

## MANDATORY CONDITIONAL CASH OFFER

by

**MR. BENEDICT CHEN ONN MENG**

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

### **VIBROPOWER CORPORATION LIMITED**

(Company Registration No.: 200004436E)

(Incorporated in the Republic of Singapore)

excluding treasury shares and those shares already owned, controlled or agreed to be acquired by Mr. Benedict Chen Onn Meng and persons acting in concert with him

## OFFER ANNOUNCEMENT

### 1. INTRODUCTION

- 1.1 **VibroPower Corporation Limited.** VibroPower Corporation Limited (the “**Company**”) is a public limited company incorporated in Singapore and has, as at the date of this announcement (the “**Offer Announcement**”), a total issued and paid-up capital of S\$19,753,430.662, comprising 74,772,914 ordinary shares (“**Shares**”), of which 1,076,800 ordinary shares are held as treasury shares (“**Treasury Shares**”). The 73,696,114 issued Shares (excluding 1,076,800 Treasury Shares) in the share capital of the Company is also referred to as the “**Total Issued Shares**” in this announcement. The Company and its subsidiaries and associated companies are also referred to as the “**Group**”.
- 1.2 **Listed on the SGX-ST.** The Shares are listed and quoted on the Singapore Exchange Securities Limited (the “**SGX-ST**”). In addition, the Company has 6,934,010 outstanding (or unexercised) warrants (the “**Warrants**”) listed and quoted on the SGX-ST. The Warrants were issued as part of the Company’s rights issue cum warrants exercise (the “**Rights Issue cum Warrants Exercise**”) first announced on 1 October 2019, which closed on 17 January 2020. Under the Rights Issue cum Warrants Exercise, every entitled shareholder of the Company who held two (2) existing Shares on the record date was entitled to subscribe for one (1) new Share at the issue price of S\$0.10, with one (1) Warrant issued free of cost. Each Warrant, when exercised, entitles the holder (each a “**Warrantholder**” and collectively, the “**Warrantholders**”) to subscribe for one new Share at the exercise price of S\$0.10.
- 1.3 **Acquisitions.** Mr. Benedict Chen Onn Meng (the “**Offeror**”) wishes to announce (the “**Offer Announcement**”) that he has on 18 November 2024 acquired from:-
- (a) Mr. Wong Kin Siong (“**Seller A**”) a total of 7,000,000 Shares, representing approximately 9.50% of the Total Issued Shares;
  - (b) Ms. Ong Ai Ling (“**Seller B**”) a total of 6,208,100 Shares, representing approximately 8.42% of the Total Issued Shares;
  - (c) Mr. Wong Chong Heng (“**Seller C**”) a total of 2,500,000 Shares, representing approximately 3.39% of the Total Issued Shares;
  - (d) Mr. Chua Aik Fook (“**Seller D**”) a total of 931,333 Shares, representing approximately 1.26% of the Total Issued Shares;
  - (e) Ms. Liu Yang (“**Seller E**”) a total of 370,000 Shares, representing approximately 0.50% of the Total Issued Shares; and
  - (f) Mr. Lee Beng Chong (“**Seller F**”) a total of 192,900 Shares, representing approximately 0.26% of the Total Issued Shares,

(collectively, the "**Acquisitions**", and each an "**Acquisition**", and each of Seller A, Seller B, Seller C, Seller D, Seller E and Seller F is also referred to as a "**Seller**" and collectively, the "**Sellers**").

- 1.4 In total, the Offeror acquired 17,202,333 Shares from the Sellers, representing a total of approximately 23.34% of the Total Issued Shares as at the date of this Offer Announcement (the "**Offer Announcement Date**").
- 1.5 **Consideration.** The total consideration of S\$344,046 paid for by the Offeror, in cash, to the Sellers comprises the following:-
- (a) Singapore Dollars One Hundred and Forty Thousand (S\$140,000), being S\$0.02 for each Share, to Seller A;
  - (b) Singapore Dollars One Hundred and Twenty-Four Thousand and One Hundred and Sixty-Two (S\$124,162), being S\$0.02 for each Share, to Seller B;
  - (c) Singapore Dollars Fifty Thousand (S\$50,000), being S\$0.02 for each Share, to Seller C;
  - (d) Singapore Dollars Eighteen Thousand Six Hundred and Twenty-Six (S\$18,626), being S\$0.02 for each Share, to Seller D;
  - (e) Singapore Dollars Seven Thousand Four Hundred (S\$7,400), being S\$0.02 for each Share, to Seller E; and
  - (f) Singapore Dollars Three Thousand Eight Hundred and Fifty-Eight (S\$3,858), being S\$0.02 for each Share, to Seller F.

## 2. MANDATORY OFFER

### 2.1 Shares Owned by the Offeror and Persons Acting in Concert with the Offeror.

- (a) Prior to the Acquisitions, the Offeror owned:
  - (i) directly: 12,000,180 Shares (excluding Treasury Shares), representing 16.28% of the Total Issued Shares, held in his securities account with the Central Depository (Pte) Ltd (the "**CDP**");
  - (ii) indirectly (or deemed): 175,200 Shares (excluding Treasury Shares), representing 0.24% of the Total Issued Shares, held in his CPF investment account with UOB Kay Hian Pte. Ltd,amounting to a total of 12,175,380 Shares, representing approximately 16.52% of the Total Issued Shares.
- (b) Prior to the Acquisitions, Mr. Chen Siew Meng, the Offeror's brother (the "**Primary Concert Party**"), owned:
  - (i) directly: 4,912,800 Shares (excluding Treasury Shares), representing 6.67% of the Total Issued Shares, held in his securities account with the CDP;
  - (ii) indirectly (or deemed): 2,537,720 Shares (excluding Treasury Shares), representing approximately 3.44% of the Total Issued Shares, of which 12,900 are held with OCBC Nominees Singapore Pte. Ltd and 2,524,820 are held with OCBC Securities Pte. Ltd,amounting to a total of 7,450,520 Shares, representing approximately 10.11% of the Total Issued Shares.

