaoptics Technologies pursuant to the Metaoptics Anti-Dilution Undertaking (defined below), as detailed below. For details on his shareholding changes in the Group and Metaoptics Technologies in light of exercising the anti-dilution rights, see “— Mr. Thng’s shareholding changes in the Group and Metaoptics Technologies”.

Anti-dilution Undertaking

On 13 December 2021, as a reward for Mr. Thng’s continual contribution to the growth of Metasurface Technologies’ business and its fund-raising activities as well as providing valuable know-how to our Group, Dato’ Sri Chua agreed to grant Mr. Thng an anti-dilution right to maintain his 10.00% shareholding in Metasurface Technologies and undertook to transfer, or procure the transfer of, such number of shares in Metasurface Technologies to Mr. Thng from time to time prior to the submission of the [REDACTED] of Metasurface Technologies or a related corporation for the purpose of the [REDACTED] to maintain Mr. Thng’s shareholding proportion of 10.00% in the event Mr. Thng’s shareholding in Metasurface Technologies is diluted to below 10.00% (the “**Anti-dilution Undertaking**”).

The Anti-dilution Undertaking was terminated on 25 April 2023 in preparation for the [REDACTED].

Metaoptics Anti-dilution Undertaking

On 28 April 2022, as a reward for Mr. Thng’s continual contribution in the growth of Metaoptics Technologies’ business and its fund-raising activities as well as providing the valuable know-how to Metaoptics Technologies including the grant of several patents, Metasurface Technologies agreed to grant Mr. Thng an anti-dilution right to maintain his 20.00% shareholding in Metaoptics Technologies and undertook to transfer, or procure the transfer of, such number of shares in Metaoptics Technologies to Mr. Thng from time to time prior to the submission of the [REDACTED] of Metasurface Technologies or a related corporation for the purpose of the [REDACTED] to maintain Mr. Thng’s shareholding proportion of 20.00% in the event Mr. Thng’s shareholding in Metaoptics Technologies is diluted to below 20.00% (the “**Metaoptics Anti-dilution Undertaking**”).

The Metaoptics Anti-dilution Undertaking was terminated on 25 April 2023 in preparation for the [REDACTED].

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Mr. Thng’s shareholding changes in the Group and Metaoptics Technologies

The following table sets out a chronology of Mr. Thng’s shareholding changes in our Group, including circumstances where his anti-dilution rights were exercised:

Date	Shareholding changes and/or the events and circumstances leading to such changes
Early 2021 to July 2021	In early 2021, Dato’ Sri Chua approached Mr. Thng and sought for his advice on fund-raising and expanding our Group’s business. In July 2021, Mr. Thng joined Metasurface Technologies and began to introduce potential projects and investors to the Group.
8 October 2021	To reward Mr. Thng for his contribution to the Group, Dato’ Sri Chua transferred 391,164 ordinary shares in Metasurface Technologies to Mr. Thng at a nominal consideration of S\$1 pursuant to agreed arrangements later formally documented in the Anti-dilution Undertaking. Upon completion of this share transfer, Mr. Thng held 10.00% shares in Metasurface Technologies.
1 December 2021	Following the consolidation of SPW into our Group, Metasurface Technologies issued and allotted 371,343 ordinary shares to each of Dato’ Sri Chua and Ms. Pang. Upon completion of this share allotment, Mr. Thng held approximately 8.40% shares in Metasurface Technologies.
28 December 2021	In conjunction with the 1st [REDACTED] Investment, Dato’ Sri Chua and Mrs. Chua transferred 86,401 ordinary shares and 12,132 ordinary shares (in total 98,533 ordinary shares) in Metasurface Technologies to Mr. Thng, respectively, at nil consideration pursuant to the Anti-dilution Undertaking. Upon completion of this share transfer, Mr. Thng held 10.00% shares in Metasurface Technologies.

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Date	Shareholding changes and/or the events and circumstances leading to such changes
27 September 2022	<p>An amount of S\$4,285,301.09 owed by Metasurface Technologies to Mrs. Chua was set-off against the issue and allotment of 279,800 ordinary shares in Metasurface Technologies to Mrs. Chua.</p> <p>Pursuant to the Anti-dilution Undertaking, Dato’ Sri Chua and Mrs. Chua transferred 13,990 ordinary shares and 13,990 ordinary shares in Metasurface Technologies, respectively, to Mr. Thng at a nominal consideration of S\$1.</p> <p>Upon completion of this share transfer, Mr. Thng held approximately 10.00% shares in Metasurface Technologies.</p>
14 October 2022	<p>In conjunction with the 2nd [REDACTED] Investment, Dato’ Sri Chua and Mrs. Chua transferred 13,623 ordinary shares and 13,623 ordinary shares in Metasurface Technologies, respectively, to Mr. Thng at a nominal consideration of S\$1 pursuant to the Anti-dilution Undertaking.</p> <p>Upon completion of this share transfer, Mr. Thng held approximately 10.00% shares in Metasurface Technologies.</p>
30 January 2023	<p>In conjunction with the 3rd [REDACTED] Investment, Dato’ Sri Chua and Mrs. Chua transferred 7,364 ordinary shares and 7,364 ordinary shares in Metasurface Technologies, respectively, to Mr. Thng at a nominal consideration of S\$1 pursuant to the Anti-dilution Undertaking.</p> <p>Upon completion of this share transfer, Mr. Thng held approximately 10.00% shares in Metasurface Technologies.</p>
26 April 2023	<p>Pursuant to a restructuring deed, Mr. Thng transferred all 559,651 ordinary shares in Metasurface Technologies held by him to our Company. In return, our Company issued 559,651 Shares to Angelling, an entity wholly owned by Mr. Thng.</p> <p>Upon completion of this step, Mr. Thng, through Angelling, held approximately 10.00% Shares in our Company.</p>

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The following table sets out a chronology of Mr. Thng’s shareholding changes in Metaoptics Technologies before Metaoptics Technologies became our associate, including circumstances where his anti-dilutions rights were exercised:

Date	Shareholding changes and/or the events and circumstances leading to such changes
June 2021	<p>On 15 June 2021, Metasurface Technologies, together with Mr. Thng, incorporated Metaoptics Technologies with the intention of investing and venturing into metalens technology business. Mr. Thng was allotted 29,000 shares, representing 10.00% of the total issued share capital of Metaoptics Technologies.</p>
30 September 2021	<p>Pursuant to agreed arrangements later formally documented in the Metaoptics Anti-Dilution Undertaking, Metasurface Technologies transferred 29,000 ordinary shares in Metaoptics Technologies to Mr. Thng at a nominal consideration of S\$1.</p> <p>Upon completion of this share transfer, Mr. Thng held 20.00% shares in Metaoptics Technologies.</p>
11 March 2022	<p>Following Metaoptics Technologies’ issue and allotment of 31,865 ordinary shares to Origin (defined below), pursuant to the Metaoptics Anti-Dilution Undertaking, Metasurface Technologies transferred 6,373 ordinary shares in Metaoptics Technologies to Mr. Thng at a nominal consideration of S\$1.</p> <p>Upon completion of this share transfer, Mr. Thng held approximately 20.00% shares in Metaoptics Technologies.</p>
12 April 2022	<p>Following Metaoptics Technologies’ issue and allotment of 16,093 ordinary shares to Autec (defined below), pursuant to the Metaoptics Anti-Dilution Undertaking, Mr. A Chua, who acted in accordance of the instructions of Dato’ Sri Chua, transferred 3,219 ordinary shares in Metaoptics Technologies to Mr. Thng at a nominal consideration of S\$1.</p> <p>Upon completion of this share transfer, Mr. Thng held approximately 20.00% shares in Metaoptics Technologies.</p>

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Date	Shareholding changes and/or the events and circumstances leading to such changes
25 August 2022	<p>Following Metaoptics Technologies’ issue and allotment of 35,574 ordinary shares to MMI (defined below), pursuant to the Metaoptics Anti-Dilution Undertaking, Metasurface Technologies transferred 7,896 ordinary shares in Metaoptics Technologies to Mr. Thng at a nominal consideration of S\$1.</p> <p>Upon completion of this share transfer, Mr. Thng held approximately 19.99% shares in Metaoptics Technologies.</p>
31 March 2023	<p>Mr. Thng transferred 37,744 ordinary shares in Metaoptics Technologies, representing approximately 9.99% of the entire issued share capital of Metaoptics Technologies, to Aquaspring Group Limited at a consideration of S\$800,000 (<i>note</i>).</p> <p>Upon completion of this share transfer, Mr. Thng held approximately 9.99% shares in Metaoptics Technologies.</p>
16 May 2023	<p>Metasurface Technologies transferred 125,767 ordinary shares in Metaoptics Technologies, representing approximately 33.32% of the entire issued share capital of Metaoptics Technologies, to Mr. Thng at a consideration of S\$180,000.</p> <p>Upon completion of this share transfer, Mr. Thng held approximately 43.32% shares in Metaoptics Technologies.</p>

Note:

Aquaspring Group Limited (“**Aquaspring**”), an independent third party of our Group and Mr. Thng, is legally and beneficially wholly-owned by Mr. Lin Shui Ching (“**Mr. Lin**”), who operates a specialty chemical business based in Taiwan offering plastic pigments, dyes and fine chemical raw materials. Mr. Lin’s investment in Metaoptics Technologies is expected to be the first step of the anticipated collaborations for Aquaspring to become a potential business partner of Metaoptics Technologies in the future. Mr. Lin’s investment in Metaoptics Technologies was in the form of share transfer from Mr. Thng because, according to Mr. Thng and our Directors’ understanding, Mr. Thng intended to partially realise his personal financial investment in Metaoptics Technologies, which had yet to declare any dividend or distribution otherwise commensurate to Mr. Thng’s efforts, experiences and expertise.

The consideration of this transfer was determined based on arm’s length commercial negotiations between Mr. Thng and Aquaspring with reference to a valuation report prepared by an independent valuer.

