



(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

DESPATCH OF OFFER DOCUMENT

1. INTRODUCTION

The Board of Directors (the “**Board**” or “**Directors**”) of MS Holdings Limited (the “**Company**”) refers to the following announcements:

- (a) offer announcement (the “**Offer Announcement**”) issued on 3 October 2022 by RHB Bank Berhad (“**RHB**”) for and on behalf of Kingswin Investment Pte. Ltd. (the “**Offeror**”) relating to, *inter alia*, the 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**”);
- (b) announcement issued on 3 October 2022 by the Company in response to the Offer Announcement; and
- (c) announcement issued on 6 October 2022 by the Company relating to the appointment of Xandar Capital Pte. Ltd. as the independent financial adviser (the “**IFA**”) to advise the Directors of the Company who are considered to be independent for the purpose of making a recommendation to Shareholders in respect of the Offer (“**Independent Directors**”).

Unless otherwise defined herein, capitalised terms used herein shall bear the same meaning ascribed to them in the aforesaid announcements and documents.

2. DESPATCH OF NOTIFICATION LETTER AND ISSUE OF OFFER DOCUMENT

The Board wishes to inform the shareholders of the Company (“**Shareholders**”) that RHB has announced on 21 October 2022, for and on behalf of the Offeror, the despatch to the Shareholders of a notification letter (“**Notification Letter**”) containing the instructions for the electronic retrieval of the offer document dated 21 October 2022 (“**Offer Document**”) issued by RHB, for and on behalf of the Offeror, containing, *inter alia*, the full terms and conditions of the Offer. The accompanying relevant acceptance forms for the Offer are also included with the Notification Letter that has been despatched by post to the Shareholders on 21 October 2022.

The Offer is subject to the terms and conditions set out in the Offer Document. As stated in the Offer Document, in line with the public statements issued by the Securities Industry Council of Singapore (“**SIC**”) dated 6 May 2020, 29 September 2020 and 29 June 2021 on the despatch of take-over documents under the Code, no printed copies of the Offer Document will be despatched to the Shareholders.

Electronic copies of the Offer Document, the Notification Letter and the relevant acceptance forms are available on:

- (a) the SGXNET announcement page of the Company at the following URL:

<https://www.sgx.com/securities/company-announcements?value=MS%20HOLDINGS%20LIMITED&type=company/>

- (b) the Company's website at the following URL:

<https://www.mohsengcranes.com/Announcements/>

3. OFFEREE CIRCULAR

A circular ("**Offeree Circular**") containing, *inter alia*, the advice of the IFA and the recommendations of the Independent Directors in respect of the Offer will be issued by the Company to the Shareholders within 14 days from the date of dissemination of the Offer Document, i.e., no later than 4 November 2022.

The Company will make an announcement to inform Shareholders of the issue of the Offeree Circular in due course.

4. CAUTIONARY STATEMENT

In the meantime, Shareholders are advised to exercise caution when dealing with their Shares and refrain from taking any action in relation to their 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.

5. 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
21 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.