OSSIA INTERNATIONAL LTD
(Incorporated in the Republic of Singapore)
(Company Registration Number: 199004330k)

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1. INCORPORATION OF SUBSIDIARIES ("INCORPORATION")

2. ENTRY INTO AN OFFER TO PURCHASE A PROPERTY ("ASSET ACQUISITION")

3. ENTRY INTO SHARE SALE AND PURCHASE AGREEMENT IN RELATION TO THE PROPOSED ACQUISTION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF GLOBAL TEN REALTY PTE LTD ("SHARE ACQUISITION")

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1. INTRODUCTION

1.1. The Board of Directors (the "**Board**" or "**Directors**") of Ossia International Ltd (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that:-

a) the Company has, on 8 December 2025, incorporated a new subsidiary, **Ossia Capital Pte. Ltd.** ("**OC**") in Singapore. OC is set up as a special purpose vehicle for holding the Company's property investment entities.

b) OC, on 8 December 2025, incorporated a new wholly owned subsidiary, **OSA 1 Pte. Ltd.** ("**OSA 1**") in Singapore. The principal activity is property investment.

c) OSA 1 has, on 10 December 2025, entered into an option to purchase ("**OTP**") with Santa Grand Investments Pte. Ltd. ("**Vendor 1**") for the purchase of **Property 1** (as defined below).

d) OC will enter into a Share Sale and Purchase agreement (the "**Agreement**") on or before **Completion Date** (as defined below) with Ng Cheng Lock, Siah Seng Koon, Siah Siew Geok, and Eastern Garden Development Pte Ltd (collectively known as the "**Vendors 2**") to acquire 100% of the issued and fully paid-up ordinary shares in the share capital of Global Ten Realty Pte Ltd ("**GTR**"), which owns **Property 2** (as defined below) .

2. RATIONALE FOR THE PROPOSED ASSET ACQUISITION AND SHARE ACQUISITION (the "PROPOSED ACQUISITIONS")

2.1 The Board believes that the Proposed Acquisitions will generate stable cash flows and create long-term value to the Company and Group, given rental yield exceeds fixed deposit rates. The investment strategy allows the Company to deploy excess cash optimally and this strategic move aligns with company commitment to delivering sustained value creation for the shareholders of the Group.

2.2 The Board does not consider that the Proposed Acquisitions will result in a significant change to the Company and Group's risk profile as the Proposed Acquisitions are investments in physical property assets.

2.3 The Proposed Acquisitions are in the ordinary course of business of the Company and the Group as the Company and the Group have been previously involved in the investment of properties, such as Ossia Building.

3. INFORMATION RELATING TO THE PROPOSED ACQUISITIONS

3.1 INFORMATION ON THE ASSET ACQUISITION (PROPERTY 1)

a) OSA 1 will acquire a property located at 21 Tan Quee Lan #01-03 and #01-03A, Singapore 188108 ("**Property 1**"), for a purchase price of $14,000,000 ("**Consideration 1**"). Property 1 is a leasehold property with a tenure of 999 years, commencing on 25 January 1827. The area of Property 1 is 271.0 square metres. Consideration 1 was arrived at on a willing buyer, willing seller basis, at current market valuation.

b) Vendor 1 is a company limited by shares incorporated in Singapore. Vendor 1's shareholders and directors are not related to the Company, its directors or its executive management.

c) In accordance with the OTP, Consideration 1 payable in tranches as follows:
   i) S$140,000 upon signing of the OTP;
   ii) S$560,000 within 6 weeks from the date of the OTP; and
   iii) Balance of S$13,300,000 payable on or before the expiry of 12 weeks form the date of exercise of the OTP.

d) The completion of the purchase of Property 1 is scheduled to take place on 4 March 2026 or such other date as OSA 1 and Vendor 1 may mutually agree (the "Completion Date"), where upon Property 1 will be transferred to OSA 1.

e) An indicative valuation has been obtained from the bank, and a formal valuation will be conducted prior to Completion.

