

VOLUNTARY UNCONDITIONAL GENERAL OFFER

By



CLSA SINGAPORE PTE LTD

(Company Registration No.: 198703750W)
(Incorporated in the Republic of Singapore)



DBS BANK LTD.

(Company Registration No.: 196800306E)
(Incorporated in the Republic of Singapore)

for and on behalf of

YHT VENTURE PTE. LTD.

(Company Registration No.: 202039108M)
(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of

HI-P INTERNATIONAL LIMITED

(Company Registration No.: 198004817H)
(Incorporated in the Republic of Singapore)

other than those Shares held, directly or indirectly, by YHT Venture Pte. Ltd.
as at the date of the Offer

**LEVEL OF ACCEPTANCES OF OFFER
OFFEROR'S RIGHTS OF COMPULSORY ACQUISITION
LOSS OF FREE FLOAT, TRADING SUSPENSION AND DELISTING
FINAL CLOSING DATE**

1. INTRODUCTION

CLSA Singapore Pte Ltd ("**CLSA**") and DBS Bank Ltd. (together with CLSA, the "**Joint Financial Advisers**") refer to the offer document dated 7 January 2021 (the "**Offer Document**") issued by the Joint Financial Advisers, for and on behalf of YHT Venture Pte. Ltd. (the "**Offeror**"), in relation to the voluntary unconditional general offer (the "**Offer**") for all the issued and paid-up ordinary shares ("**Shares**") in the capital of Hi-P International Limited (the "**Company**"), other than those Shares held, directly or indirectly, by the Offeror as at the date of the Offer (the "**Offer Shares**").

All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

2. LEVEL OF ACCEPTANCES

In accordance with Rule 28.1 of the Code, the Joint Financial Advisers wish to announce, for and on behalf of the Offeror, that:

- (a) **Acceptances of the Offer.** As at 6.00 p.m. Singapore time on 12 January 2021, the Offeror has received valid acceptances amounting to 729,673,251 Shares, representing approximately 90.37%¹ of the total number of Shares². This includes acceptances received from Mr Yao Hsiao Tung ("**Mr Yao**"), Madam Wong Huey Fang ("**Madam Wong**"), YHT Global Pte. Ltd. ("**YHT Global**"), Hung Han-I Carrie, Yao Hsiao Kuang, Carrie Yao Chia Juei and Szeto Tzen (each being a party acting in concert with the Offeror), amounting in aggregate to 719,230,213 Shares, representing approximately 89.07% of the total number of Shares.
- (b) **Shares held before the Offer Announcement Date.** As at the Offer Announcement Date:
 - (i) the Offeror did not hold any Shares; and
 - (ii) parties acting or deemed to be acting in concert with the Offeror (the "**Offeror's Concert Parties**") collectively held an aggregate of 676,268,113 Shares³, representing approximately 83.75% of the total number of Shares.
- (c) **Shares acquired or agreed to be acquired after the Offer Announcement Date and up to 6.00 p.m. Singapore time on 12 January 2021 (other than pursuant to valid acceptances of the Offer).** Following the Offer Announcement Date and up to 6.00 p.m. Singapore time on 12 January 2021, other than pursuant to valid acceptances of the Offer:
 - (i) the Offeror has not acquired or agreed to acquire any Shares; and

¹ In this Announcement, all percentage figures are rounded to the nearest two (2) decimal places.

² Unless otherwise stated herein, references in this Announcement to the total number of Shares shall be to 807,467,735 Shares (excluding treasury shares).

³ This figure refers to an aggregate of 676,268,113 Shares held by Mr Yao, Szeto Tzen, Madam Wong, Hung Han-I Carrie, Carrie Yao Chia Juei, Kng Mian Tze, Heleston Chew Khai Suen and Yao Hsiao Kung. Please refer to paragraph 1.1(a) of Appendix III to the Offer Document for further details. For the avoidance of doubt, YHT Global did not hold any Shares as at the Offer Announcement Date.

- (ii) the Offeror's Concert Parties have collectively acquired or agreed to acquire an aggregate of 42,984,600 Shares⁴, representing approximately 5.32% of the total number of Shares⁵.

3. RESULTANT SHAREHOLDINGS

Accordingly, as at 6.00 p.m. Singapore time on 12 January 2021, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and the Offeror's Concert Parties; and (b) valid acceptances of the Offer, amount to an aggregate of 729,695,751 Shares, representing approximately 90.37% of the total number of Shares.

4. RIGHTS OF COMPULSORY ACQUISITION UNDER SECTION 215 OF THE COMPANIES ACT

Pursuant to Section 215(1) of the Companies Act, in the event that the Offeror acquires not less than 90% of the total Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding, for the avoidance of doubt, any shares held in treasury), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares from Shareholders who have not accepted the Offer (the "Dissenting Shareholders") at a price equal to the Offer Price (the "Compulsory Acquisition").

As stated in the Offer Document, the Offeror, if and when entitled, intends to exercise its rights of Compulsory Acquisition under Section 215(1) of the Companies Act.

