

OFFER DOCUMENT DATED 11 FEBRUARY 2022

THIS OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt about this Offer (as defined herein) or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

Novus Corporate Finance Pte. Ltd. ("**NCF**") is acting for and on behalf of LJHB Capital (S) Pte. Ltd. (the "**Offeror**") and does not purport to advise the Shareholders (as defined herein) of Keong Hong Holdings Limited (the "**Company**") and/or any other person. In preparing its letter to the Shareholders for and on behalf of the Offeror, NCF has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and/or constraints of any Shareholder.

The contents of this Offer Document have not been reviewed by any regulatory authority in any jurisdiction. You are advised to exercise caution in relation to the Offer. If you are in any doubt about any of the contents of this Offer Document, you should obtain independent professional advice.

The views of the Independent Directors (as defined herein) and the independent financial adviser to the Independent Directors on the Offer will be made available to you by the Company in due course. You may wish to consider their views before taking any action in relation to the Offer.

If you have sold or transferred all your issued and paid-up ordinary shares in the share capital of the Company (the "**Shares**") held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward the Notification Letter (as defined herein) and the accompanying Form of Acceptance and Authorisation for Offer Shares (the "**FAA**") to the purchaser or the transferee as arrangements will be made by CDP for a separate Notification Letter and FAA to be sent to the purchaser or the transferee. If you have sold or transferred all your Shares which are not deposited with CDP, you should immediately hand the Notification Letter and the accompanying Form of Acceptance and Transfer for Offer Shares (the "**FAT**") to the purchaser or the transferee or to the bank, stockbroker or agent through whom you effected the sale or the transfer, for onward transmission to the purchaser or the transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Offer Document.

MANDATORY CONDITIONAL CASH OFFER

by



NOVUS CORPORATE FINANCE PTE. LTD.

(Company Registration No.: 201723484W)
(Incorporated in the Republic of Singapore)

for and on behalf of

LJHB CAPITAL (S) PTE. LTD.

(Company Registration No.: 202125750R)
(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up ordinary shares in the share capital of

KEONG HONG HOLDINGS LIMITED

(Company Registration No.: 200807303W)
(Incorporated in the Republic of Singapore)

other than those already owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with the Offeror

ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER AT 5.30 P.M. (SINGAPORE TIME) ON 11 MARCH 2022 (THE "CLOSING DATE"). NOTICE IS HEREBY GIVEN THAT THE OFFEROR WILL NOT EXTEND THE OFFER BEYOND 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE AND THE OFFER WILL NOT BE OPEN FOR ACCEPTANCE BEYOND 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE, SAVE THAT SUCH NOTICE SHALL NOT BE CAPABLE OF BEING ENFORCED IN A COMPETITIVE SITUATION.

The procedures for acceptance of the Offer are set out in **APPENDIX VI** to this Offer Document, and in the accompanying FAA and/or FAT.

CONTENTS PAGE

PARAGRAPH	PAGE
DEFINITIONS	1
1. INTRODUCTION.....	7
2. THE OFFER	7
3. IRREVOCABLE UNDERTAKING.....	10
4. INFORMATION ON THE OFFEROR AND LJHB HOLDINGS	10
5. INFORMATION ON THE COMPANY	11
6. RATIONALE FOR THE OFFER AND INTENTIONS FOR THE COMPANY	11
7. FINANCIAL EVALUATION OF THE OFFER	12
8. LISTING STATUS AND COMPULSORY ACQUISITION	12
9. ELECTRONIC DESPATCH OF THE OFFER DOCUMENT	14
10. OVERSEAS PERSONS	14
11. CONFIRMATION OF FINANCIAL RESOURCES.....	15
12. DIRECTORS' RESPONSIBILITY STATEMENT	16
13. GENERAL	16
APPENDIX I - ADDITIONAL INFORMATION ON THE OFFEROR	18
APPENDIX II - ADDITIONAL INFORMATION ON LJHB HOLDINGS.....	20
APPENDIX III - ADDITIONAL INFORMATION ON THE COMPANY.....	24
APPENDIX IV - ADDITIONAL GENERAL INFORMATION	26
APPENDIX V - DETAILS OF THE OFFER.....	30
APPENDIX VI - PROCEDURES FOR ACCEPTANCE OF THE OFFER.....	34

DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Offer Document, the Notification Letter, the FAA and the FAT:

<i>"Acceptance Condition"</i>	:	Shall have the meaning ascribed to it in paragraph 2.4 of this Offer Document
<i>"Acceptance Forms"</i>	:	The FAA and the FAT collectively, or any one of them, as the case may be
<i>"Acquisition"</i>	:	Shall have the meaning ascribed to it in paragraph 1.1 of this Offer Document
<i>"CDP"</i>	:	The Central Depository (Pte) Limited
<i>"Closing Date"</i>	:	5.30 p.m. (Singapore time) on 11 March 2022, being the last day of the lodgement of acceptances of the Offer
<i>"Code"</i>	:	The Singapore Code on Take-overs and Mergers
<i>"Companies Act"</i>	:	The Companies Act 1967
<i>"Company"</i>	:	Keong Hong Holdings Limited
<i>"Company Options"</i>	:	Shall have the meaning ascribed to it in paragraph 2.1(b) of this Offer Document
<i>"Company Scheme"</i>	:	Shall have the meaning ascribed to it in paragraph 2.1(b) of this Offer Document
<i>"Company Securities"</i>	:	Means (a) Shares; (b) securities which carry voting rights in the Company; or (c) Convertible Securities, Warrants, Options or Derivatives in respect of (a) or (b)
<i>"Convertible Securities"</i>	:	Securities convertible or exchangeable into new Shares or existing Shares
<i>"Date of Receipt"</i>	:	Shall have the meaning ascribed to it in paragraph 1.1 of APPENDIX VI to this Offer Document
<i>"DCS"</i>	:	Shall have the meaning ascribed to it in paragraph 2 of APPENDIX V to this Offer Document
<i>"Derivatives"</i>	:	Includes any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security or securities

<i>"Directors"</i>	:	The directors of the Offeror as at the Latest Practicable Date
<i>"Dissenting Shareholders"</i>	:	Shall have the meaning ascribed to it in paragraph 8.2 of this Offer Document
<i>"Electronic Acceptance"</i>	:	Shall have the meaning ascribed to it in paragraph 1.1 of APPENDIX VI to this Offer Document
<i>"Encumbrances"</i>	:	Shall have the meaning ascribed to it in paragraph 2.3 of this Offer Document
<i>"FAA"</i>	:	Form of Acceptance and Authorisation for Offer Shares which forms part of this Offer Document and which is issued to Shareholders whose Shares are deposited with CDP
<i>"FAT"</i>	:	Form of Acceptance and Transfer for Offer Shares which forms part of this Offer Document and which is issued to Shareholders whose Shares are not deposited with CDP
<i>"Forevertrust"</i>	:	Forevertrust International (S) Pte. Ltd.
<i>"Free Float Requirement"</i>	:	Shall have the meaning ascribed to it in paragraph 8.1 of this Offer Document
<i>"FY"</i>	:	The financial year ended 31 December of the relevant year
<i>"FY2018 Unaudited Financial Statements"</i>	:	The unaudited financial statements of LJHB Holdings for the financial year ended 31 December 2018
<i>"FY2019 Audited Financial Statements"</i>	:	The audited consolidated financial statements of the LJHB Group for the financial year ended 31 December 2019
<i>"FY2020 Audited Financial Statements"</i>	:	The audited consolidated financial statements of the LJHB Group for the financial year ended 31 December 2020
<i>"FY2021 Unaudited Financial Statements"</i>	:	The unaudited consolidated financial statements of the LJHB Group for the financial year ended 31 December 2021
<i>"Group"</i>	:	The Company, its subsidiaries and its associated companies

"Independent Directors"	:	The directors of the Company who are considered to be independent for the purposes of the Offer
"Irrevocable Undertaking"	:	Shall have the meaning ascribed to it in paragraph 3.1 of this Offer Document
"Last Trading Day"	:	20 January 2022, being the last full Market Day immediately prior to the Offer Announcement Date
"Latest Practicable Date"	:	7 February 2022, being the latest practicable date prior to the date of this Offer Document
"Listing Manual"	:	The listing manual of the Main Board of the SGX-ST in force as at the Latest Practicable Date
"LJHB Group"	:	LJHB Holdings and its subsidiaries
"LJHB Holdings"	:	LJHB Holdings (S) Pte. Ltd.
"LJHB Holdings Financial Statements"	:	Shall have the meaning ascribed to it in paragraph 4 of APPENDIX II to this Offer Document
"Market Day"	:	A day on which the SGX-ST is open for trading of securities
"Mr. Leo"	:	Mr. Leo Ting Ping Ronald, the Executive Chairman and Chief Executive Officer of the Company
"NCF"	:	Novus Corporate Finance Pte. Ltd., the financial adviser to the Offeror in connection with the Offer
"Notification Letter"	:	The hardcopy notification letter posted to Shareholders by or on behalf of the Offeror on the date of this Offer Document, containing, <i>inter alia</i> , instructions on how to access the electronic copy of the Offer Document and related documents on the website of the SGX-ST at www.sgx.com and on the website of the Company at www.keonghong.com
"Offer"	:	The mandatory conditional cash offer by NCF, for and on behalf of the Offeror, to acquire all the Offer Shares on the terms and subject to the conditions set out in this Offer Document and the Acceptance Forms, as such Offer may be amended and revised from time to time by or on behalf of the Offeror
"Offer Announcement"	:	Shall have the meaning ascribed to it in paragraph 1.1 of this Offer Document

