



Powermers

Powermers Smart Industries, Inc.

Empowering Green Energy Commercial and Industrial Solutions

January 2024

Disclaimer

This presentation is for informational purposes only and has been prepared to assist interested parties in making their own evaluation with respect to the proposed business combination (the “Business Combination”) between OCA Acquisition Corp. (“OCA” or the “SPAC”), Powermrs Smart Industries, Inc. (“PSI” or the “Company”) and POWR Merger Sub, LLC (“Merger Sub”).

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Certain statements contained in this presentation that are not historical facts are forward-looking statements. Forward-looking statements are often accompanied by words such as “believe,” “may,” “will,” “estimate”, “continue”, “expect”, “intend”, “should”, “plan”, “forecast”, “potential”, “seek”, “future”, “look ahead”, “target”, “design”, “develop”, “aim” and similar expressions to predict or indicate future events or trends, although not all forward-looking statements contain these words. Forward-looking statements generally relate to future events or PSI's or OCA's future financial or operating performance, including possible or assumed future results of operations, business strategies, debt levels, competitive position, industry environment, potential growth opportunities, the effects of regulation, the satisfaction of closing conditions to the Business Combination and related transactions, the level of redemptions by OCA's public stockholders and the timing of the completion of the Business Combination, including the anticipated closing date of the Business Combination and the use of the cash proceeds therefrom. For example, statements regarding anticipated growth in the industry in which PSI operates and anticipated growth in demand for PSI's products, projections of PSI's future financial results, including future possible growth opportunities for PSI and other metrics are forward-looking statements. These forward-looking statements also include, but are not limited to, statements regarding the use of the Company's technology in pursuit of a carbon neutral future, the development and utilization of the Company's technologies in various sectors, licensing and other transactions with manufacturing partners and other third parties, estimates and forecasts of other financial and performance indicators and predictions of market opportunities. These statements are based on various assumptions (whether or not identified in this document) and the current expectations of PSI and OCA management, and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as and must not be relied on by any investor as a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and situations are difficult or impossible to predict and may differ from assumptions. Many actual events and situations are beyond the control of PSI and OCA.

The proposed business combination and the forward-looking statements are subject to a variety of risks, uncertainties and other factors, including (i) the occurrence of any event, change or other circumstances that could give rise to the termination of negotiations and any subsequent definitive agreements with respect to the Business Combination; (ii) the outcome of any legal proceedings that may be instituted against OCA, PSI or others following this announcement and any definitive agreements with respect thereto; (iii) the inability to complete the Business Combination due to the failure to obtain approval of the stockholders of OCA and of PSI, to obtain financing to complete the Business Combination, or to satisfy other conditions to closing; (iv) changes to the proposed structure of the Business Combination that may be required or appropriate as a result of applicable laws or regulations or as a condition to obtaining regulatory approval of the Business Combination; (v) the ability to meet stock exchange listing standards in connection with, or following the consummation of, the Business Combination; (vi) the risk that the announcement and consummation of the Business Combination disrupts current plans and operations of PSI; (vii) the ability to recognize the anticipated benefits of the Business Combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain key relationships and retain its management and key employees; (viii) costs related to the Business Combination; (ix) changes in applicable laws or regulations; (x) the inability to develop or monetize the Company's technologies in a timely or successful manner; (xi) the Company's ability to enter into licensing, manufacturing and other agreements with third parties on satisfactory terms; (xii) the changes in domestic and foreign business, market, financial, political, and legal conditions; (xiii) risks related to domestic and international political and macroeconomic uncertainty, including the conflicts between Russia and Ukraine and Israel and Hamas; (xiv) the amount of redemption requests made by OCA's public stockholders; (xv) risks related to the launch of the PSI business and the timing of expected business milestones; (xvi) the impact of competition on PSI future business; (xvii) regulatory, economic and market risks related to the conduct of PSI's business in China; and (xviii) other risks and uncertainties set forth in the section entitled “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” in OCA's final prospectus relating to its initial public offering, dated January 19, 2021, OCA's Annual Report on Form 10-K for the year ended December 31, 2022 and subsequent Quarterly Reports on Form 10-Q, in each case, under the heading “Risk Factors,” or in other documents to be filed by OCA and PSI with the SEC, including the proxy statement/prospectus. There may be additional risks that neither the Company nor OCA presently know or that the Company and OCA currently believe are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. If any of these risks become a reality, or if our assumptions prove to be incorrect, the actual results may differ materially from the results implied by these forward-looking statements. In addition, forward-looking statements reflect the expectations, plans, or forecasts of future events and opinions of PSI or OCA, as applicable, on the date of this presentation. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. PSI and OCA expect that subsequent events and developments will cause the assessments of PSI and OCA to change. Neither the Company nor OCA undertakes any duty to update or revise these forward-looking statements or to inform the viewer of any matters of which any of them becomes aware of which may affect any matter referred to in this press release. If OCA and PSI do update one or more forward looking statements, no inference should be drawn that OCA and PSI will make additional updates thereto or with respect to other forward-looking statements. These forward-looking statements should not be relied upon as representing the OCA's and PSI's assessments as of any date subsequent to the date of this filing. You should consult with their professional advisors to make their own determinations and should not rely on the forward-looking statements in this press release.

