NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION. THIS ANNOUNCEMENT SHALL NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO SUBSCRIBE FOR OR BUY SECURITIES IN ANY JURISDICTION.

VOLUNTARY CONDITIONAL GENERAL OFFER

by

PrimePartners Corporate Finance Pte. Ltd.
(Incorporated in Singapore)
(Company Registration No.: 200207389D)

for and on behalf of

Horowitz Capital Ltd.
(Incorporated in Singapore)
(Company Registration No.: 202204674C)

to acquire all of the issued ordinary shares
in the capital of

Silkroad Nickel Ltd.
(Incorporated in Singapore)
(Company Registration No.: 200512048E)

other than those already owned, controlled or agreed to be acquired by
Horowitz Capital Ltd.

OFFER ANNOUNCEMENT

1. INTRODUCTION

PrimePartners Corporate Finance Pte. Ltd. ("**PPCF**") wishes to announce, for and on behalf of Horowitz Capital Ltd. (the "**Offeror**"), that the Offeror intends to make a voluntary conditional general offer (the "**Offer**") for all of the issued ordinary shares ("**Shares**") in the capital of Silkroad Nickel Ltd. (the "**Company**"), other than those already owned, controlled or agreed to be acquired by the Offeror (collectively, the "**Offer Shares**" and each, an "**Offer Share**").

2. THE OFFER

2.1 **Terms.** Subject to the terms and conditions to be set out in the formal offer document to be issued by PPCF for and on behalf of the Offeror (the "**Offer Document**"), the Offer will be made by the Offeror in accordance with Section 139 of the Securities and Futures Act 2001 of Singapore (the "**Securities and Futures Act**") and the Singapore Code on Take-overs and Mergers (the "**Code**") on the following basis:

(i) **Offer Shares.** The Offeror will make the Offer for all of the Offer Shares in issue, including any Offer Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror in relation to the Offer.

(ii) **Offer Consideration.** The consideration for each Offer Share (the "**Offer Consideration**") will be, at the election of the shareholders of the Company (the "**Shareholders**" and each, a "**Shareholder**"), either:

(a) **S$0.42** in cash (the "**Cash Consideration**"); **OR**

(b) in lieu of the Cash Consideration, one new ordinary share in the capital of the Offeror ("**New Offeror Share**") which the Offeror shall allot and issue at an issue price of **S$0.42** per New Offeror Share (the "**Securities Consideration**").

Shareholders should carefully consider the risks and restrictions set out in the Offer Document should they wish to elect to receive the Securities Consideration.

The New Offeror Shares will not be listed on any securities exchange when allotted and issued on settlement of the Securities Consideration or as at the close of the Offer.

(iii) **Election.** Each Shareholder:

(a) who is holding Offer Shares as a depositor (as defined under the Securities and Futures Act) or in scrip form ("**Directly-Held Offer Shares**") shall only be entitled to elect to receive the Cash Consideration or, in lieu thereof, the Securities Consideration for all of its Directly-Held Offer Shares, but not a mixture of both; and

(b) who is holding Offer Shares in its capacity as a depository agent on behalf of sub-account holder(s) (as defined under the Securities and Futures Act) ("**Indirectly-Held Offer Shares**") shall, in respect of each sub-account holder, be entitled to elect to receive the Cash Consideration or, in lieu thereof, the Securities Consideration for all the Indirectly-Held Offer Shares held on behalf of such sub-account holder, but not to elect a mixture of both,

(each Shareholder under Paragraph 2.1(iii)(a) and depository agent (for and on behalf of each sub-account holder under Paragraph 2.1(iii)(b)) shall be referred to as an "**Electing Party**"). If a Shareholder holds both Directly-Held Offer Shares and Indirectly-Held Offer Shares through securities sub-account(s) with depository agent(s), such Shareholder shall elect to receive either the Cash Consideration or the Securities Consideration (and not a combination of the two) in respect of all of its Directly-Held Offer Shares, and direct the depository agent(s) to elect to receive the same form of the Offer Consideration in respect of all of its Indirectly-Held Offer Shares.

