CIRCULAR DATED 31 MARCH 2026

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the contents of this Circular or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

Unless otherwise stated, capitalised terms appearing on the cover of this Circular have the same meanings as defined in the section entitled "Definitions" of this Circular.

This Circular is issued by Sino Grandness Food Industry Group Limited (the "**Company**", and together with its subsidiaries, the "**Group**"). If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward this Circular with the Notice of Extraordinary General Meeting ("**Notice of EGM**") and the attached Proxy Form to the purchaser or the transferee as arrangements will be made by CDP for a separate Circular with the Notice of EGM to be sent to the purchaser or the transferee. If you have sold or transferred all your shares in the issued share capital of the Company you should immediately forward this Circular, the Notice of EGM and the attached Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company. The Singapore Exchange Securities Trading Limited (the "**SGX-ST**") assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

GRANDNESS

SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200706801H)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED DISPOSAL OF GARDEN FRESH BEVERAGE GROUP CO., LTD. AS A MAJOR TRANSACTION AND AS AN INTERESTED PERSON TRANSACTION

Independent Financial Adviser in relation to the
Proposed Disposal to an interested person

Evolve Capital Advisory
晋化资本

Evolve Capital Advisory Private Limited

(Company Registration No. 201718400R)
(Incorporated in the Republic of Singapore)

IMPORTANT DATES AND TIMES:

Last date and time for lodgment of Proxy Form	:	19 April 2026 at 2:00 p.m. (Singapore time)
Date and time of Extraordinary General Meeting	:	22 April 2026 at 2:00 p.m. (Singapore time)
Place of Extraordinary General Meeting	:	Orchid Country Club, Sapphire 3 Room 1 Orchid Club Road Singapore 769162

This page has been intentionally left blank.

CONTENTS

CONTENTS

In this Circular, the following definitions apply throughout unless otherwise stated:

DEFINITIONS

Corporations and Agencies

"**CDP**"	:	The Central Depository (Pte) Limited
"**Company**"	:	Sino Grandness Food Industry Group Limited
"**Group**"	:	The Company and its subsidiaries
"**IFA**"	:	Evolve Capital Advisory Private Limited
"**Independent Valuer**"	:	RSM SG Corporate Advisory Pte. Ltd.
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited

General

"**associates**" :

(a) In relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:

(i) his immediate family;

(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and

(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more;

(b) In relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more

"**associated companies**"	:	Companies in which at least 20% but not more than 50% of its shares are held by the Company or the Group
"**Audit Committee**"	:	The audit committee of the Board of the Company, as at the Latest Practicable Date

"**Board**"	:	The board of Directors of the Company as at the Latest Practicable Date
"**Business Day**"	:	A day (other than Saturday, Sunday or a public holiday in Singapore) on which the SGX-ST is open for trading
"**Circular**"	:	This circular to Shareholders dated 31 March 2026 in relation to the Proposed Disposal
"**Companies Act**"	:	The Companies Act 1967 of Singapore (as may be amended, supplemented or modified from time to time)
"**Controlling Shareholder**"	:	A person who (a) holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares in the Company (unless the SGX-ST determines that such a person is not a controlling shareholder of the company); or (b) in fact exercises control over the Company
"**Completion**"	:	The completion of the Proposed Disposal in accordance with the SPA
"**Constitution**"	:	The constitution of the Company, comprising the memorandum and articles of association of the Company or other regulations of the Company for the time being in force
"**Debtors**"	:	Has the meaning ascribed to it under Section 3.2 of this Circular
"**Deferred Payment**"	:	Has the meaning ascribed to it under Section 3.3 of this Circular
"**Directors**"	:	The directors of the Company as at the Latest Practicable Date
"**EGM**"	:	The extraordinary general meeting of the Company to be held on 22 April 2026 at 2:00 p.m. (Singapore time) at Orchid Country Club, Sapphire 3 Room, 1 Orchid Club Road, Singapore 769162, for the purpose of seeking the Shareholders' approval for the Proposed Disposal, notice of which is set out in the Notice of EGM
"**Entity at Risk**"	:	Shall have the meaning ascribed to it in the Listing Manual as amended from time to time
"**Executive Director(s)**"	:	A Director of the Company who holds an executive position

"**EGM**"	:	The extraordinary general meeting of the Company to be held on 22 April 2026 at 2:00 p.m. (Singapore time) at Orchid Country Club, Sapphire 3 Room, 1 Orchid Club Road, Singapore 769162
"**EPS**"	:	Earnings per Share
"**Final Consideration**"	:	Has the meaning ascribed to it under Section 1.1 of this Circular
"**Floor Amount**"	:	Has the meaning ascribed to it under Section 1.1
"**Group**"	:	The Company and its subsidiaries
"**Independent Shareholders**"	:	Shareholders who are deemed to be independent for the purposes of the Proposed Disposal as an interested person transaction, being Shareholders who are independent of the Purchaser and its associates
"**IFA**"	:	Evolve Capital Advisory Private Limited, the independent financial adviser in relation to the Proposed Disposal as an interested person transaction
"**IFA Letter**"	:	A copy of the letter dated 31 March 2026 from the IFA to the Recommending Directors in respect of the Proposed Disposal as an interested person transaction, as set out in **Appendix D** to this Circular
"**Independent Valuer**"	:	RSM SG Corporate Advisory Pte. Ltd.
"**Indicative Consideration**"	:	Has the meaning ascribed to it under Section 1.1 of this Circular
"**Initial Payment**"	:	Has the meaning ascribed to it under Section 3.3 of this Circular
"**Latest Practicable Date**"	:	The latest practicable date prior to the printing of this Circular, being 24 March 2026
"**Listing Manual**"	:	The Listing Manual of the SGX-ST, as amended, modified or supplemented from time to time
"**Long-Stop Date**"	:	31 December 2026, or any other date as specified and amended from time to time in accordance with the SPA
"**Mr Huang**"	:	Huang Yupeng
"**Ms Huang**"	:	Huang Yushan, sister of Mr Huang

"Non-recommending Directors"	:	The Directors who are non-independent for the purpose of making a recommendation to the Shareholders in respect of the Proposed Disposal, namely Mr Huang Yupeng and Ms Huang Yushan
"Notice of EGM"	:	The notice of the EGM as set out on pages 56 to 58 of this Circular
"NTA"	:	Net tangible assets
"PRC"	:	The People's Republic of China
"Proposed Disposal"	:	The proposed disposal of the Sale Shares by the Vendor to the Purchaser, in accordance with the terms and conditions of the SPA
"Proxy Form"	:	The proxy form in respect of the EGM as set out in this Circular
"Purchaser"	:	Ideutsch Health Technology Group (HK) Co., Ltd.
"Recommending Directors"	:	The Directors who are deemed to be non-interested for the purpose of making a recommendation to the Shareholders in respect of the Proposed Disposal, namely Ms Li Xueying and Mr Tan Qing Wen, Jeremy
"Relevant Debts"	:	Has the meaning ascribed to it under Section 3.2 of this Circular
"Sale Shares"	:	10,000 issued and paid ordinary shares representing 100% of the share capital in the Target Company
"Securities and Futures Act"	:	The Securities and Futures Act 2001 of Singapore (as may be amended, supplemented or modified from time to time)
"SGXNet"	:	Singapore Exchange Network, the corporate announcement system maintained by the SGX-ST for the submission of information and announcements by listed companies
"Share(s)"	:	The ordinary shares in the share capital of the Company
"Shareholders"	:	Registered holders for the time being of Shares except that where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares and where the context admits, mean the Depositors who have Shares entered against their names in the Depository Register

"**SPA**"	:	The sale and purchase agreement entered into between the Vendor and the Purchaser in respect of the Proposed Disposal on 28 December 2025 as amended by the 1st Supplemental Agreement and the 2nd Supplemental Agreement
"**Substantial Shareholder**"	:	A person (including a corporation) who has an interest in not less than 5% of the issued voting shares of the Company
"**Target Company**"	:	Garden Fresh Beverage Group Co., Ltd., incorporated in the British Virgin Islands
"**Target Group**"	:	Has the meaning ascribed to it under Section 1.1 of this Circular. Please also see **Appendix A** for details.
"**Valuation Report**"	:	The valuation report dated 29 January 2026 prepared by the Independent Valuer in respect of the Sale Shares, a summary of which is set out in **Appendix C** to this Circular
"**Vendor**"	:	Garden Fresh Group Holding Co., Ltd., a wholly owned indirect subsidiary of the Company, incorporated in Cayman Islands
"**1st Supplemental Agreement**"	:	The 1st supplemental agreement entered into on 2 February 2026
"**2nd Supplemental Agreement**"	:	The 2nd supplemental agreement entered into on 26 February 2026
"**2 February 2026 Announcement**"	:	The announcement by the Company on SGXNet dated 2 February 2026
"**27 February 2026 Announcement**"	:	The announcement by the Company on SGXNet dated 27 February 2026

Currencies, Units and Others

"**RMB**" and "**Fen**"	:	Renminbi and Fen respectively, being the lawful currency of the PRC
"**SGD**" and "**cents**"	:	Singapore dollars and cents respectively, being the lawful currency of the Republic of Singapore
"**%**" or "**per cent**"	:	Per centum or percentage

The terms "**Depositor**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa, and words importing persons shall include corporations.

Certain names with Chinese characters have been translated into English names for the convenience of Shareholders. Such translations may not be recognised with the relevant PRC authorities and should not be construed as representing the Chinese characters.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and used in this Circular shall have the same meaning assigned to it under the said Companies Act or any modification thereof, as the case may be, unless the context otherwise requires.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be the arithmetic aggregation of the figures that precede them.

Cautionary Note on Forward-Looking Statements

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "believe", "estimate", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "if", "will", "would", "should", "could", "may" and "might". These statements reflect the Company's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders should not place undue reliance on such forward-looking statements, and the Company does not undertake any obligation to update or revise any forward-looking statements for any reason, even if information becomes available or other events occur in the future, subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200706801H)

Directors:	Registered Office:
Mr Huang Yupeng (Chairman and Chief Executive Officer)	8 Marina View
Ms Huang Yushan (Executive Director)	#11-11
Ms Li Xueying (Independent Director)	Asia Square Tower 1
Mr Tan Qing Wen, Jeremy (Independent Director)	Singapore 018960

31 March 2026

To: The Shareholders of Sino Grandness Food Industry Group Limited

Dear Sir/Madam,

THE PROPOSED DISPOSAL OF GARDEN FRESH BEVERAGE GROUP CO., LTD. AS A MAJOR TRANSACTION AND AS AN INTERESTED PERSON TRANSACTION

1. INTRODUCTION

1.1. Overview

On 30 December 2025, the Company announced that its indirect subsidiary, Garden Fresh Group Holding Co., Ltd. (the "**Vendor**") had on 28 December 2025, entered into a sale and purchase agreement ("**SPA**") with Ideutsch Health Technology Group (HK) Co., Ltd. (the "**Purchaser**") for the disposal of its entire shareholding interest in Garden Fresh Beverage Group Co., Ltd. (the "**Target Company**") and the direct and indirect subsidiaries of the Target Company (collectively, the "**Target Group**") (the "**Proposed Disposal**").

The indicative ballpark aggregate consideration payable by the Purchaser to the Vendor will be in the region of RMB800 million (the "**Floor Amount**") to RMB1.1 billion (the "**Indicative Consideration Range**").

On 2 February 2026, the Vendor and the Purchaser entered into a 1st supplemental agreement (the "1st **Supplemental Agreement**"). Pursuant to the 1st Supplemental Agreement, it was agreed, among other things, that final agreed consideration shall be RMB850,000,000 (the "**Final Consideration**"). The relevant announcement on the 1st Supplemental Agreement was released via SGXNet on 2 February 2026 (the "**2 February 2026 Announcement**").

On 26 February 2026, the Vendor and the Purchaser further entered into a 2nd supplemental agreement (the "**2nd Supplemental Agreement**") to further amend the terms of the SPA in connection with the novation arrangement relating to the Proposed Disposal. The Final Consideration of RMB850,000,000 remains unchanged. The relevant announcement on the 2nd Supplemental Agreement was released via SGXNet on 27 February 2026 (the "**27 February 2026 Announcement**"). Please also refer to the explanatory notes under Section 3.2 of this Circular for details on the amendments to the SPA pursuant to the 2nd Supplemental Agreement.

The Proposed Disposal constitutes a "major transaction" under Chapter 10 of the listing manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and is conditional upon the approval of Shareholders at an extraordinary general meeting ("**EGM**") to be convened. Please refer to Section 7 of this Circular for further details.

The Proposed Disposal also constitutes an "interested person transaction" under Chapter 9 of the Listing Manual. As the value of the Proposed Disposal exceeds 5% of the Group's latest audited net tangible assets ("**NTA**"), the Proposed Disposal is conditional upon the approval of Shareholders being obtained at the extraordinary general meeting ("**EGM**") to be convened. Please refer to Section 9 of this Circular for further details.

1.2. Extraordinary General Meeting

The Board is proposing to convene an EGM to be held on 22 April 2026 at 2:00 p.m. to seek the approval of the Shareholders for the Proposed Disposal, notice of which is set out on pages 56 to 58 of this Circular ("**Notice of EGM**").

1.3. Purpose of this Circular

The purpose of this Circular is to provide Shareholders with information pertaining to, and to explain the rationale for, the Proposed Disposal and to seek approval of shareholders who are considered to be independent ("**Independent Shareholders**") of the Proposed Disposal for the ordinary resolution to be tabled at the forthcoming EGM.

This Circular has been prepared solely for the purpose outlined above and may not be relied upon by any persons (other than the Shareholders to whom this Circular is despatched to by the Company) or for any other purpose.

The SGX-ST takes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Circular.

2. INFORMATION RELATING TO THE TARGET COMPANY AND THE PURCHASER

2.1. Information on the Target Company

The Target Company (Garden Fresh Beverage Group Co., Ltd.) is incorporated in the British Virgin Islands.

The Target Company has an issued share capital of USD10,000 divided into 10,000 ordinary shares (the "**Sale Shares**"), all of which are directly held by the Vendor.

Please refer to **Appendix A** for the corporate structure of the Group as at the date of this Circular.

Based on the latest unaudited consolidated management accounts of the Target Group (as defined below) for financial year ended 31 December 2025, the consolidated net asset value of the Target Group is approximately RMB1,215 million and net loss of the Target Group is approximately RMB12 million.

There is no open market value for the Target Group. The Company has commissioned an independent valuation on the Sale Shares. Please refer to Section 5 of this Circular for further information on the independent valuation.

Based on the Final Consideration of RMB850 million, the Company expects to recognise a one-off non-cash loss on the Proposed Disposal of approximately RMB365 million which represents the deficit of the Final Consideration over the book value of the Sale Shares.

For the purposes of this Circular, the "**Target Group**" comprises the following entities:

- Garden Fresh Beverage Group Co., Ltd. (BVI)
  鲜绿园英属维京群岛鲜绿园(开曼群岛)

- Garden Fresh (HK) Fruit & Vegetable Beverage Co., Ltd.
  鲜绿园(香港)果蔬饮料有限公司

- Shandong Garden Fresh Health Industry Co., Ltd.
  山东鲜绿园健康产业有限公司

- Garden Fresh (Shenzhen) Fruit & Vegetable Beverage Co., Ltd.
  鲜绿园(深圳)果蔬饮料有限公司

- Garden Fresh (Shenzhen) Tech Co., Ltd.
  鲜绿园(深圳)饮品科技有限公司

- Garden Fresh (Anhui) Fruits & Vegetable Co., Ltd.
  安徽鲜绿园果蔬饮料有限公司

- Garden Fresh (Sichuan) Fruits & Vegetable Co., Ltd.
  四川鲜绿园果蔬饮料有限公司

- Garden Fresh (Hubei) Food & Beverage Co., Ltd.
  鲜绿园(湖北)食品饮料有限公司

- Hubei Grandness Property Management Co., Ltd.
  湖北振鹰物业管理有限公司

2.2. Information on the Purchaser

The Purchaser (Ideutsch Health Technology Group (HK) Co., Ltd.) is a company incorporated in Hong Kong. Its principal business is investment holding.

