RAFFLES UNITED HOLDINGS LTD
(Company Registration No.: 197302030N)
(Incorporated in the Republic of Singapore)

ANNOUNCEMENT

MANDATORY UNCONDITIONAL CASH OFFER FOR RAFFLES UNITED HOLDINGS LTD – DESPATCH OF OFFEREE CIRCULAR

1. Introduction

The board of directors (the "**Board**") of Raffles United Holdings Ltd ("**RUH**" or the "**Company**") refers to the announcement made on 16 July 2019 by Raffles Infinity Holdings Pte Ltd (the "**Offeror**"), in relation to the despatch of the formal document dated 16 July 2019 containing *inter alia* the terms and conditions of the Offer (the "**Offer Document**").

All capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed in the circular dated 26 July 2019 (the "**Offeree Circular**") despatched by the Company to the shareholders of the Company (the "**Shareholders**") in relation to the Offer.

2. Despatch of the Offeree Circular

The Board wishes to announce that the Offeree Circular, which contains, *inter alia*, the advice of Asian Corporate Advisors Pte. Ltd. (the "**IFA**"), the independent financial adviser to the Independent Directors, and the recommendation of the Independent Directors in respect of the Offer, has been despatched to Shareholders today.

An electronic copy of the Offeree Circular will be made available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

Shareholders are advised to read and consider the Offeree Circular (in particular, the advice of the IFA to the Independent Directors, as well as the recommendation of the Independent Directors in respect of the Offer) carefully. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately.

3. Recommendation of the IFA in respect of the Offer

The Board wishes to draw the Shareholders' attention to the IFA's recommendation on the Offer under Section 11 of the IFA Letter which provides *inter alia* the following:

"Based on our assessment of the financial terms of the Offer as at the Latest Practicable Date (without considering any acceptance(s) of the Offer or any change in the shareholding of the Offeror and its Concert Parties subsequent to the Latest Practicable Date) as set out above, we advise the Independent Directors that they should recommend that Shareholders ***REJECT*** *the Offer.*

The Shareholders should note that in the event the Free Float Requirement is not satisfied, the Offeror does not intend to take any step for the public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted. As at the Offer Announcement Date, the Offeror and its Concert Parties had already a super majority control over the Company by having an interest of approximately 86.17% of the total number of issued Shares and to reach

or cross the threshold for the suspension of trading pursuant to the Free Float Requirement, it would require the Offer to be accepted by approximately 3.83% of the issued Share capital of the Company (or about 27.67% of Offer Shares other than those owned by TXH). As at the Latest Practicable Date, the Free Float Requirement remains satisfied.

The Shareholders should monitor and take into account the acceptance level in conjunction with the Free Float Requirement and note that in the event the Free Float Requirement is not satisfied, the rejection of the Offer may result in them holding suspended or delisted Shares. In the event of suspension and a delisting, it is likely to be difficult for Shareholders who do not accept the Offer to sell their Shares in the absence of a public market for the Shares. The Shareholders should take into account the risk of holding suspended or delisted Shares and evaluate such risk of in conjunction with, inter alia, their specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints or plans of any individual Shareholder, or group of Shareholders."

4. Request for Offeree Circular

Shareholders who do not receive the Offeree Circular within one (1) week from the date hereof may obtain a copy of the same from the share registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd. (the "**Share Registrar**"), during normal business hours on any day (other than a public holiday, Saturday or Sunday), up to 5:30 p.m. (Singapore time) on the Closing Date (defined below), at the following address:

Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

5. Overseas Shareholders

The Offeree Circular and any related documents may not be sent to certain Shareholders whose mailing addresses are outside Singapore ("**Overseas Shareholders**") due to the potential restrictions on sending such documents to overseas jurisdictions. Any affected Overseas Shareholder may, nonetheless, obtain a copy of the Offeree Circular during normal business hours on any day (other than a public holiday, Saturday or Sunday), up to 5:30 p.m. (Singapore time) on the Closing Date, from the office of the Share Registrar as mentioned above. Alternatively, any Overseas Shareholder may write to the Share Registrar at the aforementioned address to request for the Offeree Circular and any related documents to be sent to an address in Singapore by ordinary post at his or her own risk (the last date for despatch in respect of such request shall be a date falling five (5) market days prior to the Closing Date).

6. Closing Date

Shareholders should note that, as stated in the Offer Document, the Offer will close at 5.30 p.m. (Singapore time) on 14 August 2019 (the "**Closing Date**"), and the Offeror does not intend to extend the Offer beyond the Closing date.

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7. Directors' Responsibility Statement

The Directors (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 full 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 and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

By Order of the Board
Teh Geok Koon
Director
26 July 2019, Singapore