



GDS
Global Limited

GDS GLOBAL LIMITED

(Company Registration No.: 201217895H)

(Incorporated in the Republic of Singapore on 19 July 2012)

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF ASIABUILD METAL ENGINEERING PTE. LTD. AND INTEGRATED ALUMINIUM PTE. LTD. WHICH CONSTITUTES AN INTERESTED PERSON TRANSACTION AND A VERY SUBSTANTIAL ACQUISITION (THE “PROPOSED ACQUISITION”)

- **LODGMET AND ISSUANCE OF CIRCULAR**
 - **RECEIPT OF LISTING AND QUOTATION NOTICE**
 - **CHANGE OF AUDITORS**
-

1. INTRODUCTION

- 1.1. The Board of Directors (the **“Board”** or the **“Directors”**) of GDS Global Limited (the **“Company”** and together with its subsidiaries, the **“Group”**) refers to the announcement dated 1 December 2025 (the **“Announcement”**) in relation to, among other things the Proposed Acquisition.
- 1.2. Unless otherwise defined herein or the context requires otherwise, all capitalised terms used in this announcement shall have the same meanings ascribed to them in the Announcement and the Circular (as defined below).

2. LODGMET AND ISSUE OF CIRCULAR

- 2.1. The Board wishes to inform the Shareholders that the Company has lodged a circular dated 13 May 2026 (the **“Circular”**) containing information on, among other things, the Proposed Acquisition with the SGX-ST, acting as agent on behalf of the Monetary Authority of Singapore.
- 2.2. The notice (the **“Notice of EGM”**) of the extraordinary general meeting of the Company (the **“EGM”**) to be convened to seek Shareholders’ approval for, among other things, the Proposed Acquisition, the Proxy Form and the request form to request for a printed copy of the Circular have been made available to Shareholders by electronic means via publication on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL: <http://www.gdsglobal.com.sg>. Printed copies of the Notice of EGM, Proxy Form and request form will be sent by post to Shareholders.
- 2.3. Shareholders should note that printed copies of the Circular will not be despatched to Shareholders. Instead, electronic copies of the Circular have been made available to Shareholders by electronic means via publication on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL: <http://www.gdsglobal.com.sg>.
- 2.4. Shareholders should note the following dates and times in respect of the EGM:
- Last date and time for lodgment : 26 May 2026 at 10:00 a.m.
of Proxy Form
- Date and time of EGM : 29 May 2026 at 10:00 a.m.
- Venue of EGM : 86 International Road, Singapore 629176, Level 3

3. RECEIPT OF LISTING AND QUOTATION NOTICE

- 3.1. In connection with the Proposed Transactions stated in the Circular, the Company has made an application to the SGX-ST for the listing and quotation of:

- (a) up to 375,000,000 Consideration Shares at the Issue Price of S\$0.08 pursuant to the Proposed Acquisition; and
 - (b) 30,000,000 Debt Purchase Consideration Shares at the Issue Price of S\$0.08 pursuant to the purchase of the Outstanding Debt as part of the Proposed Acquisition.
- 3.2. The Board wishes to announce that the Company has today received from the SGX-ST the listing and quotation notice (the “**LQN**”) in respect of the Consideration Shares and the Debt Purchase Consideration Shares subject to:
- (a) compliance with the Catalist Rules;
 - (b) Shareholders’ approval being obtained for the Proposed Acquisition; and
 - (c) completion of the Proposed Acquisition.

Shareholders should note that the LQN is not to be taken as an indication of the merits of the the Company, its subsidiaries, the Proposed Acquisition, the Consideration Shares and the Debt Purchase Consideration Shares.

- 3.3 The LQN is valid for three (3) calendar months from the date of the LQN and is subject to any changes to the SGX-ST’s policies and/or listing requirements. The SGX-ST reserves the right to (a) impose further terms and conditions; or (b) withdraw or amend the LQN, at any time, in its sole and absolute discretion, without giving any reason for its decision. The SGX-ST shall not be liable for any damages or losses howsoever arising as a result of such withdrawal or amendment. In this regard, the SGX-ST draws attention to Rules 104 and 105 and Practice Note 4A, of the Catalist Rules.