In the event that any Electing Party who has tendered their Offer Shares in acceptance of the Offer does not elect between the Cash Consideration or the Securities Consideration, whether due to an absence or failure of a valid election, such Electing Party will be deemed to have elected to receive the Cash Consideration for all of its Offer Shares tendered in acceptance of the Offer.

In addition, any Electing Party electing to receive the Securities Consideration will be required to comply with and provide particulars and supporting documents as may be required to satisfy the anti-money laundering and counter terrorism financing regulations prescribed by The Accounting and Corporate Regulatory Authority of Singapore, failing which such Electing Party will be deemed to have elected to receive the Cash Consideration for all of its Offer Shares tendered in acceptance of the Offer. Further details of the procedures for acceptance of the Offer will be set out in the Offer Document and the relevant form(s) of acceptance accompanying it.

(iii) **Rights and Encumbrances of Offer Shares.** The Offer Shares will be acquired:

(a) fully paid;

(b) free from all claims, charges, liens, pledge, mortgages, encumbrances, declaration of trust, hypothecation, retention of title, power of sale, equity, options, rights of pre-emption, rights of first refusal, moratorium or other third party rights or interests of any nature whatsoever ("**Encumbrances**"); and

(c) together with all rights, benefits and entitlements attached thereto as at the date of this announcement (the "**Announcement Date**") and hereafter attaching thereto, including but not limited to the right to receive and retain (if any) all dividends, rights, other distributions and/or return of capital (collectively, the "**Distributions**") announced, declared, paid or made by the Company in respect of the Offer Shares on or after the Announcement Date.

(iv) **Adjustment for Distributions.** If any Distribution is announced, declared, paid or made by the Company in respect of the Offer Shares on or after the Announcement Date to a Shareholder who accepts or has accepted the Offer and the settlement date in respect of the Offer Shares accepted pursuant to the Offer falls after the record date for the determination of entitlements to such Distribution, the Offeror

reserves the right to reduce the Offer Consideration payable to such accepting Shareholder by the amount of such Distribution.

2.2 **Acceptance Condition.** The Offer will be conditional on the Offeror having received, by the close of the Offer, valid acceptances (which have not been withdrawn) in respect of such number of Offer Shares which will result in the Offeror and parties acting or deemed to be acting in concert with it holding 90 per cent. or more of the total number of Shares (excluding any treasury shares) as at the close of the Offer (including any Shares which may be unconditionally issued or delivered pursuant to the valid vesting of awards granted under the Plan (as defined in Paragraph 5 of this Announcement), if any, prior to the close of the Offer) (the "**Acceptance Condition**").

Save for the Acceptance Condition, the Offer is unconditional in all other respects.

Accordingly, the Offer will not become or be capable of being declared unconditional as to acceptances until the close of the Offer, unless at any time prior to the close of the Offer, the Offeror has received valid acceptances in respect of such number of Offer Shares which will result in the Offeror and parties acting or deemed to be acting in concert with it holding such number of Shares amounting to 90 per cent. or more of the maximum potential issued share capital of the Company on the date of such declaration. For this purpose, the "**maximum potential issued share capital of the Company**" means the total number of Shares which would be in issue (excluding treasury shares), and had all the outstanding Share awards granted under the Plan and any other outstanding instruments convertible into, rights to subscribe for, or options in respect of Shares, if any, been validly vested and released and/or exercised as at the date of such declaration.

The Offeror reserves the right to reduce the Acceptance Condition to a level which is more than 50 per cent. of the total number of Shares (as required by Rule 15.1 of the Code), subject to the consent of the Securities Industry Council (the "**SIC**"). In the event that the SIC consents to an application by the Offeror to reduce the Acceptance Condition, such consent will be subject to (i) the revised Offer remaining open for at least another 14 days from the date of the posting of the written notification of the revision to Shareholders and (ii) Shareholders who have accepted the initial Offer being allowed to withdraw their acceptance within eight days of the date of posting of the written notification of such revision.

2.3 **New Offeror Shares**

(i) **New Offeror Shares.** The New Offeror Shares to be allotted and issued pursuant to the Securities Consideration will, on issue, be duly authorised, fully paid up and validly allotted and issued, and free from all Encumbrances and ranking *pari passu* in all respects with all other ordinary shares in the capital of the Offeror ("**Offeror Shares**") as at the date of their issue.

