

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)

LOSS OF FREE FLOAT, EXTENSION OF OFFER CLOSING DATE AND LEVEL OF ACCEPTANCES OF OFFER

1. INTRODUCTION

1.1 PrimePartners Corporate Finance Pte. Ltd. ("**PrimePartners**") refers to:

- (i) the announcement (the "**Offer Announcement**") dated 25 September 2024 (the "**Offer Announcement Date**"), made for and on behalf of PeakBayou Ltd. (the "**Offeror**"), in relation to the voluntary unconditional general offer (the "**Offer**") by the Offeror for all the issued ordinary shares (the "**Shares**") in the capital of AMOS Group Limited (the "**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 (the "**Offer Shares**"); and
- (ii) the offer document dated 10 October 2024 containing the terms and conditions of the Offer (the "**Offer Document**").

1.2 Electronic copies of the Offer Document, all announcements in relation to the Offer and any related documents are available on the website of the SGX-ST at www.sgx.com.

1.3 All capitalised terms used herein, unless otherwise defined, shall have the same meanings given to them in the Offer Document.

2. EXTENSION OF OFFER CLOSING DATE

- 2.1 PrimePartners wishes to announce, for and on behalf of the Offeror, that the Closing Date of the Offer is extended from 5.30 p.m. (Singapore time) on 7 November 2024 to **5.30 p.m. (Singapore time) on 21 November 2024** or such later date(s) as may be announced from time to time by or on behalf of the Offeror.
- 2.2 Accordingly, the Offer shall close at **5.30 p.m. (Singapore time) on 21 November 2024** or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the “Closing Date”).

3. PROCEDURES FOR ACCEPTANCE AND SETTLEMENT

- 3.1 **Shareholders who have accepted the Offer.** Shareholders who have validly accepted the Offer prior to the date of this Announcement are not required to take any action in relation to the Offer.
- 3.2 **Shareholders who have not accepted the Offer.** Shareholders who wish to accept the Offer but have not done so should complete, sign and submit their Relevant Acceptance Form(s) and all other relevant documents as soon as possible so as to reach the Offeror **not later than 5.30 p.m. (Singapore time) on 21 November 2024**.

3.2.1 if you hold Offer Shares deposited with CDP, please ensure that you complete and return the FAA:

- (i) **by post**, in the enclosed pre-addressed envelope at your own risk, to PeakBayou Ltd. c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934; or
- (ii) **in electronic form**, via the SGX-ST’s Investor Portal at investors.sgx.com (applicable to individual and joint-alt account holders only); and

3.2.2 if you hold Offer Shares in scrip form, please ensure that you complete and return the FAT, together with the share certificate(s), other document(s) of title and/or other relevant document(s) required by the Offeror and/or the Receiving Agent relating to the Offer Shares in respect of which you wish to accept the Offer:

- (i) **by hand**, to PeakBayou Ltd. c/o In.Corp Corporate Services Pte. Ltd., 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
- (ii) **by post**, in the enclosed pre-addressed envelope at your own risk, to PeakBayou Ltd. c/o In.Corp Corporate Services Pte. Ltd., 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712,

in each case so as to arrive not later than 5.30 p.m. (Singapore time) on 21 November 2024 (or such later date(s) as may be announced from time to time by or on behalf of the Offeror). If the completed and signed Relevant Acceptance Form(s) are delivered by post to the Offeror, please use the pre-addressed envelope which is enclosed with the Relevant Acceptance Form(s), 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. Proof of posting is not proof of receipt by the Offeror at the above addresses. Settlement of the Offer

Price for such Offer Shares cannot be made until all relevant documents have been properly completed and delivered.

- 3.3 The procedures for acceptance of the Offer are also set out in Appendix 2 to the Offer Document and in the accompanying FAA and/or FAT (as applicable).
- 3.4 CPFIS Investors and SRS Investors should receive further information on how to accept the Offer from their respective CPF Agent Banks and SRS Agent Banks (as the case may be) directly.
- 3.5 **Payment of Offer Price.** Under the Code, the Offeror is required to make payment of the Offer Price to each Accepting Shareholder within seven (7) Business Days after the date of receipt by the Offeror of valid acceptances and all other relevant documents from such Accepting Shareholder.
- 3.6 **Acceptances.** After the despatch of the Offer Document on 10 October 2024, acceptances of the Offer have been received on a daily basis¹. As the Offer is unconditional, Shareholders who accepted the Offer have received payment for all valid acceptances received up till 29 October 2024, within seven (7) Business Days from the date of receipt of such valid acceptances and relevant documents from each Accepting Shareholder.

