

KOUFU GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 201732833D)

VOLUNTARY CONDITIONAL CASH OFFER BY UNITED OVERSEAS BANK LIMITED FOR AND ON BEHALF OF DOMINUS CAPITAL PTE. LTD. TO ACQUIRE ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF KOUFU GROUP LIMITED OTHER THAN THOSE ALREADY HELD BY DOMINUS CAPITAL PTE. LTD.

ELECTRONIC DESPATCH OF OFFEREE CIRCULAR

1. INTRODUCTION

The Board of Directors (the "**Board**") of Koufu Group Limited (the "**Company**") wishes to refer shareholders of the Company ("**Shareholders**") to:

- (a) the announcement dated 29 December 2021 made by United Overseas Bank Limited ("**UOB**") for and on behalf of Dominus Capital Pte. Ltd. ("**Offeror**"), in respect of a voluntary conditional cash offer ("**Offer**") for all the issued and paid-up ordinary shares in the capital of the Company ("**Shares**") other than those already held by the Offeror as at the date of the Offer in accordance with Rule 15 of The Singapore Code on Take-overs and Mergers;
- (b) the announcement dated 29 December 2021 made by the Company in respect of the Offer;
- (c) the announcement dated 7 January 2022 made by the Company in respect of the appointment of independent financial adviser and solicitors; and
- (d) the offer document dated 12 January 2022 containing the terms and conditions of the Offer and enclosing the appropriate acceptance forms (the "**Offer Document**") that was electronically disseminated to Shareholders, as well as the announcement dated 12 January 2022 made by UOB for and on behalf of the Offeror, in respect of the despatch of notification of electronic dissemination of Offer Document and related documents.

Capitalised terms used herein, but not otherwise defined, shall have the meaning ascribed to them in the Offeree Circular (as defined below).

2. ELECTRONIC DESPATCH OF OFFEREE CIRCULAR

The Board wishes to inform Shareholders that an electronic copy of the circular to Shareholders dated 26 January 2022 (the "**Offeree Circular**") has been published on the website of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") at www.sgx.com and the Company's corporate website at <https://www.koufu.com.sg/> today.

The Offeree Circular contains, *inter alia*:

- (a) the advice of CIMB Bank Berhad, Singapore Branch (the "**IFA**"), the independent financial adviser to the directors of the Company who are considered independent for the purposes of the Offer (the "**Independent Directors**");
- (b) the recommendation of the Independent Directors in respect of the Offer; and
- (c) other relevant information pertaining to the Offer for the consideration of the Shareholders in compliance with Rule 24 of the Singapore Code on Take-overs and Mergers.

Shareholders should read the Offer Document, the Offeree Circular and the letter from the IFA set out in the Offeree Circular carefully and consider the recommendation 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.

3. POSTING OF THE NOTIFICATION

In connection with the electronic despatch of the Offeree Circular, a hardcopy notification (the "Notification") containing the address and instructions for the electronic retrieval of the Offeree Circular has been posted to Shareholders.

An electronic copy of the Notification is also available for download on the website of the SGX-ST at www.sgx.com and on the Company's website at <https://www.koufu.com.sg/>.

4. REQUEST FOR NOTIFICATION

Shareholders who have not received the Notification within two (2) business days from the date hereof may obtain a copy during normal business hours from the Company's share registrar:

In.Corp Corporate Services Pte. Ltd.
30 Cecil Street, #19-08 Prudential Tower
Singapore 049712

5. CLOSING DATE

As stated in the Offer Document and the Offeree Circular, the closing date for the Offer is at **5.30 p.m. (Singapore time) on 9 February 2022**, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care and made all reasonable inquiries to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and have been arrived at after due and careful consideration, and that no material facts have been omitted from this Announcement (the omission of which would make any statement in this Announcement misleading), 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), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement in its proper form and context.

BY ORDER OF THE BOARD

Koufu Group Limited

Dr Yu Lai Boon
Lead Independent Director
26 January 2022