EQUITY RESEARCH — MOMENTUM DESK

TGHL · SHELL MERGER · reverse merger · small-cap · Nasdaq compliance · premarket movers · battery sector · low float

TGHL Gaps Up on Signed EnChem Merger — But the Delisting Clock Is Still in the Deal

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◆ **DESK TAKE**

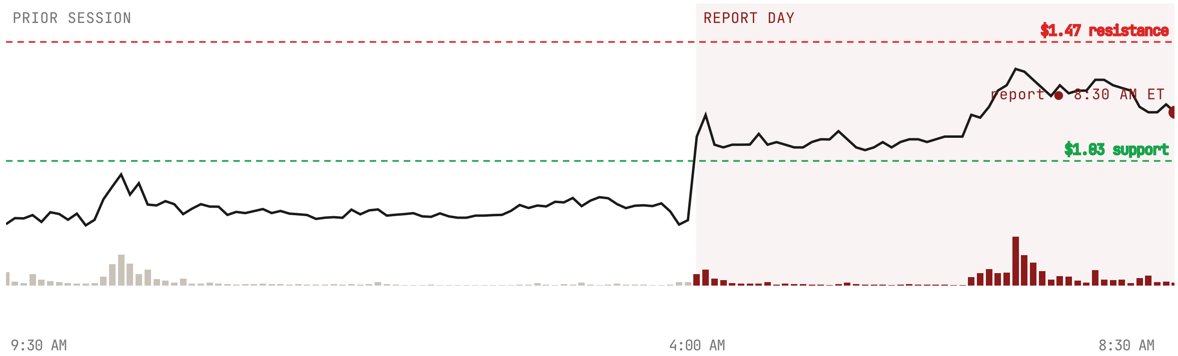
Gapped up overnight after the 6-K confirming a definitive $400M reverse merger with EnChem — a follow-through catalyst, since the term sheet was disclosed May 28 and already fueled a 500%+ spike that faded. Float is tight for now, but the deal issues ~142.8M new shares and a reverse split is on the table, plus a live Nasdaq delisting appeal that can kill the agreement. Watch $1.47 resistance and the $1.03/$1.00 support zone into the open; below $1.00 the gap toward $0.81 opens.

DATA BOX

Price	$1.21
Change	+48.53%
Volume	33.94M
Float	12.72M
Mkt cap	$30.61M

MECHANICS

TGHL has roughly 25.3M shares outstanding with a float under 13M. The signed EnChem merger would issue ~142.8M new Class A shares (85% of the combined company fully diluted), and the company plans to increase authorized capital and permit one or more reverse stock splits; the majority holder's Class B shares convert to Class A 1:1. The stock is under a Nasdaq delisting determination (bid-price and stockholders'-equity deficiencies) that the company is appealing, and delisting is a termination trigger in the merger agreement.



DATA BOX — MACHINE-VERIFIED

Data Box — TGHL · as of 8:45 AM ET, 2026-07-16 · Pre-market session

METRIC	VALUE
Price	$1.21
Previous close	$0.81
Change	+48.53%
Volume (premarket)	33.94M
Float	12.72M
Shares outstanding	25.30M
Market cap	$30.61M
52-week range	$0.27 - $4.25
Avg daily volume (20d)	6.88M
Relative volume	N/A (premarket)

All figures machine-sourced from market data APIs at publication time.

GrowHub (TGHL) is the premarket leader this Thursday morning, and for once there's a real filing behind the tape. Question is whether the filing says what the buyers think it says. Writing this at 8:45 AM ET, the stock is holding a large gap over Wednesday's close after an after-hours ramp — shares of the Singapore-based company jumped roughly 73% after Wednesday's bell once GrowHub disclosed it had signed a merger agreement with South Korea's EnChem Co., Ltd. and its U.S. subsidiary EnChem America, a maker of electrolytes and high-functionality additives for rechargeable batteries, in a deal valuing EnChem at approximately $400 million.

Here's the skeptic's first note: this deal isn't new. GrowHub signed a binding summary term sheet with EnChem America back on May 28, and the stock ran over 500% on Monday June 1 when that first crossed — a move that round-tripped over the following six weeks. What's new is the definitive agreement, an Agreement and Plan of Merger entered into on July 14, disclosed in a 6-K that hit EDGAR late Wednesday afternoon. Confirmation of a known deal, not discovery of a new one.

What the filing actually commits to

The structure is a classic shell-merger: EnChem's shareholders will receive about 142.8 million newly issued Class A shares, representing up to 85% of the combined company on a fully diluted basis — that's several times the current share count, printed fresh. Existing holders keep the remaining 15%. Bulls will do the math that 15% of a $400M+ entity is worth more than the whole company trades for now, and that arbitrage is the whole long thesis. Fair enough. But the closing conditions are where the risk lives:

- The deal still needs SEC approval of a new registration statement, Nasdaq listing approval, and a shareholder vote
- The agreement can be terminated if the merger hasn't closed by December 2, 2026, if shareholders don't approve it, or if Nasdaq denies, suspends, or delists GrowHub's shares

- GrowHub will amend its articles to increase authorized share capital and permit one or more reverse stock splits

That last termination trigger is the elephant. Nasdaq's Listing Qualifications Department determined in early June to delist TGHL after the company failed the $1.00 bid-price rule and didn't qualify for a second compliance period, and GrowHub said it would appeal and request a hearing before the Nasdaq Hearings Panel. The merger's survival is chained to a listing that's currently under a delisting determination. Meanwhile the legacy business is tiny — roughly $65K in trailing-twelve-month revenue.

The levels

Sub-13M float, so expect violence in both directions. The premarket bracket is your map: resistance sits at the overnight high near $1.47 — clear that on volume and there's air up to the $2s. Premarket VWAP in the high-$1.20s is the control line; holding above it into the open keeps buyers in charge. Support is the overnight low around $1.03, which conveniently overlaps the $1.00 psychological level — the very bid-price threshold this whole saga started with. Lose $1.00 and the gap back toward Wednesday July 15's close at $0.81 opens up fast. Tuesday July 14's session already showed the pattern: a spike to $0.98 intraday that faded back to close at $0.66.

What flips the skeptic bullish: a favorable Nasdaq panel outcome, a registration statement actually filed, and the stock holding $1.00-plus organically. What confirms the doubt: another June 1-style fade through VWAP in the first hour. Watch which one the tape gives you.

This is not investment advice; do your own research and size for the volatility.

MECHANICS BOX — THE STRUCTURAL READ

- Shares outstanding: 25.30M · Float: 12.72M
- Dilution-relevant SEC filings (30d): none found in the last 30 days
- Splits: none on record
- TGHL has roughly 25.3M shares outstanding with a float under 13M. The signed EnChem merger would issue ~142.8M new Class A shares (85% of the combined company fully diluted), and the company plans to increase authorized capital and permit one or more reverse stock splits; the majority holder's Class B shares convert to Class A 1:1. The stock is under a Nasdaq delisting determination (bid-price and stockholders'-equity deficiencies) that the company is appealing, and delisting is a termination trigger in the merger agreement.

The Setup: This is a Shell Merger play — read the pattern guide to learn how these setups typically unfold.

This report is for informational purposes only and does not constitute investment advice. Always conduct your own due diligence before making any investment decision.
