

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Optima Automobile Group Holdings Limited

傲迪瑪汽車集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8418)

SUPPLEMENTAL ANNOUNCEMENT REGARDING DISCLOSEABLE TRANSACTIONS IN RELATION TO PURCHASE OF VEHICLES

Reference is made to the Announcement. As disclosed in the Announcement, the Purchaser, an indirect wholly-owned subsidiary of the Company, and Vendor-2 entered into, among other things, the Vehicle Sales Agreements-V, comprising ten vehicle sales agreements dated 26 January 2022, for the sale and purchase of ten Mazda vehicles.

THE REVISED VEHICLE SALES AGREEMENTS-V

On 17 August 2022, the Purchaser entered into Revised Vehicle Sales Agreements-V with Vendor-2, pursuant to which (i) the car model under two of the sales agreements under Vehicle Sales Agreements-V were changed and the corresponding consideration were updated accordingly; and (ii) the consideration of each of the remaining eight sales agreements under Vehicle Sales Agreements-V had been adjusted downward as the COE price has been removed from the list price of the relevant corresponding vehicles. As such, the aggregate consideration for the ten Mazda vehicles under the Revised Vehicle Sales Agreements-V amounted to S\$658,880.

IMPLICATIONS UNDER THE GEM LISTING RULES

As disclosed in the Announcement, Vendor-2 and Vendor-3 are directly wholly-owned and indirectly wholly-owned by Karsono Tirtamarta (Kwee Yoe Chiang), respectively, the relevant transactions with Vendor-2 and Vendor-3 shall be aggregated as a series of transactions for the Company pursuant to Rule 19.23 of the GEM Listing Rules. Accordingly, the transactions contemplated under (i) the Vehicle Sales Agreements-I, the Vehicle Sales Agreements-II, the Vehicle Sales Agreements-IV with Vendor-2; (ii) the Revised Vehicle Sales Agreements-V with Vendor-2; and (iii) the Vehicle Sales Agreement-III and the Vehicle Sales Agreements-VI with Vendor-3 shall be aggregated as a series of transactions.

None of the applicable percentage ratios (as defined in the GEM Listing Rules) for the transactions contemplated under the Revised Vehicle Sales Agreements-V on a standalone basis exceeds 5%. However, as one or more of the applicable percentage ratios (as defined in the GEM Listing Rules) in relation to the transactions contemplated under the Revised Vehicle Sales Agreements-V when aggregated with Vehicle Sales Agreements-I, the Vehicle Sales Agreements-II, the Vehicle Sales Agreements-IV, the Vehicle Sales Agreement-III and the Vehicle Sales Agreements-VI, exceed 5% but are less than 25%, such transactions on an aggregated basis constitute discloseable transactions of the Company under Chapter 19 of the GEM Listing Rules and are subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

Reference is made to the announcement of Optima Automobile Group Holdings Limited (the “**Company**”) dated 26 January 2022 (the “**Announcement**”) in relation to purchase of vehicles. Unless otherwise defined herein, capitalised terms used herein shall have the same meaning ascribed to them in the Announcement.

As disclosed in the Announcement, the Purchaser, an indirect wholly-owned subsidiary of the Company, and Vendor-2 entered into, among other things, the Vehicle Sales Agreements-V, comprising ten vehicle sales agreements dated 26 January 2022, for the sale and purchase of ten Mazda vehicles.

On 17 August 2022, the Purchaser entered into ten revised vehicle sales agreements (collectively as the “**Revised Vehicle Sales Agreements-V**”) with Vendor-2, pursuant to which (i) the car model under two of the sales agreements under Vehicle Sales Agreements-V were changed and the corresponding consideration were updated accordingly; and (ii) the consideration of each of the remaining eight sales agreements under Vehicle Sales Agreements-V had been adjusted downward as the Certificate of Entitlement (“**COE**”) price had been removed from the list price of the relevant corresponding vehicles. As such, the aggregate consideration for the ten Mazda vehicles under the Revised Vehicle Sales Agreements-V amounted to S\$658,880. With effect from 17 August 2022 and upon the signing of the Revised Vehicle Sales Agreements-V, the Vehicle Sales Agreements-V ceased to have any force or effect.

REVISED VEHICLE SALES AGREEMENTS-V

The principal terms of the Revised Vehicle Sales Agreements-V are set out as follows:

Date

17 August 2022

Parties

- (1) Optima Carz Leasing Pte. Ltd., an indirect wholly-owned subsidiary of the Company, as the purchaser; and
- (2) Trans Eurokars Pte Ltd, as the vendor

Revised subject matter

Under the Revised Vehicle Sales Agreements-V, the Purchaser agreed to purchase and Vendor agreed to sell in aggregate ten Mazda vehicles. In particular, two of the subject Mazda vehicles are of car model different from those previously agreed under the Vehicle Sales Agreements-V.

Revised consideration

The aggregate consideration under the Revised Vehicle Sales Agreements-V had been adjusted to S\$658,880 as a result of (i) the abovementioned change of car models for two vehicles and (ii) the downward adjustments in consideration due to removal of COE price from the list price of the remaining eight vehicles. The consideration was negotiated between the parties on an arm's length basis and primarily with reference to the prevailing market price of the relevant car models and the recent automobile market condition in Singapore.

