

# CAUTIONARY ANNOUNCEMENT

ABC Banking Corporation Ltd (“**ABC Banking**” or the “**Company**”) hereby informs its shareholders and the public in general that its Board of Directors (the “**Board**”) has approved on 28 November 2023 a corporate reorganisation which aims to create a non-banking cluster separate from its banking business (the “**Reorganisation**”). This will involve the setting up of a new legal entity namely ABCB Holdings Ltd, to act as the holding company of ABC Banking, the segregation of the non-banking assets of the Company, and a court-sanctioned scheme of arrangement to be implemented under Sections 261 to 264 of the Companies Act 2001 (the “**Scheme**”).

The Scheme shall comprise the exchange of the ordinary shares held by the shareholders of ABC Banking for new ordinary shares in ABCB Holdings Ltd on a ratio of 1:1, i.e., each ordinary share of ABC Banking will be exchanged for each ordinary share in ABCB Holdings Ltd; and the transfer of the Bank’s property portfolio to a newly created, wholly owned subsidiary of ABCB Holdings Ltd.

Ultimately the aim of the Reorganisation is to provide a more efficient group structure through the segregation of ABC Banking’s banking activities from its non-banking activities.

The Reorganisation, including the Scheme, are subject to the approval of the shareholders of ABC Banking and the BoM, and to the sanction of the Supreme Court.

Subject to the Scheme becoming effective, the admission of the ordinary shares of ABC Banking on the Development and Enterprise Market (“**DEM**”) of SEM shall be cancelled in line with DEM Rule 37 and the ordinary shares of ABCB Holdings Ltd shall be listed on the Official Market of the SEM. The Board wishes to highlight that the Scheme shall not affect the rights of the noteholders of ABC Banking. The ordinary shares of ABCB Holdings Ltd will carry the same voting and economic rights as those of ABC Banking.

A comprehensive document in respect of the Scheme and the Reorganisation, which shall also be deemed to be a Statement to shareholders in relation to the Scheme as well as the Listing Particulars in relation to the listing of the ordinary shares of ABCB Holdings Ltd on the Official Market of the SEM, will be sent to the shareholders of the Company and communicated to the market in due course.

Shareholders of ABC Banking and the public in general will be kept informed of further developments regarding the Reorganisation and are in the meantime advised to exercise caution when dealing in the shares of the Company.

**By order of the Board**  
**28 November 2023**

*This communique is issued pursuant to DEM Rules 11 and 21, the Securities Act 2005 and the Securities (Disclosure Obligations of Reporting Issuers) Rules 2007. The Board of Directors of ABC Banking Corporation Ltd accepts full responsibility for the accuracy of the information contained in this cautionary announcement.*

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