

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

**MANDATORY UNCONDITIONAL GENERAL OFFER BY SOAR R2M PTE. LTD. (THE "OFFEROR")
TO ACQUIRE ALL THE ISSUED ORDINARY SHARES IN THE CAPITAL OF THE COMPANY,
OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY
THE OFFEROR**

1. INTRODUCTION

The Board of Directors (the "**Directors**" or the "**Board**") of Eu Yan Sang International Ltd (the "**Company**") wishes to refer the shareholders of the Company (the "**Shareholders**") to:

- (a) the announcement dated 4 April 2024 (the "**Pre-Conditional Offer Announcement**") made by DBS Bank Ltd. ("**DBS**"), for and on behalf of the Offeror, in relation to the entry into a conditional sale and purchase agreement (the "**SPA**") with *inter alia* Righteous Crane Holding Pte. Ltd. ("**RCH**"), pursuant to which RCH agreed to sell, and the Offeror agreed to purchase, 381,922,612 issued ordinary shares (the "**Sale Shares**") in the capital of the Company held by RCH, which represents approximately 85.9% of all of the issued ordinary shares in the capital of the Company (the "**Shares**") as at the date of the Pre-Conditional Offer Announcement, on the terms and conditions set out in the SPA;
- (b) the announcement dated 4 April 2024 made by the Company in response to the Pre-Conditional Offer Announcement; and
- (c) the announcement dated 22 May 2024 made by DBS, for and on behalf of the Offeror, relating to the mandatory unconditional general offer (the "**Offer**") by the Offeror for all Shares, other than the Sale Shares ("**Offer Shares**") (the "**Offer Announcement**").

Capitalised terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the Offer Announcement.

2. THE OFFER

The Board wishes to inform the Shareholders that as stated in the Offer Announcement, the SPA Condition has been satisfied in accordance with the SPA as at the date of the Offer Announcement. Accordingly, the Pre-Condition has been satisfied.

Pursuant to the satisfaction of the Pre-Condition and in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the "**Code**"), DBS had announced, for and on behalf of the Offeror, in the Offer Announcement that the Offeror intends to make the Offer for all the Offer Shares.

A copy of the Offer Announcement is attached as the **Appendix** to this announcement and is also available on the website of the Company at <https://www.euyansang.com.sg/en/newsroom/eyscorporate27.html>. Shareholders are advised refer to the full text of the Offer Announcement for, inter alia, the principal terms and conditions of the Offer.

3. APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Board will, in due course, appoint an independent financial adviser (the "**IFA**") to advise the Board who are considered independent for the purposes of the Offer ("**Independent Directors**").

4. OFFEREE CIRCULAR

A circular (the "**Offeree Circular**") containing, amongst others, the advice of the IFA and the recommendation of the Independent Directors on the Offer will be sent to Shareholders within 14 days from the date of the despatch of the Offer Document to be issued by DBS, for and on behalf of the Offeror, in connection with the Offer.

In the meantime, Shareholders are advised to exercise caution when dealing in the Shares and to refrain from taking any action in relation to their Shares which may be prejudicial to their interest until they or their advisers have considered the information and the recommendation of the Independent Directors, as well as the advice of the IFA, which will be set out in the Offeree Circular to be issued in due course. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

5. RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision 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 publicly available sources (including without limitation, the Pre-Conditional Offer Announcement and/or the Offer Announcement), the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

For and behalf of the Board of Directors of
EU YAN SANG INTERNATIONAL LTD

LOH KUM YEW NICHOLAS
Company Secretary
22 May 2024

APPENDIX

OFFER ANNOUNCEMENT

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION. THIS ANNOUNCEMENT SHALL NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO SUBSCRIBE FOR OR BUY SECURITIES IN ANY JURISDICTION WHERE SUCH OFFER OR SOLICITATION IS UNLAWFUL OR UNAUTHORISED.

MANDATORY UNCONDITIONAL GENERAL OFFER

by



(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.

