



## APAC REALTY LIMITED

(Company Registration Number: 201319080C)  
(Incorporated in Singapore on 15 July 2013)

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### UNCONDITIONAL MANDATORY GENERAL OFFER BY SAC CAPITAL PRIVATE LIMITED FOR AND ON BEHALF OF NHPEA ACE REALTY COMPANY LIMITED – APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

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#### 1. Introduction

- 1.1. The board of directors (the “**Board**”) of APAC Realty Limited (the “**Company**”) refers to:
- (a) the announcement issued on 25 April 2022 (the “**Offer Announcement**”) by SAC Capital Private Limited (the “**Financial Adviser**”), for and on behalf of NHPEA Ace Realty Company Limited (the “**Offeror**”), an entity ultimately controlled by Morgan Stanley Private Equity Asia, in respect of an unconditional mandatory general offer for all the outstanding shares in the capital of the Company (the “**Shares**”) other than those already owned, controlled or agreed to be acquired by the Offeror (the “**Offer Shares**”), in accordance with Rule 14 of the Singapore Code on Takeovers and Mergers (the “**Offer**”); and
  - (b) the announcement dated 25 April 2022 made by the Company informing shareholders of the Company (the “**Shareholders**”) of the Offer.
- 1.2. Further information on the Offeror and details on the terms and conditions of the Offer are set out in the Offer Announcement, a copy of which is available on the website of the Singapore Exchange Securities Trading Limited at [www.sgx.com](http://www.sgx.com).

#### 2. Independent Financial Adviser

- 2.1. The Board wishes to announce that Xandar Capital Pte. Ltd. has been appointed as the independent financial adviser (the “**IFA**”) to advise the directors of the Company (the “**Directors**”) who are considered to be independent for the purposes of the Offer, in respect of the Offer (the “**Recommending Directors**”).
- 2.2. A circular containing, *inter alia*, the advice of the IFA and the recommendation of the Recommending Directors in respect of the Offer (the “**Offeree Circular**”) will be sent to Shareholders within 14 days from the date of the despatch of the formal offer document to be issued by the Financial Adviser, for and on behalf of the Offeror, in relation to the Offer.

- 2.3. **In the meantime, Shareholders are advised to exercise caution when dealing in their Shares or otherwise refrain from taking any action in relation to their Shares, which may be prejudicial to their interests until they or their advisers have considered the information and the recommendations of the Recommending Directors as well as the advice of the IFA which will be set out in the Offeree Circular. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

**3. 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 Announcement), 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**

Chua Khee Hak  
Executive Chairman  
11 May 2022