The sole and direct shareholder of the Purchaser is Mr Huang Yupeng ("**Mr Huang**"), who is also the Chairman, Chief Executive Officer ("**CEO**"), director and controlling shareholder of the Company holding approximately 30.64% of the total number of issued shares in the Company.

2.3. Relationship between the Company and the Purchaser

As explained above, Mr Huang is the Chairman, Chief Executive Officer and controlling shareholder of the Company.

100% of the ordinary shares in the Vendor's share capital is a wholly owned by Grandness (HK) Industry Co., Ltd., which is in turn a wholly owned subsidiary of the Company. In other words, the Vendor is an indirect subsidiary of the Company.

Under Chapter 9 of the Listing Manual, the Vendor, being an indirect subsidiary of the Company as the issuer, is an "entity at risk" and the Purchaser is, by virtue of it being wholly owned and controlled by Mr Huang, an "interested person". The Proposed Disposal is accordingly classified as an interested person transaction under the Listing Manual, further details of which are set out in Section 9 of this Circular.

3. PRINCIPAL TERMS OF THE PROPOSED DISPOSAL

3.1. Overview of the Proposed Disposal

Subject to the terms and conditions of the SPA (as amended, modified and supplemented by the 1st Supplemental Agreement and the 2nd Supplemental Agreement), the Vendor shall sell the Sale Shares to the Purchaser on an as-is-where-is basis.

No representation or warranty of any kind in respect of the Sale Shares and the Target Group is provided by the Vendor.

Upon the completion of the Proposed Disposal, the Target Group will cease to be part of the Group.

3.2. Novation of Debts

As at 30 September 2025, certain subsidiaries of the Company and the Company itself (collectively, the "**Debtors**") are indebted to Mr Huang, in an aggregate amount of RMB111,544,225 (the "**Relevant Debts**") as follows:

No.	Name of Debtor	Total amount owed to Huang as at 30 September 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:	**RMB111,544,225**

In connection with the Proposed Disposal:

(a) Mr Huang has assigned all his rights, title and interest in the Relevant Debts to the Purchaser;

(b) the Relevant Debts will be novated to the Vendor, pursuant to which the Debtors will be fully released from their respective obligations to repay the Relevant Debts to Mr Huang. Instead, the Vendor assumes the right (from Mr Huang) to collect the Relevant Debts from the Debtors; and

(c) the Vendor will assume the obligation to repay the Relevant Debts to the Purchaser in substitution for Mr Huang.

To clarify, pursuant to the novation arrangement described above, the Relevant Debts will be novated to the Vendor. The Debtors' repayment obligation to the Purchaser is extinguished and replaced with a repayment obligation to the Vendor. This novation does not eliminate the underlying indebtedness of the Debtors. It merely changes the identity of the creditor from Mr Huang (being the previous creditor) to the Vendor (being the new creditor). Accordingly, there is no net increase in the Debtors' equity value arising from the novation itself. In other words, the novation arrangement is a restructuring of creditor position within the Group (i.e., the Company and its subsidiaries) to facilitate the completion of the Proposed Disposal, and is not a debt waiver.

Explanatory notes:

(1) In the 2 February 2026 Announcement, it was announced that the Relevant Debts originally amounted to RMB118,727,158, and that the debtor entities included 2 additional entities: Garden Fresh (Shenzhen) Fruit & Vegetable Beverage Co., Ltd. and Garden Fresh (HK) Fruit & Vegetable Beverage Co., Ltd.

(2) In the 27 February 2026 Announcement, it was announced that the relevant parties agreed to revise the Relevant Debts by excluding debts owed by Garden Fresh (Shenzhen) Fruit & Vegetable Beverage Co., Ltd. (i.e., RMB597,929) and Garden Fresh (HK) Fruit & Vegetable Beverage Co., Ltd. (RMB6,585,004) from the novation arrangement, such that the revised Relevant Debts amount to RMB111,544,225. The Final Consideration of RMB850,000,000 remains unchanged.

For the avoidance of doubt, 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) to Mr Huang shall remain their respective obligations and shall not form part of the Relevant Debts or the novation arrangement described above.

3.3. Consideration

As announced in the 2 February 2026 Announcement, the Vendor and the Purchaser had entered into the 1st Supplemental Agreement pursuant to which it was agreed, among other things, that the Final Consideration would be RMB850,000,000.

As announced in the 27 February 2026 Announcement, the Vendor and the Purchaser had entered into the 2nd Supplemental Agreement pursuant to which it was agreed, among other things, that the payment terms for the Final Consideration shall, subject to the conditions precedent being satisfied, be revised 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) on the date of completion. Upon completion of the payment of the Initial Payment, the amount of the Relevant Debts will be reduced to RMB26,544,225 ("**Outstanding Debts**");

(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) and (ii) partly in cash (amounting to RMB164,705,775) 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).

The IFA is of the view that the Deferred Payment arrangement as set out above is on normal commercial terms and not prejudicial to the Company and its minority shareholders:

(a) The IFA's view is premised on the fact that the debt novation and set off mechanics do not change the underlying economics or the valuation basis used to arrive at the consideration. The Relevant Debts represent amounts already owed by the Group to Mr Huang and were crystallised. From Mr Huang's perspective, these amounts are obligations of the Group to him in their entirety, and the restructuring does not create any new liability or confer any additional benefit beyond providing a mechanism to settle part of the consideration.

(b) Accordingly, the set off arrangement is, in substance, a settlement mechanism whereby a portion of the consideration payable by the Purchaser is satisfied by netting off against pre-existing receivables owed by the Group to Mr Huang (and assigned to the Purchaser), rather than by additional cash payment. The Group's overall valuation of the Target Group and the agreed consideration remain unchanged, and the arrangement does not result in the Company paying more or receiving less value than what was contemplated under the valuation.

(c) On this basis, and having regard to the valuation support for the final consideration, the IFA is of the view that the restructuring mechanics are on normal commercial terms and are not prejudicial to the Company and its minority shareholders.

(d) In light of the terms and conditions as set out above, the IFA remains of the view that the transaction is on normal commercial terms and not prejudicial to the Company and its minority shareholders.

The Recommending Directors concur with the IFA's view set out above.

The Consideration was arrived at on a willing-buyer and willing-seller basis, taking into account, among other things, the following factors:

(a) The draft valuation report on the Sale Shares dated 29 January 2026 which was prepared by RSM SG Corporate Advisory Pte. Ltd. ("**Independent Valuer**") and which has valued the entire net asset value of the Target Group at the range of RMB842 million to RMB1,108 million; and

(b) the rationale and benefits to the Company for the Proposed Disposal as set out in Section 4 of this Circular.

Based on the value of the Consideration and the assumptions set out in Section 6 of this Circular, the loss upon completion of the Proposed Disposal is expected to be RMB365 million.

3.4. Conditions Precedent

Completion of the Proposed Disposal is conditional upon, among other things, the fulfilment and satisfaction of the following conditions precedent:

(a) the Vendor having received the requisite approval from its board of directors and its shareholders for the sale of the Sale Shares and the transactions contemplated under the SPA at an extraordinary general meeting to be convened by the Vendor for, *inter alia*, seeking the approval of the shareholders for the sale of the Sale Shares;

(b) all material approvals, authorisations, clearances, confirmations, consents, exemptions, grants, licenses, orders, permissions, recognitions and waivers as may be required or appropriate for or in connection with the sale of the Sale Shares by the Vendor to the Purchaser and all other transactions in connection therewith and incidental thereto on the terms set out in the SPA from all relevant agreements, deeds, government, governmental, quasi-governmental, supranational, statutory, regulatory, administrative, fiscal or judicial agency, authority, body, court, commission, department, exchange (including, without limitation, the SGX-ST) or tribunal in any jurisdiction having been obtained and not withdrawn or revoked as at Completion Date;

(c) no relevant authority taking, instituting, implementing or threatening to take, institute or implement any action or proceeding, that will make the sale and purchase of the Sale Shares and all other transactions in connection therewith and incidental thereto, void, illegal and/or unenforceable or otherwise restrict, restrain, prohibit or otherwise frustrate or be adverse to the same; and

(d) all other consents and approvals required under any and all applicable laws and relevant agreements and documents for the sale of the Sale Shares and to give effect to the transactions contemplated hereunder (including, without limitation, such consent and waivers as may be necessary of terms which would otherwise constitute a default under any instrument, contract, document or agreement to which the Vendor or any member of the Target Group is a party or by which they or their respective assets are bound) being obtained and where any consent or approval is subject to conditions, such conditions being satisfactory to the Purchaser.

3.5. Completion

Subject to all the conditions precedent set out in Section 3.4 having been fulfilled (or waived) by the Purchaser, completion ("**Completion**") shall take place within ten (10) Business Days commencing from the date on which the last condition precedent is fulfilled (or waived), or such other date as the Parties may agree in writing but in any event, no later than 31 December 2026 (the "**Long Stop Date**").

The Target Group will cease to be part of the Group upon completion.

Please refer to **Appendix B** for the corporate structure of the Group immediately after the completion of the Proposed Disposal.

4. RATIONALE FOR THE PROPOSED DISPOSAL AND USE OF PROCEEDS

4.1. Rationale and benefits for the Proposed Disposal

(a) To facilitate the Company's efforts for trading in its shares to be resumed

Trading in the shares of the Company had been suspended since 7 December 2020. Since the suspension, the Company has been actively preparing for the submission of a trading resumption proposal and is making every effort to meet the necessary requirements for trading to be resumed. The key obstacle to trading resumption is the outstanding debt owed to Goldman Sachs Investments Holdings (Asia) Limited ("**GS**") by the Company's subsidiary, Garden Fresh (HK) Fruit & Vegetable Beverage Co., Limited via the issue of various bonds to GS (the "**Bonds**").

As at 31 December 2023, the amount owing to GS on the Bonds is RMB1.27 billion. The Bonds are expected to increase to approximately RMB1.45 billion as at 31 December 2024 and further to approximately RMB1.76 billion as at 31 December 2025.

Upon completion of the Proposed Disposal, the outstanding Bonds will be transferred out of the Group. This is expected to improve the Group's liquidity position and enhance its financial flexibility.

In addition, the Group's fruit juice business (the "**Garden Fresh Segment**") operates in an increasingly competitive market environment in the PRC, driven by the entry of additional market participants. The heightened competition has exerted pressure on the gross profit margin of the segment. In order to maintain its market share and competitiveness, the Group would be required to continue investing significant capital in fixed assets as well as research and development.

Having taken into consideration the capital-intensive nature of the Garden Fresh Segment, the margin pressures arising from intensified competition, and the Group's current financial position, the Board is of the view that the Proposed Disposal would allow the Group to streamline its operations, reduce future capital expenditure requirements.

The Proposed Disposal is expected to address the Group's outstanding indebtedness and improve its liquidity and financial flexibility, which would support the Company's efforts towards the resumption of trading of its shares.

The Company is actively working towards being able to put forward an application for the resumption of trading of its shares on the SGX-ST. In particular, the Company intends to prioritise the completion and issuance of its outstanding audited financial statements. The Company is currently working with its auditors closely to complete the audits for the financial years ended 31 December 2024 ("**FY2024**") and 31 December 2025 ("**FY2025**"), and is targeting to complete the audits within this year and to convene the relevant annual general meetings ("**AGMs**") as soon as practicable thereafter.

The Company aims to submit a resumption proposal and make the necessary applications to the relevant authorities at an appropriate juncture with a view to resuming trading at the earliest practicable opportunity.

(b) Focus on the canned vegetable and fruits business ("**Grandness Segment**")

Following the completion of the Proposed Disposal, the Group will continue to retain its canned vegetable and fruits business, which is expected to form a sustainable operating basis to support the Company's efforts towards the resumption of trading of its shares.

Below is a summary of the key financial results of the Grandness segment:

	FY2025 **RMB'000** Unaudited	**FY2024** **RMB'000** Unaudited	**FY2023** **RMB'000** Audited	**FY2022** **RMB'000** Audited
Revenue	610,957	524,083	478,490	443,735
Profit before tax	89,787	94,736	73,585	32,006
Net Profit	**67,808**	**94,736**	**67,514**	**21,449**

In addition, the proceeds from the Proposed Disposal are intended to be utilised to support the Group's remaining business segment (i.e., the Grandness Segment) and its working capital requirements, and for future expansion of the remaining business. The Board is of the view that this will place the Group in a better position to pursue its plans for the resumption of trading in its shares on the SGX-ST and the sustainable operation of its remaining businesses.

(c) **Preferred disposal approach**

The independent Board, comprising the two Independent Directors, assessed multiple disposal methodologies in its evaluation of the Proposed Disposal. In determining the optimal process, the independent Board gave due consideration to the Company's prolonged trading suspension, financial condition, liquidity constraints, and the time-sensitive nature of the situation.

In light of these factors, the independent Board conducted preliminary market soundings with potential purchasers. To elaborate, the actions taken by the independent Board in conducting the preliminary market soundings include the following:

(i) Through its professional advisors and the independent Board's own industry network, the independent Board identified and approached various potential strategic investors as well as financial investors with interests in the PRC food and beverage sector;

(ii) Subject to appropriate confidentiality arrangements, the high-level information relating to the Target Group's business operations and financial profile was provided to such potential investors; and

(iii) The independent Board, through its advisors, obtained preliminary, non-binding feedback from these potential investors on their level of interest, indicative valuation expectations and anticipated execution timeline, among other things. Feedback received indicated limited market interest. For the avoidance of doubt, the independent Board has not received any definitive or binding proposal from any party as at the date of this Circular.

As mentioned above, the feedback indicated limited market interest. Alternative approaches, such as a broader competitive sale process or public auction, were deemed likely to require a substantially longer timeframe for completion. Given that the Company's shares have been suspended from trading since 2020, such alternatives were considered impracticable

The Purchaser is a corporate vehicle controlled by Mr Huang Yupeng, the CEO, Executive Director, and controlling shareholder of the Company. Mr Huang was instrumental in establishing the fruit beverage business and is therefore uniquely positioned to assume control of the Target Group with minimal disruption to its operations, financial continuity, and human resources.

Consequently, the independent Board considers the sale of the Sale Shares to the Purchaser under the terms of the Share Purchase Agreement to be the preferable disposal approach. For clarity, Mr Huang (being an interested person) and Ms Huang (being Mr Huang's sister) (the "**Non-recommending Directors**") recused themselves from all Board deliberations concerning the Proposed Disposal and abstained from voting on the relevant approval resolutions.

4.2. Use of Proceeds

The proceeds from the Proposed Disposal are intended to be utilised to support the Group's Grandness Segment and its working capital requirements, and for future expansion of the remaining businesses. The Board is of the view that this will place the Group in a better position to pursue its plans for the resumption of trading and the sustainable operation of its remaining businesses.

The Group intends to use the net proceeds for the following purposes:

(a) expansion of remaining business (Grandness segment);

(b) Capital expenditure on fixed assets to support the remaining business' operational needs and long-term growth;

(c) and potential acquisition(s) in the future to expand the remaining business; and

(d) general working capital requirement of the Group.

The Group anticipates that the breakdown for the use of net proceeds will be as follows:

Use of Net Proceeds	Percentage of Net Proceeds
Business expansion	30%
Capital expenditure on fixed assets	20%
Potential acquisition(s)	20%
Working capital	30%
Total	**100%**

Pending the deployment of the net proceeds for the purposes mentioned above, such proceeds may be deposited with financial institutions, invested in short term money markets and/or marketable securities, or for any other purposes on a short-term basis, as the Directors may deem appropriate in the interests of the Group.

5. VALUATION

RSM SG Corporate Advisory Pte. Ltd. ("**Independent Valuer**") was commissioned by the Company to prepare a valuation report to value the entire issued share capital of the Target Company to provide Shareholders with an independent opinion of the market value of the Target Group.

