

ANNOUNCEMENT OF INTERESTED PERSON TRANSACTIONS PURSUANT TO RULE 905(2) OF THE CATALIST RULES

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Jiutian Chemical Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that the transactions entered into by Anyang Jiutian Fine Chemical Co., Ltd. (“**Anyang Jiutian**”), a wholly-owned subsidiary of the Company with Henan Energy and Chemical Industry Group Chemical Sales Co., Ltd. (河南能源化工集团化工销售有限公司) (“**HNEC Chemical Sales**”) during the financial year ending 31 December 2025 (“**FY2025**”) pursuant to Rule 905(2) of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), has exceeded 3% of the Group’s latest audited net tangible assets as at 31 December 2024 (“**Latest Audited NTA**”).

Rule 905(2) of the Catalist Rules provides that if the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the Latest Audited NTA, the Company must make an immediate announcement of the latest transaction and all future transactions entered into with that same interested person during that financial year.

2. DETAILS OF THE INTERESTED PERSON

HNEC Chemical Sales is a subsidiary of Henan Energy and Chemical Industry Group Co., Ltd (“**HNEC**”). HNEC is the ultimate holding company of Anyang Longyu (HK) Development Co., Ltd (“**Anyang Longyu**”) and Anyang Chemical Industry Group Co., Ltd. (“**Anhua**”).

Anyang Longyu is a wholly-owned subsidiary of Anhua and also a controlling shareholder of the Company.

As at the date of this announcement, Anyang Longyu is deemed interested in 502,429,900 shares of the Company held through its nominee, Philip Securities Pte. Ltd., representing approximately 25.27% of the issued share capital of the Company. Anhua and HNEC are deemed to be interested in the shares held by Anyang Longyu pursuant to Section 6 of the Companies Act 1967 of Singapore.

Accordingly, HNEC Chemical Sales is considered an interested person under Rule 904(4) of the Catalist Rules. However, HNEC Chemical Sales is not one of the interested persons covered under the Company’s existing general mandate for interested person transactions, which was approved by the shareholders at the annual general meeting of the Company held on 25 April 2025 (the “**IPT Mandate**”). As such, transactions with HNEC Chemical Sales do not fall within the scope of the IPT Mandate and are subject to the requirements under Rules 905 and 906 of the Catalist Rules.

3. DETAILS OF THE INTERESTED PERSON TRANSACTIONS (“**IPTs**”)

Details of the IPTs entered into between Anyang Jiutian and HNEC Chemical Sales from 1 January 2025 to 27 May 2025, excluding transactions which are less than S\$100,000 and transactions entered into under the IPT Mandate, are as follows:

Description of the IPTs	Aggregate Value
Purchase of methanol and liquid ammonia by Anyang Jiutian from HNEC Chemical Sales	RMB 21.62 million

The Latest Audited NTA as at 31 December 2024 was approximately RMB 610.32 million. The value of the above transactions represents approximately 3.54% of the Latest Audited NTA.

The IPTs were entered into between Anyang Jiutian and HNEC Chemical Sales after arm’s length negotiations on a ‘willing-buyer-willing-seller’ basis and on normal commercial terms. In determining the transaction terms and selling prices, factors taken in account included prevailing market rates, transportation costs, availability, delivery urgency, and specifications of the raw materials. The terms offered by Anyang Jiutian were no more favourable than those offered to other existing suppliers or unrelated third parties.

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4. RATIONALE AND BENEFIT OF THE IPTs

The Group sources from HNEC Chemical Sales to enable the Group to obtain stable and timely deliveries of high-quality raw materials at competitive prices. Entering into these IPTs supports operational continuity and cost efficiency, especially in light of supply chain volatility and market fluctuations in raw material prices.

The Board (with the interested directors abstaining) has assessed that the IPTs are conducted on normal commercial terms, following a price benchmarking process (such as obtaining third-party quotations), which are in line with the Group's procurement policies and practices. These transactions enable the Group to secure a reliable and cost-effective supply chain for its production needs, contributing positively to operational efficiency and cost control. Accordingly, the Board is of the view that the IPTs are entered into in the best interests of the Company, are beneficial to the Group, and are not prejudicial to the interests of the Company and its minority shareholders.

5. AUDIT COMMITTEE'S STATEMENT

Having reviewed the terms of the IPTs and the rationale for the IPTs, the Audit Committee of the Company is of the view that the IPTs are on normal commercial terms, and are not prejudicial to the interests of the Company and its minority shareholders.

