



JEWELLERY GROUP

## SK JEWELLERY GROUP LIMITED

(Company Registration No.: 201214694Z)  
(Incorporated in the Republic of Singapore on 13 June 2012)

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### VOLUNTARY CONDITIONAL CASH OFFER BY DBS BANK LTD., FOR AND ON BEHALF OF OROGREEN INVESTMENT PTE.LTD., TO ACQUIRE ALL THE ISSUED ORDINARY SHARES IN THE CAPITAL OF SK JEWELLERY GROUP LIMITED -

### NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR

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#### Board of Directors:

**Dato' Sari Dr Lim Yong Guan**  
(Non-Executive Chairman)  
**Mr. Lim Yong Sheng**  
(Executive Director, Group Chief Executive Officer)  
**Mdm Lim Liang Eng**  
(Executive Director, Group Chief Operating Officer)  
**Mr. Ang Miah Khiang**  
(Lead Independent Director)  
**Mr. Sim Eng Huat**  
(Independent Director)  
**Mr. Lye Hoong Yip Raymond**  
(Independent Director)  
**Mr. Cheng Leung Ho**  
(Independent Director)

#### Registered Office:

7 Changi Business Park Vista  
#01-01  
Singapore 486042

2 October 2020

To: The Shareholders of SK Jewellery Group Limited

Dear Sir/Madam,

#### NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR ("NOTICE")

##### 1. INTRODUCTION

The board of directors ("**Directors**" or "**Board**") of SK Jewellery Group Limited ("**Company**", and together with its subsidiaries, the "**Group**") refers to:

- (a) the announcement dated 2 September 2020 ("**Offer Announcement**") made by DBS Bank Ltd ("**DBS**"), for and on behalf of OroGreen Investment Pre Ltd ("**Offeror**"), in connection with the voluntary conditional cash offer ("**Offer**") for all the issued and paid-up ordinary shares ("**Shares**") in the capital of the Company in accordance to Rule 15 of the Singapore Code of Take-overs and Mergers ("**Code**");
- (b) the announcement dated 2 September 2020 made by the Company in response to the Offer Announcement;

- (c) the offer document dated 18 September 2020 containing the terms and conditions of the Offer issued by the Offeror and which was issued to the shareholders of the Company (“**Shareholders**”) on 18 September 2020;
- (d) the announcement dated 26 September 2020 made by DBS, for and on behalf of the Offeror, in relation to, *inter alia*, the Offer being declared unconditional in all respects, the level of acceptances of the Offer, and the closing date of the Offer;
- (e) the news release issued by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 6 May 2020 announcing that the Monetary Authority of Singapore, the Securities Industry Council (“**Council**”) and the Singapore Exchange Regulation have introduced temporary measures to allow, with immediate effect until 30 September 2020, for listed issuers and parties involved in take-over or merger transactions the option to electronically disseminate take-over documents through publication on SGXNET and their corporate websites, thereby dispensing with the need to despatch hardcopy offer documents related to such take-over or merger transactions as required under the Securities and Futures Act (Cap 289), the Code and the listing rules of the SGX-ST; and
- (f) the public statement on Despatch of Take-over Documents under the Code issued by the Council on 6 May 2020.

## **2. ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR**

- 2.1. The Board would like to inform Shareholders that in connection with the Offer, the Company has obtained the Council’s approval, and therefore will be opting, for the electronic dissemination of the offeree circular (“**Offeree Circular**”) required to be issued by the Board to Shareholders (under Rule 22.2 and Rule 24 of the Code) through publication on the Company’s corporate website and SGXNET. **Accordingly, please note that no printed copies of the Offeree Circular will be despatched to Shareholders.**
- 2.2. **The Board would like to inform Shareholders that the Company has today, issued to Shareholders the Offeree Circular dated 2 October 2020 containing, *inter alia*, the advice of Hong Leong Finance Limited, the independent financial adviser (“**IFA**”) to the Directors who are considered independent for the purpose of making a recommendation to Shareholders in respect of the Offer (“**Independent Directors**”), and the recommendation of the Independent Directors in respect of the Offer.**

**The Offeree Circular requires the immediate attention of Shareholders. Shareholders should carefully read and consider the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors in respect of the Offer set out in the Offeree Circular before deciding whether to accept or reject the Offer. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately.**

- 2.3. The electronic version of the Offeree Circular is located on the SGXNET announcement page of the Company. To access the electronic version of the Offeree Circular:
  - (a) please access the following URL: <https://www.sgx.com/securities/company-announcements?value=SK%20JEWELLERY%20GROUP%20LIMITED&type=company>; or
  - (b) you may also directly access the Company’s announcement page on the SGX-ST’s website by scanning the following QR Code:



- 2.4. The electronic version of the Offer Document and its related documents may also be accessed on the website of the Company at the following URL: <https://www.skjewellerygroup.com/announcements/>. Alternatively, to directly access the “Investor Relations” page on the Company’s website, please scan the following QR code:



- 2.5. Should any Shareholder have any question or require clarification on the above, the Shareholder may write to the Company at: [enquiry@skjewellery.com](mailto:enquiry@skjewellery.com)
- 2.6. The Company has also today, despatched a printed copy of this Notice to Shareholders.

### 3. FINAL CLOSING DATE

Shareholders should note that, as stated in the Offer Document, the Offer will close at 5.30 p.m. (Singapore time) on 16 October 2020 (“**Final Closing Date**”), and the Offeror does not intend to extend the Offer beyond the Final Closing Date.

### 4. DIRECTORS’ RESPONSIBILITY STATEMENT

The Directors (including those who have delegated detailed supervision of the preparation of this Notice) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Notice are fair and accurate and that no material facts have been omitted from this Notice, the omission of which would make any statement in this Notice misleading, and they jointly and severally accept full responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Notice.

Yours faithfully  
For and on behalf of the Board of  
SK Jewellery Group Limited

Ang Miah Khiang  
Lead Independent Director

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*This Notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, United Overseas Bank Limited (the “**Sponsor**”), for compliance with Rules 226(2)(b) and 753(2) of the SGX-ST Listing Manual Section B: Rules of Catalyst. This Notice has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice. The contact person for the Sponsor is Mr Lim Hoon Khiat, Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.*

