

INTERPLEX HOLDINGS LTD.
(formerly known as Amtek Engineering Ltd)
(Company Registration No. 198003886K)
(Incorporated in the Republic of Singapore)

COMMENCEMENT OF CONSENT SOLICITATION EXERCISE BY INTERPLEX HOLDINGS LTD. (FORMERLY KNOWN AS AMTEK ENGINEERING LTD) (THE "COMPANY") IN RELATION TO THE S\$200,000,000 6.90 PER CENT. NOTES DUE 2019 (ISIN: SG6PB6000005) COMPRISED IN SERIES 001 (THE "SERIES 001 NOTES") ISSUED BY THE COMPANY PURSUANT TO ITS S\$500,000,000 MULTICURRENCY MEDIUM TERM NOTE PROGRAMME (THE "PROGRAMME") ESTABLISHED ON 10 MAY 2013 AND IN CONNECTION WITH THE OFFER (AS DEFINED BELOW)

Shareholders of the Company who are not otherwise holders of the Series 001 Notes will not be eligible to attend or vote at the meeting of the Noteholders either in person or proxy.

Reference is made to:

- (a) the Series 001 Notes;
- (b) the trust deed dated 10 May 2013 made between (1) the Company, as issuer, and (2) DBS Trustee Limited, as trustee (the "**Trustee**"), as amended, modified and supplemented by the supplemental trust deed dated 10 March 2014 and the second supplemental trust deed dated 12 November 2014 (the "**Trust Deed**") constituting the Series 001 Notes;
- (c) the announcement released on 23 December 2015 by DBS Bank Ltd., for and on behalf of Slater Pte Limited (the "**Offeror**"), an investment vehicle of Baring Private Equity Asia relating to the pre-conditional voluntary general offer by the Offeror for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of the Company (excluding Shares held by the Company as treasury shares), other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees (the "**Offer**"); and
- (d) the announcement released on 23 December 2015 by the Company in relation to the Offer.

Capitalised or other terms used but not defined herein shall, unless the context otherwise requires, have the meanings as set out in the consent solicitation statement dated 7 January 2016 (the "**Consent Solicitation Statement**") issued by the Company.

The Company wishes to announce that it has today commenced a consent solicitation exercise to seek the approval of the holders (the "**Noteholders**") of the Series 001 Notes (the "**Consent Solicitation**"), by way of extraordinary resolution (the "**Extraordinary Resolution**") to, *inter alia*, (i) (upon the Offer, if and when made, becoming unconditional in all respects) amend the Conditions of the Series 001 Notes to include a call option (the "**Call Option**") in the Conditions of the Series 001 Notes, (ii) after the Call Option has been exercised by the Company, waive the non-compliance with certain provisions of the Trust Deed and the Series 001 Notes, which may or will occur as a result of the refinancing (pursuant to a new credit facility) of certain of the Company's existing debt (including the Series 001 Notes which will be refinanced in full using the proceeds from such new credit facility)

(the “**Refinancing**”), (iii) after the Call Option has been exercised by the Company, waive the occurrence of certain Potential Event(s) of Default (as defined in the Trust Deed) or (as the case may be) Event(s) of Default (as defined in the Conditions of the Series 001 Notes) and (iv) subject to the Call Option being exercised by the Company, waive any breach of the requirements, covenants and terms in the Trust Deed and the Series 001 Notes between the Effective Date and the date of exercise of the Call Option by the Company, in each case, which may or will occur as a result of the Refinancing.

If the Extraordinary Resolution is duly passed at the Meeting and upon the Offer, if and when made, becoming unconditional in all respects, the Company may, at its option by giving not less than five business days’ notice, redeem all (and not some only) of the Series 001 Notes within 60 days of the Effective Date at 102 per cent. of the principal amount of the Series 001 Notes (comprising 100 per cent. of the principal amount of the Series 001 Notes and a prepayment fee of 2 per cent. of the principal amount of the Series 001 Notes), together with interest accrued to the date fixed for redemption. Upon such redemption taking place, the Series 001 Notes will no longer be outstanding and the Noteholders will not be entitled to any further payments in respect of the Series 001 Notes after such redemption.

If the Extraordinary Resolution is duly passed at the Meeting but the Offer is not made or, if and when made, does not become unconditional in all respects, the Conditions of the Series 001 Notes will not be amended to include the Call Option in the Conditions of the Series 001 Notes.

DBS Bank Ltd. and Standard Chartered Bank have been appointed as the joint solicitation agents in connection with the Consent Solicitation. DBS Bank Ltd. has also been appointed as sole structuring adviser in connection with the Consent Solicitation. Further details on the Consent Solicitation can be found in the notice of meeting published in *The Business Times* and announced via SGXNET on 7 January 2016.

A copy of the Consent Solicitation Statement will be mailed to the Direct Participants with an address in Singapore. In order to avoid any violation of laws applicable in countries other than Singapore, the Consent Solicitation Statement has not been and will not be mailed to Noteholders who do not presently have an address in Singapore (“**Foreign Noteholders**”). Foreign Noteholders who wish to obtain a copy of the Consent Solicitation Statement should provide in writing such address in Singapore to Tricor Singapore Pte. Ltd. (trading as Tricor Barbinder Share Registration Services), as meeting agent in connection with the Consent Solicitation, not later than five business days before the Early Consent Fee Deadline.

In addition, Noteholders may collect copies of the Consent Solicitation Statement from the office of Tricor Singapore Pte. Ltd. (trading as Tricor Barbinder Share Registration Services), as meeting agent in connection with the Consent Solicitation, at 80 Robinson Road, #11-02, Singapore 068898 from 7 January 2016, between 9.00 a.m. to 6.00 p.m. (Singapore time) from Mondays to Fridays (excluding public holidays), up to 9.30 a.m. (Singapore time) on 26 January 2016.

The directors of the Company (including any who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that, where appropriate, no material facts have been omitted from this Announcement, and the directors of the Company jointly and severally accept responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, 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 of
Interplex Holdings Ltd.
(formerly known as Amtek Engineering Ltd)

Soon Swee Har, Jocelin
Company Secretary
7 January 2016

NOTE: this announcement does not constitute an invitation to participate in the Consent Solicitation. No offer or invitation to issue or redeem any notes is being made pursuant to this release. This announcement must be read in conjunction with the Consent Solicitation Statement. This announcement does not constitute or form part of, and should not be construed as, an offer for sale or subscription of, or a solicitation of any offer to buy or subscribe for, any notes of the Company or any other entity.