



SATS LTD.

(Incorporated in the Republic of Singapore)
(UEN / Company Registration No. 197201770G)

DISPOSAL OF SERVAIR-SATS HOLDING COMPANY PTE LTD

1. INTRODUCTION

SATS Ltd. (the "**Company**", together with its subsidiaries, the "**Group**") wishes to announce that it has today entered into a sale and purchase agreement (the "**SPA**") with Gate Gourmet Switzerland Holding GmbH (the "**Purchaser**") pursuant to which the Company has agreed to sell, and the Purchaser has agreed to purchase, 509,600 ordinary shares in the share capital of SERVAIR-SATS Holding Company Pte Ltd (the "**Target**"), representing 49.0% of the issued and paid-up share capital of the Target (the "**Proposed Disposal**"). Completion of the Proposed Disposal is expected to take place in June 2025.

2. CONSIDERATION FOR THE PROPOSED DISPOSAL

The consideration for the Proposed Disposal is €4,150,000 (approximately equivalent to S\$6,141,585¹) and shall be fully paid in cash by the Purchaser. The consideration was arrived at on a willing buyer-willing seller basis and after arm's length negotiations, taking into consideration, among others, the strategy and rationale of the Proposed Disposal and the Target's historical financial performance, current financial position and future growth prospects.

Based on the audited consolidated financial statements of the Group for the financial year ended 31 March 2025, both the book value and net tangible asset ("**NTA**") value attributable to the Group's 49% investment in the Target as at 31 March 2025 were approximately S\$2,199,896.

3. RATIONALE OF THE PROPOSED DISPOSAL

The Proposed Disposal is consistent with the Group's capital recycling and reallocation strategy to optimise its investment portfolio and unlock value for stakeholders. The Proposed Disposal enables the Company to immediately monetise its minority stake in the Target and raise sale proceeds of €4,150,000. The proceeds from the sale will bolster the Company's balance sheet, allowing the Group to refocus its resources in line with its financial priorities to repay debt and/or deploy capital in core strategic businesses.

¹ In this Announcement, unless otherwise stated and to the extent applicable, figures in € have been converted to S\$ based on a €:S\$ exchange rate of 1:1.4799.



4. **NON-DISCLOSABLE TRANSACTION**

None of the relative figures under Rule 1006 of the listing manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Listing Manual**") relating to the Proposed Disposal exceeds 5%. Accordingly, the Proposed Disposal is a non-disclosable transaction under Chapter 10 of the Listing Manual.

5. **INTERESTED PERSON TRANSACTION AND ALTERNATIVE REFERENCE POINT**

Under the Listing Manual, Temasek Holdings (Private) Limited ("**Temasek**") is deemed to be a controlling shareholder of the Company given that Temasek indirectly holds more than 15% of the total number of issued shares in the Company.

Under the Listing Manual, the Purchaser is considered to be an associate of Temasek as Temasek indirectly holds more than 30% interest in the Purchaser.

Therefore, for the purposes of Chapter 9 of the Listing Manual, the Purchaser would be an "interested person" of the Company, and the Company is the "entity at risk". Accordingly, the entry into the SPA constitutes an "interested person transaction" under Chapter 9 of the Listing Manual.

Given that the Group's latest audited NTA for the financial year ended 31 March 2024 and the unaudited NTA for the half year ended 30 September 2024 were negative, the Company applied to the SGX-ST to seek its approval to use the average of its daily market capitalisation for the last month of the immediately preceding financial year, which will be computed based on the total number of shares (excluding treasury shares) multiplied by the volume weighted average price of the shares on SGX-ST on each trading day in the last month of the immediately preceding financial year (the "**Alternative Reference Point**"), as the appropriate benchmark to calculate the materiality thresholds under Rule 905(1), Rule 905(2) and Rule 906(1) of the Listing Manual (in lieu of using the Group's latest audited NTA).

The SGX-ST has confirmed that it has no objection to the Company's proposal to use the Alternative Reference Point for so long as the Group's NTA remains negative.

The Company's market capitalisation for March 2025 was approximately S\$4,555,025,184 (the "**Relevant Market Capitalisation**") (computed based on the total number of 1,485,899,587 issued ordinary shares of the Company (excluding treasury shares) multiplied by S\$3.0655 per share, being the volume weighted average price of the shares for each trading day of March 2025).

The transaction value or amount at risk to the Company is the consideration for the Proposed Disposal, which is less than 3% of the Relevant Market Capitalisation. Accordingly, the



Proposed Disposal does not constitute an "interested person transaction" which requires immediate announcement under Rule 905 of the Listing Manual.

6. FINANCIAL EFFECTS

The Proposed Disposal is not expected to have any material impact on the Group's consolidated NTA per share or the consolidated earnings per share for the current financial year ending 31 March 2026.

7. DOCUMENT FOR INSPECTION

A copy of the SPA will be made available for inspection by Shareholders of the Company during normal business hours at the registered office of the Company for three (3) months from the date of this Announcement.

BY ORDER OF THE BOARD

Kerry Mok
President and Chief Executive Officer
5 June 2025