

MANDATORY UNCONDITIONAL CASH OFFER

By

CHIN BAY CHING
(NRIC: S1173413H)

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



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

other than those already owned, controlled or agreed to be acquired by
Chin Bay Ching and parties acting in concert with him

OFFER ANNOUNCEMENT

1. INTRODUCTION

- 1.1 **Subscription.** Chin Bay Ching (the “Offeror”) refers to the announcements dated 26 November 2013 (the “Pre-Conditional Offer Announcement Date”) and 29 January 2014 made by the Offeror in relation to a pre-conditional mandatory cash offer by the Offeror, for all the issued and paid up ordinary shares in the capital of Adventus Holdings Limited (the “Company”), other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with him. Further to such announcements, the Offeror wishes to announce that it has today completed the subscription for an aggregate of 875,000,000 new ordinary shares in the capital of the Company, pursuant to the subscription agreement entered into between the Offeror and the Company (the “Subscription”).
- 1.2 **Aggregate Holding.** Following the Subscription, as at the date of this Announcement, the Offeror owns or controls in aggregate 875,000,000 Shares (as defined below) representing approximately 51.47% of the total number of Shares¹.
- 1.3 **Offer.** As a result of the Subscription, the Offeror is required 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”).

¹ In this Announcement, unless otherwise stated, all references to the total number of Shares shall be to 1,700,054,385 Shares based on information available to the Offeror as at 12 March 2014 and all percentage shareholdings are rounded to the nearest 2 decimal places. Accordingly, figures shown as a percentage may not be an arithmetic aggregation of the figures that precede them.

2. THE OFFER

- 2.1 **Terms.** In accordance with Section 139 of the Securities and Futures Act, Chapter 289 of Singapore and Rule 14 of the Code, and subject to the terms and conditions set out in the formal offer document to be issued by the Offeror (the “**Offer Document**”), the Offeror will make the Offer for the Offer Shares on the following basis:

For each Offer Share: S\$0.0165 in cash (the “Offer Price”).

The Offer Price is final. The Offeror does not intend to revise the Offer Price.

- 2.2 **Offer Shares.** The Offer will be extended, on the same terms and conditions, 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 (the “**Warrants**”); 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) (the “**ESOS**”), 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 (the “**ESOS Options**”). As at the date of this Announcement, there are 244,454,946 outstanding Warrants and 8,305,000 outstanding ESOS Options which may be exercised and result in Shares being issued, on or prior to the close of the Offer. For the purpose of the Offer, the expression “**Offer Shares**” shall include such Shares.
- 2.3 **No Encumbrances.** The Offer Shares will be acquired (a) fully paid, (b) free from any mortgage, debenture, lien, charge, pledge, title retention, right to acquire, security interest, option, pre-emptive or similar right, right of first refusal and any other encumbrance or condition whatsoever (“**Encumbrances**”), and (c) with all such rights, benefits, entitlements attached thereto as at the Pre-Conditional Offer Announcement Date and thereafter attaching thereto, including the right to receive and retain all dividends, rights and other distributions (if any) declared, paid or made by the Company on or after the Pre-Conditional Offer Announcement Date. If any dividend, distribution or return of capital is announced, declared, paid or made on or after the Pre-Conditional Offer Announcement Date, the Offeror reserves the right to reduce the Offer Price by the amount of such dividend, distribution or return of capital.
- 2.4 **Offer Unconditional.** The Offer will be unconditional in all respects.

3. OPTIONS PROPOSAL

- 3.1 **ESOS Options.** As at the date of this Announcement, based on the latest information available to the Offeror, there are 8,305,000 outstanding ESOS Options granted under the ESOS.

Under the rules of the ESOS, the ESOS Options are not transferrable by the holders of the ESOS Options (the “**ESOS Optionholders**”). In view of this restriction, the Offeror will not make an offer to acquire the ESOS Options (although, for the avoidance of doubt, the Offer will be extended to all new Shares issued or to be

issued pursuant to the valid exercise of the ESOS Options on or prior to the close of the Offer). Instead, in accordance with Rule 19 of the Code, the Offeror intends to make a proposal (the “**ESOS Options Proposal**”) to the ESOS Optionholders on the following terms:

Subject to such ESOS Options continuing, on or after the date of the ESOS Options Proposal, to be exercisable into new Shares, the Offeror will pay to such ESOS Optionholders a cash amount determined as provided below (the “**Option Price**”) in consideration of such ESOS Optionholder agreeing:

- (a) not to exercise the ESOS Options held by him into new Shares; and
- (b) not to exercise any of his rights as a holder of the ESOS Options,

in each case, from the date of his acceptance of the ESOS Options Proposal to the respective dates of expiry of the relevant ESOS Options, and

- (c) to surrender his ESOS Options for cancellation.