3.2 INFORMATION ON SHARE ACQUISITION OF GTR

a) GTR is a private company incorporated in Singapore on 6 April 2023 and has an issued and paid-up capital of S$100,000 comprising 100,000 ordinary shares. Messrs Eastern Garden Development Pte Ltd, Mr Siah Seng Koon, Mr Ng Cheng Lock, and Madam Siah Siew Keok each hold 50,000, 20,000, 15,000 and 15,000 ordinary shares respectively in GTR.

b) Vendors 2 are Singaporean and not related to the Company, its directors or its executive management.

c) The principal activities of GTR are in letting of self-owned or leased real estate property. GTR owns a property located at 10 Bussorah Street, Singapore 199488 ("**Property 2**"). Property 2 is a leasehold property with a tenure of 99 years, commencing on 24 December 2003. The area of the Property 2 is 61.5 square metres.

d) The purchase price for the Sale Shares is S$5,500,000 ("**Consideration 2**"). The Consideration 2 was arrived at on a willing buyer, willing seller basis at the current market valuation.

e) In accordance with the Agreement, Consideration 2 is payable in tranches as follows:
   i) $55,000 upon signing of Letter of Intent ("**LOI**");
   ii) S$220,000 ("**Further Deposit**") upon with the outcome of the due diligence works conducted on the Company and the Property.
   iii) Balance of S$5,225,000 payable on or before 12 weeks form the date of payment of the Further Deposit, provided always that the completion date of Share Acquisition must coincide with the Completion Date of Property 1 from Vendor 1.

f) Following completion of the Proposed Share Acquisition, GTR shall become a wholly-owned indirect subsidiary of OC.

g) Based in the unaudited management accounts of GTR as at 30 September 2025[(1)]:
   i) the net tangible asset ("**NTA**") of GTR was approximately S$240,000; and
   ii) the net loss after tax for the financial year ended 30 September 2025 of GTR was approximately $38,473[(2)].

   Note:
   [(1)] The unaudited management accounts provided by the Vendor 2 are subject to be reviewed and audited by the independent auditor before Completion.
   [(2)] The net loss after tax was arrived at after deducting loan interest expense of $88,743.

h) An indicative valuation has been obtained from the bank, and a formal valuation will be conducted prior to Completion.

3.3 Vendor 1 and Vendors 2 have common shareholders. The shareholders of Vendor 1 are Eastern Garden Development Pte Ltd, Siah Siew Geok and Ng Zi Yun (Huang Zi Yun). The shareholders of GTR are Eastern Garden Development Pte Ltd, Siah Siew Geok, Siah Seng Koon and Ng Cheng Lock.

4. SOURCE OF FUNDS

Consideration 1 and Consideration 2 will be satisfied through a combination of internal resources and bank financing.

5. CONDITIONS PRECEDENT ("CP")

Completion of the Proposed Acquisitions ("**Completion**") shall be subjected to the satisfaction or waiver, as the case may be, of various conditions precedent, including but not limited to those set out below, on or prior to the Completion Date.

5.1 CP to Asset Acquisition

a) Completion of the Asset Acquisition is conditional upon the completion of the Share Acquisition.
b) There being no unsatisfactory legal requisition reply received by OSA 1's solicitors in respect of Property 1;

5.2 CP to Share Acquisition

a) Completion of the Share Acquisition is conditional upon the completion of the Asset Acquisition;

b) there being no decree, determination, injunction, judgement or other order entered or issued by any court or Governmental Authority of competent jurisdiction which has the effect of restraining or otherwise prohibiting consummation of the Share Acquisition and which remains in force and effect as at the Completion Date;

c) there being no compulsory acquisition, or notice of compulsory acquisition having been issued, by any Governmental Agency pursuant to the Land Acquisition Act 1966 of Singapore affecting the building structure and/or affecting five per cent (5%) or more of the land area of Property 2;

d) there being no unsatisfactory legal requisition reply received by OC's solicitors;

e) there being no material damage of more than S$500,000 to the Property 2;

f) where the terms of any outstanding contract contain:

(i) any restrictions or prohibition on the change in control of the shareholdings in or change in control of the GTR; or

(ii) any right to terminate exercisable prior to or as a result of any matter contemplated by this Agreement,

written consent or waiver in a form and on terms (if any) satisfactory to the OC by the counterparty(s) to the Contract of such restrictions or prohibition or right to terminate has been obtained;

g) each of the Vendors 2's warranties in the Agreement shall have been true, accurate and not misleading in all material respects as of the date when made and as at the Completion Date as if originally made on the Completion Date;

h) the due diligence investigations on the GTR and the Property 2 being completed in accordance within 6 weeks from the date of the LOI.

i) there being no circumstance or event occurring at any time prior to the Completion Date which would have a material adverse effect on the business, operations or condition of the GTR.

6. FINANCIAL EFFECTS

6.1 INCORPORATION OF SUBSIDIARIES

The incorporation of subsidiaries, OC and OSA 1, are not expected to have any material impact on the net tangible assets per share or earnings per share of the Company for the financial year ending 30 June 2026.

