

PS INVESTMENT PTE. LTD.
(Reg. No. 201926089K)

1 October 2019

To: The Dissenting Shareholders / Non-Assenting Shareholders of PS Group Holdings Ltd.

Dear Sir/Madam

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

1. Introduction

- 1.1 Offer.** We refer to the offer document (the “**Offer Document**”) dated 10 September 2019 (the “**Commencement Date**”) in relation to the voluntary conditional general offer (the “**Offer**”) by us for all the issued and paid-up ordinary shares in the capital of the Company (“**Shares**”). The Offer has since been declared unconditional in all respects on 17 September 2019. All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document.

If you have already (i) accepted the Offer in respect of all your Shares by completing and returning a valid Form of Acceptance and Authorisation and/or a valid Form of Acceptance and Transfer, or (ii) sold all your Shares on the Singapore Exchange Securities Trading Limited (the “SGX-ST”) prior to the date of this letter, please disregard this letter and the accompanying Form 57 and Form 58 (each as defined below).

- 1.2 Holdings of Shares.** As announced on 17 September 2019, as at 5.00 p.m. (Singapore time) on 17 September 2019, the total number of Shares owned, controlled or agreed to be acquired by us and parties acting or deemed to be acting in concert with us (including valid acceptances of the Offer) amount to an aggregate of 61,599,400 Shares, representing approximately 90.59 per cent. of all the Shares in issue¹.
- 1.3 Compulsory Acquisition.** As we have received valid acceptances pursuant to the Offer or otherwise acquired Shares following the Commencement Date other than through valid acceptances of the Offer in respect of not less than 90 per cent. of Shares (other than treasury shares and those already held by us, our related corporations or respective nominees as at the Commencement Date), we are entitled, and as stated in the Offer Document and announced on 17 September 2019, intend, to exercise our right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer at the Offer Price of

¹ Calculated based on 68,000,000 Shares, based on the business profile of the Company extracted from the Accounting and Corporate Regulatory Authority of Singapore on 17 September 2019, and rounded to the nearest two (2) decimal places.

S\$0.118 in cash for each Share (the “**Consideration**”) and on the same terms and conditions of the Offer. We will then proceed to delist the Company from the SGX-ST.

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

- 2.1 Dissenting Shareholders.** According to the records maintained by The Central Depository (Pte) Limited (“**CDP**”) and/or Tricor Barbinder Share Registration Services (the “**Registrar**”) as at 5.00 p.m. (Singapore time) on 24 September 2019 (being the latest practicable date prior to the printing of this letter), you have not accepted the Offer in respect of all your Shares. Accordingly, we are writing to inform you that we are exercising our right of compulsory acquisition under Section 215(1) of the Companies Act to acquire all the Shares held by you at the Consideration of S\$0.118 in cash for each Share that you own and on the same terms and conditions of the Offer. We enclose, for this purpose, a Notice to Dissenting Shareholder in the form prescribed under the Companies Act (the “**Form 57**”).
- 2.2 Compulsory Acquisition.** We will exercise the right of compulsory acquisition to acquire all the Shares held by you on or about 4 November 2019 (the “**Transfer Date**”), being a date after the expiration of one month from the date of the enclosed Form 57, subject to and on the terms set out in the Form 57 and the provisions of Section 215(4) of the Companies Act.
- 2.3 Registration of Transfer.** Upon the settlement of the Consideration to the Company by us, the Company will cause to be transferred to us all the Shares held by you and register us as the holder of all those Shares as soon as practicable. The Consideration will be credited by the Company into a separate bank account and held by the Company in trust for you.
- 2.4 Adjustments for Distribution.** Without prejudice to the foregoing, the Offer Price, and accordingly the Consideration, has been determined on the basis that the Shares will be acquired with the right to receive any dividends, rights, other distributions and/or return of capital (if any) declared, paid or made by the Company in respect of the Shares (collectively, “**Distributions**”) that may be declared, paid or made by the Company on or after 20 August 2019 (i.e. the date on which we announced our voluntary conditional general offer for all the Shares) (the “**Offer Announcement Date**”).

Accordingly, in the event any Distribution is or has been declared, paid or made by the Company in respect of the Shares on or after the Offer Announcement Date, the Consideration payable to you shall be reduced by an amount which is equal to the amount of such Distribution, depending on when the settlement date in respect of your Shares compulsorily acquired by us falls, as follows:

- 2.4.1** if such settlement date falls **on or before** the books closure date for the determination of entitlements to the Distribution (the “**Books Closure Date**”), the Consideration shall remain unadjusted for each Share, as we will receive the Distribution in respect of such Share from the Company; and
- 2.4.2** if such settlement date falls **after** the Books Closure Date, the Consideration for each Share shall be reduced by an amount which is equal to the amount of the

Distribution in respect of each Share, as we will not receive the Distribution in respect of such Share from the Company.

- 2.5 Settlement.** Subject to and in accordance with the provisions of Section 215(1) of the Companies Act and the terms set out in Form 57, as soon as practicable after the Transfer Date:

2.5.1 if your Shares are held through a Securities Account maintained with CDP, CDP will, on our behalf, despatch remittances in the form of S\$ crossed cheques for the appropriate aggregate amount of the Consideration payable in respect of all your Shares to you by ordinary post, at your own risk, to your address as it appears in the records of CDP, or by such other manner as you may have agreed with CDP for the payment of any cash distributions; and

2.5.2 if your Shares are held in scrip form, the Registrar will, on our behalf, despatch a cheque for the appropriate aggregate amount of the Consideration payable in respect of all your Shares to you by registered post, at your own risk, to your address as it appears in the register of holders of the Shares, as maintained by the Registrar.

- 2.6 No Action Needed.** No action needs to be taken by you in relation to Form 57 to effect the transfer of your Shares and entitle you to payment, which will be made to you in accordance with paragraph 2.5 above.

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 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 1 January 2020), require us to acquire your Shares and we shall be entitled and bound to acquire your Shares at the Consideration (or otherwise in accordance with Section 215(3) of the Companies Act).

- 3.2 No Action Required. As we will be proceeding to compulsorily acquire your Shares pursuant to Section 215(1) of the Companies Act, you need not take any action in relation to the Form 58.** Shareholders who nevertheless 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 Catalist Listing Manual requires the Company to ensure that at least 10 per cent. of the total number of Shares (excluding preference shares, convertible equity securities and treasury shares) is at all times held by the public (the “**Free Float Requirement**”). As announced on 17 September 2019, the Free Float Requirement is no longer satisfied.

- 4.2** Pursuant to Rule 1303(1) of the Catalist Listing Manual, the SGX-ST will suspend trading of the Shares on the SGX-ST at the close of the Offer. The Company will be delisted from the SGX-ST upon the completion of the compulsory acquisition exercise under Section 215(1) of the Companies Act as described in this letter. The date on which the Company will be delisted from the SGX-ST will be announced in due course.

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 any director who may have delegated detailed supervision of the preparation 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 there are no material facts not contained in this letter, the omission of which would make any statement in this letter misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the Offeror have been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this letter.

The directors of the Offeror jointly and severally accept responsibility accordingly.

Yours faithfully
For and on behalf of
PS Investment Pte. Ltd.

A handwritten signature in black ink, appearing to be 'Teo Choon Hock', written over a faint, light blue circular stamp or watermark.

Teo Choon Hock
Director

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