3.2 **Option Price.** The Option Price is computed on a “see-through” basis. In other words, the Option Price in relation to any ESOS Option is the amount by which the Offer Price is in excess of the exercise price of that Option. For illustration purposes, if the exercise price for an outstanding ESOS Option is S\$0.0100 and with the Offer Price being S\$0.0165, the Option Price for that outstanding ESOS Option will be S\$0.0065. If the exercise price of an Option is equal to or more than the Offer Price, the Option Price for each Option will be the nominal amount of S\$0.001.

3.3 **Separate Offer.** For the avoidance of doubt, the Offer is not conditional upon acceptances received in relation to the ESOS Options Proposal. The Offer and the ESOS Options Proposal are separate and are mutually exclusive. The ESOS Options Proposal does not form part of the Offer, and *vice versa*. Without prejudice to the foregoing, if ESOS Optionholders exercise their ESOS Options in order to accept the Offer in respect of the new Shares to be issued pursuant to such exercise, they may not accept the ESOS Options Proposal in respect of such ESOS Options. Conversely, if ESOS Optionholders wish to accept the ESOS Options Proposal in respect of their ESOS Options, they may not exercise those ESOS Options in order to accept the Offer in respect of the new Shares to be issued pursuant to such exercise.

3.4 **ESOS Options Proposal.** Details of the ESOS Options Proposal will be despatched to the ESOS Optionholders on the same day as the despatch of the Offer Document.

4. **WARRANTS OFFER**

4.1 **Warrants.** As at the date of this Announcement, based on the latest information available to the Offeror, there are 244,454,946 outstanding Warrants. The Offeror intends to make an offer to holders of the outstanding Warrants (the “**Warrantholders**”), in accordance with Rule 19 of the Code, on the following terms (the “**Warrants Offer**”):

Subject to such Warrants continuing, on or after the date of the Warrants Offer, to be exercisable into new Shares, the Offeror will pay to such Warrantholders a cash amount determined as provided below (the “**Warrant Price**”) in consideration of such Warrantholder agreeing to transfer his Warrants to the Offeror, fully paid, free from all Encumbrances and with all such rights, benefits, entitlements attached thereto as at the Pre-Conditional Offer Announcement Date and thereafter attaching thereto.

The Warrants acquired by the Offeror pursuant to the Warrants Offer will be surrendered for cancellation.

- 4.2 **Warrant Price.** The Warrant Price is computed on a “see-through” basis. In other words, the Warrant Price in relation to any Warrant is the amount by which the Offer Price is in excess of the exercise price of that Warrant. If the exercise price of a Warrant is equal to or more than the Offer Price, the Warrant Price for each Warrant will be the nominal amount of S\$0.001. As the exercise price of a Warrant is S\$0.02, which is more than the Offer Price, the Warrant Price for each Warrant will be S\$0.001.
- 4.3 **Separate Offer.** For the avoidance of doubt, the Offer is not conditional upon acceptances received in relation to the Warrants Offer. The Offer and the Warrants Offer are separate and are mutually exclusive. The Warrants Offer does not form part of the Offer, and *vice versa*. Without prejudice to the foregoing, if Warrantholders exercise their Warrants in order to accept the Offer in respect of the new Shares to be issued pursuant to such exercise, they may not accept the Warrants Offer in respect of such Warrants. Conversely, if Warrantholders wish to accept the Warrants Offer in respect of their Warrants, they may not exercise those Warrants in order to accept the Offer in respect of the new Shares to be issued pursuant to such exercise.
- 4.4 **Warrants Offer.** Details of the Warrants Offer will be despatched to the Warrantholders on the same day as the date of despatch of the Offer Document.