(ii) **Offeror Constitution.** The material terms of the New Offeror Shares which are being offered to the Shareholders under the Securities Consideration will be incorporated into the constitution of the Offeror (the "**Offeror Constitution**") which will be adopted by the Offeror on or prior to the date that the Offer becomes or is declared unconditional in all respects. The Offeror Constitution will contain certain

rights and restrictions in respect of the transfer of Offeror Shares, as summarised below:

(a) **Drag Along**. If any shareholder(s) of the Offeror ("**Offeror Shareholders**") holding, either singly or collectively, at least 50 per cent. of the Offeror Shares (the "**Major Offeror Shareholders**") desire to transfer all of their Offeror Shares to a third party, such Major Offeror Shareholder(s) are entitled to a drag-along right to require all other Offeror Shareholders to transfer all of their Offeror Shares to such third party; and

(b) **Tag Along**. In the event that any Major Offeror Shareholder(s) desire to transfer all of their Offeror Shares to a third party, each of the other Offeror Shareholders shall have a tag-along right to require such third party to purchase all of the Offeror Shares held by such Offeror Shareholder.

An extract of the salient provisions of the proposed Offeror Constitution will be set out in the Offer Document to be issued.

(iii) **Risk Factors.** There are certain risk factors that relate principally to the Offeror and the ownership of the Offeror Shares, including:

(a) the Offeror Shares will not be listed on any securities exchange when allotted and issued on settlement of the Securities Consideration or as at the close of the Offer;

(b) the financing that has been undertaken by the Offeror in connection with the Offer (as described in Paragraph 11.3 of this Announcement);

(c) the Offeror Shares being subject to the drag-along and tag-along rights and restrictions as set out in Paragraphs 2.3(ii)(a) and 2.3(ii)(b) of this Announcement;

(d) there being no assurance that the Offeror will declare dividends on the Offeror Shares; and

(e) the Offeror not being subject to the same corporate and listing disclosure requirements that the Company is subjected to.

Further details will be set out in the Offer Document. Shareholders should carefully consider and evaluate the risk factors, together with all of the other information contained in this Announcement and the Offer Document before deciding to elect for the Securities Consideration.

3. IRREVOCABLE UNDERTAKINGS

3.1 Irrevocable Undertakings. Each of Far East Mining Pte. Ltd. ("**FEM**") and the other Shareholders named in Schedule 1 to this Announcement (collectively, the "**Undertaking**

Shareholders") has given an irrevocable undertaking (the "**Irrevocable Undertakings**") to the Offeror to, *inter alia*:

(i) tender all the Shares that it holds (directly or indirectly or through a nominee) as at the date of the Irrevocable Undertakings, and any other Shares which it may subsequently acquire (directly or indirectly or through a nominee) after the date of the Irrevocable Undertakings, in acceptance of the Offer by the fifth business day after the date of despatch to Shareholders of the Offer Document, in accordance with the procedures prescribed in the Offer Document and the relevant form(s) of acceptance accompanying it; and

(ii) elect to receive, in respect of the relevant Undertaking Shareholder's Shares, the form of the Offer Consideration set out in Schedule 1 to this Announcement**.**

As at the Announcement Date, the Undertaking Shareholders collectively hold 222,654,139 Shares, representing approximately 85.2 per cent. of the total number of Shares [1] . Details of the Shares held by the Undertaking Shareholders as at the Announcement Date are set out in Schedule 1 to this Announcement.

3.2 Termination. The Irrevocable Undertakings will terminate or lapse upon the earlier of:

(i) the Offer being withdrawn or lapsing;

(ii) the Offeror failing to release this Announcement within five (5) business days from the date of the Irrevocable Undertakings or such other date as may be extended by mutual written agreement of the Offeror (on the one hand) and the relevant Undertaking Shareholder (on the other hand), subject to the requirements of the Code; and

(iii) the Offer not being formally made by the Offeror (by the despatch of the Offer Document) within the time period prescribed under the Code (or such later date as the SIC may permit).

3.3 No Other Irrevocable Undertakings. Save for the Irrevocable Undertakings, neither the Offeror nor any Relevant Person (as defined below) has received any irrevocable undertaking from any party to accept or reject the Offer as at the Announcement Date.

