

HEPTAMAX INTERNATIONAL LIMITED
(Company Registration No. 200804077W)
(Incorporated in the Republic of Singapore)

DISPOSAL OF SUBSIDIARY – PRISMA TECHNOLOGIES PTE. LTD.

1. INTRODUCTION

- 1.1. The board of directors (the **“Board”** or the **“Directors”**) of Heptamax International Limited (the **“Company”**, and together with its subsidiaries, the **“Group”**) wishes to announce that the Company had on 17 November 2025 entered into a sale and purchase agreement (the **“SPA”**) with Processor IT Consultancy LLP (the **“Purchaser”**), pursuant to which the Company had agreed to sell, and the Purchaser had agreed to purchase, the entirety of the Company’s shareholding in Prisma Technologies Pte. Ltd. (the **“Subsidiary”**), being 50,100 ordinary shares (the **“Sale Shares”**), representing 50.1% of the issued and paid-up share capital of the Subsidiary (the **“Disposal”**).
- 1.2. As the Sale Shares represent the entire interest of the Company in the Subsidiary, the Company will cease to have any interest in the Subsidiary and the Subsidiary will cease to be a subsidiary of the Company following the completion of the Disposal. As such, this announcement is also made pursuant to Rule 706A(1)(b)(i) of the Listing Manual of the Singapore Exchange Securities Trading Limited (**“SGX-ST”**) (**“SGX-ST Listing Manual”**).

2. CONSIDERATION

- 2.1. The Disposal shall be for an aggregate consideration of S\$5.00 (the **“Consideration”**).
- 2.2. The Consideration which shall be satisfied in cash was arrived at after arm’s length negotiations on a willing-buyer and willing-seller basis and after taking into consideration the net liability value of the Subsidiary of S\$9,173, representing the Company’s 50.1% interest in the Subsidiary, as stated in its audited financial statements for the year ended 31 December 2024.

3. RATIONALE FOR THE DISPOSAL

- 3.1. The rationale for the Disposal is as follows:
- 3.1.1. The Subsidiary has had no business operations or revenue contribution since July 2022 and is a non-core asset and not a principal subsidiary of the Group. The Disposal is thus undertaken as part of the Group’s ongoing efforts to streamline its corporate structure and reduce administrative and compliance costs associated with maintaining an inoperative entity;
- 3.1.2. The financial impact of the Disposal is not expected to be material and does not impact the Group’s operations;
- 3.1.3. The Disposal is in furtherance of the Group’s commitment to optimize profitability and operations. It will allow the Group to focus on growth drivers with better potential and enhance shareholder value as the Group moves into the new business approved by shareholders at the extraordinary general meeting held on 13 August 2025; and
- 3.1.4. The Board is of the opinion that there is no longer a commercial need for the Group to maintain the Subsidiary as the existing joint venture partner, Prisma AI Corporation Pte. Ltd., has undertaken a different business direction which no longer aligns with the Group’s strategic priorities.

4. INFORMATION ON THE PURCHASER

The information below relating to the Purchaser was based on information provided by the Purchaser. The Company and the Directors have not independently verified the accuracy and correctness of such information and the Company's responsibility is limited to the proper extraction and reproduction herein in the context that the information is being disclosed in this announcement.

- 4.1. The Purchaser is a limited liability partnership legally established under the laws and regulations of India, and is in the business of providing IT consulting services and IT solutions.
- 4.2. To the best of the Board's knowledge, the Purchaser is an independent third party who is not related to any of the Directors, substantial shareholders or controlling shareholders of the Company.
- 4.3. No commission or referral fees pursuant to the Disposal will be paid to any party.

5. RELATIVE FIGURES UNDER RULE 1006 OF THE LISTING MANUAL

As each of the relative figures computed on the applicable bases as set out in Rule 1006 of the Listing Manual of the SGX-ST Listing Manual is less than 5.0%, the Disposal is a "Non-discloseable Transaction" for the purposes of Chapter 10 of the SGX-ST Listing Manual.

6. FINANCIAL IMPACT ON THE GROUP

The Disposal is not expected to have any material impact on the net tangible assets and earnings/loss per share of the Group for the financial year ending 31 December 2025.

7. INTERESTS OF DIRECTORS, CONTROLLING SHAREHOLDERS AND SUBSTANTIAL SHAREHOLDERS

None of the directors, controlling shareholders or substantial shareholders of the Company, nor their respective associates, has any interest, direct or indirect, in the Disposal, other than through their respective shareholdings in the Company.

8. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the SPA is available for inspection during normal business hours at 4 Shenton Way #17-01, SGX Centre 2, Singapore 068807, for a period of three (3) months from the date of this announcement. Shareholders who wish to inspect the SPA are required to send a written request via email to the Company at admin@forise-international.com prior to making any visits, to arrange for a suitable time slot for the inspection.

9. FURTHER ANNOUNCEMENTS

The Company will make the necessary announcements as and when there are further developments on the Disposal. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, bank managers, accountants, solicitors or other professional advisers if they have any doubt about the actions that they should take.

BY ORDER OF THE BOARD

Tan Wai Hong
Executive Director
17 November 2025