

**THIS NOTIFICATION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you have sold or transferred all your ordinary shares in Caring Pharmacy Group Berhad, you should at once hand this Notification to the purchaser or stockbroker or agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

If you are in any doubt as to the action to be taken or may require advice in relation to the Offer (*as defined herein*), please consult your stockbroker, solicitor, accountant, bank manager or other professional advisers immediately.

Bursa Malaysia Securities Berhad has not perused the contents of this Notification prior to its issuance and hence, takes no responsibility for the contents of this Notification, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notification.

**THIS NOTIFICATION IS FOR YOUR INFORMATION ONLY. NO ACTION IS REQUIRED TO BE TAKEN.**



**CARING PHARMACY GROUP BERHAD**

Company Registration No. 201201027369 (1011859-D)  
(Incorporated in Malaysia)

**NOTIFICATION TO THE SHAREHOLDERS OF CARING PHARMACY GROUP BERHAD**

**IN RELATION TO THE RECEIPT OF  
NOTICE OF UNCONDITIONAL MANDATORY TAKE-OVER OFFER  
DATED 14 FEBRUARY 2020**

**FROM RHB INVESTMENT BANK BERHAD**

**ON BEHALF OF**

**CONVENIENCE SHOPPING (SABAH) SDN BHD**

Company Registration No. 199601009089 (381437-U)  
(Incorporated in Malaysia)

This Notification is dated 21 February 2020





**CARING PHARMACY GROUP BERHAD**

Company Registration No. 201201027369 (1011859-D)  
(Incorporated in Malaysia)

**Registered Address:**

22-09, Menara 1MK  
No. 1 Jalan Kiara, Mont Kiara  
50480 Kuala Lumpur  
Wilayah Persekutuan

21 February 2020

**Board of Directors**

Datin Sunita Mei-Lin Rajakumar (*Independent Non-Executive Chairperson*)  
Chong Yeow Siang (*Managing Director*)  
Soo Chan Chiew (*Executive Director*)  
Tan Lean Boon (*Executive Director*)  
Tan Sri Dato' Haji Mohd Ariffin Bin Mohd Yusuf (*Senior Independent Non-Executive Director*)  
Loh Poh Im (*Independent Non-Executive Director*)  
Ang Khoon Lim (*Non-Independent Non-Executive Director*)  
Mazlan Bin Ibrahim (*Non-Independent Non-Executive Director*)

**To: The Shareholders of Caring Pharmacy Group Berhad**

Dear Sir/Madam

**CARING PHARMACY GROUP BERHAD ("CARING" OR THE "COMPANY")**

**RECEIPT OF NOTICE OF UNCONDITIONAL MANDATORY TAKE-OVER OFFER DATED 14 FEBRUARY 2020 FROM RHB INVESTMENT BANK BERHAD ("RHB INVESTMENT BANK") ON BEHALF OF CONVENIENCE SHOPPING (SABAH) SDN BHD ("CSSSB" OR THE "OFFEROR") ("NOTICE")**

---

**1. INTRODUCTION**

On 28 November 2019, RHB Investment Bank had, on behalf of the board of directors of 7-Eleven Malaysia Holdings Berhad ("**SEM**"), announced that CSSSB, a wholly-owned subsidiary of SEM, had on even date entered into a conditional share sale agreement ("**SSA**") with Motivasi Optima Sdn Bhd ("**MOSB**") for the acquisition of 55,198,000 ordinary shares in Caring ("**Caring Shares**") (*approximately 25.35% equity interest*) for a total cash consideration of RM143,514,800 or RM2.60 per Caring Share ("**Acquisition**").

The SSA has become unconditional on 14 February 2020 and in accordance with the terms of the SSA, the Acquisition is expected to be completed within 10 market days after the SSA becomes unconditional.

Upon completion of the Acquisition, CSSSB's shareholding in Caring will increase from 9,628,000 Caring Shares (*approximately 4.42% equity interest*) as at 14 February 2020 to 64,826,000 Caring Shares (*approximately 29.78% equity interest*).

Further, as at 14 February 2020, Tan Sri Dato' Seri Vincent Tan Chee Yioun ("**TSVT**"), a major shareholder of SEM, and companies controlled by him, namely Jitumaju Sdn Bhd and U Telemedia Sdn Bhd, hold 19,572,780 Caring Shares (*approximately 8.99% equity interest*). As such, upon completion of the Acquisition, the collective shareholdings of CSSSB, TSVT, Jitumaju Sdn Bhd and U Telemedia Sdn Bhd in Caring will increase from approximately 13.41% to approximately 38.77%.

Accordingly, CSSSB is obliged to extend a mandatory take-over offer to acquire all the remaining Caring Shares not already owned by the Offeror and persons acting in concert with it ("**PACs**") for a cash offer price of RM2.60 per Caring Share ("**Offer**") pursuant to Section 218(2) of the Capital Markets and Services Act, 2007 ("**CMSA**") and Paragraph 4.01(a) of the Rules on Take-overs, Mergers and Compulsory Acquisitions ("**Rules**").

As set out in the Notice:-

- (i) the Offer shall be extended to PACs;
- (ii) SEM, being the holding company of CSSSB, is the ultimate offeror for the Offer ("**Ultimate Offeror**") while the PACs with the Offeror pursuant to Sections 216(2) and 216(3) of the CMSA are:-
  - (a) TSVT;
  - (b) Jitumaju Sdn Bhd;
  - (c) U Telemedia Sdn Bhd;
  - (d) MOSB;
  - (e) Chong Yeow Siang;
  - (f) Soo Chan Chiew;
  - (g) Tan Lean Boon;
  - (h) Ang Khoo Lim;
  - (i) Loo Jooi Leng;
  - (j) Gooi Chean Keong;
  - (k) Ch'ng Haw Chong;
  - (l) Indah Pusaka Sdn Bhd; and
  - (m) Datuk Seri Syed Ali bin Abbas Alhabshee.

