

LTC Corporation Limited

(Incorporated in the Republic of Singapore)
(Company Registration No.: 196400176K)

Mountbatten Resources Pte. Ltd.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 201822470H)

JOINT ANNOUNCEMENT

PROPOSED VOLUNTARY DELISTING OF LTC CORPORATION LIMITED

1. INTRODUCTION

- 1.1 The Delisting Proposal.** LTC Corporation Limited (“**LTC**”) and Mountbatten Resources Pte. Ltd. (the “**Offeror**”) wish to jointly announce that the Offeror has presented to the board of directors of LTC (the “**Board**”) a proposal to seek the privatisation (the “**Delisting Proposal**”) of LTC by way of a voluntary delisting (the “**Delisting**”) from the Official List of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). The Delisting is proposed to be made pursuant to Rule 1307 and Rule 1309 of the listing manual of the SGX-ST (the “**Listing Manual**”).

Under the Delisting Proposal, PrimePartners Corporate Finance Pte. Ltd. (“**PPCF**”), for and on behalf of the Offeror, will make an exit offer (the “**Exit Offer**”) to acquire all the issued ordinary shares in the share capital of LTC (the “**Shares**”) held by the shareholders of LTC (the “**Shareholders**”), other than Shares already owned, controlled or agreed to be acquired by the Offeror, its related corporations or their respective nominees. As at the date of this Joint Announcement (the “**Joint Announcement Date**”), there are no outstanding options exercisable in respect of the Shares.

The Offeror is the bid vehicle for the Consortium Members (as defined below) who have agreed, pursuant to a consortium agreement entered into among the Consortium Members, to undertake the Exit Offer through the Offeror. The Consortium Members are Cheng Yong Kim (“**CYK**”), Cheng Yong Kwang (“**RCYK**”), Cheng Yong Liang (“**CYL**”) and Cheng Yoong Choong (“**CYC**”) (collectively, the “**Controlling Shareholders**” and each, a “**Controlling Shareholder**”), and Mountbatten Enterprises Pte. Ltd. (“**ME**” and collectively with the Controlling Shareholders, the “**Consortium Members**”).

- 1.2 Background to the Delisting Proposal.** ME had, on 26 February 2018, undertaken a voluntary conditional cash offer for all the Shares not already owned, controlled or agreed to be acquired by ME, its related corporations or their respective nominees (the “**VGO**”). The VGO turned unconditional on 9 April 2018 and as at the close of the VGO on 25 June 2018, ME and parties acting or deemed to be acting in concert with

ME owned or controlled an aggregate of 138,367,568 Shares, representing approximately 88.44 per cent. of the total number of Shares¹.

ME had set out its intention, and reserved its rights, in the offer document dated 26 February 2018 setting out the terms of the VGO, to take steps at an appropriate time, whether during or after the VGO to seek the Delisting of LTC from the SGX-ST, where permitted by, and in accordance with, the relevant requirements of the Listing Manual and the Singapore Code on Take-overs and Mergers (the “**Code**”). ME had also, in an announcement dated 25 April 2018, made clear that ME and/or the parties acting in concert with ME intend to seek the Delisting of LTC from the SGX-ST following the close of the VGO.

1.3 Delisting Announcement. The Board has considered the Delisting Proposal made by the Offeror and as a result has resolved to make an application to the SGX-ST for approval of the Delisting and to convene an extraordinary general meeting of LTC (the “**EGM**”) in due course to seek the approval of the Shareholders in respect of the resolution for the Delisting (the “**Delisting Resolution**”).

1.4 Independent Financial Adviser. The Board wishes to inform the Shareholders that it will appoint an independent financial adviser (the “**IFA**”) to advise the directors of LTC who are considered independent for the purposes of the Exit Offer (the “**Independent LTC Directors**”) in relation to the Exit Offer. The IFA will issue its formal opinion in the Circular (as defined in paragraph 2.5 below). The recommendation of the Independent LTC Directors will be set out in the Circular.

No immediate action is required on the part of the Shareholders in respect of the Exit Offer. They will be advised on the procedures for accepting the Exit Offer when the Circular and the Exit Offer Letter (as defined in paragraph 2.5 below) are despatched.

2. THE DELISTING PROPOSAL BY THE OFFEROR

2.1 Exit Offer. The Exit Offer is extended to all Shares held by the Shareholders, other than those Shares already owned, controlled or agreed to be acquired by the Offeror, its related corporations or their respective nominees (the “**Offer Shares**”).

2.2 Exit Offer Price. The price for each Offer Share tendered in acceptance of the Exit Offer (the “**Exit Offer Price**”) will be as follows:

For each Offer Share: S\$0.925 in cash.

The Offeror does not intend to revise the Exit Offer Price under any circumstances.

The Exit Offer Price shall be applicable to all of the Offer Shares that are tendered in acceptance of the Exit Offer.