- (c) Prior to the Acquisitions, the Offeror and the Primary Concert Party collectively owned directly and indirectly (or deemed) a total of 19,625,900 Shares (excluding Treasury Shares), representing approximately 26.63% of the Total Issued Shares.
  - (d) After the Acquisitions, the Offeror and the Primary Concert Party collectively own directly and indirectly (or deemed) a total of 36,828,233 Shares (excluding Treasury Shares), representing approximately 49.97% of the Total Issued Shares.
- 2.2 **Mandatory Offer.** As a consequence of the Acquisitions, the Offeror has increased its stake in the Company to approximately 39.86% (i.e., 16.52% + 23.34%). When taken together with the voting rights already owned or held by the Primary Concert Party, the Offeror and the Primary Concert Party now own approximately 49.97% of the Total Issued Shares. The Offeror is, therefore, required to make a mandatory conditional cash offer (the "**Offer**") for all Shares, excluding Treasury Shares and Shares already owned, controlled and agreed to be acquired by the Offeror (the "**Offer Shares**" and each an "**Offer Share**"), in accordance with Section 139 of the Securities and Futures Act 2001 of Singapore (the "**Securities and Futures Act**") and Rule 14.1 of the Singapore Code on Takeovers and Mergers (the "**Code**").
- 2.3 **Proposal to Warrantholders.** In accordance with Rule 19 of the Code, the Offeror intends to make an offer (the "**Warrants Offer**") to all Warrantholders to acquire their Warrants (other than the 4,000,060 Warrants held by the Offeror as at the Offer Announcement Date. Please refer to section 4 for more information on the Warrants Offer.
- 2.4 **Warrants Held by Offeror.** The 4,000,060 Warrants, representing approximately 57.69% of all outstanding Warrants, are held by the Offeror directly.
- 2.5 **Holdings of Relevant Securities by Relevant Persons.** Please refer to **Schedule 1** of this Offer Announcement for details of the holdings by Relevant Persons of Relevant Securities (both defined in section 9.1 of this Offer Announcement).

### 3. THE OFFER

- 3.1 **Terms of the Offer.** Subject to the terms and conditions to be set out in a formal offer document to be issued by the Offeror (the "**Offer Document**"), the Offeror will make the Offer for all Offer Shares in accordance with Section 139 of the Securities and Futures Act and Rule 14.1 of the Code on the following key terms:

(a) **Offer Price**

Under Rule 14.3 the Code, the Offeror is required to make the Offer for the Offer Shares at not less than the highest price at which the Offeror, and persons acting in concert with him, have acquired Shares during the Offer Period (as defined below) and in the six (6) months immediately preceding the Offer Announcement Date (the "**Relevant Period**").

As the Offeror, the Primary Concert Parties (to the best of his knowledge, information and belief) and persons acting in concert with him have not acquired any Shares during the Relevant Period, the Offeror will pay **S\$0.02** in cash (the "**Offer Price**") for each Offer Share tendered in acceptance of the Offer.

**THE OFFER PRICE IS FINAL, AND THE OFFEROR WILL NOT REVISE THE OFFER PRICE.**

(b) **Offer Shares**

The Offer will be extended to all Offer Shares in issue at the Offer Announcement Date, on the same terms and conditions. For the purposes of the Offer, the expression "**Offer Shares**" includes all such Shares issued from valid exercise of the Warrants but excludes Treasury Shares and Shares already owned, controlled or agreed to be acquired by the Offeror, the Primary Concert Party and persons acting in concert with the Offeror (collectively also referred to as the or his "**Concert Parties**") as at the Offer Announcement Date.

Other than the Warrants, the Offeror understands that the Company does not have in place any share plan, nor has it entered into any agreement for any new Shares to be delivered or issued under any convertible securities.

(c) **No Encumbrances**

The Offer Shares will be acquired only if they are (i) validly issued and fully paid, (ii) free from all mortgages, assignments, debentures, liens, hypothecation, charges, pledges, adverse claims, rent-charge, title retention, claims, equity, options, pre-emption rights to acquire, security agreement and security interest, or other rights or encumbrance of whatever nature. In addition, the Offer Shares will be acquired together with all rights, benefits, entitlements and advantages attached to them as at the Offer Announcement Date and thereafter, including all voting rights and the right to receive and retain all dividends, rights, return of capital and/or other distributions (the "**Distribution**") (if any) which may be announced, declared, made or paid by the Company on or after the Offer Announcement Date.

The Offeror reserves the right to reduce the Offer Price to reflect any Distribution announced, declared, made or paid by the Company on or after the Offer Announcement Date. This adjustment, if applicable, will be equivalent to the distribution amount and will depend on the settlement date for Offer Shares tendered in acceptance of the Offer.