For information purposes, MOSB had on 16 December 2019 provided CSSSB an irrevocable undertaking not to accept the Offer in respect of its remaining 54,425,857 Caring Shares (*approximately 25.00% equity interest*) held after the completion of the Acquisition ("**MOSB's Undertaking**"). Hence, the Offer shall comprise the remaining Caring Shares not already held by the Offeror and MOSB after the Acquisition ("**Offer Shares**"), which as at the date of the Notice, amounts to 98,454,543 Caring Shares (*45.22% equity interest*).

Save for MOSB's Undertaking, the Offeror, Ultimate Offeror and PACs have not received any irrevocable undertaking from any holder of the Offer Shares to accept or reject the Offer.

On 14 February 2020, the Board of Directors of Caring ("**Board**") announced that the Company has received the Notice from RHB Investment Bank, on behalf of the Offeror.

## 2. **CONDITION OF THE OFFER**

As stipulated in Section 4.2 of the Notice, the Offer is **not conditional** upon any minimum level of acceptances of the Offer Shares since the Offeror, Ultimate Offeror and PACs already hold, in aggregate, more than 50% of the voting shares in Caring.

### 3. APPOINTMENT OF INDEPENDENT ADVISER

In accordance with Paragraph 3.06 of the Rules, on 12 December 2019, Mercury Securities Sdn Bhd has been appointed as the independent adviser of the Company to provide comments, opinions, information and recommendation on the Offer in an independent advice circular to be issued ("**Independent Advice Circular**").

### 4. DOCUMENTS RELATING TO THE OFFER

The purpose of this Notification is to inform you of the Offer and a copy of the Notice is enclosed herewith for your information. **You should note that this Notification does not constitute an offer.**

The document outlining the terms and conditions of the Offer ("**Offer Document**") together with the accompanying forms of acceptance and transfer will be despatched to you within 21 days from the date of the Notice or any extended period of time as may be directed or permitted by the Securities Commission Malaysia ("**SC**").

The Independent Advice Circular containing, among others, the recommendation of the independent adviser in relation to the Offer, will be despatched to you within 10 days from the date of despatch of the Offer Document or any later date as may be approved by the SC.

All communications, notices, documents and payments to be delivered or sent to you (*or your designated agents, as you may direct*) will be despatched by ordinary mail to your registered Malaysian address in the record of depositors last maintained with Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") at your own risk. Non-resident shareholders with no registered Malaysian address maintained with Bursa Depository who wish to receive communications, notices and documents in relation to the Offer must ensure that they have their foreign mailing addresses changed to a registered Malaysian address.

### 5. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved this Notification and they jointly and severally accept full responsibility for the accuracy of the information contained in this Notification and confirmed, having made all reasonable enquiries, that to the best of their knowledge, there are no false or misleading statements or other facts not contained in this Notification, the omission of which would make any statement in this Notification false or misleading.

**YOU ARE ADVISED NOT TO TAKE ANY ACTION WHICH MAY BE PREJUDICIAL TO YOUR INTERESTS BUT TO READ THE OFFER DOCUMENT AND THE INDEPENDENT ADVICE CIRCULAR CAREFULLY BEFORE TAKING ANY ACTION(S) IN RELATION TO THE OFFER SHARES.**

Yours faithfully  
For and on behalf of the Board of  
**CARING PHARMACY GROUP BERHAD**

**CHONG YEOW SIANG**  
*Director*

**NOTICE OF UNCONDITIONAL MANDATORY TAKE-OVER OFFER  
DATED 14 FEBRUARY 2020 FROM RHB INVESTMENT BANK ON  
BEHALF OF THE OFFEROR**



14 February 2020

The Board of Directors  
**Caring Pharmacy Group Berhad**  
22-09, Menara 1MK  
No. 1, Jalan Kiara, Mont Kiara  
50480 Kuala Lumpur  
Wilayah Persekutuan  
Malaysia

Dear Sirs,

**CARING PHARMACY GROUP BERHAD ("CARING" OR THE "OFFEREE")**

**NOTICE OF UNCONDITIONAL MANDATORY TAKE-OVER OFFER ("NOTICE")**

---

**1. INTRODUCTION**

- 1.1 On 28 November 2019, RHB Investment Bank Berhad ("**RHB Investment Bank**") had, on behalf of the Board of Directors of 7-Eleven Malaysia Holdings Berhad ("**SEM**") ("**SEM Board**"), announced that Convenience Shopping (Sabah) Sdn Bhd ("**CSSSB**" or "**Offeror**"), a wholly-owned subsidiary of SEM, had on even date entered into a conditional share sale agreement ("**SSA**") with Motivasi Optima Sdn Bhd ("**MOSB**") for the acquisition of 55,198,000 ordinary shares in Caring ("**Caring Shares**"), representing approximately 25.35% equity interest in Caring for a total cash consideration of RM143,514,800 or RM2.60 per Caring Share ("**Acquisition**").
- 1.2 The SSA has become unconditional on 14 February 2020 and in accordance with the terms of the SSA, the Acquisition is expected to be completed within 10 market days after the SSA becomes unconditional.
- 1.3 Upon completion of the Acquisition, CSSSB's shareholding in Caring will increase from 9,628,000 Caring Shares representing approximately 4.42% of the total issued shares of Caring as at the date of this Notice to 64,826,000 Caring Shares representing approximately 29.78% of the total issued shares of Caring. Further, as at the date of this Notice, Tan Sri Dato' Seri Vincent Tan Chee Yioun ("**TSVT**"), a major shareholder of SEM, and companies controlled by him, namely Jitumaju Sdn Bhd and U Telemedia Sdn Bhd, hold 19,572,780 Caring Shares representing approximately 8.99% of the total issued shares of Caring. As such, upon completion of the Acquisition, the collective shareholdings of CSSSB, TSVT, Jitumaju Sdn Bhd and U Telemedia Sdn Bhd in Caring will increase from approximately 13.41% to approximately 38.77%. Accordingly, CSSSB is obliged to extend a mandatory take-over offer to acquire all the remaining Caring Shares not already owned by the Offeror and such persons acting in concert with it ("**PACs**") for a cash offer price of RM2.60 per Caring Share ("**Offer Price**") ("**Offer**") pursuant to Section 218(2) of the Capital Markets and Services Act 2007 ("**CMSA**") and Paragraph 4.01(a) of the Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia ("**SC**") ("**Rules**").
- 1.4 Additionally, since the collective shareholdings of CSSSB and PACs in Caring (the details of which are set out in Section 1.6 below) have exceeded 50%, the Offer is unconditional as to acceptances. Notwithstanding this, the Offer shall be extended to PACs.

