



CHIP ENG SENG CORPORATION LTD.

(Incorporated in the Republic of Singapore on 23 October 1998)
(UEN/Company Registration No. 199805196H)

CES TREASURY PTE. LTD.

(Incorporated in the Republic of Singapore on 3 December 2018)
(UEN/Company Registration No. 201840683G)

Notice to the holders (the “**Noteholders**”) of the outstanding S\$120,000,000 6.50 per cent. Notes due 2024 (ISIN: SGXF86596040) comprised in Series 005 (the “**Notes**”) issued by CES Treasury Pte. Ltd. (the “**Issuer**”) under the S\$750,000,000 Multicurrency Debt Issuance Programme of the Issuer and Chip Eng Seng Corporation Ltd. (“**CESC**”).

**NOTICE OF REDEMPTION AT THE OPTION OF NOTEHOLDERS
PURSUANT TO CONDITION 6(E)(III) OF THE NOTES**

Reference is made to:

- (i) the Notes which are constituted by the trust deed dated 18 October 2013 made between (1) CESC, as issuer, and (2) DBS Trustee Limited (the “**Trustee**”), as trustee, as amended, varied and supplemented by the supplemental trust deed dated 30 September 2014 made between the same parties, and as amended and restated by the amendment and restatement trust deed dated 4 March 2019 made between (1) CESC and the Issuer, as issuers, (2) CESC, as guarantor, and (3) the Trustee, as trustee (the “**Trust Deed**”);
- (ii) the offer document dated 8 December 2022 issued by United Overseas Bank Limited (“**UOB**”), for and on behalf of Tang Dynasty Treasure Pte. Ltd. (the “**Offeror**”), in connection with the mandatory conditional cash offer (the “**Offer**”) in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers for all the issued and paid-up ordinary shares in the share capital of CESC (the “**CESC Shares**”), other than those CESC Shares held by CESC as treasury shares (the “**Offer Document**”);
- (iii) the offeree circular dated 22 December 2022 issued by CESC in connection with the Offer;
- (iv) the announcements dated 19 January 2023 and 2 February 2023 issued by UOB, for and on behalf of the Offeror, in relation to the extension of the closing date of the Offer till 2 February 2023 and 16 February 2023 respectively;
- (v) the announcement dated 14 February 2023 issued by UOB, for and on behalf of the Offeror, in relation to, *inter alia*, the Offeror’s intention to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act 1967 of Singapore to compulsorily acquire all the CESC Shares of the shareholders of CESC who have not accepted the Offer (the “**Dissenting Shareholders**”) at a price equal to the final offer consideration (such rights,

the “**Compulsory Acquisition**”, and such announcement, the “**Compulsory Acquisition Announcement**”);

- (vi) the announcement dated 15 February 2023 issued by CESC in relation to, *inter alia*, the Offeror’s rights of compulsory acquisition, loss of free float, trading suspension and listing status;
- (vii) the announcement dated 16 February 2023 issued by CESC on the request for suspension of trading of the CESC Shares on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) with effect from 9.00 a.m. (Singapore time) on 17 February 2023; and
- (viii) the announcement dated 27 February 2023 issued by UOB, for and on behalf of the Offeror, in relation to, *inter alia*, the despatch of the relevant documents relating to the Compulsory Acquisition to the Dissenting Shareholders (the “**Compulsory Acquisition Despatch Announcement**”).

All capitalised terms used but not defined herein shall have the meanings given to such terms in the Trust Deed.

NOTICE IS HEREBY GIVEN to the Noteholders that as at 24 February 2023 (the “**Effective Date**”), trading in the CESC Shares on the SGX-ST has been suspended for a continuous period of more than seven days.

Under Rule 723 of the Listing Manual of the SGX-ST (the “**Listing Manual**”), CESC must ensure that at least 10% of the total number of issued CESC Shares (excluding any CESC Shares held in treasury) is at all times held in the public hands (the “**Free Float Requirement**”).

As stated in the Offer Document and the Compulsory Acquisition Announcement, the Offeror intends to make CESC its wholly-owned subsidiary and does not intend to preserve the listing status of CESC. The Offeror has also stated that the Offeror, if and when entitled, intends to exercise its rights of Compulsory Acquisition and does not intend to support or take any step (including the placing out of CESC Shares by the Offeror) for the public float to be restored and/or for any trading suspension of the CESC Shares by the SGX-ST to be lifted in the event that, *inter alia*, the Free Float Requirement is not satisfied.

As stated in the Compulsory Acquisition Announcement, as at 6.00 p.m. (Singapore time) on 14 February 2023, the total number of (a) CESC Shares acquired by the Offeror after the despatch of the Offer Document, and (b) valid acceptances of the Offer, is not less than 90% of the total number of CESC Shares as at the date of the Offer (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding, for the avoidance of doubt, any CESC Shares held in treasury). Accordingly, the Offeror is entitled to, and will in due course, exercise its rights of Compulsory Acquisition to compulsorily acquire all the CESC Shares of the Dissenting Shareholders. As stated in the Compulsory Acquisition Despatch Announcement, the Offeror has on 27 February 2023 despatched the relevant documents relating to the Compulsory Acquisition to the Dissenting Shareholders, including a letter in relation to, *inter alia*, the Offeror’s exercise of its right of Compulsory Acquisition.

