

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER INDEPENDENT PROFESSIONAL ADVISER IMMEDIATELY.

This Circular (“**Circular**”) is issued by **BROMAT HOLDINGS LTD.** (the “**Company**” and together with its subsidiaries, the “**Group**”). If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular to the purchaser or the transferee as arrangements will be made by the CDP for a separate Circular to be sent to the purchaser or the transferee. If you have sold or transferred all your shares represented by physical share certificate(s), you should immediately forward this Circular with the Notice of Extraordinary General Meeting (“**EGM**”) and the accompanying Proxy Form immediately to the purchaser or to the transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

Your attention is drawn to pages 16 to 17 of this Circular regarding actions to be taken if you wish to attend and vote at the EGM.

This Circular has been reviewed by the Company’s sponsor, SAC Capital Private Limited (the “**Sponsor**”). This Circular 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 Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Ms Tay Sim Yee (Tel: (65) 6232 3210), at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.

This Circular (together with the Notice of EGM and the accompanying Proxy Form) may be accessed at the Company’s website at <https://bromat.sg/announcement/> and is also available on the SGX-ST website at <https://www.sgx.com/securities/company-announcements>. Printed copies of this Circular will **NOT** be sent by post to Shareholders. Only printed copies of the Notice of EGM and the accompanying Proxy Form will be sent by post to Shareholders in accordance with the requirements of the Catalist Rules (defined below).



BROMAT HOLDINGS LTD.

(Company Registration Number: 201715253N)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

in relation to

THE PROPOSED DISPOSAL OF ALL 60% OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF DINING HAUS PTE. LTD., DIRECTLY OWNED AND HELD BY BROMAT HOLDINGS LTD., AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	: 27 September 2025 at 3.00p.m.
Date and time of Extraordinary General Meeting	: 30 September 2025 at 3.00p.m.
Place of Extraordinary General Meeting	: 33 Erskine Rd #01-13, Singapore 069333

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DEFINITIONS AND INTERPRETATION

In this Circular, unless the context otherwise requires, the following expressions in this Circular have the meanings set opposite them below:

"1HY2025"	:	The second quarter and half year ended 31 March 2025
"ACRA"	:	Accounting and Corporate Regulatory Authority
"Acquisition Agreement"	:	The sale and purchase agreement dated 10 January 2024 under which the Company acquired from the Purchaser the Sales Shares (representing 60% of the total issued and paid-up capital of DHPL)
"Act"	:	The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
"Balance Consideration"	:	The sum of S\$800,000 payable by the Purchaser to the Company, based on the Revised Consideration less the Initial Payment
"Board"	:	The board of Directors of the Company
"Business Day"	:	Means a day (other than a Saturday, Sunday or gazetted public holiday in Singapore) on which commercial banks are open for business in Singapore
"Catalist Rules"	:	The Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, supplemented or otherwise modified from time to time
"Catalist"	:	The Catalist board of the SGX-ST
"Catering Business"	:	The business of providing catering services to clients in the semiconductor, maritime, medical equipment and aerospace industries
"CDP"	:	The Central Depository (Pte) Limited
"Circular"	:	This circular to Shareholders dated 15 September 2025
"Completion"	:	Refers to completion of the Proposed Disposal, being the transfer of Sale Shares from the Company to the Purchaser, upon fulfilment and/or satisfaction of the condition precedent set out in Section 2.4.3 below
"Constitution"	:	The constitution of the Company as may be amended, modified or supplemented from time to time
"Controlling Shareholder"	:	A person who: (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company. The SGX-ST

DEFINITIONS AND INTERPRETATION

		may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or (b) in fact exercises control over such company
"DHPL"	:	Dining Haus Pte. Ltd. (UEN 202232702G), a private company limited by shares with its registered address at 160 Robinson Road, #14-04, Singapore Business Federation Center, Singapore 068914, and which is, as at the date of this Circular, a 60% owned subsidiary of the Company
"Director"	:	A director of the Company (whether executive or non-executive) and the term "Directors" shall be construed accordingly
"Eat What"	:	Eat What Pte. Ltd., a private company limited by shares, whose business and assets were acquired by DHPL following completion of the Acquisition Agreement
"EGM" or "Extraordinary General Meeting"	:	The extraordinary general meeting of the Company to be held on 30 September 2025 at 3.00p.m. at 33 Erskine Rd #01-13, Singapore 069333, notice of which is set on pages N-1 to N-5 of this Circular
"FY"	:	Financial year of the Company ended or ending 30 September
"Group"	:	Collectively, the Company and its subsidiaries
"Initial Payment"	:	The sum of S\$200,000 duly paid and satisfied by the Purchaser to the Company upon execution of the Original SPA
"Listing Manual"	:	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time, which sets out the requirements applicable to issuers, the manner in which securities are to be offered, and the continuing obligations of issuers
"LPD"	:	8 September 2025, being the latest practicable date prior to the issuance of this Circular
"Net Loss on Disposal"	:	The net loss on disposal of the Sale Shares based on the Revised Consideration, further details of which are set out in Section 2.3 below
"Notice of EGM"	:	The notice of EGM as set out on pages N-1 to N-5 of this Circular
"NTA"	:	Net tangible assets
"Ordinary Resolution"	:	The ordinary resolution to approve the Proposed Disposal as set out in the Notice of EGM
"Original Consideration"	:	S\$1,200,000, being the agreed purchase consideration under the Original SPA, as defined in Section 1.1

