

ADVENTUS HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200301072R)

MANDATORY UNCONDITIONAL CASH OFFER BY CHIN BAY CHING

1. INTRODUCTION

The board of directors (the “**Board**”) of Adventus Holdings Limited (the “**Company**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) that Chin Bay Ching (NRIC: S1173413H) (the “**Offeror**”), had on 12 March 2014 issued an announcement (the “**Offer Announcement**”) stating, *inter alia*, that the Offeror intends to make a mandatory unconditional cash offer (the “**Offer**”) for all the issued and paid-up ordinary shares in the capital of the Company (the “**Shares**”) other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with him as at the date of the Offer (the “**Offer Shares**”), in accordance with Section 139 of the Securities and Futures Act, Chapter 289 of Singapore and Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”).

2. DETAILS OF THE OFFER

As stated in the Offer Announcement, the Offer will be extended, on the same terms and conditions as that relating to the Offer Shares, to all new Shares unconditionally issued or to be issued prior to the close of the Offer, pursuant to the valid exercise of any (i) outstanding warrants to subscribe for new Shares issued by the Company pursuant to the deed poll dated 6 January 2012; and (ii) outstanding employee share options to subscribe for new Shares granted by the Company pursuant to the SNF 2004 share option scheme (as amended from time to time), approved and adopted by the Company at the extraordinary general meeting of the Company held on 17 February 2004 and subsequently amended on 29 December 2008.

A copy of the Offer Announcement is attached to this announcement. Shareholders are advised to refer to the full text of the Offer Announcement for, *inter alia*, the principal terms of the Offer.

3. OFFER DOCUMENT

According to the Offer Announcement, the document (the “**Offer Document**”) setting out the terms and conditions of the Offer and enclosing the appropriate form(s) of acceptance of the

Offer, will be despatched to holders of the Offer Shares not earlier than 14 days and not later than 21 days from the date of the Offer Announcement.

4. INDEPENDENT FINANCIAL ADVISER

In accordance with the Code, the Company has appointed PrimePartners Corporate Finance Pte. Ltd. as the independent financial adviser (the “**IFA**”) to advise the Directors of the Company who are considered independent for the purposes of the Offer under the Code (the “**Independent Directors**”), in connection with the Offer. A circular containing, *inter alia*, the advice of the IFA and the recommendation of the Independent Directors in relation to the Offer (the “**Offeree Circular**”) will be despatched by the Company to Shareholders within 14 days from the date of despatch of the Offer Document to be issued by the Offeror.

In the meantime, Shareholders are advised to exercise caution when dealing in their Shares or otherwise refrain from taking any action in relation to their Shares, which may be prejudicial to their interests, until they or their professional advisers have considered the information and the recommendations of the Independent Directors as well as the advice of the IFA set out in the circular to be issued by the Company in due course. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

5. 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 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 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 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 Keng Hock Jonathan
Chairman and Executive Director
12 March 2014

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst.

The Sponsor has not verified the contents of this announcement including the accuracy or completeness of any of the information disclosed or the correctness of any of the statements or opinions made or reports contained in this announcement. This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.

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