

**OSSIA INTERNATIONAL LIMITED**  
(UEN No. 199004330K)  
(Incorporated in the Republic of Singapore)  
(the “**Company**”)

## **ANNOUNCEMENT**

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### **DISPOSAL OF BUSINESS OPERATION, INVENTORY, ELLE BAGS AND FIXED ASSET IN SUBSIDIARY – ALSTLE FASHION SDN BHD**

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1. Disposal of Business Operation known as “ELLE Fashion Apparels”

The Board of Directors of the Company (the Company and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has entered into a sale and purchase agreement (the “SPA”) with TDST SDN BHD (Company No 174397-K) (the “**Purchaser**”) to sell Business Operation described as “ELLE Fashion Apparels”, the Inventory and the related assets to the Purchaser for and aggregate consideration of RM 3,461,135 (or about S\$ 1,179,940 based on the exchange rate of 0.3386) (the “**Consideration**”) upon such terms and conditions of the SPA (the “Disposal”).

2. Background and Rationale for the disposal

The Board of directors of the Company is of the opinion that the Disposal is aligned with the restructuring exercise carried out.

3. Consideration

The Consideration was arrived at on a willing-buyer and willing-seller basis and after taking consideration the net book value and net tangible assets of ELLE Business Operation.

4. Relative Figures under Rule 1006 of the Listing Manual

Based on the latest announced unaudited consolidated financial statements of the Group for the period ended 31 December 2017, the relative figures for the Disposal computed on the bases as set out in Rule 1006 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) are set out below:

<b>Rule 1006</b>	<b>Bases</b>	<b>Percentage (%)</b>
(a)	Net asset value of the Sale Shares to be disposed of, compared with the Group's net asset value of S\$36,586,951	3.3
(b)	Net profit of approximately S\$242,733 attributable to the Assets disposed of, compared with the Group's net profit of approximately S\$2,311,547	10.5
(c)	Aggregate value of the consideration received, compared with the Company's market capitalisation of S\$18,847,211 <sup>(1)</sup>	6.2
(d)	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 <sup>(2)</sup>
(e)	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	Not applicable <sup>(3)</sup>

*NM – Not Meaningful*

**Notes:**

- (1) The market capitalisation of the Company is calculated on the basis of 252,629,483 Shares in issue (excluding treasury shares) as at the date of this announcement, and the volume-weighted average price of S\$0.075 for such Shares transacted on 10 April 2018, being the last market day on which Shares were traded immediately preceding the date of the SPA.
- (2) This is not applicable as the Disposal pertains to a disposal of assets
- (3) This is not applicable as the Disposal is not a disposal of mineral, oil or gas assets.

As the relative figures computed on the bases set out in Rules 1006 (a), (b) and (c) does not exceed 20%, the Disposal is a “Disclosable Transaction” for the purpose of Chapter 10 of the Listing Manual of the SGX-ST that does not require shareholders’ approval.

The Disposal is estimated to result in a net loss of approximately S\$33,860 to the Group for the current financial year ending 31 March 2019 and the net proceeds of S\$1,171,940 from the Disposal will be utilised for the Company’s working capital purposes.

**5. Financial Effect**

For illustrative purposes only, the financial effects of the Disposal on the Group as set out below were prepared based on the latest audited consolidated financial statements of the Group for the year ended 31 March 2017, with the following assumptions:

- (a) the financial effects on the NTA of the Group are computed assuming that the Disposal was completed on 31 December 2017;
- (b) the financial effects on the earnings/(loss) per Share of the Group are computed assuming that the Disposal was completed on 30 April 2018;
- (c) the financial effects do not take into account any transactions completed by the Group subsequent to 31 December 2017;

**(a) Net Tangible Asset (“NTA”)**

	Before the Disposal	After the Disposal
Consolidated NTA (\$'000)	33,937	33,903
Number of shares (excluding treasury shares)	252,629,483	252,629,483
Consolidated NTA per share (S\$ cent)	0.13	0.13

**(b) Earnings Per Share (“EPS”)**

	Before the Disposal	After the Disposal
Consolidated profit attributable to the equity holders of the Company (\$'000)	952 <sup>(1)</sup>	918
Weighted average number of ordinary shares	252,629,483	252,629,483
EPS (S\$ cents)	NM	NM

**Notes:**

- (1) The Consolidated profit attributable to the equity holder of the Company is excluded the discontinued operation.

*NM – Not Meaningful*

**6. Interests of Directors and Substantial Shareholders**

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect (other than through their shareholdings in the Company), in the Disposal.

**7. Document for Inspection**

A copy of the SPA will be made available at the Company’s registered office at 10 Changi South Lane, #07-01, Singapore 486162 during normal business hours for a period of three (3) months from the date of this announcement.

**BY ORDER OF THE BOARD**

Company Secretary

Lotus Isabella Lim Mei Hua

27 April 2018