3.4 Resultant Shareholdings of the Offeror. For illustration purposes only, the possible resultant shareholdings of the Offeror immediately following the close of the Offer, assuming certain hypothetical scenarios, are set out in Schedule 3 to this Announcement.

4. DESCRIPTION OF THE OFFEROR

4.1 The Offeror. The Offeror is a company incorporated in Singapore on 10 February 2022 for

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[1] As at the Announcement Date, based on public information, the total number of issued Shares is 261,213,792 (with no treasury Shares). Unless otherwise stated, the total number of Shares shall be the said 261,213,792 Shares for the purposes of computing any percentage shareholdings in respect of the Company referred to in this Announcement.

the purposes of investment holding.

As at the Announcement Date, the board of directors of the Offeror comprises three members, consisting of:

(i) Mr Syed Abdel Nasser Bin Syed Hassan Aljunied ("**Nasser Aljunied**");

(ii) Mr Hong Kah Ing; and

(iii) Mr Lester Tay Lee Chye ("**Lester Tay**").

As at the Announcement Date, the Offeror has an issued and paid-up share capital of S$2 comprising two Offeror Shares, all of which are held by Mr Nasser Aljunied, the sole shareholder of the Offeror as at the Announcement Date.

As at the Announcement Date, the Offeror does not hold any interest in any of the Shares.

4.2 **Potential Conversion to Private Company.** In the event that the number of Shareholders who elect to receive the Securities Consideration will result in the Offeror having not more than 50 shareholders (counting joint holders of Offeror Shares as one person and not counting any person in the employment of the Offeror or its subsidiaries), it is intended that the Offeror will be converted from a public company to a private company, pursuant to and in accordance with the provisions of the Companies Act 1967 of Singapore (the "**Companies Act**").

5. DESCRIPTION OF THE COMPANY

The Company is incorporated in Singapore and listed on the Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Company and its subsidiaries (collectively, the "**Group**") owns and carries out nickel ore mining operations in Central Sulawesi, Indonesia, and conducts its mining activities using an open pit mining method, which includes the exploration, planning, transportation and stockpiling, delivery and barging, as well as reclamation and rehabilitation works throughout the mine's lifetime.

As at the Announcement Date, the directors of the Company and their designations are as follows:

Name of Company Director	Designation
Mr Eddy Pratomo	Independent Chairman
Mr Hong Kah Ing	Executive Director and Chief Executive Officer
Mr Nasser Aljunied	Executive Director
Mr Giang Sovann	Lead Independent Director
Mr Omri Samosir	Independent Director

The Company has a share plan known as the "SILKROAD Performance Share Plan" (the "**Plan**"), which was adopted on 25 June 2020 as a long term incentive plan for the Executive Directors and employees of Group, but no awards have been granted under the Plan as at

the Announcement Date. As at the Announcement Date, based on the latest information available to the Offeror, there are no outstanding instruments convertible into, rights to subscribe for, and options or derivatives in respect of, the Shares or securities which carry voting rights in the Company.

6. RATIONALE FOR THE OFFER

6.1 Intention to Delist and Privatise the Company

The Offeror intends to make the Offer with a view to delisting and privatising the Company.

6.2 Opportunity for Shareholders who may find it difficult to exit their investment in the Company due to low trading liquidity without incurring brokerage costs. The trading volume of the Shares has been low, with an average daily trading volume of approximately 13,000, 10,000, 76,000, 47,000 and 54,000 Shares during the one-month, three-month, six-month, 12-month and 24-month periods prior to and including 26 August 2022[2], being the last full day on which the Shares were available for trading on the SGX-ST prior to the Announcement Date (the "**Last Trading Day**") respectively.

The Cash Consideration provides Shareholders who find it difficult to exit the Company as a result of the low trading volume in the Shares with an opportunity to liquidate and realise their investment in the Shares at a premium to the prevailing market prices, an option which may not otherwise be readily available due to the low trading liquidity of the Shares.

6.3 Opportunity for Shareholders to realise their investment in the Shares at a premium to market price. The Cash Consideration represents a premium of approximately 2.4% over the last transacted price of S$0.410 on 22 August 2022, being the last full day on which the Shares were traded on the SGX-ST prior to the Announcement Date.

