

# VOLUNTARY UNCONDITIONAL GENERAL OFFER

by



## **PrimePartners Corporate Finance Pte. Ltd.**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200207389D)

for and on behalf of

## **PeakBayou Ltd.**

(Incorporated in the Cayman Islands)  
(Company Registration No. 327363)

for

## **AMOS Group Limited**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 201004068M)

## **DESPATCH OF NOTIFICATION OF ELECTRONIC DISSEMINATION (“NOTIFICATION”) OF OFFER DOCUMENT AND ITS RELATED DOCUMENTS**

### **1. INTRODUCTION**

**1.1** PrimePartners Corporate Finance Pte. Ltd. (“**PrimePartners**”) refers to the offer announcement released on 25 September 2024 for and on behalf of PeakBayou Ltd. (“**Offeror**”), in relation to the voluntary unconditional general offer (“**Offer**”) for all the issued ordinary shares (“**Shares**”) in the capital of AMOS Group Limited (“**Company**” or “**AGL**”), including those Shares already owned or agreed to be acquired by the Offeror or parties acting or deemed to be acting in concert with the Offeror (“**Offer Shares**”).

**1.2** Unless otherwise defined herein, all capitalised terms used shall have the same meanings given to them in the Offer Document (as defined in paragraph 2.1 of this Announcement).

### **2. ELECTRONIC DISSEMINATION OF OFFER DOCUMENT**

**2.1** PrimePartners wishes to announce, for and on behalf of the Offeror, that the Notification containing the address and instructions for the electronic retrieval of the formal offer document dated 10 October 2024 issued by PrimePartners, for an on behalf of the Offeror, containing, *inter alia*, the terms and conditions of the Offer (“**Offer Document**”) and its related documents has today been despatched to the shareholders of AGL (“**Shareholders**”).

**2.2** Pursuant to the Securities Industry Council’s Public Statement on the Further Extension of Temporary Measure to Allow for Electronic Despatch of Take-Over Documents under the Code

on 29 June 2021, the Offeror has opted to electronically disseminate the Offer Document. Accordingly, please note that no printed copies of the Offer Document will be despatched to Shareholders.

- 2.3** The electronic version of the Offer Document is located on the SGXNET announcement page of AGL. To access the electronic version of the Offer Document and its related documents, you may access the website of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) at [www.sgx.com](http://www.sgx.com) and select the section “**Securities**”, select “**Company Information**” and then “**Company Announcements**” from the drop-down menu list and type the name of the Company: “**AMOS Group Limited**” in the box titled “**Filter by Company / Security Name**”. “**AMOS Group Limited**” will appear as a drop-down item below the filter box.

**Thereafter, please select the announcement dated 10 October 2024 entitled “Electronic Dissemination of Offer Document”. 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 announcement.**

- 2.4** Printed copies of the Notification sent to you are accompanied by:

**2.4.1** (if you hold Offer Shares deposited with The Central Depository (Pte) Limited (“**CDP**”)) a Form of Acceptance and Authorisation for Offer Shares (“**FAA**”) or (if you hold Offer Shares in scrip form) a Form of Acceptance and Transfer for Offer Shares (“**FAT**” and together with the FAA, the “**Relevant Acceptance Forms**”); and

**2.4.2** a pre-addressed envelope, which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting from outside of Singapore.

- 2.5** Electronic copies of the Notification and Relevant Acceptance Forms are also available for download on the website of the SGX-ST as set out in paragraph 2.3 of this Announcement.

### **3. CLOSING DATE**

Shareholders are to note that the Offer will close at 5.30 p.m. (Singapore time) on 7 November 2024 or such later date(s) as may be announced from time to time by or on behalf of the Offeror, such date being the last day for the lodgement of acceptances of the Offer (“**Closing Date**”).

### **4. PROCEDURES FOR ACCEPTANCE AND CLOSING DATE**

The procedures for acceptance of the Offer are set out in **Appendix 2** to the Offer Document and in the accompanying FAA and/or FAT (as applicable).

Shareholders who wish to accept the Offer may do so by submitting the completed FAA in electronic form via the SGX-ST’s Investor Portal at [investors.sgx.com](http://investors.sgx.com) (applicable to individual and joint-alt account holders whose shares are deposited with CDP only) and/or completing and returning the FAA and/or the FAT (as the case may be) before the Closing Date in accordance with the instructions in the Offer Document and the Relevant Acceptance Forms.

## 5. OVERSEAS SHAREHOLDERS

**5.1 Overseas Shareholders.** The Offer Document, the Relevant Acceptance Forms and/or any related documents do not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being proposed in any jurisdiction in which the introduction or implementation of the Offer would not be in compliance with the laws of such jurisdiction. Where there are potential restrictions on sending the Offer Document, the Relevant Acceptance Forms and/or any related documents to any overseas jurisdictions, the Offeror and PrimePartners each reserves the right not to send the Offer Document, the Relevant Acceptance Forms and/or any related documents to such overseas jurisdictions.

Copies of the Offer Document and any other 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 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 Offer will be made solely by the Offer Document and the Relevant Acceptance Forms accompanying the Offer Document, which contains the full terms and conditions of the Offer, including details of how the Offer may be accepted. The Offer is to be made to all Shareholders by the Offer Document being disseminated to Shareholders on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com).