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This presentation contains financial projections and estimated financial information about PSI. This presentation also contains forward-looking information for PSI, OCA and the Business Combination, and is for illustrative purposes only and should not be regarded as an inevitable basis for future results. The assumptions and estimates are inherently uncertain and subject. Such forecasted financial information and projections constitute a variety of major business, economic, competition, and other risks and uncertainties. Please refer to the "Forward-Looking Statements" section above. Actual results may differ materially from the results expected from the financial forecast information and projections contained in this presentation.

Additional Information

In connection with the Business Combination, PSI intends to file registration statement on Form S-4 (as may be amended from time to time, the "Registration Statement"), which will include a preliminary proxy statement of OCA and a preliminary prospectus of PSI relating to the securities of PSI to be issued in connection with the Business Combination, with the SEC. After the Registration Statement is declared effective, OCA will mail a definitive proxy statement relating to the Business Combination and other relevant documents to its stockholders and warrant holders. The Registration Statement, including the proxy statement/prospectus contained therein, when declared effective by the SEC, will contain important information about the Business Combination and the other matters to be voted upon at a meeting of OCA's stockholders to be held to approve the Business Combination (and related matters). This communication is not a substitute for the Registration Statement, the definitive proxy statement/prospectus or any other document that OCA will send to its stockholders in connection with the Business Combination. This press release does not contain all the information that should be considered concerning the Business Combination and other matters and is not intended to provide the basis for any investment decision or any other decision in respect of such matters. OCA and PSI may also file other documents with the SEC regarding the Business Combination. Investors and security holders of OCA are advised to read, when available, the proxy statement/prospectus in connection with OCA's solicitation of proxies for its special meetings of stockholders and warrant holders to be held to approve the Business Combination (and related matters) and other documents filed in connection with the Business Combination, as these materials will contain important information about PSI, OCA and the Business Combination.

When available, the definitive proxy statement and other relevant materials for the Business Combination will be mailed to stockholders and warrant holders of OCA as of a record date to be established for voting on the Business Combination. OCA stockholders will also be able to obtain copies of the preliminary proxy statement/prospectus, the definitive proxy statement/prospectus and other documents filed or that will be filed with the SEC by OCA through the website maintained by the SEC at www.sec.gov, or by directing a request to OCA Acquisition Corp., 1345 Avenue of the Americas, 33rd Floor, New York, NY 10105 or by telephone at (212) 201-8533.

Participants in the Solicitation

OCA, PSI and their respective directors and officers may be deemed participants in the solicitation of proxies of stockholders and warrant holders of OCA in connection with the Business Combination. OCA security holders and other interested persons may obtain, without charge, more detailed information regarding the directors and officers of OCA. A description of their interests in OCA is contained in OCA's final prospectus related to its initial public offering, dated January 19, 2021, and in OCA's subsequent filings with the SEC. Information regarding the persons who may, under SEC rules, be deemed participants in the solicitation of proxies of OCA security holders in connection with the Business Combination and other matters to be voted upon at the special meetings of stockholders and warrant holders of OCA will be set forth in the Registration Statement for the Business Combination when available. Additional information regarding the interests of participants in the solicitation of proxies in connection with the Business Combination will be included in the Registration Statement that PSI intends to file with the SEC. You may obtain free copies of these documents as described in the preceding paragraph.

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Today's Presenters



Chris Thorne 

Powermers Smart Industries, Inc.,
**Chairman and
Chief Executive Officer**



Doug Brown 

Powermers Smart Industries, Inc.,
Vice Chairman



Joel Thomas 

Powermers Smart Industries, Inc.,
**Chief Financial Officer and
Executive Vice President**



OCA Acquisition Corporation (Nasdaq: OCAX) Overview

The OCAX team consists of dedicated management with deep principal investing and international transaction experiences, supplemented by Olympus Capital Asia's network of investment professionals

Backed by a Leading Private Equity Partner

- Olympus Capital Asia has 20+ years of investing history and has cumulatively deployed \$2.6B+ over 10 funds
- Deep presence and experience across the Asian landscape with local teams in China, India & Southeast Asia
- Partnership-based and cross-border value-add strategies

End-to-End Value Across the Business Lifecycle

- Experienced operating and investors with M&A, Accounting, Risk Management, Regulatory & Compliance, and ESG expertise
- Over 60 portfolio companies across Asia with focus on expansion-stage investment
- Strategic partnerships across the tech-enabled business sector

Broad Board Experience to Support SPAC Execution

✓ Asia Pacific Experience

✓ Pipeline Development

✓ Leadership Evaluation

✓ Operations

✓ Strategy Evaluation

230
Combined Years of Experience

✓ Transaction Experience

✓ Compensation Committee

✓ Audit Committee

✓ Public Company Experience

**OCA Acquisition Corp.**

**David Shen**
Chief Executive Officer

- 25+ years of private equity experience, including U.S./Asia cross-border transactions

**William E. Simon & Sons**

**Ryan Bright**
Senior Advisor

- 20+ years of senior advisory experience in the financial service industry



**Jeffrey Glat**
Chief Financial Officer

- 30+ years of accounting and financial services experience



Powermers Smart Industries, Inc. (“PSI”) Mission

PSI aims to transform the global landscape of commercial transportation and industrial equipment by creating a unique ecosystem that we expect will accelerate the world's shift to green-powered solutions, aligning purpose with profit. Our vision is a world where sustainable transportation and industrial equipment are the norm, empowering conscious choices for a healthier planet.

