

# MANDATORY UNCONDITIONAL CASH OFFER

by



**United Overseas Bank Limited**

(Incorporated in Singapore)  
(Company Registration No.: 193500026Z)

for and on behalf of

**RMDV Investments Pte. Ltd.**

(Incorporated in Singapore)  
(Company Registration No.: 202034272H)  
(the “Offeror”)

to acquire all of the issued ordinary shares (excluding treasury shares) in the capital of

**Lum Chang Holdings Limited**

(Incorporated in Singapore)  
(Company Registration No.: 198203949N)

other than those shares already owned, controlled or agreed to be acquired by  
the Offeror and parties acting in concert with it

## DESPATCH OF OFFER DOCUMENT

### 1. INTRODUCTION

1.1 United Overseas Bank Limited (“**UOB**”) refers to:

1.1.1 the announcement dated 17 November 2020 made by UOB, for and on behalf of RMDV Investments Pte. Ltd. (the “**Offeror**”), in relation to the mandatory conditional cash offer (the “**Offer**”) for all the issued ordinary shares (the “**Shares**”) (excluding treasury shares) in the capital of Lum Chang Holdings Limited (the “**Company**”) other than those Shares already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (the “**Offer Shares**”); and

1.1.2 the announcement dated 25 November 2020 made by UOB, for and on behalf of the Offeror, in relation to, *inter alia*, the Offer being declared unconditional in all respects on 25 November 2020.

1.2 All capitalised terms not defined herein shall have the same meanings given to them in the Offer Document (as defined below), unless otherwise expressly stated or the context otherwise requires.

## 2. DESPATCH OF THE OFFER DOCUMENT, THE FAA AND THE FAT

UOB wishes to announce, for and on behalf of the Offeror, that the formal offer document dated 4 December 2020 (the “**Offer Document**”) which contains, *inter alia*, the terms and conditions of the Offer, together with the accompanying Form of Acceptance and Authorisation for Offer Shares (the “**FAA**”) and the Form of Acceptance and Transfer for Offer Shares (the “**FAT**” and together with the FAA, the “**Acceptance Forms**”) (as the case may be), have today been despatched to the shareholders of the Company (“**Shareholders**”).

Electronic copies of the Offer Document, the FAA and the FAT are available on the website of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) at [www.sgx.com](http://www.sgx.com).

## 3. OFFER DOCUMENT

The following documents are included with the Offer Document, as may be applicable:

- (i) the FAA and a pre-addressed envelope, for Shareholders whose Shares are deposited with The Central Depository (Pte) Limited (“**CDP**”); and/or
- (ii) the FAT and a pre-addressed envelope, for Shareholders whose Shares are registered in their own names in the Register and are not deposited with CDP.

## 4. CLOSING DATE

Acceptances of the Offer must be received not later than **5.30 p.m. (Singapore time) on 18 January 2021** or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the “**Closing Date**”).

## 5. PROCEDURES FOR ACCEPTANCE

The procedures for acceptance of the Offer by a Shareholder are set out in **Appendix 2** to the Offer Document and in the relevant Acceptance Forms.

## 6. REQUEST FOR OFFER DOCUMENT AND ACCEPTANCE FORMS

- 6.1 **Non-receipt of Offer Document.** If you are a Shareholder and do not receive the Offer Document and the relevant Acceptance Form within a week of the date of this Announcement, please contact CDP (if you are a Depositor) or Tricor Barbinder Share Registration Services (the “**Receiving Agent**”) (if you are a scrip holder), as the case may be, immediately at the email address, address and/or telephone numbers set out below, during normal business hours:

### **The Central Depository (Pte) Limited**

Tel: + 65 6535 7511  
Email: [asksgx@sgx.com](mailto:asksgx@sgx.com)

### **Tricor Barbinder Share Registration Services**

80 Robinson Road  
#11-02  
Singapore 068898  
Tel: +65 6236 3550 / +65 6236 3555

- 6.2 **Overseas Shareholders.** The Offer Document, the relevant Acceptance Forms and/or any related documents do not constitute an offer to sell or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of any sale, issuance or transfer of the securities referred to in the Offer Document, the relevant Acceptance Forms and/or any related documents in any jurisdiction in contravention of applicable law.

**For the avoidance of doubt, the Offer is open to all Shareholders, including those to whom the Offer Document, the relevant Acceptance Forms and/or any related documents may not be sent.**

The availability of the Offer to Shareholders whose addresses as shown in the Register, or in the records of CDP (as the case may be), are outside Singapore (collectively, “**Overseas Shareholders**”) may be affected by the laws of the relevant overseas jurisdictions. Accordingly, Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.

