

EXIT OFFER

in connection with

**THE VOLUNTARY DELISTING OF ZAGRO ASIA LIMITED
FROM THE OFFICIAL LIST OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED**

by



RHB SECURITIES SINGAPORE PTE. LTD.

(Incorporated in the Republic of Singapore)

(Company Registration Number: 198701140E)

for and on behalf of



RUMAKITA INVESTMENTS PTE. LTD.

(Incorporated in the Republic of Singapore)

(Company Registration Number: 201536521D)

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



ZAGRO ASIA LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration Number: 199406784D)

other than those already owned, controlled or agreed to be acquired by
Rumakita Investments Pte. Ltd.

**EXIT OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS,
LEVEL OF ACCEPTANCES, AND COMPULSORY ACQUISITION**

1. INTRODUCTION

RHB Securities Singapore Pte. Ltd. ("**RHBSEC**") refers to:

- (a) the exit offer letter (the "**Exit Offer Letter**") dated 13 January 2016 issued by RHBSEC, for and on behalf of Rumakita Investments Pte. Ltd. (the "**Offeror**") in connection with the voluntary delisting of Zagro Asia Limited (the "**Company**") from the Official List of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") pursuant to Rules 1307 and 1309 of the listing manual of the SGX-ST ("**Listing Manual**") and the exit offer by RHBSEC, for and on behalf of the Offeror, to acquire all the issued ordinary shares of the Company, other than those already owned, controlled or agreed to be acquired by the Offeror; and
- (b) the announcement by the Company on 4 February 2016 on the results of the extraordinary general meeting of the Company ("**EGM**") held on 4 February 2016 (the "**EGM Results Announcement**").

All capitalised terms not defined herein shall have the same meaning as set out in the Exit Offer Letter, unless otherwise stated or the context otherwise requires.

2. FULFILMENT OF THE DELISTING PROPOSAL CONDITIONS

In the EGM Results Announcement, the Company announced that at the EGM held on 4 February 2016, the Delisting Resolution as set out in the Notice of EGM dated 13 January 2015 was duly passed by Shareholders in accordance with the requirements of Rule 1307 of the Listing Manual.

Further, the Offeror has on 16 February 2016 received valid acceptances of the Exit Offer which together with the Shares already owned, controlled or agreed to be acquired by the Offeror, result in the Offeror holding such number of Shares carrying more than 50% of the voting rights attributable to the issued share capital of the Company.

Accordingly, the Delisting Proposal Conditions have been fulfilled.

3. EXIT OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS

As the Delisting Proposal Conditions in respect of the Exit Offer have been fulfilled, RHBSEC wishes to announce, for and on behalf of the Offeror that **all the conditions to the Exit Offer have been satisfied and the Exit Offer has become and is hereby declared unconditional in all respects.**

4. LEVEL OF ACCEPTANCES AND AGGREGATE SHAREHOLDING

In accordance with Rule 28.1 of the Code, RHBSEC wishes to announce, for and on behalf of the Offeror, as follows:

4.1. Shares held before the Joint Announcement Date.

Prior to the Joint Announcement Date:

- (i) the Offeror did not hold any Shares; and
- (ii) the parties acting or deemed to be acting in concert with the Offeror held an aggregate of 175,231,193 Shares, representing approximately 67.7164% of the total number of Shares.

4.2. Shares acquired or agreed to be acquired after the Joint Announcement Date and up to 5.00 p.m. (Singapore time) on 16 February 2016. Following the Joint Announcement Date and up to 5.00 p.m. (Singapore time) on 16 February 2016, other than pursuant to valid acceptances of the Exit Offer:-

- (i) the Offeror has not acquired or agreed to acquire any Shares;
- (ii) the parties acting or deemed to be acting in concert with the Offeror have acquired or agreed to acquire 24,529,400 Shares (excluding Shares sold by Concert Parties to PBS), representing approximately 9.4791% of the total number of issued Shares; and

4.3. Acceptances of the Exit Offer. As at 5.00 p.m. (Singapore time) on 16 February 2016, the Offeror has received valid acceptances in respect of an aggregate of:

- (i) 199,730,593 Shares, representing approximately 77.1839% of the total number of issued Shares from parties acting or deemed to be acting in concert with the Offeror; and
- (ii) 42,209,347 Shares, representing approximately 16.3114% of the total number of issued Shares from Shareholders other than parties acting or deemed to be acting in concert with the Offeror.