Aquaspring, other than being a shareholder of Metaoptics Technologies as described above, has no other past or present relationship (including family, employment, business, financing, trust or otherwise) with our Company, its subsidiaries, its shareholders, directors or senior management, or any of their respective associates.

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Save as Mr. Thng’s directorship in our Company as disclosed in the section headed “Directors and Senior Management” in this document, his shareholding in our Group, the agreements and arrangements he entered into with our Group and/or our Shareholders as described in this section, his previous employment at one of our Group’s customers as described in “— Mr. Thng’s role in the Group” above and being a common member of a charity foundation in Singapore with Dato’ Sri Chua from January to March 2023, Mr. Thng has no other past or present relationship (including family, employment, business, financing, trust or otherwise) with our Company, its subsidiaries, its shareholders, directors or senior management, or any of their respective associates.

Name changes of our Group and our connected persons

Background

Metasurface Technologies (formerly known as Q’son Precision Engineering Pte Ltd) and Metaoptics Technologies (formerly known as Q’son Advanced Optics Pte. Ltd. and was initially incorporated as an insignificant subsidiary of Metasurface Technologies) had historically adopted the “Q’son” name which was originally intended as a common name for the Chua family’s various (but separate) business ventures. The “Q’son” name is or was, for example, also used by certain connected persons of our Group such as Metasurface & Co (formerly known as Q’son Corp) and Singapore Kitchen Equipment Limited (“SKE” and, together with its subsidiaries, the “SKE Group”), the shares of which are listed on the SGX (SGX: 5WG). The “Q’son” name was used by (i) Metasurface Technologies from incorporation (January 2000) until October 2021, (ii) Metaoptics Technologies from incorporation (June 2021) until September 2021, and (iii) Metasurface & Co from incorporation (September 2015) until June 2022. The SKE Group has been using the “Q’son” name since the founding of its business in September 1996. Other than the SKE Group which is still using the “Q’son” name as at the Latest Practicable Date, Metasurface Technologies, Metaoptics Technologies and Metasurface & Co had changed their names in October 2021, September 2021 and June 2022, respectively, as elaborated below.

Metasurface & Co was incorporated under the name “Q’SON CORP” by Mr. Jee Wee Liang (“**Mr. Jee**”), brother of Mrs. Chua and brother-in-law of Dato’ Sri Chua, on 22 September 2015. The company was named after “Q’son” at incorporation because its establishment was primarily intended to procure components, parts and materials from U.S. based suppliers for Q’son Precision Engineering Pte Ltd. During the Track Record Period, Metasurface & Co procured and supplied certain raw materials, including stainless screw heads, corrosion resistant ball screws, pull handles and helicoils to the Group. Notwithstanding the family relationship among Mr. Jee, Dato’ Sri Chua and Mrs. Chua, Metasurface & Co has always been ultimately owned and controlled by Mr. Jee since its incorporation, and was not, and currently is not, a subsidiary of our Company. Metasurface & Co had used “Q’son” as part of its name in its business operations since incorporation until its name change in June 2022 as elaborated below.

Dato’ Sri Chua’s sister, Ms. Chua Chwee Choo Sally (“**Ms. Sally Chua**”), is a controlling shareholder, executive director and chief executive officer of SKE, the shares of which are listed on the SGX (SGX: 5WG). Since the incorporation of SKE, SKE has been

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principally engaged in the business of designing, fabricating, installation, repair, maintenance and supplying kitchen equipment in Singapore and other Southeast Asian regions. The SKE Group includes Q’son Kitchen Equipment Pte Ltd (a company incorporated in Singapore on 30 September 1996) (“**Q’son Kitchen**”), with “Q’son” being one of the SKE Group’s kitchen equipment brands, in line with the family consensus as elaborated below.

Despite the common use of the “Q’son” name, it had always been a consensus among Dato’ Sri Chua, Ms. Sally Chua and their family members since founding their separate businesses for Metasurface Technologies, Metaoptics Technologies and Metasurface & Co (on one hand), and the SKE Group (on the other) to be separate and independent business ventures. Besides, during the Track Record Period, there had been no instances of cross-shareholding among Metasurface Technologies, Metaoptics Technologies and Metasurface & Co (on one hand), and the SKE Group (on the other). To the best of the Directors’ knowledge and based on publicly available information, SKE and our Group do not have overlapping customers during the Track Record Period.

In 2013, as part of its listing process on the SGX, SKE issued an offer document which disclosed that Metasurface Technologies (which was then known as “Q’son Precision Engineering Pte Ltd”) had undertaken on 22 May 2013 “to change its “Q’son” name within three months from the date of the undertaking and to no longer utilise the “Q’son” name or brand as well as to no longer state that it is part of the “Q’son group of companies” (the “**Change of Name Undertaking**”). However, Metasurface Technologies had carried on using the “Q’son” name despite the Change of Name Undertaking due to Dato’ Sri Chua’s inadvertent oversight. Besides, the SKE Group or their directors, shareholders and management did not approach the Group on the execution of name change, subsequent to the Change of Name Undertaking, did not explicitly or implicitly object to Metasurface Technologies using the “Q’son” name thereafter and even continued its business relationship with Metasurface Technologies (while it was still using the “Q’son” name).

Change of names

Since late 2021, (i) Metasurface Technologies changed its name from “Q’son Precision Engineering Pte Ltd” to “Metasurface Technologies Pte. Ltd.” on 22 October 2021, (ii) Metaoptics Technologies changed its name from “Q’son Advanced Optics Pte. Ltd.” to “Metaoptics Technologies Pte. Ltd.” on 30 September 2021, and (iii) Metasurface & Co changed its name from “Q’SON CORP” to “Metasurface & Co” on 27 June 2022 (collectively, the “**Change of Names**”).

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Assurances

During 2021 to 2023, as part of the preparation works of our Company’s [REDACTED], Metasurface Technologies, Metaoptics Technologies and Metasurface & Co (although both Metaoptics Technologies and Metasurface & Co were not a party to the Change of Name Undertaking) undertook to SKE that, among other things (the “**Assurances**”):

- (i) following the Change of Names, each of them will not use the “Q’son” name any further, and
- (ii) at all material times, including after the Change of Name Undertaking was given, each of Metasurface Technologies, Metaoptics Technologies and Metasurface & Co had not represented to third parties that they were part of the SKE Group before and after the date of the Change of Name Undertaking, and there was no potential conflict of interest in them using the “Q’son” name, given that, among others, each of them is engaged in fundamentally different industries and businesses as the SKE Group and has a different customer base from that of the SKE Group.

SKE’s waiver, release and discharge

During 2021 to 2023, in response to the Assurances, SKE:

- (i) confirmed that the SKE Group has retrospectively acquiesced to such use of the “Q’son” name for such time period prior to the respective Change of Names, provided that Metasurface Technologies, Metaoptics Technologies and Metasurface & Co had at no point in time represented to third parties that they were part of the SKE Group; and
- (ii) unconditionally and irrevocably waived, released and discharged Metasurface Technologies, Metaoptics Technologies and Metasurface & Co from any claims or liabilities (including but not limited to intellectual property rights) (the “**Claims**”) from the date of the Change of Name Undertaking or from their respective dates of incorporation (as the case may be) arising out of or in connection with the Change of Name Undertaking and the use of the “Q’son” name on the condition that, among others, the Assurances confirming that Metasurface Technologies, Metaoptics Technologies and Metasurface & Co will not use the “Q’son” name any further and that they had at no point in time represented to third parties that they were part of the SKE Group, were accurate as at the date of granting the release, waiver and discharge (the “**SKE Waiver, Release and Discharge**”).

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Singapore Special Counsel’s views

Remote possibility of successful claim by SKE

SKE has unconditionally and irrevocably waived, released and discharged Metasurface Technologies, Metaoptics Technologies and Metasurface & Co from the Claims pursuant to the SKE Waiver, Release and Discharge which is subject to, *inter alia*, there being no actual loss and damage suffered by SKE and/or no breach of the Assurances (the “Conditions”). Further, SKE confirmed (on the basis of the Assurances) that the SKE Group has retrospectively acquiesced to the use of the “Q’son” name for such period of time prior to the Change of Names. As advised by our Singapore Special Counsel, the risk of SKE suffering any actual loss and damage is extremely low and given that SKE has unequivocally communicated to Metasurface Technologies, Metaoptics Technologies and Metasurface & Co that it has elected to voluntarily abandon the right to pursue the Claims against them, it will not be open to SKE to revive its right to pursue such Claims save only in case of breach of a Condition.

The Singapore Special Counsel, on the basis that:

- (i) as at the Latest Practicable Date, SKE has not notified Metasurface Technologies, Metaoptics Technologies or Metasurface & Co that it has suffered any actual loss or damage which it confirmed it will otherwise endeavour to do so, and
- (ii) none of Metasurface Technologies, Metaoptics Technologies or Metasurface & Co was (or is) in breach of the Assurances,

is of the view that the risks of SKE commencing any subsequent claim against Metasurface Technologies, Metaoptics Technologies or Metasurface & Co, with such claim (if commenced) succeeding, are remote.

Remote possibility of SGX commencing action against Metasurface Technologies, Metaoptics Technologies or Metasurface & Co

As none of Metasurface Technologies, Metaoptics Technologies or Metasurface & Co is listed on (and therefore not regulated by) SGX, and assuming the Change of Name Undertaking was given in favour of SKE (rather than SGX), the Singapore Special Counsel advises that, it is unlikely that Metasurface Technologies, Metaoptics Technologies or Metasurface & Co owes any duties or obligations to SGX as SGX has no standing to sue or bring an action under the Change of Name Undertaking and the possibility of SGX commencing any action against Metasurface Technologies, Metaoptics Technologies and/or Metasurface & Co for the Change of Name Undertaking is remote.