3.2 **Minimum Acceptance Condition.** Pursuant to Rule 14.2 of the Code, the Offer is subject to the Offeror and his Concert Parties having received, by the close of the Offer, valid acceptances of Offer Shares which, when combined with the number of Shares owned, controlled or agreed to be acquired before or during the Offer by or on behalf of the Offeror and his Concert Parties, exceed **50.0%** of the total voting rights of the Company (the "**Minimum Acceptance Condition**"). This calculation includes any voting rights attached to new Shares issued from the exercise of Warrants before the Offer closes. Accordingly, if new Shares are issued from the exercise of all Warrants outstanding (excluding the 4,000,060 Warrants held by the Offeror as at the Offer Announcement Date) before the Offer closes, the total number of issued Shares in the issued and paid-up capital of the Company will be 76,630,064 Shares (i.e., 73,696,114 issued Shares as at the Offer Announcement Date plus 2,933,950 new Shares issued from the exercise of all Warrants, excluding the 4,000,060 Warrants held by the Offeror (the "**Potential Maximum Issued Shares**").

3.3 **Offer Becoming Unconditional.** The Offer can, therefore, only be declared as unconditional on the closing date of the Offer, or at any preceding time if there should be valid acceptances of the Offer Shares in such quantity that, when aggregated with Shares already owned, controlled, or agreed to be acquired prior to or during the Offer by the Offeror and his Concert Parties, bestows upon the Offeror and his Concert Parties in excess of **50.0%** of the total voting rights of the Company. Specifically, this equates to the Offeror and his Concert Parties acquiring or controlling a minimum of 38,315,032 Shares, constituting 50.0% of the Potential Maximum Issued Shares (amounting to 76,630,064 Shares), or if no Warrant is exercised prior to the closing date of the Offer, a minimum of 36,848,057 Shares, constituting 50.0% of the Total Issued Shares (amounting

to 73,696,114 Shares).

- 3.4 **Duration of the Offer.** The Offer will be open for acceptance by Shareholders for the period commencing on the date the Offer Document is posted and ending on the day falling 28 days thereafter ("**Initial Closing Date**"). Accordingly, the Offer will close at 5.30 p.m. (Singapore Time) on the Initial Closing Date or such later date(s) as may be announced from time to time by or on behalf of the Offeror. Shareholders should understand that as the Offer is subject to the Minimum Acceptance Condition being achieved, the Initial Closing Date will be extended by at least 14 days if the Offer becomes unconditional before the expiry of the Initial Closing Date ("**Further Closing Date**"). The "**Offer Period**" commences from the Offer Announcement Date until the Offer is declared closed by the Offeror.
- 3.5 **Withdrawal of Acceptances under Rule 29 of the Code.** Shareholders are hereby informed that under Rule 29 of the Code, they are entitled to withdraw their acceptances after 14 days from the Initial Closing Date if the Offer has not by then become unconditional, that is to say, the Minimum Acceptance Condition has not been achieved. This entitlement to withdraw is valid until the Offer becomes unconditional as to acceptances in the event the Offer Period is extended, which in any event cannot extend beyond 60 days from the date the Offer Document is posted, unless the SIC gives its consent, or if there exists a competitive situation.
- 3.6 **Withdrawal in a Competitive Situation.** In a competitive situation, if one offer becomes unconditional as to acceptances, Shareholders who have tendered their acceptances for the other (unsuccessful) offer can, if they wish, immediately withdraw their acceptances for the unsuccessful offer.

#### 4. THE WARRANTS OFFER

- 4.1 **Warrants Overview.** As of 19 November 2024, based on available public information, there are a total of 6,934,010 outstanding Warrants which are quoted and traded on the SGX-ST. Excluding the 4,000,060 Warrants currently held by the Offeror, the aggregate number of Warrants held by other Warrantholders is 2,933,950. This figure constitutes approximately 3.83% of the Company's Potential Maximum Issued Share Capital, assuming full exercise of these Warrants and corresponding subscription for new Shares under the terms and conditions governing the Warrant issuance.
- 4.2 **Terms of issue of the Warrants.** The key terms and conditions of issue of the Warrants are<sup>1</sup>:-
- (a) One (1) Warrant was issued to each entitled shareholder along with each Rights Share under the Rights Issue cum Warrants Exercise at its closing date on 17 January 2020;
  - (b) One (1) new Share, fully paid will be issued to a Warrantholder from the exercise of every Warrant held;
  - (c) An issue price of S\$0.10 is payable by a Warrantholder for every (1) new Share issued from the exercise of one (1) Warrant;
  - (d) The exercise period for the Warrants will expire at 5:00 p.m. (Singapore time) on 16 January 2025; and
  - (e) The closing price of each Warrant quoted as at the close of trading on the Offer Announcement Date is S\$0.041<sup>2</sup>.

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<sup>1</sup> Please refer to the Company's announcement dated 1 October 2019 regarding the terms and conditions of the issue of the Warrants. A copy of the Deed Poll will be attached as an appendix to the Warrant Offer Letter in due course.

<sup>2</sup> This closing price reflects the last transacted price of the Warrants on October 22, 2020.

4.3 **Extension of Offer to Shares issued from exercise of Warrants.** As stated in section 3.1(b), the Offer will be extended, on the same terms and conditions, to all new Shares issued from valid exercises of any Warrants before the Offer closes, but excludes Treasury Shares and Shares already owned, controlled or agreed to be acquired by the Offeror and his Concert Parties as at the Offer Announcement Date.