<i>"Offer Announcement Date"</i>	:	21 January 2022
<i>"Offer Document"</i>	:	This document dated 11 February 2022 issued by NCF, for and on behalf of the Offeror, in respect of the Offer
<i>"Offer Period"</i>	:	The period from the Offer Announcement Date until the date the Offer is declared to have closed or lapsed
<i>"Offer Price"</i>	:	Shall have the meaning ascribed to it in paragraph 2.2 of this Offer Document.
<i>"Offer Shares"</i>	:	Shall have the meaning ascribed to it in paragraph 2.1 of this Offer Document
<i>"Offeror"</i>	:	LJHB Capital (S) Pte. Ltd.
<i>"Options"</i>	:	Means options to subscribe for or purchase new Shares or existing Shares
<i>"Overseas Person"</i>	:	Shall have the meaning ascribed to it in paragraph 10 of this Offer Document
<i>"Receiving Registrar"</i>	:	B.A.C.S. Private Limited, in its capacity as the processing and receiving registrar for the Offer
<i>"Relevant Day"</i>	:	Shall have the meaning ascribed to it in paragraph 3.1 of APPENDIX V to this Offer Document
<i>"Relevant Persons"</i>	:	Shall have the meaning ascribed to it in paragraph 3 of APPENDIX VI to this Offer Document
<i>"Remaining Shares"</i>	:	Shall have the meaning ascribed to it in paragraph 3.1 of this Offer Document
<i>"Restricted Jurisdiction"</i>	:	Shall have the meaning ascribed to it in paragraph 10 of this Offer Document
<i>"S\$"</i>	:	Singapore dollars, being the lawful currency of Singapore
<i>"Securities Account"</i>	:	A securities account maintained by a depositor with CDP but does not include a securities sub-account
<i>"Securities and Futures Act"</i>	:	Securities and Futures Act 2001
<i>"Settled Shares"</i>	:	Shall have the meaning ascribed to it in paragraph 1.1 of APPENDIX VI to this Offer Document

"SGX-SFG"	:	SGX-ST Secure File Gateway
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Shareholder"	:	Persons who/which are registered as holders of Shares in the register of members of the Company, and persons whose/which Shares are deposited with CDP or who/which have purchased Shares on the SGX-ST
"Shares"	:	Issued and paid-up ordinary shares in the capital of the Company
"SIC"	:	Securities Industry Council of Singapore
"SRS"	:	Supplementary Retirement Scheme
"SRS Agent Banks"	:	Agent banks included under the SRS
"SRS Investors"	:	Investors who have purchased Shares using their SRS contributions pursuant to the SRS
"Unsettled Buy Position"	:	Shall have the meaning ascribed to it in paragraph 1.1 of APPENDIX VI to this Offer Document
"Unsuccessful Offer"	:	Shall have the meaning ascribed to it in paragraph 4.2(d) of APPENDIX V to this Offer Document
"US\$"	:	United States Dollars
"VWAP"	:	Volume weighted average price
"Warrants"	:	Rights to subscribe for or purchase new Shares or existing Shares
"%"	:	Per centum or percentage

Acting in Concert. The expression "**acting in concert**" shall have the meaning ascribed to it in the Code.

Depositors and Depository Agents. The terms "**depositor**" and "**depository agent**" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act.

Gender. Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter gender and *vice versa*. References to persons shall, where applicable, include corporations.

Headings. The headings in this Offer Document are inserted for convenience only and shall be ignored in construing this Offer Document.

Rounding. Any discrepancies in figures included in this Offer Document between amounts shown and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Offer Document may not be arithmetic aggregations of the figures that precede them.

Shareholders. References to "**you**", "**your**" and "**yours**" in this Offer Document are, as the context so determines, to Shareholders.

Statutes. Any reference in this Offer Document to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined in the Companies Act, the Listing Manual, the Securities and Futures Act or the Code or any modification thereof and used in this Offer Document shall, where applicable, have the meaning assigned to it under the Companies Act, the Listing Manual, the Securities and Futures Act or the Code, or any modification thereof, as the case may be, unless the context otherwise requires.

Time and Date. Any reference to a time of the day and date in this Offer Document shall be a reference to Singapore time and date, respectively, unless otherwise stated.

Total Number of issued Shares. Unless stated otherwise, any reference in this Offer Document to the total number of issued Shares is a reference to a total of 235,010,000 Shares (excluding 7,555,000 Shares held by the Company as treasury Shares) as at the Latest Practicable Date (based on the results of the electronic instant information search of the Company dated the Latest Practicable Date obtained from the Accounting and Corporate Regulatory Authority of Singapore).

Forward-Looking Statements

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 "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "shall", "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 investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor NCF undertakes any obligation to update publicly or revise any forward-looking statements.



NOVUS CORPORATE FINANCE PTE. LTD.
(Company Registration No.: 201723484W)
(Incorporated in the Republic of Singapore)

11 February 2022

To: The Shareholders of Keong Hong Holdings Limited

Dear Sir/Madam

**MANDATORY CONDITIONAL CASH OFFER BY NCF, FOR AND ON BEHALF OF THE OFFEROR,
FOR THE OFFER SHARES**

1. INTRODUCTION

1.1 Offer Announcement

On the Offer Announcement Date, NCF announced, for and on behalf of the Offeror (the "**Offer Announcement**"), that the Offeror had entered into a sale and purchase agreement with Mr. Leo in relation to the sale and purchase of an aggregate of 44,763,220 Shares, representing approximately 19.05% of the total number of Shares (the "**Acquisition**").

Prior to the making of the Offer Announcement and excluding the Acquisition, the Offeror owned 62,817,200 Shares, representing approximately 26.73% of the total number of Shares. Upon completion of the Acquisition, the Offeror will own, control or have agreed to acquire an aggregate of 107,580,420 Shares, representing approximately 45.78% of the total number of Shares. In compliance with Rule 14 of the Code, the Offeror is making the Offer for the Offer Shares. A copy of the Offer Announcement is available on the website of the SGX-ST at www.sgx.com.

1.2 Formal Offer

This Offer Document contains the formal offer by NCF, for and on behalf of the Offeror, to acquire all the Offer Shares. Shareholders are urged to read this Offer Document carefully and properly consider this Offer.

2. THE OFFER

2.1 Offer Shares

The Offer is extended, on the same terms and conditions, to:

- (a) all the Shares, other than treasury Shares and those Shares already owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with the Offeror; and
- (b) all new Shares unconditionally issued or to be issued pursuant to the valid exercise of any options (the "**Company Options**") granted under the Keong Hong Employee Share Option Scheme (the "**Company Scheme**") prior to the close of the Offer.

For the purposes of the Offer, the expression the "**Offer Shares**" will include all such Shares.

2.2 Offer Price

For each Offer Share: S\$0.384 in cash (the "Offer Price**").**

2.3 No Encumbrances

The Offer Shares will be acquired (a) fully paid-up; (b) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever (the "**Encumbrances**"); and (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto (including the right to receive and retain all dividends, rights, other distributions and return of capital, if any, which may be announced, declared, paid or made thereon by the Company on or after the Offer Announcement Date). **In the event that any dividends, rights, other distributions or return of capital is declared, made or paid on or after the Offer Announcement Date, the Offeror reserves the right to reduce the Offer Price by the amount of such dividends, rights, distributions or return of capital.**

2.4 Conditional Offer

The Offer will be conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with the Offeror (whether before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and persons acting in concert with the Offeror holding more than 50% of the total number of Shares (excluding treasury Shares) as at the close of the Offer (the "**Acceptance Condition**").

Accordingly, the Offer will not become or be capable of being declared unconditional as to acceptances until the close of the Offer, unless at any time prior to the close of the Offer, the Offeror has received valid acceptances in respect of such Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and persons acting in concert with the Offeror (whether before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and persons acting in concert with the Offeror holding such number of Shares carrying more than 50% of the voting rights attributable to the maximum potential issued share capital of the Company. For this purpose, the "**maximum potential issued share capital of the Company**" means the total number of Shares (excluding treasury Shares) which would be in issue had all outstanding Company Options been validly exercised as at the date of such declaration.

Save for the Acceptance Condition, the Offer will be unconditional in all other respects.

2.5 No Options offer

As at the Latest Practicable Date, based on the latest information available to the Offeror, there are 6,455,000 outstanding Company Options. Under the rules of the Company Scheme, the Company Options are not freely transferable by the holders thereof. In view of this restriction, the Offeror will not make an offer to acquire the Company Options in connection with the Offer (although, as stated above, the Offer will be extended to all new Shares unconditionally issued or to be issued pursuant to the valid exercise of the Company Options prior to the close of the Offer).

2.6 Warranty

Acceptance of the Offer will be deemed to constitute an unconditional and irrevocable warranty by the accepting Shareholder that each Offer Share tendered in acceptance of the Offer is sold by the accepting Shareholder, as or on behalf of the beneficial owner(s) thereof, (a) fully paid-up; (b) free from Encumbrances; and (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto (including the right to receive and retain all dividends, rights, other distributions and return of capital, if any, which may be announced, declared, paid or made thereon by the Company on or after the Offer Announcement Date).

2.7 Closing Date

Except insofar as the Offer may be withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder, the Offer will remain open for acceptances for a period of at least 28 days from the date of posting of this Offer Document.

