

OFFER DOCUMENT DATED 10 FEBRUARY 2021

THIS OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt about this Offer (as defined herein) or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately. W Capital Markets Pte. Ltd. (the “**Financial Adviser**”) is acting for and on behalf of Emet Grace Ltd. (the “**Offeror**”) and does not purport to advise the shareholders (the “**Shareholders**”) of Penguin International Limited (the “**Company**”). In preparing its letter to the Shareholders on behalf of the Offeror, the Financial Adviser has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any Shareholder.

The contents of this Offer Document have not been reviewed by any regulatory authority in any jurisdiction. You are advised to exercise caution in relation to the Offer. If you are in any doubt about any of the contents of this Offer Document, you should obtain independent professional advice.

The views of the Independent Directors (as defined herein) and the independent financial adviser to the Independent Directors on the Offer will be made available to you by the Company in due course. You may wish to consider their views before taking any action in relation to the Offer. The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Offer Document.

If you have sold or transferred all of your issued and paid-up ordinary shares in the share capital of the Company (the “**Shares**”) which are not deposited with The Central Depository (Pte) Limited (“**CDP**”), you should immediately hand this Offer Document and the accompanying Form of Acceptance and Transfer for Offer Shares (“**FAT**”) to the purchaser or the transferee or to the bank, stockbroker or agent through whom you effected the sale or the transfer, for onward transmission to the purchaser or the transferee. If you have sold or transferred all your Shares held through CDP, you need not forward this Offer Document and the accompanying Form of Acceptance and Authorisation for Offer Shares (“**FAA**”) to the purchaser or the transferee as arrangements will be made by CDP for a separate Offer Document and FAA to be sent to the purchaser or the transferee.

GENERAL OFFER

by



W CAPITAL MARKETS PTE. LTD.

(Company Registration No.: 201813270E)
(Incorporated in the Republic of Singapore)

for and on behalf of

EMET GRACE LTD.

(Company Registration No.: MC-367608)
(Incorporated in the Cayman Islands)

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

PENGUIN INTERNATIONAL LIMITED

(Company Registration No.: 197600165Z)
(Incorporated in the Republic of Singapore)

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

ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER AT 5.30 P.M. (SINGAPORE TIME) ON 10 MARCH 2021, OR SUCH LATER DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE OFFEROR.

The procedures for acceptance are set out in **Appendix V** on pages 33 to 38 of this Offer Document, and in the accompanying FAA and/or FAT.

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DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Offer Document, the FAA and the FAT:

<i>“Acceptance Condition”</i>	:	Shall have the meaning ascribed to it in paragraph 2.5 of this Offer Document
<i>“ACRA”</i>	:	The Accounting and Corporate Regulatory Authority of Singapore
<i>“CDP”</i>	:	The Central Depository (Pte) Limited
<i>“Closing Date”</i>	:	10 March 2021 or such later date(s) as may be announced from time to time by or on behalf of the Offeror, being the last day for the lodgement of acceptances of the Offer
<i>“Code”</i>	:	The Singapore Code on Take-overs and Mergers
<i>“Companies Act”</i>	:	The Companies Act (Chapter 50 of Singapore)
<i>“Company”</i>	:	Penguin International Limited
<i>“Company Securities”</i>	:	(a) Shares; and (b) Convertible Securities, Warrants, Options or Derivatives in respect of (a)
<i>“Compulsory Acquisition”</i>	:	Shall have the meaning ascribed to it in paragraph 8.2 of this Offer Document
<i>“Consortium Arrangements”</i>	:	Shall have the meaning ascribed to it in paragraph 4.4 of this Offer Document
<i>“Convertible Securities”</i>	:	Securities convertible or exchangeable into new Shares or existing Shares
<i>“CPF”</i>	:	Central Provident Fund
<i>“CPF Agent Banks”</i>	:	Agent banks included under the CPFIS
<i>“CPFIS”</i>	:	Central Provident Fund Investment Scheme
<i>“CPFIS Investors”</i>	:	Investors who have purchased Shares using their CPF contributions pursuant to the CPFIS
<i>“Date of Receipt”</i>	:	Shall have the meaning ascribed to it in paragraph 1.1(a)(ii) of Appendix V to this Offer Document
<i>“DCS”</i>	:	Shall have the meaning ascribed to it in paragraph 1(a) of Appendix IV to this Offer Document

<i>“Deed of Transfer”</i>	:	Shall have the meaning ascribed to it in paragraph 4.3 of this Offer Document
<i>“Derivatives”</i>	:	Includes any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security or securities
<i>“Directors”</i>	:	The directors of the Offeror as at the Latest Practicable Date
<i>“Distributions”</i>	:	Shall have the meaning ascribed to it in paragraph 2.3 of this Offer Document
<i>“Dymon Asia”</i>	:	Shall have the meaning ascribed to it in paragraph 4.2 of this Offer Document
<i>“Electronic Acceptance”</i>	:	Shall have the meaning ascribed to it in paragraph 1.1 of Appendix V to this Offer Document
<i>“Encumbrances”</i>	:	Shall have the meaning ascribed to it in paragraph 2.3 of this Offer Document
<i>“External Financing”</i>	:	Shall have the meaning ascribed to it in paragraph 4.4(D) of this Offer Document
<i>“FAA”</i>	:	Form of Acceptance and Authorisation for Offer Shares which forms part of this Offer Document and which is issued to Shareholders whose Shares are deposited with CDP
<i>“FAT”</i>	:	Form of Acceptance and Transfer for Offer Shares which forms part of this Offer Document and which is issued to Shareholders whose Shares are not deposited with CDP
<i>“FY2019”</i>	:	The financial year ended 31 December 2019
<i>“Group”</i>	:	The Company and its subsidiaries
<i>“Holding Announcement Date”</i>	:	Shall have the meaning ascribed to it in paragraph 6.1 of this Offer Document
<i>“Independent Directors”</i>	:	The directors of the Company who are considered to be independent for the purposes of the Offer
<i>“Independent Shareholders”</i>	:	Shall have the meaning ascribed to it in paragraph 8.3 of this Offer Document
<i>“In-Specie Distribution”</i>	:	Shall have the meaning ascribed to it in paragraph 4.4(F) of this Offer Document
<i>“Last Trading Day”</i>	:	Shall have the meaning ascribed to it in paragraph 6.1 of this Offer Document

<i>“Latest Practicable Date”</i>	:	3 February 2021, being the latest practicable date prior to the printing of this Offer Document
<i>“Listing Manual”</i>	:	The listing manual of the SGX-ST in force as at the Latest Practicable Date
<i>“Market Day”</i>	:	A day on which the SGX-ST is open for the trading of securities
<i>“MGO Conversion Announcement”</i>	:	Shall have the meaning ascribed to it in paragraph 1.2 of this Offer Document
<i>“NAV”</i>	:	Net asset value
<i>“New Service Agreement”</i>	:	Shall have the meaning ascribed to it in paragraph 4.4(a) of this Offer Document
<i>“Offer”</i>	:	The general offer by the Financial Adviser, for and on behalf of the Offeror, to acquire all the Offer Shares on the terms and subject to the conditions set out in this Offer Document, the FAA and the FAT
<i>“Offer Announcement”</i>	:	Shall have the meaning ascribed to it in paragraph 1.1 of this Offer Document
<i>“Offer Announcement Date”</i>	:	21 January 2021
<i>“Offer Document”</i>	:	This document issued by the Financial Adviser, for and on behalf of the Offeror, in respect of the Offer
<i>“Offer Period”</i>	:	The period from the Holding Announcement Date until the date the Offer is declared to have closed or lapsed
<i>“Offer Price”</i>	:	Shall have the meaning ascribed to it in paragraph 2.2 of this Offer Document
<i>“Offer Shares”</i>	:	Shall have the meaning ascribed to it in paragraph 2.1 of this Offer Document
<i>“Offeror”</i>	:	Emet Grace Ltd.
<i>“Offeror Directors”</i>	:	Shall have the meaning ascribed to it in paragraph 4.4(E) of this Offer Document
<i>“Offeror Shareholders”</i>	:	Shall have the meaning ascribed to it in paragraph 4.4 of this Offer Document
<i>“Offeror Shares”</i>	:	Shall have the meaning ascribed to it in paragraph 4.1 of this Offer Document
<i>“Options”</i>	:	Options to subscribe for or purchase new Shares or existing Shares

<i>“Overseas Shareholder”</i>	:	Shall have the meaning ascribed to it in paragraph 9 of this Offer Document
<i>“Promoters”</i>	:	Shall have the meaning ascribed to it in paragraph 4.3 of this Offer Document
<i>“Promoter’s Irrevocable Undertakings”</i>	:	Shall have the meaning ascribed to it in paragraph 4.4(b) of this Offer Document
<i>“Purchaser”</i>	:	Shall have the meaning ascribed to it in paragraph 1.1 of Appendix V to this Offer Document
<i>“P/NAV”</i>	:	Shall have the meaning ascribed to it in paragraph 7.2 of this Offer Document
<i>“Relevant Day”</i>	:	Shall have the meaning ascribed to it in paragraph 2(a) of Appendix IV to this Offer Document
<i>“Relevant Persons”</i>	:	Shall have the meaning ascribed to it in paragraph 3 of Appendix V to this Offer Document
<i>“Restricted Jurisdiction”</i>	:	Shall have the meaning ascribed to it in paragraph 9 of this Offer Document
<i>“Securities Account”</i>	:	A securities account maintained by a depositor with CDP but does not include a securities sub-account
<i>“Settled Shares”</i>	:	Shall have the meaning ascribed to it in paragraph 1.1(b) of Appendix V to this Offer Document
<i>“Set-Off Amount”</i>	:	Shall have the meaning ascribed to it in paragraph 4.4(b)(ii) of this Offer Document
<i>“SFA”</i>	:	Securities and Futures Act (Chapter 289 of Singapore)
<i>“SGX-ST”</i>	:	Singapore Exchange Securities Trading Limited
<i>“SHA”</i>	:	Shall have the meaning ascribed to it in paragraph 4.4(a) of this Offer Document
<i>“Share Registrar”</i>	:	Boardroom Corporate & Advisory Services Pte. Ltd.
<i>“Shareholders”</i>	:	Holders of Shares (including persons whose/which Shares are deposited with CDP or who have purchased Shares on the SGX-ST)
<i>“Shares”</i>	:	Issued and paid-up ordinary shares in the share capital of the Company
<i>“SIC”</i>	:	Securities Industry Council of Singapore
<i>“Singapore time”</i>	:	8 hours ahead of Greenwich Mean Time

