

OFFER DOCUMENT DATED 6 APRIL 2021

THIS OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

VOLUNTARY CONDITIONAL CASH OFFER

by



SAC CAPITAL PRIVATE LIMITED
(Company Registration No.: 200401542N)
(Incorporated in the Republic of Singapore)

for and on behalf of

FAIRFAX ASIA LIMITED
(Company Registration No.: 23105)
(Incorporated in Barbados)

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



SINGAPORE REINSURANCE CORPORATION LIMITED
(Company Registration No.: 197300016C)
(Incorporated in the Republic of Singapore)

other than those already owned, controlled or agreed
to be acquired by Fairfax Asia Limited, its related corporations
and their respective nominees

OFFER PRICE

For each Offer Share

S\$0.3535
in cash

CLOSE OF OFFER

ACCEPTANCES SHOULD BE RECEIVED BY
THE CLOSE OF THE OFFER AT
**5.30 P.M. (SINGAPORE
TIME) ON 4 MAY 2021**
OR SUCH LATER DATE(S) AS MAY BE
ANNOUNCED FROM TIME TO TIME BY OR
ON BEHALF OF THE OFFEROR.

The procedures for acceptance of the Offer are set
out in Appendix 2 to this Offer Document and in the
accompanying FAA and/or FAT (as applicable).

If you are in any doubt about the Offer (as defined herein) or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

SAC Capital Private Limited ("**SAC Capital**") is acting for and on behalf of Fairfax Asia Limited ("**Offeror**") and does not purport to advise the shareholders ("**Shareholders**") of Singapore Reinsurance Corporation Limited ("**Company**") and/or any other person. In preparing its letter to Shareholders on behalf of the Offeror, SAC Capital has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any individual Shareholder.

The views of the directors of the Company who are considered independent for the purposes of the Offer and the independent financial adviser to such directors of the Company on the Offer will be made available to you in due course by the Company. You may wish to consider their views before taking any action in relation to the Offer.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Offer Document.

If you have sold or transferred all your issued and fully paid-up ordinary shares in the capital of the Company ("**Shares**") held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward this Offer Document and the accompanying Form of Acceptance and Authorisation for Offer Shares ("**FAA**") to the purchaser or transferee as arrangements will be made by CDP for a separate Offer Document and the FAA to be sent to the purchaser or transferee. If you have sold or transferred all your Shares which are not held through CDP, you should immediately forward this Offer Document and the accompanying Form of Acceptance and Transfer for Offer Shares ("**FAT**") to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted to any jurisdiction outside of Singapore.

All capitalised terms shall, if not otherwise defined, bear the same meanings as ascribed to them in this Offer Document.

WHAT SHOULD I KNOW ABOUT THE OFFER?

1 THE OFFER

On 19 March 2021, SAC Capital announced, for and on behalf of the Offeror, that the Offeror intends to make a voluntary conditional cash offer for all the Shares of the Company, other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees (the “**Offer Shares**”).

2 THE OFFEROR

The Offeror and its subsidiaries comprise the Asian insurance holdings and operations of Fairfax Financial Holdings Limited (“**Fairfax Holdings**”), being property and casualty insurance conducted on a direct and reinsurance basis across nine countries in Asia. The Offeror’s ultimate beneficial owner is Fairfax Holdings, a Canadian publicly-listed holding company headquartered in Toronto, Canada, which, through its subsidiaries, is engaged in property and casualty insurance and reinsurance and the associated investment management. Fairfax Holdings was founded in 1985 by the present Chairman and Chief Executive Officer, Mr. V. Prem Watsa. The common shares of Fairfax Holdings are listed on the Toronto Stock Exchange under the symbol “FFH”.

3 WHAT DO I GET FOR MY SHARES IF THE OFFER TURNS UNCONDITIONAL?

Offer Price: S\$0.3535 in cash for each Offer Share

An illustration of the consideration to be received by a Shareholder who validly accepts the Offer⁽¹⁾:

1,000 Offer Shares	=	S\$353.50
10,000 Offer Shares	=	S\$3,535.00
50,000 Offer Shares	=	S\$17,675.00

Note:

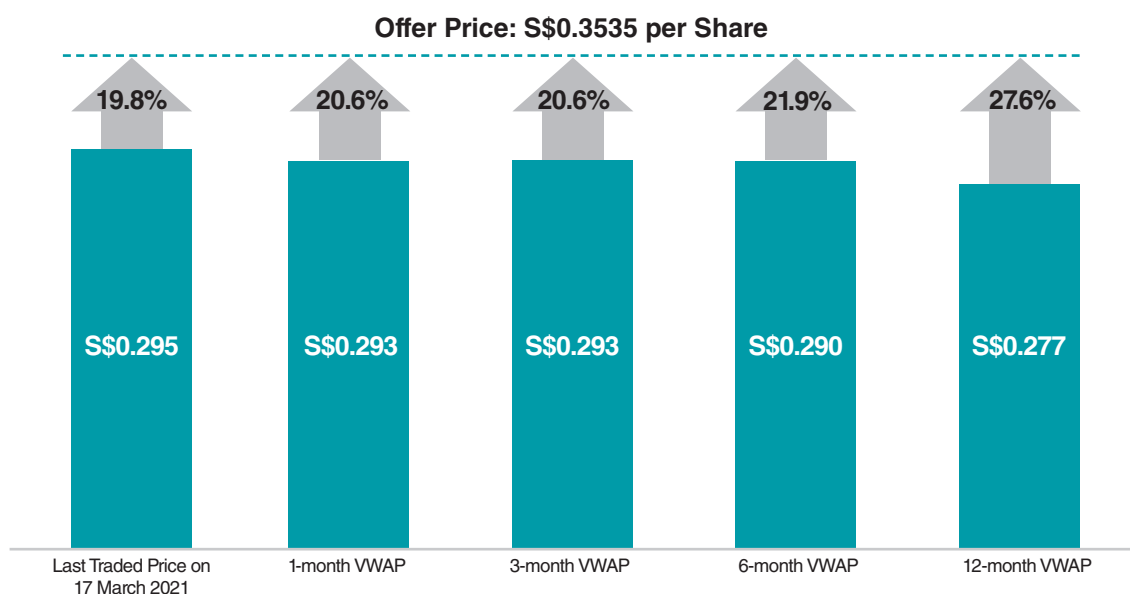
- (1) Assuming the Offer becomes or is declared unconditional in all respects in accordance with its terms and assuming that the settlement date in respect of the Offer Shares accepted or compulsorily acquired pursuant to the Offer falls on or before the Record Date of the FY2020 Dividend.

WHAT SHOULD I KNOW ABOUT THE OFFER?

4 RATIONALE FOR THE OFFER

(i) Opportunity for Shareholders to realise their investment in the Shares at a premium

(a) The Offer Price is at a premium to the historical and prevailing share prices



Source: Bloomberg L.P.

Note:

Percentages and the volume-weighted average price ("VWAP") per Share in the graph above are calculated based on data extracted from Bloomberg L.P. as at 18 March 2021, being the last full Market Day of the Shares prior to the date of the Offer Announcement (the "Last Trading Day").



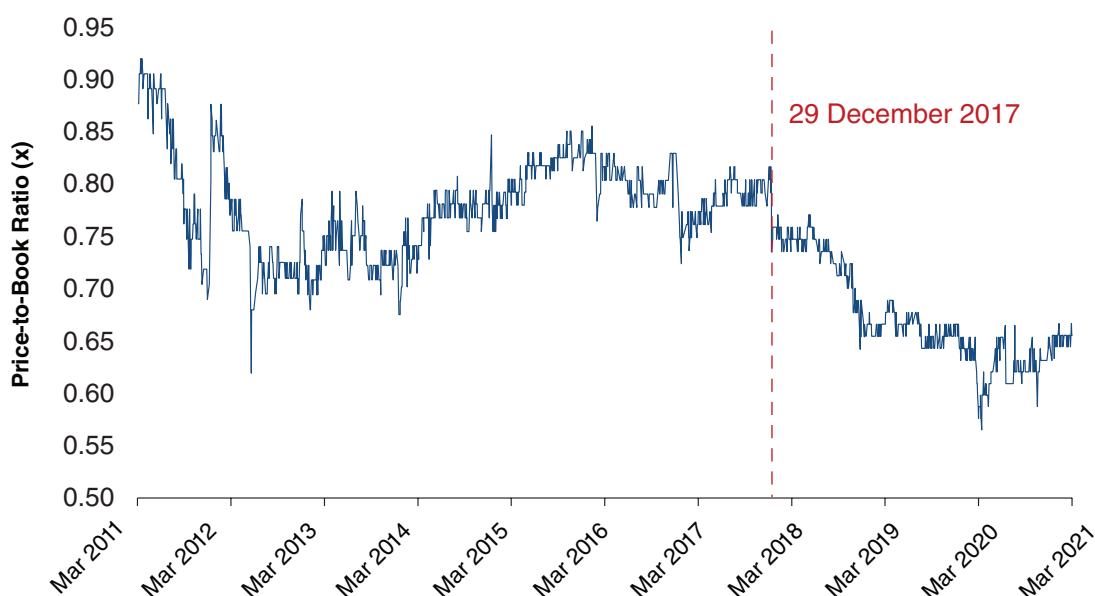
Source: Bloomberg L.P.

The Shares have traded below the Offer Price for the preceding 10-year period up to and including the Last Trading Day.

WHAT SHOULD I KNOW ABOUT THE OFFER?

4 RATIONALE FOR THE OFFER (CONTINUED)

- (b) The Company's price-to-book ratio as implied by the Offer Price exceeds its historical averages



Source: Bloomberg L.P.

The price-to-book ratio (“**P/B Ratio**”) as implied by the Offer Price is 0.79x. This represents a premium of 25.4%, 17.9%, 11.3% and 5.3%, over the average P/B Ratio of 0.63x, 0.67x, 0.71x and 0.75x for the 1-year, 3-year, 5-year and 10-year periods up to and including the Last Trading Day respectively¹.

Based on the chart above, the Shares have been trading at a P/B Ratio below 0.79x since 29 December 2017. In addition, the P/B Ratio as implied by the Offer Price of 0.79x is at a premium of 17.9% over the average P/B Ratio of 0.67x for the period from 29 December 2017 up to and including the Last Trading Day¹.

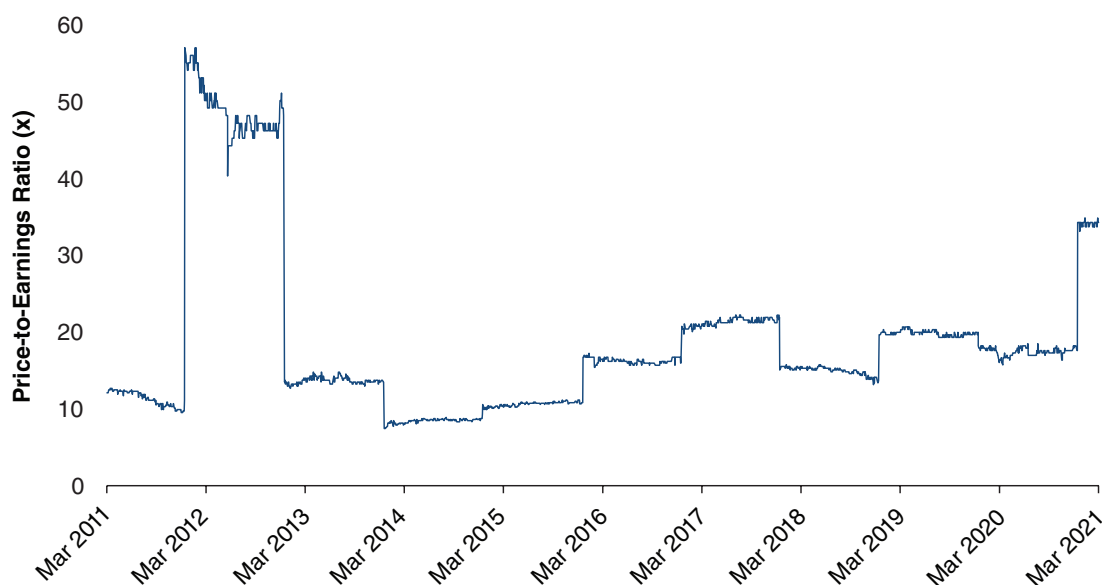
Note:

- (1) The historical P/B Ratios and the average P/B Ratios for the respective periods are computed based on data extracted from Bloomberg L.P..

WHAT SHOULD I KNOW ABOUT THE OFFER?

4 RATIONALE FOR THE OFFER (CONTINUED)

(c) The Company's price-to-earnings ratio as implied by the Offer Price exceeds its historical averages



Source: Bloomberg L.P.

The price-to-earnings ratio (“**P/E Ratio**”) as implied by the Offer Price is 41.3x, which represents a premium of 97.6%, 119.7%, 120.9% and 119.7%, over the average P/E Ratio of 20.9x, 18.8x, 18.7x and 18.8x for the 1-year, 3-year, 5-year and 10-year periods up to and including the Last Trading Day respectively⁽¹⁾.

Note:

- (1) The historical P/E Ratios and the average P/E Ratios for the respective periods are computed based on data extracted from Bloomberg L.P..

(ii) Opportunity for Shareholders who may find it difficult to exit their investment in the Company due to low trading liquidity

Historically, the trading volume of the Shares has been low. The average daily trading volume of the Shares during the 1-month, 3-month, 6-month and 12-month periods up to and including the Last Trading Day are detailed in the table below.

	Average daily trading volume (Shares) ⁽¹⁾
1-month period up to and including the Last Trading Day	49,095
3-month period up to and including the Last Trading Day	38,805
6-month period up to and including the Last Trading Day	36,211
12-month period up to and including the Last Trading Day	51,707

Note:

- (1) The average daily trading volumes are calculated by using the total volume of the Shares traded divided by the number of Market Days with respect to the 1-month period, 3-month period, 6-month period and 12-month period up to and including the Last Trading Day.

WHAT SHOULD I KNOW ABOUT THE OFFER?

4 RATIONALE FOR THE OFFER (CONTINUED)

(iii) Statutory control of the Company

The Offer will allow the Offeror to obtain statutory control of the Company, which will enable the Offeror and its Concert Parties to control the business and the future plans of the Company more effectively.