2.3 Rights and Encumbrances of Shares. The Offer Shares will be acquired:

¹ All references to percentage shareholding of the issued share capital of LTC in this Joint Announcement are based on 156,453,000 Shares as at the Joint Announcement Date.

- 2.3.1 fully paid;
- 2.3.2 free from all claims, charges, liens, mortgages, encumbrances, hypothecation, retention of title, power of sale, equity, options, rights of pre-emption, rights of first refusal or other third party rights or interests of any nature (“**Encumbrances**”); and
- 2.3.3 together with all rights, benefits and entitlements attached thereto as at the Joint Announcement Date and thereafter attaching thereto, including the right to receive and retain (if any) all dividends, rights, other distributions and return of capital (collectively, the “**Distributions**”) announced, declared, paid or made by LTC on or after the Joint Announcement Date.
- 2.4 **Adjustment for Distribution.** If any Distribution is announced, declared, paid or made by LTC on or after the Joint Announcement Date to a Shareholder who accepts or has accepted the Exit Offer and the settlement date in respect of the Offer Shares tendered in acceptance of the Exit Offer falls after the books closure date for the determination of entitlements to such Distribution, the Offeror reserves the right to reduce the Exit Offer Price payable to such accepting Shareholder by the amount of such Distribution.
- 2.5 **Further Information.** Further information on the terms and conditions of the Exit Offer will be set out in the circular to the Shareholders which will contain, *inter alia*, information pertaining to the Delisting Proposal and the Exit Offer and will incorporate the advice of the IFA to the Independent LTC Directors and the recommendation of the Independent LTC Directors (the “**Circular**”) and the letter to Shareholders setting out the terms and conditions of the Exit Offer (the “**Exit Offer Letter**”).
- 2.6 **Conditions to Delisting and the Exit Offer.** The Delisting and the Exit Offer are conditional upon:
- 2.6.1 the SGX-ST agreeing to the application by LTC to delist from the Official List of the SGX-ST. The application in relation to the foregoing will be made by LTC to the SGX-ST in due course after the release of this Joint Announcement; and
- 2.6.2 the Delisting Resolution being passed at the EGM. Pursuant to Rule 1307 of the Listing Manual, the Delisting Resolution is considered passed if it is approved by a majority of at least 75 per cent. of the total number of Shares (excluding treasury shares and subsidiary holdings) held by the Shareholders present and voting, on a poll, either in person or by proxy at the EGM, and if the Delisting Resolution has not been voted against by 10 per cent. or more of the total number of Shares (excluding treasury shares and subsidiary holdings) held by the Shareholders present and voting, on a poll, either in person or by proxy, at the EGM,
- (collectively, the “**Delisting Resolution Approval Conditions**”).

Under Rule 1307 of the Listing Manual, all Shareholders (including the directors of LTC (the “**LTC Directors**”), the Offeror, its related corporations and their respective nominees) are entitled to vote on the Delisting Resolution at the EGM.

As at the Joint Announcement Date, the aggregate number of Shares held by the Offeror and the parties acting in concert with the Offeror amount to 138,367,568 Shares, representing approximately 88.44 per cent. of the total number of Shares. The Offeror and the parties acting in concert with the Offeror intend to vote all the 138,367,568 Shares held by them in favour of the Delisting Resolution at the EGM.

The Shareholders may accept the Exit Offer in full or in part. **The Exit Offer will not be conditional upon a minimum number of acceptances being received by the Offeror.**

- 2.7 Options.** As at the Joint Announcement Date, there are no outstanding options exercisable in respect of the Shares.
- 2.8 Warranty by Shareholders.** A Shareholder who tenders his Offer Shares in acceptance of the Exit Offer will be deemed to unconditionally and irrevocably warrant that he sells such Offer Shares as or on behalf of the beneficial owner(s) thereof (i) fully paid; (ii) free from all Encumbrances; and (iii) together with all rights, benefits and entitlements attached thereto as at the Joint Announcement Date and thereafter attaching thereto, including the right to receive and retain (if any) all Distributions announced, declared, paid or made by LTC on or after the Joint Announcement Date.
- 2.9 Duration.** It is intended that the Exit Offer Letter and the relevant acceptance form(s) will be despatched to the Shareholders together with the Circular. If the Exit Offer Letter is despatched together with the Circular, the Exit Offer will be open for acceptance by the Shareholders for a period of at least 14 days after the date of announcement of the Shareholders' approval of the Delisting Resolution at the EGM. If the Exit Offer Letter is despatched after the Shareholders' approval of the Delisting Resolution has been obtained at the EGM, the Exit Offer will be open for acceptance by the Shareholders for a period of at least 21 days after the date of despatch of the Exit Offer Letter.
- 2.10 Overseas Shareholders.** The Exit Offer Letter, the relevant acceptance forms and/or any related documents do not constitute an offer to sell 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 the Exit Offer Letter, the relevant acceptance forms and/or any related documents in any jurisdiction in contravention of applicable law.

