OCTOPUS (APAC) HOLDINGS LIMITED
(Company Registration No: 201427862D)
(Incorporated in the Republic of Singapore)

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN AND OTHER MATTER PARAGRAPH IN THE INDEPENDENT AUDITORS' REPORT ON THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD FROM 1 JANUARY 2025 TO 31 MARCH 2026

Pursuant to Rule 704(4) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited, the Board of Directors (the "**Board**") of Octopus (APAC) Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the independent auditors of the Company, KPMG LLP (the "**Auditors**"), have issued their report dated 7 August 2026 on the audited financial statements of the Group and of the Company for the financial period from 1 January 2025 to 31 March 2026 ("**FP2026**") (the "**Audited Financial Statements**"). The Auditors' report includes (i) a material uncertainty related to going concern and (ii) an other matter paragraph relating to comparative information (the "**Independent Auditors' Report**"). The Auditors have expressed an unmodified opinion on the Audited Financial Statements.

The Independent Auditors' Report is annexed to this announcement for information purposes. The Independent Auditors' Report and the Audited Financial Statements will form part of the Company's Annual Report for FP2026 (the "**2026 Annual Report**") which will be released to the shareholders of the Company in due course. Shareholders are advised to the read the Independent Auditors' Report and the 2026 Annual Report in their entirety.

(i) MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

The Auditors' report includes the following paragraph:

We draw attention to Note 2 to the financial statements, which indicates that the Group incurred a net loss of S$2,693,000 for the financial period from 1 January 2025 to 31 March 2026 and, as at 31 March 2026, the Group was in net current liability position of S$11,487,000. In addition, the Group's non-current secured bank loan of S$7,790,000 is due to mature in July 2027.

In assessing the Group's ability to continue as a going concern, the Directors considered whether the Group can operate and meet its obligations for the next 12 months from the date of the financial statements. As stated in Note 2, the Group's net current liabilities were primarily due to revolving credit facilities of S$45,058,000 that are due within the next 12 months. These conditions, along with the other matters discussed in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as going concern. Our opinion is not modified in respect of this matter.

Note 2 to the financial statements states that, notwithstanding the above, the financial statements of the Group have been prepared on a going concern basis as the Directors have considered the following matters:

(a) in connection with the share subscription agreement with Grupo Osborne, S.A.U., on 2 July 2026 the Group received net cash proceeds of S$4,820,000 from the allotment and issuance of 73,529,411 new ordinary shares;

(b) on 17 July 2025 the Group successfully rolled over its secured non-current bank loan to July 2027, and the Directors are confident of refinancing or rolling over the existing bank loan prior to its maturity;

(c) the Group is in the process of obtaining additional facilities from its existing bank, which are currently under application review, and the Directors believe that the review and approval process will be completed after the date of authorisation of the financial statements; and

(d) Elanc Investment Pte. Ltd., the Group's controlling shareholder, has provided an undertaking to provide continuing financial support to the Group for a period of 12 months from the date of the financial statements.

Note 2 further states that if the Group is unsuccessful in obtaining the additional facilities and in refinancing or rolling over its existing bank loan before the maturity date, the Group would be unable to meet its payment commitments in respect of its existing loans and borrowings.

The Board's views

The Board and the Audit and Risk Committee have reviewed the matters giving rise to the material uncertainty, the assumptions underlying the Directors' going concern assessment and the cash flow forecasts prepared by management for the period of 12 months from the date of the financial statements. On that basis, and barring any unforeseen circumstances, the Board is of the view that the preparation of the financial statements on a going concern basis remains appropriate. In arriving at that view, the Board has had regard to the following:

(a) the Group generated net cash from operating activities of S$11,327,000 in FP2026;

(b) the revolving credit facilities of S$45,058,000 are trade-backed facilities secured against the Group's inventories and trade receivables, and have been renewed in the ordinary course of the Group's business;

(c) the matters set out in Note 2 to the financial statements, being the net cash proceeds of S$4,820,000 received on 2 July 2026 from the share subscription by Grupo Osborne, S.A.U., the roll-over of the secured non-current bank loan to July 2027, the additional facilities from the Group's existing bank that are currently under application review, and the undertaking of continuing financial support from Elanc Investment Pte. Ltd.

The Board's view is a statement of the basis on which the financial statements have been prepared and is not an assurance as to outcome. As stated in Note 2, the continued application of the going concern basis is dependent on the Group obtaining the additional facilities and refinancing or rolling over its existing bank loan before its maturity date. The Audit and Risk Committee concurs with the Board's assessment.

Further, the Board is of the opinion that sufficient information has been disclosed for the trading of the Company's securities to continue in an orderly manner and the Board is not aware of any material information that requires disclosure but remains undisclosed as of the date of this announcement.

(ii) OTHER MATTER RELATING TO COMPARATIVE INFORMATION

The Auditors' report includes an other matter paragraph recording that the financial statements of the Group and of the Company as at and for the financial year ended 31 December 2024, excluding the retrospective adjustments described in Note 30 to the financial statements, were audited by another auditor who expressed an unmodified opinion on those financial statements on 10 April 2025. The Auditors also audited the retrospective adjustments described in Note 30 that were applied to restate the comparative information and are of the opinion that those adjustments are appropriate and have been properly applied. The Auditors were not engaged to audit, review or apply any procedures to the comparative information other than with respect to those retrospective adjustments, and accordingly do not express an opinion or any other form of assurance on the comparative information.

