



CHALLENGER TECHNOLOGIES LIMITED

(Company Registration Number: 198400182K)

(Incorporated in the Republic of Singapore)

VOLUNTARY UNCONDITIONAL CASH OFFER BY UNITED OVERSEAS BANK LIMITED FOR AND ON BEHALF OF DIGITECH HOLDING LIMITED

REVISION OF OFFER CONSIDERATION AND NO FURTHER PRICE INCREASE

1. INTRODUCTION

The board of directors (the **"Board"**) of Challenger Technologies Limited (the **"Company"**) wishes to refer shareholders of the Company (the **"Shareholders"**) to:

- (a) the announcement dated 30 May 2023 (the **"Offer Announcement"**) issued by United Overseas Bank Limited (**"UOB"**), for and on behalf of DigiTech Holding Limited (the **"Offeror"**), in relation to the voluntary unconditional cash offer (the **"Offer"**) in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers, for all the issued and paid-up ordinary shares (the **"Shares"**) in the capital of the Company, other than those Shares held, directly or indirectly, by the Offeror as at the date of the Offer (the **"Offer Shares"**);
- (b) the announcement dated 30 May 2023 (the **"Company Announcement"**) issued by the Company informing shareholders of the Company of the Offer (the **"Company Announcement"**); and
- (c) the announcement dated 6 June 2023 (the **"Offer Revision Announcement"**) issued by UOB, for and on behalf of the Offeror, in relation to the revision of terms of the Offer,

collectively, the **"Previous Announcements"**.

Copies of the Previous Announcements are available on the website of the Singapore Exchange Securities Trading Limited (the **"SGX-ST"**) at www.sgx.com. Unless otherwise defined, all capitalised terms not defined herein shall have the same meanings ascribed to them in the relevant Previous Announcements.

2. REVISION OF OFFER

The Board wishes to inform Shareholders that pursuant to the Offer Revision Announcement, the Offer will be revised in the manner described in the Offer Revision Announcement. A copy of the Offer Revision Announcement is attached as the Appendix to this announcement and is available on the website of the SGX-ST at www.sgx.com. **Shareholders are advised to read the Offer Announcement and the Offer Revision Announcement carefully.**

The Offer Revision Announcement states, *inter alia*, the following:

“2. REVISION OF OFFER CONSIDERATION

UOB wishes to announce, for and on behalf of the Offeror, that the Offeror is revising the Offer Consideration as follows:

For each Offer Share: S\$0.60 in cash (the "Final Offer Consideration").

UOB wishes to announce, for and on behalf of the Offeror, that the Offeror does not intend to revise the Final Offer Consideration.

Save as disclosed in this Announcement, all the other terms and conditions of the Offer as set out in the Offer Announcement remain unchanged.

5. OFFER DOCUMENT

The Offer Document setting out the terms and conditions of the revised Offer (including the Final Offer Consideration) and enclosing the relevant form(s) of acceptance (the "**Acceptance Forms**") will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the Offer Announcement Date. The Offer will remain open for acceptances for a period of at least 28 days from the date of despatch of the Offer Document.

In the meantime, Shareholders are advised to exercise caution and seek appropriate independent professional advice when dealing in the Shares.

8. CONFIRMATION OF FINANCIAL RESOURCES

UOB, as the financial adviser to the Offeror in connection with the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer by the holders of the Offer Shares on the basis of the Final Offer Consideration, excluding the Set-Off Amounts."

3. INDEPENDENT FINANCIAL ADVISER AND OFFEREE CIRCULAR

As stated in the Company Announcement, the Recommending Directors (as defined below) will be appointing an independent financial adviser (the "**IFA**") to advise the directors of the Company who are considered independent for the purposes of the Offer (the "**Recommending Directors**") in respect of the Offer. An announcement relating to the same will be made by the Company in due course.

A circular containing, *inter alia*, the advice of the IFA and the recommendation of the Recommending Directors in respect of the Offer (the "**Offeree Circular**") will be sent to Shareholders within 14 days from the date of the issue of the Offer Document to be issued by UOB, for and on behalf of the Offeror, in connection with the Offer.

In the meantime, Shareholders are advised to exercise caution when dealing in their Shares or otherwise refrain from taking any action in relation to their Shares, which may be prejudicial to their interests until they or their advisers have considered the information and the recommendations of the Recommending Directors as well as the advice of the IFA which will be set out in the Offeree Circular to be issued by the Company in due course. The Company will release further announcements at the appropriate junctures.

Shareholders 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

The directors of the Company (the “**Directors**”) (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement and all opinions expressed herein are fair and accurate and that no material facts have been omitted from this announcement, the omission of which would render any statement in this announcement misleading in any material aspect, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation, the Offer Announcement and the Offer Revision Announcement), the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources, or as the case may be, reflected or reproduced in this announcement.