Accordingly, the Offer will close at 5.30 p.m. (Singapore time) on 11 March 2022. Notice is hereby given that the Offeror will not extend the Offer beyond 5.30 p.m. (Singapore time) on the Closing Date and the Offer will not be open for acceptance beyond 5.30 p.m. (Singapore time) on the Closing Date, save that such notice shall not be capable of being enforced in a competitive situation.

2.8 Details of the Offer

APPENDIX V to this Offer Document sets out further details on (a) the duration of the Offer; (b) the settlement of the consideration for the Offer; (c) the requirements relating to the announcement of the level of acceptances of the Offer; and (d) the right of withdrawal of acceptances of the Offer.

2.9 Procedures for acceptance

APPENDIX VI to this Offer Document sets out the procedures for acceptance of the Offer.

3. IRREVOCABLE UNDERTAKING

3.1 Details of Irrevocable Undertaking

Upon completion of the Acquisition, Mr. Leo will hold 27,731,180 Shares representing approximately 11.80% of the total number of Shares (the "**Remaining Shares**"). Mr. Leo has undertaken (the "**Irrevocable Undertaking**") to the Offeror to not accept the Offer in respect of the Remaining Shares.

3.2 No other irrevocable undertakings

Save for the Irrevocable Undertaking, as at the Latest Practicable Date, neither the Offeror nor any persons acting in concert with the Offeror has received any irrevocable undertaking from any other person to accept or reject the Offer.

4. INFORMATION ON THE OFFEROR AND LJHB HOLDINGS

4.1 Information on the Offeror

The Offeror is an investment holding company incorporated under the laws of Singapore on 23 July 2021. As at the Latest Practicable Date:

- (a) the Offeror has an issued and paid-up share capital of S\$1,000,000 consisting of 1,000,000 ordinary shares, which are held by Forevertrust. Forevertrust is a wholly-owned subsidiary of LJHB Holdings. The Offeror's ultimate shareholder is Ms. Liu Haiyan; and
- (b) the board of directors of the Offeror are Ms. Liu Haiyan, Ms. Lin Junru and Mr. Chen Bin.

APPENDIX I to this Offer Document sets out certain additional information on the Offeror.

4.2 Information on LJHB Holdings

LJHB Holdings is an investment holding company incorporated under the laws of Singapore on 14 February 2011. As at the Latest Practicable Date:

- (a) LJHB Holdings has an issued and paid-up share capital of S\$2,000,000 consisting of 2,000,000 ordinary shares, which are held by Ms. Liu Haiyan; and
- (b) the board of directors of LJHB Holdings are Ms. Liu Haiyan, Mr. Liu Yongyan, Ms. Lin Junru and Mr. Chen Bin.

APPENDIX II to this Offer Document sets out certain additional information on LJHB Holdings.

5. INFORMATION ON THE COMPANY

5.1 Incorporation and listing

Based on publicly available information, the Company was incorporated under the laws of Singapore on 15 April 2008 and was listed on the Catalist Board of the SGX-ST on 16 December 2011. The Company was subsequently transferred to the Main Board of the SGX-ST on 2 August 2016.

5.2 Share capital

As at the Latest Practicable Date, based on publicly available information, the Company has an issued and paid-up share capital of S\$22,514,415 comprising 235,010,000 Shares (excluding 7,555,000 Shares held by the Company as treasury Shares).

5.3 Additional information on the Company

APPENDIX III to this Offer Document sets out additional information on the Company.

6. RATIONALE FOR THE OFFER AND INTENTIONS FOR THE COMPANY

6.1 Rationale for the Offer

The Offeror is making the Offer in compliance with the requirements of Rule 14 of the Code.

6.2 Offeror's intentions for the Company

It is currently the intention of the Offeror to ensure continuity in the operations of the Group and for Mr. Leo to continue leading the management team as the Executive Chairman and Chief Executive Officer of the Company. The Offeror also intends to undertake a review of the operations, management and financial position of the Company and to evaluate various options or opportunities which may present themselves which it regards to be in the interests of the Offeror and/or the Company.

As announced by the Company on the Latest Practicable Date, the Company has entered into a memorandum of understanding with Continental Hope Singapore Industrial Development Pte. Ltd. in relation to its business cooperation in the hotel industry to share their respective strengths in the hotel industry and networks in the Maldives, Japan, Singapore, mainland China and other countries. Continental Hope Singapore Industrial Development Pte. Ltd. is indirectly wholly-owned by Ms. Liu Haiyan and is also a concert party of the Offeror.

Save as disclosed above, the Offeror does not currently have any intention to (a) make any major changes to the business of the Company, (b) re-deploy the fixed assets of the Company, or (c) discontinue the employment of the existing employees of the Group.

7. FINANCIAL EVALUATION OF THE OFFER

The Offer Price represents the following premia over the historical traded prices of the Shares:

Description	Benchmark price (\$⁽¹⁾)	Premium over benchmark price (%⁽²⁾)
Last transacted price per Share on the Last Trading Day	0.370	3.8
Lowest closing price of the Shares traded on the SGX-ST for the six (6)-month period prior to and including the Last Trading Day	0.325	18.2
Highest closing price of the Shares traded on the SGX-ST for the six (6)-month period prior to and including the Last Trading Day	0.375	2.4
VWAP of the Shares traded on the SGX-ST for the one (1)-month period prior to and including the Last Trading Day	0.356	7.9
VWAP of the Shares traded on the SGX-ST for the three (3)-month period prior to and including the Last Trading Day	0.345	11.3
VWAP of the Shares traded on the SGX-ST for the six (6)-month period prior to and including the Last Trading Day	0.346	11.0
VWAP of the Shares traded on the SGX-ST for the 12-month period prior to and including the Last Trading Day	0.340	12.9

Notes:

- (1) The figures set out in the table above are based on data extracted from Thomson Reuters Eikon. The benchmark prices were rounded to the nearest three (3) decimal places.
- (2) Computed based on the benchmark prices which were rounded to the nearest three (3) decimal places. Premia over benchmark price were rounded to the nearest one (1) decimal place.

8. LISTING STATUS AND COMPULSORY ACQUISITION

8.1 Listing status

Under Rule 723 of the Listing Manual, the Company must ensure that at least 10% of the total number of Shares is at all times held in public hands (the "**Free Float Requirement**"). Pursuant to Rule 1105 of the Listing Manual, upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror and

persons acting in concert with the Offeror to above 90% of the total number of Shares (excluding any Shares held in treasury), the SGX-ST may suspend the trading of the Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total number of Shares (excluding any Shares held in treasury) are held by at least 500 Shareholders who are members of the public.

Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of Shares (excluding any Shares held in treasury), thus causing the percentage of the total number of Shares (excluding any Shares held in treasury) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.

Under Rule 724(1) of the Listing Manual, if the Free Float Requirement is not satisfied, the Company must, as soon as practicable, announce that fact and the SGX-ST may suspend trading of all the Shares. Rule 724(2) of the Listing Manual states that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of the Shares held in public hands to at least 10%, failing which the Company may be removed from the Official List of the SGX-ST.

8.2 Compulsory acquisition

Pursuant to Section 215(1) of the Companies Act, in the event that the Offeror acquires not less than 90% of the total number of Shares as at the date of the Offer (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding, for the avoidance of doubt, any Shares held in treasury), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares from Shareholders who have not accepted the Offer (the "**Dissenting Shareholders**") at a price equal to the Offer Price.

Pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Shares which, together with the Shares held by it, its related corporations and their respective nominees, comprise 90% or more of the total number of Shares, the Dissenting Shareholders will have a right to require the Offeror to acquire their Shares at the Offer Price. Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.

8.3 Offeror's intentions

It is the current intention of the Offeror to maintain the listing status of the Company and the Offeror does not intend to exercise any rights of compulsory acquisition that may arise under Section 215(1) of the Companies Act. Additionally, in view of the Irrevocable Undertaking, the Offeror currently does not envisage any rights of compulsory acquisition to arise under Section 215(1) of the Companies Act. However, in the event that the Company does not meet the Free Float Requirement under the Listing Manual at the close of the Offer, the Offeror reserves the right to re-evaluate its position, depending on, *inter alia*, the ultimate level of acceptances received by the Offeror and the prevailing market conditions at the relevant time.

9. ELECTRONIC DESPATCH OF THE OFFER DOCUMENT

In line with the public statements issued by the SIC dated 6 May 2020, 29 September 2020 and 29 June 2021 on the despatch of take-over documents under the Code, no printed copies of this Offer Document will be despatched to the Shareholders.

Instead, this Offer Document has been despatched electronically to the Shareholders through publication on the websites of the SGX-ST and the Company. The Notification Letter containing instructions on how the Shareholders can locate the Offer Document electronically has been despatched by post to the Shareholders, together with the relevant Acceptance Form(s).

Electronic copies of this Offer Document, the Notification Letter and the Acceptance Forms are available on the website of the SGX-ST at www.sgx.com and on the website of the Company at www.keonghong.com.