4.4 **Key Terms of the Warrants Offer.** The offer for the Warrants will be made by the Offeror on the following key terms:-

- (a) **Warrants Offer Price.** The Offeror will pay S\$0.001 in cash for each Warrant tendered in acceptance of the Warrants Offer (the "**Warrants Offer Price**").
- (b) **Conditionality of the Warrants Offer.** The offer to acquire the Warrants is contingent upon two primary conditions: firstly, the fulfillment of the Minimum Acceptance Condition where the Offer must become unconditional in every aspect; and secondly, the Warrants must remain capable of being exercised until the closing date of the Offer or their stated expiry date (whichever occurs first in time). Should the Offer be withdrawn or expire due to the Minimum Acceptance Condition not having been fulfilled by the close of the Offer, or in the event the Warrants are no longer exercisable by the close of the Offer or their stated expiry date, the Warrants Offer will be withdrawn and be deemed null and void.
- (c) **No Encumbrances.** The Warrants will only be acquired if they are: (i) validly issued, (ii) free from all mortgages, assignments, debentures, liens, hypothecation, charges, pledges, adverse claims, rent-charge, title retention, claims, equity, options, pre-emption rights, rights to acquire, security agreement and security interest or other rights or encumbrances of whatever nature, and (iii) acquired together with all rights, benefits, entitlements and advantages attached to them as at the Offer Announcement Date and thereafter, including all voting rights and the right to receive and retain all Distribution (if any) which may be announced, declared, made or paid by the Company on or after the Offer Announcement Date.

The Offeror reserves the right to reduce the Warrants Offer Price to reflect any Distribution announced, declared, made, or paid by the Company on or after the Offer Announcement Date. This adjustment, if applicable, will be equivalent to the distribution amount and will depend on the settlement date for Warrants tendered in acceptance of the Warrants Offer.

4.5 **Notes on Rule 19 of the Code.** In accordance with the Notes on Rule 19 of the Code, an appropriate offer price for outstanding instruments convertible into, rights to subscribe for, and options in respect of, securities being offered for or which carry voting rights, the "see-through" price is normally used to determine the appropriate offer price. An appropriate offer or proposal for such instruments, subscription rights or options is at least the higher of the following:-

- (a) **the "see-through" price.** For rights to subscribe for, and options in respect of, securities being offered for or which carry voting rights, the "see-through" price is the excess of the offer price for the underlying securities over the exercise or subscription price of such subscription rights or options. For instruments convertible into securities being offered for or which carry voting rights, the "see-through" price is the offer price for the underlying securities multiplied by the conversion ratio. For example, if the share offer price is \$4, the "see-through" price for an instrument convertible into 5 shares should be \$20 (\$4 times 5); and
- (b) **the highest price paid.** The highest price paid by the offeror and persons acting in concert with it for such instruments, subscription rights or options during the offer period and:-
  - (i) for a mandatory offer: within 6 months of commencement of the offer period; or

- (ii) for a voluntary offer: within 3 months of commencement of the offer period.

Where the offeror and persons acting in concert with it have not acquired any instruments convertible into, rights to subscribe for, nor options in respect of, securities being offered for or which carry voting rights during the time periods set out in section 4.5(b) above and the see-through price is zero or negative, the offeror may offer a nominal amount for such instruments, subscription rights or options.

- 4.6 **Determination of the Warrants Offer Price.** With the Offer Price designated at S\$0.02 and the exercise price for the Warrants marked at S\$0.10, the resultant "see-through" price for the Warrants is thus calculated as S\$0.02 (being the Offer Price) subtracting S\$0.10 (being the exercise price of the Warrants), leading to a negative value of S\$0.08. Given this context, and in line with the stipulations outlined in section 4.5(b), and considering that neither the Offeror nor any of his Concert Parties have engaged in the acquisition of Warrants within the timeframe described in section 4.6(b)(i), the Offeror has established the Warrants Offer Price at a nominal value of S\$0.001 for each Warrant submitted for acceptance under the Warrants Offer.
- 4.7 **Offer and Warrants Offer Mutually Exclusive.** The Offer and the Warrants Offer are separate and mutually exclusive. The Warrants Offer does not form part of the Offer, and *vice versa*. While the Warrants Offer will only proceed if the Offer becomes unconditional, the Offer on the other hand does not depend on any minimum level of acceptance in relation to the Warrants Offer. Warrantheolders have two distinct choices:
- (a) **Accept the Offer.** Exercise their Warrants to receive new Shares and tender these Shares for acceptance under the Offer.
- (b) **Accept the Warrants Offer.** Tender their unexercised Warrants for acceptance under the Warrants Offer.
- 4.8 **Despatch Date.** Details of the Warrants Offer will be set out in a letter to the Warrantheolders (the "**Warrants Offer Letter**") which will be despatched and posted to the Warrantheolders together with the Offer Document.

## 5. FINANCIAL EVALUATION OF THE OFFER

The Offer Price represents the following **discounts or premium to** the historical transacted prices of the Shares on the SGX-ST:

| Description                                                                                                                                                                                                  | Benchmark Price<br>(S\$) <sup>(1)</sup> | (Discount) /<br>Premium to the<br>Benchmark Price<br>(%) <sup>(2)</sup> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|
| Last transacted price per Share on the SGX-ST on 19 November 2024 (being the last full day of trading in the Shares prior to the day of trading halt on 20 November 2024 (the " <b>Last Trading Date</b> ")) | S\$0.020 <sup>(3)</sup>                 | 0.00%                                                                   |
| Volume-weighted average price (" <b>VWAP</b> ") per Share for the 1-month period up to and including the Last Trading Date                                                                                   | S\$0.022                                | (9.09)%                                                                 |
| VWAP per Share for the 3-month period up to and including the Last Trading Date                                                                                                                              | S\$0.025                                | (20.00)%                                                                |

|                                                                                  |          |         |
|----------------------------------------------------------------------------------|----------|---------|
| VWAP per Share for the 6-month period up to and including the Last Trading Date  | S\$0.022 | (9.09)% |
| VWAP per Share for the 12-month period up to and including the Last Trading Date | S\$0.017 | 17.65%  |

**Notes:**

- (1) Based on data extracted from Bloomberg L.P. and with the figures rounded to the nearest three decimal places.
- (2) Percentage figures have been rounded to the nearest two decimal places.
- (3) Based on the last transacted price on 19 November 2024, being the Last Trading Date.