5 OFFEROR'S INTENTIONS, LISTING STATUS AND COMPULSORY ACQUISITION

It is the intention of the Offeror to continue to develop and grow the businesses of the Offeree Group and pursue opportunities on a long-term sustainable basis, particularly in the areas of underwriting, risk management, claims management and services.

The Offeror also intends to explore opportunities for cost synergies such as shared services, where appropriate. Save for the foregoing, the Offeror currently has no intention to (a) introduce any major changes to the existing business of the Company, (b) re-deploy the fixed assets of the Company, or (c) discontinue the employment of the existing employees of the Offeree Group, other than in the ordinary course of business. The Offeror however retains the flexibility at any time to consider options or opportunities which may present themselves.

THE OFFEROR'S INTENTION IS TO GAIN MAJORITY CONTROL OF THE COMPANY. However, in the event that the Free Float Requirement is not met and/or trading of Shares on the SGX-ST is suspended, the Offeror does not intend to preserve the listing status of the Company nor does it intend to undertake or support any action to satisfy the Free Float Requirement or for any such trading suspension by the SGX-ST to be lifted. If eligible, the Offeror intends to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act. Shareholders should note that even if the Free Float Requirement is not met, the Offeror may not be able to exercise its right of compulsory acquisition if it does not achieve the threshold for compulsory acquisition.

6 WHAT IS REQUIRED FOR THE OFFER TO TURN UNCONDITIONAL?

The Offer is conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and its Concert Parties holding such number of Shares carrying more than 50% of the voting rights attributable to the issued Shares as at the close of the Offer ("**Minimum Acceptance Condition**").

Save for the Minimum Acceptance Condition, the Offer is unconditional in all other respects.

The views of the directors who are considered independent for the purposes of the Offer and the IFA on the Offer will be made available by the Company to Shareholders with 14 days of the Despatch Date. Shareholders should consider their advice before taking any action in relation to the Offer.

WHAT SHOULD I KNOW ABOUT THE OFFER?

HOW CAN I ACCEPT THE OFFER?

Step 1: Locate the relevant Acceptance Form

If your Offer Shares are deposited with CDP	EITHER: If submitting by post, look for the printed copy of the FAA sent to you and proceed to Step 2A below. OR: If submitting in electronic form, go to the SGX Investor Portal at investors.sgx.com and proceed to Step 2B on the next page.
If you are a CPFIS/SRS Investor or have Offer Shares which are held through nominees	Please contact your respective CPF Agent Bank / SRS Agent Bank or nominee directly.
If your Offer Shares are not deposited with CDP	Please use the FAT. Please refer to procedures for acceptance within the FAT and Appendix 2 to the Offer Document or contact M & C Services Private Limited at +65 6227 6660 for assistance.

If you have misplaced the FAA or FAT, electronic copies are available from the website of the SGX-ST at <https://www.sgx.com>

Step 2A: BY POST: Fill in your details and return the FAA to accept the Offer

- Check or fill in your personal particulars, Securities Account Number and Offer Shares held by you
- Under Section C, "All the Offer Shares indicated in Section A" OR "the number of Offer Shares as indicated in the box below" and fill in the number of Offer Shares in the "Free Balance" of your CDP Securities Account that you wish to tender in acceptance of the Offer

C Declaration by Shareholder

I/we wish to accept the Offer for the number of Offer Shares as indicated below.

Choose one option

☐ All the Offer Shares indicated in Section A,

OR

☐ the number of Offer Shares as indicated in the box below

Choose one option
for acceptance of
the Offer



Scan QR Code to
submit instructions
online (applicable to
Individual and Joint-
Alt account holders
only)

- Please proceed to sign and fill in the applicable date on the bottom of Section C of the FAA

By signing below, I/we agree to the terms and conditions of the Offer as set out in the Offer Document and in this FAA, including the section "Authorisation" on page 2 of this FAA.

Sign here

Signature(s) of Depositor(s)/Joint Depositors

Date here

Date

- Return the completed FAA in the pre-addressed envelope which is enclosed with the FAA so as to arrive **NO LATER THAN 5.30 P.M (SINGAPORE TIME) ON 4 MAY 2021** (or such later date(s) as may be announced from time to time by or on behalf of the Offeror).

WHAT SHOULD I KNOW ABOUT THE OFFER?

HOW CAN I ACCEPT THE OFFER?

Step 2B: BY ELECTRONIC FORM: Fill in your details online on SGX Investor Portal to accept the Offer

- If you wish to accept the Offer using the electronic form of the FAA, you may do so via the SGX Investor Portal at investors.sgx.com (for individual and joint-alt account holders only).
- On the main screen of the Investor Portal, look for “**Corporate Actions Form Submission**” and click on the Security Name “**Singapore Reinsurance Corporation Limited**”.
- Check that it is the **Form of Acceptance and Authorisation for Offer Shares** for Singapore Reinsurance Corporation Limited, then click **Proceed**.
- Fill in your Applicant Account Information as prompted, then click **Verify**.
- Fill in the number of Offer Shares of which you wish to accept the Offer, then click **Next**.
- Check the boxes to agree to the declarations, then click **Submit**.

IMPORTANT DATES AND TIMES

Despatch of the Offer Document	6 April 2021
Dissemination of the Company’s circular containing the views of the Independent Directors and the independent financial adviser	No later than 20 April 2021
Closing date and time	5.30 p.m. (Singapore time) on 4 May 2021 (or such later date(s) as may be announced from time to time by or on behalf of the Offeror)

WHO CAN I CALL IF I HAVE ENQUIRIES IN RELATION TO THE OFFER?

Any inquiries relating to the Offer should be directed during office hours to:
SAC Capital Private Limited
Tel: (65) 6232 3200

WHAT SHOULD I KNOW ABOUT THE OFFER?

IMPORTANT NOTICE

The information in this section is a summary of the Offer and is qualified by, and should be read in conjunction with, the full information contained in the rest of this Offer Document. In the event of any inconsistency or conflict between the terms of this summary and this Offer Document, the terms set out in this Offer Document shall prevail.

Nothing in this section is intended to be, or shall be taken as advice, recommendation or solicitation to the Shareholders or any other party. SAC Capital Private Limited is acting for and on behalf of the Offeror and does not purport to advise the Shareholders of the Company and/or any other person.

Shareholders should read the Company's circular in relation to the Offer after it is disseminated and carefully consider the information and advice contained in that circular.

RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of this Offer Document) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Offer Document are fair and accurate, and that no material facts have been omitted from this Offer Document, and they jointly and severally accept responsibility accordingly.

Where any information in this Offer Document has been extracted or reproduced from published or otherwise publicly available sources (including without limitation, information relating to the Offeree Group), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Offer Document.

CONTENTS

DEFINITIONS	2
CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS	7
1. INTRODUCTION	8
2. THE OFFER	8
3. FURTHER DETAILS OF THE OFFER AND PROCEDURES FOR ACCEPTANCE. . .	10
4. REGULATORY APPROVALS	10
5. INFORMATION ON THE OFFEROR AND THE CONCERT GROUP	11
6. INFORMATION ON THE COMPANY	12
7. RATIONALE FOR THE OFFER	13
8. OFFEROR'S INTENTIONS FOR THE COMPANY	17
9. LISTING STATUS AND COMPULSORY ACQUISITION	18
10. FINANCIAL ASPECTS OF THE OFFER	20
11. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS	20
12. CONFIRMATION OF FINANCIAL RESOURCES	21
13. OVERSEAS SHAREHOLDERS	21
14. GENERAL	23
15. RESPONSIBILITY STATEMENT	24
APPENDIX 1	25
APPENDIX 2	29
APPENDIX 3	36
APPENDIX 4	39
APPENDIX 5	40
APPENDIX 6	41

DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Offer Document and the Acceptance Forms:

<i>“Acceptance Forms”</i>	:	The FAA and the FAT collectively or any one of them, as the case may be
<i>“ACRA”</i>	:	Accounting and Corporate Regulatory Authority of Singapore
<i>“Business Day”</i>	:	A day (other than Saturday, Sunday or a public holiday) on which commercial banks are open for business in Singapore
<i>“CDP”</i>	:	The Central Depository (Pte) Limited
<i>“Closing Date”</i>	:	5.30 p.m. (Singapore time) on 4 May 2021 , or such later date(s) as may be announced from time to time by or on behalf of the Offeror, being the last day for the lodgement of acceptances of the Offer
<i>“Code”</i>	:	The Singapore Code on Take-overs and Mergers, as amended, supplemented or modified from time to time
<i>“Companies Act”</i>	:	Companies Act, Chapter 50 of Singapore, as amended, supplemented or modified from time to time
<i>“Company”</i>	:	Singapore Reinsurance Corporation Limited
<i>“Company Securities”</i>	:	(i) Shares; (ii) securities which carry voting rights in the Company; or (iii) convertible securities, warrants, options (including any options granted under any employee share scheme of the Company) or derivatives in respect of Shares or securities which carry voting rights in the Company
<i>“Concert Group”</i>	:	Shall have the meaning ascribed to it in Section 5.2 (Concert Group) of the Letter to Shareholders in this Offer Document
<i>“Concert Parties”</i>	:	Parties acting or presumed to be acting in concert with the Offeror in connection with the Offer
<i>“CPF”</i>	:	Central Provident Fund
<i>“CPF Agent Banks”</i>	:	Agent banks included under the CPFIS
<i>“CPFIS”</i>	:	Central Provident Fund Investment Scheme

<i>“CPFIS Investors”</i>	:	Investors who have purchased Shares using their CPF contributions pursuant to the CPFIS
<i>“Date of Receipt”</i>	:	The date of receipt of the relevant Acceptance Form by CDP or the Share Registrar (as the case may be) on behalf of the Offeror (provided always that the Date of Receipt falls on or before the Closing Date)
<i>“Despatch Date”</i>	:	6 April 2021, being the date of despatch of this Offer Document
<i>“Directors”</i>	:	Directors of the Offeror as at the Latest Practicable Date
<i>“Distributions”</i>	:	Shall have the meaning ascribed to it in Section 2.3 (No Encumbrances) of the Letter to Shareholders in this Offer Document
<i>“Electronic Acceptance”</i>	:	The SGX-SFG service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents
<i>“Encumbrances”</i>	:	Any claims, charges, equities, mortgages, liens, pledges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever
<i>“FAA”</i>	:	Form of Acceptance and Authorisation for Offer Shares, which forms part of this Offer Document and which is issued to Shareholders whose Offer Shares are deposited with CDP
<i>“Fairfax Holdings”</i>	:	Fairfax Financial Holdings Limited
<i>“FAT”</i>	:	Form of Acceptance and Transfer for Offer Shares, which forms part of this Offer Document and which is issued to Shareholders whose Offer Shares are not deposited with CDP
<i>“Final Day Rule”</i>	:	Shall have the meaning ascribed to it in paragraph 1.5 of Appendix 1 to this Offer Document
<i>“Free Float Requirement”</i>	:	Shall have the meaning ascribed to it in Section 9.1 (Listing Status) of the Letter to Shareholders in this Offer Document
<i>“FY2020 Dividend”</i>	:	Shall have the meaning ascribed to it in Section 2.3 (No Encumbrances) of the Letter to Shareholders in this Offer Document
<i>“IFA”</i>	:	The independent financial adviser to the directors of the Company who are considered independent for the purposes of the Offer

<i>“Last Trading Day”</i>	:	18 March 2021, being the last Market Day prior to the Offer Announcement Date
<i>“Latest Practicable Date”</i>	:	30 March 2021, being the latest practicable date prior to the printing of this Offer Document
<i>“Listing Manual”</i>	:	The listing manual of the SGX-ST
<i>“Market Day”</i>	:	A day on which the SGX-ST is open for trading of securities
<i>“Minimum Acceptance Condition”</i>	:	Shall have the meaning ascribed to it in Section 2.4 (Minimum Acceptance Condition) of the Letter to Shareholders in this Offer Document
<i>“Offer”</i>	:	The voluntary conditional cash offer by SAC Capital, for and on behalf of the Offeror, to acquire the Offer Shares, on the terms and subject to the conditions set out in this Offer Document and the Acceptance Forms, as such offer may be amended, extended and revised from time to time by or on behalf of the Offeror
<i>“Offer Announcement”</i>	:	The announcement in connection with the Offer released by SAC Capital, for and on behalf of the Offeror on the Offer Announcement Date
<i>“Offer Announcement Date”</i>	:	19 March 2021, being the date of the Offer Announcement
<i>“Offer Document”</i>	:	This document dated 6 April 2021 and any other document(s) which may be issued for and on behalf of the Offeror to amend, revise, supplement or update this document from time to time
<i>“Offer Period”</i>	:	The period commencing from the Offer Announcement Date until the date the Offer is declared to have closed or lapsed
<i>“Offer Price”</i>	:	S\$0.3535 in cash for each Offer Share
<i>“Offer Shares”</i>	:	All the issued Shares to which the Offer relates, as described in Section 2.1 (Offer Shares) of the Letter to Shareholders in this Offer Document
<i>“Offeree Group”</i>	:	The Company and its subsidiaries
<i>“Offeror”</i>	:	Fairfax Asia Limited
<i>“Overseas Shareholder”</i>	:	A Shareholder whose address is outside Singapore as shown in the Register or in the Depository Register (as the case may be)

<i>“Record Date”</i>	:	In relation to any Distributions, the date on which Shareholders must be registered with the Company or with CDP, as the case may be, in order to participate in such Distributions
<i>“Reference Period”</i>	:	The period commencing three months prior to the Offer Announcement Date and ending on the Latest Practicable Date
<i>“Register”</i>	:	The register of holders of the Shares, as maintained by the Share Registrar
<i>“Relevant Persons”</i>	:	Shall have the meaning ascribed to it in paragraph 3.8 of Appendix 2 to this Offer Document
<i>“SAC Capital”</i>	:	SAC Capital Private Limited
<i>“Securities Account”</i>	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account
<i>“SFA”</i>	:	Securities and Futures Act, Chapter 289 of Singapore, as amended, modified and supplemented from time to time
<i>“SGX-ST”</i>	:	Singapore Exchange Securities Trading Limited
<i>“Share Registrar” or “Receiving Agent”</i>	:	M & C Services Private Limited, the share registrar of the Company and the receiving agent of the Offeror
<i>“Shareholders”</i>	:	Holders of Shares, including persons whose Shares are deposited with CDP or who have purchased Shares on the SGX-ST
<i>“Shares”</i>	:	Ordinary shares in the capital of the Company
<i>“Shut-Off Notice”</i>	:	Shall have the meaning ascribed to it in paragraph 1.4 of Appendix 1 to this Offer Document
<i>“SIC”</i>	:	Securities Industry Council of Singapore
<i>“SRS”</i>	:	Supplementary Retirement Scheme
<i>“SRS Agent Banks”</i>	:	Agent banks included under the SRS
<i>“SRS Investors”</i>	:	Investors who have purchased Shares pursuant to the SRS
<i>“US\$”</i>	:	United States dollars
<i>“VWAP”</i>	:	Volume-weighted average price
<i>“S\$”</i>	:	Singapore dollars
<i>“%” or “per cent.”</i>	:	Per centum or percentage

Acting in concert. The term “**acting in concert**” shall have the meaning ascribed to it in the Code.