When compared to the benchmark prices of the Shares up to and including the Last Trading Day, the Cash Consideration represents a premium of approximately 4.7%, 5.0%, and 1.9% over the volume weighted average price ("**VWAP**") per Share for the one-month, three-month and 24-month periods prior to and including the Last Trading Day[3] respectively.

The Cash Consideration represents a clean cash exit opportunity for Shareholders to realise their investment without incurring brokerage and other trading costs.

6.4 Greater Management Flexibility. The Offeror is of the view that the delisting and privatisation of the Company will provide the Offeror and the Company with greater control and management flexibility in utilising and deploying the available resources of the Company.

6.5 Reduced Compliance Costs of Maintaining Listing. In maintaining its listed status, the Company incurs compliance and associated costs. In the event that the Company is delisted

[2] Source: Bloomberg L.P.
[3] Source: Bloomberg L.P.

from the SGX-ST, the Company will be able to save on expenses relating to the maintenance of a listed status and focus its current resources on its business operations.

6.6 **Shareholders have an option to elect to accept the Securities Consideration.** Shareholders will have an option to elect for the Securities Consideration in the form of New Offeror Shares. The New Offeror Shares are in an unlisted company, and Shareholders should carefully consider the risks and restrictions set out in the Offer Document should they wish to elect to receive the Securities Consideration.

7. OFFEROR'S INTENTIONS FOR THE COMPANY

The Offeror intends for the Company to continue its existing business activities and there are currently no plans to (i) introduce any major changes to the business of the Company, (ii) re-deploy any of the fixed assets of the Company or (iii) discontinue the employment of any of the existing employees of the Company or its subsidiaries, other than in the ordinary course of business. The Offeror may consider re-listing the Company on an appropriate securities exchange in the future. However, for the avoidance of doubt, there is currently no firm intention to re-list the Company on any securities exchange. In addition, the Offeror retains and reserves the right and flexibility at any time and from time to time to consider any options or opportunities in relation to the Company which may present themselves and which the Offeror may regard to be in the best interests of the Company.

8. COMPULSORY ACQUISITION

8.1 **Compulsory Acquisition Rights.** Pursuant to Section 215(1) of the Companies Act, if the Offeror receives valid acceptances pursuant to the Offer or acquires the Shares during the offer period otherwise than through valid acceptances of the Offer in respect of not less than 90 per cent. of the total number of Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of despatch of the Offer Document), the Offeror will be entitled to exercise its right to compulsorily acquire all the Shares of the Shareholders who have not accepted the Offer (the "**Dissenting Shareholders**").

In the event that the Offeror becomes entitled to exercise its right under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of the Dissenting Shareholders, the Offeror intends to exercise such right, and upon such exercise, the Dissenting Shareholders shall receive the Cash Consideration (and not the Securities Consideration) for such Shares acquired by the Offeror. In such event, the Company will become a wholly-owned subsidiary of the Offeror and the Offeror will then proceed to delist the Company from the SGX-ST.

8.2 **Dissenting Shareholders' Rights.** In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Shares which, together with the Shares held by the Offeror, its related corporations or their respective nominees, comprise 90 per cent. or more of the total number of Shares, the Dissenting Shareholders have a right to require the Offeror to acquire their Shares at the Offer Consideration. Dissenting

Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.

9. LISTING STATUS OF THE COMPANY

9.1 **Listing Status of the Company.** Under Rule 723 of Section B of the Listing Manual of the SGX-ST (the "**Catalist Rules**"), the Company must ensure that at least 10 per cent. of the total number of the Shares (excluding Shares held in treasury) is at all times held by the public.

Pursuant to Rule 1104 of the Catalist Rules, upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror and parties acting in concert with it to above 90 per cent. of the total number of issued Shares (excluding 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 per cent. of the total number of issued Shares (excluding Shares held in treasury) are held by at least 200 Shareholders who are members of the public. Rule 1303(1) of the Catalist Rules provides that if the Offeror succeeds in garnering acceptances exceeding 90 per cent. of the total number of issued Shares (excluding Shares held in treasury), causing the percentage of the total number of issued Shares (excluding Shares held in treasury) held in public hands to fall below 10 per cent., 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 Shares held in treasury) held in public hands falls below 10 per cent., the Company must, as soon as practicable, notify its sponsor of that fact and announce that fact and the SGX-ST may suspend the 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 Shares held in treasury) in public hands to at least 10 per cent., failing which the Company may be delisted from the SGX-ST.

