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VOLUNTARY CONDITIONAL CASH OFFER

by



Oversea-Chinese Banking Corporation Limited

(Incorporated in Singapore)
(Company Registration No.: 193200032W)

for and on behalf of

Mountbatten Enterprises Pte. Ltd.

(Incorporated in Singapore)
(Company Registration No.: 201801768N)

to acquire all of the issued ordinary shares
in the capital of

LTC Corporation Limited

(Incorporated in Singapore)
(Company Registration No.: 196400176K)

other than those already owned, controlled or agreed to be acquired by
Mountbatten Enterprises Pte. Ltd., its related corporations or their respective nominees

VOLUNTARY CONDITIONAL CASH OFFER ANNOUNCEMENT

1. INTRODUCTION

Oversea-Chinese Banking Corporation Limited ("**OCBC Bank**") wishes to announce, for and on behalf of Mountbatten Enterprises Pte. Ltd. (the "**Offeror**"), that the Offeror intends to make a voluntary conditional cash offer (the "**Offer**") for all of the issued ordinary shares ("**Shares**") in the capital of LTC Corporation Limited (the "**Company**"), other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations or their respective nominees.

The Offeror is the bid vehicle for the Consortium Members (as defined below) who have agreed, pursuant to a consortium agreement among the Consortium Members, to undertake the Offer through the Offeror. The Consortium Members are Cheng Yong Kim ("**CYK**"), Cheng Yong Kwang ("**RCYK**"), Cheng Yong Liang ("**CYL**"), Cheng Yoong Choong ("**CYC**") (collectively, the "**Controlling Shareholders**" and each, a "**Controlling**

Shareholder”), Lion Investment (Singapore) Pte. Ltd. (“**LI**”) and Lion Realty Private Limited. (“**LR**” and collectively with LI and the Controlling Shareholders, the “**Consortium Members**”).

2. THE OFFER

2.1 Terms. Subject to the terms and conditions set out in the formal offer document to be issued by OCBC Bank for and on behalf of the Offeror (the “**Offer Document**”), the Offer will be made by the Offeror on the following basis:

(i) **Offer Shares.** The Offeror will make the Offer for all of the Shares, other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations or their respective nominees, 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**”).

(ii) **Offer Price.** The price for each Share (the “**Offer Price**”) will be as follows:

For each Share: S\$0.925 in cash.

The Offer Price is final. 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.

(iii) **Rights and Encumbrances of Shares.** The Shares will be acquired:

(a) fully paid;

(b) free from all claims, charges, liens, mortgages, encumbrances, hypothecation, retention of title, power of sale, equity, options, rights of pre-emption, rights of first refusal or other third party rights or interests of any nature whatsoever; and

(c) together with all rights, benefits and entitlements attached thereto as at the date of this announcement (the “**Announcement Date**”) and hereafter attaching thereto, including the right to receive and retain (if any) all dividends, rights, other distributions and return of capital (collectively, the “**Distributions**”) announced, declared, paid or made by the Company on or after the Announcement Date.

(iv) **Adjustment for Distribution.** If any Distribution is announced, declared, paid or made by the Company on or after the Announcement Date to a shareholder of the Company (a “**Shareholder**” and collectively, “**Shareholders**”) who accepts or has accepted the Offer and the settlement date in respect of the Shares accepted pursuant to the Offer falls after the books closure date for the determination of entitlements to such Distribution, the Offeror reserves the right to reduce the Offer Price payable to such accepting Shareholder by the amount of such Distribution.

2.2 Acceptance Condition. The Offer will be subject to the Offeror having received, by the close of the Offer, valid acceptances (which have not been withdrawn) in respect of such number of Shares which will result in the Offeror and parties acting in concert with the Offeror holding more than 90 per cent. of the total number of Shares as at the close of the Offer (the “**Acceptance Condition**”).

Accordingly, the Offer will not become or be capable of being declared unconditional as to acceptances until the close of the Offer, unless at any time prior to the close of the Offer, the Offeror has received valid acceptances in respect of such number of Shares which will result in the Offeror meeting the Acceptance Condition.

