

ISSUANCE OF A BINDING OFFER

1. INTRODUCTION

The Board of Directors (the “**Board**” or the “**Directors**”) of Tai Sin Electric Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to update that the Company has on 13 August 2025 issued a legally binding offer (the “**Binding Offer**”) for the proposed acquisition of 100% of the shares of a Thailand company (“**Thailand Target**”) and a Philippines company (the “**Target Companies**”) (the “**Proposed Acquisitions**”).

The name of the shareholder of the Target Companies (“**Seller**”) and the names of the Target Companies have not been disclosed at this juncture as the Company has entered into a confidentiality agreement.

2. THE BINDING OFFER

2.1 Salient terms of the Binding Offer

The Binding Offer sets out the terms proposed by the Buyer (defined below) relating to the definitive agreement(s) to be entered into by the Buyer (as defined below) and the Seller with respect to the Proposed Acquisitions.

The buyer (“**Buyer**”) of the Target Companies shall either be the Company or a subsidiary of the Company, to be decided in due course.

Upon receipt of the Binding Offer, the Seller will decide at its own discretion whether to proceed with the next steps of the Proposed Acquisitions, including but not limited to the entry into definitive agreement(s).

Further to the Binding Offer, the completion of the sale and purchase of the Target Companies pursuant to the definitive agreement(s) shall be conditional upon the following conditions precedent being fulfilled:

- (a) the Seller obtaining such approval from its board of directors and its shareholders (if applicable) in connection with the Binding Offer and the transactions contemplated therein as may be necessary;
- (b) the Buyer and Seller not having received notice of any injunction or other order, directive or notice restraining or prohibiting the consummation of the transactions contemplated in the Binding Offer, and there being no action seeking to restrain or prohibit the consummation thereof, or seeking damages in connection therewith, which is pending or any such injunction, other order or action which is threatened;
- (c) a waiver, consent, or acknowledgment being obtained, in a form reasonably acceptable to the Buyer, under a distributorship agreement entered into between the Thailand Target and a company for the material change in the ownership of the Target Companies;
- (d) there being no restrictions for the Buyer to hold 100% of the shares of the Target Companies based on the current licenses granted in their respective countries, or otherwise; and
- (e) the completion of the ongoing due diligence on the Target Companies being satisfactory to the Buyer in its sole and absolute discretion.

2.2 Rationale for the Proposed Acquisitions

The Target Companies are engaged in the business of wholesale distribution of renewable energy equipment in Southeast Asia. The Board is of the view that the Proposed Acquisitions are in line with the strategy to expand into sustainable business, and the Board believes that the Proposed Acquisitions would expand the Group's capability to grow further in this sector.

3. FURTHER ANNOUNCEMENTS

The Company will make further announcements upon the execution of the definitive agreement(s) or when there are material updates on the Binding Offer and the transactions contemplated therein.

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors, substantial shareholders or controlling shareholders of the Company has any interests, direct or indirect, in the Binding Offer and the transactions contemplated therein, save for their interests arising by way of their directorships and shareholdings in the Company.

5. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when dealing or trading in the Company's shares. Shareholders and potential investors should note that the Proposed Acquisitions are subject to the execution of the definitive agreement(s) by the parties and the conditions precedents being fulfilled, and there is no certainty or assurance the definitive agreement(s) will be entered into, or that the Proposed Acquisitions will be completed. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

By Order of the Board

Hazel Chia
Company Secretary

13 August 2025