MANDATORY UNCONDITIONAL OFFER ANNOUNCEMENT

1. INTRODUCTION

1.1 The Acquisition and the Offer. DBS Bank Ltd. ("**DBS**") refers to the announcement (the "**Pre-Conditional Offer Announcement**") dated 4 April 2024 (the "**Pre-Conditional Announcement Date**") released by DBS, for and on behalf of Soar R2M Pte. Ltd. (the "**Offeror**"), stating that, *inter alia*:

1.1.1 the Offeror had entered into a conditional sale and purchase agreement (the "**SPA**") with Righteous Crane Holding Pte. Ltd. ("**RCH**") and the Investors (as defined below), as the Offeror's guarantors, pursuant to which RCH agreed to sell, and the Offeror agreed to purchase, 381,922,612 issued ordinary shares (the "**Sale Shares**") in the capital of Eu Yan Sang International Ltd (the "**Company**") held by RCH, which represents approximately 85.9 per cent. of all of the issued ordinary shares in the capital of the Company (the "**Shares**") as at the Pre-Conditional Announcement Date, on the terms and conditions set out in the SPA (the "**Acquisition**"); and

- 1.1.2 subject to and contingent upon satisfaction of the Pre-Condition (as defined below), and in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”), the Offeror will be required to make a mandatory general offer (the “**Offer**”) for all Shares, other than the Sale Shares.

A copy of the Pre-Conditional Offer Announcement is available on the corporate website of the Company at <https://www.euyansang.com.sg/en/newsroom/eyscorporate27.html>.

Capitalised terms that are not defined in this Announcement shall have the meanings set out in the Pre-Conditional Offer Announcement.

- 1.2 **Pre-Condition.** In the Pre-Conditional Offer Announcement, it was stated that the Offeror would make the Offer subject to the satisfaction or waiver of the SPA Condition (as defined below) in accordance with the SPA (the “**Pre-Condition**”). The condition to the SPA is to obtain all necessary or appropriate approvals under applicable competition laws from the relevant competition authorities in the People’s Republic of China and the Republic of Korea (the “**SPA Condition**”).
- 1.3 **Satisfaction of the Pre-Condition.** DBS wishes to announce, for and on behalf of the Offeror, that the SPA Condition has been satisfied in accordance with the SPA as at the date of this Announcement, being 22 May 2024 (the “**Offer Announcement Date**”). Accordingly, the Pre-Condition has been satisfied.

Pursuant to the satisfaction of the Pre-Condition and in accordance with Rule 14 of the Code, DBS wishes to announce, for and on behalf of the Offeror, the Offeror’s firm intention to make the Offer.

2. THE OFFER

- 2.1 **Terms.** Subject to the terms and conditions set out in the offer document to be issued by DBS for and on behalf of the Offeror (the “**Offer Document**”), the Offer will be made by the Offeror on the following basis:

- 2.1.1 **Offer Shares.** The Offeror will make the Offer for all of the Shares, other than those already owned, controlled or agreed to be acquired by the Offeror and any person acting in concert with it (the “**Offer Shares**”), in accordance with Section 139 of the Securities and Futures Act 2001 of Singapore (the “**SFA**”) and the Code.
- 2.1.2 **Offer Price.** The offer price for each Offer Share acquired under the Offer (the “**Offer Price**”) will be as follows:

For each Offer Share: S\$1.8184 in cash.¹

The Offer Price is based on the aggregate consideration to be paid by the Offeror to RCH for the purchase of the Sale Shares under the SPA (the “**SPA Consideration**”), the computation of which is set out below, divided by the total number of Sale Shares and rounded to the nearest 4 decimal places. The aggregate Offer Price to be paid to

¹ On the basis that the completion of the Acquisition (“**SPA Completion**”) will take place on 3 June 2024.

each shareholder of the Company (“**Shareholder**”) who validly accepts the Offer shall be rounded down to the nearest S\$0.01. The SPA Consideration was arrived at after an arm’s length negotiation between the Offeror and RCH.