Based on the Valuation Report, the value of the **entire** issued share capital of the Target Company as at 31 December 2025 is approximately between RMB842 million to RMB1,108 million based on the income approach. The Independent Valuer also performed a cross check via market approach where the implied EV/EBITDA multiples range derived via the income approach falls within the EV/EBITDA multiples range of the selected comparable transactions. For more details, please see the Independent Valuation Summary Letter at **Appendix C** to this Circular.

6. FINANCIAL EFFECTS OF THE PROPOSED DISPOSAL

6.1. Assumptions

The pro forma financial effects of the Proposed Disposal as set out below are for illustrative purposes only and do not reflect the future financial position of the Company or the Group after Completion.

The updated pro forma financial effects in this section are based on the unaudited consolidated management accounts of the Group for the financial year ended 31 December 2025 ("**FY2025**"). The updated pro forma financial effects of the Proposed Disposal have been prepared based on the following assumptions:

(a) The number of shares is based on the 1,149,410,658 issued and paid-up ordinary shares in the capital of the Company ("**Shares**") as at 31 December 2025;

(b) The Proposed Disposal had been completed on 31 December 2025 for the purposes of computing the pro forma financial effects on the net tangible assets ("**NTA**") of the Group;

(c) The Proposed Disposal had been completed on 1 January 2025 for the purposes of computing the pro forma financial effects on the earnings per Share ("**EPS**") of the Group;

(d) The Final Consideration is RMB850 million is paid by the Purchaser to the Vendor;

(e) costs and expenses in connection with the Proposed Disposal are disregarded for the purposes of calculating the financial effects; and

(f) The one-off non-cash loss of RMB365 million arising from the Proposed Disposal has not been taken into account in calculating the financial effects.

6.2. Effects on the NTA per Share

		Immediately before the completion of the Proposed Disposal	Immediately after the completion of the Proposed Disposal
NTA (RMB'000)	:	1,835,703	1,469,878
Number of Shares	:	1,149,410,658	1,149,410,658
NTA per Share (Fen)	:	160	128

6.3. Effects on EPS

		Immediately before the completion of the Proposed Disposal	Immediately after the completion of the Proposed Disposal
Profit attributable to shareholders (RMB'000)	:	55,894	68,255*
Number of Shares	:	1,149,410,658	1,149,410,658
EPS (Fen)	:	4.86	5.94

Notes:

* Based on the unaudited segmental financial information of the Group, the Garden Fresh segment recorded a loss of RMB12.36 million in FY2025, which was driven mainly by the accrual of interest in respect of the Goldman Sachs bond.

For the purpose of illustrating the pro forma financial effects of the Proposed Disposal on the EPS of the Group, it is assumed that the Proposed Disposal had been completed on 1 January 2025. Had the Proposed Disposal been effected on that date, the financial results of the Garden Fresh segment would not have been consolidated into the Group's financial statements for FY2025. Accordingly, the Group's profit for FY2025 would have increased by approximately RMB12.36 million, being the loss attributable to the Garden Fresh segment for that financial year.

The above is presented for illustrative purposes only and do not reflect the future financial position of the Company or the Group after Completion.

7. RELATIVE FIGURES UNDER RULE 1006 OF THE LISTING MANUAL

Based on the latest announced financial statements of the Group, the relative figures for the Proposed Disposal as computed on the bases set out in Rule 1006 of the Listing Manual and the audited consolidated financial information of the Group for FY2025 are as follows:

(a)	Net asset value of the assets to be disposed of, compared with the group's net asset value.	66%(1)
(b)	Net profits attributable to the assets disposed of, compared with the Group's net profits/losses.	-22%(2)
(c)	Aggregate value of the consideration received, compared with the Company's market capitalisation based on the total number of issued Shares excluding treasury shares.	665%(3)

(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[4]
(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[5]

Notes:

(1) "Net assets" means total assets less total liabilities. The net asset value of the Target Group and the Group for the year end 31 December 2025 (being the Company's latest unaudited consolidated accounts) is RMB1,215 million and RMB1,835 million, respectively.

(2) "Net profits" means profit or loss after income tax and minority interests. The Target Group recorded a net loss of approximately RMB12 million for the financial year ended 31 December 2025. The net profits of the Group for the financial year ended 31 December 2025 are approximately RMB55,447,000.

(3) It is calculated based on the agreed Final Consideration (being RMB850,000,000) for the Proposed Disposal. Under Rule 1002(5), "market capitalisation" is determined by multiplying the number of Shares in issue by the weighted average price of such Shares transacted on the market day preceding the date of the SPA. However, trading in the Company's shares had been halted on 25 November 2020 and suspended with effect from 7 December 2020. Accordingly, the market capitalisation of the Company is based on 1,149,410,658 Shares in issue and the weighted average price of SGD0.020 of the Shares transacted on 25 November 2020, being the last market date preceding the date of the SPA that the Shares were traded, and as such the market capitalisation for the purposes of the Proposed Disposal is SGD22,988,000 or equivalent to approximately RMB127,712,000 based on an exchange rate of SGD1.00 : RMB5.56.

(4) Rule 1006(d) of the Listing Manual is not applicable to a disposal of assets.

(5) Rule 1006(e) of the Listing Manual is not applicable as the Company is not a mineral, oil and gas company.

As the relative figures computed above on the bases set out in Rule 1006 above exceed 20%, the Proposed Disposal constitutes a major transaction under Rule 1014 of the Listing Manual. Therefore, the Proposed Disposal is conditional upon the approval of Shareholders at the EGM to be convened.

8. LOSS ON DISPOSAL

Based on the unaudited consolidated management accounts of the Group for financial year ended 31 December 2025 and the Final Consideration of RMB850 million, the Company expects to recognise a one-off non-cash loss on the Proposed Disposal of approximately RMB365 million which represents the deficit of the proceeds over the book value of the Sale Shares.

9. THE PROPOSED DISPOSAL AS AN INTERESTED PERSON TRANSACTION

9.1. Proposed Disposal as an Interested Person Transaction

As stated above, the Vendor is an indirect subsidiary of the Company. This means the Vendor is the "entity at risk" in accordance with Rule 904(2)(b) of the Listing Manual.

The Purchaser is solely owned and controlled by Mr Huang, who is also the CEO, director, chairman and the controlling Shareholder of the Company. Mr Huang owns approximately 30.64% of the total issued and paid up share capital of the Company. This means the Purchaser is an associate of Mr Huang and is thus an "interested person" under Rule 904(4)

(a) (ii)) of the Listing Manual. Accordingly, the Proposed Disposal, which is a transaction between the Purchaser (the "interested person") and the Vendor (the "entity at risk"), constitutes an interested person transaction under Rule 904 (5) of the Listing Manual.

9.2. Materiality Thresholds under Chapter 9 of the Listing Manual

Under Chapter 9 of the Listing Manual, Shareholders' approval is required for an interested person transaction of a value equal to, or exceeding 5% of the Group's latest audited NTA.

The value of the Proposed Disposal, which is the Final Consideration (i.e., RMB850,000,000), represents approximately 46.3% of the Group's latest unaudited NTA as at 31 December 2025 (which is RMB1,835 million), and approximately 51.0% of the Group's latest audited NTA as at 31 December 2023 (which is RMB1,667 million).

As the value of the Proposed Disposal (being the amount at risk to the Group) exceeds 5% of the Group's latest audited NTA, the Proposed Disposal is, pursuant to Rule 906 of the Listing Manual, subject to the approval of the independent Shareholders being obtained at an EGM of the Company to be convened.

9.3. Current and On-going Interested Person Transactions

Save for the Proposed Disposal as disclosed above, the Group has not entered into any transactions with the Purchaser during the financial year ended 31 December 2023 up to the date of this Circular.

As at the date of Circular, the aggregate value of all interested person transactions entered into by the Group for the financial year ended 31 December 2025 is approximately USD3,000,000 (equivalent to approximately RMB21,000,000), which pertains to accrued interest charge on a shareholder's loan.

9.4. Interested Person's Abstention from Voting on the Proposed Disposal

Rule 919 of the Listing Manual requires that interested persons and their associates (as defined in the Listing Manual) must not vote on any Shareholders' resolution approving any interested person transaction.

In accordance with Rule 919 of the Listing Manual, Mr Huang, being an interested person, and Ms Huang Yushan (Mr Huang's sister) ("**Ms Huang**") will abstain, and have undertaken to ensure that their associates will abstain, from voting on the resolution approving the Proposed Disposal.

Further, Mr Huang and Ms Huang shall not, and shall ensure that their associates decline to, accept appointment as proxies to attend and vote at the forthcoming EGM in respect of the resolution relating to the approval of the Proposed Disposal for other Shareholders unless the Shareholder concerned shall have given specific instructions as to the manner in which his votes are to be cast at the EGM.

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

10.1. The Company has an existing issued and paid-up share capital of 1,149,410,658 Shares as at the Latest Practicable Date. As at the Latest Practicable Date, the interests of the Directors and Substantial Shareholders in the capital of the Company as recorded in the Register of Directors' Shareholdings pursuant to Section 164 of the Companies Act and the Register of Substantial Shareholders pursuant to Section 88 of the Companies Act, respectively, are as follows:

	Direct Interest		**Deemed Interest**		**Total Interest**(1)	
Directors						
Huang Yupeng(2)	352,124,087	30.64%	–	–	352,124,087	30.64%
Huang Yushan(2)	–	–	–	–	–	–
Substantial Shareholders						
Huang Yupeng	352,124,087	30.64%	–	–	352,124,087	30.64%
Chalermchai Mahagitsiri(3)	–	–	130,488,508	11.35%	130,488,508	11.35%
Soleado Holdings Pte. Ltd.	93,544,559	8.14%	–	–	93,544,559	8.14%
Thoresen Thai Agencies Public Company Limited(4)	–	–	93,544,559	8.14%	93,544,559	8.14%
JW Capital Group Limited	170,000,000	14.79%	–	–	170,000,000	14.79%

Note(s):

(1) Based on the issued share capital of the Company of 1,149,410,658 Shares as at the Latest Practicable Date.

(2) Mr Huang Yupeng, the Chairman and Chief Executive Officer of the Company, and Ms Huang Yushan, an Executive Director of the Company, are siblings.

(3) Mr. Chalermchai Mahagitsiri holds more than 20% direct interest in Thoresen Thai Agencies Public Company Limited. Mr. Chalermchai Mahagitsiri also holds a controlling interest in PM Group Company Limited. Accordingly, he is deemed to be interested in the Shares held by Soleado Holdings Pte. Ltd. and PM Group Company Limited.

(4) Soleado Holdings Pte. Ltd. is the wholly-owned subsidiary of Thoresen Thai Agencies Public Company Limited. Accordingly, Thoresen Thai Agencies Public Company Limited is deemed to be interested in such Shares held by Soleado Holdings Pte. Ltd.

10.2. Save for Mr Huang and Ms Huang, and save as disclosed in Section 10.1 of this Circular, none of the Directors (other than in his capacity as a Director), Substantial Shareholders of the Company or their associates has any interest, direct or indirect, in the Proposed Disposal.

11. DIRECTORS' SERVICE AGREEMENTS

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

12. OPINION OF THE INDEPENDENT FINANCIAL ADVISER

Evolve Capital Advisory Private Limited has been appointed as the independent financial adviser ("**IFA**") to advise the Recommending Directors in relation to the Proposed Disposal as an interested person transaction. Based on its considerations and subject to the qualifications and assumptions set out in the IFA letter, the IFA is of the opinion that the Proposed Disposal is on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

The IFA Letter, containing the IFA's advice in full, is set out in **Appendix D** to this Circular. Shareholders are advised to read the IFA Letter carefully and in its entirety.

13. STATEMENT FROM THE AUDIT COMMITTEE

The members of the Audit Committee do not have any interests in the Proposed Disposal and are accordingly deemed to be independent for the purposes of the Proposed Disposal.

Having considered, inter alia, the terms, rationale for and benefits of the Proposed Disposal, as well as the opinion and advice of the IFA on the Proposed Disposal, the Audit Committee concurs with the opinion of the IFA and is of the view that the Proposed Disposal is on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

14. DIRECTORS' RECOMMENDATIONS

The Directors who are deemed to be non-interested for the purposes of making a recommendation to the Shareholders in respect of the Proposed Disposal are Ms Li Xueying and Mr Tan Qing Wen, Jeremy (collectively, the "**Recommending Directors**").

Having fully considered, *inter alia*, the terms, the rationale and the benefits of the Proposed Disposal, the financial effects thereof, as well as the advice and recommendations of the IFA, the Recommending Directors are of the opinion that the Proposed Disposal is in the best interests of the Company and accordingly the Recommending Directors recommend that the Independent Shareholders vote in favour of the Proposed Disposal at the EGM to be convened.

Mr Huang (being an interested person), and Ms Huang (being Mr Huang's sister) (the "**Non-recommending Directors**") are not independent for the purpose of making a recommendation to the Shareholders in respect of the Proposed Disposal. Accordingly, the Non-recommending Directors have therefore abstained from making any such recommendation to the Shareholders on the Proposed Disposal.

15. EXTRAORDINARY GENERAL MEETING AND CIRCULAR

The EGM, notice of which is set out on pages 56 to 58 of this Circular, shall be held on 22 April 2026 at 2:00 p.m. at Orchid Country Club, Sapphire 3 Room, 1 Orchid Club Road, Singapore 769162 (or any adjournment thereof), for the purpose of considering, and if thought fit, passing with or without modifications, the resolutions set out in the Notice of the EGM.

16. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf should complete, sign and return the accompanying Proxy Form attached to the Notice of EGM set out in this Circular in accordance with the instructions printed thereon as soon as possible.

The instrument appointing a proxy:

(a) if submitted personally or by post, must be deposited at the office of the Share Registrar of the Company, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd., at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619; or

(b) if submitted by electronic means, must be sent by email to proxy@grandnessgroups.com,

in either case, to be received not less than 72 hours before the time fixed for the EGM.

The completion and return of the Proxy Form by such Shareholder will not prevent him from attending and voting in person at the EGM in place of his proxy should he subsequently wish to do so.

A Depositor will not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears in the Depository Register as at 72 hours before the EGM.

Shareholders who are in doubt as to any actions they should take in relation to this Circular, please consult independent advisers.

17. LEGAL ADVISER

Foxwood LLC has been appointed as the legal adviser to the Company as to Singapore law in relation to the preparation of this Circular.

18. CONSENTS

18.1. IFA Consent

The IFA has given and has not withdrawn its written consent ("**IFA Consent**") to the issue of this Circular and the inclusion of its name, the IFA Letter and all references thereto, in the form and context in which they appear in this Circular, and to act in such capacity in relation to this Circular.

18.2. Independent Valuer Consent

The Independent Valuer has given and has not before the Latest Practicable Date withdrawn its written consent ("**Valuer Consent**") to the issue of this Circular with the inclusion of its name, the Valuation Summary Letter and all references thereto, in the form and context in which they appear in this Circular.

19. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular 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 Circular misleading. Where information in the Circular 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 Circular in its proper form and context.

20. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the Company's registered office at 8 Marina View, #11-11 Asia Square Tower 1, Singapore 018960 during normal business hours from the date hereof up to and including the date of the EGM:

(a) the SPA;

(b) the 1st Supplemental Agreement;

(c) the 2nd Supplemental Agreement;

(d) the IFA Letter;

(e) the Valuation Report;

(f) IFA Consent;

(g) Valuer Consent; and

(h) the Constitution of the Company.