6.2 PROPOSED ASSET AND SHARES ACQUISITIONS

a) The financial effects of the Proposed Acquisitions on the NTA per share and the earnings per share ("**EPS**") of the Group have been prepared based on the latest audited consolidated financial statements of the Group for the financial period ended 30 June 2025 ("**FY2025**").

b) For the purpose of illustrating the financial effects, the financial effects have been prepared based on, *inter alia*, the following assumptions:

i) the financial effects of the NTA per share of the Group are computed assuming that Proposed Acquisitions was completed on 30 June 2025;

ii) the financial effects on the EPS of the Group are computed assuming that the Proposed Acquisitions was completed on 1 July 2025.

iii) The costs and expenses incurred or to be incurred in connection with the Proposed Acquisitions shall be disregarded.

The financial effects of the Proposed Acquisitions on the Group set out below are purely for illustrative purposes only and not intended to be indicative or reflective of the actual results, financial performance and position of the Group following the completion of the Proposed Acquisitions. No representation is made as to the financial position and/or results of the Group following the completion of the Proposed Acquisitions.

c) Financial Effects on the NTA per share of the Group

	Before the Proposed Acquisitions	**After the Proposed Acquisitions**
NTA (S$'000)	65,660	65,868
Number of Shares	252,629,483	252,629,483
NTA per Share (S$/cents)	0.26	0.26

d) Earnings per Share ("**EPS**")

	Before the Proposed Acquisition	**After the Proposed Acquisition**
Net profit attributable to owners of the Company (S$'000)	9,300	9,508
Weighted average numbers of shares	252,629,483	252,629,483
Profit per share (S$/cents)	0.04	0.04

e) Gearing

Assuming the Proposed Acquisition had been completed on 30 June 2025, the Proposed Acquisition would have the following impact on the gearing of the Group:

	Before the Proposed Acquisition	**After the Proposed Acquisition**
Total borrowings (S$'000)	-	15,600[(1)]
Total equity (S$'000)	65,660	65,660
Gearing ratio	-	23.76%

Note:
(1) Based on the assumption that the Company will be taking 80% loan for the Proposed Acquisitions.

7. RELATIVE FIGURES UNDER RULE 1006 OF THE LISTING MANUAL

7.1 The relative figures for the Proposed Acquisitions computed on the bases set out in Rule 1006 of the Listing Manual are as follows:

Rule 1006	Bases	Relative Figures %
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value.	Not applicable(1)
(b)	The net profits attributable to the assets acquired or disposed of, compared with the Group's net profits.	2.24%(2)
(c)	The aggregate value of the consideration given or received, compared with the issuer's market capitalisation based on the total number of issued shares excluding treasury shares.	43.12%(3)
(d)	The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previous in issue.	Not applicable(4)
(e)	The aggregate volume or amount of proved and portable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves.	Not applicable(5)

Notes:

(1) Not applicable as this transaction relates to an acquisition.

(2) The net profits attributable to Asset Acquisition is S$201,973 and Share Acquisition is $6,262 respectively.

(3) The Company's market capitalization of approximately S$44,462,789 is derived based on its total number of issued ordinary shares of 252,629,483 and the weighted average price of S$0.179 per share on 5 December 2025, being the last traded full market day prior to the exercise of the OTP.

(4) Not applicable as no equity securities are proposed to be issued by the Company as consideration for the Proposed Acquisitions.

(5) Not applicable as this transaction does not relate to a disposal of mineral, oil or gas assets by a mineral, oil and gas company.

7.2 As the relative figures set out in Rule 1006 (c) of the Listing Manual exceed 20%, the Proposed Acquisitions are classified as Major Transaction under Rule 1010 of the Listing Manual. Accordingly, approval by shareholders in a general meeting will be required for the Proposed Acquisitions. Immediately prior to exercise the OTP, the Company has submitted an application to seek a waiver from compliance with Rule 1014(2) of the Mainboard Rules in respect of the Proposed Acquisitions ("Waiver").

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors and substantial shareholders of the Company has any interest, direct or indirect, in the Incorporation or the Proposed Acquisitions.

9. SERVICE CONTRACTS

No service contract is proposed to be entered into between the Company and any person in respect of the Proposed Acquisitions.

10. DOCUMENT FOR INSPECTION

The OTP and Agreement are available for inspection at the registered office of the Company at 51, Changi Business Park Central 2, #08-13, Singapore 486066, during normal office hours, for a period of three (3) months commencing from the date of this announcement.

11. EXTRAORDINARY GENERAL MEETING AND DESPATCH OF CIRCULAR TO SHAREHOLDERS

The Company has been granted Waiver from compliance with Rule 1014(2) of the Mainboard Rules in relation to the Proposed Acquisitions. Please refer to Waiver announcement on 10 December 2025.

BY ORDER OF THE BOARD

Lotus Isabella Lim Mei Hua
Company Secretary

10 December 2025