

HS OPTIMUS HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
Company Registration Number: 199504141D
(the “Company”)

THE PROPOSED ACQUISITION OF MEDICORP SDN BHD

1. INTRODUCTION

- 1.1. The board of directors (the “**Board**” or “**Directors**”) of HS Optimus Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) is pleased to announce that it has, on 3 June 2026, entered into a sales and purchase agreement (“**SPA**”) with Lee Rui Ren (the “**Seller**”) (collectively, the “**Parties**” and each as a “**Party**”), for the proposed acquisition by the Company of 7,500 ordinary shares in Medicorp Sdn Bhd (“**Medicorp**”) from the Seller, representing 30% of the total issued share capital of Medicorp (“**Sale Shares**”) (the “**Proposed Acquisition**”). Upon completion of the Proposed Acquisition (“**Completion**”), Medicorp will become an associated company of the Group.
- 1.2. In addition, the Seller shall be granted a put option (the “**Put Option**”) entitling the Seller to require the Company (or its nominated subsidiary) to purchase up to an aggregate of 4,750 shares in Medicorp (the “**Option Shares**”), representing 19% of the total issued share capital of Medicorp. The Proposed Acquisition and the acquisition of the Option Shares shall hereinafter be referred to as the “**Proposed Transactions**”.
- 1.3. The Proposed Transactions constitute “disclosable transactions” as referred to in Chapter 10 of the Listing Manual, Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). Please refer to Section 7 of this announcement for further details on the relative figures in respect of the Proposed Transactions computed on the bases set out in Rule 1006 of the Catalist Rules.

2. INFORMATION ON MEDICORP AND THE SELLER

2.1. Information on Medicorp

Medicorp is a private company incorporated in Brunei Darussalam on 18 September 2003, and is a supplier of medical equipment, consumable and disposable products in Brunei Darussalam. Its product range includes hospital consumables and disposables, medical furniture and patient room supplies, renal dialysis equipment and supplies, otorhinolaryngology equipment, surgical equipment, dental equipment, laboratory instrumentation and reagent test-kits, dermatological, orthopedics and gynecological products and equipment, medical freezers and refrigerators. As at the date of this announcement, Medicorp has an authorised share capital of B\$25,000 comprising 25,000 ordinary shares.

2.1.1. Net tangible asset (“NTA”) of Medicorp

Based on the latest audited accounts of Medicorp for the financial year ended 31 December 2025, the NTA of Medicorp is approximately B\$3,224,514.

2.1.2. Open market value attributable to the Sale Shares

The Company has appointed Navi Corporate Advisory Pte. Ltd. to conduct a valuation of Medicorp (the “**Independent Valuation**”) and the Consideration (as defined below) may be subject to adjustment in the event that the Independent Valuation materially deviates from S\$14,000,000. No adjustment shall be made to the Consideration if the Independent Valuation is above S\$14,000,000.

2.2. Net profits of Medicorp

Based on the latest audited management accounts of Medicorp for the financial year ended 31 December 2025, the net profits of Medicorp is approximately B\$1,467,453.

2.3. **Information on the Seller**

To the extent reasonably practicable, the Company has independently verified the information below. All other information in respect of the Seller is based on information and representations made and provided by the Seller to the Company. The Company’s responsibility is limited to ensuring that such information has been accurately and correctly extracted and reproduced in this announcement in its proper form and context.

2.3.1. As at the date of this announcement, the Seller is the General Manager and a director of Medicorp, as well as the legal and beneficial owner of 16,250 ordinary shares in Medicorp, representing 65% of the issued and paid-up share capital of Medicorp. The remaining 35% of the issued and paid-up share capital of Medicorp is held by unrelated third parties who are not directly or indirectly related to any of the Directors or controlling shareholders (as defined in the Catalist Rules of the Company and/or their respective associates (as defined in the Catalist Rules)).

2.3.2. The Seller is the nephew of Lee Han Peng, a substantial shareholder of the Company. The Seller is also the son of Lee Han Siew, the vendor from whom the Company acquired a 60-year sub-lease in six (6) units of shophouses in Brunei Darussalam.¹ As at the date of this announcement, neither Lee Han Peng nor Lee Han Siew is a director, chief executive officer or controlling shareholder of the Company. Save as disclosed, as at the date of this announcement, neither the Seller nor his respective associates holds shares in the capital of the Company (“**Shares**”). The Seller is not directly or indirectly related to any of the Directors or controlling shareholders (as defined in the Catalist Rules of the Company and/or their respective associates (as defined in the Catalist Rules)).