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Unlikely that a Singapore court will determine that the delay in Change of Names will impact upon the integrity of the relevant directors

To the best of the Singapore Special Counsel’s understanding, Metasurface Technologies’ delay in performing its obligations pursuant to the Change of Name Undertaking was neither deliberate nor calculated. The Singapore Special Counsel is of the view that a Singapore court is unlikely to find that the delay in effecting the Change of Names will impact upon the integrity of the directors of Metasurface Technologies, Metaoptics Technologies and Metasurface & Co, given that Metasurface Technologies, Metaoptics Technologies and Metasurface & Co did not seek to gain any upside or advantage by the said delay, as evidenced by the following factors:

- (i) they had not represented to third parties that they were part of the SKE Group before and after the date of the Change of Name Undertaking,
- (ii) there was no potential conflict of interest in using the “Q’son” name and to the best of the Directors’ knowledge and based on publicly available information, there was no overlap in the customer base between any of them and the SKE Group. Metasurface Technologies and SKE served a vastly different clientele. SKE’s major clientele is service providers who operate primarily in the food and beverage and hospitality services industries, such as central kitchens, restaurants and hotels, whilst Metasurface Technologies’ top customers include global original equipment manufacturers (OEMs) in various sectors, including semiconductor, aerospace and data storage industries as well as their contract manufactures and service providers,
- (iii) Metasurface Technologies’ customers are highly selective and have stringent certification requirements and internal procedures in selecting suppliers. The evaluation and selection process takes into account objective criteria such as qualifications and certifications in relation to production technologies. Metasurface Technologies has been officially selected by Customer A as its approved supplier since 2016 and has also passed the routine qualification assessment process of Customer A from time to time on the condition that, to the best of the Directors’ knowledge, it possesses the requisite industry-specific qualifications and certifications but not due to the use of “Q’son” name; and
- (iv) after the Change of Name Undertaking was given: (a) the businesses of Metasurface Technologies and the SKE Group co-existed for many years, (b) the SKE Group continued to engage Metasurface Technologies to supply component parts despite being aware that Metasurface Technologies had yet to change its name, and (c) there were no notices or demands made by the SKE Group for Metasurface Technologies to change its name.

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Directors’ and Sole Sponsor’s views

Our Directors are of the view that the Change of Names did not and will not have a material adverse impact on our Group’s business operation and financial performance (in particular, the business relationship with our Group’s customers and suppliers), given that (i) after the Change of Names, our Group has, as soon as practicable, communicated with our customers and suppliers regarding the Change of Names and assisted them to ensure a smooth transition (for instance, reminding them to update invoices and other business correspondence), (ii) our Directors believe that our Group has an established reputation and proven track record with our customers and suppliers, which were developed based on successful business collaborations and our Group’s continued quality services delivered to our customers and consistent support given to our suppliers, and the Change of Names will not affect these established relationships. In particular, our Group produces parts which may undergo further processing by contract manufacturers and/or other service providers for the OEMs and thus the parts produced by our Group do not carry any of our own brand name (neither under “Q’son” nor “Metasurface”). Therefore, our customers mainly consider our production capabilities instead of our company name when engaging us for business, (iii) based on our Group’s financial performance for the year ended 31 December 2022, our Group’s revenue increased when compared to the year ended 31 December 2021 following the Change of Names, and (iv) our Group took this opportunity to rebrand our business such as updating the signage at our premises, our business correspondence and product packaging, which our Directors believe can help modernise our Group’s corporate image for marketing purposes.

Our Directors are also of the view that the former use of the “Q’son” name would not affect the Directors’ suitability, given that (i) the delay in the Change of Names was neither deliberate or calculated, (ii) Metasurface Technologies and Metaoptics Technologies did not seek to gain any upside or advantage by using the “Q’son” name as described above, and (iii) as advised by the Singapore Special Counsel, a Singapore court is unlikely to find that the delay in effecting the Change of Names will impact upon the integrity of the directors of Metasurface Technologies.

Based on the above, the Sole Sponsor is not aware of any material finding which would cause it to disagree with the views expressed by the Directors.

REASONS FOR THE [REDACTED]

For reasons for the [REDACTED] and details of our future plans, see “Future Plans and [REDACTED]”.

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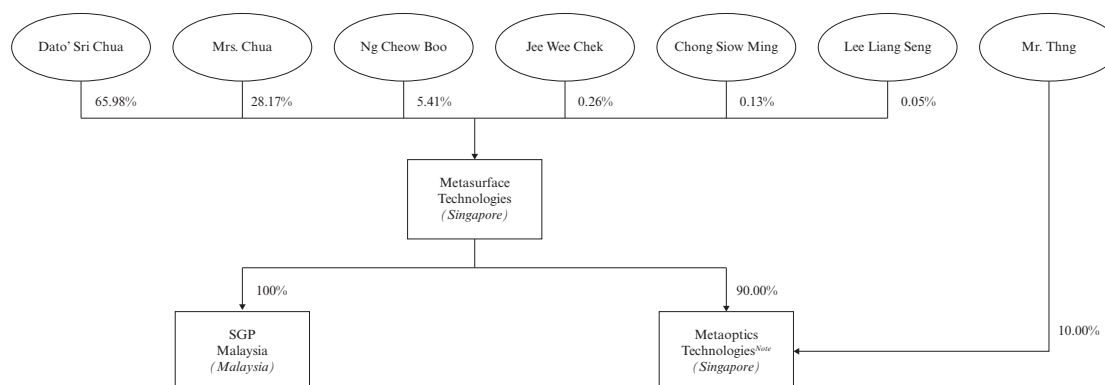
REORGANISATION

The table below shows the shareholding of Metasurface Technologies immediately prior to the implementation of our Reorganisation:

Shareholders of Metasurface Technologies	No. of ordinary shares	Approximate shareholding percentage
Dato’ Sri Chua	2,581,077	65.98%
Mrs. Chua	1,101,982	28.17%
Ng Cheow Boo ^(Note)	211,581	5.41%
Jee Wee Chek ^(Note)	10,000	0.26%
Chong Siow Ming ^(Note)	5,000	0.13%
Lee Liang Seng ^(Note)	2,000	0.05%
Total	<u>3,911,640</u>	<u>100%</u>

Note: Mr. Ng Cheow Boo, Ms. Chong Siow Ming and Mr. Lee Liang Seng are personal friends of Dato’ Sri Chua and Mrs. Chua and are independent third parties of our Group. Mr. Jee Wee Chek is Dato’ Sri Chua’s brother-in-law and Mrs. Chua’s brother.

The chart below shows the shareholding and corporate structure of our Group immediately prior to the implementation of our Reorganisation:



Note: We incorporated Metaoptics Technologies in June 2021 with the intention of investing and venturing into metalens technology business. Subsequent to various rounds of investments and share transfers, Metaoptics Technologies became an associate of our Group with Metasurface Technologies directly holding approximately 20.19% interests upon completion of the Reorganisation. Metaoptics Technologies was previously our insignificant subsidiary prior to becoming our associate. For details on the shareholding in Metaoptics Technologies as at the Latest Practicable Date, see “— Corporate and Shareholding Structure upon Completion of the Reorganisation and the [REDACTED] Investments”.

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We implemented our Reorganisation in preparation for the [REDACTED] to incorporate our Company as the holding company of our Group and the vehicle of the [REDACTED], and to consolidate our business operations under our Company. Our Reorganisation had the following steps:

1. Transfers of shares in Metasurface Technologies

To consolidate the shareholding structure in preparation for the [REDACTED], on 8 October 2021, as a private arrangement among shareholders of Metasurface Technologies, each of Mr. Jee Wee Chek, Mr. Lee Liang Seng, Mr. Ng Cheow Boo and Ms. Chong Siow Ming transferred 10,000 ordinary shares, 2,000 ordinary shares, 211,581 ordinary shares and 5,000 ordinary shares in Metasurface Technologies, respectively, to Dato’ Sri Chua, at a nominal consideration of S\$1 in aggregate. The consideration was determined with reference to the financial position shown on the then latest available management accounts of the previous financial year. On the same day, Dato’ Sri Chua transferred 391,164 ordinary shares in Metasurface Technologies to Mr. Thng at a nominal consideration of S\$1 pursuant to agreed arrangements later formally documented in the Anti-dilution Undertaking. For more information, see “— Corporate Development — Anti-dilution Undertaking”. Upon completion of this step, Metasurface Technologies became directly owned by each of Dato’ Sri Chua, Mrs. Chua and Mr. Thng as to approximately 61.83%, 28.17% and 10.00%, respectively.

2. Acquisition of SPW

As part of our Controlling Shareholders’ plan to consolidate their precision engineering related businesses, including SPW in which Dato’ Sri Chua already held 50% interest prior to this step, on 1 December 2021, pursuant to share purchase agreements dated 16 November 2021, Dato’ Sri Chua and Ms. Pang transferred 35,000 ordinary shares and 35,000 ordinary shares in SPW, respectively, to Metasurface Technologies, at a consideration of S\$5,474,550 and S\$5,474,550, respectively. The consideration was satisfied by the issue and allotment of 371,343 ordinary shares in Metasurface Technologies to each of Dato’ Sri Chua and Ms. Pang. The consideration of this transaction was determined based on the fair valuation of each of SPW conducted by an independent valuer. Immediately upon completion of this step, SPW became directly wholly-owned by Metasurface Technologies, and Metasurface Technologies became directly owned by Dato’ Sri Chua, Mrs. Chua, Mr. Thng and Ms. Pang as to approximately 59.94%, 23.68%, 8.40% and 7.98%, respectively. The acquisition was properly and legally settled in full on 1 December 2021 and no regulatory approval was required.

SPW was consolidated into our Company’s financial statements by way of the acquisition method of accounting. For further details on the accounting treatment, see note 27 to the Accountant’s Report included in Appendix I to this document.

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3. Incorporation of BVI holding entities and our Company

On 3 December 2021, SGP BVI was incorporated in the BVI as a company with limited liability. On incorporation, 100 ordinary shares were issued and allotted to Dato’ Sri Chua at an aggregate consideration of US\$100. SGP BVI is the intermediate holding company of Dato’ Sri Chua’s interests in our Company.

