

# MANDATORY UNCONDITIONAL GENERAL OFFER

by



**DBS Bank Ltd.**  
(Incorporated in Singapore)  
(Company Registration No.: 196800306E)

for and on behalf of

**SOAR R2M PTE. LTD.**  
(Incorporated in Singapore)  
(Company Registration No.: 202412432M)

to acquire all of the issued ordinary shares  
in the capital of

**EU YAN SANG INTERNATIONAL LTD**  
(Incorporated in Singapore)  
(Company Registration No.: 199302179H)

other than those already owned, controlled or agreed to be acquired by  
**SOAR R2M PTE. LTD.**

## DESPATCH OF OFFER DOCUMENT

### 1. INTRODUCTION

- 1.1** DBS Bank Ltd. ("**DBS**"), for and on behalf of Soar R2M Pte. Ltd. (the "**Offeror**"), refers to the announcements released on 4 April 2024 and 22 May 2024 in relation to the mandatory unconditional general offer (the "**Offer**") by DBS, for and on behalf of the Offeror, for all the issued ordinary shares ("**Shares**") in the capital of Eu Yan Sang International Ltd (the "**Company**") as at the date of the Offer, other than those already owned, controlled or agreed to be acquired by the Offeror and any person acting in concert with it ("**Offer Shares**").
- 1.2** DBS wishes to announce, for and on behalf of the Offeror, that the offer document dated 10 June 2024 (the "**Offer Document**") and the Form of Acceptance and Transfer for Offer Shares ("**FAT**") containing the terms and conditions of the Offer have today been despatched to the shareholders of the Company ("**Shareholders**"). Electronic copies of the Offer Document and the FAT are available at the Company's corporate website at <https://www.euyansang.com.sg/en/newsroom/eyscorporate27.html>.
- 1.3** All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document.

## 2. OFFER DOCUMENT

The Offer Document includes the FAT and a pre-addressed envelope which is prepaid for posting in Singapore only.

## 3. CLOSING DATE

Acceptances of the Offer must be received not later than **5.30 p.m. (Singapore time) on 8 July 2024** or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the “**Closing Date**”).

## 4. PROCEDURES FOR ACCEPTANCE

The procedures for acceptance of the Offer are set out in **Appendix 2** to the Offer Document and in the accompanying FAT. Shareholders who wish to accept the Offer may do so by completing and returning the FAT before the Closing Date in accordance with the instructions in the Offer Document and the FAT.

## 5. REQUEST FOR OFFER DOCUMENT AND RELATED DOCUMENTS

- 5.1 Non-receipt of Offer Document.** If you are a Shareholder and do not receive the Offer Document and the FAT within a week of the date of this Announcement, please contact Boardroom Corporate & Advisory Services Pte. Ltd. (the “**Registrar**” or “**Receiving Agent**”) at the address and telephone numbers set out below during normal business hours and up to 5.30 p.m. (Singapore time) on the Closing Date:

**Boardroom Corporate & Advisory Services Pte. Ltd.**

1 Harbourfront Avenue  
#14-07 Keppel Bay Tower  
Singapore 098632

Tel: +65 6536 5355

Electronic copies of the Offer Document and the FAT may also be obtained from the Company’s corporate website at <https://www.euyansang.com.sg/en/newsroom/eyscorporate27.html>.

- 5.2 Overseas Shareholders.** The Offer Document, the FAT 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, and the Offer is not being made into any jurisdiction in which the making or acceptance of the Offer would not be in compliance with the laws of such jurisdiction. However, the Offeror may, in its sole discretion, take such action as it may deem necessary to extend the Offer to Shareholders in any such jurisdiction.