Greenhouse Gases (“GHG”) are a **global problem** and **commercial transportation accounts for approximately 60% of GHG emissions** from the transportation sector



PSI Provides a Comprehensive Suite of Offerings as a Solutions Integrator

✓ Investing in partnerships with leading companies delivering a wide range of offerings

✓ Providing a centralized marketplace to exhibit and sell

✓ Enabling technologies to fully realize value of green energy power solutions

Section 1.

Company Overview



Powermers

Overview of Powermers Smart Industries, Inc. (“PSI”)

Strong and comprehensive technical expertise in commercial and industrial equipment and services

Selected Vehicles⁽¹⁾



Company Overview

- Solutions integrator across the entire value chain
- Utilizing capital and capacity gained through acquisitions and industry partnerships
- Full range of green equipment technology solutions and services for smart commercial vehicles

Business Offerings

Equipment
Spearheading the transition to green energy

Logistics Data Services
Software solutions for logistics optimization

Financial Services
Supply chain finance, settlement services, and asset securitization

Energy Solutions
Energy as a service (e.g., battery-swapping, hydrogen fuel-cell replenishment)

Marketplace
Showroom integration that offers unique purchase experience

Carbon Credits
Measurement, Reporting, and Verification ("MRV")

By the Numbers

~\$1.4B Indicative Equipment Orders through 2024	~\$0.7B Software Solutions and Other Service Revenue through 2024	49 Patents/Usage IP Rights
~48K Production Capacity (Units) for 2024	20+ World-Class Strategic Partners	3.5%⁽²⁾ FY 2024E EBITDA Margin

⁽¹⁾ Pictures shown are illustrative and not actual vehicles in use
⁽²⁾ Please see appendix for a reconciliation of non-GAAP measures

Investment Highlights

PSI represents an opportunity to invest across commercial equipment sectors within the green energy ecosystem via a single company



We believe we have created a series of **value-added** solutions with potential to transform the **green energy** and **carbon credit** sectors



Large and Growing Fulfillment Capacity due to partnerships with leading manufacturers of green energy commercial vehicles and other equipment leads to shorter R&D cycles and reduces capital requirements



Multiple Growth Drivers include equipment sales, fees from enabling solutions, and fees from centralized marketplace, as a foundation for a total green energy ecosystem



Strong Demand with \$2.1B of Expected Total Revenue consisting of \$1.4B in equipment sales and \$0.7B in software services and other revenue in FY 2024

Green Energy Ecosystem

Equipment

1

- Working with leading OEMs, PSI offers a diverse portfolio of customizable commercial equipment products, which include heavy trucks, vendor trucks, mining trucks, and more

Energy Solutions

2

- Providing a suite of green energy solutions for commercial equipment, including lithium batteries, liquid hydrogen, hydrogen fuel cells, and methanol range extenders

Logistics Data Services

3

- Developing cutting-edge data services such as logistics optimization for fleet operators and drivers

Marketplace

4

- Building a one-stop platform to connect fleet operators with suppliers of various products & services

Financial Services

5

- Offering comprehensive financial services pertaining to logistics and supply chain, which include payment and settlement, finance/leasing matchmaking, and digital asset securitization services