DEFINITIONS AND INTERPRETATION

“Original SPA”	:	The initial conditional sale and purchase agreement dated 21 April 2025 entered into between the Company and the Purchaser in connection with the Proposed Disposal
“Outstanding Balance”	:	The outstanding amount due and payable by the Purchaser in the event of failure by the Purchaser to make payment for the Revised Consideration in accordance with the instalment schedules, further details of which are set out in Section 2.4.1 below
“Parties”	:	The Company and the Purchaser collectively, and “Party” shall mean any one of them
“Proposed Disposal”	:	The disposal of the Sale Shares by the Company to the Purchaser in accordance with the Original SPA, as amended and supplemented by the Settlement Agreement
“Proxy Form”	:	The proxy form in respect of the EGM as set out in pages P-1 to P-3 of this Circular
“Purchaser”	:	Mr. Chia Shu Sian, further details of which are set out in Section 2.1 of this Circular
“Register of Members”	:	The register of members of the Company
“Request Form”	:	A request form to be submitted by Shareholders who may wish to request for a printed copy of this Circular as set out in pages R-1 to R-2 of this Circular
“Revised Completion Date”	:	The revised completion date of 1 September 2025, as announced on 12 August 2025
“Revised Consideration”	:	S\$1,000,000, as revised in accordance with the Settlement Agreement
“S\$” and “cents”	:	Singapore dollars and cents, respectively, the lawful currency of Singapore
“Sale Shares”	:	The 60,000 ordinary shares owned by the Company, representing 60% of the total issued shares in the issued and paid-up share capital of DHPL
“Securities Account”	:	A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
“Settlement Agreement”	:	The settlement agreement dated 11 August 2025 entered into between the Company and the Purchaser in connection with the Proposed Disposal
“SFA”	:	Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time

DEFINITIONS AND INTERPRETATION

"SGXNet"	:	Singapore Exchange Network, a system network used by listed companies in sending information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Shareholders"	:	Registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term "Shareholders" shall, where the context admits, mean persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
"Shares"	:	Ordinary shares in the capital of the Company
"Substantial Shareholder"	:	A person (including a corporation) who holds Shares (excluding treasury shares) representing not less than 5% of the total voting rights attached to all voting Shares of the Company.
"Unconditional Date"	:	The date falling not more than 12 weeks from the date of the Original SPA
"%" or "per cent."	:	Per centum or percentage

The terms **"Depositor"**, **"Depository Agent"** and **"Depository Register"** shall have the meanings ascribed to them, respectively, in Section 81SF of the SFA or any statutory modification thereof, as the case may be.

The term **"treasury shares"** has the meaning ascribed to it in Section 4 of the Act.

The terms **"subsidiary"** and **"related corporations"** shall have the meaning ascribed to them in the Act.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Act, the SFA, Listing Manual or any statutory modification thereof and used in this Circular shall, where applicable, have the meanings ascribed to it under the Act, the SFA, Listing Manual or any modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

DEFINITIONS AND INTERPRETATION

Any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding and, accordingly, figures shown as totals in certain tables may not be arithmetic aggregation of the figures which precede them.

CAUTIONARY NOTE ON FORWARD LOOKING STATEMENTS

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the current expectations, beliefs, hopes, intentions or strategies of the Party making the statements regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and potential investors of the Company should not place undue reliance on such forward-looking statements and the Company does not undertake any obligation to update publicly or revise any forward-looking statements.

LETTER TO SHAREHOLDERS

BROMAT HOLDINGS LTD.

(Company Registration Number: 201715253N)
(Incorporated in the Republic of Singapore)

Directors:

Tan Keng Tiong (Executive Director and Acting Chief Executive Officer)
Frank Liu Tao (Non-Executive and Non-Independent Director)
Lo Kim Seng (Lead Independent Director)
Low See Lien (Independent Director)
Yuan Wang (Independent Director)

Registered Office:

18 Sin Ming Lane, #06-26,
Midview City,
Singapore 573960

15 September 2025

To: The Shareholders of Bromat Holdings Ltd.

Dear Sir / Madam,

THE PROPOSED DISPOSAL OF ALL 60% OF THE TOTAL ISSUED AND PAID-UP SHARE CAPITAL OF DINING HAUS PTE. LTD., DIRECTLY OWNED AND HELD BY BROMAT HOLDINGS LTD., AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES

1. INTRODUCTION

1.1 Previous Announcements

On 21 April 2025, the Company announced that it had, on the same day, entered into the Original SPA with Mr. Chia Shu Sian ("**Purchaser**") for the sale of the Sale Shares by the Company to the Purchaser ("**Proposed Disposal**") for a consideration of S\$1,200,000 (the "**Original Consideration**").

Pursuant to the Original SPA:

- (a) the Purchaser made the Initial Payment of S\$200,000 upon execution of the Original SPA;
- (b) any distribution of dividends to DHPL's shareholders and management fees that are payable to the Company based on its shareholders' agreement will be computed as of 31 December 2024 and shall be paid on or prior to the date of Completion (defined hereunder), if applicable. As of to-date, the Company has received S\$68,221 of management fees and S\$50,000 of dividends from DHPL pursuant to the Original SPA. As at the date of this Circular, there is no outstanding management fee and the unpaid dividends amounting to S\$30,399 has been waived; and
- (c) under clause 2.3, except where waived, the Parties shall, subject to compliance with applicable legal requirements as are relevant to each of them, each use reasonable endeavors to procure that each of the relevant requirements as are applicable to them are satisfied by the date falling 8 weeks from the date thereof, except in the case of the Company where it is necessary for it to obtain the approval of its shareholders and/or the SGX-ST, in which case, any such approval shall be obtained by the date falling not more than 12 weeks from the date thereof (the "**Unconditional Date**"). If the conditions are not satisfied or waived on or prior to the Unconditional Date (or such later date as the

LETTER TO SHAREHOLDERS

Parties may agree in writing), a Party may by written notice to the other terminate the Original SPA.

As the Unconditional Date has lapsed and the Purchaser failed to complete the Original SPA, the Company updated Shareholders on 21 July 2025 by way of an announcement citing that it intended to take steps to ensure completion of the Original SPA as soon as possible. The Company also disclosed that it was seeking legal advice to evaluate its next course of action, including examining any potential breaches in relation to the Proposed Disposal.

On 12 August 2025, the Company announced that, in order to ensure completion of the Original SPA, it had, on 11 August 2025, entered into the Settlement Agreement with the Purchaser, pursuant to which the consideration for the Proposed Disposal was revised downwards to S\$1,000,000, i.e., the Revised Consideration. Pursuant to the Settlement Agreement, the Balance Consideration (being the remaining S\$800,000 since the initial deposit of S\$200,000 has been paid) is payable by the Purchaser in three payment instalments, with the first payment becoming due on 1 September 2025, being the Revised Completion Date, and the second and final payment to be made by 1 November 2025 and 1 December 2025, respectively.

