

SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED
(Company Registration No. 200706801H)
(Incorporated in Singapore)
(the “**Company**”, and together with its subsidiaries, the “**Group**”)

THE PROPOSED DISPOSAL OF GARDEN FRESH BEVERAGE GROUP CO., LTD. TO AN INTERESTED PERSON

- **ENTRY INTO 2nd SUPPLEMENTAL AGREEMENT**

1. INTRODUCTION

The Board of Directors (the “**Board**”) of the Company refers to the announcements made by the Company on 30 December 2025 (the “**First Announcement**”) and 2 February 2026 (the “**Second Announcement**”, and together with the First Announcement, the “**Previous Announcements**”).

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as ascribed to them in the Previous Announcements.

2. 2ND SUPPLEMENTAL AGREEMENT

The Board wishes to announce that after further discussions with the Purchaser, the Company has entered into a second supplemental agreement (the “**2nd Supplemental Agreement**”) on 26 February 2026 to further amend the terms and conditions of the SPA (as previously amended by the supplemental agreement dated 2 February 2026 (the “**1st Supplemental Agreement**”). The key amendments are set out below.

2.1. Relevant Debts

As disclosed in the Second Announcement, the Relevant Debts (amounting to a total of RMB118,727,158) comprised debts owed by five (5) entities to Mr Huang. Pursuant to the 2nd Supplemental Agreement, the Parties have agreed to revise the Relevant Debts by excluding the debts owed by Garden Fresh (Shenzhen) Fruit & Vegetable Beverage Co., Ltd. (being RMB597,929) and Garden Fresh (HK) Fruit & Vegetable Beverage Co., Ltd. (being RMB6,585,004) (collectively, the “**Excluded Entities**”), which are part of the Target Group, from the novation arrangement. Accordingly, the revised Relevant Debts amount to RMB111,544,225, comprising debts owed by the following three (3) entities:

No.	Name of Debtor	Total amount owed to Mr. Huang as at 30 Sep 2025
1	Sino Grandness Food Industry Group Limited	RMB83,082,593
2	Grandness (HK) Industry Co., Ltd.	RMB16,078,036
3	Shenzhen Grandness Industry Group Co., Ltd.	RMB12,383,596
		Total: <u>RMB111,544,225</u>

For the avoidance of doubt, the debts owed by the Excluded Entities to Mr Huang shall remain their respective obligations and shall not form part of the Relevant Debts.

2.2. Revised Payment terms

Following the exclusion of the debts owed by the Excluded Entities from the Relevant Debts, the amount of the Relevant Debts has been reduced from RMB118,727,158 to RMB111,544,225 (as mentioned above). Accordingly, the revised payment terms are as follows:

- (a) 10% of the Final Consideration (the “**Initial Payment**”) (being RMB85,000,000) shall be payable by way of offsetting the Relevant Debts (being RMB111,544,225 (instead of RMB118,727,158)) on Completion Date in accordance with Clause 7.4. Upon completion of the payment of the Initial Payment, the amount of the Relevant Debts will be reduced to RMB26,544,225 (“**Outstanding Debts**”) instead of RMB33,727,158.
- (b) The remaining 90% of the Final Consideration (the “**Deferred Payment**”) shall be paid in instalments over four (4) tranches as follows:
 - (i) **Deferred Payment Tranche 1:** 25% of the Deferred Payment (being RMB191,250,000) to be paid (i) partly by way of offsetting the Outstanding Debts (being RMB26,544,225 instead of RMB33,727,158) and (ii) partly in cash (amounting to RMB164,705,775 instead of RMB157,522,842) on the 365th day after Completion Date (inclusive);
 - (ii) **Deferred Payment Tranche 2:** 25% of the Deferred Payment (being RMB191,250,000) to be paid in cash on the 730th day after Completion Date (inclusive);
 - (iii) **Deferred Payment Tranche 3:** 25% of the Deferred Payment (being RMB191,250,000) to be paid in cash on the 1095th day after Completion Date (inclusive); and
 - (iv) **Deferred Payment Tranche 4 (Final Tranche):** 25% of the Deferred Payment (being RMB191,250,000) to be paid in cash on the 1460th day after Completion Date (inclusive).

3. FINANCIAL EFFECTS AND RELATIVE FIGURES

As the Final Consideration of RMB850,000,000 remains unchanged, the financial effects of the Proposed Disposal and the relative figures computed under Rule 1006 of the Listing Manual, as set out in the Second Announcement, remain unchanged and are not affected by the entry into the 2nd Supplemental Agreement. Shareholders are advised to refer to the Previous Announcements (in particular, the Second Announcement) for further details.

4. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS OR THEIR ASSOCIATES IN THE PROPOSED DISPOSAL

As disclosed in the Previous Announcements, save for Mr Huang and Ms Huang Yushan who is Mr Huang’s sister, none of the Directors (other than in his/her capacity as a Director), substantial Shareholders of the Company or their associates has any interest, direct or indirect, in the Proposed Disposal.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company 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, the Company and its subsidiaries, 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 the Announcement in its proper form and context.

6. DOCUMENTS FOR INSPECTION

A copy of the SPA, the 1st Supplemental Agreement, the 2nd Supplemental Agreement and the Draft Valuation Report will be made available for inspection during normal business hours at the registered office of the Company at 8 Marina View, #11-11 Asia Square Tower 1, Singapore 018960 for a period of three (3) months from the date of this Announcement.

7. CAUTIONARY STATEMENT

There is no certainty or assurance that the Proposed Disposal will be completed. The Company will make the necessary announcements, in compliance with the requirements of the Listing Manual, as and when there are material developments in respect of the Proposed Disposal, the SPA (as may be amended, supplemented and/or modified from time to time) and other matters contemplated in the Previous Announcements and this Announcement. Shareholders are advised to read the Previous Announcements, this Announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

By Order of the Board

Li Xueying
Independent Director
27 February 2026