<i>“Sponsor”</i>	:	Shall have the meaning ascribed to it in paragraph 4.1 of this Offer Document
<i>“SRS”</i>	:	Supplementary Retirement Scheme
<i>“SRS Agent Banks”</i>	:	Agent banks included under the SRS
<i>“SRS Investors”</i>	:	Investors who have purchased Shares using their SRS contributions pursuant to the SRS
<i>“S\$” or “Singapore Dollars”</i>	:	Singapore dollars, being the lawful currency of Singapore
<i>“Total Commitment”</i>	:	Shall have the meaning ascribed to it in paragraph 4.4(B) of this Offer Document
<i>“Transaction”</i>	:	the Offer and (if applicable) the Compulsory Acquisition collectively
<i>“Unsettled Buy Position”</i>	:	Shall have the meaning ascribed to it in paragraph 1.1(b) of Appendix V to this Offer Document
<i>“Unsuccessful Offer”</i>	:	Shall have the meaning ascribed to it in paragraph 3(e) of Appendix IV to this Offer Document
<i>“US\$”</i>	:	United States dollars, being the lawful currency of the United States of America
<i>“Voluntary Delisting Rules”</i>	:	Shall have the meaning ascribed to it in paragraph 8.3 of this Offer Document
<i>“VWAP”</i>	:	Shall have the meaning ascribed to it in paragraph 6.2 of this Offer Document
<i>“Warrants”</i>	:	Rights to subscribe for or purchase new Shares or existing Shares
<i>“WBK”</i>	:	Shall have the meaning ascribed to it in paragraph 4.3 of this Offer Document
<i>“WBK Shares”</i>	:	Shall have the meaning ascribed to it in paragraph 4.3 of this Offer Document
<i>“%”</i>	:	Per centum or percentage

Acting in Concert. The expression “acting in concert” shall have the meaning ascribed to it in the Code.

Depositors and Depository Agents. The terms “depositor” and “depository agent” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Gender. Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter gender and *vice versa*. References to persons shall, where applicable, include corporations.

Headings. The headings in this Offer Document are inserted for convenience only and shall be ignored in construing this Offer Document.

Rounding. Any discrepancies in figures included in this Offer Document between the amounts shown and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Offer Document may not be arithmetic aggregations of the figures that precede them.

Shareholders. References to “you”, “your” and “yours” in this Offer Document are, as the context so determines, to Shareholders (including persons whose Shares are deposited with CDP or who/which have purchased Shares on the SGX-ST).

Statutes. Any reference in this Offer Document to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined in the Companies Act, the Listing Manual, the SFA, the Code or any modification thereof and used in this Offer Document shall, where applicable, have the meaning assigned to it under the Companies Act, the Listing Manual, the SFA, the Code, or any modification thereof, as the case may be, unless the context otherwise requires.

Time and Date. Any reference to a time of the day and date in this Offer Document shall be a reference to Singapore time and date, respectively, unless otherwise stated.

Total Number of Shares. Any reference in this Offer Document to the total number of Shares is a reference to a total of 220,169,774 Shares as at the Latest Practicable Date (based on the results of the electronic instant information search of the Company obtained from ACRA on the Latest Practicable Date).

Forward-Looking Statements

All statements other than statements of historical facts included in this Offer Document 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”, “target” 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 the Financial Adviser undertakes any obligation to update publicly or revise any forward-looking statements.



W CAPITAL MARKETS PTE. LTD.

(Company Registration No.: 201813270E)
(Incorporated in the Republic of Singapore)

10 February 2021

To: The Shareholders of Penguin International Limited

Dear Sir/Madam

GENERAL OFFER BY THE FINANCIAL ADVISER, FOR AND ON BEHALF OF THE OFFEROR, FOR THE OFFER SHARES

1. INTRODUCTION

1.1 Offer Announcement

On 21 January 2021, the Financial Adviser announced, for and on behalf of the Offeror, that the Offeror intends to make a voluntary conditional cash offer for the Offer Shares (as defined below) in accordance with Rule 15 of the Code (the "**Offer Announcement**"). A copy of the Offer Announcement is available on the website of the SGX-ST at www.sgx.com.

1.2 Change in the Nature of the Offer

As a result of the dealings in Shares made by the Offeror on the SGX-ST on 1 February 2021 as at the release of the MGO Conversion Announcement (as defined below), the total number of Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with it amounted to 66,211,448 Shares, representing approximately 30.07% of the total number of Shares.

Accordingly, pursuant to Rule 14.1 of the Code, the Offeror had incurred an obligation to make a mandatory conditional cash offer for all the Offer Shares.

On 1 February 2021, the Financial Adviser announced, for and on behalf of the Offeror, that the proposed voluntary conditional cash offer by the Offeror for the Offer Shares, as mentioned in paragraph 1 of the Offer Announcement, shall therefore be converted to a mandatory conditional cash offer (the "**MGO Conversion Announcement**"). References to the "Offer" in this Offer Document shall be taken to refer to the mandatory conditional cash offer. A copy of the MGO Conversion Announcement is available on the website of the SGX-ST at www.sgx.com.

1.3 Formal Offer

This Offer Document contains the formal offer by the Financial Adviser, for and on behalf of the Offeror, to acquire all the Offer Shares, on the terms and subject to the conditions set out in this Offer Document. We urge you to read this document carefully and properly consider this Offer.

2. **THE OFFER**

2.1 **Offer Shares**

The Offer is extended, on the same terms and conditions, to all the Shares, 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**”).

2.2 **Consideration**

For each Offer Share: S\$0.65 in cash (the “Offer Price”)

2.3 **No Encumbrances**

The Offer Shares will be acquired (a) fully paid; (b) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever (collectively, the “**Encumbrances**”); and (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto (including the right to receive and retain all dividends, other distributions and return of capital which may be announced, declared, paid or made thereon by the Company on or after the Offer Announcement Date (collectively, the “**Distributions**”)).

2.4 **Adjustment for Distributions**

Without prejudice to the foregoing, the Offer Price has been determined on the basis that the Offer Shares will be acquired with the right to receive any Distribution that may be announced, declared, paid or made by the Company on or after the Offer Announcement Date.

If any Distribution is announced, declared, paid or made by the Company on or after the Offer Announcement Date, the Offeror reserves the right to reduce the Offer Price payable to a Shareholder who validly accepts or has validly accepted the Offer by an amount equivalent to such Distribution.

2.5 **Conditional Offer**

The Offer is conditional upon the Offeror having received, by the Closing Date, valid acceptances in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with it (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and persons acting in concert with it holding such number of Shares carrying more than 50% of the voting rights attributable to the issued share capital of the Company as at the Closing Date (the “**Acceptance Condition**”).

Accordingly, the Offer will not become or be capable of being declared unconditional as to acceptances until the Closing Date, unless at any time prior to the Closing Date, the Offeror has received valid acceptances (which have not been withdrawn) in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by or on behalf of the Offeror and persons acting in concert with it (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and persons acting in concert with it holding such number of Shares carrying more than 50% of the voting rights attributable to the issued share capital of the Company as at the Closing Date.

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

2.6 **Warranty**

Acceptance of the Offer will be deemed to constitute an unconditional and irrevocable warranty by the accepting Shareholder that each Offer Share tendered in acceptance of the Offer is sold by the accepting Shareholder, as or on behalf of the beneficial owner(s) thereof, (a) fully paid; (b) free from all Encumbrances; and (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto (including the right to receive and retain all Distributions).

2.7 **Duration of the Offer**

(a) **Closing Date**

Except insofar as the Offer may be withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder, the Offer will remain open for acceptances by Shareholders for a period of at least 28 days from the date on which this Offer Document is posted.

Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 10 March 2021 or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

(b) **Offer to Remain Open for 14 Days after being Declared Unconditional as to Acceptances**

Pursuant to Rule 22.6 of the Code, if the Offer becomes or is declared to be unconditional as to acceptances, the Offer will remain open for acceptance for not less than 14 days after the date on which it would otherwise have closed, in order to give those Shareholders who have not accepted the Offer the opportunity to do so. This requirement does not apply if, before the Offer becomes or is declared to be unconditional as to acceptances, the Offeror has given notice in writing to the Shareholders at least 14 days before the specified Closing Date that the Offer will not be open for acceptance beyond that date, provided that such notice may not be given, or if already given, shall not be capable of being enforced in a competitive situation. If a declaration that the Offer is unconditional as to acceptances is confirmed in accordance with paragraph 2(a) of **Appendix IV** to this Offer Document, such period of not less than 14 days during which the Offer shall remain open for acceptance will run from the date of such confirmation, or the date on which the Offer would otherwise have expired, whichever is later.

(c) **Final Day Rule**

Pursuant to Rule 22.9 of the Code, the Offer (whether revised or not) will not be capable of becoming or being declared to be unconditional as to acceptances after 5.30 p.m. (Singapore time) on the 60th day after the date that this Offer Document is posted or of being kept open after the expiry of such period, unless it has previously become or been declared to be unconditional as to acceptances, except with the permission of the SIC. The SIC will consider granting such permission in circumstances, including but not limited to, where a competing offer has been announced.

(d) **Revision**

Pursuant to Rule 20.1 of the Code, the Offer, if revised, will remain open for acceptance for a period of at least 14 days from the date of despatch of the written notification of the revision to Shareholders. In any case, where the terms of the Offer are revised, the benefit of the Offer (as so revised) will be made available to each of the Shareholders, including those who had previously accepted the Offer.