3. **PRINCIPAL TERMS OF THE SPA**

3.1. **Purchase Consideration**

3.1.1. The consideration for the Proposed Acquisition shall be an aggregate of S\$4,200,000 (“**Consideration**”), to be satisfied in the following manner:

- (a) by way of issuance and allotment of new Shares in the capital of the Company (“**Consideration Shares**”) at an aggregate issue value of up to S\$1,000,000; and
- (b) the balance of the Consideration, being S\$4,200,000 less the aggregate issue value of the Consideration Shares issued, in cash (the “**Cash Consideration**”).

¹ Please refer to the Company’s announcement dated 27 November 2023 for further information.

3.1.2. The Consideration was arrived at after negotiations with the Seller on a willing-buyer, willing-seller basis. In arriving at the Consideration, the Company has taken into account, *inter alia*, the current market conditions, the history, track record and future prospects of Medicorp, and the strategic merits of the Proposed Acquisition. The Board is of the view that the Consideration, taken as a whole, is fair and reasonable and in the interests of the Company and its shareholders.

3.2. **Conditions Precedent**

The Proposed Acquisition will be conditional upon the fulfilment of various conditions precedent ("**Conditions Precedent**"), including but not limited to the following:

- (a) the results of legal, financial and commercial due diligence and investigations (including background checks) in relation to the Seller and Medicorp, as the Company considers appropriate or necessary, being satisfactory to the Company (in its sole discretion), and the rectification of any legal, financial and commercial issues identified in connection with the due diligence investigations on Medicorp being satisfactory to the Company (acting in its sole and absolute discretion);
- (b) the Parties shall have entered into a shareholders' agreement, on terms acceptable to the Company, to govern their relationship as shareholders of Medicorp post-Completion;
- (c) an independent valuation of Medicorp having been completed and the results of the independent valuation being satisfactory to the Company;
- (d) the Seller having entered into a lease agreement, on terms acceptable to the Company's wholly owned subsidiary, Ambertree Pte Ltd, in respect of the 6 units of Kilanas shophouse premises owned by Ambertree Pte Ltd;
- (e) the Seller having executed and delivered to the Company a deed of amendment to the SPA, in form and substance satisfactory to the Company, addressing such matters as may be identified by the Company in the course of its due diligence review of Medicorp, which may include (without limitation) the addition of further conditions precedent, representations, warranties, undertakings or indemnities as the Company may reasonably require, such Deed of Amendment to be agreed and executed by the Parties no later than fifteen (15) business days prior to the Completion Date;
- (f) the General Mandate being valid, subsisting and adequate for the purposes of the issue of the Consideration Shares at Completion;
- (g) the receipt of the listing and quotation notice ("**LQN**") for the listing and quotation of the Consideration Shares on the Catalist of the SGX-ST and such LQN not having been withdrawn, terminated, revoked or amended, and where the LQN is subject to conditions, to the extent that any conditions are required to be fulfilled on or before Completion, they are so fulfilled;
- (h) the allotment and issue of the Consideration Shares to the Seller not being prohibited by any statute, order, rule, regulation or directive promulgated or issued by any legislative, executive or regulatory body or authority of Singapore or any other jurisdiction;

