

## MANDATORY UNCONDITIONAL CASH OFFER

by



**Standard Chartered Bank**  
(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

### **OUE 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

## **DESPATCH OF OFFER DOCUMENT**

### **1. INTRODUCTION**

#### **1.1 The Offer**

Standard Chartered Bank and Credit Suisse (Singapore) Limited (together the "**Joint Financial Advisers**") refer to the announcement dated 16 February 2017 in connection with the mandatory unconditional cash offer (the "**Offer**"), for and on behalf of Treasure International Holdings Pte. Ltd. (the "**Offeror**"), a direct wholly-owned subsidiary of OUE Limited ("**OUE**"), to acquire all the issued ordinary 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 in relation to the Offer (the "**Offer Shares**").

## 1.2 **Despatch of Offer Document**

The Joint Financial Advisers wish to announce, for and on behalf of the Offeror, that the formal document dated 2 March 2017 containing the terms and conditions of the Offer enclosing the appropriate form(s) of acceptance of the Offer (the "**Offer Document**") has today been despatched to the shareholders of the Company ("**Shareholders**"). An electronic copy of the Offer Document will be available on the website of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") at [www.sgx.com](http://www.sgx.com).

Unless otherwise defined, capitalized terms in this Announcement shall bear the same meaning as set out in the Offer Document.

## 2. **OFFER DOCUMENT**

2.1 Included with the Offer Document are the following documents:

2.1.1 in the case of the Offer Document sent to a Shareholder whose Offer Shares are deposited with The Central Depository (Pte) Limited ("**CDP**"), a Form of Acceptance and Authorisation ("**FAA**"); and

2.1.2 in the case of the Offer Document sent to a Shareholder who holds Offer Shares which are not deposited with CDP, a Form of Acceptance and Transfer ("**FAT**"),

(the FAA and FAT shall collectively be referred to as the "**Relevant Acceptance Forms**" in this Announcement).

## 3. **CLOSING DATE**

As stated in the Offer Document, the Offer will close at **5.30 p.m. (Singapore time) on 30 March 2017** or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "**Closing Date**"). Acceptances of the Offer must be received not later than the Closing Date.

## 4. **PROCEDURES FOR ACCEPTANCE**

The procedures for acceptance of the Offer are set out in Appendix B to the Offer Document and in the Relevant Acceptance Forms. Shareholders who wish to accept the Offer may do so by completing and returning the relevant form of acceptance.

## 5. **REQUEST FOR OFFER DOCUMENT AND RELATED DOCUMENTS**

### 5.1 **Request for Documents**

Shareholders who do not receive the Offer Document and the Relevant Acceptance Forms within a week from the date hereof should contact CDP (in the case of Shareholders who are depositors) or Boardroom Corporate & Advisory Services Pte. Ltd. (the "**Share Registrar**") (in the case of Shareholders who are not depositors), as the case may be, without delay at the following respective addresses:

**For Shareholders who are depositors:**

The Central Depository (Pte) Limited

9 North Buona Vista Drive  
#01-19/20 The Metropolis  
Singapore 138588

**For Shareholders who are not depositors:**

Boardroom Corporate & Advisory Services  
Pte. Ltd.

50 Raffles Place  
#32-01 Singapore Land Tower  
Singapore 048623

Copies of the Offer Document and FAA may be obtained by Shareholders who are depositors from CDP during normal business hours and up to 5.30 p.m. on the Closing Date, upon production of satisfactory evidence that their securities accounts with CDP are or will be credited with the Offer Shares.

Copies of the Offer Document and FAT may be obtained by Shareholders who are not depositors from the Share Registrar during normal business hours and up to 5.30 p.m. on the Closing Date, upon production of satisfactory evidence of title to Offer Shares.

Electronic copies of the Offer Document and the Relevant Acceptance Forms may also be obtained from the website of SGX-ST at [www.sgx.com](http://www.sgx.com).

## 6. OVERSEAS SHAREHOLDERS

The availability and making of the Offer to Shareholders whose addresses are outside Singapore, as shown on the register of members of the Company, or as the case may be, in the records of CDP ("**Overseas Shareholders**") as well as the ability of Overseas Shareholders to accept the Offer may be affected by the laws of the relevant overseas jurisdictions. It is currently not intended that the Offer will be made in, and the Offer is not capable of acceptance in or from any jurisdiction in or from which the making of the Offer is prohibited or affected by the laws of that jurisdiction. Accordingly, the Overseas Shareholders should inform themselves of, and observe any applicable legal requirements.

It is the responsibility of Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws of the relevant jurisdictions in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror, its related corporations, the Joint Financial Advisers, CDP and any persons acting on their behalf shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments as the Offeror, its related corporations, the Joint Financial Advisers, CDP and any persons acting on their behalf may be required to pay. **Any Overseas Shareholder who is in doubt about his position should consult his professional adviser in the relevant jurisdiction.** In accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror and the Joint Financial Advisers that he is in full observance of the laws of the relevant jurisdiction in that connection and that he is in full compliance with all necessary formalities or legal requirements.

The Offer Document and the Relevant Acceptance Forms have not been and will not be sent to any Overseas Shareholder due to potential restrictions on sending such documents to the relevant overseas jurisdictions. For the avoidance of doubt, the Offer is made to all Shareholders, including those to whom the Offer Document and the Relevant Acceptance Forms have not been, or may not be, sent. Overseas Shareholders may, nonetheless,

obtain copies of the Offer Document and the Relevant Acceptance Forms and any related documents, during normal business hours and up to 5.30 p.m. on the Closing Date, from the Offeror through the Share Registrar at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623, if he is not a depositor, or the CDP, 9 North Buona Vista Drive #01-19/20 The Metropolis Singapore 138588, if he is a depositor. Alternatively, an Overseas Shareholder may write to the Share Registrar at the above address (if he is not a depositor) or the CDP at Robinson Road Post Office P.O. Box 1984 Singapore 903934 (if he is a depositor) to request for this Offer Document, the Relevant Acceptance Forms and any related documents to be sent to an address in Singapore by ordinary post, up to five (5) Market Days prior to the Closing Date, at his own risk.

It is the responsibility of Overseas Shareholders who wish to request for the Offer Document and the Relevant Acceptance Forms and any related documents to satisfy themselves as to the full observance of the laws of the relevant jurisdictions in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for this Offer Document, the Relevant Acceptance Forms and any related documents, each of the Overseas Shareholders represents and warrants to the Offeror and the Joint Financial Advisers that each of them is in full observance of the laws of the relevant jurisdiction in that connection, and that each of them is in full compliance with all necessary formalities or legal requirements.

Overseas Shareholders are advised to read Section 10 of the Offer Document in its entirety.

## **7. RESPONSIBILITY STATEMENT**

The director of the Offeror and the directors of OUE (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 director of the Offeror and the directors of OUE 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.**

2 March 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*