10. OVERSEAS PERSONS

The availability of the Offer to Shareholders whose mailing addresses are outside of Singapore (as shown on the register of members of the Company or, as the case may be, in the records of CDP) (each, an "**Overseas Person**") may be affected by the laws of the relevant overseas jurisdictions. Accordingly, any Overseas Person should inform himself about and observe any applicable legal requirements, and exercise caution in relation to the Offer, as this Offer Document, the Notification Letter, the Acceptance Forms and/or any related documents have not been reviewed by any regulatory authority in any overseas jurisdiction. **Where there are potential restrictions on sending this Offer Document, the Notification Letter, the Acceptance Forms and/or any related documents to any overseas jurisdictions, the Offeror, NCF, CDP and the Receiving Registrar each reserves the right not to send these documents to Shareholders in such overseas jurisdictions. For the avoidance of doubt, the Offer will be open to all Shareholders, including those to whom this Offer Document, the Notification Letter, the Acceptance Forms and/or any related documents have not been, or may not be, sent.**

Copies of this Offer Document, the Notification Letter, the Acceptance Forms and/or any other 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 law of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, means, 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 facility.

Overseas Persons may, nonetheless, obtain copies of the Notification Letter, the Acceptance Forms and/or any related documents, during normal business hours and up to the Closing Date, from the Offeror through its receiving agent, (i) CDP (if he is a depositor) by submitting a request to CDP via phone (+65 6535 7511) or email services (asksgx@sgx.com); or (ii) the Receiving Registrar (if he is a scripholder), B.A.C.S. Private Limited at its office located at 8 Robinson Road, #03-00 ASO Building, Singapore 048544.

Alternatively, an Overseas Person may write to the Offeror through CDP (if he is a depositor) at Robinson Road Post Office, P.O. Box 1984, Singapore 903934, or the Receiving Registrar (if he is a scripholder) at its office address listed above, to request for the Notification Letter, the Acceptance Forms and/or any related documents to be sent to an address in Singapore by ordinary post at the Overseas Person's own risk.

It is the responsibility of any Overseas Person who wishes to (a) request for the Notification Letter, the Acceptance Forms and/or any related documents; 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 Person shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on its behalf (including NCF) shall be fully indemnified and held harmless by such Overseas Person for any such taxes, imposts, duties or other requisite payments as the Offeror and/or any person acting on its behalf (including NCF) may be required to pay. In (i) requesting for the Notification Letter, the Acceptance Forms and/or any related documents; and/or (ii) accepting the Offer, the Overseas Person represents and warrants to the Offeror and NCF 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 Person who is in any doubt about his position should consult his professional adviser in the relevant jurisdiction.**

The Offeror and NCF each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Persons) by announcement to the SGX-ST or notice and if necessary, by paid advertisement in a 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 Person) to receive or see such announcement, notice or advertisement.

11. CONFIRMATION OF FINANCIAL RESOURCES

NCF, as financial adviser to the Offeror in connection with the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer by the holders of the Offer Shares on the basis of the Offer Price which, for the avoidance of doubt, excludes the consideration that would (but for the Irrevocable Undertaking) have been payable for the Remaining Shares.

12. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of this Offer Document) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Offer Document (other than those relating to the Company) are fair and accurate and that there are no other material facts not contained in this Offer Document, the omission of which would make any statement in this Offer Document misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, 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 Offer Document.

The Directors jointly and severally accept responsibility accordingly.

13. GENERAL

13.1 Omission

Any omission relating to the despatch of the Notification Letter, the Acceptance Forms, or any notice, advertisement or announcement required to be given under the terms of the Offer to, or any failure to receive the same by, any person to whom the Offer is made or should be made shall not invalidate the Offer in any way.

13.2 Governing law and jurisdiction

The Offer, this Offer Document, the Notification Letter, the Acceptance Forms, all acceptances of the Offer, all contracts made pursuant thereto and all actions taken or deemed to be taken in connection with any of the foregoing shall be governed by, and construed in accordance with, the laws of Singapore and all accepting Shareholders agree, by accepting the Offer, to submit to the non-exclusive jurisdiction of the Singapore courts.

13.3 Information pertaining to SRS Investors

SRS Investors will receive further information on how to accept the Offer from the SRS Agent Banks directly. SRS Investors are advised to consult their respective SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, SRS Investors should seek independent professional advice. SRS Investors who wish to accept the Offer are to reply to their respective SRS Agent Banks by the deadline stated in the letter from their respective SRS Agent Banks. SRS Investors who validly accept the Offer will receive the Offer Price payable in respect of their Offer Shares in their SRS investment accounts.

13.4 No third party rights

Unless expressly provided otherwise in this Offer Document and/or the Acceptance Forms, a person who is not a party to any contracts made pursuant to the Offer, this Offer Document, the Notification Letter and/or the Acceptance Forms has no rights under the Contracts (Rights of Third Parties) Act 2001 to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

13.5 Valid acceptances

The Offeror and NCF each reserves the right to treat acceptances of the Offer as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated herein or in the relevant Acceptance Forms, as the case may be, or if made otherwise than in accordance with the provisions herein and in the relevant Acceptance Forms.

13.6 Independent advice

NCF is acting for and on behalf of the Offeror and does not purport to advise the Shareholders and/or any other person. In preparing this letter to Shareholders for and on behalf of the Offeror, NCF has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and/or constraints of any Shareholder.

The views of the 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, the Independent Directors are required under the Code to despatch their views within 14 days of the posting of this Offer Document. Shareholders may wish to consider their advice before taking any action in relation to the Offer.

13.7 Additional general information

APPENDIX IV to this Offer Document sets out additional general information relating to the Offer. Your attention is drawn to all the Appendices which form part of this Offer Document.

Issued by
NOVUS CORPORATE FINANCE PTE. LTD.

For and on behalf of
LJHB CAPITAL (S) PTE. LTD.

APPENDIX I

ADDITIONAL INFORMATION ON THE OFFEROR

1. **DIRECTORS OF THE OFFEROR**

The names, addresses and descriptions of the Directors as at the Latest Practicable Date are as follows:

Name	Address	Description
Ms. Liu Haiyan	c/o 51 Changi Business Park Central 2, #09-03 The Signature, Singapore 486066	Executive Director
Mr. Chen Bin	c/o 51 Changi Business Park Central 2, #09-03 The Signature, Singapore 486066	Non-Executive Director
Ms. Lin Junru	c/o 51 Changi Business Park Central 2, #09-03 The Signature, Singapore 486066	Non-Executive Director

2. **REGISTERED OFFICE OF THE OFFEROR**

The registered office of the Offeror is at 51 Changi Business Park Central 2, #09-03 The Signature, Singapore 486066.

3. **PRINCIPAL ACTIVITY OF THE OFFEROR**

The Offeror is an investment holding company.

4. **NO FINANCIAL STATEMENTS**

As the Offeror was incorporated on 23 July 2021, the Offeror has not prepared any financial statements since the date of its incorporation.

5. **MATERIAL CHANGES IN FINANCIAL POSITION**

As at the Latest Practicable Date, save for (a) the making and financing of the Offer, and (b) any publicly available information on the Offeror, there has been no known material changes in the financial position of the Offeror since its incorporation.

6. SIGNIFICANT ACCOUNTING POLICIES

As at the Latest Practicable Date, no audited financial statements of the Offeror have been prepared since its incorporation, and accordingly, there are no significant accounting policies to be noted.

APPENDIX II

ADDITIONAL INFORMATION ON LJHB HOLDINGS

1. DIRECTORS OF LJHB HOLDINGS

The names, addresses and descriptions of the directors of LJHB Holdings as at the Latest Practicable Date are as follows:

Name	Address	Description
Ms. Liu Haiyan	c/o 51 Changi Business Park Central 2, #09-03 The Signature, Singapore 486066	Executive Director
Mr. Chen Bin	c/o 51 Changi Business Park Central 2, #09-03 The Signature, Singapore 486066	Non-Executive Director
Ms. Lin Junru	c/o 51 Changi Business Park Central 2, #09-03 The Signature, Singapore 486066	Non-Executive Director
Mr. Liu Yongyan	c/o 51 Changi Business Park Central 2, #09-03 The Signature, Singapore 486066	Non-Executive Director

2. REGISTERED OFFICE OF LJHB HOLDINGS

The registered office of LJHB Holdings is at 51 Changi Business Park Central 2, #09-03 The Signature, Singapore 486066.

3. PRINCIPAL ACTIVITY OF LJHB HOLDINGS

LJHB Holdings is an investment holding company.

4. SUMMARY OF FINANCIAL INFORMATION

Certain financial information of LJHB Holdings as extracted from the FY2018 Unaudited Financial Statements, the FY2019 Audited Financial Statements and the FY2020 Audited Financial Statements (collectively, the "**LJHB Holdings Financial Statements**") is set out below. Such financial information should be read in conjunction with the LJHB Holdings Financial Statements and the accompanying notes as set out therein. Copies of the LJHB Holdings Financial Statements are available for inspection as set out in paragraph 4 of **APPENDIX IV** to this Offer Document. As at the Latest Practicable Date, the FY2021 Unaudited Financial Statements of LJHB Holdings are not available.

Statement of Comprehensive Income of LJHB Holdings

Summaries of the statement of comprehensive income of LJHB Holdings for FY2018 and the consolidated statements of comprehensive income of the LJHB Group for FY2019 and FY2020 are set out below:

(US\$'000)	Company Unaudited FY2018 ⁽³⁾⁽⁴⁾	← FY2019	Group Audited → FY2020
Revenue	-	9,377	6,404
Other income	n.m. ⁽⁵⁾	1,997	1,784
Exceptional items	-	-	-
Net profit/(loss) before tax	(311)	1,893	(1,491)
Net profit/(loss) after tax ⁽¹⁾	(311)	1,778	(1,670)
Minority interests	-	(1)	n.m. ⁽⁵⁾
Net profit/(loss) per share ⁽²⁾ (US\$)	(0.16)	0.89	(0.83)
Net dividends per share	-	-	-

Notes:

- (1) Refers to net profit/loss attributable to equity holders of LJHB Holdings.
- (2) Net profit/loss per share is computed based on the net profit/loss attributable to equity holders of LJHB Holdings and the total number of shares in issue of 2,000,000 shares as at 31 December 2018, 31 December 2019 and 31 December 2020.
- (3) LJHB Holdings was not required to prepare consolidated accounts and/or audit its accounts for FY2018. The figures extracted are based on the financial statements of LJHB Holdings (company level).
- (4) Converted based on the average exchange rate of US\$1 : S\$1.3467 for the period from 1 January 2018 to 31 December 2018.
- (5) Not meaningful as these figures are less than US\$1,000.

