



LIAN BENG GROUP LTD

Registration No. 199802527Z

VOLUNTARY UNCONDITIONAL CASH OFFER BY UNITED OVERSEAS BANK LIMITED FOR AND ON BEHALF OF OSC CAPITAL PTE. LTD. FOR ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF LIAN BENG GROUP LTD OTHER THAN SHARES HELD IN TREASURY AND SHARES HELD, DIRECTLY OR INDIRECTLY, BY THE OFFEROR AS AT THE DATE OF THE OFFER

- LOSS OF FREE FLOAT

1. INTRODUCTION

The board of directors (the “**Board**” or “**Directors**”) of Lian Beng Group Ltd (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to its:

- (i) announcement dated 11 April 2023 in relation to its response to the voluntary unconditional cash offer made by UOB for and on behalf of the Offeror for all the Shares in the capital of the Company, other than Shares held in treasury and Shares held, directly or indirectly, by the Offeror as at the date of the Offer;
- (ii) announcement dated 14 April 2023 in relation to its appointment of Xandar Capital Pte. Ltd. as the IFA to advise the Independent Directors for the purpose of making a recommendation to Shareholders in respect of the Offer;
- (iii) announcement dated 28 April 2023 in relation to the despatch of the Offer Document issued by UOB for and on behalf of the Offeror;
- (iv) Offeree Circular dated 12 May 2023 in relation to, amongst other things, the advice of the IFA to the Independent Directors, and the recommendation of the Independent Directors, in respect of the Offer; and
- (v) announcement dated 4 July 2023 made by UOB, for and on behalf of the Offeror, in relation to, amongst other things, the dealings disclosure, level of acceptances of the Offer, and Offeror’s intention to exercise rights of compulsory acquisition under Section 215(1) of the Companies Act (the “**Level of Acceptance Announcement**”).

Unless otherwise defined herein, capitalised terms used herein shall bear the same meaning ascribed to them in the abovementioned announcements.

2. LOSS OF FREE FLOAT

2.1 The Company would like to highlight to the Shareholders that:

- (i) Rule 723 of the Listing Manual of the Main Board of the SGX-ST (the “**Listing Manual**”) requires that the Company ensures that at least 10% of the total number of Shares (excluding any Shares held in treasury) is at all times held in public hands (the “**Free Float Requirement**”).

- (ii) Under Rule 724(1) of the Listing Manual, if the Free Float Requirement is not satisfied, the Company must, as soon as practicable, announce that fact and the SGX-ST may suspend trading of all the Shares. 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 any Shares held in treasury) held in public hands to at least 10%, failing which the Company may be removed from the Official List of the SGX-ST.
 - (iii) Pursuant to Rule 1105 of the Listing Manual, upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror and Offeror's Concert Parties to above 90% of the total number of issued Shares (excluding any Shares held in treasury), the SGX-ST may suspend the trading of the Shares until it is satisfied that at least 10% of the total number of issued Shares (excluding any Shares held in treasury) are held by at least 500 Shareholders who are members of the public.
 - (iv) Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued Shares (excluding any Shares held in treasury), thus causing the percentage of the total number of issued Shares (excluding any Shares held in treasury) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.
- 2.2 In accordance with Rule 724(1) of the Listing Manual, the Company wishes to announce that based on the information in the Level of Acceptance Announcement, as at 6.00 p.m. (Singapore time) on 4 July 2023:
- (i) the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and the Offeror's Concert Parties, and (b) valid acceptances of the Offer, amount to an aggregate of 450,401,020 Shares, representing approximately 90.14% of the total number of issued Shares; and
 - (ii) the percentage of Shares held by the public is less than 10% and the Company no longer meets the Free Float Requirement and trading of the Shares will be suspended at the close of the Offer.
- 2.3 As stated in paragraph 9.2 of the Offer Document and paragraph 8.2 of the Offeror's announcement dated 11 April 2023, in the event that the Offeror acquires not less than 90% of the total number of issued Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding any Shares held in treasury), the Offeror will be entitled to exercise the right to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer (the "**Dissenting Shareholders**") at a price equal to the Final Offer Consideration.
- 2.4 Shareholders should also note that the Offeror has stated in paragraph 9.3 of the Offer Document and paragraph 8.3 of the Offeror's announcement dated 11 April 2023 that the Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company. **Accordingly, the Offeror is entitled to, and will in due course, to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act and does not intend to support or take any step (including the placing out of Shares by the Offeror) for the Free Float Requirement to be restored and/or for any such trading suspension by the SGX-ST to be lifted.**
- 3. REMINDER OF CLOSING DATE**
- Shareholders should note that, as stated in the announcement dated 30 June 2023 made by UOB, for and on behalf of the Offeror, in relation to the extension of the Closing Date, the Offer will close at **5.30 p.m. (Singapore time) on 7 July 2023** or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

4. DIRECTORS' 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 and 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, the omission of which would make any statement in this announcement misleading, 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, Offer Document, the Offer Consideration Revision Announcement, and any other announcements made by or on behalf of the Offeror), the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

BY ORDER OF THE BOARD

Low Beng Tin ^{BBM (L)}
Independent Director
4 July 2023