

NOTIFICATION

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”)

NOTIFICATION TO SHAREHOLDERS AND WARRANTHOLDERS REGARDING ELECTRONIC DISSEMINATION OF OFFEREE CIRCULAR

Board of Directors:

Mr. Benedict Chen Onn Meng
(Executive Director and Chief Executive Officer)
Mr. Ernest Yogarajah s/o Balasubramaniam
(Non-Executive Non-Independent Director)
Mr. Hew Koon Chan
(Non-executive Independent Director)
Mr. Tan Poh Chye Allan
(Non-executive Independent Director)

Registered Office:

11 Tuas Avenue 16
Singapore 638929

26 December 2024

To: The Shareholders and Warrantholders of Vibropower Corporation Limited

Dear Sir/Madam,

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 circular dated 26 December 2024 issued by the Company in connection with the Offer and the Warrants Offer (“**Offeree Circular**”);
- (i) the news release by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 6 May 2020 announcing that the Monetary Authority of Singapore (“**MAS**”), the Securities Industry Council (“**SIC**”) and the Singapore Exchange Regulation (“**SGX RegCo**”) have introduced temporary measures to allow, with immediate effect until 30 September 2020, listed issuers and parties involved in take-over or merger transactions the option to electronically disseminate take-over documents through publication on SGXNET and their corporate websites, thereby dispensing with the need to despatch hardcopy documents related to such take-over or merger transactions as required under the Securities and Futures Act 2001 of Singapore, the Code and the Listing Rules of the SGX-ST;
- (j) the joint statement by the MAS, SIC and SGX RegCo on 29 September 2020 announcing that listed issuers and parties involved in take-over or merger transactions will continue to have the option to electronically disseminate take-over documents through publication on SGXNET and their corporate websites for another nine (9) months, until 30 June 2021; and
- (k) the joint statement by the MAS, SIC and SGX RegCo on 29 June 2021 announcing that listed issuers and parties involved in take-over or merger transactions will continue to have the option to electronically disseminate take-over documents through publication on SGXNET and their corporate websites beyond 30 June 2021, until revoked or amended by MAS, SIC and SGX RegCo. It was announced that at least six (6) months’ advance notice will be given before the temporary measure ceases to be available.

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed to them in the aforesaid announcements and documents.

2. ELECTRONIC DESPATCH OF THE OFFEREE CIRCULAR

- 2.1. The Company has today issued the Offeree Circular to Shareholders and Warrantholders. The Offeree Circular contains, *inter alia*, the advice of the IFA to the Directors (other than Mr. Benedict Chen Onn Meng, the Offeror), and the recommendation of the Directors (other than Mr. Benedict Chen Onn Meng, the Offeror) to the Shareholders and Warrantholders in connection with the Offer and the Warrants Offer.
- 2.2. **The Company has opted for electronic dissemination of the Offeree Circular. Please note that no printed copies of the Offeree Circular will be despatched to Shareholders and Warrantholders.**
- 2.3. The Offeree Circular has, as of the date of this notification (“**Notification**”), been made available on the SGXNET announcement page of the Company. To access the electronic version of the Offeree Circular, please access the SGX-ST’s website at <https://www.sgx.com/> and select the section “**Securities**”, and under “**Company Information**”, choose “**Company Announcements**” from the drop-down menu list and type the name of the Company: “**Vibropower Corporation Limited**” in the box titled “**Filter by Company/Security Name**”. “**Vibropower Corporation Limited**” will appear as an item below the filter box. Please click it to see a list of the announcements made by the Company and select the title of the announcement on the 26 December 2024 entry. The Offeree Circular can be accessed by clicking on the link under the section titled “**Attachments**” at the bottom of the 26 December 2024 announcement. The Offeree Circular can be downloaded for printing.
- 2.4. The Offeree Circular is also available on the corporate website of the Company. To access the electronic version of the Offeree Circular, please visit the Company’s website at <https://www.vibropower.com>. Once you are at the home page of the Company’s website, please click “**Investor Relations**”, then select “**Press Release**” on the drop-down menu and you will be brought to the Company’s announcement page on its website. Select the item “Mandatory Conditional Cash Offer – Electronic Despatch of Offeree Circular” dated 26 December 2024. Click the arrow under the word “**Download**” and the Offeree Circular can be downloaded for printing.
- 2.5. Should you have any questions or require any clarification on the above, you may write to the Company at info@vibropower.com.
- 2.6. The Company has also despatched a printed copy of this Notification to Shareholders and Warrantholders today by post.
- 2.7. The Offeree Circular requires the immediate attention of Shareholders and Warrantholders. Shareholders and Warrantholders should read and consider carefully the contents of the Offeree Circular, in particular, the advice of the IFA to the Directors (other than Mr. Benedict Chen Onn Meng, the Offeror) as well as the recommendation of the Directors (other than Mr. Benedict Chen Onn Meng, the Offeror) to the Shareholders and Warrantholders in respect of the Offer and Warrants Offer as set out in the Offeree Circular before deciding whether or not to accept the Offer and/or Warrants Offer. Shareholders and Warrantholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers immediately.

3. CLOSING DATE

Shareholders and Warrantholders should note that as stated in the Offer Document and Warrants Offer Letter, the Offeror has given notice that the Offer and Warrants Offer will not be extended or open for acceptance after 5.30 p.m. (Singapore time) on 9 January 2025 (“**Closing Date**”).

Acceptances received after 5.30 p.m. (Singapore time) on the Closing Date will be rejected.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company (including those who have delegated detailed supervision of this Notification) have taken all reasonable care to ensure that the facts stated in this Notification are fair and accurate and that no material facts have been omitted from this Notification (the omission of which would render any statement in this Notification 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, 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 Notification in its proper form and context.

BY ORDER OF THE BOARD

Sia Huai Peng
Company Secretary
26 December 2024