SDI

ASX Announcement

25 June 2026

# Scheme becomes Effective

SDI Limited (ASX:SDI) (**SDI**) refers to the proposed scheme of arrangement under which InnoXvest Dental Pty. Ltd (**Bidder Sub**), a wholly owned subsidiary of Beijing Guoci Kebo Technology Co., Ltd (**Bidder**), which is an entity controlled by Shenzhen Stock Exchange listed Shandong Sinocera Functional Material Co. Ltd (**Sinocera**), will acquire 100% of the issued share capital of SDI by way of a scheme of arrangement (**Scheme**) for A$1.40 per SDI Share in cash (**Scheme Consideration**).

SDI confirms that it has lodged an office copy of orders made by the Supreme Court of New South Wales (**Court**) approving the Scheme with the Australian Securities and Investments Commission (**ASIC**) pursuant to section 411(10) of the *Corporations Act 2001* (Cth).

The Scheme is now Effective, and quotation of SDI Shares on the ASX will be suspended from close of trading today. An office copy of the Court orders lodged with ASIC is attached to this announcement.

It is expected that implementation of the Scheme will occur on Monday, 6 July 2026 (**Implementation Date**). On the Implementation Date, SDI Shareholders who have been recorded on SDI's share register as owning SDI Shares at 7:00pm (Sydney time) on Monday, 29 June 2026 (**Record Date**), will receive A$1.40 cash consideration for each SDI Share they hold.

All dates and times are indicative only and are subject to change. Any changes will be announced through the ASX.

**Further information**

If you require further information or have questions in relation to the Scheme or the Scheme Booklet, please visit the website at https://www.sdi.com.au/au/company/investor-information/ or contact the SDI Shareholder Information Line on 1300 761 372 (within Australia) or +61 1300 761 372 (outside Australia), Monday to Friday between 9:00am and 5:00pm (Sydney time) (excluding public holidays).

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet dated 18 May 2026.

SDI is being advised by Houlihan Lokey as financial adviser and DLA Piper as legal adviser.

*This announcement has been authorised by the Board of Directors of SDI Limited.*

**Investor contact:**

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**About SDI**

SDI Limited (ASX: SDI) is a leading Australian manufacturer and global distributor of specialist dental materials. With a strong focus on innovation and excellence, SDI develops, produces, and markets restorative dental products including amalgams, composites, adhesives, cements, and tooth whitening systems. All SDI products are proudly manufactured in Victoria, Australia, and distributed in over 100 countries worldwide.

Founded in 1972 and publicly listed in 1985, SDI has built a reputation for pioneering advancements in minimal intervention dentistry, an approach that integrates prevention, remineralisation, and conservative treatment. SDI also continues to invest in research and development to bring new solutions to market, supporting better oral health outcomes globally. To learn more about SDI, please visit www.sdi.com.au/au/.

**About Sinocera and Beijing Guoci**

Sinocera is a leading China-based advanced materials company specialising in the development and production of functional ceramic materials. With a strong global footprint and a commitment to innovation, Sinocera serves a broad range of industries including electronics, automotive, and healthcare.

Beijing Guoci is the holding company of the majority of Sinocera's domestic and international dental businesses.

InnoXvest Dental Pty. Ltd is an Australian proprietary company that was incorporated for the purposes of acquiring the SDI Shares under the Scheme.

Form 43
UCPR 36.11

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Issued: 24 June 2026 12:15 PM

# JUDGMENT/ORDER

## COURT DETAILS

| | |
|---|---|
| Court | Supreme Court of NSW |
| Division | Equity |
| List | Corporations List |
| Registry | Supreme Court Sydney |
| Case number | 2026/00177319 |

## TITLE OF PROCEEDINGS

| | |
|---|---|
| First Plaintiff | SDI LIMITED<br>ACN 008075581 |
| Corporation subject of the proceeding | SDI LIMITED |

## DATE OF JUDGMENT/ORDER

| | |
|---|---|
| Date made or given | 24 June 2026 |
| Date entered | 24 June 2026 |

## TERMS OF JUDGMENT/ORDER

VERDICT, ORDER OR DIRECTION:

- Black J grants leave for Bidder to appear under r 2.13 of Supreme Court (Corporations) Rules.

Second Court Hearing of application under ss 411 and 1319 of the Corporations Act 2001 (Cth).

Black J makes orders in accordance with the Short Minutes of Order initialled by him and placed in the file.

THE COURT ORDERS THAT:

1 Vary the orders previously made by the Court on 18 May 2026, with effect that the time by which SDI was required to distribute materials to its members as provided for in Order 5 of the orders made on 18 May 2026 be extended nunc pro tunc to 22 May 2026.

2 Pursuant to subsection 411(4)(b) of the Act, the scheme of arrangement between the plaintiff and its members holding ordinary shares (Scheme), the terms of which are set out in Annexure 3 of the document comprising Exhibit 1 (Scheme Booklet), is approved.

3 Pursuant to s 411(12) of the Act, the plaintiff is exempted from compliance with s 411(11) of the Act, in relation to the Scheme.

4 These orders be entered forthwith.

## SEAL AND SIGNATURE

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SUPREME COURT OF NEW SOUTH WALES

| | |
|---|---|
| Signature | Rebel Kenna |
| Capacity | Principal Registrar |
| Date | 24 June 2026 |

If this document was issued by means of the Electronic Case Management System (ECM), pursuant to Part 3 of the Uniform Civil Procedure Rules (UCPR), this document is taken to have been signed if the person's name is printed where his or her signature would otherwise appear.