

# MANDATORY UNCONDITIONAL CASH OFFER

by



**Standard Chartered Bank**  
(Incorporated in the Republic of Singapore)  
(Company Registration No.: S16FC0027L)



**Credit Suisse (Singapore) Limited**  
(Incorporated in the Republic of Singapore)  
(Company Registration No.: 197702363D)

for and on behalf of

## TREASURE INTERNATIONAL HOLDINGS PTE. LTD.

(Company Registration No.: 201532428Z)  
(Incorporated in the Republic of Singapore)

a direct wholly-owned subsidiary of

## QUE LIMITED

(Company Registration No.: 196400050E)  
(Incorporated in the Republic of Singapore)

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

## INTERNATIONAL HEALTHWAY CORPORATION LIMITED

(Company Registration No.: 201304341E)  
(Incorporated in the Republic of Singapore)

other than those already owned, controlled or agreed to be acquired by  
Treasure International Holdings Pte. Ltd. and parties acting in concert with the Offeror in relation to  
the Offer

### 1. INTRODUCTION

#### 1.1 The Offer

Standard Chartered Bank and Credit Suisse (Singapore) Limited (together, the "**Joint Financial Advisers**") wish to announce, for and on behalf of Treasure International Holdings Pte. Ltd. (the "**Offeror**"), that the Offeror intends to make a mandatory unconditional cash offer (the "**Offer**") for all the issued ordinary shares (the "**Shares**") in the capital of International Healthway Corporation Limited (the "**Company**") other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror (the "**Offer Shares**").

## 1.2 The Acquisition

The Offeror had on 16 February 2017 entered into a sale and purchase agreement (the "**Share Purchase Agreement**") with Ching Chiat Kwong, Low See Ching, Low Bee Lan Audrey and Tee Wee Sien (collectively, the "**Vendors**") for the purchase of an aggregate of 593,470,029 Shares from the Vendors at S\$0.106 per Share (the "**Acquisition**") representing 35.77% of all the Shares in the capital of the Company. The Acquisition will be completed by way of married deals.

As at the date of this announcement, the Offeror, OUE Limited ("**OUE**") and OUE's wholly-owned subsidiaries together hold an aggregate of 362,204,008 Shares, representing approximately 21.83% of all the Shares in the capital of the Company. Upon completion of the Acquisition, the Offeror together with parties acting in concert with it will hold an aggregate of 955,674,037 Shares, representing approximately 57.60% of all the Shares in the capital of the Company.

## 1.3 Mandatory Offer

The Offeror will, in accordance with Section 139 of the Securities and Futures Act, Chapter 289 of Singapore and Rule 14 of the Singapore Code on Takeovers and Mergers (the "**Code**"), make a mandatory unconditional cash offer for all the Shares, other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting or deemed to be acting in concert with it.

## 2. THE OFFER

### 2.1 Unconditionality

Upon completion of the Acquisition, the Offeror, OUE and OUE's wholly-owned subsidiaries together will hold an aggregate of 955,674,037 Shares, representing approximately 57.60% of all the Shares in the capital of the Company, as such, the Offer will be unconditional in all respects.

### 2.2 The Offer Terms

In accordance with Rule 14 of the Code, the Offeror will make the Offer for all the Offer Shares subject to and on the following principal terms and conditions:

- (a) **Offer Price.** The consideration for each Offer Share will be as follows:

**For each Offer Share: S\$0.106 in cash (the "Offer Price").**

- (b) **No Encumbrances.** The Offer Shares will be acquired:

- (i) fully paid-up;
- (ii) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever; and
- (iii) together with all rights, benefits and entitlements attached thereto as at the

date of this announcement and thereafter attaching thereto (including the right to receive and retain all dividends, rights and other distributions or return of capital, if any, which may be announced, declared, paid or made thereon by the Company) on or after the date of this announcement.