KPMG LLP was appointed as auditors of the Company with effect from 28 April 2026 following the approval of shareholders at the extraordinary general meeting held on that date. The other matter paragraph arises from that change of auditors and does not affect the Group's reported financial position or results for FP2026.

(iii) GENERAL

The material uncertainty relates to the Group's liquidity position and does not affect the measurement or recognition of any asset or liability in the financial statements for FP2026. Shareholders and potential investors are advised to read the full independent auditors' report together with Notes 2 and 31 to the financial statements, which are set out in the Company's Annual Report for FP2026.

The Board wishes to advise shareholders and potential investors of the Company to exercise caution when dealing in the shares of the Company. Where there is any doubt as to the action they should take, they should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser.

By Order of the Board

Lim Kee Way Irwin
Independent and Non-Executive Chairman
11 August 2026

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*This announcement has been reviewed by the Company's sponsor, Evolve Capital Advisory Private Limited (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Mr Jerry Chua, Registered Professional, Evolve Capital Advisory Private Limited, at 160 Robinson Road, #20-01/02, SBF Center, Singapore 068914, telephone (65) 6241 6626.

Independent auditors' report

Members of the Company
Octopus (APAC) Holdings Limited
(formerly known as GS Holdings Limited)

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Octopus (APAC) Holdings Limited ('the Company') and its subsidiaries ('the Group') *(formerly known as GS Holdings Limited)*, which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 March 2026, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the period from 1 January 2025 to 31 March 2026, and notes to the financial statements, including material accounting policy information, as set out on pages FS1 to FS70.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 ('the Act') and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 March 2026 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the period from 1 January 2025 to 31 March 2026.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing ('SSAs'). Our responsibilities under those standards are further described in the '*Auditors' responsibilities for the audit of the financial statements'* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ('ACRA Code'), as applicable to audits of financial statements of public interest entities, together with the ethical requirements that are relevant to audits of the financial statements of public interest entities in Singapore. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 2 to the financial statements, which indicates that the Group incurred a net loss of S$2,693,000 for the financial period from 1 January 2025 to 31 March 2026 and, as at 31 March 2026, the Group was in net current liability position of S$11,487,000. In addition, the Group's non-current secured bank loan of S$7,790,000 is due to mature in July 2027.

In assessing the Group's ability to continue as a going concern, the Directors considered whether the Group can operate and meet its obligations for the next 12 months from the date of the financial statements. As stated in Note 2, the Group's net current liabilities were primarily due to revolving credit facilities of S$45,058,000 that are due within the next 12 months. These conditions, along with the other matters discussed in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as going concern. Our opinion is not modified in respect of this matter.

Other matter relating to comparative information

The consolidated financial statements of the Group and the statement of financial position of the Company as at and for the year ended 31 December 2024, excluding the retrospective adjustments described in Note 30 to the financial statements, were audited by another auditor who expressed an unmodified opinion on those financial statements on 10 April 2025.

As part of our audit of the financial statements as at and for the period from 1 January 2025 to 31 March 2026, we also audited the retrospective adjustments described in Note 30 that were applied to restate the comparative information. We were not engaged to audit, review, or apply any procedures to the comparative information, other than with respect to the retrospective adjustments described in Note 30 to the financial statements. Accordingly, we do not express an opinion or any other form of assurance on comparative information. However, in our opinion, the retrospective adjustments described in Note 30 are appropriate and have been properly applied.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Acquisition of Octopus Distribution Networks Pte. Ltd. ("ODN")
(Refer to Note 7 "Intangible assets" and Note 26 "Acquisitions of subsidiaries and business")

The key audit matter	*How the matter was addressed in our audit*
During the financial period, the Group completed the acquisition of 100% equity interests in ODN and its subsidiary, Global Spirits Ventures Pte. Ltd.. The acquisition requires the identification and evaluation of the fair values of the identifiable assets, including intangible assets acquired, and liabilities assumed. The evaluation of the fair values of customer relationships and distribution agreements involves significant inherent risks associated with the estimates over the cashflow assumptions the Group applied in the valuation and is a key audit matter.	**Our response:** We reviewed the sale and purchase agreement and assessed the terms and conditions affecting the purchase consideration and acquisition accounting. We assessed the objectivity, competency and capabilities of the external valuation specialist engaged by management to perform the purchase price allocation ("PPA") exercise. Together with our valuation specialist, we discussed with management the basis for identifying and valuing customer relationship and distribution agreements as intangible assets. With respect to the valuation of intangible assets relating to customer relationships and distribution agreements, we assessed the reasonableness of the valuation methodologies applied and key assumptions used by comparing them to historical results and external benchmarks, where relevant. In addition, we involved our valuation specialist to perform sensitivity analysis over key assumptions. We assessed the adequacy of disclosures in describing the areas of judgement and estimate in determining the allocation of the purchase price and measurement of the fair values of the identifiable assets acquired and liabilities assumed. **Our findings:** The judgement and estimates applied by management in the allocation of purchase price was found to be appropriate. We reviewed the estimates and assumptions used by management supporting the fair values of customer relationships and distribution agreements and found them to be appropriate. We found the disclosures in the areas of judgement and of estimation, to be adequate.

Other information

Management is responsible for the other information contained in the annual report. Other information is defined as all information in the annual report other than the financial statements and our auditors' report thereon.

We have obtained all other information prior to the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon as part of our engagement to audit the financial statements.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and directors for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless the law or regulations preclude public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditors' report is Yeo Lik Khim.

KPMG LLP
Public Accountants and
Chartered Accountants

Singapore
7 August 2026