On 3 December 2021, Baccini was incorporated in the BVI as a company with limited liability. On incorporation, 100 ordinary shares were issued and allotted to Mrs. Chua at an aggregate consideration of US\$100. Baccini is the intermediate holding company of Mrs. Chua’s interests in our Company.

On 3 December 2021, Angelling was incorporated in the BVI as a company with limited liability. On incorporation, 100 ordinary shares were issued and allotted to Mr. Thng at an aggregate consideration of US\$100. Angelling is the intermediate holding company of Mr. Thng’s interests in our Company.

On 7 December 2021, our Company was incorporated in the Cayman Islands as an exempted company with limited liability. On incorporation, the authorised share capital was HK\$380,000 divided into 380,000,000 Shares of a nominal value of HK\$0.001 each, of which one Share was issued and allotted to the initial subscriber, who was an independent third party, and subsequently transferred to SGP BVI on the same day.

4. 1st [REDACTED] Investment by nine investors

On 28 December 2021, nine investors each entered into a subscription agreement with Metasurface Technologies to subscribe for ordinary shares in Metasurface Technologies. For details, see “— [REDACTED] Investments — 1st [REDACTED] Investment by nine investors”.

On the same day, in conjunction with the 1st [REDACTED] Investment, Dato’ Sri Chua and Mrs. Chua transferred 86,401 ordinary shares and 12,132 ordinary shares (in total 98,533 ordinary shares) in Metasurface Technologies to Mr. Thng, respectively, at nil consideration pursuant to the Anti-dilution Undertaking.

HISTORY AND DEVELOPMENT

The following table shows the shareholding of Metasurface Technologies upon completion of this step:

Shareholders of Metasurface Technologies	No. of ordinary shares held	Approximate shareholding (%)
Dato’ Sri Chua	2,703,436	55.21
Mrs. Chua	1,089,850	22.26
Mr. Thng	489,697	10.00
Ms. Pang	371,343	7.58
Zou Shuling	43,440	0.89
Hong Haicheng	40,958	0.84
Soo Siew Har and Ho Gim Hai	37,235	0.76
Chua Lee Chai	31,029	0.63
Tan Beng Kiat	31,029	0.63
Deborah Chua Wee Wei	31,029	0.63
Tan Kok Thye George	15,514	0.32
Poh Seng Kah	<u>12,412</u>	<u>0.25</u>
Total	<u><u>4,896,972</u></u>	<u><u>100</u></u>

5. Loan capitalisation in Metasurface Technologies

Pursuant to a deed entered into by Metasurface Technologies and Mrs. Chua dated 27 September 2022, on the same day, the amount of approximately S\$4,285,000 owed by Metasurface Technologies to Mrs. Chua was set-off against the issue and allotment of 279,800 ordinary shares in Metasurface Technologies to Mrs. Chua. The valuation of the capitalisation loan was determined with reference to a valuation report of Metasurface Technologies prepared by an independent valuer, together with the expected enhanced valuation and business prospects brought about by the then [REDACTED] Investors and the consolidated businesses of our Group.

On the same day, pursuant to the Anti-dilution Undertaking, Dato’ Sri Chua and Mrs. Chua transferred 13,990 ordinary shares and 13,990 ordinary shares in Metasurface Technologies, respectively, to Mr. Thng at a nominal consideration of S\$1.

HISTORY AND DEVELOPMENT

The following table shows the shareholding of Metasurface Technologies upon completion of this step:

Shareholders of Metasurface Technologies	No. of ordinary shares	Approximate shareholding (%)
Dato’ Sri Chua	2,689,446	51.95
Mrs. Chua	1,355,660	26.19
Mr. Thng	517,677	10.00
Ms. Pang	371,343	7.17
Zou Shuling	43,440	0.84
Hong Haicheng	40,958	0.79
Soo Siew Har and Ho Gim Hai	37,235	0.72
Chua Lee Chai	31,029	0.60
Tan Beng Kiat	31,029	0.60
Deborah Chua Wee Wei	31,029	0.60
Tan Kok Thye George	15,514	0.30
Poh Seng Kah	<u>12,412</u>	<u>0.24</u>
Total	<u><u>5,176,772</u></u>	<u><u>100</u></u>

6. 2nd [REDACTED] Investment by Accelerate

On 14 October 2022, Accelerate entered into a share subscription agreement with Metasurface Technologies to subscribe for ordinary shares in Metasurface Technologies. For details, see “— [REDACTED] Investments — 2nd [REDACTED] Investment by Accelerate”.

On the same day, in conjunction with the 2nd [REDACTED] Investment, Dato’ Sri Chua and Mrs. Chua transferred 13,623 ordinary shares and 13,623 ordinary shares in Metasurface Technologies, respectively, to Mr. Thng at a nominal consideration of S\$1 pursuant to the Anti-dilution Undertaking.

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The following table shows the shareholding of Metasurface Technologies upon completion of this step:

Shareholders of Metasurface Technologies	No. of ordinary shares held	Approximate shareholding (%)
Dato’ Sri Chua	2,675,823	49.10
Mrs. Chua	1,342,037	24.63
Mr. Thng	544,923	10.00
Ms. Pang	371,343	6.81
Accelerate	272,462	5.00
Zou Shuling	43,440	0.80
Hong Haicheng	40,958	0.75
Soo Siew Har and Ho Gim Hai	37,235	0.68
Chua Lee Chai	31,029	0.57
Tan Beng Kiat	31,029	0.57
Deborah Chua Wee Wei	31,029	0.57
Tan Kok Thye George	15,514	0.29
Poh Seng Kah	12,412	0.23
Total	<u>5,449,234</u>	<u>100</u>

7. 3rd [REDACTED] Investment by MMI

On 30 January 2023, MMI entered into a share subscription agreement with Metasurface Technologies to subscribe for ordinary shares in Metasurface Technologies. For details, see “— [REDACTED] Investments — 3rd [REDACTED] Investment by MMI”.

On the same day, in conjunction with the 3rd [REDACTED] Investment, Dato’ Sri Chua and Mrs. Chua transferred 7,364 ordinary shares and 7,364 ordinary shares in Metasurface Technologies, respectively, to Mr. Thng at a nominal consideration of S\$1 pursuant to the Anti-dilution Undertaking. On the same day, pursuant to Accelerate’s anti-dilution right (granted as part of the 2nd [REDACTED] Investment) in the Shareholders’ Agreement (as defined below), Accelerate subscribed for, and Metasurface Technologies issued and allotted to Accelerate, 7,364 ordinary shares in Metasurface Technologies at a nominal consideration of S\$1.

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The following table shows the shareholding of Metasurface Technologies upon completion of this step:

Shareholders of Metasurface Technologies	No. of ordinary shares held	Approximate shareholding (%)
Dato’ Sri Chua	2,668,459	47.68
Mrs. Chua	1,334,673	23.85
Mr. Thng	559,651	10.00
Ms. Pang	371,343	6.64
Accelerate	279,826	5.00
MMI	139,913	2.50
Zou Shuling	43,440	0.78
Hong Haicheng	40,958	0.73
Soo Siew Har and Ho Gim Hai	37,235	0.67
Chua Lee Chai	31,029	0.55
Tan Beng Kiat	31,029	0.55
Deborah Chua Wee Wei	31,029	0.55
Tan Kok Thye George	15,514	0.28
Poh Seng Kah	<u>12,412</u>	<u>0.22</u>
Total	<u><u>5,596,511</u></u>	<u><u>100</u></u>

8. Transfer of shares in Metasurface Technologies by Mrs. Chua to the nine investors of the 1st [REDACTED] Investment

On 10 April 2023, Mrs. Chua transferred an aggregate of 208,615 ordinary shares in Metasurface Technologies to the nine investors of the 1st [REDACTED] Investment at a nominal consideration of S\$1 to align their investment cost with the then valuation of Metasurface Technologies conducted by the management with reference to the then latest available information on financial performance in the previous year, as well as the enhanced value of our Shares in contemplation of the [REDACTED]. For details, see “— [REDACTED] Investments — 1st [REDACTED] Investment by nine investors”.

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9. Consolidation of our Group under the Company

Pursuant to a restructuring deed dated 26 April 2023, each shareholder in Metasurface Technologies transferred all shares held by him/her/it to our Company, in consideration for our Company issuing and allotting such number of Shares to him/her/it (or an entity designated by him/her/it) (the “**Restructuring**”) as set out in the table below:

Shareholders of Metasurface Technologies	No. of ordinary shares held in Metasurface Technologies transferred to our Company	Name of allottee of the consideration Shares	No. of consideration Shares issued and allotted by our Company
Dato’ Sri Chua	2,668,459	SGP BVI	2,668,458 ^(Note)
Mrs. Chua	1,126,058	Baccini	1,126,058
Mr. Thng	559,651	Angelling	559,651
Ms. Pang	371,343	Ms. Pang	371,343
<i>1st [REDACTED] Investment</i>			
Zou Shuling	80,789	Zou Shuling	80,789
Hong Haicheng	76,172	Hong Haicheng	76,172
Soo Siew Har and Ho Gim Hai	69,247	Soo Siew Har and Ho Gim Hai	69,247
Chua Lee Chai	57,706	Chua Lee Chai	57,706
Tan Beng Kiat	57,706	Tan Beng Kiat	57,706
Deborah Chua Wee Wei	57,706	Deborah Chua Wee Wei	57,706
Tan Kok Thy George	28,853	Tan Kok Thy George	28,853
Poh Seng Kah	23,082	Poh Seng Kah	23,082
<i>2nd [REDACTED] Investment</i>			
Accelerate	279,826	Accelerate	279,826
<i>3rd [REDACTED] Investment</i>			
MMI	<u>139,913</u>	MMI	<u>139,913</u>
Total	<u><u>5,596,511</u></u>		<u><u>5,596,510</u></u>

Note:

Prior to completion of the Restructuring, SGP BVI already held one fully paid Share.

Upon completion of the Restructuring, our Group was consolidated under the Company.

