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If you have sold or transferred all your shares in Swang Chai Chuan Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Swang Chai Chuan Limited **雙財莊有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2321)

CONTINUING CONNECTED TRANSACTIONS NEW MASTER SUPPLY AGREEMENT AND NOTICE OF EXTRAORDINARY GENERAL MEETING

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**

RAINBOW.

RAINBOW CAPITAL (HK) LIMITED
泓博資本有限公司

A letter from the Board is set out on pages 5 to 16 of this circular. A letter from the Independent Board Committee containing its recommendation is set out on pages 17 to 18 of this circular. A letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee and the Independent Shareholders is set out on pages 19 to 30 of this circular.

A notice convening the EGM of the Company to be held at Lot 147-A, Kawasan Perindustrian Semambu, 25350 Kuantan, Pahang, Malaysia on Friday, 2 January 2026 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the meeting or any adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjourned meeting if you so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Announcement”	the announcement of the Company dated 20 November 2025 in relation to the New Master Supply Agreement and the transactions contemplated thereunder
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“CA Soon”	Mr. Soon Chiew Ang, an executive Director and a Controlling Shareholder
“Company”	Swang Chai Chuan Limited, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Connected Purchasers”	entities which may purchase products from the Group from time to time and include both existing entities which are associates of the Ultimate Controlling Shareholder(s) and any other entities which may become such associates from time to time
“Controlling Shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“Directors”	director(s) of the Company
“EGM”	an extraordinary general meeting to be convened and held by the Company to consider and, if thought fit, pass the resolution to approve the New Master Supply Agreement and the transactions contemplated thereunder (including the New Annual Caps)
“Existing Annual Caps”	the annual caps of RM10.5 million (equivalent to approximately HK\$19.5 million) for FY2023, RM12.5 million (equivalent to approximately HK\$23.2 million) for FY2024 and RM14.5 million (equivalent to approximately HK\$27.0 million) for FY2025 for the anticipated maximum amount in respect of the Supply Transactions under the Existing Master Supply Agreement

DEFINITIONS

“Existing Master Supply Agreement”	the existing master supply agreement in relation to the Supply Transactions entered into among the Company and the Ultimate Controlling Shareholders dated 11 September 2023, as disclosed in the Company’s announcement dated 11 September 2023 and its circular dated 9 October 2023
“FMCG”	fast-moving consumer goods
“FY2022”	the financial year ended 31 December 2022
“FY2023”	the financial year ended 31 December 2023
“FY2024”	the financial year ended 31 December 2024
“FY2025”	the financial year ending 31 December 2025
“FY2026”	the financial year ending 31 December 2026
“FY2027”	the financial year ending 31 December 2027
“FY2028”	the financial year ending 31 December 2028
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Board Committee”	an independent board committee of the Board, comprising all the independent non-executive Directors, formed to advise the Independent Shareholders in respect of the New Master Supply Agreement and the transactions contemplated thereunder (including the New Annual Caps)
“Independent Financial Adviser”	Rainbow Capital (HK) Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the New Master Supply Agreement and the transactions contemplated thereunder (including the New Annual Caps)

DEFINITIONS

“Independent Shareholders”	Shareholders other than Soon Holdings, which is owned by the Ultimate Controlling Shareholders, and its associates (if any)
“Independent Third Party(ies)”	third party(ies) independent of and not connected to the Company and any of its connected persons (as defined under the Listing Rules)
“KW Ng”	Ms. Ng Kar Wei, spouse of CA Soon
“Latest Practicable Date”	15 December 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“LS Soon”	Ms. Soon Lee Shiang, a Controlling Shareholder
“Megamart”	Megamart Sdn. Bhd., a company incorporated in Malaysia on 29 May 2013 with limited liability and owned as to 25% by SB Soon, 26% by TH Lim who is the spouse of LS Soon, and 49% by Mack Food Pte. Ltd. which is owned as to 50% by SB Soon and 50% by TH Lim
“New Annual Caps”	the new annual caps of RM12.5 million (equivalent to approximately HK\$23.2 million) for FY2026, RM16.0 million (equivalent to approximately HK\$29.7 million) for FY2027 and RM20.0 million (equivalent to approximately HK\$37.2 million) for FY2028 for the anticipated maximum amount in respect of the Supply Transactions under the New Master Supply Agreement
“New Master Supply Agreement”	the new master supply agreement in relation to the Supply Transactions entered into among the Company and the Ultimate Controlling Shareholders dated 20 November 2025 which stipulates the New Annual Caps
“RM”	Malaysian ringgit, the lawful currency of Malaysia
“SB Soon”	Mr. Soon See Beng, an executive Director and a Controlling Shareholder

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“SL Soon”	Mr. Soon See Long, an executive Director and a Controlling Shareholder
“Soon Holdings”	Soon Holdings Limited, a company incorporated in the British Virgin Islands on 27 December 2018 with liability limited by shares, a Controlling Shareholder and owned as to 70% by SB Soon and 10% by each of LS Soon, SL Soon and CA Soon
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supply Transactions”	all transactions contemplated under the Existing Master Supply Agreement and, subject to the Independent Shareholders’ approval, the New Master Supply Agreement, pursuant to which the relevant Ultimate Controlling Shareholders may from time to time procure that the Connected Purchasers purchase FMCG products (mainly including beverage, frozen food, cleaning and kitchen supplies, sauce, oil and condiments, dairy products, pet care products, packaged food and commodities, and health products) from the Group
“TH Lim”	Mr. Lim Tau Hong, spouse of LS Soon
“Ultimate Controlling Shareholders”	collectively, SB Soon, SL Soon, CA Soon and LS Soon
“%”	per cent

LETTER FROM THE BOARD

Swang Chai Chuan Limited 雙財莊有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2321)

Executive Directors:

Mr. Soon See Beng
Mr. Soon Chiew Ang
Mr. Soon See Long

Independent Non-executive Directors:

Mr. Lee Teck Hoe
Datuk Tan Teow Choon
Mr. Lum Kan Fai
Ms. Saw Chooi Lee

Registered Office:

71 Fort Street,
PO Box 500,
George Town,
Grand Cayman KY1-1106,
Cayman Islands

*Principal place of business
in Hong Kong:*

Units 501-2, 5/F.,
Tai Tung Building,
8 Fleming Road,
Wanchai,
Hong Kong

18 December 2025

To the Shareholders,

Dear Sir or Madam

CONTINUING CONNECTED TRANSACTIONS – NEW MASTER SUPPLY AGREEMENT

INTRODUCTION

Reference is made to the Announcement in relation to the New Master Supply Agreement and the transactions contemplated thereunder.

The purpose of this circular is to provide you with, among other things, (i) further details of the New Master Supply Agreement and the transactions contemplated thereunder, (ii) a letter from the Board containing its opinion and recommendations to the Shareholders in respect of, among other things, the New Master Supply Agreement and the transactions contemplated thereunder, (iii) a letter from the Independent Board Committee containing its opinion and recommendations to the Independent Shareholders in respect of, among other things, the New Master Supply Agreement and the transactions contemplated thereunder, (iv) a letter from the Independent Financial Adviser containing its opinion and recommendations to the Independent Board Committee and the Independent Shareholders in respect of, among other things, the New Master Supply Agreement and the transactions contemplated thereunder, (v) other general information required to be disclosed under the Listing Rules, and (vi) a notice convening the EGM.

LETTER FROM THE BOARD

CONTINUING CONNECTED TRANSACTIONS

Reference is made to the Company's announcement dated 11 September 2023 and its circular dated 9 October 2023 in relation to, among others, the Existing Master Supply Agreement. As the Existing Master Supply Agreement will expire on 31 December 2025, the New Master Supply Agreement was entered into for the renewal of the Supply Transactions.

