

SAN TEH LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 197901039W)

VOLUNTARY CONDITIONAL CASH OFFER BY CEL IMPETUS CORPORATE FINANCE PTE. LTD. FOR AND ON BEHALF OF SINGAPORE SAN TEH REAL ESTATE PTE. LTD., FOR SAN TEH LTD

1. INTRODUCTION

The board of directors (the "**Board**") of San Teh Ltd (the "**Company**") wishes to inform its shareholders (the "**Shareholders**") that CEL Impetus Corporate Finance Pte. Ltd. ("**CICF**") for and on behalf of Singapore San Teh Real Estate Pte. Ltd. (the "**Offeror**"), has on 5 September 2019 released an announcement (the "**Offer Announcement**") that the Offeror will make a voluntary conditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of the Company (excluding treasury Shares), including all the Shares owned, controlled or agreed to be acquired by parties acting or presumed to be acting in concert with the Offeror.

A copy of the Offer Announcement is attached herewith to this announcement (the "**Announcement**") and is also available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com. Shareholders are advised to refer to the full text of the Offer Announcement.

2. DESPATCH OF THE OFFER DOCUMENT

The offer document, which will contain the terms and conditions of the Offer and enclose the appropriate form(s) of acceptance (the "**Offer Document**"), will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the date of the Offer Announcement.

3. OFFEREE CIRCULAR

The Board will, in connection with the Offer, appoint an independent financial adviser (the "**IFA**") to advise the directors of the Company who are considered independent for the purposes of the Offer (the "**Independent Directors**"). A circular containing, *inter alia*, the advice of the IFA and the recommendation of the Independent Directors (the "**Offeree Circular**") will be sent to Shareholders within 14 days from the date of despatch of the Offer Document to be issued by or on behalf of the Offeror.

In the meantime, Shareholders are advised to exercise caution when dealing with their Shares and to refrain from taking any action in respect of their Shares which may be prejudicial to their interests, until Shareholders have considered the information and the recommendation of the Independent Directors, as well as the advice of the IFA, set out in the Offeree Circular.

4. 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 all opinions expressed in this Announcement (other than those relating to the Offeror and the Offer) 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 and any other announcements made by or on behalf of the Offeror), the sole responsibility of the directors of the Company has been to ensure that such information has been accurately and correctly extracted from such sources and/or reproduced in this Announcement in its proper form and context.

BY ORDER OF THE BOARD

Lim Wee Tziang
Company Secretary

5 September 2019

VOLUNTARY CONDITIONAL CASH OFFER

by



CEL Impetus Corporate Finance Pte Ltd

CEL IMPETUS CORPORATE FINANCE PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 201631484Z)

for and on behalf of

SINGAPORE SAN TEH REAL ESTATE PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 201117887N)

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



SAN TEH LTD

(Incorporated in the Republic of Singapore)
(Company Registration No. 197901039W)

(excluding those held in treasury) including those owned, controlled or agreed to be acquired by the parties acting or presumed to be acting in concert with the Offeror

Offer Announcement

1 Introduction

CEL Impetus Corporate Finance Pte. Ltd. ("**CICF**") wishes to announce, for and on behalf of Singapore San Teh Real Estate Pte. Ltd. (the "**Offeror**"), that the Offeror intends to make a voluntary conditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of San Teh Ltd (the "**Company**") (excluding treasury Shares), including all the Shares owned, controlled or agreed to be acquired by parties acting or presumed to be acting in concert with the Offeror (the "**Offer Shares**").

2 The Offer

2.1 In accordance with Section 139 of the Securities and Futures Act (Chapter 289 of Singapore) and The Singapore Code on Take-overs and Mergers (the "**Code**"), and subject to the terms and conditions set out in the formal offer document (the "**Offer Document**") to be issued by CICF for and on behalf of the Offeror, the Offer will be made on the following basis:

- (a) **Offer Shares.** The Offer will be extended to all the Offer Shares;
- (b) **Offer Price.** The price for each Offer Share shall be as follows:

For each Offer Share: **S\$0.28 in cash** (the “Offer Price”)

The Offer Price is final and the Offeror does not intend to revise the Offer Price save that the Offeror reserves the right to revise the terms of the Offer in accordance with the Code if a competitive situation arises; and

