

VIBROPOWER CORPORATION LIMITED
(Company Registration No. 200004436E)
(Incorporated in the Republic of Singapore)

MANDATORY CONDITIONAL CASH OFFER FOR ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF VIBROPOWER CORPORATION LIMITED (“OFFER”) OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND HIS CONCERT PARTIES

CASH OFFER FOR ALL OUTSTANDING WARRANTS (OTHER THAN THOSE HELD BY THE OFFEROR) IN CONJUNCTION WITH THE OFFER (“WARRANTS OFFER”)

CLOSE OF OFFER AND WARRANTS OFFER

1. INTRODUCTION

1.1. The Board of Directors (“**Board**”) of VibroPower Corporation Limited (“**Company**”, and together with its subsidiaries, the “**Group**”) refers to the following announcements and documents:

- (a) offer announcement (“**Offer Announcement**”) issued on 21 November 2024 by Mr. Benedict Chen Onn Meng (“**Offeror**”) relating to, *inter alia*, the mandatory conditional cash offer (“**Offer**”) for all of the issued and paid-up ordinary shares in the capital of the Company (“**Shares**”) excluding treasury shares and those already owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with him, in accordance with Section 139 of the Securities and Futures Act 2001 of Singapore and Rule 14 of the Singapore Code on Take-overs and Mergers (“**Code**”), and the Offeror’s intention to make an offer to the holders, other than the Offeror, of outstanding warrants (“**Warrantholders**”) issued by the Company, in accordance with Rule 19 of the Code (“**Warrants Offer**”);
- (b) announcement issued on 21 November 2024 by the Company in response to the Offer Announcement;
- (c) announcement issued on 28 November 2024 by the Company relating to the appointment of SAC Capital Private Limited as the independent financial adviser (“**IFA**”) to advise the directors of the Company who are independent and not acting in concert or deemed acting in concert with the Offeror and his concert parties for the purpose of making a recommendation to Shareholders and Warrantholders in connection with the Offer and the Warrants Offer, having taken into consideration the independent advice to be given by the IFA regarding the Offer and the Warrants Offer;
- (d) the offer document dated 12 December 2024 issued by the Offeror setting out the terms and conditions of the Offer (“**Offer Document**”);
- (e) the warrants offer letter dated 12 December 2024 issued by the Offeror setting out the terms and conditions of the Warrants Offer (“**Warrants Offer Letter**”);
- (f) the announcement dated 12 December 2024 issued by the Company in response to the electronic dissemination of the Offer Document and the Warrants Offer Letter;
- (g) the announcement dated 16 December 2024 issued by the Offeror declaring the Offer unconditional in all respects;
- (h) the offeree board circular dated 26 December 2024 issued by the Company in connection with the Offer and the Warrants Offer (“**Offeree Circular**”);

- (i) the announcement dated 26 December 2024 issued by the Company in relation to, *inter alia*, the electronic dissemination of the Offeree Circular, and the despatch of the notification of electronic dissemination of the Offeree Circular to Shareholders and Warrantholders; and
- (j) the announcement dated 9 January 2024 issued by the Offeror relating to, *inter alia*, the close of the Offer and the Warrants Offer, and the final level of acceptances of the Offer and the Warrants Offer ("**Close of Offer Announcement**").

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed to them in the Offeree Circular.

2. CLOSE OF THE OFFER AND THE WARRANTS OFFER

- 2.1. The Board wishes to inform Shareholders and Warrantholders that as stated in the Close of Offer Announcement, each of the Offer and the Warrants Offer has closed at 5.30 p.m. (Singapore time) on 9 January 2025 ("**Closing Date**"). Accordingly, each of the Offer and the Warrants Offer is no longer open for acceptance and any acceptances received after 5.30 p.m. (Singapore time) on 9 January 2025 will be rejected.
- 2.2. A copy of the Close of Offer Announcement is available on the website of the SGX-ST at www.sgx.com.

3. LEVEL OF ACCEPTANCES OF THE OFFER

- 3.1. As stated in paragraph 4 of the Close of Offer Announcement, as at 5.30 p.m. (Singapore time) on the Closing Date, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and his Concert Parties, together with (b) valid acceptances of the Offer, amounted to an aggregate of 43,373,289 Shares, representing approximately 58.85% of the total number of Shares.
- 3.2. Unless otherwise stated in this announcement, (a) any reference to the total number of Share is a reference to a total number of 73,696,114 Shares (excluding 1,076,800 treasury shares) in issue as at the date of this announcement, and (b) any reference to a percentage shareholding of the issued share capital of the Company is calculated based on 73,696,114 Shares (excluding 1,076,800 treasury shares) in issue as at the date of this announcement.

4. LEVEL OF ACCEPTANCES OF THE WARRANTS OFFER

- 4.1. As stated in paragraph 4 of the Close of Offer Announcement, as at 5.30 p.m. (Singapore time) on the Closing Date, the total number of (a) Warrants owned, controlled or agreed to be acquired by the Offeror and his Concert Parties, together with (b) valid acceptances of the Warrants Offer, amounted to an aggregate of 7,059,357 Warrants, representing approximately 91.61% of the total number of Warrants outstanding.
- 4.2. Unless otherwise stated in this announcement, (a) any reference to the total number of Warrants is a reference to a total number of 7,705,598 Warrants as at 12 December 2024, and (b) any reference to a percentage warrantholding of the Warrants is calculated based on 7,705,598 Warrants in issue as at 12 December 2024.

5. DIRECTORS' RESPONSIBILITY STATEMENT

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

- 5.2. Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the Company has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

BY ORDER OF THE BOARD

Sia Huai Peng
Company Secretary
9 January 2025