The Company intends to continue the Supply Transactions for FY2026, FY2027 and FY2028. Accordingly, on 20 November 2025 (after trading hours), the Company and the Ultimate Controlling Shareholders entered into the New Master Supply Agreement, pursuant to which the relevant Ultimate Controlling Shareholders may from time to time procure that the Connected Purchasers purchase FMCG products from the Group.

Save for the New Annual Caps for FY2026, FY2027 and FY2028 and the identification of one additional existing Connected Purchaser (i.e. The Sixteen Live House), there is no material difference in the terms and conditions between the Existing Master Supply Agreement and the New Master Supply Agreement. The salient terms of the New Master Supply Agreement are as follows:

- Date** : 20 November 2025
- Parties** : (1) the Company (on behalf of the Group);
(2) SB Soon;
(3) SL Soon;
(4) CA Soon; and
(5) LS Soon.
- Subject** : Subject to the terms and conditions of the New Master Supply Agreement, the relevant Ultimate Controlling Shareholders may from time to time procure that the Connected Purchasers purchase FMCG products (mainly including beverage, frozen food, cleaning and kitchen supplies, sauce, oil and condiments, dairy products, pet care products, packaged food and commodities, and health products) from the Group. Such products shall be supplied by the Group on a non-exclusive basis in Malaysia.

The Connected Purchasers may from time to time place purchase orders with the Group which will specify the description, quantities, purchase price, etc. of the required products.

LETTER FROM THE BOARD

Connected Purchasers : The Connected Purchasers which may purchase products from the Group include both existing entities which are associates of the Ultimate Controlling Shareholder(s) and any other entities which may become such associates from time to time.

More information about the existing Connected Purchasers is set out under the section headed “General information relating to the Group, the Ultimate Controlling Shareholders and the Connected Purchasers” in this circular.

Term : Subject to the approval of the Independent Shareholders at the EGM, the New Master Supply Agreement will become effective on 1 January 2026 and expire on 31 December 2028.

Payment terms : The term of payment will be agreed upon by the parties in respect of each purchase order, but shall be on normal commercial terms and in any event no less favourable to the Group than the terms offered by the Group to Independent Third Parties for similar transactions.

According to the business practice of the Group, after a Connected Purchaser has placed a purchase order, the Group will generally issue an invoice to the Connected Purchaser on the same day or before the products ordered are delivered to the Connected Purchaser. The credit term for payment of the purchase price by the Connected Purchasers is 30 days. Such payment terms and business practice are consistent with, and no less favourable to the Group than, the terms offered to Independent Third Party customers for similar transactions.

LETTER FROM THE BOARD

- Pricing policy** : The purchase price (aggregated based on unit prices of products) offered by the Group to the Connected Purchasers in respect of each purchase order shall be agreed between them based on arm's length negotiation, with reference to (i) the requirements and specifications in relation to the products; (ii) the order quantity; (iii) the delivery timeframe; and (iv) the then prevailing market price of similar products in the market. The Company considers that such pricing basis is consistent with market practice, fair and reasonable, and on normal commercial terms. The relevant commercial terms involved in any event shall not be less favourable to the Group than the terms offered by the Group to Independent Third Parties for similar transactions.
- Condition precedent** : The New Master Supply Agreement and the transactions contemplated thereunder (including the New Annual Caps) are conditional upon the approval of the Independent Shareholders at the EGM.

REASONS FOR AND BENEFITS OF THE SUPPLY TRANSACTIONS AND THE NEW MASTER SUPPLY AGREEMENT

The Group is principally engaged in distribution and sales of food and beverages and provision of logistics services, warehousing and other services in Malaysia. As part of its ordinary course of business, the Group has been conducting the Supply Transactions and supplying FMCG products (mainly including beverage, frozen food, cleaning and kitchen supplies, sauce, oil and condiments, dairy products, pet care products, packaged food and commodities, and health products) to some of the Connected Purchasers (which are mainly engaged in FMCG retail business, catering services, etc.) for their ordinary business operations.

The aggregate transaction amount under the Existing Master Supply Agreement for FY2023 and FY2024 was approximately RM8.3 million (equivalent to approximately HK\$15.4 million) and RM8.3 million (equivalent to approximately HK\$15.4 million), respectively. Meanwhile, for the nine months ended 30 September 2025, the aggregate transaction amount was approximately RM6.5 million (equivalent to approximately HK\$12.1 million). It is expected that the demand for the Group's products under the Supply Transactions may further increase, having considered the following factors:

- (i) *Continuing business expansion of Megamart.* Megamart is the largest Connected Purchaser which contributed the most revenue to the Group under the Existing Master Supply Agreement in FY2023, FY2024 and the nine months ended 30 September 2025, contributing approximately 94%, 94% and 95%, respectively, of the aggregate amount of the Supply Transactions for the corresponding year or period. To the best knowledge, belief and information of the Group having made reasonable inquiries and in light of the current

LETTER FROM THE BOARD

market conditions, it is expected that Megamart will continue to expand its business scale by opening 10, 10 and 10 new retail stores for FY2026, FY2027 and FY2028, respectively. Megamart's expected continuing expansion plan is anticipated to drive its demand for the Group's products.

- (ii) *Expected organic growth and demand of Megamart.* By way of further substantiation of the business growth of Megamart, its revenue had increased from approximately RM130.5 million in FY2022 to approximately RM141.9 million in FY2023, and to approximately RM156.3 million in FY2024, representing a compound annual growth rate of approximately 9.41%. To the best knowledge, belief and information of the Group having made reasonable inquiries and in light of the current market conditions and the aforesaid expansion plan of Megamart, it is expected that its business results will continue to improve. Accordingly, Megamart's demand for the Group's products is expected to rise so as to capture the opportunities arising from its expected organic growth.
- (iii) *Expected increase in product prices.* Attributable to the increase in cost of raw materials and products supplied by the Group's suppliers, other production cost, inflation, etc., the prices of the Group's products increase from time to time. For instance, according to the Department of Statistics Malaysia, the country's annual inflation rate stood at 1.3% as at October 2025. It is expected that the prices of the Group's products will continue to rise steadily in line with the market trend. As such, the transaction amount of the Supply Transactions under the New Master Supply Agreement may further increase.

Through the years of business dealings, the Group has established amiable and long-term business relationships with the Connected Purchasers who have proved to be valuable and trustworthy customers of the Group. As the Supply Transactions are of a recurrent nature and will be conducted on a regular and continuing basis in the Group's ordinary course of business, it is expected that the Supply Transactions under the New Master Supply Agreement will provide a stable source of revenue to the Group and thus enhance its profitability and business development.

