

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

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN ON THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2024

Pursuant to Rule 704(4) of the Listing Manual B: Rules of Catalist of the Singapore Exchange Securities Trading Limited, the Board of Directors (the “**Board**” or “**Directors**”) of Bromat Holdings Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the independent auditor, PKF-CAP LLP (the “**Independent Auditor**”) has included a Material Uncertainty Related to Going Concern section in their report (the “**Independent Auditor’s Report**”) on the audited financial statements of the Group and the Company for the financial year ended 30 September 2024 (“**FY2024 Audited Financial Statements**”). The opinion of the Independent Auditor is not modified in respect of this matter.

The relevant extracts of the Independent Auditor’s Report, Note 2.1 and Note 31 to the FY2024 Audited Financial Statements pertaining to the Group’s and the Company’s going concern assumption are annexed to this announcement for information purposes. The Independent Auditor’s Report and the FY2024 Audited Financial Statements will form part of the Company’s Annual Report for FY2024 (the “**2024 Annual Report**”) which will be released to the shareholders of the Company (the “**Shareholders**”) in April 2026. Shareholders are advised to read this announcement in conjunction with the Independent Auditors’ Report and the 2024 Annual Report in their entirety.

Going Concern

The following is an extract of Note 2.1 to the FY2024 Audited Financial Statements pertaining to the subject of this announcement:

“During the financial year ended 30 September 2024, the Group incurred a net loss of \$902,585 (2023: \$1,790,429) and a net cash outflow from operating activities of approximately \$2,281,000 (2023: \$859,000). As of that date, the current liabilities and total liabilities of the Group exceeded its current assets and total assets by \$1,991,157 (2023: \$8,937,031) and \$4,667,638 (2023: \$8,779,387) respectively. Additionally, the Company had net liabilities of \$4,841,172 (2023: \$7,114,762) at reporting date.

These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group’s and Company’s ability to continue as going concerns.”

Board’s Comments

Barring any unforeseen circumstances, the Directors are of the view that it is appropriate for the FY2024 Audited Financial Statements of the Group and Company to be prepared and presented on a going concern basis, having regard to the following:

- (i) On 15 November 2024, Non-Executive and Non-Independent Director, Mr Frank Liu Tao (“**Mr Liu**”) has agreed to extend a loan of up to S\$600,000 to the Company at an interest rate of 15% per annum. In April 2025, Mr Liu provided an additional loan of US\$400,000 to the Company, interest-free and repayable on demand. As at the date of this report, the Company has fully drawdown on the loans;
- (ii) Subsequent to April 2025, Mr Liu provided advances amounting to S\$3.09 million to the Company, interest free and repayable on demand;
- (iii) On 27 October 2025, Mr Liu has entered into a global settlement agreement with Valiant Investment Limited and Mr Michael Koh Tat Lee to take over their respective shareholdings. The signing of the agreement further points to Mr Liu’s continued commitment to provide financial support to the Group and the Company;

- (iv) The Company has also obtained a written undertaking from Mr Liu dated 7 April 2026 that he will continue to support the working capital requirements of the Group and Company for at least 12 months from date of approval of the financial statements. This support also depends on the financial capacity of Mr Liu who has already supported the Group and Company with loans and advances as mentioned in Note 2.1 (i) and (ii) at date of approval of these statements. It is envisaged that the Company intends to raise additional funds for growth and acquisition; and
- (v) There are ongoing negotiations between the Company and the various creditors regarding the long outstanding fees.

Based on the cash flow forecast prepared by management and with the continuing financial support from Mr Liu who has demonstrated his commitment to supporting the Group and Company, the Group and Company are cautiously optimistic that there will be sufficient funds to meet the Group's and Company's working capital requirements and allow the Group and Company to continue operating as going concerns.

Shareholders and investors are reminded to exercise caution when dealing or trading in the securities of the Company and should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers if they are in doubt about the actions that they should take.

BY ORDER OF THE BOARD

Tan Keng Tiong
Executive Director and Acting Chief Executive Officer
8 April 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 Lee Khai Yinn (Tel: (65) 6232 3210), at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.