RHB Investment Bank Berhad (Reg no. 19663-P)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)  
(A Trading Participant of Bursa Malaysia Derivatives Berhad)

Corporate Finance

Level 12, Tower Three, RHB Centre, Jalan Tun Razak, 50400 Kuala Lumpur, Malaysia  
T +603 9287 3888 F +603 9287 2233/3355/4770 [www.rhbgroup.com](http://www.rhbgroup.com)

Together We Progress

1.5 SEM, being the holding company of CSSSB, is the ultimate offeror for the Offer ("**Ultimate Offeror**") while the PACs with the Offeror pursuant to Sections 216(2) and 216(3) of the CMSA are set out in Section 1.6 below.

1.6 As at the date of this Notice, the shareholdings of the Offeror, Ultimate Offeror and PACs in Caring are as follows:

Name	<-----Direct----->		<-----Indirect----->	
	No. of Caring Shares	%	No. of Caring Shares	%
<b><u>Offeror</u></b>				
CSSSB	9,628,000	<sup>(1)</sup> 4.42	-	-
<b><u>Ultimate Offeror</u></b>				
SEM	-	-	9,628,000	<sup>(1)(2)</sup> 4.42
<b><u>PACs</u></b>				
TSVT i.e. major shareholder of SEM	1,200,000	0.55	28,000,780	<sup>(3)</sup> 12.86
Companies controlled by TSVT:				
▪ Jitumaju Sdn Bhd	11,515,780	5.29	-	-
▪ U Telemedia Sdn Bhd	6,857,000	3.15	-	-
<b><u>Sub-total</u></b>	<b>29,200,780</b>	<sup>(4)</sup> <b>13.41</b>		
MOSB	109,623,857	<sup>(1)</sup> 50.35		
Shareholders and/or directors of MOSB:				
▪ Chong Yeow Siang	127,401	0.06	109,623,857	<sup>(1)(5)</sup> 50.35
▪ Soo Chan Chiew	127,301	0.06	109,623,857	<sup>(1)(5)</sup> 50.35
▪ Tan Lean Boon	127,301	0.06	109,623,857	<sup>(1)(5)</sup> 50.35
▪ Ang Khoo Lim	127,301	0.06	109,623,857	<sup>(1)(5)</sup> 50.35
▪ Loo Jooi Leng	225,628	0.10	-	-
▪ Gooi Chean Keong	225,628	0.10	-	-
▪ Ch'ng Haw Chong	303,160	0.14	-	-
Other PACs:				
▪ Indah Pusaka Sdn Bhd	250,000	0.11	-	-
▪ Datuk Seri Syed Ali bin Abbas Alhabshee	-	-	250,000	<sup>(6)</sup> 0.11
<b>Total</b>	<b>140,338,357</b>	<b>64.46</b>		

**Notes:**

- (1) Upon completion of the Acquisition, CSSSB's shareholdings in Caring would increase to approximately 29.78% while MOSB's shareholdings in Caring would reduce to approximately 25.00%.
- (2) Deemed interested through its interest in CSSSB pursuant to Section 8 of the Companies Act 2016 ("Act").
- (3) Deemed interested through his interests in Jitumaju Sdn Bhd, U Telemedia Sdn Bhd and CSSSB pursuant to Section 8 of the Act. Upon completion of the Acquisition, TSVT's indirect interest in Caring held through these companies would increase to approximately 38.22%.



- (4) Upon completion of the Acquisition, the collective shareholdings of CSSSB, TSVT, Jitumaju Sdn Bhd and U Telemedia Sdn Bhd in Caring would increase to approximately 38.77%.
- (5) Deemed interested through his interest in MOSB pursuant to Section 8 of the Act.
- (6) Deemed interested through his interest in Tema Juara Sdn Bhd, which in turn holds 45% equity interest in Indah Pusaka Sdn Bhd pursuant to Section 8 of the Act.

- 1.7 For information purposes, MOSB, a PAC with the Offeror, had on 16 December 2019 provided CSSSB an irrevocable undertaking not to accept the Offer in respect of its remaining 54,425,857 Caring Shares representing approximately 25.00% equity interest in Caring, held after the completion of the Acquisition ("**MOSB's Undertaking**"). Hence, the Offer shall comprise the remaining Caring Shares not already held by the Offeror and MOSB after the Acquisition ("**Offer Shares**") which, as at the date of this Notice, amounts to 98,454,543 Caring Shares representing 45.22% of the issued shares of Caring ("**Offer Shares**").
- 1.8 Save for MOSB's Undertaking, the Offeror, Ultimate Offeror and PACs have not received any irrevocable undertaking from any holder of the Offer Shares ("**Holder**") to accept or reject the Offer.

## 2. THE OFFER

On behalf of the Offeror, we hereby serve this Notice on the Board of Directors of Caring ("**Caring Board**") in accordance with Paragraph 9.10(1)(b)(i) of the Rules, to acquire the Offer Shares for a cash consideration of RM2.60 per Offer Share, subject to the adjustments as set out in Section 4.1 of this Notice.

The Offer will be made to each Holder equally and for all of the Holders' Offer Shares in accordance with the terms and conditions of the Offer as set out in Section 4 of this Notice and in a document outlining the terms and conditions of the Offer ("**Offer Document**").

To accept the Offer, the Holders should refer to the procedures for acceptance which will be set out in the Offer Document together with the accompanying form of acceptance and transfer ("**Form of Acceptance and Transfer**"). The Offer Document and the Form of Acceptance and Transfer will be posted to the Holders in due course after receiving the notification from the SC that it has no further comments on the Offer Document.

## 3. INFORMATION ON THE OFFEROR AND ULTIMATE OFFEROR

### 3.1 Information on the Offeror

CSSSB was incorporated in Malaysia on 27 March 1996 under the Companies Act 1965 as a private company limited by shares under its present name and is deemed registered under the Act. CSSSB is a wholly-owned subsidiary of SEM, a public company listed on the Main Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**"). CSSSB is principally an investment holding company whilst its subsidiary is principally involved in the supply of food stuff.

