

**SUNNINGDALE TECH LTD.**  
(Company Registration No.: 199508621R)  
(Incorporated in the Republic of Singapore)  
(the "**Company**")

**ANNOUNCEMENT**

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**ELECTRONIC DESPATCH OF SCHEME DOCUMENT AND ALTERNATIVE ARRANGEMENTS  
RELATING TO THE SCHEME MEETING TO BE HELD ON 19 FEBRUARY 2021**

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**1. BACKGROUND**

The board of directors of the Company (the "**Board**") refers to:

- (a) the announcement dated 9 November 2020 (the "**Joint Announcement**") issued by the Company and Sunrise Technology Investment Holding Pte. Ltd. (the "**Offeror**"), in relation to the proposed acquisition (the "**Acquisition**") of all the issued ordinary shares in the capital of the Company (the "**Shares**"), other than the KBH Rollover Shares, by the Offeror, by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act (Chapter 50 of Singapore) and the Singapore Code on Take-overs and Mergers;
- (b) the COVID-19 (Temporary Measures) Act 2020 (No. 14 of 2020) passed by Parliament on 7 April 2020 (as amended) which enables the Minister for Law by order to prescribe alternative arrangements for listed entities in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (c) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**COVID-19 Alternative Meetings Order**") which was gazetted on 13 April 2020 (as amended), and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies;
- (d) the order of the Court dated 14 January 2021 granting liberty to the Company to convene the Scheme Meeting and containing further orders in relation to the conduct of the Scheme Meeting (the "**Scheme Meeting Court Order**"); and
- (e) the announcement dated 26 January 2021 issued by the Company in relation to the receipt of approval-in-principle from the SGX-ST for the delisting of the Company from the Official List of the SGX-ST, subject to:
  - (i) an unqualified opinion from an independent financial adviser that the financial terms of the Scheme are fair and reasonable to the Scheme Shareholders; and

- (ii) the Scheme becoming effective.

Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings given to them in the Joint Announcement.

## 2. ELECTRONIC DESPATCH OF SCHEME DOCUMENT

### 2.1 Electronic Despatch of Scheme Document

The Board wishes to announce that it has today despatched to the Scheme Shareholders a scheme document (the "**Scheme Document**") dated 4 February 2021 by electronic means via publication on the website of the SGX-ST at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements) and the website of the Company at <https://investor.sdaletech.com/scheme-of-arrangement.html>.

The Scheme Document contains, *inter alia*, the following:

- (a) details of the Acquisition and the Scheme, including the recommendation of the Non-conflicted Directors and the advice of the IFA in relation to the Scheme; and
- (b) the notice of the Scheme Meeting (the "**Notice**"), to be convened and held by way of electronic means on Friday, 19 February 2021 at 3.00 p.m. (Singapore time) for the purpose of considering and, if thought fit, passing, with or without modifications, the resolution of the Scheme Shareholders to approve the Scheme.

### 2.2 Electronic Copies of Scheme Document

In line with the current COVID-19 restriction orders in Singapore, **no printed copies of the Scheme Document will be despatched to Scheme Shareholders.**

Printed copies of the Notice and the proxy form for the Scheme Meeting ("**Proxy Form**") will still be despatched to Scheme Shareholders.

Electronic copies of the Scheme Document (enclosing the Notice and the Proxy Form) are available on:

- (a) the website of the SGX-ST at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements); and
- (b) the website of the Company at <https://investor.sdaletech.com/scheme-of-arrangement.html>.

A Scheme Shareholder will need an internet browser and PDF reader to view these documents on the websites of the SGX-ST and the Company.

### 2.3 Request for Printed Copies of Scheme Document

Scheme Shareholders may obtain printed copies of the Scheme Document by completing and returning the request form accompanying the Notice and Proxy Form to the Company by Wednesday, 10 February 2021. A printed copy of the Scheme Document will be sent to the address in Singapore specified by the Scheme Shareholder at his/her/its own risk.