- (i) approval from Medicorp's board and shareholders for the Proposed Acquisition having been obtained or satisfied;
- (j) approval from the Company's board having been obtained;
- (k) approval from the Company's board and if required, shareholders for the issuance and allotment of the Consideration Shares having been obtained or satisfied;
- (l) the safe harbour exemptions under the Securities and Futures Act 2001 of Singapore being applicable to the issue of the Consideration Shares to the Seller;
- (m) the Seller shall execute the instrument of transfer in the agreed form in respect of the Sale Shares to the Company;
- (n) the Company having duly obtained all necessary corporate and governmental approvals in accordance with its constitutional documents, internal regulations and applicable laws to execute the transaction documents;
- (o) no event having occurred after the date of the SPA which has or is likely to result in a material adverse change in the business, operations, assets, position (financial, trading or otherwise), profits or prospects of Medicorp. For purposes of this condition, a material adverse change will be deemed to have occurred if a state of facts, development, circumstance and/or event as stated in the SPA has occurred;
- (p) the Seller having obtained and delivered to the Company all necessary approvals, consents, licences, permits, authorisations and/or registrations from/with all relevant governmental, regulatory and other authorities, financiers, counterparties and/or third parties in relation to the Proposed Acquisition ("**Third Party Consents**"), and such Third Party Consents remaining valid and in force and not having been withdrawn, revoked or amended, nor subject to conditions not acceptable to the Company (acting in its sole and absolute discretion);
- (q) the Parties not having received notice of any injunction or other order, directive or notice restraining or prohibiting the consummation of the transactions contemplated by the SPA, and there being no action seeking to restrain or prohibit the consummation thereof, or seeking damages in connection therewith, which is pending or any such injunction, other order or action which is threatened;
- (r) the Company's receipt of a certificate from the Seller that each of the representations and warranties of the Seller under the SPA remains true, accurate and correct and not misleading in any respect as at the date of such certificate;
- (s) the delivery by the Seller to the Company of such evidence satisfactory to the Company in its sole discretion that all indebtedness owing to Medicorp by the Seller (and vice versa), other than any indebtedness arising under or in connection with the Shareholder Loan (as defined below), has been fully repaid or discharged;
- (t) the Seller not being in breach of any of its obligations, covenants, undertakings and warranties to be observed, performed or complied with prior to Completion;

- (u) no competent government authority has enacted, issued or promulgated any applicable laws that are in effect and has the effect of making the Completion contemplated under the SPA illegal or which has the effect of prohibiting or otherwise preventing the Completion contemplated under the SPA.

3.3. **Relevant Dividend**

- 3.3.1. The Seller undertakes and shall procure that Medicorp shall ensure that, for each of the financial years ending 31 December 2026, 31 December 2027 and 31 December 2028 (each a “**Dividend Year**”), the Company (or its nominee) shall be entitled to receive an amount of at least S\$300,000 per annum for the relevant Dividend Year in respect of the Sale Shares (the “**Relevant Dividend**”).
- 3.3.2. The Relevant Dividend shall, to the extent possible under applicable laws, be satisfied by way of dividends or other distributions declared and paid by Medicorp to the Company (or its nominee), and shall be paid in cash, free and clear of any taxes, deductions or withholdings, and actually received by the Company (or its nominee). The Seller and Medicorp shall procure that sufficient distributions are declared to enable the Company (or its nominee) to receive the Relevant Dividend for each Dividend Year. To the extent that the dividend or distribution actually received by the Company (or its nominee) is less than the Relevant Dividend, the Seller shall pay to the Company (or its nominee) an amount equal to such deficit within thirty (30) days following the issue of Medicorp’s audited financial statements for that Dividend Year.
- 3.3.3. If the Company (or its nominee) receives dividends from Medicorp in any Dividend Year which, when annualised, exceeds a 9% annual dividend yield on the Sale Shares, the Company (or its nominee, as the case may be) shall pay to the Seller a performance bonus in cash of S\$30,000 within thirty (30) days of receipt of such dividend or distribution. For the avoidance of doubt, this obligation shall apply separately in respect of each Dividend Year in which such 9% annual dividend yield is exceeded.
- 3.3.4. For the avoidance of doubt, all dividend declarations shall be subject to applicable law and the availability of distributable profits.

3.4. **Seller Put Option**

- 3.4.1. The Seller shall be granted a Put Option entitling the Seller to require the Company (or its nominated subsidiary) to purchase up to an aggregate of 4,750 Option Shares, representing 19% of the total issued share capital of Medicorp, in accordance with the terms set out below.
- 3.4.2. The exercise of the Put Option shall be subject to applicable laws.
- 3.4.3. Exercise Period and Tranche
 - (a) The Put Option may be exercised, in whole or in part, in one or more tranches at any time during the period of three (3) years from the date of the SPA.

