

VOLUNTARY CONDITIONAL CASH PARTIAL OFFER

by



Maybank Kim Eng Securities Pte. Ltd.

(Incorporated in Singapore)

(Company Registration No.: 197201256N)

for and on behalf of

Hap Seng Investment Holdings Pte. Ltd.

(Incorporated in Singapore)

(Company Registration No.: 201434907E)

a direct wholly-owned subsidiary of



(Incorporated in Malaysia)

(Company No.: 26877-W)

to acquire 51 per cent. of the ordinary shares in the issued share capital of

Hafary Holdings Limited

(Incorporated in Singapore)

(Company Registration No.: 200918637C)

other than those already owned, controlled or agreed to be acquired by
the Offeror and parties acting in concert with it

PARTIAL OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS

1. INTRODUCTION

Maybank Kim Eng Securities Pte. Ltd. ("**MKES**"), refers to the offer document dated 16 January 2014 (the "**Offer Document**") despatched to all shareholders ("**Shareholders**") of Hafary Holdings Limited (the "**Company**") on 16 January 2014, in connection with the voluntary conditional cash partial offer (the "**Partial Offer**") by Hap Seng Investment Holdings Pte. Ltd. (the "**Offeror**"), to acquire 51 per cent. of the ordinary shares in the issued share capital (the "**Shares**") of the Company as at 5.00 p.m. on 30 January 2015 (the "**Record Date**") other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it at such date.

All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document.

2. CONDITIONS TO THE PARTIAL OFFER

As stated in the Offer Document, the Partial Offer is subject to the following conditions:

- (i) the Offeror, having received by the Closing Date, valid acceptances in respect of at least 51 per cent. of the Relevant Shares as at the Record Date; and
- (ii) the Offeror having received by the Closing Date, approval of the Partial Offer by the Relevant Shareholders representing more than 50 per cent. of the valid votes received (provided that the Offeror, parties acting in concert with it and their respective associates shall abstain from voting).

3. LEVEL OF ACCEPTANCES OF THE PARTIAL OFFER

Pursuant to Rule 28.1 of the Singapore Code on Take-overs and Mergers (the “Code”), the Offeror wishes to announce that as at 5.00 p.m. (Singapore time) on 20 January 2015, the total number of Shares (i) held before the offer period, (ii) acquired or agreed to be acquired during the offer period and (iii) for which valid acceptances of the Partial Offer have been received, are as follows:

	Number of Shares	Percentage of the issued Shares (%) ¹
Shares held by the Offeror and parties acting in concert with it prior to the offer period, being the period commencing from the release of the Offer Announcement on 30 December 2014 (the “Offer Announcement Date”)	- ²	-
Shares acquired or agreed to be acquired by the Offeror and parties acting in concert with it (other than pursuant to valid acceptances of the Partial Offer) as at the Offer Announcement Date up to 5.00 p.m. (Singapore time) on 20 January 2015	-	-

¹ Unless otherwise stated, references in this Announcement to percentages or total number of Shares are based on a total of 429,000,000 Shares as at 8 January 2015 (being the latest practicable date prior to the printing of the Offer Document) (the “Latest Practicable Date”) according to the information provided by the Company to the Offeror in accordance with the Code.

² Does not take into account Shares acquired by and disposed of by Tan Siew Fong, who is the spouse of Mr Lee Wee Yong, a director of Hap Seng Consolidated Berhad, prior to the Offer Announcement Date. As set out in the Offer Document, the Offeror was informed after the release of the Offer Announcement that Tan Siew Fong had dealt in Shares during the period from 30 June 2014 (being the six-month period immediately preceding the Offer Announcement Date) and ending on the Latest Practicable Date (the “Reference Period”). The Offeror was not aware of such dealings prior to it being so informed. The Offeror has notified the SIC of the dealings in Shares by Tan Siew Fong during the Reference Period and is seeking approval from the SIC that, *inter alia*, such dealings may be disregarded for the purposes of Rule 16 of the Code for the Partial Offer. The Offeror will make the relevant announcement(s), if required, in due course. Please refer to Appendix 8 to the Offer Document for more information on the dealings in Shares by Tan Siew Fong.

	Number of Shares	Percentage of the issued Shares (%)¹
Valid acceptances of the Partial Offer received by the Offeror as at 5.00 p.m. (Singapore time) on 20 January 2015	239,680,500 ³	55.87 ⁴
Total	239,680,500	55.87 ⁵

4. LEVEL OF APPROVAL OF THE PARTIAL OFFER

As at 5.00 p.m. (Singapore time) on 20 January 2015, the Offeror has received votes in favour of the Partial Offer in respect of 314,904,000 Shares, representing approximately 100 per cent. of the votes received from Relevant Shareholders (excluding the Offeror, parties acting in concert with it and their respective associates) and approximately 73.40⁶ per cent. of the existing total issued share capital of the Company.