Taking into account the aforesaid factors including the reasons for the transactions and the New Annual Caps, the terms of the New Master Supply Agreement and the internal control measures (as set out under the section headed "Internal control" in this circular), the Directors (including the independent non-executive Directors whose views are set out in the letter from the Independent Board Committee in this circular) are of the view that the terms of the New Master Supply Agreement are fair and reasonable and the transactions contemplated thereunder (including the New Annual Caps) are on normal commercial terms, in the ordinary course of business of the Group and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

HISTORICAL TRANSACTION AMOUNT AND PROPOSED NEW ANNUAL CAPS

The table below sets out (i) the historical transaction amounts of the Supply Transactions under the Existing Master Supply Agreement for FY2023 and FY2024 and the nine months ended 30 September 2025; and (ii) the Existing Annual Caps for FY2023, FY2024 and FY2025:

	Historical transaction amounts (approximately) (RM)		For the nine months ended 30 September 2025
	FY2023	FY2024	
Supply Transactions	8,347,000	8,307,000	6,525,000

	Existing Annual Caps (RM)		
	FY2023	FY2024	FY2025
Supply Transactions	10,500,000	12,500,000	14,500,000

The table below sets out the New Annual Caps under the New Master Supply Agreement:

	FY2026 (RM)	FY2027 (RM)	FY2028 (RM)
Supply Transactions	12,500,000	16,000,000	20,000,000

The New Annual Caps were determined with reference to the Group's estimated sales to the Connected Purchasers for FY2026, FY2027 and FY2028, the basis of which has mainly taken into consideration (i) the historical transaction amounts of the Supply Transactions under the Existing Master Supply Agreement; (ii) to the best knowledge, belief and estimation of the Directors having made reasonable due diligence inquiries, the expected opening of new retail stores of Megamart in FY2026, FY2027 and FY2028; (iii) an expected growth rate of 10% based on the historical business growth of Megamart resulting in its increasing demand for the Group's products and the expected increase in prices of the Group's products in line with the market trend.

LETTER FROM THE BOARD

INTERNAL CONTROL

In relation to the Supply Transactions, the Group will adopt the following internal control measures to manage the continuing connected transactions and annual caps under the New Master Supply Agreement, in order to ensure that the transactions are conducted within the framework of the New Master Supply Agreement:

- (i) the finance department of the Company will closely monitor and record the actual transaction amounts of the Supply Transactions under the New Master Supply Agreement to ensure that the New Annual Caps will not be exceeded;
- (ii) for each purchase order placed by the Connected Purchasers with the Group under the New Master Supply Agreement, the sales department of the Company will make references to the market prices and the most recent purchase records of at least two Independent Third Party customers of the Group for the same or similar products. In particular, the Company will ensure that the prices offered by the Group to the Connected Purchasers under the Supply Transactions will be no less than the prices offered by the Group to Independent Third Parties for transactions with the same or similar size or nature. Furthermore, as an additional safeguard, the sales department of the Company will, every two weeks, conduct overall comparison of the prices and terms of specific Supply Transactions against the market prices and terms of similar transactions to consider whether the prices and terms offered by the Group under the Supply Transactions are fair and reasonable and in compliance with the pricing policy of the Company. The Company considers that the above internal procedures adopted by the sales department serve as the front-line measures to ensure the pricing offered to the Connected Purchasers is fair and reasonable and no less favourable to the Company than terms available to Independent Third Parties;
- (iii) in addition to the measures at the sales department level, the senior management team of the Company will conduct regular monthly review of the Supply Transactions and ensure that the same are conducted in accordance with the terms of the New Master Supply Agreement;
- (iv) the auditors of the Company will conduct review of the Supply Transactions on an annual basis and confirm, among others, whether the pricing policy of the Company has been adhered to and whether the relevant annual caps have been exceeded; and
- (v) the independent non-executive Directors will conduct review of the Supply Transactions on an annual basis to assess and confirm whether such transactions are conducted in the ordinary and usual course of business of the Group, on normal commercial terms or better, in accordance with the New Master Supply Agreement, on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

GENERAL INFORMATION RELATING TO THE GROUP, THE ULTIMATE CONTROLLING SHAREHOLDERS AND THE CONNECTED PURCHASERS

The Group is principally engaged in distribution and sales of food and beverages and provision of logistics, warehousing and other services in Malaysia.

The table below sets out the information of the Ultimate Controlling Shareholders:

	Ultimate Controlling Shareholders	Relationships with/position in the Company	Relationship with other Ultimate Controlling Shareholders
(1)	SB Soon	Controlling Shareholder, executive Director, chief executive officer and chairman of the Board	
(2)	SL Soon	Controlling Shareholder, executive Director	Siblings with other Ultimate Controlling Shareholders
(3)	CA Soon	Controlling Shareholder, executive Director	
(4)	LS Soon	Controlling Shareholder	

The table below sets out the information of the existing Connected Purchasers:

	Existing Connected Purchasers	Description	Principal business	Relationship with the Ultimate Controlling Shareholders and their associates
(1)	Pak Su Seafood Restaurant Sdn. Bhd.	A limited liability company incorporated in Malaysia on 18 February 2005	Catering	Owned as to 20% by CA Soon, 20% by SL Soon, 20% by SB Soon, 20% by LS Soon and 20% by TH Lim
(2)	Just Relax Restaurant	A partnership registered in Malaysia on 28 March 2006	Catering	CA Soon and his spouse KW Ng are partners
(3)	Tropicana Food Garden	A partnership registered in Malaysia on 17 July 2008	Catering	SB Soon, SL Soon, CA Soon and TH Lim are partners

LETTER FROM THE BOARD

	Existing Connected Purchasers	Description	Principal business	Relationship with the Ultimate Controlling Shareholders and their associates
(4)	Megamart Sdn. Bhd.	A limited liability company incorporated in Malaysia on 29 May 2013	FMCG retail sales	Owned as to 25% by SB Soon, 26% by TH Lim (spouse of LS Soon), and 49% by Mack Food Pte. Ltd. which is owned as to 50% by SB Soon and 50% by TH Lim
(5)	Owl Cafe	A partnership registered in Malaysia on 25 September 2013	Catering	CA Soon and KW Ng are partners
(6)	The Eight Th	A partnership registered in Malaysia on 21 June 2015	Catering	SL Soon and CA Soon are partners
(7)	The Nine Th	A partnership registered in Malaysia on 24 July 2017	Catering	CA Soon and KW Ng are partners
(8)	Theten Th Pub & Bistro	A partnership registered in Malaysia on 5 March 2019	Catering	CA Soon and KW Ng are partners
(9)	Theeleventh Bar & Bistro	A partnership registered in Malaysia on 20 September 2019	Catering	CA Soon and KW Ng are partners
(10)	The 12 Th Kitchen & Bistro	A partnership registered in Malaysia on 23 July 2020	Catering	CA Soon and KW Ng are partners
(11)	The 13 Th Kitchen & Bistro	A partnership registered in Malaysia on 23 July 2020	Catering	CA Soon and KW Ng are partners
(12)	JR Grill & Bistro	A partnership registered in Malaysia on 10 August 2020	Catering	CA Soon and KW Ng are partners

LETTER FROM THE BOARD

	Existing Connected Purchasers	Description	Principal business	Relationship with the Ultimate Controlling Shareholders and their associates
(13)	The Fifteenth Bar & Bistro	A partnership registered in Malaysia on 12 May 2022	Catering	CA Soon and KW Ng are partners
(14)	The Sixteen Live House	A partnership registered in Malaysia on 12 September 2024	Catering	CA Soon and KW Ng are partners

APPROVAL OF THE BOARD

Three of the Ultimate Controlling Shareholders, namely SB Soon, SL Soon and CA Soon, are also the executive Directors. Given their interest in the existing Connected Purchasers as set out above, they are regarded as having a material interest in the Supply Transactions and have abstained from voting on the resolution of the Board in relation to entering into the New Master Supply Agreement and the transactions contemplated thereunder.

LISTING RULES IMPLICATIONS

The Ultimate Controlling Shareholder(s) are connected persons of the Company under the Listing Rules. As each of the Connected Purchasers (including both companies and partnerships) is an associate of the Ultimate Controlling Shareholder(s), they are also connected persons of the Company and the transactions under the New Master Supply Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Based on the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules), the New Master Supply Agreement and the transactions contemplated thereunder (including the New Annual Caps) are subject to the reporting, announcement, circular (including independent financial advice) and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL INFORMATION

The Independent Board Committee comprising all the independent non-executive Directors has been formed to advise the Independent Shareholders in respect of the New Master Supply Agreement and the transactions contemplated thereunder (including the New Annual Caps).

