



SIM LIAN GROUP LIMITED

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

APPROVAL FOR THE DELISTING OF SIM LIAN GROUP LIMITED AND WAIVER OF RULES 1307, 705(2) AND 707 OF THE LISTING MANUAL OF THE SGX-ST

*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 Offeree Announcement and 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**”).

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.

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 on the same terms as those offered under the Offer (the “**Compulsory Acquisition Exercise**”).

The Company made an application to the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 8 September 2016 to, *inter alia*:

- (a) obtain the SGX-ST’s confirmation that it has no objection to the proposed delisting (the “**Proposed Delisting**”) of the Company from the Official List of the SGX-ST and seek a waiver from the SGX-ST from the requirements under Rule 1307 of the Listing Manual of the SGX-ST (the “**Listing Manual**”); and
- (b) seek a waiver from the SGX-ST from the requirements under Rules 705(2) and 707 of the Listing Manual.

2. DELISTING AND WAIVER OF RULE 1307 OF THE LISTING MANUAL

Pursuant to Rule 1307 of the Listing Manual, the SGX-ST may agree to an application by an issuer to delist from the Official List of the SGX-ST if, *inter alia*, the requirements of Rule 1307 of the Listing Manual are complied with by the issuer (the “**Delisting Application**”).

The Delisting Application was submitted on the following basis:

- (a) Upon completion of the Compulsory Acquisition Exercise, the Company will be wholly-owned by the Offeror and will have no other Shareholders. Any general meeting held by the Company pursuant to Rule 1307 will therefore be a mere formality, given that the Offeror has already disclosed its intention in the Offer Announcement and offer document dated 29 August 2016 to delist the Company. There will also be no other Shareholders to make an exit offer to under Rule 1309.
- (b) The Offeror has already undertaken the Offer, and has received acceptances pursuant thereto of more than 90% of the total number of Shares. Taken together with the Compulsory Acquisition Exercise, the Offeror will have given a cash exit to the Shareholders.

3. WAIVER OF RULES 705(2) AND 707 OF THE LISTING MANUAL

With the end of the Company's financial year being on 30 June, assuming the Company remains listed on the SGX-ST, the Company will be required:

- (a) under Rule 705(2), to announce its financial statements for the three (3) months ended 30 September 2016 within 45 days after the end of the quarter (the "**1Q2017 Financial Statements**"); and
- (b) under Rule 707, to conduct its annual general meeting within four (4) months of the date of 30 June 2016 and to issue its annual general report to the Shareholders and the SGX-ST at least 14 days before the date of its annual general meeting.

The Company applied to the SGX-ST on 8 September 2016 for a waiver of the requirements under Rules 705(2) and 707 of the Listing Manual on the basis that:

- (a) the Company no longer fulfils the free float requirement pursuant to Rule 723 of the Listing Manual; and
- (b) the Offeror intends to undertake the Compulsory Acquisition Exercise to acquire all the Shares from Shareholders who have not accepted the Offer and thereafter delist the Company.

4. TRADING SUSPENSION AND DELISTING

Pursuant to Rule 1303(1) of the Listing Manual and the close of the Offer on 10 October 2016, a request for suspension had been made by the Company on 8 September 2016. Trading in the Shares on the SGX-ST will be suspended with effect from 10 October 2016. The Shares of the Company will be delisted from the Official List of the SGX-ST with effect from the completion of the Compulsory Acquisition Exercise.

5. CONFIRMATION FROM THE SGX-ST

The Board wishes to announce that the SGX-ST had by its letter dated 20 September 2016 informed the Company that it has no objections to:

- (a) the application for a trading suspension at the close of the offer, and the Proposed Delisting upon the completion of the Compulsory Acquisition Exercise, subject to compliance with the SGX-ST's listing requirements;
- (b) the waiver of Rule 1307 of the Listing Manual in connection with the Proposed Delisting of the Company, and that Rule 1309 has been complied with;
- (c) the waiver of Rule 705(2) of the Listing Manual in connection with the announcement of the 1Q2017 Financial Statements; and
- (d) the waiver of Rule 707 of the Listing Manual in connection with conducting an annual general meeting and issuing an annual general report for the financial year ended 30 June 2016,

subject to:-

- (i) the Company announcing the Delisting Application and waivers granted, the reasons for seeking the waivers and the conditions as required under Rule 107 of the Listing Manual;
- (ii) submission of a written confirmation from the Company that the application and the waivers does not contravene any laws and regulations governing the Company and the constitution of the Company; and
- (iii) 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.

The Company will provide the written confirmations requested by the SGX-ST in due course.

6. 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

20 September 2016