As further announced by the Company on 3 September 2025, the Company came to an agreement with the Purchaser that the first payment schedule, which was originally scheduled to be due and payable on 1 September 2025, would now be payable after Shareholders' approval is obtained at the upcoming EGM as the Proposed Disposal constitute a "Major Transaction" as defined under Chapter 10 of the Catalist Rules. The remaining tranches will be paid based on the initial agreed upon timeline as stated in the Settlement Agreement.

1.2 Proposed Disposal a Major Transaction

Based on the computations set out in Section 3 of this Circular, certain relative figures computed in accordance with Rule 1006 of the Catalist Rules involves negative amounts as the Company is in a net liability position. Pursuant to Rule 1007(1) of the Catalist Rules, where any relative figures under Rule 1006 of the Catalist Rules involves negative figures, Chapter 10 of the Catalist Rules may nevertheless apply in accordance with the circumstances described in Practice Note 10A of the Catalist Rules.

As explained in Section 3 of the Circular, following the revision of the purchase consideration under the Settlement Agreement, the Proposed Disposal will result in a loss on disposal amounting to S\$223,305. This exceeds 10% of the Group's consolidated net loss as of 31 March 2025. Consequently, the Proposed Disposal does not fall within the "*safe harbours*" set out in paragraphs 4.3 and 4.4 of Practice Note 10A of the Catalist Rules. Under paragraph 4.6 of Practice Note 10A, where a transaction does not fall within all applicable safe harbours, Rule 1014 of the Catalist Rules shall apply. Accordingly, the Proposed Disposal is deemed to be a "major transaction" for the purposes of Chapter 10 of the Catalist Rules, notwithstanding that none of the relative figures computed under Rule 1006 of the Catalist Rules exceeds the 50% threshold.

Based on the foregoing, the Proposed Disposal is subject to the approval of Shareholders at an extraordinary general meeting to be convened. Further information on the relative figures computed under Rule 1006 of the Catalist Rules in relation to the Proposed Disposal is set out in Section 3 of this Circular.

LETTER TO SHAREHOLDERS

1.3 EGM and Circular

The purpose of this Circular is to provide Shareholders with the relevant information on the Proposed Disposal and to seek their approval for the Ordinary Resolution set out in the Notice of EGM to be convened on 30 September 2025.

2. THE PROPOSED DISPOSAL

2.1 Information on the Purchaser and the Sale Shares

As announced on 10 January 2024, the Company entered into a sale and purchase agreement (the “**Acquisition Agreement**”) with Mr. Chia Shu Sian, the Purchaser, pursuant to which the Company acquired 60% of the total issued and paid-up share capital of DHPL for a consideration of S\$1,200,000. In connection with the Acquisition Agreement, the Company also entered into a shareholders’ agreement with the Purchaser. Prior to completion of the Acquisition Agreement, the Purchaser owned 100% of the issued and paid-up share capital of DHPL and was also the sole shareholder of Eat What.

DHPL is a private company limited by shares, incorporated on 14 September 2022. As a condition of the Acquisition Agreement, DHPL acquired the business and assets of Eat What. Eat What was engaged in the Catering Business to clients across various industrial sectors in Singapore, including semiconductor, maritime, medical equipment and aerospace. Following completion of the Acquisition Agreement and DHPL’s acquisition of Eat What’s business and assets, the Catering Business has since been carried on by DHPL, with the Company and the Purchaser holding 60% and 40% of DHPL’s shareholding, respectively.

There is no open market value for the Sale Shares as they are not publicly traded.

As at the LPD, the Purchaser is the Chief Executive Officer of DHPL.

2.2 No Connection between the Purchaser and Company and its Related Parties

The Purchaser is not connected with and has no relationship (including any business relationships) with the Company, its Directors, key management personnel, Substantial Shareholders or Controlling Shareholders, except that the Purchaser is a co-owner of DHPL, holding 40% of its total issued and paid-up capital.

For the avoidance of doubt, the Purchaser is not an “interested person” within the meaning of Chapter 9 of the Catalist Rules and, accordingly, the Proposed Disposal does not constitute an “interested person transaction” under Chapter 9 of the Catalist Rules.

To the best information, knowledge and belief of the Company, the Purchaser is purchasing the Sale Shares in his personal capacity and not on behalf of another person or entity.

2.3 Loss on Disposal

Based on the Group’s unaudited consolidated financial statements for the half year ended 31 March 2025, as announced on 14 May 2025, and taking into account the Revised Consideration, the disposal of the Sale Shares will result in a net loss of approximately S\$223,305 (the “**Net Loss on Disposal**”). This net loss arises from the reduction of the consideration payable from S\$1,200,000 (i.e., the Original Consideration) to S\$1,000,000 (i.e., the Revised Consideration) under the Settlement Agreement.

LETTER TO SHAREHOLDERS

2.4 Salient terms of the Settlement Agreement

2.4.1 Revised Consideration

The Revised Consideration for the Sale Shares agreed under the Settlement Agreement was arrived at, after many rounds of negotiations between the Company and the Purchaser. In agreeing to the Revised Consideration, the Company considered, among other factors, the potential significant legal costs, the diversion of management's attention from day-to-day operations, and the possible reputational damage that could arise if the Company were to pursue legal action against the Purchaser for failure to complete the Original SPA.

It is a term of the Settlement Agreement that if the Purchaser defaults on, or fails to make, any payment in accordance with the instalment schedule set out in Section 1.1 above, the Purchaser shall immediately be liable to pay the Original Consideration, less any amounts already paid as agreed under the Settlement Agreement (the "**Outstanding Balance**"). The Outstanding Balance shall accrue interest at a rate of 6% per annum, compounded daily.

2.4.2 Conditions Precedent

Completion of the Proposed Disposal is conditional upon, *inter alia*, Shareholders' approval being obtained at the EGM.

2.4.3 Completion

Completion of the Proposed Disposal is subject to and will only be effected following receipt of Shareholders' approval at the EGM.

2.4.4 Cessation of DHPL as Subsidiary of the Company

Upon Completion, DHPL will cease to be a subsidiary of the Company.

