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IFBH Limited

(Incorporated in the Republic of Singapore with limited liability)

Company registration number: 202407593W

(Stock Code: 6603)

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO PROCUREMENT AND TRADEMARK LICENCE FRAMEWORK AGREEMENT

PROCUREMENT AND TRADEMARK LICENCE FRAMEWORK AGREEMENT

On 1 September 2026, IFB Singapore and General Beverage entered into the Procurement and Trademark Licence Framework Agreement, pursuant to which (i) the Group from time to time may procure Licensed Products from General Beverage and/or its affiliates for the Procurement Fee; and (ii) General Beverage grants to IFB Singapore a non-exclusive licence to use the *VITADAY* trademarks outside of Thailand in relation to the Licensed Products.

As at the date of this announcement, General Beverage is interested in approximately 60.06% of the issued share capital of the Company and is the Controlling Shareholder of the Company. Accordingly, the transactions contemplated under the Procurement and Trademark Licence Framework Agreement entered into between IFB Singapore (on the one hand) and General Beverage (on the other hand) constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

IMPLICATIONS UNDER THE LISTING RULES

As the highest applicable percentage ratio in respect of the annual caps for the continuing connected transactions under the Procurement and Trademark Licence Framework Agreement is more than 0.1% but less than 5%, the transactions under the Procurement and Trademark Licence Framework Agreement are subject to the reporting and announcement requirements but are exempt from the independent shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules.

BACKGROUND

On 1 September 2026, IFB Singapore and General Beverage entered into the Procurement and Trademark Licence Framework Agreement, pursuant to which (i) the Group may from time to time may procure Licensed Products from General Beverage and/or its affiliates for the Procurement Fee; and (ii) General Beverage grants to IFB Singapore a non-exclusive licence to use the *VITADAY* trademarks outside of Thailand in relation to the Licensed Products.

PROCUREMENT AND TRADEMARK LICENCE FRAMEWORK AGREEMENT

Major terms of the Procurement and Trademark Licence Framework Agreement

Date: 1 September 2026

Parties: General Beverage and IFB Singapore

Procurement: Pursuant to the Procurement and Trademark Licence Framework Agreement, the Group from time to time may procure Licensed Products from General Beverage and/or its affiliates for the Procurement Fee.

The Group may place orders for Licensed Products by submitting a written purchase order to General Beverage and/or its affiliates specifying details such as the type and quantity of Licensed Products required, the requested delivery date, and the delivery location.

Trademark licence granted: Pursuant to the Procurement and Trademark Licence Framework Agreement, General Beverage granted to IFB Singapore a non-exclusive licence to use the *VITADAY* trademark outside of Thailand in association with the Licensed Products.

IFB Singapore agreed to use the information acquired from General Beverage exclusively for the purposes of the Procurement and Trademark Licence Framework Agreement and keep such information strictly confidential. Such confidentiality obligation shall continue in full force and effect notwithstanding the termination or expiration of the Procurement and Trademark Licence Framework Agreement.

Term: 3 years (from 1 September 2026 to 31 August 2029)

Payment terms: In relation to the Procurement, the actual price and payment timing paid by the Group to General Beverage and/or its affiliates in relation to the Licensed Products shall be determined in accordance with the relevant purchase order(s).

In relation to the *VITADAY* Trademark Licence, General Beverage charges IFB Singapore an annual licence fee of 2.5% based on the total sale amount of IFB Singapore of the Licensed Products.

Pricing basis of the transactions contemplated under the Procurement and Trademark Licence Framework Agreement

The Procurement

The price of the Licensed Products to be procured by the Group shall be determined on an arm's length basis with reference to procurement volume, the prevailing market conditions and the principle of fairness during the relevant time.

The VITADAY Trademark Licence

General Beverage charges IFB Singapore an annual licence fee of 2.5% based on the total sale amount of IFB Singapore of the Licensed Products. The Directors, including the independent non-executive Directors, are of the view that such licence fee rate is fair and reasonable and on normal commercial terms. The licence fee rate will be subject to review every three years.

