



SIM LIAN GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200004760C)

VOLUNTARY CONDITIONAL CASH OFFER FOR SIM LIAN GROUP LIMITED – DESPATCH OF OFFEREE CIRCULAR

1. Introduction

The Board of Directors (the “**Board**”) of Sim Lian Group Limited (the “**Company**”) refers to:

- (a) the announcement dated 8 August 2016 made by Oversea-Chinese Banking Corporation Limited (“**OCBC Bank**”), for and on behalf of Coronation 3G Pte. Ltd. (the “**Offeror**”), in respect of a voluntary conditional cash offer (the “**Offer**”) 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 date of the Offer, but including issued Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror;
- (b) the announcement dated 9 August 2016 made by the Company informing the shareholders of the Company (the “**Shareholders**”) of the Offer;
- (c) the announcement dated 29 August 2016 made by OCBC Bank for and on behalf of the Offeror, in relation to the despatch of the formal document dated 29 August 2016 containing the terms and conditions of the Offer (the “**Offer Document**”);
- (d) the announcement dated 29 August 2016 made by the Company, in relation to the despatch of the Offer Document;
- (e) the announcement dated 5 September 2016 made by OCBC Bank for and on behalf of the Offeror, that the Offer has been declared unconditional in all respects (the “**Unconditional Offer Announcement**”); and
- (f) the announcements dated 6 September 2016 made by the Company, in relation to the Unconditional Offer Announcement.

2. Despatch of Offeree Circular

The Board wishes to announce that the Company has today dispatched a circular to the Shareholders in relation to the Offer (the “**Offeree Circular**”). The Offeree Circular contains, amongst other things, the opinion of PricewaterhouseCoopers Corporate Finance Pte Ltd, the independent financial adviser (the “**IFA**”) to the directors of the Company who are considered independent for the purpose of making recommendations to the Shareholders in respect of the Offer (the “**Independent Directors**”), and the recommendation of the Independent Directors in respect of the Offer, in accordance with the Singapore Code on Take-overs and Mergers.

Shareholders are advised to read and consider the Offeree Circular (in particular, the advice of the IFA to the Independent Directors, as well as the recommendation of the Independent Directors) carefully. Shareholders who are in any doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

An electronic copy of the Offeree Circular is also available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

Shareholders who do not receive the Offeree Circular within a week from the date hereof may obtain a copy of it from the office of the share registrar of the Company, at the following address:

Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place #32-01
Singapore Land Tower
Singapore 048623

Copies of the Offeree Circular will be made available during normal business hours on any day (other than a public holiday, Saturday or Sunday), up to the closing date of the Offer at 5.30 p.m. (Singapore time) on 10 October 2016.

3. 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, 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

9 September 2016