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Announcement by



CONTINUUM ENERGY LEVANTER PTE. LTD.
(incorporated in Singapore with limited liability)

Continuum Energy Levanter Pte. Ltd. (the “**Company**”) hereby announces an offer to purchase for cash (the “**Tender Offer**”), upon the terms and subject to the conditions set forth in the Tender Offer Memorandum dated June 18, 2024 (the “**Tender Offer Memorandum**”), any and all of the outstanding U.S.\$561,000,000 4.50% Senior Notes due 2027 issued by the Company (the “**Notes**”) under the indenture dated as of February 9, 2021, as supplemented by the supplemental indentures dated March 2, 2021 and September 15, 2023, between the Company, Continuum Green Energy Limited and DB International Trust (Singapore) Limited (the “**Indenture**”). Capitalised terms used but not defined herein shall have the meanings given to them in the Tender Offer Memorandum, which is available on the Tender Offer Website (<https://sites.dfkingltd.com/continuum-energy/>).

Description of the Notes	CUSIP / ISIN / Common Code	Principal Amount⁽¹⁾	Purchase Price⁽²⁾
4.50% Senior Notes due 2027	Regulation S: Y1753Q AB8 / USY1753QAB87 / 229596926 Rule 144A: 21218M AB1 / US21218MAB19 / 229596870	U.S.\$561,000,000	U.S.\$1,000 per U.S.\$1,000 in principal amount of Notes

- (1) The aggregate principal amount of the Notes of US\$561,000,000 is subject to a pool factor (the “**Pool Factor**”) following amortization pursuant to the terms and conditions of the Notes. The aggregate outstanding principal amount of the Notes following such amortization is US\$476,148,750 as of the date of the Tender Offer Memorandum. As of the date of this Tender Offer Memorandum, the Pool Factor is 0.84875.
- (2) The Purchase Price for the Notes validly tendered and accepted for purchase will be paid following the application of the Pool Factor. The Company will also pay accrued and unpaid interest on the Notes purchased pursuant to the Tender Offer up to, but not including, the Payment Date pursuant to the Tender Offer.

Details of the Tender Offer

The Company is offering to purchase any and all of the outstanding Notes at a purchase price equal to U.S.\$1,000 per U.S.\$1,000 principal amount of the Notes (following the application of the Pool Factor) validly tendered by Noteholders prior to 5:00 p.m. (New York City time) on June 27, 2024, unless extended (the “**Expiration Time**”), together with any accrued and unpaid interest on the Notes purchased pursuant to the Tender Offer up to, but not including, the Payment Date (as defined herein) (the “**Consideration**”). The Consideration to be paid to each Noteholder will be subject to the outstanding principal amount of the

Notes instructed by the relevant Noteholder after the Pool Factor has been applied. The Company expects to pay for the Notes purchased pursuant to the Tender Offer on or around July 2, 2024, which is the third business day following the Expiration Time (such date, the **“Payment Date”**).

The consummation of the Tender Offer is conditional upon the successful settlement of the proposed concurrent offering of U.S. dollar-denominated notes due 2033 (the **“New Notes”**) to be co-issued by the issuers of the NCDs which the Company holds and certain other subsidiaries of Continuum Green Energy (India) Pvt. Ltd. (the **“Financing Condition”**). In addition, the Tender Offer is conditioned upon the satisfaction or waiver of other customary general conditions as further described in the Tender Offer Memorandum.

Noteholders must validly tender and not validly withdraw the Notes (or deliver to the Information and Tender Agent a notice of guaranteed delivery) at or prior to the Expiration Time to receive the Consideration. Noteholders who validly tender their Notes may withdraw such Notes at any time prior to the Expiration Time. Except for guaranteed delivery tenders according to the guaranteed delivery procedures described in the Tender Offer Memorandum, no tenders will be valid if submitted after the Expiration Time.

Subject to pricing the New Notes, on June 18, 2024, the Company intends to distribute through the clearing systems a notice of redemption to redeem the Notes under Section 3.10 (*Redemption for Taxation Reasons*) of the Indenture. Pursuant to Section 3.10 of the Indenture, the redemption price for the Notes will be 100.0% of the outstanding principal amount of the Notes, plus accrued and unpaid interest (including any Additional Amounts (as defined in the Indenture)), if any, to, but not including, the July 18, 2024 (the **“Tax Redemption Date”**). As a result, Noteholders who do not participate in this Tender Offer will continue to hold their Notes subject to the terms and conditions of the Notes, until such Notes are redeemed by the Company on the Tax Redemption Date in accordance with Section 3.10 of the Indenture.