As at the date of this Notice, the issued share capital of CSSSB is RM2,000,000 comprising 2,000,000 ordinary shares in CSSSB.

As at the date of this Notice, the directors of CSSSB are Mr. Derek Chin Chee Seng, Mr. Tan U-Ming and Mr. Colin George Harvey.

### 3.2 Information on the Ultimate Offeror

SEM was incorporated in Malaysia on 16 August 2013 under the Companies Act 1965 as a private company limited by shares under the name of Seven Convenience Sdn Bhd and is deemed registered under the Act. It was converted into a public limited company on 3 September 2013. Subsequently, on 3 October 2013, its name was changed to 7-Eleven Malaysia Holdings Berhad and its shares were listed on the Main Market of Bursa Securities on 30 May 2014.

SEM is principally an investment holding company whilst its subsidiaries are principally involved in the operation and franchising of convenience stores and in real property investments.

As at the date of this Notice, the issued share capital of SEM is RM1,485,138,093 comprising 1,233,385,000 ordinary shares in SEM (including 83,195,076 treasury shares held).

As at the date of this Notice, the directors and substantial shareholders of SEM and their respective shareholdings in SEM are as follows:

Name	<-----Direct----->		<-----Indirect----->	
	No. of shares	%	No. of shares	%
<b><u>Directors</u></b>				
Tan Sri Dato' Seri Abdull Hamid Bin Embong	-	-	-	-
Colin George Harvey	-	-	-	-
Tan U-Ming	621,509	0.05	-	-
Tsai, Tzung-Han	-	-	210,396,226	(1) 18.29
Chan Kien Sing	103,584	0.01	-	-
Tan Wai Foon	103,584	0.01	-	-
Shalet Marian	207,169	0.02	-	-
Muhammad Lukman Bin Musa @ Hussain	114,301	0.01	-	-
Puan Sri Datuk Seri Rohani Parkash Binti Abdullah	-	-	-	-
<b><u>Substantial shareholders</u></b>				
TSVT	289,301,800	25.15	233,124,758	(2) 20.27
Tan Sri Kong Hon Kong	61,454,716	5.34	-	-
Classic Union Group Ltd	210,396,226	18.29	-	-
True Ascend Sdn Bhd	121,132,160	10.53	-	-
Tsai, Tzung-Han	-	-	210,396,226	(1) 18.29
Tsai, Hong-Tu	-	-	210,396,226	(1) 18.29

**Notes:**

- (1) Deemed interested through his interest in Classic Union Group Ltd pursuant to Section 8 of the Act.
- (2) Deemed interested through his interests in Berjaya Bright Sdn Bhd, Berjaya Corporation Berhad, Berjaya Credit Sdn Bhd, Berjaya Land Berhad, Berjaya Philippines Inc., Berjaya Retail Sdn Bhd, Bukit Kiara Resort Berhad, Country Farms Sdn Bhd, Hotel Resort Enterprise Sdn Bhd, Inter-Pacific Asset Management Sdn Bhd, KDE Recreation Berhad, Nural Enterprise Sdn Bhd, REDtone International Berhad, True Ascend Sdn Bhd, U Telemedia Sdn Bhd and Wangsa Tegap Sdn Bhd pursuant to Section 8 of the Act.

#### 4. TERMS AND CONDITIONS OF THE OFFER

The principal terms and conditions of the Offer, unless otherwise directed or permitted to be varied by the SC, are as follows:

##### 4.1 Consideration for the Offer

The consideration for the Offer is RM2.60 for each Offer Share. The Offer Price will be satisfied entirely in cash.

The Offer Price is equivalent to the price paid by the Offeror for each Caring Share acquired pursuant to the Acquisition ("**SSA Price**"), which was arrived at on a willing buyer-willing seller basis after taking into consideration the following:

- (i) the historical and prevailing market prices of Caring Shares;
- (ii) the audited consolidated profit after tax attributable to the owners ("**PATAMI**") of Caring for the financial year ended ("**FYE**") 31 May 2019 of approximately RM20.73 million, which translates to an earnings per share of 9.52 sen; and
- (iii) the prospects of Caring and its subsidiaries.

For information purposes, the SSA Price of RM2.60 per Caring Share represents the following:

- (a) a premium over the last trading price and volume weighted average market price ("**VWAP**") of Caring Shares up to and including 22 November 2019, being the last trading day of Caring Shares prior to the signing of the SSA ("**LTD1**"), as follows:

	Price	Premium	
	(RM)	(RM)	(%)
Last trading price of Caring Shares as at LTD1	2.5000	0.1000	4.00
<u>Up to and including LTD1:</u>			
▪ Five (5)-day VWAP of Caring Shares	2.4994	0.1006	4.02
▪ One (1)-month VWAP of Caring Shares	2.4424	0.1576	6.45
▪ Three (3)-month VWAP of Caring Shares	2.2869	0.3131	13.69
▪ Six (6)-month VWAP of Caring Shares	2.1946	0.4054	18.47

(Source: Bloomberg)

- (b) an implied price-to-earnings multiple of approximately 27.31 times based on the audited consolidated PATAMI of Caring for the FYE 31 May 2019.

The Offer Price is also not lower than any price (excluding stamp duty and commission) paid by the Offeror, Ultimate Offeror and PACs for the purchase of Caring Shares during the six (6) months prior to the beginning of the offer period i.e. the period commencing from 28 November 2019, being the date of the signing of the SSA, and expiring on the Closing Date (as defined in Section 4.5(i) below).

Further, the Offer Price represents a premium over the last trading price and VWAP of Caring Shares up to and including 13 February 2020, being the last trading day of Caring Shares prior to the serving of this Notice ("LTD2"), as follows:

	Price (RM)	Premium (RM) (%)	
Last trading price of Caring Shares as at LTD2	2.5700	0.0300	1.17
<u>Up to and including LTD2:</u>			
▪ Five (5)-day VWAP of Caring Shares	2.5608	0.0392	1.53
▪ One (1)-month VWAP of Caring Shares	2.5496	0.0504	1.98
▪ Three (3)-month VWAP of Caring Shares	2.5339	0.0661	2.61
▪ Six (6)-month VWAP of Caring Shares	2.3737	0.2263	9.53

(Source: Bloomberg)

However, if Caring declares, makes and/or pays any dividend and/or other distribution of any nature whatsoever (collectively, the "**Distribution**") on or after the date of this Notice but prior to the Closing Date, and the Holders are entitled to retain such Distribution, the Offer Price will be reduced by an amount equivalent to the net Distribution for each Offer Share which such Holders are entitled to.