Carbon Credits

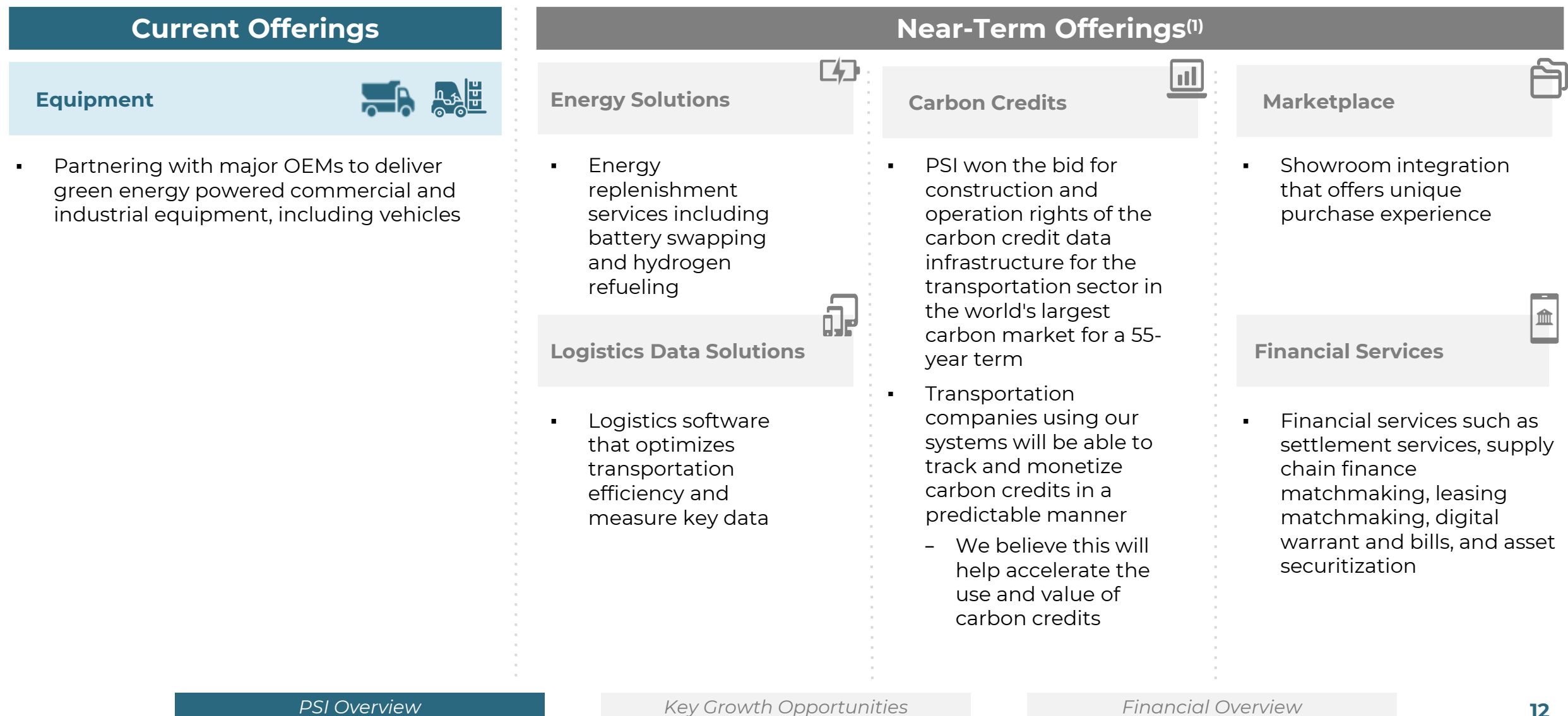
6

- Providing solutions for the MRV of commercial transportation-related carbon credit data



PSI Solutions Will Evolve Over Time

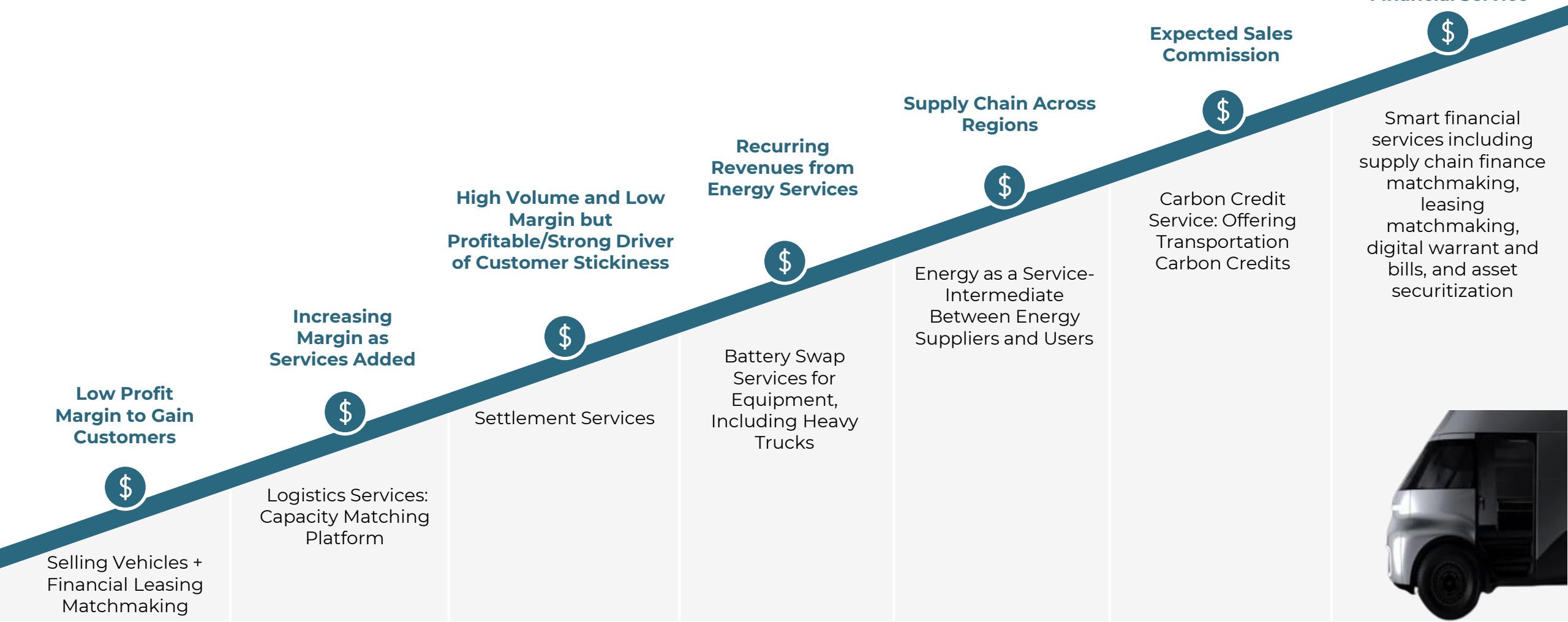
PSI currently provides equipment and financing solutions with new offerings in advanced stages



⁽¹⁾ Within the next 24 months

PSI Green Revenue Value Chain


PSI plans to drive customers up the value chain by providing additional products and services



PSI is Working to Become a Leader in Green Energy Equipment

PSI can integrate various power systems into vehicles according to customer requirements


1



Heavy Trucks

Compatible with various application scenarios and customizable energy solutions, such as battery swapping