5. PARTIAL OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS

As set out above, the conditions of the Partial Offer have been duly satisfied as at 5.00 p.m. (Singapore time) on 20 January 2015. Accordingly, MKES wishes to announce, for and on behalf of the Offeror, that the Partial Offer has become and is hereby declared unconditional in all respects as at 5.00 p.m. (Singapore time) on 20 January 2015.

6. CLOSING DATE

The Partial Offer will be open for acceptance until **5.30 p.m. (Singapore time) on 13 February 2014 (the "Closing Date")**.

7. PROCEDURES FOR VOTING AND ACCEPTANCE

- 7.1** Relevant Shareholders who have already accepted the Partial Offer are not required to take any action in relation to the Partial Offer and can expect to receive payment within 10 days of the Closing Date.
- 7.2** The procedures for voting and acceptance of the Partial Offer are set out in Appendix 2 to the Offer Document and the accompanying Form of Acceptance and Authorisation and/or the Form of Acceptance and Transfer (the "**Relevant Acceptance Forms**").

³ Comprising both Relevant Percentage Offer Shares and Excess Shares.

⁴ If the 1,550,000 Shares awarded under the Hafary Performance Share Plan are allotted and issued, valid acceptances received by the Offeror as at 5.00 p.m. (Singapore time) on 20 January 2015 will represent 55.67 per cent. of the total enlarged share capital of the Company.

⁵ Any discrepancies in the figures included in this Announcement between the amounts shown and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Announcement may not be an arithmetic aggregation of the figures that precede them.

⁶ If the 1,550,000 Shares awarded under the Hafary Performance Share Plan are allotted and issued, valid votes received by the Offeror as at 5.00 p.m. (Singapore time) on 20 January 2015 will represent 73.14 per cent. of the total enlarged share capital of the Company.

- 7.3** Relevant Shareholders who wish to vote on and/or accept the Partial Offer may do so by completing and returning the Relevant Acceptance Forms, so as not to arrive later than 5.30 p.m. (Singapore time) on the Closing Date.

Relevant Shareholders may obtain copies of the Offer Document, the Relevant Acceptance Forms and any related documents, during normal business hours and up to the Closing Date from Boardroom Corporate & Advisory Services Pte. Ltd. or The Central Depository (Pte) Limited at the following addresses:

If you are a Depositor, please contact:

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

If you hold Shares in scrip form, please contact:

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

Alternatively, Relevant Shareholders (including Overseas Shareholders) may write to Hap Seng Investment Holdings Pte. Ltd. c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, or The Central Depository (Pte) Limited, 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588, to request for the Offer Document, the Relevant Acceptance Forms and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to three Market Days prior to the Closing Date.

- 7.4** Shareholders who are in any doubt about the Partial Offer should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

8. SCALE-BACK OF ACCEPTANCES

- 8.1 Offer Shares.** Under the Partial Offer, the Offeror is permitted to acquire only the Offer Shares and is not permitted to acquire any additional Shares which may be tendered for acceptance under the Partial Offer.

- 8.2 Relevant Percentage Offer Shares.** Shares tendered by Relevant Shareholders in respect of their Relevant Percentage Offer Shares shall be accepted in full by the Offeror.

- 8.3 Excess Shares.** As at 5.00 p.m. on 20 January 2015, the aggregate number of Shares received from the Relevant Shareholders in respect of their (i) Relevant Percentage Offer Shares and (ii) Excess Shares tendered for acceptance under the Partial Offer exceeds the number of Offer Shares. As at the close of the Partial Offer, the number Excess Shares tendered will be accepted up to the number of Offer Shares on a pro-rata basis (but in a manner which minimises the number of new odd-lot shareholdings as the Offeror may in its absolute discretion deem fit in the interest of the Offeror).

9. SETTLEMENT

Settlement of the consideration for the Offer Shares acquired by the Offeror will be made within 10 days of the Closing Date.

10. RESPONSIBILITY STATEMENT

The directors of the Offeror and HSCB (including any 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 the directors of the Offeror and HSCB jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or publicly available sources (including, without limitation, in relation to the Company), the sole responsibility of the directors of the Offeror and HSCB has been to ensure through reasonable enquires that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by

Maybank Kim Eng Securities Pte. Ltd.

For and on behalf of
Hap Seng Investment Holdings Pte. Ltd.
20 January 2015