

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. Any Noteholder who is in doubt as to what action to take should contact an independent professional advisor for advice on the merits of the Invitation including, without limitation, any tax consequences thereof. This Notice is for information purposes only and is not an offer to purchase or a solicitation of an offer to sell or exchange any securities. This Notice must be read in conjunction with the Exchange Offer Memorandum referred to below. The distribution of this Notice and the Exchange Offer Memorandum in certain jurisdictions may be restricted by law. Please refer to the section entitled **“Offer Restrictions”** in the Exchange Offer Memorandum for further details.

NOTICE OF EXCHANGE OFFER EXERCISE



Koh Brothers Group Limited
(Incorporated in the Republic of Singapore on 2 February 1994)
(UEN/Company Registration No. 199400775D)

to the holders of its outstanding S\$70,000,000 5.10 per cent. Notes due 2022 (ISIN: SG71B9000005) comprised in Series 002 (the **“Existing Notes”**)

to offer to exchange at least S\$10,000,000 (the **“Minimum Acceptance Amount”**) and up to S\$30,000,000 (the **“Maximum Acceptance Amount”**) in aggregate principal amount of the outstanding Existing Notes for a like principal amount of Singapore dollar-denominated 6.50 per cent. Notes due 2026 (the **“New Notes”**) to be issued by Koh Brothers Group Limited (the **“Company”**) pursuant to the S\$250,000,000 Multicurrency Medium Term Note Programme (the **“Programme”**) of the Company

NOTICE IS HEREBY GIVEN by the Company that the Company, as issuer of the Existing Notes, wishes to exchange at least the Minimum Acceptance Amount and up to the Maximum Acceptance Amount in aggregate principal amount of the outstanding Existing Notes for New Notes, and hereby invites Noteholders (the **“Invitation”**) to make an offer to exchange (each, an **“Offer to Exchange”** and together, **“Offers to Exchange”**), subject to the terms and conditions in the exchange offer memorandum dated 27 September 2022 (the **“Exchange Offer Memorandum”**) issued by the Company. Each Offer to Exchange shall be treated independently.

Capitalised or other terms used but not defined herein shall, unless the context otherwise requires, have the meanings as set out in the Exchange Offer Memorandum.

The Invitation

The Existing Notes are due to mature on 27 October 2022.

Given the impending redemption of the Existing Notes, although the Company is prepared and able to redeem the Existing Notes with funds from internal resources, at the same time, the Company would like to offer an opportunity for existing Noteholders to exchange their Existing Notes to the New Notes in order to extend their bond investment and remain invested in the Group. The purpose of issuing New Notes is part of the strategy of the Group to prudently manage its debt capital structure by improving and extending its debt maturity profile and optimising financing cost. Hence, the Company invites Noteholders (subject to the Minimum Acceptance Amount and the offer restrictions contained in the Exchange Offer Memorandum) to exchange their Existing Notes for New Notes pursuant to the Invitation.

	Company	Maturity Date	Interest Rate	Aggregate principal amount outstanding	Amount of Existing Notes subject to Invitation	Exchange Consideration per S\$250,000 in principal amount of Existing Notes offered for exchange
Existing Notes	Koh Brothers Group Limited	27 October 2022	5.10 per cent. per annum payable semi-annually in arrear	S\$70,000,000 The Company and its subsidiaries do not hold any Existing Notes.	At least S\$10,000,000 and up to S\$30,000,000. The Company may, in its sole and absolute discretion, increase the Maximum Acceptance Amount to an amount not exceeding S\$40,000,000.	Exchange Consideration comprising: (i) principal amount of S\$250,000 of New Notes equal to the Final Accepted Offered Notes; (ii) an amount in cash equal to 0.50 per cent. of the principal amount of the Final Accepted Offered Notes (representing the Exchange Fee payable to Noteholders); and (iii) Accrued Interest (as defined below) payable to Noteholders.

	Company	Issue Date	Maturity Date	Interest Rate
New Notes to be issued pursuant to the Invitation as part of the Exchange Consideration	Koh Brothers Group Limited	Expected to be 18 October 2022	Expected to be 17 April 2026	6.50 per cent. per annum payable semi-annually in arrear

Before making any decision in respect of the Invitation, Noteholders should carefully consider all of the information in the Exchange Offer Memorandum and the Information Memorandum (as defined below) and, in particular, the section entitled *“Investment Considerations”* in the Information Memorandum and the section entitled *“Risk Factors and Other Considerations”* in the Exchange Offer Memorandum. The Original Information Memorandum (as defined below) shall be deemed to be incorporated by reference in, and to form part of, the Exchange Offer Memorandum.