As at the date of this Notice, the Offeror is not aware of any Distribution which has been declared by Caring and is payable on or after the date of this Notice.

Holders may accept the Offer in respect of all or part of their Offer Shares. The Offeror will not pay fractions of a sen to any Holder who accepts the Offer ("**Accepting Holder**"). The cash consideration payable to the Accepting Holders will be rounded down to the nearest whole sen, where applicable.

#### 4.2 Condition of the Offer

The Offer is **not conditional** upon any minimum level of valid acceptances of the Offer Shares since the Offeror, Ultimate Offeror and PACs already hold, in aggregate, more than 50% of the voting shares in Caring as at the date of this Notice.

#### 4.3 Despatch of the Offer Document

Unless otherwise directed or permitted by the SC to defer in doing so, the Offer will be made by the posting of the Offer Document to all the Holders on a date falling within 21 days from the date of this Notice ("**Posting Date**"). An application for an extension of time will be made to the SC if the Posting Date is expected to be deferred beyond the requisite 21 days.

Subject to Section 4.11(i) below, the Offer Document will be posted to the Caring Board and all Holders whose names appear on the Record of Depositors of Caring as at the latest practicable date prior to the Posting Date.

#### 4.4 Warranties

The Offeror will acquire the Offer Shares based on the acceptance of the Offer by a Holder which is deemed by the Offeror as valid and complete in all respects in accordance with the terms and conditions set out in the Offer Document. Such acceptance will be deemed to constitute an irrevocable and unconditional warranty by the Accepting Holder that the Offer Shares, to which such acceptance relates, are sold:

- (i) free from any moratorium, claim, charge, lien, pledge, option, right of pre-emption, third party right and other security interest and/or encumbrance and/or equity whatsoever from the date of valid acceptance; and
- (ii) with all rights, benefits and entitlements attached thereto, including the right to receive all Distributions declared, made or paid on or after the date of this Notice.

#### 4.5 Duration and revision of the Offer

- (i) The Offer will remain open for acceptances until 5:00 p.m. (Malaysian time) for a period of at least 21 days from the Posting Date, or such later date(s) as the Offeror may decide and RHB Investment Bank may announce, on behalf of the Offeror ("**Closing Date**"), unless the Offeror withdraws the Offer with the SC's prior written approval and in such event, every person shall be released from any obligation incurred under the Offer.
- (ii) Where a competing take-over offer is made at any time between the Posting Date and the Closing Date, the Posting Date shall be deemed to be the date the offer document of the competing take-over offer was posted.
- (iii) If the Offer is revised after the Posting Date, it will remain open for acceptances for a period of at least 14 days from the date of posting of the written notification of the revision to the Holders. Where any of the terms of the Offer are revised, the benefits of the revised terms of the Offer will also be made available to the Holders who have previously accepted the Offer. The Offeror shall not revise the Offer after the 46<sup>th</sup> day from the Posting Date.
- (iv) Any extension of the date and time for acceptance of the Offer by the Offeror will be announced by RHB Investment Bank, on behalf of the Offeror, at least two (2) days before the Closing Date. Such announcement will state the next closing date of the Offer. Notice of any such extension will be posted to the Holders accordingly.
- (v) As the Offer is not conditional as to acceptances, the Closing Date shall be no later than the 60<sup>th</sup> day from the Posting Date.

#### 4.6 Rights of withdrawal by an Accepting Holder

- (i) All valid acceptances of the Offer by the Accepting Holders shall be irrevocable. However, any Accepting Holder is entitled to withdraw his/her/its acceptance immediately if the Offeror fails to comply with any of the requirements set out in Section 4.9(i) below by the close of trading on Bursa Securities on the market day following the day on which the Offer is closed, extended or revised, as the case may be ("**Relevant Day**").

- (ii) Notwithstanding Section 4.6(i) above, the SC may terminate the right of withdrawal of an acceptance not less than eight (8) days from the date on which the Offeror has complied with the requirements set out in Section 4.9(i) below.

Notwithstanding the foregoing, the right of any Accepting Holder who has withdrawn his/her/its acceptance under Section 4.6(i) above shall not be prejudiced by the subsequent termination of such right of withdrawal by the SC.

#### **4.7 Withdrawal of the Offer by the Offeror**

The Offeror can only withdraw the Offer with the prior written approval of the SC.

#### **4.8 Method of settlement**

Save for the Offeror's right to reduce the Offer Price as set out in Section 4.1 above and except with the consent of the SC, the Offeror will settle the consideration for the Offer in full in accordance with the terms of the Offer without regard to any lien, right of set-off, counter-claim or other analogous right to which the Offeror may otherwise be or claim to be entitled as against the Accepting Holder. However, this is without prejudice to the Offeror's rights to make any claim against the Accepting Holder after such full settlement in respect of a breach of any of the warranties as set out in Section 4.4 above.

If the Offeror deems the acceptances of the Offer Shares complete and valid in all respects in accordance with the terms and conditions set out in the Offer Document, the settlement of the consideration for the Offer Shares will be effected through remittance in the form of cheque(s), banker's draft(s) or cashier's order(s) which will be despatched by ordinary mail to the Accepting Holders (or their designated agent(s), as they may direct) at the Accepting Holders' registered Malaysian address last maintained with Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") at their own risk within 10 days from the date of such valid acceptances.

Non-resident Holders are advised that the settlement for the acceptances of the Offer Shares will be made in Ringgit Malaysia (RM). Non-resident Holders who wish to convert the said consideration received into foreign currency for repatriation may do so after payment of the appropriate fee and/or charges as levied by the respective financial institutions.

