

# FAIRFAX ASIA LIMITED

(Incorporated in Barbados)  
(Company Registration No. 23105)

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28 June 2021

To: The Dissenting Shareholders of Singapore Reinsurance Corporation Limited

Dear Shareholder,

## COMPULSORY ACQUISITION OF SHARES IN SINGAPORE REINSURANCE CORPORATION LIMITED PURSUANT TO SECTION 215(1) OF THE COMPANIES ACT, CHAPTER 50 OF SINGAPORE (THE "COMPANIES ACT") BY FAIRFAX ASIA LIMITED

### 1. INTRODUCTION

- 1.1. **Offer.** Fairfax Asia Limited (the "**Offeror**") refers to the offer document dated 6 April 2021 (the "**Offer Document**") in respect of the voluntary conditional cash offer (the "**Offer**") by SAC Capital Private Limited ("**SAC Capital**"), for and on behalf of the Offeror, to acquire all the issued and paid-up ordinary shares (the "**Shares**") in the capital of Singapore Reinsurance Corporation Limited (the "**Company**") other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees as at the date of the Offer in accordance with Rule 15 of The Singapore Code on Take-overs and Mergers.

Unless otherwise defined herein, capitalised terms used in this letter (the "**Letter**") shall have the same meanings as defined in the Offer Document.

- 1.2. **Acceptances as at 17 June 2021.** On 17 June 2021, SAC Capital announced, for and on behalf of the Offeror, that as at 5.30 p.m. (Singapore time) on 17 June 2021, the Offeror and its Concert Parties owned, controlled or have agreed to acquire (including by way of valid acceptances of the Offer) an aggregate of 565,116,136 Shares, representing approximately 94.77% of the total number of issued Shares<sup>1</sup>.
- 1.3. **Close of Offer.** On 17 June 2021, SAC Capital announced, for and on behalf of the Offeror, that the Offer had closed at 5.30 p.m. (Singapore time) on 17 June 2021. Accordingly, the Offer is no longer open for acceptance and any acceptances received thereafter will be rejected.
- 1.4. **Right of Compulsory Acquisition.** As the Offeror had received valid acceptances pursuant to the Offer in respect of not less than 90% of the total number of issued 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 treasury shares), the Offeror is entitled and, as stated in the Offer Document and as announced on 16 June 2021, intends to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire, at a price equal to the Offer Price for each Share and on the same terms as those offered under the Offer, all the Shares in respect of which acceptances have not been received by the Offeror as at the close of the Offer.
- 1.5. As the Record Date for the FY2020 Dividend has passed, Shareholders should note that the Offer Price will be reduced by the amount of dividend of S\$0.0035 in respect of each Offer Share payable. **Accordingly, the Offeror will compulsorily acquire all the Shares of Shareholders who have not accepted the Offer at the price of S\$0.35 in cash for each Offer Share.**

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<sup>1</sup> References in this Letter to the total number of issued Shares are based on 596,316,185 Shares in issue.

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

**2.1 Dissenting Shareholder.** According to the records maintained by The Central Depository (Pte) Limited (“CDP”) and/or M & C Services Private Limited (the “Share Registrar”), as the case may be, as at 5.30 p.m. (Singapore time) on 17 June 2021, you have not accepted the Offer in respect of your Shares. Accordingly, the Offeror is writing to inform you that the Offeror wishes to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to acquire all your Shares (the “Acquired Shares”) at a consideration of S\$0.35 in cash for each Acquired Share (the “Consideration”) and on the same terms as those offered under the Offer. We enclose, for this purpose, a Notice to Dissenting Shareholder in the form prescribed under the Companies Act (“Form 57”).

**If you have already (a) accepted the Offer in respect of all your Shares by completing and returning a valid Acceptance Form; or (b) sold all your Shares on the SGX-ST prior to the date of this Letter, please disregard this Letter and the accompanying Form 57.**

**2.2 Compulsory Acquisition.** The Offeror will exercise its right of compulsory acquisition to acquire the Acquired Shares on or after 28 July 2021 (the “Exercise Date”), being the day after the expiration of one (1) month after the date on which the Form 57 is given to you subject to and on the terms set out in the enclosed Form 57 and the provisions of Section 215(4) of the Companies Act.

