

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION. THIS ANNOUNCEMENT SHALL NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO SUBSCRIBE FOR OR BUY SECURITIES IN ANY JURISDICTION, INCLUDING IN THE UNITED STATES.

Any inquiries 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.

MANDATORY UNCONDITIONAL CASH OFFER

by



OVERSEA-CHINESE BANKING CORPORATION LIMITED

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

for and on behalf of

GRAND SLAM RF18 INVESTMENTS PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 201707885R)

for all the issued ordinary shares in the capital of



NOBEL DESIGN HOLDINGS LTD

(Incorporated in the Republic of Singapore)
(Company Registration No.: 198104591E)

other than those held in treasury and those already owned, controlled or agreed to be acquired by
Grand Slam RF18 Investments Pte. Ltd.

LEVEL OF ACCEPTANCES AS AT 4 JULY 2017

GRAND SLAM RF18 INVESTMENTS PTE. LTD. (THE “OFFEROR”) AND ITS CONCERT PARTIES OWN, AND OFFEROR HAS RECEIVED ACCEPTANCES IN RESPECT OF, IN AGGREGATE, APPROXIMATELY 89.52% OF NOBEL DESIGN HOLDINGS LTD (THE “COMPANY”) AS AT 4 JULY 2017

1. INTRODUCTION

Oversea-Chinese Banking Corporation Limited (“**OCBC Bank**”) refers to:

- (a) the mandatory unconditional cash offer (the “**Offer**”) announced on 2 May 2017 (the “**Offer Announcement Date**”) by OCBC Bank, for and on behalf of the Offeror, for all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of the Company, other than those already owned, controlled or agreed to be acquired by the Offeror as at the Offer Announcement Date, but including Shares owned, controlled or agreed to

be acquired by parties acting or deemed to be acting in concert with the Offeror ("**Concert Parties**");

- (b) the formal document dated 23 May 2017 containing the terms and conditions of the Offer issued by OCBC Bank, for and on behalf of the Offeror (the "**Offer Document**"), which was despatched to the shareholders of the Company ("**Shareholders**") on 23 May 2017; and
- (c) the announcement released on 19 June 2017 by OCBC Bank, for and on behalf of the Offeror, in relation to the extension of the offer period and the final Closing Date of the Offer to 11 July 2017.

Unless otherwise defined, capitalised terms in this Announcement shall bear the same meaning as set out in the Offer Document.

2. LEVEL OF ACCEPTANCES OF THE OFFER AND THE OPTIONS PROPOSAL

- 2.1 Shares.** OCBC Bank wishes to announce, for and on behalf of the Offeror, that the number of Shares owned, controlled, acquired or agreed to be acquired by the Offeror and Concert Parties (either before or during the Offer and pursuant to the Offer or otherwise, including valid acceptances of the Offer received by the Offeror) as at 5.00 p.m. (Singapore time) on 4 July 2017 is as follows:

	Number of Shares	Approximate percentage of the total Shares (%) ¹
Shares owned, controlled or agreed to be acquired as at the Offer Announcement Date by:		
(a) Offeror	50,482,000	23.03
(b) Concert Parties	90,678,600	41.36
Shares acquired or agreed to be acquired between the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 4 July 2017 (other than pursuant to valid acceptances of the Offer) by:		
(a) Offeror	0	0
(b) Concert Parties	0	0

¹ Calculated based on 219,228,686 Shares (excluding treasury shares) and rounded to the nearest two (2) decimal places.

Valid acceptances of the Offer as at 5.00 p.m. (Singapore time) on 4 July 2017 received from:		
(a) Shareholders (other than Concert Parties)	55,092,720	25.13
(b) Concert Parties ²	90,566,400	41.31
Shares owned, controlled or agreed to be acquired by <u>the Offeror</u> (including valid acceptances of the Offer) as at 5.00 p.m. (Singapore time) on 4 July 2017	196,141,120	89.47
Shares owned, controlled or agreed to be acquired by <u>the Offeror and its Concert Parties</u> (including valid acceptances of the Offer) as at 5.00 p.m. (Singapore time) on 4 July 2017	196,253,320	89.52

2.2 Options.

2.2.1 OCBC Bank wishes to announce, for and on behalf of the Offeror, that the Offeror has received acceptances in respect of the Options Proposal of an aggregate of 2,545,000 Options as at 5.00 p.m. (Singapore time) on 4 July 2017.

2.2.2 The breakdown of valid acceptances of the Options Proposal received from the Option Holders (other than Concert Parties) and Concert Parties as at 5.00 p.m. (Singapore time) on 4 July 2017 is as follows:

	Number of Options	Approximate percentage of the total Options (%) ³
Options owned as at the Offer Announcement Date by:		
(a) Offeror	0	0
(b) Concert Parties	487,000	18.59

² Based on the latest information available to the Offeror and to the best of the Offeror's knowledge, valid acceptances of 90,566,400 Shares have been received from the Concert Parties.

³ Calculated based on 2,620,000 outstanding Options as at the Latest Practicable Date and rounded to the nearest two (2) decimal places.

Valid acceptances of the Options Proposal as at 5.00 p.m. (Singapore time) on 4 July 2017 received from:		
(a) Option Holders (other than Concert Parties)	2,058,000	78.55
(b) Concert Parties	487,000	18.59
Valid acceptances of the Options Proposal as at 5.00 p.m. (Singapore time) on 4 July 2017	2,545,000	97.14

3. RESULTANT HOLDINGS

- 3.1 Shares.** As at 5.00 p.m. (Singapore time) on 4 July 2017, the total number of: (a) Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties; and (b) valid acceptances of the Offer, amount to an aggregate of 196,253,320 Shares, representing approximately 89.52 per cent. of the total number of Shares.
- 3.2 Options.** As at 5.00 p.m. (Singapore time) on 4 July 2017, the Offeror has received acceptances in respect of the Options Proposal of an aggregate of 2,545,000 Options, representing 97.14 per cent. of the total number of Options.

4. RESPONSIBILITY STATEMENT

The Directors (including any Director who has 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. The Directors jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is 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
Grand Slam RF18 Investments Pte. Ltd.

4 July 2017

Any inquiries 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.