Rainbow Capital (HK) Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the New Master Supply Agreement and the transactions contemplated thereunder (including the New Annual Caps).

LETTER FROM THE BOARD

The EGM will be convened and held by the Company to consider and, if thought fit, pass the resolution to approve the New Master Supply Agreement and the transactions contemplated thereunder (including the New Annual Caps).

A notice convening the EGM to be held at 10:00 a.m. on Friday, 2 January 2026 at Lot 147-A, Kawasan Perindustrian Semambu, 25350 Kuantan, Pahang, Malaysia is set out on pages EGM-1 to EGM-2 of this circular for the purpose of considering and, if thought fit, passing the resolution set out therein. A form of proxy for use by the Shareholders at the EGM is enclosed herewith. Whether or not you are able to attend and vote at the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. at or before 10:00 a.m. on Wednesday, 31 December 2025), or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish.

VOTING AT THE EGM

Pursuant to Rule 14A.36 of the Listing Rules, any Shareholder with a material interest in the New Master Supply Agreement and the transactions contemplated thereunder is required to abstain from voting on the relevant resolution at the EGM. Soon Holdings, a Controlling Shareholder held and controlled by the Ultimate Controlling Shareholders (as to 70% by SB Soon and 10% by each of LS Soon, SL Soon and CA Soon), will abstain from voting at the EGM on the said resolution by reason of the Ultimate Controlling Shareholders' interest in the existing Connected Purchasers.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, save for Soon Holdings, no Shareholder has a material interest and will be required to abstain from voting on the resolution at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the Listing Rules, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The EGM is scheduled to be held on Friday, 2 January 2026. The register of members of the Company will be closed from Monday, 29 December 2025 to Friday, 2 January 2026 (both days inclusive), for the purpose of determining Shareholders' entitlement to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, all share transfer document(s) accompanied by the relevant share certificate(s) must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 24 December 2025.

LETTER FROM THE BOARD

RECOMMENDATION

Your attention is drawn to the letter from the Independent Board Committee as set out on pages 17 to 18 of this circular which contains the recommendation from the Independent Board Committee to the Independent Shareholders and the letter from the Independent Financial Adviser as set out on pages 19 to 30 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders.

Based on the relevant information disclosed herein, the Directors (including the independent non-executive Directors whose views are set out in the letter from the Independent Board Committee in this circular) are of the view that the relevant terms of the New Master Supply Agreement and the transactions contemplated thereunder are fair and reasonable, have been entered into after arm's length negotiation between all parties thereto, are on normal commercial terms and in the ordinary and usual course of business of the Company, and are in the interests of the Company and the Shareholders as a whole, and they recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM.

ADDITIONAL INFORMATION

Your attention is drawn to the letter from the Independent Board Committee to the Independent Shareholders, the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, and the additional information set out in the appendix to this circular.

EXCHANGE RATE CONVERSION

Solely for reference and convenience, this circular contains translations of certain RM amounts into Hong Kong dollars at specified rates. Shareholders and potential investors of the Company should not construe these translations as representations that the RM amounts could actually be, or have been, converted into Hong Kong dollar amounts at the rates indicated or at all. Unless specified otherwise, the translations of RM amounts into Hong Kong dollars have been made at the rate of RM0.538 to HK\$1.00.

Shareholders and potential investors of the Company should note that the New Master Supply Agreement is subject to independent Shareholders' approval and therefore may or may not proceed. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares.

By order of the Board
Swang Chai Chuan Limited
Soon See Beng
Chairman and Chief Executive Officer

Swang Chai Chuan Limited
雙財莊有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2321)

18 December 2025

To the Independent Shareholders

Dear Sir or Madam,

**CONTINUING CONNECTED TRANSACTIONS –
NEW MASTER SUPPLY AGREEMENT**

We refer to the circular of the Company dated 18 December 2025 (the “**Circular**”) of which this letter forms a part. Unless otherwise defined, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

We have been appointed by the Board as members of the Independent Board Committee to advise the Independent Shareholders in respect of the New Master Supply Agreement and the transactions contemplated thereunder (including the New Annual Caps). Rainbow Capital (HK) Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

We wish to draw your attention to the letter from the Board on pages 5 to 16 of the Circular, which sets out details of the New Master Supply Agreement and the transactions contemplated thereunder. We also wish to draw your attention to the letter from the Independent Financial Adviser set out on pages 19 to 30 of the Circular, which contains its advice to the Independent Board Committee and the Independent Shareholders in respect of the New Master Supply Agreement and the transactions contemplated thereunder.

Having considered the reasons for and benefits of entering into the New Master Supply Agreement and the advice of the Independent Financial Adviser, we consider that the relevant terms of the New Master Supply Agreement and the transactions contemplated thereunder (including the New Annual Caps) are fair and reasonable, have been entered into after arm’s length negotiation between all parties thereto, are on normal commercial terms and in the ordinary and usual course of business of the Company, and are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to approve the New Master Supply Agreement and the transactions contemplated thereunder, particulars of which are set out in the notice of EGM on pages EGM-1 to EGM-2 of the Circular.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Yours faithfully,
For and on behalf of the Independent Board Committee

Mr. Lee Teck Hoe <i>Independent</i> <i>non-executive Director</i>	Datuk Tan Teow Choon <i>Independent</i> <i>non-executive Director</i>	Mr. Lum Kan Fai <i>Independent</i> <i>non-executive Director</i>	Ms. Saw Chooi Lee <i>Independent</i> <i>non-executive Director</i>
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LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of a letter of advice from Rainbow Capital, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the transactions contemplated under the New Master Supply Agreement, which has been prepared for the purpose of inclusion in this circular.

Rainbow Capital (HK) Limited

18 December 2025

To the Independent Board Committee and the Independent Shareholders

Swang Chai Chuan Limited
Lot 147-A
Kawasan Perindustrian Semambu
25350 Kuantan
Pahang
Malaysia

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS NEW MASTER SUPPLY AGREEMENT

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the New Master Supply Agreement and the transactions contemplated thereunder, details of which are set out in the “Letter from the Board” (the “**Letter from the Board**”) contained in the circular issued by the Company dated 18 December 2025 (the “**Circular**”), of which this letter forms part. Unless the context otherwise requires, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

As the Existing Master Supply Agreement will expire on 31 December 2025, on 20 November 2025 (after trading hours), the Company and the Ultimate Controlling Shareholders entered into the New Master Supply Agreement, pursuant to which the relevant Ultimate Controlling Shareholders may from time to time procure the Connected Purchasers to purchase FMCG products from the Group.

The Ultimate Controlling Shareholder(s) are connected persons of the Company under the Listing Rules. As each of the Connected Purchasers (including both companies and partnerships) is an associate of the Ultimate Controlling Shareholder(s), they are also connected persons of the Company and the transactions under the New Master Supply Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Based on the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules), the New Master Supply Agreement and the transactions contemplated thereunder (including the New Annual Caps) are subject to the reporting, announcement, circular (including independent financial advice) and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Independent Board Committee, comprising all independent non-executive Directors has been formed to advise the Independent Shareholders in respect of the New Master Supply Agreement and the transactions contemplated thereunder (including the New Annual Caps). We, Rainbow Capital, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in the same regard.

As at the Latest Practicable Date, we did not have any relationships or interests with the Group, the Ultimate Controlling Shareholders and the Connected Purchasers that could reasonably be regarded as relevant to our independence. In the last two years, there was no engagement between the Group, the Ultimate Controlling Shareholders or the Connected Purchasers and us. Apart from normal professional fees paid or payable to us in connection with this appointment as the Independent Financial Adviser, no other arrangements exist whereby we had received any fees or benefits from the Group or any other party to the New Master Supply Agreement. Accordingly, we are independent from the Company pursuant to the requirement under Rule 13.84 of the Listing Rules and therefore we are qualified to give independent advice in respect of the New Master Supply Agreement.

