



SATS LTD.
(Incorporated in the Republic of Singapore)
(UEN/Company Registration No. 197201770G)

ANNOUNCEMENT PURSUANT TO RULE 706A OF THE SGX LISTING MANUAL

Pursuant to Rule 706A of the Listing Manual of Singapore Exchange Securities Trading Limited ("**SGX-ST**"), SATS Ltd. ("**SATS**" or the "**Company**") wishes to announce the following transactions that occurred during the half-year ended 31 March 2025:

1. DISSOLUTION OF INDIRECT WHOLLY-OWNED SUBSIDIARY

European Flight Services SAS ("**EFS**"), an indirect wholly-owned subsidiary of the Company, was dissolved on 4 December 2024.

The dissolution of EFS is not expected to have any material impact on the Company's net tangible assets per share and earnings per share for the financial year ended 31 March 2025.

2. INCORPORATION OF INDIRECT WHOLLY-OWNED SUBSIDIARIES

- (a) Nanjing Weizhou Airline Food Corp., Ltd., an indirect wholly-owned subsidiary of the Company, had incorporated a wholly-owned subsidiary in China, known as Beihai Weilian Airline Food Corporation Ltd. ("**Beihai Weilian**").

Information relating to Beihai Weilian is as follows:

Name of company	: Beihai Weilian Airline Food Corporation Ltd.
Date of incorporation	: 21 October 2024
Country of incorporation	: China
Paid-up capital	: RMB 1,000,000
Principal activity	: Food production & sales

- (b) SATS Investments (III) Pte. Ltd., a wholly-owned subsidiary of the Company, had incorporated a wholly-owned subsidiary in United Kingdom, known as SATS Investments UK Ltd.

Information relating to SATS Investments UK Ltd. is as follows:

Name of company	: SATS Investments UK Ltd.
Date of incorporation	: 5 February 2025
Country of incorporation	: United Kingdom
Paid-up capital	: USD 100,000
Principal activity	: Investment Holding Company



3. INCORPORATION OF INDIRECT ASSOCIATE

Air India SATS Airport Services Pte. Ltd., an associated company in which the Company holds a 50% interest, had incorporated a wholly-owned subsidiary in Dubai Airport Freezone, Dubai, United Arab Emirates, known as AISATS International Airport Services FZCO.

Information relating to AISATS International Airport Services FZCO is as follows:

Name of company	: AISATS International Airport Services FZCO
Date of incorporation	: 16 December 2024
Country of incorporation	: United Arab Emirates
Paid-up capital	: AED 750000 divided into 7500 equity shares of Rs. 100/-
Principal activity	: Aircraft Cleaning Services and Human Resources Consultant

4. CHANGE OF INTEREST IN SUBSIDIARIES

(a) Acquisition of a 10% stake in Orbital Serviços Auxiliares de Transporte Aéreo Ltda.

On 27 January 2025, WFS Brasil Investimentos e Participações Ltda. ("**WFS Brasil**"), a limited liability company indirectly and wholly-owned by the Company via Worldwide Flight Services Servicios Aeroportuarios S.A. and Worldwide Flight Services Holding S.A., entered into a Quota Sale and Purchase Agreement ("**QPA**") with Esfera Investimentos e Participações Ltda. ("**Esfera**") for the acquisition of Esfera's 10% quota capital in Orbital Serviços Auxiliares de Transporte Aéreo Ltda. ("**Orbital**"), a limited liability company.

The acquisition involved a total of 4,899,093 quotas issued by Orbital (the "**Acquisition**"), increasing WFS Brasil's ownership in Orbital from 80% to 90% and its voting rights from 90% to 100%. The remaining 10% quota capital is currently held in Orbital's treasury pending the determination of its value following the death of its late shareholder and will remain in treasury until final payment by WFS Brasil for this remaining stake.

The Acquisition was executed following the resignation of Esfera's owner and legal representative as Orbital's Managing Director. This event triggered a call option under Orbital's shareholders' agreement entered into on 30 May 2015 between WFS Brasil and the minority shareholders. At the time of the acquisition of the WFS group by SATS, WFS Brasil owned 80% of the quota capital in Orbital.

The Acquisition was completed on 30 January 2025 ("**Closing Date**").