**If any dividend, right or other distribution or return of capital is announced, declared, paid or made by the Company on or after the date of this announcement, the Offeror reserves the right to reduce the Offer Price by an amount equivalent to such dividend, right, other distribution or return of capital.**

### 3. FINANCIAL EVALUATION OF THE OFFER

The Offer Price represents the following premium over the historical transacted prices of the Shares on the Singapore Exchange Securities Trading Limited (the "SGX-ST"):

|   | Benchmark Price <sup>(1)(2)</sup><br>(S\$) | Premium over<br>Benchmark Price<br>% |
|---|--|--------------------------------------|
| Last transacted price per Share on 14 February 2017 prior to the trading halt on the Shares, being the last trading day preceding the date of this announcement | 0.1040                                     | 1.9%                                 |
| VWAP per Share for the one month period up to and including 14 February 2017  | 0.0928                                     | 14.2%                                |
| VWAP per Share for the three month period up to and including 14 February 2017  | 0.0879                                     | 20.6%                                |

*Source: Data extracted from Bloomberg L.P. as at 14 February 2017, being the last trading day preceding the date of this announcement.*

**Note(s):**

- (1) Excludes off-the-market share transactions, where the transactions are completed by way of married deals.
- (2) Rounded to the nearest four decimal places.

### 4. INFORMATION ON THE OFFEROR AND OUE

#### 4.1 The Offeror

The Offeror is a private limited company incorporated in Singapore, and is a direct wholly-owned subsidiary of OUE. The principal activity of the Offeror consists of investment holding. As at the date of this announcement, the Offeror has an issued share capital of S\$1.00 comprising 1 issued ordinary share, and the sole director of the Offeror is Mr Thio Gim Hock, the Chief Executive Officer and Group Managing Director of OUE.

## 4.2 OUE

OUE is listed on the Mainboard of the SGX-ST. OUE, together with its subsidiaries (the "**Group**") is a diversified real estate owner, developer and operator with a real estate portfolio located in prime locations across Asia and the United States. The Group grows its business by leveraging its brand and proven expertise in developing and managing landmark assets across the commercial, hospitality, retail and residential property segments. Some of its assets include OUE Downtown, OUE Bayfront, One Raffles Place, Mandarin Orchard Singapore and the US Bank Tower in Los Angeles, USA.

With its core strategy of investing in and enhancing a stable of distinctive properties, OUE is committed to developing a portfolio that has a strong recurrent income base, balanced with development profits. Accordingly, the Group will continue assessing potential investment opportunities in real estate which are aligned with its growth strategy and business focus. In 2013, the Group diversified into the fund management business. OUE is the sponsor of two listed REITS in Singapore, namely OUE Hospitality Trust and OUE Commercial Real Estate Investment Trust.

As at the date of this announcement, OUE has an issued share capital of S\$698,885,206 comprising 901,815,860 issued ordinary shares and 79,786,000 treasury shares.

Additional information on OUE can be found at its website at <http://www.oue.com.sg>.

## 5. INFORMATION ON THE COMPANY

The Company is incorporated in Singapore and listed on the Catalist Board of the SGX-ST. The Company has two business segments, healthcare services and healthcare facilities. The Company provides elderly care, specialist healthcare services for women and children and primary and preventive care through hospitals and nursing homes, maternity homes and step-down care facilities. The Company also owns and manages healthcare facilities in which it operates its healthcare services. In markets where such facilities are not available, the Company develops healthcare facilities to expand its provision of healthcare services. The Company has facilities in the People's Republic of China, Japan, Australia and Malaysia and currently owns 12 nursing homes in Japan and two hospitals in China, and is developing an integrated medical centre in Malaysia.

Based on a search conducted at the Accounting and Corporate Regulatory Authority of Singapore on 3 February 2017, the Company has an issued and paid-up share capital of S\$198,419,174 comprising 1,659,064,603 Shares.

Additional information on the Company can be found at its corporate website at <http://www.ihc.sg/>.

## 6. RATIONALE FOR THE OFFER

### 6.1 Compliance with the Code

The Offer is made by the Offeror to comply with Rule 14.1 of the Code because following completion of the Acquisition, the Offeror and parties acting in concert with it will have acquired Shares which represent in excess of 30% of the voting rights of the Company.

## 6.2 Stronger Shareholder Base

Through the Acquisition, the Offeror will increase its shareholding and will provide the Company with a stronger shareholder base to support the Company's strategy and growth plans over the medium to long term. With the Offer, minority shareholders of the Company will have the flexibility to tender all, part or none of their Shares in acceptance of the Offer, and have the choice to decide between monetisation and continued participation in the Company's potential growth over the long term.

