

MANDATORY UNCONDITIONAL CASH OFFER

by



CEL Impetus Corporate Finance Pte Ltd

CEL IMPETUS CORPORATE FINANCE PTE. LTD.

(Company Registration No.: 201631484Z)

(Incorporated in the Republic of Singapore)

for and on behalf of

STAR PHARMACEUTICAL HOLDINGS LIMITED

(Cayman Islands Company No.: 348860)

(Incorporated in the Cayman Islands)

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



STAR PHARMACEUTICAL LIMITED

(Company Registration No.: 200500429W)

(Incorporated in the Republic of Singapore)

excluding treasury shares and those already owned, controlled or agreed to be acquired by
Star Pharmaceutical Holdings Limited

LEVEL OF ACCEPTANCES COMPULSORY ACQUISITION

1. INTRODUCTION

CEL Impetus Corporate Finance Pte. Ltd. ("**CICF**") refers to:

- (a) the announcement dated 5 August 2019 (the "**Offer Announcement**"), issued by CICF, for and on behalf of Star Pharmaceutical Holdings Limited (the "**Offeror**"), in relation to the mandatory unconditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of Star Pharmaceutical Limited (the "**Company**"), excluding treasury shares and those already owned, controlled or agreed to be acquired by the Offeror (the "**Offer Shares**");
- (b) the offer document dated 26 August 2019 containing the terms and conditions the Offer (the "**Offer Document**") despatched to the shareholders of the Company on 26 August 2019; and

- (c) the announcement dated 16 September 2019 made by CICF, for and on behalf of the Offeror, in relation to the extension of the Closing Date of the Offer to 5.30 p.m. (Singapore time) on 7 October 2019 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the “**Extension of Offer Announcement**”).

All capitalised terms used and 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. LEVEL OF ACCEPTANCES

Pursuant to Rule 28.1 of the Singapore Code on Take-overs and Mergers, CICF wishes to announce, for and on behalf of the Offeror, that as at 5.00 p.m. (Singapore time) on 3 October 2019, the total number of Shares (a) for which valid acceptance have been received, (b) held by the Offeror and parties acting in concert with the Offeror (the “**Concert Parties**”) on or before the Offer Announcement Date, and (c) acquired or agreed to be acquired by the Offeror and the Concert Parties after the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 3 October 2019 (other than pursuant to valid acceptances of the Offer), are as follows:

	Number of Shares	Percentage of Shares (%) ⁽¹⁾
Valid acceptances of the Offer as at 5.00 p.m. (Singapore time) on 3 October 2019 received from:		
(i) Shareholders (other than the Concert Parties)	6,799,809	14.82
(ii) the Concert Parties	-	-
Shares owned, controlled or agreed to be acquired as at the Offer Announcement Date by:		
(i) the Offeror	10,400,000	22.67
(ii) the Concert Parties	14,000,000 ⁽²⁾	30.52
Shares acquired or agreed to be acquired after the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 3 October 2019 (other than pursuant to valid acceptances of the Offer) by:		
(i) the Offeror	25,182,600 ⁽³⁾	54.89
(ii) the Concert Parties	11,182,600 ⁽⁴⁾	24.38

Note:

- (1) Based on the total number of issued Shares of 45,875,199 (excluding treasury shares) and rounded to the nearest 2 decimal places.
- (2) These 14,000,000 Shares held by the Concert Parties as at the Offer Announcement Date have been transferred to the Offeror in acceptance of the Offer pursuant to the Irrevocable Undertaking.
- (3) These comprise the 14,000,000 Shares mentioned in note (2) above and the 11,182,600 Shares mentioned in note (4) below.
- (4) These 11,182,600 Shares acquired by the Concert Parties from the open market during the Offer Period have been transferred to the Offeror in acceptance of the Offer pursuant to the Irrevocable Undertaking.

3. RESULTANT SHAREHOLDINGS

Accordingly, as at 5.00 p.m. (Singapore time) on 3 October 2019, the total number of Shares (a) owned, controlled or agreed to be acquired by the Offeror and the Concert Parties, and (b) for which valid acceptances of the Offer have been received, amount to an aggregate of 42,382,409 Shares, representing 92.39% of the total number of issued Shares of the Company.