By Order of the Board

Chia Foon Yeow
Company Secretary
6 June 2023

APPENDIX

VOLUNTARY UNCONDITIONAL CASH OFFER

by



UNITED OVERSEAS BANK LIMITED

(Company Registration No.: 193500026Z)

(Incorporated in Singapore)

for and on behalf of

DIGITECH HOLDING LIMITED

(Company Registration No.: MC-398911)

(Incorporated in the Cayman Islands)

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

CHALLENGER TECHNOLOGIES LIMITED

(Company Registration No.: 198400182K)

(Incorporated in Singapore)

other than those Shares held, directly or indirectly, by DigiTech Holding Limited as at the date of the Offer

REVISION OF OFFER CONSIDERATION AND NO FURTHER PRICE INCREASE

1. **INTRODUCTION**

United Overseas Bank Limited ("**UOB**") refers to the announcement dated 30 May 2023 (the "**Offer Announcement**") issued by UOB, for and on behalf of DigiTech Holding Limited (the "**Offeror**"), in connection with the voluntary unconditional cash offer (the "**Offer**") in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the "**Code**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of Challenger Technologies Limited (the "**Company**"), other than those Shares held, directly or indirectly, by the Offeror as at the date of the Offer (collectively, the "**Offer Shares**", and each, an "**Offer Share**").

All capitalised terms used but not defined in this announcement (this "**Announcement**") shall have the same meanings given to them in the Offer Announcement, unless otherwise expressly stated or the context otherwise requires.

2. **REVISION OF OFFER CONSIDERATION**

UOB wishes to announce, for and on behalf of the Offeror, that the Offeror is revising the Offer Consideration as follows:

For each Offer Share: S\$0.60 in cash (the "Final Offer Consideration")

UOB wishes to announce, for and on behalf of the Offeror, that the Offeror does not intend to revise the Final Offer Consideration.

Save as disclosed in this Announcement, all the other terms and conditions of the Offer as set out in the Offer Announcement remain unchanged.

3. **FINANCIAL EVALUATION OF THE FINAL OFFER CONSIDERATION**

The Final Offer Consideration of S\$0.60 represents an increase of S\$0.04 or approximately 7.1% over the initial Offer Consideration of S\$0.56 per Offer Share.

The highest closing price of the Shares in the five (5)-year period prior to and including 29 May 2023, being the last full Market Day¹ immediately before the Offer Announcement Date (the "**Last Trading Day**") was S\$0.61. Out of the 928 Market Days on which the Shares were traded in the five (5)-year period prior to and including the Last Trading Day, the closing prices of the Shares had not exceeded the Final Offer Consideration on 920 Market Days, which represent approximately 99.1% of the total number of Market Days on which the Shares were traded during this period.

The Final Offer Consideration represents the following premia over the historical traded prices of the Shares:

Description	Benchmark Price (S\$)⁽¹⁾⁽²⁾	Premium over Benchmark Price (%)⁽³⁾
Last transacted price per Share on the Last Trading Day	0.550	9.1
Volume weighted average price (" <u>VWAP</u> ") of the Shares traded on the SGX-ST for the one (1)-month period prior to and including the Last Trading Day	0.543	10.5
VWAP of the Shares traded on the SGX-ST for the three (3)-month period prior to and including the Last Trading Day	0.536	11.9

¹ For the purposes of this Announcement, "**Market Day**" means a day on which the SGX-ST is open for the trading of securities.

VWAP of the Shares traded on the SGX-ST for the six (6)-month period prior to and including the Last Trading Day ⁽⁴⁾	0.525	14.3
VWAP of the Shares traded on the SGX-ST for the 12-month period prior to and including the Last Trading Day ⁽⁵⁾	0.529	13.4

Notes:

- (1) The figures set out in the table above are based on data extracted from Bloomberg Finance L.P. on 29 May 2023. The calculation of the VWAP does not include married trade transactions within the relevant periods.
- (2) The benchmark price is rounded to the nearest three (3) decimal places.
- (3) Premium over benchmark price is rounded to the nearest one (1) decimal place.
- (4) Had the calculation of VWAP for the six (6)-month period up to and including the Last Trading Day been adjusted to include the January Trade, the VWAP of the Shares would be S\$0.507 and the Final Offer Consideration would represent a 18.3% premium over this adjusted price.
- (5) Had the calculation of VWAP for the 12-month period up to and including the Last Trading Day been adjusted to include the January Trade, the VWAP of the Shares would be S\$0.510 and the Final Offer Consideration would represent a 17.6% premium over this adjusted price.