- 6.3 **Copies of Documents.** Where there are potential restrictions on sending the Offer Document, the relevant Acceptance Forms and/or any related documents to any overseas jurisdictions, the Offeror and UOB each reserves the right not to send the Offer Document, the relevant Acceptance Forms and/or any related documents to such overseas jurisdictions. Any affected Overseas Shareholder may nonetheless obtain copies of the Offer Document, the relevant Acceptance Forms and/or any related documents during normal business hours and up to the Closing Date from (i) CDP (if he is a Depositor) by submitting a request to CDP via phone (+65 6535 7511) or email services ([asksgx@sgx.com](mailto:asksgx@sgx.com)); or (ii) the office of the Receiving Agent (if he is holding Shares which are not deposited with CDP (“**in scrip form**”)) at 80 Robinson Road #11-02 Singapore 068898. Alternatively, an affected Overseas Shareholder may, subject to compliance with applicable laws, write to CDP (if he is a Depositor) at Robinson Road Post Office, P.O. Box 1984, Singapore 903934, or the Receiving Agent (if he is holding Shares in scrip form) at 80 Robinson Road #11-02 Singapore 068898 to request for the Offer Document, the relevant Acceptance Forms and/or any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to five (5) Market Days prior to the Closing Date.

- 6.4 **Overseas Jurisdiction.** It is the responsibility of any Overseas Shareholder who wishes to (i) request for the Offer Document, the relevant Acceptance Forms and/or any related documents and (ii) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdictions in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements. Such Overseas Shareholder shall be liable for any taxes, imposts, duties or other requisite payments payable in such jurisdictions and the Offeror, UOB, CDP, the Receiving Agent and/or any other person acting on its behalf shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments as the Offeror, UOB, CDP, the Receiving Agent and/or any other person acting on its behalf may be required to pay. In (i) requesting for the Offer Document, the relevant Acceptance Forms and/or any related documents and (ii) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror and UOB that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements.

**If any Shareholder is in any doubt about his position, he should consult his professional adviser in the relevant jurisdiction. All Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.**

- 6.5 **Notice.** The Offeror and UOB each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all of the Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published and circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder (including an Overseas Shareholder) to receive or see such announcement or advertisement.

## **7. INFORMATION PERTAINING TO CPFIS INVESTORS AND SRS INVESTORS**

Investors who have purchased Shares using their Central Provident Fund (“**CPF**”) contributions pursuant to the Central Provident Fund Investment Scheme (“**CPFIS**”, and such investors “**CPFIS Investors**”) and investors who have purchased Shares pursuant to The Supplementary Retirement Scheme (“**SRS**”, and such investors “**SRS Investors**”) should receive further information on how to accept the Offer from their respective agent banks included under the CPFIS (“**CPF Agent Banks**”) and the SRS (“**SRS Agent Banks**”), respectively. CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice. CPFIS Investors and SRS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks and SRS Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks, which may be earlier than the Closing Date.

CPFIS Investors and SRS Investors who validly accept the Offer through appropriate intermediaries will receive the Offer Price payable in respect of their Offer Shares in their respective CPF investment accounts and SRS investment accounts.

## **8. INDEPENDENT ADVICE**

UOB is acting for and on behalf of the Offeror and does not purport to advise the Shareholders or any other person. In preparing the Offer Document on behalf of the Offeror, UOB has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any Shareholder.

The views of the directors of the Company who are considered independent for the purposes of the Offer (the “**Independent Directors**”) and those of the independent financial adviser to the Independent Directors on the Offer will be made available to Shareholders in due course and in any event, they are required under the Code to despatch their views within fourteen (14) days after the posting of the Offer Document. Shareholders may wish to consider their views before taking any decision on the Offer.

**If any Shareholder is in doubt about the Offer, he should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.**

## 9. GOVERNING LAW AND JURISDICTION

The Offer, the Offer Document, the Acceptance Forms and any related documents, all acceptances of the Offer and the exercise thereof, and all contracts made pursuant thereto and actions taken or made or deemed to be taken or made thereunder shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. Each of the Offeror and the Accepting Shareholders submit to the non-exclusive jurisdiction of the Singapore courts.

## 10. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company (including, without limitation, in relation to the Company), the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by  
**United Overseas Bank Limited**

For and on behalf of  
**RMDV Investments Pte. Ltd.**  
4 December 2020

Any inquiries relating to this Announcement or the Offer should be directed during office hours to the UOB helpline at telephone number: +65 6539 7066.

### Forward-Looking Statements

*All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “aim”, “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future and conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and other investors of the Company should not place undue reliance on such forward-looking statements. Neither the Offeror nor UOB guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.*