**2.3 Registration of Transfer.** On or after the Exercise Date, the Offeror will, *inter alia*, pay, allot or transfer to the Company, the Consideration for the Acquired Shares. Upon, *inter alia*, payment, allotment or transfer of the Consideration to the Company as aforesaid, the Company will cause all the Acquired Shares to be transferred to the Offeror and will register the Offeror as the holder of the Acquired Shares as soon as practicable. The Consideration will be credited by the Company into a separate bank account and held by the Company on trust for you.

**2.4 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 Exercise Date:

- (a) if your Shares are held through a Securities Account maintained with CDP, CDP will, on behalf of the Company, despatch or credit remittances for the appropriate aggregate amounts of the Consideration for the Acquired Shares in such manner as prescribed by CDP for the payment of any cash distributions; and
- (b) if your Shares are held in certificate form, the Share Registrar will, on behalf of the Company, despatch remittance in the form of a Singapore Dollar crossed cheque for the appropriate amount of the Consideration payable to you in respect of the Acquired Shares to you by ordinary post, at your own risk, to your address as it appears in the Register of Members of the Company, as maintained by the Share Registrar.

**2.5 Action.** No action needs to be taken by you in relation to Form 57 to effect the transfer of your Shares and to entitle you to payment for your Shares, which payment will be made to you in accordance with paragraphs 2.3 and 2.4 above.

## 3. RIGHTS UNDER SECTION 215(3) OF THE COMPANIES ACT

**3.1 Notice given to Non-Assenting Shareholder.** On 8 June 2021, SAC Capital announced, for and on behalf of the Offeror, that the Offeror had on 8 June 2021 despatched a letter and a Notice to Non-Assenting Shareholder in the form prescribed under the Companies Act (“Form 58”) to you in connection with your right to require the Offeror to acquire your Shares under Section 215(3) of the Companies Act. Subject to and in accordance with Section 215 of the Companies Act, you may, within three (3) months from the giving of the Form 58 to you (that is, by 8 September 2021), require the Offeror to acquire your Shares, and the Offeror shall be entitled and bound to acquire your Shares at the Consideration and on the same terms as those offered under the Offer (or otherwise in accordance with Section 215(3) of the Companies Act).

- 3.2 **No Action Needed.** As the Offeror will be proceeding to compulsorily acquire your Shares on the terms set out in the enclosed Form 57 and as described in paragraph 2 above, **you need not take any action in relation to Form 58. Nevertheless, if you wish to exercise your right under Section 215(3) of the Companies Act or if you are in any doubt, you should seek your own independent legal advice.**

#### 4. LOSS OF FREE FLOAT AND LISTING STATUS

As the Company no longer complies with the Free Float Requirement, it should be noted that as stated in the Offer Document, the Offeror does not intend to preserve the listing status of the Company nor does it intend to undertake or support any action to satisfy the Free Float Requirement or for any such trading suspension by the SGX-ST to be lifted.

An application has been or will be made to the SGX-ST for the delisting of the Company, subject to the completion of the compulsory acquisition by us under Section 215(1) of the Companies Act (the **"Delisting Application"**). The results of the Delisting Application will be announced in due course. Subject to the results of the Delisting Application, the Company will be delisted upon the completion of the compulsory acquisition by the Offeror under Section 215(1) of the Companies Act. The date on which the Company will be delisted from the SGX-ST will be announced in due course, following the completion of such compulsory acquisition.

#### 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.**

If you have sold or otherwise transferred any or all of your Shares, please forward this Letter and the accompanying Form 57 immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for onward transmission to the purchaser or transferee.

#### 6. RESPONSIBILITY STATEMENT

The Directors of the Offeror (including those who may have delegated detailed supervision 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 no material facts have been omitted from this Letter, 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, information relating to the Offeree Group), the sole responsibility of the Directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Letter.

Yours faithfully,  
For and on behalf of  
**FAIRFAX ASIA LIMITED**



**Gobinath Arvind Athappan**  
Director

Enclosed: Form 57