CONSIDERATION AND CONDITIONS

As consideration for the obligations under the QPA, WFS Brasil, as buyer, and Orbital by way of payments of dividends for FY2023 and FY2024, paid to Esfera, as applicable,



a final amount of BRL 33.0 million (approximately SGD 7.6 million¹), structured as follows:

- Cash payment: BRL 25.8 million;
- Dividends related to FY2023 and FY2024: BRL 5.7 million; and
- Holdback Amount: BRL 1.5 million.

The Cash payment was made by WFS Brasil and the dividends were paid by Orbital, on the Closing Date. The Holdback Amount will be retained by WFS Brasil for a 3-year period from 27 January 2025 which covers any outstanding indemnifiable losses that may be incurred by Orbital after the Closing Date.

This transaction involves the acquisition of a minority stake in a company that is already indirectly 80% owned by SATS and is therefore not expected to have a material impact on the price or value of SATS' securities.

(b) Partial Divestment of Shareholding in SATS-MIT Food Solutions Pte. Ltd.

On 22 November 2024, the Company, through its wholly-owned subsidiary SATS Investments Pte. Ltd. ("**SIPL**"), completed the divestment of 15% of shares in SATS-Mit Food Solutions Pte. Ltd. ("**SATS-Mit**") to Mitsui & Co., Ltd. (the "**Divestment**"). The Divestment was made pursuant to the share purchase agreement dated 18 July 2024.

Following the completion of the Divestment, the Company, through SIPL, holds the remaining 85% of the shares in SATS-Mit.

For more information, please refer to the announcements on the same matter dated 18 July 2024 and 22 November 2024.

(c) Increase in Shareholding in SATS Food Solutions (Thailand) Co. Ltd.

On 8 June 2021, SATS (Thailand) Co., Ltd. ("**SATS Thailand**"), an indirect subsidiary of the Company, entered into a conditional Sale and Purchase Agreement ("**SPA**") with Bangkok Ranch Public Company Limited ("**Bangkok Ranch**") to acquire shares in SATS Food Solutions (Thailand) Co., Ltd. ("**SFST**"), formerly known as Food City Company Limited. Pursuant to the terms of the SPA, SATS Thailand and SIPL collectively acquired 85% of the shares in SFST. Subsequently, on 8 July 2021, SATS Thailand entered into a call option agreement with Bangkok Ranch, which allowed SATS Thailand to acquire the remaining 15% of shares in SFST held by Bangkok Ranch (the "**Acquisition**").

Following the completion of the Acquisition on 31 January 2025, the Company now holds 100% of SFST through its subsidiaries, SATS Thailand and SIPL.

For more information, please refer to the announcements on the same matter dated 8 June 2021, 9 July 2021 and 31 January 2025.

¹ Translated at average spot rate on 30 January 2025 at SGD 1 = BRL 4.34



5. SALE AND PURCHASE AGREEMENT IN RELATION TO MENZIES WORLD CARGO (AMSTERDAM) B.V.

The Company had on 30 August 2024 entered into a conditional sale and purchase agreement with Menzies Aviation (Cargo) B.V. to acquire the entire issued and paid-up share capital Menzies World Cargo (Amsterdam) B.V. (the “**Menzies Acquisition**”). The Menzies Acquisition was completed on 31 January 2025 (the “**Completion**”).

Following Completion, Menzies World Cargo (Amsterdam) B.V. became indirect wholly-owned subsidiary of the Company through its subsidiary, Worldwide Flight Services Holland B.V.

For more information, please refer to the announcement made via the SGX-ST on 30 August 2024 and 31 January 2025.

6. DISPOSAL OF SHAREHOLDING IN KRISSHOP PTE. LTD.

On 5 March 2025, the Company entered into a sale and purchase agreement with Singapore Airlines Limited for the sale of all its remaining issued equity interests in KrisShop Pte. Ltd. (“**KSPL**”)

The Company disposed of its entire shareholding in KSPL, comprising 2,047,502 ordinary shares, for a consideration of SGD 1.00 (“**Disposal**”). The Disposal represented 3.78% of the total issued share capital of KSPL (“**Sale Shares**”). The cash consideration for the Disposal, was determined on a willing-buyer willing-seller basis, after taking into account various factors such as the net asset value and financial performance of KSPL.

Based on the unaudited financial statements of the Company for the financial period ended 30 September 2024, the net asset value attributable to the Sale Shares was nil. The Disposal is not expected to have any material impact on the Company’s net tangible assets per share or earnings per share for the financial year ended 31 March 2025.

Following the completion of Disposal on 5 March 2025, the Company is no longer a shareholder of KSPL.

Issued by SATS Ltd. on 23 May 2025