



CHIP ENG SENG CORPORATION LTD.
Co. Reg. No. 199805196H

**MANDATORY UNCONDITIONAL CASH OFFER BY UNITED OVERSEAS BANK LIMITED
FOR AND ON BEHALF OF TANG DYNASTY TREASURE PTE. LTD.
FOR ALL THE SHARES IN THE CAPITAL OF CHIP ENG SENG CORPORATION LTD.**

**SGX-ST'S APPROVAL FOR (I) DELISTING AND (II) WAIVER FROM COMPLIANCE WITH RULES
705(1), 706A, 707(1), 707(2), 710 AND 711A OF THE LISTING MANUAL**

1. Introduction

1.1 The board of directors (the "**Board**") of Chip Eng Seng Corporation Ltd. (the "**Company**") wishes to refer shareholders of the Company (the "**Shareholders**") to:

- 1.1.1** the announcement (the "**Offer Announcement**") made by United Overseas Bank Limited ("**UOB**"), for and on behalf of Tang Dynasty Treasure Pte. Ltd. (the "**Offeror**"), on 24 November 2022 in relation to the voluntary conditional cash offer for all the issued and paid-up ordinary shares in the share capital of the Company (the "**Shares**"), other than those Shares held by the Company as treasury shares (the "**Offer Shares**"), in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the "**Code**");
- 1.1.2** the announcement made by UOB, for and on behalf of the Offeror, on 25 November 2022 in relation to, *inter alia*, the Offeror having incurred an obligation to make a mandatory general offer for all the Offer Shares in accordance with Rule 14 of the Code and the conversion of the voluntary conditional cash offer by the Offeror to a mandatory conditional cash offer (such offer, the "**Offer**") (the "**MGO Conversion Announcement**");
- 1.1.3** the announcement made by UOB, for and on behalf of the Offeror, on 2 December 2022 in relation to, *inter alia*, the revision of the consideration for the Offer Shares (the "**Price Revision Announcement**");
- 1.1.4** the offer document dated 8 December 2022 and related documents in connection with the Offer issued by UOB, for and on behalf of the Offeror (the "**Offer Document**");
- 1.1.5** the announcement made by UOB, for and on behalf of the Offeror, on 14 December 2022 in relation to, *inter alia*, the Offer being declared unconditional in all respects (the "**Offer Unconditional Announcement**");
- 1.1.6** the offeree circular dated 22 December 2022 (the "**Offeree Circular**") issued by the Company in connection with the Offer;
- 1.1.7** the announcement made by UOB, for and on behalf of the Offeror, on 19 January 2023 in relation to the extension of the Closing Date of the Offer till 2 February 2023 (the "**First Extension Announcement**");