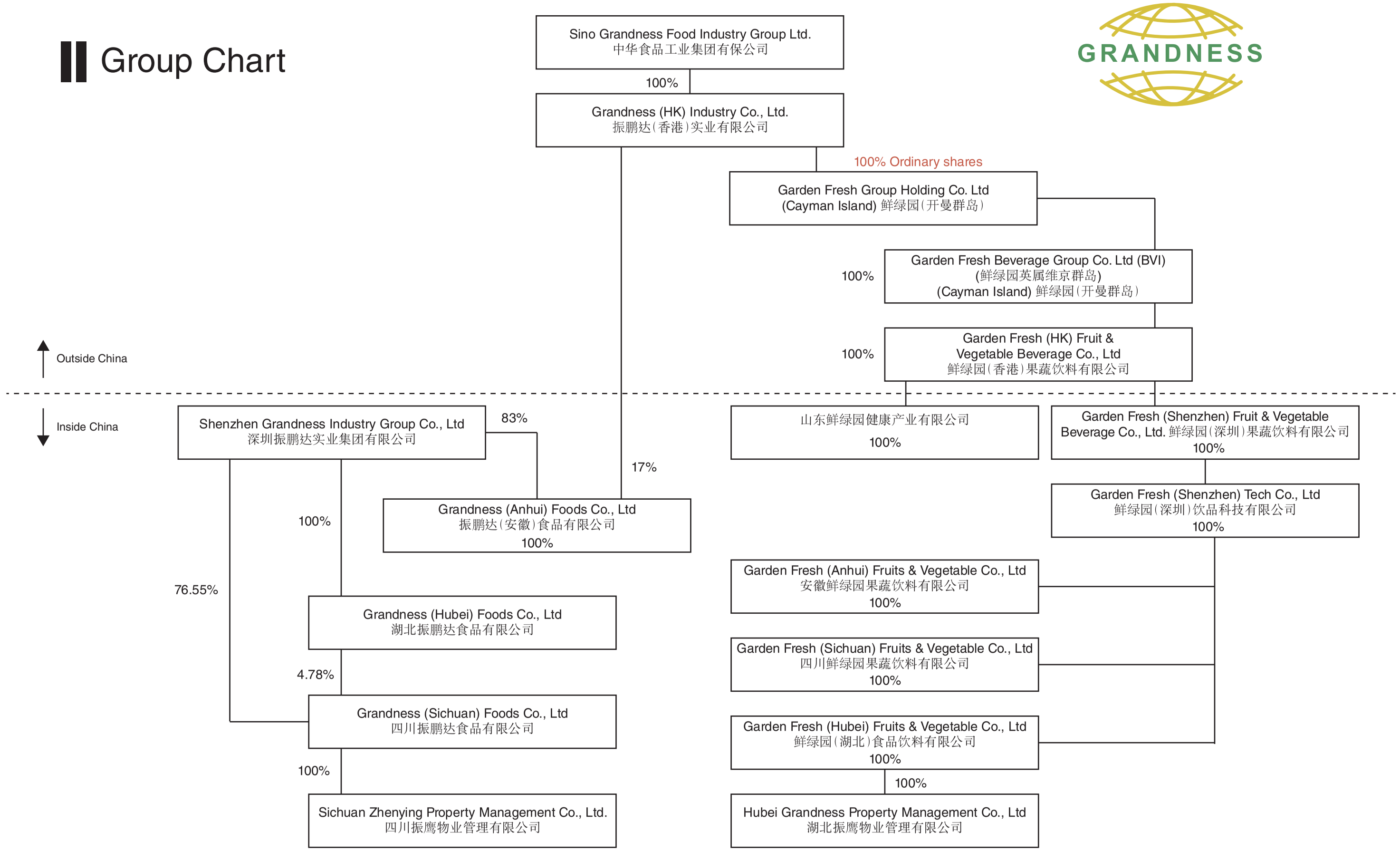
Yours faithfully,

For and on behalf of the Board of Directors of
SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED

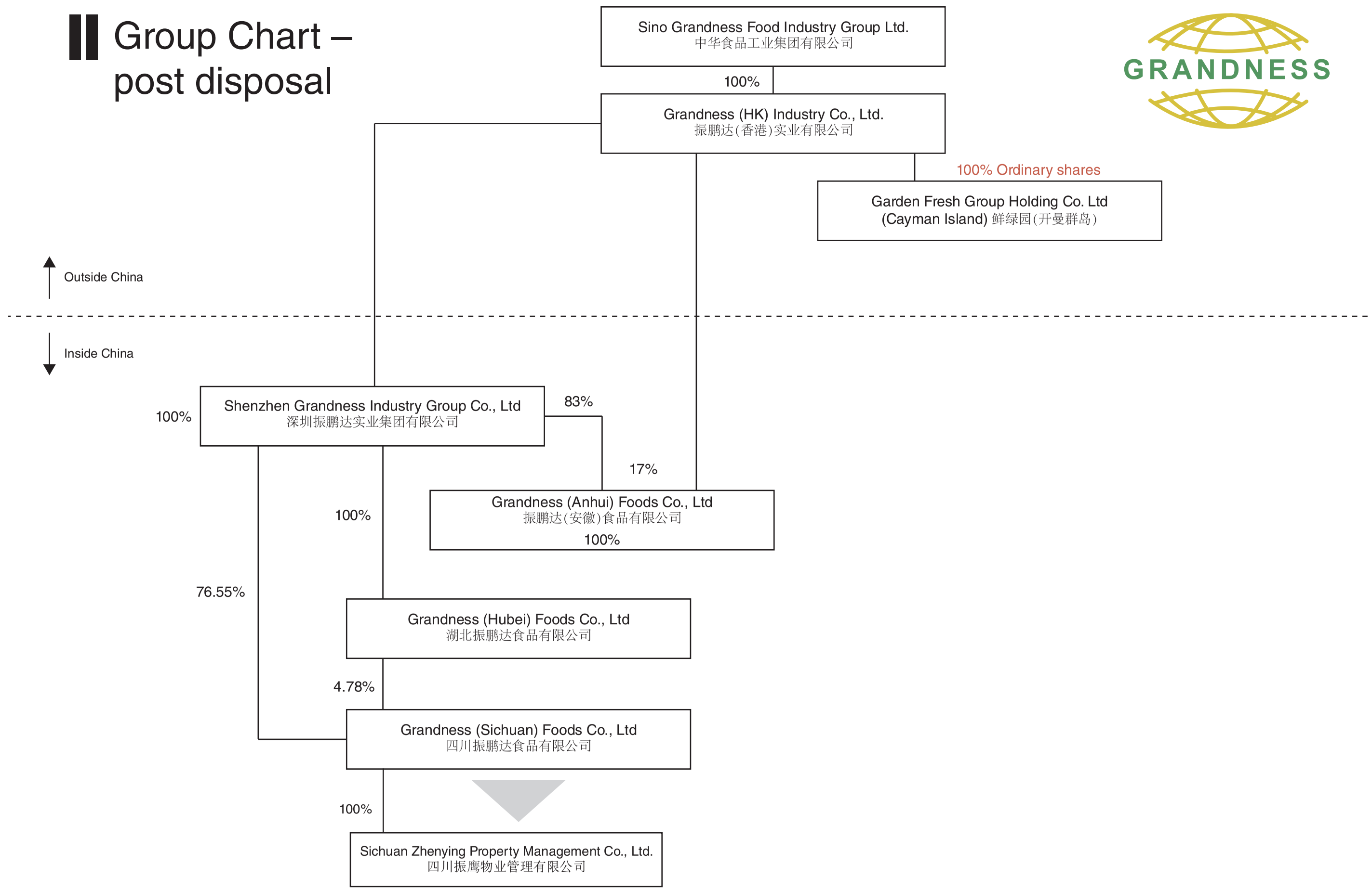
Ms Li Xueying
Independent Director
31 March 2026

APPENDIX A – GROUP STRUCTURE (INCLUSIVE OF TARGET GROUP TO BE DISPOSED OF) AS AT THE DATE HEREOF

Group Chart



APPENDIX B – GROUP STRUCTURE IMMEDIATELY AFTER THE COMPLETION OF THE PROPOSED DISPOSAL



INDEPENDENT VALUATION SUMMARY LETTER

29 January 2026

The Board of Directors
Sino Grandness Food Industry Group Limited
8 Marina View
#11-11
Asia Square Tower
Singapore 018960

Independent Valuation Report of Garden Fresh Beverage Group Co., Ltd and the direct and indirect subsidiaries

Dear Sirs

1. INTRODUCTION

RSM SG Corporate Advisory Pte Ltd ("**RSMCA**") has been engaged by the Board of Directors (the "**Board**") of Sino Grandness Food Industry Group Ltd (the "**Client**" or "**Company**") to estimate the market value ("**Market Value**" or "**MV**") range of Garden Fresh Beverage Group Co., Ltd and the direct and indirect subsidiaries ("**Garden Fresh**" or the "**Target Group**"), as defined in the disposal announcement dated 30 December 2025, as at 31 December 2025 (the "**Valuation Date**").

On 28 December 2025, the Company's indirect subsidiary, Garden Fresh Group Holding Co., Ltd (the "**Vendor**") entered into a sales and purchase agreement with Ideutsch Health Technology Group (HK) Co., Ltd (the "**Purchaser**") for the disposal of its entire shareholding interest in the Target Group. (the "**Proposed Disposal**"). Under Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") (the "**Listing Manual**"), the Vendor, being an indirect subsidiary of the Company as the issuer, is an "entity at risk". The Purchaser is wholly-owned and controlled by Mr Huang Yupeng ("**Mr Huang**"), who is also the Chairman, Chief Executive Officer, director and controlling shareholder of the Company, holding approximately 30.64% of the total number of issued shares in the Company. Accordingly, the Proposed Disposal is classified as an interested person transaction under Rule 904 (5) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), and will be subject to, amongst others, the approval of the Company's Shareholders at an Extraordinary General Meeting ("**EGM**") to be convened.

This summary valuation letter ("**Letter**") has been prepared for the purpose of inclusion as an appendix to the circular ("**Circular**") to be issued by the Company in relation to, *inter alia*, the Proposed Disposal.

This Letter sets out a summary of the information contained in our Independent Business Valuation Report dated 28 January 2026 ("**Valuation Report**"). This Letter must be read in conjunction with the full text of the Valuation Report.

Unless otherwise stated, words and expressions defined in the Circular for the purpose of obtaining shareholders' approval for the Proposed Disposal have the same meaning in this Letter.

2. TERMS OF REFERENCE

The objective of this Letter and the Valuation Report is to provide an independent view of the Market Value range of the Target Group as at the Valuation Date in accordance with the International Valuation Standards ("**IVS**") as prescribed by the International Valuation Standards Council ("**IVSC**").

We are not required and have not conducted a comprehensive review of the business, technical, operational, strategic or other commercial risks and merits of the Target Group and accordingly make no representation or warranty, expressed or implied, in this regard.

We do not express any opinion on the commercial merits and structure of the Proposed Disposal, nor are we providing any opinion, expressed or implied, as to the future trading price of the shares or the financial condition or performance of the Company upon the completion of the Proposed Disposal. Our terms of reference do not require us to evaluate or comment on the rationale, or the strategic or long-term prospects of the Proposed Disposal.

We have not undertaken any due diligence or audit of the information provided to us. Our procedures and inquiries do not constitute an audit in accordance with auditing standards generally accepted in Singapore. Therefore, we do not express any opinion on the financial statements of the Target Group.

However, our work entails the review of the information provided to us and discussions with the management of the Target Group ("**Target Management**") in relation to significant inputs provided to us such as the historical financials, financial forecasts assumptions and/or the orderbook for the entities within the Target Group, where applicable.

Our scope in this engagement does not require us to provide advice on legal, regulatory, accounting or taxation matters and, if specialist advice has been obtained by the Company and/or the Target Group and made available to us, we have considered, and where appropriate, relied upon such advice.

We have no present or prospective interest in the Company and/or the Target Group and are not a related corporation of nor do we have a relationship with the owners or other party/parties whom the Company and/or the Target Group is contracting with.

RSMCA's compensation is not contingent upon the reporting of a pre-determined value or direction in value that favours anyone, the amount of the value estimate, the attainment of a stipulated result, or the occurrence of a subsequent event.

The Valuation Report is not intended to be and is not included in the Circular and does not purport to contain all the information that may be necessary or desirable to fully evaluate the Proposed Disposal. Our independent opinion on the estimate of the Market Value range of the Target Group will not form a basis of the price at which the Target Group is to be invested and is not intended to form the basis of any investment decision in relation to the Proposed Disposal. RSMCA were not engaged in any negotiations, deliberations or the decision by the respective parties to enter into the Proposed Disposal.

Limitations of our Valuation Report and this Letter

This Letter and the Valuation Report are addressed strictly to the Board and for the intended purpose as set out above and accordingly neither the Valuation Report nor this Letter may be used or relied upon in any other connection by, and are not intended to confer any benefit on, any person (including without limitation the shareholders of the Company). Any recommendation made by the Board to the shareholders of the Company shall remain the responsibility of the Board.

Reliance on Information

In conducting our work and for the purpose of estimating the Market Value range, the Valuation Report and this Letter, we have held discussions with the Target Management. We have also read and relied on the information provided by them and other publicly available information, upon which our valuation analysis is based.

We have not independently verified the accuracy, completeness and adequacy of all such information provided or otherwise made available to us or relied upon by us as described above, whether written or verbal, and no representation or warranty, expressed or implied, is made and no responsibility is accepted by us concerning the accuracy, completeness or adequacy of all such information. However, we have made reasonable enquiries and exercised our judgement on such information and have performed our valuation on such basis.

Management has confirmed to us, upon making all reasonable enquiries and to their best knowledge and belief, that all material information available to them with respect to the Target Group that is relevant for the purpose of our terms of reference, has been disclosed to us and that such information is fair and accurate in all material respects and that there is no other information or fact, the omission of which would cause any information disclosed to us to be inaccurate or misleading in any material respect on the Target Group.

3. VALUATION PREMISE, APPROACH & METHODOLOGY

The Valuation Report is prepared in accordance with IVS and practice notes from Singapore Accountancy Commission and Institute of Valuers and Appraisers, Singapore including but not limited to PN-001 Minimum Requirements for Performing Valuations and Issuing Business Valuation Reports and PN-002 Minimum Disclosure Requirements for Summary Valuation Letters.

For the purpose of this valuation, Market Value is defined as "*the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgably, prudently and without compulsion*", as set out in IVS.

We considered the three approaches in estimating the Market Value of the Target Group:

- Cost / Net Asset Value ("**NAV**") Approach;
- Market Approach; and
- Income Approach.

We have applied the Income Approach to estimate the Market Value range of the Target Group. The Income Approach via free cash flow to firm ("**FCFF**") is applied to estimate the MV range of the Target Group as the value of the Target Group lies in future earnings. We have also adopted the Market Approach as a cross-check of our estimation of the MV range under the Income Approach. We compared the implied multiples with the EV/EBITDA multiple of comparable transactions.

The Market Value range of the Target Group is based on the information provided by and representations made by the Target Management. The assumptions used reflect the expectations and views regarding future events as at the Valuation Date and therefore, necessarily involve known and unknown risks and uncertainties affecting the Target Group.

The following key assumptions were applied in arriving at the Market Value range of the Target Group as at the Valuation Date, among others:

- Information provided by the Target Management up to the date of the Valuation Report fairly reflects the Target Group's financial and operating position;
- The Target Group is operating on a going concern basis as at the Valuation Date and will continue to have sufficient liquidity and capability to achieve its forecasted projections;
- The business forecast, including but not limited to the projected capital expenditure, revenue and profitability that the Target Group is expecting to achieve, is realistic from the Target Group's perspective;
- Terminal growth rate of 1.6% based on China's long term forecasted inflation rate was applied for the Target Group. We also applied a range of terminal growth rate by adjusting it by +/- 0.5%;
- Weighted average cost of capital ("**WACC**") of 13.1% is estimated based on the industry and country that the Target Group is operating in. We applied a range of discount rates by adjusting the WACC by +/- 0.5%; and

- Other information and representations made to us by Target Management during our discussions.

We do not provide assurance on the achievability of the future free cash flows results because events and circumstances may differ from the assumptions and expectations of Target Management; and achievement of future results is dependent on the subsequent actions, plans and execution, as well as other external factors.