2.5 Rationale and Use of Proceeds

2.5.1 Rationale for the Proposed Disposal

The Proposed Disposal is part of the Group's ongoing efforts to streamline and rationalise its portfolio, with a view to focusing management attention and resources on the development and expansion of its newly launched "Shang Society" brand, which is positioned as a premier dining concept.

The Company will update Shareholders as and when there are material developments in this connection.

2.5.2 Use of Proceeds

As stated in Section 2.5.1 above, the Company has recently launched Shang Society in January 2025 and intends to use the proceeds from the Revised Consideration to expand this new brand, including through the opening of additional outlets.

LETTER TO SHAREHOLDERS

3. THE PROPOSED DISPOSAL AS A MAJOR TRANSACTION – RELATIVE FIGURES COMPUTED PURSUANT TO RULE 1006 OF THE CATALIST RULES

- 3.1 Following entry into the Settlement Agreement on 11 August 2025, the relative figures set out under Rule 1006 of the Catalist Rules have been computed based on the unaudited consolidated financial statements of the Group for the first half year financial period ended 31 March 2025 as announced by the Company on 14 May 2025. These financial statements represent the most recent unaudited financial statements of the Group prior to the entry into of the Settlement Agreement.

The computation on the bases set out in Rule 1006 of the Catalist Rules are as follows:

Rule 1006 Bases of calculation		Relative Figure
(a)	The net asset value of the assets to be disposed of, as compared with the Group's net asset value. This basis is not applicable to an acquisition of assets ⁽¹⁾	(4.81) ⁽²⁾
(b)	The net profit attributable to the assets acquired or disposed of, compared with the Group's net loss ⁽¹⁾⁽³⁾	(6.87) ⁽⁴⁾
(c)	The aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares	12.38 ⁽⁵⁾
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable ⁽⁶⁾
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves	Not applicable ⁽⁷⁾

Notes:

- (1) The Group's net asset and net profit figures used for comparison are taken from the latest announced consolidated accounts for 1HY2025.
- (2) The effective net asset value attributable to the Sale Shares as of 31 March 2025 is approximately S\$257,927 and the Group's net liability as of 31 March 2025 is approximately S\$5,359,093.
- (3) Pursuant to Catalist Rule 1002(3)(b), "net profits" is defined as profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests.
- (4) Total consideration includes the aggregate of the Revised Consideration of S\$1,000,000 and unpaid dividends waived of S\$30,399. The effective net profits attributable to the Sale Shares for 1HY2025 is approximately S\$91,910 compared with the Group's net loss of approximately S\$1,338,774 for 1HY2025.
- (5) The market capitalisation of the Company is determined by multiplying the number of Company's issued shares, being 308,259,172 shares, by the volume weighted average price of such shares transacted on 21 July 2025 of S\$0.027 per share (being the last trading day for the Company's shares preceding the date of the Settlement Agreement).
- (6) The basis is not applicable to the Proposed Disposal.

LETTER TO SHAREHOLDERS

(7) This basis is not applicable as the Company is not a mineral, oil and gas company.

Based on the above computations, the relative figures computed under Rules 1006(a) and 1006(b) of the Catalist Rules involve negative figures. Under Rule 1007(1) of the Catalist Rules, if any of the relative figures computed pursuant to Rule 1006 of the Catalist Rules involves negative figures, Chapter 10 of the Catalist Rules may still be applicable to the transaction in accordance with the applicable circumstances in Practice Note 10A of the Catalist Rules.

In this regard, based on paragraph 4.4(c) of Practice Note 10A, the Proposed Disposal constitutes a disposal of an asset by a loss-making issuer (where the Group has negative net asset value), where (i) the absolute relative figures computed on the basis of Rules 1006(b) and 1006(c) of the Catalist Rules do not exceed 50% and (ii) the Net Loss on Disposal of S\$223,305 as of 31 March 2025 exceeds 10% of the consolidated net loss of the Group. The computation of the net loss on disposal based on the 1H2025 is as follows: Assets relating to DHPL – Liabilities related to DHPL – Non-controlling interest – Revised Consideration = S\$1,514,040 – S\$134,161 – S\$156,574 – S\$1,000,000 = S\$223,305.

Based on the computation as shown above, the Proposed Disposal will constitute a “Major Transaction” as defined under Chapter 10 of the Catalist Rules. Accordingly, the approval of Shareholders at an extraordinary general meeting is required for the Proposed Disposal. The resolution to seek Shareholders’ approval for the major transaction is set out in the Notice of EGM as an ordinary resolution.

3.2 Financial effects of the Proposed Disposal

3.2.1 Bases and Assumptions

The *pro forma* financial effects of the Proposed Disposal have been prepared based on the unaudited consolidated financial statements of the Group for FY2024. These financial effects are purely for illustrative purposes only and do not reflect the actual future financial position of the Company or the Group following Completion. The pro forma financial effects have also been prepared based on the following assumptions:

- (a) the Proposed Disposal was effected on 30 September 2024, being the end of the most recently completed financial year of the Group, to illustrate the financial effects on the consolidated NTA of the Group; and
- (b) the Proposed Disposal was effected on 1 October 2023, being the beginning of the most recently completed financial year of the Group, to illustrate the financial effects on the consolidated earnings of the Group.

3.2.2 NTA per Share

	Before Completion of the Proposed Disposal	After Completion of the Proposed Disposal
NTA attributable to Shareholders (S\$'000)	(5,270)	(5,558)
Total number of issued shares ('000)	308,259	308,259
NTA per share attributable to Shareholders (S\$ cents)	(1.71)	(1.80)

LETTER TO SHAREHOLDERS

3.2.3 Loss per Share

	Before Completion of the Proposed Disposal	After Completion of the Proposed Disposal
Net loss attributable to Shareholders (S\$'000)	(334)	(572)
Total number of issued shares (000)	308,259	308,259
Loss per share (S\$ cents)	(0.11)	(0.19)

4. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- 4.1 As at the LPD, the interests of the Directors in the issued and paid-up share capital in the Company as recorded in the Register of Directors' Shareholdings maintained pursuant to Section 164 of the Act and the interests of the substantial shareholders in the issued and paid-up share capital of the Company as recorded in the Register of Substantial Shareholder(s) maintained pursuant to Section 88 of the Act are as follows:

