

# WHEELOCK

## PROPERTIES

(Company Registration No. 197201797H)

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### VOLUNTARY UNCONDITIONAL GENERAL OFFER BY DBS BANK LTD., FOR AND ON BEHALF OF STAR ATTRACTION LIMITED, FOR WHEELOCK PROPERTIES (SINGAPORE) LIMITED

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#### DESPATCH OF OFFEREE BOARD CIRCULAR

##### 1. INTRODUCTION

The Board of Directors (the “**Board**” or “**Directors**”) of Wheelock Properties (Singapore) Limited (the “**Company**”) refers to:

- (a) the announcement dated 19 July 2018 (the “**Offer Announcement**”) made by DBS Bank Ltd. (“**DBS Bank**”), for and on behalf of Star Attraction Limited (the “**Offeror**”), and the Company’s announcement dated 19 July 2018, that the Offeror intends to make a voluntary unconditional general offer (the “**Offer**”) for all the issued and paid-up ordinary shares (the “**Shares**”) in the share capital of the Company, other than those Shares already owned or agreed to be acquired by the Offeror as at the date of the Offer (the “**Offer Shares**”);
- (b) the announcement dated 25 July 2018 made by the Company in relation to the appointment on 25 July 2018 of PrimePartners Corporate Finance Pte. Ltd. as the independent financial adviser (the “**IFA**”) to advise the Directors of the Company who are considered independent for the purposes of the Offer;
- (c) the announcement dated 26 July 2018 made by the Company in relation to the disclosure of dealings in Shares on the SGX-ST made by an associate of the Company; and
- (d) the announcement dated 10 August 2018 made by DBS Bank, for and on behalf of the Offeror, that, *inter alia*, the offer document dated 10 August 2018 (the “**Offer Document**”) which contains, *inter alia*, the details of the Offer, together with the accompanying Form of Acceptance and Authorisation for Offer Shares and/or Form of Acceptance and Transfer for Offer Shares, had been despatched to the shareholders of the Company (“**Shareholders**”) on 10 August 2018,

(collectively, the “**Previous Announcements**”).

All capitalised terms used and not defined herein shall have the same meanings ascribed to them in the circular (the “**Circular**”) by the Company to Shareholders dated 24 August 2018 in relation to the Offer.

##### 2. DESPATCH OF CIRCULAR

The Circular containing, *inter alia*, the advice of the IFA to the Recommending Directors and the recommendation of the Recommending Directors to Shareholders in relation to the Offer, has been despatched to Shareholders today.

**The Circular requires the immediate attention of Shareholders. Shareholders should read and carefully consider the advice of the IFA to the Recommending Directors as well as the recommendation of the Recommending Directors in relation to the Offer before deciding whether to accept or reject the Offer. If you are in any doubt in relation to the Offer or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

### 3. CLOSING DATE

Shareholders should note that as stated in the Offer Document, the Offer will close at **5.30 p.m. (Singapore time) on 7 September 2018** or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

### 4. REQUEST FOR THE CIRCULAR

Shareholders who do not receive the Circular within two (2) days from the date hereof should contact M & C Services Private Limited, the share registrar of the Company (the “Registrar”), contact particulars of which are as follows:

112 Robinson Road #05-01  
Singapore 068902

Electronic copies of the Circular are also available on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com).

### 5. OVERSEAS SHAREHOLDERS

The Circular may not be sent to Overseas Shareholders due to potential restrictions on sending such documents to the relevant overseas jurisdictions. Any affected Overseas Shareholder may, nevertheless, obtain copies of the Circular during normal business hours up to the Closing Date, from the offices of the Registrar as set out above, download a copy of the Circular from the website of the SGX-ST at [www.sgx.com](http://www.sgx.com), or make a request to the Registrar for the Circular to be sent to an address in Singapore by ordinary post at his own risk, up to five (5) Market Days prior to the Closing Date.

### 6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company (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 (as applicable) 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 (including, without limitation, the Previous Announcements and/or the Offer Document), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information has been accurately extracted from such sources and/or reproduced in this announcement in its proper form and context.

By Order of the Board

Pearly Oon  
Company Secretary  
24 August 2018