



MSM INTERNATIONAL LIMITED
(Incorporated in Singapore)
(Company Registration No.: 200918800R)

PROPOSED DISPOSAL OF INVESTMENT IN QUOTED SHARES – COSMOS TECHNOLOGY INTERNATIONAL BERHAD

1. INTRODUCTION

The board of directors ("**Board**" or "**Directors**") of MSM International Limited ("**Company**" and together with its subsidiaries, the "**Group**") wishes to announce that the Company (the "**Vendor**") has on 15 October 2025, entered into two conditional share sale agreements ("**Disposal SSA**") with two purchasers (the "**Purchasers**") as mentioned in Section 2, to dispose approximately 4% of its shareholding interests, which is equivalent to 10,260,026 ordinary shares, in the capital of Cosmos Technology International Berhad ("**Cosmos**") ("**Sale Shares**"), to the Purchasers for a cash consideration of RM4,045,980.00 ("**Consideration**") ("**Proposed Disposal**").

On even date, the disposal of the Sale Shares to one of the Purchasers, Dato' Chong Toh Wee has been fully completed following the receipt of the payment and execution of the transfer of Sale Shares by the designated brokers. Following the partial completion of the Proposed Disposal, the Company currently holds 4% shareholding interests (10,260,078 ordinary shares) in Cosmos.

The Company will announce further updates upon completion of the disposal of the remaining Sale Shares. Upon completion of the Proposed Disposal, the Company will hold approximately 2% shareholding interests (5,130,052 ordinary shares) in Cosmos.

2. INFORMATION ON THE PURCHASER

The Purchasers are listed as below:

Purchaser Name	Number of Sale Shares	Consideration (RM)
i) Dato' Foong Wei Kuong	5,130,026	2,023,000
ii) Dato' Chong Toh Wee	5,130,000	2,022,980
Total	10,260,026	4,045,980

The Purchasers, Dato' Chong Toh Wee and Dato' Foong Wei Kuong, are substantial shareholders of Cosmos. Dato' Chong Toh Wee, who also serves as the Managing Director of Cosmos, holds approximately 36.87% and 2.00% direct and indirect equity interest in Cosmos respectively, while Dato' Foong Wei Kuong holds approximately 17.95% equity interest in Cosmos.

There are no introducer fees paid or to be paid by the Company in connection with the Proposed Disposal. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, all Purchasers are independent third parties who are not related to any of the Company's directors and/or controlling shareholders and their respective associates.

3. INFORMATION ON COSMOS

Cosmos is listed on the ACE Market of Bursa Malaysia with principal activities of distribution and supply fluid control products and digital solutions for water, wastewater and oil and gas applications.

Based on the audited financial statements of Cosmos for the financial year ended 30 April 2025, it recorded a net tangible assets amounted to RM42.94 million as at 30 April 2025 and a net loss of RM8.83 million. Based on the unaudited financial statements of Cosmos for the 3-month ended 31 July 2025, it recorded a net tangible assets amounted to RM43.42 million as at 31 July 2025 and a net profit of RM0.38 million.

Based on the audited financial statements of the Group, other investments which represents 6% interests in Cosmos, amounted to approximately RM4.92 million as at 31 March 2025. The Group did not receive any dividends income from the shareholdings for the financial year ended 31 March 2025.

Assuming that the Proposed Disposal had been completed on 31 March 2025, the said transaction would result in a gain on disposal of approximately RM0.76 million.

4. MATERIAL TERMS OF THE PROPOSED DISPOSAL

4.1 Consideration

The Consideration, which is equivalent to approximately RM0.3943 per Cosmos shares, was arrived at pursuant to arm's length negotiations between the Company and the Purchasers on a willing buyer willing seller basis, after taking into account the market price of Cosmos shares as traded in the ACE Market of Bursa Malaysia, prevailing market conditions, and the rationale for the Proposed Disposal as disclosed in Section 5 below. No valuation was commissioned by the Company in respect of the Proposed Disposal given that Cosmos shares are publicly traded in the ACE Market of Bursa Malaysia. The closing market price of Cosmos shares on 14 October 2025 (being the last full market day immediately preceding the date of the Disposal SSA) is RM0.35 and the Consideration represents a premium of approximately 12.7% over the market price.

The Consideration will be paid by the Purchasers to the Vendor within one (1) month from the date of the Disposal SSA ("**Completion Date**").

4.2 Conditions Precedent

The completion of the Proposed Disposal is subject to the customary conditions, including, *inter alia*, the Company obtaining the necessary regulatory approvals (if applicable).

4.3 Completion

The Proposed Disposal will complete upon receipt of the full payment from the Purchasers of the Consideration and completion of the transfer of Sale Shares by the designated brokers mutually agreed by both parties.

5. RATIONALE OF THE PROPOSED DISPOSAL

The Company is of the view that the Proposed Disposal is in the best interest of the Company given that the Company would realise a gain from investment and generate a positive cash inflow to the Company. As such, divesting this investment is expected to improve the Company's future financial position and cashflow. The Proposed Disposal will also allow the Company to focus on its core businesses and developments therein. This may, in turn, enhance long-term shareholders' value of the Company.

The Proposed Disposal will also not have any material impact on the Company's core businesses and/or business segments.