6. INTEREST OF DIRECTORS

Mr. Xu Aijun, Mr. Song Fu Dong, and Mr. Wang Gang, being the nominee directors of HNEC and Anhua on the Board of the Company, are deemed interested in these IPTs under Rule 904 of the Catalist Rules. They have abstained from all Board deliberations and voting related to these IPTs.

Save for the aforementioned directors, none of the directors of the Company has any interest, direct or indirect, in these IPTs save for their interest arising by way of their shareholdings in the Company (if any).

7. TOTAL VALUE OF ALL IPTS BETWEEN THE COMPANY AND THE HNEC GROUP (AS DEFINED BELOW) TO-DATE FOR FY2025

Under Rule 908 of the Catalist Rules, transactions between the Company and HNEC (including HNEC Chemical Sales) as well as its associates (collectively, the "**HNEC Group**") are deemed to be transactions with the same interested person, and such transactions during the same financial year will be aggregated for the purposes of Chapter 9 of the Catalist Rules. The details of all IPTs entered into with the HNEC Group to-date during FY2025 (excluding transactions which are less than S\$100,000) are set out below:

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Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during FY2025 (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the Catalyst Rules)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the Catalyst Rules during FY2025 (excluding transactions less than S\$100,000)
<u>HNEC Chemical Sales</u>	A subsidiary of HNEC which in turn is the ultimate holding company of Anhua and Anyang Longyu, a controlling shareholder of the Company.	<u>Purchase of Raw Materials (Methanol and Liquid Ammonia)</u> <u>RMB 21.62 million</u>	<u>Nil</u>
<u>Anhua</u>	The holding company of Anyang Longyu, a controlling shareholder of the Company.	<u>Security and fire protection service fees</u> <u>RMB 1.53 million</u>	<u>Sales of Repair Material, industrial steams and electricity</u> <u>RMB 1.51 million</u>
			<u>Rental expense of equipment</u> <u>RMB 1.68 million</u>
<u>Anyang Jiulong Chemical Co., Ltd</u>	A joint venture between the Company and Anhua and HNEC pursuant to which Anhua holds 15.9% and HNEC holds 35.1% and the Company holds 49% of the registered capital of Anyang Jiulong. HNEC is the parent of Anhua.	<u>Nil</u>	<u>Sale of Dimethylamine, Repair materials and electricity</u> <u>RMB 1.53 million</u>
			<u>Purchase of Raw Materials I and II</u> <u>RMB 6.57 million</u>
Total		RMB 23.15 million	RMB 11.29 million

The aggregate value of all IPTs (excluding transactions which are less than S\$100,000 and transactions entered into not covered under the IPT mandate) entered into between the Company and the HNEC Group from 1 January 2025 up to the date of this announcement is approximately RMB 23.15 million (the "**IPT Aggregate Value**"), representing approximately 3.79% of the Latest Audited NTA. As this does not exceed 5% of the Latest Audited NTA, the Company is not required to seek shareholders' approval pursuant to Rule 906 of the Catalyst Rules for the IPTs.

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For completeness, all the other interested person transactions of a value equal to or more than S\$100,000 entered into by the Group for FY2025 have been specifically approved by shareholders under the existing IPT mandate. The aggregate of all the IPTs entered into by the Group for FY2025 as at date of this announcement amounts to RMB 34.44 million.

8. TOTAL VALUE OF ALL IPTS FOR FY2025

Save as disclosed above, as at the date of this announcement, there are no other IPTs (excluding transactions which are less than S\$100,000) entered into between the Company and all its interested persons during FY2025.

9. MONITORING AND SHAREHOLDERS' APPROVAL (IF APPLICABLE)

While the IPT Aggregate Value currently exceeds 3% of the Latest Audited NTA, it is not expected to exceed 5% (i.e., RMB 30.52 million) for FY2025.

The Company will closely monitor the cumulative transaction value with the HNEC Group. Should the IPT Aggregate Value approach or exceeds the 5% threshold, the Company will seek shareholders' approval pursuant to Rule 906 of the Catalist Rules through the convening of an extraordinary general meeting.

The Company will make further announcements as appropriate.

BY ORDER OF THE BOARD

Xu Aijun

Non-executive and Non-independent Chairman

27 May 2025

This announcement has been reviewed by the Company's Sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange 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.

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