Announcements and Notices. References to the making of an announcement or the giving of notice by the Offeror shall include the release of an announcement by SAC Capital or advertising agents, for and on behalf of the Offeror, to the press or the delivery of or transmission by telephone, email, facsimile, SGXNET or otherwise of an announcement to the SGX-ST. An announcement made otherwise than to the SGX-ST shall be notified simultaneously to the SGX-ST.

Depositors, etc. The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meaning ascribed to them respectively in Section 81SF of the SFA.

Derivatives. All references to “**derivative**” include any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security or securities.

Genders. Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.

Headings. The headings in this Offer Document are inserted for convenience only and shall be ignored in construing this Offer Document.

Offer Document. References to “**Offer Document**” shall include the Acceptance Forms, unless the context otherwise requires.

Rounding. Any discrepancies in figures included in this Offer Document between amounts shown and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Offer Document may not be an arithmetic aggregation of the figures that precede them.

Shareholders. References to “**you**”, “**your**” and “**yours**” in this Offer Document are, as the context so determines, to Shareholders.

Statutes. Any reference in this Offer Document to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Code, the Listing Manual or the SFA or any modification thereof and used in this Offer Document shall, where applicable, have the meaning assigned to it under the Companies Act, the Code, the Listing Manual or the SFA or any modification thereof, as the case may be, unless the context otherwise requires.

Subsidiary and Related Corporation. References to “**subsidiary**” and “**related corporation**” shall have the meanings ascribed to them respectively in Sections 5 and 6 of the Companies Act.

Time and Date. Any reference to a time of the day and date in this Offer Document shall be a reference to Singapore time and date, respectively, unless otherwise stated.

Total number of issued Shares. Unless otherwise stated, references in this Offer Document to the total number of issued Shares are based on 596,316,185 Shares in issue as at the Latest Practicable Date (based on the information on the Company which is publicly available (including, without limitation, the announcements released by the Company on the SGX-ST)).

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

All statements other than statements of historical facts included in this Offer Document are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or 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 as at the Latest Practicable Date. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes 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 SAC Capital undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.



SAC CAPITAL PRIVATE LIMITED

(Company Registration No.: 200401542N)

(Incorporated in the Republic of Singapore)

6 April 2021

To: **The Shareholders of Singapore Reinsurance Corporation Limited**

Dear Sir/Madam

VOLUNTARY CONDITIONAL CASH OFFER BY SAC CAPITAL FOR AND ON BEHALF OF THE OFFEROR FOR THE OFFER SHARES

1. INTRODUCTION

- 1.1 **Offer Announcement.** On 19 March 2021, SAC Capital announced, for and on behalf of the Offeror, that the Offeror intends to make a voluntary conditional cash offer for the Offer Shares at the Offer Price of S\$0.3535 in cash for each Offer Share.

A copy of the Offer Announcement is available on the website of the SGX-ST at <https://www.sgx.com>.

- 1.2 **Offer Document.** This Offer Document contains the formal Offer by SAC Capital, for and on behalf of the Offeror, to acquire all the Offer Shares subject to the terms and conditions set out in this Offer Document and the Acceptance Forms. This Offer Document, together with the Acceptance Forms, has been despatched to Shareholders on the Despatch Date. Shareholders are urged to read this Offer Document carefully.

2. THE OFFER

- 2.1 **Offer Shares.** SAC Capital, for and on behalf of the Offeror, hereby makes the Offer to acquire all the Shares other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees ("**Offer Shares**") in accordance with Rule 15 of the Code and on the terms and subject to the conditions set out in this Offer Document and the Acceptance Forms.

For the avoidance of doubt, the Offer will be extended, on the same terms and conditions, to all the Shares owned, controlled or agreed to be acquired by the Concert Parties (other than the Offeror's related corporations and their respective nominees). For the purpose of the Offer, the expression "**Offer Shares**" shall include such Shares.

The Offer Shares represent approximately 71.82% of the total issued Shares of the Company.

- 2.2 **Offer Price.** The consideration for each Offer Share is **S\$0.3535 in cash** ("**Offer Price**").

- 2.3 **No Encumbrances.** The Offer Shares are to be acquired (a) fully paid, (b) free from all Encumbrances, and (c) together with all rights, benefits, entitlements and advantages attached thereto as at the Offer Announcement Date, and thereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights and other distributions (collectively, “**Distributions**”) (if any) declared, paid or made by the Company, on the Record Date which falls on or after the Offer Announcement Date.

Without prejudice to the generality of the foregoing, the Offer Price has been determined on the basis that the Offer Shares will be acquired with the right to receive any dividends that may be declared, paid or made by the Company on or after the Offer Announcement Date (including the final one-tier tax exempt dividend of S\$0.0035 per Share for the financial year ended 31 December 2020 proposed by the directors of the Company (“**FY2020 Dividend**”)). **In the event that any dividend is paid by the Company to a Shareholder on or after the Offer Announcement Date and such Shareholder accepts the Offer or if the Offer Shares held by such Shareholder are compulsorily acquired by the Offeror, the Offer Price payable to such accepting Shareholder shall be reduced by an amount which is equal to the amount of such dividend paid by the Company to such accepting Shareholder.**

Accordingly, the following will apply if any dividend (including the FY2020 Dividend) is declared, paid or made by the Company on or after the Offer Announcement Date:

- (i) if the settlement date in respect of the Offer Shares accepted or compulsorily acquired pursuant to the Offer falls on or before the Record Date, the Offeror will pay the relevant accepting Shareholders the Offer Price of S\$0.3535 in cash for each Offer Share, as the Offeror will receive the dividend in respect of those Offer Shares from the Company; and
- (ii) if the settlement date in respect of the Offer Shares accepted or compulsorily acquired pursuant to the Offer falls after the Record Date, the amount of the dividend in respect of such Offer Shares will be deducted from the Offer Price of S\$0.3535 in cash for each Offer Share payable for such Offer Shares, as the Offeror will not receive the dividend in respect of those Offer Shares from the Company.

In respect of the FY2020 Dividend, the Record Date has been announced by the Company to be 7 May 2021. The Record Date is subject to change, as may be announced from time to time by the Company.

- 2.4 **Minimum Acceptance Condition.** The Offer is conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and its Concert Parties holding such number of Shares carrying more than 50% of the voting rights attributable to the issued Shares as at the close of the Offer (“**Minimum Acceptance Condition**”).

Accordingly, the Offer will not become or be capable of being declared unconditional as to acceptances until the close of the Offer, unless at any time prior to the close of the Offer, the Offeror has received valid acceptances (which have not been withdrawn) in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled, acquired or agreed to be acquired by the Offeror and its Concert Parties (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and its Concert Parties holding such number of Shares carrying more than 50% of the voting rights attributable to the issued Shares as at the close of the Offer.

Save for the Minimum Acceptance Condition, the Offer is unconditional in all other respects.

- 2.5 **Revision of Terms of the Offer.** The Offeror reserves the right to revise the terms of the Offer in accordance with the Code.
- 2.6 **Warranty.** A Shareholder who tenders his Offer Shares in acceptance of the Offer will be deemed to unconditionally and irrevocably represent, warrant and undertake to the Offeror that he sells such Offer Shares as or on behalf of the beneficial owner(s) thereof, (a) fully paid, (b) free from all Encumbrances, and (c) together with all rights, benefits, entitlements and advantages attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including the right to receive and retain all Distributions (if any) declared, paid or made by the Company, on the Record Date which falls on or after the Offer Announcement Date.
- 2.7 **No Options Proposal.** Based on the latest information available to the Offeror, there are no outstanding instruments convertible into, rights to subscribe for, nor options (whether pursuant to an employee share option scheme or otherwise) in respect of, securities which carry voting rights of the Company (collectively, “Options”) as at the Latest Practicable Date. In view of the foregoing, the Offeror will not make an offer to acquire any Options.

3. FURTHER DETAILS OF THE OFFER AND PROCEDURES FOR ACCEPTANCE

Appendix 1 to this Offer Document sets out further details on (a) the duration of the Offer, (b) the settlement of the consideration for the Offer, (c) the requirements relating to the announcement(s) of the level of acceptances of the Offer, and (d) the right of withdrawal of acceptances of the Offer.

Appendix 2 to this Offer Document sets out the procedures for acceptance of the Offer by a Shareholder.

4. REGULATORY APPROVALS

- 4.1 **SIC Rulings.** An application was made to the SIC to seek certain rulings in relation to the Offer. The SIC has given rulings that:
- (a) Mr. Ramaswamy Athappan, who is concurrently a director of the Offeror and the Non-Executive and Non-Independent Director/Chairman of the Company, and faces a conflict of interest in relation to the Offer, is exempted from the requirement to make a recommendation to the Shareholders on the Offer. He must, nonetheless, still assume responsibility for the accuracy of the facts stated or opinions expressed in documents and advertisements issued by or on behalf of the Company in connection with the Offer;
 - (b) it has no objections to limiting the disclosure of holdings in the Offer Announcement, subject to the following:
 - (i) subsequent to the making of the Offer Announcement, the Offeror promptly making enquiries of all other parties acting or deemed to be acting in concert with the Offeror in connection with the Offer on the number of Company Securities which they own, control or have agreed to acquire; and
 - (ii) if the aggregate number of Company Securities owned, controlled or agreed to be acquired by such other parties acting or deemed to be acting in concert with the Offeror referred to in Section 4.1(b)(i) of the Letter to Shareholders in this Offer Document represents 0.5% or more of the total issued capital of the Company, the Offeror must promptly announce such holdings to the public;

- (c) only the Directors would be required to provide responsibility statements in respect of any announcements and/or documents issued in connection with the Offer; and
- (d) only the Offeror would be required to disclose the information prescribed in Rule 23.4 of the Code.

4.2 **MAS Approval.** The Company is licensed as a general reinsurer under the Insurance Act, Chapter 142 of Singapore (“**Insurance Act**”). Pursuant to Section 28(1) read with Section 28(7) of the Insurance Act, no person shall obtain effective control of a licensed insurer incorporated in Singapore without the prior written approval of the Monetary Authority of Singapore (“**MAS**”), and a person is to be regarded as obtaining “effective control” of a licensed insurer if, *inter alia*, the person holds 20% or more of the total number of issued shares in the insurer.

As the Offer, in the event that it becomes or is declared unconditional in all respects, will result in the Offeror directly holding 20% or more of the total number of issued Shares in the Company and thereby acquiring effective control of the Company, the Offeror has consulted with the MAS on whether prior written approval of the MAS will be required for the Offeror to undertake the Offer to obtain effective control of the Company. The MAS has informed the Offeror that based on the terms of a previous MAS approval dated 19 December 2017 (in respect of an application by Fairfax Holdings for various named entities including the Offeror to obtain effective control of the Company), no further approval from the MAS is required.

5. INFORMATION ON THE OFFEROR AND THE CONCERT GROUP

5.1 **The Offeror.** The Offeror is a company incorporated in Barbados on 24 November 2003. The Offeror is a subsidiary of Fairfax Holdings. The Offeror and its subsidiaries comprise the Asian insurance holdings and operations of Fairfax Holdings, being property and casualty insurance conducted on a direct and reinsurance basis across nine countries in Asia.

As at the Latest Practicable Date, the Offeror has an authorised and issued share capital of US\$679,067,439 comprising 679,067,439 shares. The Offeror is 100% held by Fairfax (Barbados) International Corp. and its ultimate beneficial owner is Fairfax Holdings. Fairfax Holdings is a Canadian publicly-listed holding company headquartered in Toronto, Canada, which, through its subsidiaries, is engaged in property and casualty insurance and reinsurance and the associated investment management. Fairfax Holdings was founded in 1985 by the present Chairman and Chief Executive Officer, Mr. V. Prem Watsa. The common shares of Fairfax Holdings are listed on the Toronto Stock Exchange under the symbol “FFH”.

As at the Latest Practicable Date, the Directors are:

- (a) Mr. Ramaswamy Athappan;
- (b) Mr. Ronald Schokking;
- (c) Mr. William P.A. Douglas;
- (d) Mr. Lisl B. Lewis;
- (e) Mr. Gobinath Arvind Athappan; and
- (f) Mr. Alistair B. Dent.

5.2 **Concert Group.** As at the Latest Practicable Date, the following individuals and companies are deemed to be acting in concert with the Offeror (collectively, the “**Concert Group**”):

- (a) the Directors of the Offeror;
- (b) Fairfax (Barbados) International Corp. (parent company of the Offeror);
- (c) FFHL Group Limited (parent company of Fairfax (Barbados) International Corp.);
- (d) Fairfax Holdings (ultimate beneficial owner of the Offeror and parent company of FFHL Group Limited);
- (e) Newline Corporate Name Limited (wholly-owned indirect subsidiary of Fairfax Holdings);
- (f) Newline Holdings UK Limited (parent company of Newline Corporate Name Limited);
- (g) Odyssey Reinsurance Company (parent company of Newline Holdings UK Limited);
- (h) Odyssey Group Holdings, Inc. (parent company of Odyssey Reinsurance Company);
- (i) Odyssey US Holdings Inc. (parent company of Odyssey Group Holdings, Inc.); and
- (j) Fairfax (US) Inc. (parent company of Odyssey US Holdings Inc. and wholly-owned by Fairfax Holdings and FFHL Group Limited, collectively).

5.3 **Aggregate Holding in the Company.** As at the Latest Practicable Date, based on the latest information available to the Offeror, the Offeror and the Concert Group collectively hold an aggregate of 168,035,957 Shares, representing approximately 28.18% of the total number of issued Shares of the Company, a breakdown of which is as follows:

- (a) the Offeror holds directly 115,370,835 Shares, representing approximately 19.35% of the Shares; and
- (b) Newline Corporate Name Limited holds directly 52,665,122 Shares, representing approximately 8.83% of the Shares.