Purpose of the Tender Offer

The purpose of the Tender Offer is to offer Noteholders an alternative option to have their Notes redeemed prior to when they would otherwise be redeemed pursuant to the tax redemption and at the same price as the tax redemption (which is expected to occur on July 18, 2024).

Indicative Timetable for the Tender Offer

Date	Calendar Date	Event
Commencement Date and Time	No later than 10:00 a.m. (New York City time) on June 18, 2024.	Commencement of the Tender Offer. Tender Offer announced through publication on the website of the SGX-ST, the Tender Offer Website and a recognized financial news service or services as selected by the Company.
Expiration Date and Time	5:00 p.m. (New York City time) on June 27, 2024 unless extended. The Company may, but does not presently intend to, extend the Expiration Time.	The deadline for Noteholders to tender Notes, withdraw tenders of Notes and deliver notices of guaranteed delivery pursuant to the Tender Offer to the Information and Tender Agent. The Company expects to announce the final aggregate principal amount of Notes accepted for purchase as promptly as practicable following the Expiration Date.

Delivery date for tenders made via Notice of Guaranteed Delivery	5:00 p.m. (New York City time) on or around July 1, 2024, which is the second business day following the Expiration Date.	The deadline for Noteholders tendering Notes via Notice of Guaranteed Delivery to provide book-entry delivery of tendered Notes to the Information and Tender Agent.
Payment Date	On or around July 2, 2024, which is the third business day following the Expiration Date.	The Company pays the Consideration for any Notes accepted for purchase. If the Company accepts the tender of Noteholders' Notes pursuant to the Tender Offer, such Noteholders, or the custodial entity acting on such Noteholder's behalf, must deliver to the Company good and marketable title to such Notes.
Payment Date for Notes tendered via Notice of Guaranteed Delivery	On or around July 5, 2024, which is the third business day following the delivery date for tenders made via Notice of Guaranteed Delivery.	The Company pays the Consideration for any Notes accepted for purchase. If the Company accepts the tender of Noteholders' Notes pursuant to the Tender Offer, such Noteholders, or the custodial entity acting on such Noteholder's behalf, must deliver to the Company good and marketable title to such Notes.

The above times and dates are subject to the express right of the Company, in its sole discretion, to extend, re-open, withdraw, amend and/or terminate the Tender Offer (subject to applicable law and as provided in the Tender Offer Memorandum).

Noteholders are advised to check with any bank, securities broker or other Intermediary through which they hold Notes when such Intermediary would need to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or revoke their instruction to participate in, the Tender Offer before the deadlines specified in the Tender Offer Memorandum. The deadlines set by any such Intermediary and each Clearing System for the submission of Tender Instructions may be earlier than the deadlines specified above.

Tender instructions must be submitted in respect of a minimum principal amount of Notes of no less than U.S.\$200,000, being the minimum denomination of the Notes, and may be submitted in integral multiples of U.S.\$1,000 in excess thereof.

Questions and requests for assistance in connection with the Tender Offer should be directed to the Dealer Managers: Deutsche Bank AG, Singapore Branch (tel: +65 6423 4229, email: asiasyn@list.db.com), Emirates NBD Bank PJSC (tel: +971 4 3032 800, email: dcmindia@emiratesnbd.com), The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch (tel: +852 3941 0223 (Hong Kong); +44 207 992 6237 (London); +1 212 525 5552 (New York); US Toll Free: 1-888-HSBC-4LM, email: liability.management@hsbcib.com), J.P. Morgan Securities plc (tel: +44 20 7742 5940 (in London); +852 2800 8220 (in Hong Kong); +1 212 834 4533 (in U.S.), email: liability_management_asia@jpmorgan.com) and Standard Chartered Bank (tel: Telephone: +44 20 7885 5739 / +852 3983 8658 / +65 6557 8286, email: Liability_Management@sc.com).

Questions and requests for assistance in connection with tendering Notes and participating in the Tender Offer and the submission of a tender instruction should be directed to the Information and Tender Agent: D.F King Ltd. (tel: in London +44 20 7920 9700, in New York: Toll Free: (800) 769-7666 or Banks and Brokers Call: (212) 269-5550. By email: Continuum@dfkingltd.com).