### 2.4 Overseas Shareholders

A Scheme Shareholder whose address is outside Singapore, as shown on the register of member of the Company or as the case may be, in the records of The Central Depository (Pte) Limited (an "**Overseas Shareholder**") may write in to the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd. (the "**Share Registrar**"), at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, to request for the Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his/her/its own risk, up to three (3) Market Days<sup>1</sup> prior to the date of the Scheme Meeting.

It is the responsibility of any Overseas Shareholder who wishes to request for the Scheme Document and any related documents or participate in the Scheme to satisfy himself/herself/itself 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. In requesting for the Scheme Document and any related documents or participating in the Scheme, the Overseas Shareholder represents and warrants to the Offeror and the Company that he/she/it is in full observance of the laws of the relevant jurisdiction in that connection, and that he/she/it is in full compliance with all necessary formalities or legal requirements.

**Overseas Shareholders who are in doubt about their positions should consult their own professional advisers in the relevant jurisdictions.**

## 3. DATE, TIME AND CONDUCT OF THE SCHEME MEETING

The Board wishes to announce that pursuant to the Scheme Meeting Court Order, the Scheme Meeting will be convened and held by way of electronic means on **Friday, 19 February 2021 at 3.00 p.m. (Singapore time)**.

Pursuant to the Scheme Meeting Court Order, Mr. Kaka Singh S/O Dalip Singh, or failing him, any other director of the Company, shall act as Chairman of the Scheme Meeting and the Court has further directed the Chairman of the Scheme Meeting to report the results thereof to the Court. The Company will endeavour to address all substantial and relevant questions received in advance of the Scheme Meeting from Scheme Shareholders, prior to or during the Scheme Meeting. The Company will publish the responses to the substantial and relevant questions which the Company is unable to address during the Scheme Meeting, on the SGXNET and on the website of the Company prior to the Scheme Meeting. The Company will publish the

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<sup>1</sup> A "**Market Day**" is a day on which the SGX-ST is open for the trading of securities.

minutes of the Scheme Meeting on the SGXNET and on the website of the Company, and the minutes will include the responses to the substantial and relevant questions which are addressed during the Scheme Meeting.

Scheme Shareholders will not be able to ask questions at the Scheme Meeting "live" during the audio-visual webcast or audio stream, and therefore it is important for Scheme Shareholders who wish to ask questions to submit their questions in advance of the Scheme Meeting.

#### **4. NOTICE AND PROXY FORM**

Printed copies of the Notice and Proxy Form will be despatched to Scheme Shareholders. The Notice and Proxy Form are also available on the website of the SGX-ST at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements) and on the website of the Company at <https://investor.sdaletech.com/scheme-of-arrangement.html>.

#### **5. NO PERSONAL ATTENDANCE AT THE SCHEME MEETING**

Due to the current COVID-19 restriction orders in Singapore, **Scheme Shareholders will not be able to attend the Scheme Meeting in person.**

#### **6. ALTERNATIVE ARRANGEMENTS FOR PARTICIPATION IN THE SCHEME MEETING**

Scheme Shareholders, CPFIS Investors (as defined in the Scheme Document) and SRS Investors (as defined in the Scheme Document) may participate in the Scheme Meeting by:

- (a) observing and/or listening to the Scheme Meeting proceedings via live audio-visual webcast or live audio-only stream;
- (b) submitting questions in advance of the Scheme Meeting; and/or
- (c) appointing the Chairman of the Scheme Meeting as proxy to attend, speak and vote on their behalf at the Scheme Meeting.

Alternative arrangements relating to attendance at the Scheme Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Scheme Meeting in advance of the Scheme Meeting, addressing of substantial and relevant questions either before or at the Scheme Meeting, and voting by appointing the Chairman of the Scheme Meeting as proxy at the Scheme Meeting, are set out in the Notice.

