

KOUFU GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 201732833D)

**VOLUNTARY CONDITIONAL CASH OFFER BY UNITED OVERSEAS BANK LIMITED FOR
AND ON BEHALF OF DOMINUS CAPITAL PTE. LTD. TO ACQUIRE ALL THE ISSUED AND
PAID-UP ORDINARY SHARES IN THE CAPITAL OF KOUFU GROUP LIMITED OTHER
THAN THOSE ALREADY HELD BY DOMINUS CAPITAL PTE. LTD.**

LOSS OF PUBLIC FLOAT

1. INTRODUCTION

The Board of Directors (the "**Board**") of Koufu Group Limited (the "**Company**") wishes to refer shareholders of the Company ("**Shareholders**") to:

- (a) the announcement dated 29 December 2021 made by United Overseas Bank Limited ("**UOB**") for and on behalf of Dominus Capital Pte. Ltd. ("**Offeror**"), in respect of a voluntary conditional cash offer ("**Offer**") for all the issued and paid-up ordinary shares in the capital of the Company ("**Shares**") 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 ("**Offer Announcement**");
- (b) the announcement dated 29 December 2021 made by the Company in respect of the Offer;
- (c) the announcement dated 7 January 2022 made by the Company in respect of the appointment of independent financial adviser and solicitors;
- (d) the offer document dated 12 January 2022 containing the terms and conditions of the Offer and enclosing the appropriate acceptance forms (the "**Offer Document**") that was electronically disseminated to Shareholders, as well as the announcement dated 12 January 2022 made by UOB for and on behalf of the Offeror, in respect of the despatch of notification of electronic dissemination of Offer Document and related documents;
- (e) the offeree circular dated 26 January 2022 containing, *inter alia*, the advice of CIMB Bank Berhad, Singapore Branch, the independent financial adviser to the directors of the Company who are considered independent for the purposes of the Offer (the "**Independent Directors**"), the recommendation of the Independent Directors in respect of the Offer and other relevant information pertaining to the Offer for the consideration of the Shareholders in compliance with Rule 24 of the Singapore Code on Take-overs and Mergers (the "**Offeree Circular**"); and
- (f) the announcement dated 27 January 2022 issued by UOB for and on behalf of the Offeror, in relation to, *inter alia*, the Offer being declared unconditional in all respects, compulsory acquisition, trading suspension and the final closing date ("**Unconditional Offer Announcement**").

Electronic copies of the Offer Announcement, Offer Document, and Unconditional Offer Announcement are available on the website of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") at www.sgx.com and the Company's corporate website at <https://www.koufu.com.sg/>.

Capitalised terms used herein, but not otherwise defined, shall have the meaning ascribed to them in the Offeree Circular.

2. LOSS OF FREE FLOAT AND TRADING SUSPENSION

As stated in the Unconditional Offer Announcement, as at 6.00 p.m. (Singapore time) on 27 January 2022, the Offeror has received, pursuant to the Offer, valid acceptances in respect of 498,331,711 Offer Shares, representing approximately 90.12% of the total number of issued Shares (excluding Shares in treasury).

Rule 723 of the Listing Manual of the SGX-ST (the “**Listing Manual**”) requires the Company to ensure that at least 10% of the total number of issued Shares (excluding treasury Shares) to be held by the public at all times (the “**Free Float Requirement**”).

Under Rule 724(1) of the Listing Manual, if the percentage of Shares held in public hands falls below 10%, the Company must, as soon as practicable, announce that fact, and the SGX-ST may suspend the trading of the Shares.

In accordance with Rule 724(1) of the Listing Manual, the Company wishes to announce that as the Offeror has received valid acceptances pursuant to the Offer that bring the holdings owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror (“Concert Parties”) to above 90% of the total number of issued Shares (excluding any Shares held in treasury), under Rule 1105 of the Listing Manual, the SGX-ST may suspend the trading of the listed securities of the Company on the SGX-ST until such time when the SGX-ST is satisfied that at least 10.0% of the total number of issued Shares (excluding treasury Shares) are held by at least 500 Shareholders who are members of the public.

As at the date of the Unconditional Offer Announcement, the percentage of Shares held by the public as at 6.00 p.m. (Singapore time) on 27 January 2022 is approximately 9.87% and is therefore less than the requisite 10.0% under the Free Float Requirement. Pursuant to Rule 1303(1) of the Listing Manual, as the Offeror and its Concert Parties have succeeded in garnering acceptances exceeding 90% of the Shares in issue (excluding treasury Shares), thus causing the percentage of the total number of issued Shares (excluding treasury Shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares on the SGX-ST at the close of the Offer.

The Offeror has stated in the Unconditional Offer Announcement and the Offer Document that the Offeror intends to privatise the Company and does not intend to preserve the listing status of the Company. In the event that the trading of Shares on the SGX-ST is suspended pursuant to Rule 724, Rule 1105 or Rule 1303(1) of the Listing Manual, the Offeror has no intention to undertake or support any action for any such trading suspension by the SGX-ST to be lifted.

3. EXTENSION OF CLOSING DATE

The Offer remains open for acceptances until **5.30 p.m. (Singapore time) on 23 February 2022** as announced in the Unconditional Offer Announcement (“**Final Closing Date**”).

As stated in the Unconditional Offer Announcement, the Offeror does not intend to extend the Offer beyond 5.30 p.m. (Singapore time) on the Final Closing Date and Shareholders who do not accept the Offer by the Final Closing Date will not be able to do so after the Final Closing Date. Acceptances of the Offer received after 5.30 p.m. (Singapore time) on the Final Closing Date will be rejected.

4. DISSENTING SHAREHOLDERS’ RIGHTS AND COMPULSORY ACQUISITION

Based on the Unconditional Offer Announcement, as the Offeror has received valid acceptances pursuant to the Offer in respect of more than 90% of the total number of issued Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding any Shares held in treasury), the Offeror is entitled to, and intends to, exercise its right under Section 215(1) of the Companies Act 1967 of Singapore (“**Companies Act**”) to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer (“**Dissenting Shareholders**”), at a price equal to the Offer Price

of S\$0.77 (in cash) for each Share ("**Compulsory Acquisition Right**").

The Offeror will, in due course, despatch to the Dissenting Shareholders the relevant documentation together with the prescribed notice under the Companies Act in relation to the exercise of its Compulsory Acquisition Right.

Subsequent to such compulsory acquisition, the Offeror will proceed to delist the Company from the SGX-ST.

As the Offeror has received valid acceptances pursuant to the Offer which, together with the treasury shares held by the Company and the Shares held by the Offeror, its related corporation or their respective nominees, comprise 90% or more of the total number of issued Shares, the Dissenting Shareholders will have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares on the terms of the Offer. **As the Offeror will be proceeding to compulsorily acquire the Shares of the Dissenting Shareholders, the Dissenting Shareholders need not take any action in relation to their right under Section 215(3) of the Companies Act. The Dissenting Shareholders who wish to exercise such right or who are in any doubt as to their position are advised to seek their own independent legal advice.**

Shareholders who have not accepted the Offer but who still wish to do so should refer to the Unconditional Offer Announcement.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care and made all reasonable inquiries to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and have been arrived at after due and careful consideration, 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 the Unconditional Offer Announcement), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement in its proper form and context.

BY ORDER OF THE BOARD

Koufu Group Limited

Dr Yu Lai Boon
Lead Independent Director
27 January 2022