

**VOLUNTARY UNCONDITIONAL CASH OFFER FOR ALL THE ISSUED AND PAID-UP ORDINARY  
SHARES IN THE CAPITAL OF COSMOSTEEL HOLDINGS LIMITED**

**CLOSE OF OFFER AND SUSPENSION OF TRADING**

---

**1. INTRODUCTION**

1.1. The Board of Directors ("**Board**") of CosmoSteel Holdings Limited ("**Company**", and together with its subsidiaries, the "**Group**") refers to the following announcements and documents:

- (a) offer announcement ("**Offer Announcement**") issued on 15 May 2025 by Evolve Capital Advisory Private Limited, for and on behalf of 3HA Capital Private Limited ("**Offeror**"), relating to, *inter alia*, the voluntary conditional cash offer ("**Offer**") for all the issued and paid-up ordinary shares in the capital of the Company ("**Shares**"), in accordance with Section 139 of the Securities and Futures Act 2001 of Singapore and Rule 15 of the Singapore Code on Take-overs and Mergers ("**Code**");
- (b) announcement dated 15 May 2025 issued by the Company in response to the Offer Announcement;
- (c) offer document dated 5 June 2025 issued by the Offeror setting out the terms and conditions of the Offer ("**Offer Document**") and the announcement issued by the Offeror on 23 June 2025 in relation to the revision of Offer Price and extension of the Closing Date (as defined therein) ("**Revision Announcement**");
- (d) announcement dated 24 June 2025 issued by the Company in response to the Revision Announcement;
- (e) offeree circular dated 19 June 2025 and the supplemental letter dated 2 July 2025 issued by the Company in relation to, amongst other things, the advice of the independent financial adviser to the directors of the Company who are independent and not acting in concert or deemed acting in concert with the Offeror and his concert parties ("**Independent Directors**"), and the recommendation of the Independent Directors, in respect of the Offer;
- (f) announcement dated 7 July 2025 issued by the Offeror in relation to, *inter alia*, the Offer being declared unconditional in all respects ("**Unconditional Announcement**");
- (g) announcement dated 25 July 2025 issued by the Offeror in relation to the extension of Closing Date from 5.30 p.m. (Singapore time) on 28 July 2025 to 5.30 p.m. (Singapore time) on 1 August 2025 or such later date(s) as may be announced from time to time by or on behalf of the Offeror ("**Extension of Closing Date Announcement**");
- (h) announcement dated 31 July 2025 issued by the Offeror in relation to, *inter alia*, the Company no longer satisfying the Free Float Requirement and the suspension of the trading of the Shares at the close of the Offer, and the Offeror's intention to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act ("**Right of Compulsory Acquisition Announcement**");
- (i) announcement dated 1 August 2025 issued by the Company informing Shareholders of, among others, the loss of free float ("**Loss of Free Float Announcement**"); and
- (j) announcement dated 1 August 2025 issued by the Offeror in relation to, *inter alia*, the close of the Offer and the final level of acceptances ("**Close of Offer Announcement**").

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the aforesaid announcements and documents.

## **2. CLOSE OF OFFER**

The Board wishes to inform Shareholders that, as stated in the Close of Offer Announcement, the Offer has closed at 5.30 p.m. on (Singapore time) on 1 August 2025 (“**Final Closing Date**”).

**Accordingly, the Offer is no longer open for acceptance and any acceptances received after the Final Closing Date will be rejected.**

## **3. FINAL LEVEL OF ACCEPTANCES AND AGGREGATE HOLDINGS**

As stated in paragraph 3.4 of the Close of Offer Announcement, based on information available to the Offeror, as at 5.30 p.m. (Singapore time) on 1 August 2025, the Offeror and its Concert Parties owned, controlled or have agreed to acquire (including by way of valid acceptances of the Offer) an aggregate of 238,371,895 Shares, representing approximately 91.20% of the total number of issued Shares of the Company.

## **4. LOSS OF FREE FLOAT AND TRADING SUSPENSION**

- 4.1. As announced by the Company in the Loss of Free Float Announcement, under Rule 723 of the Listing Manual, the Company must ensure that at least 10% of the total number of Shares (excluding any Shares held in treasury) is at all times held in public hands (“**Free Float Requirement**”). The Company further announced in the Loss of Free Float Announcement that as the Company no longer meets the Free Float Requirement, the SGX-ST will suspend the trading of the Shares on the SGX-ST at the close of the Offer in accordance with Rule 1303(1) of the Listing Manual. **The Offeror has no intention to undertake or support any action for any such trading suspension by the SGX-ST to be lifted.**
- 4.2. As the Offer has closed on the Final Closing Date, the Company will request that the SGX-ST suspends trading of the Shares with effect from 9.00 a.m. (Singapore time) on 4 August 2025, being the market day after the Final Closing Date.

## **5. COMPULSORY ACQUISITION**

- 5.1. As announced in the Right of Compulsory Acquisition Announcement, if the Offeror receives valid acceptances pursuant to the Offer (or otherwise acquires Shares during the period when the Offer is open for acceptance) in respect of not less than 90% of the total number of issued Shares (other than those already held by the Offeror, its related corporations or their respective nominees and any person or body corporate falling within the meaning of Section 215(9A) of the Companies Act as at the date of the Offer), the Offeror will be entitled to exercise the right to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer (“**Dissenting Shareholders**”) at the Final Offer Price.
- 5.2. The Company further announced in the Right of Compulsory Acquisition Announcement that as at 6:00 p.m. (Singapore time) on 31 July 2025, the Offeror has received valid acceptances pursuant to the Offer and has acquired Shares from the date of the Offer otherwise than through valid acceptances, which amount to not less than 90% of the total number of issued Shares after excluding treasury shares and other than those already held as at the date of the Offer by the Offeror and its related corporations (or their respective nominees) or any person or body corporate falling within the meaning of Section 215(9A) of the Companies Act. **Accordingly, the Offeror is now entitled to, and intends to, exercise its right under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of the Dissenting Shareholders at the Final Offer Price.**

**As the Offeror will be proceeding to compulsorily acquire the Shares of the Dissenting Shareholders, the Dissenting Shareholders need not take any action in relation to their right under Section 215(3) of the Companies Act. The Dissenting Shareholders who wish**

**to exercise such right or who are in doubt as to their position are advised to seek their own independent legal advice.**

**6. DIRECTORS' RESPONSIBILITY STATEMENT**

The directors of the Company (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this announcement (other than those relating to the Offeror and the Offer) are fair and accurate and that no material facts have been omitted from this announcement (the omission of which would render any statement in this announcement misleading in any material aspect), 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, the Offer Document, Revision Announcement, Unconditional Announcement, Extension of Closing Date Announcement, Right of Compulsory Acquisition Announcement, Close of Offer Announcement and any other announcements made by or on behalf of the Offeror), the sole responsibility of the directors of the Company 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.

**BY ORDER OF THE BOARD**

Tan Siok Chin  
Chairman & Non-Executive Non-Independent Director  
2 August 2025