BROMAT HOLDINGS LTD.
(Company Registration No. 201715253N)
(Incorporated in Singapore)

PROPOSED PLACEMENT OF 32,896,471 SHARES IN THE CAPITAL OF THE COMPANY

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1. Introduction

The board of directors (the "**Board**" or "**Directors**") of Bromat Holdings Ltd. (the "**Company**") wishes to announce that the Company has entered into a binding conditional term sheet for the private placement of shares (the "**Term Sheet**") dated 26 August 2026 with Jiaxing Aoze Investment Partnership (Limited Partnership) (嘉兴傲泽投资合伙企业 (有限合伙)) (the "**Investor**") (the "**Proposed Placement**").

Pursuant to the Proposed Placement, the Investor shall subscribe for, and the Company shall allot and issue, an aggregate of 32,896,471 new ordinary shares (the "**New Shares**") at an issue price of S$0.085 (the "**Issue Price**") for each New Share, amounting to an aggregate consideration of S$2,796,200 (the "**Subscription Amount**"). The Proposed Placement shall be implemented under definitive agreements to be entered into by the parties on the terms consistent with the Term Sheet.

The Proposed Placement is not underwritten, and there is no placement agent appointed for the purpose of the Proposed Placement. The Proposed Placement is made pursuant to the exemption under Section 272B or 275 of the Securities and Futures Act 2001 of Singapore. As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Placement.

The Proposed Placement would not result in any transfer of controlling interest in the Company, and the New Shares will not be issued to any of the persons set forth in Rule 812(1) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Catalist Rules**").

2. The Proposed Placement

2.1 <u>The Issue Price and Ranking of the New Shares</u>

The Issue Price represents a premium of approximately 4.94% to the volume weighted average price of S$0.0.81 for trades done on the SGX-ST on 24 August 2026, being the last full market day on which the shares of the Company were traded preceding the trading halt called by the Company and the signing of the Term Sheet. The Issue Price was commercially agreed between the Company and the Investor after arm's length negotiations and with reference to the price for trades done on the shares of the Company on the SGX-ST.

The New Shares shall, upon issue and allotment, rank *pari passu* in all respects with the existing ordinary shares of the Company ("**Shares**").

2.2 <u>Authority to allot and issue the New Shares</u>

The Company will allot and issue the New Shares pursuant to the general share issue mandate granted by shareholders of the Company at the annual general meeting held on 5 May 2026 (the "**AGM**") (the "**Share Issue Mandate**").

Pursuant to the Share Issue Mandate, the Directors are authorised to issue not more than 453,259,172 ordinary shares, being 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the AGM, of which the aggregate number of shares to be issued other than on a *pro rata* basis to existing shareholders shall not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) as at the date of the AGM, being 226,629,586 ordinary shares. The Company has not utilised the Share Issue Mandate to-date. As such, the New Shares to be issued and allotted pursuant to the Proposed Placement is within the limits of the Share Issue Mandate.

The New Shares, when issued and allotted, represent approximately 7.26% of the existing issued share capital of the Company comprising 453,259,172 Shares as at the date of this announcement, and will represent approximately 6.77% of the enlarged issued share capital of the Company comprising 486,155,643 Shares after the allotment and issue of the New Shares.

2.3 Information on the Investor

Shareholders should note that the information relating to the Investor in this paragraph and elsewhere in this announcement were provided by the Investor. The Company and the Directors have not independently verified the accuracy and correctness of such information.

The Investor was introduced to the Company by Mr. Frank Liu Tao, the Non-Executive and Non-Independent Chairman of the Company. No introducer or other fees were or will be paid to Mr. Frank Liu Tao in connection with his introduction of the Investor to the Company. In addition, no commission was paid or is payable by the Company to any person in connection with the Placement.

The Investor is a company incorporated under the laws of China and principally engaged in the business of investment and asset management.

The Investor has confirmed that it has no prior connections (including any business relationship or transactions) with the Company, the Directors, or the Company's substantial shareholders. The Investor further confirmed that it is not an interested person as defined under Chapter 9 of the Catalist Rules, it does not fall within the class of restricted persons as specified in Rule 812(1) of the Catalist Rules, and it is not an associate of and is not acting in concert, as defined in The Singapore Code on Takeovers and Mergers, with any Directors and/or other shareholders of the Company.

To the best of the knowledge of the Directors, none of the Investor, its directors and substantial shareholder has any connections (including business relationships) with the Company, the Group, its Directors and substantial shareholders, and is not a a person to whom the Company is prohibited from issuing shares to without shareholders' approval, as provided under Rule 812(1) of the Catalist Rules.

2.4 Conditions of Proposed Placement

The Proposed Placement shall be conditional upon the satisfaction or waiver of the conditions precedent to be set out in the definitive agreement, including but not limited to:

(a) the receipt of the listing and quotation notice (the "**LQN**") from the SGX-ST for the New Shares;

(b) the receipt of all necessary corporate, board and regulatory approvals in connection with the Proposed Placement; and

(c) the full Subscription Amount having been deposited in the designated bank account of the Company.

The completion of the Proposed Placement shall take place on the date falling 30 working days from the later of (i) the receipt of the Subscription Amount in the designated bank account of the Company; or (ii) the last condition precedent is satisfied or waived, or such other date as the parties may agree in writing (the "**Completion**").

If the Completion has not occurred on or before 30 October 2026 (the "**Long-Stop Date**"), the full Subscription Amount (together with any interest accrued thereon) shall be released and returned to the Investor within 5 working days of the Long-Stop Date, and neither party shall have any further liability to the other.

