

PRESS RELEASE

2 September 2020
For Immediate Release

VOLUNTARY CONDITIONAL CASH OFFER FOR SK JEWELLERY GROUP LIMITED AT S\$0.15 PER SHARE

All capitalised terms which are used in this press release but not otherwise defined herein shall have the meanings ascribed to them in the Offer Announcement dated 2 September 2020.

- Cash Offer Price of S\$0.15 per share in SK Jewellery Group Limited (the "**Company**") represents a premium of 70.5% over the closing price on 27 August 2020; and 94.8% over the 3-month VWAP up to and including the Last Trading Day.
- Offer Price exceeds the highest closing price of the Shares in over 2 years preceding the Last Trading Day. The Offer Price is final and the Offeror does not intend to revise it.
- Offer provides an opportunity for the shareholders of the Company to realise their investment at a premium to historical market prices without incurring brokerage and trading costs amidst the uncertainties surrounding the long term impact of the COVID-19 pandemic and a challenging outlook across the Company's businesses in Singapore, Malaysia, Thailand and China.
- The Offeror has secured irrevocable undertakings representing approximately 82.61% of the Shares.

Singapore, 2 September 2020 – OroGreen Investment Pte. Ltd. (the "**Offeror**") intends to privatise and delist SK Jewellery Group Limited (the "**Company**") from the Singapore Exchange Securities Trading Limited ("**SGX-ST**") by way of a voluntary conditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital the Company.

The Offeror is an investment holding company incorporated by Dato' Sri Dr. Lim Yong Guan (a co-founder and Non-Executive Chairman of the Group), Mr. Lim Yong Sheng (a co-founder and Chief Executive Officer of the Group and an Executive Director of the Company) and Mdm. Lim Liang Eng (a co-founder of the Group and an Executive Director of the Company) (together, the "**Management Shareholders**").

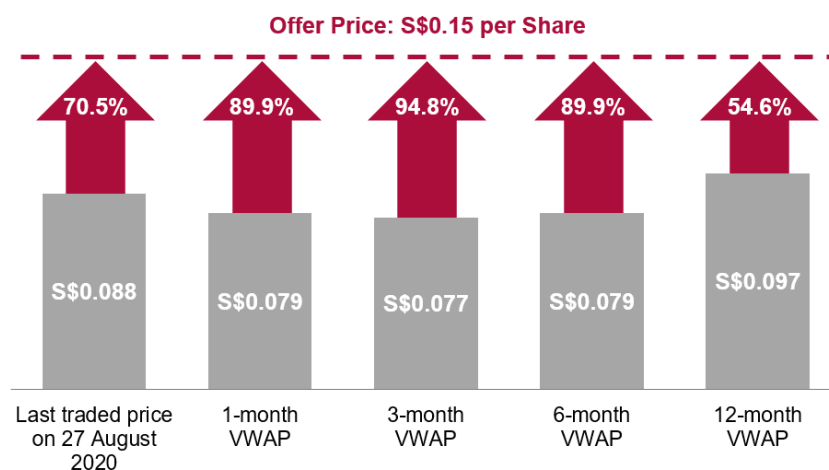
The Management Shareholders and Soo Kee Capital Pte. Ltd., which is wholly-owned by the Management Shareholders (together, the "**Undertaking Shareholders**"), have provided undertakings to the Offeror to tender all of his/her/its respective Shares in acceptance of the Offer. Further, the Management Shareholders have agreed to apply the aggregate cash consideration for their Shares tendered in acceptance of the Offer towards subscribing for new ordinary shares in the capital of the Offeror. The Undertaking Shareholders hold approximately 82.61% of the total number of issued Shares and Soo Kee Capital Pte. Ltd. has agreed to waive its rights to receive any cash consideration for its Shares tendered in acceptance of the Offer.

The Offer is conditional upon the Offeror and parties acting in concert with it achieving shareholding of not less than 90% of the Shares as at the close of the Offer. If the Offeror receives sufficient valid acceptances, the Offeror intends to exercise its rights of compulsory acquisition and subsequently delist the Company from the SGX-ST.

The cash offer price of S\$0.15 (“**Offer Price**”) per Share represents an opportunity for shareholders to realise their investment in the Shares at a premium to historical market prices without incurring brokerage and trading costs amidst the uncertainties surrounding the long term impact of the COVID-19 pandemic and a challenging outlook across the Company’s businesses in Singapore, Malaysia, Thailand and China.

The Offer Price of S\$0.15 values the Company at S\$84 million, and exceeds the highest closing price of the Shares in over 2 years preceding the Last Trading Day (as defined below)¹. The Offer Price represents a premium of:

- 70.5% over the last traded price per Share on 27 August 2020, being the last market day on which the Shares were traded on the SGX-ST prior to the Announcement Date (the “**Last Trading Day**”); and
- 89.9%, 94.8%, 89.9% and 54.6% over the volume-weighted average price (“**VWAP**”) per Share for the one (1)-month, three (3)-month, six (6)-month and 12-month periods up to and including the Last Trading Day.



Notes:

- (1) S\$ figures (other than the Offer Price) are based on data extracted from Bloomberg L.P. on 27 August 2020, being the Last Trading Day, and rounded to the nearest three (3) decimal places.
- (2) Premia rounded to the nearest one (1) decimal place.

The Offer Price is final and the Offeror does not intend to revise the Offer Price.

Key Rationale for the Offer and Offeror's Intentions

¹ Based on data sourced from Bloomberg L.P..

The Offeror is making the Offer with a view to delisting and privatising the Company. The Offeror believes that privatising the Company will provide the Offeror and the Company with greater control and management flexibility to manage the business of the Group, respond to the changing market conditions and optimise the use of the Company's management and resources. The Offeror intends for the Company to continue to develop and grow the existing businesses of the Company and its subsidiaries. Other than in the ordinary and usual course of business and/or in response to the changing market conditions, the Offeror has no current intentions to introduce any major changes to the existing business of the Company, re-deploy its fixed assets, nor discontinue the employment of the existing employees of the Company or its subsidiaries.

Offer Document and Timeline

A formal offer document containing the terms and conditions of the Offer and enclosing the appropriate form(s) of acceptance of the Offer will be despatched to Shareholders not earlier than 14 days and not later than 21 days from today. The Offer will remain open for acceptances for a period of at least 28 days from the date of posting of the offer document.

Shareholders are advised to exercise caution and seek appropriate independent advice when dealing in their Shares in the meantime.

Financial Advisers

DBS Bank Ltd. is acting as sole financial adviser to the Offeror in relation to the Offer.

Responsibility Statement

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

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

Forward-looking Statements

All statements other than statements of historical facts included in this press release are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "expect", "anticipate", "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 current expectations, beliefs, hopes, intentions or strategies of the party making the statements regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results 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 DBS 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.

All capitalised terms which are used in this press release but are not otherwise defined herein shall have the meanings ascribed to them in the Offer Announcement dated 2 September 2020. This press release should be read in conjunction with the full text of the Offer Announcement which is available on www.sgx.com.

Any enquiries relating to the Offer should be directed during office hours to:

DBS Bank Ltd.

Strategic Advisory

Telephone: (65) 6878 3913