Newline Corporate Name Limited is a related corporation of the Offeror. As the Shares already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees are excluded from the Offer, Shares which are owned, controlled or agreed to be acquired by the Offeror and Newline Corporate Name Limited are excluded from the Offer.

6. INFORMATION ON THE COMPANY

6.1 **The Company.** The Company is a company incorporated in the Republic of Singapore on 3 January 1973, and was listed on the Main Board of the SGX-ST in 1987.

The Company and its subsidiaries (collectively, the “**Offeree Group**”) are principally engaged in the business of underwriting general reinsurance, and the Company is engaged in investment activities of its non-reinsurance funds and the operations of its subsidiaries.

As at the Latest Practicable Date, based on the information on the Company which is publicly available (including, without limitation, the announcements released by the Company on the SGX-ST), (i) the Company has 596,316,185 issued Shares and does not

hold any treasury shares, and (ii) the Company does not have any outstanding instruments convertible into, rights to subscribe for, nor options (whether pursuant to an employee share option scheme or otherwise) in respect of, securities which carry voting rights of the Company.

Based on publicly available information, as at the Latest Practicable Date, the directors of the Company are:

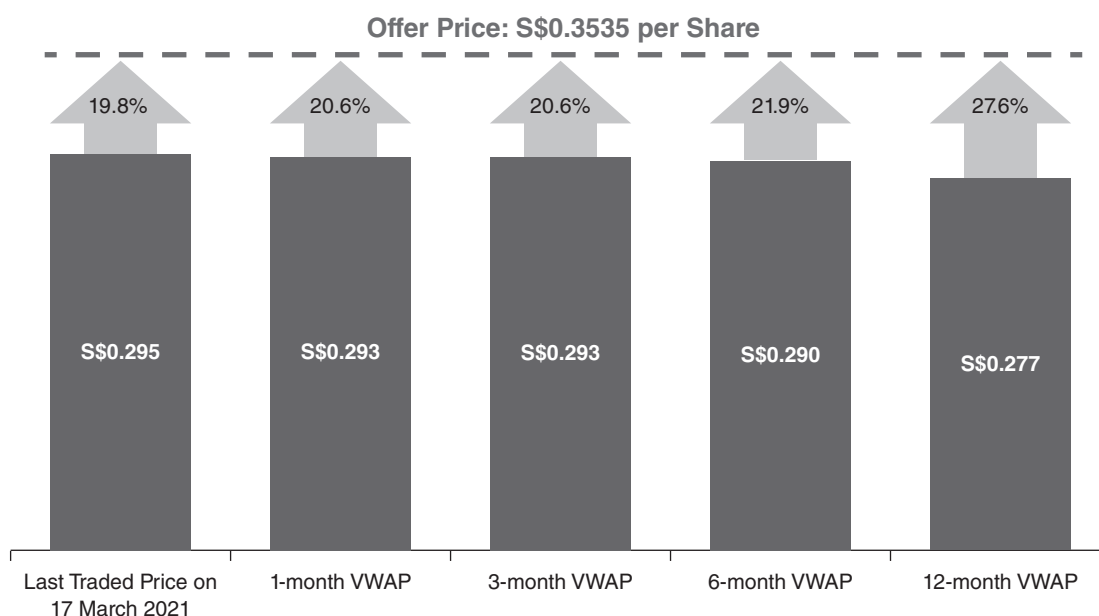
- (a) Mr. Ramaswamy Athappan (Non-Executive and Non-Independent Director/Chairman);
- (b) Mr. David Chan Mun Wai (Non-Executive and Non-Independent Director/Deputy Chairman);
- (c) Mr. Dileep Nair B Eng (Non-Executive and Independent Director);
- (d) Mr. Peter Sim Swee Yam (Non-Executive and Independent Director); and
- (e) Mr. Ong Eng Yaw (Non-Executive and Independent Director).

6.2 **Additional Information.** Additional information on the Company is set out in Appendix 4 to this Offer Document.

7. RATIONALE FOR THE OFFER

7.1 Opportunity for Shareholders to realise their investment in the Shares at a premium

- (a) The Offer Price is at a premium to the historical and prevailing share prices

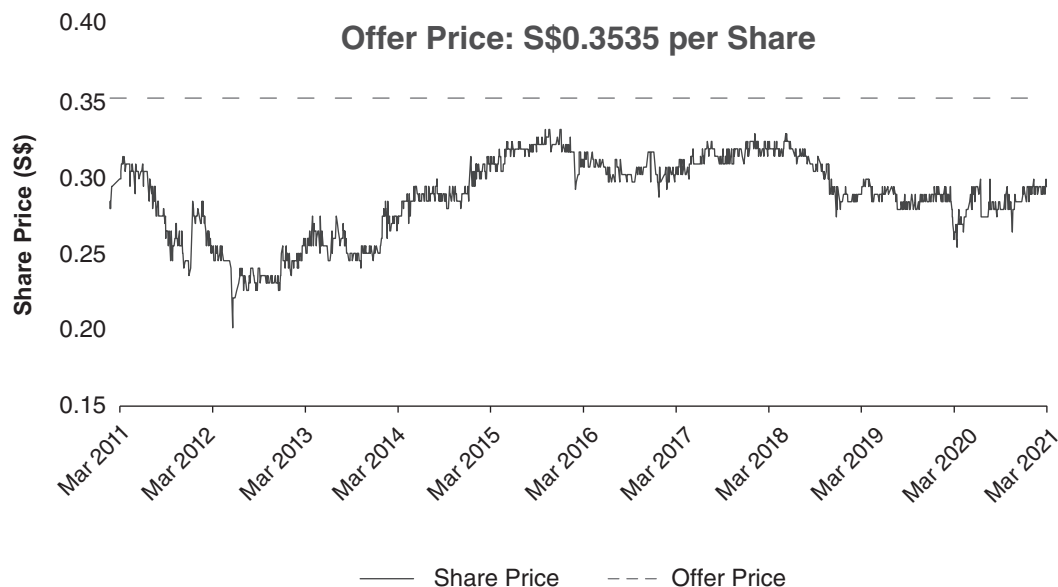


Source: Bloomberg L.P.

Note:

Percentages and the volume-weighted average price ("VWAP") per Share in the graph above are calculated based on data extracted from Bloomberg L.P. as at the Last Trading Day.

As set out in Section 10 (Financial Aspects of the Offer) below, the Offer Price of S\$0.3535 per Offer Share represents a premium of approximately 20.6%, 20.6%, 21.9% and 27.6% over the VWAP per Share for the 1-month, 3-month, 6-month and 12-month periods respectively up to and including the Last Trading Day. The Offer Price also represents a premium of 19.8% over the last transacted price per Share on 17 March 2021 (being the last full Market Day on which there were trades in the Shares immediately preceding the Last Trading Day as no Shares were traded on the Last Trading Day).



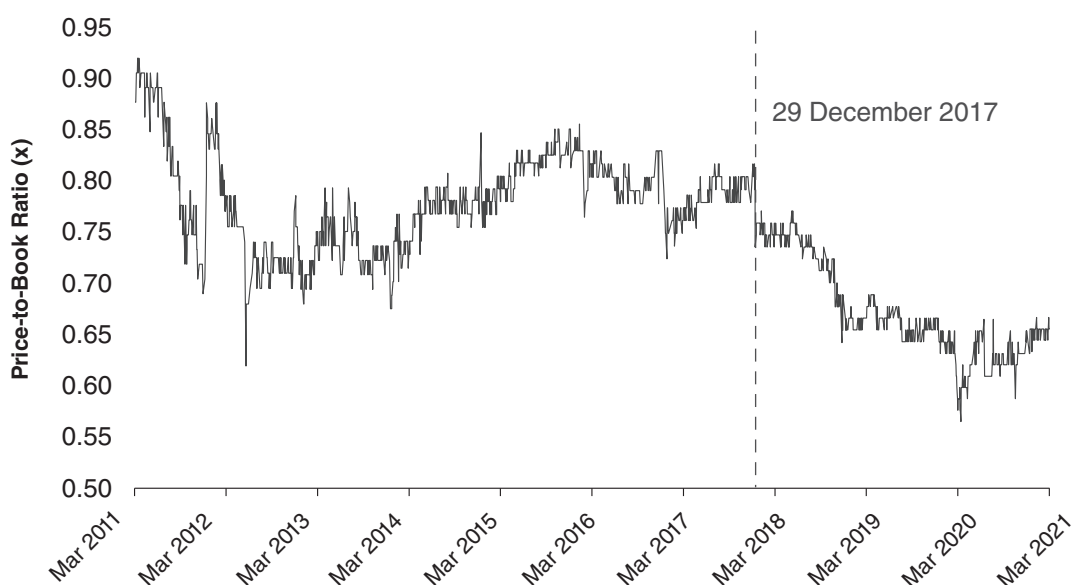
Source: Bloomberg L.P.

As illustrated in the price chart above, the Shares have traded below the Offer Price for the preceding 10-year period up to and including the Last Trading Day. In addition, the Offer Price represents a premium of 17.8%, 7.1%, 7.1% and 6.2%, over the highest daily closing price per Share of S\$0.3000, S\$0.3300, S\$0.3300 and S\$0.3328 for the 1-year, 3-year, 5-year and 10-year periods up to and including the Last Trading Day respectively¹.

Against the backdrop of a challenging macroeconomic environment which may pose concerns to the underwriting and investment activities of the Offeree Group, the Offer Price under the Offer presents Shareholders with a clean cash exit opportunity to realise their entire investment in Shares at a premium over the prevailing trading prices of the Shares without incurring brokerage and other trading costs.

¹ The highest historical daily closing prices of the Shares (rounded to the nearest four decimal places) and the corresponding premia are computed based on data extracted from Bloomberg L.P..

- (b) The Company's price-to-book ratio as implied by the Offer Price exceeds its historical averages



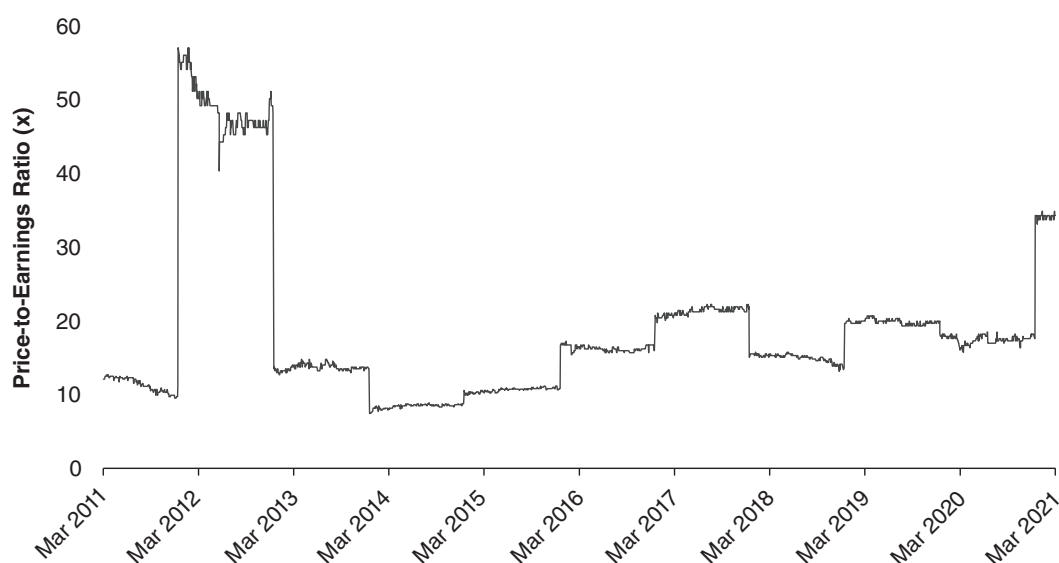
Source: Bloomberg L.P.

The price-to-book ratio ("**P/B Ratio**") as implied by the Offer Price is 0.79x. This represents a premium of 25.4%, 17.9%, 11.3% and 5.3%, over the average P/B Ratio of 0.63x, 0.67x, 0.71x and 0.75x for the 1-year, 3-year, 5-year and 10-year periods up to and including the Last Trading Day respectively².

Based on the chart above, the Shares have been trading at a P/B Ratio below 0.79x since 29 December 2017. In addition, the P/B Ratio as implied by the Offer Price of 0.79x is at a premium of 17.9% over the average P/B Ratio of 0.67x for the period from 29 December 2017 up to and including the Last Trading Day².

² The historical P/B Ratios and the average P/B Ratios for the respective periods are computed based on data extracted from Bloomberg L.P..

(c) The Company's price-to-earnings ratio implied by the Offer Price exceeds its historical averages



Source: Bloomberg L.P.

The above chart represents the historical price-to-earnings ratio (“**P/E Ratio**”) based on the daily closing price of the Shares for the past 10 years, up to and including the Last Trading Day.

The P/E Ratio as implied by the Offer Price is 41.3x, which represents a premium of 97.6%, 119.7%, 120.9% and 119.7%, over the average P/E Ratio of 20.9x, 18.8x, 18.7x and 18.8x for the 1-year, 3-year, 5-year and 10-year periods up to and including the Last Trading Day respectively³.

7.2 Opportunity for Shareholders who may find it difficult to exit their investment in the Company due to low trading liquidity

Historically, the trading volume of the Shares has been low, with an average daily trading volume⁴ of approximately 49,095 Shares, 38,805 Shares, 36,211 Shares and 51,707 Shares during the 1-month, 3-month, 6-month and 12-month periods respectively up to and including the Last Trading Day. Each of these trading volumes represents less than 0.01% of the total number of issued Shares as at the end of the aforementioned relevant periods.

The Offer therefore provides Shareholders who might otherwise find it difficult to exit their investment in the Company as a result of the low trading volume in the Shares with an opportunity to realise their entire investment in the Shares at a premium over the prevailing market prices.

³ The historical P/E Ratios and the average P/E Ratios for the respective periods are computed based on data extracted from Bloomberg L.P..

⁴ The average daily trading volumes are calculated as the total volume of the Shares traded divided by the number of Market Days during the 1-month, 3-month, 6-month and 12-month periods up to and including the Last Trading Day.

