



CHALLENGER TECHNOLOGIES LIMITED

(Company Registration Number: 198400182K)

(Incorporated in the Republic of Singapore)

VOLUNTARY UNCONDITIONAL CASH OFFER BY UNITED OVERSEAS BANK LIMITED FOR AND ON BEHALF OF DIGITECH HOLDING LIMITED FOR CHALLENGER TECHNOLOGIES LIMITED

SGX-ST'S APPROVAL FOR (I) DELISTING AND (II) WAIVER FROM COMPLIANCE WITH RULE 705(3)(B)(II)

1. INTRODUCTION

1.1. The board of directors (the "**Board**") of Challenger Technologies Limited (the "**Company**") wishes to refer shareholders of the Company (the "**Shareholders**") to, *inter alia*:

- (a) the announcement dated 30 May 2023 issued by United Overseas Bank Limited ("**UOB**"), for and on behalf of DigiTech Holding Limited (the "**Offeror**"), in relation to the voluntary unconditional cash offer (the "**Offer**") in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers, for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of the Company, other than those Shares held, directly or indirectly, by the Offeror as at the date of the Offer;
- (b) the announcement dated 30 May 2023 issued by the Company informing Shareholders of the Offer;
- (c) the announcement dated 6 June 2023¹ issued by UOB, for and on behalf of the Offeror, in relation to the revision of the Offer (the "**Offer Revision Announcement**");
- (d) the announcement 6 June 2023 issued by the Company informing Shareholders of the Offer Revision Announcement;
- (e) the offer document dated 13 June 2023 and related documents in connection with the Offer (the "**Offer Document**") issued by UOB for and on behalf of the Offeror;
- (f) the announcement dated 23 June 2023 issued by the Company informing Shareholders of the loss of public float (the "**Loss of Public Float Announcement**");
- (g) the offeree circular in connection with the Offer dated 27 June 2023 issued by the Board to Shareholders in accordance with the Code (the "**Offeree Circular**");
and
- (h) the announcement dated 12 July 2023 issued by the Company in relation to the extension of the Closing Date of the Offer (the "**Offer Extension Announcement**") and the compulsory acquisition and loss of public float (the "**Compulsory Acquisition Announcement**").

¹ As withdrawn and re-issued on 8 June 2023 as a replacement for the Company's announcement on 30 May 2023.

- 1.2. Unless otherwise defined, all capitalised terms not defined herein shall have the same meanings ascribed to them in the Offeree Circular.

2. APPLICATION FOR DELISTING

Further to the Loss of Public Float Announcement, the Company had made an application to the SGX-ST to seek approval for, *inter alia*, the Company to be delisted from the SGX-ST (the “**Delisting**”) in accordance with Rule 1308 of the Listing Manual upon the completion of the Compulsory Acquisition, subject to finalisation of logistical arrangement with SGX-ST’s securities market control department.

The approval for the Delisting was sought on the basis that the Offeror had announced on 11 July 2023 that it had become entitled and intends to exercise its statutory right of compulsory acquisition under Section 215(1) of the Companies Act (“**Compulsory Acquisition**”) such that upon completion of the Compulsory Acquisition, the Company would be a wholly-owned subsidiary of the offeror.

3. WAIVER OF RULE 705(3)(B)(II)

Pursuant to Rule 705(3)(b)(ii) of the Listing Manual, the Company is required to announce its financial results for the half year ended 30 June 2023 (“**1HFY2023**”) immediately after the figures are available, but in the event not later than 45 days after the relevant financial period. The Company would therefore be required to announce its financial statements in respect of 1HFY2023 latest by 14 August 2023.

However, in view of the Offeror’s intention to effect the Compulsory Acquisition and the intention to carry out the Delisting, the Company had applied to SGX-ST for approval to waive compliance with Rule 705(b)(b)(ii) of the Listing Manual (the “**Waiver**”).

The Waiver was sought for the following reasons:

- (a) the requirement under Rule 723 of the Listing Manual for the percentage of Shares held by the public to not be less than the requisite 10% of the total number of issued Shares (excluding treasury shares) is no longer satisfied and as announced by the Offeror in the Announcement, the Offeror does not intend to maintain the listing status of the Company or take any step for the public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted. On this basis, pursuant to Rule 1303 of the Listing Manual, trading in the Company’s securities will be suspended with effect from 9.00 a.m. on 26 July 2023 (being the day immediately following the closing date of the Offer) and Shareholders and investors will not be able to deal in the Shares on the SGX-ST until the completion of the Delisting.

Further, and as stated above, the Offeror is entitled, and has stated that it intends, to exercise its rights of Compulsory Acquisition following which the Offeror will become the sole shareholder of the Company after the Compulsory Acquisition exercise is completed. The Offeror will thereafter take steps to delist the Company from the SGX-ST, following which, the Company will no longer be required to comply with the listing rules under the Listing Manual.

In view of the above, the financial statements for 1HFY2023, which will otherwise be required to be released by 14 August 2023, will therefore not be of much benefit to the current minority Shareholders, whose Shares will be compulsorily acquired by the Offeror as part of the Compulsory Acquisition exercise. It is accordingly submitted that the interests of the Shareholders in respect of having access to updated financial information of the Company will not be prejudiced by the grant of the waiver of Rule 705(3)(b)(ii) of the Listing Manual.

It will also not be meaningful to require the Company to incur additional costs in connection with the preparation and release of the 1HFY2023 financial statements under Rule 705(3)(b)(ii) of the Listing Manual, in light of the anticipated Delisting and Compulsory Acquisition.

4. CONFIRMATIONS FROM SGX-ST

The Board wishes to announce that SGX-ST in its letter dated 14 July 2023 informed the Company that based on the submissions and representations to the SGX-ST, the SGX-ST advised that:

- (a) as the Offeror and its concert parties hold, in aggregate, more than 90% of all the issued and paid-up ordinary shares in the capital of the Company (excluding treasury shares), resulting in the free float falling below 10% and taking into consideration the Offeror's intention to exercise its right to Compulsory Acquisition, the SGX-ST has no objection to:
 - (i) the Proposed Delisting of the Company from the Official List of the SGX-ST; and
 - (ii) granting the Company a waiver of Listing Rule 705(3)(b)(ii) (the "**Waiver**") in relation to its financial statements for the half year ended 30 June 2023.
- (b) The Waiver is subject to the following:
 - (i) an announcement via SGXNET of the Waiver granted, the reasons for seeking the Waiver and the conditions as required under Rule 107 of the Listing Manual and if the Waiver conditions have been satisfied. If the Waiver conditions have not been met on the date of the announcement, the Company must make an update announcement when the conditions have all been met; and
 - (ii) submission of a written confirmation ("**Written Confirmation**") from the Company that it is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Company.

The SGX-ST's decision is not an indication of the merits of the Delisting.

The Company has submitted the Written Confirmation to the SGX-ST and will announce the date and time of the Delisting in due course.

5. RESPONSIBILITY STATEMENT

The Directors (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement and all opinions expressed herein 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.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation, the Offer Document and the announcements made by or on behalf of the Offeror), the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources, or as the case may be, reflected or reproduced in this announcement.

By Order of the Board

Chia Foon Yeow
Company Secretary
20 July 2023