Computation of the SPA Consideration

In the Pre-Conditional Offer Announcement, it was stated that the SPA Consideration shall be an amount determined as follows:

- (i) S\$687,345,640; *plus*
- (ii) an amount determined as follows:

$$(A + B) \quad \times \quad \frac{381,922,612}{444,545,960^2}$$

Where:

“**A**” means the difference in amount (the “**Overestimated Transaction Costs**”), if any, between:

- (a) the preliminary estimate of certain costs, expenses and fees incurred, paid or payable by, or attributable to, the Company and its subsidiaries (collectively, the “**Group**”) in connection with the Acquisition as set out in the SPA (the “**Transaction Costs**”), as agreed in writing between RCH and the Offeror as at the date of the SPA (the “**Preliminary Estimated Transaction Costs**”); and
- (b) the final estimated amount of the Transaction Costs that is paid or payable by the Group following SPA Completion, as notified in writing by RCH to the Offeror within 14 calendar days after the signing of the SPA (the “**Final Estimated Transaction Costs**”),

in the event that the Final Estimated Transaction Costs is a figure whose quantum is lower than the Preliminary Estimated Transaction Costs; and

“**B**” means the incremental amount calculated based on the following formula (the “**SPA Incremental Amount**”), in the event that SPA Completion takes place on a date after the date of the SPA:

$$B = S\$66,667 \times Y$$

Where:

“**B**” means the SPA Incremental Amount; and

² As at the Pre-Conditional Announcement Date, the Company had a total of 444,545,960 Shares. There has been no change to the total Shares of the Company as at the Offer Announcement Date.

“Y” means the number of calendar days between the date of the SPA (which date shall be included) and the date of SPA Completion (which date shall be excluded).

As at the Offer Announcement Date, it has been determined that the Overestimated Transaction Costs is S\$4,331,200. On the basis that SPA Completion will take place on 3 June 2024 (being 8 Business Days³ following the satisfaction of the Pre-Condition), the SPA Incremental Amount will be S\$4,000,020. Accordingly, after taking into account the adjustments as set out in this paragraph 2.1.2(ii), the aggregate SPA Consideration will be S\$694,503,238.07.

Computation of the Offer Price

The Offer Price of S\$1.8184 for each Offer Share is accordingly derived from S\$694,503,238.07 (being the aggregate SPA Consideration) divided by 381,922,612 (being the total number of Sale Shares) and rounded to the nearest 4 decimal places.

2.1.3 Rights and Encumbrances. The Offer Shares will be acquired:

- (i) fully paid;
- (ii) free from any charges, liens and encumbrances, claims and other equities or third party rights (including rights of pre-emption) of any nature whatsoever or an agreement or obligation to create any of the foregoing; and
- (iii) together with all rights, dividends, entitlements and advantages attaching thereto as at the Pre-Conditional Announcement Date and hereafter attaching thereto, including the right to receive and retain (if any) all dividends, rights, other distributions and/or return of capital (collectively, the “**Distributions**”) announced, declared, paid or made by the Company in respect of such Offer Shares on or after the Pre-Conditional Announcement Date.

If any Distribution is or has been announced, declared, paid or made by the Company on or after the Pre-Conditional Announcement Date to a Shareholder who accepts or has accepted the Offer, and the settlement date in respect of the Offer Shares accepted pursuant to the Offer falls after the book closure date for the determination of entitlements to such Distribution, the Offeror reserves the right to reduce the Offer Price payable to such accepting Shareholder by the amount of such Distribution.

2.1.4 No Options. As at the Offer Announcement Date, based on the latest information available to the Offeror, there are no outstanding instruments convertible into, rights to subscribe for, and options or derivatives in respect of, the Shares or securities which carry voting rights in the Company.

2.1.5 Offer Unconditional. The Offer will be unconditional in all respects.

³ “**Business Day**” means a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore.

- 2.2 Further Information.** Further information on the Offer and the terms and conditions upon which the Offer will be made will be set out in the Offer Document.

3. RETENTION ARRANGEMENTS

- 3.1 Reinvestment and Shareholding Structure of the Offeror.** As set out in the Pre-Conditional Offer Announcement, the Offeror and the Investors had entered into a reinvestment agreement (the “**Reinvestment Agreement**”) with each of Mr. Richard Eu Yee Ming (“**Richard Eu**”), who is the chairman of the Company’s board of directors, and Mr. Richard Eu Zai Qi (“**Richie Eu**”), who is the managing director for mergers and acquisitions of the Company.