3. Financial Effects of the Proposed Placement

The *pro forma* financial effects of the Proposed Placement on the Group's net tangible liabilities ("**NTL**") per Share and basic loss per Share ("**LPS**") as set out below are strictly for illustrative purposes and are not indicative of the actual financial position and results of the Group following the Completion of the Proposed Placement.

The pro forma financial effects have been prepared based on the latest unaudited consolidated financial statements of the Group for the financial year ended 30 September 2025 ("**FY2025**"), on the following bases and assumptions:

(a) the Proposed Placement had been completed on 31 December 2025 for the purpose of illustrating the financial effects on the NTL per Share;

(b) the Proposed Placement had been completed on 1 October 2024 for the purpose of illustrating the financial effects on the LPS;

(c) the effects of the conversion of redeemable preference shares into 145,000,000 new Shares which was completed after FY2025 are disregarded; and

(d) the estimated fees and expenses incurred by the Company in connection with the Proposed Placement shall be disregarded.

<u>NTL per Share</u>

	Before the Proposed Placement	**After the Proposed Placement**
NTL attributable to owners of the Company (S$)	(7,001,910)	(4,205,710)
Number of issued Shares (excluding treasury shares)	308,259,172	341,155,643
NTL per Share (cents)	(2.27)	(1.23)

<u>LPS</u>

	Before the Proposed Placement	**After the Proposed Placement**
Loss attributable to owners of the Company (S$)	(2,839,297)	(2,839,297)
Weighted average number of ordinary shares	308,259,172	341,155,643
Basic LPS (cents)	(0.92)	(0.83)

4. Rationale of the Proposed Placement and Use of Proceeds

Based on the unaudited consolidated financial statements of the Group for the 9-month ended 30 June 2026, the Group was in a net current liabilities position of S$9.7 million and a net liabilities position of S$9.1 million as at 30 June 2026. Accordingly, the Company is undertaking the Proposed Placement to raise funds to strengthen the Group's financial position and capital base. The Proposed Placement will also improve the cash flows of the Group as it supplements the Group's existing working capital, and fund the growth and expansion of the Group's business as well as the exploration of new business opportunities as they arise.

The gross proceeds from the Proposed Placement is S$2,796,200. The estimated net proceeds from the Proposed Placement, after deducting estimated expenses relating thereto of approximately S$60,000, is approximately S$2,736,200 (the "**Net Proceeds**"). The Company intends to apply such Net Proceeds in the following proportions:

Use of Net Proceeds	Percentage Allocation of the Net Proceeds	Approximate Allocation of the Net Proceeds (S$'000)
Business expansion	60%	1,642
General working capital (which includes, among others, administrative expenses, manpower costs, compliance costs, continuing listing expenses, professional fees and general overheads)	40%	1,094
Total	**100%**	**2,736**

Pending the deployment of the Net Proceeds for the purpose as set out above, such proceeds may be deposited with banks and/or financial institutions, invested in short-term money market and/or debt instruments or used for any other purposes on a short-term basis as the Directors may deem fit.

The Company will make periodic announcements on the utilisation of the Net Proceeds from the Proposed Placement when such proceeds are materially disbursed and will provide a status report on the use of such proceeds in the Company's interim and full-year financial statements issued under Rule 705 of the Catalist Rules and annual reports. Where the Net Proceeds have been used for working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the relevant announcement(s) and status report(s). Where there is any material deviation from the stated use of the Net Proceeds, the Company will announce the reasons for such deviation.

The Directors are of the opinion that, (i) after taking into consideration, among others, the Group's internal resources and operating cashflows, and the financial support letter from the controlling shareholder, Mr Frank Liu Tao, the working capital available to the Group is sufficient to meet its present requirements, and the Proposed Placement is being undertaken for the aforesaid reasons and the intended use of proceeds, and (ii) after taking into consideration, among others, the Group's internal resources, operating cashflows, the financial support letter from the controlling shareholder, Mr. Frank Liu Tao and the Net Proceeds arising from the Proposed Placement, the working capital available to the Group is sufficient to meet its present requirements.

The Directors have decided to undertake the Proposed Placement to strengthen the Group's working capital and to fund the Group's growth and expansion (as and when the opportunities arise).

5. Interests of Directors and Substantial Shareholders

None of the Directors, and as far as the Directors are aware, none of the substantial shareholders of the Company, and their respective associates, has any interest, direct or indirect, in the Proposed Placement, other than in their respective capacities as the Director or substantial shareholder of the Company.

6. Documents for Inspection

A copy of the Term Sheet is available for inspection at the registered office of the Company at 80 Robinson Road #17-02 Singapore 068898 during normal business hours for a period of 3 months from the date of this announcement.

7. Responsibility Statement

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

8. Further Announcements

The Company will make the appropriate announcements as and when there are material developments on the Proposed Placement.

9. Trading Caution

Shareholders are advised that the Completion of the Proposed Placement is subject to the conditions precedents in the definitive agreements being fulfilled and there is no certainty or assurance that the Proposed Placement will be completed or that no changes will be made to the terms of the definitive agreements. Accordingly, shareholders are advised to exercise caution in dealings with the shares, to read this announcement and any further update announcement(s) released by the Company carefully and should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Frank Liu Tao
Non-Executive and Non-Independent Chairman
27 August 2026

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*This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Ms. Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.