



SIM LIAN GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 200004760C)

VOLUNTARY CONDITIONAL CASH OFFER FOR SIM LIAN GROUP LIMITED - OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS

*Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the announcement 9 August 2016 issued by the Company relating to the Offer for all the Shares in the capital of the Company (the “**Offeree Announcement**”).*

1. INTRODUCTION

The Board of Sim Lian Group Limited (the “**Company**”) refers to the announcement dated 5 September 2016 issued by OCBC Bank, for and on behalf of the Offeror, declaring the Offer unconditional in all respects (the “**Offer Declared Unconditional Announcement**”).

2. AGGREGATE INTEREST OF THE OFFEROR

Based on the Offer Declared Unconditional Announcement, as at 5.00 p.m. on 5 September 2016, 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 906,270,500 Shares, representing approximately **90.10%** of the total number of Shares.

Accordingly, the minimum acceptance condition to the Offer has been fulfilled and the Offer was therefore declared unconditional in all respects.

3. FINAL CLOSING DATE AND SHUT-OFF NOTICE

Pursuant to Rule 22.6 of the Code, as the Offer is declared to be unconditional as to acceptances, the Offer will remain open for acceptance for not less than 14 days after the date on which it would otherwise have closed, in order to give Shareholders who have not accepted the Offer the opportunity to do so.

As the Offer has become unconditional as to acceptances, accordingly, the Offer will remain open for acceptance until **5.30 p.m. (Singapore time) on 10 October 2016** (the “**Final Closing Date**”).

The Offeror has announced that it has no intention of extending the Offer beyond the Final Closing Date and has given notice that the Offer will not be open for acceptance beyond 5.30 p.m. (Singapore time) on the Final Closing Date. Acceptances received after 5.30 p.m. (Singapore time) on the Final Closing Date will be rejected.

4. PUBLIC FLOAT AND LISTING STATUS

The number of shares in public¹ hands as at the date of this Announcement is less than 10% of the Shares in issue (excluding treasury shares).

Under Rule 1303(1) of the Listing Manual, in a take-over situation, where the Offeror succeeds in garnering acceptances exceeding 90% of the Shares (excluding Shares held in treasury), thus causing the percentage of Shares (excluding Shares held in treasury) held in public hands to fall below 10%, the SGX-ST will suspend trading of the listed securities only at the close of the take-over offer.

As stated in the Offer Declared Unconditional Announcement, the Offeror intends to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer and proceed to delist the Company from the SGX-ST.

It is therefore not the intention of the Offeror to preserve the listing status of the Company and the Offeror does not intend to undertake or support any action for any trading suspension of the Shares by the SGX-ST in the manner described above to be lifted. Shareholders should note that the SGX-ST will suspend trading of the Shares after the close of the Offer at 5.30pm on the Final Closing Date.

5. RESPONSIBILITY STATEMENT

The Directors (including any Director who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated 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, the Offer Announcement), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

BY ORDER OF THE BOARD

Mr Tan Hong Bak
Independent and Non-Executive Director,
Chairman of the Audit Committee

6 September 2016

¹ "Public" means persons other than:-

- (a) directors, chief executive officer, substantial shareholders, or controlling shareholder of the issuer or its subsidiary companies; and
- (b) associates of the persons in paragraph (a).