(e) **Subsequent Closing Date**

If there is an extension of the Offer, pursuant to Rule 22.4 of the Code, any announcement of an extension of the Offer will state the next closing date or if the Offer is unconditional as to acceptances, a statement may be made that the Offer will remain open until further notice. In the latter case, those Shareholders who have not accepted the Offer will be notified in writing at least 14 days before the Offer is closed.

(f) **No Obligation to Extend Offer**

The Offeror is not obliged to extend the Offer if the Acceptance Condition is not fulfilled by the Closing Date(s).

2.8 **Details of the Offer**

Appendix IV to this Offer Document sets out further details on the (a) settlement of the consideration for the Offer; (b) requirements relating to the announcement of the level of acceptances of the Offer, and (c) right of withdrawal of acceptances of the Offer.

2.9 **Procedures for Acceptance**

Appendix V to this Offer Document sets out the procedures for acceptance of the Offer.

3. **INFORMATION ON THE COMPANY**

3.1 **Incorporation and Listing**

Based on publicly available information, the Company was incorporated under the laws of Singapore on 23 January 1976 and was listed on the Mainboard of the SGX-ST on 17 October 1997. The Company, together with its subsidiaries, is a designer, builder, owner and operator of aluminium high-speed craft.

3.2 **Share Capital**

As at the Latest Practicable Date, based on the results of the electronic instant information search of the Company obtained from ACRA, the Company has an issued and paid-up share capital of S\$95,885,990.0081 comprising 220,169,774 Shares. The Company does not hold any treasury Shares.

As at the Latest Practicable Date, based on information available to the Offeror:

- (a) the Company has not granted any options or issued any rights, warrants or other securities convertible into, exercisable or redeemable into any Shares; and
- (b) there is no restriction in the constitution of the Company on the right to transfer any Shares, which has the effect of requiring the holders of the Offer Shares to first offer them for purchase to Shareholders or to any other person, before transferring them.

3.3 Additional Information on the Company

Appendix I to this Offer Document sets out additional information on the Company.

4. INFORMATION ON THE OFFEROR, THE CONSORTIUM AND DYMON ASIA PRIVATE EQUITY

4.1 The Offeror

The Offeror is an investment holding company incorporated under the laws of the Cayman Islands on 3 November 2020. As at the Latest Practicable Date, the Offeror has an issued share capital of S\$1,000 comprising 10,000 ordinary shares (the "**Offeror Shares**"), which are held by the shareholders of the Offeror as follows:

Shareholders of the Offeror	Shareholding Percentage
Fairy, L.P. (acting by its general partner, Fairy Ltd.) (the " Sponsor ")	40%
Mr. Jeffrey Hing Yih Peir (" JHYP ")	55%
Mr. James Tham Tuck Choong (" JTTC ")	5%
Total	100%

The board of directors of the Offeror comprises JHYP, JTTC and Mr. Tan Keng Soon (Keith) (Founding Partner of Dymon Asia Capital Ltd. (the holding company of the Dymon group) and Chairman of the Dymon Asia Private Equity Investment Committee).

4.2 The Sponsor

The Sponsor is a special purpose vehicle incorporated under the laws of the Cayman Islands on 9 October 2020, which is wholly-owned by Dymon Asia Private Equity (S.E. Asia) II Ltd. (as general partner for and on behalf of Dymon Asia Private Equity (S.E. Asia) Fund II, L.P.) ("**Dymon Asia**"). Dymon Asia is managed by Dymon Asia Private Equity (Singapore) Pte. Ltd., a Singapore-based fund manager that manages Dymon Asia Private Equity (S.E. Asia) Fund, L.P., which has committed capital of S\$300 million and Dymon Asia Private Equity (S.E. Asia) Fund II, L.P., a fund with commitments of US\$450 million.

4.3 The Promoters

As at the Latest Practicable Date, JHYP and JTTC (collectively, the "**Promoters**" and each, a "**Promoter**") hold an aggregate of 47,459,515 Shares, representing approximately 21.56% of the total number of Shares, details of which are set out below:

- (a) JHYP holds 46,792,849 Shares, representing approximately 21.25% of the total number of Shares; and
- (b) JTTC holds 666,666 Shares, representing approximately 0.30% of the total number of Shares.

As mentioned in paragraph 4.3 of the Offer Announcement, JHYP and his wife, Mdm. Wong Bei Keen ("**WBK**") had, on the Offer Announcement Date, entered into a deed of undertaking in favour of the Offeror (the "**Deed of Transfer**"), pursuant to which WBK had, *inter alia*, irrevocably undertaken to transfer to JHYP as soon as practicable after the Offer

Announcement Date but in any event prior to the date of despatch of this Offer Document, the 3,333,333 Shares held by Citibank Nominees Singapore Pte Ltd on her behalf (the “**WBK Shares**”), for a nominal consideration of S\$1.00 in aggregate. As at the Latest Practicable Date, the WBK Shares have been transferred from WBK to JHYP and constitute part of the Shares held by JHYP as set out in paragraph 4.3(a).

As mentioned in paragraph 1 of **Appendix I** to this Offer Document, JHYP and JTTC are the directors and key management personnel of the Company.

4.4 Consortium Arrangements

The Sponsor and the Promoters (collectively, the “**Offeror Shareholders**”) have agreed to form a consortium through the Offeror to undertake the Offer. The Offeror Shareholders had, on the Offer Announcement Date, entered into the following arrangements (collectively, the “**Consortium Arrangements**”):

- (a) a shareholders’ agreement (the “**SHA**”) to, *inter alia*, regulate the relationship of the Offeror Shareholders *inter se* as shareholders of the Offeror and in the conduct of the business and affairs of the Offeror (including the Offer).

As the Offeror and the Offeror Shareholders intend and desire that there be continuity of management and minimal interruption to the business of the Company, the Offeror and the Offeror Shareholders had agreed under the SHA that after the completion of the Offer and subject to the Company having been delisted following the completion of the Offer, the Company shall enter into a new service agreement (each, a “**New Service Agreement**”) with each Promoter. Each New Service Agreement will be on substantially the same terms as their respective existing service agreement, and will commit the relevant Promoter to a minimum initial term of four (4) years from the date of the New Service Agreement; and

- (b) each of the Promoters had provided an irrevocable undertaking in favour of the Offeror (each, a “**Promoter’s Irrevocable Undertaking**” and collectively, the “**Promoters’ Irrevocable Undertakings**”) pursuant to which he will undertake and/or agree, *inter alia*:
 - (i) to accept the Offer in respect of all the Shares held by him, details of which are set out in paragraph 4.3 above;
 - (ii) that the total cash consideration payable by the Offeror for such acceptance by him in respect of the Shares held by him (each, the “**Set-Off Amount**” and collectively, the “**Set-Off Amounts**”) will be regarded as an interest-free shareholder loan extended by him to the Offeror, such that no cash consideration shall be payable by the Offeror to him pursuant to his acceptance of the Offer in respect of such Shares; and
 - (iii) to waive his rights under Rule 30 of the Code to receive any cash settlement or payment for the acceptance of the Offer.

Pursuant to the terms of the SHA, the Offeror Shareholders have agreed, *inter alia*, that:

- (A) save for the Promoters’ Irrevocable Undertakings and the Deed of Transfer, all matters relating to the Offer will require the unanimous approval of the Sponsor and the Promoters;

- (B) each Promoter shall contribute to the Offeror his respective shareholding proportion *inter se* of the funds that will be utilised for the Transaction (the “**Total Commitment**”) which shall comprise (1) the Set-Off Amount and (2) a cash amount representing the amount by which his shareholding proportion *inter se* of the Total Commitment exceeds the Set-Off Amount. The Sponsor shall contribute to the Offeror its shareholding proportion *inter se* of the Total Commitment in cash;
- (C) following the completion of the Transaction:
- (1) a portion of the Total Commitment as set out in the foregoing paragraph 4.4(B) will be converted into additional Offeror Shares for the Sponsor and the Promoters in accordance with their respective shareholding proportion *inter se*; and
 - (2) the remaining amount of the Total Commitment after the deduction of the amount set out in paragraph 4.4(C)(1) above will remain as shareholder loans;
- (D) save for the pledging of the Offeror Shares as security in connection with the (1) loans extended by the Sponsor to the Promoters to finance part of the Total Commitment and (2) external loans and credit facilities to be obtained by the Offeror to repay the shareholder loans described in paragraph 4.4(C)(2) above (the “**External Financing**”), each Promoter undertakes to the Sponsor that, as long as the Sponsor holds Offeror Shares during the period commencing on the date of the SHA and ending on the third (3rd) anniversary of the completion of the Transaction, such Promoter shall not dispose of or create encumbrances over the Offeror Shares that he owns without the prior approval of the Sponsor;
- (E) following the completion of the Transaction, the number of directors on the board of directors of the Offeror (the “**Offeror Directors**”) shall not be more than five (5). Under the SHA, the Sponsor shall be entitled to request the appointment of two (2) Offeror Directors and the Promoters (acting jointly) shall be entitled to request the appointment of three (3) Offeror Directors, who shall include JHYP and JTTC; and
- (F) in the event the Company remains listed following the close of the Offer, subject to:
- (1) the repayment in full of the loans extended by the Sponsor and the release and discharge of the charges over the Promoters’ Offeror Shares in favour of the Sponsor as set out in paragraph 4.4(D) above;
 - (2) the External Financing (if taken up by the Offeror) having been repaid in full by the Offeror;
 - (3) all applicable laws; and
 - (4) any instrument, contract, document or agreement to which the Offeror is a party or by which its assets are bound (including the SHA),

the Offeror Shareholders shall (at the Sponsor’s option) procure that the Offeror makes an in-specie distribution of all the Shares then held by the Offeror to the Promoters and the Sponsor in their respective shareholding proportion *inter se* by way of dividend, to the extent permitted under applicable laws (the “**In-Specie Distribution**”). Thereafter, each Promoter undertakes to the Sponsor that during the period commencing on the date of the completion of the In-Specie Distribution and ending on the fifth (5th) anniversary of the close of the Offer, the Promoters shall not

sell, transfer, mortgage, charge, pledge, grant an option over, or otherwise dispose of or create encumbrances over the Shares that they own without the prior written approval of the Sponsor.

