

MEMTECH INTERNATIONAL LTD.

(Incorporated in the Republic of Singapore)

Company Registration Number 200312032Z

VOLUNTARY CONDITIONAL CASH OFFER – CLOSE OF OFFER AND SUSPENSION OF TRADING

1. INTRODUCTION

The board of directors (the “**Board**”) of Memtech International Ltd. (the “**Company**”) refers to the offer announcement dated 14 May 2019 made by Oversea-Chinese Banking Corporation Limited (“**OCBC**”), for and on behalf of M-Universe Investments Pte. Ltd., in relation to the voluntary conditional cash offer (the “**Offer**”) for all the issued ordinary shares (the “**Shares**”) in the capital of the Company, other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations or their respective nominees.

*All capitalised terms used and not defined herein shall have the same meanings ascribed to them in the circular dated 14 June 2019 (the “**Offeree Circular**”) despatched by the Company to Shareholders in relation to the Offer.*

2. CLOSE OF OFFER

As stated in the announcement dated 26 July 2019 made by OCBC, for and on behalf of the Offeror (the “**Close of Offer Announcement**”):

- (a) the Offer has closed at 5.30 p.m. (Singapore time) on 26 July 2019. **Accordingly, the Offer is no longer open for acceptance and any acceptances received after 5.30 p.m. (Singapore time) on 26 July 2019 will be rejected;** and
- (b) as at 5.30 p.m. (Singapore time) on 26 July 2019, the total number of Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (including valid acceptances of the Offer) amount to an aggregate of 137,172,236 Shares, representing approximately 97.92% of the total number of Shares¹.

3. SUSPENSION OF TRADING OF SHARES

As stated in the announcement dated 1 July 2019 made by the Company (the “**Free Float Announcement**”), as at 5.00 p.m. on 28 June 2019, the percentage of the total number of Shares which are held in public hands has fallen below 10% and, accordingly, the Company no longer meets the free float requirement prescribed by Rule 723 of the Listing Manual of the SGX-ST. The Company has further announced in the Free Float Announcement that as the Company no longer meets the free float requirement, the SGX-ST would suspend trading of the Shares on the close of the Offer.

As the Offer has closed at 5.30 p.m. on 26 July 2019, the Company will accordingly request that the SGX-ST suspend the trading of the Shares with effect from 9 a.m. on 29 July 2019.

4. LISTING STATUS

As stated by the Offeror in the Offer Document, the Offeror does not intend to preserve the listing status of the Company.

¹ Calculated based on a total of 140,080,878 Shares as at the date of this announcement.

As stated in the announcement dated 15 July 2019 made by the Company, the SGX-ST advised on 15 July 2019 that it has no objection to:

- (a) the proposed delisting of the Company from the Official List of the SGX-ST (the “**Proposed Delisting**”) subject to the completion of the compulsory acquisition by the Offeror; and
- (b) granting the Company a waiver of Listing Rule 1307 (the “**Waiver**”), subject to an announcement via SGXNet of the Waiver granted, the reasons for seeking the Waiver and the conditions imposed as required under Rule 107 of the Listing Manual.

The SGX-ST’s decision is not an indication of the merits of the Proposed Delisting.

5. DIRECTORS’ RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement (other than those relating to the Offeror) are fair and accurate, and that no material facts have been omitted from this announcement, and they jointly and severally accept full responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

By Order of the Board

Chuang Wen Fu
Executive Chairman
26 July 2019