

VOLUNTARY CONDITIONAL CASH OFFER

by



DBS BANK LTD.

(Company Registration No.: 196800306E)
(Incorporated in the Republic of Singapore)

for and on behalf of

OROGREEN INVESTMENT PTE. LTD.

(Company Registration No.: 202021576H)
(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of

SK JEWELLERY GROUP LIMITED

(Company Registration No.: 201214694Z)
(Incorporated in the Republic of Singapore)

OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS, LOSS OF FREE FLOAT AND COMPULSORY ACQUISITION

1. INTRODUCTION

DBS Bank Ltd. ("**DBS**") refers to the offer document dated 18 September 2020 (the "**Offer Document**") in relation to the voluntary conditional cash offer (the "**Offer**") by DBS, for and on behalf of OroGreen Investment Pte. Ltd. (the "**Offeror**"), to acquire all the issued and paid-up ordinary shares (the "**Shares**") in the capital of SK Jewellery Group Limited (the "**Company**") in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the "**Code**").

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

2. OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS

2.1 Level of Acceptances

Pursuant to Rule 28.1 of the Code, DBS wishes to announce, for and on behalf of the Offeror, that (a) as at 5.30 p.m. (Singapore time) in respect of physical acceptances, and (b) 9.00 p.m. (Singapore time) in respect of electronic acceptances, on 25 September 2020 (the "**Unconditional Date**"), the Offeror has received, pursuant to the Offer, valid acceptances in respect of 525,381,550 Shares, representing approximately 93.40% of the total number of issued Shares¹.

¹ Unless otherwise stated, references in this Announcement to the total number of issued Shares are based on 562,500,000 Shares in issue (based on a search conducted at the Accounting and Corporate Regulatory Authority of Singapore on 25 September 2020). As at the date of this Announcement, the Company does not hold any Shares in treasury.

Based on information available to the Offeror, the above-mentioned acceptances include 508,037,400 Shares, representing approximately 90.32% of the total number of issued Shares, tendered by the Undertaking Shareholders, pursuant to their respective Irrevocable Undertakings.

2.2 Shares held before the Offer and acquired or agreed to be acquired during the Offer Period

The breakdown of the number of Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties (a) as at 2 September 2020 (being the Offer Announcement Date), (b) during the Offer Period, and (c) as at (i) 5.30 p.m. (Singapore time) in respect of physical acceptances, and (ii) 9.00 p.m. (Singapore time) in respect of electronic acceptances, on 25 September 2020 is as follows:

	Number of Shares	Approximate percentage of the total Shares (%) ²
Shares owned, controlled or agreed to be acquired as at the Offer Announcement Date by:		
(i) Offeror	-	-
(ii) Concert Parties	467,148,800	83.05
Shares acquired or agreed to be acquired between the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 25 September 2020 (other than pursuant to valid acceptances of the Offer) by:		
(i) Offeror	-	-
(ii) Concert Parties	-	-
Valid acceptances of the Offer as at (a) 5.30 p.m. (Singapore time) in respect of physical acceptances, and (b) 9.00 p.m. (Singapore time) in respect of electronic acceptances, on 25 September 2020 received from ³ :		
(i) Shareholders (other than Concert Parties)	47,161,150	8.38
(ii) Concert Parties ⁴	478,220,400	85.02

² Rounded to the nearest two (2) decimal places.

³ These figures include acceptances received from the Undertaking Shareholders pursuant to the Irrevocable Undertakings, amounting in aggregate to 508,037,400 Shares, representing approximately 90.32% of the total number of issued Shares.

⁴ Based on information available to the Offeror as at (a) 5.30 p.m. (Singapore time) in respect of physical acceptances, and (b) 9.00 p.m. (Singapore time) in respect of electronic acceptances, on 25 September 2020.