10. Disposal of Metaoptics Technologies

On 16 May 2023, Metasurface Technologies transferred 125,767 ordinary shares in Metaoptics Technologies (representing approximately 33.32% of the entire issued share capital therein) to Mr. Thng at a consideration of S\$180,000. For details on the reasons of the disposal of our control over Metaoptics Technologies and the basis of determining the consideration, see “— Corporate Development — Investment in an

HISTORY AND DEVELOPMENT

associate — Metaoptics Technologies”. Accordingly, gains on disposal of a subsidiary of approximately S\$2.5 million were recognised during the year ended 31 December 2023. The disposal was properly and legally settled in full on 16 May 2023 and no regulatory approval was required. See note 38 to the Accountant’s Report included in Appendix I to this document.

Immediately upon completion of the share transfer, Metaoptics Technologies became our associate and was held by Metasurface Technologies as to approximately 20.19%. Subsequent to a series of share transfers among shareholders as well as issuance of new ordinary shares to existing shareholders and new investors of Metaoptics Technologies, as at the Latest Practicable Date, Metaoptics Technologies was held by Metasurface Technologies as to approximately 17.10%.

The table below shows the shareholding of our Company immediately upon completion of our Reorganisation and the [REDACTED] Investments and immediately prior to the [REDACTED] and the [REDACTED]:

Shareholders of our Company	No. of Shares	Approximate shareholding (%)
SGP BVI	2,668,459	47.68
Baccini	1,126,058	20.12
Angelling	559,651	10.00
Ms. Pang	371,343	6.64
<i>1st [REDACTED] Investment</i>		
Zou Shuling	80,789	1.44
Hong Haicheng	76,172	1.36
Soo Siew Har and Ho Gim Hai	69,247	1.24
Chua Lee Chai	57,706	1.03
Tan Beng Kiat	57,706	1.03
Deborah Chua Wee Wei	57,706	1.03
Tan Kok Thye George	28,853	0.52
Poh Seng Kah	23,082	0.41
<i>2nd [REDACTED] Investment</i>		
Accelerate	279,826	5.00
<i>3rd [REDACTED] Investment</i>		
MMI	139,913	2.50
Total	5,596,511	100

HISTORY AND DEVELOPMENT

Our Reorganisation was legally and properly completed and settled on 16 May 2023 after Metaoptics Technologies became our associate and no regulatory approval was required.

[REDACTED] INVESTMENTS

We underwent three rounds of [REDACTED] Investments. Details of the [REDACTED] Investments are set out below.

1st [REDACTED] Investment by nine investors

On 28 December 2021, nine individual investors each entered into a subscription agreement with Metasurface Technologies to subscribe for an aggregate of 242,646 ordinary shares in Metasurface Technologies, totalling an investment of S\$3,910,000. Each of the nine individual investors is a long-time personal friend of our Controlling Shareholders, Dato’ Sri Chua and Mrs. Chua, known through mutual friends. They are not professional or sophisticated investors and their role in our Group has always been limited to passive investors. In 2021, when Metasurface Technologies had capital and funding needs, Dato’ Sri Chua and Mrs. Chua sought financial support from each of them. Out of mutual trust and long-term friendship, they provided support in the form of injecting working capital in their personal capacities. As they subsequently agreed to become [REDACTED] Investors, Dato’ Sri Chua and Mrs. Chua negotiated with each of them to formalise their investments in writing, to standardise all terms of investment across the nine individual investors and to reach a consensus on the valuation of our Group. As such, Metasurface Technologies formally entered into subscription agreements with each of them on 28 December 2021, which was after the investment amounts were settled.

The following table sets out details of the 1st [REDACTED] Investment:

Name of the [REDACTED] Investor	Number of shares subscribed in Metasurface Technologies	Total consideration paid (S\$)	Date of settlement of consideration
Zou Shuling	43,440	700,000	23 September 2021
Hong Haicheng	40,958	660,000	30 October 2021
Soo Siew Har and Ho Gim Hai	37,235	600,000	21 October 2021
Chua Lee Chai	31,029	500,000	30 August 2021
Tan Beng Kiat	31,029	500,000	30 October 2021
Deborah Chua Wee Wei	31,029	500,000	18 March 2021
Tan Kok Thye George	15,514	250,000	30 October 2021
Poh Seng Kah	12,412	200,000	30 October 2021
Total	<u>242,646</u>	<u>3,910,000</u>	

HISTORY AND DEVELOPMENT

Subsequently, during the course of preparing for our [REDACTED], Dato’ Sri Chua and Mrs. Chua noted that the then investment cost per Share (taking into account the [REDACTED]) of the 1st [REDACTED] Investment was approximately HK\$[4.34], which represented a premium of approximately [REDACTED]% to the mid-point of the [REDACTED] (i.e. HK\$[REDACTED]). Dato’ Sri Chua and Mrs. Chua were of the view that such investment cost per Share did not reflect a more updated valuation of our Group based on the latest market conditions. To show the appreciation for the 1st [REDACTED] Investors’ support during the time when Metasurface Technologies had capital and funding needs, on 10 April 2023, Mrs. Chua transferred an aggregate of 208,615 ordinary shares in Metasurface Technologies to the nine investors of the 1st [REDACTED] Investment at a nominal consideration of S\$1 to align their investment cost per Share (taking into account the [REDACTED]) with the [REDACTED] range of HK\$[REDACTED] to HK\$[REDACTED]. In determining the new valuation of our Group, Dato’ Sri Chua and Mrs. Chua made reference to the then latest business, financial and operational performance of our Group, the prevailing market conditions such as the market valuation of similar companies listed on the Stock Exchange, as well as the enhanced value of our Shares in contemplation of the [REDACTED]. Since the share transfer was conducted among existing shareholders and for the purpose other than payment for goods or services supplied to our Group, together with the consideration of the average subscription price for the 1st [REDACTED] Investment made on 28 December 2021 and 10 April 2023, there was no impact on our Group’s financial statement as a result of the share transfer.

The following table sets out details of the share transfers:

Name	Number of ordinary shares in Metasurface Technologies transferred from Mrs. Chua	Total number of ordinary shares in Metasurface Technologies held after the share transfer
Zou Shuling	37,349	80,789
Hong Haicheng	35,214	76,172
Soo Siew Har and Ho Gim Hai	32,012	69,247
Chua Lee Chai	26,677	57,706
Tan Beng Kiat	26,677	57,706
Deborah Chua Wee Wei	26,677	57,706
Tan Kok Thye George	13,339	28,853
Poh Seng Kah	10,670	23,082
Total	208,615	451,261

HISTORY AND DEVELOPMENT

2nd [REDACTED] Investment by Accelerate

On 14 October 2022, Metasurface Technologies and Accelerate entered into a share subscription agreement pursuant to which, Accelerate subscribed for, and Metasurface Technologies issued and allotted to Accelerate, 272,462 ordinary shares in Metasurface Technologies at an aggregate consideration of S\$2,880,000. The consideration payable by Accelerate to Metasurface Technologies for the share subscription was settled in full by offsetting the upfront fee of S\$2,880,000 payable by Metasurface Technologies to Accelerate pursuant to the Licence Agreement.

Our Group became acquainted with Accelerate through introduction by Mr. Thng. We have entered into the Licence Agreement with Accelerate in which Accelerate contributes to Metaoptics Technologies’ technological development by licencing to it technologies and intellectual property rights. The licenced technology is mainly related to optics and therefore is utilised by Metaoptics Technologies to develop and commercialise Accelerate’s technologies and licenced products. Accelerate also continues to introduce new technologies that could enhance the value of our investment in associate through R&D collaborations with Metaoptics Technologies in the optical metalens technology business. For details on the Licence Agreement, see “Business — Research and Development — Investment in associate”.

3rd [REDACTED] Investment by MMI

On 30 January 2023, Metasurface Technologies and MMI entered into a share subscription agreement pursuant to which, MMI subscribed for, and Metasurface Technologies issued and allotted to MMI, 139,913 ordinary shares in Metasurface Technologies at an aggregate consideration of S\$1,000,000. The consideration was settled in full by MMI on 26 January 2023. Our Group became acquainted with MMI through introduction by Mr. Thng. MMI’s role in our Group is to provide support, as a strategic partner, on expanding our business and product coverage for standard machining parts and sub-assemblies such as cables, connectors and metal cabinet modules used in the semiconductor manufacturing equipment sector. As a strategic partner, the management of MMI may also offer us strategic advice beneficial to the overall growth and development of our Group.

Share swap

Pursuant to a restructuring deed dated 26 April 2023, each shareholder in Metasurface Technologies transferred all shares held by him/her/it to our Company in return for Shares issued and allotted by our Company. For more information, see “— Reorganisation — 9. Consolidation of our Group under the Company”.

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

HISTORY AND DEVELOPMENT

Principal terms of the [REDACTED] Investments

The below table summarises the principal terms of the [REDACTED] Investments by the [REDACTED] Investors.

