

MANDATORY CONDITIONAL CASH OFFER

by



UNITED OVERSEAS BANK LIMITED
(Company Registration No.: 193500026Z)
(Incorporated in Singapore)

for and on behalf of

TANG DYNASTY TREASURE PTE. LTD.
(Company Registration No.: 202235991H)
(Incorporated in Singapore)

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

CHIP ENG SENG CORPORATION LTD.
(Company Registration No.: 199805196H)
(Incorporated in Singapore)

DEALINGS DISCLOSURE CONVERSION TO MANDATORY CONDITIONAL CASH OFFER

1. **INTRODUCTION**

United Overseas Bank Limited ("**UOB**") refers to the announcement dated 24 November 2022 (the "**Offer Announcement**") issued by UOB, for and on behalf of Tang Dynasty Treasure Pte. Ltd. (the "**Offeror**"), in connection with the voluntary conditional cash offer (the "**Offer**") in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the "**Code**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of Chip Eng Seng Corporation Ltd. (the "**Company**"), other than those Shares held by the Company as treasury shares (the "**Offer Shares**").

All capitalised terms used but not defined in this announcement (this "**Announcement**") shall have the same meanings given to them in the Offer Announcement, unless otherwise expressly stated or the context otherwise requires.

2. **DEALINGS IN SHARES**

Pursuant to Rule 12.1 of the Code, UOB wishes to announce, for and on behalf of the Offeror, the following dealings in Shares by the Sponsors on 25 November 2022 (the "**Market Acquisition**"):

(a)	Total number of Shares acquired	6,342,300
(b)	Approximate percentage of issued share capital of the Company constituted by the total number of Shares acquired	0.81% ¹
(c)	Price paid per Share (excluding brokerage commission, clearing fees, stamp duties and Goods and Services Tax)	S\$0.72
(d)	Resultant total number of Shares owned or controlled by the Sponsors after the dealing ²	306,127,203
(e)	Approximate percentage of issued share capital of the Company owned or controlled by the Sponsors after the dealing ²	39.04%
(f)	Resultant total number of Shares owned or controlled by the Relevant Persons after the dealing ²	331,354,703
(g)	Approximate percentage of issued share capital of the Company owned or controlled by the Relevant Persons after the dealing ²	42.25%

3. MANDATORY CONDITIONAL CASH OFFER

3.1 Obligation to make an MGO and Change in Nature of the Offer

As the Shares acquired by the Relevant Persons (including the Market Acquisition) for the 6-month period up to the date of this Announcement represent more than 1% of the voting rights of the Company, the Offeror has incurred an obligation to make a mandatory general offer ("**MGO**") for all the Offer Shares in accordance with Rule 14 of the Singapore Code on Takeovers and Mergers (the "**Code**").

The voluntary conditional cash offer by the Offeror for the Offer Shares shall therefore be converted to an MGO. References to "**Offer**" in this Announcement shall be taken to refer to the MGO.

3.2 No change to the terms of the Offer

Save for the change in the nature of the Offer, the terms and conditions of the Offer remain unchanged from the terms and conditions set out in the Offer Announcement. For reference, the salient terms and conditions of the Offer are set out in paragraph 4 of this Announcement.

¹ The percentage shareholding interest referred to in this Announcement is rounded to two (2) decimal places and is based on 784,224,776 Shares (excluding Shares held in treasury) which was obtained from publicly available information.

² Excluding valid acceptances of the Offer received by the Offeror.

4. **THE OFFER**

The salient terms of the Offer, which remain unchanged, are as set out below.

(a) **Offer Consideration**

Subject to the terms and conditions set out in the formal offer document to be issued by UOB, for and on behalf of the Offeror (the "**Offer Document**"), the Offeror will make the Offer for the Offer Shares at the offer price of S\$0.72 in cash for each Offer Share ("**Offer Consideration**").

(b) **No Encumbrances**

The Offer Shares will be acquired (i) fully paid-up; (ii) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever (the "**Encumbrances**"); and (iii) together with all rights, benefits and entitlements attached thereto as at the date of the Offer Announcement (the "**Offer Announcement Date**") and thereafter attaching thereto (including the right to receive and retain all dividends, rights, other distributions and return of capital, if any, which may be announced, declared, paid or made thereon by the Company on or after the Offer Announcement Date).

In the event that any dividends, rights, other distributions or return of capital is declared, made or paid on or after the Offer Announcement Date, the Offeror reserve the right to reduce the Offer Consideration by the amount of such dividends, rights, distributions or return of capital paid by the Company to the accepting shareholder of the Company ("**Shareholder**").

(c) **Conditional Offer**

The Offer will be conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and the Offeror's Concert Parties (whether before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and the Offeror's Concert Parties holding more than 50% of total Shares (excluding treasury Shares) as at the close of the Offer.

Accordingly, the Offer will not become or be capable of being declared unconditional as to acceptances until the close of the Offer, unless at any time prior to the close of the Offer, the Offeror has received valid acceptances in respect of such Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and Offeror's Concert Parties (whether before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and Offeror's Concert Parties holding such number of Shares carrying more than 50% of the voting rights attributable to the maximum potential issued share capital of the Company. For the purposes of this Announcement, the "**maximum potential issued share capital of the Company**" means the total number of Shares (excluding treasury Shares) which would be in issue had all outstanding Company Options been validly exercised and all

outstanding awards granted under the Share Plan been validly vested as at the date of such declaration.

(d) **Other Terms**

Further information on the Offer and the terms and conditions upon which the Offer will be made, will be set out in the Offer Document to be issued.

5. **OVERSEAS SHAREHOLDERS**

This Announcement 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 Announcement in any jurisdiction in contravention of applicable laws. The Offer will be made solely by the Offer Document and the relevant form(s) of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. **For the avoidance of doubt, the Offer shall be open to all Shareholders, including those to whom the Offer Document and relevant form(s) of acceptance may not be sent.**

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Announcement is released, published or distributed should inform themselves about and observe such restrictions.

Copies of this Announcement and any formal documentation relating to the Offer 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 would violate the law of that jurisdiction (a "**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 ability of the Shareholders who are not resident in Singapore to accept the Offer may be affected by the laws of the relevant jurisdictions in which they are located. Persons who are not resident in Singapore should inform themselves of, and observe, any applicable requirements.

The Offeror and UOB each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders who are not resident in Singapore by announcement to the SGX-ST or notice and if necessary, by paid advertisement in a newspaper published and 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.

6. OFFER DOCUMENT

The Offer Document setting out the full terms and conditions of the Offer and enclosing the relevant form(s) of acceptance will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the Offer Announcement Date.

In the meantime, Shareholders are advised to exercise caution and seek appropriate independent professional advice when dealing in their Shares, pending receipt of the Offer Document.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement (other than those relating to the Company) are fair and accurate and that there are no other material facts in relation thereto not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by
UNITED OVERSEAS BANK LIMITED

For and on behalf of
TANG DYNASTY TREASURE PTE. LTD.

25 November 2022

Any enquiries relating to this Announcement or the Offer should be directed during office hours to the UOB helpline at (65) 6539 7066.

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy",

"forecast" and similar expressions or future or conditional verbs such as "will", "would", "shall", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor UOB undertakes any obligation to update publicly or revise any forward-looking statements.