The SIC has confirmed that the Consortium Arrangements do not constitute special deals for the purpose of Rule 10 of the Code.

4.5 Shareholding in the Offeror

The shareholding in the Offeror will be maintained at the shareholding proportions set out in paragraph 4.1 above until the close of the Offer.

5. PROMOTERS' IRREVOCABLE UNDERTAKINGS

5.1 Details of the Promoters' Irrevocable Undertakings

As at the Latest Practicable Date, JHYP holds 46,792,849 Shares, representing approximately 21.25% of the total number of Shares and JTTC holds 666,666 Shares, representing approximately 0.30% of the total number of Shares. Each of JTTC and JHYP has executed a Promoter's Irrevocable Undertaking dated 21 January 2021 in favour of the Offeror, pursuant to which each of them has undertaken, *inter alia*, to accept the Offer in respect of all the Shares held by him.

Details of the Promoters' shareholding in the Company which will be tendered in acceptance of the Offer by each Promoter pursuant to his Promoter's Irrevocable Undertaking are as follows:

Promoter	Number of Shares to be tendered in acceptance of the Offer	Percentage of the total number of Shares ⁽¹⁾
JHYP	46,792,849 ⁽²⁾	21.25%
JTTC	666,666	0.30%
Total	47,459,515	21.56%

Notes:

(1) Based on the Company's issued share capital of 220,169,774 Shares as at the Latest Practicable Date.

(2) Includes the WBK Shares, which were transferred by WBK to JHYP on 27 January 2021, for a nominal consideration of S\$1.00 in aggregate.

5.2 Termination of the Promoters' Irrevocable Undertakings

Each Promoter's Irrevocable Undertaking will terminate or lapse if the Offer is withdrawn or lapses, or fails to become or be declared to be unconditional in all respects for whatever reason, other than due to a breach by the relevant Promoter of any of his obligations under such Promoter's Irrevocable Undertaking.

5.3 No Other Irrevocable Undertakings

Save for the Promoters' Irrevocable Undertakings, as at the Latest Practicable Date, neither the Offeror nor any person acting in concert with the Offeror has received any irrevocable undertaking from any other party to accept or reject the Offer.

- 5.4 As at the Latest Practicable Date, the number of Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with it, together with the total number of Shares to which the Promoters' Irrevocable Undertakings relate, is an aggregate of 69,421,748 Shares, representing approximately 31.53% of the total number of Shares.

6. RATIONALE FOR THE OFFER

6.1 Low Trading Liquidity of Shares

The trading volume of the Shares has been low, with an average daily trading volume¹ of approximately 173,350 Shares, 104,798 Shares, 120,123 Shares and 279,521 Shares during the respective one (1)-month period, three (3)-month period, six (6)-month period and twelve (12)-month period up to and including 18 December 2020 (the "**Last Trading Day**"), being the last full Market Day immediately before the Company released the announcement in respect of a possible transaction involving the Shares on 21 December 2020 (the "**Holding Announcement Date**"). Each of these represents less than 0.13% of the total number of Shares for any of the aforementioned relevant periods.

The Offer therefore provides Shareholders who find it difficult to exit the Company as a result of the low trading volume of the Shares with an opportunity to liquidate and realise their investments in the Shares at a premium over the prevailing market prices which would otherwise not be available given the low trading liquidity of the Shares.

6.2 Offer Price at a Premium over the Last Transacted Share Price

The Offer Price represents a premium of 30.00% over the last transacted price per Share of S\$0.500 on 18 December 2020, being the last Market Day on which the Shares were transacted prior to the Holding Announcement Date.

When compared to the benchmark prices of the Shares up to and including the Last Trading Day, the Offer Price also represents a premium of approximately 35.70%, 42.54%, 44.44% and 17.54% over the volume weighted average price ("**VWAP**") per Share for the one (1)-month, three (3)-month, six (6)-month and twelve (12)-month periods, respectively.

The Offer presents Shareholders with a clean cash exit opportunity to realise their entire investment in the Shares at a premium over the prevailing trading prices of the Shares without incurring brokerage and other trading costs.

6.3 Greater Management Flexibility

The Offeror is making the Offer with a view to delisting the Company from the Mainboard of the SGX-ST and exercising any rights of compulsory acquisition that may arise under Section 215(1) of the Companies Act. The Offeror believes that privatising the Company will give the Offeror and the management of the Company more flexibility to manage the business of the Company, optimise the use of its management and capital resources and facilitate the implementation of any operational change.

¹ Calculated by using the total volume of Shares traded divided by the number of Market Days with respect to the one (1)-month period, three (3)-month period, six (6)-month period and twelve (12)-month period respectively up to and including the Last Trading Day.

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

7. FINANCIAL EVALUATION OF THE OFFER

7.1 The Offer Price represents the following premia over the historical traded prices of the Shares:

Description	Share Price (S\$) ⁽¹⁾⁽²⁾	Premium over Share Price ⁽³⁾ (%) ⁽⁴⁾
(a) Last transacted price per Share on 18 December 2020 (being the Last Trading Day)	0.500	30.00
(b) VWAP of the Shares traded on the SGX-ST for the one (1)-month period prior to and including the Last Trading Day	0.479	35.70
(c) VWAP of the Shares traded on the SGX-ST for the three (3)-month period prior to and including the Last Trading Day	0.456	42.54
(d) VWAP of the Shares traded on the SGX-ST for the six (6)-month period prior to and including the Last Trading Day	0.450	44.44
(e) VWAP of the Shares traded on the SGX-ST for the twelve (12)-month period prior to and including the Last Trading Day	0.553	17.54

Notes:

(1) Source: Bloomberg L.P.

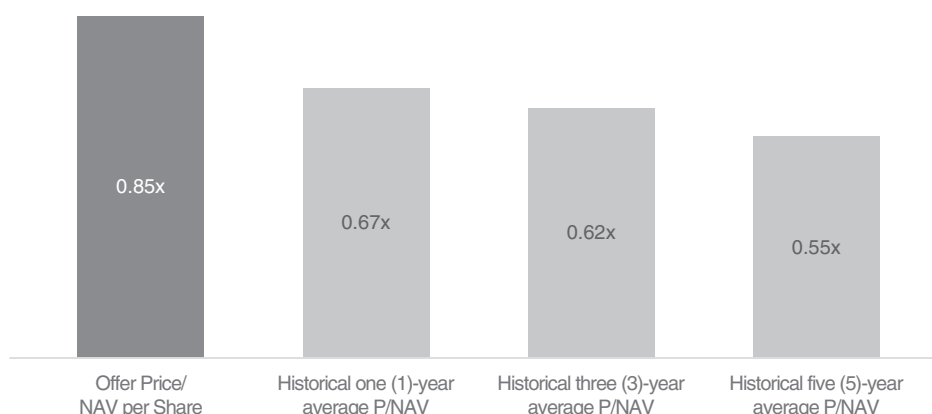
(2) The VWAP is calculated based on the daily VWAP turnover divided by VWAP volume of the Shares as extracted from Bloomberg L.P.

(3) Computed based on the Share prices which were rounded to the nearest three (3) decimal places.

(4) Percentages rounded to the nearest two (2) decimal places.

7.2 The Offer Price implies a price to net asset value ("**P/NAV**") multiple of approximately 0.85 (based on the Group's net asset value per Share of S\$0.768, as stated in the announcement as released by the Company on the website of the SGX-ST on 6 August 2020 in relation to the half year financial results of the Group for the financial period ended 30 June 2020), which exceeds the Company's historical averages.

The implied P/NAV multiple of approximately 0.85 thus represents a premium of approximately 26.7%, 36.1% and 53.5% respectively to the historical one (1)-year, three (3)-year and five (5)-year average P/NAV multiple of the Shares:



Notes:

- (1) Multiples shown in the chart above are rounded to the nearest two (2) decimal places.
- (2) The historical average P/NAV multiples above are computed daily up to and including the Last Trading Day and reflects the market capitalisation of the Shares at the end of each trading day divided by net assets for the last reported financial period, as sourced from Capital IQ.

8. LISTING STATUS AND COMPULSORY ACQUISITION

8.1 Listing Status

Pursuant to Rule 1105 of the Listing Manual, upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings in Shares of the Offeror and persons acting in concert with it to above 90% of the total number of Shares (excluding any Shares held in treasury), the SGX-ST may suspend the trading of the Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total number of Shares (excluding any Shares held in treasury) are held by at least 500 Shareholders who are members of the public.

Rule 1303(1) of the Listing Manual provides that where the Offeror succeeds in garnering acceptances exceeding 90% of the total number of Shares (excluding any Shares held in treasury), thus causing the percentage of the total number of 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.

Under Rule 724(1) of the Listing Manual, if the percentage of the Shares held in public hands falls below 10%, the Company must, as soon as practicable, announce that fact, and the SGX-ST may suspend trading of all the Shares. Rule 724(2) of the Listing Manual 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 the Shares held in public hands to at least 10%, failing which the Company may be removed from the Official List of the SGX-ST.

8.2 Compulsory Acquisition

Pursuant to Section 215(1) of the Companies Act, in the event that the Offeror acquires not less than 90% 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 the Offer and excluding any Shares held in treasury), the Offeror will be entitled to exercise the right to compulsorily acquire all the Shares from Shareholders who have not accepted the Offer, at a price equal to the Offer Price (the "**Compulsory Acquisition**").

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 it, its related corporations and their respective nominees, comprise 90% or more of the total number of Shares, the Shareholders who have not accepted the Offer will have a right to require the Offeror to acquire their Shares at the Offer Price. Such Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.