	1st [REDACTED] Investment	2nd [REDACTED] Investment	3rd [REDACTED] Investment
Total no. of Shares	451,261 ⁽¹⁾	272,462 ⁽²⁾	139,913 ⁽³⁾
Total consideration (S\$)	3,910,000	2,880,000	1,000,000
Implied valuation (S\$)⁽⁴⁾	48,511,166	57,600,000	40,000,000
Approximate investment cost per Share (taking into account [REDACTED]) (HK\$)	2.33	2.77	1.92
Approximate (discount)/ premium to the [REDACTED]⁽⁵⁾ (%)	[REDACTED]	[REDACTED]	[REDACTED]

HISTORY AND DEVELOPMENT

	1st [REDACTED] Investment	2nd [REDACTED] Investment	3rd [REDACTED] Investment
Basis of determination of the consideration	<p>The consideration was determined by commercial negotiations based on the valuation of Metasurface Technologies conducted by the management with reference to the then latest available financial information</p>	<p>The consideration was determined by commercial negotiations based on the then indicative pre-money valuation of Metasurface Technologies with reference to a valuation report prepared by an independent valuer and the shareholders’ rights granted to Accelerate as detailed in “— Special rights” below, among which, the put option right, call option right and anti-dilution right were exclusively granted to Accelerate and MMI. The investment of Accelerate was at a slight premium to the mid-point of the indicative [REDACTED], given that Metaoptics Technologies is contractually obligated to commercialise Accelerate’s technology (i.e. know-how and patents licenced to our Group pursuant to the Licence Agreement) in accordance with the Licence Agreement and, after the technology is commercialised, sell products which incorporate Accelerate’s licenced technology and pay Accelerate annual royalties on the gross revenue attributable to the commercialised products.</p>	<p>The consideration was determined by commercial negotiations with reference to the valuation of prior rounds of [REDACTED] Investments, the then latest available financial information of Metasurface Technologies and the strategic benefits expected to be brought about by MMI. Our Directors believe that, as our Group is primarily supplying specific custom-designed machining parts for the semiconductor manufacturing equipment, the industry expertise in standard machining parts and sub-assemblies of MMI may allow us to leverage our manufacturing capabilities to diversify and expand our business and product coverage in the semiconductor manufacturing equipment industry. Our Directors also believe that MMI’s management, with its wealth of experience in managing a wide range of portfolio of assets and businesses, will be able to offer strategic advice beneficial to the overall growth and development of our Group.</p>

HISTORY AND DEVELOPMENT

	1st [REDACTED] Investment	2nd [REDACTED] Investment	3rd [REDACTED] Investment
Use of proceeds from the [REDACTED] Investments	The proceeds were fully utilised on labour costs, raw material procurement, utilities, administrative fees, settlement of principal loan amount and finance cost.	Consideration for the share subscription payable by Accelerate to our Group was fully utilised and offset by the upfront fee of the same amount payable by us to Accelerate pursuant to the Licence Agreement. Under the Licence Agreement, Accelerate grants our Group the rights to, among others, (i) use Accelerate’s technologies to develop enhancements on and (ii) use, manufacture, distribute, market and sell Accelerate’s licenced products. Our Group agrees to commercialise such technologies and licenced products within a specified timeline.	The proceeds were fully utilised on labour costs, raw material procurement, utilities, administrative fees, settlement of principal loan amount and finance cost.

As at the Latest Practicable Date, the aggregate proceeds from the 1st [REDACTED] Investment and 3rd [REDACTED] Investment had been fully utilised. The consideration for the 2nd [REDACTED] Investment was not in the form of cash.

HISTORY AND DEVELOPMENT

	1st [REDACTED] Investment	2nd [REDACTED] Investment	3rd [REDACTED] Investment
Strategic benefits from the [REDACTED] Investments to our Group	At the time of entering into the 1st [REDACTED] Investment, our Directors were of the view that our Group could benefit from the additional funds and working capital provided by the [REDACTED] Investors’ investments in our Group.	At the time of entering into the Licence Agreement and the 2nd [REDACTED] Investment, our Directors were of the view that the agreements were a strategic collaboration with Accelerate. Accelerate’s licenced technologies mainly relate to optics and are therefore utilised by Metaoptics Technologies to commercialise Accelerate’s products which can in turn generate new sources of income (in form of investment returns) for our Group.	At the time of entering into the 3rd [REDACTED] Investment, our Directors were of the view that our Group and MMI could collaborate on our manufacturing capabilities and capacity.
Lock-up	Nil	Nil	Nil

Notes:

1. The aggregate number of Shares to be held by the nine [REDACTED] Investors of the 1st [REDACTED] Investment upon completion of the [REDACTED] and the [REDACTED] is [REDACTED].
2. In conjunction with the 3rd [REDACTED] Investment, on 30 January 2023, 7,364 ordinary shares in Metasurface Technologies were issued and allotted to Accelerate pursuant to Accelerate’s anti-dilution right in the Shareholders’ Agreement. Since then, Accelerate held a total of 279,826 ordinary shares in Metasurface Technologies. The number of Shares to be held by Accelerate upon completion of the [REDACTED] and the [REDACTED] is [REDACTED].
3. The number of Shares to be held by MMI upon completion of the [REDACTED] and the [REDACTED] is [REDACTED].
4. The implied valuation is calculated by dividing the total investment amount from the relevant [REDACTED] Investment by the percentage of shareholding of the relevant [REDACTED] Investor(s) on fully diluted basis immediately after completion of the relevant [REDACTED] Investment on 10 April 2023, 14 October 2022 and 30 January 2023, respectively.

HISTORY AND DEVELOPMENT

The higher implied valuation of the 2nd [REDACTED] Investment as compared to that of the 1st [REDACTED] Investment is mainly due to the expectation that Metaoptics Technologies shall devote its manpower and resources to commercialise Accelerate’s technology and pay Accelerate annual royalties on the gross revenue attributable to the commercialised products. The Group and Accelerate reached a consensus on the terms of the 2nd [REDACTED] Investment (including the implied valuation) in late 2021 but the share subscription agreement was only entered into in October 2022 to minimise the administrative costs (such as costs relating to the preparation of legal and corporate secretarial documentations and procedures in obtaining financial and legal advisory services as well as internal corporate authorisations and approvals) incurred by Accelerate and us each time Accelerate exercises its anti-dilution right in connection with a new round of [REDACTED] investment in our Company before the first submission of the [REDACTED].

The lower implied valuation of the 3rd [REDACTED] Investment as compared to that of the 2nd [REDACTED] Investment is mainly due to our management’s commercial decision to offer MMI favourable terms of investment in order to attract MMI to become one of our [REDACTED] Investors and our strategic partner, considering MMI’s background, reputation, shareholder profile and potential business opportunities it can bring to our Group.

5. The discount to the [REDACTED] is calculated based on the assumption that the [REDACTED] is HK\$[REDACTED] per Share, being the mid-point of the indicative [REDACTED] range of HK\$[REDACTED] to HK\$[REDACTED].

Special rights

In addition to the terms described above, a shareholders’ agreement (the “**Shareholders’ Agreement**”) was entered into among the [REDACTED] Investors and the then shareholders of Metasurface Technologies (the “**MST Shareholders**”) on 30 January 2023, pursuant to which certain shareholder rights were agreed among the parties, as summarised below:

- **Right of first refusal.** If any MST Shareholder proposes to transfer any shares held by him/her/it in Metasurface Technologies to any third party, he/she/it shall first offer to transfer such shares in Metasurface Technologies to other MST Shareholders.
- **Drag along right.** All MST Shareholders shall participate in the disposal of shares in Metasurface Technologies in the event that any one or more of the MST Shareholders holding more than 50% of shares in Metasurface Technologies decide to sell their interests in Metasurface Technologies to a third party.
- **Put option right.** Each of Accelerate and MMI is granted an option (but not the obligation) to require the other MST Shareholders to purchase all (and not part only) of the shares in Metasurface Technologies held by it if any of the following events occur: (i) a sale of all or substantially all of the assets of Metasurface Technologies, (ii) a transaction in which shares in Metasurface Technologies carrying more than 30% of all the voting rights exercisable at general meetings of Metasurface Technologies at the time of the transaction are transferred to any number of persons, or (iii) a reorganisation, reconstruction, merger or amalgamation which results in a change in the holders of the voting rights of more than 50% of all the voting rights exercisable at general meetings of

HISTORY AND DEVELOPMENT

Metasurface Technologies at the time. Each of Accelerate and MMI is also granted an option (but not the obligation) to require the other MST Shareholders to purchase all (and not part only) of the shares in Metasurface Technologies held by it in the event that the submission of an application for [REDACTED] does not take place within five years from the date of the Shareholders’ Agreement.

- **Call option right.** Each of Accelerate and MMI grants the other MST Shareholders an option (but not the obligation) to, either individually or jointly, purchase all of the shares in Metasurface Technologies held by it, provided that at least 50% of such shares in Metasurface Technologies must be purchased by the other MST Shareholders if the option is exercised.
- **Tag along right.** In the event Dato’ Sri Chua and Mrs. Chua desire to transfer, in a single transaction or a series of related transactions, all but not some of their shares in Metasurface Technologies in a *bona fide* sale to a third party before the [REDACTED], Dato’ Sri Chua and Mrs. Chua grant the remaining MST Shareholders a right to participate in the transfer of shares in Metasurface Technologies on the same terms and conditions, and the remaining MST Shareholders shall elect the number of shares in Metasurface Technologies they wish to transfer.
- **Anti-dilution right.** For so long as Accelerate holds at least 5% of the shares in Metasurface Technologies, Accelerate’s shareholding interest in Metasurface Technologies shall be non-dilutable, until (i) Metasurface Technologies has an implied equity valuation based on an indicative fair market valuation of S\$60.0 million and (ii) Metasurface Technologies receives an amount of at least an additional S\$7.0 million in equity financing. Prior to (i) and (ii) being satisfied, Metasurface Technologies shall in the event of an equity financing round make a bonus issue of such number of shares in Metasurface Technologies to Accelerate for no additional consideration such that Accelerate’s shareholding interest in Metasurface Technologies shall on a fully-diluted basis remain the same immediately after any equity financing round. For so long as MMI holds at least 2.5% of the shares in Metasurface Technologies, Metasurface Technologies shall in the event of an equity financing round where Metasurface Technologies has an implied equity valuation based on an indicative fair market valuation of less than S\$40.0 million, make a bonus issue of such number of shares in Metasurface Technologies to MMI for no additional consideration such that MMI’s shareholding interest in Metasurface Technologies shall on a fully-diluted basis remain the same immediately after any equity financing round.
- **Reserved matters.** The affirmative vote of MST Shareholders holding at least 50% of the Shares (other than Dato’ Sri Chua and Mrs. Chua) shall be required to pass resolutions relating to the appointment of and changes in the auditors of Metasurface Technologies, material change in Metasurface Technologies’s accounting policies, amendment to the constitutional documents of Metasurface Technologies, winding up, judicial management, receivership and/or dissolution of Metasurface Technologies, or the entry into a compromise or arrangement by Metasurface Technologies with its creditors.