5. UNDERTAKINGS

- 5.1 **In respect of the Offer.** Each of (i) Jonathan Lim, the chairman and executive director of the Company; (ii) Tang Jia Li Jared; and (iii) Kum Ping Wei, the executive director of the Company, has provided an undertaking to the Offeror (a) not to sell, dispose or otherwise transfer any of the Shares held by each of them as at the Pre-Conditional Offer Announcement Date (unless consented to by the Offeror) from the Pre-Conditional Offer Announcement Date up to the close of the Offer; and (b) not to accept the Offer in respect of any Shares held by each of them as at the Pre-Conditional Offer Announcement Date.
- 5.2 **In respect of the Warrants Offer.** Each of (i) Jonathan Lim and (ii) Tang Jia Li Jared has provided an undertaking to the Offeror not to (a) sell, dispose or otherwise transfer and/or convert any of the Warrants held by each of them as at the Pre-Conditional Offer Announcement Date (unless consented to by the Offeror) from the Pre-Conditional Offer Announcement Date up to the close of the Offer; and (b) not to accept the Warrants Offer in respect of any of the Warrants held by each of them as at the Pre-Conditional Offer Announcement Date.

6. INFORMATION ON THE OFFEROR

The Offeror has been involved in property development for the last 25 years, with experience and business contacts in the property development industry.

7. INFORMATION ON THE COMPANY

7.1 **Corporate Information.** The Company is a public company limited by shares incorporated in Singapore on 6 February 2003, and was listed on the Catalist Board of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 18 March 2004.

7.2 **Principal Activities.** The principal activity of the Company is that of investment holding. The subsidiaries of the Company are in the business of (i) manufacturing of sputtering targets and provision of services for thin film solutions; and (ii) trading in printing machines, lithographic supplies and services for silkscreen printing.

8. RATIONALE FOR THE OFFER AND THE OFFEROR'S INTENTIONS FOR THE COMPANY

8.1 **Rationale for the Offer.** The Offer is made to comply with the requirements of the Code because following the Subscription, the Offeror and parties acting in concert with him hold an aggregate of 875,000,000 Shares, representing approximately 51.47% of the total number of Shares.

8.2 **The Offeror's Intentions for the Company.** It is the intention of the Offeror that the Company continues to carry on its existing business and maintains its listing status on the SGX-ST.

The intentions of the Offeror for the Company as set out in this paragraph 8 are based on current views and assumptions and involve known and unknown risks, uncertainties and other factors, many of which are outside the control of the Offeror. There is no assurance that the current intentions will be carried into effect, and the Offeror retains the flexibility at any time to consider any options in relation to the Company which may present themselves and which the Offeror may regard to be in the interest of the Offeror or the Company.

9. LISTING STATUS

9.1 **No Compulsory Acquisition.** Pursuant to Section 215(1) of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), if an offeror (which is a corporation) receives valid acceptances pursuant an offer in respect of not less than 90% of the total number of shares in a company (other than those already held by the offeror, its related corporations or their respective nominees as at the date of the offer, and excluding treasury shares), the offeror will be entitled to exercise the right to compulsorily acquire all the shares from the shareholders of that company who have not accepted the offer. Section 215(1) of the Companies Act cannot be invoked by a natural person.

The Offeror, being a natural person, is not entitled to exercise the right of compulsory acquisition under Section 215(1) of the Companies Act. It is anyways the intention of the Offeror to maintain the listing status of the Company on the SGX-ST.

- 9.2 **Free Float Requirement.** Under Rule 1104 of the Listing Manual Section B: Rules of Catalist of the SGX-ST (the “**Listing Manual**”), upon the announcement by the Offeror that valid acceptances have been received pursuant to the Offer that bring the Shares owned by the Offeror and the parties acting in concert with him to above 90% of the total number of Shares (excluding treasury shares), the SGX-ST may suspend the listing of the Shares until it is satisfied that at least 10% of the total number of Shares (excluding treasury shares) are held by at least 200 shareholders who are members of the public. Rule 1303(1) of the Listing Manual also states that if the Offeror garners acceptances exceeding 90% of the total number of Shares (excluding treasury shares), thus causing the percentage of Shares held in public hands to fall below 10%, the SGX-ST may suspend the trading of the Shares at the close of the Offer.

In addition, under Rule 724 of the Listing Manual, if the percentage of Shares held in public hands falls below 10%, the Company must, as soon as practicable, notify its sponsor and announce that fact, and the SGX-ST may suspend trading of all the Shares. Rule 724 of the Listing Manual further provides that the SGX-ST may allow the Company a period of 3 months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares in public hands to at least 10%, failing which the Company may be delisted from the SGX-ST.

