

## VOLUNTARY UNCONDITIONAL 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)

## EXERCISE OF RIGHT OF COMPULSORY ACQUISITION OF SHARES IN COSMOSTEEL HOLDINGS LIMITED

### 1. INTRODUCTION

Evolve Capital Advisory Private Limited refers to:

- (a) the offer document dated 5 June 2025 (the “**Offer Document**”) in relation to the voluntary conditional cash offer (the “**Offer**”) by Evolve Capital Advisory Private Limited, for and on behalf of 3HA Capital Private Limited (the “**Offeror**”), for all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of CosmoSteel Holdings Limited (the “**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, 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;
- (b) the announcement dated 23 June 2025 issued by Evolve Capital Advisory Private Limited, for and on behalf of the Offeror, in relation to, *inter alia*, the revision of the Offer Price to S\$0.25 in cash for each Offer Share;

- (c) the written notification dated 30 June 2025 (the “**Revision Notification**”) in relation to, *inter alia*, the revision of Offer Price despatched to Shareholders on 30 June 2025;
- (d) the announcement dated 30 June 2025 in relation to the despatch of the Revision Notification to Shareholders;
- (e) the announcement dated 7 July 2025 issued by Evolve Capital Advisory Private Limited, for and on behalf of the Offeror, in relation to, *inter alia*, the level of acceptances of the Offer and the Offer being declared unconditional in all respects;
- (f) the announcement dated 25 July 2025 issued by Evolve Capital Advisory Private Limited, for and on behalf of the Offeror, in relation to, the extension of the closing date of the Offer to 5:30 p.m. (Singapore time) on 1 August 2025;
- (g) the announcement dated 31 July 2025 issued by Evolve Capital Advisory Private Limited, for and on behalf of the Offeror, in relation to, *inter alia*, (i) the Free Float Requirement being no longer satisfied; and (ii) the Offeror’s entitlement and intention 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;
- (h) the announcement dated 1 August 2025 in relation to, *inter alia*, the close of the Offer; and
- (i) the letter dated 15 August 2025 from the Offeror to the Shareholders (the “**Letter**”) in relation to the intention of the Offeror to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares held by Shareholders who have not accepted the Offer as at the close of the Offer (the “**Dissenting Shareholders**”) at the Final Offer Price of S\$0.25 for each remaining Share (the “**Compulsory Acquisition**”) and the relevant notices in the prescribed forms in relation to Section 215(1) and Section 215(3) of the Companies Act.

*Unless otherwise defined, capitalised terms in this Announcement shall bear the same meaning as set out in the Offer Document, the Revision Notification, and the Letter.*

## 2. **EXERCISE OF RIGHT OF COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT**

- 2.1 Evolve Capital Advisory Private Limited wishes to announce, for and on behalf of the Offeror, that the Offeror has exercised its right of Compulsory Acquisition today to acquire the Shares of the Dissenting Shareholders at a consideration of S\$0.25 in cash for each Share (the “**Consideration**”).
- 2.2 Upon payment of the aggregate Consideration for each Share held by the Dissenting Shareholders to the Company by the Offeror, the Company will take steps to cause all the Shares held by the Dissenting Shareholders to be transferred to the Offeror and will register the Offeror as the holder of all those Shares as soon as practicable. The aggregate Consideration will be credited by the Company into a separate bank account and held by the Company on trust for the Dissenting Shareholders and paid to the Dissenting Shareholders in accordance with paragraph 2.3 below.

- 2.3 Subject to and in accordance with the provisions of Section 215(1) of the Companies Act and the terms set out in Form 57, as soon as practicable after the date of this Announcement:
- (a) if the Dissenting Shareholder's Shares are held through a Securities Account maintained with CDP, CDP will credit the Consideration for such Dissenting Shareholder's Shares directly into the Dissenting Shareholder's designated bank account for Singapore Dollars via CDP's Direct Crediting Service ("**DCS**") or in such other manner as the Dissenting Shareholder may have agreed with CDP for the payment of any cash distributions. In the event the Dissenting Shareholder is not subscribed to CDP's DCS, any monies to be paid shall be credited to the Dissenting Shareholder's Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein); and
  - (b) if the Dissenting Shareholder's Shares are held in scrip form, the Registrar will, on behalf of the Company, despatch a Singapore Dollar crossed cheque to the Dissenting Shareholder by ordinary post, at the Dissenting Shareholder's own risk, to the Dissenting Shareholder's address as it appears in the Register, as maintained by the Registrar.
- 2.4 Following the Compulsory Acquisition, the Company will become a wholly-owned subsidiary of the Offeror. The date and time of the delisting will be announced by the Company in due course.

### **3. RESPONSIBILITY STATEMENT**

The Directors of the Offeror (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 of the Offeror 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**  
16 September 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 “expect”, “anticipate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the current expectations, beliefs, hopes, intentions or strategies of the party making the statements 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 or outcomes 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 neither the Offeror nor 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.