	Direct Interest		Deemed Interest		Total Interest ⁽¹⁾	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Directors						
Tan Keng Tiong	-	-	2,000,000 ⁽²⁾	0.65	2,000,000	0.65
Frank Liu Tao	-	-	-	-	-	-
Lo Kim Seng	-	-	-	-	-	-
Low See Lien	-	-	-	-	-	-
Yuan Wang	-	-	-	-	-	-
Substantial Shareholders						
Gazelle Ventures Pte Ltd	169,212,177	54.89	-	-	169,212,177	54.89
Valiant Investments Limited	63,530,292	20.61	169,212,177	54.89 ⁽³⁾	232,742,469	75.5
Su Haijin	15,413,082	5.00	-	-	15,413,082	5.00

Notes:

- (1) The percentage of shareholdings is computed based on the share capital of the Company comprising 308,259,172 Shares.
- (2) The Company granted Tan Keng Tiong 2,000,000 share options in the Company pursuant to the Company's Employee Share Option Scheme adopted on 6 November 2017.

LETTER TO SHAREHOLDERS

(3) By virtue of Section 7 of the Act, Valiant Investments Limited. is deemed to have an interest in the Shares held by Gazelle Venture Pte. Ltd.

4.2 On 27 August 2025, the Company obtained an irrevocable undertaking from Gazelle Ventures Pte. Ltd. (which is, as at LPD, a Controlling Shareholder of the Company) that it will vote and/or procure the voting of all of the Shares held by them in favour of the Ordinary Resolution.

4.3 Save as disclosed in this Circular, none of the Directors or Substantial or Controlling Shareholders has any interest, direct or indirect, in the Proposed Disposal other than through their respective shareholdings and/or directorships in the Company (as the case may be).

5. SERVICE CONTRACT

No person is proposed to be appointed as a Director in connection with the Proposed Disposal. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

6. DIRECTORS' RECOMMENDATIONS

The Directors have carefully considered all aspects of the Proposed Disposal, including: (a) the terms and conditions of the Settlement Agreement; (b) the strategic rationale for disposing of the Sale Shares to enable the Company to focus on the recently launched Shang Society brand; (c) the financial effects of the Proposed Disposal on the Group; (d) the intended use of proceeds from the Revised Consideration; and (e) the overall circumstances leading to the revision of the Original Consideration and the completion arrangements.

After thorough deliberation, the Directors (including the independent directors of the Company) are unanimously of the view that the Proposed Disposal is in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors recommend that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Disposal, as set out in the Notice of EGM.

7. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-5 of this Circular, will be held at 33 Erskine Rd #01-13, Singapore 069333 on 30 September 2025 at 3.00p.m. for the purpose of considering and if thought fit, passing, with or without modification the Ordinary Resolution set out in the Notice of EGM.

8. LEGAL ADVISER

Altum Law Corporation has been appointed as the legal adviser to the Company as to Singapore law in relation to the preparation of the Circular. The Company has not previously appointed any other legal adviser in relation to the Proposed Disposal.

LETTER TO SHAREHOLDERS

9. ACTIONS TO BE TAKEN BY SHAREHOLDERS

9.1 The EGM will be convened in a physical format only and there will be no option for Shareholders to participate virtually. Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf are requested to complete, sign and return the Proxy Form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible and by completing and submitting the duly completed Proxy Form to the Company in the following manner:

- (a) if submitted by post, be lodged with the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877, or
- (b) if submitted by email, be sent as a clearly readable image via email to the Company's Share Registrar at shareregistry@incorp.asia,

in either case, by 3.00p.m. on 27 September 2025, and in default the Proxy Form shall not be treated as valid. Hardcopies of the Notice of EGM, Proxy Form and Request Form will be despatched to Shareholders. Alternatively, Shareholders may access the Proxy Form on the website of the SGX-ST at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://bromat.sg/announcement/>, and thereafter download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email. The completion and return of the Proxy Form by such Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

9.2 When Depositor regarded as Shareholder

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as certified by CDP as at 72 hours before the time fixed for holding the EGM.

9.3 Submission of Questions in advance of the EGM

Shareholders may submit questions which are substantial and relevant to the Proposed Disposal tabled for approval at the EGM by writing to the Company in advance of the EGM. Shareholders should submit questions in the following manner:

- (a) if sent personally or by post, be received at the Company's registered address at 18 Sin Ming Lane, #06-26, Midview City, Singapore 573960, or
- (b) if submitted by email, be sent as a clearly readable image via email to the Company at feedback@bromat.sg,

in either case, by 3.00p.m. on 22 September 2025 ("**Questions Cut-Off Time**"). Alternatively, Shareholders may also pose such questions during the EGM.

For verification purposes, when submitting any questions via email, Shareholders **MUST** provide the Company with their particulars comprising full name (for individuals)/company name (for corporates), address, telephone number and email address, and the manner in which such Shareholder holds their shares in the Company (e.g. via CDP, Scrip and/or SRS), failing which the submission will be treated as invalid.

LETTER TO SHAREHOLDERS

For questions submitted in advance of the EGM, the Company will endeavour to address the questions which are substantial and relevant to the resolution tabled for approval at the EGM prior to the EGM and by publication on the SGXNet and the Company's website at <https://bromat.sg/announcement/> by 3.00 p.m. on 25 September 2025. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the EGM, including any questions received by the Company after the Questions Cut-Off Time, the Company will address them during the EGM.

The Directors will endeavour to address as many substantial and relevant questions as possible during the EGM. However, Shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. Please note that individual responses will not be sent to Shareholders.

The Company will also publish the minutes of the EGM on SGXNet and the Company's website within one (1) month after the date of the EGM.

Printed copies of this Circular will **NOT** be despatched to Shareholders as the Constitution provides for the use of electronic communications pursuant to the Catalist Rules. Accordingly, only hardcopies of the Notice of EGM, Proxy Form and Request Form will be despatched to Shareholders. Shareholders who wish to obtain a printed copy of the Circular should complete the Request Form and return it to the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877 or via email to feedback@bromat.sg, no later by 22 September 2025. This Circular will be made available on the Company's website at <https://bromat.sg/announcement/> and on SGXNet at <https://www.sgx.com/securities/company-announcements>. A Shareholder will need an internet browser and PDF reader to view these documents.