Historical transaction amounts and the Annual Caps

As disclosed in the Prospectus, the Group ceased to offer the sales of VITADAY beverage products in 2024. Accordingly, there was no historical amount of transactions between the Group and General Beverage which is of a nature similar to the transactions contemplated under the Procurement and Trademark Licence Framework Agreement since 2024.

The proposed Annual Caps for the transactions contemplated under the Procurement and Trademark Licence Framework Agreement are set out below:

	For the period from 1 September 2026 to 31 December 2026 (USD'000)	For the year ending 31 December 2027 (USD'000)	For the year ending 31 December 2028 (USD'000)	For the period from 1 January 2029 to 31 August 2029 (USD'000)
Annual Caps	930	1,810	1,940	1,560

The Annual Caps were determined after taking into account, among other things, the following factors:

- the aggregate amount of the estimated Procurement Fee and VITADAY Licence Fee over the relevant period, taking into account the procurement plan of the Group and the order intake and projected level of sales amount in respect of the products bearing the VITADAY trademarks outside of Thailand, which was estimated based on the projected sales and the management's estimation of the market demands of the relevant products outside of Thailand; and
- other factors including but not limited to the expected market price of the products bearing the VITADAY trademarks and its future fluctuations, taking into account the costs and expenses relating to raw materials, labour and market trends.

Reasons for and benefits of entering into the Procurement and Trademark Licence Framework Agreement

The Company intends to drive the growth of *VITADAY* by expanding its distribution network, strengthening market penetration and increasing sales volume, with the objective of enhancing the Company's overall revenue and profitability.

The Directors (including the independent non-executive Directors) are of the view that (i) the transactions contemplated under the Procurement and Trademark Licence Framework Agreement will be entered into in the ordinary course and usual course of business of the Company, on normal commercial terms or better and are in the interests of the Company and the Shareholders as a whole and (ii) the Annual Caps stated in this announcement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

INTERNAL CONTROL MEASURES

To safeguard the interests of the Company and its Shareholders as a whole, including the minority Shareholders, the Company has put in place certain internal approval and monitoring procedures relating to the proposed connected transactions contemplated under the Procurement and Trademark Licence Framework Agreement, which include the following:

- the Company has formulated internal guidelines according to the Listing Rules, which provide approval procedures for connected transactions based on their nature and amounts;
- the pricing of the connected transactions should be no less favourable than the prices provided by independent third parties or provided to independent third parties in respect of similar products or services;
- the Company shall collect the transaction amount information regularly and conduct analysis of the data to manage the connected transactions;
- the independent non-executive Directors and auditors will conduct annual review of the non-exempt continuing connected transaction mentioned above and provide annual confirmations in accordance with the Listing Rules that the non-exempt continuing connected transaction is conducted in accordance with terms of the relevant agreements, on normal commercial terms and in accordance with the pricing policy and do not exceed the proposed applicable annual caps;
- in respect of the connected transactions not governed by the existing framework agreements (if any), the relevant operating entities shall communicate with the headquarters in advance and provide necessary documents to facilitate related decision-making and disclosure process; and
- additional approvals are required for transactions exceeding the proposed annual caps (if applicable).

The Directors are of the view that the above internal control measures can ensure that the transactions contemplated under the Procurement and Trademark Licence Framework Agreement will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the Shareholders.

INFORMATION ON THE PARTIES

The principal activity of the Company is that of investment holding. The Group is principally engaged in (i) wholesale of food and beverage (including dried or canned) and (ii) business coordination services which includes administrative, logistics and support service activities.

IFB Singapore is incorporated in Singapore and is a wholly-owned subsidiary of the Company. IFB Singapore principally engages in the wholesale of food and beverage products, and is the principal operating subsidiary of the Company.

General Beverage is incorporated in Thailand and is a Controlling Shareholder and the holding company of the Company. It is a manufacturer and distributor of food and beverage products in Thailand. As at the date of this announcement, General Beverage is interested in approximately 60.06% of the issued share capital of the Company and is the Controlling Shareholder of the Company.

