

# 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)

2 December 2024

To: The Shareholders of AMOS Group Limited

Dear Shareholders

### Notification of Rights of Shareholders of AMOS Group Limited pursuant to Section 215(3) of the Companies Act 1967

#### 1. INTRODUCTION

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

- 1.1.1 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**");
- 1.1.2 the offer document dated 10 October 2024 containing the terms and conditions of the Offer (the "**Offer Document**");
- 1.1.3 the announcement dated 5 November 2024 in relation to, *inter alia*, the loss of free float, the extension of the closing date of the Offer and level of acceptances of the Offer; and
- 1.1.4 the announcement dated 20 November 2024 in relation to, *inter alia*, the final extension of the closing date of the Offer and level of acceptances of the Offer.

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

**If you have already (i) validly accepted the Offer in respect of all your Offer Shares by completing and returning a FAA and/or FAT; or (ii) sold all your Offer Shares prior to the date of this Letter, please disregard this Letter and the accompanying Form 58.**

## 2. ACCOMPANYING DOCUMENTS

- 2.1 Printed copies of this Letter are accompanied by a Form 58 (as defined below).

Electronic copies of this Letter and the Form 58 may also be obtained on the SGXNET announcement page of the AGL.

## 3. FINAL CLOSING DATE

- 3.1 PrimePartners wishes to remind all Shareholders who have not accepted the Offer (the “**Non-Assenting Shareholders**”) that the Offer will close at **5.30 p.m. (Singapore time) on 12 December 2024** (the “**Final Closing Date**”).

- 3.2 **This will be the final closing, and the Offeror does not intend to extend the Offer beyond the Final Closing Date.**

- 3.3 **Accordingly, the Offer will NOT be open for acceptance beyond 5.30 p.m. (Singapore time) on the Final Closing Date.**

## 4. NON-ASSENTING SHAREHOLDERS MAY STILL ACCEPT THE OFFER

- 4.1 As the Offer still remains open and will close at **5.30 p.m. (Singapore time) on 12 December 2024**, Non-Assenting 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 12 December 2024**.

- 4.1.1 if you hold Offer Shares deposited with CDP, please ensure that you complete and return the completed 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](https://investors.sgx.com) (applicable to individual and joint-alt account holders only); and

- 4.1.2 if you hold Offer Shares in scrip form, please ensure that you complete and return the completed 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 12 December 2024.** 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.

- 4.2 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).

- 4.3** 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.
- 4.4 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.
- 4.5 Acceptances.** After the despatch of the Offer Document on 10 October 2024, acceptances of the Offer have been received on a daily basis<sup>1</sup>. As the Offer is unconditional, Shareholders who accepted the Offer have received payment for all valid acceptances received up till 26 November 2024, within seven (7) Business Days from the date of receipt of such valid acceptances and relevant documents from each Accepting Shareholder.

## **5. LOSS OF FREE FLOAT, TRADE SUSPENSION AND DELISTING**

- 5.1** 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.**

- 5.2 Shareholders who do not accept the Offer should note that in the event that the trading of the Shares on the SGX-ST is suspended pursuant to Rule 724, 1105 or 1303(1) of the Listing Manual, such Shareholders will continue to hold their Shares and remain shareholders of AGL, but, pursuant to Rule 729 of the Listing Manual, will not be able to transfer such Shares without the prior approval of the SGX-ST.**

## **6. RIGHT UNDER SECTION 215(3) OF THE COMPANIES ACT**

- 6.1 Non-Assenting Shareholder.** According to the records maintained by CDP and/or the Registrar, as the case may be, you may not have accepted the Offer.

Under Section 215(3) of the Companies Act, you (a Non-Assenting Shareholder) have the right (the “**S215(3) Right**”) to require the Offeror to acquire your Offer Shares which have not been tendered in acceptance of the Offer (the “**Exercise Shares**”). In connection therewith, a Notice to Non-Assenting Shareholder in the form prescribed under the Companies Act (the “**Form 58**”) is enclosed with this Letter. You may, within three (3) months from the date of the Form 58 (that is, by 2 March 2025) (the “**Expiry Date**”), exercise your S215(3) Right to require the Offeror to acquire your Exercise Shares and we shall be entitled and bound to acquire those Exercise Shares on the same terms as those offered under the Offer.

**Please disregard this Letter and the Form 58 if you have already validly accepted the Offer in respect of all your Offer Shares or sold all your Offer Shares prior to the date of this Letter.**

- 6.2 No Encumbrances.** Where a Non-Assenting Shareholder elects to exercise the S215(3) Right, the Exercise Shares in respect of which the S215(3) Right has been exercised will be acquired at the Offer Price (or “**Exercise Price**”) of S\$0.070 for each Exercise Share.

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<sup>1</sup> Excluding Saturdays (excluding electronic submissions), Sundays and Public Holidays.

**6.3 CPFIS and SRS Investors.** If you are a CPFIS Investor and/or SRS Investor, please consult your respective CPF Agent Banks and SRS Agent Banks (as the case may be) for further information on how to exercise your S215(3) Right.

**6.4 Non-Assenting Shareholders who wish to exercise their S215(3) Right are advised to seek their own independent legal advice.**

## **7. OVERSEAS SHAREHOLDERS**

This Letter, the Form 58 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. Where there are potential restrictions on sending this Letter, the Form 58 and/or any related documents to any overseas jurisdictions, the Offeror reserves the right not to send this Letter, the Form 58 and/or any related documents to such overseas jurisdictions.

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, Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.

## **8. GENERAL**

Non-Assenting Shareholders who are in doubt about any of the matters referred to in this Letter and/or any related documents should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

## **9. RESPONSIBILITY STATEMENT**

The Offeror Directors (including any director who may have delegated detailed supervision of the preparation of this Letter) have taken all reasonable care and made all reasonable enquiries to ensure that the facts stated and opinions expressed in this Letter are fair and accurate, and all opinions expressed in this Letter have been arrived at after due and careful consideration, and that there are no other material facts not contained in this Letter, the omission of which would make any statement in this Letter 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 Letter in its proper form and context.

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

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

**2 December 2024**

*Any inquiries relating to the Offer or the exercise of the S215(3) Right should be directed during office hours to:*

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