

## VOLUNTARY CONDITIONAL GENERAL OFFER

by

### **SRS AUTO HOLDINGS PTE. LTD.**

(Incorporated in the Republic of Singapore)

(Company Registration No. 201709236H)

to acquire all the issued and paid-up ordinary shares (excluding treasury shares) in the capital of



### **ALLIED TECHNOLOGIES LIMITED**

(Incorporated in the Republic of Singapore) (Company

Registration No. 199004310E)

other than those Shares held, directly or indirectly by SRS Auto Holdings Pte. Ltd. as at the date of the Offer.

## **DESPATCH OF NOTIFICATION OF ELECTRONIC DISSEMINATION OF OFFER DOCUMENT AND RELATED DOCUMENTS**

### **1. INTRODUCTION**

SRS Auto Holdings Pte. Ltd. (the "**Offeror**") refers to the offer announcement released on 17 June 2022, in relation to the voluntary unconditional cash offer (the "**Offer**") to acquire all of the issued and paid-up ordinary shares (the "**Shares**") in the capital of Allied Technologies Limited (the "**Company**"), including those Shares already owned or controlled, directly or indirectly, or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror, as at the date of the Offer (collectively, the "**Offer Shares**" and each, an "**Offer Share**").

Unless otherwise defined, capitalised terms in this Announcement shall bear the same meaning as set out in the Offer Document (as defined herein).

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

Pursuant to the Securities Industry Council's Public Statement on the Further Extension of the Temporary Measures to Allow for Despatch of Take-Over Documents under The Singapore Code on Take-overs and Mergers issued on 29 June 2021, the Offeror has opted to electronically disseminate the offer document dated 8 July 2022 (the "**Offer Document**") containing the terms and conditions of the Offer and enclosing the appropriate Acceptance Forms (as defined herein).

An electronic copy of the Offer Document and FAA (as defined below) have been published on the website of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") at <https://www.sgx.com>.

### **3. POSTING OF THE NOTIFICATION**

In connection with the electronic despatch of the Offer Document, a hardcopy notification (the "**Notification**") containing addresses and instructions for the electronic retrieval of the Offer Document and its related documents has been posted to Shareholders together with the following

documents, as may be applicable:

- (a) (if a Shareholder holds Offer Shares that are deposited with The Central Depository (Pte) Limited ("**CDP**") a Form of Acceptance and Authorisation for Offer Shares (the "**FAA**") and a pre-addressed envelope; and
- (b) (if a Shareholder holds Offer Shares that are not deposited with CDP ("**in scrip form**")), a Form of Acceptance and Transfer for Offer Shares (the "**FAT**", and together with the FAA, referred to as the "**Acceptance Forms**") and a pre-addressed envelope.

Electronic copies of the Notification and the Acceptance Forms are also available for download on the website of the SGX-ST at <https://www.sgx.com>.

#### **4. CLOSING DATE**

**Acceptances of the Offer must be received by the close of the Offer at 5.30 p.m. (Singapore time) on 5 August 2022 (the "Closing Date") or such later date(s) as may be announced from time to time by or on behalf of the Offeror.**

#### **5. PROCEDURES FOR ACCEPTANCE**

The procedures for acceptance of the Offer are set out in **Appendix 2** to the Offer Document and in the relevant Acceptance Forms.

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

#### **6. REQUEST FOR NOTIFICATION AND RELATED DOCUMENTS**

If you are a Shareholder and do not receive the Notification and the relevant Acceptance Form within a week of the date of this Announcement, please contact CDP (if you hold Offer Shares deposited with CDP) or the Registrar (if you hold Offer Shares in scrip form), as the case may be, immediately at the email address, address and/or telephone number set out below, during normal business hours and provide satisfactory evidence that you are a Shareholder:

**The Central Depository (Pte) Limited**

Tel: +65 6535 7511

Email: [asksgx@sgx.com](mailto:asksgx@sgx.com)

**Boardroom Corporate & Advisory**

**Services Pte. Ltd.**

Tel: 6536 5355

#### **7. OVERSEAS SHAREHOLDERS**

##### **7.1 Overseas Jurisdictions**

This Announcement, the Offer Document and all related documents do not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Announcement, the Offer Document and all related documents in any jurisdiction in contravention of applicable law.

The release, publication or distribution of this Announcement, the Offer Document and all related

documents in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Announcement, the Offer Document and all related documents are released, published or distributed should inform themselves about and observe such restrictions.