8.3 Offeror's Intentions

The Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company. Accordingly, the Offeror, if and when entitled, intends to exercise its rights of Compulsory Acquisition and does not intend to take any step for the public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted in the event that, *inter alia*, less than 10% of the total number of Shares (excluding any Shares held in treasury) are held in public hands.

In addition, the Offeror also reserves the right to seek a voluntary delisting of the Company from the SGX-ST pursuant to Rules 1307 and 1309 of the Listing Manual (collectively, the "**Voluntary Delisting Rules**"). Without prejudice to the foregoing, if the Offeror receives, as at the Closing Date, valid acceptances of the Offer from Shareholders (other than persons acting in concert with the Offeror) (the "**Independent Shareholders**") representing at least 75% of the total number of Shares held by the Independent Shareholders and subject to substantive compliance with the other requirements set out in the Voluntary Delisting Rules, the Offeror intends to seek the SGX-ST's waiver from strict compliance with such Voluntary Delisting Rules.

In the event that the public float is lost and the Offeror is unable to exercise its rights of Compulsory Acquisition or the Company is unable to meet the requirements set out in the Voluntary Delisting Rules, the trading of the Shares may be subjected to a prolonged period of suspension.

Subject to normal business conditions and other than in the normal course of business, the Offeror does not intend to (a) make major changes to the business of the Company or its management team; (b) re-deploy the fixed assets of the Company; or (c) discontinue the employment of the employees of the Group. Nonetheless, the Offeror retains the flexibility at any time to consider any options or opportunities which may present themselves and which the Offeror may regard to be in the interests of the Company.

9. OVERSEAS SHAREHOLDERS

The availability of the Offer to Shareholders whose mailing addresses are outside of Singapore (as shown on the register of members of the Company or, as the case may be, in the records of CDP) (collectively, the "**Overseas Shareholders**" and each, an "**Overseas Shareholder**") may be affected by the laws of the relevant overseas jurisdictions. Accordingly, any Overseas Shareholder should inform himself about and observe any applicable legal requirements, and exercise caution in relation to the Offer, as this Offer Document, the FAAs and the FATs have not been reviewed by any regulatory authority in any overseas jurisdiction. **Where there are potential restrictions on sending this Offer Document, the FAAs and/or the FATs to any overseas jurisdictions, the Offeror, the Financial Adviser and CDP each reserves the right not to send these documents to Shareholders in such overseas jurisdictions. For the avoidance of doubt, the Offer is open to all Shareholders, including those to whom this Offer Document, the FAAs and/or the FATs have not been, or may not be, sent.**

Copies of this Offer Document and any other formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, means, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable laws and regulations) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction, and the Offer will not be capable of acceptance by any such use, means, instrumentality or facility.

Overseas Shareholders may, nonetheless, obtain copies of this Offer Document, the FAAs, the FATs and/or any related documents, during normal business hours and up to the Closing Date, from the Offeror through CDP (if he is a depositor) by contacting CDP via telephone (+65 6535 7511) or email services (asksgx@sgx.com), or the Share Registrar (if he is a scripholder), at its office located at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623.

Alternatively, an Overseas Shareholder may write to the Offeror through CDP (if he is a depositor) at Robinson Road Post Office, P.O. Box 1984, Singapore 903934, or the Share Registrar (if he is a scripholder) at the address listed above, to request for this Offer Document, the FAAs, the FATs and/or any related documents to be sent to an address in Singapore by ordinary post at such Overseas Shareholder's own risk, up to five (5) Market Days prior to the Closing Date.

Electronic copies of this Offer Document, the FAA and FAT are also available on the website of the SGX-ST at www.sgx.com.

It is the responsibility of any Overseas Shareholder who wishes to (a) request for this Offer Document, the FAAs, the FATs and/or any related documents; or (b) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on its behalf (including the Financial Adviser) shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments as the Offeror and/or any person acting on its behalf (including the Financial Adviser) may be required to pay. In (i) requesting for this Offer Document, the FAAs, the FATs and/or any related documents; and/or (ii) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror and the Financial Adviser that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements. **Any Overseas Shareholder who is in any doubt about his position should consult his professional adviser in the relevant jurisdiction.**

The Offeror and the Financial Adviser each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement on the website of the SGX-ST or notice and if necessary, by paid advertisement in a newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given, notwithstanding any failure by any Shareholder (including an Overseas Shareholder) to receive or see such announcement, notice or advertisement.

10. CONFIRMATION OF FINANCIAL RESOURCES

The Financial Adviser, 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 Offer Price, excluding the Set-Off Amounts.

11. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of this Offer Document) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Offer Document (other than those relating to the Company) are fair and accurate and that there are no other material facts not contained in this Offer Document, the omission of which would make any statement in this Offer Document 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 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 Offer Document.

The Directors jointly and severally accept full responsibility accordingly.

12. GENERAL

Any omission relating to the despatch of this Offer Document, the FAAs and/or the FATs, or any notice, advertisement or announcement required to be given under the terms of the Offer to, or any failure to receive the same by, any person to whom the Offer is made or should be made shall not invalidate the Offer in any way.

The Offer, this Offer Document, the FAAs and/or the FATs, all acceptances of the Offer, all contracts made pursuant thereto and all actions taken or deemed to be taken in connection with any of the foregoing shall be governed by, and construed in accordance with, the laws of Singapore and all accepting Shareholders agree, by accepting the Offer, to submit to the non-exclusive jurisdiction of the Singapore courts.

CPFIS Investors will receive further information on how to accept the Offer from the CPF Agent Banks directly. CPFIS Investors are advised to consult their respective CPF Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors should seek independent professional advice. CPFIS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks. CPFIS Investors who accept the Offer will receive the Offer Price payable in respect of their Offer Shares in their respective CPF investment accounts.

SRS Investors will receive further information on how to accept the Offer from the SRS Agent Banks directly. SRS Investors are advised to consult their respective SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, SRS Investors should seek independent professional advice. SRS Investors who wish to accept the Offer are to reply to their respective SRS Agent Banks by the deadline stated in the letter from their respective SRS Agent Banks. SRS Investors who accept the Offer will receive the Offer Price payable in respect of their Offer Shares in their respective SRS investment accounts.

Unless expressly provided otherwise in this Offer Document, the FAAs and/or the FATs, a person who is not a party to any contracts made pursuant to the Offer, this Offer Document, the FAAs and/or the FATs has no rights under the Contracts (Rights of Third Parties) Act (Chapter 53B of Singapore) to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

The Offeror and the Financial Adviser each reserves the right to treat acceptances of the Offer as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated herein or in the FAA and/or the FAT, or if made otherwise than in accordance with the provisions herein and in the FAA and/or the FAT.

The Financial Adviser is acting for and on behalf of the Offeror and does not purport to advise the Shareholders. In preparing its letter to the Shareholders for and on behalf of the Offeror, the Financial Adviser has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any Shareholder.

The views of the Independent Directors and the independent financial adviser to the Independent Directors on the Offer will be made available to Shareholders in due course and in any event, the Independent Directors are required under the Code to despatch their views within 14 days of the posting of this Offer Document. Shareholders may wish to consider their advice before taking any action in relation to the Offer.

Appendix III to this Offer Document sets out additional general information relating to the Offer. Your attention is drawn to all the Appendices which form part of this Offer Document.

Issued by
W CAPITAL MARKETS PTE. LTD.

For and on behalf of
EMET GRACE LTD.

10 February 2021

Any inquiries relating to this Offer Document or the Offer should be directed during office hours to:

W Capital Markets Pte. Ltd.

Mr. Foo Say Nam	Ms. Sheila Ong
Partner, Head of Advisory	Vice President, Corporate Finance
Tel: (65) 6513 3536	Tel: (65) 6513 3525

ADDITIONAL INFORMATION ON THE COMPANY

1. DIRECTORS OF THE COMPANY

Based on publicly available information, the names, addresses and descriptions of the directors of the Company as at the Latest Practicable Date are as follows:

Name	Address	Description
Mr. Jeffrey Hing Yih Peir	c/o 18 Tuas Basin Link, Singapore 638784	Executive Chairman
Mr. James Tham Tuck Choong	c/o 18 Tuas Basin Link, Singapore 638784	Managing Director
Mr. Ong Kian Min	c/o 18 Tuas Basin Link, Singapore 638784	Lead Independent Director
Mr. Paul Tan Poh Lee	c/o 18 Tuas Basin Link, Singapore 638784	Independent Director
Mr. Leow Ban Tat	c/o 18 Tuas Basin Link, Singapore 638784	Independent Director
Ms. Joanna Tung May Fong	c/o 18 Tuas Basin Link, Singapore 638784	Finance and Administration Director

2. REGISTERED OFFICE OF THE COMPANY

The registered office of the Company is at 18 Tuas Basin Link, Singapore 638784.

3. PRINCIPAL ACTIVITIES OF THE GROUP

The principal activities of the Group are those of:

- (a) owning and operating high-speed workboats, including but not limited to crewboats and passenger ferries;
- (b) designing and building high-speed workboats, including but not limited to crewboats, passenger ferries, windfarm vessels, patrol boats and search-and-rescue vessels for third party ship owners;
- (c) building high-speed workboats for stock (without firm contracts) and to order (based on firm contracts);
- (d) investment holding; and
- (e) providing project management, ship management and repair and maintenance services.

4. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, save as disclosed in this Offer Document and save for information on the Group which is publicly available (including, without limitation, the annual report of the Company for FY2019 which includes the audited consolidated financial statements of the Group for FY2019 as released by the Company on the website of the SGX-ST on 14 April 2020, the announcement as released by the Company on the website of the SGX-ST on 6 August 2020 in relation to the half year financial results of the Group for the financial period ended 30 June 2020 and other announcements as released by the Company on the website of the SGX-ST), there has not been, within the knowledge of the Offeror, any material change in the financial position or prospects of the Company since 31 December 2019, being the date of the last audited consolidated financial statements of the Group laid before Shareholders in a general meeting.