2



Light Trucks


Green energy solutions in the fastest growing segment of commercial trucks

3



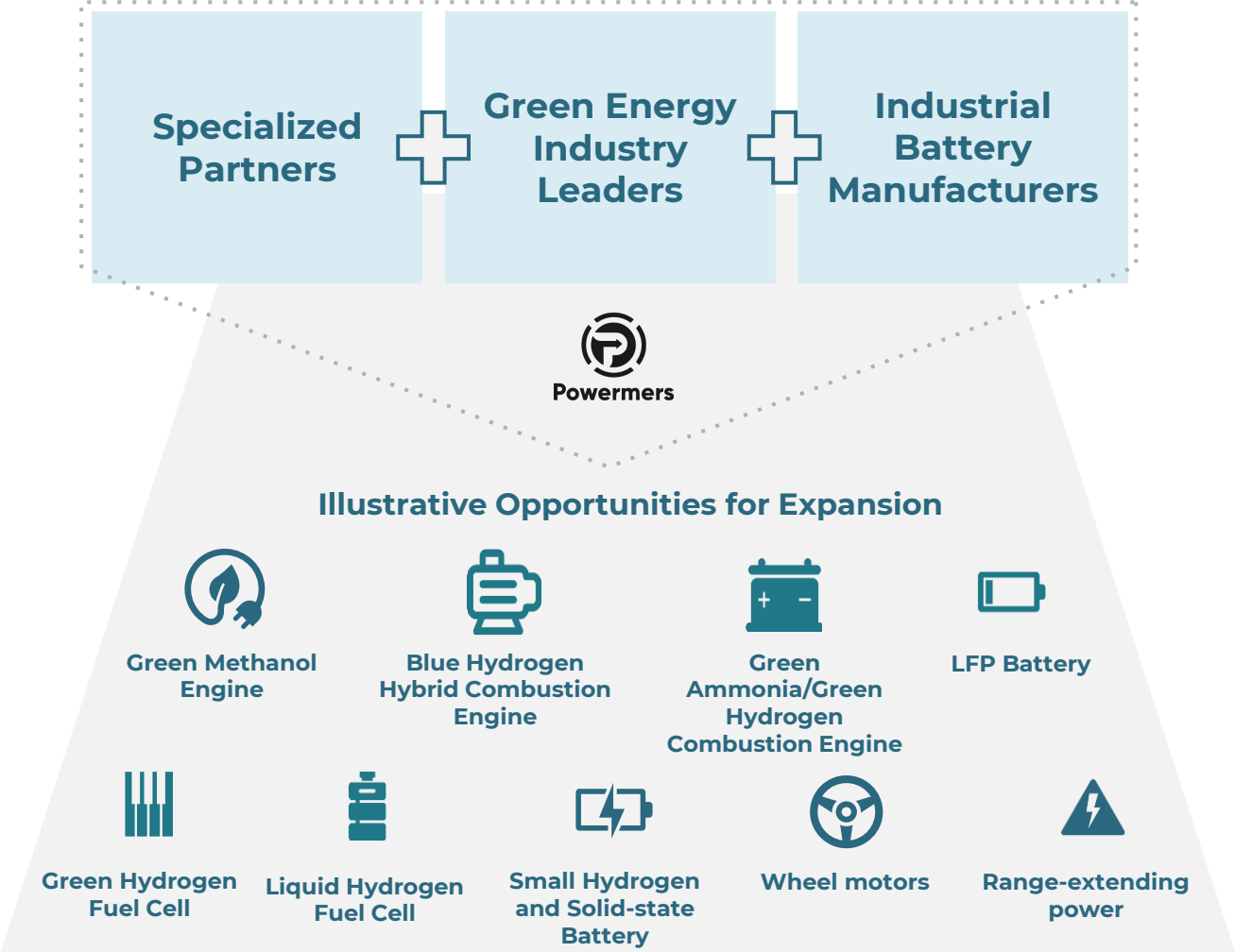
Materials Handling Equipment

Green energy forklifts for multiple application scenarios



Other

Agricultural machinery, buses, marine, aviation



① Trucks: Industry Innovators' Select Product Line

Capabilities for a wide range of solutions across a variety of OEMs, product types and energy systems



Example Types	Sand Tipper Mining Dump Trucks (31-55 Ton)	Mining Haul Trucks (40-130 Ton)	Heavy-Duty Trucks (31-49 Ton)	Buses	Double-Trailer Longer Combination Vehicle Trucks	Micro/Light Trucks (1.5-12 Ton)
Energy Systems	<ul style="list-style-type: none"> Hydrogen fuel cell Supercapacitor Methanol range extender 	<ul style="list-style-type: none"> Lithium battery swapping Hydrogen fuel cell Methanol range extender 	<ul style="list-style-type: none"> Lithium battery swapping Hydrogen fuel cell Methanol range extender 	<ul style="list-style-type: none"> Lithium battery swapping Hydrogen fuel cell 	<ul style="list-style-type: none"> Lithium battery swapping Methanol range extender Diesel 	<ul style="list-style-type: none"> Lithium battery swapping Lithium battery recharging
Notes	<ul style="list-style-type: none"> No consumables – simple engineering 	<ul style="list-style-type: none"> Wide-body trucks 	<ul style="list-style-type: none"> Stainless steel frames and aluminum alloy and composite materials bodies 		<ul style="list-style-type: none"> Provides enabling technology Intermodal container specialized vehicle X5 type intermodal specialized vehicle 	

② Light Trucks: Burgeoning Sector of Demand

Aspiring to establish a leadership position in the fast-growing green energy light truck market

Rapid Growth of Global Light Duty Vehicle Fleet⁽¹⁾

- Electric light commercial vehicle sales worldwide **nearly doubled in 2022** relative to 2021 and the increase in the **share of electric light commercial vehicles outpaced that of electric passenger cars**
- The demand for light and micro trucks in the township and rural markets has **significant room for growth**
- PSI will be providing **vehicles, supply chain services, and maintenance solutions** in cities, townships and villages

Diversified Use Cases

- Light commercial vehicles have a broad range of applications and can be adopted for multiple use cases
- PSI will be creating programs such as **“Supply Stations”** and **“Health Stations”**

Supply Stations



Mobile vending and catering services.

