

## VOLUNTARY CONDITIONAL CASH OFFER

by



**CIMB BANK BERHAD** (13491-P)  
**Singapore Branch**  
(Incorporated in Malaysia)

for and on behalf of

**ENERGIAN PTE.LTD.**  
(Company Registration No.: 201003499D)  
(Incorporated in the Republic of Singapore)

a wholly-owned subsidiary of

**FALCON ENERGY GROUP LIMITED**  
(Company Registration No.: 200403817G)  
(Incorporated in the Republic of Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of

**CH OFFSHORE LTD.**  
(Company Registration No.: 197600666D)  
(Incorporated in the Republic of Singapore)

other than those already owned, controlled or agreed to be acquired by Energian Pte. Ltd.

### OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS

#### 1. INTRODUCTION

CIMB Bank Berhad, Singapore Branch ("**CIMB**") refers to the offer document dated 29 December 2014 (the "**Offer Document**") in relation to the voluntary conditional cash offer by CIMB, for and on behalf of Energian Pte. Ltd. (the "**Offeror**"), which is a wholly-owned subsidiary of Falcon Energy Group Limited ("**FEG**"), to acquire all the issued and paid-up ordinary shares in the capital of CH Offshore Ltd. ("**CHO**" or the "**Company**") other than those already owned, controlled or agreed to be acquired by the Offeror (the "**Offer Shares**").

Unless otherwise defined, capitalised terms in this Announcement shall bear the same meaning as set out in the Offer Document.

#### 2. OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS

CIMB wishes to announce, for and behalf of the Offeror, that as at 5.00 p.m. on the date of this Announcement, the Offeror has received valid acceptances of the Offer in respect of 233,741,199 Offer Shares which, when taken together with the CHO Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties (either before or during the Offer and pursuant to the Offer or otherwise), result in the Offeror and its Concert Parties holding such number of CHO Shares carrying more than 50% of the voting rights attributable to the issued CHO Shares (excluding any CHO Shares held in treasury).

Accordingly, CIMB wishes to announce, for and on behalf of the Offeror, that the minimum acceptance condition of the Offer has been satisfied and the Offer has therefore become and is hereby declared unconditional in all respects on the date of this Announcement.

### **3. LEVEL OF ACCEPTANCES**

In accordance with Rule 28.1 of the Code, CIMB wishes to announce, for and on behalf of the Offeror, that:

#### **3.1 Acceptances of the Offer**

Based on information provided to the Offeror, as at 5.00 p.m. (Singapore time) on 11 February 2015, the Offeror has received, pursuant to the Offer, valid acceptances in respect of 233,741,199 Offer Shares<sup>1</sup>, representing approximately 33.15% of the total number of issued CHO Shares.<sup>2</sup>

#### **3.2 CHO Shares held before the Offer Period**

As at 11 December 2014, being the Offer Announcement Date, the Offeror and its Concert Parties collectively owned or controlled an aggregate of 205,170,000 CHO Shares, representing approximately 29.10% of the total number of issued CHO Shares.

#### **3.3 Offer Shares acquired or agreed to be acquired during the Offer Period**

From the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 11 February 2015, save for:

- (a) the acceptances tendered pursuant to the Offer stated in paragraph 3.1 above; and
- (b) the acquisition by the Offeror by way of open market purchases on the SGX-ST of an aggregate of 117,800 Offer Shares, representing approximately 0.02% of the total number of issued CHO Shares,

neither the Offeror nor any of its Concert Parties (based on information available to the Offeror as at 5.00 p.m. (Singapore time) on 11 February 2015) has acquired or agreed to acquire any further Offer Shares.

#### **3.4 Aggregate holdings**

Accordingly, based on information provided to the Offeror, as at 5.00 p.m. (Singapore time) on 11 February 2015, the Offeror and its Concert Parties owned, controlled or have agreed to acquire (including by way of valid acceptances of the Offer) an aggregate of 439,028,999 CHO Shares, representing approximately 62.27% of the total number of issued CHO Shares.

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<sup>1</sup> This includes 222,223,692 CHO Shares tendered in acceptance of the Offer by Chuan Hup Holdings Limited and Mr Peh Kwee Chim pursuant to their irrevocable undertakings in favour of the Offeror dated 9 February 2015.

<sup>2</sup> Unless otherwise stated, references in this Announcement to the total number of issued CHO Shares are based on 705,090,514 CHO Shares (based on a search conducted at the Accounting and Corporate Regulatory Authority of Singapore on 11 February 2015). As at the date of this Announcement, the Company does not hold any CHO Shares in treasury.

#### 4. FINAL CLOSING DATE

As announced by CIMB on 9 February 2015 (the “**Revision Announcement**”), the Closing Date for the Offer has been extended to **5.30 p.m. (Singapore time) on 27 February 2015** (the “**Final Closing Date**”).

As stated in the Revision Announcement, the Offeror has no intention to extend the Offer beyond 5.30 p.m. (Singapore time) on the Final Closing Date and had given notice pursuant to Rule 22.6 of the Code that the Offer will not be open for acceptances beyond 5.30 p.m. (Singapore time) on the Final Closing Date, notwithstanding that the Offer may have become or been declared unconditional as to acceptances by then.

**Accordingly, notwithstanding that the Offer has become and been declared unconditional in all respects on the date of this Announcement, there will NOT be any further extension of the Final Closing Date. Acceptances of the Offer received after 5.30 p.m. (Singapore time) on the Final Closing Date will be rejected.**

#### 5. RESPONSIBILITY STATEMENT

The directors of the Offeror and the directors of FEG (including those who may have delegated detailed supervision 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 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, information relating to the CHO Group), the sole responsibility of the directors of the Offeror and the directors of FEG has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

Issued by  
**CIMB Bank Berhad, Singapore Branch**

For and on behalf of  
**Energian Pte. Ltd.**

11 February 2015

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Any inquiries relating to this Announcement or the Offer should be directed during office hours to the following:

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Corporate Finance  
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*Mr Mah Kah Loon*  
*Head, Corporate Finance*

*Ms Tan Cher Ting*  
*Director, Corporate Finance*