



**DUTECH HOLDINGS LIMITED**

(Incorporated in the Republic of Singapore)

Registration No. 200616359C

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**NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DISSEMINATION OF OFFEREE BOARD CIRCULAR**

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**Board of Directors:**

Dr Johnny Liu  
Mr Liu Bin  
Ms Tan Yee Peng  
Mr Graham MacDonald Bell  
Mr Chen Zhaohui, George  
Dr Hedda Juliana im Brahm-Droege  
Mr Christoph Hartmann

**Registered Office:**

50 Raffles Place  
#32-01  
Singapore Land Tower  
Singapore 048623

To: Shareholders of Dutech Holdings Limited

2 July 2021

Dear Sir/Madam,

**NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DISSEMINATION OF THE OFFEREE BOARD CIRCULAR (“NOTICE”)**

1. The Board of Directors (the **“Board”**) of Dutech Holdings Limited (the **“Company”**, and together with its subsidiaries, the **“Group”**) refers to:
  - (a) the announcement dated 31 May 2021 (**“Offer Announcement”**) made by UOB Kay Hian Private Limited (**“UOBKH”**), for and on behalf of TSI Metals HK Limited (the **“Offeror”**), in connection with a voluntary unconditional cash offer (the **“Offer”**) in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the **“Code”**) for all the issued and paid-up ordinary shares (the **“Shares”**) in the capital of the Company, other than any Shares held in treasury (the **“Offer Shares”**);
  - (b) the announcement dated 31 May 2021 made by the Company in response to the Offer Announcement;
  - (c) the announcement dated 1 June 2021 made by the Company in relation to the appointment of SAC Capital Private Limited as the independent financial adviser (**“IFA”**) to advise the Directors who are considered independent for the purpose of the Offer (**“Independent Directors”**);
  - (d) the offer document dated 18 June 2021 in connection with the Offer (**“Offer Document”**), issued by UOBKH for and on behalf of the Offeror in accordance with Rule 15 of the Code;

- (e) the offeree board circular in connection with the Offer dated 2 July 2021 issued by the Board to shareholders of the Company (“**Shareholders**”) in accordance with Rules 22.2 and 24 of the Code (“**Offeree Board Circular**”); and
  - (f) the public statement on the Further Extension of the Temporary Measure to Allow for Electronic Despatch of Take-over Documents under the Code issued by the Securities Industry Council on 29 June 2021.
2. The Board would like to inform Shareholders that the Company has today, issued the Offeree Board Circular containing, *inter alia*, the following information, (a) the advice of the IFA to the Independent Directors; and (b) the recommendations of the Independent Directors in respect of the Offer.

**The Company has opted for electronic dissemination of the Offeree Board Circular. Accordingly, please note that no printed copies of the Offeree Board Circular will be despatched to Shareholders.**

3. The electronic version of the Offeree Board Circular is located on the SGX-Net announcement page of the Company. To access the electronic version of the Offeree Board Circular:
- (a) you may directly access the Company’s announcement page on the SGX-ST’s website by scanning the following QR Code:



- (b) you may also access the website of the SGX-ST at <https://www.sgx.com/> and select the section “Securities”, choose “Company Information” and then “Company Announcements” from the drop-down menu list and type the name of the Company: “Dutech Holdings Limited” in the box titled “Filter by Company/Security Name”. “Dutech Holdings Limited” will appear as an item below the filter box. Thereafter, please click it to see a list of the announcements made by the Company and select the title of the announcement on the 2 July 2021 entry. The Offeree Board Circular can be accessed by clicking on the link under the section titled “**Attachments**” at the bottom of the 2 July 2021 announcement.

**Should any Shareholder require assistance in accessing the electronic version of the Offeree Board Circular, please contact the Company’s Investor Relations team by email to [enquiries@dutechholdings.com](mailto:enquiries@dutechholdings.com) or [info@tristarinc.com](mailto:info@tristarinc.com).**

4. The Company has also today, despatched a printed copy of this Notice to Shareholders.
5. **The Offeree Board Circular requires the immediate attention of Shareholders. Shareholders should carefully read the Offer Document, the Offer Announcement, the Offeree Board Circular and the letter from the IFA set out in the Offeree Board Circular carefully and consider the recommendations of the Independent Directors and the advice of the IFA to the Independent Directors in respect of the Offer before deciding whether or not to accept the Offer. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers immediately.**

6. **Closing Date**

Shareholders should note that, as stated in the Offer Document, the Offer will close at **5:30 P.M. (Singapore time) on 16 July 2021** or such later date(s) as may be announced from time to time by or on behalf of the Offeror ("**Closing Date**").

7. **Responsibility Statement**

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 Notice are fair and accurate and that no material facts have been omitted from this Notice, 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, the Offer Announcement and the Offer Document), the sole responsibility of the Directors of the Company has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources and/or reflected or reproduced in this Notice.

On behalf of the Board

Mr Chester Leong  
Company Secretary  
2 July 2021