Statement of Financial Position of LJHB Holdings

The audited consolidated statement of financial position of the LJHB Group as at 31 December 2020 is summarised below:

(US\$'000)	Group Audited as at 31 December 2020⁽¹⁾
Current assets	42,553
Non-current assets	44,345
Total assets	86,898
Current liabilities	60,665
Non-current liabilities	32,523
Total liabilities	93,187
NET ASSETS	(6,289)
Share capital	1,538
Accumulated losses	(5,219)
Reserves	(2,609)
Non-controlling interests	-
TOTAL EQUITY	(6,289)

Note:

(1) Discrepancies between the listed amounts and the totals thereof are due to rounding.

5. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, save as disclosed below and the FY2020 Audited Financial Statements, and save for any publicly available information on LJHB Holdings, there has been no known material changes in the financial position of LJHB Holdings subsequent to 31 December 2020, being the date of its last published audited accounts:

(a) the following subsidiaries were deregistered in FY2021:

- (i) LJHB Delushmutt Inc;
- (ii) LJHB Janney Inc; and
- (iii) LJHB Kelley Inc;

(b) the following subsidiaries were incorporated in FY2021:

- (i) the Offeror; and

- (ii) Advtech (Singapore) Pte. Ltd.; and
- (c) Heng Yu (Shanghai) Industrial Co Ltd, a previous subsidiary of LJHB Holdings, was transferred to CHG Holdings (S) Pte. Ltd. CHG Holdings (S) Pte. Ltd. is wholly-owned by Ms. Liu Haiyan.

6. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies of LJHB Holdings are disclosed in Note 2 of the FY2020 Audited Financial Statements, a copy of which is available for inspection as set out in paragraph 4 of **APPENDIX IV** to this Offer Document.

APPENDIX III

ADDITIONAL INFORMATION ON THE COMPANY

1. DIRECTORS

Based on publicly available information, the names, addresses and descriptions of the directors of the Company as at the Latest Practicable Date are as follows:

Name	Address	Description
Mr. Leo	9 Sungei Kadut Street 2 Sungei Kadut Industrial Estate Singapore 729230	Executive Chairman and Chief Executive Officer
Mr. Er Ang Hooa	886A Woodlands Drive 50 #09-527 Treegrove@Woodlands Singapore 731886	Executive Director
Mr. Chong Weng Hoe	11 Thomson Heights Happy Estate Singapore 574840	Lead Independent Director
Mr. Chong Wai Siak	431 Bukit Timah Road #12-431 Jaya Towers Singapore 259738	Non-Executive Independent Director
Mr. Koh Tee Huck Kenneth	73 Greenwood Avenue Hillcrest Park Singapore 289279	Non-Executive Independent Director
Mr. Fong Heng Boo	156 Lorong Kismis Golden Rise Estate Singapore 598079	Non-Executive Independent Director
Mr. Xu Quanqiang	9 Bedok Reservoir View #06-03 Aquarius By The Park Singapore 478930	Non-Executive Non- Independent Director

2. SHARE CAPITAL

As at the Latest Practicable Date, based on publicly available information, the Company has an issued and paid-up share capital of S\$22,514,415 consisting of 235,010,000 Shares (excluding 7,555,000 Shares held by the Company as treasury Shares). As at the Latest Practicable Date, the Company does not have any other class of share capital.

As at the Latest Practicable Date, based on information available to the Offeror, save for the Company Options, the Company has not granted any other Options or issued any rights, Warrants or other Convertible Securities which are convertible into, exercisable for or redeemable with any Shares.

There is no restriction in the constitution of the Company on the right to transfer any Shares, which has the effect of requiring the holders of the Offer Shares, before transferring them, to first offer them for purchase to the Shareholders or to any other person.

3. REGISTERED OFFICE

The registered office of the Company is at 9 Sungei Kadut Street 2, Sungei Kadut Industrial Estate, Singapore 729230.

4. PRINCIPAL ACTIVITY OF THE COMPANY

Based on publicly available information, the Group is engaged in the businesses of building construction, property development, hotel development and investment, and overseas property investment.

5. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, save for information on the Company which is publicly available, there has not been, within the knowledge of the Offeror, any material change in the financial position or prospects of the Company since 30 September 2020, being the date of the last balance sheet of the Company laid before Shareholders in a general meeting.

APPENDIX IV

ADDITIONAL GENERAL INFORMATION

1. DISCLOSURE OF INTERESTS IN COMPANY SECURITIES

1.1 Holdings in Company Securities

As at the Latest Practicable Date, based on the latest information available to the Offeror, the interests in Company Securities held by the Offeror, the Directors of the Offeror and persons acting in concert with the Offeror are set out below:

Name	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
The Offeror	-	-	111,525,620 ⁽²⁾	47.46	111,525,620	47.46
Forevertrust	-	-	111,525,620 ⁽³⁾	47.46	111,525,620	47.46
LJHB Holdings	-	-	111,525,620 ⁽³⁾	47.46	111,525,620	47.46
Ms. Liu Haiyan	-	-	111,525,620 ⁽³⁾	47.46	111,525,620	47.46

Notes:

- (1) The percentage shareholding interest is based on the total number of Shares of 235,010,000 Shares as at the Latest Practicable Date. Percentages are rounded to the nearest two (2) decimal places.
- (2) The Offeror is deemed to be interested in the 57,595,800 Shares and 9,166,600 Shares held through Citibank Nominees Singapore Pte. Ltd. and iFAST Financial Pte Ltd respectively. The Offeror is also deemed to be interested in the 44,763,220 Shares that will be acquired pursuant to the Acquisition.
- (3) The Offeror is a wholly-owned subsidiary of Forevertrust, which is a wholly-owned subsidiary of LJHB Holdings. LJHB Holdings is in turn 100% owned by Ms. Liu Haiyan. Accordingly, Ms. Liu Haiyan, LJHB Holdings and Forevertrust are deemed interested in the Shares which the Offeror is deemed interested in.

1.2 Dealings in Company Securities

Based on the latest information available to the Offeror, the details of dealings in Company Securities during the period commencing six (6) months prior to the Offer Announcement Date and ending on the Latest Practicable Date by the Offeror, the Directors of the Offeror and persons acting in concert with the Offeror are set out below:

Name	Transaction Date	Transaction Type	No. of Shares	Transaction price per Share (S\$)
LJHB Holdings	28 September 2021	Purchase	380,000	0.345
	29 September 2021	Purchase	377,700	0.345
	30 September 2021	Purchase	400	0.345

Name	Transaction Date	Transaction Type	No. of Shares	Transaction price per Share (S\$)
	6 October 2021	Purchase	980,200	0.345
	8 October 2021	Purchase	269,900	0.345
	21 October 2021	Purchase	250,900	0.350
The Offeror	30 November 2021	Purchase	139,900	0.340
	30 November 2021	Purchase	952,000	0.345
	30 November 2021	Purchase	50,000	0.335
	1 December 2021	Purchase	193,500	0.345
	2 December 2021	Purchase	499,900	0.350
	3 December 2021	Purchase	70,800	0.350
	6 December 2021	Purchase	916,900	0.350
	9 December 2021	Purchase	276,500	0.350
	10 December 2021	Purchase	8,500	0.350
	16 December 2021	Purchase	119,800	0.350
	17 December 2021	Purchase	231,000	0.350
	20 December 2021	Purchase	231,000	0.350
	21 December 2021	Purchase	231,000	0.350
	22 December 2021	Purchase	335,200	0.350
	27 December 2021	Purchase	22,900	0.350
	29 December 2021	Purchase	100,000	0.350
	7 January 2022	Purchase	812,600	0.360
	7 January 2022	Purchase	29,900	0.355
LJHB Holdings	17 January 2022	Sale	57,595,800	0.3762
The Offeror	17 January 2022	Purchase	57,595,800	0.3762
	21 January 2022	Purchase	44,763,220	0.384
	24 January 2022	Purchase	1,314,200	0.380
	25 January 2022	Purchase	2,631,000	0.380

1.3 Undertakings to accept or reject the Offer

As at the Latest Practicable Date, save for the Irrevocable Undertaking, no person has given any undertaking to the Offeror or any persons acting in concert with the Offeror, to accept or reject the Offer.

1.4 Arrangements of the kind referred to in Note 7 on Rule 12 of the Code

As at the Latest Practicable Date, save for the Irrevocable Undertaking, neither the Offeror nor any persons acting in concert with the Offeror has entered into any arrangement of the kind referred to in Note 7 on Rule 12 of the Code, including indemnity or option arrangements and any agreement or understanding, formal or informal, of whatever nature, relating to the Shares which may be an inducement to deal or refrain from dealing in the Shares.

