

VOLUNTARY CONDITIONAL OFFER

by



MAYBANK KIM ENG SECURITIES PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number: 197201256N)

For and on behalf of

HIAP HOE STRATEGIC PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201324208M)

a wholly-owned subsidiary of



HIAP HOE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199400676Z)

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

SUPERBOWL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199403139W)

including the SuperBowl Shares (as defined below) held by the Undertaking Shareholders

UPDATE AND REMINDER ON EXERCISE OF SUPERBOWL SHAREHOLDERS' RIGHTS UNDER SECTION 215(3) OF THE COMPANIES ACT

1. INTRODUCTION

1.1 Offer

We refer to the Offer Document dated 21 January 2014 (the "**Offer Document**") issued by Maybank Kim Eng Securities Pte. Ltd. ("**MKES**"), for and on behalf of Hiap Hoe Strategic Pte. Ltd. (the "**Offeror**"), in relation to the Voluntary Conditional Offer (the "**Offer**") for all the issued and paid-up ordinary shares (excluding shares held by SuperBowl Holdings Limited as treasury shares) ("**SuperBowl Shares**") in the capital of SuperBowl Holdings Limited ("**SuperBowl**"), including the SuperBowl Shares held by the Undertaking Shareholders.

1.2 Rights of SuperBowl Shareholders Under Section 215(3) of the Companies Act

Offer Price: S\$0.75

Pursuant to the Offer, the Offeror had, together with any other SuperBowl Shares held by the Offeror and Concert Party Group, acquired 90.0% or more of the total number of issued SuperBowl Shares. It should be noted that the Non-Assenting SuperBowl Shareholders would have a right, under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their SuperBowl Shares at the **Offer Price of S\$0.75** by serving notice requiring the Offeror to do so.

Closing date: 19 June 2014

A letter (the “**Letter**”) together with a notice to Non-Assenting SuperBowl Shareholders in the form prescribed under the Companies Act (the “**Form 58**”) addressed to the Non-Assenting SuperBowl Shareholders in this connection had been sent to the Non-Assenting SuperBowl Shareholders on 19 March 2014. Non-Assenting SuperBowl Shareholders may, within three months after the Form 58 was given (that is, **by 19 June 2014**), give notice requiring the Offeror to acquire their SuperBowl Shares and the Offeror shall be entitled and bound to acquire the Non-Assenting SuperBowl Shareholders’ SuperBowl Shares on the same terms as those set out in the Offer Document.

A copy of the Letter and Form 58 are also available on the website of the SGX-ST at www.sgx.com.

All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document and the Letter unless otherwise expressly stated or the context otherwise requires.

2. ACCEPTANCE FORMS

Non-Assenting SuperBowl Shareholders who wish to exercise their rights under Section 215(3) of the Companies Act but **do not have** the relevant acceptance form should contact The Central Depository (Pte) Limited or KCK CorpServe Pte. Ltd., as the case may be, immediately during normal business hours at the following addresses:-

For Depositors please contact:

The Central Depository (Pte) Limited
9 North Buona Vista Drive,
#01-19/20 The Metropolis,
Singapore 138588

For Scrip Holders please contact:

KCK CorpServe Pte. Ltd.
333 North Bridge Road,
#08-00 KH KEA Building,
Singapore 188721

3. AGGREGATE HOLDINGS OF SUPERBOWL SHARES AS AT 20 MAY 2014

As at 5.00 p.m. on 20 May 2014, the total number of SuperBowl Shares owned, controlled or agreed to be acquired by the Offeror amounted to an aggregate of 320,611,296 SuperBowl Shares, representing approximately 98.49% of the total number of issued SuperBowl Shares.

4. REMINDER AND FURTHER ACTIONS

Non-Assenting SuperBowl Shareholders who wish to exercise their rights under Section 215(3) of the Companies Act will need to complete the acceptance form in accordance with the procedures set out in the Appendix of the Letter.

For Depositors, the completed and signed acceptance form must be delivered:-

- (i) BY HAND to Hiap Hoe Strategic Pte. Ltd. c/o The Central Depository (Pte) Limited, 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588; or
- (ii) BY POST to Hiap Hoe Strategic Pte. Ltd. c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934.

For Scrip Holders, the completed and signed acceptance form must be delivered either BY HAND or BY POST to Hiap Hoe Strategic Pte. Ltd. c/o KCK CorpServe Pte. Ltd., 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721.

In each case, the duly completed and signed acceptance form should be sent out at such time so as to arrive **not later than 5.30 p.m. on 19 June 2014.**

CPFIS Investors who wish to exercise their rights under Section 215(3) of the Companies Act should contact their CPF agent bank immediately.

5. DELISTING

SuperBowl will be delisted upon the completion of the exercise under Section 215(3) of the Companies Act. The date on which Company will be delisted from the SGX-ST will be announced in due course, following the completion of the compulsory acquisition. **After the delisting, any SuperBowl Shareholders who continue to hold SuperBowl Shares will be left holding SuperBowl Shares which are not listed on a securities exchange.**

6. GENERAL

If a SuperBowl Shareholder is in any doubt in relation to the matters referred to in this Announcement, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

7. RESPONSIBILITY STATEMENT

The directors of the Offeror and HHL (including those who may have delegated detailed supervision of this announcement) jointly and severally accept responsibility for this announcement and have taken all reasonable care to ensure that the facts stated and opinions expressed in this announcement are fair and accurate and that there are no other material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Where any information has been extracted from published or publicly available sources (including, without limitation, information relating to the SuperBowl Group),

the sole responsibility of the directors of the Offeror and HHL 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

Maybank Kim Eng Securities Pte. Ltd.

For and on behalf of
Hiap Hoe Strategic Pte. Ltd.
20 May 2014