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- **Non-[REDACTED] put option.** In the event the [REDACTED] fails to materialise by a date falling 12 months after the first submission of our [REDACTED] (which shall automatically be extended until, whichever is earlier, (i) the date of our successful [REDACTED], or (ii) the date upon the earliest occurrence of any one of the following events (the “**Event of Reinstatement**”): (a) our Company formally withdraws the [REDACTED] or (b) the [REDACTED] lapses and our Company does not submit a renewed [REDACTED] within six months after the lapse), MMI has the option (but not the obligation) to require our Company to purchase all (and not part only) of its shares held on the date it issues a put option notice, at a price equivalent to the subscription consideration paid by MMI, plus interest on the subscription consideration commencing on the date immediately following the date falling 12 months after the first submission of our [REDACTED] and continue until the date of MMI’s put option notice. The interest shall be fixed at a simple interest rate of 6% per annum and be prorated by the number of days where the period of time is not a full calendar year.
- **Information right.** Metasurface Technologies shall provide MST Shareholders with access to all other information that the MST Shareholders are entitled to access under relevant laws and regulations, including but not limited to, minutes of general meetings, financial statements, and consolidated financial statements.

All such special shareholder rights were terminated and were of no further force or effect on 26 April 2023 when the [REDACTED] Investors ceased to be a shareholder of Metasurface Technologies (and became a Shareholder of our Company instead).

As such, no such special rights granted to the [REDACTED] Investors will survive on and after the [REDACTED]. In the event the [REDACTED] fails to materialise by a date falling 24 months after the first submission of our [REDACTED] (which shall be automatically extended until, whichever is earlier, (i) the date of our successful [REDACTED] on the Stock Exchange, or (ii) the date of Event of Reinstatement), the special rights shall then be automatically reinstated.

Information about the [REDACTED] Investors

Accelerate

Accelerate is the commercialisation arm of the Agency for Science, Technology and Research (“A*STAR”), Singapore’s lead public sector R&D agency that drives mission-oriented research that advances scientific discovery and technological innovation. Accelerate is an independent third party of our Group.

MMI

MMI is a public company limited by shares incorporated in Singapore in 1989. MMI was previously listed on the SGX and was subsequently delisted in July 2007. As at the Latest Practicable Date, MMI is indirectly owned and controlled by Precision Capital

HISTORY AND DEVELOPMENT

Holdings Limited which is directly owned as to approximately 80.30%, 13.88% and 5.82% by KKR Asian Fund L.P., KKR Partners II (International) L.P. and KKR 2006 Fund (Overseas), Limited Partnership, respectively.

KKR Asian Fund L.P. is an exempted limited partnership established in the Cayman Islands, and its general partner is KKR Associates Asia L.P., an exempted limited partnership also established in the Cayman Islands. KKR Asia Limited, a company incorporated in the Cayman Islands, is the general partner of KKR Associates Asia L.P. Kohlberg Kravis Roberts & Co. L.P. acts as the investment manager of KKR Asian Fund L.P. Kohlberg Kravis Roberts & Co. L.P. and KKR Asia Limited are ultimately controlled by KKR & Co. Inc. (NYSE: KKR), which is a Delaware corporation listed on the New York Stock Exchange.

MMI is a global supplier of high precision components and integrated automation solutions for multiple industries. MMI possesses advanced technological capabilities and manufacturing expertise in precision machining and assembly of electro-mechanical components in cleanrooms as well as design and assembly of automation equipment. MMI is an independent third party of our Group.

Mr. Chua Lee Chai

Mr. Chua Lee Chai is the father of Ms. Deborah Chua Wee Wei (one of our [REDACTED] Investors) and has retired. He was a director and managing director of a company based in Singapore engaged in wholesale of furniture. Mr. Chua Lee Chai is an independent third party of our Group.

Ms. Deborah Chua Wee Wei

Ms. Deborah Chua Wee Wei is a vice president of DBS Bank in Singapore. Ms. Deborah Chua Wee Wei is the daughter of Mr. Chua Lee Chai (one of our [REDACTED] Investors) and is an independent third party of our Group.

Mr. Ho Gim Hai and Ms. Soo Siew Har

Mr. Ho Gim Hai is a director and an indirect shareholder of Tat Lee Engineering Private Limited. Founded in 1973 in Singapore, Tat Lee Engineering Private Limited provides sealing technology to the shipbuilding industry, mobility and transportation industry, manufacturing industry, petrochemical industry, water industry and power energy plants. Mr. Ho Gim Hai is the spouse of Ms. Soo Siew Har and each of Mr. Ho Gim Hai and Ms. Soo Siew Har is an independent third party of our Group.

Ms. Hong Haicheng

Ms. Hong Haicheng is a director and shareholder of Ho Heng Food & Enterprise Pte. Ltd., a food and beverage company established in 2015 that operates a central kitchen supplying food products to its own food and beverage restaurant brands across Singapore. Ms. Hong Haicheng is an independent third party of our Group.

HISTORY AND DEVELOPMENT

Mr. Poh Seng Kah

Mr. Poh Seng Kah was a director and shareholder of Hock Chuan Hong Corporation Pte. Ltd. (“**Hock Chuan Hong**”) (which is currently known as Greentec Energy Pte. Ltd.) until August 2023. Founded in 2009, Hock Chuan Hong provided waste collection, process and industrial plant engineering design and consultancy services. Our Group entered into business transactions with Hock Chuan Hong during the Track Record Period. We incurred approximately S\$1,000 and S\$1,200 in relation to procurement of services from Hock Chuan Hong for the collection of waste coolant services for the years ended 31 December 2022 and 2023, respectively. Save as the aforementioned business relationship, each of Mr. Poh Seng Kah and Hock Chuan Hong is an independent third party of our Group.

Mr. Tan Beng Kiat

Mr. Tan Beng Kiat is a director and shareholder of MJ Food Industry Pte. Ltd., a company incorporated in 2016 in Singapore that operates two central kitchens in Singapore, specialising in supplying Chinese food products and Malay sauces. Mr. Tan Beng Kiat is an independent third party of our Group.

Mr. Tan Kok Thye George

Mr. Tan Kok Thye George has retired and, in 2006, was awarded the BBM “Bintang Bakti Masyarakat” Public Service Star by Singapore. He was an owner of a partnership based in Singapore engaged in retail sale of flowers. Mr. Tan Kok Thye George is an independent third party of our Group.

Ms. Zou Shuling

Ms. Zou Shuling is a director and shareholder of Refined Manpower Pte. Ltd., an employment agency established in Singapore in 2016 that supplies labour workers. Ms. Zou Shuling is an independent third party of our Group.

Compliance with the Guide for [REDACTED]

On the basis that (i) the considerations for the [REDACTED] Investments had been irrevocably settled more than 28 clear days before the date of the first submission of the application form for the [REDACTED] and (ii) no special rights granted to the [REDACTED] Investors referred to in “— [REDACTED] Investments — Special rights” will survive after the [REDACTED], the Sole Sponsor is of the view that the [REDACTED] Investments are in compliance with Chapter 4.2 of the Guide for [REDACTED].

Public float

To the best of our Directors’ knowledge, each of our [REDACTED] Investors (i) is not a core connected person of our Company, (ii) has not been financed directly or indirectly by a core connected person of the Group for the subscription of Shares, and (iii) is not accustomed to taking instructions from a core connected person of our Group in relation to

HISTORY AND DEVELOPMENT

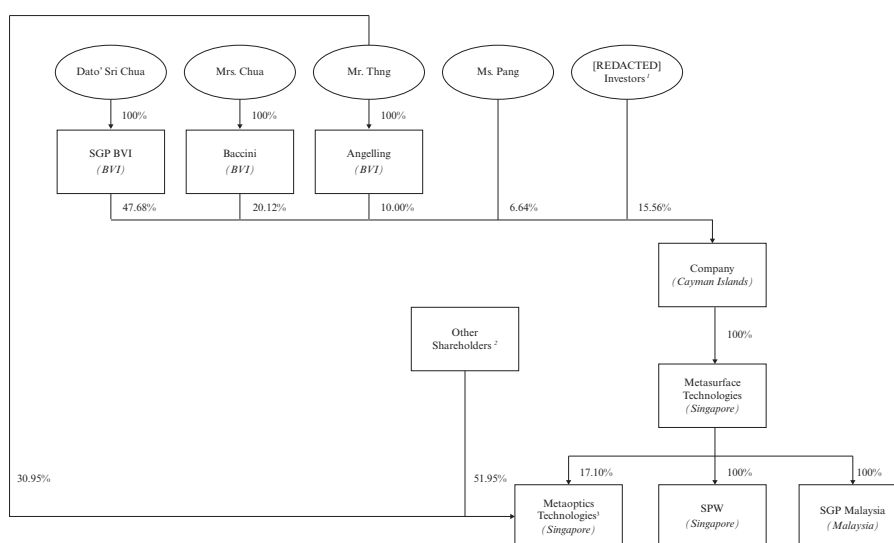
the acquisition, disposal, voting or other disposition of the Shares registered in his/her/its name or otherwise held by him/her/it, and such Shares held by them will constitute part of the public float for the purposes of Rule 11.23 of the GEM Listing Rules.

Ms. Pang and acquisition of SPW

On 1 December 2021, immediately upon completion of the acquisition of SPW which is part of the Reorganisation, Ms. Pang became a shareholder of Metasurface Technologies as to approximately 7.98%. For details, see “— Reorganisation — 2. Acquisition of SPW”.

