

NSL LTD.

(Incorporated in Singapore)
Company Registration No. 196100107C

ANNOUNCEMENT

COMPLETION OF THE PROPOSED DISPOSAL OF THE DRY MIX BUSINESS IN SINGAPORE, HONG KONG, CHINA AND MALAYSIA

1. INTRODUCTION

The board of directors (the “**Board**”) of NSL Ltd. (“**NSL**” or the “**Company**”) refers to:

- (i) the proposed sale of:
 - (a) 5,880,000 ordinary shares representing the entire issued and paid-up share capital of Emix Industry (S) Pte. Ltd. (“**Emix Singapore**”) by Eastern Pretech Pte Ltd (“**Eastern Pretech Singapore**”), an indirect wholly-owned subsidiary of the Company, to Saint-Gobain Produits pour la Construction S.A.S (“**SGPPC**”);
 - (b) 18,000,000 ordinary shares representing 80 per cent. of the issued and paid-up share capital of Emix Industry (HK) Limited (“**Emix Industry HK**”) by Eastern Pretech Singapore to SGPPC. Emix Industry HK holds, directly or indirectly:
 - (I) the entire issued and paid-up share capital of Emix (HK) Limited 美特耐(香港)有限公司, Emix (China) Limited 美特耐(中國)有限公司, Eastern Gotech (Guangzhou) Limited 高迪建材(广州)有限公司 and Emix Industry (Guangzhou) Ltd 美特耐新型建材(广州)有限公司 (collectively, the “**Subsidiaries**”); and
 - (II) 40 per cent. of the issued and paid-up share capital of Yue Fung (China) Limited 裕豐建材(中國)有限公司 and 云浮市美特耐新型建材有限公司; and
 - (c) 12,031,238 ordinary shares of Ringgit Malaysia 1.00 each representing the entire issued and paid-up share capital of Emix Industry (M) Sdn Bhd (“**Emix Malaysia**”) by Eastern Pretech (Malaysia) Sdn Bhd (“**Eastern Pretech Malaysia**”) and together with Eastern Pretech Singapore, the “**Relevant Sellers**”), an indirect wholly-owned subsidiary of the Company, to Saint-Gobain Malaysia Sdn. Bhd. (“**SGMY**” and together with SGPPC, the “**Relevant Purchasers**”), a direct wholly-owned subsidiary of SGPPC, (collectively, the “**Proposed Transaction**”);
- (ii) the conditional framework share purchase agreement dated 4 November 2016 entered into among NSL, Eastern Pretech Singapore, Eastern Pretech Malaysia, SGPPC and SGMY in connection with the Proposed Transaction (the “**Agreement**”);

- (iii) the announcement dated 4 November 2016 made by the Company (the “**Proposed Transaction Announcement**”) in connection with the Proposed Transaction; and
- (iv) the announcement dated 1 December 2016 made by the Company (the “**SGX Waiver Announcement**”) in relation to its receipt of the confirmation from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) that the SGX-ST has no objections to the Company’s application to seek Shareholders’ ratification of the Proposed Transaction under Rule 1014(2) of the Listing Manual of the SGX-ST (the “**SGX Waiver**”), subject to certain conditions, including, *inter alia*, the submission of a written undertaking from the Company that it will seek Shareholders’ ratification of the Proposed Transaction at a General Meeting to be held within three months from the date of the SGX Waiver.

All capitalised terms used and not defined herein shall have the same meanings given to them in the Proposed Transaction Announcement and the SGX Waiver Announcement.

2. COMPLETION

- 2.1 As set out in the Proposed Transaction Announcement, completion of the Proposed Transaction (“**Closing**”) is subject to and conditional upon various conditions precedent (“**Conditions**”), including, *inter alia*, the approval of Shareholders for the Proposed Transaction at an extraordinary general meeting of NSL to be convened prior to Closing.
- 2.2 Following the receipt of the SGX Waiver by the Company, the Relevant Sellers have on 6 December 2016 waived the Condition relating to Shareholders’ approval in accordance with the terms of the Agreement, and have on 6 December 2016 furnished the Pre-completion Notice to the Relevant Purchasers. Accordingly, the Board wishes to announce that all the Conditions have been satisfied or waived pursuant to the terms of the Agreement and Closing has taken place today.
- 2.3 As a result of Supplementary Notice on Foreign Exchange Administration Rules – Measures to Promote the Development of Malaysian Financial Market, issued by the Bank Negara Malaysia on 2 December 2016 and with an effective date of 5 December 2016, which introduced restrictions on payments between Malaysian-domiciled entities made in foreign currencies, the Company has on 13 December 2016 entered into a Deed of Amendment relating to the Agreement with Eastern Pretech Singapore, Eastern Pretech Malaysia, SGPPC and SGMY, under which the Parties agreed, *inter alia*, that the amount to be paid by SGMY to Eastern Pretech Malaysia on Closing shall be paid in Ringgit Malaysia (“**RM**”).
- 2.4 As mutually agreed between the Relevant Sellers and the Relevant Purchasers:
 - (i) SGPPC has today paid to Eastern Pretech Singapore S\$124,166,800, being an amount equal to:
 - (a) its respective portion(s) of the Bid Amount, as allocated under the terms of the Agreement;
 - minus
 - (b) (I) the Estimated Net Debt of Emix Singapore and (II) 80 per cent. of the Estimated Net Debt of Emix Industry HK and its Subsidiaries (as applicable), each as notified by the Relevant Sellers to the Relevant Purchasers in the Pre-completion Notice; and

(ii) SGMY has today paid to Eastern Pretech Malaysia RM83,492,958¹, being an amount equal to:

(a) its respective portion(s) of the Bid Amount, as allocated under the terms of the Agreement;

minus

(b) the Estimated Debt of Emix Malaysia, as notified by the Relevant Sellers to the Relevant Purchasers in the Pre-completion Notice.

2.5 Following Closing, the Relevant Sellers no longer hold any interest in any of Emix Singapore, Emix Industry HK and its Subsidiaries and Emix Malaysia (collectively, the “**Relevant Companies**”), and each of the Relevant Companies has ceased to be a member of the NSL group comprising the Company and its subsidiaries.

BY ORDER OF THE BOARD

Lim Su-Ling
Company Secretary
Singapore, 14 December 2016

¹ Equivalent to SGD26,676,000 (based on an exchange rate of RM1 = SGD 0.3195)