7.3 Statutory control of the Company

The Offer will allow the Offeror to obtain statutory control of the Company, which will enable the Offeror and its Concert Parties to control the business and the future plans of the Company more effectively. Support to the Company's management can be provided in the form of:

- (a) managing the Company's operations in the short and medium term with a view to stabilising the volatile reinsurance business for the long term;
- (b) advising on business prospects together with a more disciplined approach to risk and underwriting for the long term;
- (c) supporting the Company's expansion into new markets and businesses;
- (d) competing effectively to overcome the challenging macroeconomic environment in Singapore and across Asia;
- (e) facilitating the implementation of strategic and operational changes;
- (f) optimising the use of its management and capital resources; and
- (g) cooperation and exploration of business synergies with the Offeror's related companies across Asia.

8. OFFEROR'S INTENTIONS FOR THE COMPANY

The Company's annual returns on Shareholders' equity averaged approximately 4.7%, 3.5% and 1.9% for the past 10, 5 and 1 financial year(s) respectively. The Offeror believes that this decline reflects steep competition, lack of scale of the Company, increasing volatility of underwriting performance and increasing exposure to natural catastrophes, all of which reflect difficult operating conditions in the market. Furthermore, in November 2020, the rating agency, AM Best, had revised its outlook for the Company to "Negative", which may adversely affect the business prospects of the Offeree Group.

By obtaining statutory control, the Offeror may be able to enhance its already strong presence in the Asian regional insurance and reinsurance market by creating complementary business operations with the Offeree Group through sharing customer and cedant relationships, best practices and industry know-how.

It is the intention of the Offeror to continue to develop and grow the businesses of the Offeree Group and pursue opportunities on a long-term sustainable basis, particularly in the areas of underwriting, risk management, claims management and services. The Offeror also intends to explore opportunities for cost synergies such as shared services, where appropriate. Save for the foregoing, the Offeror currently has no intention to (a) introduce any major changes to the existing business of the Company, (b) re-deploy the fixed assets of the Company, or (c) discontinue the employment of the existing employees of the Offeree Group, other than in the ordinary course of business. The Offeror however retains the flexibility at any time to consider options or opportunities which may present themselves.

9. LISTING STATUS AND COMPULSORY ACQUISITION

- 9.1 **Listing Status.** Pursuant to Rule 1105 of the Listing Manual, upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror and its Concert Parties to above 90% of the total number of issued Shares (excluding treasury shares), the SGX-ST may suspend the trading of the Shares on the SGX-ST until such time it is satisfied that at least 10% of the total number of issued Shares (excluding treasury shares) are held by at least 500 Shareholders who are members of the public ("**Free Float Requirement**"). Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued Shares (excluding treasury shares), thus causing the percentage of the total number of issued Shares (excluding treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.

In addition, under Rule 724(1) of the Listing Manual, if the percentage of the total number of issued Shares (excluding treasury shares) held in public hands falls below 10%, the Company must, as soon as practicable, announce that fact and the SGX-ST may suspend the trading of all the Shares. Rule 724(2) of the Listing Manual states that the SGX-ST may allow the Company a period of three months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares (excluding treasury shares) in public hands to at least 10%, failing which the Company may be delisted from the SGX-ST.

The Offeror's intention is to gain majority control of the Company. However, in the event that the Free Float Requirement is not met and/or trading of Shares on the SGX-ST is suspended pursuant to Rule 724, Rule 1105 or Rule 1303(1) of the Listing Manual, the Offeror does not intend to preserve the listing status of the Company nor does it intend to undertake or support any action to satisfy the Free Float Requirement or for any such trading suspension by the SGX-ST to be lifted.

If eligible, the Offeror intends to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act, as further described in Section 9.2 of the Letter to Shareholders in this Offer Document below. Shareholders should note that even if the Free Float Requirement is not met, the Offeror may not be able to exercise its right of compulsory acquisition if it does not achieve the threshold for compulsory acquisition.

If the Offeror decides not to maintain the listing status of the Company on the SGX-ST should it no longer meet the Free Float Requirement, the SGX-ST will generally consider waiving compliance imposed on a voluntary delisting⁵ if (a) the Offer is fair and reasonable (and the independent financial adviser to the Company has opined that the Offer is fair and reasonable), and (b) the Offeror has received acceptances from independent Shareholders⁶ at the close of the Offer that represent a majority of least 75% of the total number of issued Shares held by independent Shareholders. The Offeror will make an announcement if it receives acceptances of the Offer in respect of 75% of the total number of issued Shares held by independent Shareholders. If the waiver conditions are not met and the Company wishes to undertake a voluntary delisting, it will need to do so in accordance with Rule 1307 of the Listing Manual. In the event the Company is unable to meet the conditions for a voluntary delisting, the Company will be obliged to comply with the Listing Manual, including the requirement to restore its public float (through private placement or otherwise). Shareholders and investors should note there is the risk that the Company may be subject to prolonged suspension should it no longer meet the Free Float Requirement but the requisite conditions for a delisting are not met.

- 9.2 **Compulsory Acquisition.** Pursuant to Section 215(1) of the Companies Act, if the Offeror receives valid acceptances pursuant to the Offer (or otherwise acquires Shares during the period when the Offer is open for acceptance) in respect of not less than 90% of the total number of issued Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding treasury shares), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer ("**Dissenting Shareholders**"), at a price equal to the Offer Price. For the avoidance of doubt, Shares which are held by the Offeror and Newline Corporate Name Limited (being a related corporation of the Offeror) will not count towards the compulsory acquisition threshold.

In such event, the Offeror intends to exercise its right to compulsorily acquire all the Offer Shares not acquired under the Offer. The Offeror will then proceed to delist the Company from the SGX-ST.

Dissenting Shareholders have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares at the Offer Price in the event that the Offeror, its related corporations or their respective nominees acquire, pursuant to the Offer, such number of Shares which, together with the Shares held by the Offeror, its related corporations or their respective nominees, comprise 90% or more of the total number of issued Shares. Dissenting Shareholders who wish to exercise such rights are advised to seek their own independent legal advice.

⁵ Under Rule 1307 of the Listing Manual, the SGX-ST may agree to an application to delist from the SGX-ST if:

- (1) the issuer convenes a general meeting to obtain shareholder approval for the delisting; and
- (2) the resolution to delist the issuer has been approved by a majority of at least 75% of the total number of issued shares excluding treasury shares and subsidiary holdings held by the shareholders present and voting, on a poll, either in person or by proxy at the meeting. The Offeror and parties acting in concert with it must abstain from voting on the resolution.

⁶ Independent Shareholders are Shareholders other than the Offeror and parties acting in concert with it.

10. FINANCIAL ASPECTS OF THE OFFER

The Offer Price represents the following premia over certain historical market prices of the Shares⁷ as set out below:

Description	Share Price (S\$)	Premium of Offer Price over Share Price (%)
(a) Last traded price of the Shares on the SGX-ST on 17 March 2021 (being the last full Market Day on which there were trades in the Shares immediately preceding the Last Trading Day as no Shares were traded on the Last Trading Day)	0.295	19.8
(b) VWAP of the Shares on the SGX-ST for the 1-month period up to and including the Last Trading Day	0.293	20.6
(c) VWAP of the Shares on the SGX-ST for the 3-month period up to and including the Last Trading Day	0.293	20.6
(d) VWAP of the Shares on the SGX-ST for the 6-month period up to and including the Last Trading Day	0.290	21.9
(e) VWAP of the Shares on the SGX-ST for the 12-month period up to and including the Last Trading Day	0.277	27.6

11. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

11.1 **Shareholdings and Dealings in the Company Securities.** Appendix 5 to this Offer Document sets out, based on responses received pursuant to enquiries that the Offeror has made, (a) the number of Company Securities owned, controlled or agreed to be acquired as at the Latest Practicable Date, and (b) the dealings in the Company Securities during the Reference Period, by the Offeror and its Concert Parties as at the Latest Practicable Date.

11.2 **No Other Holdings and Dealings in the Company Securities.** Save as disclosed in Appendix 5 to this Offer Document, and based on responses received pursuant to enquiries that the Offeror has made, as at the Latest Practicable Date, none of the Offeror or its Concert Parties:

- (a) owns, controls or has agreed to acquire any Company Securities; or
- (b) has dealt for value in any Company Securities during the Reference Period.

As at the Latest Practicable Date, none of the Directors are interested (as interpreted in accordance with Section 4 of the SFA), directly or indirectly, in any Company Securities.

⁷ The historical market prices and VWAP of the Shares (rounded to the nearest three decimal places) and the corresponding premia are computed based on data extracted from Bloomberg L.P..

11.3 **Other Arrangements in the Company Securities.** Save as disclosed in this Offer Document, and based on responses received pursuant to enquiries that the Offeror has made, as at the Latest Practicable Date, none of the Offeror or its Concert Parties has:

- (a) entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to the shares of the Offeror or the Company which might be material to the Offer;
- (b) granted any security interest relating to any Company Securities to another person, whether through a mortgage, charge, pledge or otherwise;
- (c) borrowed any Company Securities from another person (excluding borrowed Company Securities which have been on-lent or sold), or
- (d) lent any Company Securities to another person.

11.4 **Irrevocable Undertakings.** As at the Latest Practicable Date, none of the Offeror or its Concert Parties has received any irrevocable undertaking from any party to accept or reject the Offer.

12. CONFIRMATION OF FINANCIAL RESOURCES

SAC Capital, as financial adviser to the Offeror in connection with the Offer, has confirmed that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer by the holders of the Offer Shares on the basis of the Offer Price.

13. OVERSEAS SHAREHOLDERS

13.1 **Overseas Jurisdictions.** This Offer Document does not constitute an offer to sell or the solicitation of an offer to subscribe for 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 the securities referred to in this Offer Document in any jurisdiction in contravention of applicable law.

The release, publication or distribution of this Offer Document and the Acceptance Forms in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Offer Document is released, published or distributed should inform themselves about and observe such restrictions.

Copies of this Offer Document and the Acceptance Forms are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer will violate the laws of that jurisdiction ("**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

- 13.2 **Overseas Shareholders.** The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the Register or in the Depository Register (as the case may be) (each, an “**Overseas Shareholder**”) may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable requirements in the relevant overseas jurisdictions.

For the avoidance of doubt, the Offer will be open to all Shareholders, including those to whom the Offer Document and the relevant Acceptance Forms may not be sent.

It is the responsibility of Overseas Shareholders who wish to accept the Offer to (a) request for this Offer Document, the Acceptance Forms and/or any related documents, or (b) satisfy themselves as to the full observance of the laws of the relevant overseas jurisdiction 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 and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror, its related corporations, SAC Capital, CDP, the Receiving Agent and any person acting on their behalf shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments as the Offeror, its related corporations, SAC Capital, CDP, the Receiving Agent and/or any person acting on their behalf may be required to pay. In (a) requesting for this Offer Document, the Acceptance Forms, and/or any related documents, or (b) accepting the Offer, each Overseas Shareholder represents and warrants to the Offeror and SAC Capital 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.

Any Overseas Shareholder who is in doubt about his position should consult his professional adviser in the relevant jurisdiction.

- 13.3 **Copies of the Offer Document and the relevant Acceptance Forms.** Where there are potential restrictions on sending this Offer Document and the relevant Acceptance Forms to any overseas jurisdiction, the Offeror and SAC Capital each reserves the right not to send these documents to Overseas Shareholders in such overseas jurisdictions. Subject to compliance with applicable laws, any affected Overseas Shareholder may, nonetheless, obtain a copy of this Offer Document, the relevant Acceptance Forms and/or any related documents during normal business hours and up to the Closing Date, from (a) CDP (if he is a Depositor) by contacting CDP’s Customer Service Hotline at +65 6535 7511 during their operating hours or emailing CDP at asksgx@sgx.com for instructions on how to obtain a copy of such documents; or (b) the office of the Share Registrar, M & C Services Private Limited (if he is a scrip holder) at 112 Robinson Road #05-01, Singapore 068902 or contacting them at +65 6227 6660. Alternatively, an Overseas Shareholder may, subject to compliance with applicable laws, write to the Offeror: (i) Fairfax Asia Limited c/o The Central Depository (Pte) Limited (if he is a Depositor) at Robinson Road Post Office, P.O. Box 1984, Singapore 903934, or (ii) Fairfax Asia Limited c/o M & C Services Private Limited (if he is a scripholder) at 112 Robinson Road #05-01, Singapore 068902 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 Market Days prior to the Closing Date.

Electronic copies of this Offer Document and the relevant Acceptance Forms are available on the website of the SGX-ST at <https://www.sgx.com>.

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

14. GENERAL

- 14.1 **Independent Advice.** The views of the directors of the Company who are considered independent for the purposes of the Offer and the IFA on the Offer will be made available by the Company to Shareholders within 14 days of the Despatch Date. Shareholders should consider their advice before taking any action in relation to the Offer.
- 14.2 **Governing Law and Jurisdiction.** The Offer, this Offer Document, the Acceptance Forms, all acceptances of the Offer, all contracts made pursuant thereto and all actions taken or deemed to be taken or made in connection with any of the foregoing shall be governed by, and construed in accordance with, the laws of Singapore. The Offeror and each accepting Shareholder submit to the exclusive jurisdiction of the courts of Singapore.
- 14.3 **No Third Party Rights.** Unless expressly provided to the contrary in this Offer Document and the Acceptance Forms, a person who is not a party to any contracts made pursuant to the Offer, this Offer Document and the Acceptance Forms has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore to enforce any term of such contracts. Notwithstanding any term herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.
- 14.4 **Valid Acceptances.** The Offeror and SAC Capital each reserves the right to treat acceptances of the Offer as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated herein or in the relevant Acceptance Forms, or if made otherwise than in accordance with the provisions herein and the instructions printed on the relevant Acceptance Forms.
- 14.5 **Accidental Omission.** Accidental omission to despatch this Offer Document, the Acceptance Forms, or any notice or announcement required to be given under the terms of the Offer to, or any failure to receive the same by, any person to whom the Offer is made or should be made, shall not invalidate the Offer in any way.
- 14.6 **CPFIS Investors.** CPFIS Investors will receive further information on how to accept the Offer from the CPF Agent Banks directly. CPFIS Investors are advised to consult their respective CPF Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors should seek independent professional advice. CPFIS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks, which may be earlier than the Closing Date. Subject to the Offer becoming or being declared unconditional in all respects in accordance with its terms, CPFIS Investors who accept the Offer will receive the Offer Price payable in respect of their Offer Shares in their CPF Investment accounts.