The Offeror reserves the right to reduce the Acceptance Condition to a lower level which is more than 50 per cent. of the total number of Shares. In the event that the Acceptance Condition is revised, the revised Offer will remain open for another 14 days following such revision and Shareholders who have accepted the initial Offer will be allowed to withdraw their acceptance within eight days of the notification of such revision.

Save for the Acceptance Condition, the Offer is unconditional in all other respects.

2.3 No Options. As at the Announcement Date, based on the latest information available to the Offeror, there are no outstanding options exercisable in respect of the Shares.

3. IRREVOCABLE UNDERTAKINGS

3.1 Irrevocable Undertakings. Each of LI, LR, the Controlling Shareholders and the Other Cheng Family Shareholders (as defined below) (collectively, the “**Undertaking Shareholders**”) has given an irrevocable undertaking (the “**Irrevocable Undertaking**”) to the Offeror to, *inter alia*:

- (i) tender all the Shares that it holds in aggregate as at the date of the Irrevocable Undertaking and any other Shares which it may subsequently acquire (directly or indirectly or through a nominee) after the date of the Irrevocable Undertaking, in acceptance of the Offer by no later than 5 p.m. (Singapore time) on the third business day after the date of despatch of the Offer Document or such later date as may be agreed between the Undertaking Shareholder and the Offeror;
- (ii) in the case of the Controlling Shareholders and the Other Cheng Family Shareholders, to receive the Offer Price in respect of its Shares in cash; and
- (iii) in the case of each of LI and LR, in accordance with the Consortium Arrangements (as defined below), to direct that all the consideration payable for its Shares be applied to subscribe for new Offeror Shares (as defined below) on or after the close of the Offer at the issue price of S\$1 per Offeror Share (the “**Reinvestments**”, and the Irrevocable Undertakings by LI and LR being the “**Reinvestment Irrevocable Undertakings**”).

The Other Cheng Family Shareholders are:

- (i) Cheng Theng Kee (“**CTK**”), the father of the Controlling Shareholders;
- (ii) Chen Shok Ching (“**CSC**”), the wife of CTK and the mother of the Controlling Shareholders;
- (iii) Cheng Huay Joo (“**CHJo**”), sister of the Controlling Shareholders;
- (iv) Cheng Hwee Wah (“**CHW**”), sister of the Controlling Shareholders; and
- (v) Thiang Thin Poh Joseph (“**JT**”), the son-in-law of CTK and CSC,

(collectively, the “**Other Cheng Family Shareholders**”). As at the Announcement Date, the Other Cheng Family Shareholders collectively have a direct interest in 1,094,000 Shares, representing approximately 0.70 per cent. of the total number of Shares, details of which are set out in Schedule 1 to this Announcement.

As at the Announcement Date, the Undertaking Shareholders hold in the aggregate 75,944,000 Shares, representing approximately 48.54 per cent. of the total number of Shares¹. Further details of the Shares held by the Undertaking Shareholders as at the Announcement Date are set out in Schedule 1 to this Announcement.

3.2 Termination. The Irrevocable Undertakings will terminate or lapse upon the earlier of:

- (i) the Offer being withdrawn or lapsing; and
- (ii) the Offer not being formally made by the Offeror (by the posting of the Offer Document) on or before 2 March 2018, or such other date as may be extended by the mutual agreement of the Offeror and the Consortium Members, subject to the consent of the Securities Industry Council (“**SIC**”) and the requirements of the Code.

3.3 No Other Irrevocable Undertakings. Save for the Irrevocable Undertakings, neither the Offeror nor any Relevant Person (as defined below) has received any irrevocable undertaking from any party to accept the Offer as at the Announcement Date.

3.4 SIC Confirmation. Pursuant to an application made by the Offeror to the SIC to seek certain rulings in relation to the Offer (the “**SIC Application**”), the SIC has confirmed that the consortium agreement among the Consortium Members, the Reinvestment Irrevocable Undertakings and the Reinvestments (collectively, the “**Consortium Arrangements**”) do not constitute a special deal for the purposes of Rule 10 of the Code.

