VOLUNTARY CONDITIONAL CASH OFFER

by

RHB SECURITIES SINGAPORE PTE. LTD.
(Company Registration No.: 198701140E)
(Incorporated in the Republic of Singapore)

for and on behalf of

8S CAPITAL HOLDINGS PTE. LTD.
(Company Registration No.: 201911611C)
(Incorporated in the Republic of Singapore)

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

800 SUPER HOLDINGS LIMITED
(Company Registration No.: 201108701K)
(Incorporated in the Republic of Singapore)

CLOSE OF THE OFFER
FINAL LEVEL OF ACCEPTANCES OF OFFER
LISTING STATUS AND COMPULSORY ACQUISITION

1. INTRODUCTION

RHB Securities Singapore Pte. Ltd. ("**RHBSEC**") refers to the offer document dated 27 May 2019 (the "**Offer Document**") issued by RHBSEC, for and on behalf of 8S Capital Holdings Pte. Ltd. (the "**Offeror**"), in connection with the voluntary conditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of 800 Super Holdings Limited (the "**Company**"), other than those Shares held, directly or indirectly, by the Offeror as at the date of the Offer (the "**Offer Shares**").

As announced by RHBSEC, for and on behalf of the Offeror on 17 June 2019, the Offer had on 17 June 2019 become unconditional in all respects.

All capitalised terms used but not defined herein shall have the same meanings given to them in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

2. CLOSE OF THE OFFER

RHBSEC wishes to announce, for and on behalf of the Offeror, that the Offer closed at 5.30 p.m. (Singapore time) on 8 July 2019. **Accordingly, the Offer is no longer open for acceptance and any acceptances received thereafter will be rejected.**

3. FINAL LEVEL OF ACCEPTANCES

Pursuant to Rule 28.1 of the Code, RHBSEC wishes to announce, for and on behalf of the Offeror, that:

(a) **Acceptances of the Offer.** As at 5.30 p.m. (Singapore time) on 8 July 2019, the Offeror has received valid acceptances amounting to 172,068,596 Shares, representing approximately 96.24% of the total number of issued Shares of the Company, which include acceptances received from the parties acting in concert with the Offeror, amounting in aggregate to 138,789,700[1] Shares, representing approximately 77.62% of the total number of issued Shares of the Company;

(b) **Shares held on or before the Offer Announcement Date.** As at the Offer Announcement Date:

(i) the Offeror did not hold any Shares; and
(ii) the parties acting in concert with the Offeror collectively owned or controlled an aggregate of 138,789,700[1] Shares, representing approximately 77.62% of the total number of issued Shares of the Company; and

(c) **Shares acquired or agreed to be acquired after the Offer Announcement Date and up to 5.30 p.m. (Singapore time) on 8 July 2019 (other than pursuant to valid acceptances of the Offer).** Following the Offer Announcement Date and up to 5.30 p.m. (Singapore time) on 8 July 2019, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any Shares (other than pursuant to valid acceptances of the Offer).

4. RESULTANT SHAREHOLDINGS

Accordingly, as at 5.30 p.m. (Singapore time) on 8 July 2019, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it; and (b) valid acceptances to the Offer, amount to an aggregate of 172,068,596 Shares, representing approximately 96.24% of the total number of issued Shares of the Company.

5. LISTING STATUS AND COMPULSORY ACQUISITION

5.1 Listing Status

Under Rule 723 of the Listing Manual, the Company must ensure that at least 10% of the total number of issued Shares (excluding any shares held in treasury) is at all times held in public hands (the "**Free Float Requirement**"). Under Rule 1303(1) of the Listing Manual, as the Offeror has, through acceptances or otherwise, succeeded in holding more than 90% of the total number of issued Shares, the SGX-ST will suspend trading of the Shares on the SGX-ST at the close of the Offer.

As at the date of this Announcement, the Free Float Requirement is not satisfied and as stated in the Offer Document, **the Offeror does not intend to preserve the listing status of the Company and in the event the Free Float Requirement is not satisfied, the Offeror intends to delist the Company and does not intend to take any step for the public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted.**

The Offeror intends to take steps to delist the Company from the SGX-ST following the close of the Offer.

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[1] This refers to the 138,789,700 Shares held by the Promoters, being parties acting in concert with the Offeror in connection with the Offer who have accepted the Offer pursuant to their respective Irrevocable Undertakings.

5.2 **Compulsory Acquisition**

Pursuant to Section 215(1) of the Companies Act, in the event that the Offeror acquires not less than 90% of the total number of issued Shares (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 who have not accepted the Offer at a price equal to the Offer Price.

As stated in the Offer Document, the Offeror intends to make the Company its wholly-owned subsidiary. Accordingly, the Offeror, when entitled, intends to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act.

As at 5.30 p.m. (Singapore time) on 8 July 2019, the Offeror owns, controls or has agreed to acquire not less than 90% of the total number of issued Shares as at the date 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). As such, the Offeror is entitled to, and will, compulsorily acquire the remaining Shares pursuant to Section 215(1) of the Companies Act, at the Offer Price for each remaining Share.

The Offeror will, in due course, despatch the relevant documentation together with the prescribed forms required under the Companies Act in relation to the exercise of its right of compulsory acquisition to the Shareholders who have not accepted the Offer (the "**Dissenting Shareholders**").

In addition, Dissenting Shareholders have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares at the Offer Price in the event that the Offeror, its related corporations or their respective nominees acquire, pursuant to the Offer, 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 the Offeror will be proceeding to compulsorily acquire the Offer Shares of the Dissenting Shareholders under Section 215(1) of the Companies Act, the Dissenting Shareholders need not take any action in relation to their right under Section 215(3) of the Companies Act. Dissenting Shareholders who wish to exercise such right or who are in any doubt as to their position are advised to seek their own independent legal and financial advice.

6. RESPONSIBILITY STATEMENT

The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by
RHB SECURITIES SINGAPORE PTE. LTD.
For and on behalf of
8S CAPITAL HOLDINGS PTE. LTD.

8 July 2019

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

RHB Securities Singapore Pte. Ltd.
Tel: (65) 6533 3388

Forward-Looking Statements

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 "aim", "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast", "target" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies 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 may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor RHBSEC undertakes any obligation to update publicly or revise any forward-looking statements.