#### **4.9 Announcement of acceptances**

- (i) The Offeror shall inform the SC in writing and announce via Bursa Securities' Listing Information Network ("**Bursa LINK**") before 9:00 a.m. (Malaysia time) on the Relevant Day of the following:
  - (a) the position of the Offer, that is, whether the Offer is closed, extended or revised; and
  - (b) the total number of Offer Shares:
    - (aa) for which valid acceptances of the Offer have been received;
    - (bb) held by the Offeror, Ultimate Offeror and PACs as at the Posting Date; and

- (cc) acquired or agreed to be acquired by the Offeror, Ultimate Offeror and PACs during the offer period but after the Posting Date,  
  
and specifying the percentage of the Caring Shares represented by such Offer Shares.
- (ii) In computing the acceptances of the Offer Shares for announcement purposes, the Offeror may include or exclude acceptances which are not in order in all respects or which are subject to verification.
- (iii) References to the making of an announcement or the giving of notice by the Offeror shall include the following:
  - (a) the release of an announcement to the press by RHB Investment Bank or the Offeror or their advertising agent(s); or
  - (b) the delivery of or transmission by facsimile or Bursa LINK of an announcement to Bursa Securities.
- (iv) An announcement made otherwise than to Bursa Securities, if applicable, shall be notified simultaneously to Bursa Securities.

#### **4.10 Purchases in the open market**

If the Offeror or the Ultimate Offeror or any of the PACs purchase or agree to purchase any of the Offer Shares during the offer period at a consideration that is higher than the Offer Price, the Offeror shall increase the Offer Price to an amount not less than the highest price (excluding stamp duty and commission) paid or agreed to be paid by the Offeror or the Ultimate Offeror or any of the PACs for the Offer Shares during the said offer period.

If the Offeror increases the Offer Price, Holders who have accepted the Offer prior to the revision in the Offer Price will be paid the revised price in cash.

#### **4.11 General**

- (i) All communications, notices, documents and payments to be delivered or sent to the Holders (or their designated agent(s), as they may direct) will be despatched by ordinary mail to the Holders' registered Malaysian address last maintained with Bursa Depository at their own risk. Non-resident Holders with no registered Malaysian addresses maintained with Bursa Depository who wish to receive communications, notices and documents in relation to the Offer should ensure that they have their foreign mailing addresses changed to a registered Malaysian address. In any event, the Offer Document shall be made available on the website of Bursa Malaysia Berhad at [www.bursamalaysia.com](http://www.bursamalaysia.com) upon issuance.
- (ii) Unless the contrary is proven, delivery of the communication, notice, document or payment shall be presumed to be effected by proper addressing, prepaying and posting by ordinary mail the communication, notice, document or payment and it shall be presumed to have been effected at the time when the communication, notice, document or payment would have been delivered in the ordinary course of the mail.
- (iii) The Offer and all valid acceptances received pursuant to the Offer will be construed under and governed by the laws of Malaysia. The courts of Malaysia will have exclusive jurisdiction in respect of any proceeding brought in relation to the Offer.

- (iv) Holders may accept the Offer in respect of all or part of their Offer Shares. The Holders' acceptances shall not however exceed their total holding of the Offer Shares, failing which the Offeror has the right to treat such acceptances as invalid. Nevertheless, the Offeror also reserves the right to treat any of the Holders' acceptances exceeding their total holding of the Offer Shares as valid for and to the extent of their total holding of the Offer Shares.
- (v) The Form of Acceptance and Transfer which will accompany the Offer Document will contain the following:
  - (a) provisions for the acceptance of the Offer and the transfer of the Offer Shares to the Offeror or its appointed nominee(s) (if any);
  - (b) instructions to complete the Form of Acceptance and Transfer; and
  - (c) other matters incidental to the acceptance of the Offer and the transfer of the Offer Shares to the Offeror or its appointed nominee(s) (if any).

No acknowledgement of the receipt of the Form of Acceptance and Transfer will be issued.

- (vi) The Offeror will bear all costs and expenses of or incidental to the preparation and posting of the Offer Document. The Offeror will also bear Malaysian stamp duty and Malaysian transfer fees, if any, resulting from the acceptances of the Offer. Accepting Holders will, however, bear all costs and expenses incidental to their acceptance of the Offer (including taxes) other than the aforesaid costs, expenses, stamp duty and transfer fees to be borne by the Offeror.

For the avoidance of doubt, the Offeror shall not bear the payment of any transfer fees, taxes, duties, costs, expenses or other requisite payments due in a jurisdiction outside Malaysia, or the payment of any levy for the repatriation of capital or income tax.

- (vii) Any accidental omission to despatch the Offer Document and the Form of Acceptance and Transfer to any Holder shall not invalidate the Offer in any way.

## 5. LISTING STATUS OF CARING, COMPULSORY ACQUISITION AND RIGHTS OF THE DISSENTING HOLDERS

### 5.1 Listing status of Caring

Paragraph 8.02(1) of the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**") states that a listed issuer must ensure that at least 25% of its total listed shares (excluding treasury shares) are in the hands of public shareholders ("**Public Spread Requirement**"). Bursa Securities may accept a percentage lower than 25% of the total number of listed shares (excluding treasury shares) if it is satisfied that such lower percentage is sufficient for a liquid market in such shares.



A listed issuer which fails to maintain the Public Spread Requirement may request for an extension of time to rectify the situation in the manner as may be prescribed by Bursa Securities. However, if Bursa Securities does not grant an extension of time to the listed issuer to rectify the Public Spread Requirement, Bursa Securities may take action or impose any type of action or penalty pursuant to Paragraph 16.19 of the Listing Requirements for a breach of Paragraph 8.02(1) of the Listing Requirements and may, at its discretion, suspend trading in the securities of the listed issuer pursuant to Paragraph 16.02(1) of the Listing Requirements. However, the non-compliance of the Public Spread Requirement would not automatically result in the delisting of the listed issuer from the Official List of Bursa Securities.

**The Offeror and Ultimate Offeror do not intend to maintain the listing status of Caring on the Main Market of Bursa Securities** and as such, they will not be taking steps to address any shortfall in the public shareholding spread of Caring.

