

TSI METALS HK LIMITED
(Company Registration No.: 2813542)
(Incorporated in Hong Kong)

26 August 2021

To: The shareholders of Dutech Holdings Limited

Dear Sir/Madam

COMPULSORY ACQUISITION OF SHARES IN DUTECH HOLDINGS LIMITED (THE "COMPANY") BY TSI METALS HK LIMITED (THE "OFFEROR") PURSUANT TO SECTION 215(1) OF THE COMPANIES ACT (CHAPTER 50 OF SINGAPORE) (THE "COMPANIES ACT") AND RIGHTS OF SHAREHOLDERS UNDER SECTION 215(3) OF THE COMPANIES ACT

1. INTRODUCTION

1.1 Offer. We refer to:

- (a) the offer document dated 18 June 2021 (the "Offer Document") issued by UOB Kay Hian Private Limited ("UOBKH"), for and on behalf of the Offeror, in relation to the voluntary unconditional cash offer (the "Offer") to acquire all the issued and paid-up ordinary shares (the "Shares") in the capital of the Company, other than any Shares held in treasury (the "Offer Shares"), in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers; and
- (b) the announcement released by UOBKH, for and on behalf of the Offeror, on 15 July 2021 in relation to, *inter alia*, the revision of the Offer Price to S\$0.435 in cash for each Offer Share (the "Final Offer Price").

All capitalised terms used and not defined in this letter (this "Letter") shall have the same meanings given to them in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

Please disregard this Letter and the enclosed Form 57 and Form 58 (each as defined below) if you have already (a) accepted the Offer in respect of all your Shares by completing and returning a valid FAA or FAT (as the case may be); or (b) sold all your Shares on the SGX-ST prior to the date of this Letter.

- 1.2 **Offer Closed.** On 16 August 2021, UOBKH announced, for and on behalf of the Offeror, that the Offer closed at 5.30 p.m. (Singapore time) on 16 August 2021. Accordingly, the Offer is no longer open for acceptances and any acceptances received after the close of the Offer will be rejected.
- 1.3 **Compulsory Acquisition.** As at the date of this Letter, the Offeror has received valid acceptances in respect of such number of Shares pursuant to the Offer such that the Offeror owns, controls or has agreed to acquire not less than 90% of the total number of Shares (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 Shares held in treasury). Accordingly, the Offeror is entitled to, and intends to, exercise its right of compulsory acquisition under Section 215(1) of the Companies Act on the same terms as those offered under the Offer.

- 1.4 **Dissenting Shareholders.** According to the records as at 23 August 2021 maintained by The Central Depository (Pte) Limited ("**CDP**") and/or B.A.C.S. Private Limited, as the case may be, you did not accept the Offer in respect of your Shares. Accordingly, we are writing to inform you that the Offeror wishes to exercise its right of compulsory acquisition to acquire all the Shares held by you at the Final Offer Price of **S\$0.435** in cash for each Share (the "**Consideration**"). We enclose, for this purpose, a Notice to Dissenting Shareholder in the form prescribed under the Companies Act ("**Form 57**").
- 1.5 **Consultation.** If you are in any doubt about any of the matters referred to in this Letter and/or the action you should take, you should consult your stockbroker, bank manager, solicitor or other professional adviser immediately.

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

- 2.1 **Compulsory Acquisition.** The Offeror will exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to acquire all the Shares held by you on a date (the "**Transfer Date**") that is after 26 September 2021, being one (1) month from the date on which Form 57 is given, subject to and on the terms set out in the enclosed Form 57.
- 2.2 **Registration of Transfer.** Upon the payment of the Consideration to the Company by the Offeror, the Company will cause to be transferred to the Offeror all the Shares held by you and register the Offeror as the holder of all those Shares as soon as practicable. The Consideration in respect of all the Shares held by you will be credited by the Company into a separate bank account and held by the Company on trust for you and paid to you in accordance with the settlement procedures set out in paragraph 2.3 below.
- 2.3 **Settlement.** Subject to and in accordance with the provisions of Section 215(1) of the Companies Act and the terms set out in the enclosed Form 57, as soon as practicable after the Transfer Date, remittances for the appropriate amounts will be despatched to you (or, if you hold share certificate(s) which are not deposited with CDP, your designated agents, as you may direct) by means of:
- (a) if your Shares are held through a Securities Account maintained with CDP, credit directly into your designated bank account for S\$ via CDP's Direct Crediting Service ("**DCS**"), or in such other manner as you may have agreed with CDP for the payment of any cash distribution. If you have not subscribed to CDP's DCS, any monies to be paid to you shall be credited to your Cash Ledger and be subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein); and

- (b) if your Shares are held in scrip form, a S\$ crossed cheque drawn on a bank in Singapore and sent by ordinary post to your address maintained in the register of members of the Company, at your own risk.

- 2.4 **No Action Needed.** No action needs to be taken by you in relation to Form 57 to entitle you to payment, which will be made to you in accordance with paragraphs 2.2 and 2.3 above.

3. **RIGHTS OF HOLDERS OF SHARES 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 the Offeror to acquire your Shares. In connection with the foregoing, a Notice to Non-Assenting Shareholder in the form prescribed under the Companies Act ("**Form 58**") is enclosed with this Letter. You may, within three (3) months from the date of Form 58 (that is, by 26 November 2021), require the Offeror to acquire your Shares and the Offeror shall be entitled and bound to acquire your Shares on the same terms as those offered under the Offer at the Consideration.
- 3.2 **No Action Needed.** As the Offeror would be proceeding to compulsorily acquire your Shares pursuant to Section 215(1) of the Companies Act as described in paragraph 2 above, you need not take any action in relation to Form 58. Shareholders who wish to exercise their rights under Section 215(3) of the Companies Act are advised to seek their own independent legal advice.

4. **DIRECTOR'S RESPONSIBILITY STATEMENT**

The sole Director (including where he may have delegated detailed supervision of this Letter) has taken all reasonable care to ensure that the facts stated and opinions expressed in this Letter are fair and accurate and that there are no other 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 or obtained from the Company, the sole responsibility of the sole Director 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.

The sole Director accepts responsibility accordingly.

5. OTHERS

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

UOB Kay Hian Private Limited

Tel: (65) 6590 6881

Yours faithfully

For and on behalf of

TSI METALS HK LIMITED

A handwritten signature in black ink, appearing to be 'Liu Jia Yan', written over a horizontal line.

Liu Jia Yan Johnny

Director

Enclosed: Form 57 and Form 58