CORPORATE AND SHAREHOLDING STRUCTURE UPON COMPLETION OF THE REORGANISATION AND THE [REDACTED] INVESTMENTS

The following diagram illustrates the corporate and shareholding structure of our Group as at the Latest Practicable Date after the completion of the Reorganisation and the [REDACTED] Investments and immediately prior to the [REDACTED] and the [REDACTED]:



Notes:

1. The [REDACTED] Investors comprise Accelerate, MMI, Zou Shuling, Hong Haicheng, Soo Siew Har and Ho Gim Hai, Chua Lee Chai, Tan Beng Kiat, Deborah Chua Wee Wei, Tan Kok Thy George and Poh Seng Kah. They do not act in concert with each other.
2. Other shareholders of Metaoptics Technologies comprise MMI (13.70%), Aquaspring (11.32%), Origin (8.38%), Accelerate (5.93%), Autec (4.92%), Haur-Jye Technology Co., Ltd. (“**Haur-Jye**”) (2.22%), Dong & Geng Capital Pte. Ltd. (“**Dong & Geng**”) (1.82%), Dr. Arseniy Kuznetsov (“**Dr. Kuznetsov**”) (1.69%), Z&H Brothers Oversea Investment Pte. Ltd. (“**Z&H**”) (1.21%) and Mr. A Chua (0.76%). They do not act in concert with each other.

Aquaspring is an investment holding company incorporated in the BVI in 2019. It is beneficially and wholly owned by Mr. Lin Shui Ching, who operates a specialty chemicals business based in Taiwan providing plastic pigments, dyes and fine chemical raw materials. Each of Mr. Lin Shui Ching and Aquaspring is an independent third party of our Group.

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Origgin is a pre-seed investment and deep technology venture capital firm based in Singapore and established in 2019, which provides capital funding to technology start-ups and, through working with industry partners and leading research institutes, provides entrepreneurial, commercial and management expertise to support such start-ups. Its investment portfolio of deep technology innovative start-ups spans across industries such as agri-food, advanced engineering, healthcare, information and communications technology. Origgin is an independent third party of our Group.

For details on MMI, see “— [REDACTED] Investments — Information about the [REDACTED] Investors — MMI” above.

For details on Accelerate, see “— [REDACTED] Investments — Information about the [REDACTED] Investors — Accelerate”.

Autec is a private company limited by shares incorporated in Singapore in 2010 which is specialised in providing design and total solutions for high precision components made with polymeric and elastomeric materials. Applications of Autec’s solutions cover various industries including medical, automotive, electronics and lifestyle. Autec is an independent third party of our Group.

Dong & Geng is an exempt private company limited by shares incorporated in Singapore in 2021. It is an investment holding company. Dong & Geng is an independent third party of our Group.

Haur-Jye is a limited company incorporated in Taiwan in 2004 which is principally engaged in electronics components manufacturing and wholesale of hardware and industrial catalyst. Haur-Jye is an independent third party of our Group.

Dr. Kuznetsov is currently a principal scientist at A*STAR and an independent third party of our Group.

Z&H is an exempt private company limited by shares incorporated in Singapore in 2023. It is principally engaged in management consultancy services. Z&H is an independent third party of our Group.

For details on Mr. A Chua, see “Relationship with our Controlling Shareholders — Background of our Controlling Shareholders — Controlling Shareholders and Mr. A Chua acting in concert”.

3. Metaoptics Technologies is an associate of our Group.

POST-REORGANISATION CORPORATE ACTIONS

Increase of authorised share capital

On 7 June 2024, our Shareholders resolved that the authorised share capital of our Company be increased to HK\$[1,000,000] divided into [1,000,000,000] Shares of HK\$0.001 each.

[REDACTED]

Conditional on the share premium account of our Company being credited as a result of the [REDACTED], our Directors were authorised to capitalise approximately HK\$[REDACTED] standing to the credit of the share premium account of our Company by applying such sum in paying up in full at par [REDACTED] Shares, such Shares to be issued and allotted on the [REDACTED], credited as fully-paid at par to our Shareholder(s)

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whose name(s) appear on the register of members of our Company at the close of business on [[REDACTED]] in proportion (as near as possible without involving fractions so that no fraction of a share shall be issued and allotted) to their then shareholding in our Company and the Shares to be issued and allotted pursuant to the [REDACTED] shall carry the same rights in all respects with the then existing issued Shares. Details of the resolutions passed by our Shareholders in extraordinary general meeting on 7 June 2024 are set out in “A. Further Information about Our Group — 5. Resolutions passed in extraordinary general meeting of our Shareholders” in Appendix V to this document.

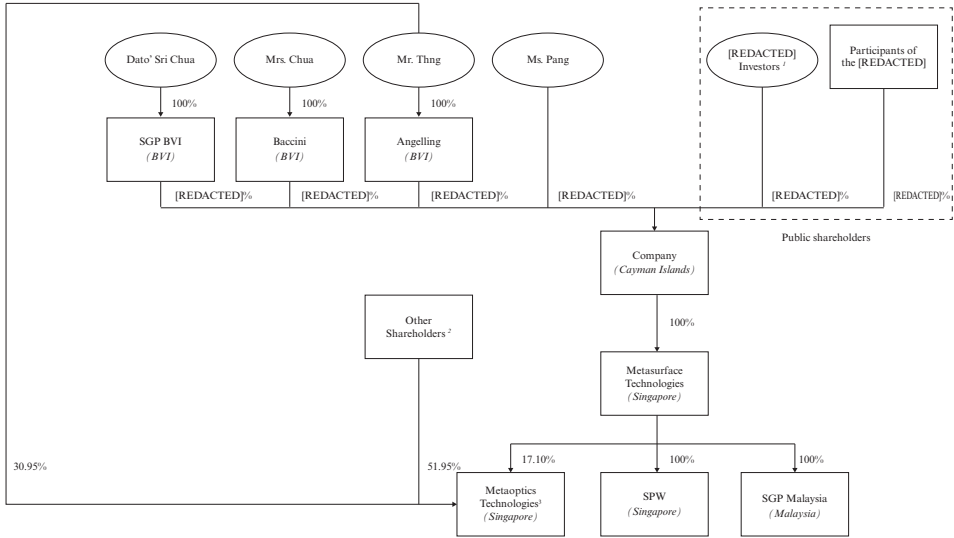
The following table sets out our shareholding structure as at the Latest Practicable Date and upon completion of the [REDACTED] and the [REDACTED] (without taking into account the Shares which may be issued and allotted upon exercise of options which may be granted under the [REDACTED] Share Option Scheme):

Shareholders	Number of Shares as at the Latest Practicable Date	Approximate shareholding percentage as at the Latest Practicable Date (%)	Number of Shares upon completion of the [REDACTED] and the [REDACTED]	Approximate shareholding percentage upon completion of the [REDACTED] and the [REDACTED] (%)
SGP BVI	2,668,459	47.68	[REDACTED]	[REDACTED]
Baccini	1,126,058	20.12	[REDACTED]	[REDACTED]
Angelling	559,651	10.00	[REDACTED]	[REDACTED]
Ms. Pang	371,343	6.64	[REDACTED]	[REDACTED]
<i>[REDACTED] Investors</i>				
Accelerate	279,826	5.00	[REDACTED]	[REDACTED]
MMI	139,913	2.50	[REDACTED]	[REDACTED]
Zou Shuling	80,789	1.44	[REDACTED]	[REDACTED]
Hong Haicheng	76,172	1.36	[REDACTED]	[REDACTED]
Soo Siew Har and Ho Gim Hai	69,247	1.24	[REDACTED]	[REDACTED]
Chua Lee Chai	57,706	1.03	[REDACTED]	[REDACTED]
Tan Beng Kiat	57,706	1.03	[REDACTED]	[REDACTED]
Deborah Chua Wee Wei	57,706	1.03	[REDACTED]	[REDACTED]
Tan Kok Thye George	28,853	0.52	[REDACTED]	[REDACTED]
Poh Seng Kah	23,082	0.41	[REDACTED]	[REDACTED]
Participants of the [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Total:	<u>5,596,511</u>	<u>100</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>

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CORPORATE AND SHAREHOLDING STRUCTURE UPON COMPLETION OF THE [REDACTED] AND THE [REDACTED]

The chart below shows our shareholding and corporate structure immediately upon completion of the [REDACTED] and the [REDACTED] (without taking into account the Shares which may be issued and allotted upon exercise of options which may be granted under the [REDACTED] Share Option Scheme):



Notes:

1. The table below sets out the names of the [REDACTED] Investors who will be counted as public float immediately following the completion of the [REDACTED] and the [REDACTED] (without taking into account the Shares which may be issued and allotted upon exercise of options which may be granted under the [REDACTED] Share Option Scheme) for the purposes of Rule 11.23 of the GEM Listing Rules and their respective shareholdings:

Name of the [REDACTED] Investors	Approximate shareholding in our Company immediately following the completion of the [REDACTED] and the [REDACTED] (%)
1. Accelerate	[REDACTED]
2. MMI	[REDACTED]
3. Zou Shuling	[REDACTED]
4. Hong Haicheng	[REDACTED]
5. Soo Siew Har and Ho Gim Hai	[REDACTED]
6. Chua Lee Chai	[REDACTED]
7. Tan Beng Kiat	[REDACTED]
8. Deborah Chua Wee Wei	[REDACTED]
9. Tan Kok Thye George	[REDACTED]
10. Poh Seng Kah	[REDACTED]

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Immediately upon the [REDACTED] and the [REDACTED], an aggregate of approximately [REDACTED]% of the issued Shares will be counted as part of the public float for the purposes of Rule 11.23 of the GEM Listing Rules.

2. Other shareholders of Metaoptics Technologies comprise MMI (13.70%), Aquaspring (11.32%), Origin (8.38%), Accelerate (5.93%), Autec (4.92%), Haur-Jye (2.22%), Dong & Geng (1.82%), Dr. Kuznetsov (1.69%), Z&H (1.21%) and Mr. A Chua (0.76%). They do not act in concert with each other. For details on the other Shareholders of Metaoptics Technologies, see Note 2 to the diagram in “— Corporate and Shareholding Structure upon Completion of the Reorganisation and the [REDACTED] Investments”.
3. Metaoptics Technologies is an associate of our Group.