4. COMPULSORY ACQUISITION

4.1 Compulsory Acquisition by the Offeror under Section 215(1) of the Companies Act

Pursuant to Section 215(1) of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), if the Offeror receives valid acceptances pursuant to the Offer and/or acquires such number of Shares from the date of despatch of the Offer Document otherwise than through valid acceptances of the Offer, in respect of not less than 90% of the total number of Shares (excluding treasury shares, and those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer), the Offeror will be entitled to exercise the right to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer on the same terms and conditions as those offered under the Offer.

As stated in the Offer Document, the Offeror intends to delist and privatise the Company. Accordingly, the Offeror, if and when entitled, intends to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act.

As at the date of this Announcement, as the Offeror has received valid acceptances pursuant to the Offer and/or acquires such number of Shares from the date of despatch of the Offer Document otherwise than through valid acceptances of the Offer, in respect of 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), **the Offeror is now entitled, and intends, to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer (the “Dissenting Shareholders”) on the same terms and conditions as those offered under the Offer.**

The Offeror will, in due course, despatch the relevant documentation required under the Companies Act in relation to the exercise of its right of compulsory acquisition to the Dissenting Shareholders. Further announcement(s) will also be made by or on behalf of the Offeror in relation to the status of the compulsory acquisition.

Dissenting Shareholders should note that the Offer remains open for acceptance until 5.30 p.m. (Singapore time) on the Closing Date as stated in paragraph 6 below. The Offer therefore remains an opportunity for Shareholders to realise their Shares at the Offer Price as soon as practicable, instead of waiting until the Offeror exercises its right of compulsory acquisition.

4.2 Dissenting Shareholders’ Right under Section 215(3) of the Companies Act

As previously announced by CICF, for an on behalf of the Offeror, on 30 September 2019, as the Offeror has received valid acceptances pursuant to the Offer which, together with treasury shares¹ and Shares held by the Offeror, its related corporations or their respective nominees, comprise 90% or more of the total number of Shares, the Dissenting Shareholders will also have the right, under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares on the same terms and conditions as those offered under the Offer.

¹ Pursuant to Section 215(3A) of the Companies Act, for the purposes of calculating whether 90% threshold for the Dissenting Shareholders’ right under Section 215(3) of the Companies Act is reached, shares held by the Company as treasury shares are to be treated as having been acquired by the Offeror.

However, as the Offeror will be proceeding to compulsorily acquire the Shares of the Dissenting Shareholders pursuant to the exercise of its right of compulsory acquisition 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. The 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 advice.

Shareholders who have not accepted the Offer but who still wish to do so should refer to paragraph 7 of this Announcement.

5. TRADING SUSPENSION AND LISTING STATUS

Under Rule 723 of the Listing Manual, the Company must ensure that at least 10% of the total number of Shares (excluding treasury shares) is at all times held by the public (the “**Free Float Requirement**”).

As at the date of this Announcement, as the Offeror has, through acceptances of the Offer or otherwise, succeeded in holding more than 90% of the total number of issued Shares, the Free Float Requirement is no longer satisfied. Accordingly, pursuant to Rule 1105 and Rule 1303(1) of the Listing Manual, the SGX-ST will suspend trading of the Shares at the close of the Offer.

As stated in the Offer Document, the Offeror intends to delist and privatise the Company in the event that the Free Float Requirement is not satisfied. **The Offeror intends to take steps to delist the Company from the SGX-ST following the close of the Offer.**

Shareholders who may not want to hold shares in an unlisted company should consider accepting the Offer before the close of the Offer. **If you are in any doubt about the Offer or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

6. OFFER REMAINS OPEN FOR ACCEPTANCES

As announced in the Extension of Offer Announcement, the Offer remains open for acceptance until **5.30 p.m. (Singapore time) on 7 October 2019**, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

For the avoidance of doubt, the Offer will close at 5.30 p.m. (Singapore time) on 7 October 2019 if the Offeror does not announce an extension by 5.30 p.m. (Singapore time) on 7 October 2019. Shareholders should evaluate their options carefully and be mindful of the Closing Date.