## 6. INFORMATION ON THE OFFEROR

Mr. Benedict Chen Onn Meng, the Offeror, established the Company and holds a controlling interest. Currently, he serves as the executive director and CEO of the Company.

## 7. INFORMATION ON THE COMPANY

- 7.1 The Company is a public company limited by shares. It was incorporated in Singapore on 21 July 1995. The Shares have been listed on the Mainboard of the SGX-ST since 28 September 2006.
- 7.2 The Company and its subsidiaries are principally engaged in three principal segments, Projects (supplying power generators) Power Plant (supplying electricity) and Others.
- 7.3 Based on a search conducted at the Accounting and Corporate Regulatory Authority of Singapore as at the Offer Announcement Date, the Company has an issued and paid-up share capital of S\$19,753,430.662, comprising 73,696,114 Shares (not including 1,076,800 Shares held as Treasury Shares). Based on publicly available information, the Company has 6,934,010 Warrants in issue and does not have any other outstanding instruments convertible into, rights to subscribe for, and options in respect of, securities which carry voting rights.
- 7.4 As at the Offer Announcement Date, the Board comprises the following individuals:
  - (a) Mr. Ernest Yogarajah s/o Balasubramaniam (Non-Executive Chairman of the Board and Non-Executive Director);
  - (b) Mr. Tan Poh Chye Allan (Independent Director);
  - (c) Mr. Hew Koon Chan (Independent Director); and
  - (d) Mr. Benedict Chen Onn Meng (Executive Director and Chief Executive Officer).

## 8. RATIONALE FOR THE OFFER AND THE OFFEROR'S INTENTIONS FOR THE COMPANY

- 8.1 **Compliance with the Code.** As a result of the Acquisitions, the Offeror is making the Offer in compliance with the requirements of Rule 14.1 of the Code.
- 8.2 **Intention for the Company.** It is the current intention of the Offeror to maintain the listing status of the Company on the SGX-ST and carry on the existing businesses of the Group. The Offeror has no present intention to: (a) introduce any major changes to the existing businesses of the Group, (b) re-deploy fixed assets of the Group, or (c) discontinue employment of the employees of the Group, other than in the ordinary course of business. However, the Offeror retains and reserves the right and flexibility to consider any options or opportunities which may present themselves during the course of the Offer and thereafter which he regards to being in his and the Company's best interests.

## 9. LISTING STATUS AND COMPULSORY ACQUISITION

- 9.1 **Listing Status.** Under Rule 1105 of the Listing Manual of the SGX-ST (the "**Rules**"), upon the announcement by the Offeror that valid acceptances have been received that bring the holdings of the Shares owned by the Offeror and his Concert Parties to above 90.0% of the Total Issued Shares (excluding Treasury Shares), the SGX-ST may suspend the trading of the Shares until it is satisfied that at least 10.0% of the Total Issued Shares (excluding treasury shares) is held by at least 500 Shareholders who are members of the public.
- 9.2 **Suspension of trading.** If the Offeror succeeds in accumulating acceptances exceeding 90.0% of the Total Issued Shares (excluding Treasury Shares) which results in the percentage of Shares (excluding Treasury Shares) held in public hands to fall below 10.0%, the SGX-ST will suspend trading of the Shares at the close of the Offer under Rule 1303(1).
- 9.3 **Three months cure-period.** Shareholders are advised to note that Rule 723 requires the Company to ensure that at least 10.0% of the Total Issued Shares (excluding Treasury Shares) are at all times held by the public. In addition, under Rule 724(1), if the percentage of the Total Issued Shares (excluding Treasury Shares) held in public hands falls below 10.0%, the Company must, as soon as practicable, announce that fact and the SGX-ST may suspend the trading of all the Shares. Rule 724(2) further states that the SGX-ST may allow the Company a period of three months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares held in public hands to at least 10.0%, failing which the Company may be delisted from the SGX-ST.
- 9.4 **Current intention of the Offeror.** It is the current intention of the Offeror to maintain the present listing status of the Company on the SGX-ST, following the close of the Offer. In the event the percentage of Shares (excluding treasury shares) held in public hands falls below 10.0% and trading of the Shares on the SGX-ST is suspended pursuant to Rule 724 or Rule 1105, the Offeror intends to undertake and/or support any action as may be necessary for such trading suspension to be lifted. However, the Offeror reserves the right to re-evaluate his position, taking into account, among other things, the level of acceptance received by the Offeror and the prevailing market conditions. Accordingly, there is no assurance that the Offeror will take steps to preserve the listing status of the Company on the SGX-ST if the percentage of Shares (excluding Treasury Shares) held in public hands falls below 10.0%.
- 9.5 **Compulsory Acquisition.** Pursuant to Section 215(1) of the Companies Act 1967 of Singapore (the "**Companies Act**"), if the Offeror receives valid acceptances and/or acquires such number of Shares at the close of the Offer which (excluding Shares held or treated as held by the Offeror) amount to not less than 90% of the Total Issued Shares (the "**Compulsory Acquisition Threshold**"), he is entitled to acquire the Shares held Shareholders who did not accept the Offer (the "**Dissenting Shareholders**") on the same terms as those offered under the Offer, pursuant to the provisions of that section. On the other hand, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Shares which, together with the Shares held in treasury and Shares held, or treated as held, by it, comprise 90% or more of the Total Issued Shares, the Dissenting Shareholders who have not accepted the Offer will have a right to require the Offeror to acquire their Shares at the Offer Price. **Such Dissenting Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.**
- 9.6 **Computation of the Compulsory Acquisition Threshold.** In computing the Shares held or treated as held by the Offeror, the following Shares, amongst others, are included:
- (a) Shares held directly by the Offeror;
  - (b) Shares held by a nominee for the Offeror
  - (c) Shares held by a related corporation of the Offeror or a nominee of that relation corporation;
  - (d) Shares held by persons under the Offeror's influence or whom the Offeror is influenced by;