Copies of this Announcement, the Offer Document and all related documents and any 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.

## **7.2 Overseas Shareholders**

The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the Register or in the Depository Register (as the case may be) (each, an "**Overseas Shareholder**") may be affected by the laws of the relevant overseas jurisdictions in which they are located. It is currently not intended that the Offer will be made in or into, and the Offer is not capable of acceptance in or from, any jurisdiction in or from which the making of the Offer is prohibited or affected by the laws of that jurisdiction. Accordingly, Overseas Shareholders should inform themselves about and observe any applicable legal requirements, and exercise caution in relation to the Offer, as the Offer Document, the Acceptance Forms and all related documents have not been reviewed by any regulatory authority in any overseas jurisdiction.

**For the avoidance of doubt, the Offer will be open to all Shareholders, including those to whom the Notification (containing the address and instructions for the electronic retrieval of the Offer Document and its related documents) and the relevant Acceptance Forms may not be sent.**

It is the responsibility of any Overseas Shareholder who wishes to (a) request for the Notification (containing the address and instructions for the electronic retrieval of this Offer Document and its related documents), the relevant Acceptance Forms and/or any related documents, and/or (b) accept the Offer to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on its behalf shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments as the Offeror and/or any person acting on its behalf may be required to pay. In (a) request for the Notification (containing the address and instructions for the electronic retrieval of this Offer Document and its related documents), the relevant Acceptance Forms and/or any related documents, and/or (b) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror, CDP and/or the Share Registrar 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.

**Any Overseas Shareholder who is in doubt about his/her/its position should consult his/her/its professional adviser in the relevant jurisdiction.**

### **7.3 Copies of the Offer Document and the Acceptance Forms**

Shareholders (including Overseas Shareholders) may (subject to compliance with applicable laws) obtain electronic copies of the Offer Document, the Acceptance Forms and/or any related documents from the website of the SGX-ST at [www.sgx.com](http://www.sgx.com). To obtain a copy of this Offer Document, please select the section “Securities”, select “Company Information” and then “Company Announcements” from the drop-down menu list and type the name of the Company: “Allied Technologies Limited” in the box titled “Filter by Company/Security Name”. “Allied Technologies Limited” will appear as a drop-down item below the filter box.

Thereafter, please select the announcement dated 28 December 2021 titled “Notice of Electronic Dissemination of Offer Document and Related Documents”. The Offer Document, the Acceptance Forms and its related documents can be accessed by clicking on the link under the section titled “Attachments” at the bottom of the announcement.

### **7.4 Notice**

The Offeror 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 or 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.

## **8. INFORMATION PERTAINING TO CPFIS INVESTORS AND SRS INVESTORS**

CPFIS Investors and SRS Investors will receive further information on how to accept the Offer from their respective CPF Agent Banks and SRS Agent Banks 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 accordingly by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks, which may be earlier than the Closing Date. CPFIS Investors and SRS Investors who accept the Offer through their appropriate intermediaries will receive the Offer Price in respect of their Offer Shares validly tendered in acceptance of the Offer, in their respective CPF investment accounts and SRS investment accounts.

## **9. INDEPENDENT ADVICE**

In preparing the Offer Document and related documents, the Offeror has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any individual Shareholder.

The views of the directors of the Company who are considered independent for the purposes of the Offer (the “**Independent Directors**”) and the independent financial adviser to the

Independent Directors on the Offer will be made available by the Company to Shareholders in the circular to be despatched by the Company within 14 days after the posting of the Offer Document. Shareholders should consider their advice before taking any action in relation to the Offer.

**If any Shareholder is in any doubt about the Offer or the action he/she/it should take, he/she/it should consult his/her/its stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.**

## **10. RESPONSIBILITY STATEMENT**

The director of the Offeror (including those who may have delegated detailed supervision of this Announcement) has taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, information relating to the Company), the sole responsibility of the director of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

Issued by

**SRS AUTO HOLDINGS PTE. LTD.**

8 July 2022

*Any inquiries relating to this Announcement or the Offer should be directed during office hours to the Offeror's legal counsel:*

### **BAYFRONT LAW LLC**

Mr. Ryan Lin

Director

Tel: 6922 7979

Email: [project.dream.atl@gmail.com](mailto:project.dream.atl@gmail.com)

### **IMPORTANT NOTICE**

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "expect", "anticipate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the current expectations, beliefs, hopes, intentions or strategies of the party making the statements regarding the 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 or outcomes may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and the Offeror does not undertake any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.