¹ As at the Announcement Date, based on the instant information search obtained from the Accounting and Corporate Regulatory Authority of Singapore, the total number of Shares is 156,453,000. Unless otherwise stated, the total number of Shares shall be the said 156,453,000 Shares for the purposes of computing any percentage shareholdings referred to in this Announcement.

4. DESCRIPTION OF THE OFFEROR AND THE CONSORTIUM MEMBERS

4.1 The Offeror. The Offeror is a special purpose vehicle which has been incorporated in Singapore for the purposes of the Offer.

As at the Announcement Date, the Offeror is jointly owned by each of the Controlling Shareholders in equal proportions and has an initial issued and paid-up share capital of S\$4 comprising four ordinary shares (the “**Offeror Shares**”) with each of the Controlling Shareholders owning one Offeror Share. As mentioned above, LI and LR will subscribe for additional Offeror Shares on or after the close of the Offer pursuant to the Consortium Arrangements. Following completion of such Reinvestments, LI and LR will hold approximately 71.28 per cent. and 28.72 per cent. respectively of all the Offeror Shares.

As at the Announcement Date, the board of directors of the Offeror comprises four members, consisting of each of the Controlling Shareholders.

4.2 Lion Investment (Singapore) Pte. Ltd. LI is an investment company which is 100 per cent. owned by various members of the Cheng family based in Singapore (the “**Cheng Family**”). The board of directors of LI comprises five members, comprising each of the Controlling Shareholders and CTK. As stated above, CTK is the father of the Controlling Shareholders. CTK is also the chairman and executive director of the Company and a director of LR.

LI is a substantial shareholder of the Company and has a direct interest in 53,100,000 Shares, representing approximately 33.94 per cent. of the total number of Shares.

4.3 Lion Realty Private Limited. LR is an investment company which is 100 per cent. (directly or indirectly) owned by various members of the Cheng Family. The board of directors of LR comprises six members, comprising each of the Controlling Shareholders, CTK and CSC. As stated above, CSC is the wife of CTK and the mother of the Controlling Shareholders.

LR is a substantial shareholder of the Company and has a direct interest in 21,400,000 Shares, representing approximately 13.68 per cent. of the total number of Shares.

4.4 Controlling Shareholders. The Controlling Shareholders are brothers and, as stated above, each of the Controlling Shareholders is a director of each of LI and LR and, collectively, the Controlling Shareholders own a majority of the shares in the capital of each of LI and LR. CYL is also an executive director and the managing director of the Company and the other Controlling Shareholders are directors of various subsidiaries of the Company.

The Controlling Shareholders collectively have a direct interest in 350,000 Shares, representing approximately 0.22 per cent. of the total number of Shares, details of which are set out in Schedule 1 to this Announcement.

5. LION CORPORATION BERHAD'S INTEREST IN SHARES

5.1 Interest in Shares. Based on the annual report of the Company for the financial year ended 30 June 2017, as at 18 September 2017, Lion Corporation Berhad (“**LCB**”), through its approximately 47.66 per cent. associated company, ACB Resources Berhad (“**ACB**”), which is formerly known as Amsteel Corporation Berhad, has a deemed interest in 11,708,000 Shares, representing approximately 7.48 per cent. of the total number of Shares, comprising 5,583,000 Shares deemed held by Akurjaya Sdn Bhd (“**Akurjaya**”), 2,850,000 Shares deemed held by Angkasa Marketing (Singapore) Pte Ltd (“**Angkasa**”) and 3,275,000 Shares held by Umatrac Enterprises Sdn Bhd. (“**Umatrac**”). Akurjaya is deemed to be interested in 5,583,000 Shares held by The Brooklands Selangor Rubber Company Limited (“**Brooklands**”).

The 5,583,000 Shares in which Brooklands has an interest and the 3,275,000 Shares in which Umatrac has an interest, are registered in the name of RHB Securities Singapore Pte Ltd. The remaining 2,850,000 Shares in which Angkasa has a deemed interest are registered in the name of UOB Kay Hian Pte Ltd.