Health Stations



Mobile sales of health and sports-related products and services.

PSI has received indicative demand of 1M+ vehicles

3 Forklifts: Unique Access to Lithium Battery and Hydrogen-Powered Solutions

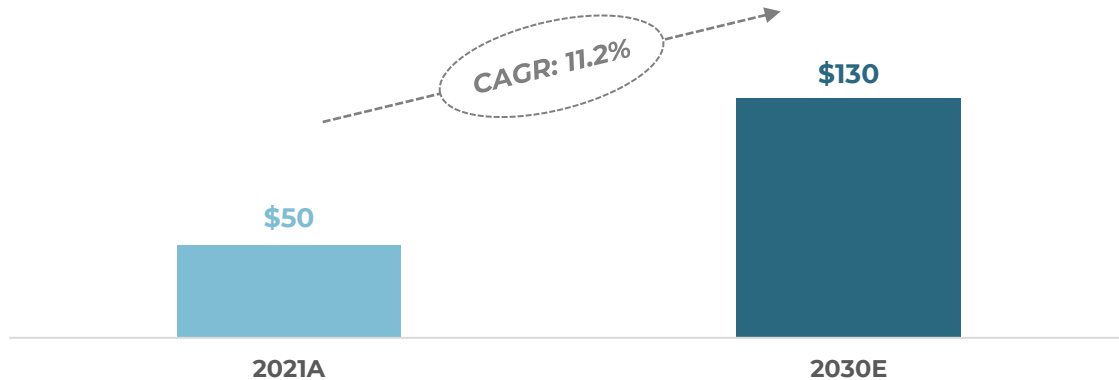
Collaborating with industry partners to produce green energy forklifts for multiple applications

Market Overview⁽¹⁾

- Forklifts are used in a wide variety of industries including automotive, aerospace, transportation, retail, manufacturing and construction
- Addressable market for forklifts and other materials handling equipment is large and growing

Electric Lift Truck Market Growth⁽¹⁾

\$USD in Billions



PSI's Green Energy Forklifts⁽²⁾

PSI plans to provide materials handling equipment with various power systems to address unmet customer demand



- Green energy forklifts allow operations managers to reduce emissions in their facilities
- Electric forklifts are quiet, and a quieter environment leads to greater workplace safety
- With fewer mechanical components, electric forklifts require less maintenance and are easier to maintain

Section 2.

Key Growth Opportunities



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Case Study – Energy-as-a-Service

Green Energy Solutions

Hydrogen Fuel Cell

Electric

Hydrogen/Methanol Internal
Combustion Engines

Green Ammonia

Battery Swapping



PSI Overview



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- ✓ World Class Partners
- ✓ Proven Advantages
- ✓ Ecosystem

Key Growth Opportunities

Hydrogen Refueling and Storage



Financial Overview

Case Study – Solutions Integrator

Partner A

Manufacturing Partner

- Large and experienced truck manufacturing enterprise
- Meeting the needs of heavy-duty short-haul transportation
- Sold to more than 100 countries and regions in Africa, Latin America, Southeast Asia, Central Asia, and the Middle East

PSI



Powermers

Solutions Integrator

- Building an ecosystem for bringing added value to OEMs technology providers and customers
- Integrating parties, patents, design, and capabilities into a novel and cohesive solution for commercial vehicles, resulting in reduced total costs and carbon emissions
- Reducing transportation costs and carbon footprint



Partner B

Technology Partner

- Technology partner offering various products and services to meet the needs of the 21st century
- Has 6 patents to help logistics customers significantly reduce freight costs

PSI Overview

Key Growth Opportunities

Financial Overview

Note: Pictures shown are illustrative and not actual vehicles in use

Section 3.

Financial Overview



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Indicative Orders Lead to Revenue Visibility

\$USD

Current
Production Capacity

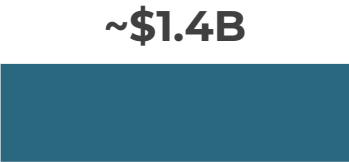
~135K
Units



PSI Overview

Indicative Equipment Orders
(FY 2024E)

