**OTS HOLDINGS LIMITED**
(Company Registration No. 201505559W)
(Incorporated in the Republic of Singapore)

**BCS DEVELOPMENT PTE. LTD.**
(Company Registration No. 202112715M)
(Incorporated in the Republic of Singapore)

**JOINT ANNOUNCEMENT**

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**PROPOSED ACQUISITION BY BCS DEVELOPMENT PTE. LTD., BEING THE OFFEROR, OF ALL THE ISSUED AND FULLY PAID-UP ORDINARY SHARES IN THE CAPITAL OF OTS HOLDINGS LIMITED (OTHER THAN THE EXCLUDED SHARES HELD BY THE OFFEROR AND EXCLUDED SHAREHOLDERS) BY WAY OF A SCHEME OF ARRANGEMENT**
**- NO INCREASE IN SCHEME CONSIDERATION**

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## 1. INTRODUCTION

**1.1** The respective boards of directors of OTS Holdings Limited (the "**Company**") and BCS Development Pte. Ltd. (the "**Offeror**") refer to the joint announcement dated 8 September 2026 (the "**Joint Announcement**") issued by the Company and the Offeror, in relation to the proposed acquisition (the "**Acquisition**") of all the issued and fully paid-up ordinary shares in the capital of the Company (the "**Shares**"), other than the Excluded Shares (as defined therein) (the "**Scheme Shares**"), by the Offeror. The Acquisition will be effected by the Company by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act 1967 of Singapore (the "**Companies Act**") and the Singapore Code on Take-overs and Mergers (the "**Code**").

**1.2** A copy of the Joint Announcement is available on the website of the SGX-ST at https://www.sgx.com/securities/company-announcements. Capitalised terms not defined in this announcement ("**Announcement**") shall have the respective meanings given to them in the Joint Announcement.

## 2. NO INCREASE IN SCHEME CONSIDERATION

**2.1** As stated in paragraph 4.1 of the Joint Announcement, upon the Scheme becoming effective and binding in accordance with its terms, in consideration of the transfer of the Scheme Shares from the Scheme Shareholders to the Offeror, each Scheme Shareholder as at the Record Date shall be entitled to receive the Scheme Consideration of S$0.17 in cash for each Scheme Share.

**2.2** The Offeror wishes to state that it **DOES NOT** intend to increase the Scheme Consideration and that the Scheme Consideration is final, save that the Offeror reserves the right to do so in accordance with the Code if a competitive situation arises. Therefore, in accordance with Rule 20.2 of the Code, save where a competitive situation arises, the Offeror will not be allowed to subsequently revise the Scheme Consideration.

## 3. SCHEME DOCUMENT

**3.1** The Scheme Document containing full details of the Scheme (including the recommendation of the Non-Conflicted Directors along with the IFA Letter) and giving notice of the Scheme Meeting to approve the Scheme will be despatched to the Scheme Shareholders in due course.

**3.2** **Scheme Shareholders are advised to refrain from taking any action in relation to their Scheme Shares which may be prejudicial to their interests until they or their advisers have considered the information and the recommendations of the Non-Conflicted Directors on the Scheme as well as the advice of the IFA set out in the Scheme Document.**

**Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

## 4. RESPONSIBILITY STATEMENT

### 4.1 Company

The directors of the Company (including any who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement which relate to the Company (excluding information relating to the Offeror and/or its concert parties or any opinion expressed by the Offeror and/or its concert parties) are fair and accurate and that, where appropriate, there are no other material facts omitted from this Announcement, the omission of which would make any statement in this Announcement misleading, and the directors of the Company jointly and severally accept responsibility accordingly.

Where any information in this Announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including the Offeror and/or its concert parties), the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement in its proper form and context. The directors of the Company do not accept any responsibility for any information relating to the Offeror and/or its concert parties or any opinion expressed by the Offeror and/or its concert parties.

### 4.2 Offeror

The directors of the Offeror (including any who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement which relate to the Offeror (excluding information relating to the Company or any opinion expressed by the Company) are fair and accurate and that where appropriate, there are no other material facts omitted from this Announcement, the omission of which would make any statement in this Announcement misleading, and the directors of the Offeror jointly and severally accept responsibility accordingly.

Where any information in this Announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including the Company), the sole responsibility of the directors of the Offeror has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement in its proper form and context. The directors of the Offeror do not accept any responsibility for any information relating to the Company or any opinion expressed by the Company.

**BY ORDER OF THE BOARD**

**OTS HOLDINGS LIMITED**
(Company Registration No. 201505559W)
(Incorporated in the Republic of Singapore)

**BY ORDER OF THE BOARD**

**BCS DEVELOPMENT PTE. LTD.**
(Company Registration No. 202112715M)
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5 October 2026

Any enquiries relating to this Announcement or the Scheme should be directed during office hours to ZICO Capital Pte. Ltd. at telephone number +65 6636 4201.

*Forward-Looking Statements*

*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 "seek", "expect", "anticipate", "estimate", "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 Offeror's or the Company's (as the case may be) current expectations, beliefs, hopes, intentions or strategies 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 may differ materially from those described in such forward-looking statements. Shareholders and investors of the Offeror and the Company should not place undue reliance on such forward-looking statements, and neither the Offeror nor the Company undertakes any obligation to update publicly or revise any forward-looking statements.*

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Mr Bernard Lim (Telephone: (65) 6232 3232), at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.*

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