

AMOS GROUP LIMITED
(Company Registration No. 201004068M)
(Incorporated in the Republic of Singapore)

PROPOSED DISPOSAL OF 12% EQUITY INTEREST IN AMOS SUPPLY PTE LTD AND AMOS MALAYSIA SDN. BHD – DISCLOSEABLE TRANSACTION UNDER CHAPTER 10 OF THE SGX-ST LISTING MANUAL

1. INTRODUCTION

AMOS Group Limited (“**Company**”) has entered into a joint venture agreement (“**JVA**”) with CR3 Pte Ltd (“**CR3**”), pursuant to which CR3 will acquire 12% of the issued shares in AMOS Supply Pte Ltd, AMOS Malaysia Sdn. Bhd.; and their respective subsidiaries, (collectively, the “**Sale Subsidiaries**”) for a total cash consideration of S\$1,700,000 (the “**Consideration**”).

The Proposed Disposal constitutes a disclosable transaction under Chapter 10 of the SGX-ST Listing Manual (“**Listing Manual**”), as Consideration exceeds 5% but does not exceed 20% of the market capitalisation of the Company under Rule 1006.

2. DESCRIPTION OF THE BUSINESSES

The Sale Subsidiaries are engaged in the energy logistics, rigging, lifting, marine supply, and related industrial services businesses. The entities supply rigging solutions, testing, inspection, lifting equipment, consumables, and associated services to the offshore oil & gas and marine industries.

3. CONSIDERATION & PAYMENT TERMS

The total Consideration for the 12% equity interest is S\$1,700,000, payable by CR3 in cash. There are no deferred consideration and no earn-out component. There are no put/call options, convertible rights, or other material conditions attached to the disposal. CR3 has paid total Consideration in the form of advanced payment of S\$1,500,000 as good faith deposit, which will be converted into equity together with the remaining S\$200,000 cash payment upon Completion of the Transaction subject to satisfaction of agreed conditions.

The Consideration was arrived at on a willing-buyer, willing-seller basis after taking into account the historical financial performance of the Sale Subsidiaries; the net asset value of the Sale Subsidiaries; the market valuation benchmarks for comparable service providers in the offshore energy sector. The Consideration represent a valuation of the Sale Subsidiaries at S\$14.2 million.

The latest valuation of the Sale Subsidiaries (the “Valuation Report”) prepared by an independent accounting firm and valuer, as at 2 December 2025, values the Sale Subsidiaries between S\$12.3 million and S\$13.2 million. The valuation is based on the income approach under different scenarios and represents the sum of estimated annual after-tax free cash flows of the business in the respective scenarios, discounted to their present value and the market approach.

4. RELATIVE FIGURES UNDER RULE 1006 OF THE LISTING MANUAL

The Proposed Disposal constitutes a disclosable transaction under Chapter 10 of the SGX-ST Listing Manual (“**Listing Manual**”), as Consideration exceeds 5% but do not exceed 20% of the market capitalisation of the Company under Rule 1006.

Rule 1006	Bases	Relative Figure
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value	2.9% ¹
(b)	The net loss attributable to the assets acquired or disposed of, compared with the Group's net loss	2.2%
(c)	The aggregate value of the consideration payable for the Proposed Acquisition, compared with the Company's market capitalisation based on the total number of issued Shares excluding treasury shares	12% ²
(d)	The number of equity securities to be issued by the Company as consideration for an acquisition, compared with the number of equity securities of the Company previously in issue	Not applicable
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the Group's probable and proved reserves	Not applicable

Notes:

(1) The net asset value of the assets to be disposed is based on unaudited financial statements with adjustments on intercompany balances.

(2) Calculated by multiplying the number of shares in issue (excluding treasury shares) of 208,331,031 by the last share price of S\$0.068 per share as of 9 December 2024.

5. VALUE OF THE ASSETS DISPOSED OF

The book value and net tangible asset ("NTA") value of the 12% interest in the Sale Subsidiaries, based on the latest unaudited financial statements of the Sale Subsidiaries for FY2025, are as follows:

Item	Amount (SGD)
Book value of 12% interest (S\$'million)	1.65
NTA value of 12% interest (S\$'million)	1.65
Net loss of 12% interest (S\$'million)	(0.22)
Latest independent valuation (S\$'million)	12.3 - 13.2

The purchase price of S\$1.7 million represents S\$ 0.05 million higher than the book value of the Sale Subsidiaries on a consolidated basis.

6. FINANCIAL IMPACT OF THE TRANSACTIONS

The financial effects of the Proposed Disposal on the Company as set out below are for illustrative purposes only and are not intended to reflect the actual future financial performance or position of the Company immediately after completion of the Proposed Disposal. They are prepared based on latest announced full year audited consolidated financial statements of the Company, FY2025, being the most recently completed financial year.

6.1 Net Tangible Assets ("NTA")

For illustrative purposes only and assuming that the Proposed Disposal had been completed on 31 March 2025, the pro forma financial effects of the Proposed Disposal on the NTA of the Company are as follows:

Item	Before the Proposed Disposal	After the Proposed Disposal
Consolidated NTA (S\$' million)	56.5	58.2
Number of shares in issue (excl. treasury shares)	208,331,031	208,331,031
Consolidated NTA per Share (cents)	27.10	27.92

Based on the book value of the 12% interest, the Proposed Disposal will result in a gain of S\$0.05 million.

6.2 Earnings Per Share ("EPS")

For illustrative purposes only and assuming that the Proposed Disposal had been completed on 1 April 2024, the pro forma financial effects of the Proposed Disposal on the EPS of the Company are as follows:

Item	Before the Proposed Disposal	After the Proposed Disposal
Net loss attributable to equity shareholders of the Company (S\$' million)	(10.0)	(9.7)
Weighted average number of ordinary shares	208,331,031	208,331,031
EPS – Basic and Diluted (cents)	(4.80)	(4.67)

7. RATIONALE FOR THE TRANSACTION

Parties agree to cooperate in the management, operations, and strategic direction of the Sale Subsidiaries and explore business opportunities in the energy, offshore, petrochemical, and heavy industrial sectors.

The Proposed Disposal is expected to result in a gain of S\$0.05 million to the Company.

The proceeds will be paid to reduce bank indebtedness and working capital.

8. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Mr Kyle Shaw, the Company's Executive Chairman, is a director of CR3 Pte Ltd and therefore has an interest in the Proposed Disposal by virtue of his directorship of CR3.

No other Directors or controlling shareholders of the Company has any direct or indirect interest in the Proposed Disposal, other than through their respective shareholdings in the Company.

9. BOARD COMPOSITION AND GOVERNANCE ARRANGEMENTS

Following completion, the Sale Subsidiaries will be operated as a joint venture between the Company and CR3. The board of directors of the Sale Subsidiaries will comprise three (3) directors, of which the Company will nominate two (2) directors and CR3 will nominate one (1) director.

The Board will receive regular management information, including (but not limited to) monthly financial reports, quarterly performance reviews, and annual strategic and business plans, to facilitate proper oversight of the operations and strategic direction of the Sale Subsidiaries.

By Order of the Board

Kyle Arnold Shaw Jr
Executive Chairman
Amos Group Limited
8 January 2026