



SIM LIAN GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 200004760C)

VOLUNTARY CONDITIONAL CASH OFFER FOR SIM LIAN GROUP LIMITED - DESPATCH OF NOTICES PURSUANT TO SECTIONS 215(1) AND 215(3) OF THE COMPANIES ACT

*Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the announcement 9 August 2016 issued by the Company relating to the Offer for all the Shares in the capital of the Company (the “**Offeree Announcement**”).*

1. INTRODUCTION

The Board of Sim Lian Group Limited (the “**Company**”) refers to the Offeree Announcement and the announcement dated 5 September 2016 issued by OCBC Bank, for and on behalf of the Offeror, declaring the Offer unconditional in all respects (the “**Offer Declared Unconditional Announcement**”).

2. DESPATCH OF NOTICES PURSUANT TO SECTIONS 215(1) AND 215(3) OF THE COMPANIES ACT

As stated in the Offer Declared Unconditional Announcement, as at 5.00 p.m. on 5 September 2016, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties; and (b) valid acceptances of the Offer, amount to an aggregate of 906,270,500 Shares, representing approximately **90.10%** of the total number of Shares.

As stated in the Offer Declared Unconditional Announcement, the Offeror intends to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer (the “**Dissenting Shareholders**”) at a price of S\$1.08 in cash for each Share being equal to the offer price under the Offer (the “**Offer Price**”).

In connection with the foregoing, the Offeror has on 21 September 2016 given notice in the form prescribed under the Companies Act (“**Form 57**”) pursuant to Section 215(1) of the Companies Act, together with a cover letter (the “**Letter**”), to the Dissenting Shareholders.

The Offeror has also despatched, together with the Letter, a Notice to Non-Assenting Shareholder in the form prescribed under the Companies Act (“**Form 58**”) pursuant to Section 215(3) of the Companies Act, whereby the Dissenting Shareholders may, within three (3) months from the date of Form 58 (that is, by 21 December 2016), require the Offeror to acquire their Shares and the Offeror shall be entitled and bound to acquire those Shares at the Offer Price per Share.

For the avoidance of doubt, Shareholders who have already tendered in acceptance of the Offer or Shareholders who are to tender in acceptance of the Offer between today and the final closing date of 10 October 2016 may disregard the Letter, Form 57 and Form 58.

As the Offeror will be proceeding to compulsorily acquire the Shares of the Dissenting Shareholders, the Dissenting Shareholders need not take any action in relation to Form 58. The Dissenting Shareholders who wish to exercise their rights under Section 215(3) of the Companies Act or who are in any doubt as to their position are advised to seek their own independent legal advice.

Electronic copies of the Letter, Form 57 and Form 58 are available on the website of the SGX-ST at www.sgx.com.

3. RESPONSIBILITY STATEMENT

The Directors (including any Director who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept 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 extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

BY ORDER OF THE BOARD

Mr Tan Hong Bak
Independent and Non-Executive Director,
Chairman of the Audit Committee

21 September 2016