5.2 Relationship of LCB and the Consortium Members. CYK is a director of LCB and has a total interest in approximately 38.29 per cent. of the shares in the capital of LCB. Under the Code, LCB is presumed to be acting in concert with the Offeror and considered to be an associate of the Offeror.

In addition, Tan Sri Cheng Heng Jem (“**CHJ**”) is the uncle of the Controlling Shareholders. CHJ is also the chairman and managing director of LCB.

5.3 Pledged Shares. The 11,708,000 Shares in which LCB has an interest as at 18 September 2017 (the “**Pledged Shares**”) had been pledged by ACB as security for ACB's obligations under certain bonds issued by and debts owing by ACB and its subsidiary (the “**ACB Bonds and USD Debts**”). RHB Investment Bank Berhad is the security trustee in respect of the ACB Bonds and USD Debts (the “**Security Trustee**”).

ACB and its subsidiary defaulted on their obligations under the ACB Bonds and USD Debts in 2012 and continue to be in default of such obligations. As a consequence, the Security Trustee has become legally entitled to enforce the security over the Pledged Shares at its discretion and dispose of the Pledged Shares via, *inter alia*, on-market sales, notwithstanding that Brooklands, Umatrac and Angkasa continue to have an interest in the Pledged Shares.

5.4 SIC Confirmation. Pursuant to the SIC Application, the SIC has confirmed that the Pledged Shares should not be considered part of the holdings of Shares by the Offeror and parties acting in concert with the Offeror and any dealings in the Pledged Shares by the Security Trustee during the offer period should not be regarded as a dealing by the Offeror or parties acting in concert with the Offeror or its associate.

6. DESCRIPTION OF THE COMPANY

The Company is incorporated in Singapore and listed on the Mainboard of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) since 17 April 1997. The Company and its subsidiaries are engaged in steel trading businesses, property development, property rental and retail operations in Singapore, Malaysia and China.

As at the Announcement Date, the board of directors of the Company comprises five members, consisting of CTK, CYL, Dato’ Mazlan Bin Dato’ Seri Harun, Mr Chay Yee and Mr Ong Teong Wan.

7. RATIONALE FOR THE OFFER

7.1 Opportunity for Shareholders to Exit their Investment in the Shares at a Compelling Premium. The Shares have not been transacted on the SGX-ST at or above the Offer Price since the year 2000. The Offer Price represents a premium of approximately 46.1 per cent., 45.4 per cent., 44.1 per cent. and 49.4 per cent. over the volume weighted average price (“**VWAP**”) per Share for the one-month, three-month, six-month and twelve-month periods respectively up to and including 8 February 2018, being the last full market day immediately prior to the Announcement Date (the “**Last Trading Day**”) and a premium of approximately 44.5 per cent. over the closing price per Share of S\$0.640 as quoted on the SGX-ST on the Last Trading Day. The Offer therefore represents an attractive cash exit opportunity for Shareholders to liquidate and realise their entire investment at a premium to the prevailing market prices, without incurring other brokerage and trading costs.

7.2 Low Trading Liquidity. The trading volume of the Shares has been generally low, with an average daily trading volume² of approximately 33,238 Shares, 26,162 Shares, 41,905 Shares and 39,072 Shares during the one-month, three-month, six-month and twelve-month periods respectively up to and including the Last Trading Day. Each of these represents less than approximately 0.03 per cent. of the total number of issued Shares for any of the aforementioned relevant periods.

Hence, the Offer represents a unique cash exit opportunity for Shareholders to liquidate and realise their entire investment at a premium to the prevailing market prices, an option which may not otherwise be readily available due to the low trading liquidity of the Shares.

7.3 No Necessity for Access to Equity Capital Markets. Since the year 2000, 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.

