

FISCHER TECH LTD
Company Registration No. 199404532R
(Incorporated in Singapore)

**PROPOSED ACQUISITION BY FT HOLDING II LIMITED
OF ALL THE ISSUED AND PAID-UP ORDINARY SHARES
IN THE CAPITAL OF FISCHER TECH LTD BY WAY OF A SCHEME OF
ARRANGEMENT**

WAIVER OF RULE 705(3)(B) OF THE LISTING MANUAL OF THE SGX-ST (“LISTING MANUAL”)

1. Introduction

Fischer Tech Ltd (the “**Company**”) refers to:

- (a) the announcement dated 24 August 2017 released by the Company in relation to the delisting of the Company from the Official List of the SGX-ST upon the Scheme (as defined below) becoming effective and binding in accordance with its terms;
- (b) the scheme document (the “**Scheme Document**”) despatched on 20 September 2017 to shareholders of the Company (“**Shareholders**”) in relation to the proposed acquisition of all the issued and paid-up ordinary shares in the capital of the Company (the “**Shares**”) by FT Holding II Limited, a special purpose company incorporated under the laws of the Cayman Islands, which is an indirect wholly-owned subsidiary of investment funds and entities affiliated with and advised by Platinum Equity Advisors, LLC, by way of a scheme of arrangement (the “**Scheme**”) in accordance with Section 210 of the Companies Act, Chapter 50 of Singapore and the Singapore Code on Take-overs and Mergers; and
- (c) the announcement dated 10 October 2017 released by the Company in relation to the sanction of the Scheme by the Court.

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

2. Rule 705(3)(b) of the Listing Manual

Under Rule 705(3)(b) of the Listing Manual, an issuer is required to announce the financial statements for the first half of the financial year immediately after the figures are available, but in any event not later than 45 days after the relevant financial period.

The most recently completed financial year of the Company ended on 31 March 2017. In view of Rule 705(3)(b) of the Listing Manual, the Company is required to announce the first half financial statements for the half year ended 30 September 2017 (“**6M2017**”) immediately after the figures are available, but in any event not later than 14 November 2017, being 45 days after 6M2017.

3. Application for Waiver of Rule 705(3)(b) of the Listing Manual

The Company had on 9 October 2017 submitted an application to the SGX-ST seeking a waiver from the requirement to comply with Rule 705(3)(b) of the Listing Manual to announce the 6M2017 financial statements ("**Rule 705(3)(b) Waiver**").

The Rule 705(3)(b) Waiver was sought from the SGX-ST in order not to incur further additional compliance costs on the following grounds:

- (a) the SGX-ST has advised that it has no objection to the Company's application to delist from the Official List of the SGX-ST, subject to, *inter alia*, approval of the Scheme by Shareholders and the Court;
- (b) Shareholders approved the Scheme at the Scheme Meeting held on 6 October 2017; and
- (c) Shareholders are unlikely to be prejudiced by the non-release of the announcement in relation to the 6M2017 financial statements as, in accordance with the expected timetable, trading of the Shares is expected to be suspended on 27 October 2017 and will remain suspended until the Company is delisted, and the Company is expected to be delisted on or about 14 November 2017.

4. Receipt of Approval from the SGX-ST

The Company wishes to announce that the SGX-ST has on 16 October 2017 advised that it has no objections to granting the Rule 705(3)(b) Waiver, subject to the following:

- (a) the Company announcing the Rule 705(3)(b) Waiver granted, the reasons for seeking the Rule 705(3)(b) Waiver and the conditions as required under Rule 107 of the Listing Manual;
- (b) submission of a written confirmation from the Company that the Rule 705(3)(b) Waiver does not contravene any laws and regulations governing the Company and the articles of association of the Company;
- (c) submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Company; and
- (d) sanction of the Scheme by the Court.

As previously announced, the Court has sanctioned the Scheme on 10 October 2017. In connection with the Rule 705(3)(b) Waiver, the Company will provide a confirmation of the matters set out in paragraphs 4.1(b) and 4.1 (c) above to the SGX-ST.

5. Key Events and Indicative Dates

As set out in the Scheme Document, Shareholders are reminded to note the expected dates for the following events:

Last day for trading of Shares on the SGX-ST	:	27 October 2017
Books Closure Date	:	1 November 2017 at 5.00pm
Expected Relevant Date	:	1 November 2017 ⁽¹⁾
Expected Effective Date	:	2 November 2017 ⁽²⁾
Expected date for the payment of the Scheme Consideration	:	By 13 November 2017
Expected date for the delisting of the Shares	:	After payment of the Scheme Consideration

Note:

- (1) Assuming that the Effective Date is 2 November 2017.
- (2) The Scheme will only become effective and binding upon lodgement of the Court Order with ACRA. The Court Order will be lodged with ACRA after the satisfaction (or, where applicable, waiver) of all the Scheme Conditions, a list of which is set out in **Appendix 7** to the Scheme Document.

The above dates are indicative only and may be subject to change. Please refer to future announcement(s) by the Company and/or the Singapore Exchange Securities Trading Limited for the exact dates of these events.

6. Directors' Responsibility Statement

The directors of the Company (including any who may have delegated detailed supervision of the preparation 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, where appropriate, no material facts have been omitted from this Announcement, and the directors of the Company 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 of the Company has been to ensure that, through reasonable enquires, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

BY ORDER OF THE BOARD

Foo Meng Tong
Chairman
16 October 2017