1.5 No agreement in connection with or dependent on the Offer

As at the Latest Practicable Date, save for the Irrevocable Undertaking, there is no agreement, arrangement or understanding between (a) the Offeror or any persons acting in concert with the Offeror, and (b) any of the present or recent directors of the Company, or any of the present

or recent Shareholders or any other persons that has any connection with or is conditional upon the outcome of the Offer.

1.6 Transfer of Offer Shares

As at the Latest Practicable Date, there is no agreement, arrangement or understanding whereby any of the Offer Shares acquired by the Offeror pursuant to the Offer will or may be transferred to any other person. The Offeror, however, reserves the right to transfer any of the Shares to any of its related corporations (as defined in the Companies Act) or for the purpose of granting security in favour of financial institutions which have extended or which may extend credit facilities to it from time to time.

1.7 No payment or benefit to directors of the Company

As at the Latest Practicable Date, there is no agreement, arrangement or understanding for payment or other benefit being made or given to any director of the Company or to any director of any corporation which is by virtue of Section 6 of the Companies Act deemed to be related to the Company, as compensation for loss of office or as consideration for, or in connection with, his retirement from office or otherwise in connection with the Offer.

1.8 No security interest over or borrowing/lending of Company Securities

Save as disclosed in this Offer Document, as at the Latest Practicable Date, none of the Offeror or any persons acting in concert with the Offeror has (a) granted a security interest over any Company Securities to another person, whether through a charge, pledge or otherwise, (b) borrowed from another person any Company Securities (excluding borrowed Company Securities which have been on-lent or sold), or (c) lent any Company Securities to another person.

2. GENERAL

2.1 Consent

NCF has given and has not withdrawn its written consent to the issue of this Offer Document with the inclusion herein of its name and all references thereto in the form and context in which they respectively appear.

2.2 Costs and expenses

All costs and expenses of or incidental to the Offer including the preparation and circulation of this Offer Document, the Notification Letter, the Acceptance Forms (other than professional fees and other costs relating to the Offer incurred or to be incurred by the Company) and stamp duty and transfer fees resulting from acceptances of the Offer will be paid by the Offeror.

3. **MARKET QUOTATIONS**

The closing price of the Shares on the SGX-ST, as reported by Thomson Reuters Eikon, on (a) the Latest Practicable Date was S\$0.385; and on (b) the Last Trading Day was S\$0.370. The closing prices of the Shares on the SGX-ST on the last Market Day (on which there were trades in respect of the Shares) of each of the six (6) calendar months preceding the Offer Announcement Date and each calendar month up to the Latest Practicable Date, as reported by Thomson Reuters Eikon, are set out below:

Date	Closing Price of the Month (S\$)
July 2021	0.345
August 2021	0.355
September 2021	0.345
October 2021	0.350
November 2021	0.340
December 2021	0.350
January 2022	0.380
1 to 7 February 2022	0.385

During the period commencing six (6) months preceding the Offer Announcement Date and ending on the Latest Practicable Date (being 21 July 2021 to 7 February 2022 (both dates inclusive)):

- (a) the highest closing price of the Shares on the SGX-ST, as reported by Thomson Reuters Eikon, was S\$0.385, which was transacted on 28 January 2022, 3 February 2022 and 7 February 2022; and
- (b) the lowest closing price of the Shares on the SGX-ST, as reported by Thomson Reuters Eikon, was S\$0.325, which was transacted on 23 November 2021.

4. **DOCUMENTS FOR INSPECTION**

Copies of the following documents may be inspected at the office of the Offeror at 51 Changi Business Park Central 2, #09-03 The Signature, Singapore 486066 during normal business hours, while the Offer remains open for acceptance:

- (a) the Offer Announcement;
- (b) the Irrevocable Undertaking;
- (c) the financial statements referred to in **APPENDIX II** to this Offer Document; and
- (d) the letter of consent from NCF referred to in paragraph 2.1 of this **APPENDIX IV**.

APPENDIX V

DETAILS OF THE OFFER

1. DURATION OF THE OFFER

1.1 Closing Date

Except insofar as the Offer may be withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder, the Offer will remain open for acceptances for a period of at least 28 days from the date of posting of this Offer Document.

The Offer will close at 5.30 p.m. (Singapore time) on 11 March 2022 (the "Closing Date"). Notice is hereby given that the Offeror will not extend the Offer beyond 5.30 p.m. (Singapore time) on the Closing Date and the Offer will not be open for acceptance beyond 5.30 p.m. (Singapore time) on the Closing Date, save that such notice shall not be capable of being enforced in a competitive situation.

1.2 Final day rule

Pursuant to Rule 22.9 of the Code, the Offer (whether revised or not) will not be capable of becoming or being declared to be unconditional as to acceptances after 5.30 p.m. (Singapore time) on the 60th day after the date of posting of this Offer Document or of being kept open after the expiry of such period, unless it has previously become or been declared to be unconditional as to acceptances, except with the prior approval of the SIC. The SIC will consider granting such permission in circumstances, including but not limited to, where a competing offer has been announced.

1.3 Revision

Pursuant to Rule 20.1 of the Code, the Offer, if revised, will remain open for acceptance for a period of at least 14 days from the date of despatch of the written notification of the revision to Shareholders, as the case may be. In any case, where the terms are revised, the benefit of the Offer (as so revised) will be made available to each of the Shareholders including those who had previously accepted the Offer.

2. SETTLEMENT FOR THE OFFER

Subject to the Offer becoming or being declared to be unconditional in all respects in accordance with its terms and the receipt by the Offeror from accepting Shareholders of valid acceptances, complete in all respects and in accordance with the instructions given in this Offer Document, the relevant Acceptance Forms and/or the terms and conditions for Electronic Acceptance (as the case may be) and in the case of a depositor, the receipt by the Offeror of confirmation satisfactory to it that the relevant number of Offer Shares are standing to the credit of the "Free Balance" of the depositor's Securities Account at the relevant time(s), remittances for the appropriate amounts will be despatched, pursuant to Rule 30 of the Code, to the

accepting Shareholder (or, in the case of a Shareholder holding share certificate(s) which is not deposited with CDP, his designated agent (if any)) by means of:

- (a) in the case of an accepting Shareholder who has subscribed to CDP's Direct Crediting Services ("**DCS**"), credited directly into such Shareholder's designated bank account for S\$ via CDP's DCS (or in such other manner as such accepting Shareholder may have agreed with CDP for the payment of any cash distribution). In the case of an accepting Shareholder who has not subscribed to CDP's DCS, any monies to be paid to such Shareholder shall be credited to his Cash Ledger and be subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein); or
- (b) in the case of an accepting Shareholder holding share certificate(s) which are not deposited with CDP, a S\$ crossed cheque drawn on a bank operating in Singapore and sent by ordinary post to his address stated in his FAT or if none is stated, to his address as indicated in the register of members of the Company, at the risk of the accepting Shareholder,

on the payment date as soon as practicable but in any event:

- (i) in respect of acceptances of the Offer which are complete and valid in all respects and are received on or before the date on which the Offer becomes or is declared to be unconditional in all respects in accordance with its terms, within seven (7) business days of that date; or
- (ii) in respect of acceptances of the Offer which are complete and valid in all respects and are received after the Offer becomes or is declared to be unconditional in all respects in accordance with its terms, but before the Offer closes, within seven (7) business days of the date of such receipt.

3. ANNOUNCEMENTS

3.1 Timing and Contents

Pursuant to Rule 28.1 of the Code, by 8.00 a.m. (Singapore time) on the dealing day (the "**Relevant Day**") immediately after the day on which the Offer is due to expire, or becomes or is declared to be unconditional as to acceptances, or is revised or extended (if applicable), the Offeror will announce and simultaneously inform the SGX-ST of the total number of Shares (as nearly as practicable):

- (a) in respect of which valid acceptances of the Offer have been received;
- (b) held by the Offeror and any person acting in concert with the Offeror before the Offer Period; and

- (c) acquired or agreed to be acquired by the Offeror and any person acting in concert with the Offeror during the Offer Period,

and will specify the percentages of the total number of Shares represented by such numbers.

3.2 Valid Acceptances for Offer Shares

Under Note 5 to Rule 28.1 of the Code, purchases made through the SGX-ST by the Offeror and persons acting in concert with the Offeror with no pre-agreement or collusion between the parties to such transactions or their agents, may be counted towards satisfying the Acceptance Condition. All other purchases by the Offeror and persons acting in concert with the Offeror (i.e. off market purchases) may only be counted when fully completed and settled.

3.3 Suspension

Under Rule 28.2 of the Code, if the Offeror is unable, within the time limit, to comply with paragraph 3.1 above, the SIC will consider requesting the SGX-ST to suspend dealings in the Shares until the relevant information is given.

3.4 Announcements

In this Offer Document, references to the making of any announcement or the giving of notice by the Offeror include the release of an announcement by NCF or advertising agents, for and on behalf of the Offeror, to the press or the delivery of or transmission by telephone or facsimile or through SGXNET or otherwise of an announcement to the SGX-ST. An announcement made otherwise than to the SGX-ST shall be notified simultaneously to the SGX-ST.

In computing the number of Offer Shares represented by acceptances, the Offeror will at the time of making an announcement take into account acceptances which are valid in all respects.

4. RIGHT OF WITHDRAWAL

4.1 Acceptances Irrevocable

Except as expressly provided in this Offer Document and the Code, acceptances of the Offer shall be irrevocable.