For the avoidance of doubt, the Exit Offer will be open to all Shareholders, including those to whom the Exit Offer Letter and the relevant acceptance form(s) and/or any related documents may not be sent.

The availability of the Exit Offer to Shareholders who are not resident in Singapore, as shown in the register of members of LTC or, as the case may be, in the records of The Central Depository (Pte) Limited (the "**Overseas Shareholders**") may be affected by the laws of the relevant overseas jurisdictions. Accordingly, all Overseas Shareholders should inform themselves about, and observe, any applicable requirements in their own jurisdiction.

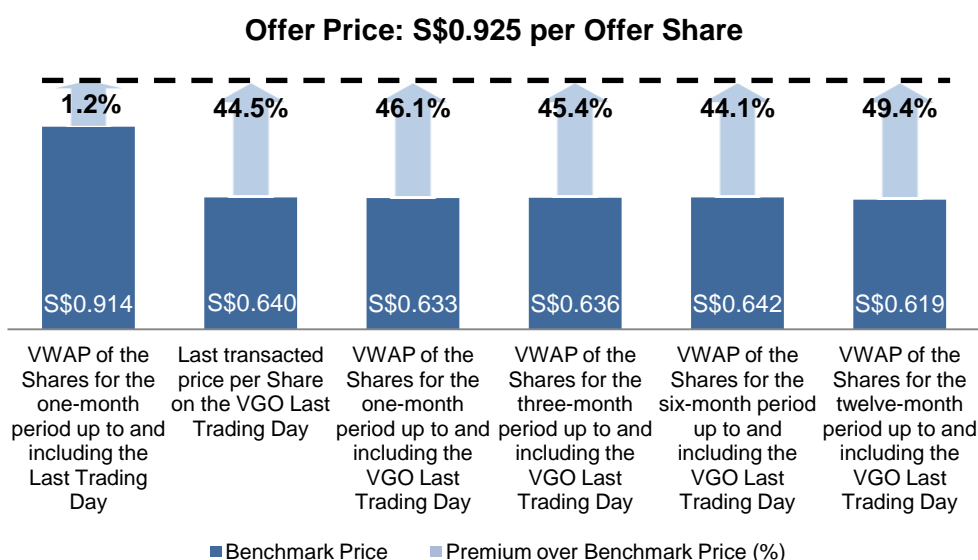
Overseas Shareholders who are in doubt about their positions should consult their own professional advisers in the relevant jurisdictions.

Further details in relation to the Overseas Shareholders will be contained in the Circular and the Exit Offer Letter.

3. RATIONALE FOR THE DELISTING PROPOSAL AND EXIT OFFER

3.1 Opportunity for Shareholders to Exit their Investment in the Shares. The Exit Offer Price represents a premium of approximately 1.2 per cent. over the volume weighted average price (the “VWAP”) per Share of S\$0.914 for the one-month period up to and including 4 September 2018, being the last full market day on which there was trading in the Shares on the SGX-ST prior to the Joint Announcement Date (the “Last Trading Day”), and a premium of approximately 44.5 per cent. over the closing price per Share of S\$0.640 as quoted on the SGX-ST on 8 February 2018 (the “VGO Last Trading Day”), being the last full market day of trading in the Shares on the SGX-ST prior to the making of the offer announcement on 9 February 2018 in relation to the VGO.

Prior to the VGO, the Shares had not been transacted on the SGX-ST at or above the Exit Offer Price since the year 2000 up to the VGO Last Trading Day. The Exit Offer Price represents a premium of approximately 46.1 per cent., 45.4 per cent., 44.1 per cent. and 49.4 per cent. over the VWAP per Share for the one-month, three-month, six-month and twelve-month periods respectively up to and including the VGO Last Trading Day and a premium of approximately 44.5 per cent. over the closing price per Share of S\$0.640 as quoted on the SGX-ST on the VGO Last Trading Day.



Notes:

- (1) Based on data extracted from Bloomberg L.P. as of 6 September 2018.
- (2) Benchmark price rounded to the nearest three decimal places.
- (3) For the purposes of the table above, all percentage figures are rounded to the nearest one decimal place.

Subsequent to the close of the VGO on 25 June 2018, the Shares have only transacted on the SGX-ST at or above the Exit Offer Price on one of the total 49 market days up to the Last Trading Day.

The Exit Offer therefore represents a cash exit opportunity for Shareholders who did not manage to tender their acceptances in respect of the VGO prior to the close of the VGO on 25 June 2018. In particular, the trading liquidity of LTC has been further reduced following the close of the VGO and the Exit Offer therefore represents an opportunity for Shareholders to liquidate and realise their entire investment without incurring other brokerage and trading costs.

