

# VOLUNTARY CONDITIONAL CASH OFFER

by



**SAC CAPITAL PRIVATE LIMITED**  
(Company Registration No.: 200401542N)  
(Incorporated in the Republic of Singapore)

for and on behalf of

**FAIRFAX ASIA LIMITED**  
(Company Registration No.: 23105)  
(Incorporated in Barbados)

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

**SINGAPORE REINSURANCE CORPORATION LIMITED**  
(Company Registration No.: 197300016C)  
(Incorporated in the Republic of Singapore)

other than those already owned, controlled or agreed to be acquired by Fairfax Asia Limited, its related corporations and their respective nominees

## **OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS LEVEL OF ACCEPTANCES EXTENDED CLOSING DATE**

### **1. INTRODUCTION**

SAC Capital Private Limited ("**SAC Capital**") refers to:

- (a) the offer document dated 6 April 2021 ("**Offer Document**") in relation to the voluntary conditional cash offer ("**Offer**") by SAC Capital, for and on behalf of Fairfax Asia Limited ("**Offeror**"), to acquire all the issued and paid-up ordinary shares (the "**Shares**") in the capital of Singapore Reinsurance Corporation Limited ("**Company**") other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees as at the date of the Offer in accordance with Rule 15 of The Singapore Code on Take-overs and Mergers;
- (b) the announcement released on 2 April 2021, for and on behalf of the Offeror, in relation to the irrevocable undertaking provided by Dalton Investments LLC in favour of the Offeror to accept and/or procure the acceptance of the Offer in respect of all its 30,339,700 Shares and not withdraw such acceptance once it has been given;
- (c) the announcement released on 6 April 2021, for and on behalf of the Offeror, in relation to the despatch of the Offer Document; and
- (d) the announcement released on 20 April 2021, for and on behalf of the Offeror, in relation to the Offeror's intention not to increase the Offer Price under any circumstances whatsoever and the level of acceptances of the Offer.

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

## 2. OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS

SAC Capital wishes to announce, for and on behalf of the Offeror, that as at 6.00 p.m. (Singapore time) on the date of this Announcement ("**Unconditional Date**"), the Offeror has received valid acceptances of the Offer in respect of an aggregate of 132,646,493 Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties (either before or during the Offer and pursuant to the Offer or otherwise), result in the Offeror and the Concert Parties holding such number of Shares carrying more than 50% of the voting rights attributable to the total number of issued Shares<sup>1</sup>.

**Accordingly, SAC Capital wishes to announce, for and on behalf of the Offeror, that the Minimum Acceptance Condition of the Offer (as set out in Section 2.4 of the Offer Document) has been satisfied and the Offer has therefore become and is hereby declared unconditional in all respects on the date of this Announcement.**

## 3. LEVEL OF ACCEPTANCES

Pursuant to Rule 28.1 of the Code, SAC Capital wishes to announce, for and on behalf of the Offeror, as at 6.00 p.m. (Singapore time) on 21 April 2021, that the total number of Shares (a) for which the Offeror has received valid acceptances; (b) owned, controlled or agreed to be acquired before the Offer Announcement Date; (c) acquired or agreed to be acquired between the Offer Announcement Date and up to 6.00 p.m. (Singapore time) on 21 April 2021; and (d) owned, controlled or agreed to be acquired (including by way of valid acceptances of the Offer) as at 6.00 p.m. (Singapore time) on 21 April 2021, by the Offeror and its Concert Parties are as follows:

	Number of Shares	Percentage of issued Shares <sup>1</sup>
Valid acceptances of the Offer as at 6.00 p.m. (Singapore time) on 21 April 2021 (" <b>Public Acceptances</b> ")	132,646,493	22.24%
Shares owned, controlled or agreed to be acquired before 19 March 2021, being the Offer Announcement Date, by:		
(i) the Offeror	115,370,835	19.35%
(ii) its Concert Parties <sup>2</sup>	57,660,090	9.67%

<sup>1</sup> Based on 596,316,185 Shares in issue.

<sup>2</sup> Based on the information available to the Offeror.

	Number of Shares	Percentage of issued Shares <sup>1</sup>
Shares acquired or agreed to be acquired between the Offer Announcement Date and up to 6.00 p.m. (Singapore time) on 21 April 2021 (other than pursuant to the Public Acceptances) by:		
(i) the Offeror	-	-
(ii) its Concert Parties <sup>2</sup>	-	-
Shares owned, controlled or agreed to be acquired (including the Public Acceptances) as at 6.00 p.m. (Singapore time) on 21 April 2021 by:		
(i) the Offeror	248,017,328	41.59%
(ii) its Concert Parties <sup>2</sup>	57,481,358	9.64%
<b>Total</b>	<b>305,498,686</b>	<b>51.23%</b>

#### 4. EXTENDED CLOSING DATE

In accordance with Rule 22.6 of the Code, as the Offer has become unconditional as to acceptances, the Offer will remain open for acceptance for not less than 14 days after the date on which it would have closed.

**Accordingly, the Closing Date for the Offer will be extended from 5.30 p.m. on 4 May 2021 to 5.30 p.m. on 18 May 2021, or such later date(s) as may be announced from time to time by or on behalf of the Offeror (“Extended Closing Date”).**

#### 5. PROCEDURES FOR ACCEPTANCE OF THE OFFER

Shareholders who wish to accept the Offer but have not done so should complete, sign and deliver their relevant Acceptance Forms and all other relevant documents as soon as possible so as to reach the Offeror c/o The Central Depository (Pte) Limited or M & C Services Private Limited (as the case may be) not later than 5.30 p.m. (Singapore time) on the Closing Date. All Acceptance Forms and other relevant documents received after 5.30 p.m. (Singapore time) on the Closing Date will not be accepted. Further details on the procedures for acceptance of the Offer are set out in Appendix 2 to the Offer Document.

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

<sup>1</sup> Based on 596,316,185 Shares in issue.

<sup>2</sup> Based on the information available to the Offeror.

Shareholders who have not received or who have misplaced the Offer Document and/or the relevant Acceptance Forms should contact The Central Depository (Pte) Limited (if they hold Offer Shares deposited with CDP) or M & C Services Private Limited (if they hold Offer Shares in scrip form), as the case may be, immediately at the addresses set out below:

**The Central Depository (Pte) Limited**

by contacting CDP's Customer Service  
Hotline at +65 6535 7511 during their  
operating hours or emailing CDP at  
[asksgx@sgx.com](mailto:asksgx@sgx.com)

**M & C Services Private Limited**

at 112 Robinson Road  
#05-01, Singapore 068902  
or by contacting their general hotline  
at +65 6227 6660

Electronic copies of the Offer Document and the relevant Acceptance Forms may also be obtained on the website of SGX-ST at [www.sgx.com](http://www.sgx.com).

## **6. RESPONSIBILITY STATEMENT**

The Directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

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

Issued by

**SAC Capital Private Limited**

For and on behalf of

**FAIRFAX ASIA LIMITED**

21 April 2021

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

**SAC Capital Private Limited**

Tel: (65) 6232 3200

*Mr Foo Siang Sheng / Ms Carin Tan*

*Partner / Manager*

## IMPORTANT NOTICE

*All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “expect”, “anticipate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the current expectations, beliefs, hopes, intentions or strategies of the party making the statements regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor SAC Capital undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.*