

# MANDATORY UNCONDITIONAL CASH OFFER

By

**CHIN BAY CHING**  
(NRIC: S1173413H)

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



**ADVENTUS HOLDINGS LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200301072R)

other than those already owned, controlled or agreed to be acquired by  
Chin Bay Ching and parties acting in concert with him

## DESPATCH OF OFFER DOCUMENT

### 1. INTRODUCTION

- 1.1 **The Offer.** Chin Bay Ching (the "**Offeror**") refers to the announcement dated 12 March 2014 (the "**Offer Announcement**") in relation to the mandatory unconditional cash offer (the "**Offer**") by the Offeror for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of Adventus Holdings Limited (the "**Company**"), other than those Shares owned, controlled or agreed to be acquired, directly or indirectly by the Offeror as at the date of the Offer (the "**Offer Shares**").
- 1.2 **Capitalised Terms.** Unless otherwise defined, capitalised terms in this Announcement shall have the same meanings given to them in the Offer Announcement and the Offer Document (as defined herein).

### 2. DESPATCH OF OFFER DOCUMENT, ESOS OPTIONS PROPOSAL LETTER AND WARRANTS OFFER LETTER

- 2.1 **Despatch.** The Offeror wishes to announce that the following documents have been despatched today:
- (a) in the case of Shareholders whose securities accounts with The Central Depository (Pte) Limited ("**CDP**") are credited with Shares ("**Depositors**"), the offer document dated 26 March 2014 (the "**Offer Document**") which contains, *inter alia*, details of the Offer, together with the accompanying Form of Acceptance and Authorisation ("**FAA**");
  - (b) in the case of Shareholders whose names appear in the register of members of the Company ("**Scrip Shareholders**"), the Offer Document together with the accompanying Form of Acceptance and Transfer ("**FAT**");

- (c) in the case of ESOS Optionholders, the options proposal letter dated 26 March 2014 (the “**ESOS Options Proposal Letter**”) which contains, *inter alia*, details of the ESOS Options Proposal, together with the accompanying acceptance letter; and
- (d) in the case of Warrantholders, the warrants offer letter dated 26 March 2014 (the “**Warrants Offer Letter**”) which contains, *inter alia*, details of the Warrants Offer, together with the accompanying acceptance letter.

2.2 **Electronic Copy.** An electronic copy of the Offer Document will be made available on the website of the Singapore Exchange Securities Trading Limited at [www.sgx.com](http://www.sgx.com).

### 3. REQUEST FOR DOCUMENTS

3.1 **Depositors.** Depositors who do not receive the Offer Document and the FAA within one (1) week from the date hereof should contact CDP immediately at the following addresses:

- (a) from the Despatch Date to 11 April 2014:

4 Shenton Way  
#02-01, SGX Centre 2  
Singapore 068807  
Tel: (65) 6535 7511; and

- (b) from 14 April 2014 onwards:

9 North Buona Vista Drive  
#01-19/20, The Metropolis  
Singapore 138588  
Tel: (65) 6535 7511.

Copies of the FAA may be obtained by Depositors from CDP during normal business hours and up to the Closing Date (as defined in paragraph 4 below), upon production of satisfactory evidence that their securities accounts with CDP are or will be credited with Offer Shares.

3.2 **Scrip Shareholders, ESOS Optionholders and Warrantholders.** Scrip Shareholders, ESOS Optionholders and Warrantholders who do not receive the Offer Document and the FAT, the ESOS Options Proposal Letter, or the Warrants Offer Letter respectively within one (1) week from the date hereof should contact the share registrar of the Company (the “**Share Registrar**”), being Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), at the following address:

**Tricor Barbinder Share Registration Services**

80 Robinson Road  
#02-00  
Singapore 068898  
Tel: +65 6236 3333

Copies of the Offer Document and the FAT, the ESOS Options Proposal Letter and the Warrants Offer Letter may be obtained by Scrip Shareholders, ESOS Optionholders and

Warrantholders respectively from the Share Registrar during normal business hours and up to the Closing Date.