- 1.1.8** the announcement made by UOB, for and on behalf of the Offeror, on 2 February 2023 in relation to the extension of the Closing Date of the Offer till 16 February 2023 (the “**Second Extension Announcement**”);
- 1.1.9** the announcement made by UOB, for and on behalf of the Offeror, on 14 February 2023 in relation to, *inter alia*, the level of acceptances of the Offer and the Offeror’s intentions in relation to the compulsory acquisition of the Shares and the listing status of the Company (the “**Compulsory Acquisition Announcement**”); and
- 1.1.10** the announcement dated 15 February 2023 issued by the Company in relation to, *inter alia*, the loss of the public float of the Company (the “**Loss of Public Float Announcement**”).
- 1.2** Unless otherwise defined, all capitalised terms not defined herein shall have the same meanings ascribed to them in the Offeree Circular.
- 2. Application for Delisting**
- 2.1** Further to the Compulsory Acquisition Announcement and the Loss of Public Float Announcement, the Company had on 16 February 2023 made an application to the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) to seek approval for, *inter alia*, the Company to be delisted from the SGX-ST (the “**Delisting**”) in accordance with Rule 1308 of the Listing Manual (the “**Listing Manual**”) of the SGX-ST subject to the completion of the Compulsory Acquisition (as defined below).
- 2.2** The approval for the Delisting was sought on the basis that the Offeror had announced on 14 February 2023 that it had become entitled, and intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act to acquire all the Shares of Shareholders who have not accepted the Offer at a price equal to the final offer consideration (the “**Compulsory Acquisition**”).
- 3. Application for Waivers from Rules 705(1), 706A, 707(1), 707(2), 710 and 711A of the Listing Manual**
- 3.1** Pursuant to Rule 705(1) of the Listing Manual, the Company is required to announce its financial statements in respect of the full financial year ended 31 December 2022 (“**FY2022**”, and such financial statements, the “**FY2022 Results**”) immediately after the figures are available, but in any event not later than 60 days after the relevant financial period. The Company would therefore be required to announce its FY2022 Results by 1 March 2023.
- 3.2** Pursuant to Rule 706A of the Listing Manual, the Company is required to make a periodic announcement, in accordance with the timelines prescribed in Rule 705 of the Listing Manual on the announcement of its financial statements, on any acquisition and/or sale of shares in the second half-year ended 31 December 2022 resulting in (i) a company becoming or ceasing to be a subsidiary or an associated company of the Company, or (ii) the Company increasing or reducing its shareholding percentage in a subsidiary or an associated company (the “**706A Announcement**”). The Company would therefore be required to make such a 706A Announcement by 1 March 2023.
- 3.3** Pursuant to Rules 707(1), 707(2) and 710 of the Listing Manual, the Company is required to (i) hold its 2022 annual general meeting (“**2022 AGM**”) within four months from the end of its

financial year, (ii) issue its annual report to its Shareholders and the SGX-ST at least 14 days before the date of its 2022 AGM, and (iii) describe in its annual report its corporate governance practices with specific reference to the principles and the provisions of the Code of Corporate Governance 2018 (the “**Governance Code**”). The Company would therefore be required to hold its 2022 AGM by 30 April 2023 and issue its annual report for FY2022 (including its corporate governance practices with reference to the Governance Code therein) (“**Annual Report**”) by 15 April 2023 given that at least 14 days’ notice in writing (excluding the day for which notice is served) is required to be given for the 2022 AGM.

3.4 Pursuant to Rule 711A of the Listing Manual, the Company is required to issue a sustainability report for FY2022 (the “**Sustainability Report**”), no later than 4 months after the end of FY2022, or where the Company has conducted external assurance on the sustainability report, no later than 5 months after the end of FY2022. The Company would therefore be required to issue the Sustainability Report by 30 April 2023, or where the Company has conducted external assurance on the Sustainability Report, by 31 May 2023.

3.5 However, in view of the Offeror’s intention to effect the Compulsory Acquisition and the intention to carry out the Delisting, the Company had on 16 February 2023 applied to the SGX-ST for approval to waive compliance with Rules 705(1), 706A, 707(1), 707(2), 710 and 711A of the Listing Manual (collectively, the “**Waivers**”).

3.6 The Waivers were sought for the following reasons:

3.6.1 The requirement under Rule 723 of the Listing Manual for the percentage of Shares held by the public to not be less than the requisite 10% of the total number of issued Shares (excluding treasury shares) is no longer satisfied and as announced by the Offeror in the Compulsory Acquisition Announcement, the Offeror does not intend to support or take any step (including the placing out of Shares by the Offeror) for the public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted. On this basis, pursuant to Rule 1303 of the Listing Manual, trading in the Company’s securities was suspended from 9.00 a.m. on 17 February 2023 (being the day immediately following the closing date of the Offer) and Shareholders will not be able to deal in the Shares on SGX-ST following suspension as the Shares will remain suspended from trading till the Company is delisted from the SGX-ST in light of the Offeror’s intention to effect the Compulsory Acquisition.

Further, the Offeror is entitled, and has stated that it intends, to exercise its rights of Compulsory Acquisition. The Offeror has also stated that it intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company. Following the Offeror’s exercise of the Compulsory Acquisition, the Offeror will become the sole shareholder of the Company after the completion of the Compulsory Acquisition. The Offeror will thereafter take steps to delist (with the approval of the SGX-ST) the Company from the SGX-ST, following which, the Company will no longer be required to comply with the listing rules under the Listing Manual.