- (e) Shares held by family members of the Offeror;
  - (f) Shares held by body corporate controlled by the Offeror; and
  - (g) Treasury Shares.
- 9.7 **In computing the Compulsory Acquisition Threshold, the following Shares are excluded:**
- (a) Shares issued after the close of the Offer; and
  - (b) Treasury Shares as at the date of the Offer as well as those acquired after the Offer but before a specified date stipulated under the terms and conditions of the Offer, ceasing to be held as Treasury Shares after the date of the Offer.
- 9.8 **Shares included in the Offer.** For the purposes of the Offer, Shares held by Offeror directly, its nominees (i.e., in the Offeror's CPF Investment Account), by the Offeror's Primary Concert Party, ( i.e., his brother, Mr. Chen Siew Meng and other family members (if any) such as (but not limited to) his spouse, parent, other sibling and children) and Treasury Shares are treated as held or acquired by the Offeror.
- 9.9 **As stated above, it is the current intention of the Offeror is to maintain the listing status of the Company on the SGX-ST. Accordingly, the Offeror has no present intention of exercising his right of compulsory acquisition under Section 215(1) of the Companies Act, should such right become available to him. However, as set out in section 8.2 of this Offer Announcement, the Offeror reserves the right to re-evaluate his position, acting in the best interests of the Company and himself.**
10. **DISCLOSURE OF HOLDINGS, DEALINGS AND OTHER ARRANGEMENTS IN RELEVANT SECURITIES**
- 10.1 **Holdings in Relevant Securities.** Save as disclosed in Schedule 1 to this Offer Announcement, as at the Offer Announcement Date, based on the latest information available to the Offeror, none of the Offeror and his Concert Parties (the "**Relevant Persons**") owns, controls or has agreed to acquire any:
- (a) Shares;
  - (b) securities which carry voting rights in the Company; or
  - (c) convertible securities, warrants, options or derivatives in respect of the Shares or securities which carry voting rights in the Company,
- (collectively, the "**Relevant Securities**").
- 10.2 **Dealings.** Save as disclosed in this Offer Announcement (including **Schedule 1** hereto) and based on the latest information available to the Offeror, none of the Relevant Persons has dealt with for value in any Relevant Securities during the period commencing six months prior to the Offer Announcement Date and ending on the Offer Announcement Date (the "**Reference Period**").
- 10.3 **Further Enquiries.** In the interests of confidentiality, the Offeror has not made enquiries in respect of certain other persons who are or may be presumed to be acting in concert with the Offeror in connection with the Offer. Further enquiries will be made of such persons, and the relevant disclosures, if any, will be made in due course in the Offer Document.
- 10.4 **Disclosure of Dealings.** In accordance with the Code, the associates (as defined under the Code, and which includes all substantial shareholders) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company under Rule 12 of the Code.

- 10.5 **Irrevocable Undertaking.** As at the Offer Announcement Date and based on the latest information available to the Offeror, none of the Relevant Persons has received any irrevocable commitment from any party to accept or reject the Offer and/or Warrants Offer.
- 10.6 **Other Arrangements.** Save as disclosed in this Offer Announcement, as at the Offer Announcement Date and based on the latest information available to the Offeror, none of the Relevant Persons has:
- (a) entered into an arrangement (whether by way of option, indemnity or otherwise) in relation to shares of the Company or the Offeror which might be material to the Offer, or the Warrants Offer;
  - (b) granted any security interest relating to any Relevant Securities to another person, whether through a charge, pledge or otherwise;
  - (c) borrowed any Relevant Securities from another person (excluding borrowed Relevant Securities which have been on-lent or sold); or
  - (d) lent any Relevant Securities to another person.

## 11. CONFIRMATION OF FINANCIAL RESOURCES

DBS Bank Ltd, banker to the Offeror has, on 23 October 2024, confirmed in writing that sufficient financial resources are available to the Offeror to satisfy full acceptances of: (a) the Offer (including any acceptances in respect of new Shares unconditionally issued or to be issued pursuant to the valid exercise of any Warrants) at the Offer Price; and (b) the Warrants Proposal by the Warrantheolders at the Warrants Price.

