

VOLUNTARY CONDITIONAL CASH OFFER

by



EVOLVE CAPITAL ADVISORY PRIVATE LIMITED

(Company Registration No.: 201718400R)
(Incorporated in the Republic of Singapore)

for and on behalf of

3HA CAPITAL PRIVATE LIMITED

(Company Registration No: 202516532R)
(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of

COSMOSTEEL HOLDINGS LIMITED

(Company Registration No.: 200515540Z)
(Incorporated in the Republic of Singapore)

ELECTRONIC DISSEMINATION OF OFFER DOCUMENT

1. INTRODUCTION

- 1.1. Evolve Capital Advisory Private Limited refers to the offer announcement dated 15 May 2025 ("**Offer Announcement**") in relation to the voluntary conditional cash offer ("**Offer**") by Evolve Capital Advisory Private Limited, for and on behalf of 3HA Capital Private Limited ("**Offeror**"), to acquire all the issued and paid-up ordinary shares ("**Shares**") in the capital of CosmoSteel Holdings Limited ("**Company**"), including any Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror in relation to the Offer (all such Shares, the "**Offer Shares**").
- 1.2. All capitalised terms used and not defined herein shall have the same meanings ascribed to them as in the Offer Document (as defined herein).

2. ELECTRONIC DISSEMINATION OF THE OFFER DOCUMENT

Pursuant to the Securities Industry Council's Public Statement on the Further Extension of the Temporary Measure to Allow for Electronic Dissemination of Rights Issue and Take-over Documents under The Singapore Code on Take-overs and Mergers issued on 29 June 2021, the Offeror has opted to electronically disseminate the offer document dated 5 June 2025 (the "**Offer Document**"). Accordingly, please note that no printed copies of the Offer Document will be despatched to the shareholders of the Company ("**Shareholders**").

3. POSTING OF NOTIFICATION AND RELATED DOCUMENTS

Evolve Capital Advisory Private Limited wishes to announce, for and on behalf of the Offeror, that a notification containing addresses and instructions for the electronic retrieval of the Offer Document, containing, *inter alia*, the full terms and conditions of the Offer (the "**Notification**"), has been despatched to the Shareholders today.

The Notification has been despatched together with the following documents:

- (a) in the case of the Notification sent to a Shareholder whose Offer Shares are deposited with The Central Depository (Pte) Limited ("**CDP**"), a Form of Acceptance and Authorisation for Offer Shares (the "**FAA**") and a pre-addressed envelope;
- (b) in the case of the Notification sent to a Shareholder whose Offer Shares are not deposited with CDP ("**in scrip form**"), a Form of Acceptance and Transfer for Offer Shares (the "**FAT**", and together with the FAA, referred to as the "**Acceptance Forms**") and a pre-addressed envelope.

If you do not receive any of the above documents, please contact (i) CDP (if you hold Offer Shares deposited with CDP) at CDP's Customer Service Hotline (65) 6535 7511 during their operating hours or email CDP at asksgx@sgx.com for assistance, or (ii) the office of the Registrar, Boardroom Corporate & Advisory Service Pte Ltd (if you hold Offer Shares in scrip form) at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632 to request for the relevant documents upon production of satisfactory evidence that you are a Shareholder. Electronic copies of the Notification, the Offer Document, the FAA and the FAT may also be obtained on the website of the SGX-ST at www.sgx.com.

4. PROCEDURES FOR ACCEPTANCE AND CLOSING DATE

The procedures for acceptance of the Offer are set out in **Appendix 1** to the Offer Document and in the accompanying FAA and/or FAT (as applicable).

Shareholders are to note that the Offer will close at 5.30 p.m. (Singapore time) on 3 July 2025 or such later date(s) as may be announced from time to time by or on behalf of the Offeror, such date being the last day for the lodgement of acceptances of the Offer ("Closing Date").

Shareholders who wish to accept the Offer may do so by submitting the FAA in electronic form via the SGX-ST's Investor Portal at investors.sgx.com (only in respect of individual and joint-alt account holders who are depositors) and/or completing and returning the FAA and/or the FAT (as the case may be) before the Closing Date (as defined below) in accordance with the instructions in the Offer Document and the relevant Acceptance Forms.

5. REQUEST FOR NOTIFICATION AND RELEVANT ACCEPTANCE FORMS

If you are a Shareholder and did not receive the Notification and/or the relevant Acceptance Form within a week of the date of this Announcement, please contact either (1) CDP (if you hold Offer Shares deposited with CDP) or (2) the Registrar (if you hold Offer Shares in scrip form), as the case may be, immediately. You may find the email address, address and/or telephone number of CDP and the Registrar below:

The Central Depository (Pte) Limited

by contacting CDP's Customer Service
Hotline at +65 6535 7511 during their
operating hours or emailing CDP at
asksgx@sgx.com

**Boardroom Corporate & Advisory Services
Pte Ltd**

at 1 Harbourfront Avenue
Keppel Bay Tower
#14-07 Singapore 098632
or emailing the Registrar at
srs.teamE@boardroomlimited.com

6. OVERSEAS SHAREHOLDERS

- 6.1. **Overseas Jurisdictions.** This Announcement, the Notification, the Offer Document, the relevant Acceptance Forms and/or any related documents do not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Announcement, the Notification, the Offer Document, the relevant Acceptance Forms and/or related documents in any jurisdiction in contravention of applicable law.