CIMB Bank Berhad, Singapore Branch has been appointed as the sole dealer manager for the Invitation (the **“Sole Dealer Manager”**) and Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd) has been appointed as the exchange agent for the Invitation (the **“Exchange Agent”**).

The Invitation will commence at 9.00 a.m. (Singapore time) on 27 September 2022 and will expire at 10.00 a.m. (Singapore time) on 11 October 2022 (the **“Expiration Deadline”**) unless the period for the Invitation is extended or earlier terminated by the Company. After the Expiration Deadline, a Noteholder will not be able to submit any Offer to Exchange.

Subject as provided in the Exchange Offer Memorandum, the Company may, in its sole and absolute discretion, re-open, extend, amend and/or waive any condition (other than the Minimum Acceptance Amount) of or terminate the Invitation at any time. Details of any such re-opening, extension, amendment and/or waiver or termination will be announced wherever applicable via SGXNet as soon as reasonably practicable after the relevant decision is made.

Noteholders are advised to check with the bank, securities broker, CDP or other intermediary through which they hold their Existing Notes whether such intermediary applies different deadlines for any of the events specified in this Notice or in the Exchange Offer Memorandum, and then to adhere to such deadlines if such deadlines are prior to the deadlines set out in this Notice or in the Exchange Offer Memorandum.

The Company will exchange the Offered Notes accepted for exchange by the Company pursuant to the Invitation (the **“Final Accepted Offered Notes”**) for the Exchange Consideration subject to the terms and conditions of the Exchange Offer Memorandum. The Exchange Consideration is comprised of the sum of (i) a principal amount of New Notes equal to 100 per cent. of the principal amount of the Final Accepted Offered Notes, (ii) an amount in cash equal to 0.50 per cent. of the principal amount of the Final Accepted Offered Notes (representing the Exchange Fee), and (iii) an amount in cash equal to the amount of accrued and unpaid interest in respect of the Final Accepted Offered Notes, from (and including) 27 April 2022 (being the immediately preceding interest payment date in respect of such Final Accepted Offered Notes) to (but excluding) the Settlement Date (as defined in the Exchange Offer Memorandum) (which is currently expected to be on or about 18 October 2022), calculated in accordance with the Conditions of such Final Accepted Offered Notes (**“Accrued Interest”**).

The terms and conditions of the New Notes will be substantially consistent with the form of the pricing supplement relating to the New Notes set out in Annex A of the Exchange Offer Memorandum read together with the information memorandum dated 3 October 2017 relating to the Programme (the **“Original Information Memorandum”**), as supplemented by the supplemental information memorandum appended to the Exchange Offer Memorandum as Annex B (the **“Supplemental Information Memorandum”** and the Original Information Memorandum as so supplemented, the **“Information Memorandum”**).

To the extent where acceptance by the Company of any Offered Notes will result in the Company accepting Offers to Exchange in excess of the Maximum Acceptance Amount, the Company intends to accept Offers to Exchange in respect of some, but not all, of such Offered Notes which shall have been drawn by ballot by the Exchange Agent on behalf of the Company in such manner as the Company may in its sole discretion determine, such that the aggregate principal amount of the Final Accepted Offered Notes does not exceed the Maximum Acceptance Amount. The Company may, in its sole and absolute discretion, increase the Maximum Acceptance Amount to an amount not exceeding S\$40,000,000. In an event of a draw by ballot, holders of the Existing Notes should note that to the extent they have offered for exchange a principal amount of Existing Notes which, if accepted for exchange by the Company, would result in the aggregate principal amount of Final Accepted Offered Notes exceeding the Maximum Acceptance Amount, they may have none or only some of their Existing Notes accepted for exchange by the Company. **Noteholders whose Offers to Exchange are not accepted, or who do not participate in the Invitation, will not be eligible to receive New Notes in exchange for their Existing Notes nor any Exchange Fee and shall continue to hold their Existing Notes subject to their terms and conditions.**

In the event the aggregate principal amount of the Final Accepted Offered Notes is less than the Minimum Acceptance Amount, the Invitation shall be automatically cancelled and consequently no exchange of the Existing Notes shall take place and Noteholders will continue to hold their Existing Notes subject to their terms and conditions.

Existing Notes not exchanged in the Invitation will remain outstanding. The terms and conditions governing the Existing Notes will remain unchanged and no amendments to these terms and conditions are being sought.

On the Settlement Date, the Company will, subject to the Exchange Settlement Conditions (i) issue and deliver or cause to be issued and delivered on a free of payment basis, a global note in respect of the New Notes to be issued pursuant to the Invitation as part of the Exchange Consideration and (if applicable) the Additional Notes (as defined below) and (ii) pay the cash portion of the Exchange Consideration in respect of the Final Accepted Offered Notes.