7.4 Costs of Maintaining Listing Status. In maintaining its listed status, the Company incurs

² The average daily trading volume is computed based on the total volume of Shares traded divided by the number of Market Days with respect to the one-month period, three-month period, six-month period and twelve-month period up to and including the Last Trading Date. “Market Day” refers to a day on which the SGX-ST is open for the trading of securities.

compliance and associated costs relating to continuing listing requirements under the Listing Manual of the SGX-ST (the “**Listing Manual**”). In the event that the Company is delisted from the SGX-ST, the Company will be able to save on expenses and costs relating to the maintenance of a listed status and channel such resources to its business operations.

7.5 Greater Management Flexibility. The Offeror is making the Offer with a view to delist the Company from the SGX-ST and exercise its rights of compulsory acquisition. The Offeror believes that privatising the Company will provide the Offeror with more flexibility to manage the business of the Company and optimise the use of the Company’s management and resources and facilitate the implementation of any operational change in the Company.

8. OFFEROR’S INTENTIONS FOR THE COMPANY

The Offeror intends for the Company to continue its existing business activities and there are currently no plans to (i) introduce any major changes to the business of the Company or the operations of any of its subsidiaries, (ii) re-deploy any of the fixed assets of the Company or (iii) discontinue the employment of any of the existing employees of the Company or its subsidiaries, other than in the ordinary course of 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 best interests of the Company.

9. COMPULSORY ACQUISITION

9.1 Compulsory Acquisition Rights. Pursuant to Section 215(1) of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), if the Offeror receives valid acceptances pursuant to the Offer or acquires the Shares during the offer period otherwise than through valid acceptances of the Offer in respect of not less than 90 per cent. of the total number of Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer), the Offeror will be entitled to exercise the right to compulsorily acquire all the Shares of the Shareholders who have not accepted the Offer (the “**Dissenting Shareholders**”) on the same terms as those offered under the Offer.

In the event that the Offeror becomes entitled to compulsorily acquire all the Shares of the Dissenting Shareholders, the Offeror intends to exercise such rights. In such event, the Company will become a wholly-owned subsidiary of the Offeror and the Offeror will then proceed to delist the Company from the SGX-ST.

9.2 Dissenting Shareholders’ Rights. In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Shares which, together with the Shares held by it, its related corporations or their respective nominees, comprise 90 per cent. or more of the total number of Shares, the Dissenting Shareholders have a right to require the Offeror to acquire their Shares at the Offer Price. Dissenting Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.

10. LISTING STATUS OF THE COMPANY

- 10.1 Listing Status of the Company.** Under Rule 723 of the Listing Manual, the Company must ensure that at least 10 per cent. of the total number of the Shares (excluding treasury shares) is at all times held by the public (the “**Free Float Requirement**”).

Under Rule 1105 of the Listing Manual, in the event that the Offeror and parties acting in concert with the Offeror should, as a result of the Offer or otherwise, own or control more than 90 per cent. of the Shares (excluding treasury shares), the SGX-ST may suspend the trading of the Shares on the SGX-ST until such time when the SGX-ST is satisfied that at least 10 per cent. of the issued Shares (excluding treasury shares) are held by at least 500 Shareholders who are members of the public.

Further, under Rule 1303(1) of the Listing Manual, where the Offeror succeeds in garnering acceptances exceeding 90 per cent. of the Shares (excluding treasury shares), thus causing the percentage of the Company’s total number of Shares (excluding treasury shares) in public hands to fall below 10 per cent., the SGX-ST will suspend trading of Shares at the close of the Offer.

In addition, under Rule 724(1) of the Listing Manual, if the Free Float Requirement is not complied with, the Company must, as soon as possible, announce that fact and the SGX-ST may suspend trading of all the Shares on the SGX-ST. 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, for the proportion of the Shares held by members of the public to be raised to at least 10 per cent., failing which the Company may be delisted from the SGX-ST.

- 10.2 Intention of the Offeror.** In the event the Offeror is unable to exercise the right to compulsorily acquire all the Shares not acquired under the Offer as set out in paragraph 9 above and the Company does not meet the Free Float Requirement under Rule 723 of the Listing Manual, **the Offeror and parties acting in concert with the Offeror do not intend to support any action taken or to be taken to meet the Free Float Requirement or maintain the present listing status of the Company.**

Accordingly, the Offeror and parties acting in concert with the Offeror do not intend to place out any Shares held by the Offeror and parties acting in concert with the Offeror to members of the public to meet the Free Float Requirement. If the Company does not meet the requirements under Rule 723 of the Listing Manual, the SGX-ST may suspend trading of the Shares on the SGX-ST following the close of the Offer.