#### **7. KEY DATES/DEADLINES**

The table below sets out the key dates/deadlines for Scheme Shareholders, CPFIS Investors and SRS Investors to note:

Key dates	Actions
4 February 2021 (Thursday)	Scheme Shareholders, CPFIS Investors and SRS Investors may begin to pre-register at <a href="https://investor.sdaitech.com/scheme-of-arrangement.html">https://investor.sdaitech.com/scheme-of-arrangement.html</a> for live audio-visual webcast or live audio-only stream of the Scheme Meeting proceedings.
5.00 p.m. on 8 February 2021 (Monday)	Deadline for CPFIS Investors and SRS Investors who wish to appoint the Chairman of the Scheme Meeting (as the case may be) as proxy to approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes.
3.00 p.m. on 15 February 2021 (Monday)	Deadline for Scheme Shareholders, CPFIS Investors and SRS Investors to submit questions related to the Scheme to be tabled for approval at the Scheme Meeting respectively (either via email: <a href="mailto:srs.teamd@boardroomlimited.com">srs.teamd@boardroomlimited.com</a> or by post to the address provided in the Notice).
3.00 p.m. on 17 February 2021 (Wednesday)	<p>Deadline for Scheme Shareholders, CPFIS Investors and SRS Investors to pre-register for live audio-visual webcast or live audio-only stream of the Scheme Meeting proceedings.</p> <p>Deadline for Scheme Shareholders to submit the Proxy Form (via post or email at <a href="mailto:srs.teamd@boardroomlimited.com">srs.teamd@boardroomlimited.com</a>).</p>
3.00 p.m. on 18 February 2021 (Thursday)	<p>Authenticated Scheme Shareholders, CPFIS Investors and SRS Investors will receive an email, which will contain user ID and password details as well as instructions on how to access the live audio-visual webcast and a toll-free telephone number to access the live audio-only stream of the Scheme Meeting proceedings (the "<b>Confirmation Email</b>").</p> <p>Scheme Shareholders, CPFIS Investors and SRS Investors who do not receive the Confirmation Email by 3.00 p.m. on 18 February 2021 but have registered by the deadline on 17 February 2021 should contact the Share Registrar at <b>(65) 6230 9580 (during office hours)</b> or email <a href="mailto:srs.teamd@boardroomlimited.com">srs.teamd@boardroomlimited.com</a>.</p>
3.00 p.m. on 19 February 2021 (Friday)	<p>Click on the link in the Confirmation Email and enter the user ID and password to access the live audio-visual webcast of the Scheme Meeting proceedings; or</p> <p>Call the toll-free telephone number in the Confirmation Email to access the live audio-only stream of the Scheme Meeting proceedings.</p>

An indicative timetable for the events which are scheduled to take place after the Scheme Meeting is set out in the Scheme Document.

## **8. FURTHER INFORMATION**

For more information, Scheme Shareholders can refer to the Company's website at <https://investor.sdaletech.com/scheme-of-arrangement.html>, or contact the Company's investor relations team via email at [ir@sdaletech.com](mailto:ir@sdaletech.com) or via telephone at (65) 6861 1161.

## **9. IMPORTANT REMINDER**

**Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the Scheme Meeting at short notice. Scheme Shareholders should check the Company's website at <https://investor.sdaletech.com/scheme-of-arrangement.html> for the latest updates on the Scheme Meeting.**

The Board would like to thank all Scheme Shareholders for their patience and co-operation in enabling the Company to hold the Scheme Meeting with the optimal safe distancing measures amidst the current COVID-19 situation.

## **10. RESPONSIBILITY STATEMENT**

The directors of the Company (including those who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement which relate to the Company are fair and accurate and that, where appropriate, no material facts which relate to the Company have been omitted from this Announcement, and the directors of the Company jointly and severally accept responsibility accordingly.

Where any information which relates to the Company has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

BY ORDER OF THE BOARD

Khoo Boo Hor  
Executive Director & Chief Executive Officer  
4 February 2021