4. CONCLUSION

In accordance with the terms of reference, limitations, key assumptions and factors set out herein, the Market Value range of the Target Group is estimated to be between RMB842 million to RMB1,108 million as at the Valuation Date.

Our estimate of the Market Value range of the Target Group is based on prevailing market, economic, industry, monetary and other conditions and on the information available as at the Valuation Date. Such conditions may change significantly over a relatively short period of time, and we assume no responsibility and are not required to update, revise or reaffirm our valuation conclusion to reflect events or developments subsequent to the Valuation Date.

Yours faithfully,

For and on behalf of RSM SG Corporate Advisory Pte Ltd

Terence Ang
Partner & Head of Advisory
Chartered Valuer and Appraiser, Singapore

EVOLVE CAPITAL ADVISORY PRIVATE LIMITED
(Company Registration Number: 201718400R)
(Incorporated in the Republic of Singapore)
160 Robinson Road, #20-01/02,
SBF Center, Singapore 068914

31 March 2026

To: The Directors of Sino Grandness Food Industry Group Limited who are considered independent in relation to the Proposed Disposal (as defined herein)

Ms Li Xueying (Independent Director)
Mr Tan Qing Wen, Jeremy (Independent Director)

Dear Sirs/Madam,

(1) THE PROPOSED DISPOSAL OF THE ISSUED AND PAID-UP SHARE CAPITAL OF:

(A) GARDEN FRESH BEVERAGE GROUP CO., LTD. (BVI);
鲜绿园英属维京群岛鲜绿园（开曼群岛）

(B) GARDEN FRESH (HK) FRUIT & VEGETABLE BEVERAGE CO., LTD;
鲜绿园（香港）果蔬饮料有限公司

(C) SHANDONG GARDEN FRESH HEALTH INDUSTRY CO., LTD;
山东鲜绿园健康产业有限公司

(D) GARDEN FRESH (SHENZHEN) FRUIT & VEGETABLE BEVERAGE CO. LTD;
鲜绿园（深圳）果蔬饮料有限公司

(E) GARDEN FRESH (SHENZHEN) TECH CO., LTD;
鲜绿园（深圳）饮品科技有限公司

(F) GARDEN FRESH (ANHUI) FRUIT & VEGETABLE BEVERAGE CO., LTD;
安徽鲜绿园果蔬饮料有限公司

(G) GARDEN FRESH (SICHUAN) FRUIT & VEGETABLE BEVERAGE CO. LTD;
四川鲜绿园果蔬饮料有限公司

(H) GARDEN FRESH (HUBEI) FOOD & BEVERAGE CO., LTD; AND
鲜绿园（湖北）食品饮料有限公司

(I) HUBEI GRANDNESS PROPERTY MANAGEMENT CO., LTD.
湖北振鹰物业管理有限公司

TOGETHER WITH THEIR RESPECTIVE SUBSIDIARIES, AS AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE LISTING MANUAL AND A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE LISTING MANUAL;

---

*Unless otherwise defined or the context otherwise requires, all terms defined in the circular dated 31 March 2026 ("**Circular**") issued by the Company to the shareholders of the Company ("**Shareholders**") shall have the same meaning herein.*

1. INTRODUCTION

Sino Grandness Food Industry Group Limited ("**Company**" and together with its subsidiaries, the "**Group**") had on 30 December 2025 announced that it had entered into a sale and purchase agreement with the purchase entity owned and controlled by Mr Huang Yupeng ("**Purchaser**"), pursuant to which the Company shall dispose of the issued and paid-up shares in the capital of the Company's subsidiaries as follows:

(a) Garden Fresh Beverage Group Co., Ltd. (BVI);
鲜绿园英属维京群岛鲜绿园（开曼群岛）

(b) Garden Fresh (HK) Fruit & Vegetable Beverage Co., Ltd.;
鲜绿园（香港）果蔬饮料有限公司

(c) Shandong Garden Fresh Health Industry Co., Ltd;
山东鲜绿园健康产业有限公司

(d) Garden Fresh (Shenzhen) Fruit & Vegetable Beverage Co., Ltd;
鲜绿园（深圳）果蔬饮料有限公司

(e) Garden Fresh (Shenzhen) Tech Co., Ltd;
鲜绿园（深圳）饮品科技有限公司

(f) Garden Fresh (Anhui) Fruit & Vegetable Beverage Co. Ltd;
安徽鲜绿园果蔬饮料有限公司

(g) Garden Fresh (Sichuan) Fruit & Vegetable Beverage Co. Ltd;
四川鲜绿园果蔬饮料有限公司

(h) Garden Fresh (Hubei) Food & Beverage Co., Ltd; AND
鲜绿园（湖北）食品饮料有限公司

(i) Hubei Grandness Property Management Co., Ltd.
湖北振鹰物业管理有限公司

(collectively, "**Disposal Group**").

Under the sale and purchase agreement dated 28 December 2025 ("**SPA**"), Garden Fresh Group Holding Co., Ltd. ("**Vendor**"), an indirect wholly owned subsidiary of Sino Grandness Food Industry Group Limited ("**Company**"), has agreed to dispose of its entire shareholding interest in Garden Fresh Beverage Group Co., Ltd. (BVI) ("**Target Company**"), together with the direct and indirect subsidiaries of the Target Company (collectively, "**Disposal Group**") (the "**Proposed Disposal**"), to Ideutsch Health Technology Group (HK) Co., Ltd. ("**Purchaser**"). The Target Company is incorporated in the British Virgin Islands and has an issued share capital of USD10,000 divided into 10,000 ordinary shares, all of which are directly held by the Vendor ("**Sale Shares**").

The Purchaser is a company incorporated in Hong Kong and its principal business is investment holding. The sole and direct shareholder of the Purchaser is Mr Huang Yupeng ("**Mr Huang**"), who is also the Chairman, Chief Executive Officer, director and controlling shareholder of the Company holding approximately 30.64% of the total number of issued shares in the Company. As the Vendor is an "entity at risk" and the Purchaser is an "interested person" by virtue of being wholly owned and controlled by Mr Huang, the Proposed Disposal is classified as an interested person transaction under Chapter 9 of the SGX ST Listing Manual.

Subject to the terms and conditions of the SPA, the Sale Shares are to be sold on an as is where is basis, and no representation or warranty of any kind in respect of the Sale Shares and the Target Group is provided by the Vendor. In connection with the Proposed Disposal, Mr

Huang has provided an irrevocable and unconditional guarantee in favour of the Vendor for the due and punctual payment by the Purchaser of the consideration payable under the SPA and will be jointly and severally liable with the Purchaser for all payment obligations under the SPA.

Completion of the Proposed Disposal is conditional upon, among other things, the obtaining of requisite approvals at an extraordinary general meeting, as well as all necessary approvals, authorisations, clearances and consents, including from the SGX ST and other relevant authorities. The Final Consideration has been agreed between the parties to be RMB850,000,000. The amount was arrived at taking into account, inter alia, the valuation report (draft form) dated 29 January 2026 ("**Draft Valuation Report**") prepared by the valuer.

The IPT General Mandate will apply to transactions entered into between any entity at risk of the Group and: (a) the Purchaser (being an interested person by virtue of being wholly owned and controlled by Mr Huang); and (b) the Disposal Group (collectively, the "**Mandated Interested Persons**" and each a "**Mandated Interested Person**"), each of which constitutes an "**interested person**" for the purposes of Chapter 9 of the Listing Manual.

Mr Huang Yupeng, the Chairman and Chief Executive Officer of the Company and an Executive Director, is the ultimate beneficial owner and controller of the Purchaser. Accordingly, Mr Huang has abstained from participating in the Board's deliberations in respect of the Proposed Disposal and the proposed adoption of the IPT General Mandate and will abstain from making any recommendations to Shareholders on the relevant resolutions in his capacity as a Director. Madam Huang Yushan, an Executive Director and the sister of Mr Huang, has similarly abstained from participating in the Board's deliberations in respect of the Proposed Disposal and the proposed adoption of the IPT General Mandate, and will abstain from making any recommendations to Shareholders on the relevant resolutions in her capacity as a director.

The remaining Directors who are considered independent in relation to the Proposed Disposal and the proposed adoption of the IPT General Mandate, namely Ms Li Xueying and Mr Tan Qing Wen, Jeremy (collectively, the "**Independent Directors**"), will be making a recommendation to Shareholders on the relevant resolutions.

In connection with the Proposed Disposal, Evolve Capital Advisory Private Limited ("**ECA**") has been appointed by the Company as the independent financial adviser ("**IFA**") to: (i) advise the Independent Directors in respect of the Proposed Disposal as an interested person transaction pursuant to Rule 921(4)(a) of the Listing Manual, as set out in Section 5 of the Circular, to advise the Independent Directors for the purposes of making recommendations to the Independent Shareholders in respect of the Proposed Disposal.

This letter ("**IFA Letter**") sets out, *inter alia*, our evaluation and opinion on: (i) the Proposed Disposal. This IFA Letter forms part of the circular to be issued by the Company to its shareholders in connection with the Proposed Disposal.

2. TERMS OF REFERENCE

ECA has been appointed as the IFA pursuant to Rule 921(4)(a) of the Listing Manual to advise the Independent Directors in respect of the Proposed Disposal, whether the Proposed Disposal as an interested person transaction, is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.

We were not involved in or responsible for the discussions in relation to the Proposed Disposal, nor were we involved in the deliberation leading up to the decision on the part of the Company to enter into the Proposed Disposal. We do not, by this Letter, warrant the merits of the Proposed Disposal other than to form an opinion on the Proposed Disposal for the purposes of Chapter 9 of the Listing Manual.

It is not within our terms of reference to evaluate or comment on the legal, strategic, commercial and financial merits and/or risks of the Proposed Disposal or to compare its relative merits *vis-à-vis* alternative transactions previously considered by the Company (if any) or that may otherwise be available to the Company currently or in the future, and we have not made such evaluation or comment. Such evaluation or comment, if any, remains the sole responsibility of the Directors and/or the management of the Company ("**Management**") although we may draw upon the views of the Directors and/or the Management or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion as set out in this Letter.

In the course of our evaluation, we have held discussions with the management of the Company, and we have relied on and assumed, without independent verification, the accuracy and completeness of published information relating to the Group. We have also relied on information provided and representations made, including relevant financial analyses and estimates, by the management of the Company, the Directors, the Company's solicitors and auditors. We have not independently verified such information or any representation or assurance made by them, whether written or verbal, and accordingly cannot and do not make any representation or warranty, express or implied, in respect of, and do not accept any responsibility for the accuracy, completeness or adequacy of such information, representation or assurance. We have nevertheless made such enquiries and exercised our judgement on the reasonable use of such information and have found no reason to doubt the accuracy or reliability of the information.

We have relied upon the assurances of the Directors that, upon making all reasonable inquiries and to the best of their respective knowledge, information and belief, all material information in connection with the Proposed Disposal, the Company and/or the Group has been disclosed to us, that such information is true, complete and accurate in all material respects and that there is no other information or fact, the omission of which would cause any information disclosed to us or the facts of or in relation to the Proposed Disposal, Company and/or the Group stated in the Circular to be inaccurate, incomplete or misleading in any material respect. The Directors jointly and severally accept responsibility accordingly.

For the purposes of assessing the terms of the Proposed Disposal, we have not relied upon any financial projections or forecasts with respect to the Company and/or the Group and we have not conducted a comprehensive review of the business, operations and financial condition of the Group. We have not made any independent appraisal of the assets, liabilities and/or profitability of the Company and the Group and we do not express a view on the financial position, future growth prospects and earning potential of the Group after the completion of the Proposed Disposal in accordance with the terms of the SPA. As such, we have relied on the disclosures and representations made by the Company on the value of the assets and liabilities and/or profitability of the Group. In this respect, we have been furnished with, *inter alia*, a Draft Valuation Report dated 29 January 2026 ("**Draft Valuation Report**") prepared by RSM SG Corporate Advisory Pte. Ltd. ("**RSM**"); whom have been commissioned by the Company to carry out independent valuation. As we are not experts in the evaluation or appraisal of the assets as set out in the Valuation Report, we have placed sole reliance on the appraisal in relation to the asset valuation of certain assets and market value of the Disposal Group as assessed by RSM as set out in the Valuation Report.

Our analysis and opinion, as set out in this Letter, are based upon market, economic, industry, monetary and other conditions in effect on, and the information provided to us as at the Latest Practicable Date. Such conditions may change significantly over a relatively short period of time. We assume no responsibility to update, revise or reaffirm our opinion in light of any subsequent development after the Latest Practicable Date that may affect our opinion contained herein. Shareholders should further take note of any announcements relevant to the Proposed Disposal, which the Company may release after the Latest Practicable Date.

In rendering our opinion, we did not have regard for the specific investment objectives, financial situation, tax status, risk profiles or unique needs and constraints of any individual Shareholder or any specific group of Shareholders. Accordingly, any individual Shareholder or group of Shareholders who may require specific advice in relation to his investment objectives or portfolio should consult his stockbroker, bank manager, solicitor, or other professional adviser.

The Company has been separately advised by its own advisers in the preparation of the Circular (other than this Letter). Accordingly, we take no responsibility for and express no views, express or implied, on the contents of the Circular (other than this Letter).

Our opinion with respect to the Proposed Disposal, should be considered in the context of the entirety of this Letter and the Circular.

3. INFORMATION ON THE COMPANY AND THE GROUP

3.1 Overview

Sino Grandness Food Industry Group Limited is listed on the Mainboard of SGX on 23 November 2009. Trading in the Company's shares has been suspended since 7 December 2020, following the Company's request for a trading suspension pursuant to Rule 1303(3) of the SGX ST Listing Manual. The Company's earlier announcements around that period indicate that the trading halt and extension were sought so the Company could conduct negotiations to address going concern issues highlighted in the independent auditors' report dated 30 October 2020 (in relation to FY2019). The Company subsequently submitted a resumption proposal to SGX ST with a view to resuming trading in its shares, this Proposed Disposal is proposed with the intention to facilitate the Company resumption of trading.

Sino Grandness Food Industry Group Limited and its subsidiaries is an integrated food and beverage group with operations in the People's Republic of China. The Group's activities comprise two core business segments, namely the (i) canned fruits and vegetables and business, and the (ii) branded beverage business conducted under "Garden Fresh".

The canned products segment comprises the processing, manufacturing and sale of canned agricultural produce, with a product mix that includes canned vegetables and fruits such as canned asparagus and long beans. This segment serves both domestic PRC customers and overseas markets and is supported by established sales channels across multiple regions, including Europe, North America and Asia, with distribution through a range of customer types such as major retailers and broader trade channels. The segment is positioned as an export-oriented business where product quality and consistency are critical, and it operates under stringent quality control standards and compliance frameworks, including internationally recognised food safety and quality certifications such as HACCP, BRC, IFS and ISO, which facilitate access to overseas customers and markets with tighter import and regulatory requirements.

The "Garden Fresh" segment focuses on the manufacture and distribution of fruit and vegetable juice products. It operates primarily on a business-to-business model through an established network of regional distributors across China and offers about 40 SKUs across three major product categories, namely 枇杷王, 枇杷汁 and 混合果汁. The segment's production footprint is located across Sichuan, Hubei and Anhui, with facilities of approximately 30,000 m^2 (90,000 tons annual capacity) in Sichuan, 33,000 m^2 (200,000 tons annual capacity) in Hubei, and 10,000 m^2 (100,000 tons annual capacity) in Anhui, for an aggregate annual capacity of about 390,000 tons. Capacity utilisation has been indicated at around 40%. Geographically, the segment has historically been stronger in Southern China, particularly Shenzhen and Fujian, and has been expanding distribution towards Northern China to enhance penetration and strengthen brand visibility.

Upon completion of the Proposed Disposal, "Garden Fresh" and its direct and indirect subsidiaries (being the Disposal Group) will cease to be subsidiaries of the Company. The corporate structure of the Group before and immediately after completion of the Proposed Disposal is set out in Appendix A and Appendix B of the Circular.