In the event 90% or more of the Caring Shares are held by the Offeror either individually or jointly with its associates pursuant to the Offer, Caring is required to make an immediate announcement pursuant to Paragraph 9.19(48) of the Listing Requirements. Upon such immediate announcement and where the Offeror has announced that it does not intend to maintain the listing status of Caring on the Main Market of Bursa Securities, Bursa Securities will suspend the trading of the securities of Caring immediately upon the expiry of five (5) market days from the Closing Date. Thereafter, the Offeror and Ultimate Offeror will procure Caring to take the requisite steps to withdraw its listing status from the Official List of Bursa Securities in accordance with Paragraph 16.07 of the Listing Requirements.

If Caring is delisted from the Official List of Bursa Securities, Caring Shares will no longer be traded on the Main Market of Bursa Securities.

## **5.2 Compulsory acquisition and rights of the dissenting holders**

Section 222(1) of the CMSA provides that where an offeror:

- (a) has made a take-over offer for all the shares or all the shares in any particular class in an offeree; and
- (b) has received acceptances of not less than nine-tenths (9/10) in the nominal value of the offer shares,

the offeror may, within four (4) months of the date of the take-over offer, acquire the remaining shares or remaining shares in any particular class in the offeree, by issuing a notice in the form or manner specified by the SC to such effect, to all dissenting shareholders provided that the notice:

- (A) is issued within two (2) months from the date of achieving the conditions under Sections 222(1)(a) and 222(1)(b) of the CMSA; and
- (B) is accompanied by a copy of a statutory declaration by the offeror that the conditions for the giving of the notice are satisfied.

Section 222(1A) of the CMSA provides that for the purpose of Section 222(1)(b) of the CMSA, the acceptances shall not include shares already held at the date of the take-over offer by the offeror or persons acting in concert.

In the event the Offeror receives valid acceptances from the Holders of not less than nine-tenths (9/10) in the nominal value of the shares in Caring (excluding the Caring Shares already held by the Offeror, Ultimate Offeror and PACs as at the date of the Offer) on or before the Closing Date, **the Offeror and Ultimate Offeror intend to invoke the provisions of Section 222(1) of the CMSA**, subject to Section 224 of the CMSA, to compulsorily acquire any remaining Offer Shares for which acceptances have not been received on or prior to the Closing Date ("**Compulsory Acquisition**"). In such event, all the Holders will be paid in cash for the Offer Shares compulsorily acquired. For the avoidance of doubt, all such Offer Shares shall, subject to Section 224(1) of the CMSA, be acquired on the same terms set out in the Offer Document.

In accordance with Section 224(1) of the CMSA where a notice is given under Section 222(1) of the CMSA, the court may, on an application made by any Holder who has not accepted the Offer ("**Dissenting Holder**") within one (1) month from the date on which the notice was given by the Offeror, order that the Offeror shall not be entitled and shall not be bound to acquire the Offer Shares of any Dissenting Holder, or specify terms of acquisition that are different from the terms of the Offer.

Notwithstanding the above and subject to Section 224 of the CMSA, Section 223 of the CMSA provides that if the Offeror receives valid acceptances from the Holders resulting in the Offeror, Ultimate Offeror and PACs holding not less than nine-tenths (9/10) in the value of all the shares in Caring on or before the Closing Date, a Dissenting Holder may exercise his/her/its rights under Section 223(1) of the CMSA, by serving a notice on the Offeror to require the Offeror to acquire his/her/its Offer Shares on the same terms set out in the Offer Document or such other terms as may be agreed.

In accordance with Section 224(3) of the CMSA, when a Dissenting Holder exercises his/her/its rights under Section 223(1) of the CMSA, the court may, on an application made by such Dissenting Holder or by the Offeror, order that the terms on which the Offeror shall acquire such Offer Shares shall be as the court thinks fit.

Section 223(2) of the CMSA requires the Offeror to give the Dissenting Holders a notice in the manner specified by the SC of the rights that are exercisable by the Dissenting Holders under Section 223(1) of the CMSA, within one (1) month from which the Offeror, Ultimate Offeror and PACs having acquired not less than nine-tenths (9/10) in the value of all the shares in Caring. Such notice may specify the period for the exercise of the rights of the Dissenting Holders, which shall, in any event, be no less than three (3) months after the Closing Date.

### 5.3 Modified approach in relation to the computation of thresholds relating to the Compulsory Acquisition and the rights of the Dissenting Holders

On 6 February 2020, the SEM Board had announced that in view of the disposals of a total of 29,562,000 Caring Shares by certain persons who are deemed to be PACs of CSSSB ("**Parties**") without the prior consent of the SC as required under Paragraph 19.01 of the Rules ("**Affected Caring Shares**") and for purposes of good governance, the SEM Board has decided to adopt a modified approach in computing the number of valid acceptances required to invoke the Compulsory Acquisition, as follows ("**Modified Approach**"):

$$9/10 \quad \times \quad \left[ \begin{array}{c} \text{No. of Caring} \\ \text{Shares in issue} \\ \text{as at the Posting} \\ \text{Date} \end{array} - \left[ \begin{array}{c} \text{No. of Caring Shares} \\ \text{held by CSSSB and} \\ \text{PACs as at the Posting} \\ \text{Date} \end{array} + \begin{array}{c} \text{No. of} \\ \text{Affected} \\ \text{Caring} \\ \text{Shares} \\ \text{disposed} \end{array} \right] \right] + \begin{array}{c} \text{No. of} \\ \text{Affected} \\ \text{Caring} \\ \text{Shares} \\ \text{disposed} \end{array}$$

For information purposes, the Modified Approach is intended to restore the shareholdings of the PACs in Caring as at the Posting Date to a level that would have prevailed had the Affected Caring Shares not been disposed by the Parties, in determining the threshold of valid acceptances required for CSSSB to invoke the Compulsory Acquisition. Based on the Modified Approach, the threshold of valid acceptances required to invoke the Compulsory Acquisition will be higher.

In addition, with regards to the provisions of Section 223 of the CMSA, a similar adjustment will be applied in determining the level of valid acceptances that CSSSB and PACs must achieve whereupon a Dissenting Holder may exercise his/her/its rights to require CSSSB to acquire his/her/its Offer Shares. Such adjustment will enable a Dissenting Holder to exercise his/her/its rights under Section 223 of the CMSA at a lower threshold.

