

VOLUNTARY UNCONDITIONAL CASH OFFER

by



Oversea-Chinese Banking Corporation Limited

(Incorporated in the Republic of Singapore)

Company Registration No. 193200032W

for and on behalf of

Lee Kim Tah Investments Pte Ltd

(Incorporated in the Republic of Singapore)

Company Registration No. 198101733K

to acquire all the issued ordinary shares
in the capital of

Lee Kim Tah Holdings Limited

(Incorporated in the Republic of Singapore)

Company Registration No. 198200554E

ANNOUNCEMENT RELATING TO (1) DEALINGS BY THE OFFEROR AND (2) RULE 1303(1) OF THE LISTING MANUAL

1. INTRODUCTION

Oversea-Chinese Banking Corporation Limited ("**OCBC Bank**") refers to the offer announcement dated 25 September 2014 and the offer document dated 16 October 2014 (the "**Offer Document**") in connection with the voluntary conditional cash offer (the "**Offer**") by Lee Kim Tah Investments Pte Ltd (the "**Offeror**") for all the issued ordinary shares ("**Shares**") in the capital of Lee Kim Tah Holdings Limited ("**LKTHL**"), including all the Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror but excluding those already owned, controlled or agreed to be acquired by the Offeror.

All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document.

2. DEALINGS BY THE OFFEROR

Pursuant to Rule 12.1 of the Singapore Code on Take-overs and Mergers, OCBC Bank wishes to announce, for and on behalf of the Offeror, that the Offeror has acquired¹ the following Shares on 17 November 2014 (the “**Acquired Shares**”) on the Singapore Exchange Securities Trading Limited, details of which are set out below:

S/N	Description	
1.	Total number of Acquired Shares	10,000
2.	Percentage of the total number of Shares ⁽¹⁾ constituted by the Acquired Shares	0.002% ⁽²⁾
3.	Consideration paid per Share for the Acquired Shares, excluding brokerage fee, clearing fee and applicable tax	S\$1.08

Notes:

(1) References to the total number of Shares in this Announcement is based on 505,442,835 Shares (excluding treasury shares) as at the date of this Announcement.

(2) Rounded to the nearest 3 decimal places.

3. LEVEL OF ACCEPTANCES AND SHAREHOLDING

OCBC Bank wishes to announce, for and on behalf of the Offeror, that:

- (a) **Acceptances of the Offer.** As at 5.00 p.m. on 17 November 2014, the Offeror has received valid acceptances in respect of 102,197,347 Shares, representing approximately 20.22 per cent. of the issued share capital of LKTHL (which includes acceptances by concert parties of the Offeror in respect of 75,368,112 Shares, representing approximately 14.91 per cent. of the issued share capital of LKTHL).
- (b) **Shares held prior to the Offer Announcement Date.** As at the Offer Announcement Date, the Offeror and parties acting or deemed to be acting in concert with the Offeror held in aggregate 436,777,430 Shares, representing 86.41 per cent. of the issued Shares.
- (c) **Shares acquired or agreed to be acquired after the Offer Announcement Date and up to 5.00 p.m. on 17 November 2014 (other than pursuant to valid acceptances of the Offer).** Between the date of the Offer Announcement and 5.00 p.m. on 17 November 2014, the Offeror and parties acting or deemed to be acting in concert with the Offeror have acquired or agreed to acquire an aggregate of 146,000 Shares, representing approximately 0.03 per cent. of the issued Shares.

¹ In this Announcement, Shares agreed to be acquired pursuant to a trade on the SGX-ST on a trade date are regarded as Shares already acquired on that trade date, notwithstanding that settlement of that trade will occur three market days later.

- (d) **Resultant Shareholding of Shares as at 5.00 p.m on 17 November 2014.**
As at 5.00 p.m. on 17 November 2014, the Offeror and parties acting or deemed to be acting in concert with it own, control, acquired or have agreed to acquire an aggregate of 463,752,665 Shares, representing approximately 91.75 per cent. of the issued Shares.

4. RULE 1303(1) OF THE LISTING MANUAL

On 10 November 2014, OCBC Bank announced, for and on behalf of the Offeror, that the Offer had become unconditional as of 10 November 2014. As at 10 November 2014, the Offeror and parties acting or deemed to be acting in concert with the Offeror owned, controlled, acquired or had agreed to acquire an aggregate of 455,086,444 Shares, representing approximately 90.04 per cent. of the issued Shares.

Pursuant to Rule 1303(1) of the Listing Manual of the SGX-ST, if the Offeror succeeds in garnering acceptances exceeding 90 per cent. of the issued Shares (excluding treasury shares), the SGX-ST may suspend trading of LKTHL at the close of the Offer.

The Offeror intends to privatise LKTHL. It is therefore not the intention of the Offeror to preserve the listing status of LKTHL and the Offeror does not intend to take any steps for any trading suspension in the Shares to be lifted in the event that, *inter alia*, less than 10 per cent. of the total issued Shares (excluding treasury shares) are held in public hands.

5. RESPONSIBILITY STATEMENT

The directors of the Offeror (who may each 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 publicly available sources (including, without limitation, in relation to LKTHL or its subsidiaries), the sole responsibility of the directors of the Offeror have 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.

Issued by

Oversea-Chinese Banking Corporation Limited

For and on behalf of
Lee Kim Tah Investments Pte Ltd

17 November 2014
Singapore