3.2 Low Trading Liquidity. The trading volume of the Shares has been generally low, with an average daily trading volume² of approximately 33,238 Shares, 26,162 Shares, 41,905 Shares and 39,072 Shares during the one-month, three-month, six-month and twelve-month periods respectively up to and including the VGO Last Trading Day. Each of these represents less than approximately 0.03 per cent. of the total number of Shares for any of the aforementioned relevant periods.

Since the close of the VGO on 25 June 2018, the trading volume of the Shares has decreased significantly where an aggregate 6,000 Shares were traded over 49 market days, up to and including the Last Trading Day, representing less than approximately 0.01 per cent. of the total number of Shares. Furthermore, out of the 20 market days during the one-month period up to and including the Last Trading Day, there were only two market days with trading of Shares.

Additionally, the free float of LTC has been reduced to 11.56 per cent. following the close of the VGO, further reducing trading liquidity.

Hence, the Exit Offer represents a unique cash exit opportunity for Shareholders to liquidate and realise their entire investment, an option which may not otherwise be readily available due to the low trading liquidity of the Shares.

3.3 No Necessity for Access to Equity Capital Markets. Since the year 2000, LTC has not carried out any exercise to raise equity capital on the SGX-ST. LTC is unlikely to require access to Singapore equity capital markets to finance its operations in the foreseeable future. Accordingly, it is not necessary for LTC to maintain its listing on the SGX-ST.

3.4 Costs of Maintaining Listing Status. In maintaining its listed status, LTC incurs compliance and associated costs relating to continuing listing requirements under the Listing Manual. In the event that LTC is delisted from the SGX-ST, LTC will be able to save on expenses and costs relating to the maintenance of its listed status and channel such resources to its business operations instead.

3.5 Greater Management Flexibility. The Offeror is making the Exit Offer with a view to delist LTC from the SGX-ST and exercise its rights of compulsory acquisition. The Offeror believes that privatising LTC will provide the Offeror with more flexibility to

² The average daily trading volume is computed based on the total volume of Shares traded divided by the number of Market Days (as defined under the Listing Manual) with respect to the one-month period, three-month period, six-month period and twelve-month period up to and including the VGO Last Trading Day.

manage the business of LTC and optimise the use of LTC's management and resources and facilitate the implementation of any operational change in LTC.

4. FINANCIAL ASPECTS OF THE EXIT OFFER

4.1 Benchmarking the Exit Offer Price. Set out below are the premiums over or discounts to the Exit Offer Price in comparison to:

4.1.1 the last transacted price per Share and the VWAP of the Shares for the one-month period up to and including the Last Trading Day; and

4.1.2 the benchmark prices of the Shares up to, and including, the VGO Last Trading Day.

Description	Benchmark Price (\$) ⁽¹⁾⁽²⁾	Premium over / (discount to) Benchmark Price (per cent.) ⁽³⁾
(a) Last transacted price per Share on the Last Trading Day	0.935	(1.1)
(b) VWAP of the Shares for the one-month period up to and including the Last Trading Day	0.914	1.2
(c) Last transacted price per Share on the VGO Last Trading Day	0.640	44.5
(d) VWAP of the Shares for the one-month period up to and including the VGO Last Trading Day	0.633	46.1
(e) VWAP of the Shares for the three-month period up to and including the VGO Last Trading Day	0.636	45.4
(f) VWAP of the Shares for the six-month period up to and including the VGO Last Trading Day	0.642	44.1
(g) VWAP of the Shares for the twelve-month period up to and including the VGO Last Trading Day	0.619	49.4

Notes:

- (1) Based on data extracted from Bloomberg L.P. as of 6 September 2018.
- (2) Rounded to the nearest three decimal places.
- (3) For the purposes of the table above, all percentage figures are rounded to the nearest one decimal place.