- 14.7 **SRS Investors.** SRS Investors will receive further information on how to accept the Offer from the SRS Agent Banks directly. SRS Investors are advised to consult their respective SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, SRS Investors should seek independent professional advice. SRS Investors who wish to accept the Offer are to reply to their respective SRS Agent Banks by the deadline stated in the letter from their respective SRS Agent Banks, which may be earlier than the Closing Date. Subject to the Offer becoming or being declared unconditional in all respects in accordance with its terms, SRS Investors who accept the Offer will receive the Offer Price payable in respect of their Offer Shares in their SRS Investment accounts.
- 14.8 **Additional General Information.** Additional general information in relation to the Offer is provided in Appendix 6 to this Offer Document.
- 14.9 **Letter from SAC Capital to Shareholders.** SAC Capital is acting for and on behalf of the Offeror in connection with the Offer and does not purport to advise the Shareholders or any other person. In preparing this Letter to Shareholders on behalf of the Offeror, SAC Capital has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any individual Shareholder. You must make your own decision as to whether to tender your Shares. If you are in doubt as to the action you should take, you should immediately seek your own advice from your relevant financial, legal or tax advisers or other independent financial adviser.

15. RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of this Offer Document) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Offer Document are fair and accurate, and that no material facts have been omitted from this Offer Document, and they jointly and severally accept responsibility accordingly.

Where any information in this Offer Document has been extracted or reproduced from published or otherwise publicly available sources (including without limitation, information relating to the Offeree Group), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Offer Document.

Yours faithfully,
SAC CAPITAL PRIVATE LIMITED

For and on behalf of
FAIRFAX ASIA LIMITED

*Any inquiries relating to the Offer should be directed during office hours to **SAC Capital Private Limited** at telephone number (65) 6232 3200.*

APPENDIX 1

DETAILS OF THE OFFER

1. DURATION OF THE OFFER

- 1.1 **First Closing Date.** The Offer is open for acceptance by Shareholders for at least 28 days from the Despatch Date, unless the Offer is withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder. **Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 4 May 2021 or such later date(s) as may be announced from time to time by or on behalf of the Offeror.**
- 1.2 **Subsequent Closing Date(s).** If the Offer is extended and:
- (a) the Offer is not unconditional as to acceptances as at the date of such extension, the announcement of the extension must state the next Closing Date; or
 - (b) the Offer is unconditional as to acceptances as at the date of such extension, the announcement of the extension need not state the next Closing Date but may state that the Offer will remain open until further notice. In such a case, the Offeror must give Shareholders at least 14 days' prior notice in writing before it may close the Offer.
- 1.3 **No Obligation to Extend the Offer.** The Offeror is not obliged to extend the Offer if the condition of the Offer as set out in Section 2.4 (Minimum Acceptance Condition) of the Letter to Shareholders in this Offer Document is not fulfilled by the Closing Date.
- 1.4 **Offer to Remain Open for 14 Days After Being Declared Unconditional as to Acceptances.** Pursuant to Rule 22.6 of the Code, if the Offer becomes or is declared unconditional as to acceptances, the Offer will remain open for a period ("**Rule 22.6 Period**") of not less than 14 days after the date on which the Offer would otherwise have closed, in order to give Shareholders who have not accepted the Offer the opportunity to do so.

This requirement does not apply if, before the Offer has become or is declared unconditional as to acceptances, the Offeror has given Shareholders at least 14 days' notice in writing ("**Shut-Off Notice**") that the Offer will not be open for acceptance beyond a specified Closing Date, provided that:

- (a) the Offeror may not give a Shut-Off Notice in a competitive situation; and
- (b) the Offeror may not enforce a Shut-Off Notice, if already given, in a competitive situation.

For these purposes, the SIC would normally regard a "competitive situation" to have arisen if a competing offer for the Company has been announced.

If a declaration that the Offer is unconditional is confirmed in accordance with paragraph 4.2(a) of this Appendix 1, the Rule 22.6 Period will run from the date of such confirmation or the date on which the Offer would otherwise have closed, whichever is later.

1.5 **Final Day Rule.** The Offer (whether revised or not) will not be capable:

- (a) of becoming or being declared unconditional as to acceptances after 5.30 p.m. (Singapore time) on the 60th day after the Despatch Date; or
- (b) of being kept open after the expiry of such 60-day period unless the Offer has previously become or been declared to be unconditional as to acceptances,

provided that the Offeror may extend the Offer beyond such 60-day period with the SIC's prior consent ("**Final Day Rule**"). The SIC will normally grant such permission if a competing offer has been announced.

1.6 **Revision.** The Offeror reserves the right to revise the terms of the Offer at such time and in such manner as it may consider appropriate. If the Offer is revised, the Offer will remain open for acceptance for at least 14 days from the date of despatch of the written notification of the revision to Shareholders. In any case where the terms are revised, the benefit of the Offer (as so revised) will be made available to each of the Shareholders who had previously accepted the Offer.

2. SETTLEMENT FOR THE OFFER

Subject to the Offer becoming or being declared unconditional in all respects and the receipt by the Offeror from accepting Shareholders of valid acceptances and all relevant documents required by the Offeror which are complete and valid in all respects and in accordance with the requirements set out in this Offer Document and the FAA and/or FAT (as the case may be), and in the case of Depositors, the receipt by the Offeror of confirmations satisfactory to it that the number of Offer Shares tendered by the accepting Shareholders in acceptance of the Offer are standing to the credit of the "Free Balance" of their respective Securities Accounts at the relevant time, remittances for the appropriate amounts will be despatched, pursuant to Rule 30 of the Code, to accepting Shareholders (or, in the case of Shareholders holding share certificate(s) which are not deposited with CDP, their designated agents, as they may direct) by means of credit directly into the Depositor's designated bank account for Singapore Dollars via CDP's Direct Crediting Service ("**DCS**"), or in the case of scrip holders, the address stated in the respective FATs or, if none is set out, to the respective addresses maintained in the Register (as the case may be), at the risk of the accepting Shareholders (or in such other manner as the accepting Shareholders may have agreed with CDP for the payment of any cash distributions in the case of Depositors) as soon as practicable and in any case:

- (a) in respect of acceptances of the Offer which are complete and valid in all respects and are received **on or before** the date on which the Offer becomes or is declared to be unconditional in all respects, within seven Business Days of that date; or
- (b) in respect of acceptances which are complete and valid in all respects and are received **after** the Offer becomes or is declared to be unconditional in all respects, but before the Offer closes, within seven Business Days of the date of such receipt.

In the event you are not subscribed to CDP's DCS, any monies to be paid shall be credited to your Cash Ledger and be subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein).

3. ANNOUNCEMENTS

- 3.1 **Timing and Contents.** Pursuant to Rule 28.1 of the Code, by 8.00 a.m. (Singapore time) on the dealing day (“**Relevant Day**”) immediately after the day on which the Offer is due to expire, or becomes or is declared to be unconditional as to acceptances or is revised or extended (if applicable), the Offeror will announce and simultaneously inform the SGX-ST of the total number of Shares (as nearly as practicable):

- (a) for which valid acceptances of the Offer have been received;
- (b) held by the Offeror and any of its Concert Parties before the Offer Period; and
- (c) acquired or agreed to be acquired by the Offeror and any of its Concert Parties during the Offer Period,

and will specify the percentages of the total number of Shares represented by such numbers.

- 3.2 **Suspension.** Under Rule 28.2 of the Code, if the Offeror is unable, within the time limit, to comply with any of the requirements of paragraph 3.1 of this Appendix 1, the SIC will consider requesting the SGX-ST to suspend dealings in the Shares until the relevant information is given.

- 3.3 **Valid Acceptances.** Subject to Section 14.4 (Valid Acceptances) of the Letter to Shareholders in this Offer Document, in computing the number of Offer Shares represented by acceptances received by the Offeror, the Offeror will, at the time of making an announcement, take into account acceptances which are valid in all respects.

Acceptances of the Offer will only be treated as valid for the purposes of the Minimum Acceptance Condition if the relevant requirements of Note 2 on Rule 28.1 of the Code are met.

- 3.4 **Announcements.** In this Offer Document, references to the making of any announcement or the giving of notice by the Offeror include the release of an announcement by SAC Capital, for and on behalf of the Offeror, to the press or the delivery of or transmission by telephone, email, facsimile, SGXNET or otherwise of an announcement to the SGX-ST. An announcement made otherwise than to the SGX-ST shall be notified simultaneously to the SGX-ST.

4. RIGHT OF WITHDRAWAL IN RELATION TO THE OFFER

- 4.1 **Acceptances Irrevocable.** Except as expressly provided in this Offer Document and the Code, acceptances of the Offer shall be irrevocable.

- 4.2 **Right of Withdrawal of Shareholders.** A Shareholder who has accepted the Offer may:

- (a) withdraw his acceptance immediately if the Offer has become or been declared to be unconditional but the Offeror fails to comply with any of the requirements set out in paragraph 3.1 of this Appendix 1 by 3.30 p.m. (Singapore time) on the Relevant Day. Subject to Rule 22.9 of the Code in relation to the Final Day Rule, the Offeror may terminate this right of withdrawal not less than eight days after the Relevant Day by confirming (if that be the case) that the Offer is still unconditional as to acceptances and by complying with Rule 28.1 of the Code and the requirements set out in paragraph 3.1 of this Appendix 1. For the purposes of paragraph 1.4 of this Appendix

1, the period of 14 days first referred to therein shall run from the date of such confirmation (if given) or the date on which the Offer would otherwise have expired, whichever is later;

- (b) withdraw his acceptance after 14 days from the first Closing Date, if the Offer has not by then become or been declared unconditional as to acceptances. Such entitlement to withdraw may be exercisable until such time as the Offer becomes or is declared unconditional; and
- (c) withdraw his acceptance immediately if a competing offer becomes or is declared unconditional as to acceptances. This right of withdrawal also applies in the converse situation i.e. if the Offer becomes or is declared unconditional, a Shareholder who has accepted a competing offer may likewise withdraw his acceptance for such competing offer immediately.

4.3 **Method of Withdrawal.** To withdraw his acceptance, a Shareholder who has accepted the Offer must give written notice to the Offeror:

- (a) Fairfax Asia Limited c/o The Central Depository (Pte) Limited, Robinson Road Post Office P.O. Box 1984 Singapore 903934, where the Offer Shares are deposited with the CDP; or
- (b) Fairfax Asia Limited c/o M & C Services Private Limited, 112 Robinson Road #05-01, Singapore 068902, where the Offer Shares are not deposited with the CDP.

A notice of withdrawal shall be effective only if signed by the accepting Shareholder or his agent duly appointed in writing and evidence of whose appointment is produced in a form satisfactory to the Offeror within the said notice and when actually received by the Offeror.

APPENDIX 2

PROCEDURES FOR ACCEPTANCE OF THE OFFER

1. DEPOSITORS

- 1.1 **Depositors whose Securities Accounts are credited with Offer Shares.** If you have Offer Shares standing to the credit of the “Free Balance” of your Securities Account, you should receive this Offer Document, together with the FAA. If you do not receive the FAA, please contact CDP’s Customer Service Hotline at +65 6535 7511 during their operating hours or email CDP at asksgx@sgx.com for instructions on how to obtain a copy of the FAA. An electronic copy of the FAA may also be obtained on the website of the SGX-ST at <https://www.sgx.com/>.

Acceptance. If you wish to accept the Offer, you should:

- (a) complete the FAA in accordance with this Offer Document and the instructions printed on the FAA. **In particular, you must state in Section C of the FAA or the relevant section in the electronic form of the FAA, the number of Offer Shares in respect of which you wish to accept the Offer.**

(1) If you:

- (i) do not specify such number; or
- (ii) specify a number which exceeds the number of Offer Shares standing to the credit of the “Free Balance” of your Securities Account **on the Date of Receipt, or in the case where the Date of Receipt is on the Closing Date, by 5.30 p.m. (Singapore time) on the Closing Date,**

you shall be deemed to have accepted the Offer in respect of all the Offer Shares standing to the credit of the “Free Balance” of your Securities Account **on the Date of Receipt or 5.30 p.m. (Singapore time) on the Closing Date (if the FAA is received by CDP on the Closing Date).**

- (2) If paragraph 1.1(a)(1)(ii) above applies and at the time of verification by CDP of the FAA on the Date of Receipt, there are outstanding settlement instructions with CDP to receive further Offer Shares into the “Free Balance” of your Securities Account (“**Unsettled Buy Position**”), and the Unsettled Buy Position settles such that the Offer Shares in the Unsettled Buy Position are transferred to the “Free Balance” of your Securities Account at any time during the period the Offer is open, up to 5.30 p.m. (Singapore time) on the Closing Date (“**Settled Shares**”), you shall be deemed to have accepted the Offer in respect of the balance number of Offer Shares inserted in Section C of the FAA or the relevant section of the electronic form of the FAA which have not yet been accepted pursuant to paragraph 1.1(a)(1)(ii) above, or the number of Settled Shares, whichever is less.
- (b) if you are submitting the FAA in physical form, sign the FAA in accordance with this **Appendix 2** and the instructions printed on the FAA; and

(c) submit the completed FAA:

- (i) **by post**, in the enclosed pre-addressed envelope at your own risk, to Fairfax Asia Limited c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934; or
- (ii) **in electronic form**, via SGX's Investor Portal at investors.sgx.com,

in each case so as to arrive **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE**. If the completed and signed FAA is delivered by post to the Offeror, please use the enclosed pre-addressed envelope which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting outside of Singapore. Proof of posting is not proof of receipt by the Offeror at the above address. If you submit the FAA in electronic form, you accept the risk of defects or delays caused by failure or interruption of electronic systems, and you agree to hold CDP harmless against any losses directly or indirectly caused by such failure or interruption of electronic systems.

If you have sold or transferred all your Offer Shares held through CDP, you need not forward this Offer Document and the accompanying FAA to the purchaser or transferee, as CDP will arrange for a separate Offer Document and FAA to be sent to the purchaser or transferee.

If you are a Depository Agent, you may accept the Offer via Electronic Acceptance. CDP has been authorised by the Offeror to receive Electronic Acceptances on its behalf and such Electronic Acceptances must be submitted **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE**. Such Electronic Acceptances submitted will be deemed irrevocable and subject to each of the terms and conditions contained in the FAA and this Offer Document as if the FAA had been completed and delivered to CDP.