- (c) the Offer Shares will be acquired:
 - (i) fully paid;
 - (ii) free from any claim, mortgage, assignment, debenture, lien, hypothecation, charge, pledge, equity, title retention, right to acquire, security interest, option, pre-emptive or similar right, right of first refusal and any other encumbrance or condition whatsoever; and
 - (iii) together with all rights, benefits, and entitlements attached thereto as at the date of this Announcement (the “**Offer Announcement Date**”) and thereafter attaching thereto, including the right to receive and retain all dividends, rights, return of capital, and other distributions (collectively, the “**Distributions**”) (if any) declared, paid or made by the Company in respect of the Offer Shares on or after the Offer Announcement Date.

Accordingly, if any Distribution is declared, paid or made by the Company in respect of the Offer Shares on or after the Offer Announcement Date to a shareholder of the Company (“**Shareholder**”), the Offeror reserves the right to deduct from the Offer Price payable to each Shareholder who validly accepts or has validly accepted the Offer, the amount of such Distribution.

- 2.2 The Offer will be conditional on the satisfaction of the Acceptance Condition as set out in paragraph 3.1 below.

3 Condition to the Offer

- 3.1 The Offer will be subject to the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares which, together with Shares acquired or agreed to be acquired before or during the Offer, will result in the Offeror and parties acting in concert with the Offeror holding Shares representing not less than 90% of the voting rights attributable to all the Shares as at the close of the Offer (the “**Acceptance Condition**”).
- 3.2 Accordingly, the Offer will not become or be capable of being declared unconditional as to acceptances, unless at any time prior to the close of the Offer, the Offeror has received valid acceptances in respect of such number of Offer Shares which will result in the Offeror meeting the Acceptance Condition.
- 3.3 The Offeror reserves the right to revise the Acceptance Condition to a lower minimum acceptance level (which shall be such number of Shares representing not less than 50% of the voting rights attributable to all the Shares as at the close of the Offer), provided that such revision may only be made after obtaining the consent of the Securities Industry Council of Singapore (the “**SIC**”). In the event that the Acceptance Condition is revised, the revised Offer shall remain open for at least 14 days following such revision and Shareholders who have accepted the initial Offer will be permitted to withdraw their acceptances within eight days of notification of such revision.
- 3.4 Save for the Acceptance Condition, the Offer is unconditional in all other respects.

4 Information on the Offeror and its concert parties

4.1 **The Offeror.** The Offeror is a company incorporated in Singapore and is owned by:

- (a) Mrs. Kao Ching Fong nee Pan ("**Mrs. Kao**"), who is also the Executive Director of the Company;
 - (b) Mr. Kao Chuan Chi ("**KCC**"), son of Mrs. Kao, who is also the Executive Chairman cum Chief Executive Officer of the Company;
 - (c) Mr. Kao Chuan Trong ("**KCT**"), son of Mrs. Kao, who is also the Managing Director of the Company; and
 - (d) Ms. Kao Hsien Yuan ("**KHY**"), daughter of Mrs. Kao,
- (collectively, the "**Kao Family**").

4.2 As at the Offer Announcement Date, the Kao Family collectively owns all the issued shares in the Offeror in approximately the following proportion:

Shareholders of the Offeror	Proportion of the total shares in the Offeror
Mrs. Kao	44.80%
KCC	20.67%
KCT	20.67%
KHY	13.86%

4.3 As at the Offer Announcement Date, the board of directors of the Offeror (the "**Offeror Board**") comprises each member of the Kao Family.

4.4 As at the Offer Announcement Date, the Offeror does not hold or control any Shares.

4.5 **Parties acting in concert with the Offeror.** As at the Offer Announcement Date, based on the information available to the Offeror, parties acting in concert with the Offeror being (a) the Kao Family; (b) the estate of Mrs. Kao's deceased spouse, Mr. Kao Shin Ping (the "**Estate**"); (c) San Teh Xing Investment Pte Ltd, a private company limited by shares incorporated in Singapore ("**STX**"); and (d) San Teh Education Inc., a private company limited by shares incorporated in the British Virgin Islands ("**STEI**"), collectively own or control an aggregate of 229,993,720 Shares, representing approximately 67.24% of all the Shares (excluding treasury Shares) as set out in the Appendix to this Announcement (the "**Appendix**").