## 7. INTENTION OF THE OFFEROR

### 7.1 Listing Status and Compulsory Acquisition

Pursuant to Rule 1104 of the SGX-ST Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**"), upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror and parties acting in concert with it to above 90% of the total number of issued Shares (excluding any Shares held in treasury), the SGX-ST may suspend the trading of the Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total number of issued Shares (excluding any Shares held in treasury) are held by at least 200 shareholders who are members of the public (the "**Free Float Requirement**"). Rule 1303(1) of the Catalist Rules provides that if the Offeror succeeds in receiving acceptances exceeding 90% of the total number of issued Shares (excluding any Shares held in treasury), thus causing the percentage of the total number of issued Shares (excluding any Shares held in treasury) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.

Under Rule 724(1) of the Catalist Rules, if the percentage of the Shares held in public hands falls below 10%, the Company must, as soon as possible, announce that fact and the SGX-ST may suspend trading of all the Shares on the SGX-ST. Rule 724(2) of the Catalist Rules states that the SGX-ST may allow the Company a period of three months, or such longer period as the SGX-ST may agree, to raise the percentage of the Shares held in public hands to at least 10%, failing which the Company may be delisted.

**The Offeror's present intention is to maintain the listing status of the Company. However, in the event the Free Float Requirement is not satisfied at the close of the Offer, the Offeror will assess the options available at that time. Accordingly, the Offeror may decide not to take steps to preserve the listing status of the Company on the SGX-ST if the Free Float Requirement is not satisfied.**

Pursuant to Section 215(1) of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**"), in the event that the Offeror acquires not less than 90% of the total number of issued Shares as at the close of the Offer (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding any Shares held in treasury), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares from shareholders of the Company who have not accepted the Offer at a price equal to the Offer Price.

In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Shares which, together with the Shares held by it, its related corporations or

their respective nominees, comprise 90% or more of the total number of issued Shares as at the close of the Offer, the shareholders of the Company who have not accepted the Offer have a right to require the Offeror to acquire their Shares at the Offer Price. Such shareholders of the Company who wish to exercise such a right are advised to seek their own independent legal advice.

**As stated above, the Offeror's present intention is to maintain the listing status of the Company. However, if the Offeror receives acceptances pursuant to the Offer in respect of not less than 90% of the total number of Offer Shares in issue as at the close of the Offer (other than those already held by the Offeror, its related companies and their respective nominees as at the date of the despatch of the Offer Document), the Offeror will consider whether or not to exercise its rights of compulsory acquisition under section 215(1) of the Companies Act to acquire those Offer Shares not acquired by the Offeror pursuant to the Offer.**

- 7.2 Save as disclosed in this Announcement, the Offeror presently has no intention to (a) introduce any major changes to the business of the Company; (b) redeploy the fixed assets of the Company; or (c) discontinue the employment of the employees of the Company, other than in the ordinary course of business. However, the Offeror retains the flexibility at any time to consider any options or opportunities in relation to the Company which may present themselves and which the Offeror may regard to be in the best interests of the Offeror. Following the close of the Offer, the Offeror will undertake a comprehensive review of the businesses of the Company and the review will help the Offeror to determine the optimal business strategy for the Company.

## **8. CONFIRMATION OF FINANCIAL RESOURCES**

Standard Chartered Bank and Credit Suisse (Singapore) Limited, as the joint financial advisers to the Offeror, have confirmed that sufficient financial resources are available to the Offeror to satisfy in full all acceptances of the Offer on the basis of the Offer Price.

## **9. OFFER DOCUMENT**

Further information on the Offer will be set out in the offer document to be issued by the Joint Financial Advisers for and on behalf of the Offeror (the "**Offer Document**"). The Offer Document which will set out the full terms and conditions of the Offer and enclose the appropriate form(s) of acceptance of the Offer, will be despatched to the shareholders of the Company not earlier than 14 days and not later than 21 days from the date of this announcement. The Offer will remain open for acceptances by shareholders of the Company for a period of at least 28 days from the date of posting of the Offer Document.

