



HGH HOLDINGS LTD.

Company Registration No.: 200412064D
(Incorporated in the Republic of Singapore)

PROPOSED DISPOSAL OF 20% SHAREHOLDING INTERESTS IN PREMIUM CONCRETE PTE. LTD.

1. BACKGROUND

The Board of Directors (the “**Board**”) of HGH Holdings Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company, had on 19 March 2026, entered into a share purchase agreement (the “**SPA**”) with Mr Lim Kui Teng (“**Mr Lim**”) for the disposal of 200,000 issued and paid-up shares in the capital of its wholly-owned subsidiary, Premium Concrete Pte. Ltd. (“**Premium Concrete**”) (“**PC Shares**”), representing 20% of the total issued and paid-up share capital of Premium Concrete (the “**Sale Shares**”), for an aggregate consideration of S\$2,400,000 (the “**Consideration**”), subject to the terms and conditions of the SPA (the “**Proposed Disposal**”).

2. INFORMATION ON PREMIUM CONCRETE AND MR LIM

2.1 Information on Premium Concrete

Premium Concrete is a private company limited by shares, incorporated in Singapore on 19 August 1994, and has, as of the date of this announcement, an issued and paid-up share capital of S\$1,000,000 comprising 1,000,000 ordinary shares. The principal activities of Premium Concrete include the supply and manufacturing of ready-mix concrete, precast components and related products.

Based on the latest unaudited financial statements for the financial year ended 31 December 2025, the net liabilities and net tangible liabilities (“**NTL**”) of Premium Concrete was approximately S\$3,452,142 and S\$3,491,082 respectively. As the Proposed Disposal does not result in the Company losing control of Premium Concrete, it will be accounted for as an equity transaction, and accordingly, there is no gain or loss arising from the Proposed Disposal to the Group.

Based on the independent valuation report on Premium Concrete dated 7 October 2025 (“**Valuation Report**”) prepared by Baker Tilly Consultancy (Singapore) Pte. Ltd., the estimated market value for 100% of Premium Concrete’s equity on a controlling and non-marketable basis range between S\$12,059,000 and S\$12,471,000 as at 31 July 2025. The valuation was derived using the market approach method using the Guideline Public Company method (“**GPCM**”). No valuation was commissioned for the Proposed Disposal.

2.2 Information on Mr Lim

Mr Lim is the founder of Chuan Lim Construction Pte. Ltd. (“**Chuan Lim**”), a Singapore-incorporated private limited company established in 1992. The principal activities of Chuan Lim include general building, civil engineering, (single grade) demolition, interior decoration and finishing works, cable and pipe laying and road reinstatement.

Save as disclosed in this announcement, Mr Lim is not related to any of the Directors, the substantial shareholders of the Company, or their respective associates.

3. RATIONALE FOR THE PROPOSED DISPOSAL

The Board is of the view that the Proposed Disposal is in the best interest of the Company as it is

expected to strengthen the strategic relationship with Chuan Lim, which is currently both a customer and supplier of Premium Concrete. The Proposal Disposal is expected to create operational and commercial synergies, including continued truck maintenance and repair services, ongoing supply of raw materials and collection of sludge, and continued concrete supply to Chuan Lim's projects. In addition, the Proposed Disposal is expected to allow the Premium Concrete to tap into Chuan Lim's network of earthwork, building, and infrastructure contractors, as well as explore opportunities arising from Chuan Lim's involvement in property development and the dormitory business.

Accordingly, the Board believes that the Proposed Disposal is in the best interests of the Company and the Shareholders, having regard to the terms of the Proposed Disposal.

4. SALIENT TERMS OF THE PROPOSED DISPOSAL

4.1 Sale Shares

Subject to the terms and conditions of the SPA, the Seller agrees to sell the Sale Shares as at the Completion Date (as defined below) to Mr Lim and Mr Lim shall purchase the Sale Shares for the Consideration.

4.2 Consideration

The Consideration was arrived at after arms' length negotiations, on a willing-buyer willing-seller basis, and after taking into consideration, *inter alia*, the Valuation Report, the growth prospects of Premium Concrete and the rationale for and benefits to the Group arising from the Proposed Disposal as further described in Section 3 of this Announcement. The Consideration shall be satisfied in cash.

4.3 Conditions Precedent

The obligations of the Company and Mr Lim under the SPA shall be conditional upon the fulfilment of the following condition precedent, among others, on or before the Completion Date (as defined below) (unless otherwise waived in accordance with the SPA, where applicable):

- (a) the Company procuring that Premium Concrete obtains the prior written consent of United Overseas Bank Limited in connection with the change of shareholding and/or management of the Company pursuant to the facility letter dated 13 June 2024 and any other applicable banking documentation.

4.4 Completion

Completion shall take place on a date falling no later than 14 business days after the date of the SPA, or such other date as the Company and Mr Lim may expressly agree in writing ("**Completion Date**").

Completion shall take place on the Completion Date at the registered office of the Company or at such other place as Parties may agree in writing on the Completion Date. At the completion of the sale and purchase of the Sale Shares in accordance with the SPA ("**Completion**"):

- (a) the Company and Mr Lim shall execute a shareholders' agreement between them;
- (b) the Company shall deliver, among others, a copy of the Company's directors' resolution to waive its partial related party loan payment of approximately S\$6,260,000 that is owed by Premium Concrete to the Company ("**Loan Waiver**") as at the Completion Date; and

(c) Mr Lim shall make payment of the Purchase Consideration to the Company.

5. USE OF PROCEEDS

The net proceeds from the Proposed Disposal, excluding expenses such as legal, professional and administrative fees, of S\$2,400,000 (“**Net Proceeds**”), will be applied towards the general working capital of the Company.