5 Information on the Company

5.1 Based on publicly available information, the Company is a public company incorporated in Singapore in 1979. It has a total of 342,024,763 Shares (excluding 5,414,000 treasury Shares) and has a total paid-up capital of S\$71,855,707.32 as at the Offer Announcement Date. There are currently no outstanding options or convertible securities issued in relation to the Company. The Company is an investment holding company, engaging in the property development and

investment, hotel, and PVC pipes and fittings businesses. The Company is listed on the Main Board of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

5.2 As at the Offer Announcement Date, based on publicly available information, the board of directors of the Company comprises the following:

- (a) Mrs. Kao (Executive Director of the Company);
- (b) KCC (Executive Chairman cum Chief Executive Officer of the Company);
- (c) KCT (Managing Director of the Company);
- (d) Mr. Gui Kim Young @ Gui Kim Gan (Non-executive and an Independent Director of the Company);
- (e) Mr. Chuang Wen Fu (Non-executive and an Independent Director of the Company); and
- (f) Mr. Ko Chuan Aun (Non-executive and an Independent Director of the Company).

6 Irrevocable Undertakings

6.1 Irrevocable Undertakings

As at the Offer Announcement Date, the Offeror has received irrevocable undertakings to accept the Offer from the following persons:

- (a) each member of the Kao Family;
- (b) STX;
- (c) the Estate; and
- (d) STEI,

(each an “**Undertaking Shareholder**”, and collectively, the “**Undertaking Shareholders**”).

6.2 Each Undertaking Shareholder has provided an irrevocable undertaking (collectively, the “**Irrevocable Undertakings**”), under which each of them has undertaken and/or agreed, *inter alia*, that:

- (a) it will accept or procure acceptance of the Offer in respect of the following Shares:
 - (i) all the Offer Shares it holds or is deemed interested in, as at the date of the despatch of the Offer Document by no later than 5.00 p.m. (Singapore time) on the third business day after the date of despatch of the Offer Document; and
 - (ii) such additional Offer Shares as it may acquire after the date of despatch of the Offer Document and before the Offer closes by no later than 5.00 p.m. (Singapore time) on the third business day after such acquisition,(collectively, the “**Relevant Shares**”); and
- (b) unless the Offer Document has not been posted within 21 days after the Offer Announcement Date, or the Offer lapses or is withdrawn, it will not:

- (i) sell, transfer, charge, encumber, grant any option over or otherwise dispose of any interest in the Relevant Shares to any person except to the Offeror pursuant to the Offer;
- (ii) accept any other offer in respect of any of the Relevant Shares (whether it is conditional or unconditional and irrespective of the means by which it is to be implemented);
- (iii) withdraw its acceptance even though it may become entitled to withdraw it under the rules of the Code or any provision in the Offer Document; or
- (iv) enter into any agreement or arrangement or incur any obligation or give any indication of intent that might impede or restrict its obligations under its undertaking or otherwise frustrate the Offer or its implementation.

6.3 In addition to the undertakings in paragraph 6.2 above, each Undertaking Shareholder (except STEI) has irrevocably undertaken:

- (a) to waive all rights under the terms of the Offer to receive the Offer Price that would otherwise be paid by the Offeror in respect of the Relevant Shares within the time period prescribed under the Code; and
- (b) that the Relevant Shares shall be transferred to the Offeror with no further obligation on the part of the Offeror to settle or pay any Offer Price in respect of its Relevant Shares.

6.4 For the avoidance of doubt, STEI will receive the Offer Price in respect of all of its Relevant Shares when it tenders them in acceptance of the Offer.

6.5 The Undertaking Shareholders have undertaken to accept the Offer in respect of an aggregate of 229,993,720 Offer Shares representing 67.24% of the total number of Shares and any additional Offer Shares as each of them may acquire after the Offer Announcement Date and before the Offer closes.

6.6 **Termination of Irrevocable Undertakings**

The Irrevocable Undertakings will cease and terminate if (a) the Offer announcement is not released by 31 December 2019; (b) the Offer Document has not been posted within 21 days after the Offer Announcement Date (or such longer period as the Offeror, with the consent of the SIC, determines); or (c) the Offer lapses or is withdrawn or fails to become or be declared to be unconditional in all respects for whatever reason other than as a result of a breach of any of the obligations under the Irrevocable Undertakings.