**For the avoidance of doubt, the Offer is open to all Shareholders, including those to whom the Offer Document, the FAT and/or any related documents may not be despatched.**

The availability of the Offer to Shareholders whose addresses as shown in the register of members of the Company as maintained by the Registrar are outside Singapore (the

**“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.

**5.3 Copies of Documents.** Where there are potential restrictions on sending the Offer Document, the FAT and/or any related documents to any overseas jurisdictions, the Offeror and DBS each reserves the right not to send the Offer Document, the FAT and/or any related documents to such overseas jurisdictions. Any affected Overseas Shareholder may nonetheless obtain copies of the Offer Document, the FAT and/or any related documents during normal business hours from the office of the Receiving Agent at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632. Alternatively, an affected Overseas Shareholder may write to the Receiving Agent to request for the FAT and/or any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to five Business Days prior to the Closing Date. Electronic copies of the Offer Document and the FAT may also be obtained from the Company’s corporate website at <https://www.euyansang.com.sg/en/newsroom/eyscorporate27.html>.

**5.4 Overseas Jurisdiction.** It is the responsibility of any Overseas Shareholder who wishes to (i) request for the FAT and/or any related documents and/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 other necessary formalities or legal requirements. Such Overseas Shareholder shall be liable for any such taxes, imposts, duties or other requisite payments payable in such jurisdictions and the Offeror, DBS, the Receiving Agent and/or any other 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, DBS, the Receiving Agent and/or any other person acting on its behalf may be required to pay. In (a) requesting for the FAT and/or any related documents; and/or (b) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror, DBS, and/or the 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.**

**5.5 Notice.** The Offeror and DBS each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all of the Shareholders (including Overseas Shareholders) by announcement on the corporate website of the Company at <https://www.euyansang.com.sg/en/newsroom/eyscorporate27.html> 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 an Overseas Shareholder) to receive or see such announcement or advertisement.

## **6. INFORMATION RELATING TO CPF 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 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 validly accept the Offer through appropriate intermediaries will receive the Offer Price payable in respect of their Offer Shares in their respective CPF investment accounts and SRS investment accounts.

## **7. INDEPENDENT ADVICE**

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

The views of the directors of the Company 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 and in any event, they are required under the Code to despatch their views within 14 days after the date of electronic dissemination of the Offer Document to Shareholders. Shareholders may wish to consider their views before taking any action in relation to the Offer.

**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, the FAT and any related documents, all acceptances of the Offer and the exercise thereof, 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. Each of the Offeror and any Shareholder who tenders his Shares in acceptance of the Offer submit to the non-exclusive jurisdiction of the Singapore courts.

## **9. CORRIGENDUM**

Please note that in the Offer Document, the term “Reference Period” should be defined as “The period commencing six months prior to the Pre-Conditional Announcement Date and ending on the Latest Practicable Date, being 4 October 2023 to 3 June 2024”, instead of “The period commencing six months prior to the Offer Announcement Date and ending on the Latest Practicable Date, being 22 December 2023 to 3 June 2024”.

## 10. RESPONSIBILITY STATEMENTS

- 10.1 Offeror.** The directors of the Offeror (including any who may have delegated detailed supervision of the preparation of this Announcement) have 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, and they jointly and severally accept responsibility accordingly.

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

- 10.2 Rohto.** The directors of Rohto (including any who may have delegated detailed supervision of the preparation of this Announcement) have 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, and they jointly and severally accept responsibility accordingly.

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

Issued by  
**DBS BANK LTD.**

For and on behalf of  
**SOAR R2M PTE. LTD.**

10 June 2024

Any enquiries relating to this Announcement or the Offer should be directed during office hours to DBS Bank Ltd. at telephone number +65 6878 4649.

### Forward-Looking Statements

*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 “seek”, “expect”, “anticipate”, “estimate”, “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 Offeror’s current expectations, beliefs, hopes, intentions or strategies 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 may differ materially from those described in such forward-looking statements. Shareholders and other investors of the Company should*

*not place undue reliance on such forward-looking statements. The Offeror does not guarantee any future performance or event or undertake any obligation to update publicly or revise any forward-looking statements.*