~48K
Units



Key Growth Opportunities

Total Indicative 10-Year Demand
From Current Customers

~2.72M
Units

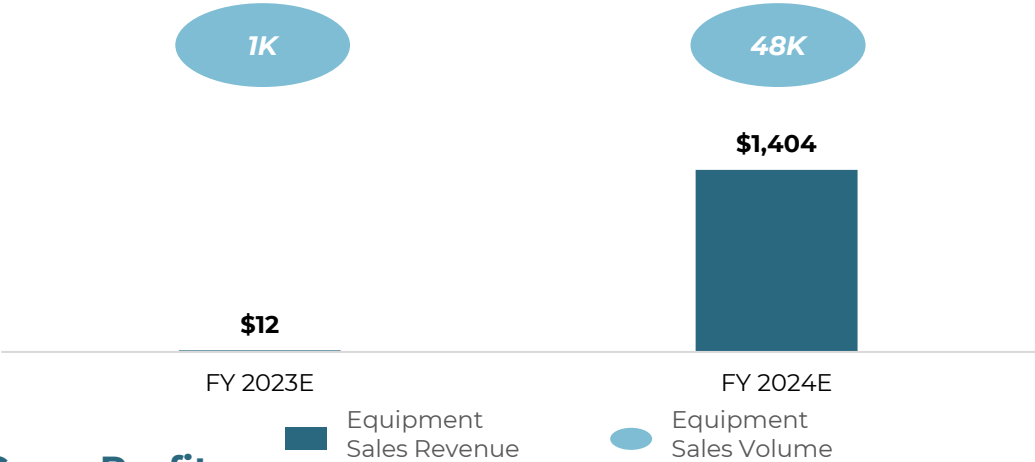


Financial Overview

Projected Financials

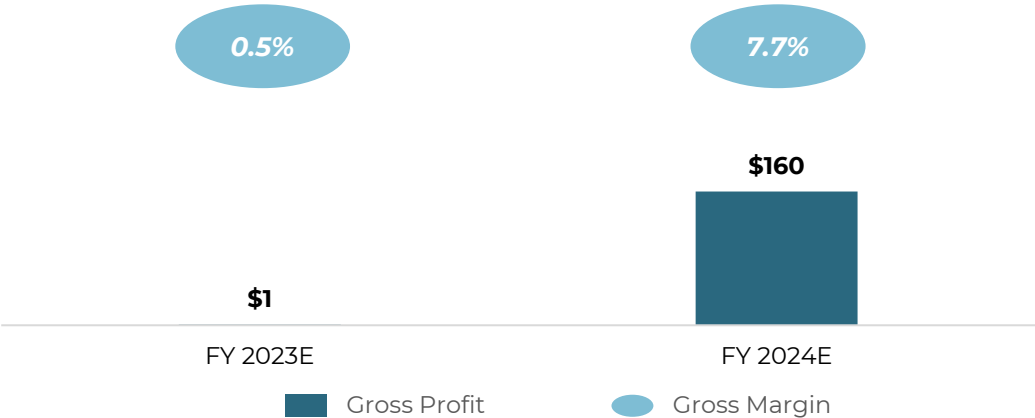
Revenue from Equipment Sales

\$USD in Millions; Units in Thousands



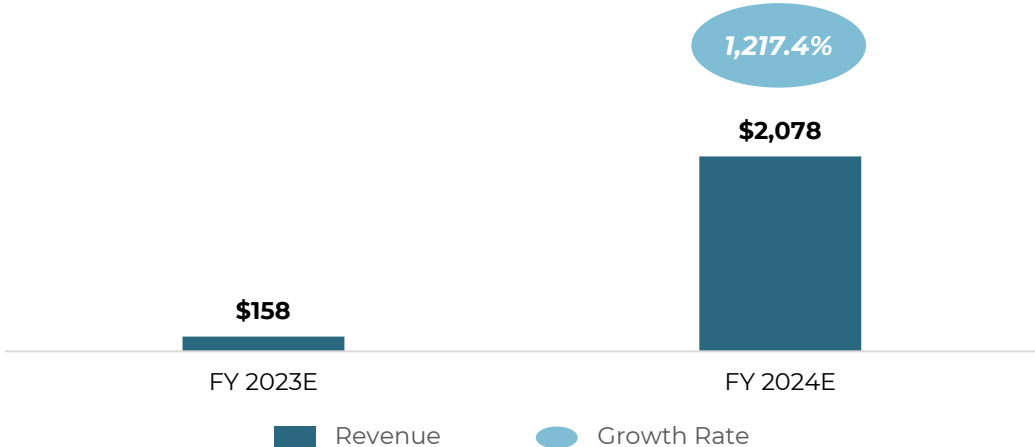
Gross Profit

\$USD In Millions



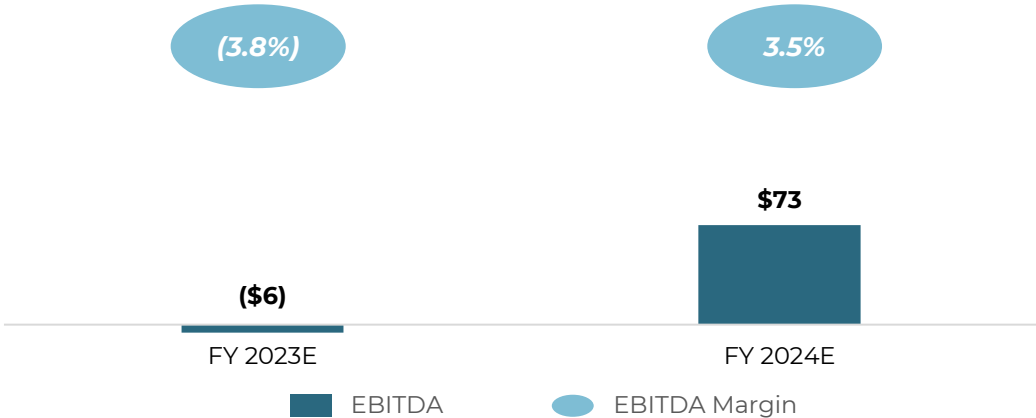
Total Revenue

\$USD In Millions



EBITDA⁽¹⁾

\$USD In Millions



Financial Summary

	FY 2023E	FY 2024E
\$USD in Millions		
Equipment Sales Revenue	\$11.9	\$1,404.4
<i>Growth %</i>	-	11,712.9%
Cost of Sales	(11.3)	(1,261.2)
Equipment Sales Gross Profit	0.6	143.2
<i>Margin %</i>	4.8%	10.2%
Software Solutions and Other Service Revenue	\$145.8	\$673.4
<i>Growth %</i>	-	361.8%
Direct Costs	(145.7)	(656.3)
Software Solutions and Other Service Gross Profit	0.1	17.1
<i>Margin %</i>	0.1%	2.5%
Total Gross Profit	0.7	160.3
Selling Expenses	(0.0)	(33.7)
Research and Development Expenses	(0.0)	(36.5)
Administrative and Other Operating Expenses	(9.2)	(17.1)
Other investment income	2.6	0.0
Total EBITDA	(\$6.0)	\$73.1
<i>Margin %</i>	(3.8%)	3.5%
Depreciation & Amortization	(0.1)	(2.6)
Interest Expense	(0.0)	(6.8)
Income before Taxes	(\$6.1)	\$63.7
Tax (Expense) / Benefit	2.2	(15.9)
Net Income (Loss)	(\$4.0)	\$47.8

Estimated 2024 Results



~\$2.1B
Revenue



~\$1.4B

Indicative Equipment Orders



3.5%⁽¹⁾

EBITDA Margin

PSI Overview

Key Growth Opportunities

Financial Overview

Transaction Summary of Proposed Business Combination

Transaction Highlights

Deal Structure

- Existing PSI stockholders will roll 100% of their equity and are expected to have a pro forma equity ownership of 96.2% at the closing of the business combination
- All charts and tables are shown excluding impact of both public and private warrants

Valuation

- Assumes an implied PSI pre-money market capitalization of \$2.0B
- Approximately \$2.1B pro forma equity value to market excluding the impact of any Non-Controlling Interest (NCI)

Financing

- Transaction expected to provide gross proceeds of up to approximately \$42M before impact of any additional private or public financings. This includes:
