

POH TIONG CHOON LOGISTICS LIMITED

Company Registration No. 196900049H
(Incorporated in the Republic of Singapore)

VOLUNTARY CONDITIONAL CASH OFFER BY UNITED OVERSEAS BANK LIMITED FOR AND ON BEHALF OF RESPOND LOGISTICS PTE. LTD. FOR POH TIONG CHOON LOGISTICS LIMITED – DESPATCH OF OFFEREE BOARD CIRCULAR

1. Introduction

The board of directors (the “**Board**” or the “**Directors**”) of Poh Tiong Choon Logistics Limited (the “**Company**”) refers to:

- (i) the announcement dated 20 September 2017 (the “**Offer Announcement**”) made by United Overseas Bank Limited (“**UOB**”), for and on behalf of Respond Logistics Pte. Ltd. (the “**Offeror**”), in respect of a voluntary conditional cash offer (the “**Offer**”) for all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of the Company, other than those already held by the Offeror as at the date of the Offer in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the “**Code**”);
- (ii) the holding announcement dated 20 September 2017 made by the Company informing the shareholders of the Company (the “**Shareholders**”) of the Offer (the “**Holding Announcement**”);
- (iii) the announcement dated 4 October 2017 made by the Company announcing that Ernst & Young Corporate Finance Pte Ltd has been appointed as the independent financial adviser (the “**IFA**”) to advise the Directors who are considered independent for the purposes of the Offer (the “**Independent Directors**”);
- (iv) the announcement dated 9 October 2017 made by UOB announcing for an on behalf of the Offeror that the formal document dated 9 October 2017 (the “**Offer Document**”) containing the terms and conditions of the Offer and enclosing the appropriate Acceptance Forms (as defined therein) has been despatched to the shareholders of the Company (the “**Shareholders**”) on 9 October 2017; and
- (v) the announcement dated 12 October 2017 made by UOB announcing for an on behalf of the Offeror that the Minimum Acceptance Condition of the Offer (as set out in Section 2.5 of the Offer Document) has been satisfied and the Offer has therefore become and is declared unconditional in all respects on 12 October 2017, and that the Extended Closing Date for the Offer will be extended from 5.30 p.m. on 6 November 2017 to 5.30 p.m. on 20 November 2017, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

All capitalised terms used and not defined herein shall have the same meanings ascribed to them in the circular (the “**Circular**”) by the Company to Shareholders dated 20 October 2017 in relation to the Offer.

2. Despatch of Circular

A Circular containing, *inter alia*, the advice of the IFA to the Independent Directors and the recommendation of the Independent Directors to Shareholders in relation to the Offer, has been despatched to Shareholders.

The Circular requires the immediate attention of Shareholders. Shareholders should read and carefully consider the advice of the IFA to the Independent Directors as well as the recommendation of the Independent Directors in relation to the Offer before deciding whether to accept or reject the Offer. If you are in any doubt in relation to the Offer or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

3. Extended Closing Date

Shareholders should note that as announced by UOB for and on behalf of the Offeror on 12 October 2017, the Offer will close at 5.30 p.m. on 20 November 2017 or such later date(s) as may be announced from time to time by or on behalf of the Offeror, being the last day for the lodgement of acceptances of the Offer ("**Extended Closing Date**").

4. Request for the Circular

Shareholders who do not receive the Circular within two (2) days from the date hereof should contact the share registrar of the Company (the "**Share Registrar**"), contact particulars for which are as follows:

Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)
80 Robinson Road, #11-02
Singapore 068898
Telephone: (65) 62363333

Electronic copies of the Circular are also available on the website of the SGX-ST at www.sgx.com.

5. Overseas Shareholders

The Circular will not be sent to Overseas Shareholders due to potential restrictions on sending such documents to the relevant overseas jurisdictions. Any affected Overseas Shareholder may, nevertheless, obtain copies of the Circular during normal business hours up to the Extended Closing Date, from the offices of the Share Registrar as above, download a copy of the Circular from the website of the SGX-ST at www.sgx.com, or make a request to the Share Registrar for the Circular to be sent to an address in Singapore by ordinary post at his own risk, up to five (5) Market Days prior to the Extended Closing Date.

6. Directors' Responsibility Statement

The Directors of the Company (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this announcement 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, and they jointly and severally accept responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement), the sole responsibility of the Directors of the Company 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.

BY ORDER OF THE BOARD

Lew Syn Pau
Lead Independent, Non-Executive Director

Singapore, 20 October 2017