



SIM LIAN GROUP LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200004760C)

VOLUNTARY CONDITIONAL CASH OFFER FOR SIM LIAN GROUP LIMITED – APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

1. Introduction

The Board of Directors (the “**Board**”) of Sim Lian Group Limited (the “**Company**”) refers to:

- (a) the announcement dated 8 August 2016 made by Oversea-Chinese Banking Corporation Limited (“**OCBC Bank**”), for and on behalf of Coronation 3G 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 owned, controlled or agreed to be acquired by the Offeror as at the date of the Offer, but including issued Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror (the “**Offer Announcement**”); and
- (b) the announcement dated 9 August 2016 made by the Company informing the shareholders of the Company (the “**Shareholders**”) of the Offer (the “**Offeree Announcement**”).

2. Appointment of Independent Financial Adviser

The Company wishes to announce that PricewaterhouseCoopers 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**”).

3. Offeree Circular

As stated in the Offeree Announcement, a circular containing the advice of the IFA and the recommendation of the Independent Directors (the “**Offeree Circular**”) will be sent to the Shareholders within 14 days from the date of despatch of the offer document to be issued by OCBC Bank, for and on behalf of the Offeror, in connection with the Offer.

In the meantime, Shareholders are advised to refrain from taking any action in relation to their Shares which may be prejudicial to their interests until they or their advisers have considered the information and the recommendations of the Independent Directors as well as the advice of the IFA which will be set out in the Offeree Circular.

4. **Responsibility Statement**

The Directors (including any Director who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, 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 has been to ensure, through reasonable enquiries, that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

BY ORDER OF THE BOARD

Mr Tan Hong Bak
Independent and Non-Executive Director,
Chairman of the Audit Committee

16 August 2016