ADDITIONAL INFORMATION ON THE OFFEROR

1. DIRECTORS OF THE OFFEROR

The names, addresses and descriptions of the Directors as at the Latest Practicable Date are as follows:

Name	Address	Description
Mr. Jeffrey Hing Yih Peir	c/o 18 Tuas Basin Link, Singapore 638784	Director
Mr. James Tham Tuck Choong	c/o 18 Tuas Basin Link, Singapore 638784	Director
Mr. Tan Keng Soon (Keith)	c/o One Temasek Avenue, #11-01 Millenia Tower, Singapore 039192	Director

2. REGISTERED OFFICE OF THE OFFEROR

The registered office of the Offeror is at Maples Corporate Services Limited, PO Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands.

3. PRINCIPAL ACTIVITY OF THE OFFEROR

The principal activity of the Offeror is that of an investment holding company.

4. NO FINANCIAL STATEMENTS

As the Offeror was recently incorporated on 3 November 2020, the Offeror has not prepared any financial statements since the date of its incorporation.

5. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, save for the making and financing of the Offer, there have been no known material changes in the financial position of the Offeror since its incorporation.

6. SIGNIFICANT ACCOUNTING POLICIES

As no audited financial statements of the Offeror has been prepared since the date of its incorporation, there are no significant accounting policies to be noted.

ADDITIONAL GENERAL INFORMATION

1. DISCLOSURE OF INTERESTS IN COMPANY SECURITIES

1.1 **Holdings in Company Securities**

As at the Latest Practicable Date, based on the latest information available to the Offeror, save for the Promoters' Irrevocable Undertakings and save as set out below, none of the Offeror, the Directors or persons acting or deemed to be acting in concert with the Offeror owns, controls or has agreed to acquire any Company Securities:

Name	Number of Shares	Percentage of the total number of issued Shares ⁽¹⁾
<u>Offeror</u>	21,648,300	9.83%
<u>Offeror's Directors</u>		
JHYP	46,792,849 ⁽⁴⁾	21.25%
JTTC	666,666	0.30%
<u>Offeror's Concert Parties</u>		
Ms. Hing Aik Ling ⁽²⁾	290,600	0.13%
Mrs. Tham Ching Choo Nee Goh Ching Choo ⁽³⁾	23,333	0.01%
Total	69,421,748	31.53%

Notes:

- (1) The percentage shareholding interest is based on the Company's issued share capital of 220,169,774 Shares as at the Latest Practicable Date. Percentages are rounded to the nearest two (2) decimal places.
- (2) Ms. Hing Aik Ling is the sister of JHYP.
- (3) Mrs. Tham Ching Choo Nee Goh Ching Choo is the mother of JTTC.
- (4) Includes the WBK Shares, which were transferred by WBK to JHYP on 27 January 2021, for a nominal consideration of S\$1.00 in aggregate.

1.2 Dealings in Company Securities

Based on the latest information available to the Offeror, save as disclosed below, none of the Offeror, the Directors, or persons acting or deemed to be acting in concert with the Offeror has dealt for value in the Company Securities during the period commencing six (6) months prior to the Holding Announcement Date and ending on the Latest Practicable Date:

Name	Transaction Date	Transaction Type	No. of Shares	Transaction price (S\$)
Ms. Hing Aik Ling ⁽²⁾	21 December 2020	Buy	40,600	0.5825 per Share
Offeror	22 January 2021	Buy	4,786,200	0.65 per Share
Offeror	25 January 2021	Buy	2,176,100	0.65 per Share
Offeror	26 January 2021	Buy	3,311,400	0.65 per Share
Offeror	27 January 2021	Buy	4,036,900	0.65 per Share
JHYP	27 January 2021	Buy ⁽¹⁾	3,333,333	1.00 in aggregate
WBK	27 January 2021	Sell ⁽¹⁾	3,333,333	1.00 in aggregate
Offeror	28 January 2021	Buy	1,607,800	0.65 per Share
Offeror	29 January 2021	Buy	1,732,100	0.65 per Share
Offeror	1 February 2021	Buy	787,500	0.65 per Share
Offeror	2 February 2021	Buy	3,144,900	0.65 per Share
Offeror	3 February 2021	Buy	65,400	0.65 per Share

Notes:

(1) Pursuant to the Deed of Transfer.

(2) Ms. Hing Aik Ling is the sister of JHYP.

1.3 Undertakings to accept or reject the Offer

As at the Latest Practicable Date, save for the Promoters' Irrevocable Undertakings, no person has given any undertaking to the Offeror or any persons acting in concert with it, to accept or reject the Offer.

1.4 Arrangements of the kind referred to in Note 7 on Rule 12 of the Code

As at the Latest Practicable Date, save for the Promoters' Irrevocable Undertakings and the Deed of Transfer, neither the Offeror nor any person acting in concert with it has entered into any arrangement of the kind referred to in Note 7 on Rule 12 of the Code, including indemnity or option arrangements and any agreement or understanding, formal or informal, of whatever nature, relating to the Shares which may be an inducement to deal or refrain from dealing in the Shares.

1.5 No agreement in connection with or dependent on the Offer

As at the Latest Practicable Date, save for the Deed of Transfer and the Consortium Arrangements, there is no agreement, arrangement or understanding between (a) the Offeror or any person acting in concert with it; and (b) any of the present or recent directors of the Company, or any of the present or recent Shareholders or any other person, that has any connection with or is conditional upon the outcome of the Offer.

1.6 Transfer of Offer Shares

Save as disclosed in paragraph 4.4 of this Offer Document on “Consortium Arrangements”, as at the Latest Practicable Date, there is no agreement, arrangement or understanding whereby any of the Offer Shares acquired by the Offeror pursuant to the Offer will or may be transferred to any other person.

1.7 No payment or benefit to directors of the Company

As at the Latest Practicable Date, there is no agreement, arrangement or understanding for payment or other benefit being made or given to any director of the Company or to any director of any corporation which is by virtue of Section 6 of the Companies Act deemed to be related to the Company, as compensation for loss of office or otherwise in connection with the Offer.

1.8 Security interest over or borrowing or lending of Company Securities

As at the Latest Practicable Date, none of the Offeror or any person acting in concert with it has (a) granted a security interest over any of the Company Securities to another person, whether through a charge, pledge or otherwise; (b) borrowed from another person any Company Securities (excluding borrowed Company Securities which have been on-lent or sold); or (c) lent any of the Company Securities to another person.

2. GENERAL

2.1 Consent

The Financial Adviser has given, and has not withdrawn its written consent to the issue of this Offer Document with the inclusion herein of its name and letter and all references thereto in the form and context in which they respectively appear.

2.2 Costs and Expenses

All costs and expenses of or incidental to the Offer, including the preparation and circulation of this Offer Document, the FAAs and the FATs (other than professional fees and other costs relating to the Offer incurred or to be incurred by the Company) and stamp duty and transfer fees resulting from acceptances of the Offer, will be paid by the Offeror.

3. MARKET QUOTATIONS

The closing price of the Shares on the SGX-ST, as reported by Bloomberg L.P., on (a) the Latest Practicable Date was S\$0.650, and (b) the Last Trading Day was S\$0.500. The closing prices of the Shares on the SGX-ST on a monthly basis from 21 June 2020 (being six (6) calendar months preceding the Holding Announcement Date) to the Latest Practicable Date, as reported by Bloomberg L.P., are set out below:

<u>Month</u>	<u>Closing Price of the Month (S\$)</u>
June 2020	0.475
July 2020	0.445
August 2020	0.420
September 2020	0.430
October 2020	0.410
November 2020	0.460
December 2020	0.590
January 2021	0.650

During the period commencing six (6) months preceding the Holding Announcement Date and ending on the Latest Practicable Date (being 21 June 2020 to 3 February 2021 (both dates inclusive)):

- (a) the highest closing price of the Shares on the SGX-ST, as reported by Bloomberg L.P., was S\$0.650, which was transacted on 22 January 2021, 25 January 2021, 26 January 2021, 27 January 2021, 28 January 2021, 29 January 2021, 1 February 2021, 2 February 2021 and 3 February 2021 respectively; and
- (b) the lowest closing price of the Shares on the SGX-ST, as reported by Bloomberg L.P., was S\$0.410, which was transacted on 13 August 2020, 17 August 2020, 18 August 2020, 19 August 2020, 20 August 2020, 21 August 2020, 24 August 2020, 26 August 2020, 14 September 2020, 15 September 2020, 30 October 2020 and 4 November 2020 respectively.

4. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected at the office of the Financial Adviser at 65 Chulia Street, #43-01 OCBC Centre, Singapore 049513 during normal business hours, while the Offer remains open for acceptance:

- (a) the Offer Announcement;
- (b) the Promoters' Irrevocable Undertakings; and
- (c) the letter of consent from the Financial Adviser referred to in paragraph 2.1 of this **Appendix III**.

DETAILS OF THE OFFER

1. SETTLEMENT

Subject to the Offer becoming or being declared to be unconditional in all respects and subject to the receipt by the Offeror from accepting Shareholders of valid acceptances, complete in all respects and in accordance with the instructions given in this Offer Document, the FAA, the FAT and/or the terms and conditions for Electronic Acceptance (as the case maybe) and in the case of a depositor, the receipt by the Offeror of confirmation satisfactory to it that the relevant number of Offer Shares are standing to the credit of the "Free Balance" of such depositor's Securities Account at the relevant time(s), remittances for the appropriate amounts will be despatched, pursuant to Rule 30 of the Code, to the accepting Shareholder (or, in the case of a Shareholder holding share certificate(s) which is not deposited with CDP, his designated agent (if any)) by means of:

- (a) in the case of an accepting Shareholder who has subscribed to CDP's Direct Crediting Services ("**DCS**"), credited directly into such Shareholder's designated bank account for Singapore Dollars via CDP's DCS (or in such other manner as such accepting Shareholder may have agreed with CDP for the payment of any cash distribution). In the case of an accepting Shareholder who has not subscribed to CDP's DCS, any monies to be paid to such Shareholder shall be credited to his Cash Ledger and be subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein); or
- (b) in the case of an accepting Shareholder holding share certificate(s) which are not deposited with CDP, a Singapore Dollars crossed cheque drawn on a bank operating in Singapore and sent by ordinary post to his address stated in his FAT or if none is stated, to his address as indicated in the register of members of the Company, at the risk of the accepting Shareholder,

as soon as practicable but in any event:

- (i) in respect of acceptances of the Offer which are complete and valid in all respects and are received on or before the date on which the Offer becomes or is declared to be unconditional in all respects, within seven (7) business days of that date; or
- (ii) in respect of acceptances of the Offer which are complete and valid in all respects and are received after the Offer becomes or is declared to be unconditional in all respects, but before the Offer closes, within seven (7) business days of the date of such receipt.

