

**PROPOSED ACQUISITION AND ENTRY INTO AN EQUITY TRANSFER AGREEMENT
(NON-DISCLOSABLE TRANSACTION)**

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**”) of Bromat Holdings Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that NSB-IP Holdings Pte. Ltd. (the “**Transferee**”), a wholly-owned subsidiary of the Company, had on 26 May 2026 entered into an Equity Transfer Agreement (the “**Agreement**”) with Gao Sheng (HK) International Co, Limited, a Hong Kong incorporated company (the “**Transferor**”), in relation to, *inter alia*, the proposed sale of 100% of the equity interest in Shanghai Jinbaozheng Business Consulting Co, Ltd (上海今宝证商务咨询有限公司), which in turns owns 100% of the equity interest in Shanghai Xinzhaopai Catering Management Co. Ltd (上海昕诏牌餐饮管理有限公司) (collectively, the “**Target Group**”, and such equity interests collectively, the “**Transferred Equity**”) to the Transferee for a cash consideration of RMB5 (the “**Proposed Acquisition**”). Each of the Transferor and Transferee shall be referred to individually as a “**Party**” and collectively as the “**Parties**”.
- 1.2 Following completion of the Proposed Acquisition (the “**Completion**”), the Transferee will be the owner of 100% of the equity interests of the Target Group.
- 1.3 The Proposed Acquisition constitutes an interested person transaction as defined under Chapter 9 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”). The Target Group is ultimately 100% owned by Mr Frank Liu Tao, the Non-Executive and Non-Independent Director and controlling shareholder of the Company. However, as the value of the Proposed Acquisition is less than S\$100,000 (the *de minimis* threshold as provided under Rules 905(3) and 906(2) of the Catalist Rules), Rules 905 and 906 of the Catalist Rules do not apply.

2. SALIENT TERMS OF THE AGREEMENT

2.1 Consideration

The consideration for the Proposed Acquisition amounting to RMB5 (the “**Consideration**”) shall be satisfied in full, payable from the Transferee to the Transferor on Completion.

The Consideration was arrived at on an arm's length and willing-buyer-willing-seller basis after taking into account, *inter alia*, that the Target Group is currently dormant.

2.2 Conditions Precedent

Completion is conditional upon:

- (a) the results of the financial, operational and legal due diligence on the Target Group being satisfactory to the Transferee in its absolute discretion;
- (b) all regulatory approvals, if any, having been obtained in relation to the transactions contemplated under the Agreement, and where such approval is obtained subject to any conditions, such conditions being reasonably acceptable to the Transferee; and
- (c) the Transferee obtaining approval from its shareholders in a general meeting to enter into the Agreement and the transactions contemplated under the Agreement (if required).

2.3 Completion

The Transferor shall assist the Transferee to complete the delivery and the registration of the transfer of the Transferred Equity with the local department of the State Administration for Market Regulation as required by applicable laws and regulations of the People's Republic of China ("**Equity Transfer Registration**") after the signing of the Agreement and all the delivery conditions agreed in the Agreement are fulfilled. The date of completion of Equity Transfer Registration shall be no later than 45 business days after the signing of the Agreement or other date otherwise agreed by the Parties in writing.

3. RATIONALE FOR THE PROPOSED ACQUISITION

The Proposed Acquisition will facilitate the Company to strategically pursue viable business opportunities in the overseas market, particularly in China.

4. NET TANGIBLE ASSETS OF THE TARGET GROUP

Based on the unaudited financial statements of the Target Group for the financial year ended 31 March 2026, the adjusted net tangible assets of the Target Group as at 31 March 2026 was approximately RMB8,100 or S\$1,500¹, after excluding the amount due to a director, being Mr Frank Liu Tao, which will be waived for the purpose of the Proposed Acquisition. No valuation was conducted in respect of the Proposed Acquisition.

5. NON-DISCLOSABLE TRANSACTION

As none of the relative figures under Rule 1006 of the Catalist Rules relating to the Proposed Acquisition exceeds 5%, the Proposed Acquisition is a non-discloseable transaction under Chapter 10 of the Catalist Rules.

6. GENERAL

The Proposed Acquisition is not expected to have any material impact on either the net tangible assets per share or the earnings per share of the Company for the current financial year ending 30 September 2026.

7. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Agreement will be made available for inspection during normal business hours at the registered office of the Company at 80 Robinson Road, #17-02, Singapore 068898, for a period of three (3) months commencing from the date of this announcement.

By Order of the Board

Tan Keng Tiong
Executive Director and Acting Chief Executive Officer
28 May 2026

*This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Ms. Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.

¹ Based on the exchange rate of RMB1.00 : S\$0.184