Solely for illustrative purposes, we have set out below a comparison of the computations of the required thresholds in connection with the Compulsory Acquisition and the rights of the Dissenting Holders as prescribed under the CMSA and under the Modified Approach, calculated based on the shareholdings in Caring as at the date of this Notice:

**(i) Compulsory Acquisition**

	Original approach prescribed under Section 222 of the CMSA	Modified Approach
	(No. of Caring Shares)	(No. of Caring Shares)
No. of Caring Shares in issue	217,706,400	217,706,400
Less: No. of Caring Shares held by CSSSB and PACs as at the Posting Date <sup>(1)</sup>	(140,338,357)	(140,338,357)
<b>Open portion</b>	<b>77,368,043</b>	<b>77,368,043</b>
Less: Total no. of Affected Caring Shares disposed	n.a.	(29,562,000)
<b>Restated open portion</b>	<b>n.a.</b>	<b>47,806,043</b>
Nine-tenths (9/10) in the nominal value of Caring Shares under the open portion/restated open portion, as the case may be	69,631,239	43,025,439
Add back: Total no. of Affected Caring Shares disposed	-	29,562,000
<b>No. of Caring Shares for which valid acceptances are required to invoke Compulsory Acquisition</b>	<b>69,631,239</b>	<b>72,587,439</b>

**Notes:**

n.a. Not applicable

(1) Assuming the shareholdings of CSSSB and PACs in Caring as at the Posting Date remains unchanged from the date of this Notice.

As such, based on the illustration above, the number of Caring Shares (including all valid acceptances pursuant to the Offer) that CSSSB and PACs are required to hold in order to invoke the Compulsory Acquisition is 212,925,796 Caring Shares.

(ii) **Rights of the Dissenting Holders**

	Original approach prescribed under Section 223 of the CMSA	Modified approach
	(No. of Caring Shares)	(No. of Caring Shares)
90% of all the Caring Shares in issue	195,935,760	195,935,760
Less: No. of Caring Shares already held by CSSSB and PACs <sup>(1)</sup>	(140,338,357)	(140,338,357)
Less: Total no. of Affected Caring Shares disposed	-	(29,562,000)
<b>No. of Caring Shares for which valid acceptances must be obtained by CSSSB to enable the Dissenting Holders to exercise their rights under Section 223 of the CMSA</b>	<b>55,597,403</b>	<b>26,035,403</b>

**Note:**

- (1) Assuming the shareholdings of CSSSB and PACs in Caring remains unchanged from the date of this Notice.

As such, based on the illustration above, the number of Caring Shares (including all valid acceptances pursuant to the Offer) that CSSSB and PACs are required to hold in order for the Dissenting Holders to exercise their rights under Section 223 of the CMSA is 166,373,760 Caring Shares.

For the avoidance of doubt, the illustrative computations of the required thresholds included in this section should not be construed as the actual thresholds required for the Offeror to invoke Compulsory Acquisition and for the Dissenting Shareholders to exercise their rights under Section 223 of the CMSA. The final thresholds are dependent on the actual number of Caring Shares held by the Offeror and PACs as at the relevant date.

**6. DISCLOSURE OF INTERESTS IN CARING**

In accordance with Paragraphs 9.10(3)(d) and 9.10(3)(e) of the Rules, the Offeror hereby discloses that, as at the date of this Notice:

- (i) the shareholdings of the Offeror, Ultimate Offeror and PACs in Caring are as disclosed in Section 1.6 of this Notice;
- (ii) save for MOSB's Undertaking, the Offeror, Ultimate Offeror and PACs have not received any irrevocable undertaking from any Holder to accept or reject the Offer;
- (iii) the Offeror, Ultimate Offeror and PACs have not entered into or been granted with any option to acquire any of the Offer Shares; and
- (iv) save for MOSB's Undertaking, there is no existing or proposed agreement, arrangement or understanding in relation to the Offer Shares between the Offeror, Ultimate Offeror or PACs and any of the Holders or party.



## 7. FINANCIAL RESOURCES OF THE OFFEROR

The Offeror confirms that it has sufficient financial resources to satisfy full acceptance of the Offer and the Offer will not fail by reason of insufficient financial capability of the Offeror, and that every Holder who wishes to accept the Offer will be paid in full by cash.

RHB Investment Bank, as the Principal Adviser to the Ultimate Offeror for the Offer, confirms that the Offeror has sufficient financial resources to satisfy full acceptance of the Offer and the Offer will not fail by reason of insufficient financial capability of the Offeror, and that every Holder who wishes to accept the Offer will be paid in full by cash.

## 8. DIRECTORS' RESPONSIBILITY STATEMENT

The board of directors of CSSSB ("CSSSB Board") and the SEM Board have seen this Notice and have approved the issuance of this Notice. They confirmed that they have taken reasonable care to ensure that the facts stated in this Notice are fair and accurate and that no material facts have been omitted. They jointly and severally accept full responsibility for the accuracy of information contained in this Notice and confirm that there is no other fact, the omission of which would make any statement in this Notice false or misleading.

## 9. PUBLIC RELEASE

In accordance with the provisions of the Rules, copies of this Notice will be released to the press and forwarded to the SC and Bursa Securities for public release.

We would be grateful if you could acknowledge receipt by signing and returning to us the duplicate of this Notice.

Yours faithfully,  
For and on behalf of  
**RHB INVESTMENT BANK BERHAD**

**JAIMIE SIA**  
Executive Director  
Head, Group Capital Markets

**JASON LAM**  
Director  
Co-Head, Corporate Finance

c.c. CSSSB and SEM



To: RHB Investment Bank Berhad

We, Caring Pharmacy Group Berhad, hereby acknowledge receipt of this Notice of Unconditional Mandatory Take-Over Offer dated 14 February 2020.

For and on behalf of the Board of Directors of  
**CARING PHARMACY GROUP BERHAD**

A handwritten signature in black ink, appearing to read "Chong Voon Wah".

---

Authorised Signatory

Name : Chong Voon Wah  
Designation : company secretary  
Date : 14 / 2 / 2020