- (b) The price per Option Share payable by the Company (or its nominated subsidiary) upon exercise of the Put Option (“**Exercise Price**”) shall be S\$560 per share and the aggregate consideration payable shall be the exercise price multiplied by the number of Option Shares (i.e. S\$560 x 4,750 = S\$2,660,000), unless otherwise mutually agreed in writing between the Parties and/or shall be adjusted accordingly to reflect any changes in the issued share capital or capital structure of Medicorp occurring after the date of the SPA and prior to the expiry of the Put Option. The exercise price was derived based on the economic valuation of Medicorp of S\$14,000,000.
 - (c) The aggregate consideration shall be satisfied in cash and/or by way of issuance and allotment of new Shares, in such proportions as may be agreed between the Company and the Seller at the time of exercise.
- 3.4.4. The Seller may elect to receive consideration in the form of Shares (“**Option Consideration Shares**”) up to an aggregate value of S\$1,000,000 in total, whether the Put Option is exercised in a single tranche or in multiple tranches, provided always that any such Option Consideration Shares shall be issued at the Issue Price. Any issue of Option Consideration Shares pursuant to this clause shall be subject to applicable law, including the Catalist Rules and shall be conditional upon the obtaining of all requisite regulatory and shareholder approvals (if required).
- 3.5. **Consideration Shares and Option Consideration Shares**
 - 3.5.1. The issue price for each Consideration Share and Option Consideration Share shall be S\$0.0054 (“**Issue Price**”). The Issue Price represents a discount of approximately 10% to the volume weighted average price per share of S\$0.006 per Share for trades done on the Catalist on 3 June 2026, being the last full market day on which the Shares were traded on the date of the SPA.
 - 3.5.2. Up to 185,185,185 Consideration Shares and up to 185,185,185 Option Consideration Shares (upon exercise of the Put Option) may be issued, representing approximately 6.9% of the existing issued and paid-up share capital of the Company comprising 5,380,556,316 Shares (excluding treasury shares) as at the date of this announcement and will represent approximately 6.4% of the enlarged issued and paid-up share capital of the Company comprising 5,750,926,686 Shares (excluding treasury shares).
 - 3.5.3. The Consideration Shares and Option Consideration Shares will be issued and allotted pursuant to the general share issue mandate granted by shareholders of the Company (“**Shareholders**”), by way of an ordinary resolution at the annual general meeting of the Company held on 31 July 2025 (“**2025 AGM**”) (the “**General Mandate**”). The General Mandate authorises the Directors to allot and issue new Shares not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the 2025 AGM, of which the aggregate number of new Shares of the Company to be issued other than on a *pro-rata* basis to all existing Shareholders shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the 2025 AGM. As at the date of the 2025 AGM, the Company had 5,380,556,316 Shares in issue and accordingly, the Company had 2,690,278,158 Shares available for issuance under the General Mandate other than on a pro rata basis.
 - 3.5.4. As at the date of this announcement, the Company has not issued any new Shares pursuant to the General Mandate. Therefore, the proposed allotment and issuance of up to 185,185,185 Consideration Shares and up to 185,185,185 Option Consideration Shares falls within the limits of the General Mandate.

- 3.5.5. The Consideration Shares and Option Consideration Shares will be issued free from all claims, charges, liens, pledges, mortgages, and other encumbrances whatsoever and shall rank pari passu in all respects with and carry all rights similar to the existing issued Shares, except that they will not rank for any dividend, rights, allotment or other distributions, the Record Date (as defined below) for which falls on or before the date of the allotment and issue of the Consideration Shares and Option Consideration Shares. For the purposes of this paragraph, “**Record Date**” means the date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares.
- 3.5.6. The issuance and allotment of the Consideration Shares and Option Consideration Shares will not result in any transfer of controlling interest in the Company.
- 3.6. **Pre-Completion Distribution and Shareholder Loan**
- 3.6.1. Prior to Completion, Medicorp may, in accordance with applicable laws, declare a dividend of approximately S\$2,500,000 out of its retained earnings (the “**Pre-Completion Distribution**”), which shall not be settled in cash but shall instead remain outstanding as an unsecured loan from Medicorp to its existing shareholders (the “**Shareholder Loan**”).
- 3.6.2. The Shareholder Loan shall be unsecured, subordinated to all external indebtedness, and bear simple interest at 4.0% per annum, accruing daily.
- 3.6.3. Any repayment of principal or interest in respect of the Shareholder Loan shall only be made if and to the extent that:
- (a) Medicorp maintains minimum working capital of not less than S\$4,000,000 (the “**WC Threshold**”), determined based on the latest available management accounts prepared in accordance with consistently applied accounting principles;
 - (b) Medicorp has sufficient cash resources and projected cash flows to fund its operations and meet its obligations as they fall due for the following twelve (12) months;
 - (c) the obligations of the Seller in relation to the Relevant Dividend under Clause 3.3 above for the relevant Dividend Year has been fully satisfied; and
 - (d) such repayment would not result in a breach of any applicable law, financing arrangement, or applicable solvency or liquidity requirement.
- 3.6.4. All repayments shall be made solely from surplus cash and shall not prejudice Medicorp’s ability to carry on its business in the ordinary course.
- 3.6.5. Without the Company’s prior written consent, Medicorp shall not: (i) amend or waive any terms of the Shareholder Loan; (ii) make any repayment other than as permitted above; or (iii) grant any security or preferential arrangement in respect of the Shareholder Loan.
- 3.6.6. The Shareholder Loan is premised on Medicorp maintaining working capital at or above the WC Threshold. No further distributions or value leakage shall occur except as expressly permitted herein. Nothing herein restricts Medicorp from raising additional funding for new business activities.

