



(Incorporated in the Republic of Singapore)  
(Company Registration No. 201414628C)

---

**VOLUNTARY UNCONDITIONAL CASH OFFER BY RHB BANK BERHAD FOR AND ON BEHALF OF KINGSWIN INVESTMENT PTE. LTD. (THE "OFFEROR") FOR ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF MS HOLDINGS LIMITED (THE "COMPANY")**

**RESPONSE TO OFFER ANNOUNCEMENT**

---

**1. INTRODUCTION**

The Board of Directors (the "**Board**" or "**Directors**") of MS Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the announcement dated 3 October 2022 made by RHB Bank Berhad (the "**Offer Announcement**"), for and on behalf of Kingswin Investment Pte. Ltd. (the "**Offeror**"), that the Offeror intends to make a voluntary unconditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of the Company other than those already held by the Offeror as at the date of the Offer in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the "**Code**").

Further details on the terms and conditions of the Offer are set out in the Offer Announcement, a copy of which is attached to this Announcement for information, and which is available on the website of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") at [www.sgx.com](http://www.sgx.com).

Shareholders of the Company ("**Shareholders**") are advised to refer to the full text of the Offer Announcement for, *inter alia*, the principal terms and conditions of the Offer, information on the Offeror, the rationale for the Offer and the Offeror's intentions for the Company. For the avoidance of doubt, the Company and the Board assume no responsibility for the accuracy and correctness of the contents of the Offer Announcement.

**2. OFFER DOCUMENT**

According to the Offer Announcement, the formal offer document setting out the terms and conditions of the Offer and enclosing the relevant form(s) of acceptance of the Offer (the "**Offer Document**") will be issued to Shareholders not earlier than 14 days, and not later than 21 days, from the date of the Offer Announcement.

**3. APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER AND OFFEREE CIRCULAR**

The Board will, in connection with the Offer, be appointing an independent financial adviser (the "**IFA**") to advise the Directors who are considered independent for the purposes of the Offer (the "**Independent Directors**") for the purpose of making a recommendation to Shareholders in respect of the Offer. An announcement relating to the appointment of the IFA will be made by the Company in due course.

A circular (the "**Offeree Circular**") containing, *inter alia*, the advice of the IFA and the recommendation of the Independent Directors will be sent to Shareholders within 14 days from the date of despatch of the Offer Document by the Offeror.

**In the meantime, Shareholders are advised to exercise caution when dealing with their Shares and to refrain from taking any action in respect of the Shares which may be**

**prejudicial to their interests, until Shareholders have considered the information and recommendation of the Independent Directors, as well as the advice of the IFA, set out in the Offeree Circular to be issued by the Company in due course. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

#### **4. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors (including any Director who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement (other than those relating to the Offeror and the Offer) are fair and accurate, and that no material facts have been omitted from this Announcement, the omission of which would make any statement in this announcement misleading, 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, the Offer Announcement and any other announcements made by or on behalf of the Offeror), the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

#### **BY ORDER OF THE BOARD**

LIM KEE WAY IRWIN  
Lead Independent Director  
3 October 2022

---

This announcement has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "**Sponsor**").

This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Charmian Lim (Telephone no.: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.