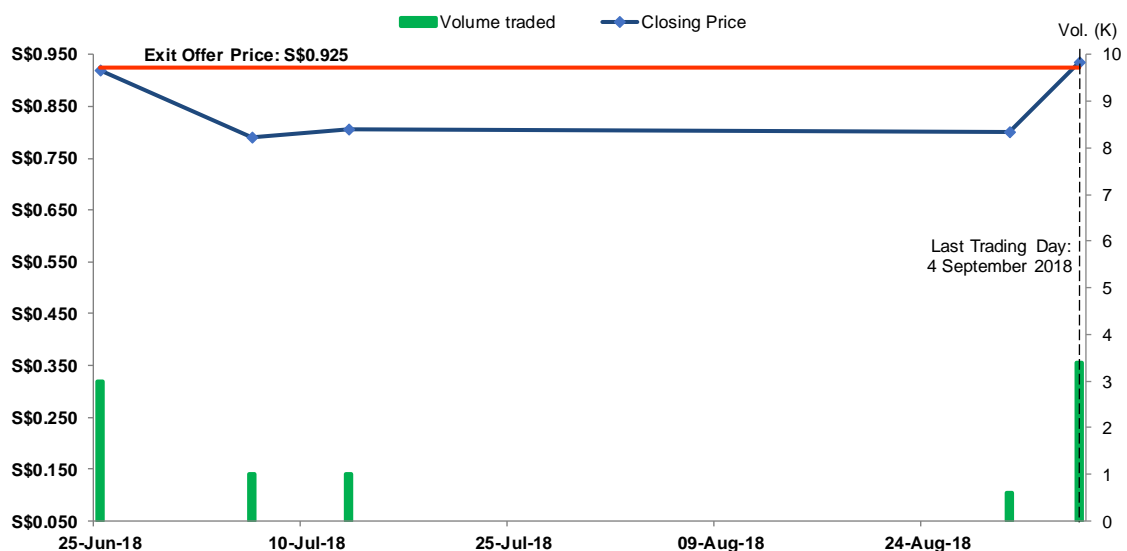
4.2 The Exit Offer Price exceeds the highest traded price per Share as quoted on the SGX-ST since the year 2000 up to the VGO Last Trading Day, as set out in the chart below:



Note:

(1) The highest closing price was S\$0.855 on 4 November 2013 as extracted from Bloomberg L.P..

4.3 Subsequent to the close of the VGO on 25 June 2018, the Shares have only transacted on the SGX-ST at or above the Exit Offer Price on one of the total 49 market days up to the Last Trading Day, as set out in the chart below:



5. OFFEROR’S INTENTIONS IN RELATION TO LTC

5.1 Offeror’s Intention to Vote on Delisting Resolution

The Offeror does not intend to maintain or support any action taken or to be taken to maintain the present listing status of LTC. Accordingly, the Offeror and the parties acting in concert with the Offeror intend to vote all of the 138,367,568 Shares, representing 88.44 per cent. of the total number of Shares, held by them in favour of the Delisting Resolution at the EGM.

Shareholders should note that in the event the Delisting Resolution Approval Conditions are satisfied, LTC will be delisted from the Official List of the SGX-ST on or after the close of the Exit Offer, irrespective of the number of acceptances received by the Offeror in respect of the Exit Offer.

5.2 Offeror's Future Plans for LTC

The Offeror intends for LTC to continue its existing business activities and there are currently no plans to (i) introduce any major changes to the business of LTC or the operations of any of its subsidiaries; (ii) re-deploy any of the fixed assets of LTC; or (iii) discontinue the employment of any of the existing employees of LTC or its subsidiaries, 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 LTC which may present themselves and which the Offeror may regard to be in the best interests of LTC.

6. IRREVOCABLE UNDERTAKING

6.1 Irrevocable Undertaking. ME has given an irrevocable undertaking (the "Irrevocable Undertaking") to the Offeror to, *inter alia*:

6.1.1 vote in favour of the Delisting Resolution in respect of all its Shares;

6.1.2 subject to and contingent upon the release and discharge of a share charge dated 7 February 2018 made in favour of Oversea-Chinese Banking Corporation Limited, tender all the Shares that it holds in aggregate as at the date of the Irrevocable Undertaking and any other Shares which it may subsequently acquire (directly or indirectly or through a nominee) after the date of the Irrevocable Undertaking, in acceptance of the Exit Offer within three business days from the date of the Shareholders' approval of the Delisting Resolution being obtained at the EGM or such later date as may be agreed between ME and the Offeror; and

6.1.3 in accordance with the Irrevocable Undertaking, direct that all the consideration payable for its Offer Shares be applied to subscribe for new Offeror Shares (as defined below) on or after the close of the Exit Offer at the issue price of S\$1 per Offeror Share (the "**Reinvestments**").

Following the completion of the Reinvestments, ME will hold approximately 100 per cent. of the enlarged issued share capital of the Offeror, with each of the Controlling Shareholders continuing to hold a nominal one Offeror Share.

6.2 Termination. The Irrevocable Undertaking shall terminate or lapse upon the earlier of the Exit Offer being withdrawn or lapsing (whether as a result of any of the Delisting Resolution Approval Conditions not being fulfilled or otherwise).

6.3 No Other Irrevocable Undertakings. Save as disclosed in this Joint Announcement, none of the Offeror nor any parties acting in concert with the Offeror has received any irrevocable undertaking from any party to accept or reject the Exit Offer as at the Joint Announcement Date.

6.4 SIC Confirmation. Pursuant to an application made by the Offeror to the Securities Industry Council of Singapore (the “**SIC**”) to seek certain rulings in relation to the Offer (the “**SIC Application**”), the SIC has confirmed that the consortium agreement among the Consortium Members, the Irrevocable Undertaking and the Reinvestments do not constitute a special deal for the purposes of Rule 10 of the Code.

