

DUKANG DISTILLERS HOLDINGS LIMITED

杜康控股有限公司

(Incorporated in Bermuda)

(註冊於百慕達)

(Company Registration No. 41457)

(公司註冊編號: 41457)

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- (1) **PROPOSED ACQUISITION OF GREAT RESOLUTE LIMITED AS A VERY SUBSTANTIAL ACQUISITION AND AN INTERESTED PERSON TRANSACTION;**
擬議收購 GREAT RESOLUTE LIMITED 為重大收購及關係人交易;
- (2) **PROPOSED DISPOSAL OF SEA WILL INTERNATIONAL LIMITED AS A MAJOR TRANSACTION AND AN INTERESTED PERSON TRANSACTION ; AND**
擬議出售 SEA WILL INTERNATIONAL LIMITED 為重大交易及關係人交易;及
- (3) **PROPOSED TRANSFER OF THE LISTING OF THE COMPANY FROM MAIN BOARD OF THE SGX-ST TO THE CATALIST FOLLOWING COMPLETION OF THE PROPOSED TRANSACTIONS**
建議在擬議交易完成後，將公司掛牌從新交所主板上市轉至凱利版
- **SPECIAL GENERAL MEETING TO BE HELD ON 6 MAY 2021**
 - 即將於 2021 年 5 月 6 日舉行之特別股東大會
 - **ISSUANCE, LODGEMENT AND DESPATCH OF CIRCULAR**
 - 通告之發布、提交與寄送
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1. INTRODUCTION

序言

The Board of Directors ("**Board**") of Dukang Distillers Holdings Limited ("**Company**") refers to its previous announcements dated 17 November 2018, 15 November 2019, 8 June 2020, 30 June 2020, 9 December 2020 and 30 March 2021 in relation to, *inter alia*, the proposed acquisition of Great Resolute Limited as a very substantial acquisition and an interested person transaction, and the proposed disposal of Sea Will International Limited as a major transaction and an interested person transaction (collectively, the "**Proposed Transactions**").

杜康控股有限公司(簡稱“公司”)董事會(簡稱“董事會”)參照公司之前於 2018 年 11 月 17 日, 2019 年 11 月 15 日, 2020 年 6 月 8 日, 2020 年 6 月 30 日, 2020 年 12 月 9 日和 2021 年 3 月 30 日發布有關擬議收購 GREAT RESOLUTE LIMITED 為重大交易及關係人交易, 及擬議出售 SEA WILL INTERNATIONAL LIMITED 為重大交易及關係人交易(統稱“擬議交易”)公告。

Unless otherwise defined herein or the context requires otherwise, all capitalised terms used herein shall have the meanings ascribed to them in the aforementioned announcements.

除非此處另有定義或上下文另有要求，否則此處使用的所有專有名詞均與上述公告中名詞具相同含意。

2. PROPOSED LISTING TRANSFER

擬議轉換掛牌

Upon completion of the Proposed Transactions, it is proposed that the Company will transfer the listing of its Shares from the Main Board to the Catalist pursuant to the Proposed Listing Transfer. Please refer to the Circular (as defined hereunder) for further details.

擬議交易完成後，建議公司根據擬議上市轉換掛牌，將公司掛牌從新交所主板上市轉至凱利版。有關詳情請參閱通告（如下所述）。

3. SPECIAL GENERAL MEETING

臨時股東大會

The Company wishes to announce that the Company's special general meeting ("**SGM**") will be held at Minto Room, Level 4, Raffles City Convention Centre, 80 Bras Basah Road, Singapore 189560 (the "**Physical Meeting**") and by way of a live audio-visual webcast and live audio-only stream of such proceedings ("**Live Webcast**") on **Thursday, 6 May 2021 at 2.30 p.m. (Singapore Time)**, for the purpose of seeking the approval of shareholders of the Company ("**Shareholders**") for the Proposed Transactions.

本公司在此宣佈將於 **2021 年 5 月 6 日(星期四)下午 2 時 30 分(新加坡時間)**，假 Minto Room, Level 4, Raffles City Convention Centre, 80 Bras Basah Road, Singapore 189560 舉行特別股東大會 ("**SGM**") ("**線下會議**")，並透過現場視訊網路廣播和現場音頻廣播 ("**現場廣播**") 方式進行，徵求公司股東 ("**股東**") 批准本次的擬議交易案。

(a) **Pre-Registration** 預先註冊

All Shareholders and investors holding Shares in the Company through the Supplementary Retirement Scheme ("**SRS investors**") who wish to attend either the Physical Meeting or the Live Webcast are required to pre-register at the URL: <https://events.rajahtann.com/DukangSGM> from Monday, 5 April 2021 till **2.30 p.m. on Monday, 3 May 2021**.

所有透過補充退休計劃持有公司股份的股東和投資者 ("**SRS 投資者**") 如欲參加線下會議或即時網路廣播，均需從 2021 年 4 月 5 日起至 2021 年 5 月 3 日星期一下午 2 : 30 之前連結網址 <https://events.rajahtann.com/DukangSGM> 預先註冊。

Due to the current COVID-19 restriction orders in Singapore, the Company is not permitted to accommodate more than 20 attendees at the Physical Meeting.

由於目前新加坡仍有 COVID-19 限制令，公司無法允許線下會議參加人數超過 20 人。

(b) **Voting by Proxy only** 僅能用委託書投票

There will not be real-time remote electronic voting at the Physical Meeting and all Shareholders and SRS investors attending the Physical Meeting in person, or participating in the SGM via the Live Webcast, will be required to appoint the Chairman of the SGM as their proxy to cast their votes on their behalf and voting will be by way of polls.