The release, publication or distribution of this Announcement, the Notification, the Offer Document, the relevant Acceptance Forms and any other formal documentation in relation to the Offer (collectively, the "**Offer Documentation**") in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Announcement and the Offer Documentation are released, published or distributed should inform themselves about and observe such restrictions.

Copies of this Announcement and the Offer Documentation are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the laws of that jurisdiction ("**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

- 6.2. **Overseas Shareholders.** The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the Register or in Depository Register (as the case may be) ("**Overseas Shareholders**") may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable legal requirements in the relevant overseas jurisdictions.

For the avoidance of doubt, the Offer will be open to all Shareholders holding Offer Shares, including those to whom the Offer Documentation may not be sent.

It is the responsibility of Overseas Shareholders who wish to accept the Offer to (a) request for the Offer Documentation, or (b) satisfy themselves as to the full observance of the laws of the relevant overseas jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal

requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror, its related corporations, Evolve Capital Advisory Private Limited, CDP, the Registrar and any person acting on their behalf shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments as the Offeror, its related corporations, Evolve Capital Advisory Private Limited, CDP, the Registrar and/or any person acting on their behalf may be required to pay. In (a) request for the Offer Documentation, or (b) accepting the Offer, each Overseas Shareholder represents and warrants to the Offeror and Evolve Capital Advisory Private Limited that he is in full observance of the laws of the relevant jurisdiction in that connection and that he is in full compliance with all necessary formalities or legal requirements.

Any Overseas Shareholder who is in doubt about his position should consult his professional adviser in the relevant jurisdiction.

- 6.3. **Copies of Offer Documentation.** Where there are potential restrictions on sending the Offer Documentation to any overseas jurisdiction, the Offeror and Evolve Capital Advisory Private Limited each reserves the right not to send these documents to Overseas Shareholders in such overseas jurisdictions. Subject to compliance with applicable laws, any affected Overseas Shareholder may, nonetheless, obtain a copy of the Offer Documentation during normal business hours and up to the Closing Date, from (a) the CDP (if he is a Depositor) by contacting CDP's Customer Service Hotline at (65) 6535 7511 during their operating hours or emailing CDP at asksgx@sgx.com for instructions on how to obtain a copy of such documents, or (b) the office of the Registrar, Boardroom Corporate & Advisory Services Pte Ltd (if he holds the Offer Shares in scrip form) at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632. Alternatively, an Overseas Shareholder may, subject to compliance with applicable laws, write to the Offeror (i) through CDP (if he is a Depositor) at Privy Box No. 920764, Singapore 929292, or (ii) the Registrar (if he holds the Offer Shares in scrip form) at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632, to request for the Offer Documentation to be sent to an address in Singapore by ordinary post at his own risk, up to five (5) Market Days prior to the Closing Date. Electronic copies of the Offer Documentation may also be obtained on the website of the SGX-ST at www.sgx.com.
- 6.4. **Notice.** The Offeror and Evolve Capital Advisory Private Limited each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or notice and if necessary, by paid advertisement in a newspaper published and circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder (including Overseas Shareholders) to receive or see such announcement, notice or advertisement.

7. INFORMATION PERTAINING TO CPFIS INVESTORS AND SRS INVESTORS

CPFIS Investors and SRS Investors will receive further information on how to accept the Offer from their respective CPF Agent Banks and SRS Agent Banks (as the case may be) directly. CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks (as the case may be) should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.

CPFIS Investors and SRS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks and SRS Agent Banks accordingly (as the case may be) by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks (as the case may be). Subject to the Offer becoming or being declared unconditional in all respects in accordance with its terms, CPFIS Investors and SRS Investors who validly accept the Offer will receive the Offer Price payable in respect of their Offer Shares validly tendered in acceptance of the Offer, in their respective CPF investment accounts and SRS investment accounts.

8. INDEPENDENT ADVICE

Evolve Capital Advisory Private Limited is acting for and on behalf of the Offeror in connection with the Offer and does not purport to advise the Shareholders or any other person. In preparing the Offer Document for and on behalf of the Offeror, Evolve Capital Advisory Private Limited has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any individual Shareholder.

The views of the directors of the Company who are considered independent for the purposes of the Offer ("**Independent Directors**") and the independent financial adviser to the Independent Directors on the Offer will be made available by the Company to Shareholders within 14 days of the date of electronic dissemination of the Offer Document to Shareholders. Shareholders may wish to consider their advice before taking any action in relation to the Offer.

If any Shareholder is in any doubt about the Offer or the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

9. GOVERNING LAW AND JURISDICTION

The Offer and the Offer Documentation and all acceptances of the Offer and all contracts made pursuant thereto and actions taken or made or deemed to be taken or made thereunder shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Offeror and each Shareholder who validly tenders his Offer Shares in acceptance of the Offer submit to the non-exclusive jurisdiction of the Singapore courts.

10. RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and where appropriate, no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, information relating to the Group), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

Issued by
EVOLVE CAPITAL ADVISORY PRIVATE LIMITED

For and on behalf of
3HA CAPITAL PRIVATE LIMITED
5 June 2025

Any enquiries relating to this Announcement or the Offer should be directed during office hours to the Evolve Capital Advisory Private Limited helpline at (65) 6241 6626.

IMPORTANT NOTICE

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include, but are not limited to, those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast”, “targets” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and none of the Offeror and Evolve Capital Advisory Private Limited undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.