



SINGAPORE O&G LTD.
CARING FOR WOMEN'S & CHILDREN'S HEALTH

SINGAPORE O&G LTD.

(Company Registration No. 201100687M)

VOLUNTARY UNCONDITIONAL CASH OFFER BY UNITED OVERSEAS BANK LIMITED FOR AND ON BEHALF OF NEWMEDCO GROUP LTD. FOR SINGAPORE O&G LTD.

CLOSE OF OFFER

1. Introduction

- 1.1 The board of directors ("**Board**") of Singapore O&G Ltd. ("**Company**") refers to the following announcements:
- (a) offer announcement ("**Offer Announcement**") issued on 7 March 2022 by United Overseas Bank Limited ("**UOB**") for and on behalf of NewMedCo Group Ltd. ("**Offeror**") relating to, *inter alia*, the voluntary unconditional cash offer ("**Offer**") for all the issued and paid-up ordinary shares ("**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 8 March 2022 by the Company in response to the Offer Announcement;
 - (c) announcement issued on 9 March 2022 by the Company relating to the appointment of Xandar Capital Pte. Ltd. as the independent financial adviser ("**IFA**") to advise the directors of the Company who are considered to be independent for the purpose of making a recommendation to shareholders of the Company ("**Shareholders**") in respect of the Offer ("**Recommending Directors**");
 - (d) the offer document dated 21 March 2022 issued by UOB for and on behalf of the Offeror setting out the full terms and conditions of the Offer ("**Offer Document**");
 - (e) the announcement dated 21 March 2022 issued by the Company in response to the despatch of the Offer Document;
 - (f) the offeree circular dated 4 April 2022 issued by the Company to the Shareholders in relation to the Offer ("**Offeree Circular**");
 - (g) the notice to Shareholders dated 4 April 2022 issued by the Company in connection with the electronic dissemination of the Offeree Circular containing, *inter alia*, the website addresses and instructions for the electronic access and retrieval of the Offeree Circular ("**Notice**");
 - (h) the announcement dated 4 April 2022 issued by the Company relating to the despatch of the Notice;

- (i) the announcement dated 18 April 2022 issued by UOB for and on behalf of the Offeror in relation to the extension of the closing date of the Offer;
- (j) the announcement dated 18 April 2022 issued by UOB for and on behalf of the Offeror in relation to, *inter alia*, the close of the Offer at 5.30 p.m. (Singapore time) on 4 May 2022 (“**Final Closing Date**”), the level of acceptances of the Offer as at 6.00 p.m. (Singapore time) on 18 April 2022, the Offeror’s entitlement and intention to compulsorily acquire the remaining Shares pursuant to Section 215(1) of the Companies Act 1967 of Singapore, at a price equal to the Offer Price (as adjusted in accordance with paragraph 2.4 of the Offer Document) (“**Loss of Free Float Announcement**”);
- (k) the announcement dated 19 April 2022 issued by the Company in relation to, *inter alia*, the loss of free float (“**Offeree Loss of Free Float Announcement**”); and
- (l) the announcement dated 4 May 2022 issued by UOB for and on behalf of the Offeror relating to, *inter alia*, the close of the Offer and the level of acceptances (“**Close of Offer 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. Close of the Offer

2.1 The Board wishes to announce that as stated in the Close of Offer Announcement, the Offer has closed at 5.30 p.m. (Singapore time) on 4 May 2022. **Accordingly, the Offer is no longer open for acceptance and any acceptances received thereafter will be rejected.**

2.2 A copy of the Close of Offer Announcement is available on the website of the SGX-ST at www.sgx.com.

3. Resultant Shareholding

3.1 As stated in paragraph 4 of the Close of Offer Announcement, as at 5.30 p.m. (Singapore time) on the Final Closing Date, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and the persons acting in concert with it; and (b) valid acceptances of the Offer, amount to an aggregate of 445,369,612 Shares, representing approximately 93.30% (rounded to the nearest two (2) decimal places) of the total number of issued Shares of the Company.

3.2 Unless otherwise stated in this announcement, any reference to the total number of Shares is a reference to a total number of 477,346,620 Shares (excluding 1,999,990 treasury shares) in issue as at the date of this announcement, and (b) any reference to a percentage shareholding in the capital of the Company is calculated based on 477,346,620 Shares (excluding 1,999,990 treasury shares) in issue as at the date of this announcement.

4. Loss of Free Float and Trading Suspension

4.1 As announced by the Company in the Offeree Loss of Free Float Announcement, under Rule 723 of the Catalist Rules, the Company must ensure that at least 10% of the total number of issued Shares (excluding preference shares, convertible equity securities and treasury shares) in a class that is listed is at all times held by the public (“**Free Float Requirement**”). The Company further announced in the Offeree Loss of Free Float Announcement that as the Company no longer meets the Free Float Requirement, the SGX-ST would suspend trading of

the Shares on the SGX-ST at the close of the Offer in accordance with Rule 1303(1) of the Catalist Rules.

- 4.2 **As the Offer has closed at 5.30 p.m. (Singapore time) on the Final Closing Date, the Company has accordingly requested that the SGX-ST suspend the trading of the Shares with effect from 9.00 a.m. (Singapore time) on 5 May 2022, being the market day after the Final Closing Date.**

5. Directors' Responsibility Statement

- 5.1 The directors of the Company (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 are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.
- 5.2 Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the directors of the Company has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

BY ORDER OF THE BOARD

MR. NG BOON YEW
LEAD INDEPENDENT DIRECTOR
4 May 2022

This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

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