Extracts of Independent Auditor's Report

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Bromat Holdings Ltd. (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 30 September 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the year then ended, and notes to the financial statements, including material accounting policy information as set out on pages 16 to 81.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 September 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and the changes in equity of the Company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2.1 in the financial statements, which indicates that the Group incurred a net loss of \$902,585 (2023: \$1,790,429) during the year ended 30 September 2024 and, as of that date, the Group and Company had net liabilities of \$4,667,638 and \$4,841,172 (2023: \$8,779,387 and \$7,114,762) respectively. Additionally, the Group had a net cash outflow from operating activities of approximately \$2,281,000 (2023: \$859,000) for the year then ended. As stated in Note 2.1, these conditions, along with other matters as set forth in Note 31, indicate the existence of a material uncertainty that may cast significant doubt on the Group and Company's ability to continue as going concerns.

Our opinion is not modified in respect of the above matter.

Extracts of Note 2.1 of the FY2024 Audited Financial Statements

2.1 Basis of preparation

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company (collectively known as “financial statements”) have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I”).

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore dollars (“SGD” or “\$”).

Going concern uncertainty

During the financial year ended 30 September 2024, the Group incurred a net loss of \$902,585 (2023: \$1,790,429) and a net cash outflow from operating activities of approximately \$2,281,000 (2023: \$859,000). As of that date, the current liabilities and total liabilities of the Group exceeded its current assets and total assets by \$1,991,157 (2023: \$8,937,031) and \$4,667,638 (2023: \$8,779,387) respectively. Additionally, the Company had net liabilities of \$4,841,172 (2023: \$7,114,762) at reporting date.

These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's and Company's ability to continue as going concerns. Notwithstanding, these financial statements have been prepared on a going concern basis having considered the following:

- (i) On 15 November 2024, Non-Executive and Non-Independent Director, Mr Frank Liu Tao (“Mr Liu”) has agreed to extend a loan of up to S\$600,000 to the Company at an interest rate of 15% per annum. In April 2025, Mr Liu provided an additional loan of US\$400,000 to the Company, interest-free and repayable on demand. As at the date of this report, the Company has fully drawdown on the loans.
- (ii) Subsequent to April 2025, Mr Liu provided advances amounting to S\$3.09 million to the Company, interest free and repayable on demand.
- (iii) On 27 October 2025, Mr Liu has entered into a global settlement agreement with Valiant Investment Limited and Mr Michael Koh Tat Lee to take over their respective shareholdings. The signing of the agreement further points to Mr Liu's continued commitment to provide financial support to the Group and the Company;
- (iv) The Company has also obtained a written undertaking from Mr Liu, a non-independent, non-executive director that he will continue to support the working capital requirements of the Group and Company for at least 12 months from date of approval of the financial statements. This support also depends on the financial capacity of Mr Liu who has already supported the Group and Company with loans and advances as mentioned in Note 2.1 (i) and (ii) at date of approval of these statements. It is envisaged that the Company intends to raise additional funds for growth and acquisition.
- (v) There are ongoing negotiations between the Company and the various creditors regarding the long outstanding fees.

Based on the cash flow forecast prepared by management and with the continuing financial support from Mr Liu who has demonstrated his commitment to supporting the Group and Company, the Group and Company are cautiously optimistic that there will be sufficient funds to meet the Group's and Company's working capital requirements and allow the Group and Company to continue operating as going concerns.

The accompanying financial statements do not include any adjustments relating to the realisation and classification of assets and liabilities that may be necessary if the Group is unable to continue as a going concern. Should the going concern assumption be inappropriate, adjustments may have to be made to (i) reflect the situation that assets may need to be realised other than in the normal course of the business and at amounts which may differ significantly from the amounts at which they are currently recorded in the statement of financial position; (ii) provide for further liabilities that might arise; and (iii) reclassify non-current assets and non-current liabilities as current. No adjustments have been made in the accompanying financial statements.

Extracts of Note 31 of the FY2024 Audited Financial Statements

31. Events subsequent to reporting date

- (a) Ceased the operations of its Little Sheep Hotpot outlet and No Signboard Sheng Jian

On 23 September 2024, the Board announced that the Group had ceased the operations of its Little Sheep Hotpot outlet at Orchard Gateway and No Signboard Shen Jian at Northpoint in September 2024 upon the end of the leases (“Closures”) at its respective premises.

The Group has also taken the opportunity to re-brand “No Signboard Shen Jian” to “Shang Society” and has re-opened at a new location at 33 Erskine Road in January 2025.

- (b) Loan from investor, Mr Liu

On 15 November 2024, the Company entered into an agreement with the investor, Mr Liu to make a loan of up to an aggregate maximum amount of S\$600,000 at 15% interest and repayment in May 2025. The S\$600,000 has been fully drawn in tranches of S\$200,000 on 21 November 2024, 4 December 2024 and 30 January 2025 respectively.