4. RATIONALE FOR THE FINAL OFFER CONSIDERATION

The Offeror is of the view that the Final Offer Consideration reinforces the attractiveness of the clean cash exit opportunity for Shareholders, to realise their entire investment in the Shares at a premium over the historical traded prices of the Shares without incurring brokerage and other trading costs.

The Offer continues to provide an opportunity for Shareholders, who find it difficult to exit the Company as a result of the low trading volume in the Shares, to liquidate and realise their investment in the Shares at a premium over the historical traded prices of the Shares, which may otherwise not be available given the low trading liquidity of the Shares.

5. OFFER DOCUMENT

The Offer Document setting out the terms and conditions of the revised Offer (including the Final Offer Consideration) and enclosing the relevant form(s) of acceptance (the "**Acceptance Forms**") will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the Offer Announcement Date. The Offer will remain open for acceptances for a period of at least 28 days from the date of despatch of the Offer Document.

In the meantime, Shareholders are advised to exercise caution and seek appropriate independent professional advice when dealing in the Shares.

6. **NO ACCEPTANCES**

Pursuant to Rule 28.1 of the Code, UOB wishes to announce, for and on behalf of the Offeror, that:

- (a) **No acceptances of the Offer.** As the Offer Document and Acceptance Forms have not yet been despatched to Shareholders, the Offeror has not received any acceptances of the Offer.
- (b) **Shares held as at the Offer Announcement Date.** As at the Offer Announcement Date:
 - (i) the Offeror did not hold any Shares; and
 - (ii) the persons acting or deemed to be acting in concert with the Offeror collectively owned or controlled an aggregate of 260,178,374 Shares², representing approximately 64.76%³ of the total number of Shares.
- (c) **Shares acquired or agreed to be acquired after the Offer Announcement Date and up to 6.00 p.m. (Singapore time) on 6 June 2023.** Following the Offer Announcement Date and up to 6.00 p.m. (Singapore time) on 6 June 2023, the Offeror and persons acting or deemed to be acting in concert with the Offeror have not acquired or agreed to acquire any Shares.

7. **RESULTANT SHAREHOLDING**

Accordingly, as at 6.00 p.m. (Singapore time) on 6 June 2023, the total number of Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with it amount to an aggregate of 260,178,374 Shares, representing approximately 64.76%³ of the total number of issued Shares.

8. **CONFIRMATION OF FINANCIAL RESOURCES**

UOB, as the financial adviser to the Offeror in connection with the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer by the

² This figure comprises the (a) 148,352,250 Shares (representing 36.93% of the total number of issued Shares) held by Loo Leong Thye, the 36,633,250 Shares (representing 9.12% of the total number of issued Shares) held by his spouse, Ong Sock Hwee, the 4,492,500 Shares (representing 1.12% of the total number of issued Shares) held by his daughter, Loo Pei Fen, and 638,850 Shares (representing 0.16% of the total number of issued Shares) held by his son, Loo Wei Kiat, and (b) 70,061,524 Shares (representing 17.44% of the total number of issued Shares) held by Digileap, all of whom are persons acting in concert with the Offeror in connection with the Offer and each of whom has provided an irrevocable undertaking in favour of the Offeror to accept the Offer, further details of which are set out in the Offer Announcement.

³ In this Announcement, unless otherwise stated, all references to the percentage shareholding interest are based on the issued share capital of 401,759,685 Shares based on publicly available information as at the date of this Announcement. Percentages are rounded to the nearest two (2) decimal places.

holders of the Offer Shares on the basis of the Final Offer Consideration, excluding the Set-Off Amounts.

9. PROCEDURES FOR ACCEPTANCE

The Offer Document and Acceptance Forms will be despatched not earlier than 14 days and not later than 21 days from the Offer Announcement Date. The procedures for acceptance of the Offer will be set out in the Offer Document and Acceptance Forms. Shareholders who wish to accept the Offer may do so by completing and returning the relevant Acceptance Form(s) not later than 5.30 p.m. (Singapore time) on the closing date of the Offer, details of which will be set out in the Offer Document.

Shareholders who validly accept the Offer are entitled to receive the Final Offer Consideration.

Shareholders who are in any doubt about the Offer should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

10. DIRECTORS' 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 opinions expressed in this Announcement (other than those relating to the Company) are fair and accurate and that there are no other material facts in relation thereto not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by
UNITED OVERSEAS BANK LIMITED

For and on behalf of
DIGITECH HOLDING LIMITED

6 June 2023

Any enquiries relating to this Announcement or the Offer should be directed during office hours to the UOB helpline at (65) 6539 7066.

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", "shall", "should", "could", "may" and "might". These statements reflect the Offeror's 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 should not place undue reliance on such forward-looking statements, and neither the Offeror nor UOB undertakes any obligation to update publicly or revise any forward-looking statements.