For the avoidance of doubt, the Undertaking Shareholders will NOT have the right to terminate their respective Irrevocable Undertakings on the basis that another offer for the Shares has been made (even if the price offered for the Shares is higher than the Offer Price).

6.7 **SIC Confirmation**

The SIC has confirmed that the arrangements under paragraphs 6.2 and 6.3 do not constitute special deals for the purposes of Rule 10 of the Code.

6.8 No Other Irrevocable Undertakings

Save for the Irrevocable Undertakings, neither the Offeror or any party acting in concert with the Offeror has received any irrevocable undertakings from any other party to accept or reject the Offer as at the Offer Announcement Date.

6.9 Available for Inspection

Copies of the Irrevocable Undertakings are available for inspection during normal business hours at the offices of the Offeror, at 701 Sims Drive, #06-01 LHK Building, Singapore 387383, from the Offer Announcement Date until the close of the Offer.

7 Rationale for the Offer

7.1 Opportunity for Shareholders to realise their investment in the Company at a compelling premium

The Offer Price represents a premium of approximately 81.82% over the last traded price per Share as quoted on the SGX-ST on 3 September 2019, being the last full day of trading in the Shares on the SGX-ST preceding the Offer Announcement Date (the “**Last Trading Day**”), and a premium of approximately 90.48%, 83.01%, 84.21% and 72.84% over the volume-weighted average price (“**VWAP**”) per Share as transacted on the SGX-ST for the one-month, three-month, six-month and 12-month periods respectively prior to and including the Last Trading Day.

Shareholders will have an opportunity to realise up to their entire investment in the Company for a cash consideration at a premium above the historical market share prices, without incurring any brokerage and other trading costs.

7.2 Opportunity for Shareholders to exit their entire investment in the Company, which may otherwise be difficult due to the low trading liquidity of the Shares

The trading liquidity of the Shares has been low. The average daily trading volume of the Shares for the one-month, three-month, six-month and 12-month periods prior to and including the Last Trading Day are set out in the table below:

	Average Daily Trading Volume (“ADTV”) ⁽¹⁾	ADTV as a percentage of total number of issued Shares ⁽²⁾
One-month period prior to and including the Last Trading Day	14,350 Shares	0.004%
Three-month period prior to and including the Last Trading Day	15,114 Shares	0.004%
Six-month period prior to and including the Last Trading Day	16,131 Shares	0.005%
12-month period prior to and including the Last Trading Day	19,050 Shares	0.006%

Notes:

- (1) The average daily trading volume is calculated based on the total trading volume of the Shares for the respective relevant periods, as extracted from Bloomberg L.P. as at the Last Trading Day, divided by the number of market days during the respect relevant periods prior to and including the Last Trading Day.
- (2) Calculated by expressing average daily trading volume of Shares traded as a percentage of the Company's total number of 342,024,763 issued Shares (excluding 5,414,000 treasury Shares). The percentage figures are rounded to the nearest three decimal places.

The low trading liquidity may not provide Shareholders with sufficient opportunity to efficiently exit their investments in the Company. Hence, the Offer represents a cash exit opportunity for Shareholders to liquidate and realise up to their entire investment at a premium above the historical market share prices, an option which may not otherwise be readily available due to the low trading liquidity of the Shares.

7.3 Intention to Delist and Privatisise the Company

The Offeror intends to make the Offer with a view to delisting and privatising the Company.

7.4 Greater Management Flexibility

The Offeror is of the view that the delisting and privatisation of the Company will provide the Offeror and the Company with greater control and management flexibility in utilising and deploying the available resources of the Company and facilitating the implementation of any strategic initiatives and/or operational changes of the Company and its subsidiaries to achieve greater efficiency and competitiveness.

7.5 Compliance Costs relating to Listing Status

If the Company is delisted, the Company will be able to dispense with resources and compliance costs associated with maintenance of a listed status and other regulatory requirements that have to be committed for such compliance and channel such expenses towards its business operations.

7.6 No Necessity for Access to Equity Capital Markets

Since 1998, the Company has not carried out any exercise to raise equity capital on the SGX-ST. The Company is unlikely to require access to Singapore equity capital markets to finance its operations in the foreseeable future. Accordingly, it is not necessary for the Company to maintain a listing on the SGX-ST.