Shares owned, controlled or agreed to be acquired by <u>the Offeror</u> (including valid acceptances of the Offer) as at (a) 5.30 p.m. (Singapore time) in respect of physical acceptances, and (b) 9.00 p.m. (Singapore time) in respect of electronic acceptances, on 25 September 2020	525,381,550	93.40
Shares owned, controlled or agreed to be acquired by <u>the Offeror and its Concert Parties</u> (including valid acceptances of the Offer) as at (a) 5.30 p.m. (Singapore time) in respect of physical acceptances, and (b) 9.00 p.m. (Singapore time) in respect of electronic acceptances, on 25 September 2020	526,181,450	93.54

2.3 Minimum Acceptance Condition Satisfied

Based on the aforesaid, DBS wishes to announce, for and on behalf of the Offeror, that as at the Unconditional Date, the Offeror has received valid acceptances of the Offer (which have not been withdrawn) in respect of an aggregate of 525,381,550 Shares which, when taken together with the Shares owned, controlled, acquired or agreed to be acquired by the Offeror and the Concert Parties before and during the Offer but otherwise than through acceptances of the Offer, will result in the Offeror and the Concert Parties holding not less than 90% of the total number of issued Shares (excluding Shares held in treasury).

Accordingly, DBS wishes to announce, for and on behalf of the Offeror, that the Minimum Acceptance Condition of the Offer (as set out in Section 2.5 of the Offer Document) has been satisfied and the Offer has therefore become and is hereby declared unconditional in all respects on the Unconditional Date.

3. LOSS OF FREE FLOAT AND TRADING SUSPENSION

Under Rule 1104 of the Catalist Rules, as the Offeror has received valid acceptances pursuant to the Offer that bring the holdings owned by it and its Concert Parties to above 90% of the total number of issued Shares (excluding any Shares held in treasury), the SGX-ST may suspend the trading of the Shares on the SGX-ST until such time it is satisfied that at least 10% of the total number of issued Shares (excluding any Shares held in treasury) are held by at least 200 Shareholders who are members of the public. Under Rule 1303(1) of the Catalist Rules, if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued Shares (excluding any Shares held in treasury), thus causing the percentage of the total number of issued Shares (excluding any Shares held in treasury) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.

In addition, under Rule 724(1) of the Catalist Rules, if the percentage of the total number of issued Shares (excluding any Shares held in treasury) held in public hands falls below 10%,

the Company must, as soon as practicable, notify its sponsor of that fact and announce that fact and the SGX-ST may suspend trading of all the Shares. Rule 724(2) of the Catalist Rules states that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares (excluding any Shares held in treasury) in public hands to at least 10%, failing which the Company may be delisted from the SGX-ST.

As stated in the Offer Document, the Offeror intends to privatise the Company and does not intend to preserve the listing status of the Company. In the event that the trading of Shares on the SGX-ST is suspended pursuant to Rule 724, Rule 1104 or Rule 1303(1) of the Catalist Rules, the Offeror has no intention to undertake or support any action for any such trading suspension by the SGX-ST to be lifted.

4. CLOSING DATE

As stated in the Offeror Document and as announced by DBS, for and on behalf of the Offeror, on 18 September 2020 (the “**Shut-Off Notice**”), the Offer will remain open for acceptances until **5.30 p.m. (Singapore time) on 16 October 2020 (the “Closing Date”)**.

As stated in the Shut-Off Notice, the Offeror does not intend to extend the Offer beyond 5.30 p.m. (Singapore time) on the Closing Date and had given notice pursuant to Rule 22.6 of the Code that the Offer will not be open for acceptances beyond 5.30 p.m. (Singapore time) on the Closing Date.

Accordingly, notwithstanding that the Offer has become and been declared unconditional in all respects on the Unconditional Date, there will NOT be any further extension of the Closing Date pursuant to Rule 22.6 of the Code and Shareholders who do not accept the Offer by the Closing Date will not be able to do so after the Closing Date. Acceptances of the Offer received after 5.30 p.m. (Singapore time) on the Closing Date will be rejected.

5. PROCEDURES FOR ACCEPTANCE AND SETTLEMENT

5.1 Shareholders who have accepted the Offer. In relation to Shareholders who have validly accepted the Offer on or prior to the Unconditional Date, the total Offer Price for the Offer Shares validly tendered in acceptance of the Offer will be despatched to such Shareholders⁵ within seven (7) Business Days after the Unconditional Date.