- 9.4 **SHAREHOLDERS ARE ADVISED TO READ IN ITS ENTIRETY THIS CIRCULAR (TOGETHER WITH ALL DOCUMENTS ATTACHED THERETO) CAREFULLY AND THOROUGHLY BEFORE DECIDING WHETHER TO VOTE FOR OR AGAINST THE ORDINARY RESOLUTION SET OUT IN THE NOTICE OF EGM.**

10. DIRECTORS' RESPONSIBILITY STATEMENT

- 10.1 The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Disposal, the Company and its subsidiaries which are relevant to the Proposed Disposal as at LPD, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.
- 10.2 Where information in this Circular 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 Circular in its proper form and context.

11. CONSENTS

Altum Law Corporation has given and has not withdrawn its consent to the issue of this Circular and the inclusion herein of its and all references thereto, in the form and in the context in which they appear in this Circular and to act in such capacity in relation to this Circular.

LETTER TO SHAREHOLDERS

12. DOCUMENTS AVAILABLE FOR INSPECTION

12.1 Copies of the following documents may be inspected at the registered office of the Company at 18 Sin Ming Lane, #06-26, Midview City, Singapore 573960 during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Constitution;
- (b) the Original SPA;
- (c) the Settlement Agreement;
- (d) the irrevocable undertaking from Gazelle Ventures Pte. Ltd., and
- (e) the consent letter of Altum Law Corporation.

12.2 Shareholders who wish to inspect these documents at the registered office of the Company are required to send an email request to feedback@bromat.sg to make an appointment in advance. The inspection of documents will be arranged with each Shareholder to limit the number of people who are present at the registered office at any one point in time and such arrangements are subject to the prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be implemented by the relevant authorities from time to time.

Yours faithfully,
For and on behalf of the Board of Directors of
Bromat Holdings Ltd.

Tan Keng Tiong
Executive Director and Acting Chief Executive Officer
15 September 2025

NOTICE OF EXTRAORDINARY GENERAL MEETING

BROMAT HOLDINGS LTD.

(Company Registration Number: 201715253N)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**" or "**Meeting**") of Bromat Holdings Ltd. ("**Company**") will be held at 33 Erskine Rd #01-13, Singapore 069333, on 30 September 2025 at 3.00p.m., for the purpose of considering and, if thought fit, passing with or without amendments, the ordinary resolution as set out below.

*All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company ("**Shareholders**") dated 15 September 2025 ("**Circular**").*

ORDINARY RESOLUTION: THE PROPOSED DISPOSAL OF DINING HAUS PTE. LTD.

THAT,

- (a) approval be and is hereby given for the disposal by Bromat Holdings Ltd. (the "**Company**") of all its 60,000 ordinary shares in Dining Haus Pte. Ltd., representing 60% of the total issued and paid-up share capital of Dining Haus Pte. Ltd. to Mr. Chia Shu Sian (the "**Purchaser**") for the revised consideration of S\$1,000,000 (the "**Proposed Disposal**"), on the terms and subject to the conditions set out in the conditional sale and purchase agreement dated 21 April 2025 between the Company and the Purchaser (the "**Original SPA**"), as amended and supplemented by the settlement agreement dated 11 August 2025 (the "**Settlement Agreement**"). The Original SPA and the Settlement Agreement are collectively also referred to in this Ordinary Resolution as the "**Transaction Documents**";
- (b) the Directors of the Company (or any one of them) be and are hereby authorised and empowered to:
 - (i) complete the Proposed Disposal and perform all obligations of the Company under the Transaction Documents;
 - (ii) negotiate, agree to and execute any amendments, variations, waivers or supplements to the Transaction Documents as they may deem necessary, desirable or expedient;
 - (iii) execute and deliver all documents, agreements, certificates and instruments and do all acts and things as they may consider necessary, desirable or expedient to give full effect to the Proposed Disposal and the transactions contemplated thereby; and
 - (iv) deal with any ancillary matters arising from or in connection with the Proposed Disposal; and
- (c) any Director of the Company be and is hereby authorised to sign and execute all documents and do all acts and things on behalf of the Company as such Director may consider necessary, desirable or expedient to give effect to this Ordinary Resolution, and any acts, deeds, documents, agreements and things done or executed by any Director or Directors in anticipation of, or pursuant to, this Ordinary Resolution (including all acts, deeds, documents, agreements and things done or executed by any Director or Directors in respect of the Original SPA and

NOTICE OF EXTRAORDINARY GENERAL MEETING

Settlement Agreement) be and are hereby approved, adopted, confirmed and ratified as acts of the Company.

**BY ORDER OF THE BOARD
BROMAT HOLDINGS LTD.**

Tan Keng Tiong
Executive Director and Acting Chief Executive Officer
15 September 2025

NOTICE OF EXTRAORDINARY GENERAL MEETING

GENERAL:

1. The extraordinary general meeting (“**EGM**” or “**Meeting**”) will be held, in a wholly physical format, at 33 Erskine Rd #01-13, Singapore 069333 on 30 September 2025 at 3.00p.m. (Singapore time). There will be no option for Shareholders to participate virtually. Printed copies of this Notice of EGM and the accompanying Proxy Form and for members to request for a printed copy of the Circular (the “**Request Form**”) will be sent by post to members. These documents will also be published on the Company’s website at <https://bromat.sg/announcement/> and the SGX website at <https://www.sgx.com/securities/company-announcements>.
2.
 - (a) A member entitled to attend, speak and vote at a meeting of the Company, and who is not a Relevant Intermediary, is entitled to appoint one or two proxies to attend, speak and vote instead of him/her/it. Where a member appoints two proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent. of the shareholding and the second named proxy shall be deemed to be an alternate to the first named proxy.
 - (b) A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at a meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where more than one proxy is appointed, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form. In relation to a Relevant Intermediary who wishes to appoint more than two proxies, it should annex to the proxy form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares, class of Shares and percentage) in relation to which the proxy has been appointed.
 - (c) “**Relevant Intermediary**” has the meaning ascribed to it in Section 181 of the Act.
3. Arrangements relating to:
 - (a) attendance at the EGM by Shareholders, including investors who hold shares of the Company through the Supplementary Retirement Scheme (“**SRS**”, and such investors or “**SRS Investors**”);
 - (b) submission of questions to the Chairman of the Meeting by Shareholders, including SRS Investors, in advance of, or at, the EGM, and addressing of substantial and relevant questions in advance of, or at, the EGM; and
 - (c) voting at the EGM by Shareholders, including SRS Investors, or (where applicable) their duly appointed proxy(ies), are set out in this announcement. This announcement may be accessed at the Company’s website at <https://bromat.sg/announcement/> and the SGX website at <https://www.sgx.com/securities/company-announcements>.