8 Financial evaluation of the Offer Price**8.1 Market Price Comparisons**

The Offer Price of S\$0.28 represents the following premia over the historical traded prices of the Shares:

	Description	Share Price ⁽¹⁾ (S\$)	Premium over Share Price ⁽²⁾ (%)
1.	Last traded price per Share on 3 September 2019, being the Last Trading Day	0.154	81.82
2.	VWAP for the one-month period prior to and including the Last Trading Day	0.147	90.48
3.	VWAP for the three-month period prior to and including the Last Trading Day	0.153	83.01
4.	VWAP for the six-month period prior to and including the Last Trading Day	0.152	84.21
5.	VWAP for the 12-month period prior to and including the Last Trading Day	0.162	72.84

Notes:

- (1) Based on data extracted from Bloomberg L.P. as at the Last Trading Day, rounded to the nearest three decimal places.
- (2) The percentage figures are rounded to the nearest two decimal places.

9 Offeror's intentions for the Company

9.1 The Offeror's future plans for the Company

- 9.1.1 The Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company on the Main Board of the SGX-ST. Accordingly, **the Offeror, if and when entitled upon the satisfaction of the Acceptance Condition, intends to exercise its rights of compulsory acquisition** under Section 215(1) of the Companies Act (Chapter 50 of Singapore) (the "**Companies Act**") and, pending the completion of such compulsory acquisition, **does not intend to take any steps for the public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted in the event that, *inter alia*, less than 10% of the total number of Shares in issue are held in public hands. In addition, the Offeror also reserves the right to seek a voluntary delisting of the Company from the SGX-ST** pursuant to Rules 1307 and 1309 of the Listing Manual of the SGX-ST (the "**Listing Manual**").

- 9.1.2 Subject as aforesaid, it is the intention of the Offeror to carry on the existing business of the Company, and the Offeror presently has no intention to (a) introduce any major changes to the business of the Company or the operations of any of its subsidiaries, (b) re-deploy any of the fixed assets of the Company, or (c) discontinue the employment of any of the existing employees of the Company or its subsidiaries, save in the ordinary course of the business. However, the Offeror retains the flexibility at any time to consider any options or opportunities in relation to the Company which may present themselves and which the Offeror may regard to be in the interest of the Company.

9.2 Listing Status

- 9.2.1 Under Rule 1105 of the Listing Manual, if the Offeror Concert Party Group (as defined in the Listing Manual), as a result of the Offer or otherwise, own or control more than 90% of all the

Shares (excluding treasury Shares), the SGX-ST may suspend the trading of the Shares in the Ready and Unit Share markets until such time when the SGX-ST is satisfied that at least 10% of all the Shares (excluding treasury Shares) are held by at least 500 Shareholders who are members of the public.

- 9.2.2 In addition, under Rule 724(1) of the Listing Manual, if the percentage of the Shares (excluding treasury Shares) held in public hands falls below 10%, the Company must, as soon as practicable, announce that fact and the SGX-ST may suspend trading of all the Shares. Under Rule 1303(1) of the Listing Manual, where the Offeror succeeds in garnering acceptances exceeding 90% of all the Shares (excluding treasury Shares), thus causing the percentage of the Company's total number of Shares held in public hands to fall below 10%, the SGX-ST will suspend trading of Shares at the close of the Offer.
- 9.2.3 Rule 724(2) of the Listing Manual states that the SGX-ST may allow the Company a period of three months, or such longer period as the SGX-ST may agree, to raise the percentage of the Shares (excluding treasury Shares) held in public hands to at least 10% (the "**Free Float Requirement**"), failing which the Company may be delisted from the SGX-ST. The Offer may result in the Free Float Requirement not being met. **If the Free Float Requirement is not satisfied at the close of the Offer, the trading of the Shares on the SGX-ST is suspended at the close of the Offer, and the Offeror is entitled to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act, subject to the requirements of the Listing Manual, the Offeror does not intend to support any action or take any steps to maintain the listing status of the Company or to restore the free float of the Shares.**
- 9.2.4 As at 5.00 p.m. (Singapore time) on the Last Trading Day and based on publicly available information provided by the Company, Shares representing at least 72.67% of the total number of Shares (excluding treasury Shares) are held by directors, and substantial shareholders, and their respective associates who are non-public.

