

PRESS RELEASE

For Immediate Release

Voluntary Conditional Cash Offer for Chip Eng Seng Corporation Ltd. at S\$0.72 per Offer Share

- United Overseas Bank Limited (“**UOB**”) has today announced (the “**Offer Announcement**”), for and on behalf of Tang Dynasty Treasure Pte. Ltd. (the “**Offeror**”), that the Offeror intends to make a voluntary conditional cash offer (the “**Offer**”) for all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of Chip Eng Seng Corporation Ltd. (“**Chip Eng Seng**” or the “**Company**”), excluding treasury shares (the “**Offer Shares**”).
- The Offeror is an investment holding company owned by Mr. Tang Yigang @ Gordon Tang (“**Mr. Gordon Tang**”) and Ms. Chen Huaidan @ Celine Tang (“**Mrs. Celine Tang**”) and together with Mr. Gordon Tang, the “**Sponsors**”).
- The Offer consideration of S\$0.72 per Offer Share (the “**Offer Consideration**”) in cash represents:
 - year-to-date return^{1,2,3} of approximately 80.5%;
 - a premium of approximately 36.9% over the volume weighted average price (“**VWAP**”) of the Shares for the 12-month period prior to and including 7 September 2022 (the “**Holding Announcement Date**”);
 - a premium of approximately 14.3% over the issue price of the Rights Shares (as defined below); and
 - an opportunity for shareholders of Chip Eng Seng (the “**Shareholders**”) to realise their entire investment in Chip Eng Seng at a premium over historical traded prices, without incurring brokerage and other trading costs.
- The Offer is conditional upon the Acceptance Condition (as defined below) being met.
- The Offeror has secured irrevocable undertakings from the Sponsors to accept the Offer in respect of approximately 38.23% of the share capital of Chip Eng Seng. In addition, Senz Holdings Limited, a company owned by the Sponsors' immediate family members, holds approximately 3.22% of the share capital of Chip Eng Seng.
- UOB is the sole financial adviser to the Offeror in connection with the Offer.

¹ Assumes that a Shareholder acquired Shares at the closing price on the last trading day in 2021, received dividend of S\$0.02 paid by the Company on 20 May 2022 and accepts the Offer.

² Excluding any brokerage and trading costs in connection with the acquisition of the Shares.

³ In the event that the Offer becomes or is declared to be unconditional in all respects.

Singapore, 24 November 2022 – The Offeror, an investment holding company owned by Mr. Gordon Tang and Mrs. Celine Tang, has today launched a voluntary conditional cash offer to acquire all of the Offer Shares in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the “**Code**”).

Summary of the Offer

The consideration for each Offer Share is S\$0.72 in cash. The Offer will be subject to 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 persons acting in concert with the Offeror, will result in the Offeror and persons acting in concert with the Offeror holding more than 50% of total Shares (excluding treasury Shares) as at the close of the Offer (the “**Acceptance Condition**”).

Irrevocable Undertakings

The Sponsors have provided irrevocable undertakings in favour of the Offeror (the “**Irrevocable Undertakings**” and each an “**Irrevocable Undertaking**”) to accept the Offer in respect of the Offer Shares held or controlled by each of them.

Immediately prior to the making of the Offer Announcement, the Sponsors collectively owned, controlled or agreed to acquire 299,784,903 Shares, representing approximately 38.23% of the total number of issued Shares.

In addition, pursuant to the terms of each Irrevocable Undertaking, each Sponsor has agreed to waive his/her right to receive any settlement or payment of his/her acceptance of the Offer within the time period prescribed under Rule 30 of the Code.

Senz Holdings Limited, a company owned by Ms. Yang Chanzhen (Mr. Gordon Tang's mother) and Mr. Tang Jialin (the Sponsors' son), also holds approximately 3.22% of the share capital of Chip Eng Seng.

Rationale for the Offer

- **Opportunity for Shareholders to Realise Their Investments at a Premium Without Incurring Brokerage Fees.** The Offer presents Shareholders an opportunity to realise their entire investment in cash at a premium over historical traded prices of the Shares, without incurring brokerage and other trading costs.
 - (a) Had a Shareholder acquired Shares at the closing price on the last trading day on the previous calendar year, being 31 December 2021, and accepts the Offer, he/she would realise a total return^{4,5,6} of S\$0.33 or approximately 80.5% on his/her investment. In this regard, the Offer would provide a year-to-date⁷ return that is higher than other comparable

