



AMARA HOLDINGS LIMITED

19 December 2023

Dear Sir/Madam,

NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR (THIS "NOTICE")

1. INTRODUCTION

- 1.1. The board of directors (the "**Board**") of Amara Holdings Limited (the "**Company**") wishes to refer shareholders of the Company (the "**Shareholders**") to:
- (a) the announcement issued on 14 November 2023 (the "**Offer Announcement**") by United Overseas Bank Limited ("**UOB**"), for and on behalf of Amethyst Assets Pte. Ltd. (the "**Offeror**"), in relation to the voluntary unconditional cash offer (the "**Offer**") in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers, for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of the Company, other than Shares held in treasury and Shares held, directly or indirectly, by the Offeror as at the date of the Offer (the "**Offer Shares**");
 - (b) the announcement issued on 15 November 2023 by the Company informing Shareholders of the Offer;
 - (c) the announcement issued on 22 November 2023 by the Company informing Shareholders of the appointment of Xandar Capital Pte. Ltd. as the independent financial adviser (the "**IFA**") to advise the directors of the Company who are considered independent for the purposes of the Offer (the "**Recommending Directors**") in respect of the Offer;
 - (d) the offer document dated 5 December 2023 (the "**Offer Document**") and related documents issued by UOB, for and on behalf of the Offeror, in connection with the Offer, containing terms and conditions of the Offer;
 - (e) the announcement issued on 5 December 2023 by UOB, for and on behalf of the Offeror, in relation to the electronic despatch of the Offer Document and the despatch of the written notification containing instructions for the electronic retrieval of the Offer Document;
 - (f) the offeree circular dated 19 December 2023 issued by the Board to Shareholders in connection with the Offer, in accordance with the Singapore Code on Take-overs and Mergers (the "**Offeree Circular**"); and
 - (g) the announcement issued on 19 December 2023 by the Company informing Shareholders of the despatch of this Notice.
- 1.2. Unless otherwise defined, all capitalised terms not defined herein shall have the same meanings ascribed to them in the Offeree Circular.

2. ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR AND DESPATCH OF NOTICE TO SHAREHOLDERS

- 2.1. The Board would like to inform Shareholders that the Company has today issued the Offeree Circular containing, among others, the letter from the IFA to the Recommending Directors (the “**IFA Letter**”) and the recommendation of the Recommending Directors in respect of the Offer.
- 2.2. **Pursuant to the Public Statement on the Further Extension of the Temporary Measure to Allow for Electronic Despatch of Take-over Documents issued on 29 June 2021 by the Securities Industry Council of Singapore under the Singapore Code on Take-overs and Mergers, the Company has opted to electronically disseminate the Offeree Circular. Accordingly, please note that no printed copies of the Offeree Circular will be despatched to Shareholders.**
- 2.3. To access the electronic version of the Offeree Circular:
- (a) you may access the announcement page of the Company on the website of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) by scanning the following QR code:



- (b) you may access the website of the SGX-ST at <https://www.sgx.com/securities/company-announcements> and type the name of the Company: “**Amara Holdings Limited**” in the box titled “**Filter by Company/Security Name**”. “**Amara Holdings Limited**” will appear as a drop-down item below the filter box.

Thereafter, please select the announcement dated 19 December 2023 in relation to the despatch of this Notice to Shareholders. The Offeree Circular can be accessed by clicking on the link under the section titled “**Attachments**” at the bottom of the announcement; and

- (c) you may also access the website of the Company at <https://ir.amaraholdings.com>. Alternatively, you may directly access the page on the website of the Company by scanning the following QR code:



- 2.4. The Company has also despatched a printed copy of this Notice to Shareholders today.

- 2.5. **Shareholders should read the Offer Document, the Offeree Circular and the IFA Letter (set out as Appendix A to the Offeree Circular) carefully and consider the recommendation of the Recommending Directors and the advice and recommendation of the IFA to the Recommending Directors before deciding whether or not to accept the Offer. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

3. CLOSING DATE

Shareholders should note that, as stated in the Offer Document, the Offer will close at 5.30 p.m. (Singapore time) on 2 January 2024, or such later date(s) as may be announced from time to time by or on behalf of the Offeror, such date being the last day for the lodgement of acceptances of the Offer.

4. RESPONSIBILITY STATEMENT

The directors of the Company (the “**Directors**”) (including those who have delegated detailed supervision of this Notice) have taken all reasonable care to ensure that the facts stated in this Notice and all opinions expressed herein are fair and accurate and that no material facts have been omitted from this Notice, the omission of which would render any statement in this Notice misleading in any material aspect, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation, the Offer Document and the announcements made by or on behalf of the Offeror), 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 Notice.

Yours faithfully
For and on behalf of the Board
AMARA HOLDINGS LIMITED

Susan Teo Geok Tin / Zhan Aijuan
Company Secretaries

19 December 2023