## 12. DESPATCH OF THE OFFER DOCUMENT

- 12.1 Further information regarding the Offer will be set out in the Offer Document, to be issued. The Offer Document, which will set out the full terms and conditions of the Offer and enclose the appropriate form(s) of acceptance of the Offer, will be disseminated to the Shareholders not earlier than 14 days and not later than 21 days from the Offer Announcement Date. The Warrants Offer Letter, which will set out the full terms and conditions of the Warrants Offer and the appropriate form(s) of acceptance of the Warrants Offer, will also be disseminated to the Warrantheolders at the same time. Pursuant to Rule 22.3 of the Code, the Offer and the Warrants Offer will remain open for acceptance by Shareholders for a period of at least 28 days from the date of posting of the Offer Document (together with the Warrants Offer Letter).
- 12.2 Pursuant to the Public Statements issued by the Securities Industry Council ("**SIC**") dated 6 May 2020, 29 September 2020 and 29 June 2021 regarding despatch of take-over documents under the Code, the Offeror intends to seek the SIC's consent for the dissemination of the Offer Document (together with the form(s) for acceptance of the Offer and Warrants Offer (the "**Acceptance Forms**")) and Warrants Offer Letter electronically. An electronic copy of the Offer Document, Warrants Offer Letter and Acceptance Forms will be published on the websites of the SGX-ST and the Company within the timelines stated in section 12.1.
- 12.3 In connection with the electronic dissemination of the Offer Document and Warrants Offer Letter, a hardcopy notification ("**Notification**") containing instructions on how to access the electronic copy of the Offer Document and Warrants Offer Letter, together with hardcopy Acceptance Forms for the Offer and Warrants Offer and pre-addressed envelopes, which are pre-paid for posting in Singapore only, will be despatched by post to the Shareholders and Warrantheolders, respectively. Shareholders and Warrantheolders are advised to read the Offer Document, Warrants Offer Letter and Acceptance Forms carefully. **Shareholders and potential investors should exercise**

**caution and seek appropriate independent professional advice when dealing in the Shares and/or Warrants.**

### **13. OVERSEAS SHAREHOLDERS**

- 13.1 **Disclaimers in Overseas Jurisdictions.** This Offer Announcement is for informational purposes only and does not constitute an offer to sell or a solicitation to buy any securities. It is also not a solicitation for any vote or approval in any jurisdiction. Any sale, issuance, or transfer of securities mentioned in this Offer Announcement must comply with all applicable laws. The Offer and Warrants Offer will be made solely through the Offer Document, Warrants Offer Letter, and the relevant Acceptance Forms. These documents will contain the complete terms and conditions, including details on how to accept the Offer and Warrants Offer.
- 13.2 **Legal Restrictions in Overseas Jurisdiction.** The distribution of this Offer Announcement may be restricted by law in certain jurisdictions ("**Restricted Jurisdictions**"). Any person who receives this Offer Announcement in a jurisdiction where such restrictions apply should inform themselves of and comply with those restrictions.
- 13.3 **No Onward Distribution.** This Offer Announcement and any related Offer or Warrants Offer documents must not be mailed or otherwise distributed in, into, or from any Restricted Jurisdiction or any other jurisdiction where such distribution would violate local laws. Furthermore, the Offer and Warrants Offer will not be made to, nor accepted from, any person in a Restricted Jurisdiction or any other jurisdiction if it would violate the laws of that jurisdiction. Any person receiving these documents, including custodians, nominees, and trustees, must not distribute them in, into, or from any such jurisdiction.
- 13.4 **Manner of offer and acceptance.** Unless otherwise determined by the Offeror and permitted by applicable laws, the Offer and Warrants Offer will not be made directly or indirectly in, into, or from any Restricted Jurisdiction or other jurisdiction where such offers may violate local laws. This includes using any means of interstate or foreign commerce, such as mail, telephone, or electronic communication, or any facility of a national, state, or other securities exchange. Acceptance of the Offer and Warrants Offer through such means is also prohibited.
- 13.5 **Overseas Shareholders.** Shareholders residing outside of Singapore ("**Overseas Shareholders**") should be aware that the availability of the Offer and Warrants Offer may be affected by the laws of their respective jurisdictions. Overseas Shareholders are advised to familiarise themselves with and comply with any applicable legal requirements in their location. For the avoidance of doubt, the Offer and Warrants Offer are extended to all eligible Shareholders and Warrantholders, including those who may not directly receive the Offer Document, Warrants Offer Letter, and Acceptance Forms due to legal restrictions. Further details regarding Overseas Shareholders will be provided in the Offer Document and Warrants Offer Letter.
- 13.6 **Notification to Overseas Shareholders by way of advertisement.** The Offeror reserves the right to notify Overseas Shareholders regarding any matter relating to the Offer and Warrants Offer, including the announcement of the Offer, through a public announcement on the SGX-ST or a notice published in a widely circulated Singaporean newspaper. This notification will be considered sufficient, even if an Overseas Shareholder does not directly receive or see the announcement or notice.

### **14. CAUTIONARY STATEMENT**

**SHAREHOLDERS AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN TRADING IN THE SHARES AND/OR WARRANTS. WHERE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD CONSULT THEIR STOCKBROKER, BANK MANAGER, ACCOUNTANT, SOLICITOR, TAX ADVISER OR OTHER PROFESSIONAL ADVISERS.**

## **15. RESPONSIBILITY STATEMENT**

- 15.1 **Accuracy and correctness of information.** The Offeror (who may have delegated detailed supervision of this Offer Announcement) has taken all reasonable care to ensure that the facts stated, and all opinions expressed in this Offer Announcement are fair and accurate and that no material facts have been omitted which would make any statement in this Offer Announcement misleading, and the Offeror accepts responsibility accordingly.
- 15.2 **Responsibility for Information.** Where any information has been extracted or reproduced from published or otherwise publicly available sources, or obtained from the Company (including without limitation, information relating to the Company), the sole responsibility of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from the relevant sources and accurately reflected or reproduced in this Offer Announcement in the relevant context.

