

COMPANY NAME : TEXCHEM RESOURCES BHD. (“TRB”)
STOCK NAME : TEXCHEM
DATE OF : 7 SEPTEMBER 2015
ANNOUNCEMENT
SUBJECT : FURTHER ANNOUNCEMENT
DIRECTED DELISTING OF AND PROPOSED EXIT
OFFER FOR TEXCHEM-PACK HOLDINGS (S) LTD.
(“TXPHS”)

We refer to TRB’s announcements released on 5 August 2015 and 6 August 2015 on the above subject matter. Unless stated otherwise, all definitions used herein shall have the same meanings as set out in the said announcement.

The Board of Directors of TRB wishes to announce that we have been informed on 7 September 2015 that the Securities Industry Council of Singapore (“SIC”) has on 4 September 2015 issued its letter to the Company’s legal adviser for the Exit Offer, Messrs Morgan Lewis Stamford LLC (“Legal Adviser”) where SIC’s letter set out, *inter alia*, as follows:

(A) the Exit Offer is exempted from the following provisions of the Singapore Code on Take-overs and Mergers (“Code”):-

- (a) Rule 20.1 of the Code on keeping the Exit Offer open for 14 days after it is revised;
- (b) Rule 22 of the Code on the offer timetable;
- (c) Rule 28 of the Code on acceptances; and
- (d) Rule 29 of the Code on the right of acceptors to withdraw their acceptances,

subject to:

- (i) disclosure in the Exit Offer document of :
 - (a) the consolidated net tangible assets (“NTA”) per share of the group comprising TXPHS, its subsidiaries and associated companies based on the latest published accounts prior to the date of the Exit Offer document; and
 - (b) particulars of all known material changes as of the latest practicable date which may affect the consolidated NTA per share referred to in the item A(i)(a) above or a statement that there are no such known material changes; and
 - (ii) the Exit Offer being kept open for at least 28 days after the despatch of the Exit Offer documents.
- (B) Brian Tan Guan Hooi, Yap Kee Keong and Dr. Yuma Konishi are exempted from the requirement to make a recommendation on the Exit Offer to the shareholders of TXPHS as they face irreconcilable conflicts of interests in doing so being concert parties of TRB. They must, nonetheless, still assume responsibility for the accuracy of facts stated or opinions expressed in documents and advertisements issued by, or on behalf of, TXPHS in connection with the Exit Offer.

The Legal Adviser will submit further information in respect of Soh Chiaw Guan to SIC to seek exemption for Mr Soh from the requirement to make a recommendation on the Exit Offer to the shareholders of TXPHS as he faces irreconcilable conflicts of interests in doing so being concert party of TRB.

TRB will make further announcements as soon as practicable after the receipt of the further confirmations from the SIC.

This announcement is dated 7 September 2015.