The terms and conditions of the agreement are that the Group shall ensure the appointment of Mr Liu as a non-executive and non-independent director of the Company. In the event Mr Liu is appointed as a director, he will be a representative of Valiant Investments Limited. This condition is set forth to ensure that Mr Liu has an active role in the governance of Bromat Holdings Ltd. during the term of the loan. Mr Liu has since been appointed as non-executive and non-independent director on 6 January 2025.

- (c) Letter of demand from The Scarlet Hotel Pte Ltd (“Landlord”)

The Group has on 21 January 2025 received a letter of demand from the Landlord in respect of outstanding rental of the sum of S\$63,209.11 plus all interest accrued up to the date of actual payment, being arrears of the rental to be paid within 7 days from the date of the Letter of Demand. The Company reached an agreement with the Landlord, and full repayment was made on 3 February 2025.

- (d) Letter of demand from PrimePartners Corporate Finance Pte Ltd

On 13 February 2025, the Company received a letter of demand from PrimePartners Corporate Finance Pte Ltd in relation to sponsorship services arrears amounting to S\$78,964,96, plus accrued interest on the total outstanding sum. The Company made the final payment to settle this claim on 23 May 2025.

(e) Letter of demand from TSMP Law Corporation

On 14 February 2025, the Group has received a letter of demand (“Letter of Demand”) from TSMP Law Corporation in relation to the outstanding legal fee of S\$292,567.38, being arrears to be paid within 14 days from the date of the Letter of Demand.

On 31 October 2025, the Group has received a second letter of demand from TSMP Law Corporation in relation to the work done for the Company, with a remaining outstanding sum of S\$192,567.38, being arrears to be paid within 14 days from the date of the Letter, by 14 November 2025. On 3 February 2026, the Group has received a statutory demand in relation to the same work done for the company, with a remaining outstanding sum of S\$167,567.38. The Group is currently in negotiation with TSMP Law Corporation regarding the settlement of the remaining sum, so as to avoid further escalations.

(f) Disposal of a subsidiary, Dining Haus Pte. Ltd.

On 21 April 2025, the Company has entered into a conditional share purchase agreement with Mr. Chia Shu Sian (“Purchaser”) for the proposed disposal of its entire 60,000 ordinary shares, representing 60% of the total issued shares, in the issued and paid-up capital of Dining Haus Pte. Ltd. to the Purchaser for an aggregate consideration of S\$1,200,000.

On 11 August 2025, followed by the lapse of unconditional date, the Company has entered into a settlement agreement with the Purchaser whereby the consideration has been revised to S\$1,000,000. As the initial sum of S\$200,000 has been paid upon execution of the SPA, the remaining consideration of S\$800,000 shall be payable over 3 payment dates with the first payment commencing on 1 September 2025 and final payment by 1 December 2025.

On 30 October 2025, due to the prolonged delay to the completion of Proposed Disposal by the Purchaser, the Company has issued a statutory demand to the Purchaser to recover the outstanding consideration of S\$1,000,000, overdue interest due to the Company and legal fees associated with the issuance of the statutory demand (“Total Amounts Due”). The Total Amounts Due is payable immediately and the Purchaser is required to pay, secure or compound the Total Amounts Due to the Company’s satisfaction within 21 days from the date of service of this statutory demand. Failing which, the Company reserves its rights to file a bankruptcy petition against the Purchaser.

On 7 January 2026, the Company served a statutory demand by way of substituted service (“SD”) on the Purchaser after two unsuccessful attempts to serve the SD physically. The SD relates to claims of the outstanding balance due of S\$1,019,534.06, consisting of the remaining unpaid Consideration of S\$1,000,000, accrued interest of S\$16,034.06 and other charges of S\$3,500, in relation to the prolong delay to the completion of the Proposed Disposal by the Purchaser. The Purchaser is required to pay, secure or compound the Outstanding Balance Due to the Company’s satisfaction within 21 days or to make an application within 14 days have the SD set aside from the date of service of the SD. Failing which, the Company reserves its rights to file a bankruptcy petition against the Purchaser.

As of the date of this report, the disposal has not been completed and the balance of the Consideration of S\$1,000,000 plus accrued interest and charges remained outstanding as of date of the approval of these financial statements by the directors.

(g) Letter of demand from Sandbox Studio Pte. Ltd.