4.2 Right of Withdrawal of Shareholders

- (a) If the Offer has become or been declared unconditional as to acceptances, but the Offeror fails to comply with any of the requirements of Rule 28.1 of the Code by 3.30 p.m. (Singapore time) on the Relevant Day, then immediately thereafter:
 - (i) any Shareholder holding Offer Shares which are deposited with CDP and accepting the Offer will be entitled to withdraw his acceptance by written notice to LJHB Capital (S) Pte. Ltd. c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934; and

- (ii) any Shareholder holding Offer Shares which are not deposited with CDP and accepting the Offer will be entitled to withdraw his acceptance by written notice to LJHB Capital (S) Pte. Ltd. c/o B.A.C.S. Private Limited, 8 Robinson Road, #03-00 ASO Building, Singapore 048544.

Such notice of withdrawal shall be effective only when actually received by the Offeror.

- (b) Subject to Rule 22.9 of the Code, this right of withdrawal may be terminated not less than eight (8) days after the Relevant Day by the Offeror confirming (if that be the case) that the Offer is still unconditional as to acceptances and by complying with Rule 28.1 of the Code.
- (c) A Shareholder who has tendered acceptances under the Offer will be entitled to withdraw his acceptance after 14 days from the first closing date of the Offer, if the Offer has not by then become unconditional as to acceptances. Such entitlement to withdraw will be exercisable until the Offer becomes or is declared to be unconditional as to acceptances.
- (d) In a competitive situation, if one (1) offer becomes unconditional as to acceptances, then Shareholders who have tendered their acceptances for the competing offer (the "**Unsuccessful Offer**") can, if they wish, immediately withdraw their acceptances for the Unsuccessful Offer.
- (e) A Shareholder who has tendered acceptances under the Offer may withdraw his acceptances within eight (8) days of notification by the Offeror of any revision of the Acceptance Condition.

APPENDIX VI

PROCEDURES FOR ACCEPTANCE OF THE OFFER

1. DEPOSITORS

- 1.1 **Depositors whose Securities Accounts are credited with Offer Shares.** If you have Offer Shares standing to the credit of the "Free Balance" of your Securities Account, you should receive the Notification Letter together with a FAA. If you do not receive the FAA, you may obtain a copy of such FAA, upon production of satisfactory evidence that you are a Shareholder, by submitting a request to CDP via phone (+65 6535 7511) or email services (asksgx@sgx.com). Electronic copies of the FAA may also be obtained on the website of the SGX-ST at www.sgx.com and on the website of the Company at www.keonghong.com.

Acceptance. If you wish to accept the Offer, you should:

- (a) complete the accompanying FAA in accordance with the provisions and instructions in this Offer Document and the provisions and instructions printed on the FAA. In particular, you must state in Section C of the FAA or the relevant section in the electronic form of the FAA, the number of Offer Shares in respect of which you wish to accept the Offer.

(i) If you:

(A) do not specify such number; or

(B) specify a number which exceeds the number of Offer Shares standing to the credit of the "Free Balance" of your Securities Account on the date of receipt of the FAA by CDP (the "**Date of Receipt**") or, in the case where the Date of Receipt is on the Closing Date, by 5.30 p.m. (Singapore time) on the Closing Date,

you shall be deemed to have accepted the Offer in respect of all the Offer Shares standing to the credit of the "Free Balance" of your Securities Account on the Date of Receipt or 5.30 p.m. (Singapore time) on the Closing Date (if the FAA is received by CDP on the Closing Date).

- (ii) if paragraph 1.1(a)(i)(B) above applies and at the time of verification by CDP of the FAA on the Date of Receipt, there are outstanding settlement instructions with CDP to receive further Offer Shares into the "Free Balance" of your Securities Account ("**Unsettled Buy Position**"), and the Unsettled Buy Position settles such that the Offer Shares in the Unsettled Buy Position are transferred to the "Free Balance" of your Securities Account at any time during the period the Offer is open, up to 5.30 p.m. (Singapore time) on the Closing Date ("**Settled Shares**"), you shall be deemed to have accepted the Offer in respect of the balance number of Offer Shares inserted in Section C of the FAA or the relevant section of the electronic form of the FAA which have not yet

been accepted pursuant to paragraph 1.1(a)(i)(B) above, or the number of Settled Shares, whichever is less;

- (b) if you are submitting the FAA in physical form, sign the FAA in accordance with this **APPENDIX VI** and the instructions printed on the FAA; and
- (c) submit the duly completed and signed original FAA:
 - (i) **by post**, in the enclosed pre-addressed envelope at your own risk, to LJHB Capital (S) Pte. Ltd. c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934; or
 - (ii) **in electronic form**, via SGX-ST's Investor Portal at investors.sgx.com,

in each case so as to arrive not later than 5.30 p.m. (Singapore time) on the Closing Date. If the completed and signed FAA is delivered by post to the Offeror, please use the enclosed pre-addressed envelope, which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting outside of Singapore.

If you have sold or transferred all your Offer Shares held through CDP, you need not forward the Notification Letter and the accompanying FAA to the purchaser or transferee, as CDP will arrange for a separate Notification Letter and FAA to be sent to the purchaser or transferee.

If you are a depository agent, you may accept the Offer via the SGX-SFG service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents (the "**Electronic Acceptance**"). CDP has been authorised by the Offeror to receive Electronic Acceptances on its behalf and such Electronic Acceptances must be submitted not later than 5.30 p.m. (Singapore time) on the Closing Date. Such Electronic Acceptances submitted will be deemed irrevocable and subject to each of the terms and conditions contained in the FAA and this Offer Document as if the FAA had been completed and delivered to CDP.

- 1.2 Depositors whose Securities Accounts will be credited with Offer Shares.** If you have purchased Offer Shares on the SGX-ST and such Offer Shares are in the process of being credited to the "Free Balance" of your Securities Account, you should also receive the Notification Letter together with a FAA. If you do not receive the FAA, you may obtain a copy of such FAA, upon production of satisfactory evidence that you are a Shareholder, by submitting a request to CDP via phone (+65 6535 7511) or email services (asksgx@sgx.com). Electronic copies of the FAA may also be obtained on the website of the SGX-ST at www.sgx.com and on the website of the Company at www.keonghong.com.

Acceptance. If you wish to accept the Offer in respect of such Offer Shares, you should, after the "Free Balance" of your Securities Account has been credited with such number of Offer Shares:

- (a) complete and sign the FAA in accordance with Paragraph 1.1 of this **APPENDIX VI** and the instructions printed on the FAA; and

- (b) submit the duly completed and signed original FAA:
- (i) **by post**, in the enclosed pre-addressed envelope at your own risk, to LJHB Capital (S) Pte. Ltd. c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934; or
 - (ii) **in electronic form**, via SGX-ST's Investor Portal at investors.sgx.com,

in each case so as to arrive not later than 5.30 p.m. (Singapore time) on the Closing Date. If the completed and signed FAA is delivered by post to the Offeror, please use the enclosed pre-addressed envelope, which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting outside of Singapore.

Rejection. If upon receipt by CDP, on behalf of the Offeror, of the FAA, it is established that such Offer Shares have not been or will not be, credited to the "Free Balance" of your Securities Account (as, for example, where you sell or have sold such Offer Shares), your acceptance is liable to be rejected. None of the Offeror, NCF, the Receiving Registrar or CDP accepts any responsibility or liability in relation to such a rejection, including the consequences thereof.

If you purchase Offer Shares on the SGX-ST on a date close to the Closing Date, your acceptance in respect of such Offer Shares is liable to be rejected if the "Free Balance" of your Securities Account is not credited with such Offer Shares by the Date of Receipt or by 5.30 p.m. (Singapore time) on the Closing Date (if the FAA is received by CDP on the Closing Date), unless paragraph 1.1(a)(i)(B) read together with paragraph 1.1(a)(ii) of this **APPENDIX VI** apply. If the Unsettled Buy Position does not settle by 5.30 p.m. (Singapore time) on the Closing Date, your acceptance in respect of such Offer Shares will be rejected. None of the Offeror, NCF, the Receiving Registrar or CDP accepts any responsibility or liability in relation to such a rejection, including the consequences thereof.

1.3 Depositors whose Securities Accounts are and will be credited with Offer Shares. If you have Offer Shares credited to your Securities Account, and have purchased additional Offer Shares on the SGX-ST which are in the process of being credited to your Securities Account, you may accept the Offer in respect of the Offer Shares standing to the credit of the "Free Balance" of your Securities Account and may accept the Offer in respect of the additional Offer Shares purchased which are in the process of being credited to your Securities Account only **AFTER** the "Free Balance" of your Securities Account has been credited with such number of Offer Shares.

1.4 FAAs received on Saturday, Sunday and public holidays. For the avoidance of doubt, FAAs received by CDP on a Saturday, Sunday or public holiday in Singapore will only be processed and validated on the next business day.

1.5 General. No acknowledgement will be given by CDP for submissions of FAAs. All communications and notifications can be accessed via your portfolio (CDP Internet) on investors.sgx.com or via the SGX-ST's mobile app. For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Offer Shares credited to your Securities Account. You can verify such number in your Securities Account: (i) through CDP Online if you have registered for the CDP Internet Access Service; or (ii) through the CDP Phone Service using SMS OTP, under the option "To check your securities balance".

1.6 Blocked Balance. Upon receipt of the FAA which is complete and valid in all respects, CDP will transfer the Offer Shares in respect of which you have accepted the Offer from the "Free Balance" of your Securities Account to the "Blocked Balance" of your Securities Account. Such Offer Shares will be held in the "Blocked Balance" until the consideration for such Offer Shares has been despatched to you.