- 1.2 **Depositors whose Securities Accounts will be credited with Offer Shares.** If you have purchased Offer Shares on the SGX-ST and such Offer Shares are in the process of being credited to the "Free Balance" of your Securities Account, you should also receive this Offer Document together with the FAA. If you do not receive the FAA, please contact CDP's Customer Service Hotline at +65 6535 7511 during their operating hours or email CDP at asksgx@sgx.com for instructions on how to obtain a copy of the FAA. An electronic copy of the FAA may also be obtained on the website of the SGX-ST at <https://www.sgx.com/>.

Acceptance. If you wish to accept the Offer in respect of all or any of your Offer Shares, you should, **AFTER** the "Free Balance" of your Securities Account has been credited with such number of Offer Shares:

- (a) complete the FAA in accordance with paragraph 1.1 of this **Appendix 2** and the instructions printed on the FAA; and
- (b) submit the completed FAA:
 - (a) **by post**, in the enclosed pre-addressed envelope at your own risk, to Fairfax Asia Limited c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934; or
 - (b) **in electronic form**, via SGX's Investor Portal at investors.sgx.com,

in each case so as to arrive not later than 5.30 p.m. (Singapore time) on the Closing Date. If the completed and signed FAA is delivered by post to the Offeror, please use the enclosed pre-addressed envelope which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting outside of Singapore. Proof of posting is not proof of receipt by the Offeror at the above address. If you submit the FAA in electronic form, you accept the risk of defects or delays caused by failure or interruption of electronic systems, and you agree to hold CDP harmless against any losses directly or indirectly caused by such failure or interruption of electronic systems.

- 1.3 **Depositors whose Securities Accounts are and will be credited with Offer Shares.** If you have Offer Shares credited to the “Free Balance” of your Securities Account, and have purchased additional Offer Shares on the SGX-ST which are in the process of being credited to the “Free Balance” of your Securities Account, you may accept the Offer in respect of the Offer Shares standing to the credit of the “Free Balance” of your Securities Account and may accept the Offer in respect of the additional Offer Shares purchased which are in the process of being credited to the “Free Balance” of your Securities Account only **AFTER** the “Free Balance” of your Securities Account has been credited with such additional number of Offer Shares purchased. The provisions set out above shall apply in the same way to your acceptance of the Offer.

- 1.4 **Rejection.** If upon receipt by CDP, on behalf of the Offeror, of the FAA, it is established that such Offer Shares have not been or will not be, credited to the “Free Balance” of your Securities Account (as, for example, where you sell or have sold such Offer Shares), your acceptance is liable to be rejected. None of the Offeror, SAC Capital and CDP accepts any responsibility or liability in relation to such a rejection, including the consequences thereof.

If you purchase Offer Shares on the SGX-ST on a date close to the Closing Date, your acceptance in respect of such Offer Shares is liable to be rejected if the “Free Balance” of your Securities Account is not credited with such Offer Shares by the Date of Receipt or by 5.30 p.m. (Singapore time) on the Closing Date (if the FAA is received by CDP on the Closing Date), unless paragraph 1.1(a)(1)(ii) read together with paragraph 1.1(a)(2) of this Appendix 2 apply. If the Unsettled Buy Position does not settle by 5.30 p.m. (Singapore time) on the Closing Date, your acceptance in respect of such Offer Shares will be rejected. None of the Offeror, SAC Capital and CDP accepts any responsibility or liability in relation to such a rejection, including the consequences thereof.

- 1.5 **FAAs received on Saturday, Sunday and public holidays.** For the avoidance of doubt, FAAs received by CDP on a Saturday, Sunday or public holiday in Singapore will only be processed and validated on the next Business Day.
- 1.6 **General.** No acknowledgement will be given by CDP for submissions of the FAA. All communications, notices, documents, payments and remittances to be delivered or sent to you will be sent by ordinary post at your own risk to your address as it appears in the records of CDP. For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Offer Shares credited to your Securities Account. You can verify such number through CDP Online if you have registered for the CDP Internet Access Service, or through CDP Phone Service using SMS OTP, under the option “To check your securities balance”.

- 1.7 **Blocked Balance.** Upon receipt of the FAA which is complete and valid in all respects, CDP will transfer the Offer Shares in respect of which you have accepted the Offer from the “Free Balance” of your Securities Account to the “Blocked Balance” of your Securities Account. Such Offer Shares will be held in the “Blocked Balance” until the consideration for such Offer Shares has been despatched to you.
- 1.8 **Notification.** If you have accepted the Offer in accordance with the provisions contained in this Appendix 2 and the FAA, upon the Offer becoming or being declared to be unconditional in all respects in accordance with its terms, CDP will send you a notification letter stating the number of Offer Shares debited from your Securities Account together with payment of the Offer Price which will be credited directly into your designated bank account for Singapore Dollars via CDP’s Direct Crediting Service (“**DCS**”) on the payment date as soon as practicable and in any event:
- (a) in respect of acceptances of the Offer which are complete and valid in all respects and are received **on or before** the date on which the Offer becomes or is declared unconditional in all respects in accordance with its terms, within seven Business Days of that date; or
 - (b) in respect of acceptances of the Offer which are complete and valid in all respects and are received **after** the Offer becomes or is declared unconditional in all respects in accordance with its terms, but on or before the Closing Date, within seven Business Days of the date of such receipt.

In the event you are not subscribed to CDP’s DCS, any monies to be paid shall be credited to your Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein).

- 1.9 **Return of Offer Shares.** In the event that the Offer does not become or is not declared unconditional in all respects in accordance with its terms, CDP will return the aggregate number of Offer Shares in respect of which you have accepted the Offer and tendered for acceptance under the Offer to the “Free Balance” of your Securities Account as soon as possible, but in any event, within 14 days from the withdrawal or lapse of the Offer.
- 1.10 **No Securities Account.** If you do not have an existing Securities Account in your own name at the time of acceptance of the Offer, your acceptance as contained in the FAA will be rejected.

2. HOLDERS OF OFFER SHARES IN SCRIP FORM

- 2.1 **Shareholders whose Offer Shares are not deposited with CDP.** If you hold Offer Shares which are not deposited with CDP (“**in scrip form**”), you should receive this Offer Document together with the FAT. If you do not receive the FAT, you may obtain a copy, upon production of satisfactory evidence that you are a Shareholder, from the Receiving Agent, at its office located at 112 Robinson Road #05-01, Singapore 068902 or request for a copy of the FAT by contacting them at +65 6227 6660. An electronic copy of the FAT may also be obtained on the website of the SGX-ST at <https://www.sgx.com>.

2.2 **Acceptance.** If you wish to accept the Offer in respect of all or any of your Offer Shares, you should:

(a) complete page 1 of the FAT in accordance with this Offer Document and the instructions printed on the FAT. **In particular, you must state in Part A of the FAT the number of Offer Shares in respect of which you wish to accept the Offer and state in Part B of the FAT the share certificate number(s) of the relevant share certificate(s).** If you:

(i) do not specify such number in **Part A** of the FAT; or

(ii) specify a number in **Part A** of the FAT which exceeds the number of Offer Shares represented by the attached share certificate(s) accompanying the FAT,

you shall be deemed to have accepted the Offer in respect of the total number of Offer Shares represented by the share certificate(s) accompanying the FAT;

(b) sign the FAT in accordance with paragraph 2 of this **Appendix 2** and the instructions printed on the FAT; and

(c) deliver:

(i) the completed and signed FAT in its entirety (no part may be detached or otherwise mutilated);

(ii) the share certificate(s), other document(s) of title and/or other relevant document(s) required by the Offeror and/or the Receiving Agent relating to the Offer Shares in respect of which you wish to accept the Offer. If you are recorded in the Register as holding Offer Shares but you do not have the relevant share certificate(s) relating to such Offer Shares, you, at your own risk, are required to procure the Company to issue such share certificate(s) in accordance with the Constitution of the Company and then deliver such share certificate(s) in accordance with the procedures set out in this Offer Document and the FAT;

(iii) where such Offer Shares are not registered in your name, a transfer form, duly executed by the person in whose name such share certificate(s) is/are registered and stamped, with the particulars of the transferee left blank (to be completed by the Offeror, or any person nominated in writing by the Offeror or a person authorised by either); and

(iv) any other relevant document(s),

by post, in the enclosed pre-addressed envelope **at your own risk**, to **SAC Capital Private Limited for and on behalf of Fairfax Asia Limited c/o M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902**, so as to arrive **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE**. It is your responsibility to affix adequate postage on the said envelope. Proof of posting is not proof of receipt by the Offeror at the above address. Settlement of the Offer Price for such Offer Shares cannot be made until all relevant documents have been properly completed and delivered.

- 2.3 **No Acknowledgements.** No acknowledgement of receipt of any FAT, share certificate(s), other document(s) of title, transfer form(s) and/or any other document(s) required will be given by the Offeror, SAC Capital or the Receiving Agent.
- 2.4 **Risk of Posting.** All communications, certificates, notices, documents, payments and remittances to be delivered or sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first-named in the Register, as the case may be) will be sent by ordinary post to your respective addresses as they appear in the records of the Share Registrar (or for the purposes of payments only, to such address as may be specified in the FAT) at your sole risk.
- 2.5 **Return of Offer Shares.** In the event that the Offer does not become or is not declared to be unconditional in all respects in accordance with its terms, the FAT, share certificate(s) and/or any other accompanying document(s) will be returned to you by ordinary post to your relevant address as it appears in the records of the Share Registrar (or in the case of joint shareholders, to the joint accepting shareholder first-named in the Register) at your own risk as soon as possible but, in any event, not later than 14 days from the withdrawal or lapse of the Offer.
- 2.6 **Acceptances received on Saturday, Sunday or public holiday.** For the avoidance of doubt, FATs received by the Receiving Agent on a Saturday, Sunday or public holiday will only be processed and validated on the next Business Day.

3. GENERAL

- 3.1 **Disclaimer and Discretion.** The Offeror, SAC Capital, CDP and/or the Receiving Agent will be authorised and entitled, at their sole and absolute discretion, to reject or treat as valid any acceptance of the Offer through the FAA and/or FAT, as the case may be, which is not entirely in order or which does not comply with the terms of this Offer Document and the relevant Acceptance Forms or which is otherwise incomplete, incorrect, signed but not in its originality, unsigned or invalid in any respect. If you wish to accept the Offer, it is your responsibility to ensure that the relevant Acceptance Forms are properly completed and executed in all respects and submitted with original signature(s) and that all required documents (where applicable) are provided. Any decision to reject or treat as valid any acceptance of the Offer through the FAA and/or FAT, as the case may be, will be final and binding and none of the Offeror, SAC Capital, CDP and/or the Receiving Agent accepts any responsibility or liability for such a decision, including the consequences of such a decision. CDP takes no responsibility for any decision made by the Offeror or SAC Capital.

The Offeror and SAC Capital each reserves the right to treat acceptances of the Offer as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated in this Offer Document or in the FAA and FAT, as the case may be, or if made otherwise than in accordance with the provisions of this Offer Document and in the FAA and FAT, as the case may be. Any decision to reject or treat such acceptances as valid will be final and binding and none of the Offeror, SAC Capital, CDP and/or the Receiving Agent accepts any responsibility or liability for such a decision, including the consequences of such a decision.

- 3.2 **Scriptless and Scrip Offer Shares.** If you hold some Offer Shares with CDP and others in scrip form, you should complete the FAA for the former and the FAT for the latter in accordance with the respective procedures set out in this **Appendix 2** and the respective Acceptance Forms if you wish to accept the Offer in respect of such Offer Shares.

- 3.3 **Deposit Time.** If you hold the share certificate(s) of the Offer Shares beneficially owned by you and you wish to accept the Offer in respect of such Offer Shares, you should not deposit your share certificate(s) with CDP during the period commencing on the date of this Offer Document and ending on the Closing Date (both dates inclusive). If you deposit your share certificate(s) in respect of the Offer Shares beneficially owned by you with CDP during this period, you may not have your respective Securities Accounts credited with the relevant number of Offer Shares in time for you to accept the Offer. If you wish to accept the Offer in respect of such Offer Shares, you should complete the FAT and follow the procedures set out in paragraph 2 of this **Appendix 2**.
- 3.4 **Correspondences.** All communications, certificates, notices, documents, payments and remittances to be delivered or sent to you (or, in the case of scrip holders, your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the Register, as the case may be) will be sent by ordinary post to your respective addresses as they appear in the records of CDP or the Register, as the case may be, at the risk of the person entitled thereto (or for the purposes of payments only, to such different name and addresses as may be specified by you in the FAA and/or FAT, as the case may be, at your own risk).
- 3.5 **Evidence of Title.** Delivery of the duly completed and signed FAA and/or FAT, as the case may be, together with the relevant share certificate(s) and/or other document(s) of title (where applicable) and/or other relevant document(s) required by the Offeror, to the Offeror (or its nominee), SAC Capital, CDP and/or the Receiving Agent, shall be conclusive evidence in favour of the Offeror (or its nominee), SAC Capital, CDP and/or the Receiving Agent of the right and title of the person signing it to deal with the same and with the Offer Shares to which it relates. The Offeror, SAC Capital, CDP and/or the Receiving Agent shall be entitled to assume the accuracy of any information and/or documents submitted together with any FAA and/or FAT, as the case may be, and shall not be required to verify or question the validity of the same.
- 3.6 **Loss in Transmission.** The Offeror, SAC Capital, CDP and/or the Receiving Agent, as the case may be, shall not be liable for any loss in transmission of the FAA and/or the FAT.
- 3.7 **Acceptances Irrevocable.** Your completion, execution and submission of the FAA and/or the FAT shall constitute your irrevocable acceptance of the Offer, on the terms and subject to the conditions contained in this Offer Document and the FAA and/or the FAT, as the case may be. Except as expressly provided in this Offer Document and the Code, the acceptance of the Offer made by you using the FAA and/or the FAT, as the case may be, shall be irrevocable and any instructions or subsequent FAA(s) and/or FAT(s) received by CDP and/or the Receiving Agent, as the case may be, after the FAA and/or FAT, as the case may be, has been received shall be disregarded.
- 3.8 **Personal Data Privacy.** You agree that none of the Offeror, SAC Capital, CDP and/or the Receiving Agent shall be liable for any action or omission in respect of the FAA, FAT and/or any information and/or documents submitted therewith. By completing and delivering the FAA and/or FAT, each person:
- (a) consents to the collection, use and disclosure of his personal data by the Share Registrar, the Receiving Agent, Securities Clearing and Computer Services (Pte) Ltd, CDP, SGX-ST, the Offeror, SAC Capital and the Company ("**Relevant Persons**") for the purpose of facilitating his acceptance of the Offer, and in order for the Relevant Persons to comply with any applicable laws, listing rules, regulations and/or guidelines;
 - (b) warrants that where he discloses the personal data of another person, such disclosure is in compliance with applicable laws, regulations and/or guidelines; and
 - (c) agrees that he will indemnify the Relevant Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his breach of warranty.

