

SHS HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 197502208Z)

THE PROPOSED ACQUISITION OF 100% OF THE EQUITY INTERESTS OF GUANGXI TIDAL PRECISION TECHNOLOGY CO., LTD. (广西潮力精密技术有限公司) AND NANNING TIDAL ALUMINIUM CO., LTD. (南宁市潮力铝业有限公司)

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**”) of SHS Holdings Ltd. (the “**Company**”) refers to the Company’s announcements dated 4 September 2024, 30 December 2024, 24 January 2025, 4 February 2025, 25 April 2025 and 13 May 2025 (collectively, the “**Previous Announcements**”) in relation to the sale and purchase agreement (the “**SPA**”) entered into by the Company’s wholly-owned subsidiary, SHS Capital Pte. Ltd. (the “**Purchaser**”) with (a) Nanning Tidal Investment Co., Ltd. (南宁潮力投资有限公司) (the “**Vendor**”) and (b) Synertech Group Co., Pte. Ltd. (the “**Covenantor**”) on 4 September 2024 (as modified, amended and varied by (i) the amendment letter agreement dated 30 December 2024 entered into between the Purchaser, the Vendor and the Covenantor (the “**First Amendment Letter**”); (ii) the novation agreement dated 24 January 2025 entered into between the Purchaser, the Vendor, the Covenantor and Ming Keju (the “**Substitution Party**”, and together with the Vendor, the “**Warrantors**”) (the “**Novation Agreement**”); and (iii) the amendment letter agreement dated 4 February 2025 entered into between the Purchaser and the Warrantors (the “**Second Amendment Letter**”); and (iv) the amendment letter agreement dated 25 April 2025 entered into between the Purchaser and the Warrantors (the “**Third Amendment Letter**”). The Company also refers to the circular dated 13 May 2025 (the “**Circular**”) pursuant to which Shareholders’ approval in relation to the SPA was obtained.
- 1.2 Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings ascribed to them in the Previous Announcements.
- 1.3 The Board wishes to announce that the Purchaser has on 20 May 2026, in respect of the SPA and in relation to the Proposed Acquisition, entered into a fourth amendment letter (the “**Fourth Amendment Letter**”) with the Warrantors to further amend and modify certain terms and conditions of the SPA.

2. AMENDMENTS TO THE SPA

- Adjustment to Balance Consideration Payment for Uncollected Receivables
- 2.1 The Parties have agreed that, in the event any net receivables of the Group, being the adjusted receivables recognized in the Verification Balance Sheet less any payables due to the relevant debtors (the “**Net Receivables**”), remain uncollected within five (5) years from Completion, or earlier in accordance with the relevant contractual terms, the Balance Consideration Payment shall be further reduced by the amount of such uncollected Net Receivables and adjusted accordingly. In addition, in the event that any such receivables become irrecoverable as determined by the Purchaser, including due to bankruptcy or liquidation, the Vendor shall bear full responsibility for such uncollected Net Receivables.
- Government Assisted Loan and Repayment
- 2.2 The Parties have agreed that the Purchaser shall pay to the Vendor, as part of the Balance Consideration Payment payable, an amount equivalent to RMB25 million in relation to the government assisted loan received by Nanning Tidal Aluminum Co., Ltd and recorded as

deferred revenue in the Verification Balance Sheet. The Vendor shall remain responsible for any repayment obligations, losses or liabilities arising from any subsequent requirement to repay such government assisted loan, and the Purchaser shall be entitled to recover or deduct such amounts from the Balance Consideration Payment.

Verification of Pro Forma Balance Sheet

- 2.3 With reference to paragraph 2.3(b) of the Circular, the Parties have agreed that the verification of the Pro Forma Balance Sheet may be conducted on such other date as may be agreed upon by the Parties.

Determination of Purchase Consideration

- 2.4 With reference to paragraph 2.3(b) of the Circular, the Parties have confirmed that the total purchase Consideration of RMB126,915,921 (inclusive of the RMB 25 million referred to in paragraph 2.2 above and the RMB4,849,649 referred to in paragraph 2.6 below) was derived by adding (a) accrued employee benefits payable of RMB4,849,649 and (b) deferred government grant income of RMB25,000,000 to the aggregate net asset value of the Group of RMB97,066,272 as reflected in the Verification Balance Sheet as at 16 June 2025. For the avoidance of doubt, the Consideration remains subject to adjustment in accordance with the SPA.

- 2.5 Housing Provident Fund and Social Insurance Liabilities Indemnity

With reference to paragraph 2.3(g) of the Circular, the Warrantors have agreed to indemnify the Purchaser and the relevant Group Companies against any shortfall, losses, liabilities, costs and expenses arising from the housing provident fund and social insurance liabilities relating to the period from establishment of the Group Company to 16 June 2025. The Purchaser shall have the right to recover such amounts from the Vendor or to deduct the same from the Balance Consideration Payment.

Housing Provident Fund and Social Insurance Liabilities

- 2.6 With reference to paragraph 2.3(g) of the Circular, the Purchaser shall, pay to the Vendor an amount equal to RMB4,849,649, being the accrued housing provident fund and social insurance liabilities recorded in the Verification Balance Sheet and as part of the Balance Consideration Payment payable, and the Purchaser shall have the right to recover or deduct such amounts from the Balance Consideration Payment provided that the Warrantors are in full compliance with their obligations under the above paragraph 2.5.

- 2.7 Saved as amended by the Fourth Amendment Letter, all the other terms and conditions of the SPA will remain in full force and effect.

3. DOCUMENTS FOR INSPECTION

A copy of the SPA, the First Amendment Letter, the Novation Agreement, the Second Amendment Letter, the Third Amendment Letter, the Circular and the Fourth Amendment Letter will be made available for inspection at the registered office of the Company at 19 Tuas Avenue 20, Singapore 638830 during normal business hours for a period of three (3) months from the date of this announcement.

4. FURTHER ANNOUNCEMENTS

The Company will make further announcements to keep Shareholders informed, as and when there are further material updates and development in respect of the Proposed Acquisition.

5. CAUTIONARY STATEMENT

The Company will make the necessary announcements if there are further developments. Shareholders and potential investors are advised to read this announcement, the Previous

Announcements and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, solicitors or other professional advisors if they have any doubts as to the actions they should take.

By Order of the Board

Ng Han Kok, Henry
Group Chief Executive Officer
20 May 2026