### **Issued by**

Mr. Benedict Chen Onn Meng

Date: 21 November 2024

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Any enquiries relating to this Offer Announcement, the Offer or Warrants Offer should be directed during office hours to: Mr. Benedict Chen Onn Meng to: [sg.greenovation@gmail.com](mailto:sg.greenovation@gmail.com)

#### Forward-Looking Statements

*All statements other than statements of historical facts included in this Offer Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "aim", "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements do not guarantee the future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor his legal advisor undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.*

## SCHEDULE 1

### DETAILS OF HOLDINGS AND DEALINGS IN RELEVANT SECURITIES

#### 1. Holdings of Relevant Securities by Relevant Persons

Holdings of Relevant Securities by Relevant Persons at the Offer Announcement Date are set out below:

| Name                  | Direct Interest |                  | Indirect (Deemed) Interest |                  | Total Interest |                  |
|-----------------------|-----------------|------------------|----------------------------|------------------|----------------|------------------|
|                       | No. of Shares   | % <sup>(1)</sup> | No. of Shares              | % <sup>(1)</sup> | No. of Shares  | % <sup>(1)</sup> |
| Offeror               | 12,000,180      | 16.28            | 175,200                    | 0.24             | 12,175,380     | 16.52            |
| Primary Concert Party | 4,912,800       | 6.67             | 2,537,720                  | 3.44             | 7,450,520      | 10.11            |

**Note:**

- (1) Based on 73,696,114 Shares (excluding 1,076,800 Treasury Shares) in issue as at the Offer Announcement Date.

Holdings of Warrants by the Relevant Persons at the Offer Announcement Date are set out below:

| Name    | Direct Interest |                  | Deemed Interest |                  | Total Interest  |                  |
|---------|-----------------|------------------|-----------------|------------------|-----------------|------------------|
|         | No. of Warrants | % <sup>(1)</sup> | No. of Warrants | % <sup>(1)</sup> | No. of Warrants | % <sup>(1)</sup> |
| Offeror | 4,000,060       | 57.69            | -               | -                | 4,000,060       | 57.69            |

**Notes:**

- (1) Based on 6,934,010 outstanding Warrants as of 19 November 2024, as ascertained from publicly available information.

#### 2. Dealings in Relevant Securities by Relevant Persons

Dealings in Relevant Securities by Relevant Persons during the Reference Period are set out below:

| Name                       | Date | No. of Shares/Warrants Acquired | No. of Shares/Warrants Disposed | Transaction Price per Share/Warrant (\$) |
|----------------------------|------|---------------------------------|---------------------------------|------------------------------------------|
| The Offeror <sup>(1)</sup> | -    | 17,202,333                      | NIL                             | S\$0.02                                  |
| Primary Concert Party      | -    | NIL                             | NIL                             |                                          |

**Notes:**

- (1) These are the 17,202,333 Shares the Offeror acquired from the Sellers pursuant to the respective sale and purchase agreements (all dated 18 November 2024) for an aggregate consideration of S\$344,046 paid in cash.

### 3. Relevant Securities of the Offeror and Concert Parties

Relevant Securities owned, held or agreed to be acquired prior to, and after, the Acquisitions by the Offeror and his Concert Parties are set out below:

|                                                                                                     | Shares Held Prior to the Acquisitions |           | Shares Held After the Acquisitions    |           | Other Securities (Warrants) After the Acquisitions                                                                                     |
|-----------------------------------------------------------------------------------------------------|---------------------------------------|-----------|---------------------------------------|-----------|----------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                     | Direct                                | Deemed    | Direct                                | Deemed    | Direct / Deemed                                                                                                                        |
| <b>Offeror</b>                                                                                      | 12,000,180                            | 175,200   | 29,202,513 <sup>(1)</sup>             | 175,200   | 4,000,060 (Warrants)                                                                                                                   |
| <b>Sub-Total</b>                                                                                    | <b>12,175,380</b> (Direct & Indirect) |           | <b>29,377,713</b> (Direct & Indirect) |           | <b>4,000,060</b>                                                                                                                       |
| <b>Percentage against Total Issued Shares (of 73,696,114 Shares)</b>                                | <b>16.52%</b> (Direct & Indirect)     |           | <b>39.86%</b> (Direct & Indirect)     |           | <b>57.69%</b> (based on the total Warrants outstanding of 6,934,010).                                                                  |
| <b>Primary Concert Party</b>                                                                        | 4,912,800                             | 2,537,720 | 4,912,800                             | 2,537,720 | Nil                                                                                                                                    |
| <b>Sub-Total</b>                                                                                    | <b>7,450,520</b> (Direct & Indirect)  |           | <b>7,450,520</b> (Direct & Indirect)  |           | Nil                                                                                                                                    |
| <b>Percentage against Total Issued Shares (of 73,696,114 Shares)</b>                                | <b>10.11%</b> (Direct & Indirect)     |           | <b>10.11%</b> (Direct & Indirect)     |           | Nil                                                                                                                                    |
| <b>Total held by Offeror and Primary Concert Party</b>                                              | <b>19,625,900</b> (Direct & Indirect) |           | <b>36,828,233</b> (Direct & Indirect) |           | <b>4,000,060</b> (held by Offeror).                                                                                                    |
| <b>Percentage against Total Issued Shares (of 73,696,114 Shares)</b>                                | <b>26.63%</b> (Direct & Indirect)     |           | <b>49.97%</b> (Direct & Indirect)     |           | <b>57.69%</b> (based on 4,000,060 over the total Warrants outstanding of 6,934,010).                                                   |
| <b>Percentage against the Maximum Potential Share Capital in the Company (of 76,630,064 Shares)</b> | <b>25.61%</b> (Direct & Indirect)     |           | <b>48.06%</b> (Direct & Indirect)     |           | <b>100.00%</b> (assuming acceptance of all 2,933,950 outstanding Warrants, other than 4,000,060 Warrants already held by the Offeror). |