On 20 May 2025, the Group has received a letter of demand from Sandbox Studio Pte. Ltd. in relation to the Addition and Alteration works performed for Shang Society restaurant, with an outstanding sum of S\$253,582.18, being arrears to be paid by 26 May 2025.

On 18 July 2025, the Company entered into a settlement agreement with Sandbox, pursuant to which the consideration was revised to S\$270,122.66. This revised amount reflects an additional billing of S\$46,510.48 raised by Sandbox Studio Pte. Ltd. and a prior payment of S\$30,000 made by the Company. The revised amount was to be paid over three instalments, with the first payment due on 18 July 2025, the second on 22 August 2025, and the final payment by 19 September 2025. The Company made the first payment of S\$30,000 on 18 July 2025 and the second payment of S\$70,000 on 26 August 2025 to Sandbox. The remaining amount of S\$170,122.66 remained outstanding and was required to be paid by 19 September 2025. Subsequently, on 13 November 2025, the Company made a further partial payment of S\$25,000 towards the outstanding sum to Sandbox Studio Pte. Ltd..

On 17 November 2025, the Group has received a statutory demand from Sandbox Studio Pte. Ltd. in relation to the Addition and Alteration works performed for the Company, with an outstanding remaining sum of S\$145,122.66, being arrears to be paid within three weeks after the date of service of the Letter.

As of the date of this report, the issue has been fully resolved.

(h) Pre-Conditional Mandatory General Offer

On 27 October 2025, the Company was informed that Mr Liu entered into a global settlement agreement (the "Settlement Agreement") with Valiant Investments Limited and Mr. Michael Koh Tat Lee. Under the Settlement Agreement, Valiant Investments Limited will transfer and/or procure the transfer of an aggregate of 365,742,469 ordinary shares in the issued and paid-up share capital of the Company to Mr Liu. This comprises 63,530,292 shares directly held by Valiant Investments Limited and 302,212,177 shares held by Gazelle Ventures Pte. Ltd. ("GV"), which Valiant will procure GV to transfer. In addition, Valiant will execute and procure a novation and assignment of a loan of S\$3,500,000 previously extended to the Company.

The transfer of shares represents full and final settlement of all advances and loans provided by Mr Liu to Valiant Investments Limited, amounting to S\$6,950,000. As announced on SGXNet on 21 October 2025, GV converted all its 145,000,000 convertible redeemable preference shares (CRPS) into ordinary shares on the same date.

Subject to satisfaction of certain pre-conditions under the Settlement Agreement, and in accordance with Rule 14 of The Singapore Code on Take-overs and Mergers, Mr Liu may be required to make a mandatory general offer for all shares of the Company not already owned or agreed to be acquired by him and his concert parties. The offer will only be made if the pre-conditions are satisfied on or before 27 January 2026. As of the date of the report, the pre-conditional mandatory general offer has not been completed.

(i) Termination of rights issue

The Company has entered into deeds of undertaking in the first half of 2025 between Rich Highlands Capital Inc., Masterhood Limited, and the Group. This deed relates to the subscription and full payment for a total of up to 45,454,544 Rights Shares at an aggregate Rights Issue Price of up to S\$3.0 million. The Company had appointed SAC Capital Private Limited as manager of the Proposed Rights Issue. The Company had received S\$3.0 million at the Company's escrow account. As of the date of this report, the rights issue has been terminated and the amount has been refunded to the rights holders.

(j) Additional fundings

(a) On 15 November 2024, Non-Executive and Non-Independent Director, Mr Liu has agreed to extend a loan of up to S\$600,000 to the Company at an interest rate of 15% per annum. In April 2025, Mr Liu provided an additional loan of US\$400,000 to the Company, interest-free and repayable on demand. As at the date of this report, the Company has fully drawn down on the loans.

(b) Subsequent to April 2025, Mr Liu provided advances amounting to S\$3.09 million to the Company, interest free and repayable on demand.

(k) Conversion of Convertible redeemable preference shares

The Company has received the Notice of Conversion from Gazelle Ventures Pte. Ltd. ("Gazelle") and has on 21 October 2025 issued 145,000,000 new shares ("New Shares") to Gazelle.

Following the allotment and issuance of the New Shares, the total number of issued and paid-up shares in the capital of the Company has increased from 308,259,172 Shares to 453,259,172 shares and there will be no outstanding convertible redeemable preference shares. The New Shares were expected to be listed and quoted on Catalist on or about 23 October 2025.