

# VOLUNTARY UNCONDITIONAL CASH OFFER

by



**UNITED OVERSEAS BANK LIMITED**

(Company Registration No.: 193500026Z)

(Incorporated in Singapore)

for and on behalf of

**OSC CAPITAL PTE. LTD.**

(Company Registration No.: 202312930Z)

(Incorporated in Singapore)

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

**LIAN BENG GROUP LTD**

(Company Registration No.: 199802527Z)

(Incorporated in Singapore)

other than shares held in treasury and shares held, directly or indirectly, by the Offeror as at the date of the Offer

## DESPATCH OF DOCUMENTS RELATING TO COMPULSORY ACQUISITION

### 1. INTRODUCTION

United Overseas Bank Limited ("**UOB**") refers to:

- (a) the offer document dated 28 April 2023 (the "**Offer Document**") issued by UOB, for and on behalf of OSC Capital Pte. Ltd. (the "**Offeror**"), in connection with 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 share capital of Lian Beng Group Ltd (the "**Company**"), other than Shares held in treasury and those Shares held, directly or indirectly, by the Offeror as at the date of the Offer;
- (b) the announcement dated 3 May 2023 issued by UOB, for and on behalf of the Offeror, in relation to, *inter alia*, the revision of the Offer Consideration;
- (c) the written notification dated 11 May 2023 (the "**Notification of Revision**") in relation to, *inter alia*, the revision of the Offer Consideration despatched to Shareholders on 11 May 2023;

- (d) the announcements dated 26 May 2023, 9 June 2023 and 30 June 2023 issued by UOB, for and on behalf of the Offeror, in relation to, *inter alia*, the extensions of the closing date;
- (e) the announcement dated 4 July 2023 issued by UOB, for and behalf of the Offeror, in relation to, *inter alia*, the Offeror being entitled to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act (the "**Compulsory Acquisition Announcement**"); and
- (f) the announcement dated 7 July 2023 issued by UOB, for and on behalf of the Offeror, in relation to, *inter alia*, the close of the Offer.

All capitalised terms used but not defined in this announcement (this "**Announcement**") shall have the same meanings given to them in the Offer Document and the Notification of Revision, unless otherwise expressly stated or the context otherwise requires.

## **2. DESPATCH OF DOCUMENTS RELATING TO COMPULSORY ACQUISITION**

As stated in the Compulsory Acquisition Announcement, the Offeror is entitled to, and intends to, exercise its right to compulsorily acquire all the remaining Shares from Shareholders who have not accepted the Offer (the "**Dissenting Shareholders**") pursuant to Section 215(1) of the Companies Act, at a price equal to the Final Offer Consideration. Accordingly, the Offeror has today despatched to the Dissenting Shareholders the following documents:

- (a) a letter in relation to, *inter alia*, the Offeror's exercise of its right of compulsory acquisition under Section 215(1) of the Companies Act and the right of Dissenting Shareholders under Section 215(3) of the Companies Act to require the Offeror to acquire the Shares held by them (the "**Letter**"); and
- (b) the relevant forms prescribed under the Companies Act in relation to Sections 215(1) and 215(3) of the Companies Act, namely, Form 57 ("**Form 57**") and Form 58 ("**Form 58**") respectively.

Electronic copies of the Letter, Form 57 and Form 58 are available on the website of the SGX-ST at <https://www.sgx.com>.

As the Offeror will be proceeding to compulsorily acquire all the remaining Shares of the Dissenting Shareholders pursuant to Section 215(1) of the Companies Act, the Dissenting Shareholders need not take any action in relation to Form 58 (in relation to Section 215(3) of the Companies Act). Dissenting Shareholders who wish to exercise their rights under Section 215(3) of the Companies Act are advised to seek their own independent legal advice.

**Any Dissenting Shareholder who is in doubt in relation to the matters referred to in this Announcement or as to the action he/she should take, should consult his/her stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.**

Issued by  
**UNITED OVERSEAS BANK LIMITED**

For and on behalf of  
**OSC CAPITAL PTE. LTD.**

18 July 2023

*Any enquiries relating to this Announcement or the compulsory acquisition should be directed during office hours to the UOB helpline at (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", "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 UOB undertakes any obligation to update publicly or revise any forward-looking statements.*