

Haiyi Treasure Pte. Ltd.

(Incorporated in the Republic of Singapore)
(Company Registration No. 202130991D)

9 Temasek Boulevard
#35-01, Suntec Tower Two
Singapore 038989

24 December 2021

To: The Shareholders of SingHaiyi Group Ltd.

Compulsory Acquisition of shares in the capital of SingHaiyi Group Ltd. (the “Company”) pursuant to Section 215(1) of the Companies Act, Chapter 50 of Singapore (“Companies Act”) by Haiyi Treasure Pte. Ltd. (the “Offeror”) and the rights of shareholders of the Company pursuant to Section 215(3) of the Companies Act

1. Introduction

1.1 Offer. We refer to:

- 1.1.1 the formal offer document dated 26 November 2021 (the “**Offer Document**”) in relation to the voluntary conditional cash offer (the “**Offer**”) by United Overseas Bank Limited (“**UOB**”), for and on our behalf, for all the issued and paid-up ordinary shares (excluding treasury shares) (“**Offer Shares**”) in the capital of the Company, including all the Offer Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror in relation to the Offer;
- 1.1.2 the announcement dated 6 December 2021 in relation to, *inter alia*, the Offer being declared unconditional in all respects and the Offer remaining open for acceptance until 5.30 p.m. on 10 January 2022 (the “**Final Closing Date**”); and
- 1.1.3 the announcement dated 16 December 2021 in relation to, *inter alia*, the Offeror’s intention to compulsorily acquire the Offer Shares of the Dissenting Shareholders.

Unless otherwise defined, all capitalised terms used in this Letter shall bear the same meanings as ascribed to them in the Offer Document.

If you have already (i) validly accepted the Offer in respect of all your Offer Shares by completing and returning a Relevant Acceptance Form or (ii) sold all your Offer Shares prior to the date of this Letter, please disregard this Letter and the accompanying Form 57 and Form 58 (as defined below). Otherwise, you can still tender your acceptance at any time prior to 5.30 p.m. on the Final Closing Date. The procedures for accepting the Offer can be found in Appendix 2 to the Offer Document.

1.2 Aggregate Shareholding. As announced by UOB, for and on our behalf, as at 6.00 p.m. (Singapore time) on 16 December 2021, we have received valid acceptances in respect of 3,968,403,713 Offer Shares representing approximately 94.22 per cent. of the total number of issued Offer Shares¹ which, together with the Offer Shares acquired or agreed to be acquired by us, comprise an aggregate of 4,035,439,813 Offer Shares representing approximately 95.81 per cent. of the total number of issued Offer Shares¹.

1.3 Compulsory Acquisition. Pursuant to Section 215(1) of the Companies Act, as we have received valid acceptances pursuant to the Offer and have acquired Offer Shares from the Dissemination Date otherwise than through valid acceptances of the Offer for not less than 90 per cent. of the total number of issued Offer Shares¹ (other than those already held by us, our related corporations or our respective nominees as at the date of the Offer), we are entitled, and intend, to exercise our right under Section 215(1) of the Companies Act to compulsorily acquire all the Offer Shares held by Shareholders who have not accepted the Offer as at the date of this Letter (the “**Dissenting Shareholders**”), at the Offer Price of S\$0.117 in cash for each Offer Share.

2. Compulsory Acquisition under Section 215(1) of the Companies Act

2.1 Dissenting Shareholder. According to the records maintained by The Central Depository (Pte) Limited (“**CDP**”) and/or M & C Services Private Limited (“**Registrar**”), as the case may be, you may not have accepted the Offer. Accordingly, we are writing to inform you that we are exercising our right under Section 215(1) of the Companies Act to acquire all the Offer Shares held by you at the Offer Price of S\$0.117 for each Offer Share that you own (the “**Offer Consideration**”). We enclose, for this purpose, a Notice to Dissenting Shareholder in the form prescribed under the Companies Act (the “**Form 57**”).

Please disregard this Letter and the accompanying Form 57 and Form 58 (as defined below in paragraph 3.1) if you have already validly accepted the Offer in respect of all your Offer Shares or sold all your Offer Shares prior to the date of this Letter.