7. COMPULSORY ACQUISITION

7.1 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 Exit Offer or acquires Shares during the Exit Offer period otherwise than through valid acceptances of the Exit Offer in respect of not less than 90 per cent. of the total number of Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of despatch of the Exit Offer Letter), the Offeror will be entitled to exercise the right to compulsorily acquire all the Shares of the Shareholders who have not accepted the Exit Offer (the “**Dissenting Shareholders**”) on the same terms as those offered under the Exit Offer.

In the event that the Offeror becomes entitled to exercise its right under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of the Dissenting Shareholders, the Offeror intends to exercise such right. In such event, LTC will become a wholly-owned subsidiary of the Offeror pursuant to such compulsory acquisition.

7.2 Dissenting Shareholders’ Right. 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 per cent. or more of the total number of Shares, the Dissenting Shareholders have a right to require the Offeror to acquire their Shares at the Exit Offer Price. Dissenting Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.

8. DESCRIPTION OF THE OFFEROR AND THE CONSORTIUM MEMBERS

8.1 The Offeror. The Offeror is a special purpose vehicle which has been incorporated in Singapore for the purposes of the Exit Offer. Its principal activity is investment holding.

As at the Joint Announcement Date, the Offeror is jointly owned by each of CYK, RCYK, CYL and CYC as the Controlling Shareholders in equal proportions and has an initial issued and paid-up share capital of S\$4 comprising four ordinary shares (the “**Offeror Shares**”) with each of the Controlling Shareholders owning one Offeror Share.

As mentioned above, ME will subscribe for new Offeror Shares on or after the close of the Exit Offer. Following the completion of such Reinvestments, ME will hold approximately 100 per cent. of the enlarged issued share capital of the Offeror, with each of the Controlling Shareholders continuing to hold a nominal one Offeror Share.

The board of directors of the Offeror (the “**Offeror Directors**”) comprises four members, consisting of each of the Controlling Shareholders. As at the Joint Announcement Date, the Offeror does not own or have control over any Shares.

8.2 Mountbatten Enterprises Pte. Ltd.. ME is an investment company which is approximately 71.28 per cent. owned by Lion Investment (Singapore) Pte. Ltd. (“**LI**”) and 28.72 per cent. owned by Lion Realty Private Limited (“**LR**”). LI and LR are investment companies which are 100 per cent. (directly or indirectly) owned by various members of the Cheng family based in Singapore. The Controlling Shareholders own a majority of shares in LI and LR and each of the Controlling Shareholders is a director of LI and LR. The directors of ME are the Controlling Shareholders.

ME is the majority shareholder of LTC, holding 138,366,568 Shares, representing approximately 88.44 per cent. of the total number of Shares.

8.3 Controlling Shareholders. The Controlling Shareholders are brothers and, as stated above, each of the Controlling Shareholders is an Offeror Director and a director of ME. CYL is also an executive director and the managing director of LTC and the other Controlling Shareholders are directors of various subsidiaries of LTC.

9. DESCRIPTION OF LTC

LTC is incorporated in Singapore and has been listed on the Mainboard of the SGX-ST since 17 April 1997. LTC and its subsidiaries are engaged in steel trading businesses, property development, property rental and retail operations in Singapore, Malaysia and China.

As at the Joint Announcement Date, the Board comprises the following directors:

Name of LTC Director	Designation
Cheng Theng Kee (“ CTK ”)	Chairman and Executive Director
CYL	Managing Director and Executive Director
Ong Teong Wan	Non-Executive and Lead Independent Director
Dato’ Mazlan Bin Dato’ Seri Harun	Non-Executive and Independent Director
Chay Yee	Non-Executive and Independent Director

10. LISTING MANUAL PROVISIONS PERTAINING TO THE DELISTING

10.1 Rule 1307 of the Listing Manual. Under Rule 1307 of the Listing Manual, the SGX-ST may agree to an application by LTC to delist from the Official List of the SGX-ST if:

10.1.1 LTC convenes the EGM to obtain the approval of the Shareholders in relation to the Delisting Resolution;

10.1.2 the Delisting Resolution is approved by a majority of at least 75 per cent. of the total number of Shares (excluding treasury shares and subsidiary holdings) held by the Shareholders present and voting, on a poll, either in person or by proxy at the EGM. In this respect, the LTC Directors, the Offeror,

its related corporations and their respective nominees need not abstain from voting on the Delisting Resolution; and

10.1.3 the Delisting Resolution is not voted against by 10 per cent. or more of the total number of Shares (excluding treasury shares and subsidiary holdings) held by the Shareholders present and voting, on a poll, either in person or by proxy at the EGM.