Pursuant to Rule 1303(1) of the Listing Manual, the SGX-ST has suspended trading of the CESC Shares with effect from 9.00 a.m. (Singapore time) on 17 February 2023. The CESC Shares will be delisted from the SGX-ST after the Offeror has completed the Compulsory Acquisition (the “**Eventual**”).

Delisting). For the avoidance of doubt, the suspension of trading of the CESC Shares will remain in effect up to the date of the Eventual Delisting.

REDEMPTION AT THE OPTION OF NOTEHOLDERS

In view of the above, Noteholders are conferred the option under Condition 6(e)(iii) of the Notes (the **“Put Option”**) to require the Issuer to redeem the Notes held by such Noteholder at 100 per cent. of their principal amount, together with interest accrued to (but excluding) the date fixed for redemption (the **“Redemption Date”**, and in respect of the principal and accrued interest, the **“Redemption Moneys”**). As required by Condition 6(e)(iii) of the Notes, the Redemption Date will fall on **10 April 2023** (being 45 days after the Effective Date).

Noteholders should note that the Put Option will not be conferred again under Condition 6(e)(iii) of the Notes upon the Eventual Delisting.

Pursuant to a deed of delegation dated 1 March 2023 made between (1) the Issuer, as issuer, (2) CESC, as guarantor, (3) DBS Bank Ltd., as issuing and paying agent (the **“IPA”**), (4) DBS Bank Ltd., as registrar (the **“Registrar”**), (5) the Trustee, as trustee, and (6) Tricor Singapore Pte. Ltd. (trading as Tricor Barbinder Share Registration Services), as delegate paying agent and registrar (the **“Delegate Agent”**), the IPA and the Registrar have delegated to the Delegate Agent their respective powers and duties in relation to the submission of Exercise Notices (as defined below) and the redemption of the Notes in respect of which Noteholders have exercised the Put Option pursuant to Condition 6(e)(iii) of the Notes.

NON-EXERCISE FEE FOR NOTEHOLDERS WHO CHOOSE NOT TO EXERCISE THE PUT OPTION

To recognise and reward Noteholders who have supported and who continue to support the Group through their investments in the Notes, the Issuer will pay, or procure to be paid, a one-time fee of 0.5 per cent. of the principal amount of the Notes in respect of which a Noteholder elects to not be subject to the Put Option (less any bank charges, which shall be borne by such Noteholders) to Noteholders who choose **not to** exercise the Put Option (the **“Non-Exercise Fee”**).

The payment of the Non-Exercise Fee is conditional upon the relevant Noteholder submitting a duly completed Exercise Notice (in accordance with the procedures set out in this Notice and in the Exercise Notice), stating that they agree not to exercise the Put Option and providing complete details of a valid account with a bank in Singapore to which the Non-Exercise Fee should be credited.

Payment of the Non-Exercise Fee will be made on the Redemption Date.

For the avoidance of doubt, (i) Noteholders who elect to exercise the Put Option in the Exercise Notice submitted to the Delegate Agent, and (ii) Noteholders who do not exercise the Put Option but do not submit a duly completed Exercise Notice to the Delegate Agent, in each case, will not be eligible to receive the Non-Exercise Fee.

SUBMISSION OF THE EXERCISE NOTICE

A Noteholder who wishes to either (i) exercise the Put Option, or (ii) agree that it will not exercise the Put Option so as to receive the Non-Exercise Fee, must submit by hand a duly completed exercise notice (the **“Exercise Notice”**), to the Delegate Agent at 80 Robinson Road, #11-02, Singapore 068898, no later than 5.00 p.m. (Singapore time) on 17 March 2023 (the **“Exercise Deadline”**).

Noteholders may obtain printed copies of the Exercise Notice from the Delegate Agent at 80 Robinson Road, #11-02, Singapore 068898, at any time between 9.00 a.m. and 5.00 p.m. (Singapore time) from Mondays to Fridays (excluding public holidays), from 3 March 2023 up to the Exercise Deadline. Noteholders may also email the Delegate Agent at is.corporateactions@sg.tricorglobal.com from 3 March 2023 up to the Exercise Deadline to request for an electronic copy of the Exercise Notice.

Only those Noteholders whose name appears in the records of CDP as the holder of the Notes (a “**Direct Participant**”) may submit an Exercise Notice. If a Noteholder is not a Direct Participant (for example, a beneficial owner of the Notes holding such Notes, directly or indirectly, in accounts in the name of a Direct Participant acting on the beneficial owner’s behalf (a “**Beneficial Owner**”)), it must arrange for the Direct Participant through which such Noteholder holds Notes to submit an Exercise Notice on its behalf to the Delegate Agent.