APPENDIX 3

ADDITIONAL INFORMATION ON THE OFFEROR

1. DIRECTORS

The names, addresses and descriptions of the Directors as at the Latest Practicable Date are as follows:

Name	Address	Description
Mr. Ramaswamy Athappan	c/o #12 Pine Commercial, The Pine, St. Michael Barbados, WI BB11103	Director
Mr. Ronald Schokking	c/o #12 Pine Commercial, The Pine, St. Michael Barbados, WI BB11103	Director
Mr. William P.A. Douglas	c/o #12 Pine Commercial, The Pine, St. Michael Barbados, WI BB11103	Director
Mr. Lisl B. Lewis	c/o #12 Pine Commercial, The Pine, St. Michael Barbados, WI BB11103	Director
Mr. Gobinath Arvind Athappan	c/o #12 Pine Commercial, The Pine, St. Michael Barbados, WI BB11103	Director
Mr. Alistair B. Dent	c/o #12 Pine Commercial, The Pine, St. Michael Barbados, WI BB11103	Director

2. PRINCIPAL ACTIVITIES AND SHARE CAPITAL

The Offeror is a company incorporated in Barbados on 24 November 2003. The Offeror and its subsidiaries comprise the Asian insurance holdings and operations of Fairfax Holdings, being property and casualty insurance conducted on a direct and reinsurance basis across nine countries in Asia.

As at the Latest Practicable Date, the Offeror has an authorised and issued share capital of US\$679,067,439 comprising 679,067,439 shares. The Offeror is 100% held by Fairfax (Barbados) International Corp. and its ultimate beneficial owner is Fairfax Holdings.

3. FINANCIAL SUMMARY

- 3.1 Set out below is a summary of certain financial information extracted from the Offeror's audited financial statements prepared on a standalone basis as reported to the Fairfax Group, for the financial period commencing from 1 January 2018 and ending on 31 December 2018 ("FY2018"), the financial period commencing from 1 January 2019 and ending on 31 December 2019 ("FY2019") and the financial period commencing from 1 January 2020 and ending on 31 December 2020 ("FY2020"). The financial information referred to in this paragraph should be read in conjunction with the Offeror's audited financial statements for FY2018, FY2019 and FY2020. Copies of the Offeror's audited financial statements for FY2018, FY2019 and FY2020 are available for inspection at the office of the Share Registrar during normal business hours, upon prior appointment with the Share Registrar at +65 6227 6660, while the Offer remains open for acceptance.

3.2 Statement of Earnings

	FY2018 (US\$'000)	FY2019 (US\$'000)	FY2020 (US\$'000)
Revenue	14,340	402,797	384,574
Exceptional items	—	—	—
Net earnings for the year (before taxation)	(1,540)	393,879	376,179
Net earnings for the year (after taxation)	(1,540)	393,879	376,179
Minority interests	—	—	—
Net earnings per share	—	0.58	0.55
Net dividends per share	—	0.53	0.55

3.3 Balance Sheet

	FY2018 (US\$'000)	FY2019 (US\$'000)	FY2020 (US\$'000)
Assets			
Cash resources	22,450	16,025	4,313
Investment in subsidiaries	785,736	839,479	839,479
Investment in associated companies	75,505	75,505	86,253
Loans due from affiliated companies	7,449	7,942	9,160
Due from affiliated companies	623	1,541	688
Prepaid expenses	5,517	6,448	7,354
Right of use assets	—	449	263
Other receivables	459	34,314	36,811
Total Assets	897,739	981,703	984,321
Liabilities			
Accounts payable and accrued liabilities	4,187	5,259	4,940
Lease liability	—	450	270
Due to affiliated companies	1,042	505	443
Total Liabilities	5,229	6,214	5,653
Net Assets	892,510	975,489	978,668

4. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, save for the making and financing of the Offer, there has been no known material change in the financial position of the Offeror since 31 December 2020, being the date of the last audited financial statements of the Offeror.

5. SIGNIFICANT ACCOUNTING POLICIES

The audited financial statements of the Offeror for FY2020 have been prepared in accordance with the International Financial Reporting Standards. The significant accounting policies of the Offeror are set out in Note 4 to the audited financial statements of the Offeror for FY2020. A copy of the Offeror's audited financial statements for FY2020 will be available for inspection at the office of the Share Registrar during normal business hours, upon prior appointment with the Share Registrar at +65 6227 6660, while the Offer remains open for acceptance.

6. CHANGES IN ACCOUNTING POLICIES

There have been no changes to the significant accounting policies of the Offeror since 31 December 2020, being the date of the last audited financial statements of the Offeror, which would cause the figures set out in this **Appendix 3** to be not comparable to a material extent.

7. REGISTERED OFFICE

The registered office of the Offeror is at #12 Pine Commercial, The Pine, St. Michael Barbados, WI BB11103.

APPENDIX 4

ADDITIONAL INFORMATION ON THE COMPANY

1. DIRECTORS

The names, addresses and descriptions of the directors of the Company as at the Latest Practicable Date are as follows:

Name	Address	Description
Mr. Ramaswamy Athappan	c/o 85 Amoy Street, Singapore 069904	Non-Executive and Non-Independent Director/Chairman
Mr. David Chan Mun Wai	c/o 85 Amoy Street, Singapore 069904	Non-Executive and Non-Independent Director/Deputy Chairman
Mr. Dileep Nair B Eng	c/o 85 Amoy Street, Singapore 069904	Non-Executive and Independent Director
Mr. Peter Sim Swee Yam	c/o 85 Amoy Street, Singapore 069904	Non-Executive and Independent Director
Mr. Ong Eng Yaw	c/o 85 Amoy Street, Singapore 069904	Non-Executive and Independent Director

2. SHARE CAPITAL

Based on information on the Company which is publicly available (including, without limitation, the announcements released on the SGXNET), the Company has an issued and paid-up share capital of approximately S\$123,300,490, comprising 596,316,185 issued Shares.

3. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, save as disclosed in this Offer Document and save for the information on the Offeree Group which is publicly available (including, without limitation, the announcements released by the Company on the SGX-ST), there has not been, within the knowledge of the Offeror, any material change in the financial position or prospects of the Offeree Group since 31 December 2019, being the date of the last audited balance sheet of the Company laid before Shareholders in general meeting.

4. REGISTERED OFFICE

The registered office of the Company is at 85 Amoy Street, Singapore 069904.

APPENDIX 5

DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

1. HOLDINGS IN SHARES

As at the Latest Practicable Date, based on responses to enquiries that the Offeror has made, the holdings of the Offeror and its Concert Parties in the Shares are set out below:

Name	Direct Interests		Deemed Interests		Total Interests	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Offeror	115,370,835	19.35	–	–	115,370,835	19.35
Concert Group						
Fairfax Financial Holdings Limited ⁽¹⁾	–	–	168,035,957	28.18	168,035,957	28.18
FFHL Group Limited ⁽²⁾	–	–	115,370,835	19.35	115,370,835	19.35
Fairfax (Barbados) International Corp. ⁽²⁾	–	–	115,370,835	19.35	115,370,835	19.35
Fairfax (US) Inc. ⁽³⁾	–	–	52,665,122	8.83	52,665,122	8.83
Odyssey US Holdings Inc. ⁽³⁾	–	–	52,665,122	8.83	52,665,122	8.83
Odyssey Group Holdings, Inc. ⁽³⁾	–	–	52,665,122	8.83	52,665,122	8.83
Odyssey Reinsurance Company ⁽³⁾	–	–	52,665,122	8.83	52,665,122	8.83
Newline Holdings UK Limited ⁽³⁾	–	–	52,665,122	8.83	52,665,122	8.83
Newline Corporate Name Limited ⁽³⁾	52,665,122	8.83	–	–	52,665,122	8.83
Offeror Directors	–	–	–	–	–	–
SAC Capital	–	–	–	–	–	–

Notes:

- (1) Fairfax Financial Holdings Limited is deemed to have an interest in the Shares held by the Offeror and Newline Corporate Name Limited.
- (2) Each of FFHL Group Limited and Fairfax (Barbados) International Corp. is deemed to have an interest in the Shares held by the Offeror.
- (3) Each of Fairfax (US) Inc., Odyssey US Holdings Inc., Odyssey Group Holdings, Inc., Odyssey Reinsurance Company and Newline Holdings UK Limited is deemed to have an interest in the Shares held by Newline Corporate Name Limited.

2. DEALINGS IN COMPANY SECURITIES DURING THE REFERENCE PERIOD

Based on responses to enquiries that the Offeror has made, none of the Offeror and its Concert Parties has dealt for value in the Company Securities during the Reference Period.

APPENDIX 6

ADDITIONAL GENERAL INFORMATION

1. DISCLOSURE OF INTERESTS

- 1.1 **No Indemnity Arrangements.** To the best knowledge of the Directors as at the Latest Practicable Date, neither the Offeror nor any of its Concert Parties has entered into any arrangement with any person of the kind referred to in Note 7 on Rule 12 of the Code, including indemnity or option arrangements, and any agreement or understanding, formal or informal, of whatever nature, relating to the Company Securities which may be an inducement to deal or refrain from dealing in the Company Securities.
- 1.2 **No Agreement having any Connection with or Dependence upon the Offer.** As at the Latest Practicable Date, there is no agreement, arrangement or understanding between (a) the Offeror or any of its Concert Parties, and (b) any of the present or recent directors of the Company or the present or recent Shareholders having any connection with or dependence upon the Offer.
- 1.3 **Transfer of Offer Shares.** As at the Latest Practicable Date, there is no agreement, arrangement or understanding whereby any of the Offer Shares acquired pursuant to the Offer will or may be transferred to any other person. However, the Offeror reserves the right to transfer any of the Offer Shares to any of its related corporations or for the purpose of granting security in favour of financial institutions which have extended credit facilities to it.
- 1.4 **No Payment or Benefit to Directors of the Company.** As at the Latest Practicable Date, no payment or other benefit will be made or given to any director of the Company or of any corporation which is by virtue of Section 6 of the Companies Act deemed to be related to the Company, as compensation for loss of office or otherwise in connection with the Offer.
- 1.5 **No Agreement Conditional upon Outcome of the Offer.** As at the Latest Practicable Date, there is no agreement, arrangement or understanding between (a) the Offeror, and (b) any of the directors of the Company or any other person in connection with or conditional upon the outcome of the Offer or otherwise connected with the Offer.
- 1.6 **Transfer Restrictions.** There is no restriction in the Constitution of the Company on the right to transfer any Offer Shares, which has the effect of requiring the holders of such Offer Shares before transferring them, to offer them for purchase by members of the Company or any other person.
- 1.7 **Directors' Service Contracts.** As at the Latest Practicable Date, there is no agreement, arrangement or understanding between the Offeror or any of its Concert Parties and any Director, whereby the emoluments received by the Directors will be affected as consequence of the Offer or any other associated relevant transaction.
- 1.8 **No Material Change in Information.** Save as disclosed in this Offer Document, as far as the Offeror is aware, there has been no material change in any information previously published by or on behalf of the Offeror during the period commencing from the Offer Announcement Date and ending on the Latest Practicable Date.

2. GENERAL

- 2.1 **Costs and Expenses.** All costs and expenses of or incidental to the Offer including the preparation and circulation of this Offer Document and the Acceptance Forms (other than professional fees and other costs relating to the Offer or any revision thereof incurred or to be incurred by the Company) and stamp duty and transfer fees resulting from acceptances of the Offer will be paid by the Offeror.
- 2.2 **Consent from SAC Capital.** SAC Capital, as financial adviser to the Offeror in connection with the Offer, has given and has not withdrawn its written consent to the issue of this Offer Document with the inclusion herein of its name and all references thereto in the form and context in which it appears in this Offer Document.
- 2.3 **Consent from M & C Services Private Limited.** M & C Services Private Limited, as the Singapore share registrar of the Company, has given and has not withdrawn its written consent to the issue of this Offer Document with the inclusion herein of its name and all references thereto in the form and context in which it appears in this Offer Document.

3. MARKET QUOTATIONS

- 3.1 **Closing Prices.** The following table sets out the closing prices of the Shares on the SGX-ST (as reported by Bloomberg L.P.) on (i) the Latest Practicable Date, (ii) 18 March 2021, being the Last Trading Day, (iii) the last Market Day of each month from September 2020 to February 2021:

	Closing Price⁽¹⁾ (S\$)
Latest Practicable Date	0.355
18 March 2021	0.295
26 February 2021	0.290
29 January 2021	0.295
31 December 2020	0.295
30 November 2020	0.285
30 October 2020	0.285
30 September 2020	0.280

Note:

- ⁽¹⁾ Based on data extracted from Bloomberg L.P. on the Latest Practicable Date, figures rounded to the nearest three decimal places.

- 3.2 **Highest and Lowest Closing Prices.** The highest and lowest closing prices of the Shares on the SGX-ST (as reported by Bloomberg L.P.) during the period commencing six calendar months prior to the Offer Announcement Date and ending on the Latest Practicable Date, and their respective dates transacted are as follows:

	Price (S\$)	Date(s) transacted
Highest closing price	0.355	22, 24, 26, 29-30 March 2021
Lowest closing price	0.265	2-4 November 2020

4. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the office of the Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902 during normal business hours upon prior appointment with the Share Registrar at +65 6227 6660, while the Offer remains open for acceptance:

- (a) the Offer Announcement;
- (b) the Memorandum & Articles of Association of the Offeror;
- (c) the Offeror's audited financial statements for FY2018, FY2019 and FY2020; and
- (d) the letters of consent of SAC Capital and M & C Services Private Limited referred to in paragraphs 2.2 (Consent from SAC Capital) and 2.3 (Consent from M & C Services Private Limited) respectively of this Appendix 6.

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