**For the avoidance of doubt, the Offer is open to all Shareholders, including those to whom the Relevant Acceptance Forms have not been, or will not be, sent.**

The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the Register or, as the case may be, in the records of CDP (collectively, “**Overseas Shareholders**”) may be affected by the laws of the relevant overseas jurisdictions. Accordingly, all Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions. Overseas Shareholders should read Section 14 of the Letter to Shareholders in the Offer Document entitled “**Overseas Shareholders**”.

**5.2 Copies of the Offer Document and Relevant Acceptance Forms.** Shareholders (including Overseas Shareholders) may (subject to compliance with applicable laws) obtain electronic copies of the Offer Document, the Relevant Acceptance Forms and/or any related documents from the website of SGX-ST as set out in paragraph 2.3 of this Announcement.

**5.3 Compliance with Applicable Laws.** It is the responsibility of any Overseas Shareholder who wishes to (i) request for the Offer Document, the Relevant Acceptance Forms and/or any related documents; or (ii) accept the Offer, to satisfy himself as to the full observance of the

laws of the relevant jurisdictions in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with all other necessary formalities or legal requirements, or the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall also be liable for any taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on its behalf (including PrimePartners, CDP and the Registrar/Receiving Agent) shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments that may be required to be paid and the Offeror shall be entitled to set-off any such amounts against any sum payable to the Overseas Shareholder pursuant to the Offer and/or any acquisition of Shares pursuant to Section 215(1) or 215(3) of the Companies Act. In (a) requesting for the Offer Document, the Relevant Acceptance Forms and/or any related documents and/or (b) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror, PrimePartners, CDP and the Registrar/Receiving Agent 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.

**If any Shareholder is in any doubt about his position, he should consult his professional adviser in the relevant jurisdiction.**

- 5.4 Notice.** The Offeror and PrimePartners 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 paid advertisement in a daily 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 (including Overseas Shareholders) to receive or see such announcement or advertisement.

## **6. INFORMATION RELATING TO CPFIS INVESTORS AND SRS INVESTORS**

Investors who have purchased Offer Shares using their Central Provident Fund (“**CPF**”) contributions pursuant to the Central Provident Fund Investment Scheme (“**CPFIS**”, and such investors, “**CPFIS Investors**”) and investors who have purchased Offer Shares pursuant to the Supplementary Retirement Scheme (“**SRS**”, and such investors, “**SRS Investors**”) should receive further information on how to accept the Offer from their respective agent banks included under the CPFIS (“**CPF Agent Banks**”) and the SRS (“**SRS Agent Banks**”) (as the case may be) directly. CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.

CPFIS Investors and SRS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks and SRS Agent Banks (as the case may be) by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks (as the case may be), which may be earlier than the Closing Date. CPFIS Investors and SRS Investors who validly accept the Offer will receive the payment for their Offer Shares in their respective CPF investment accounts and SRS investment accounts (as the case may be).

## **7. INDEPENDENT ADVICE**

PrimePartners is acting for and on behalf of the Offeror and does not purport to advise the Shareholders and/or any other person. In preparing the Offer Document on behalf of the Offeror,

PrimePartners has not had regard to the general or specific investment objectives, tax positions, risk profiles, financial situation or particular needs and constraints of any individual Shareholder.

The views of the directors of AGL who are considered independent for the purposes of the Offer (“**Independent Directors**”) and the independent financial adviser to the Independent Directors on the Offer will be made available to Shareholders in due course. The Independent Directors are required under the Code to despatch their views within 14 days of the date of electronic dissemination of the Offer Document to Shareholders. Shareholders may wish to consider their advice before taking any action in relation to the Offer.

**Shareholders must make their own decision as to whether to tender their Shares. If any Shareholder is in doubt as to the action he should take, he should immediately seek his own advice from his relevant financial, legal or tax advisers or other independent financial adviser.**

## **8. GOVERNING LAW AND JURISDICTION**

The Offer, the Offer Document (including the Relevant Acceptance Forms) and all acceptances of the Offer and all contracts made pursuant thereto and actions taken or made or deemed to be taken or made thereunder shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Offeror and each Shareholder who validly accepts or has validly accepted the Offer submits to the non-exclusive jurisdiction of the Singapore courts.

## **9. RESPONSIBILITY STATEMENT**

The Offeror Directors (including any director who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care and made all reasonable enquiries to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate, and all opinions expressed in this Announcement have been arrived at after due and careful consideration, 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, and they jointly and severally accept full responsibility.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from AGL, the sole responsibility of the Offeror Directors has been to ensure through reasonable enquiries that such information is accurately and correctly extracted from such sources and/or reflected or reproduced in this Offer Document in its proper form and context.

Issued by  
**PrimePartners Corporate Finance Pte. Ltd.**

For and on behalf of  
**PeakBayou Ltd.**

10 October 2024

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

**PrimePartners Corporate Finance Pte. Ltd.**  
16 Collyer Quay  
#10-00 Collyer Quay Centre  
Singapore 049318

**IMPORTANT NOTICE**

All statements other than statements of historical facts included in this Offer Document are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “aim”, “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future and conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror’s current expectations, beliefs, hopes, intentions or strategies regarding 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 of AGL and shareholders and investors of the Offeror should not place undue reliance on such forward-looking statements. Neither the Offeror nor PrimePartners guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.