10.2 Rule 1309 of the Listing Manual. In addition, Rule 1309 of the Listing Manual requires that if LTC is seeking to delist from the Official List of the SGX-ST:

10.2.1 a reasonable exit alternative, which should normally be in cash, should be offered to the Shareholders and holders of any other classes of listed securities to be delisted; and

10.2.2 LTC should normally appoint an IFA to advise on the Exit Offer.

11. RULINGS AND CONFIRMATION FROM THE SIC

11.1 SIC Rulings and Confirmation. Pursuant to the SIC Application, the SIC ruled on 4 July 2018, *inter alia*, that:

11.1.1 the Exit Offer is exempted from compliance with the following provisions of the Code:

- (i) Rule 20.1 on keeping the Exit Offer open for 14 days after it is revised;
- (ii) Rule 22 on the offer timetable;
- (iii) Rule 28 on acceptances; and
- (iv) Rule 29 on the right of acceptors to withdraw their acceptances,

subject to the following conditions:

- (I) the Exit Offer remaining open for at least:
 - (a) 21 days after the date of the despatch of the Exit Offer Letter if the Exit Offer Letter is despatched after Shareholders' approval of the Delisting Resolution has been obtained at the EGM; or
 - (b) 14 days after the date of the announcement of Shareholders' approval of the Delisting Resolution if the Exit Offer Letter is despatched on the same date as the Circular; and
- (II) disclosure in the Circular of:
 - (a) the consolidated net tangible assets ("**NTA**") per share of the group comprising LTC, its subsidiaries and associated

companies based on the latest published accounts prior to the date of the Circular; and

- (b) particulars of all known material changes as of the latest practicable date which may affect the consolidated NTA per share referred to in paragraph 11.1.1(II)(a) above or a statement that there are no such known material changes;

11.1.2 the following LTC Directors: CTK and CYL (collectively, the “**Relevant Directors**”) are exempted from the requirement to make and assume any responsibility for any recommendation on the Exit Offer to the Shareholders as the Relevant Directors face a conflict of interest in view of:

- (i) CTK being the father of the Controlling Shareholders; and
- (ii) CYL being a director of each of the Offeror and ME, and a Controlling Shareholder.

Nevertheless, each of the Relevant Directors must still assume responsibility for the accuracy of facts stated or opinions expressed in documents and advertisements issued by, or on behalf of, LTC in connection with the Exit Offer.

12. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS OF THE RELEVANT PERSONS

12.1 **Shareholdings and Dealings.** The **Schedule** to this Joint Announcement sets out:

12.1.1 the number of Shares owned, controlled or agreed to be acquired by:

- (i) the Offeror and the Offeror Directors (being the Controlling Shareholders as well);
- (ii) LI and LR and their respective shareholders and directors;
- (iii) ME and its directors (being the Controlling Shareholders as well); and
- (iv) PPCF, as the financial adviser to the Offeror in connection with the Exit Offer,

(collectively, the “**Relevant Persons**”) as at the Joint Announcement Date;

12.1.2 whether any of the Relevant Persons has dealt in any Shares during the three-month period prior to the Joint Announcement Date (the “**Reference Period**”) and if so, the particulars of any such dealings; and

12.1.3 the number and percentage of Shares which the Relevant Persons have granted a security interest over to another person, borrowed from another person or lent to another person as of the Joint Announcement Date.

- 12.2 No Other Holdings or Dealings.** Save as disclosed in the **Schedule** to this Joint Announcement, as at the Joint Announcement Date, neither the Offeror nor any of the other Relevant Persons owns, controls or has agreed to acquire or has dealt for value in any (i) Shares; (ii) securities which carry voting rights in LTC; or (iii) convertible securities, warrants, options or derivatives in respect of such Shares or securities which carry voting rights in LTC (collectively, the “**Relevant Securities**”) during the Reference Period or as at the Joint Announcement Date.
- 12.3 Other Arrangements.** Save as disclosed in the **Schedule** to this Joint Announcement, as at the Joint Announcement Date, neither the Offeror nor any of the other Relevant Persons has (i) granted a security interest relating to any of the Relevant Securities to another person, whether through a charge, pledge or otherwise; (ii) borrowed any Relevant Securities from another person (excluding borrowed Relevant Securities which have been on-lent or sold); or (iii) lent any Relevant Securities to another person.
- 12.4 Confidentiality.** In the interests of confidentiality, save for (i) the Offeror and the Offeror Directors (being the Controlling Shareholders as well); (ii) LI and LR and their respective shareholders and directors; and (iii) ME and its directors (being the Controlling Shareholders as well), the Offeror has not made enquiries in respect of certain other parties who are or may be deemed to be acting in concert with it in connection with the Exit Offer.

Similarly, in the interests of confidentiality, PPCF has also not made any enquiries in respect of its subsidiaries and any other members in its group. Further enquiries will be made of such persons subsequent to the making of this Joint Announcement and the relevant disclosures will be made in due course and in the Exit Offer Letter.

