



APAC REALTY LIMITED
(Company Registration Number: 201319080C)
(Incorporated in Singapore on 15 July 2013)

27 May 2022

Dear Sir/Madam

NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DISSEMINATION OF THE OFFEREE CIRCULAR (THE “NOTICE”)

1. Introduction

- 1.1. The board of directors (the “**Board**”) of APAC Realty Limited (the “**Company**”) refers to:
- (a) the announcement issued on 25 April 2022 (the “**Offer Announcement**”) by SAC Capital Private Limited (the “**Financial Adviser**”), for and on behalf of NHPEA Ace Realty Company Limited (the “**Offeror**”), an entity ultimately controlled by Morgan Stanley Private Equity Asia, in respect of an unconditional mandatory general offer for all the outstanding shares in the capital of the Company (the “**Shares**”) other than those already owned, controlled or agreed to be acquired by the Offeror (the “**Offer Shares**”), in accordance with Rule 14 of the Singapore Code on Takeovers and Mergers (the “**Offer**”);
 - (b) the announcement dated 25 April 2022 made by the Company informing shareholders of the Company (the “**Shareholders**”) of the Offer;
 - (c) the announcement dated 11 May 2022 made 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 (the “**Directors**”) who are considered to be independent for the purposes of the Offer (the “**Recommending Directors**”) in respect of the Offer;
 - (d) the offer document dated 13 May 2022 and related documents in connection with the Offer (the “**Offer Document**”) issued by the Financial Adviser for and on behalf of the Offeror;
 - (e) the announcement dated 13 May 2022 issued by the Financial Adviser for and on behalf of the Offeror in relation to the electronic despatch of the Offer Document and the despatch of the notification containing instructions for the electronic retrieval of the Offer Document by ordinary post to Shareholders; and

(f) the offeree circular in connection with the Offer dated 27 May 2022 issued by the Board to Shareholders in accordance with the Singapore Code on Take-overs and Mergers (the “**Offeree Circular**”).

1.2. Unless otherwise defined, all capitalised terms used but not defined herein shall have the same meanings ascribed to them in the Offeree Circular.

2. **Electronic Dissemination of the Offeree Circular**

2.1. The Board would like to inform Shareholders that the Company has today issued the Offeree Circular containing, *inter alia*, the IFA Letter and the recommendation of the Recommending Directors in respect of the Offer. Pursuant to the Public Statement on Despatch of Take-over Documents under the Singapore Code on Take-overs and Mergers issued by the Securities Industry Council of Singapore on 6 May 2020, as supplemented from time to time, 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.

2.2. To access the electronic version of the Offeree Circular and its related documents:

2.2.1. you may access the website of the SGXNet at <https://www.sgx.com> and select the section “**Securities**”, select “**Company Information**” and then “**Company Announcements**” from the drop-down menu list and type the name of the Company: “**APAC Realty Limited**” in the box titled “**Filter by Company/Security Name**”. “**APAC Realty Limited**” will appear as a drop-down item below the filter box. Thereafter, please select the announcement dated 27 May 2022 titled “**Despatch of Notice to Shareholders Regarding Electronic Dissemination of the Offeree Circular**”. The Offeree Circular and its related documents can be accessed by clicking on the links under the section titled “**Attachments**” at the bottom of the announcement; and

2.2.2. you may access the Company’s corporate website at <http://investor.apacrealty.com.sg/newsroom.html>. Alternatively, you may directly access the page at the Company’s corporate website by scanning the following QR code:



2.3. The electronic version of the Offer Document and its related documents may be accessed on the Company’s corporate website at <https://www.apacrealty.com.sg/mgo/>. Alternatively, you may directly access the page at the Company’s corporate website by scanning the following QR code:



- 2.4. 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 any doubt about the Offer should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately.

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 10 June 2022 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 (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 of Directors of
APAC Realty Limited

Chua Khee Hak
Executive Chairman
27 May 2022