#### 4. CLOSING DATE

4.1 **Closing Date.** The Offer will remain open for acceptance until 5.30 p.m. on 23 April 2014 (the “**Closing Date**”). The Offeror does not intend to extend the Offer beyond the Closing Date. **NOTICE IS HEREBY GIVEN THAT THE OFFER WILL CLOSE AT 5.30 P.M. ON THE CLOSING DATE AND WILL NOT BE OPEN FOR ACCEPTANCE BEYOND 5.30 P.M. ON THE CLOSING DATE AND WILL NOT BE REVISED, SAVE THAT SUCH NOTICE SHALL NOT BE CAPABLE OF BEING ENFORCED IN A COMPETITIVE SITUATION.**

4.2 **Procedure for Acceptance.** Full details of the procedures for acceptance of the Offer are set out in Appendix 4 to the Offer Document, and in the accompanying FAA and/or FAT. Full details of the procedures for acceptance of the ESOS Options Proposal and the Warrants Offer are set out in paragraph 4.2 of the ESOS Options Proposal Letter and paragraph 5 of the Warrants Offer Letter, respectively.

#### 5. CPFIS INVESTORS

Investors who have purchased Shares using their monies pursuant to the Central Provident Fund Investment Scheme (“**CPFIS**”) (“**CPFIS Investors**”) will receive further information on how to accept the Offer from their agent banks included under the CPFIS (“**CPF Agent Banks**”) directly. CPFIS Investors are advised to consult their respective CPF Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors should seek independent professional advice. CPFIS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks. CPFIS Investors who accept the Offer will receive the Offer Price payable in respect of their Offer Shares in their Central Provident Fund investment accounts.

#### 6. OVERSEAS SHAREHOLDERS

6.1 **Availability to Overseas Shareholders.** The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the Register of Members of the Company or, as the case may be, in the records of CDP (“**Overseas Shareholders**”) may be affected by the laws of the relevant overseas jurisdictions. It is currently not intended that the Offer will be made in or into, and the Offer is not capable of acceptance in or from, any jurisdiction in or from which the making of the Offer is prohibited or affected by the laws of that jurisdiction. Accordingly, Overseas Shareholders should inform themselves about and observe any applicable legal requirements. For the avoidance of doubt, the Offer is open to all the Shareholders, including those to whom the Offer Document, the FAAs and/or the FATs have not been, or may not be, despatched.

6.2 **Overseas Jurisdiction.** It is the responsibility of any Overseas Shareholder who wishes to accept the Offer to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall be liable for any such taxes, imposts, duties or other

requisite payments payable and the Offeror and/or any person acting on his behalf shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments as the Offeror and/or any person acting on his behalf may be required to pay. Any Overseas Shareholder who is in any doubt about his position should consult his professional adviser in the relevant jurisdiction. In accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements.

6.3 **Copies of the Offer Document.** The Offeror reserves the right not to send the Offer Document, the FAA and the FAT to any Overseas Shareholder due to potential restrictions on sending such documents to the relevant jurisdictions. Any affected Overseas Shareholder may, nonetheless, apply to obtain copies of the Offer Document, and the FAA or the FAT, as the case may be, and any related documents during normal business hours and up to the Closing Date, from the Offeror through the Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898. Alternatively, an Overseas Shareholder may write in to the Offeror through the Share Registrar at the above-stated address to request for the Offer Document, the FAA or the FAT, as the case may be, and any related documents to be sent to an address in Singapore by ordinary post at his own risk (the last date for despatch in respect of such request shall be a date falling three (3) Market Days prior to the Closing Date). It is the responsibility of any Overseas Shareholder who wishes to request for the Offer Document, the FAA, the FAT and any related documents to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for the Offer Document, the FAA, the FAT and any related documents, the Overseas Shareholder represents and warrants to the Offeror that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements.

6.4 **Notice.** The Offeror reserves the right to notify any matter, including the fact that the Offer has been made, to any or all the Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement or advertisement.

## 7. OVERSEAS OPTIONHOLDERS

The availability of the ESOS Options Proposal to ESOS Optionholders whose addresses are outside Singapore (the “**Overseas Optionholders**”) may be affected by the laws of the relevant overseas jurisdictions. Overseas Optionholders are advised to read paragraph 3.5 of the ESOS Options Proposal Letter carefully.

## 8. OVERSEAS WARRANTHOLDERS

The availability of the Warrants Offer to Warrantholders whose addresses are outside Singapore (the “**Overseas Warrantholders**”) may be affected by the laws of the relevant overseas jurisdictions. Overseas Warrantholders are advised to read paragraphs 7.2 to 7.3 of the Warrants Offer Letter carefully.

## **9. INDEPENDENT ADVICE**

The views of the directors of the Company who are considered independent for the purpose of the Offer and the independent financial adviser to such directors of the Company will be made available to Shareholders in due course. Shareholders may wish to consider their advice before taking any action in relation to the Offer.

## **10. RESPONSIBILITY STATEMENT**

The Offeror has 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 he accepts responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the Offeror has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

Issued by

**CHIN BAY CHING**

26 March 2014