6. USE OF PROCEEDS

The proceeds from the Proposed Disposal from the consideration of approximately RM4.05 million (less transaction costs which are not material), will be used for working capital purposes and debt repayment of the Group.

7. RELATIVE FIGURES COMPUTED ON THE BASES SET OUT IN RULE 1006 OF THE CATALIST RULES

Based on the latest announced consolidated financial statements of the Group (being the audited consolidated financial statements for the financial year ended 31 March 2025), the relative figures for the Proposed Disposal, as computed on the bases set out in Rule 1006 of the Catalist Rules, are as follows:

Rule 1006	Bases of computation	Relative Figure
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value	8.12% ⁽¹⁾
(b)	The net profits attributable to the assets disposed of, compared with the Group's net profits	NIL ⁽²⁾
(c)	The aggregate value of the consideration received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares.	33.79% ⁽³⁾
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable ⁽⁴⁾
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	Not applicable ⁽⁵⁾

Notes:

- (1) Based on the market value of the Sale Shares of RM3.59 million and the net asset value of the Group of RM44.22 million as at 31 March 2025. The market value of the Sale Shares of RM3.59 million is calculated based on 10,260,026 Sale Shares and the closing price of Cosmos of RM0.35 per Cosmos share on 14 October 2025.

- (2) Based on the audited financial statements of the Group for the financial year ended 31 March 2025, no profits/ dividends attributable to the 4% interests in Cosmos.
- (3) Based on the consideration of RM4.05 million and the Company's market capitalisation of approximately RM11.97 million. The Company's market capitalisation (based on an exchange rate of S\$1.00 to RM3.2554), is determined by multiplying the total issued shares of 26,347,792 by the volume weighted average price of shares of S\$0.1396 per share on 14 October 2025, being the last full market day immediately preceding the date of the Disposal SSA on which shares were last traded.
- (4) No equity securities will be issued by the Company in connection with the Proposed Disposal.
- (5) The Company is not a mineral, oil and gas company.

Based on the relative figures computed on the basis set out in Rule 1006 of the Catalist Rules as set out above, the relative figures computed exceeds 5% but less than 50%. As such, the Proposed Disposal constitutes as a "disclosable transaction".

8. FINANCIAL EFFECTS OF THE PROPOSED DISPOSAL

The financial effects of the Proposed Disposal as set out below are computed based on the Group's latest audited consolidated financial statements for the financial year ended 31 March 2025 and assuming, *inter alia*, that (a) the Proposed Disposal was completed on 31 March 2025 for computing the financial effects on the net tangible assets ("**NTA**") per share of the Company; (b) the Proposed Disposal was completed on 1 April 2024 for computing the financial effects on the earnings per share ("**EPS**") of the Company; and (c) the costs and expenses incurred or to be incurred in connection with the Proposed Disposal was disregarded. The financial effects below are purely for illustrative purposes only and should not be taken as an indication of the actual financial performance or position of the Company and the Group following the completion of the Proposed Disposal.

(a) NTA per Share

	Before the Proposed Disposal	After the Proposed Disposal
NTA (RM'000)	44,223	44,986
Number of Shares	26,347,792	26,347,792
NTA per Share (Malaysia sen)	167.84	170.74

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

	Before the Proposed Disposal	After the Proposed Disposal
Profit attributable to the shareholders of the Company (RM'000)	11,111	11,874
Weighted average number of Shares	26,347,792	26,347,792
EPS (Malaysia sen)	42.17	45.07

9. DISCLOSURE PURSUANT TO RULE 704(17)

The aggregate cost of investment of the Sale Shares represent approximately 7.4% of the latest audited consolidated NTA of the Group. The required information pursuant to Rule 704(17) are as follows:

	Before the Proposed Disposal	After partial completion of the Proposed Disposal	After the Proposed Disposal
Aggregate cost of the Group's quoted securities (RM'000)	4,925	3,283	1,642
Audited consolidated NTA as at 31 March 2025 (RM'000)	44,223	44,223	44,223
Percentage of aggregate cost of the Company's quoted securities over the NTA as at 31 March 2025	11.1%	7.4%	3.7%
Total market value of the Company's quoted securities based on closing price as at 14 October 2025 (RM'000)	5,387	3,591	1,796
Amount of any provision for diminution in value of investment in quoted securities	-	-	-

10. SERVICE CONTRACTS

No person is proposed to be appointed as a Director of the Company or any of its subsidiaries in connection with the Proposed Disposal. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

11. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors, substantial shareholders and controlling shareholders of the Company (other than in his capacity as a Director or shareholder of the Company) has any interest, direct or indirect, in the Proposed Disposal.

12. RESPONSIBILITY STATEMENT

The Board collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Disposal, the Company and its subsidiaries, and the Board is not aware of any facts the omission of which would make any statement in this announcement misleading.

Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Board has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

13. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Disposal SSA are available for inspection during normal office hours at the Company's registered office at 36 Robinson Road #20-01 City House, Singapore 068877, for a period of three (3) months from the date of this announcement.

BY ORDER OF THE BOARD

CHAN KEE SIENG

Executive Chairman

15 October 2025

This announcement has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "Sponsor").

This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited ("SGX-ST") and the SGX-ST 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 Lance Tan, Senior Vice President at 83 Clemenceau Avenue, #10-01 UE Square, Singapore 239920, telephone (65) 6590 6881.