4. LEVEL OF ACCEPTANCES OF THE OFFER AND AGGREGATE SHAREHOLDING

Pursuant to Rule 28.1 of the Code, PrimePartners wishes to announce, for and on behalf of the Offeror that, as of 5 November 2024, the number of Shares (a) held immediately before the Offer Announcement Date by the Offeror and parties acting in concert with the Offeror; and (b) for which valid acceptances of the Offer have been received, are as follows:

Description	Number of Shares	% ⁽²⁾
Shares held immediately before the Announcement date by:		
(i) the Offeror	145,512,679	69.85
(ii) parties acting in concert with the Offeror	27,755,288	13.32
Valid acceptances of the Offer on 5 November 2024 received from:		
(i) Shareholders (other than parties acting in concert with the Offeror)	16,439,678	7.89
(ii) parties acting in concert with the Offeror	-	-
Shares owned, controlled, acquired or agreed to be acquired by the Offeror (including valid acceptances of the Offer) as at 5 November 2024	161,952,357	77.74

¹ Excluding Saturdays (excluding electronic submissions), Sundays and Public Holidays.

Shares owned, controlled, acquired or agreed to be acquired by the Offeror and parties acting in concert with the Offeror (including valid acceptances of the Offer) as at 5 November 2024	189,707,645	91.06
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5. RESULTANT SHAREHOLDING

5.1 As at 5 November 2024:

- (i) the total number of Shares owned, controlled, acquired or agreed to be acquired by the Offeror (including valid acceptances of the Offer) amount to an aggregate of 161,952,357 Shares, representing approximately 77.74 per cent.² of the total number of Shares; and
- (ii) the total number of Shares owned, controlled, acquired or agreed to be acquired by the Offeror and parties acting in concert with the Offeror (including valid acceptances of the Offer) amount to an aggregate of 189,707,645 Shares, representing approximately 91.06 per cent. of the total number of Shares.

6. Loss of Free Float, Trade Suspension and Delisting

- 6.1 Under Rule 1105 of the Listing Manual, upon an announcement by the Offeror that it has received acceptances which result in the Offeror and its concert parties holding more than 90 per cent. of the Shares in issue (excluding treasury shares), the SGX-ST may suspend the trading of the listed securities of AGL on the SGX-ST until such time when the SGX-ST is satisfied that at least 10 per cent. of the Shares in issue (excluding treasury shares) are held by at least 500 Shareholders who are members of the public. Rule 1303(1) of the Listing Manual provides that where the Offeror succeeds in garnering acceptances exceeding 90 per cent. of the Shares in issue (excluding treasury shares), thus causing the percentage of the Shares in issue (excluding treasury shares) held in public hands to fall below 10 per cent., the SGX-ST will suspend trading of the Shares at the close of the Offer.

The Free Float Requirement is no longer satisfied and as stated in the Offer Document, **the Offeror does not intend to preserve the listing status of the Company and does not intend to take any steps for any trading suspension in the securities of the Company to be lifted.**

7. COMPULSORY ACQUISITION

- 7.1 **Compulsory Acquisition.** Pursuant to Section 215(1) of the Companies Act, if the Offeror receives valid acceptances pursuant to the Offer or acquires Shares from the Despatch Date otherwise than through valid acceptances of the Offer, in respect of not less than 90 per cent. of the Shares in issue (excluding treasury shares and those already held by the Offeror, its

² Based on a total of 208,331,031 Shares as at the date of this Announcement and rounded to the nearest two decimal places.

³ And other persons required to be excluded under Section 215(9A) of the Companies Act.

related corporations or their respective nominees³ as at the Despatch Date), the Offeror will be entitled to exercise its right to compulsorily acquire, at the Offer Price, all Offer Shares held by Shareholders who have not accepted the Offer (“Dissenting Shareholders”). **The Offeror, if so entitled, intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act.**

- 7.2 **Dissenting Shareholders’ Rights.** Pursuant to Section 215(3) of the Companies Act, Dissenting Shareholders have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Offer Shares at the Offer Price in the event that the Offeror, its related corporations or their respective nominees³ acquire, pursuant to the Offer, such number of Shares which, together with treasury shares and the Shares held by the Offeror, its related corporations or their respective nominees³, comprise 90 per cent. or more of the Shares in issue (including treasury shares). **Dissenting Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.**

8. FURTHER INFORMATION IN OFFER DOCUMENT

Further information relating to the Offer are set out in the Offer Document dated 10 October 2024. Shareholders should read the Offer Document in its entirety. An electronic copy of the Offer Document and any related documents may be obtained from the website of the SGX-ST at www.sgx.com.

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 Announcement in its proper form and context.

Issued by
PrimePartners Corporate Finance Pte. Ltd.

For and on behalf of
PeakBayou Ltd.

5 November 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.