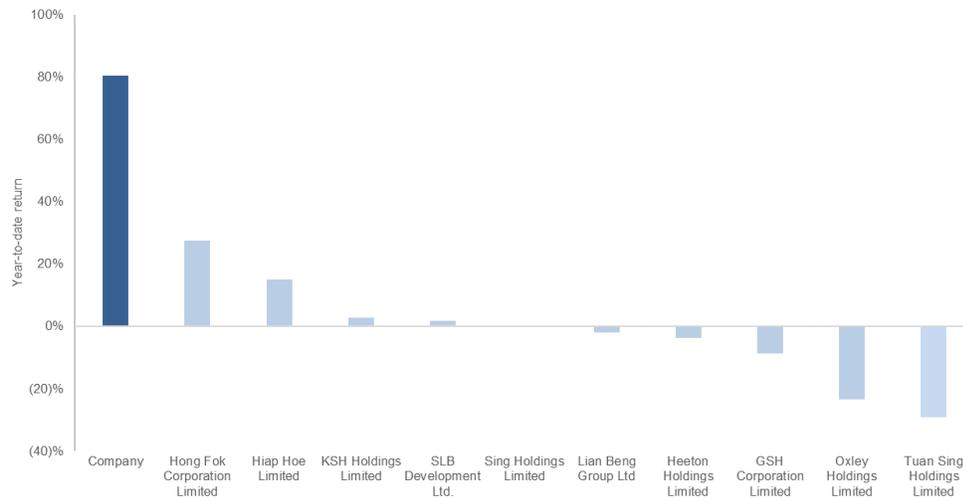
⁴ In the event that the Offer becomes or is declared to be unconditional in all respects.

⁵ Including dividend of S\$0.02 received on 20 May 2022.

⁶ Excluding any brokerage and trading costs in connection with the acquisition of the Shares.

⁷ As at the date of the Offer Announcement.

real estate developers listed on the Singapore Exchange Securities Trading Limited⁸ (“SGX-ST”).



Source: Bloomberg Finance L.P., SGX-ST's website

(b) The Offer Consideration represents a premium of approximately 8.6%, 21.4%, 28.3% and 36.9% over the VWAP of the Shares traded on the SGX-ST for the one (1)-month, three (3)-month, six (6)-month and 12-month periods, respectively, up to and including the Holding Announcement Date and a premium of approximately 14.3% over the issue price of S\$0.63 per rights share (“Rights Share”) allotted and issued pursuant to a rights issue undertaken by the Company in 2019.

(c) The Offer Consideration exceeds the highest closing price of the Shares in the three (3)-year period prior to and including the Holding Announcement Date. It represents a premium ranging between 1.4% and 80.0% over the closing prices of the Shares during this period.

- **Strengthen Competitiveness and Optimise Resources.** The Offeror is making the Offer with a view to acquire majority interest in the Company, and if entitled, exercise its rights of compulsory acquisition to privatise and delist the Company from the SGX-ST. The Sponsors are also controlling shareholders of SingHaiyi Group Pte. Ltd. (“SingHaiyi”), a well-established real estate developer. SingHaiyi and the Company had entered into numerous joint ventures to leverage on the collective experience and expertise to deliver superior products to consumers. Due to rising interest and inflation rates, the ongoing COVID-19 pandemic as well as geopolitical tensions ensuing from the ongoing Russia-Ukraine conflict, property developers in Singapore are operating in a challenging environment. On the back of the macro headwinds, the Offeror believes that this Offer will provide

⁸ For the purpose of determining the year-to date returns of the comparable real estate developers, dividends and distributions made and/or paid by these companies, where applicable, have been included. In the case of Oxley Holdings Limited (“Oxley”), the shares of Aspen (Group) Holdings Limited (“Aspen”) distributed to Oxley's shareholders by way of a dividend in specie have been included in the determination of year-to-date return. The closing price of the Aspen shares on the Offer Announcement Date was used in the computation of year-to-date return.

the Offeror with greater control to manage the overall business, optimise and streamline the resources to improve operational efficiency and effectiveness.

Financial Adviser

The Offeror has appointed UOB as its sole financial adviser.

Offer Document

A formal Offer Document setting out the terms and conditions of the Offer and enclosing the relevant form(s) of acceptance of the Offer will, subject to restrictions on sending the Offer Document to any overseas jurisdictions as disclosed in the Offer Announcement, be despatched to the Shareholders not earlier than 14 days and not later than 21 days from today. The Offer will remain open for acceptances for a period of at least 28 days from the date of posting of the Offer Document.

About Chip Eng Seng

Chip Eng Seng is a public limited company incorporated in Singapore and listed on the Mainboard of the SGX-ST. The Company and its subsidiaries are engaged in the businesses of property development, construction, hospitality, education and property investment.

Responsibility Statement

The directors of the Offeror (including those who may have delegated detailed supervision of this press release) have taken all reasonable care to ensure that the facts stated and opinions expressed in this press release (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 press release, the omission of which would make any statement in this press release 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 press release.

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

All capitalised terms which are used in this press release but are not otherwise defined herein shall have the meanings ascribed to them in the Offer Announcement dated 24 November 2022. This press release should be read in conjunction with the full text of the Offer Announcement which is available on www.sgx.com.

Any enquiries relating to the Offer should be directed during office hours to:

United Overseas Bank Limited

Mergers & Acquisitions

Telephone: (65) 6539 7066