9.2 **Intention of the Offeror.** 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.

In addition, the Offeror intends, and hereby reserves its right, to take steps at an appropriate time, whether during or after the Offer, to seek a voluntary delisting of the Company from the SGX-ST, where permitted by, and in accordance with, the relevant requirements of the Catalist Rules and the Code.

10. FINANCIAL ASPECTS OF THE OFFER

Based on the Cash Consideration, the Offer Consideration represents the following premia over or discount to the historical traded prices of the Shares:

Description	Benchmark Price (S$)[1][2]	Premium over / (Discount) to Benchmark Price (%)[3]
Last traded price per Share as quoted on the SGX-ST on 22 August 2022, being the last full day on which the Shares were traded on the SGX-ST prior to the Announcement Date	0.410	2.4
VWAP per Share for the one-month period up to and including the Last Trading Day	0.401	4.7
VWAP per Share for the three-month period up to and including the Last Trading Day	0.400	5.0
VWAP per Share for the six-month period up to and including the Last Trading Day	0.445	(5.6)
VWAP per Share for the 12-month period up to and including the Last Trading Day	0.434	(3.2)
VWAP per Share for the 24-month period up to and including the Last Trading Day	0.412	1.9

Notes:

(1) Based on data extracted from Bloomberg L.P.

(2) Rounded to the nearest three decimal places.

(3) For the purposes of the table above, all percentage figures are rounded to the nearest one decimal place.

11. DISCLOSURE OF SHAREHOLDINGS, DEALINGS AND OTHER ARRANGEMENTS

11.1 Holdings in Shares. Schedule 2 to this Announcement sets out the number of Shares owned, controlled or agreed to be acquired by:

(i) the Offeror and its directors;

(ii) FEM and its directors; and

(iii) PPCF,

(each, a "**Relevant Person**" and collectively, the "**Relevant Persons**") as at the Announcement Date.

11.2 No Other Holdings or Dealings. Save as disclosed in this Announcement, to the best of the Offeror's knowledge, none of the Relevant Persons owns, controls or has agreed to acquire or has dealt for value during the three-month period prior to the Announcement Date in any (i) Shares; (ii) securities which carry voting rights in the Company; or (iii) convertible securities, warrants, options or derivative in respect of securities which are being offered for or which carry voting rights in the Company (collectively, the "**Company Securities**").

11.3 **Other Arrangements.** In connection with the Offer, the Offeror has entered into a facility agreement with TAIGOF Credit Opportunities Limited as original lender, and Madison Pacific Trust Limited (the "**Agent**"), as agent and security agent. Under the facility agreement (the "**Facility Agreement**"), a United States dollar loan facility has been made available to the Offeror, which may be utilised for the purposes of, *inter alia*, funding the Offeror in connection with the Offer (the "**Facility**").

There are certain security arrangements entered into in connection with the Facility made available under the Facility Agreement, including security over (i) all the Offeror Shares held by Nasser Aljunied and FEM and (ii) all the Shares acquired by the Offeror post completion of the Offer and the compulsory acquisition, in favour of the Agent, as security agent.

There are certain mandatory prepayment events in connection with the Facility made available under the Facility Agreement, including failures by FEM (together with Nasser Aljunied) to maintain a shareholding percentage in the Offeror (i) following settlement of the Offer Consideration in full to the date falling 60 days after the date of intended delisting of the Company, of the higher of (a) 62.1 per cent. and (b) their shareholding percentages in the Offeror and (ii) on and at any time after the date falling 60 days after the date of intended delisting of the Company, of at least 70 per cent..

Save as set out above, to the best of the Offeror's knowledge, none of the Relevant Persons has, in respect of any Company Securities:

(i) granted a security interest to another person, whether through a charge, pledge or otherwise;

(ii) borrowed from another person (excluding borrowed securities which have been on-lent or sold); or

(iii) lent to another person.

