

VOLUNTARY CONDITIONAL CASH OFFER

by



UNITED OVERSEAS BANK LIMITED

(Company Registration No.: 193500026Z)
(Incorporated in Singapore)

for and on behalf of

VTTSG HOLDING PTE. LTD.

(Company Registration No.: 202143964E)
(Incorporated in Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of

SHINVEST HOLDING LTD.

(Company Registration No.: 198905519R)
(Incorporated in Singapore)

other than those already held by the Offeror as at the date of the Offer

2 March 2022

To: **The Shareholders of Shinvest Holding Ltd.**

Dear Sir/Madam

NOTIFICATION OF ELECTRONIC DISSEMINATION OF OFFER DOCUMENT AND RELATED DOCUMENTS (THE “NOTIFICATION”)

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

1. United Overseas Bank Limited (“**UOB**”) refers to the announcement released on 16 February 2022, for and on behalf of VTTSG Holding Pte. Ltd. (the “**Offeror**”), in relation to the voluntary conditional cash offer (the “**Offer**”) to acquire all the issued and paid-up ordinary shares in the capital of Shinvest Holding Ltd. (the “**Company**”) other than those already held by the Offeror as at the date of the Offer (the “**Offer Shares**”) in accordance with Rule 15 of The Singapore Code on Take-overs and Mergers.
2. UOB has today issued the offer document dated 2 March 2022 (the “**Offer Document**”) and its related documents for and on behalf of the Offeror. Pursuant to the SIC’s Public Statement on the Further Extension of the Temporary Measure to Allow for Electronic Despatch of Take-Over Documents under The Singapore Code on Take-overs and Mergers issued on 29 June 2021, the Offeror has opted to electronically disseminate the Offer Document containing the terms and conditions of the Offer. Accordingly, please note that no printed copies of the Offer Document will be despatched to Shareholders.
3. The electronic version of the Offer Document is located on the SGXNET announcement page of the Company. To obtain an electronic copy of the Offer Document, you may access the website of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) at <https://www.sgx.com>. Please select the section “**Securities**”, under “**Company Information**” select “**Company Announcements**” from the dropdown menu list and type the name of the Company: “**Shinvest Holding Ltd.**” in the box titled “**Filter by Company/Security Name**”. “**Shinvest Holding Ltd.**” will appear as a drop-down item below the filter box.

Thereafter, please select the announcement dated 2 March 2022 titled “**Voluntary Conditional Cash Offer – Electronic Dissemination of Offer Document**”. The Offer Document, the Acceptance Forms (as defined herein) and their related documents can be accessed by clicking on the link under the section titled “**Attachments**” at the bottom of the announcement.

4. The Offer Document and its related documents may also be accessed on the Company’s website at the following URL: <https://www.shinvest.com.sg> and scrolling down to the section titled “**Latest Announcement**”.
5. Printed copies of this Notification sent to you would also be accompanied by a pre-addressed envelope, which is pre-paid for posting in Singapore only (it is your responsibility to affix adequate postage on the said envelope if posting outside of Singapore) together with:
 - (a) the Form of Acceptance and Authorisation for Offer Shares (“**FAA**”) for Depositors who wish to accept the Offer in respect of all or part of the total number of Offer Shares standing to the credit of the “Free Balance” of their Securities Account; and
 - (b) the Form of Acceptance and Transfer for Offer Shares (“**FAT**”) for Shareholders who wish to accept the Offer in respect of all or part of the total number of Offer Shares represented by share certificate(s) which have not been deposited with The Central Depository (Pte) Limited (“**CDP**”),

(the FAA and FAT collectively, the “**Acceptance Forms**”).

If your Offer Shares are deposited with CDP and you do not receive the FAA, you may obtain a copy of such FAA, upon production of satisfactory evidence that you are a Shareholder, from CDP by contacting CDP’s Customer Service Hotline at +65 6535 7511 during their operating hours or emailing CDP at asksgx@sgx.com for instructions on how to obtain a copy of the FAA.

If you are a scrip holder and you do not receive the FAT, you may obtain a copy of such FAT, upon production of satisfactory evidence that you are a Shareholder, from the Registrar, at its office located at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712.