BASIS OF OUR OPINION

In formulating our opinion and advice, we have relied on (i) the information and facts contained or referred to in the Circular; (ii) the information supplied by the Group and its advisers; (iii) the opinions expressed by and the representations of the Directors and the management of the Group; and (iv) our review of the relevant public information. We have assumed that all the information provided and representations and opinions expressed to us or contained or referred to in the Circular were true, accurate and complete in all respects as at the date thereof and may be relied upon. We have also assumed that all statements contained and representations made or referred to in the Circular are true at the time they were made and continue to be true as at the Latest Practicable Date and all such statements of belief, opinions and intentions of the Directors and the management of the Group and those as set out or referred to in the Circular were reasonably made after due and careful enquiry. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and the management of the Group. We have also sought and received confirmation from the Directors that no material facts have been withheld or omitted from the information provided and referred to in the Circular and that all information or representations provided to us by the Directors and the management of the Group are true, accurate, complete and not misleading in all respects at the time they were made and continued to be so until the date of the Circular.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

We consider that we have reviewed sufficient information currently available to reach an informed view and to justify our reliance on the accuracy of the information contained in the Circular so as to provide a reasonable basis for our recommendation. We have not, however, carried out any independent verification of the information provided, representations made or opinion expressed by the Directors and the management of the Group, nor have we conducted any form of in-depth investigation into the business, affairs, operations, financial position or future prospects of the Group, or any of its respective substantial shareholders, subsidiaries or associates.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation on the terms of the New Master Supply Agreement, we have taken into account the principal factors and reasons set out below:

1. Information of the Group, the Ultimate Controlling Shareholders and the Connected Purchasers

(i) Information of the Group

The Group is principally engaged in distribution and sales of food and beverages and provision of logistics services, warehousing and other services in Malaysia.

As disclosed in the Company's interim report for the six months ended 30 June 2025 ("6M2025"), the Group's revenue remained stable at RM467.8 million for 6M2025, compared to RM471.8 million for the six months ended 30 June 2024 ("6M2024"). The Group's profit attributable to the Shareholders increased by approximately 45.5% from approximately RM14.3 million for 6M2024 to approximately RM20.8 million for 6M2025, which was mainly due to the increase in gross profit margin and higher other income as a result of: (a) lower input costs from favourable currency movements and overall cost efficiencies achieved through prudent management controls; and (b) the increase in exchange gain.

According to the Group's annual report for the year ended 31 December 2024 ("FY2024"), the Group's revenue and net profit remained stable at RM913.0 million and RM28.1 million for FY2024, compared to RM931.0 million and RM27.1 million for the year ended 31 December 2023 ("FY2023").

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(ii) Information of the Ultimate Controlling Shareholders

The table below sets out the information of the Ultimate Controlling Shareholders:

	Ultimate Controlling Shareholders	Relationships with/position in the Company	Relationship with other Ultimate Controlling Shareholders
(1)	SB Soon	Controlling Shareholder, executive Director, chief executive officer and chairman of the Board	
(2)	SL Soon	Controlling Shareholder, executive Director	Siblings with other Ultimate Controlling Shareholders
(3)	CA Soon	Controlling Shareholder, executive Director	
(4)	LS Soon	Controlling Shareholder	

(iii) Information of the Connected Purchasers

The table below sets out the information of the existing Connected Purchasers:

	Existing Connected Purchasers	Description	Principal business	Relationship with the Ultimate Controlling Shareholders and their associates
(1)	Pak Su Seafood Restaurant Sdn. Bhd.	a limited liability company incorporated in Malaysia on 18 February 2005	catering	owned as to 20% by CA Soon, 20% by SL Soon, 20% by SB Soon, 20% by LS Soon and 20% by TH Lim
(2)	Just Relax Restaurant	a partnership registered in Malaysia on 28 March 2006	catering	CA Soon and his spouse KW Ng are partners
(3)	Tropicana Food Garden	a partnership registered in Malaysia on 17 July 2008	catering	SB Soon, SL Soon, CA Soon and TH Lim are partners

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

	Existing Connected Purchasers	Description	Principal business	Relationship with the Ultimate Controlling Shareholders and their associates
(4)	Megamart Sdn. Bhd.	a limited liability company incorporated in Malaysia on 29 May 2013	FMCG retail sales	owned as to 25% by SB Soon, 26% by TH Lim (spouse of LS Soon), and 49% by Mack Food Pte. Ltd. which is owned as to 50% by SB Soon and 50% by TH Lim
(5)	Owl Cafe	a partnership registered in Malaysia on 25 September 2013	catering	CA Soon and KW Ng are partners
(6)	The Eight Th	a partnership registered in Malaysia on 21 June 2015	catering	SL Soon and CA Soon are partners
(7)	The Nine Th	a partnership registered in Malaysia on 24 July 2017	catering	CA Soon and KW Ng are partners
(8)	Theten Th Pub & Bistro	a partnership registered in Malaysia on 5 March 2019	catering	CA Soon and KW Ng are partners
(9)	Theeleventh Bar & Bistro	a partnership registered in Malaysia on 20 September 2019	catering	CA Soon and KW Ng are partners
(10)	The 12 Th Kitchen & Bistro	a partnership registered in Malaysia on 23 July 2020	catering	CA Soon and KW Ng are partners
(11)	The 13 Th Kitchen & Bistro	a partnership registered in Malaysia on 23 July 2020	catering	CA Soon and KW Ng are partners
(12)	JR Grill & Bistro	a partnership registered in Malaysia on 10 August 2020	catering	CA Soon and KW Ng are partners
(13)	The Fifteenth Bar & Bistro	a partnership registered in Malaysia on 12 May 2022	catering	CA Soon and KW Ng are partners
(14)	The Sixteen Live House	a partnership registered in Malaysia on 12 September 2024	catering	CA Soon and KW Ng are partners

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2. Reasons for and benefits of entering into the New Master Supply Agreement

The Group is principally engaged in distribution and sales of food and beverages and provision of logistics services, warehousing and other services in Malaysia. As part of its ordinary course of business, the Group has been conducting the Supply Transactions and supplying FMCG products (mainly including beverage, frozen food, cleaning and kitchen supplies, sauce, oil and condiments, dairy products, pet care products, packaged food and commodities, and health products) to some of the Connected Purchasers (which are mainly engaged in FMCG retail business, catering services, etc.) for their ordinary business operations.

Through the years of business dealings, the Group has established amiable and long-term business relationships with the Connected Purchasers who have proved to be valuable and trustworthy customers of the Group. As the Supply Transactions are of a recurrent nature and will be conducted on a regular and continuing basis in the Group's ordinary course of business, it is expected that the Supply Transactions under the New Master Supply Agreement will provide a stable source of revenue to the Group and thus enhance its profitability and business development.

Based on the above, we concur with the Directors that the entering into of the New Master Supply Agreement and the transactions contemplated thereunder are conducted in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

3. Principal terms of the New Master Supply Agreement

Details of the terms of the New Master Supply Agreement are set out in the Letter from the Board. Set out below are the principal terms of the New Master Supply Agreement:

Date	:	20 November 2025
Parties	:	(i) the Company (on behalf of the Group); (ii) SB Soon; (iii) SL Soon; (iv) CA Soon; and (v) LS Soon.
Term	:	Subject to the approval of the Independent Shareholders at the EGM, the New Master Supply Agreement will become effective on 1 January 2026 and expire on 31 December 2028.