In addition, the Offeror intends to, and hereby reserves its right, to take steps at an appropriate time, whether during or after the Offer, to seek a voluntary delisting of the Company from the SGX-ST, where permitted by, and in accordance with, the relevant requirements of the Listing Manual and the Code.

11. FINANCIAL ASPECTS OF THE OFFER

11.1 The Offer Price represents:

| Description | Benchmark Price (S\$) ⁽¹⁾⁽²⁾ | Premium over Benchmark Price (%) ⁽³⁾ |
|--|---|---|
| Last traded price per Share as quoted on the SGX-ST on the Last Trading Day, being 8 February 2018 | 0.640 | 44.5 |
| VWAP per Share for the one-month period up to and including the Last Trading Day | 0.633 | 46.1 |
| VWAP per Share for the three-month period up to and including the Last Trading Day | 0.636 | 45.4 |
| VWAP per Share for the six-month period up to and including the Last Trading Day | 0.642 | 44.1 |
| VWAP per Share for the twelve-month period up to and including the Last Trading Day | 0.619 | 49.4 |

Notes:

- (1) Based on data extracted from Bloomberg L.P. as of 8 February 2018.
- (2) Rounded to the nearest three decimal places.
- (3) For the purposes of the table above, all percentage figures are rounded to the nearest two decimal places.

11.2 The Offer Price exceeds the highest traded price per Share as quoted on the SGX-ST since the year 2000 as set out in the chart below:



Note (1): Highest closing price on 4 and 5 November 2013 of S\$0.855

12. DISCLOSURE OF SHAREHOLDINGS, DEALINGS AND OTHER ARRANGEMENTS

12.1 Holdings in Shares. Schedule 2 to this Announcement sets out the number of Shares owned, controlled or agreed to be acquired by the Offeror and its directors, LI and its directors, LR and its directors, the other parties referred to in Schedule 2 to this Announcement and OCBC Bank (each, a “**Relevant Person**” and collectively, the “**Relevant Persons**”) as at the Announcement Date.

12.2 No Other Holdings or Dealings. Save as disclosed in this Announcement, none of the Relevant Persons owns, controls or has agreed to acquire or has dealt for value during the three-month period prior to the Announcement Date in any (i) Shares; (ii) securities which carry voting rights in the Company; or (iii) convertible securities, warrants, options or derivative in respect of securities which are being offered for or which carry voting rights in the Company (collectively, the “**Company Securities**”).

12.3 Other Arrangements. Save as disclosed in this Announcement, none of the Relevant Persons has, in respect of any Company Securities:

- (i) granted a security interest to another person, whether through a charge, pledge or otherwise;
- (ii) borrowed from another person (excluding borrowed securities which have been on-lent or sold); or
- (iii) lent to another person.

In addition, save as disclosed in this Announcement, none of the Relevant Persons has entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to the Offeror Shares or Company Securities which might be material to the Offer.

12.4 Confidentiality. In the interests of confidentiality, the Offeror has not made enquiries in respect of certain other parties who are or 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 will be made in the Offer Document. For the same reason, OCBC Bank has also not made enquiries in respect of certain other parties who are or may be presumed to be acting in concert with OCBC Bank in connection with the Offer and further enquiries will be made of such persons and the relevant disclosures will be made in the Offer Document.

If the aggregate number of Shares owned, controlled or agreed to be acquired by the Offeror and all parties acting or deemed to be acting in concert with the Offeror in connection with the Offer (other than the Relevant Persons) represents 0.5 per cent. or more in aggregate of the total issued Shares, the Offeror will promptly announce such holdings to the public.

13. CONFIRMATION OF FINANCIAL RESOURCES

OCBC Bank, 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 in respect of the Offer on the basis of the Offer Price, excluding the consideration payable to LI and LR for their Shares tendered in acceptance of the Offer which shall be reinvested to subscribe for new Offeror Shares.

