

SUNVIC CHEMICAL HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200406502E)

**VOLUNTARY CONDITIONAL CASH OFFER BY W CAPITAL MARKETS PTE. LTD. FOR
AND ON BEHALF OF HARRIER GROUP PTE. LTD. TO ACQUIRE ALL THE ISSUED AND
PAID-UP ORDINARY SHARES IN THE CAPITAL OF SUNVIC CHEMICAL HOLDINGS
LIMITED**

LOSS OF FREE FLOAT

1. INTRODUCTION

The Board of Directors (the “**Board**” or “**Directors**”) of Sunvic Chemical Holdings Limited (the “**Company**”) refers to the following announcements:

- (a) the announcement made on 20 November 2020 (the “**Offer Announcement**”) by W Capital Markets Pte. Ltd. (“**W Capital**”), for and on behalf of Harrier Group Pte. Ltd. (the “**Offeror**”) that the Offeror intends to make a voluntary conditional cash offer (the “**Offer**”) to acquire all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of the Company other than those already held by the Company as treasury shares in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers;
- (b) the formal offer document dated 9 December 2020 containing the terms and conditions of the Offer (the “**Offer Document**”);
- (c) the circular to shareholders dated 23 December 2020 in relation to the Offer setting out the recommendation of the directors of the Company who are considered independent for the purpose of the Offer (the “**Independent Directors**”), and the advice of the independent financial adviser to the Independent Directors (the “**Offeree Circular**”); and
- (d) the announcement made on 9 February 2021 by W Capital, for and on behalf of the Offeror, in relation to the Offeror’s intention to exercise the right of compulsory acquisition in respect of the Offer (the “**Compulsory Acquisition Announcement**”).

Unless otherwise defined herein, capitalised terms in this announcement shall bear the same meaning as set out in the Offeree Circular.

2. LOSS OF FREE FLOAT

As stated in the Compulsory Acquisition Announcement:

- (a) as at 6.00 p.m. (Singapore time) on 9 February 2021, the Offeror has received, pursuant to the Offer, valid acceptances in respect of 485,492,424 Offer Shares representing approximately 91.26% of the total number of issued Shares¹ (excluding treasury Shares); and
- (b) accordingly, the Offeror is entitled to, and intends to, exercise its right under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer, at a price equal to the Offer Price of S\$0.028 for each Offer Share.

Further to the Compulsory Acquisition Announcement, the Board wishes to highlight that, upon the settlement of the valid acceptances, the percentage shareholding of the Company in the hands of public Shareholders will fall below 10%.

Pursuant to Rules 724 and 1303(1) of the Listing Manual, the SGX-ST will, in a take-over situation, suspend trading of the Shares at the close of the take-over offer if the free float falls below 10%, as provided under Rule 723 of the Listing Manual. Trading of the Shares in the Company however has been suspended since 14 January 2019.

As stated in the Offer Document and the Compulsory Acquisition Announcement, the Offeror intends to privatise the Company and does not intend to preserve the listing status of the Company. In the event that the trading of the Shares on the SGX-ST is suspended pursuant to Rule 724, Rule 1105 or Rule 1303(1) of the Listing Manual, the Offeror has no intention to undertake or support any action for any such trading suspension by the SGX-ST to be lifted.

3. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and the opinions expressed in this announcement (other than those relating to the Offer, the Offeror and parties acting in concert with the Offeror) are fair and accurate, and that there are no material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

¹ As stated in the Compulsory Acquisition Announcement, the reference to the total number of issued Shares is based on 532,000,641 Shares in issue (excluding 1,650,000 treasury Shares) as at the date of the Compulsory Acquisition Announcement.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation, the Offer Announcement, the Offer Document, the Compulsory Acquisition 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 has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement in its proper form and context.

The Directors jointly and severally accept full responsibility accordingly.

BY ORDER OF THE BOARD

Sun Li Hua
Executive Director and Chief Executive Officer
10 February 2021