Electronic copies of the Acceptance Forms may also be obtained on the website of the SGX-ST at <https://www.sgx.com>, in the manner set out in paragraph 3 above.

6. **ACCEPTANCE**

If you wish to accept the Offer, you should complete and sign the relevant enclosed Acceptance Form, and deliver the completed and signed original relevant Acceptance Form in its entirety (no part may be detached or otherwise mutilated), and other relevant document(s) as required in the Offer Document:

- (a) if you hold Offer Shares deposited with CDP:
 - (i) **in physical form**, after signing the FAA in accordance with the Offer Document and the instructions printed on the FAA and delivering the completed and signed FAA (no part may be detached or otherwise mutilated) by post, in the enclosed pre-addressed envelope at your own risk, to VTTSG Holding Pte. Ltd. c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934; or
 - (ii) **in electronic form, via SGX-ST’s Investor Portal at <https://investors.sgx.com>**, (in respect of Individual and Joint-Alt account holders only). Depositors who are corporations or Joint-And account holders cannot submit their FAA in electronic form and should sign the enclosed FAA per its/their signing mandate and where appropriate, affix its common seal to the FAA in accordance with its constitution or relevant constitutive documents; or

(b) if you hold Offer Shares in scrip form:

- (i) **by hand**, to VTTSG Holding Pte. Ltd. c/o In.Corp Corporate Services Pte. Ltd., 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
- (ii) **by post**, in the enclosed pre-addressed envelope at your own risk, to VTTSG Holding Pte. Ltd. c/o In.Corp Corporate Services Pte. Ltd., 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712,

in each case, so as to arrive **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON 30 MARCH 2022** or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

Please use the enclosed pre-addressed envelope, which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting outside of Singapore. Proof of posting is not proof of receipt by the Offeror at the above addresses. Settlement of the consideration under the Offer will be subject to, amongst other things, the receipt of all relevant documents, properly completed and delivered.

The procedures for acceptance of the Offer are also set out in Appendix 2 to the Offer Document and in the accompanying FAA and/or FAT (as applicable).

CPFIS Investors and SRS Investors should receive further information on how to accept the Offer from their respective CPF Agent Banks and SRS Agent Banks (as the case maybe) directly.

7. OVERSEAS SHAREHOLDERS

This Notification does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Notification in any jurisdiction in contravention of applicable laws.

The Offer is made solely by the Offer Document and the relevant Acceptance Form accompanying the Offer Document, which contain the full terms and conditions of the Offer, including details of how the Offer may be accepted.

For the avoidance of doubt, the Offer is open to all Shareholders, including those to whom the Notification (containing the address and instructions for the electronic retrieval of this Offer Document and its related documents) and/or the relevant Acceptance Form(s) may not have been sent.

The release, publication or distribution of this Notification in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Notification is released, published or distributed should inform themselves about and observe such restrictions.

The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the Register or in the Depository Register (as the case may be) (each, an “**Overseas Shareholder**”) may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable requirements in the relevant overseas jurisdictions. Further details in relation to Overseas Shareholders are contained in the Offer Document.

8. INDEPENDENT ADVICE

In preparing the Offer Document and its related documents, the Offeror has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any individual Shareholder.

The views of the directors of the Company who are considered independent for the purposes of the Offer (the “**Independent Directors**”) and the independent financial adviser to the Independent Directors on the Offer will be made available by the Company to Shareholders in the circular to be despatched by the Company within 14 days after the Despatch Date. Shareholders should consider their advice before taking any action in relation to the Offer.

If any Shareholder is in any doubt about the Offer or the action he/she/it should take, he/she/it should consult his/her/its stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

9. **RESPONSIBILITY STATEMENT**

The directors of the Offeror (including any who may have delegated detailed supervision of this Notification) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Notification are fair and accurate and that no material facts have been omitted from this Notification, the omission of which would make any statement in this Notification 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 directors of the Offeror 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 Notification.

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

Issued by
UNITED OVERSEAS BANK LIMITED

For and on behalf of
VTTSG HOLDING PTE. LTD.

Any enquiries relating to this Notification or the Offer should be directed during office hours to the UOB helpline at (65) 6539 7066.