As at 6.00 p.m. Singapore time on 12 January 2021, the Offeror has received valid acceptances pursuant to the Offer for not less than 90% of the total Shares as at the date of the Offer (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding, for the avoidance of doubt, any shares held in treasury). **Accordingly, the Offeror is entitled to, and will in due course, exercise its rights of Compulsory Acquisition under Section 215(1) of the Companies Act to compulsorily acquire all Shares of the Dissenting Shareholders at a price equal to the Offer Price.**

The Offeror will, in due course, despatch the relevant documentation required under the Companies Act in relation to the exercise of its rights of Compulsory Acquisition to the Dissenting Shareholders. Further announcements will also be made by the Offeror in due course in relation to the status of the Compulsory Acquisition.

⁴ This figure refers to an aggregate of 42,984,600 Shares acquired by YHT Global on 18 December 2020, 21 December 2020, 22 December 2020, 23 December 2020, 24 December 2020, 28 December 2020, 29 December 2020, 30 December 2020, 31 December 2020, 4 January 2021, 5 January 2021 and 6 January 2021. Please refer to the announcements released by the Joint Financial Advisers, for and on behalf of the Offeror, on the website of the SGX-ST on 21 December 2020, 22 December 2020, 23 December 2020, 24 December 2020, 28 December 2020, 29 December 2020, 30 December 2020, 31 December 2020, 4 January 2021, 5 January 2021, 6 January 2021 and 7 January 2021, each in relation to dealings in Shares by YHT Global.

⁵ As at the date of this Announcement, such 42,984,600 Shares acquired by YHT Global have been tendered in acceptance of the Offer.

In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Shares which, together with the Shares held by it, its related corporations and their respective nominees, comprise 90% or more of the total Shares, Dissenting Shareholders will have a right to require the Offeror to acquire their Shares at the Offer Price. Shareholders who wish to exercise such right are advised to seek their own independent legal advice.

5. LOSS OF FREE FLOAT, TRADING SUSPENSION AND DELISTING

Under Rule 723 of the listing manual of the SGX-ST (the "**Listing Manual**"), the Company must ensure that at least 10% of the total number of Shares is at all times held in public hands (the "**Free Float Requirement**"). As acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror to above 90% of the total number of Shares (excluding treasury shares), the SGX-ST may suspend the trading of the Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total number of Shares are held by at least 500 Shareholders who are members of the public.

Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of Shares (excluding treasury shares), thus causing the percentage of the total number of Shares (excluding treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.

The Free Float Requirement is no longer satisfied and as stated in the Offer Document, the Offeror intends to delist the Company and does not intend to take any step for the public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted.

6. FINAL CLOSING DATE

The Joint Financial Advisers wish to announce, for and on behalf of the Offeror, that the Closing Date for the Offer is extended from 5.30 p.m. Singapore time on 4 February 2021 to 5.30 p.m. Singapore time on 18 February 2021. **The Offeror does not intend to extend the Offer beyond 5.30 p.m. Singapore time on 18 February 2021 (the "**Final Closing Date**").**

Notice is hereby given pursuant to Rule 22.6 of the The Singapore Code on Take-overs and Mergers (the "Code**") that the Offer will not be open for acceptances beyond 5.30 p.m. Singapore time on the Final Closing Date. Acceptances of the Offer received after 5.30 p.m. Singapore time on the Final Closing Date shall be rejected.**

7. PROCEDURES FOR ACCEPTANCE

Shareholders who wish to accept the Offer but have not done so should complete, sign and/or forward their FAA or FAT (as the case may be) and all other relevant documents as soon as possible so as to reach the Offeror no later than 5.30 p.m. Singapore time on the Final Closing Date. All FAAs, FATs and other relevant documents received after 5.30 p.m. Singapore time on the Final Closing Date will not be accepted.

Shareholders who are in any doubt about the Offer should consult their stockbroker, bank manager, solicitor or other professional adviser immediately.

Request by Depositors

Shareholders whose securities accounts with The Central Depository (Pte) Limited ("**CDP**") are or will be credited with Shares ("**Depositors**") who did not receive or have misplaced the Offer Document and/or the FAA may obtain copies from CDP by submitting a request to CDP via phone (+65 6535 7511) or email services (asksgx@sgx.com). Electronic copies of the FAA may also be obtained on the website of The Singapore Exchange Securities Trading Limited ("**SGX-ST**") at www.sgx.com.

Request by Scrip Shareholders

Shareholders whose names appear in the register of members of the Company ("**Scrip Shareholders**") who did not receive or have misplaced the Offer Document and/or the FAT may obtain the FAT upon production of satisfactory evidence that you are a Shareholder, from **YHT VENTURE PTE. LTD.** c/o Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at its office at 80 Robinson Road, #11-02, Singapore 068898. Electronic copies of the FAT may also be obtained on the website of the SGX-ST at www.sgx.com.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement (other than those relating to the Company) are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror 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 Announcement.

The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by
CLSA SINGAPORE PTE LTD and DBS BANK LTD.

For and on behalf of
YHT VENTURE PTE. LTD.
13 January 2021

Any queries relating to this Announcement or the Offer should be directed during normal business hours to:

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Corporate Finance and Capital Markets

Tel: +65 6416 7888

DBS Bank Ltd.
Strategic Advisory

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Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "aim", "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "shall", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor the Joint Financial Advisers undertakes any obligation to update publicly or revise any forward-looking statements.