4 THE PROPOSED CHANGE OF AUDITORS

- 4.1 In connection with and subject to Completion of the Proposed Acquisition, the Board considers it appropriate to review the appointment of the Auditors in light of the anticipated expansion of the Enlarged Group following completion of the Proposed Acquisition.

The Targets are currently audited by BDO, and the Board is of the view that aligning the Auditors with that of the Targets would facilitate a more efficient and streamlined audit process, enhance consistency in the application of accounting and audit approaches across the Enlarged Group, and enhance coordination and integration of the financial reporting and audit functions following completion of the Proposed Acquisition. In addition, the Board notes that Deloitte, the current auditors of the Company, have served as the Company’s Auditors since its initial public offering in 2013. Accordingly, the Board considers that the Proposed Change of Auditors is also consistent with good corporate governance practices relating to periodic audit firm rotation. The appointment of BDO would therefore enable the Enlarged Group to benefit from the firm’s familiarity with the businesses of the Targets to be acquired while also bringing fresh professional perspectives in respect of the Enlarged Group’s audit and financial reporting processes.

The Proposed Change of Auditors is due neither to, among others, audit opinion or search for a favourable opinion, the dismissal of Deloitte nor Deloitte declining to stand for election.

In connection with the above, the Company is proposing to appoint BDO to replace Deloitte as the Auditors of the Company subject to the consent of ACRA to the resignation of Deloitte as the Auditors of the Company. BDO, having consented to act, to be appointed as Auditors of the Company in place of Deloitte, with effect from the later of (a) the date of approval of Shareholders in relation to the Proposed Change of Auditors at the EGM; and (b) the day on which ACRA notifies Deloitte and the Company of ACRA’s consent on the resignation of Deloitte, and BDO to hold office until the conclusion of the next annual general meeting of the Company, for such fee and on such terms as may be agreed between the Directors and BDO.

4.2 Rule 712 of the Catalist Rules

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) Deloitte has confirmed by way of a professional clearance letter dated 4 May 2026 that it is not aware of any professional reasons why BDO should not accept appointment as the Auditors;
- (b) the Company confirms that there are no disagreements with Deloitte on accounting treatments within the last 12 months up to the date of the Circular;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular;
- (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in section titled “The Proposed Change of Auditors – Background and Rationale” of the Circular. The Proposed Change of Auditors is due neither to the dismissal of Deloitte nor Deloitte declining to stand for election; or any direction by SGX-ST for the existing auditors of the Company to be replaced under Rule 305(1)(eb) of the Catalist Rules; and
- (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of BDO as its Auditors.

4.3 Rule 715 of the Catalist Rules

In compliance with Rule 715(1) of the Catalist Rules, following Shareholders' approval of the Proposed Change of Auditors and receipt of ACRA's consent on the resignation of Deloitte, BDO will become the auditors of the Company and its Singapore-incorporated subsidiaries. The Enlarged Group does not have any foreign-incorporated subsidiaries or associated companies.

Please refer to the Circular released on 13 May 2026 for more information.

5. DIRECTORS' 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 Transactions, the Current Group, the Targets and/or the Enlarged Group and the Directors are not aware of any facts the omission of which would make any statement in this Circular 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.

6. CAUTIONARY STATEMENT

Shareholders should note that the Proposed Transactions remains subject to, amongst others, the fulfilment and/or waiver of the conditions under the SPA. There is no certainty or assurance that the conditions for the Proposed Transactions can be fulfilled or that the Proposed Transactions will be undertaken at all. Shareholders and other investors are reminded to exercise caution while dealing in the Shares. In the event that Shareholders and other investors are in doubt when dealing in the Shares, they should consult their stockbrokers, bank managers, solicitors, accounts or other professional advisers. Shareholders are advised to refrain from taking any action in relation to their Shares in the Company, which may be prejudicial to their interests until they or their advisers have considered the information and the recommendations set out in the Circular.

7. FURTHER ANNOUNCEMENTS

The Company will make the necessary announcements as and when there are further material developments on the Proposed Transactions.

By Order of the Board

Lee Pei Fang (Gina)
Executive Director
13 May 2026

*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 Audrey Mok (Tel: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.