3.7. Completion

Subject to the satisfaction of the Conditions Precedent, Completion is expected to take place on or before 20 July 2026, or such other date as may be agreed to in writing by the Parties.

4. ADDITIONAL LISTING APPLICATION

The Company will be applying to the SGX-ST, through its sponsor, UOB Kay Hian Private Limited, for the dealing in, listing of and quotation for the Consideration Shares and Option Consideration Shares on the Catalist.

5. RATIONALE FOR THE PROPOSED TRANSACTIONS

The Proposed Transactions are in line with the Company's strategy to secure stable and recurring income streams. Medicorp has demonstrated a consistent track record of revenue and profitability over the past several years, which is expected to provide the Company with greater earnings visibility following Completion.

Medicorp operates within established traditional medicine supply chains. Their major customers, which have been built up over the course of 20 years since incorporation, include public and private hospitals in Brunei, as well as an oil and gas company in Brunei. This provides Medicorp with a stable operating base and contributes to the sustainability and resilience of its business. Accordingly, the Proposed Transactions is expected to enhance the Company's income stability and provide a steady contribution to its financial performance going forward.

The Board has considered the terms of the Proposed Transactions and the prospects of Medicorp and is of the view that the Proposed Transactions are in the best interests of the Company.

6. SOURCE OF FUNDS

The Cash Consideration portion of the Proposed Transactions will be funded by internal resources of the Group.

7. RELATIVE FIGURES UNDER RULE 1006 OF THE CATALIST RULES

Based on the Group's latest announced unaudited financial statements for the financial year ended 31 March 2026 ("FY2026"), the relative figures of the Proposed Transactions computed on the bases set out in Rule 1006 of the Catalist Rules are as follows:

| Rule | Description | Relative Figure (%) |
|---------|---|-------------------------------|
| 1006(a) | The net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets. | Not Applicable ⁽¹⁾ |
| 1006(b) | The net profits ⁽²⁾ attributable to the assets acquired or disposed of, compared with the group's net profits. | 33.4% ⁽³⁾ |
| 1006(c) | The aggregate value of the consideration given or received, compared with the issuer's market | 22.0% ⁽⁴⁾ |

| | | |
|---------|--|-------------------------------|
| | capitalisation based on the total number of issued shares excluding treasury shares. | |
| 1006(d) | The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue. | 6.9% ⁽⁵⁾ |
| 1006(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. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount. | Not applicable ⁽⁶⁾ |

Notes:

- (1) Rule 1006(a) of the Catalist Rules is not applicable to an acquisition of assets.
- (2) Under Rule 1002(3) of the Catalist Rules, "net profits" means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests.
- (3) The relative figure for Rule 1006(b) has been computed based on the 49% of the audited net profit before tax attributable to Medicorp of approximately B\$848,657 for the financial year ended 31 December 2025 and the Group's unaudited net profit before tax of approximately S\$2,544,625 for the financial year ended 31 March 2026.
- (4) The market capitalisation of S\$37,663,894 is calculated based on the volume weighted average price of S\$0.007 on 2 June 2026, being the last full market day on which the Shares of the Company were traded, preceding the date of the signing of the SPA, and 5,380,556,316 Shares in issue. The consideration is calculated based on the sum of the following:
 - (i) Cash Consideration of S\$3.2 million and 185,185,185 Consideration Shares at S\$0.009 per share, being the higher of market value or NAV in relation to the Proposed Acquisition;
 - (ii) S\$1.66 million in cash and 185,185,185 Option Consideration Shares at S\$0.009 per share being the higher of market value or NAV; and
 - (iii) additional consideration of S\$90,000 subject to the receipt of annual dividend yield exceeding 9% for each of the financial years ending 31 December 2026, 31 December 2027 and 31 December 2028.
- (5) The relative figure for Rule 1006(d) has been computed based on up to 185,185,185 Consideration Shares and up to 185,185,185 Option Consideration Shares to be issued in connection with the Proposed Transactions and the 5,380,556,316 Shares in issue.
- (6) Rule 1006(e) of the Catalist Rules is not applicable as the Company is not a mineral, oil and gas company.