2. ANNOUNCEMENTS

- (a) Pursuant to Rule 28.1 of the Code, by 8.00 a.m. (Singapore time) on the dealing day (the "**Relevant Day**") immediately after the day on which the Offer is due to expire, or becomes or is declared to be unconditional as to acceptances, or is revised or extended (if applicable), the Offeror will announce and simultaneously inform the SGX-ST of the total number of Shares (as nearly as practicable):
 - (i) in respect of which valid acceptances of the Offer have been received;
 - (ii) held by the Offeror and any person acting in concert with it before the Offer Period; and

- (iii) acquired or agreed to be acquired by the Offeror and any person acting in concert with it during the Offer Period,

and will specify the percentages of the issued share capital of the Company represented by such numbers.

- (b) Under Note 5 on Rule 28.1 of the Code, purchases made through the SGX-ST by the Offeror and persons acting in concert with it with no pre-agreement or collusion between the parties to such transactions or their agents, may be counted towards satisfying the acceptance condition. All other purchases by the Offeror and persons acting in concert with it (i.e. off market purchases) may only be counted when fully completed and settled.
- (c) Under Rule 28.2 of the Code, if the Offeror is unable, within the time limit, to comply with the rule set out in paragraph 2(a) above, the SIC will consider requesting the SGX-ST to suspend dealings in the Shares until the relevant information is given.
- (d) In this Offer Document, references to the making of any announcement or the giving of notice by the Offeror include the release of an announcement by the Financial Adviser or advertising agents, for and on behalf of the Offeror, to the press or the delivery of or transmission by telephone or facsimile or through SGXNET or otherwise of an announcement to the SGX-ST. An announcement made otherwise than on the website of the SGX-ST shall be notified simultaneously to the SGX-ST.
- (e) In computing the number of Offer Shares represented by acceptances, the Offeror will at the time of making an announcement, take into account acceptances which are valid in all respects. Acceptances of the Offer will only be treated as valid for the purposes of the acceptance condition if the relevant requirements of Rule 28.1 of the Code are met.

3. RIGHT OF WITHDRAWAL

- (a) Except as expressly provided in this Offer Document and the Code, acceptances of the Offer shall be irrevocable.
- (b) If the Offer has become or been declared unconditional as to acceptances, but the Offeror fails to comply with any of the requirements of Rule 28.1 of the Code by 3.30 p.m. (Singapore time) on the Relevant Day, then immediately thereafter:
 - (i) any Shareholder holding Offer Shares which are deposited with CDP and accepting the Offer will be entitled to withdraw his acceptance by giving written notice to Emet Grace Ltd. c/o The Central Depository (Pte) Limited, 9 North Buona Vista Drive, #01-19/20, The Metropolis, Singapore 138588 or via CDP email services (asksgx@sgx.com); and
 - (ii) any Shareholder holding Offer Shares which are not deposited with CDP and accepting the Offer will be entitled to withdraw his acceptance by giving written notice to Emet Grace Ltd. c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623.

Such notice of withdrawal shall be effective only if signed by the accepting Shareholder and when actually received by the Offeror.

- (c) Subject to Rule 22.9 of the Code, this right of withdrawal may be terminated not less than eight (8) days after the Relevant Day by the Offeror confirming (if that be the

case) that the Offer is still unconditional and complying with Rule 28.1 of the Code. For the purpose of Rule 22.6 of the Code, the period of 14 days referred to therein will run from the date of such confirmation, or the date on which the Offer would otherwise have expired, whichever is later.

- (d) A Shareholder who has tendered his acceptance under the Offer will be entitled to withdraw his acceptance after 14 days from the first Closing Date, if the Offer has not by then become unconditional as to acceptances. Such entitlement to withdraw will be exercisable until the Offer becomes or is declared to be unconditional as to acceptances.
- (e) In a competitive situation, if one (1) offer becomes unconditional as to acceptances, then Shareholders who have tendered their acceptances of the competing offer (the "**Unsuccessful Offer**") can, if they wish, immediately withdraw their acceptances of the Unsuccessful Offer.

PROCEDURES FOR ACCEPTANCE OF THE OFFER

1. PROCEDURES FOR ACCEPTANCE OF THE OFFER BY DEPOSITORS WHOSE/WHICH SECURITIES ACCOUNTS ARE AND/OR WILL BE CREDITED WITH OFFER SHARES

1.1 Depositors whose/which Securities Accounts are credited with Offer Shares

If you have Offer Shares standing to the credit of the “Free Balance” of your Securities Account, you are entitled to receive this Offer Document together with the FAA. If you wish to accept the Offer, you should complete and sign the accompanying FAA or complete the electronic form of the FAA in accordance with the provisions and instructions in this Offer Document and the provisions and instructions printed on the FAA (which provisions and instructions shall be deemed to form part of the terms of the Offer) and submit the duly completed FAA,

either by post in the enclosed pre-addressed envelope **at your own risk**, to:

EMET GRACE LTD.

c/o The Central Depository (Pte) Limited
Robinson Road Post Office
P.O. Box 1984
Singapore 903934

or **in electronic form** via SGX’s Investor Portal at <investors.sgx.com>,

so as in each case to arrive not later than 5.30 p.m. (Singapore time) on the Closing Date.

If the completed and signed FAA is delivered by post to the Offeror, please use the enclosed pre-addressed envelope, which is not pre-paid for posting. It is your responsibility to affix adequate postage on the said envelope.

If you have sold or transferred all your Offer Shares held through CDP, you need not forward this Offer Document and/or the accompanying FAA to the purchaser or the transferee (the “**Purchaser**”) as arrangements will be made by CDP for a separate Offer Document and FAA to be sent to the Purchaser. Purchasers should note that CDP will, on behalf of the Offeror, send a copy of this Offer Document and the FAA by ordinary post at the Purchasers’ own risk to their respective addresses as they appear in the records of CDP.

If you wish to accept the Offer, you must indicate in Section C of the FAA, the number of Offer Shares in respect of which you wish to accept the Offer.

(a) If you:

- (i) do not specify such number; or
- (ii) specify a number which exceeds the number of Offer Shares standing to the credit of the “Free Balance” of your Securities Account on the date of receipt of the FAA by CDP (the “**Date of Receipt**”) or, in the case where the Date of Receipt is on the Closing Date, by 5.30 p.m. (Singapore time) on the Closing Date,

you shall be deemed to have accepted the Offer in respect of all the Offer Shares standing to the credit of the “Free Balance” of your Securities Account on the Date of Receipt or 5.30 p.m. (Singapore time) on the Closing Date (if the FAA is received by CDP on the Closing Date).

- (b) If paragraph 1.1(a)(ii) above applies and at the time of verification by CDP of the FAA on the Date of Receipt, there are outstanding settlement instructions with CDP to receive further Offer Shares into the “Free Balance” of your Securities Account (“**Unsettled Buy Position**”), and the Unsettled Buy Position settles such that the Offer Shares in the Unsettled Buy Position are transferred to the “Free Balance” of your Securities Account at any time during the period for which the Offer is open, up to 5.30 p.m. (Singapore time) on the Closing Date (“**Settled Shares**”), you shall be deemed to have accepted the Offer in respect of the balance number of Offer Shares indicated in the FAA or the relevant section of the electronic form of the FAA which have not yet been accepted pursuant to paragraph 1.1(a)(ii) above, or the number of Settled Shares, whichever is less.

If you are a depository agent, you may accept the Offer via the SGX-SFG service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents (the “**Electronic Acceptance**”). Such Electronic Acceptances must be submitted **not later than 5.30 p.m. (Singapore time) on the Closing Date**. CDP has been authorised by the Offeror to receive Electronic Acceptances on its behalf. Such Electronic Acceptances submitted will be deemed irrevocable and subject to each of the terms and conditions contained in the FAA and this Offer Document as if the FAA has been duly completed, signed in its originality and submitted to CDP.

1.2 Depositors whose/which Securities Accounts will be credited with Offer Shares

If you have purchased Offer Shares on the SGX-ST and such Offer Shares are in the process of being credited to the “Free Balance” of your Securities Account, you should also receive this Offer Document together with the FAA. If you wish to accept the Offer in respect of such Offer Shares, you should, after the “Free Balance” of your Securities Account has been credited with such number of Offer Shares, complete and sign the accompanying FAA or complete the electronic form of the FAA in accordance with the provisions and instructions in this Offer Document and the provisions and instructions printed on the FAA (which provisions and instructions shall be deemed to form part of the terms of the Offer) and submit the duly completed FAA,

either by post in the enclosed pre-addressed envelope **at your own risk**, to:

EMET GRACE LTD.

c/o The Central Depository (Pte) Limited
Robinson Road Post Office
P.O. Box 1984
Singapore 903934

or **in electronic form** via SGX’s Investor Portal at investors.sgx.com,

so as in each case to arrive not later than 5.30 p.m. (Singapore time) on the Closing Date.

Please note that the enclosed pre-addressed envelope is not pre-paid for posting and it is your responsibility to affix adequate postage on the said envelope.