As it is the current intention of the Offeror to maintain the listing status of the Company on the SGX-ST, the Offeror reserves the right to take appropriate actions to procure that at least 10% of the total number of Shares are held by the public in accordance with the rules of the Listing Manual. The Offeror may engage a licensed intermediary to place out some or all of the Offer Shares acquired pursuant to the Offer following the close of the Offer. Further details on any such arrangements will be announced in due course as and when it is appropriate.

10. FINANCIAL EVALUATION OF THE OFFER

- 10.1 **Evaluation of the Offer Price.** The Offer Price represents the following discount over the historical traded prices of the Shares up to and including 25 November 2013 (the “**Last Trading Day**”), being the last full trading day preceding the Pre-Conditional Offer Announcement Date:

		Benchmark Price⁽¹⁾	Discount of Offer Price to the Benchmark Price
(i)	Last transacted price as quoted on the SGX-ST on the Last Trading Day	S\$0.018	8.3%
(ii)	VWAP for the one-week period up to the Last Trading Day	S\$0.018	8.3%

(iii)	VWAP for the one-month period up to the Last Trading Day	S\$0.021	21.4%
(iv)	VWAP for the three-month period up to the Last Trading Day	S\$0.024	31.3%
(v)	VWAP for the six-month period up to the Last Trading Day	S\$0.025	34.0%
(vi)	VWAP for the twelve-month period up to the Last Trading Day	S\$0.027	38.9%

Note:

(1) The figures set out in this paragraph 10.1 are based on data extracted from Bloomberg.

10.2 **Further Financial Information.** Further information on the financial aspects of the Offer will be set out in the Offer Document to be despatched to the Shareholders in due course.

11. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

11.1 **Shareholdings and Dealings.** Pursuant to the Subscription, the Offeror has today subscribed for 875,000,000 Shares at the issue price of S\$0.0165 per Share. As a result of the Subscription, as at the date of this Announcement, the Offeror owns 875,000,000 Shares representing approximately 51.47% of the total number of Shares.

Save as disclosed in this Announcement, none of the Offeror and parties acting in concert with him (i) owns, controls or has agreed to acquire any, or (ii) has, during the period commencing 6 months prior to the Pre-Conditional Offer Announcement Date and ending on the date of this Announcement, dealt for value in any (a) Shares, (b) securities which carry voting rights in the Company, or (c) convertible securities, warrants (including Warrants), options (including ESOS Options) or derivatives in respect of such Shares or securities which carry voting rights in the Company (collectively, the “**Relevant Securities**”).

11.2 **Security and Other Arrangements.** Save as disclosed in this Announcement, none of the Offeror and parties acting in concert with him:

- (a) has received any irrevocable undertaking from any party to accept or reject the Offer;
- (b) has entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to Shares which might be material to the Offer; or
- (c) has, in relation to the Relevant Securities:
 - (i) granted any security interest to another person, whether through a charge, pledge or otherwise;

- (ii) borrowed from another person (excluding borrowed Relevant Securities which have been on-lent or sold); or
- (iii) lent to another person.

12. CONFIRMATION OF FINANCIAL RESOURCES

DMG & Partners Securities Pte Ltd has confirmed that sufficient financial resources are available to the Offeror to satisfy in full all acceptances in respect of the Offer on the basis of the Offer Price.

13. OFFER 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 this Announcement.

The Offer will remain open for acceptances by the Shareholders for a period of at least 28 days from the date of posting of the Offer Document.

The Offeror does not intend to extend the Offer beyond the closing date of the Offer, which shall be stated in the Offer Document.

Shareholders are advised to exercise caution when dealing in Shares.

14. OVERSEAS JURISDICTIONS

This Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or purchase 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, if made, will be made solely by the Offer Document and the forms 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.

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and persons in such jurisdictions in which this Announcement is released, published or distributed should inform themselves about and observe such restrictions.

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 ("**Restricted Jurisdiction**"), and the Offer will not be made to, nor will the Offer be capable of acceptance by, any person within any Restricted Jurisdiction if the offer to and/or acceptance by such person will violate the laws of the Restricted Jurisdiction. 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.

The Offer (unless otherwise determined by the Offeror and permitted by applicable laws and regulations) 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.

The ability of Shareholders who are not resident in Singapore to accept the Offer may be affected by 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.

15. RESPONSIBILITY STATEMENT

The Offeror 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 and he accepts responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the Offeror 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

CHIN BAY CHING

12 March 2014