

ES GROUP (HOLDINGS) LIMITED
(Company Registration No. 200410497Z)
(Incorporated in the Republic of Singapore)

DISPOSAL OF A VESSEL UNDER THE DISPOSAL MANDATE

1. INTRODUCTION

The board of directors (the “**Board**” or “**Directors**”) of ES Group (Holdings) Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the Company’s circular to shareholders dated 14 April 2026 (the “**Circular**”) in relation to the proposed adoption of the disposal mandate for the proposal disposal of vessels (the “**Disposal Mandate**”).

Shareholders of the Company (“**Shareholders**”) had approved the Disposal Mandate at the extraordinary general meeting of the Company held on 29 April 2026 (“**EGM**”). For more information, please refer to the Company’s announcement dated 29 April 2026 in relation to the results of the EGM.

*Unless otherwise stated, all capitalised terms used herein shall bear the same meaning in the Circular and all currency translations of Singapore dollars (“**S\$**”) and United States dollars (“**US\$**”) used in this announcement are based on an exchange rate of S\$1.00 : US\$1.2841.¹*

2. VESSEL DISPOSAL

The Company wishes to announce that ES Jewel Pte. Ltd. (the “**Seller**”, being the Company’s wholly-owned subsidiary) had, on 26 May 2026, entered into a binding Memorandum of Agreement (the “**Agreement**”) with an unrelated third party company (the “**Buyer**”) in relation to the disposal of a vessel of the Group, namely ES Jewel (the “**Vessel**”) (the “**Disposal**”). For the avoidance of doubt, the Disposal is in accordance with the terms of the Disposal Mandate, details of which are set out in the Circular.

The Vessel is a Singapore flagged oil product tanker with a capacity of 13,654 deadweight tonnage which was built in China in 2008.

3. INFORMATION ABOUT THE BUYER

All information in respect of the Buyer set out in this announcement is based solely on information and representations provided to the Company by the Buyer. The Company has not independently verified the accuracy or completeness of such information, and the Company’s responsibility is limited to ensuring that such information has been accurately and correctly extracted and reproduced in this announcement in its proper form and context.

The Buyer², who is an unrelated third party of the Group was established in year 2006 and

¹ This is based on the exchange rate extracted from the Monetary Authority of Singapore’s website as at 31 December 2025

² Pursuant to the confidentiality clause under the Agreement, the name of the Buyer will not be disclosed in this announcement.

involved in import-export and distribution of liquid and dry bulk commodities. The company deals in conventional and renewables. The company trades from India, Africa, Middle East and western countries and have strong customer network in Middle East, Africa and India. The Buyer purchases the vessel for fleet expansion.

As at the date of this announcement, none of the Buyer, its sole director and shareholder and their respective associates (i) holds, directly or indirectly, any shares in the capital of the Company (the “**Shares**”); and (ii) is related to the Directors or controlling Shareholders of the Company and their respective associates.

4. THE DISPOSAL

4.1 Consideration

Pursuant to the Agreement, the consideration for the Vessel is US\$5,600,000 (equivalent to approximately S\$7,190,960) (the “**Consideration**”), to be satisfied fully in cash.

As disclosed in the Circular, the terms of the Disposal Mandate provide for, among others, the vessel sale price of the Vessel shall not be lower than 80% of the prevailing independent desktop valuation of the Vessel, of which the effective date of the independent desktop valuation must not be more than six (6) months from the date of any definitive agreement to be entered into by the Group with any party with respect to the proposed disposal of the Vessel.

The Group has commissioned Fearnleys Asia (Singapore) Pte. Ltd. as the Valuer to conduct an independent desktop valuation on the Vessel. The independent desktop valuation was conducted by the Valuer, based on the fair and reasonable market value of the Vessel on the basis of “willing seller and willing buyer” at arm’s length (assuming that no party is in a forced situation), and is provided on a gross basis, not taking into account relevant transaction costs to bring a sale about. Based on the Certificate of Valuation of the Vessel, the Current Market Value of the Vessel as at 19 March 2026 (which is within six (6) months from the date of the Agreement) is US\$6.0 million (equivalent to approximately S\$7.7 million). The Consideration is at a discount of approximately 6.7% to the Current Market Value of the Vessel and accordingly, the Consideration is in accordance with the terms of the Disposal Mandate.

The Consideration was arrived at on a willing-buyer and willing-seller basis, after taking into account, *inter alia*, the age and existing conditions of the Vessel as well as the aforementioned independent desktop valuation of the Vessel conducted by the Valuer as commissioned by the Group.