 - \$32M SPAC cash in trust assuming no further redemptions from trust
 - \$10M committed investment from the OCAX sponsor and an Antara entity with a majority economic, non-voting interest in the OCAX sponsor
 - \$8M into PSI from the Antara entity pursuant to convertible promissory notes prior to the closing of the business combination
 - The OCAX Sponsor committed to make an additional PIPE investment of \$2M concurrently with the closing of the business combination

Pro Forma Valuation

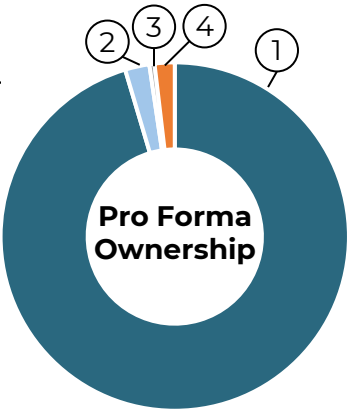
PF Shares Outstanding (M)	208.0
Share Price (\$)	\$10.00
PF Equity Value (\$M)	\$2,080
(+) Existing Debt (\$M)	\$21.2
(-) PF Cash (\$M)	(\$34.5)
PF Enterprise Value (\$M)	\$2,067

Sources & Uses

Sources	(\$M)	Uses	(\$M)
PSI Rollover Equity	\$2,000	Equity to PSI	\$2,000
Cash in Trust	32	Cash to Balance Sheet	34
Sponsor/Antara Investment	10	Estimated Transaction Expenses	8
Total	\$2,042	Total	\$2,042

Pro Forma Ownership

	Shares (M)	% Own.
① PSI Rollover Equity	200.0	96.2%
② Existing Sponsor Ownership	3.7	1.8%
③ Sponsor & Antara Investment	1.0	0.5%
④ OCAX Public Stockholders	3.0	1.6%





- ▶ We believe we have created a series of **value-added** solutions with potential to transform the **green energy** and **carbon credit** sectors



- ▶ **Large and Growing Fulfillment Capacity** due to partnerships with leading manufacturers of green energy commercial vehicles and other equipment leads to shorter R&D cycles and reduces capital requirements



- ▶ **Multiple Growth Drivers** include equipment sales, fees from enabling solutions, and fees from centralized marketplace, as a foundation for a total green energy ecosystem



- ▶ **Strong Demand with \$2.1B of Expected Total Revenue** consisting of \$1.4B in equipment sales and \$0.7B in software services and other revenue in FY 2024

Thank you!



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Appendix



Powermers

Reconciliation of Non-GAAP Metrics

Reconciliation of Net Income (Loss) to Adjusted EBITDA		
	FY 2023E	FY 2024E
\$USD in Millions		
Net Income (Loss)	(\$4.0)	\$47.8
(+) Tax Provision / (Benefit)	(2.2)	15.9
(+) Interest Expense	0.0	6.8
(+) Depreciation & Amortization	0.1	2.6
Adjusted EBITDA	(\$6.0)	\$73.1