Beneficial Owners whose Notes are held by a Direct Participant should contact their broker, dealer, bank, custodian, trust company or other nominee to arrange for the Direct Participant through which they hold Notes to submit an Exercise Notice on their behalf. In all cases, Beneficial Owners should be aware that other earlier deadlines may be imposed by such broker, dealer, bank, custodian, trust company or other nominee in respect of the submission of the Exercise Notice. Beneficial Owners of Notes that are held in the name of a broker, dealer, bank, custodian, trust company or other nominee should contact such entity sufficiently in advance of the Exercise Deadline if they wish to submit the Exercise Notice.

Following the submission of a duly completed Exercise Notice, Notes which are the subject of such Exercise Notice (including, for the avoidance of doubt, Notes of those Noteholders who elect in the Exercise Notice not to exercise the Put Option so as to receive the Non-Exercise Fee) will be earmarked and/or blocked by CDP until the Redemption Date, unless the Noteholder becomes entitled to withdraw, and does withdraw, its Exercise Notice. For the avoidance of doubt, an Exercise Notice, once submitted, shall be irrevocable and may only be withdrawn with the prior consent of the Issuer. Any Notes which are the subject of an Exercise Notice may not be traded or transferred during the period that they are earmarked.

In the event that CDP is unable to earmark the relevant Notes as declared by a Noteholder to be its holdings of the Notes in its Exercise Notice (i.e. either the name of the Noteholder or the total principal amount of its Notes does not tally with the book entry records of CDP), then any instructions given by such Noteholder to the Delegate Agent in the Exercise Notice shall not be valid.

Noteholders who hold Notes on behalf of Beneficial Owners are required to specify only one account number to which the Redemption Moneys and/or the Non-Exercise Fee should be credited in respect of their entire aggregate holding. Such Noteholders are reminded that provided that this is followed, the Redemption Moneys and/or the Non-Exercise Fee will be credited to such specified account on the Redemption Date.

None of the Issuer, CESC, the Trustee, the IPA, the Registrar or the Delegate Agent will be responsible for ensuring that the Redemption Moneys and/or the Non-Exercise Fee are actually received by the relevant Noteholder or Beneficial Owner. In any event, none of the Issuer, CESC, the Trustee, the IPA, the Registrar or the Delegate Agent or any of their respective directors, officers, employees, agents, associates or affiliates shall be liable for any delay in payment or non-payment (as the case may be) of the Redemption Moneys and/or the Non-Exercise Fee arising from the requisite bank account details in the Exercise Notice not having been validly completed.

SUBMISSION OF TAX RESIDENCY DECLARATION FORM

For the purpose of enabling the Issuer to determine the amount of withholding tax (if any) payable to the Inland Revenue Authority of Singapore in respect of the Non-Exercise Fee, holders and/or Beneficial Owners of the Notes are requested to complete the Tax Residency Declaration Form. The Tax Residency Declaration Form will require holders and/or Beneficial Owners of the Notes to declare, among others, the country of residence in which such holders and/or Beneficial Owners of the Notes are resident for tax purposes.

Noteholders may obtain printed copies of the Tax Residency Declaration Form from the Delegate Agent at 80 Robinson Road, #11-02, Singapore 068898, at any time between 9.00 a.m. and 5.00 p.m. (Singapore time) from Mondays to Fridays (excluding public holidays), from 3 March 2023 up to the Exercise Deadline. Noteholders may also email the Delegate Agent at is.corporateactions@sg.tricorglobal.com from 3 March 2023 up to the Exercise Deadline to request for an electronic copy of the Tax Residency Declaration Form.

The duly completed Tax Residency Declaration Form should be submitted either (i) by hand or by post to the Delegate Agent at 80 Robinson Road, #11-02, Singapore 068898, or (ii) electronically via email to the Delegate Agent at is.corporateactions@sg.tricorglobal.com, in each case, to be received by the Delegate Agent on or prior to the Exercise Deadline.

Only Tax Residency Declaration Forms may be submitted to the Delegate Agent by post or via email. Submission of Exercise Notices to the Delegate Agent by post or via email will not constitute a valid submission.

<p>Duly completed Exercise Notices should be submitted <u>by hand</u> to the Delegate Agent at the following address <u>no later than 5.00 p.m. (Singapore time) on 17 March 2023:</u></p> <p style="text-align: center;">Delegate Agent Tricor Singapore Pte. Ltd. (trading as Tricor Barbinder Share Registration Services) 80 Robinson Road #11-02 Singapore 068898</p>	<p>Duly completed Tax Residency Declaration Forms should be submitted either (i) by hand or by post to the Delegate Agent at the following address, or (ii) via email to the Delegate Agent at the following email address, <u>no later than 5.00 p.m. (Singapore time) on 17 March 2023:</u></p> <p style="text-align: center;">Delegate Agent Tricor Singapore Pte. Ltd. (trading as Tricor Barbinder Share Registration Services) 80 Robinson Road #11-02 Singapore 068898 Email: is.corporateactions@sg.tricorglobal.com</p>
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This Notice is given by:
Chip Eng Seng Corporation Ltd.
CES Treasury Pte. Ltd.
3 March 2023