The Consideration shall be payable in the following manner:

- (a) a deposit of US\$560,000 (equivalent to approximately S\$719,096), representing 10% of the Consideration, which had been paid by the Buyer to the Seller on the date of the Agreement; and
- (b) the balance of US\$5,040,000 (equivalent to approximately S\$6,471,864), representing 90% of the Consideration, shall be payable by the Buyer to the Seller on the date of the delivery of the Vessel (which is also the date of completion of the Disposal).

4.2 Salient terms of the Agreement

The Agreement is in accordance with Norwegian Ship Saleform 2012 for the sale and purchase of second-hand vessels and does not contain any unusual terms or conditions which are inconsistent with the usual terms and conditions for such sale and purchase of second-hand vessel. The Disposal is in accordance with the terms of the Disposal Mandate as disclosed in Section 6 of the Circular.

4.3 Completion

Pursuant to the Agreement, the delivery of the Vessel, and accordingly, the completion of the Disposal, shall take place before 10 July 2026.

5. RATIONALE FOR THE DISPOSAL

The Company believes that the Disposal would allow the Group to (i) reduce the Group's exposure to unexpected repairs, maintenance works and/or unplanned downtime risks of the Vessel; (ii) realise the value of the Vessel, so as to free up cash, manage the Group's cash flows and strengthen its financial position; and (iii) redeploy its capital and resources on the Group's core business activities in the new building and repair segment, and in furtherance of the Company's ongoing objective of sourcing for alternative sustainable sources of revenue and improving returns to the Shareholders.

Accordingly, the Board is of the view that the Disposal is in the best interests of the Company and its Shareholders.

6. RELATIVE FIGURES COMPUTED ON THE BASES SET OUT IN RULE 1006 OF THE CATALIST RULES

The relative figures computed on the bases set out in Rule 1006 of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist (the "Catalist Rules") in respect of the Disposal and based on the latest announced audited consolidated financial statements of the Group for the financial year ended 31 December 2025 ("FY2025") are as follows:

Rule 1006	Bases	Relative Figures
(a)	Net asset value of the Vessel, as compared with the Group's net asset value	41.46% ⁽¹⁾
(b)	Net profits attributable to the Vessel, as compared with the Group's net profits	78.95% ⁽²⁾
(c)	Aggregate value of the Consideration received, as compared to the Company's market capitalisation	101.85% ⁽³⁾
(d)	Number of equity securities to be issued by the Company as consideration for an acquisition, as compared with the number of equity securities previously in issue	Not applicable ⁽⁴⁾
(e)	Aggregate volume or amount of proven and probable reserves to be disposed of, as compared with the aggregate of the Group's proven and probable reserves	Not applicable ⁽⁵⁾

Notes:

- (1) Computed based on the net asset value of the Vessel of approximately S\$7.60 million as at 31 December 2025, and the net asset value of the Group of approximately S\$18.34 million as at 31 December 2025.
- (2) Under Rule 1002(3)(b) of the Catalist Rules, “Net Profits” means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests. Computed based on the net loss attributable to the Vessel of approximately S\$2.47 million for FY2025, and the net loss of the Group of approximately S\$3.13 million for FY2025.
- (3) Computed based on the Consideration of US\$5.60 million (equivalent to approximately S\$7.19 million) and the Company’s market capitalisation of approximately S\$7.91 million. The market capitalisation of the Company is determined based on the issued share capital of the Company of 141,200,000 Shares (excluding treasury shares) and the volume weighted average price of S\$0.05 per Share on 22 May 2026 (being the last market day on which the Shares were traded on the SGX-ST preceding the date of the Agreement).
- (4) Rule 1006(d) of the Catalist Rules is not applicable as the Disposal does not involve any issuance of consideration shares.
- (5) Rule 1006(e) of the Catalist Rules is not applicable as the Company is not a mineral, oil or gas company.

Based on the above, the relative figure computed under Rule 1006(b) and Rule 1006(c) of the Catalist Rules relating to the Disposal exceeds 50%, the Disposal would be a “major transaction” under Rule 1014 of the Catalist Rules and is accordingly subject to the approval of the Shareholders.

The Company had, on 29 April 2026, obtained Shareholders’ approval on the Disposal Mandate, of which Shareholders have approved the proposed disposal of the Group’s vessels, ES Aspire and ES Jewel, in accordance with the terms set out in Sections 6 and 7 of the Circular. Given that the Company has obtained the requisite approval of Shareholders at the EGM for the Disposal Mandate and the Disposal is conducted under the Disposal Mandate, the Disposal would have been duly approved by Shareholders. As such, no separate Shareholders’ approval will be sought for the Disposal.