2.2 Compulsory Acquisition. We will exercise the right of compulsory acquisition to acquire all the Offer Shares held by you on or after 25 January 2022 (the “**Transfer Date**”), being the date falling after the expiration of one month from the date of the Form 57, subject to and on the terms set out in the enclosed Form 57.

2.3 Registration of Transfer. Upon the payment of the Offer Consideration to the Company by us, the Company will cause to be transferred to us all the Offer Shares held by you and register us as the holder of all those Offer Shares as soon as practicable. The Offer Consideration will be held by the Company on trust for you in a separate bank account to be established by the Company.

2.4 Settlement. Subject to and in accordance with the provision of Section 215(1) of the Companies Act and the terms set out in the Form 57, as soon as practicable after the Transfer Date, remittances for the Offer Consideration will be despatched, in a manner as you may have agreed with CDP for the payment of any cash distribution, to you (or, if you hold Offer Shares which are not deposited with CDP, in the form of S\$ cheques to your address as set out in the register of members kept by the Company or to your designated agents, as you may direct) by ordinary post, in each case at your own risk.

¹ References to the total number of issued Offer Shares in this Letter are based on 4,212,025,475 Offer Shares (excluding treasury shares) as at the date of this Letter.

3. Rights under Section 215(3) of the Companies Act

3.1 Non-Assenting Shareholder. Under Section 215(3) of the Companies Act, you have the right to require us to acquire your Offer Shares. In connection therewith, a Notice to Non-Assenting Shareholder in the form prescribed under the Companies Act (the “**Form 58**”) is enclosed with this Letter. You may, within three months from the date of the Form 58 (that is, by 24 March 2022), require us to acquire your Offer Shares and we shall be entitled and bound to acquire those Offer Shares on the same terms as those offered under the Offer at the Offer Price of S\$0.117 for each Offer Share.

3.2 No Action. As we would be proceeding to compulsorily acquire your Offer Shares pursuant to Section 215(1) of the Companies Act, you need not take any action in relation to the Form 58. Shareholders who wish to exercise their right under Section 215(3) of the Companies Act are advised to seek their own independent legal advice.

4. Delisting

4.1 Listing Status of the Company. Rule 723 of the Listing Manual requires the Company to ensure that at least 10 per cent. of the total number of Offer Shares (excluding treasury shares) is at all times held by the public (the “**Free Float Requirement**”). As announced by UOB for and on behalf of the Offeror on 6 December 2021, the Free Float Requirement is no longer satisfied.

As stated in the Offer Document, **we do not intend to (i) maintain the present listing status of the Company and, accordingly, (ii) place out any Offer Shares held by the Offeror to members of the public to meet the Free Float Requirement and (iii) support any action by the Company to meet the Free Float Requirement.**

4.2 Application for Delisting. An application will be made to the SGX-ST for the delisting of the Company, subject to the completion of the compulsory acquisition by us under Section 215(1) of the Companies Act (the “**Delisting Application**”). The result of the Delisting Application will be announced in due course.

4.3 Timing of Suspension and Delisting:

4.3.1 Pursuant to Rule 1303(1) of the Listing Manual, trading in the listed securities of the Company, being the Offer Shares, on the SGX-ST will be suspended after the close of the Offer.

4.3.2 Subject to the result of the Delisting Application, the Company will be delisted upon the completion of the compulsory acquisition by us under Section 215(1) of the Companies Act. The date on which the Company will be delisted from the SGX-ST will be announced in due course, following the completion of such compulsory acquisition.

5. General

If you are in any doubt about any of the matters referred to in this Letter, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

6. Responsibility Statement

The directors of the Offeror (including where they have delegated detailed supervision of this Letter) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Letter are fair and accurate and that no material facts have been omitted from this Letter, and they jointly and severally accept responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from SingHaiyi (including, without limitation, in relation to SingHaiyi or its subsidiaries), the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Letter.

Yours faithfully
For and on behalf of
Haiyi Treasure Pte. Ltd.



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Chen Huaidan @ Celine Tang
Director

Enclosed: Form 57 and Form 58