3.2 Historical Financial Performance, Position and Operating Segments from Audited FY23 Unaudited Consolidated Management Accounts for FY24 & FY25.

Selected Items from the Statements of Comprehensive Income

RMB'000	2023	2024	2025
Revenue	1,782,183	2,009,567	2,333,884
Gross profit	706,648	724,493	772,669
Profit before taxation	155,833	195,628	163,911
Profit and total comprehensive income for the year	79,281	112,767	55,447
Profit and total comprehensive income for the year attributable to:			
Equity holders of the company	79,457	113,167	55,894
Non-controlling interests	(176)	(400)	(447)

Selected Items from the Statements of Financial Position

RMB'000	2023	2024	2025
Non-current assets	2,178,969	2,137,649	2,079,746
Current assets	1,549,751	1,942,679	2,323,050
Total assets	3,728,720	4,080,328	4,402,796
Non-current liabilities	281,996	281,996	281,997
Current liabilities	1,779,232	2,018,078	2,285,096
Total liabilities	2,061,228	2,300,074	2,567,093
Total equity	**1,667,492**	**1,780,259**	**1,835,706**

Selected Items from Operating Segments.

	Canned Vegetable and Fruits		Fruits Beverages	
RMB'000	FY2025	FY2024	FY2025	FY2024
Total sales	619,041	524,083	1,714,843	1,485,484
Gross Profit	201,912	192,193	570,757	532,300
Finance costs	(22,596)	(25,465)	(270,197)	(225,966)
Profit before taxation	89,878	94,736	74,033	100,892
Net profit/(loss)	**67,808**	**94,736**	**-12,361**	**18,031**

Summary

FY2023 vs FY2024

The Group's revenue increased by RMB227.4 million or 12.8% from RMB1,782.2 million in FY2023 to RMB2,009.6 million in FY2024. In line with the higher revenue, gross profit increased by RMB17.8 million or 2.5% from RMB706.6 million in FY2023 to RMB724.5 million in FY2024. Profit before taxation increased by RMB39.8 million or 25.5% from RMB155.8 million in FY2023 to RMB195.6 million in FY2024 and profit attributable to equity holders increased by RMB33.7 million or 42.43% from RMB79.5 million in FY2023 to RMB113.2 million in FY2024.

FY2024 vs FY2025

The Group's revenue increased by RMB324.3 million or 16.14% from RMB2,009.6 million in FY2024 to RMB2,333.8 million in FY2025. Gross profit increased by RMB48.2 million or 6.7% from RMB724.5 million in FY2024 to RMB772.7 million in FY2025. However, profit before taxation decreased by RMB31.7 million or 16.2% from RMB195.6 million in FY2024 to RMB163.9 million in FY2025, and profit attributable to equity holders decreased by RMB57.3 million or 50.8% from RMB113.2 million in FY2024 to RMB55.8 million in FY2025.

Operating segments

The Fruits Beverages segment recorded total sales of RMB1,485.5 million in FY2024 and RMB1,714.8 million in FY2025, an increase of RMB229.4 million or 15.4%. Profit before taxation for the segment decreased from RMB101.0 million in FY2024 to RMB74.0 million in FY2025, while net profit moved from RMB18.0 million in FY2024 to a net loss of RMB12.4 million in FY2025.

The Canned Vegetables and Fruits segment recorded total sales of RMB524.1 million in FY2024 and RMB619.0 million in FY2025, an increase of RMB95.0 million or 18%. Profit before taxation was RMB94.7 million in FY2024 and RMB89.9 million in FY2025, while net profit was RMB94.7 million in FY2024 and RMB67.8 million in FY2025.

Financial position (FY2023 to FY2025)

Total assets increased from RMB3,728.7 million as at FY2023 to RMB4,080.3 million as at FY2024 and RMB4,402.8 million as at FY2025. Total equity increased from RMB1,667.5 million as at FY2023 to RMB1,780.3 million as at FY2024 and RMB1,835.7 million as at FY2025. Over the same period, total liabilities increased from RMB2,061.2 million to RMB2,300.1 million and RMB2,567.1 million.

Directors and Management Confirmation

In respect of the above, we have sought the following confirmations from the Directors and Management, and they confirmed to us that as at the Latest Practicable Date, to the best of their knowledge and belief that:

(i) Save that, based on the FY2025 financial information derived from the Group's management accounts (which has not been audited as at the Latest Practicable Date), there are no material differences between the realisable values of the Group's assets and their respective book values as at 31 December 2025 which would have a material impact on the NAV of the Group.

(ii) other than that already provided for or disclosed in the Group's financial statements as at 31 December 2025, there are no other contingent liabilities, bad or doubtful debts or material events which would likely have a material impact on the NAV of the Group as at the Latest Practicable Date.

(iii) there are no litigation, claim or proceedings pending or threatened against the Company or Group or of any fact likely to give rise to any proceedings which might materially and adversely affect the financial position of the Company and Group.

(iv) there are no other intangible assets which ought to be disclosed in the statement of financial position of the Group in accordance with the Singapore Financial Reporting Standards (International) and which have not been so disclosed and where such intangible assets would have had a material impact on the overall financial position of the Group.

(v) save as disclosed in the Company's announcements on the SGXNet, there are no material acquisitions or disposals of assets by the Group between 31 December 2025 and the Latest Practicable Date, and the Group does not have any plans for any such impending material acquisition or disposal of assets, conversion of the use of the Group's material assets or material change in the nature of the Group's business.

4. DETAILS OF THE PROPOSED DISPOSAL

4.1 Background and Information on the Disposal Group

As announced by the Company on 30 December 2025, the Company's indirect wholly owned subsidiary, the Vendor, has entered into a sale and purchase agreement with the Purchaser in connection with the disposal of the entire shareholding interest in Garden Fresh Beverage Group Co., Ltd. (BVI) and its direct and indirect subsidiaries, the Proposed Disposal.

(a) 10,000 ordinary shares constituting 100% of the issued and paid-up share capital of Garden Fresh Beverage Group Co., Ltd (BVI)

(i) Garden Fresh Beverage Group Co., Ltd. (BVI)

The Target Company is incorporated in the British Virgin Islands.

The Target Company has an issued share capital of USD10,000 divided into 10,000 ordinary shares, all of which are directly held by the Vendor.

(ii) Direct and Indirect Subsidiaries of Garden Fresh Beverage Group Co., Ltd (BVI)

The Target Company sits at the top of the Disposal Group, comprising its direct and indirect subsidiaries, and the corporate structure of the Group (inclusive of the Target Group to be disposed of) is set out in Appendix A to the Circular. Upon completion of the Proposed Disposal, the Target Group will cease to be part of the Group.

4.2 Information on the Purchaser as an Interested Person

The Purchaser is Ideutsch Health Technology Group (HK) Co., Ltd., a company incorporated in Hong Kong. Its principal business is investment holding. The Purchaser is wholly owned and controlled by Mr Huang Yupeng, who is the Chairman and Chief Executive Officer of the Company and a controlling shareholder of the Company (holding approximately 30.64% of the total number of issued shares in the Company, as disclosed by the Company). As the Purchaser is wholly owned and controlled by Mr Huang, the Purchaser is an interested person for the purposes of Chapter 9 of the Listing Manual, and the Proposed Disposal constitutes an interested person transaction.

In addition, the Proposed Disposal is expected to exceed the materiality threshold under Chapter 9. In particular, where the value of an interested person transaction (either on its own or when aggregated with other interested person transactions with the same interested person during the same financial year) is equal to, or exceeds, 5.0% of the Group's latest audited net tangible assets, shareholders' approval is required (with the interested person and its associates abstaining from voting). Accordingly, as the consideration for the Proposed Disposal is expected to exceed this threshold, the transaction is subject to approval of the independent shareholders at an extraordinary general meeting.

Further information on the Purchaser is set out in the Circular. Shareholders should read section 2 of the Circular carefully for more information.

4.3 Sale and Purchase Agreement ("SPA")

The detailed salient terms of the SPA can be found in Section 3 of the Circular. We recommend that Shareholders read those pages of the Circular carefully.

(a) Sale Shares

Subject to the terms and conditions of the SPA, the Company shall sell as legal and beneficial owner of the Sale Shares, and the Purchaser shall purchase the Sale Shares, free from all Encumbrances and together with all rights, entitlements and advantages attaching thereto as at the Completion Date (as defined below).

(b) Consideration

The Final Consideration (being RMB850,000,000) shall, subject to the relevant conditions precedent being satisfied, be payable as follows:

(a) 10% of the Final Consideration (the "**Initial Payment**") (being RMB850,000,000) shall be payable by way of offsetting the Relevant Debts (being RMB111,544,225) 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**")

(b) The remaining 90% of the Final Consideration (the "**Deferred Payment**") shall be paid in instalments by way of cash 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) and (ii) partly in cash (amounting to RMB164,705,775) 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 RMB 191,250,000) 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).

The Consideration was arrived at on a willing-buyer and willing-seller basis, taking into account, among other things, the following factors:

(a) The valuation report on the Sale Shares dated 29 January 2026 which was prepared by RSM SG Corporate Advisory Pte. Ltd. ("**Independent Valuer**") and which has valued the entire net asset value of the Disposal Group at a range of RMB842.0 million to RMB1,108 Million as at 31 December 2025; and

(b) The rationale and benefits to the Company for the Proposed Disposal as set out in Section 4 of the Circular.

Based on the unaudited consolidated management accounts of the Group for financial year ended 31 December 2025 and the Final Consideration of RMB850 million, the Company expects to recognize a one-off non-cash loss on proposed disposal of approximately RMB365 million which represents the deficit of the proceeds over the book value of the Sale Shares.

(c) Conditions Precedent

Completion of the Proposed Disposal is conditional upon, among other things, the fulfilment and satisfaction of the following conditions precedent:

(a) the Vendor having received the requisite approval from its board of directors and its shareholders for the sale of the Sale Shares and the transactions contemplated under the SPA at an extraordinary general meeting to be convened by the Vendor for, *inter alia*, seeking the approval of the shareholders for the sale of the Sale Shares;

(b) all material approvals, authorisations, clearances, confirmations, consents, exemptions, grants, licenses, orders, permissions, recognitions and waivers as may be required or appropriate for or in connection with the sale of the Sale Shares by the Vendor to the Purchaser and all other transactions in connection therewith and incidental thereto on the terms set out in the SPA from all relevant agreements, deeds, government, governmental, quasi-governmental, supranational, statutory, regulatory, administrative, fiscal or judicial agency, authority, body, court, commission, department, exchange (including, without limitation, the SGX-ST) or tribunal in any jurisdiction having been obtained and not withdrawn or revoked as at Completion Date;

(c) no relevant authority taking, instituting, implementing or threatening to take, institute or implement any action or proceeding, that will make the sale and purchase of the Sale Shares and all other transactions in connection therewith and incidental thereto, void, illegal and/or unenforceable or otherwise restrict, restrain, prohibit or otherwise frustrate or be adverse to the same; and

(d) all other consents and approvals required under any and all applicable laws and relevant agreements and documents for the sale of the Sale Shares and to give effect to the transactions contemplated hereunder (including, without limitation, such consent and waivers as may be necessary of terms which would otherwise constitute a default under any instrument, contract, document or agreement to which the Vendor or any member of the Target Group is a party or by which they or their respective assets are bound) being obtained and where any consent or approval is subject to conditions, such conditions being satisfactory to the Purchaser.

(e) While the payment is deferred, we note that the amount is fixed and not variable on the performance of the disposal group.

4.4 Set-Off of Debts

As at 30 September 2025, certain subsidiaries of the Company and the Company itself (collectively, "**Debtors**") are indebted to Mr Huang, in an aggregate amount of approximately RMB118.73 million ("**Relevant Debts**") as follows:

No.	Name of Debtor	Total amount owed to Huang as at 30 Sep 2025 (RMB)
1	Sino Grandness Food Industry Group Limited	83,082,593
2	Garden Fresh (Shenzhen) Fruit & Vegetable Beverage Co., Ltd.	597,929
3	Grandness (HK) Industry Co., Ltd.	16,078,036
4	Garden Fresh (HK) Fruit & Vegetable Beverage Co., Ltd.	6,585,004
5	Shenzhen Grandness Industry Group Co., Ltd.	12,383,596
		Total: **RMB118,727,158**

Following discussions, the relevant parties has enter into a further supplemental agreement (i.e., the 2nd Supplemental Agreement) to amend the commercial terms and conditions of the Proposed Disposal to reflect the following:

(a) The Relevant Debts will exclude the debts owing from Garden Fresh (Shenzhen) and Garden Fresh (HK). They will no longer be novated to the Vendor. In other words, the debts of Garden Fresh (Shenzhen) and Garden Fresh (HK) will be retained "within those entities as they currently stand".

(b) There will not be any changes to the Final Consideration (i.e., RMB850,000,000).

(c) The payment mechanics and breakdown of the Deferred Payment will be amended taking into account the exclusion of the debts of Garden Fresh (Shenzhen) and Garden Fresh (HK).

For ease of reference, the Relevant Debts for the purposes of the Proposed Disposal will be amended in the 2nd Supplemental Agreement as follows (with the previous items 2 and 4 being removed from the Original Table):

No.	Name of Debtor	Total amount owed to Huang as at 30 September 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: RMB111,544,225

In connection with the Proposed Disposal:

(a) Mr Huang has assigned all his rights, title and interest in the Relevant Debts to the Purchaser.

(b) the Relevant Debts will be novated to the Vendor, pursuant to which the Debtors will be fully released from their respective obligations to repay the Relevant Debts; and

(c) the Vendor will assume the obligation to repay the Relevant Debts to the Purchaser in substitution for Mr Huang.

(d) As a result, the amount of the Relevant Debts novated will be applied as a set off against the Initial Payment, such that 10% of the Final Consideration, net of the Set Off, shall be payable in cash on completion of the Proposed Disposal.

4.5 Completion

Subject to all the conditions precedent set out in Section 3.4 of the Circular having been fulfilled (or waived) by the Purchaser, completion ("**Completion**") shall take place within ten (10) Business Days commencing from the date on which the last condition precedent is fulfilled (or waived), or such other date as the Parties may agree in writing but in any event, no later than 31 December 2026 (the "**Long Stop Date**").

The Target Group will cease to be part of the Group upon completion.

Please refer to Appendix B of the Circular for the corporate structure of the Group immediately after the completion of the Proposed Disposal.

5. EVALUATION OF THE PROPOSED DISPOSAL

5.1 The Proposed Disposal

In arriving at our opinion on whether the Proposed Disposal is on normal commercial terms and whether the Proposed Disposal will be prejudicial to the interests of the Company and its minority Shareholders, we have given due consideration to, *inter alia*, the following:

(a) Rationale for the Proposed Disposal;

(b) Historical Financial Performance and Financial Position of the Disposal Group;

(c) Independent Valuation of the Disposal Group;

(d) Pro Forma Financial Effects of the Proposed Disposal;

(e) Other Relevant Considerations for the Proposed Disposal.

5.1.1 Rationale for the Proposed Disposal and Use of Proceeds

We have considered the rationale by the Company for the Proposed Disposal and intended use of proceeds which can be found in Sections 4 of the Circular and have been extracted and set out in italics below:

"4. RATIONALE FOR THE PROPOSED DISPOSAL AND USE OF PROCEEDS

4.1. Rationale and benefits for the Proposed Disposal

(a) <u>To facilitate the Company's efforts for trading in its shares to be resumed</u>

*Trading in the shares of the Company had been suspended since 7 December 2020. Since the suspension, the Company has been actively preparing for the submission of a trading resumption proposal and is making every effort to meet the necessary requirements for trading to be resumed. The key obstacle to trading resumption is the outstanding debt owed to Goldman Sachs Investments Holdings (Asia) Limited ("**GS**") by the Company's subsidiary, Garden Fresh (HK) Fruit & Vegetable Beverage Co., Limited via the issue of various bonds to GS (the "**Bonds**").*

As at 31 December 2023, the amount owing to GS on the Bonds is RMB1.27 billion. The Bonds are expected to increase to approximately RMB1.45 billion as at 31 December 2024 and further to approximately RMB1.76 billion as at 31 December 2025.