In addition, save as disclosed in this Announcement, to the best of the Offeror's knowledge, none of the Relevant Persons has entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to the Offeror Shares or Company Securities which might be material to the Offer.

11.4 **Confidentiality.** In the interests of confidentiality, the Offeror has not made enquiries in respect of certain other parties who are or may be presumed to be acting in concert with the Offeror in connection with the Offer. Further enquiries will be made of such persons and the relevant disclosures will be made in the Offer Document. For the same reason, PPCF has also not made enquiries in respect of certain other parties who are or may be presumed to be acting in concert with PPCF in connection with the Offer and further enquiries will be made of such persons and the relevant disclosures will be made in the Offer Document.

If the aggregate number of Shares owned, controlled or agreed to be acquired by the Offeror and all parties acting or deemed to be acting in concert with the Offeror in connection with the Offer (other than the Relevant Persons) represents 0.5 per cent. or more in aggregate of the total issued Shares, the Offeror will promptly announce such holdings to the public.

12. CONFIRMATION OF FINANCIAL RESOURCES

PPCF, as financial adviser to the Offeror in connection with the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy in full, all acceptances in respect of the Offer on the basis of the Cash Consideration, excluding the consideration payable to the Undertaking Shareholders who have undertaken to elect to receive the Securities Consideration for all their Shares tendered in acceptance of the Offer pursuant to their respective Irrevocable Undertakings (the "**Securities Consideration Undertaking Shareholders**").

13. OVERSEAS SHAREHOLDERS

The availability of the Offer to persons not resident in Singapore, as shown in the register of members of the Company or, as the case may be, in the records of The Central Depository (Pte) Limited (the "**Overseas Shareholders**") may be affected by the laws of the relevant jurisdictions. Overseas Shareholders should inform themselves about, and observe, any applicable requirements in their own jurisdiction.

For the avoidance of doubt, the Offer will be open to all Shareholders, including those to whom the Offer Document and the relevant form(s) of acceptance may not be despatched. Further details in relation to the Overseas Shareholders will be contained in the Offer Document to be issued.

14. OFFER DOCUMENT

Further information on the Offer will be set out in the Offer Document to be issued. The Offer Document, which will contain the terms and conditions of the Offer and enclose the appropriate form(s) of acceptance, will be despatched to the holders of the Shares not earlier than 14 days and not later than 21 days from the Announcement Date. The Offer will remain open for acceptances by Shareholders for a period of at least 28 days from the date of despatch of the Offer Document. **Shareholders are advised to exercise caution when dealing in the Shares.**

15. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any 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, in relation to the Company), the sole responsibility of the directors of the Offeror has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by

PrimePartners Corporate Finance Pte. Ltd.

For and on behalf of
Horowitz Capital Ltd.
29 August 2022

Any enquiries relating to this Announcement or the Offer should be directed during office hours to PrimePartners Corporate Finance Pte. Ltd. at telephone number +65 6229 8088.

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 "aim", "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future and conditional verbs such as "will", "would", "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 other investors of the Company should not place undue reliance on such forward-looking statements. Neither the Offeror nor PPCF guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.

SCHEDULE 1

Details of the Undertaking Shareholders and the Irrevocable Undertakings

Table 1 – Undertaking Shareholders who will elect to receive the Cash Consideration

No.	Undertaking Shareholder	No. of Shares to be tendered in acceptance of the Offer	Percentage of the total number of Shares (%)[(1)]
1.	Michael Anthony Ignatius Hession	9,196,138	3.5
Total		9,196,138	3.5

Note:

(1) Based on 261,213,792 shares (with no treasury shares) in issue as at the date of the Announcement, rounded to the nearest one decimal place.