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Subject : Subject to the terms and conditions of the New Master Supply Agreement, the relevant Ultimate Controlling Shareholders may from time to time procure that the Connected Purchasers purchase FMCG products (mainly including beverage, frozen food, cleaning and kitchen supplies, sauce, oil and condiments, dairy products, pet care products, packaged food and commodities, and health products) from the Group. Such products shall be supplied by the Group on a non-exclusive basis in Malaysia.

The Connected Purchasers may from time to time place purchase orders with the Group which will specify the description, quantities, purchase price, etc. of the required products.

Payment terms : The term of payment will be agreed upon by the parties in respect of each purchase order, but shall be on normal commercial terms and in any event no less favourable to the Group than the terms offered by the Group to Independent Third Parties for similar transactions.

According to the business practice of the Group, after a Connected Purchaser has placed a purchase order, the Group will generally issue an invoice to the Connected Purchaser on the same day or before the products ordered are delivered to the Connected Purchaser. The credit term for payment of the purchase price by the Connected Purchasers is generally 30 days. Such payment terms and business practice are consistent with, and no less favourable to the Group than, the terms offered to Independent Third Party customers for similar transactions.

Pricing policy : The purchase price (aggregated based on unit prices of products) offered by the Group to the Connected Purchasers in respect of each purchase order shall be agreed between them based on arm's length negotiation, with reference to (i) the requirements and specifications in relation to the products; (ii) the order quantity; (iii) the delivery timeframe; and (iv) the then prevailing market price of similar products in the market. The Company considers that such pricing basis is consistent with market practice, fair and reasonable, and on normal commercial terms. The relevant commercial terms involved in any event shall not be less favourable to the Group than the terms offered by the Group to Independent Third Parties for similar transactions.

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In assessing whether the terms of the New Master Supply Agreement are fair and reasonable, we have selected on a random basis and obtained and reviewed (i) 5 invoices issued by the Group as the supplier to the Independent Third Parties as the purchaser (the “**Independent Invoices**”); and (ii) 5 invoices issued by the Group as the supplier to the Connected Purchasers as the purchaser (the “**Connected Invoices**”) for the provision of the Group’s FMCG products for each year from 2023 to 2025 (i.e. a total of 15 Independent Invoices and 15 Connected Invoices). Based on our review, we noted that (i) the prices of FMCG products offered by the Group to the Connected Purchasers were higher or equal to those offered to the Independent Third Parties; and (ii) the credit period offered by the Group to both the Connected Purchasers and the Independent Third Parties was the same. As such, we consider that the terms for transactions contemplated under the Existing Master Supply Agreement were no more favourable to the Connected Purchasers than the terms for similar transactions between the Group and the Independent Third Parties, and were conducted on normal commercial terms which are fair and reasonable.

Taking into account that (i) the above sample invoices we have reviewed covered the major categories of FMCG products, including beverage, sauce and condiment, provided by the Group to the Connected Purchasers under the New Master Supply Agreement; (ii) the same number of sample invoices entered into with independent third parties for similar products was selected for comparison with those with the Connected Purchasers; (iii) the sample invoices were issued for each year throughout the period of the New Master Supply Agreement; (iv) the sample invoices were selected on a random basis; (v) a total of 15 Independent Invoices and 15 Connected Invoices were reviewed; (vi) the Connected Invoices were issued to 7 out of 14 Connected Purchasers including Megamart, the largest among them and the one contributing the most revenue to the Group under the Existing Master Supply Agreement; and (vii) we consider this scope to be sufficient given that half of the Connected Purchasers were covered, we are of the view that the aforesaid sample invoices we have reviewed, together with the sample size, are fair and representative.

In addition, we have compared the terms of the New Master Supply Agreement with those of the Existing Master Supply Agreement and noted that except for the term, other principal terms of the Existing Master Supply Agreement and the New Master Supply Agreement remain the same, including but not limited to the scope of services, pricing basis and payment terms. As such, we consider that the terms of the New Master Supply Agreement are on normal commercial terms which are fair and reasonable. Please refer to the section below headed “5. Internal control measures of the Group” for our analyses of further safeguards imposed by the Group.

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4. Assessment of the New Annual Caps

(i) Review of historical transaction amounts

Set out below are the historical annual caps and actual transaction amounts of the Supply Transactions under the Existing Master Supply Agreement for the periods indicated:

	FY2023	FY2024	For the ten months ended 31 October 2025
	(RM)	(RM)	(RM)
Annual caps	10,500,000	12,500,000	14,500,000
Actual transaction amounts	8,347,000	8,307,000	7,199,450
Utilisation rate	79.5%	66.5%	49.7%

As shown in the table above, the actual transaction amounts of the Supply Transactions under the Existing Master Supply Agreement were approximately RM8.3 million, RM8.3 million and RM7.2 million for FY2023, FY2024 and the ten months ended 31 October 2025 (“10M2025”), respectively, representing approximately 79.5%, 66.5%, and 59.6% of the respective annual caps. The low utilisation rates for FY2024 and 10M2025 were mainly due to deviations in Megamart’s 2023-2025 expansion plan from its original target. Given commercial considerations and Malaysia’s overall market condition, Megamart did not open any new stores in 2023 and 2024. However, Megamart anticipates that its store expansion momentum will resume between 2026 and 2028.

(ii) Assessment of the New Annual Caps

Set out below are the New Annual Caps under the New Master Supply Agreement:

	FY2026	FY2027	FY2028
	(RM)	(RM)	(RM)
New Annual caps	12,500,000	16,000,000	20,000,000

In assessing the reasonableness of the New Annual Caps, we have discussed with the management of the Group the basis and assumptions underlying the projections. In determining the proposed annual caps, the Group has taken into account, among other things, (a) the historical transaction amounts of the Supply Transactions under the Existing Master Supply Agreement; (b) to the best knowledge, belief and estimation of the Directors having made reasonable due diligence inquiries, the expected opening of new retail stores of Megamart in FY2026, FY2027 and FY2028; (c) an expected growth rate of 10% based on the

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

historical business growth of Megamart resulting in its increasing demand for the Group's products and the expected increase in prices of the Group's products in line with the market trend.

We have discussed each of the aforementioned factors and their potential impact on the New Annual Caps with the management of the Group, and have reviewed the relevant calculations. As advised by the management of the Group, the estimated purchase amounts of the Group's products under the Supply Transactions, payable by the Connected Purchasers, are based on the current and projected increases in the number of retail stores and restaurants operated by the Connected Purchasers, particularly Megamart, with reference to the historical amounts and expansion plan of Megamart, which have been confirmed and agreed by the Connected Purchasers. Based on the above basis, the New Annual Caps are then arrived at by adopting (a) in respect of Megamart, the historical average monthly purchase amount per retail store, multiplied by the number of retail stores in each month and the number of opening months after taken into account the planned store expansion; (b) in respect of other Connected Purchasers engaged in catering business, the average monthly purchase amount multiplied by the number of opening months; and (c) an estimated annual growth rate of approximately 10% for each of FY2026, FY2027 and FY2028.

Based on our review on the projection, the monthly purchase amount per retail store for Megamart and the monthly purchase amount for each Connected Purchaser engaged in catering business are determined with reference to their respective historical transaction amount for 10M2025. We have reviewed the historical actual transaction amounts regarding the provision of food and beverages and other products by the Group to each of the Connected Purchasers for 10M2025 and noted that the amounts were consistent with the calculation basis adopted by the Group in calculating the monthly purchase amount. As such, we concur with the management of the Group on such basis of the projection to be fair and reasonable. In respect of the number of retail stores of Megamart, we are advised by the management of the Group that Megamart is expected to open 10 new retail stores in each of 2026, 2027 and 2028. Megamart is currently looking for suitable location for the new retail stores to be open in 2026, 2027 and 2028. As such, we concur with the management of the Group on adopting the expansion plan of Megamart as the basis of the projection.