As disclosed in the Announcement, a total deposit of S\$107,000 was paid on 7 February 2022 pursuant to the Vehicle Sales Agreements-V. The parties agreed that such deposit paid would be treated as the deposit under the Revised Vehicle Sales Agreements-V. A further deposit of S\$40,376 was paid on 17 August 2022 pursuant to the Revised Vehicle Sales Agreements-V. The remaining consideration of S\$511,504 shall be paid before the delivery of the relevant vehicles. The consideration shall be satisfied in cash and funded by internal resources of the Group and hire purchase loans.

VALUE OF THE VEHICLES

The aggregate book value of the ten Mazda vehicles purchased under the Revised Vehicle Sales Agreements-V is S\$658,880, which is equivalent to their aggregate purchase price.

INFORMATION OF THE GROUP

The principal activity of the Company is investment holding. The Group is a one-stop after-market automotive service provider in Singapore offering comprehensive and integrated automotive-related solutions to customers. The Group is principally engaged in (i) the provision of a comprehensive range of after-market automotive services, with a focus on inspection, maintenance and repair services; (ii) offering short-term and long-term car rental services; (iii) supplying passenger car spare parts, accessories and automotive equipment to customers in Singapore and overseas countries and automobiles to customers in China; and (iv) engaging in education business services, which include data collection and provision of management platform services. The Purchaser is a company incorporated in Singapore with limited liability and is an indirect wholly-owned subsidiary of the Company. The Purchaser is principally engaged in providing passenger land transport and offering renting and leasing of private cars without operator.

INFORMATION OF VENDOR-2

Vendor-2 is a company incorporated in Singapore and is principally engaged in repair and maintenance of motor vehicles (including installation of parts and accessories) and retail sale of motor vehicles except motorcycles and scooters.

To the best of the Directors' knowledge, information and belief and after having made all reasonable enquiries, as at the date of this announcement, Vendor-2 is directly wholly-owned by Karsono Tirtamarta (Kwee Yoe Chiang).

To the best of the Directors' knowledge, information and belief and after having made all reasonable enquiries, as at the date of each of the Revised Vehicle Sales Agreements-V, Vendor-2 and its ultimate beneficial owner are Independent Third Parties.

REASONS FOR AND BENEFITS OF ENTERING INTO THE REVISED VEHICLE SALES AGREEMENTS-V

As disclosed above, the Group is principally engaged in, among others, offering short-term and long-term car rental services.

Based on the market feedback, Sport Utility Vehicle ("SUV") is generally a popular car option among the Group's customers, who are mainly expatriates from Europe and the United States of America. The Group therefore decided to change the car model of two of the vehicles under the Vehicle Sales Agreements-V in order to increase the number of SUVs in its existing rental fleet to enhance its competitiveness.

In addition, as disclosed in the Announcement, costs of car ownership in Singapore is high and consists of, among other things, various fees, duty, tax and COE price. In light of the recent significant increase of COE prices in Singapore, the Group has decided to closely monitor the market condition and bid for the COE for the remaining eight vehicles under the Vehicle Sales Agreements-V at a later time for better cost control.

The Directors consider that the terms of the Revised Vehicle Sales Agreements-V are on normal commercial terms, fair and reasonable, and the entering into of the Revised Vehicle Sales Agreements-V is in the interest of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

As disclosed in the Announcement, Vendor-2 and Vendor-3 are directly wholly-owned and indirectly wholly-owned by Karsono Tirtamarta (Kwee Yoe Chiang), respectively, the relevant transactions with Vendor-2 and Vendor-3 shall be aggregated as a series of transactions for the Company pursuant to Rule 19.23 of the GEM Listing Rules. Accordingly, the transactions contemplated under (i) the Vehicle Sales Agreements-I, the Vehicle Sales Agreements-II, the Vehicle Sales Agreements-IV with Vendor-2; (ii) the Revised Vehicle Sales Agreements-V with Vendor-2; and (iii) the Vehicle Sales Agreement-III and the Vehicle Sales Agreements-VI with Vendor-3 shall be aggregated as a series of transactions.

None of the applicable percentage ratios (as defined in the GEM Listing Rules) for the transactions contemplated under the Revised Vehicle Sales Agreements-V on a standalone basis exceeds 5%. However, as one or more of the applicable percentage ratios (as defined in the GEM Listing Rules) in relation to the transactions contemplated under the Revised Vehicle Sales Agreements-V when aggregated with Vehicle Sales Agreements-I, the Vehicle Sales Agreements-II, the Vehicle Sales Agreements-IV, the Vehicle Sales Agreement-III and the Vehicle Sales Agreements-VI, exceed 5% but are less than 25%, such transactions on an aggregated basis constitute discloseable transactions of the Company under Chapter 19 of the GEM Listing Rules and are subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

Save as disclosed above, all other information as set out in the Announcement remain unchanged and shall continue to be valid for all purposes. This supplemental announcement is supplemental to and should be read in conjunction with the Announcement.

By Order of the Board
Optima Automobile Group Holdings Limited
Hu Wu'an
Chairman and Executive Director

Hong Kong, 17 August 2022

As at the date of this announcement, the executive Directors are Mr. Ang Lay Keong (Hong Liqiang), Ms. Lim Li Ling (Lin Liling), Mr. Goh Duo Tzer (Wu Duoze), Ms. Nie Li, Ms. Lin Xiaojuan and Mr. Hu Wu'an; and the independent non-executive Directors are Mr. Chu Kin Ming, Mr. Chang Li-Chung, Ms. Yi Jing.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk> for at least 7 days from the date of its posting. This announcement will also be published on the Company's website at <http://www.ow.sg>.