Upon completion of the Proposed Disposal, the outstanding Bonds will be transferred out of the Group. This is expected to improve the Group's liquidity position and enhance its financial flexibility.

*In addition, the Group's fruit juice business (the "**Garden Fresh Segment**") operates in an increasingly competitive market environment in the PRC, driven by the entry of additional market participants. The heightened competition has exerted pressure on the gross profit margin of the segment. In order to maintain its market share and competitiveness, the Group would be required to continue investing significant capital in fixed assets as well as research and development.*

Having taken into consideration the capital-intensive nature of the Garden Fresh Segment, the margin pressures arising from intensified competition, and the Group's current financial position, the Board is of the view that the Proposed Disposal would *allow the Group to streamline its operations, reduce future capital expenditure requirements.*

The Proposed Disposal is expected to address the Group's outstanding indebtedness and improve its liquidity and financial flexibility, which would support the Company's efforts towards the resumption of trading of its shares.

*The Company is actively working towards being able to put forward an application for the resumption of trading of its shares on the SGX-ST. In particular, the Company intends to prioritise the completion and issuance of its outstanding audited financial statements. The Company is currently working with its auditors closely to complete the audits for the financial years ended 31 December 2024 ("**FY2024**") and 31 December 2025 ("**FY2025**"), and is targeting to complete the audits within this year and to convene the relevant annual general meetings ("**AGMs**") as soon as practicable thereafter.*

The Company aims to submit a resumption proposal and make the necessary applications to the relevant authorities at an appropriate juncture with a view to resuming trading at the earliest practicable opportunity

*(b) Focus on the canned vegetable and fruits business (**"Grandness Segment"**)*

Following the completion of the Proposed Disposal, the Group will continue to retain its canned vegetable and fruits business, which is expected to form a sustainable operating basis to support the Company's efforts towards the resumption of trading of its shares.

Below is a summary of the key financial results of the Grandness segment:

	FY2025 ***RMB'000*** *Unaudited*	***FY2024*** ***RMB'000*** *Unaudited*	***FY2023*** ***RMB'000*** *Audited*	***FY2022*** ***RMB'000*** *Audited*
Revenue	*610,957*	*524,083*	*478,490*	*443,735*
Profit before tax	*89,878*	*94,736*	*73,585*	*32,006*
Net Profit	***67,808***	***94,736***	***67,514***	***21,449***

In addition, the proceeds from the Proposed Disposal are intended to be utilised to support the Group's remaining business segment (i.e., the Grandness Segment) and its working capital requirements, and for future expansion of the remaining business. The Board is of the view that this will place the Group in a better position to pursue its plans for the resumption of trading in its shares on the SGX-ST and the sustainable operation of its remaining businesses.

(c) Preferred disposal approach

The independent Board, comprising the two Independent Directors, assessed multiple disposal methodologies in its evaluation of the Proposed Disposal. In determining the optimal process, the independent Board gave due consideration to the Company's prolonged trading suspension, financial condition, liquidity constraints, and the time-sensitive nature of the situation.

In light of these factors, the independent Board conducted preliminary market soundings with potential purchasers. To elaborate, the actions taken by the independent Board in conducting the preliminary market soundings include the following:

(i) Through its professional advisors and the independent Board's own industry network, the independent Board identified and approached various potential strategic investors as well as financial investors with interests in the PRC food and beverage sector;

(ii) Subject to appropriate confidentiality arrangements, the high-level information relating to the Target Group's business operations and financial profile was provided to such potential investors; and

(iii) The independent Board, through its advisors, obtained preliminary, non-binding feedback from these potential investors on their level of interest, indicative valuation expectations and anticipated execution timeline, among other things. Feedback received indicated limited market interest. For the avoidance of doubt, the independent Board has not received any definitive or binding proposal from any party as at the date of this Circular.

As mentioned above, the feedback indicated limited market interest. Alternative approaches, such as a broader competitive sale process or public auction, were deemed likely to require a substantially longer timeframe for completion. Given that the Company's shares have been suspended from trading since 2020, such alternatives were considered impracticable

The Purchaser is a corporate vehicle controlled by Mr Huang Yupeng, the CEO, Executive Director, and controlling shareholder of the Company. Mr Huang was instrumental in establishing the fruit beverage business and is therefore uniquely positioned to assume control of the Target Group with minimal disruption to its operations, financial continuity, and human resources.

*Consequently, the independent Board considers the sale of the Sale Shares to the Purchaser under the terms of the Share Purchase Agreement to be the preferable disposal approach. For clarity, Mr Huang (being an interested person) and Ms Huang (being Mr Huang's sister) (the "**Non-recommending Directors**") recused themselves from all Board deliberations concerning the Proposed Disposal and abstained from voting on the relevant approval resolutions.*

4.2. Use of Proceeds

The proceeds from the Proposed Disposal are intended to be utilised to support the Group's Grandness Segment and its working capital requirements, and for future expansion of the remaining businesses. The Board is of the view that this will place the Group in a better position to pursue its plans for the resumption of trading and the sustainable operation of its remaining businesses.

(a) The Group intends to use the net proceeds for the following purposes:

(b) expansion of remaining business (Grandness segment);

(c) Capital expenditure on fixed assets to support the remaining business' operational needs and long-term growth;

(d) and potential acquisition(s) in the future to expand the remaining business; and

(e) general working capital requirement of the Group.

The Group anticipates that the breakdown for the use of net proceeds will be as follows:

Use of Net Proceeds	*Percentage of Net Proceeds*
Business expansion	*30%*
Capital expenditure on fixed assets	*20%*
potential acquisition(s)	*20%*
Working capital	*30%*
Total	***100%***

."

5.1.2 Historical Financial Performance and Financial Position of the Disposal Group

(a) Unaudited income statement of the Disposal Group for FY2024 and FY2025 were as follows:

(RMB'000)	Unaudited FY2025	Unaudited FY2024
Revenue	**1,714,843**	**1,485,484**
Cost of sales	(1,144,086)	(953,184)
Gross profit	**570,757**	**532,300**
Other operating income	17,840	15,698
Distribution and selling expenses	(177,666)	(165,192)
Administrative expenses	(58,007)	(39,713)
Other operating expenses	(8,694)	(16,235)
Finance costs	(270,197)	(225,966)
Profit before income tax	74,033	100,892
Income tax expense	(86,394)	(82,861)
Profit for the period	**(12,360)**	**18,031**

(b) Unaudited balance sheet of the Disposal Group as at 31 December 2025 was as follows:

(RMB'000)	**FY2025**
Property, plant and equipment	1,475,736
Total non-current assets	**1,475,736**
Inventories	1,992
Trade receivables	723,869
Other receivables	486,626
Cash and cash equivalents	419,050
Total Current Assets	**1,631,537**
TOTAL ASSETS	**3,107,273**
Equity	
Share capital	95,076
Retained profits	1,120,749
TOTAL EQUITY	**1,215,825**
Trade payables	5,491
Other payables	31,643
Bank borrowings	91,500
Bonds	1,762,814
Total current liabilities	**1,891,448**
TOTAL LIABILITIES	**1,891,448**
TOTAL EQUITY AND LIABILITIES	**3,107,273**

Summary

FY2024 vs FY2025

The Group's revenue increased by RMB229.4 million or 15.4% from RMB1,485.5 million in FY2024 to RMB1,714.8 million in FY2025. In line with the higher revenue, gross profit increased by RMB38.5 million or 7.2% from RMB532.3 million in FY2024 to RMB570.8 million in FY2025.

As at FY2025, the Group reported total assets of RMB3,107.3 million, with key asset line items comprising property, plant and equipment of RMB1,475.7 million, trade receivables of RMB723.9 million, other receivables of RMB486.6 million and cash and cash equivalents of RMB419.1 million. The Group remained in a net asset position with total equity of RMB1,215.8 million.

On the liabilities side, total liabilities were RMB1,891.4 million, comprising mainly bonds of RMB1,762.8 million and bank borrowings of RMB91.5 million, alongside trade payables of RMB5.5 million and other payables of RMB31.6 million.

Revaluation Of Material Assets of the Disposal Group.

In our evaluation, we have also considered whether there are any other assets which should be revalued at an amount that is materially different from that which was recorded on the financial statements of the Group as at 31 December 2025 and whether there are any factors which have been otherwise disclosed in the financial statements of the Group that are likely to impact the NAV of the Group as at 31 December 2025.

However, we understand from the management of the Group, that there are no other material assets which would require revaluation, and that there are no additional matters which have been disclosed that are expected to have a material adverse impact on the Group's NAV

5.1.3 Independent Valuation of the Disposal Group

The Company has engaged RSM to estimate the market value of Disposal Group as at 31 December 2025. The valuation was undertaken in connection with the Company contemplating the next steps for Garden Fresh, including a potential spin off option.

Please refer to the Appendix C of the Circular for a copy of the valuation report issued by RSM. Shareholders are advised to read the valuation report carefully in its entirety.

(i) Valuation Basis and Approach

Based on the latest valuation report issued by RSM SG Corporate Advisory Pte. Ltd. dated 29 January 2026, the estimated market value of 100% equity interest in Garden Fresh, being Garden Fresh Group Holding Co., Ltd. and its subsidiaries, as at the valuation date is in the range of approximately RMB842.3 million to RMB1,107.9 million. This market value range is derived under the income approach as the primary basis, with the market approach used as a secondary cross check.

The valuation report was prepared in accordance with the International Valuation Standards effective 31 January 2025 and estimates the market value of 100% equity interest in Garden Fresh as at 31 December 2025 using the income approach as the primary basis, specifically a discounted cash flow analysis of free cash flows to firm over FY2026 to FY2030, together with a terminal value at the end of the explicit forecast period. In applying the DCF, the report uses management's forecast financials (including revenue projected to increase from RMB1,869.2 million in FY2026 to RMB2,404.1 million in FY2030 and EBITDA of RMB529.3 million to RMB613.9 million over the same period) and derives free cash flows after accounting for tax, working capital investments and capital expenditure (capex assumed at RMB160.0 million per annum during FY2026 to FY2030, broadly aligned to maintenance of existing operations). The discount rate applied is a WACC of 13.1%, derived using a CAPM based cost of equity comprising a China adjusted risk free rate of 4.11%, a levered beta of 0.96, a market risk premium of 5.5%, a China country risk premium of 1.04% and a size premium of 2.66%, with cost of debt referenced at 5.0% pre-tax but a 0% debt weighting based on comparable capital structures. On this basis, the DCF yields an enterprise value of RMB2,402.1 million, with the present value of the terminal value representing 62% of enterprise value and the present value of explicit period cash flows representing 38%, and equity value is then derived after adjusting for net cash and debt like items, including adding cash and cash equivalents of RMB419.1 million and amounts due from director of RMB5.7 million, and deducting interest bearing debt of RMB91.5 million, amounts due to director of RMB7.4 million and the Goldman Sachs bond payable of RMB1,762.8 million, resulting in a mid-point equity value of RMB965.2 million. The report then performs sensitivity analysis by varying the discount rate between 12.6% and 13.6% and the terminal growth rate between 1.1% and 2.1% (base terminal growth rate 1.6%, linked to China inflation), which produces an equity value range of approximately RMB842.3 million to RMB1,107.9 million. As a cross check under the market approach, the report applies EV/EBITDA multiples (using FY2025 EBITDA of RMB529.2 million) from selected comparable listed beverage and juice companies (inter quartile EV/EBITDA range of 6.02x to 13.81x) and from comparable transactions (adjusted to a controlling and illiquid basis by applying a 35.2% control premium and 25% discount for lack of marketability, giving an inter quartile to median range of 4.08x to 5.56x). The report notes that the implied EV/EBITDA multiple derived from the income approach of approximately 4.31x to 4.81x falls below the comparable listed companies' range, but remains within the comparable transactions range, which it attributes mainly to Garden Fresh's narrower product focus and scale differences versus the listed peers.

(ii) Conclusion

Based on the RSM valuation report, the market value range of 100% of the equity interest in Garden Fresh (being Garden Fresh Group Holding Co. Ltd. together with its subsidiaries), as at 31 December 2025 and subject to the assumptions and limiting conditions stated therein, is between RMB842.3 million and RMB1,107.9 million. Accordingly, the final consideration of RMB850.0 million implies a premium of approximately 0.9% when compared against the lower end of the valuation range, and a discount of approximately 23.3% when compared against the upper end of the valuation range.

It should be noted that the independent valuation is based on various assumptions and limitations as set out in the Valuation Report, and Shareholders are advised to read the above in conjunction with the Valuation Summary Letter as set out in Appendices C of the Circular.

5.1.5 Pro Forma Financial Effects of the Proposed Disposal

The updated pro forma financial effects of the Proposed Disposal as set out below are for illustrative purposes only and do not reflect the future financial position of the Company or the Group after Completion.

The updated pro forma financial effects in this section are based on the unaudited consolidated management accounts of the Group for the financial year ended 31 December 2025 ("FY2025"). The updated pro forma financial effects of the Proposed Disposal have been prepared based on the following assumptions:

(i) The number of shares is based on the 1,149,410,658 issued and paid-up ordinary shares in the capital of the Company ("**Shares**") as at 31 December 2025;

(ii) The Proposed Disposal had been completed on 31 December 2025 for the purposes of computing the pro forma financial effects on the net tangible assets ("**NTA**") of the Group;

(iii) The Proposed Disposal had been completed on 1 January 2025 for the purposes of computing the pro forma financial effects on the earnings per Share ("**EPS**") of the Group;

(iv) The Final Consideration of RMB850,000,000 is paid by the Purchaser to the Vendor;

(v) Costs and expenses in connection with the Proposed Disposal are disregarded for the purposes of calculating the financial effects; and

(vi) The one-off non-cash loss of RMB365 million arising from the Proposed Disposal has not been taken into account in the calculation of the financial effects.

We summarise the financial effects of the Proposed Disposal as follows:

(a) Based on the assumptions set out above, the Group's NTA per Share will decrease from 160 fen immediately before completion of the Proposed Disposal to 128 fen immediately after completion. The corresponding NTA will decrease from RMB1,835,703,000 to RMB1,469,878,000, based on 1,149,410,658 Shares in issue.

(b) Based on the assumptions set out above, the Group's EPS will increase from 4.86 fen immediately before completion of the Proposed Disposal to 5.94 fen immediately after completion. The corresponding Profit Attributable to Shareholders will increase from RMB55,894,000 to RMB68,255,000, based on 1,149,410,658 Shares in issue.

(c) *Pro Forma Effect of Proposed Disposal on Selected Items from the Statements of Comprehensive Income*

RMB'000	2025	2024	2023
Revenue	619,041	524,083	478,490
Gross profit	201,912	192,193	184,138
Profit before taxation	89,878	94,376	73,585
Profit and total comprehensive income for the year	67,808	94,376	67,514
Profit and total comprehensive income for the year attributable to:			
Equity holders of the company	68,255	95,136	67,690
Non-controlling interests	(447)	(400)	(176)

5.1.6 Other Relevant Considerations in relation to the Proposed Disposal

(a) Outlook of the Group

According to a document from 9 January 2026, the Proposed Disposal is being undertaken to support the Company's efforts to resume trading in its shares, which have been suspended since 7 December 2020. A key obstacle to trading resumption is the outstanding debt owed to Goldman Sachs Investments Holdings (Asia) Limited by a subsidiary of the Company through the issuance of various bonds (the "**Bonds**"). As at 31 December 2023, the amount owing on the Bonds was RMB1.27 billion. Upon completion of the Proposed Disposal, the outstanding Bonds will be transferred out of the Group, which is expected to improve the Group's liquidity position and enhance its financial flexibility.