In view of the above, the FY2022 Results and the 706A Announcement (which will otherwise be required to be released by 1 March 2023), the right to attend the 2022 AGM, the Annual Report and the Sustainability Report, will not be of much benefit to the current minority Shareholders, whose Shares will be compulsorily acquired by the Offeror as part of the Compulsory Acquisition exercise. Accordingly, the interests of the

Shareholders in respect of having access to updated financial information of the Company, the right to attend the 2022 AGM and access to the Annual Report and Sustainability Report, will not be prejudiced by the grant of the Waivers.

3.6.2 In addition, given the Offeror's intentions to exercise its rights of Compulsory Acquisition and delist the Company, which will result in the Offeror becoming the sole shareholder of the Company, it will not be meaningful to require the Company to incur additional and unnecessary costs as well as considerable resources in connection with the preparation and/or release of the FY2022 Results, the 706A Announcement, the 2022 AGM, the Annual Report and the Sustainability Report.

4. Confirmations from the SGX-ST

4.1 The Board wishes to announce that the SGX-ST in its letter dated 23 February 2023 informed the Company that based on the Company's submissions and representations to the SGX-ST, the SGX-ST advised that as the Offeror and its concert parties hold, in aggregate, more than 90% of all the issued and paid-up ordinary shares in the capital of the Company (excluding treasury shares), resulting in the Company's free float falling below 10%, and taking into consideration the Offeror's intention to exercise its rights of Compulsory Acquisition, the SGX-ST has no objection to:

4.1.1 the Delisting of the Company from the Official List of the SGX-ST subject to:

- (i) the Offeror exercising its rights of Compulsory Acquisition;
- (ii) an immediate announcement by the Company of SGX-ST's decision; and
- (iii) submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Company (the "**Delisting Written Confirmation**");

4.1.2 granting the Company the Waivers, subject to:

- (i) the Offeror exercising its rights of Compulsory Acquisition;
- (ii) an announcement by the Company of the Waivers granted, the reasons for seeking the Waivers, the conditions as required under Rule 107 of the Listing Manual and if the Waivers conditions have been satisfied. If the Waivers conditions have not been met on the date of the announcement, the Company must make an update announcement when the conditions have all been met; and
- (iii) submission of a written confirmation from the Company that the Waivers will not be in contravention of any laws and regulations governing the Company and its constitution (or the equivalent in the Company's country of incorporation) (the "**Waivers Written Confirmation**" and together with the Delisting Written Confirmation, the "**Written Confirmations**").

4.2 The SGX-ST's decision is not an indication of the merits of the Delisting.

4.3 The Company has submitted the Written Confirmations to SGX-ST on 24 February 2023 and will announce the date and time of the Delisting in due course.

5. Requirements under Companies Act relating to Annual General Meeting and filing of Annual Returns

5.1 The Company wishes to inform Shareholders that it intends to make an application to the Accounting and Corporate Regulatory Authority to seek an extension of time of 60 days to (i) hold its 2022 AGM by 29 June 2023 (instead of 30 April 2023), and (ii) file its FY2022 annual returns by 30 July 2023 (instead of 31 May 2023). The Company is expected to have been delisted from the Official List of the SGX-ST at some point during such extended period and therefore no longer subject to compliance with the listing rules under the Listing Manual.

6. Responsibility Statement

6.1 The directors of the Company (the “**Directors**”) (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 are fair and accurate and that there are no other material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading. The Directors jointly and severally accept responsibility accordingly.

6.2 Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation, the Offer Announcement, the MGO Conversion Announcement, the Price Revision Announcement, the Offer Document, the Offer Unconditional Announcement, the First Extension Announcement, the Second Extension Announcement and the Compulsory Acquisition Announcement), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced herein.

BY ORDER OF THE BOARD

Chia Lee Meng Raymond
Executive Director and Group Chief Executive Officer
for and on behalf of
CHIP ENG SENG CORPORATION LTD.

24 February 2023