線下會議將不會進行即時遠端電子投票，所有親自出席線下會議或透過即時網路廣播參與 SGM 的股東和 SRS 投資者將被要求指定 SGM 主席作為他們的代理人代表他們投票，且投票將通過投票方式進行。

Information on the arrangements relating to attendance at the Physical Meeting, the Live Webcast, submission of questions to the Chairman of the SGM in advance of or during the SGM, addressing of questions prior to or during the SGM and voting by appointing the Chairman of the SGM as proxy of the SGM is set out in the Notice of SGM and the Circular.

有關出席線下會議、現場網路直播、在 SGM 之前或期間向 SGM 主席提交問題、在 SGM 之前或期間答覆問題以及委任 SGM 主席作為 SGM 代理人投票等資訊於 SGM 開會通知及本通告中均有載明。

Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the SGM at short notice. Shareholders are advised to check the Company's website at the URL <https://www.ddhlimited.com> or closely monitor the Company's announcement(s) made via SGXNET for the latest updates on the status of the SGM.

由於 COVID-19 在新加坡的情況不斷演變，本公司可能需要在短時間內更改 SGM 的安排。建議股東連結網址 <https://www.ddhlimited.com> 進入公司網站查看，或密切注意公司透過新交所網站 SGXNET 發佈公告，瞭解 SGM 的最新動態消息。

4. ISSUANCE, LODGEMENT AND DESPATCH OF CIRCULAR

通告的發布,提交與寄送

The Board wishes to announce that the Company has issued the circular to Shareholders dated 31 March 2021 ("**Circular**"), which contains information on, *inter alia*, the Proposed Transactions and details of the resolutions to be tabled at the SGM, and a Notice of SGM.

董事會在此宣佈，本公司已於 2021 年 3 月 31 日向股東發佈本通告("通告")，其中包括有關於擬議交易和將於 SGM 中討論的議案詳細內容資訊及 SGM 開會通知。

The Company has also lodged the Circular and has made arrangements to despatch the Circular to Shareholders. An electronic copy of the Circular has been uploaded on the Company's website at the URL <https://www.ddhlimited.com>, and is also available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

本公司已提交本通告,並已安排寄送給所有股東。本通告的電子檔副本也已上傳至公司官網 <https://www.ddhlimited.com>, 另也可從新加坡交易所官網 www.sgx.com 上下載。

Printed copies of the Notice of SGM, the Proxy Forms (as defined in the Circular) and the Circular will be despatched to Shareholders.

紙本的 SGM 開會通知書、委託書(如通告中所定義)和本通告將寄送給各位股東。

Shareholders should note the following important dates and times in respect of the SGM:

股東應注意以下與 SGM 有關的重要日期和時間：

Last date and time for lodgement of Proxy Form : 4 May 2021 at 2.30 p.m.
委託書提交最後期限: 2021 年 5 月 4 日下午 2:30

Date and time of Special General Meeting : 6 May 2021 at 2.30 p.m.
特別股東大會日期: 2021 年 5 月 6 日下午 2:30

Venue of Special General Meeting : Minto Room, Level 4, Raffles City
特別股東大會地點: Convention Centre, 80 Bras Basah Road, Singapore 189560

Shareholders who have not received the Circular within two (2) weeks hereof should contact the Share Transfer Agent of the Company, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623. The Company will make the necessary follow-up announcements as and when required and/or as and when material developments arise in respect of the Proposed Transactions.

股東如在兩(2)周內未收到本通告，應聯繫本公司位於 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623 的股務代理 Boardroom Corporate & Advisory Services Pte. Ltd.。公司將在需要及/或當擬議交易出現重大進展時發佈必要的後續公告。

5. DIRECTORS' RESPONSIBILITY STATEMENT

董事責任聲明

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Transactions, the Company and the Dukang Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

全體董事和個別董事承擔本公告中所提供資訊準確性的全部責任，並在作出所有合理詢問後確認，本公告中有關擬議交易的所有重大事實均充分且真實披露，本公司及杜康集團及董事們並不清楚有任何遺漏事實將使本公告中的陳述具誤導性。無論公告中的資訊出自何處已公佈或可公開取得來源或從特定來源獲得，董事們的唯一責任就是確保這些來源準確、正確地提取這些資訊，及/或以適當的形式和內容在公告中轉載。

6. CAUTIONARY STATEMENT

警告聲明

Shareholders and potential investors are advised to exercise caution when dealing in the Shares. The Proposed Transactions are subject to the fulfilment of conditions precedent under the Agreement. There is no certainty or assurance that the Proposed Transactions will be completed or that no changes will be made to the terms thereof. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

建議股東及潛在投資者於買賣股票時務必審慎行事。擬議交易須待協議所載的先決條件達成後方可作實。無法確定或保證擬議交易將完成或不會對其中的條款進行任何更改。建議股東和潛在投資者仔細閱讀本公告和公司任何進一步公告。股東和潛在投資者如對應採取的行動有任何疑問，應諮詢其股票經紀人、銀行經理、律師或其他專業顧問。

BY ORDER OF THE BOARD

經董事會授權

Zhou Tao

周濤

CEO and Executive Chairman

執行主席兼首席執行官

1 April 2021

2021年4月1日