Following completion of the Proposed Disposal, the Target Group will cease to be part of the Group. The Group intends to deploy the net proceeds from the Proposed Disposal towards the expansion of its remaining business, potential acquisition(s), general working capital requirements, and distribution of dividends to shareholders, with the indicative allocation set out in the Circular.

(b) No Other Competing Purchaser for the Proposed Disposal

As at the Latest Practicable Date, the Directors have confirmed that they are not aware of any other formal offer or proposal from any third party to acquire the Disposal Group.

(c) Abstention from Voting

Rule 919 of the Listing Manual requires that interested persons and their associates (as defined in the Listing Manual) must not vote on any Shareholders' resolution approving any interested person transaction.

In accordance with Rule 919 of the Listing Manual, Mr Huang, being an interested person, and Ms Huang Yushan (Mr Huang's sister) ("**Ms Huang**") will abstain, and have undertaken to ensure that their associates will abstain, from voting on the resolution approving the Proposed Disposal.

Further, Mr Huang and Ms Huang shall not, and shall ensure that their associates decline to, accept appointment as proxies to attend and vote at the forthcoming EGM in respect of the resolution relating to the approval of the Proposed Disposal for other Shareholders unless the

Shareholder concerned shall have given specific instructions as to the manner in which his votes are to be cast at the EGM.

(d) Non-Participating Shareholders' Intention for the Company

Upon completion of the Proposed Disposal, the Disposal Group will cease to be subsidiaries of the Company and the Group will accordingly cease to have any interest in, and will no longer consolidate, the Disposal Group. The Company will remain listed on the SGX ST, and the Proposed Disposal is being undertaken as part of the Company's restructuring efforts with a view to facilitating the resumption of trading in the Company's shares.

Based on the information made available to us, the Company intends to continue with its remaining business activities following completion and does not presently intend to introduce any material changes to the nature of its remaining operations other than in the ordinary course of business. Notwithstanding the foregoing, the Board and Management will retain the flexibility to consider and pursue such strategic options, business opportunities or corporate actions as may arise and which they consider to be in the interests of the Group, including the deployment of disposal proceeds in accordance with the stated use of proceeds.

(e) Garden Fresh Group Holding Co. Ltd. is Loss-making.

Based on the segmental financial information, the Garden Fresh segment turned loss making in FY2025. We understand that this was driven mainly by the accrual of interest in respect of the Goldman Sachs bond, rather than a deterioration in its core operating activities. Notwithstanding this, the loss position underscores the earnings and financing burden associated with the Garden Fresh segment and its potential to weigh on the Group's overall financial performance. In our view, the Proposed Disposal is therefore beneficial to the Company, as it facilitates the divestment of the Garden Fresh segment and the associated financing obligations, reduces the risk of further earnings drag arising from ongoing interest accruals, and allows the Group to refocus management attention and resources on its remaining business and broader restructuring objectives.

(f) Deferred Payment Arrangements and Novation of Debts.

Our view is premised on the fact that the debt novation and set off mechanics do not change the underlying economics or the valuation basis used to arrive at the consideration. The Relevant Debts represent amounts already owed by the Group to Mr Huang and were crystallised. From Mr Huang's perspective, these amounts are obligations of the Group to him in their entirety, and the restructuring does not create any new liability or confer any additional benefit beyond providing a mechanism to settle part of the consideration. Accordingly, the set off arrangement is, in substance, a settlement mechanism whereby a portion of the consideration payable by the Purchaser is satisfied by netting off against pre-existing receivables owed by the Group to Mr Huang (and assigned to the Purchaser), rather than by additional cash payment. The Group's overall valuation of the Target Group and the agreed consideration remain unchanged, and the arrangement does not result in the Company paying more or receiving less value than what was contemplated under the valuation. On this basis, and having regard to the valuation support for the final consideration, our view is that the restructuring mechanics are on normal commercial terms and are not prejudicial to the Company and its minority shareholders.

7. OUR OPINION

In arriving at our opinion in respect of the Proposed Disposal pursuant to Rule 921(4)(a) of the Listing Manual; pursuant to Rule 920(1)(b)(v) of the Listing Manual, we have considered and evaluated factors which we deem to have significant relevance to our assessment, particularly the key factors which are described in Section 5 of this IFA Letter (which should be read in conjunction with, and in the full context of, the Circular and this IFA Letter), *inter alia*, the following:

(i) In respect of the Proposed Disposal

(a) The rationale for the Proposed Disposal and Use of Proceeds

(b) Assessment on the Historical financial performance and financial position of the Disposal Group

(c) Independent Valuation of the Disposal Group

(d) Pro Forma financial effects of the Proposed Disposal; and

(e) Other relevant considerations for the Proposed Disposal, details of which are set out in Section 5.1.6 of this IFA Letter.

Having regard to the foregoing considerations set out in this IFA Letter and the information available to us as at the Latest Practicable Date, we are of the opinion that the Proposed Disposal is on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

This letter has been prepared for the use of the Independent Directors in their consideration of the Proposed Disposal. The recommendations made by the Independent Directors to the Shareholders in relation to the Proposed Disposal shall remain the sole responsibility of the Independent Directors.

Whilst a copy of this letter may be reproduced in Appendix D of the Circular, neither the Company nor the Directors may reproduce, disseminate or quote this letter (or any part thereof) for any other purpose at any time and in any manner without the prior written consent of Evolve Capital Advisory Private Limited in each specific case, except for any matter in relation to the Proposed Disposal. Our opinion is governed by and construed in accordance with the laws of Singapore and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully
For and on behalf of
EVOLVE CAPITAL ADVISORY PRIVATE LIMITED

Chua Hiang Hwee
Chief Executive Officer and Managing Partner

Lay Shi Wei
Vice President

NOTICE OF EXTRAORDINARY GENERAL MEETING

SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200706801H)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED** (the "**Company**") will be held on 22 April 2026, at 2:00 p.m. at Orchid Country Club, Sapphire 3 Room, 1 Orchid Club Road, Singapore 769162 for the purpose of considering and, if thought fit, passing, the following resolution:

*Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed thereto in the Company's circular to Shareholders dated 31 March 2026 ("**Circular**") in respect of the resolution herein.*

ORDINARY RESOLUTION

THE PROPOSED DISPOSAL OF GARDEN FRESH BEVERAGE GROUP CO., LTD. AS A MAJOR TRANSACTION AND AS AN INTERESTED PERSON TRANSACTION

That:

(a) approval be and is hereby given for the sale of the entire issued and paid-up share capital of the Garden Fresh Beverage Group Co., Ltd. (an indirect wholly-owned subsidiary of the Company) to Ideutsch Health Technology Group (HK) Co., Ltd. (the "**Purchaser**") in accordance with the terms and conditions of the SPA as amended, supplemented and modified by the 1st Supplemental Agreement and the 2nd Supplemental Agreement (the "**Proposed Disposal**") which constitutes a major transaction and an interested person transaction under the Listing Manual; and

(b) the Directors of the Company and each of them be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Proposed Disposal, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this resolution or the transactions contemplated pursuant to or in connection with the Proposed Disposal.

BY ORDER OF THE BOARD

Li Xueying
Independent Director
31 March 2026
Singapore

Notes:

FORMAT OF MEETING

1. The Extraordinary General Meeting ("**EGM**") will be held, in a wholly physical format, at Orchid Country Club, Sapphire 3 Room, 1 Orchid Club Road, Singapore 769162 on 22 April 2026 at 2:00 p.m. Shareholders, including Central Provident Fund ("**CPF**") and Supplementary Retirement Scheme ("**SRS**") Investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the EGM by attending the EGM in person. There will be no option for shareholders to participate virtually.

2. The Notice of EGM, Member Proxy Form, and the Circular will be sent to members via publication on the SGXNet at the URL https://www.sgx.com/securities/company-announcements. Printed copies of the Notice of EGM, Proxy Forms and the Circular will also be sent by post to members.

APPOINTMENT OF PROXIES

3. A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote on his behalf. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

4. A member who is not a Relevant Intermediary* is entitled to appoint not more than two proxies to attend and vote at EGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

5. A member who is a Relevant Intermediary* is entitled to appoint more than two proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   *A Relevant Intermediary (as defined in Section 181 of the Companies Act 1967 of Singapore) is either:

   (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

   (b) a person holding a capital markets services licence to provide custodial services under the Securities Futures Act 2001 of Singapore and who holds shares in that capacity; or

   (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

6. The instrument appointing a proxy must be signed by the appointer or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.

7. The duly executed Proxy Form (together with the power of attorney or other authority, if any, under which the instrument of proxy is signed or a duly certified copy of that power of attorney or other authority, failing previous registration with the Company), must be submitted:

   (i) personally or by post to the office of the Share Registrar of the Company (Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)) at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619; or

   (ii) via email to the Company's Share Registrar at proxy@grandnessgroups.com,in either case, not less than seventy-two (72) hours before the time appointed for holding the EGM, i.e., by 2:00 p.m. on 19 April 2026, and in default of which the Proxy Form shall not be treated as valid.

   A member who wishes to submit the Proxy Form must complete and sign the Proxy Form, before submitting the hardcopy by post to the address provided above, or before scanning and sending it by email to the email address provided above.

8. Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPF Investors and SRS Investors, who wish to exercise their votes by appointing a proxy should approach their respective relevant intermediaries (which would include, in the case of CPF Investors and SRS Investors, CPF Agent Banks and SRS Operators) through which they hold such shares in order to submit their voting instructions at least seven (7) working days before the EGM (i.e. by 2:00 p.m. on 13 April 2026).

9. In the Proxy Form, a member should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the Resolution in the form of proxy, failing which the proxy (including the Chairman if he is appointed as proxy) will vote or abstain from voting at his/her discretion.

10. The Company shall be entitled to reject the instrument appointing a proxy(ies) if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument of proxy lodged if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM (or at any adjournment thereof), as certified by The Central Depository (Pte) Limited to the Company.

SUBMISSION OF QUESTIONS

11. Shareholders, or where applicable, their appointed proxy(ies), may submit substantial and relevant questions related to the Resolution to be tabled for approval at the EGM in advance of the EGM:

    (i) by post to the office of the Share Registrar of the Company (Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)) at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619; or

    (ii) via email to the Company's email address at questions@grandnessgroups.com.

    When submitting questions by post or via email, shareholders should also provide the following details: (i) the shareholder's full name; (ii) the shareholder's email address; and (iii) the manner in which the shareholder holds shares in the Company (e.g., via CDP, CPF/SRS and/or physical scrip), for verification purposes.

    All questions submitted in advance must be received by 2:00 p.m. on 13 April 2026.

12. Substantial and relevant questions which are submitted after 2:00 p.m. on 13 April 2026 will be consolidated and addressed at the EGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

13. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives can also ask the Chairman of the Meeting substantial and relevant questions related to the Resolution to be tabled for approval at the EGM, at the EGM itself.

VOTING RESULTS

14. An independent scrutineer will be appointed by the Company to direct and supervise the counting and validation of all valid votes cast and through Proxy Forms received as of the above-mentioned deadline. The voting results will be announced during the EGM in respect of the Resolution put to the vote at the EGM. The Company will also issue an announcement on SGXNet on the results of the Resolution put to vote at the EGM.

MINUTES

15. Minutes of the EGM will be provided within one (1) month after the EGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representatives) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof); and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representatives) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representatives) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

PROXY FORM

SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200706801H)

PROXY FORM – EXTRAORDINARY GENERAL MEETING

IMPORTANT:

1. The EGM will be held, in a wholly physical format, at Orchid Country Club, Sapphire 3 Room, 1 Orchid Club Road, Singapore 769162 on 22 April 2026 at 2:00 p.m..
2. Relevant Intermediaries* (as defined in Section 181 of the Companies Act 1967 of Singapore), may appoint more than two proxies to attend and vote at the EGM.
3. Shareholders who wish to exercise their voting rights at the EGM may:
   (a) (where the Shareholder is an individual) attend and vote at the EGM;
   (b) (where the Shareholder is an individual or a corporate) appoint proxy(ies) (other than the Chairman of the EGM) to attend and vote at the EGM on their behalf; and
   (c) (where the Shareholder is an individual or a corporate) appoint the Chairman of the EGM as proxy to vote on their behalf.
4. For investors holding shares of Sino Grandness Food Industry Group Limited through Relevant Intermediaries (as defined in the Notice of EGM), including CPF/SRS investors, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors who wish to exercise their voting rights should approach their Relevant Intermediary as soon as possible. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the EGM (i.e. by 13 April 2026 at 2:00 p.m.).

I/We*, ________________________________ (name) ______________________ (NRIC/Passport/UEN)*

of ____ (address)

being a member/members of **SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED** (the "**Company**"), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

and/or

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

or failing whom, the Chairman of the EGM, as my/our* proxy/proxies* to attend, speak and vote for me/us* on my/our* behalf and, if necessary, to demand a poll at the EGM of the Company to be held at Orchid Country Club, Sapphire 3 Room, 1 Orchid Club Road, Singapore 769162 on 22 April 2026 at 2:00 p.m. and at any adjournment thereof. I/We* direct my/our proxy/proxies* to vote for or against or abstain from voting on the resolution(s) to be proposed at the EGM as indicated hereunder.

(Please indicate with an "X" in the spaces provided if you wish your proxy/proxies to exercise all your votes "For" or "Against" or "Abstain" from voting on the resolution(s) as set out in the Notice of EGM. Alternatively, if you wish your proxy/proxies to exercise your votes both "For", "Against" or to "Abstain" from voting on the proposed resolution, please indicate the number of Shares in the box provided. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the EGM.)

ORDINARY RESOLUTION				
ORDINARY BUSINESS		**FOR**	**AGAINST**	**ABSTAIN**
RESOLUTION 1	The Proposed Disposal of the entire share capital of Garden Fresh Beverage Group Co., Ltd. as a Major Transaction and an Interested Person Transaction.			

Dated this ________ day of __________________ 2026

Total Number of Shares held in:	
CDP Register	
Register of Members	

____

Signature(s) of Member(s)
and/or Common Seal of Corporate Shareholder
*delete as appropriate

IMPORTANT: PLEASE READ THE NOTES OVERLEAF

PROXY FORM

NOTES:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.

2. In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for, vote against, or to abstain from voting, on the resolution(s). If no specific direction as to voting is given, the proxy (including the Chairman of the EGM) will vote or abstain from voting at his/her discretion.

3. A Shareholder (who is not a Relevant Intermediary) entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. Any appointment of a proxy by a Shareholder attending the EGM shall be null and void and such proxy shall not be entitled to vote at the EGM. Where a Shareholder (other than a Relevant Intermediary) appoints two (2) proxies, the appointments shall be invalid unless he/she/it specifies the number of Shares or proportion of his/her/its shareholding to be represented by each proxy. "Relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 ("**Companies Act**").

4. A Shareholder who is a Relevant Intermediary may appoint more than two (2) proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder appoints two (2) or more proxies, the appointments shall be invalid unless such Shareholder specifies the number of Shares to be represented by each proxy.

5. The instrument appointing a proxy:

   (a) If submitted personally or by post, must be deposited at the office of the Share Registrar of the Company, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619; or

   (b) If submitted by electronic means, must be sent by email to proxy@grandnessgroups.com,

   in either case, to be received by 2:00 p.m. on 19 April 2026, being seventy-two (72) hours before the time appointed for holding of the EGM (or at any adjournment thereof). Members are strongly encouraged to submit completed proxy forms electronically via email.

   The proxy form for the EGM may also be accessed at the SGX website at the URL https://www.sgx.com/securities/company-announcements.

6. The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or signed on its behalf by its attorney duly authorised in writing or by an authorised officer of the corporation.

7. Where the instrument appointing a proxy is signed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.

8. A corporation which is a member may also authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act 1967.

9. Completion and return of this proxy form shall not preclude a member from attending and voting in person at the EGM. If a member attends the EGM in person, the appointment of a proxy or proxies shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy or proxies to the EGM.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument of proxy lodged if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM (or at any adjournment thereof), as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 31 March 2026.

This page has been intentionally left blank.