13. DISCLOSURE OF LTC DIRECTORS’ INTEREST

As at the Joint Announcement Date, none of the LTC Directors has any direct or deemed interests in any Shares or options that are exercisable in respect of Shares.

14. CONFIRMATION OF FINANCIAL RESOURCES

PPCF, as financial adviser to the Offeror in connection with the Exit Offer, confirms that sufficient financial resources are available to the Offeror to satisfy in full, all acceptances in respect of the Exit Offer on the basis of the Exit Offer Price, excluding the consideration payable to ME for its Offer Shares tendered in acceptance of the Exit Offer which shall be reinvested to subscribe for new Offeror Shares pursuant to the Irrevocable Undertaking.

15. CIRCULAR AND EXIT OFFER LETTER

The Circular, the Exit Offer Letter and the relevant acceptance form(s) will be despatched to the Shareholders in due course. It is intended that the Exit Offer Letter and the relevant acceptance form(s) will be despatched to the Shareholders together with the Circular.

In the meantime, Shareholders are advised to exercise caution when dealing in their Shares and refrain from taking any action in relation to their Shares which may be

prejudicial to their interests until they or their advisers have considered the information and the recommendations of the Independent LTC Directors as well as the advice of the IFA to be set out in the Circular.

16. RESPONSIBILITY STATEMENTS

- 16.1 LTC.** The LTC Directors (including any who may have delegated detailed supervision of the preparation of this Joint Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Joint Announcement which relate to LTC (excluding information relating to the Delisting Proposal, the Exit Offer, the rationale for the Delisting Proposal and the Exit Offer and/or the Offeror) are fair and accurate and that, where appropriate, no material facts which relate to LTC have been omitted from this Joint Announcement, and the LTC Directors jointly and severally accept responsibility accordingly.

Where any information in this Joint Announcement which relates to LTC has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the sole responsibility of the LTC Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced in this Joint Announcement. The LTC Directors do not accept any responsibility for any information relating to the Delisting Proposal, the Exit Offer, the rationale for the Delisting Proposal and the Exit Offer, the Offeror or any opinion expressed by the Offeror.

- 16.2 Offeror.** The Offeror Directors (including any who may have delegated detailed supervision of the preparation of this Joint Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Joint Announcement (excluding information relating to LTC) are fair and accurate and that, where appropriate, no material facts in relation thereto have been omitted from this Joint Announcement, and the Offeror Directors jointly and severally accept responsibility accordingly.

Where any information in this Joint Announcement which does not relate to LTC has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Offeror Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced in this Joint Announcement. The Offeror Directors do not accept any responsibility for any information relating to or opinions expressed by LTC.

7 September 2018

By order of the Board of Directors

LTC CORPORATION LIMITED

By order of the Board of Directors

MOUNTBATTEN RESOURCES PTE. LTD.

SCHEDULE

DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

1. HOLDINGS IN SHARES

Relevant Persons. As at the Joint Announcement Date, the interests in Shares held by the Relevant Persons are set out below:

Relevant Persons	Direct Interest		Deemed Interest	
	No. of Shares	per cent. ⁽¹⁾	No. of Shares	per cent. ⁽¹⁾
Mountbatten Enterprises Pte. Ltd.	138,366,568	88.44	-	-
Cheng Yong Kim	-	-	138,366,568	88.44
Cheng Yoong Choong	-	-	138,366,568	88.44
Lion Investment (Singapore) Pte. Ltd.	-	-	138,366,568	88.44
Lion Realty Private Limited	-	-	138,366,568	88.44
Cheng Zhi Wei (“CZW”) ⁽²⁾	1,000	0.00	-	-

Notes:

- (1) For the purposes of the table above, all percentage figures are rounded to the nearest two decimal places.
(2) CZW is a shareholder of Lion Investment (Singapore) Pte. Ltd. and Lion Realty Private Limited.

2. DEALINGS IN SHARES

Disclosure of Dealings in Shares during the Reference Period. There are no dealings by any of the Relevant Persons in the Shares in the three-month period prior to the Joint Announcement Date.

3. SECURITY INTEREST

Disclosure of Security Interest over Shares. The details of the number and percentage of Shares which the Relevant Persons have granted a security interest over to another person, borrowed from another person or lent to another person as of the Joint Announcement Date are set out below:

Relevant Persons	Nature of Security	No. of Shares	per cent. ⁽¹⁾
Mountbatten Enterprises Pte. Ltd.	Share charge dated 7 February 2018 made in favour of Oversea-Chinese Banking Corporation Limited	138,366,568	88.44

Note:

- (1) For the purposes of the table above, all percentage figures are rounded to the nearest two decimal places.

Save as disclosed above, none of the Relevant Persons has, in respect of any Shares:

- (i) granted a security interest to another person, whether through a charge, pledge or otherwise;
- (ii) borrowed from another person (excluding borrowed securities which have been on-lent or sold); or
- (iii) lent to another person.