IMPLICATIONS UNDER THE LISTING RULES

As the highest applicable percentage ratio in respect of revised annual caps for the continuing connected transactions under the Procurement and Trademark Licence Framework Agreement is more than 0.1% but less than 5%, the transactions under the Procurement and Trademark Licence Framework Agreement are subject to the reporting and announcement requirements but are exempt from the independent shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules.

As at the date of this announcement, Mr. Pongsakorn Pongsak holds an aggregate of 91% interest in General Beverage (with a direct interest of 56% and an indirect interest of 35% through 63 Holding Co., Ltd., an entity which is 99.99% owned by Mr. Pongsakorn Pongsak) and is considered to have material interests in the transactions under the Procurement and Trademark Licence Framework Agreement. Accordingly, Mr. Pongsakorn Pongsak has abstained from voting on the board resolutions in relation to the Procurement and Trademark Licence Framework Agreement and the Annual Caps. Apart from Mr. Pongsakorn Pongsak, none of the Directors is required to abstain from voting on the board resolutions in relation to the Procurement and Trademark Licence Framework Agreement and the Annual Caps.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Annual Cap(s)”	the annual cap(s) in respect of the transactions contemplated under the Procurement and Trademark Licence Framework Agreement
“Board”	the board of Directors of the Company
“Company”	IFBH Limited, a company incorporated under the laws of Singapore whose shares are listed on the Main Board of the Stock Exchange (stock code: 6603)
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, unless the context requires otherwise, refers to General Beverage and Mr. Pongsakorn Pongsak
“Director(s)”	director(s) of the Company
“General Beverage”	General Beverage Co., Ltd., a limited liability company incorporated under the laws of Thailand, and one of the Company’s Controlling Shareholders
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“IFB Singapore”	Innovative Food and Beverage Pte. Ltd., a company incorporated under the laws of Singapore, which is a wholly-owned subsidiary of the Company
“Licensed Products”	the products bearing the <i>VITADAY</i> trademarks
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, Macau and Taiwan
“Procurement”	the procurement of Licensed Products by the Group from time to time from General Beverage and/or its affiliates for the Procurement Fee pursuant to the Procurement and Trademark Licence Framework Agreement

“Procurement and Trademark Licence Framework Agreement”	the Procurement and Trademark Licence Framework Agreement dated 1 September 2026 entered into between IFB Singapore and General Beverage, pursuant to which (i) the Group from time to time may procure Licensed Products from General Beverage and/or its affiliates for the Procurement Fee; and (ii) General Beverage grants to IFB Singapore a non-exclusive licence to use the <i>VITADAY</i> trademarks outside of Thailand in relation to the Licensed Products
“Procurement Fee”	the procurement fees payable by the Group General Beverage and/or its affiliates in relation to the Procurement
“Prospectus”	the prospectus of the Company dated 20 June 2025
“Shareholder(s)”	the shareholder(s) of the Company
“Share(s)”	ordinary share(s) in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning given to it under the Listing Rules
“USD”	United States dollar, the lawful currency of the United States of America
“ <i>VITADAY</i> Licence Fee”	the annual licence fee in relation to the <i>VITADAY</i> Trademark Licence
“ <i>VITADAY</i> Trademark Licence”	the non-exclusive licence granted by General Beverage to IFB Singapore to use the <i>VITADAY</i> trademarks outside of Thailand in relation to the Licensed Products pursuant to the Procurement and Trademark Licence Framework Agreement
%	per cent.

By order of the Board
IFBH Limited
Pongsakorn Pongsak
Executive director and chief executive officer

Hong Kong, 1 September 2026

As at the date of this announcement, the Board comprises: (i) Mr. Pongsakorn Pongsak, Ms. Metaphon Pornanektana and Ms. Vipada Kanchanasorn as executive directors; (ii) Mr. Tawat Kitkungvan as non-executive director; and (iii) Mr. Thavee Thaveesangsakulthai, Ms. Songvilai Jiraphothong, Ms. Pathamakorn Buranasin and Ms. Supansa Kusonpattana Piriyaoporn as independent non-executive directors.