Having regard to the above, as the relative figure computed under Catalist Rule 1006 in respect of the Proposed Transactions, exceed 5% but do not exceed 75%, the Proposed Transactions constitute discloseable transactions as defined in Chapter 10 of the Catalist Rules.

8. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTIONS

8.1. The *pro forma* financial effects of the Proposed Transactions on the Group's NTA per Share and earnings per Share ("**EPS**") as set out below are strictly for illustrative purposes and are not indicative of the actual financial position and results of the Group following Completion.

8.2. The *pro forma* financial effects have been prepared based on the latest unaudited financial results of the Group for FY2026, on the following bases and assumptions:

- (a) the Proposed Transactions had been completed on 31 March 2026 for the purpose of illustrating the financial effects on the NTA;
- (b) the Proposed Transactions had been completed on 1 April 2025 for the purpose of illustrating the financial effects on the EPS;
- (c) up to 158,730,158 Consideration Shares are issued under the Proposed Acquisition;
- (d) up to 158,730,158 Option Consideration Shares are issued under exercise of the Put Option;
- (e) the share capital of the Company as at the date of this announcement comprising 5,380,556,316 Shares (excluding treasury shares); and
- (f) the expenses incurred in connection with the Proposed Transactions amounting to S\$65,250.

8.3. Share Capital

| | Before the Proposed Transactions | After the Proposed Acquisition | After the Proposed Transactions |
|---|----------------------------------|--------------------------------|---------------------------------|
| Issued and Paid-Up Capital (S\$) | 103,170,633 | 104,170,633 | 105,170,633 |
| Total number of issued Shares (excluding treasury shares and subsidiary holdings) | 5,380,556,316 | 5,565,741,501 | 5,750,926,686 |

8.4. NTA per Share

Assuming that the Proposed Transactions were completed on 31 March 2026, the *pro forma* financial effects on the Group's NTA per Share would be as follows:

| | Before the Proposed Transactions | After the Proposed Acquisition | After the Proposed Transactions |
|---|----------------------------------|--------------------------------|---------------------------------|
| NTA (S\$'000) | 49,066 | 50,000 | 51,000 |
| Number of issued shares (excluding treasury shares and subsidiary holdings) | 5,380,556,316 | 5,565,741,501 | 5,750,926,686 |
| NTA per Share (Singapore cents) | 0.91 | 0.90 | 0.89 |

8.5. EPS

Assuming that the Proposed Transactions were completed on 1 April 2025, the *pro forma* financial effects on the Group's EPS would be as follows:

| | Before the Proposed Transactions | After the Proposed Acquisition | After the Proposed Transactions |
|--|----------------------------------|--------------------------------|---------------------------------|
| Net profit attributable to the owners of the Company (S\$'000) | 2,748 | 3,124 | 3,402 |
| Weighted average number of issued shares (excluding treasury shares and subsidiary holdings) | 5,380,556,316 | 5,565,741,501 | 5,750,926,686 |
| EPS (Singapore cents) | 0.05 | 0.06 | 0.06 |

9. NO DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Proposed Transactions.

10. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in the announcement, none of the Directors or substantial shareholders of the Company or their respective associates have any interests, direct or indirect, in the Proposed Transactions other than in their capacity as Directors or shareholders.

11. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors 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 matters stated herein, and the Company and its subsidiaries, and the Directors are 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 Directors 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.

12. FURTHER ANNOUNCEMENTS

The Company will make further announcement(s) in relation to the Proposed Transactions as and when there are any material developments on the matter.

13. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when dealing in the Company's securities. In particular, the SPA is subject to conditions which may or may not be fulfilled. Shareholders and potential investors are also advised to read this announcement and any further announcements by the Company carefully, and where in doubt as to the action that

they should take, they should consult their financial, tax, legal or other professional adviser(s) immediately.

14. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the SPA is available for inspection by shareholders of the Company at the registered office of the Company at 8 Ubi Road 2, #05-06 ZERVEX, Singapore 408538 during normal business hours for a period of three (3) months from the date of this announcement.

BY ORDER OF THE BOARD

HS Optimus Holdings Limited

Chia Fook Sam
Executive Director and Chief Operating Officer
3 June 2026

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.