A member can appoint the Chairman as his/her/its proxy, but this is not mandatory. Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and the Company reserves the right to refuse admittance to the EGM if the attendee’s identity cannot be verified accurately.

4. **Submission of Proxy Forms:** Shareholders who wish to appoint a proxy(ies) or the Chairman as proxy to attend, speak and vote at the EGM on their behalf must submit a Proxy Form for the appointment of such proxy(ies). A proxy need not be a member of the Company. The Proxy Form must be submitted to the Company in the following manner:
 - (a) by post to the office of the Share Registrar at In.Corp Corporate Services Pte. Ltd. 36 Robinson Road, #20-01 City House, Singapore 068877; or
 - (b) by email to shareregistry@incorp.asia (e.g. enclosing a clear scanned completed and signed Proxy Form in PDF),

in either case to be received no later than 3.00p.m. on 27 September 2025 (being 72 hours before the time appointed for the holding of the EGM).

NOTICE OF EXTRAORDINARY GENERAL MEETING

A Shareholder who wishes to submit a Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. Printed copies of the Proxy Form will be sent by post to Shareholders. Proxy Forms can also be downloaded from the Company's website at <https://bromat.sg/announcement/> or the SGX website at <https://www.sgx.com/securities/company-announcements>.

In the case of Shareholders whose shares in the Company are entered against their names in the Depository Register, the Company may reject any Proxy Form submitted if such Shareholders are not shown to have shares in the Company entered against their names in the Depository Register (as defined in Part 3AA of the Securities and Futures Act 2001) as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited ("CDP") to the Company.

5. **Voting by Investors (including SRS Investors):** The Proxy Form is **not** valid for use by investors holding shares of the Company through Relevant Intermediaries ("Investors") (including SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.

SRS Investors who are unable to attend the EGM but would like to vote should inform his/her respective SRS Operators to appoint the Chairman of the EGM to act as their proxy, at least 7 working days before the EGM, to vote on their behalf at the EGM, in which case, the relevant SRS Investors shall be precluded from attending the EGM.

Investors (other than an SRS Investor) who wish to vote at the EGM should approach their respective Relevant Intermediaries as soon as possible to specify their voting instructions or make the necessary arrangement to be appointed as proxy.

6. **Submission of Questions:** All Shareholders (including SRS Investors) may submit questions relating to the business of the EGM in advance of, or live at, the EGM.
7. **Submission of Questions in Advance:** All Shareholders (including SRS Investors) can submit questions relating to the resolution tabled for approval at the EGM up till 3.00p.m. on 22 September 2025 ("**Questions Cut-Off Date**") in the following manner:
- (a) by email to feedback@bromat.sg; or
 - (b) by post addressed to the registered office of the Company at 18 Sin Ming Lane, #06-26 MidView City, Singapore 573960.

When sending in questions, the following details should be provided for verification purposes: the Shareholder's full name, address, telephone number and email address, and the manner in which such Shareholder holds their shares in the Company (e.g. via CDP, Scrip and/or SRS).

Addressing Questions: The Company will endeavour to address all substantial and relevant questions relating to the business of the EGM received from Shareholders (i) after the Questions Cut-Off Date but prior to the EGM, through publication on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <https://bromat.sg/announcement/> by 3.00p.m. on 25 September 2025, and (ii) after the Questions Cut-Off Date or live at the EGM, during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.

8. All documents (including the Circular, Appendices, Proxy Form and this Notice of EGM) and information relating to the business of this EGM have been, or will be, published on SGX website at <https://www.sgx.com/securities/company-announcements> and/or the Company's website at <https://bromat.sg/announcement/>. Members and Investors are advised to check SGXNet and/or the Company's website regularly for updates.
9. Any reference to a time of day is made by reference to Singapore time.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing proxy(ies), and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the

NOTICE OF EXTRAORDINARY GENERAL MEETING

Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and record of questions asked and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, the listing manual, takeover rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) represents and warrants that he/she/it has obtained the prior consent of the individuals appointed as proxy(ies) and/or representatives for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such individuals by the Company (or its agents or service providers) for the Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.

*This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). This Notice 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 Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.*

The contact person for the Sponsor is Ms Tay Sim Yee (Tel: (65) 6232 3210), at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.

PROXY FORM

BROMAT HOLDINGS LTD.

(Company Registration No.: 201715253N)

(Incorporated in the Republic of Singapore)

Extraordinary General Meeting

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT

1. A Relevant Intermediary may appoint more than two (2) proxies to attend the EGM and vote (please see Note 2 for the definition of "Relevant Intermediary").
2. An investor who holds shares under the Supplementary Retirement Scheme ("SRS Investor") may attend and cast his vote(s) at the EGM in person. SRS Investors who are unable to attend the EGM but would like to vote, may inform their SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy, in which case, the SRS Investors shall be precluded from attending the EGM.
3. This Proxy Form is not valid for use by SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
4. **Personal Data Privacy:** By submitting this Proxy Form, a member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of EGM.
5. **Please read the notes overleaf which contain instructions on, inter alia, the appointment of proxy(ies) to vote on his/her/its behalf at the EGM.**

I/We* _____ (Name) _____ (NRIC/Passport No./Co. Registration No.)

of _____ (Address)

being a member/members of **BROMAT HOLDINGS LTD.** (the "**Company**") hereby appoint:

Name	Address	NRIC/Passport No	Proportion of Shareholdings	
			No. of Shares	(%)

*and/or (delete as appropriate)

Name	Address	NRIC/Passport No	Proportion of Shareholdings	
			No. of Shares	(%)

or failing him/her, or if no persons are named above, the chairman ("**Chairman**") of the extraordinary general meeting ("**EGM**") as my/our proxy or proxies to attend, speak and vote on my/our behalf at the EGM to be held on 30 September 2025 at 3.00p.m. at 33 Erskine Rd #01-13, Singapore 069333 and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against or to abstain from voting on the resolution to be proposed at the meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies (except where the Chairman is appointed as my/our proxy) will vote or abstain from voting at his/her/their discretion on any matter arising at the meeting and at any adjournment thereof. In the absence of specific directions in respect of the resolution, the appointment of the Chairman as my/our proxy for the resolution will be treated as invalid.