6. FINANCIAL EFFECTS OF THE PROPOSED DISPOSAL

6.1 Bases and assumptions

The *pro forma* financial effects of the Proposed Disposal on the Group are set out below. The financial effects are shown for illustrative purposes only, and they do not necessarily reflect the exact future financial position and performance of the Group following the completion of the Proposed Disposal. The *pro forma* financial effects set out below have been presented using the latest unaudited consolidated financial statements of the Group for the financial year ended 31 December 2025 and on the following bases and key assumptions:

- (a) the financial effects on the net tangible assets (“**NTA**”) attributable to the equity holders of the Group and the NTA per share are computed assuming that the Proposed Disposal had been completed on 31 December 2025;
- (b) the financial effects on the loss attributable to the equity holders of the Group and the earnings per share (“**EPS**”) are computed assuming that the Proposed Disposal had been completed on 1 January 2025; and
- (c) the expenses incurred in connection with the Proposed Disposal are immaterial and have not been included in the computation of the financial effects.

6.2 NTA per share

On the bases and assumptions set out above, the *pro forma* effect of the Proposed Disposal on the NTA per Share of the Group is as follows:

	Before the Proposed Disposal	After the Proposed Disposal
NTA attributable to equity holders of the Company (S\$'000)	51,205	54,167
Number of ordinary shares in issue (excluding treasury shares) ('000)	1,780,861	1,780,861
NTA per Share (SGD cents)	2.88	3.04

6.3 EPS

On the bases and assumptions set out above, the *pro forma* effect of the Proposed Disposal on the EPS of the Group is as follows:

	Before the Proposed Disposal	After the Proposed Disposal
Profit attributable to equity holders of the Company (S\$'000)	5,225	4,863
Weighted average number of ordinary shares (excluding treasury shares) ('000)	1,780,861	1,780,861
EPS (SGD cents)	0.29	0.27

7. RELATIVE FIGURES UNDER CHAPTER 10 OF THE CATALIST RULES

7.1 Based on the latest unaudited consolidated accounts of the Group for the financial year ended 31 December 2025, the relative figures computed on the basis set out in Rule 1006 of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalist (“Catalist Rules”) in respect of the Subscription are as follows:

Rule 1006	Bases	Relative Figures (%)
(a)	The net asset value ⁽¹⁾ of the assets to be disposed of, compared with the Group's net asset value	10.9 ⁽²⁾
(b)	The net profits ⁽³⁾ attributable to the assets acquired or disposed of, compared with the Group's net profits	6.5 ⁽⁴⁾
(c)	The aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares	28.6 ⁽⁵⁾
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable ⁽⁶⁾
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	Not applicable ⁽⁷⁾

Notes:

- (1) Pursuant to Rule 1002(3)(a) of the Catalist Rules, “net assets” means total assets less total liabilities.
- (2) Pursuant to paragraph 3.2(a) of the Practice Note 10A of the Catalist Rules, the net asset value of the Premium Concrete attributable to the disposal of the 20% shareholding interests in Premium Concrete was derived after taking into consideration its net liabilities of approximately S\$3,452,000 and the Loan Waiver of approximately S\$6,260,000, compared with the net asset value of the Group of approximately S\$51,120,000.
- (3) Pursuant to Rule 1002(3)(b) of the Catalist Rules, “net profits” is defined as profits before income tax, minority interests, and extraordinary items.
- (4) Based on the disposal of the 20% shareholding interests in Premium Concrete, the net profit attributable to Premium Concrete of approximately S\$398,000 and the net profit of the Group of approximately S\$6,089,000.
- (5) Based on the Consideration of S\$2,400,000, the Loan Waiver of approximately S\$6,260,000 and the Company's market capitalisation of approximately S\$30,274,630, which is determined by multiplying the weighted average price of S\$0.0170 on 18 March 2026, being the market day immediately preceding the date of the SPA, of with 1,780,860,561 shares in issue (excluding treasury shares).
- (6) Not applicable as the transaction is not an acquisition.
- (7) Not applicable as the Company is not a mineral, oil and gas company.

7.2 As the relative figures computed under Rule 1006(a), (b) and (c) of the Catalist Rules exceed 5% but does not exceed 50%, the Proposed Disposal is classified as a “disclosable transaction” for the purposes of Chapter 10 of the Catalist Rules and therefore is not subject to the approval of the shareholders of the Company at a general meeting.

8. DIRECTORS OR CONTROLLING SHAREHOLDERS' INTEREST

None of the Directors or controlling shareholders of the Company have any direct or indirect interest in the Proposed Disposal, other than through their respective shareholdings in the Company (if any).

9. SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Proposed Disposal. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Announcement and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this Announcement constitutes full and true disclosure of all material facts about the Proposed Disposal and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Announcement misleading. Where information in this Announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Announcement in its proper form and context.

11. DOCUMENTS FOR INSPECTION

A copy of the SPA and Valuation Report is available for inspection during normal business hours at the Company's registered office at 60 Benoi Road, Singapore 629906, for three (3) months from the date of this announcement.

12. CAUTIONARY STATEMENT

Shareholders and potential investors should note that the Proposed Disposal is subject to the fulfilment of the respective Conditions Precedent set out above and accordingly are advised to exercise caution in trading their shares as there is no certainty or assurance as at the date of this Announcement that the Proposed Disposal will be completed. Shareholders are advised to read this Announcement and any further announcements by the Company carefully, and should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

The Company will make the necessary announcements, in compliance with the requirements of the Catalist Rules, as and when there are material developments in respect of the Proposed Disposal and other matters contemplated in this announcement.

By Order of the Board

Tan Poh Guan
Executive Director and Chief Executive Officer
21 March 2026

This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). It 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. Audrey Mok (Tel (65) 6232 3210), at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.