This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire any Notes is being made pursuant to this announcement.

This announcement and the Tender Offer Memorandum contain important information, which must be read carefully before any decision is made with respect to the Tender Offer. Each Noteholder is solely responsible for making its own independent appraisal of all matters as such Noteholder deems appropriate (including those relating to the Tender Offer) and each Noteholder must make its own decision as to whether to tender or not tender its Notes for purchase pursuant to the Tender Offer. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own legal, tax and financial advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any Noteholder whose Notes are held on its behalf by a broker, dealer, bankcustodian, trust company or other nominee must contact such entity if it wishes to participate in the Tender Offer. None of the Company, the Dealer Managers, the Information and Tender Agent, or any person who controls, or is a director, officer, employee, agent or affiliate of any such persons, makes any recommendation as to whether Noteholders should participate in the Tender Offer.

Each Noteholder participating in the Tender Offer will be deemed to give certain representations as set out in the Tender Offer Memorandum. Any tender of Notes for purchase pursuant to the Tender Offer from a Noteholder that is unable to make these representations will not be accepted. Each of the Company, the Dealer Managers and the Information and Tender Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Tender Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such tender of Notes shall not be accepted.

THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN OFFER OR AN INVITATION TO PARTICIPATE IN THE TENDER OFFER. THE TENDER OFFER IS BEING MADE PURSUANT TO A TENDER OFFER MEMORANDUM, A COPY OF WHICH WILL BE DELIVERED TO THE NOTEHOLDERS, AND WHICH SETS FORTH THE COMPLETE TERMS AND CONDITIONS OF THE TENDER OFFER. NOTEHOLDERS ARE URGED TO READ THE TENDER OFFER MEMORANDUM CAREFULLY BEFORE MAKING ANY DECISION WITH RESPECT TO THEIR NOTES.

TENDER OFFER WEBSITE: <https://sites.dfkingltd.com/continuum-energy/>

NEITHER THIS ANNOUNCEMENT NOR THE TENDER OFFER MEMORANDUM CONSTITUTES AN OFFER TO BUY OR THE SOLICITATION OF AN OFFER TO SELL NOTES IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL TO DO SO, AND TENDERS OF NOTES FOR PURCHASE PURSUANT TO THE TENDER OFFER WILL NOT BE ACCEPTED FROM NOTEHOLDERS IN ANY CIRCUMSTANCES IN WHICH SUCH OFFER OR SOLICITATION IS UNLAWFUL. IN THOSE JURISDICTIONS WHERE THE SECURITIES, BLUE SKY OR OTHER LAWS REQUIRE AN INVITATION TO TENDER TO BE MADE BY A LICENSED BROKER OR DEALER AND THE DEALER MANAGERS OR THEIR RESPECTIVE AFFILIATE IS SUCH A LICENSED BROKER OR DEALER IN SUCH JURISDICTIONS, ANY INVITATION SHALL BE DEEMED TO BE MADE ON BEHALF OF THE OFFER BY THE DEALER MANAGERS OR SUCH AFFILIATE, AS THE CASE MAY BE, AND NO INVITATION IS MADE IN ANY SUCH JURISDICTION WHERE THE DEALER MANAGERS OR THEIR RELEVANT AFFILIATE IS NOT SO LICENSED.

THE TENDER OFFER AND THE TENDERING OF NOTES (NOT BEING SECURITIES LISTED ON A STOCK EXCHANGE IN INDIA) WILL NOT BE REGULATED IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED. THE TENDER OFFER WILL NOT BE, AND HAS NOT BEEN, OFFERED IN INDIA BY MEANS OF ANY DOCUMENT AND DOES NOT CONSTITUTE AN ADVERTISEMENT, INVITATION, OFFER OR SOLICITATION OF AN OFFER TO BUY BACK ANY NOTES IN VIOLATION OF APPLICABLE INDIAN LAWS. ACCORDINGLY, ANY NOTEHOLDER PARTICIPATING IN THE TENDER OFFER WILL BE DEEMED TO HAVE ACKNOWLEDGED, REPRESENTED AND AGREED THAT IT IS ELIGIBLE TO TENDER ITS NOTES PURSUANT TO APPLICABLE LAWS AND REGULATIONS.

June 18, 2024

By Order of the Board
Board of Director, Continuum Energy Levanter Pte. Ltd.