7. FINANCIAL INFORMATION

7.1 Revenue and net profits³ attributable to the Vessel

Based on the latest audited consolidated financial statements of the Group for FY2025, the revenue and net loss attributable to the Vessel was approximately S\$3.63 million and approximately S\$2.47 million respectively for FY2025.

7.2 Book value of the Vessel and excess of Consideration over book value

Based on the latest audited consolidated financial statements of the Group for FY2025, the book value of the Vessel as at 31 December 2025 amounted to approximately S\$7.60 million. The Disposal is expected to result in a deficit of approximately S\$414,000 of the Consideration over book value of the Vessel as at 31 December 2025. For illustrative

³ Under Rule 1002(3)(b) of the Catalist Rules, “Net Profits” means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests.

purposes, after deducting estimated expenses in connection with the Disposal of approximately S\$373,000, the Group is expected to record a net loss on the Disposal of approximately S\$787,000 as at 31 December 2025.

7.3 Use of net proceeds from the Disposal

The estimated net proceeds from the Disposal, after deducting estimated expenses in connection with the Disposal of approximately S\$373,000, is approximately US\$5.31 million (equivalent to approximately S\$6.82 million) (the “**Net Proceeds**”).

As disclosed in the Circular, the Company intends to utilise the Net Proceeds for repayment of loans and general working capital requirements of the Group.

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

7.4 Financial effects of the Disposal

The *pro forma* financial effects of the Disposal on the Group set out below are purely for illustrative purposes only and are therefore not indicative of the actual future financial position of the Company or the Group after the completion of the Disposal.

The *pro forma* financial effects of the Disposal have been prepared based on the latest audited consolidated financial statements of the Group for FY2025, and on the following bases and assumptions:

- (i) the financial effect on the consolidated net tangible assets (“**NTA**”) per Share is computed based on the assumption that the Disposal was completed on 31 December 2025;
- (ii) the financial effect on the consolidated loss per Share (“**LPS**”) is computed based on the assumption that the Disposal was completed on 1 January 2025; and
- (iii) the expenses to be incurred in connection with the Disposal are estimated to be approximately S\$373,000.

(a) NTA per Share

The financial effect of the Disposal on the NTA per Share as at 31 December 2025 would be as follows:

	Before the Disposal	After the Disposal
NTA ⁽¹⁾ of the Group as at 31 December 2025 (S\$'000)	19,045	18,258
Number of issued Shares ('000)	141,200	141,200
NTA per Share (cents)	13.49	12.93

Note:

- (1) NTA means total assets (minus any intangible assets) less the sum of total liabilities, and non-controlling interest.

(b) LPS

The financial effect of the Disposal on the LPS for FY2025 would be as follows:

	Before the Disposal	After the Disposal
Net loss attributable to Shareholders for FY2025 (S\$'000)	(2,977)	(770)
Weighted average number of Shares (excluding treasury Shares) ('000)	141,200	141,200
LPS (cents)	(2.11)	(0.55)

8. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors and their respective associates, and to the best of the Directors' knowledge, none of the controlling Shareholders and their respective associates, has any interest, direct or indirect, in the Disposal (other than through their respective shareholdings in the Company, if any).

9. DIRECTORS' SERVICE CONTRACTS

No person will be appointed as a Director to the Board in connection with the Disposal. Accordingly, no service contract in relation thereto will be entered into between the Company and any such person.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Board 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 Disposal, the Company and its subsidiaries, and the Board is 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 Board 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.

11. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the following documents is available for inspection at the Company's registered office at 8 Ubi Road 2, #06-26 Zervex, Singapore 408538 during normal business hours for a period of three (3) months from the date of this announcement:

- (a) the Agreement;
- (b) the Certificate of Valuation of the Vessel; and
- (c) the Company's announcement dated 29 April 2026 in relation to the results of the EGM.

12. FURTHER ANNOUNCEMENTS ON THE DISPOSAL

Further announcements in relation to the Disposal will be made by the Company as and when appropriate.

BY ORDER OF THE BOARD
ES GROUP (HOLDINGS) LIMITED

LOW CHEE WEE
Executive Director and Chief Executive Officer
26 May 2026

This announcement has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (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 Yang Zhenni, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.