3.1.1 Pursuant to the Reinvestment Agreement, each of Richard Eu and Richie Eu has undertaken to reinvest a specified amount of the amount due to each of them (or to the vehicle through which each of them holds shares in RCH) as shareholders of RCH entitled to the distribution by RCH to its shareholders of the net proceeds from the sale of the Sale Shares following SPA Completion, to subscribe for new issued ordinary shares in the capital of the Offeror (the “**Reinvestment**”, and such shares, the “**Offeror Shares**”).

3.1.2 Following the completion of the Reinvestment, Richard Eu and Richie Eu will have an aggregate effective interest in the Company of approximately 10 per cent. (through their shareholdings in the Offeror). It is intended that Richard Eu will hold approximately 9.98 per cent. effective interest in the Company and Richie Eu will hold approximately 0.02 per cent. effective interest in the Company, in proportion to their existing effective interest in the Shares *inter se*.

The exact shareholding structure of the Offeror will be finalised following the completion of the Offer and Reinvestment, and will depend on the level of acceptances received by the Offeror pursuant to the Offer. For illustrative purposes, hypothetical examples of the Offeror’s shareholding structure and the approximate effective interest of each of the Investors, Richard Eu and Richie Eu in the Company and the Offeror immediately following completion of the Offer and Reinvestment are set out below:

Scenario 1: Assuming the Offeror acquires approximately 85.9 per cent. of the Shares from RCH and no acceptances are tendered under the Offer:

	Rohto	Mitsui	Richard Eu and Richie Eu	Total
Company	50.6%	25.3%	10.0%	85.9%
Offeror	58.9%	29.5%	11.6%	100%

Scenario 2: Assuming the Offeror acquires 100 per cent. of the Shares from RCH and under the Offer:

	Rohto	Mitsui	Richard Eu and Richie Eu	Total
Company	60%	30%	10%	100%
Offeror	60%	30%	10%	100%

3.2 Reinvestment Agreement. The Reinvestment Agreement contains provisions governing the relationship between the Investors, on the one hand, and Richard Eu and Richie Eu, on the other hand, including the following:

3.2.1 provisions relating to restrictions on share transfers, drag-along/tag-along rights in the event the Investors transfer more than 50 per cent. of the Offeror Shares to a third party, pre-emption rights over issuance of new Offeror Shares, reserved matters which will require the approval of Richard Eu, and the board appointment right, consultation rights and information rights of Richard Eu; and

3.2.2 immediately following completion of the Acquisition and the Reinvestment, Richard Eu shall remain as chairman of the Company's board of directors and Richie Eu shall remain as managing director for mergers and acquisitions of the Company.

Richard Eu and Richie Eu will have to bear the risks associated with the business and financial performance of the Offeror and its subsidiaries going forward and will have to accept the restricted rights of a minority shareholder in a privately held company.

3.3 SIC Confirmation. The Securities Industry Council of Singapore has confirmed that the arrangements in the Reinvestment Agreement and the Reinvestment do not constitute a special deal for the purposes of Rule 10 of the Code.

4. DESCRIPTION OF THE OFFEROR AND THE INVESTORS

4.1 The Offeror. The Offeror is a special purpose vehicle incorporated in Singapore, which has been established for the purpose of the Acquisition and the Offer.

As at the Offer Announcement Date, the Offeror has an issued and fully paid-up share capital of S\$1 consisting of one ordinary share, which is held by Rohto Pharmaceutical Co., Ltd. ("**Rohto**"). Following satisfaction of the Pre-Condition, both Rohto and Mitsui & Co., Ltd. ("**Mitsui**", and together with Rohto, the "**Investors**") will subscribe for new Offeror Shares such that Mitsui will own one-third, and Rohto will own the remaining two-thirds, of the share capital of the Offeror immediately following such subscription.