9.3 Compulsory Acquisition

- 9.3.1 Pursuant to Section 215(1) of the Companies Act, if the Offeror acquires not less than 90% of the total issued 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 which, for the avoidance of doubt, excludes any Shares held by the Company as treasury Shares), the Offeror will be entitled to exercise its rights under Section 215(1) of the Companies Act to compulsorily acquire all the Offer Shares of the Shareholders who have not accepted the Offer on the same terms as those offered under the Offer. Accordingly, the Offeror will be entitled to exercise such rights of compulsory acquisition upon the satisfaction of the Acceptance Condition.

In such event, the Offeror intends to exercise its right to compulsorily acquire all the Offer Shares of the Shareholders who have not accepted the Offer. The Offeror will then proceed to delist the Company from the SGX-ST.

- 9.3.2 Pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Offer Shares which, together with Shares held by it, its related corporations and their respective nominees, comprising 90% or more of the total issued Shares, the Shareholders who have not accepted the Offer have a right to require the Offeror to acquire their Shares at the Offer Price. Such Shareholders who wish to exercise such right are advised to seek their own independent legal advice.

10 Confirmation of financial resources

CICF, as financial adviser to the Offeror in connection with the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy in full all acceptances of the Offer for the Offer Shares in cash on the basis of the Offer Price, excluding the Offer Price which has been waived by the Undertaking Shareholders (save for STEI) in respect of their Relevant Shares, as set out in paragraphs 6.3 and 6.4 above.

11 Disclosures on holdings and dealings in relevant securities

11.1 As at the Offer Announcement Date, the Offeror and parties acting in concert with it own or control in aggregate 229,993,720 Shares, representing approximately 67.24% of all the Shares, details of which are set out in the Appendix.

11.2 Save as disclosed in this Announcement, and based on the latest information available to the Offeror, neither the Offeror nor parties acting in concert with it:

- (a) owns, controls or has agreed to acquire any:
 - (i) Shares;
 - (ii) securities which carry voting rights in the Company; and
 - (iii) convertible securities, warrants, options or derivatives in respect of such Shares or securities,(collectively, the “**Company Securities**”);
- (b) has received any irrevocable undertakings from any party to accept or reject the Offer;
- (c) has dealt for value in any Company Securities during the period commencing three months prior to the Offer Announcement Date and ending on the Offer Announcement Date;
- (d) has entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to the Shares which might be material to the Offer; or
- (e) has in respect of the Company Securities:
 - (i) granted a security interest over any Company Securities to another person, whether through a charge, pledge or otherwise;
 - (ii) borrowed from another person any Company Securities (excluding borrowed Company Securities which have been on-lent or sold); or
 - (iii) lent any Company Securities to another person.

11.3 In the interests of confidentiality, the Offeror has not made any enquiries in respect of other persons who may be presumed to be acting in concert with the Offeror in connection with the Offer. Further enquiries will be made of such persons and the relevant disclosures (if any) will be made in due course and in the Offer Document.

12 Offer Document

- 12.1 Further information on the Offer will be set out in the Offer Document. The Offer Document, which will contain the terms and conditions of the Offer, and enclose the appropriate form(s) of acceptance, will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the Offer Announcement Date. The Offer will remain open for acceptances by Shareholders for a period of at least 28 days from the date of posting of the Offer Document.
- 12.2 In the meantime, Shareholders are advised to exercise caution when dealing in the Shares.

