



SUPERBOWL HOLDINGS LIMITED
(Registration No. 199403139W)

WAIVER OF RULE 705(2) OF THE SGX-ST LISTING MANUAL

1. INTRODUCTION

On 28 February 2014, SuperBowl Holdings Limited (the “**Company**”) announced that it had applied to delist the Company from the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and that the SGX-ST had on 19 March 2014 stated, *inter alia*, that it had no objection to the proposed delisting of the Company (the “**Delisting Approval**”).

This application was made following the close of the takeover offer (the “**Offer**”) by Hiap Hoe Strategic Pte. Ltd. (“**Offeror**”) for the Company on 21 January 2014 for the ordinary shares of the Company (the “**Shares**”). By the close of the Offer, the Offeror and its concert parties held 90.18% of all Shares.

2. WAIVER OF RULE 705(2) OF THE SGX-ST LISTING MANUAL

Following the receipt of the Delisting Approval, the Company applied on 7 May 2014 to the SGX-ST for a waiver from Rule 705(2) of the Listing Manual of the SGX-ST in respect of the requirement to release the financial statements of the Company for the first quarter of its financial year ending 31 December 2014 (the “**Q1 Results**”) (the “**Waiver**”).

The reasons for seeking the Waiver were as follows:

The trading of the Shares has been suspended with effect from 5 March 2014, pending the delisting of the Shares. Further to the Delisting Approval, the Shares will be delisted upon the completion of the compulsory acquisition by the Offeror under Section 215(3) of the Companies Act. Based on the foregoing, the listing status of the Company will not be preserved and no steps will be taken to lift the trading suspension in the Shares. Accordingly, shareholders of the Company (the “**Shareholders**”) and investors are not able to deal in the Shares on the SGX-ST with effect from 5 March 2014.

Pursuant to Section 215(3) of the Companies Act, on 19 March 2014, the Offeror has notified Shareholders who have not accepted the Offer (the “**Remaining Shareholders**”) of their right to require the Offeror to purchase their Shares on the same terms made under the Offer for a period of 3 months therefrom. Accordingly, the Remaining Shareholders are already assured of receiving an exit option at the offer price under the Offer.

Based on the reasons set out above, Shareholders and investors are unlikely to be prejudiced by the non-release of the Q1 Results. Accordingly, it will serve little purpose to require the

Company to release the Q1 Results before the anticipated delisting on or around end June 2014 and incur additional compliance costs in connection with the preparation and the release of the Q1 Results.

3. SGX-ST CONFIRMATION

The Company has been informed by the SGX-ST on 14 May 2014 that the SGX-ST has no objection to the application by the Company for the Waiver in relation to the Q1 Results, subject to the following:

- (a) the Company announcing the Waiver granted, the reasons for seeking the Waiver and the conditions as required under Rule 107 of the Listing Manual;
- (b) submission of a written confirmation from the Company that the waiver does not contravene any laws and regulations governing the Company and the articles of association of the Company; and
- (c) 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 be providing the written confirmations requested by the SGX-ST in due course.

BY ORDER OF THE BOARD

Benjamin Chan Tuck Wai
Company Secretary
14 May 2014