The board of directors of the Offeror had, as at the Pre-Conditional Announcement Date, comprised of two members, Mr. Sin Kai Chung, Michael and Mr. Gea Ban Peng. Following the Pre-Conditional Offer Announcement, the Investors have appointed additional directors such that, as at the Offer Announcement Date, the board of directors of the Offeror comprises six members, consisting of four members appointed by Rohto and two members appointed by Mitsui, as follows:

- (i) Mr. Kunio Yamada;
- (ii) Mr. Masaya Saito;
- (iii) Mr. Hidetoshi Segi;
- (iv) Mr. Sin Kai Chung, Michael;
- (v) Mr. Yoshifumi Hatanaka; and
- (vi) Mr. Gea Ban Peng.

4.2 Rohto. Rohto was incorporated in Japan and is listed on the Tokyo Stock Exchange. Rohto is one of the leading wellness companies in Japan and operates its business with the aim of leading all individuals and society surrounding us to “well-being” by delivering “health” to people around the world through products and services. Rohto’s Business Domain Vision 2030 aims to further expand and strengthen its core businesses of over-the-counter drugs, skin care, and functional foods.

4.3 Mitsui. Mitsui was incorporated in Japan and is listed on the stock exchanges of Tokyo, Nagoya, Sapporo and Fukuoka. Mitsui is one of the leading trading/investment conglomerate companies in Japan, with a strong capability to bring technology, product, service, knowledge by using its wide-ranged global network. Mitsui positions the healthcare and nutrition field as one of its priority areas, and is working to create a company-wide group called Wellness Ecosystem. Mitsui invested in IHH Healthcare, one of the largest hospital groups in Asia, in 2011, and through additional several investments to nutritional & medical fields, Mitsui has been expanding the healthcare business from prevention to treatment, and is focusing on innovative & comprehensive wellness care in Asia.

5. DESCRIPTION OF THE COMPANY

The Company was incorporated in Singapore and is an unlisted public company. The Company, founded in 1879, is a leading integrative health and wellness services company with a unique heritage in Traditional Chinese Medicine (“**TCM**”) that operates over 170 retail outlets and 30 TCM clinics in its core Singapore, Hong Kong and Malaysia markets. The Company also has a significant network across 29 markets including manufacturing capabilities in Malaysia and Hong Kong. Through its comprehensive and modern product portfolio, combined with a strong emphasis on continuous product innovation, the Company seeks to empower customers to live their best quality of life by providing health and wellness solutions rooted in TCM wisdom.

The board of directors of the Company comprises five members, consisting of:

- (i) Mr. Richard Eu Yee Ming (Group Chairman);
- (ii) Mr. Dominic Wong Ho Kang (Group Chief Executive Officer);
- (iii) Ms. Chong Phit Lian (Independent Director);
- (iv) Mr. Jeffrey Chua Siang Hwee (Director); and
- (v) Mr. Danny Koh Thong Meng (Director).

As at the Offer Announcement Date, the Company has a total of 444,545,960 Shares and there are no Shares held in treasury by the Company.

6. RATIONALE FOR THE ACQUISITION AND THE OFFER

6.1 Rationale for the Acquisition

Rohto operates its business with the aim of leading all individuals and society surrounding it to “well-being” by delivering “health” to people around the world through its products and services. Its Business Domain Vision 2030 aims to further expand and strengthen its core businesses of over-the-counter drugs, skin care, and other food items. While the Skin Care segment currently accounts for approximately 65% of Rohto’s total sales, it is essential to further strengthen sales of over-the-counter drugs and other food items in order to provide solutions in all aspects of

health. The Asia region, which accounts for 30% of total sales, is expected to grow further. Rohto has also been focusing on business expansion in other healthcare areas such as ophthalmology, regenerative medicine, and contract pharmaceutical development and manufacturing. By combining the Company's strong product portfolio and brand reputation in Asia with Rohto's research, technology development and sales capabilities, Rohto aims to be a leading innovative health business.

