

VOLUNTARY UNCONDITIONAL CASH OFFER

by



RHB BANK BERHAD

(UEN No.: S99FC5710J)
(Incorporated in Malaysia 196501000373 (6171-M))

for and on behalf of

KINGSWIN INVESTMENT PTE. LTD.

(Company Registration No.: 202231982C)
(Incorporated in Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of

MS HOLDINGS LIMITED

(Company Registration No.: 201414628C)
(Incorporated in Singapore)

other than those already held by the Offeror as at the date of the Offer

21 October 2022

To: The Shareholders of MS Holdings Limited

Dear Sir/Madam

NOTIFICATION OF ELECTRONIC DISSEMINATION OF OFFER DOCUMENT AND RELATED DOCUMENTS (“NOTIFICATION”)

1. We refer to the offer announcement dated 3 October 2022 issued by RHB Bank Berhad, through its Singapore branch (“**RHB**”) for and on behalf of Kingswin Investment Pte. Ltd. (“**Offeror**”) in respect of the voluntary unconditional cash offer (“**Offer**”) for all the issued and paid-up ordinary shares (“**Shares**”) in the capital of MS Holdings Limited (“**Company**”), other than those Shares already held by the Offeror as at the date of the Offer (“**Offer Shares**”), in accordance with the Singapore Code on Take-overs and Mergers.
2. RHB has today issued the offer document dated 21 October 2022 (“**Offer Document**”) and its related documents for and on behalf of the Offeror. **Please note that no printed copies of the Offer Document will be despatched to Shareholders.** All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document.
3. **The Offer Document is available on the SGXNet announcement page of the Company at the following URL:**

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

You may also access the same announcement page by scanning the QR Code below:



Please click on the title of the announcement dated 21 October 2022. The Offer Document and its related documents can be accessed by clicking on the link under the section titled “Attachments” at the bottom of the 21 October 2022 announcement.

4. Printed copies of this Notification sent to you should also be accompanied by a pre-addressed envelope, together with:
- (a) the Form of Acceptance and Authorisation for Offer Shares (“**FAA**”) for Depositors who wish to accept the Offer in respect of all or part of the Offer Shares standing to the credit of the “Free Balance” of their Securities Account; or
 - (b) the Form of Acceptance and Transfer for Offer Shares (“**FAT**”) for Shareholders who wish to accept the Offer in respect of all or part of the Offer Shares which are not deposited with The Central Depository (Pte) Limited (“**CDP**”),
- (collectively, “**Acceptance Forms**”).

If you do not receive any of the above documents, please contact (i) CDP (if you hold Offer Shares deposited with CDP) at CDP’s Customer Service Hotline +65 6535 7511 during their operating hours or email CDP at asksgx@sgx.com for assistance, or (ii) Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) (if you hold Offer Shares in scrip form) at the address 80 Robinson Road #11-02 Singapore 068898. Electronic copies of the FAA and FAT may also be obtained on the website of the SGX-ST at <https://www.sgx.com>.

5. **ACCEPTANCE**

If you wish to accept the Offer in respect of all or part of your Offer Shares, you should complete and return the relevant Acceptance Form(s) in its entirety (no part may be detached or otherwise mutilated) and other relevant document(s) as required in the Offer Document, and submit either:

- (a) the completed FAA **by post**, to Kingswin Investment Pte. Ltd. c/o The Central Depository (Pte) Limited at Robinson Road Post Office, P.O. Box 1984, Singapore 903934;
- (b) the completed FAA **in electronic form**, via SGX’s Investor Portal at investors.sgx.com;
OR
- (c) the completed FAT **by post**, to Kingswin Investment Pte. Ltd. c/o Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road, #11-02, Singapore 068898,

in each case so as to arrive **NOT LATER THAN 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**, in accordance with Appendix 2 of the Offer Document. If the completed Acceptance Form(s) is to be delivered by post to the Offeror, please use the

pre-addressed envelope which is enclosed with the Acceptance Form(s), which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting outside of Singapore.

6. OVERSEAS SHAREHOLDERS

This Notification does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Notification in any jurisdiction in contravention of applicable law.

The release, publication or distribution of the Offer Document, the Notification, the Acceptance Forms and any other formal documentation in relation to the Offer (collectively, “**Offer Documentation**”) in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which any Offer Documentation is released, published or distributed should inform themselves about and observe such restrictions.

Copies of the Offer Documentation are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer will violate the laws of that jurisdiction (“**Restricted Jurisdiction**”) and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the Register or in the Depository Register (as the case may be) (each, an “**Overseas Shareholder**”) may be affected by the laws of the relevant overseas jurisdiction in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable requirements in the relevant overseas jurisdiction.

For the avoidance of doubt, the Offer will be open to all Shareholders, including those to whom the Notification and the relevant Acceptance Forms may not be sent.

It is the responsibility of Overseas Shareholders who wish to accept the Offer to (a) request for the Offer Documentation, or (b) satisfy themselves as to the full observance of the laws of the relevant overseas jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror, its related corporations, RHB, CDP, the Receiving Agent and any person acting on their behalf shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments as the Offeror, its related corporations, RHB, CDP, the Receiving Agent and/or any person acting on their behalf may be required to pay. In (a) requesting for the Offer Documentation, or (b) accepting the Offer, each Overseas

Shareholder represents and warrants to the Offeror and RHB that he is in full observance of the laws of the relevant jurisdiction in that connection and that he is in full compliance with all necessary formalities or legal requirements.

Any Overseas Shareholder who is in doubt about his position should consult his professional adviser in the relevant overseas jurisdiction.

Where there are potential restrictions on sending the Notification and the relevant Acceptance Forms to any overseas jurisdiction, the Offeror and RHB each reserves the right not to send these documents to Overseas Shareholders in such overseas jurisdictions. Subject to compliance with applicable laws, any affected Overseas Shareholder may, nonetheless, attend in person and obtain a copy of the Notification, the relevant Acceptance Forms and any related documents during normal business hours and up to the Closing Date, from (a) the CDP (if he is a Depositor) by contacting CDP's Customer Service Hotline at +65 6535 7511 during their operating hours or emailing CDP at asksgx@sgx.com for instructions on how to obtain a copy of such documents, or (b) the office of the Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) (if he holds the Offer Shares in scrip form) at 80 Robinson Road, #11-02, Singapore 068898. Alternatively, an Overseas Shareholder may, subject to compliance with applicable laws, write to the Offeror (i) through CDP (if he is a Depositor) at Robinson Road Post Office, P.O. Box 1984, Singapore 903934, or (ii) the Share Registrar (if he holds the Offer Shares in scrip form) at 80 Robinson Road, #11-02, Singapore 068898 to request for the Notification, the relevant Acceptance Forms and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to five Market Days prior to the Closing Date.

The Offeror and RHB each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or notice and if necessary, by paid advertisement in a newspaper published or circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement, notice or advertisement.

7. **RESPONSIBILITY STATEMENT**

The Director (including any who may have delegated detailed supervision of this Notification) has taken all reasonable care to ensure that the facts stated and all opinions expressed in this Notification are fair and accurate, and that there are no material facts not contained in this Notification, the omission of which could make any statement in this Notification misleading, and she accepts responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including without limitation, information relating to the Group), the sole responsibility of the Director has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Notification.

Issued by
RHB BANK BERHAD

For and on behalf of
KINGSWIN INVESTMENT PTE. LTD.
21 October 2022

Any inquiries relating to the Offer should be directed during office hours to RHB Bank Berhad, through its Singapore branch at telephone number +65 6320 0627.