

**VOLUNTARY CONDITIONAL CASH OFFER BY UNITED OVERSEAS BANK LIMITED FOR AND
ON BEHALF OF HAIYI TREASURE PTE. LTD.**

LOSS OF FREE FLOAT AND COMPULSORY ACQUISITION

1. INTRODUCTION

The Board of Directors (the “**Board**”) of SingHaiyi Group Ltd. (the “**Company**”) wishes to refer shareholders of the Company (“**Shareholders**”) to:

- (a) the offer document dated 26 November 2021 (the “**Offer Document**”) issued by United Overseas Bank Limited (“**UOB**”), for and on behalf of Haiyi Treasure Pte. Ltd. (the “**Offeror**”), setting out, *inter alia*, the terms and conditions of the voluntary conditional cash offer (the “**Offer**”) for all the issued ordinary shares (excluding treasury shares) (the “**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 (the “**Offeror Concert Parties**”);
- (b) the announcement dated 6 December 2021 (the “**Offer Unconditional Announcement**”) made by UOB, for and on behalf of the Offeror, declaring that, *inter alia*, the Offer has become unconditional in all respects;
- (c) the circular to Shareholders dated 10 December 2021 in relation to the Offer, containing, *inter alia*, the advice of Provenance Capital Pte. Ltd. as the independent financial advisor to the Independent Directors, and the recommendation of the Independent Directors in respect of the Offer (the “**Circular**”); and
- (d) the announcement dated 16 December 2021 (the “**Compulsory Acquisition Announcement**”) made by UOB, for and on behalf of the Offeror, announcing that *inter alia*, (i) the level of acceptances of the Offer as at 6.00 p.m. (Singapore time) on 16 December 2021; and (ii) the Offeror’s entitlement and intention to exercise its right under Section 215(1) of the Companies Act to compulsorily acquire all the Offer Shares held by the Dissenting Shareholders at the Offer Price of S\$0.117 for each Offer Share.

Unless and otherwise defined, all capitalised terms not defined herein shall have the same meaning ascribed to them in the Offer Document and the relevant announcements.

2. LOSS OF FREE FLOAT AND SUSPENSION IN TRADING

2.1 As announced in the Compulsory Acquisition Announcement, *inter alia*:

- (a) the total number of Offer Shares owned, controlled or agreed to be acquired by the Offeror (including valid acceptances of the Offer) as at 6.00 p.m. (Singapore time) on 16 December 2021 amount to an aggregate of 4,035,439,813 Offer Shares,

representing approximately 95.81 per cent. of the total number of issued Offer Shares¹; and

- (b) the total number of Offer Shares owned, controlled or agreed to be acquired by the Offeror and the Offeror Concert Parties (including valid acceptances of the Offer) as at 6.00 p.m. (Singapore time) on 16 December 2021 amount to an aggregate of 4,035,439,813 Offer Shares, representing approximately 95.81 per cent. of the total number of issued Offer Shares.
- 2.2 As stated in the Compulsory Acquisition Announcement, Rule 723 of the Listing Manual requires the Company to ensure that at least 10 per cent. of the total number of issued Offer Shares (excluding treasury shares) is at all times held by the public (the “**Free Float Requirement**”).
- 2.3 **In accordance with Rule 724(1) of the Listing Manual, the Company wishes to announce that:**
- (a) **the Offeror has received valid acceptances pursuant to the Offer that bring the holdings owned, controlled or agreed to be acquired by the Offeror to above 90% of the total number of issued Offer Shares (excluding treasury shares); and**
 - (b) **the percentage of Offer Shares held by the public as at 6.00 p.m. (Singapore time) on 16 December 2021 is therefore less than the requisite 10% under the Free Float Requirement.**
- 2.4 As stated in the Compulsory Acquisition Announcement, Rule 1303(1) of the Listing Manual provides that where the Offeror succeeds in garnering acceptances exceeding 90 per cent. of the total number of issued Offer Shares (excluding treasury shares), thus causing the percentage of the total number of issued Offer Shares (excluding treasury shares) held in public hands to fall below 10 per cent., the SGX-ST will suspend trading of the listed securities of the Company, being the Offer Shares, at the Final Closing Date.
- 2.5 As stated in the Offer Document and the Compulsory Acquisition Announcement, the Offeror does 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. **The Offeror intends to take steps to delist the Company from the SGX-ST following the close of the Offer.**

3. COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT

As stated in the Compulsory Acquisition Announcement, as the Offeror has received valid acceptances pursuant to the Offer and has acquired Offer Shares from the Dissemination Date otherwise than through valid acceptances of the Offer for not less than 90 per cent. of the Offer Shares in issue (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding any Offer Shares held in treasury), the Offeror is entitled to, and will in due course, exercise its right under Section 215(1) of the Companies Act to compulsorily acquire all the Offer Shares held by the Dissenting Shareholders as at the Final Closing Date (as defined below) at the Offer Price of S\$0.117 for each Offer Share.

¹ As stated in the Compulsory Acquisition Announcement, the approximate percentage figures are calculated based on the total number of issued Offer Shares, being 4,212,025,475 Offer Shares (excluding treasury shares) as at the date of this announcement and rounded to the nearest two decimal places.

4. FINAL CLOSING DATE

As stated in the Offer Unconditional Announcement and the Circular, the Offer will remain open for acceptances until 5.30 p.m. (Singapore time) on the 10 January 2022 ("**Final Closing Date**"). The Offeror does not intend to extend the Offer beyond the Final Closing Date. Notice is hereby given that the Offer will not be open for acceptance beyond 5.30 p.m. (Singapore time) on the Final Closing Date. Acceptances received after 5.30 p.m. (Singapore time) on the Final Closing Date will be rejected.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement, the omission of which would make any statement in this announcement misleading, 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 the Offeror (including, without limitation, the Offer Document, the Offer Unconditional Announcement and the Compulsory Acquisition Announcement), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced herein.

BY ORDER OF THE BOARD

Gn Hiang Meng
Lead Independent Director

17 December 2021