The principal amount of the Permanent Global Note representing the Existing Notes will be reduced by the amount representing the aggregate principal amount of the Existing Notes which have been exchanged for New Notes pursuant to the terms of the Invitation.

An Offer to Exchange can only be made by the submission of a validly completed Exchange Application Form to Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), as exchange agent (the **“Exchange Agent”**) on or prior to the Expiration Deadline (as defined below).

Existing Notes may only be offered for exchange in principal amounts of S\$250,000 and integral multiples thereof. Except as otherwise provided in the Exchange Offer Memorandum (please refer to paragraph 7 (*Amendment and Termination*) of the section entitled *“Terms of the Invitation”*), Offers to Exchange are irrevocable and may not be withdrawn.

The Company or the Exchange Agent acting on the instruction of the Company will be entitled to reject any Exchange Application Form which does not comply with the procedures set out in the Exchange Offer Memorandum and/or the instructions printed on the Exchange Application Form or which is otherwise illegible, incomplete, incorrectly completed or invalid in any respect.

Notwithstanding any other provision of the Exchange Offer Memorandum, whether the Company accepts any Offers to Exchange from Noteholders is at its sole and absolute discretion and the Company has the sole discretion to decide not to accept Offers to Exchange for any reason. In addition, the Company may, at its sole and absolute discretion, accept any Offers to Exchange made after the Expiration Deadline without extending the Expiration Deadline.

Application will be made to the Singapore Exchange Securities Trading Limited (the **“SGX-ST”**) for the listing and quotation of the New Notes and (if applicable) the Additional Notes on the SGX-ST. Such permission will be granted when the New Notes and (if applicable) the Additional Notes have been admitted for listing and quotation on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Notice or in the Exchange Offer Memorandum. Approval in-principle from, admission to the Official List of, and listing and quotation of the New Notes and (if applicable) the Additional Notes on, the SGX-ST are not to be taken as an indication of the merits of the Company, its subsidiaries and associated companies (if any), the Programme or the New Notes and (if applicable) the Additional Notes.

In addition to the exchange of Existing Notes for New Notes pursuant to the Invitation, the Company may, at its sole discretion and subject to market conditions, issue and offer additional notes (the “Additional Notes”) pursuant to the Programme to investors (regardless of whether they are Noteholders) (the “New Issue”). The New Notes to be issued pursuant to the Invitation (as part of the Exchange Consideration) and (if applicable) the Additional Notes to be issued pursuant to the New Issue will be fungible and shall consolidate into the same series.

Noteholders are advised to read carefully the Exchange Offer Memorandum for full details of and information on the procedures for participating in the Invitation (including details on the delivery and submission of Exchange Application Forms). Any questions or requests for assistance in connection with the submission of Exchange Application Forms or requests for additional copies of the Exchange Offer Memorandum or related documents, which may be obtained free of charge, may be directed to the Exchange Agent at the contact details provided at the end of this Notice.

A copy of the Exchange Offer Memorandum will be despatched to each person who is shown in the record of CDP as a Noteholder with an address in Singapore. In order to avoid any violation of laws applicable in countries other than Singapore, the Exchange Offer Memorandum has not been and will not be mailed to Noteholders who do not presently have an address in Singapore (**“Foreign Noteholders”**). Foreign Noteholders who wish to obtain a copy of the Exchange Offer Memorandum should provide in writing such address in Singapore to the Exchange Agent not later than seven Business Days before the Expiration Deadline.

In addition, Noteholders may also obtain printed copies of the Exchange Offer Memorandum from the office of the Exchange Agent at 80 Robinson Road, #11-02, Singapore 068898, by prior appointment only, at any time between 9.00 a.m. and 5.00 p.m. (Singapore time) from Mondays to Fridays (excluding public holidays), from 27 September 2022 up to 10.00 a.m. (Singapore time) on 11 October 2022.

Questions and requests for further information and assistance in relation to the Invitation should be directed to the Sole Dealer Manager:

CIMB Bank Berhad, Singapore Branch
30 Raffles Place, #04-01 CIMB Plaza, Singapore 048622
Telephone: +65 6302 7657
Email: sgb.dcm1@cimb.com

Submissions of Exchange Application Forms and questions and requests for assistance in relation to the submission of the Exchange Application Forms should be directed to the Exchange Agent:

Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd)
80 Robinson Road, #11-02, Singapore 068898
Telephone: +65 6236 3550/3555
Email: is.corporateactions@sg.tricorglobal.com

For and on behalf of the Board of Directors
KOH BROTHERS GROUP LIMITED
27 September 2022