With regard to the Company's estimation on the annual growth rate of approximately 10%, as stated in the Letter from the Board, Megamart's revenue had increased from approximately RM130.5 million in FY2022 to approximately RM141.9 million in FY2023, and to approximately RM156.3 million in FY2024, representing a compound annual growth rate of approximately 9.4%. According to the Department of Statistics Malaysia, the country's annual inflation rate stood at 1.3% as at October 2025. The Group's product prices are expected to rise in line with this inflation. Given that the estimated annual growth rate of 10% is generally consistent with the combined effect of the historical growth rate of Megamart, which contributed the most revenue to the Group under the Existing Master Supply Agreement, and the prevailing inflation rate, we consider the estimated annual growth rate to be fair and reasonable.

Having considered that (a) the estimated purchase amounts of the Group's products under the Supply Transactions payable by the Connected Purchasers for the three years ending 31 December 2028 were determined following discussions between the Group and the Connected Purchasers based on the historical average monthly purchase amount per retail store and the expansion plan of Megamart, the largest Connected Purchaser which contributed the most revenue to the Group under the Existing Master Supply Agreement; and (b) the estimated annual growth rate of 10% is generally consistent with the combined effect of Megamart's historical growth rate and the prevailing inflation rate, we consider the New Annual Caps to be fair and reasonable.

5. Internal control measures of the Group

In order to protect the interests of the Shareholders, the Group has adopted the following internal control measures to regulate the respective individual transactions to be conducted within the framework of the New Master Supply Agreement:

- (i) the finance department of the Company will closely monitor and record the actual transaction amounts of the Supply Transactions under the New Master Supply Agreement to ensure that the New Annual Caps will not be exceeded;
- (ii) for each purchase order placed by the Connected Purchasers with the Group under the New Master Supply Agreement, the sales department of the Company will make references to the market prices and the most recent purchase records of at least two Independent Third Party customers of the Group for the same or similar products. In particular, the Company will ensure that the prices offered by the Group to the Connected Purchasers under the Supply Transactions will be no less than the prices offered by the Group to Independent Third Parties for transactions with the same or similar size or nature. Furthermore, as an additional safeguard, the sales department of the Company will, every two weeks, conduct overall comparison of the prices and terms of specific Supply Transactions against the market prices and terms of similar transactions to consider whether the prices and terms offered by the Group under the Supply Transactions are fair and reasonable and in compliance with the pricing policy of the Company. The Company considers that the above internal procedures adopted by the sales department serve as the front-line measures to ensure the pricing offered to the Connected Purchasers is fair and reasonable and no less favourable to the Company than terms available to Independent Third Parties;
- (iii) in addition to the measures at the sales department level, the senior management team of the Company will conduct regular monthly review of the Supply Transactions and ensure that the same are conducted in accordance with the terms of the New Master Supply Agreement;
- (iv) the auditors of the Company will conduct review of the Supply Transactions on an annual basis and confirm, among others, whether the pricing policy of the Company has been adhered to and whether the relevant annual caps have been exceeded; and

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

- (v) the independent non-executive Directors will conduct review of the Supply Transactions on an annual basis to assess and confirm whether such transactions are conducted in the ordinary and usual course of business of the Group, on normal commercial terms or better, in accordance with the New Master Supply Agreement, on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

In assessing whether the above internal control measures are put in place and effectively implemented, we have obtained the reviewed the internal records maintained by the finance department of the Company which recorded the actual transaction amounts of each supply transaction between the Group and the Connected Purchasers under the Existing Master Supply Agreement. We noted that the total transaction amounts of the Supply Transactions were properly and regularly monitored by the Company to ensure that the annual cap would not be exceeded. In addition, as discussed in the section headed “3. Principal terms of the New Master Supply Agreement” above, we have obtained and reviewed 5 Independent Invoices and 5 Connected Invoices for each year from 2023 to 2025 (i.e. a total of 15 Independent Invoices and 15 Connected Invoices). Based on our review, we noted that the terms for transactions contemplated under the Existing Master Supply Agreement were no more favourable to the Connected Purchasers than the terms for similar transactions between the Group and the Independent Third Parties. As such, we concur with the Directors that appropriate and adequate internal control procedures are in place to ensure that the transactions contemplated under the New Master Supply Agreement will be appropriately monitored and conducted on commercial terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

OPINION AND RECOMMENDATION

Having taken into account the above principal factors and reasons, we consider that (i) the entering into of the New Master Supply Agreement are conducted in the ordinary and usual course of business of the Group; and (ii) the terms of the New Master Supply Agreement are on normal commercial terms which are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Accordingly, we advise the Independent Board Committee to recommend, and we ourselves recommend, the Independent Shareholders to vote in favour of the relevant resolution to be proposed at the EGM to approve the New Master Supply Agreement.

Yours faithfully,
For and on behalf of
Rainbow Capital (HK) Limited
Larry Choi
Managing Director

Mr. Larry Choi is a licensed person and a responsible officer of Rainbow Capital (HK) Limited registered with the Securities and Futures Commission to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO. He has over ten years of experience in the corporate finance industry.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(A) Directors' and chief executive's interests and short positions in Shares, underlying Shares and debentures of the Company or any associated corporation

As at the Latest Practicable Date, the interests and short positions of each Director and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**"), were as follows:

Interests and/or short positions in the Company

Director	Nature of interest	Number of Shares held ⁽¹⁾	Approximate percentage of interest in the Company
Mr. Soon See Beng	Interest in a controlled corporation ⁽²⁾	723,000,000 (L) ⁽¹⁾	72.29%
Mr. Soon Chiew Ang	Interest in a controlled corporation ⁽²⁾	723,000,000 (L) ⁽¹⁾	72.29%
Mr. Soon See Long	Interest in a controlled corporation ⁽²⁾	723,000,000 (L) ⁽¹⁾	72.29%

Notes:

- (1) The letter "L" denotes long position in the shares held.
- (2) These shares are held by Soon Holdings Limited. The issued share capital of Soon Holdings Limited is owned as to 70%, 10%, 10% and 10% by Mr. Soon See Beng, Mr. Soon Chiew Ang, Mr. Soon See Long and Ms. Soon Lee Shiang respectively, and therefore, each of Mr. Soon See Beng, Mr. Soon Chiew Ang, Mr. Soon See Long and Ms. Soon Lee Shiang are deemed to be interested in all the Shares registered in the name of Soon Holdings Limited in the Company under Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Save as disclosed above, as at the Latest Practicable Date, so far as was known to the Directors, none of the Directors was a director or an employee of a company which had an interest or short position in the Company's shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO.