14. OVERSEAS SHAREHOLDERS

The availability of the Offer to persons not resident in Singapore, as shown in the register of members of the Company or, as the case may be, in the records of The Central Depository (Pte) Limited (the “**Overseas Shareholders**”) may be affected by the laws of the relevant jurisdictions. Overseas Shareholders should inform themselves about, and observe, any applicable requirements in their own jurisdiction.

For the avoidance of doubt, the Offer will be open to all Shareholders, including those to whom the Offer Document and the relevant form(s) of acceptance may not be sent. Further details in relation to the Overseas Shareholders will be contained in the Offer Document.

15. OFFER DOCUMENT

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 the holders of the Shares not earlier than 14 days and not later than 21 days from the 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.

16. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any who may 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 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, in relation to the Company), the sole responsibility of the directors 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, reflected or reproduced in this Announcement.

Issued by

Oversea-Chinese Banking Corporation Limited

For and on behalf of

Mountbatten Enterprises Pte. Ltd.

9 February 2018

Any enquiries relating to this Announcement or the Offer should be directed during office hours to Oversea-Chinese Banking Corporation Limited at telephone number +(65) 6530 1275.

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 “aim”, “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future and 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 other investors of the Company should not place undue reliance on such forward-looking statements. Neither the Offeror nor OCBC Bank guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.

SCHEDULE 1

Details of the Irrevocable Undertakings

| No. | Undertaking Shareholder | No. of Shares to be tendered in acceptance of the Offer | Percentage of the total number of Shares (%) | Amount of consideration entitled to (S\$) | Amount of consideration to be applied to subscribe for new Offeror Shares (S\$) |
|-----|-------------------------|---|--|---|---|
| 1. | LI | 53,100,000 | 33.94 | 49,117,500 | 49,117,500 |
| 2. | LR | 21,400,000 | 13.68 | 19,795,000 | 19,795,000 |
| 3. | CTK | 300,000 | 0.19 | 277,500 | - |
| 4. | CSC | 34,000 | 0.02 | 31,450 | - |
| 5. | CYK | 50,000 | 0.03 | 46,250 | - |
| 6. | RCYK | 120,000 | 0.08 | 111,000 | - |
| 7. | CYL | 150,000 | 0.10 | 138,750 | - |
| 8. | CYC | 30,000 | 0.02 | 27,750 | - |
| 9. | CHJo | 99,000 | 0.06 | 91,575 | - |
| 10. | CHW | 11,000 | 0.01 | 10,175 | - |
| 11. | JT | 650,000 | 0.42 | 601,250 | - |

SCHEDULE 2

Details of Holdings of Company Securities by the Relevant Persons as at the Announcement Date

| No. | Name | No. of Shares | | | |
|-----|--------------------|-----------------|-------|-----------------|-------|
| | | Direct Interest | | Deemed Interest | |
| | | No. of Shares | % | No. of Shares | % |
| 1. | LI | 53,100,000 | 33.94 | - | - |
| 2. | LR | 21,400,000 | 13.68 | - | - |
| 3. | CTK | 300,000 | 0.19 | - | - |
| 4. | CSC | 34,000 | 0.02 | - | - |
| 5. | CYK ⁽¹⁾ | 50,000 | 0.03 | 53,100,000 | 33.94 |
| 6. | RCYK | 120,000 | 0.08 | - | - |
| 7. | CYL | 150,000 | 0.10 | - | - |
| 8. | CYC ⁽²⁾ | 30,000 | 0.02 | 53,100,000 | 33.94 |
| 9. | CHJo | 99,000 | 0.06 | - | - |
| 10. | CHW | 11,000 | 0.01 | - | - |
| 11. | JT | 650,000 | 0.42 | - | - |

Note:

(1) Cheng Yong Kim is deemed to be interested in the 53,100,000 Shares held by LI.

(2) Cheng Yoong Choong is deemed to be interested in the 53,100,000 Shares held by LI.