



HAW PAR CORPORATION LIMITED

(Company Registration Number: 196900437M)

(Incorporated in the Republic of Singapore)

DISPOSAL OF 9,571,883 ORDINARY SHARES IN THE CAPITAL OF UNITED INDUSTRIAL CORPORATION LIMITED

1. Introduction

The Board of Directors of Haw Par Corporation Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that pursuant to an offer by UOL Group Limited (“**UOL**”), the Company has disposed to UOL all of the 9,571,883 remaining ordinary shares (“**Sale Shares**”) in the capital of United Industrial Corporation Limited (“**UIC**”), which are held by the Company’s wholly-owned subsidiaries, Straits Maritime Leasing Private Limited and Haw Par Capital Pte Ltd, for an aggregate cash consideration of approximately S\$31,656,000 (the “**Disposal**”).

The Sale Shares represent 0.67% of the total number of ordinary shares of UIC and all of the remaining shares of UIC held by the wholly-owned subsidiaries of the Company at the time of the Disposal, realising the capital appreciation on the Sale Shares after holding these shares for the past two decades.

Following the Disposal, the Company will no longer have an interest in the shares in the capital of UIC.

2. Consideration

The cash consideration for the Disposal of S\$3.3072 per Sale Share (“**Consideration per Share**”), was calculated based on the volume-weighted average market price of the shares of UIC from 15 November 2017 to 17 November 2017, and was arrived at following arm’s length negotiations on a willing-buyer, willing-seller basis.

Based on the latest unaudited consolidated accounts of the Group for the quarter ended 30 September 2017, the book value and the net tangible asset value attributable to the Sale Shares was approximately S\$30,056,000.

3. Relative figures under Rule 1006 of the Listing Manual

As all the relative figures for the Disposal computed on the bases set out in Rule 1006 of the listing manual of the Singapore Exchange Securities Trading Limited (the “**Listing Manual**”) amount to less than 5%, the Disposal is not a discloseable transaction for the purposes of the Listing Manual.

4. Interested Person Transaction

For the purposes of Chapter 9 of the Listing Manual, UOL is considered to be an associate of Wee Cho Yaw, Wee Ee-chao and Wee Ee Lim, each of whom is a director of UOL, and also of Wee Ee Cheong. Wee Cho Yaw, Wee Ee-chao, Wee Ee Lim and Wee Ee Cheong are immediate family members and they together (directly or indirectly) have an interest of 30% or more of the issued share capital of UOL. Accordingly, UOL is an “interested person” vis-à-vis the Company, and the Disposal constitutes an “interested person transaction” under Chapter 9 of the Listing Manual.

As the aggregate cash consideration for the Disposal is less than 3% of the latest audited net tangible assets of the Group, there is no requirement for an announcement of the Disposal as an interested person transaction under Chapter 9 of the Listing Manual.

Previously, as announced in the Company’s announcement dated 22 June 2017, the Company entered into an option agreement with UOL in respect of a disposal of 60,000,000 ordinary shares in the capital of UIC in exchange for 27,272,727 new ordinary shares in the capital of UOL allotted and issued by UOL (the “**Previous Transaction**”). As announced by the Company on 23 August 2017, the Previous Transaction was approved by shareholders of the Company on 23 August 2017.

5. Financial impact of the Disposal on the Group

The Disposal is not expected to have any material impact on the net tangible asset or earnings per share of the Group for the financial year ending 31 December 2017.

6. Interests of directors and controlling shareholders

The Company's directors and controlling shareholders, Wee Cho Yaw, Wee Ee Lim and Wee Ee-chao, are also directors of UOL and also have significant interests in UOL. In addition, Wee Ee Cheong and Wee Investments (Pte) Ltd, two of the controlling shareholders of the Company, have significant interests in UOL.

The Company's directors, Wee Cho Yaw, Wee Ee Lim and Hwang Soo Jin, are also directors of UIC. The Company's directors, Wee Cho Yaw, Hwang Soo Jin and Peter Sim Swee Yam, have direct and/or deemed shareholding interests in UIC.

In the Company's circular to shareholders dated 8 August 2017, the interests of the directors and controlling shareholders of the Company in UOL and UIC, at the relevant time, were stated.

Contemporaneous with the Disposal, Wee Cho Yaw, who is a controlling shareholder, a director and the Chairman of the Company, has sold to UOL, ordinary shares of UIC held by him, at the same Consideration per Share.

Hwang Soo Jin and Peter Sim Swee Yam, each of whom is a director of the Company, have also each received an offer from UOL for the ordinary shares of UIC held by them, at the same Consideration per Share.

The said sale and said offers received by the above directors of the Company were not conditional upon the Disposal, and *vice versa*, the Disposal was not conditional upon the said sale and the acceptance of the said offers by the above directors of the Company.

The percentage of shares of UIC sold by, and which may potentially be sold (pursuant to the acceptance of the said offers) by, each of the above directors individually would comprise less than 1% of the total number of ordinary shares of UIC.

Save as disclosed herein and save for any shares in the capital of UOL or UIC which are less than 1,000 shares which they may hold, none of the directors or controlling shareholders of the Company has any interest, direct or indirect in the Disposal.

By Order of the Board

Zann Lim
Company Secretary

20 November 2017