If upon receipt by CDP, on behalf of the Offeror, of the FAA, it is established that such Offer Shares have not been or will not be, credited to the “Free Balance” of your Securities Account (as, for example, where you sell or have sold such Offer Shares), your acceptance is liable to be rejected. **None of the Offeror, the Financial Adviser or CDP accepts any responsibility or liability in relation to such rejection, including the consequences thereof.**

If you purchase Offer Shares on the SGX-ST on a date close to the Closing Date, your acceptance in respect of such Offer Shares is liable to be rejected if the “Free Balance” of your Securities Account is not credited with such Offer Shares by the Date of Receipt (if the FAA is received by CDP prior to the Closing Date) or 5.30 p.m. (Singapore time) on the Closing Date (if the FAA is received by CDP on the Closing Date), unless paragraph 1.1(a)(ii) read together with paragraph 1.1(b) of this **Appendix V** apply. If the Unsettled Buy Position does not settle by 5.30 p.m. (Singapore time) on the Closing Date, your acceptance in respect of such Offer Shares will be rejected. **None of the Offeror, the Financial Adviser or CDP accepts any responsibility or liability in relation to such rejection, including the consequences thereof.**

1.3 Depositors whose/which Securities Accounts are and will be credited with Offer Shares

If you already have Offer Shares standing to the credit of the “Free Balance” of your Securities Account, and if you have also purchased additional Offer Shares on the SGX-ST that are in the process of being credited to the “Free Balance” of your Securities Account, you may accept the Offer in respect of the Offer Shares standing to the credit of the “Free Balance” of your Securities Account but in respect of the additional Offer Shares purchased which are in the process of being credited to the “Free Balance” of your Securities Account, you may accept the Offer in respect of such additional Offer Shares only after the “Free Balance” of your Securities Account has been credited with such number of Offer Shares. The provisions set out above shall apply in the same way to your acceptance(s).

1.4 General

For the avoidance of doubt, FAAs received by CDP on a Saturday, Sunday or public holiday in Singapore will only be processed and validated on the next business day.

For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Offer Shares standing to the credit of the “Free Balance” of your Securities Account. You can verify the number of Offer Shares standing to the credit of the “Free Balance” of your Securities Account through (a) CDP Online if you have registered for CDP Internet Access Service; or (b) the CDP Phone Service using SMS OTP, under the option “To check your securities balance”.

Upon receipt of the FAA which is complete and valid in all respects, CDP will transfer the Offer Shares in respect of which you have accepted the Offer from the “Free Balance” of your Securities Account to the “Blocked Balance” of your Securities Account. Such Offer Shares will be held in the “Blocked Balance” until the consideration for such Offer Shares has been despatched to you.

No acknowledgement will be given by CDP for submissions of FAAs made. All communications, notices, documents and payments to be delivered or sent to you will be sent by ordinary post at the risk of the person(s) entitled thereto to the mailing address appearing in the records of CDP. If you submit the FAA in electronic form, you accept the risk of defects or delays caused by failure or interruption of electronic systems, and you agree to hold CDP harmless against any losses directly or indirectly caused by such failure or interruption of electronic systems.

If you have accepted the Offer in accordance with the provisions contained in this **Appendix V** and the FAA, upon the Offer becoming or being declared to be unconditional in all respects in accordance with its terms, CDP will send you a notification letter stating the number of Offer Shares debited from the “Free Balance” of your Securities Account together with payment of the Offer Price in the manner set out in paragraph 1 to **Appendix IV**.

If you do not have any existing Securities Account in your own name at the time of acceptance of the Offer, your acceptance as contained in the FAA will be rejected.

If you are a depositor whose/which Securities Account is or will be credited with Offer Shares but you do not receive this Offer Document and/or the FAA, you may obtain this document and/or the FAA from CDP by submitting a request to CDP via telephone (+65 6535 7511) or email services (asksgx@sgx.com). Electronic copies of the FAA may also be obtained on the website of the SGX-ST at www.sgx.com.

2. PROCEDURES FOR ACCEPTANCE OF THE OFFER BY SHAREHOLDERS WHO HOLD OFFER SHARES WHICH ARE NOT DEPOSITED WITH CDP

If you hold Offer Shares which are not deposited with CDP, you are entitled to receive this Offer Document together with the FAT. If you wish to accept the Offer, you should complete and sign the FAT (which is available upon request from **EMET GRACE LTD.** c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623) in accordance with the provisions and instructions in this Offer Document including the provisions and instructions printed on the FAT (which provisions and instructions shall be deemed to form part of the terms of the Offer) and submit the duly completed and signed original FAT with the relevant share certificate(s) and/or other document(s) of title and/or any other relevant document(s) requested by the Offeror **by hand or by post**, at your own risk, to:

EMET GRACE LTD.

c/o Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place, #32-01
Singapore Land Tower
Singapore 048623

so as to arrive not later than 5.30 p.m. (Singapore time) on the Closing Date.

If the number of Offer Shares in respect of acceptances of the Offer as inserted by you in the FAT exceeds the number of Offer Shares represented by the share certificate(s) and/or other document(s) of title accompanying the FAT, or if no such number of Offer Shares is inserted by you, then you shall be deemed to have accepted the Offer in respect of all the Offer Shares as represented by the share certificate(s) and/or other document(s) of title accompanying the FAT.

General

If your Offer Shares are represented by share certificate(s) which are not registered with the Company in your own name, you must send in, at your own risk, the relevant share certificate(s), other document(s) of title and/or other relevant documents required by the Offeror together with a duly completed and signed original FAT accompanied by transfer form(s), duly completed and executed by the person(s) registered with the Company as the holder(s) of the Offer Shares and stamped, with the particulars of the transferee left blank (to be completed by the Offeror or a person authorised by it).

It is your responsibility to ensure that the FAT is properly completed in all respects. The Offeror, the Financial Adviser and/or the Share Registrar will be entitled, in their sole and absolute discretion, to reject any acceptance which does not comply with the provisions and instructions contained herein and in the FAT, or (subject to the preceding paragraph) which is not accompanied by the relevant share certificate(s), other document(s) of title and/or any other relevant document(s) required by the Offeror, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject or treat as valid any acceptance will be final and binding, and none of the Offeror, the Financial Adviser or the Share Registrar accepts any responsibility or liability for the consequences of such a decision.

Except as specifically provided for in this Offer Document and the Code, acceptance of the Offer is irrevocable.

No acknowledgement of receipt of any FAT, share certificate(s), other document(s) of title, transfer form(s) and/or any other relevant document(s) required by the Offeror will be given.

All communications, notices, certificates, documents and remittances to be delivered or sent to you will be sent by ordinary post at your own risk.

Payment will be sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the register of members of the Company) by ordinary post to your address as it appears in the register of members of the Company and at your own risk (or to such different name and address as may be specified by you in the FAT and at your own risk), by way of a Singapore Dollars cheque drawn on a bank operating in Singapore for the appropriate amount.

If you are a Shareholder who holds Offer Shares which are not deposited with CDP but you do not receive the FAT, you may obtain the FAT upon production of satisfactory evidence that you are a Shareholder, from **EMET GRACE LTD.** c/o Boardroom Corporate & Advisory Services Pte. Ltd. at its office at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623.

3. OTHER RELEVANT INFORMATION IN RESPECT OF THE PROCEDURES FOR ACCEPTANCE

If you hold share certificate(s) of some of the Offer Shares beneficially owned by you and if you have deposited the rest of the Offer Shares beneficially owned by you with CDP, you are required to complete, sign and submit at your own risk, the signed original FAT in respect of the Offer Shares which are represented by share certificate(s) and the signed original FAA in respect of the Offer Shares which are deposited with CDP, if you wish to accept the Offer in respect of all such Offer Shares. Both the FAT and the FAA must be completed, signed, accompanied by the relevant documents and submitted to the Offeror in accordance with the respective procedures for acceptance set out in paragraphs 1 and 2 of this **Appendix V**.

If you hold share certificate(s) of the Offer Shares beneficially owned by you and you wish to accept the Offer in respect of such Offer Shares, you should not deposit the share certificate(s) with CDP during the period commencing on the date of this Offer Document and ending on the Closing Date (both dates inclusive) as your Securities Account may not be credited with the relevant number of Offer Shares in time for you to accept the Offer.

If you wish to accept the Offer, it is your responsibility to ensure that the FAA and/or the FAT, as the case may be, is properly completed in all respects, submitted with original signature(s) and all required documents are provided. The Offeror, the Financial Adviser, CDP and/or the Share Registrar will be entitled, in their sole and absolute discretion, to reject any acceptance which does not comply with the provisions and instructions contained herein and in the FAA and/or the FAT, as the case may be, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject or treat as valid any acceptance will be final and binding, and none of the Offeror, the Financial Adviser, CDP or the Share Registrar accepts any responsibility or liability for the consequences of such a decision.

Acceptances in the form of the FAA and/or the FAT received by the Offeror, the Financial Adviser, CDP and/or the Share Registrar, on a Saturday, Sunday or public holiday will only be processed and validated on the next business day.

Submission of the duly completed and signed original FAA and/or FAT through CDP and/or the Share Registrar and/or, as the case may be, the Offeror or the Financial Adviser, shall be conclusive evidence in favour of the Offeror, the Financial Adviser, CDP and the Share Registrar of the right and title of the person(s) signing it to deal with the same and with the Offer Shares to which it relates. The Offeror and CDP shall be entitled to assume the accuracy of any information and/or documents submitted together with any FAA, and shall not be required to verify or question the validity of the same.

By completing and delivering the FAA and/or FAT, you (a) consent to the collection, use and disclosure of your personal data by the Offeror, the Financial Adviser, CDP, Share Registrar, CPF Board, the SGX-ST, Securities Clearing and Computer Services (Pte) Ltd and the Company (collectively, the "**Relevant Persons**") or any person designated by the Relevant Persons in connection with the purpose of facilitating your acceptance of the Offer, and in order for the Relevant Persons or such designated person to comply with any applicable laws, listing rules, regulations and/or guidelines; (b) warrant that where you disclose the personal data of another person, such disclosure is in compliance with applicable laws; and (c) agree that you will indemnify the Relevant Persons or such designated person in respect of any penalties, liabilities, claims, demands, losses and damages as a result of your breach of such warranty.