In its medium-term business plan leading up to 2026, Mitsui has set "Wellness Ecosystem Creation" as one of its core strategies, and aims to improve the quality of life for consumers with diverse lifestyles through the provision of healthcare, disease prevention, and healthy food. Since its 2018 investment in Thorne HealthTech Inc., a high-performance supplement manufacturer and distributor in the United States, Mitsui has been developing a "science-based disease prevention solutions business". In November 2022, Mitsui invested in the Company through a fund, contributing to the expansion of the Company's business by improving the Company's brand value and supporting its overseas expansion. Upon SPA Completion, Mitsui's existing interest in the Company through its fund holdings will cease as a result of sale of the Sale Shares by RCH, and it will invest in the Company through the Offeror. Mitsui aims to create an innovative new business by leveraging the competitiveness of the Eu Yan Sang brand and products in Asia and Rohto's R&D and marketing capabilities.

Through this transaction, Mitsui and Rohto will jointly accelerate their efforts in the wellness sector, with a strategic focus on Asia.

6.2 Rationale for the Offer

6.2.1 The Offer Provides an Exit for Shareholders in an Unlisted Company

Following the Company's delisting in October 2016, it has become difficult for the Shareholders to realise their investment in the Shares given the lack of a public market for the Shares.

With the Offer, the Shareholders will have an opportunity to realise the value of their Shares in cash at an attractive price.

6.2.2 Compliance with the Code

In accordance with Rule 14 of the Code, the Offeror is required, upon satisfaction of the Pre-Condition, to make the Offer for all Shares other than the Sale Shares.

6.3 Offeror's Intentions in relation to the Company

After the completion of the Offer, the Offeror intends to conduct a review of the business of the Group to identify potential synergies with the current businesses of the Investors.

Save as disclosed and other than in the ordinary course of business, there is presently no intention by the Offeror to (i) introduce any major changes to the business of the Company, (ii) re-deploy the fixed assets of the Company, or (iii) discontinue the employment of the employees of the Group. However, the Offeror retains and reserves the right and flexibility at any time to consider any options in relation to the Group which may present themselves and which it may regard to be in the interests of the Offeror, the Investors and the Group.

7. COMPULSORY ACQUISITION

- 7.1 Compulsory Acquisition Rights.** Pursuant to Section 215(1) of the Companies Act 1967 of Singapore (the “**Companies Act**”), if the Offeror receives valid acceptances pursuant to the Offer or acquires the Shares during the offer period otherwise than through valid acceptances of the Offer in respect of not less than 90 per cent. of the total number of Shares (other than those already held, or treated as held, by the Offeror as at the date of despatch of the Offer Document), the Offeror will be entitled to exercise its right to compulsorily acquire all the Shares of the Shareholders who have not accepted the Offer (the “**Dissenting Shareholders**”) on the same terms as those offered under the Offer.

In the event that the Offeror becomes entitled to exercise its right under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of the Dissenting Shareholders, the Offeror intends to exercise such right. In such event, the Company will become a wholly-owned subsidiary of the Offeror.

- 7.2 Dissenting Shareholders’ Rights.** In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Shares which, together with the Shares held in treasury and the Shares held, or treated as held, by it, comprise 90 per cent. or more of the total number of Shares, the Dissenting Shareholders have a right to require the Offeror to acquire their Shares at the Offer Price. Dissenting Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.

8. FINANCIAL EVALUATION OF THE OFFER

- 8.1** The Offer Price represents:

8.1.1 an attractive premium⁴ of 203.1 per cent. to the offer price of S\$0.60 for the Company’s delisting in October 2016; and

8.1.2 a significant premium⁴ of 439.4 per cent. to the latest audited net asset value per Share of S\$0.3371⁵ as of 30 June 2023.

9. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

- 9.1 Holdings or Dealings in Company Securities.** As at the Offer Announcement Date, based on the latest information available to the Offeror and save as disclosed in the **Appendix** to this Announcement, neither the Offeror nor any party acting or deemed to be acting in concert with the Offeror:

9.1.1 owns, controls or has agreed to acquire any (i) Shares; (ii) securities which carry voting rights in the Company; or (iii) convertible securities, warrants, options or derivatives in respect of securities which are being offered for or which carry voting rights in the Company (collectively, the “**Company Securities**”); and

⁴ Rounded to the nearest 1 decimal place.