13 Overseas Jurisdictions and Shareholders

- 13.1 **Overseas Jurisdictions.** This Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Announcement in any jurisdiction in contravention of applicable law. The Offer will be made solely by the Offer Document and the relevant form(s) of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. **For the avoidance of doubt, the Offer will be open to all Shareholders, including those to whom the Offer Document and relevant form(s) of acceptance may not be sent.**
- 13.2 The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and it is the responsibility of persons in any such jurisdictions into which this Announcement is released, published or distributed to inform themselves about and observe such restrictions.
- 13.3 Copies of this Announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.
- 13.4 The Offer (unless otherwise determined by the Offeror or CICF, for and on behalf of the Offeror, and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.
- 13.5 **Overseas Shareholders.** The availability of the Offer to Shareholders whose addresses are outside Singapore, as shown in the register of members of the Company or in the records of The Central Depository (Pte) Limited (the "**CDP**") (as the case may be) (the "**Overseas Shareholders**") may be affected by the laws of the relevant overseas jurisdictions in which they are located. Any affected Overseas Shareholder may (subject to compliance with applicable laws), nonetheless, obtain a copy of the Offer Document and the appropriate form(s) of acceptance from the CDP or the office of the Company's Share Registrar, RHT Corporate Advisory Pte. Ltd. **(a)** at 9 Raffles Place #29-01, Republic Plaza Tower 1, Singapore 048619, **OR (b) with effect from 16 September 2019**, at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712. Alternatively, an Overseas Shareholder may (subject to compliance with applicable laws) write to the Company's Share Registrar at the above-mentioned address requesting that the Offer Document and the appropriate form(s) of acceptance be sent to an address in Singapore by ordinary post at his own risk.

- 13.6 The ability of the Shareholders who are not resident in Singapore to accept the Offer may be affected by the laws of the relevant jurisdictions in which they are located. Persons who are not resident in Singapore should inform themselves of, and observe, any applicable requirements.
- 13.7 The Offeror and CICF each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Overseas Shareholders by announcement to the SGX-ST or notice and if necessary, by paid advertisement in a newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement, notice or advertisement.

14 Responsibility statement

The Offeror Board (including those who may have delegated supervision of this Announcement) has taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading; and the Offeror Board jointly and severally accepts responsibility accordingly.

Where any information in this Announcement has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, information relating to the Company and its subsidiaries and associated companies), the sole responsibility of the Offeror Board 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.

Issued by
CEL Impetus Corporate Finance Pte. Ltd.

For and on behalf of
Singapore San Teh Real Estate Pte. Ltd.

5 September 2019

Any inquiries relating to this Announcement or the Offer should be directed during office hours to CICF at (65) 6202 4999.

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 "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "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 CICF undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with any applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

APPENDIX

DETAILS OF HOLDINGS IN THE COMPANY SECURITIES

The holdings of Company Securities of the following persons who are acting in concert with the Offeror as at the Offer Announcement Date are set out below:

Holdings in Company Securities

Name	Number of Shares			
	Direct Interest		Deemed Interest	
	No. of Shares	% ⁽⁷⁾	No. of Shares	% ⁽⁷⁾
Offeror	-	-	-	-
Mrs. Kao	34,560,576	10.10	87,427,527 ⁽¹⁾	25.56
KCC	15,393,508	4.50	87,427,528 ⁽²⁾	25.56
KCT	14,643,200	4.28	87,427,528 ⁽³⁾	25.56
KHY	12,200,745	3.57	87,427,528 ⁽⁴⁾	25.56
The Estate	74,357,551	21.74	68,838,140 ⁽⁵⁾	20.13
STX ⁽⁶⁾	68,838,140	20.13	-	-
STEI ⁽⁶⁾	10,000,000	2.92	-	-

Notes:

- (1) Mrs. Kao is deemed to have interest in: 68,838,140 shares held by STX by virtue of her 25%, direct and indirect, shareholding interest in STX; and 18,589,387 shares held by the Estate by virtue of her beneficial interest in those shares.
- (2) KCC is deemed to have interest in: 68,838,140 shares held by STX by virtue of his 25%, direct and indirect, shareholding interest in STX; and 18,589,388 shares held by the Estate by virtue of his beneficial interest in those shares.
- (3) KCT is deemed to have interest in: 68,838,140 shares held by STX by virtue of his 25%, direct and indirect, shareholding interest in STX; and 18,589,388 shares held by the Estate by virtue of his beneficial interest in those shares.
- (4) KHY is deemed to have interest in: 68,838,140 shares held by STX by virtue of her 25%, direct and indirect, shareholding interest in STX; and 18,589,388 shares held by the Estate by virtue of her beneficial interest in those shares.
- (5) The Estate is deemed to have interest in: 68,838,140 shares held by STX by virtue of its 60% direct shareholding interest in STX.
- (6) STX and STEI are not related corporations of the Offeror.
- (7) Percentage shareholdings in the Company have been calculated based on 342,024,763 total issued Shares (excluding 5,414,000 treasury Shares). Percentage figures are rounded to the nearest two decimal places.