5.2 Shareholders who have not accepted the Offer. Shareholders who wish to accept the Offer but who have not done so may do so by following the procedures for acceptance as set out in Appendix 2 to the Offer Document and in the relevant Acceptance Forms. Shareholders who wish to accept the Offer may do so by completing, signing and returning the FAA and/or the FAT (as the case may be) before the Closing Date.

Acceptances of the Offer must be received no later than 5.30 p.m. (Singapore time) on the Closing Date.

In relation to Shareholders who validly accept the Offer after the Unconditional Date (but

⁵ In the case of Shareholders who are depositors with the CDP, by ordinary post at the risk of such Shareholders or in such other manner as they may have agreed with CDP for payment of any cash distribution, and in the case of Shareholders holding share certificate(s) which are not deposited with CDP, by ordinary post at the risk of such Shareholders to them or their designated agents, as they may direct.

on or before 5.30 p.m. (Singapore time) on the Closing Date), the total Offer Price for the Offer Shares validly tendered in acceptance of the Offer will be despatched to such Shareholders within seven (7) Business Days after the Offeror's receipt of such valid acceptances.

- 5.3 **SRS Investors.** SRS Investors who wish to accept the Offer but who have not done so should contact their respective SRS Agent Banks as to the deadline by which such SRS Agent Banks would need to receive instructions in order to accept the Offer prior to the Closing Date.

SRS Investors who validly accept the Offer will receive the Offer Price payable in respect of their Offer Shares validly tendered in acceptance of the Offer in their SRS investment accounts within seven (7) Business Days after the Offeror's receipt of such valid acceptances.

If Shareholders are in any doubt about the Offer and/or the course of action they should take, they should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

6. RIGHT OF COMPULSORY ACQUISITION AND LISTING STATUS

6.1 Compulsory Acquisition by the Offeror under Section 215(1) of the Companies Act

As the Offeror has received valid acceptances pursuant to the Offer in respect of not less than 90% of the total number of issued Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding any Shares held in treasury), **the Offeror is entitled to, and intends to, exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer (the "Dissenting Shareholders")**, at a price equal to the Offer Price of S\$0.15 (in cash) for each Offer Share. The Offeror will, in due course, despatch to the Dissenting Shareholders the relevant documentation together with the prescribed notice under the Companies Act in relation to the exercise of its right of compulsory acquisition.

Subsequent to such compulsory acquisition, the Offeror will proceed to delist the Company from the SGX-ST.

Dissenting Shareholders should note that the Offer remains open for acceptance until the Closing Date as stated in paragraph 4 above and the Offer therefore remains as an opportunity for Shareholders to realise their Shares at the Offer Price as soon as practicable.

6.2 Dissenting Shareholders' rights under Section 215(3) of the Companies Act

As the Offeror has received valid acceptances pursuant to the Offer which, together with the Shares held by the Offeror, its related corporation or their respective nominees, comprise 90% or more of the total number of issued Shares (excluding Shares held in treasury), the Dissenting Shareholders will have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares at the Offer Price of S\$0.15 (in cash) for each Offer Share.

As the Offeror will be proceeding to compulsorily acquire the Shares of the Dissenting Shareholders, the Dissenting Shareholders need not take any action in relation to their right under Section 215(3) of the Companies Act. The Dissenting Shareholders who wish to exercise such right or who are in any doubt as to their position are advised to seek

their own independent legal advice.

7. INDEPENDENT ADVICE

DBS is acting for and on behalf of the Offeror in connection with the Offer and does not purport to advise the Shareholders or any other person, and has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any individual Shareholder. The views of the Independent Directors and the independent financial adviser to the Independent Directors on the Offer will be made available by the Company to Shareholders within 14 days of the Despatch Date of the Offer Document. Shareholders may wish to consider their advice before taking any action in relation to the Offer.

8. 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 that no material facts have been omitted from this Announcement, 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
DBS Bank Ltd.

For and on behalf of
OroGreen Investment Pte. Ltd.
26 September 2020

Any enquiries relating to this Announcement or the Offer should be directed during office hours to the following:

DBS Bank Ltd.
Strategic Advisory
Tel: (65) 6878 3913

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 DBS

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.