Except as specifically provided for in this Offer Document and the Code, acceptance of the Offer is irrevocable.

No acknowledgement will be given for submissions made. All communications and notifications can be accessed via your portfolio (CDP Internet) on investors.sgx.com or via the SGX-ST's mobile app. Settlement of the consideration under the Offer will be subject to the receipt of confirmation satisfactory to the Offeror that the Offer Shares to which the FAA relates are credited to the "Free Balance" of your Securities Account and such settlement cannot be made until all relevant documents have been properly completed and lodged with LJHB Capital (S) Pte. Ltd. c/o The Central Depository (Pte) Limited, by post at your own risk using the enclosed pre-addressed envelope to Robinson Road Post Office, P.O. Box 1984, Singapore 903934.

1.7 Upon Notification. If you have accepted the Offer in accordance with the provisions contained in this **APPENDIX VI** and the FAA, upon the Offer becoming or being declared to be unconditional in all respects in accordance with its terms, CDP will send you a notification letter, which can be accessed via your portfolio (CDP Internet) on investors.sgx.com or via the SGX-ST's mobile app, stating the number of Offer Shares debited from your Securities Account together with payment of the Offer Price which will be credited directly into your designated bank account for S\$ via DCS on the payment date as soon as practicable and in any event:

- (a) in respect of acceptances of the Offer which are complete and valid in all respects and are received on or before the date on which the Offer becomes or is declared unconditional in all respects in accordance with its terms, within seven (7) business days of that date; or
- (b) in respect of acceptances of the Offer which are complete and valid in all respects and are received after the Offer becomes or is declared unconditional in all respects in accordance with its terms, but before the Offer closes, within seven (7) business days of the date of such receipt.

In the event you are not subscribed to CDP's DCS, any monies to be paid shall be credited to your Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein).

1.8 Return of Offer Shares. In the event the Offer does not become or is not declared to be unconditional in all respects in accordance with its terms, CDP will return the aggregate number of Offer Shares in respect of which you have accepted the Offer and tendered for acceptance under the Offer to the "Free Balance" of your Securities Account as soon as possible but in any event within 14 days from the lapse of the Offer.

1.9 No Securities Account. If you do not have an existing Securities Account in your own name at the time of acceptance of the Offer, your acceptance as contained in the FAA will be rejected.

2. SHAREHOLDERS WHO HOLD OFFER SHARES WHICH ARE NOT DEPOSITED WITH CDP

If you hold Offer Shares which are not deposited with CDP, you are entitled to receive the Notification Letter together with the FAT. If you wish to accept the Offer, you should complete and sign the FAT (which is available upon request from LJHB Capital (S) Pte. Ltd. c/o B.A.C.S. Private Limited, 8 Robinson Road, #03-00 ASO Building, Singapore 048544) in accordance with the provisions and instructions in this Offer Document including the provisions and instructions printed on the FAT (which provisions and instructions shall be deemed to form part of the terms of the Offer) and submit the duly completed and signed original FAT with the relevant share certificate(s) and/or other document(s) of title and/or any other relevant document(s) required by the Offeror **by hand or by post in the enclosed pre-addressed envelope**, at your own risk, to:

LJHB CAPITAL (S) PTE. LTD.

c/o B.A.C.S. Private Limited

8 Robinson Road

#03-00 ASO Building

Singapore 048544,

so as to arrive not later than 5.30 p.m. on the Closing Date. If the completed and signed FAT is delivered by post to the Offeror, please use the enclosed pre-addressed envelope, which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting outside of Singapore.

If the number of Offer Shares in respect of acceptances for the Offer as inserted by you in the FAT exceeds the number of Offer Shares represented by the share certificate(s) and/or other document(s) of title accompanying the FAT, or if no such number of Offer Shares is inserted by you, then you shall be deemed to have accepted the Offer in respect of all the Offer Shares as represented by the share certificate(s) and/or other document(s) of title accompanying the FAT.

General

If your Offer Shares are represented by share certificate(s) which are not registered with the Company in your own name, you must send in, at your own risk, the relevant share certificate(s), other document(s) of title and/or other relevant documents required by the Offeror together with a duly completed and signed original FAT in its entirety (no part may be detached or otherwise mutilated), accompanied by transfer form(s), duly completed and executed by the person(s) registered with the Company as the holder of the Offer Shares and stamped, with the particulars of the transferee left blank (to be completed by the Offeror or a person authorised by it).

It is your responsibility to ensure that the FAT is properly completed in all respects. The Offeror, NCF and/or the Receiving Registrar will be entitled, at their sole and absolute discretion, to reject any acceptance which does not comply with the provisions and instructions contained herein and in the FAT, or (subject to the preceding paragraph) which is not accompanied by the relevant share certificate(s), other document(s) of title and/or any other relevant document(s) required by the Offeror, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject or treat as valid any acceptance will be final and binding, and none of the Offeror, NCF or the Receiving Registrar accepts any responsibility or liability for the consequences of such a decision.

Except as specifically provided for in this Offer Document and the Code, acceptance of the Offer is irrevocable.

No acknowledgement of receipt of any FAT, share certificate(s), other document(s) of title, transfer form(s) and/or any other relevant document(s) required by the Offeror will be given.

All communications, notices, certificates, documents and remittances to be delivered or sent to you will be sent by ordinary post to your address as it appears on the FAT or in the register of members of the Company, at your sole risk.

In the event that the Offer becomes or is being declared to be unconditional in all respects in accordance with its terms, payment will be sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the register of members of the Company) by ordinary post at your address as it appears in the register of members of the Company at your own risk (or to such different name and address as may be specified by you in the FAT and at your own risk), by way of a S\$ crossed cheque drawn on a bank operating in Singapore for the appropriate amount.

In the event the Offer does not become or is not declared to be unconditional in all respects in accordance with its terms, the FAT, share certificate(s) and any other accompanying document(s) will be returned to you as soon as possible but, in any event, within 14 days of the lapse of the Offer.

If you are a Shareholder who holds Offer Shares which are not deposited with CDP but you do not receive the FAT, you may obtain such a FAT upon production of satisfactory evidence that you are a Shareholder, from LJHB Capital (S) Pte. Ltd. c/o B.A.C.S. Private Limited at its office at 8 Robinson Road, #03-00 ASO Building, Singapore 048544. Electronic copies of the FAT may also be obtained on the website of the SGX-ST at www.sgx.com and on the website of the Company at www.keonghong.com.

3. OTHER RELEVANT INFORMATION IN RESPECT OF THE PROCEDURES FOR ACCEPTANCE

If you hold share certificate(s) of some of the Offer Shares beneficially owned by you and if you have deposited the rest of the Offer Shares beneficially owned by you with CDP, you are required to complete, sign and submit at your own risk, the signed original FAT in respect of the Offer Shares represented by share certificate(s) and the signed original FAA in respect of the Offer Shares which are deposited with CDP, if you wish to accept the Offer in respect of all such Offer Shares. Both the FAT and the FAA must be completed, signed and accompanied by the relevant documents and submitted to the Offeror in accordance with the respective procedures for acceptance set out in paragraphs 1 and 2 of this **APPENDIX VI**.

If you hold share certificate(s) of the Offer Shares beneficially owned by you and you wish to accept the Offer in respect of such Offer Shares, you should not deposit the share certificate(s) with CDP during the period commencing on the date of this Offer Document and ending on the Closing Date (both dates inclusive) as your Securities Account may not be credited with the relevant number of Offer Shares in time for you to accept the Offer.

If you wish to accept the Offer, it is your responsibility to ensure that the relevant Acceptance Form(s), as the case may be, is properly completed in all respects, submitted with original signature(s) and all required documents are provided. The Offeror, NCF, CDP and/or the Receiving Registrar will be entitled, at their sole and absolute discretion, to reject any acceptance which does not comply with the provisions and instructions contained herein and in the relevant Acceptance Form(s), as the case may be, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject or treat as valid any acceptance will be final and binding, and none of the Offeror, NCF, CDP or the Receiving Registrar accepts any responsibility or liability for the consequences of such a decision.

Acceptances in the form of the Acceptance Form(s) received by the Offeror, NCF, CDP and/or the Receiving Registrar, on a Saturday, Sunday or public holiday will only be processed and validated on the next business day.

Submission of the duly completed and signed original Acceptance Form(s) through CDP and/or the Receiving Registrar and/or, as the case may be, the Offeror or NCF, shall be conclusive evidence in favour of the Offeror, NCF, CDP and/or the Receiving Registrar of the right and title of the person(s) signing it to deal with the same and with the Offer Shares to which it relates.

The Offeror, NCF, CDP and/or the Receiving Registrar, as the case may be, shall not be liable for any loss in transmission of the Acceptance Form(s).

By completing and delivering the relevant Acceptance Form(s), you (a) consent to the collection, use and disclosure of your personal data by the Offeror, NCF, CDP, Receiving Registrar, the SGX-ST, Securities Clearing and Computer Services (Pte) Ltd and the Company (the "**Relevant Persons**") or any person designated by the Relevant Persons in connection with the purpose of facilitating your acceptance of the Offer, and in order for the Relevant Persons or such designated person to comply with any applicable laws, listing rules, regulations and/or guidelines; (b) warrant that where you disclose the personal data of another person, such disclosure is in compliance with applicable law; and (c) agree that you will indemnify the Relevant Persons or such designated person in respect of any penalties, liabilities, claims, demands, losses and damages as a result of your breach of such warranty.