7. PROCEDURES FOR ACCEPTANCES

Shareholders who wish to accept the Offer but have not done so may do so by completing, signing and returning the Form of Acceptance and Authorisation for Offer Shares (the “**FAA**”) and/or the Form of Acceptance and Transfer for Offer Shares (the “**FAT**”) (as the case may be) and all other relevant documents in accordance with the procedures for acceptance as set out in Appendix B to the Offer Document and in the accompanying FAA and/or FAT (as the case may be) as soon as possible so as to reach the Offeror no later than 5.30 p.m. (Singapore time) on the Closing Date. All FAAs, FATs and other relevant documents received after 5.30 p.m. (Singapore time) on the Closing Date will not be accepted.

CPFIS Investors and SRS Investors who wish to accept the Offer but have not done so should contact their respective CPF Agent Banks and SRS Agent Banks (as the case may be) as to the deadline by which such banks would need to receive instructions in order to tender their acceptances of the Offer prior to the Closing Date.

8. REQUEST FOR OFFER DOCUMENT AND RELATED DOCUMENTS

Shareholders who have not received or who have misplaced the Offer Document, the FAA and/or FAT (as the case may be) should contact The Central Depository (Pte) Limited (“**CDP**”) (if you are a Depositor) or RHT Corporate Advisory Pte. Ltd. (the “**Receiving Agent cum Share Registrar**”) (if you are a Scripholder), as the case may be, immediately at the addresses and telephone numbers set out below:

Request by Depositors

The Central Depository (Pte) Limited

9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588
Tel No.: +65 6535 7511

Copies of the Offer Document and/or the FAA may be obtained by Depositors from CDP during normal business hours up to 5.30 p.m. (Singapore time) on the Closing Date, upon production of satisfactory evidence that they are Depositors or have purchased the Offer Shares on the SGX-ST (as the case may be).

Request by Scripholders

RHT Corporate Advisory Pte. Ltd.

30 Cecil Street
#19-08 Prudential Tower
Singapore 049712

Copies of the Offer Document and/or the FAT may be obtained by Scripholders from the Receiving Agent cum Share Registrar during normal business hours and up to 5.30 p.m. (Singapore time) on the Closing Date, upon production of satisfactory evidence of title to the Shares.

Electronic copies of the Offer Document, the FAA and the FAT are available on the website of the SGX-ST at <https://www.sgx.com/>.

Subject to compliance with applicable laws and regulations, Overseas Shareholders may attend in person and obtain copies of the Offer Document, the FAA and/or the FAT (as the case may be) and/or any related documents from CDP or the Receiving Agent cum Share Registrar, as the case may be, during normal business hours and up to 5.30 p.m. (Singapore time) on the Closing Date at the abovementioned addresses.

Alternatively, an Overseas Shareholder may, subject to compliance with applicable laws and regulations, write in to the Offeror, as the case may be, at:

- (a) Star Pharmaceutical Holdings Limited c/o The Central Depository (Pte) Limited at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 (if he is a Depositor); or
- (b) Star Pharmaceutical Holdings Limited c/o RHT Corporate Advisory Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712 (if he is a Scripholder),

to request for the Offer Document, the FAA and/or the FAT (as the case may be) and/or any related documents 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.

All Overseas Shareholders should inform themselves of, and observe, any applicable legal requirements in their own jurisdictions. **For the avoidance of doubt, the Offer is made to all Shareholders including those to whom the Offer Document, the FAA and/or the FAT has not been, or will not be, sent.**

9. RESPONSIBILITY STATEMENT

The sole director of the Offeror (who may have delegated detailed supervision of this Announcement) has taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that there are no material facts that have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading, and accepts responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company (including without limitation, information relating to the Company), the sole responsibility of the sole director 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
CEL IMPETUS CORPORATE FINANCE PTE. LTD.

For and on behalf of
STAR PHARMACEUTICAL HOLDINGS LIMITED
3 October 2019

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

CEL Impetus Corporate Finance Pte. Ltd.
Tel: (65) 6202 4999

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" 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 or outcomes 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 CICF 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.