**Shareholders of the Company are advised to exercise caution when dealing in their Shares, pending receipt of the Offer Document.**

## **10. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS**

### **10.1 Shareholdings**

Save as disclosed in the **appendix** to this Announcement, based on the latest information available to the Offeror, as at the date of this announcement none of (i) the Offeror and its directors; (ii) OUE and its directors; and (iii) the Joint Financial Advisers (collectively the "**Relevant Parties**" and each a "**Relevant Party**):

- (a) owns, controls or has agreed to acquire any convertible securities, warrants, options or derivatives in respect of the Offer Shares or securities which carry voting rights in the Company (collectively, "**Relevant Securities**");
- (b) has dealt for value in any Relevant Securities during the period commencing 6 months prior to the date of this announcement (the "**Reference Period**");
- (c) has received any irrevocable undertaking from any party to accept the Offer;
- (d) has, in relation to the Relevant Securities:
  - (i) granted any security interest to another person, whether through a charge, pledge or otherwise;
  - (ii) borrowed from another person (excluding borrowed Relevant Securities which have been on-lent or sold); or
  - (iii) lent to another person.

### **10.2 Further Enquiries**

In the interests of confidentiality, the Offeror has not made enquiries in respect of certain other persons who are or may be presumed to be acting in concert with the Offeror in connection with the Offer. Further enquiries will be made of such persons and the relevant disclosures will be made in due course subsequently and in the Offer Document.

## **11. OVERSEAS SHAREHOLDERS**

### **11.1 Overseas Jurisdictions**

This announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this announcement in any jurisdiction in contravention of applicable law. The Offer will be made solely by the Offer Document and the relevant form(s) of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted.

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this announcement is released, published or distributed should inform themselves about and observe such restrictions.

Copies of this announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction ("**Restricted Jurisdiction**") and the Offer will not be made to, nor will the Offer be capable of acceptance by, any person within any Restricted Jurisdiction if the offer to and/or acceptance by such person will violate the laws of the Restricted Jurisdiction. Persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

The ability of the shareholders of the Company who are not resident in Singapore to accept the Offer may be affected by the laws of the relevant jurisdictions in which they are located. Persons who are not resident in Singapore should inform themselves of, and observe, any applicable requirements.

## **12. RESPONSIBILITY STATEMENT**

The directors of the Offeror (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 they 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 has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

Issued by

**STANDARD CHARTERED BANK**

**CREDIT SUISSE (SINGAPORE) LIMITED**

For and on behalf of

**TREASURE INTERNATIONAL HOLDINGS PTE. LTD.**

16 February 2017

*Any inquiries relating to this Announcement or the Offer should be directed during office hours to:*

**STANDARD CHARTERED BANK**

*Tel: (65) 6596 7525*

**CREDIT SUISSE (SINGAPORE) LIMITED**

*Tel: (65) 6212 2000*



## **IMPORTANT NOTICE**

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "expect", "anticipate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the current expectations, beliefs, hopes, intentions or strategies of the party making the statements regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. The Company's shareholders and investors should not place undue reliance on such forward-looking statements, and none of the Company, the Offeror or any member of the Group undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

## APPENDIX

### DETAILS OF HOLDINGS AND DEALINGS OF RELEVANT PARTIES

#### A. Details of Holdings of Relevant Securities by the Relevant Parties

The holdings of Relevant Securities of the Relevant Parties as at the date of this announcement are set out below:

| Name                                     | Total Interests |                 |
|--|-----------------|-----------------|
|  | No. of Shares   | % of all Shares |
| OUE Limited                              | 154,133,950     | 9.29%           |
| OUE Investments Pte. Ltd. <sup>(1)</sup> | 208,070,058     | 12.54%          |

**Note(s):**

- (1) OUE Investments Pte. Ltd. is a wholly-owned subsidiary of OUE.

#### B. Details of Dealings in Company Securities by the Relevant Parties

The dealings in Company Securities by each of the Relevant Parties (if any) during the Reference Period are set out below:

| Name                                     | Date             | No. of Shares Acquired     | No. of Shares Disposed | Transaction Price per Share (S\$) |
|--|------------------|----------------------------|------------------------|-----------------------------------|
| The Offeror                              | 16 February 2017 | 593,470,029 <sup>(2)</sup> | -                      | 0.106                             |
| OUE Limited                              | 8 February 2017  | 154,133,950                | -                      | 0.077                             |
| OUE Investments Pte. Ltd. <sup>(1)</sup> | 23 January 2017  | 208,070,058                | -                      | 0.077                             |

**Note(s):**

- (1) OUE Investments Pte. Ltd. is a wholly-owned subsidiary of OUE.
- (2) These Shares have been acquired pursuant to the Acquisition and will be completed by way of married deals.