GENERAL OFFER

by

W CAPITAL MARKETS PTE. LTD.
(Company Registration No.: 201813270E)
(Incorporated in the Republic of Singapore)

for and on behalf of

EMET GRACE LTD.
(Company Registration No.: MC-367608)
(Incorporated in the Cayman Islands)

to acquire all the issued and paid-up ordinary shares in the capital of

PENGUIN INTERNATIONAL LIMITED
(Company Registration No.: 197600165Z)
(Incorporated in the Republic of Singapore)

DEALINGS DISCLOSURE
LEVEL OF ACCEPTANCES OF OFFER

1. INTRODUCTION

W Capital Markets Pte. Ltd. (the "**Financial Adviser**") refers to:

(a) the announcement issued by the Financial Adviser, for and on behalf of Emet Grace Ltd. (the "**Offeror**") on 21 January 2021 (the "**Offer Announcement**"), in relation to the voluntary conditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (collectively, the "**Shares**" and each, a "**Share**") in the capital of Penguin International Limited (the "**Company**"), other than those Shares held, directly or indirectly, by the Offeror as at the date of the Offer (the "**Offer Shares**");

(b) the announcement issued by the Financial Adviser, for and on behalf of the Offeror on 1 February 2021, in relation to the conversion of the proposed voluntary conditional cash offer by the Offeror for the Offer Shares as set out in the Offer Announcement, to a mandatory conditional cash offer. References to the "**Offer**" in this Announcement shall be taken to refer to the mandatory conditional cash offer;

(c) the announcement issued by the Financial Adviser, for and on behalf of the Offeror on 4 March 2021, in relation to, *inter alia*, the declaration that the Offer had become unconditional in all respects on 4 March 2021; and

(d) the announcement issued by the Financial Adviser, for and on behalf of the Offeror on 23 March 2021, in relation to, *inter alia*, the extension of the Closing Date for the Offer (the "**Extension of Closing Date Announcement**").

All capitalised terms used and not defined in this Announcement shall have the same meanings as defined in the Offer Announcement, unless otherwise expressly stated or the context otherwise requires.

2. CLOSING DATE

As stated in paragraph 2 of the Extension of Closing Date Announcement, the Closing Date of the Offer has been extended to **5.30 p.m. (Singapore time) on 7 April 2021** (or such later date(s) as may be announced from time to time, by or on behalf of the Offeror). **Accordingly, the Offer remains open for acceptance by Shareholders up to the Closing Date.** Please refer to the Extension of Closing Date Announcement, which is available on the website of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") at www.sgx.com for further details.

3. DEALINGS

Pursuant to Rule 12.1 of the Singapore Code on Take-overs and Mergers (the "**Code**"), the Financial Adviser wishes to announce, for and on behalf of the Offeror, that the following dealings in Shares were made by the Offeror on the SGX-ST on 29 March 2021:

(a)	Total number of Shares acquired	52,200
(b)	Percentage of the total number of Shares constituted by the total number of Shares acquired[1]	0.02%
(c)	Price paid per Share (excluding brokerage commission, clearing fees, stamp duties and goods and services tax)	S$0.65

4. LEVEL OF ACCEPTANCES

Pursuant to Rule 28.1 of the Code, the Financial Adviser wishes to announce, for and on behalf of the Offeror that:

(a) **Acceptances of the Offer.** As at 6.00 p.m. (Singapore time) on 29 March 2021, based on information available to the Offeror, the Offeror has received valid acceptances amounting to 132,691,158 Shares, representing approximately 60.27%[1] of the total

[1] In this Announcement, unless otherwise stated, all references to the percentage shareholding interest are based on the Company's issued and paid-up capital of 220,169,774 Shares as at the date of this Announcement.

number of Shares in the Company, which includes acceptances received from persons acting in concert with the Offeror, amounting in aggregate to 47,773,448 Shares[2], representing approximately 21.70%[1] of the total number of Shares in the Company.

(b) **Shares held on or before the Holding Announcement Date.** As at the Holding Announcement Date:

(i) the Offeror did not hold any Shares; and

(ii) the persons acting in concert with the Offeror collectively owned or controlled an aggregate of 47,773,448 Shares, representing approximately 21.70%[1] of the total number of Shares in the Company.

(c) **Shares acquired or agreed to be acquired after the Holding Announcement Date and up to 6.00 p.m. (Singapore time) on 29 March 2021 (other than pursuant to valid acceptances of the Offer).** Following the Holding Announcement Date and up to 6.00 p.m. (Singapore time) on 29 March 2021, save for the:

(i) acquisition by the Offeror on the SGX-ST of an aggregate of 36,527,500 Shares, representing approximately 16.59%[1] of the total number of Shares in the Company; and

(ii) transfer of the 3,333,333 Shares held by Citibank Nominees Singapore Pte Ltd on behalf of Mdm. Wong Bei Keen, who is the wife of JHYP, to JHYP for a nominal consideration of S$1.00 in aggregate pursuant to the Deed of Transfer[3],

the Offeror and persons acting in concert with it have not acquired or agreed to acquire any Shares (other than pursuant to valid acceptances of the Offer).

5. RESULTANT SHAREHOLDING

Accordingly, as at 6.00 p.m. (Singapore time) on 29 March 2021, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with it and (b) valid acceptances of the Offer, amount to an aggregate of 169,218,658 Shares, representing approximately 76.86%[1] of the total number of Shares in the Company.

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[2] This refers to the (a) 47,459,515 Shares (representing approximately 21.56% of the total number of Shares) held by Mr. Jeffrey Hing Yih Peir ("**JHYP**") and Mr. James Tham Tuck Choong ("**JTTC**"), being persons acting in concert with the Offeror in connection with the Offer, who have accepted the Offer pursuant to their respective Promoter's Irrevocable Undertaking; (b) 290,600 Shares (representing approximately 0.13% of the total number of Shares) held by Ms. Hing Aik Ling, being a person acting in concert with the Offeror in connection with the Offer, by virtue of her being the sister of JHYP and (c) 23,333 Shares (representing approximately 0.01% of the total number of Shares) held by Mrs. Tham Ching Choo Nee Goh Ching Choo, being a person acting in concert with the Offeror in connection with the Offer, by virtue of her being the mother of JTTC.

[3] JHYP has since accepted the Offer in respect of such Shares pursuant to his Promoter's Irrevocable Undertaking.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and 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, the sole responsibility of the directors of the Offeror 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.

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

Issued by
W CAPITAL MARKETS PTE. LTD.

For and on behalf of
EMET GRACE LTD.

29 March 2021

Any inquiries relating to this Announcement or the Offer should be directed during office hours to:

W Capital Markets Pte. Ltd.

Mr. Foo Say Nam	Ms. Sheila Ong
Partner, Head of Advisory	Vice President, Corporate Finance
Tel: (65) 6513 3536	Tel: (65) 6513 3525

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", "target" and similar expressions or future or conditional verbs such as "will", "would", "shall", "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 investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor the Financial Adviser undertakes any obligation to update publicly or revise any forward-looking statements.