Table 2 – Undertaking Shareholders who will elect to receive the Securities Consideration

No.	Undertaking Shareholder	No. of Shares to be tendered in acceptance of the Offer	Percentage of the total number of Shares (%)[(1)]
1.	FEM	162,318,253	62.1
2.	Tan Chin Kok Victor	1,324,244	0.5
3.	Mohan Veloo s/o Vethiveloo	2,838,214	1.1
4.	Luk Wai Hong William	2,299,034	0.9
5.	Todd James Morakis	3,448,552	1.3
6.	Ghirardello Luigi Fortunato	4,602,297	1.8
7.	Wang Ping Hsun Michael	714,730	0.3
8.	Schillo Valentin Wolf	4,143,665	1.6
9.	Then Yu Choong	1,500,000	0.6
10.	Shandong Xinhai (Singapore) Pte. Ltd.	4,100,000	1.6
11.	Colin Ong Lian Jin	1,477,478	0.6
12.	Tan Chong Jin	4,828,000	1.9
13.	Quek Chin Thean	10,469,390	4.0
14.	Tan Hui Yen Evonne	444,444	0.2
15.	James Sinn Yuk Loh	5,500,000	2.1
16.	Christopher W. Heine & Pauline L.B. Chen	2,200,000	0.8
17.	John O'Leary	1,249,700	0.5
Total		213,458,001	81.7

Note:

(1) Based on 261,213,792 shares (with no treasury shares) in issue as at the date of the Announcement, rounded to the nearest one decimal place.

SCHEDULE 2

Details of Holdings of Company Securities by the Relevant Persons as at the Announcement Date

No.	Name	Direct Interest		Deemed Interest	
		No. of Shares	%(2)	No. of Shares	%(2)
1.	FEM	162,318,253	62.1	-	-
2.	Mr Hong Kah Ing(1)	-	-	162,318,253	62.1
3.	Mr Nasser Aljunied(1)	-	-	162,318,253	62.1
4.	Mr Lester Tay	-	-	-	-
5.	Mr Poon Ming Chun	-	-	-	-
6.	Mr Luk Wai Hong William	2,299,034	0.9	-	-
7.	PPCF	-	-	-	-
8.	The Offeror	-	-	-	-

Notes:

(1) Each of Mr Hong Kah Ing and Mr Nasser Aljunied is deemed to be interested in the 162,318,253 Shares held by FEM, pursuant to the Securities and Futures Act.

(2) Based on 261,213,792 shares (with no treasury shares) in issue as at the Announcement Date, rounded to the nearest one decimal place.

SCHEDULE 3

Resultant Shareholdings of the Offeror

Scenario A – All Cash Consideration

For illustration purposes only, assuming that (i) all Shareholders accept the Offer in respect of all their Offer Shares, and (ii) **only** the Securities Consideration Undertaking Shareholders elect to receive the Securities Consideration, and no other Shareholders elect to receive the Securities Consideration, the resultant shareholdings of the Offeror following settlement of the Offer Consideration in full will be as follows:

Name of Offeror Shareholder	Number of Issued Offeror Shares	Percentage of Issued Offeror Shares (%)[1]
Mr Nasser Aljunied	2	n.m.[2]
FEM	162,318,253	76.0
Other Securities Consideration Undertaking Shareholders	51,139,748	24.0
Total	213,458,003	100.0

Note:

(1) For the purposes of the table above, all percentage figures are rounded to the nearest one (1) decimal place. Any discrepancy between the listed percentages and the totals thereof is due to rounding.

(2) "n.m." means not meaningful.

Scenario B – All Securities Consideration

For illustration purposes only, assuming that all Shareholders accept the Offer and elect to receive the Securities Consideration (save for the Undertaking Shareholder who has undertaken to elect to receive the Cash Consideration for all his Offer Shares pursuant to his Irrevocable Undertakings (the "**Cash Consideration Undertaking Shareholder**")), the resultant shareholdings of the Offeror following settlement of the Offer Consideration in full will be as follows:

Name of Offeror Shareholder	Number of Issued Offeror Shares	Percentage of Issued Offeror Shares (%)[1]
Mr Nasser Aljunied	2	n.m.[2]
FEM	162,318,253	64.4
Other Securities Consideration Undertaking Shareholders	51,139,748	20.3
All other Shareholders (save for the Cash Consideration Undertaking Shareholder)	38,559,653	15.3

Name of Offeror Shareholder	Number of Issued Offeror Shares	Percentage of Issued Offeror Shares (%)[1]
Total	252,017,656	100.0

Note:

(1) For the purposes of the table above, all percentage figures are rounded to the nearest one (1) decimal place. Any discrepancy between the listed percentages and the totals thereof is due to rounding.

(2) "n.m." means not meaningful.