The Resolution put to the vote at the EGM shall be decided by way of poll.

ORDINARY RESOLUTION	For**	Against**	Abstain**
The Proposed Disposal of Dining Haus Pte. Ltd.			

** If you wish to exercise all your votes 'For' or 'Against' or 'Abstain', please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this _____ day of _____ 2025

Signature(s) of Shareholder(s)/Common Seal

*Delete where inapplicable

IMPORTANT: PLEASE READ NOTES ON THE REVERSE

Total no. of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

PROXY FORM

Notes:

1. A member of the Company should insert the total number of Shares held in the proxy form. If a member only has Shares entered against his/her/its name in the Depository Register (as defined in Part 3AA of the Securities and Futures Act 2001), he/she/it should insert that number of Shares. If he/she/it only has Shares registered in his/her/its name in the Register of Members, he/she/it should insert that number of Shares. However, if he/she/it has Shares entered against his/her/its name in the Depository Register and Shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of Shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members. If no number is inserted, the proxy form shall be deemed to relate to all the Shares held by the member (in both the Register of Members and the Depository Register).
2.
 - (a) A member entitled to attend, speak and vote at a meeting of the Company, and who is not a Relevant Intermediary, is entitled to appoint one or two proxies to attend, speak and vote instead of him/her/it. Where a member appoints two proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent. of the shareholding and the second named proxy shall be deemed to be an alternate to the first named proxy.
 - (b) A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at a meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where more than one proxy is appointed, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form. In relation to a Relevant Intermediary who wishes to appoint more than two proxies, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares, class of Shares and percentage) in relation to which the proxy has been appointed. For the avoidance of doubt, an SRS Operator who intends to appoint SRS Investors as its proxies shall comply with this Note.
 - (c) For any member who acts as a Relevant Intermediary pursuant to Section 181 of the Act, who is either:
 - (i) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (ii) a person holding a capital markets services licence to provide under the Securities and Futures Act 2001 and who holds shares in that capacity; and
 - (iii) Central Provident Fund ("CPF") Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.

fold along this line (1)

AFFIX
POSTAGE
STAMP

Bromat Holdings Ltd.
c/o In.Corp Corporate Services Pte. Ltd.
36 Robinson Road
#20-01 City House
Singapore 068877

fold along this line (2)

PROXY FORM

3. Completion and return of the proxy form shall not preclude a member from attending and voting in person at the meeting. Any appointment of a proxy or proxies will be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the proxy form, to the meeting.
4. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged with the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at shareregistry@incorp.asia,
in either case to be received no later than **3.00p.m. on 27 September 2025**, being 72 hours before the time appointed for the holding of the EGM.

A Shareholder who wishes to submit the Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
5. The Proxy Form must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised in writing. Where a Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or other authority or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
6. A corporation which is a member of the Company may authorise, by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Act.
7. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form. In addition, in the case of Shareholders whose Shares are entered against their names in the Depository Register, the Company shall be entitled to reject any Proxy Form lodged if such Shareholders are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.
8. Any reference to a time of day is made by reference to Singapore time.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 15 September 2025.

REQUEST FORM



15 September 2025

Dear Shareholder of Bromat Holdings Ltd. (the “**Company**”),

- 1. ACCESS TO PROPOSED DISPOSAL CIRCULAR VIA COMPANY’S WEBSITE AND SGXNET**
- 2. OPTION TO REQUEST FOR PRINTED COPY**

We wish to inform you that: -

- (a) printed copies of the Notice of Extraordinary General Meeting (“**EGM**”) and Proxy Form for the EGM of the Company to be held at 33 Erskine Rd #01-13, Singapore 069333, on 30 September 2025 at 3.00p.m., have been despatched to shareholders; and
- (b) in line with the Company’s continuing sustainability efforts to protect our environment, the Company is using electronic communication for the transmission of the circular dated 15 September 2025 in relation to the proposed disposal of Dining Haus Pte. Ltd. by the Company (“**Proposed Disposal Circular**”). The Proposed Disposal Circular is available for download from the Company’s website <https://bromat.sg/announcement/> and the SGXNet <https://www.sgx.com/securities/company-announcements>, from the date of this letter.

We encourage you to join our sustainability efforts to reduce paper waste by choosing electronic communication. However, if you wish to receive a printed copy of the Proposed Disposal Circular, please complete the Request Form below and submit it to us by **22 September 2025**:

- (i) by email to feedback@bromat.sg; or
- (ii) by post to the Company’s Share Registrar, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our service providers may collect, use and disclose your personal data, as contained in your submitted Request Form or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request.

Yours faithfully,
For and on behalf of
Bromat Holdings Ltd.

Tan Keng Tiong
Executive Director and Acting Chief Executive Officer

REQUEST FORM

To: **Bromat Holdings Ltd. (the “Company”)**

Please send me/us a printed copy of the:

☐ Proposed Disposal Circular

Name of Shareholder : _____

NRIC / Passport / Registration No. : _____

The shares are held by me/us under/through:

☐ CDP Securities Account

☐ Physical Scrip

☐ SRS

Mailing Address : _____

Email Address / Contact No. : _____

Signature(s): _____ Date: _____

Note: This request is valid for the Proposed Disposal Circular only. Incomplete or incorrectly completed forms will not be processed.

Fold along dotted line

**Affix
Postage
Stamp**

Bromat Holdings Ltd.

c/o In.Corp Corporate Services Pte. Ltd.
36 Robinson Road
#20-01 City House
Singapore 068877

Please glue and seal along this edge

Fold along dotted line

Please glue and seal along this edge