⁵ Figure derived based on the audited net asset value of the Company as of 30 June 2023 of S\$149.9 million divided by 444,545,960 Shares, rounded to the nearest 4 decimal places.

9.1.2 has dealt for value in any Company Securities during the six-month period immediately preceding the Pre-Conditional Announcement Date and up to the Offer Announcement Date (the “**Reference Period**”).

9.2 Irrevocable Commitments. As at the Offer Announcement Date, neither the Offeror nor any party acting or deemed to be acting in concert with the Offeror has received any irrevocable commitment to accept the Offer in respect of any Company Securities.

9.3 Other Arrangements. As at the Offer Announcement Date, based on the latest information available to the Offeror and save as disclosed in this Announcement, neither the Offeror nor any party acting or deemed to be acting in concert with the Offeror has:

9.3.1 entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to any Company Securities or the securities of the Offeror which might be material to the Offer;

9.3.2 granted any security interest in respect of any Company Securities to another person, whether through a charge, pledge or otherwise;

9.3.3 borrowed any Company Securities from another person (excluding Company Securities which have been on-lent or sold); or

9.3.4 lent any Company Securities to another person.

10. CONFIRMATION OF FINANCIAL RESOURCES

DBS, as financial adviser to the Offeror in respect of the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy in full all acceptances of the Offer by Shareholders on the basis of the Offer Price.

11. OFFER DOCUMENT

Further information on the Offer will be set out in the Offer Document. The Offer Document, which will contain the terms and conditions of the Offer and enclose the relevant form of acceptance of the Offer, will be despatched to the holders of the Offer Shares not earlier than 14 days and not later than 21 days from the Offer Announcement Date. The Offer will remain open for acceptances by shareholders of the Company for a period of at least 28 days from the date of posting of the Offer Document.

12. OVERSEAS SHAREHOLDERS

The availability of the Offer to persons not resident in Singapore as shown in the register of members of the Company (the “**Overseas Shareholders**”) may be affected by the laws of the relevant jurisdictions. Overseas Shareholders should inform themselves about, and observe, any applicable requirements in their own jurisdiction.

For the avoidance of doubt, the Offer will be open to all Shareholders, including those to whom the Offer Document and the relevant form of acceptance may not be despatched. Further details in relation to the Overseas Shareholders will be contained in the Offer Document.

13. RESPONSIBILITY STATEMENTS

- 13.1 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.

- 13.2 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.

22 May 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.

APPENDIX

DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

1. HOLDINGS IN COMPANY SECURITIES

As at the Offer Announcement Date, the interests in the Company Securities held by the Offeror and parties acting or deemed to be acting in concert with the Offeror are set out below:

Name	No. of Shares			
	Direct Interest		Deemed Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Soar R2M Pte. Ltd. ⁽²⁾	-	-	381,922,612	85.9
Rohto Pharmaceutical Co., Ltd. ⁽³⁾	-	-	381,922,612	85.9

Notes:

- (1) Calculated based on 444,545,960 Shares in issue, with no treasury shares, as at the Offer Announcement Date and rounded to the nearest one decimal place.
- (2) The Offeror is deemed to have an interest in the 381,922,612 Shares agreed to be acquired by the Offeror pursuant to the SPA by virtue of Section 4 of the SFA.
- (3) Rohto, which holds the one issued ordinary share in the capital of the Offeror, is deemed to have an interest in the 381,922,612 Shares agreed to be acquired by the Offeror by virtue of Section 4 of the SFA.

2. DEALINGS IN COMPANY SECURITIES

The details of dealings in the Company Securities during the Reference Period by the Offeror and parties acting or deemed to be acting in concert with the Offeror are set out below:

Name	Date	No. of Shares	Transaction Price per Share (S\$)
Soar R2M Pte. Ltd.	4 April 2024	The Offeror has entered into the SPA to acquire 381,922,612 Shares from RCH.	1.8184 ⁶

⁶ On the basis that the SPA Completion will take place on 3 June 2024.