



(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. FOR ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF MS HOLDINGS LIMITED

NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DISSEMINATION OF OFFEREE CIRCULAR

1. INTRODUCTION

1.1 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 any Shares held in treasury and those Shares held, directly or indirectly, by the Offeror as at the date of the Offer in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers;
- (b) announcement issued on 3 October 2022 by the Company in response to the Offer Announcement;
- (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**”);
- (d) the offer document dated 21 October 2022 issued by RHB for and on behalf of the Offeror setting out the full terms and conditions of the Offer (the “**Offer Document**”);
- (e) the announcement dated 21 October 2022 issued by the Company in response to the despatch of the Offer Document;
- (f) the announcement dated 28 October 2022 issued by the Company in relation to the level of acceptances and the percentage of Shares held by the public being less than the requisite 10% of the total number of issued Shares as required under Rule 723 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Trading Limited (the “**Free Float Requirement**”) (“**Loss of Free Float Announcement**”); and
- (g) the announcement dated 31 October 2022 issued by RHB for and on behalf of the Offeror, in relation to the level of acceptances and the Free Float Requirement not being satisfied (“**Offeror Loss of Free Float Announcement**”).

1.2 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 NOTICE AND DISSEMINATION OF OFFEREE CIRCULAR

2.1 The Board wishes to announce that the Company has today despatched to Shareholders by ordinary post, a hardcopy notice (“**Notice**”) in connection with the electronic dissemination of the offeree circular dated 4 November 2022 (“**Offeree Circular**”). The Offeree Circular contains, *inter alia*, the advice of the IFA to the Independent Directors, and the recommendation of the Independent Directors in respect of the Offer.

The Company has opted for electronic dissemination of the Offeree Circular. Please note that no printed copies of the Offeree Circular will be despatched to Shareholders.

2.2 The Notice contains the website address and instructions for the electronic access and retrieval of the Offeree Circular.

2.3 Electronic copies of the Notice and the Offeree Circular 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>

2.4 **The Offeree Circular requires the immediate attention of Shareholders. Shareholders should read and consider carefully the advice of the IFA to the Independent Directors as well as the recommendations of the Independent Directors as set out in the Offeree Circular before deciding whether or not to accept the Offer. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, legal adviser or other professional advisers immediately.**

2.5 Shareholders who have not received the Notice within two (2) business days from the date hereof may, during normal business hours and up to 5.30 p.m. (Singapore time) on the Closing Date (as defined below), obtain a copy of the Notice from the share registrar at the following address:

Tricor Barbinder Share Registration Services
(A division of Tricor Singapore Pte. Ltd.)
80 Robinson Road #02-00 Singapore 068898

3. CLOSING DATE

Shareholders should note that pursuant to the Offer Document, the Offer will close at **5.30 p.m. (Singapore time) on 18 November 2022** or such later date(s) as may be announced from time to time by or on behalf of the Offeror (“**Closing Date**”).

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
4 November 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.