4.4. Aggregate holdings of the Offeror. Accordingly, as at 5.00 p.m. (Singapore time) on 16 February 2016, the total number of (A) valid acceptances to the Exit Offer; and (B) Shares owned, controlled or agreed to be acquired by the Offeror and parties acting or deemed to be acting in concert with it, amount to an aggregate of 241,969,940 Shares, representing approximately 93.5069% of the total number of issued Shares.

5. SETTLEMENT

As the Exit Offer is declared unconditional in all respects, remittances for the appropriate amounts will be despatched to accepting Shareholders as soon as practicable but in any event:

- (a) in respect of acceptances of the Exit Offer which are valid and complete in all respects and are received on or before the date on which the Exit Offer becomes or is declared unconditional in all respects, within ten (10) days of that date; or
- (b) in respect of acceptances of the Exit Offer which are valid and complete in all respects

and are received after the Exit Offer becomes or is declared unconditional in all respects, but on or before the Closing Date, within ten (10) days of the date of such receipt.

6. DATE OF CLOSE OF EXIT OFFER

The Exit Offer will close at **5.30 p.m. (Singapore time) on 18 February 2016** or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

Shareholders should note that the Company will be delisted from the Official List of the SGX-ST after the close of the Exit Offer.

The Company will make a definitive announcement of the date on which the Shares will be delisted and withdrawn from the Official List of the SGX-ST in due course.

7. NO INCREASE IN OFFER PRICE

The offer price for each Offer Share is **S\$0.30 in cash**.

As previously announced on 8 December 2015, the Offeror does not intend to revise or increase the Exit Offer Price. **Accordingly, the Exit Offer Price will not be revised or increased under any circumstances.**

8. COMPULSORY ACQUISITION

As stated in the Exit Offer Letter, in the event that the Offeror acquires 90% or more of the Shares (other than those already held by the Offeror, its related corporations and their respective nominees as at the date of the Exit Offer and excluding any Shares held by the Company as treasury shares), the Offeror intends to exercise the right to compulsorily acquire all the Shares of Shareholders who have not accepted the Exit Offer (the “**Dissenting Shareholders**”) at a price equal to the Exit Offer Price.

As at the date of this Announcement, the Offeror has acquired Shares, by virtue of valid acceptances of the Exit Offer, in respect of 90% or more of all the issued Shares. Accordingly, the Offeror is entitled to, and will in due course, exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to acquire all the Shares held by the Dissenting Shareholders.

A notice will be sent to Dissenting Shareholders in the form prescribed under the Companies Act. The Offeror will exercise its right of compulsory acquisition to acquire all the Shares held by the Dissenting Shareholders after the expiry of one (1) month from the date on which the notice is given. Thereafter, remittances for the appropriate amount payable will be despatched to the Dissenting Shareholders to the address as it appears in the records of CDP and/or as it appears in the register as maintained by the Registrar.

Shareholders who did not accept the Exit Offer also have a corresponding right, under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares at the Exit Offer Price by serving notice requiring the Offeror to do so. Shareholders who do not accept the Exit Offer and who wish to exercise their rights under Section 215(3) of the Companies Act are advised to seek their own independent professional advice.

9. RESPONSIBILITY STATEMENT

The Offeror Directors (including any Offeror Director who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed herein (other than those relating to the Company and its subsidiaries (the “**Group**”)) are fair and accurate and that there are no other material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Where any information in this announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Group, the sole responsibility of the Offeror Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement. The Offeror Directors jointly and severally accept responsibility accordingly.

Issued by

RHB Securities Singapore Pte. Ltd.

For and on behalf of

Rumakita Investments Pte. Ltd.

16 February 2016