(B) Interests of substantial Shareholders

As at the Latest Practicable Date, so far as the Directors are aware, the following persons had, or were deemed or taken to have, an interest or short position in the Shares or the underlying Shares which were required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name	Capacity/nature of interest	Number of Shares held ⁽¹⁾	Approximate percentage of interest in the Company
Soon Holdings Limited ⁽²⁾	Beneficial owner	723,000,000 (L)	72.29%
Mr. Soon See Beng ⁽²⁾	Interest in a controlled corporation	723,000,000 (L)	72.29%
Mr. Soon Chiew Ang ⁽²⁾	Interest in a controlled corporation	723,000,000 (L)	72.29%
Mr. Soon See Long ⁽²⁾	Interest in a controlled corporation	723,000,000 (L)	72.29%
Ms. Soon Lee Shiang ⁽²⁾	Interest in a controlled corporation	723,000,000 (L)	72.29%
Ms. Ng Mee Lam ⁽³⁾	Interest of spouse	723,000,000 (L)	72.29%
Ms. Ng Kar Wei ⁽⁴⁾	Interest of spouse	723,000,000 (L)	72.29%
Ms. Yang Lixia ⁽⁵⁾	Interest of spouse	723,000,000 (L)	72.29%
Mr. Lim Tau Hong ⁽⁶⁾	Interest of spouse	723,000,000 (L)	72.29%
Mr. Tee Kian Heng	Beneficial owner	51,115,000 (L)	5.11%

Notes:

(1) The letter "L" denotes a long position in the Shares.

- (2) These shares are held by Soon Holdings Limited. The issued share capital of Soon Holdings Limited is owned as to 70%, 10%, 10% and 10% by Mr. Soon See Beng, Mr. Soon Chiew Ang, Mr. Soon See Long and Ms. Soon Lee Shiang respectively, and therefore, each of Mr. Soon See Beng, Mr. Soon Chiew Ang, Mr. Soon See Long and Ms. Soon Lee Shiang are deemed to be interested in all the Shares registered in the name of Soon Holdings Limited in the Company under Part XV of the SFO.
- (3) Ms. Ng Mee Lam is the spouse of Mr. Soon See Beng. Accordingly, Ms. Ng Mee Lam is deemed to be interested in all the Shares held by Mr. Soon See Beng under Part XV of the SFO.
- (4) Ms. Ng Kar Wei is the spouse of Mr. Soon Chiew Ang. Accordingly, Ms. Ng Kar Wei is deemed to be interested in all the Shares held by Mr. Soon Chiew Ang under Part XV of the SFO.
- (5) Ms. Yang Lixia is the spouse of Mr. Soon See Long. Accordingly, Ms. Yang Lixia is deemed to be interested in all the Shares held by Mr. Soon See Long under Part XV of the SFO.
- (6) Mr. Lim Tau Hong is the spouse of Ms. Soon Lee Shiang. Accordingly, Mr. Lim Tau Hong is deemed to be interested in all the Shares held by Ms. Soon Lee Shiang under Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, the Directors are not aware of any other person who had, or were deemed or taken to have, any interests or short position in the Shares as recorded in the register required to be kept under Section 336 of the SFO or the underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group or any associated company of the Company (excluding contracts expiring or determinable within one year without payment of compensation, other than statutory compensation).

4. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors and their respective associates was interested in any business apart from the business of the Group which competes or is likely to compete, either directly or indirectly, with the business of the Group.

5. DIRECTORS' INTEREST IN ASSETS, CONTRACTS AND OTHER INTERESTS

As at the Latest Practicable Date, none of the Directors had any interest, directly or indirectly, in any asset which, since 31 December 2024, being the date to which the latest published audited financial statements of the Company were made up, had been acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, save as disclosed in this circular, none of the Directors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group subsisting at the date of this circular and which was significant in relation to the business of the Group.

6. LITIGATION

So far as the Company is aware, as at the Latest Practicable Date, no member of the Group was involved in any litigation or claims of material importance and no litigation or claims of material importance were known to the Directors to be pending or threatened against any member of the Group.

7. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial position or trading position of the Group since 31 December 2024, being the date to which the latest published audited financial statements of the Company were made up.

8. EXPERT AND CONSENT

The qualification of the expert who has given opinions, letter or advice contained in this circular is set out below:

Name	Qualification
Rainbow Capital (HK) Limited	a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

The expert above has given and has not withdrawn its written consent to the issue of this circular with the inclusion therein of its letter, advice, report and/or references to its name, in the form and context in which they are included.

The letter from the above expert is given as of the date of this circular for incorporation herein.

As at the Latest Practicable Date, the above expert did not have any shareholding, directly or indirectly, in any member of the Group or the right (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, the above expert did not have any direct or indirect interests in any assets which have since 31 December 2024, being the date to which the latest published audited financial statements of the Company were made up, been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

9. GENERAL

- (i) The company secretary of the Company is Mr. Lau Wai Piu Patrick.
- (ii) The registered office of the Company is at 71 Fort Street, PO Box 500, George Town, Grand Cayman KY1-1106, Cayman Islands.
- (iii) The principal place of business of the Company in Hong Kong is at Units 501-2, 5/F., Tai Tung Building, 8 Fleming Road, Wanchai, Hong Kong.
- (iv) The principal share registrar and transfer office of the Company is Appleby Global Services (Cayman) Limited.
- (v) The Hong Kong branch share registrar and transfer office of the Company is Tricor Investor Services Limited.
- (vi) The English language text of this circular shall prevail over the Chinese language in case of inconsistency.

10. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sccgroup.com.my) for a period of 14 days from the date of this circular:

- (a) the New Master Supply Agreement;
- (b) the letter from the Board, the text of which is set out on pages 5 to 16 of this circular;
- (c) the letter from the Independent Board Committee, the text of which is set out on pages 17 to 18 of this circular;
- (d) the letter from the Independent Financial Adviser, the text of which is set out on pages 19 to 30 of this circular;
- (e) the written consent referred to in the paragraph headed “8. Expert and consent” in this appendix; and
- (f) this circular.

NOTICE OF EGM

Swang Chai Chuan Limited 雙財莊有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2321)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Swang Chai Chuan Limited (the “**Company**”) will be held at Lot 147-A, Kawasan Perindustrian Semambu, 25350 Kuantan, Pahang, Malaysia on Friday, 2 January 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution as an ordinary resolution of the Company.

ORDINARY RESOLUTION

“THAT:

- (i) a new master supply agreement in relation to Supply Transactions dated 20 November 2025 entered into among the Company, Soon See Beng, Soon See Long, Soon Chiew Ang and Soon Lee Shiang (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) (the “**New Master Supply Agreement**”), the execution thereof and implementation of the transactions contemplated thereunder (including the new annual caps for the financial year ending 31 December 2026, the financial year ending 31 December 2027 and the financial year ending 31 December 2028) be and are hereby approved, ratified and confirmed; and
- (ii) any director of the Company or any other person authorised by the directors of the Company be and is hereby authorised to sign, execute, perfect and deliver all such documents, instruments and agreements and do all such deeds, acts, matters and things as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the New Master Supply Agreement and the transactions contemplated thereunder.”

By order of the Board
Swang Chai Chuan Limited
Soon See Beng
Chairman and Chief Executive Officer

Hong Kong, 18 December 2025

NOTICE OF EGM

Registered office:

71 Fort Street,
PO Box 500,
George Town,
Grand Cayman KY1-1106,
Cayman Islands

Principal place of business in Hong Kong:

Units 501-2,
5/F., Tai Tung Building,
8 Fleming Road,
Wanchai,
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies (who must be an individual) to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
3. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should the member so wish, and in such event, the proxy form shall be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. For the purpose of determining shareholders' right to attend and vote at the meeting, the registers of members of the Company will be closed from Monday, 29 December 2025 to Friday, 2 January 2026 (both days inclusive). In order to qualify for attending and voting at the meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 24 December 2025.
6. In compliance with the Listing Rules, all resolutions set out in this notice of the EGM will be voted on by way of poll.
7. As at the date of this notice, the Board comprises Mr. Soon See Beng, Mr. Soon Chiew Ang and Mr. Soon See Long as executive Directors and Mr. Lee Teck Hoe, Datuk Tan Teow Choon, Mr. Lum Kan Fai and Ms. Saw Chooi Lee as independent non-executive Directors.