EXIT OFFER

in connection with

THE VOLUNTARY DELISTING OF EASTERN HOLDINGS LTD
FROM THE OFFICIAL LIST OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

by



CIMB BANK BERHAD (13491-P)

Singapore Branch
(Incorporated in Malaysia)

for and on behalf of

MBT ENTERPRISES PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 201526335M)

to acquire all the issued ordinary shares in the capital of

EASTERN HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 198105390C)

other than those, held by Eastern Holdings Ltd. as treasury shares as at the date of the Exit Offer

CLOSE OF THE OFFER FOR SHARES

FINAL LEVEL OF SHAREHOLDING AND ACCEPTANCES OF EXIT OFFER

COMPULSORY ACQUISITION

1. INTRODUCTION

CIMB Bank Berhad, Singapore Branch ("**CIMB**") refers to the exit offer letter, dated 16 December 2015 ("**Exit Offer Letter**"), issued by CIMB, for and on behalf of MBT Enterprises Pte. Ltd. ("**Offeror**"), to the shareholders ("**Shareholders**") of Eastern Holdings Ltd. ("**Company**"), in connection with the voluntary delisting of the Company from the Official List of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") pursuant to Rules 1307 and 1309 of the listing manual of the SGX-ST and to the exit offer ("**Exit Offer**") in cash to acquire all the issued ordinary shares in the capital of the Company ("**Shares**") held by the Shareholders, other than those Shares held by the Company as treasury shares and those Shares held, directly or indirectly, by the Offeror as at the date of the Exit Offer ("**Offer Shares**")

Unless otherwise defined, all capitalised terms used and no defined herein shall have the respective meanings ascribed to them in the Exit Offer Letter.

2. CLOSE OF THE EXIT OFFER

CIMB wishes to announce, for and on behalf of the Offeror, that the Exit Offer closed today, 22 January 2016, at 5.30 p.m. (Singapore time) ("**Close of Offer**").

Accordingly, the Exit Offer is no longer open for acceptance and any acceptances received after the Close of Offer will be rejected.

3. FINAL LEVEL OF ACCEPTANCES OF THE EXIT OFFER

CIMB further wishes to announce, for and on behalf of the Offeror, that:

(a) **Acceptances of the Exit Offer**. As at the Close of Offer, the Offeror has received valid acceptances in relation to 145,252,493 Offer Shares, representing approximately 96.83%% of the total issued Shares of the Company, consisting of:

(i) acceptances tendered by MBT Holdings Pte. Ltd. ("**MBT**") pursuant to the irrevocable and unconditional written undertaking granted by MBT in favour of the Offeror in respect of its Shares (details of which are set out in the joint announcement dated 22 September 2015 in relation to the proposed voluntary delisting of the Company) amounting to 130,782,762 Offer Shares, representing approximately 87.19% of the total issued Shares of the Company, comprising of:

A Shares held by MBT before the Offer Period, amounting to 126,004,762 Shares, representing approximately 84.00% of the total issued Shares of the Company; and

B Shares acquired by MBT by way of market purchases during the Offer period, amounting to 4,778,000 Shares, representing approximately 3.19% of the total issued Shares of the Company;

(ii) acceptance tendered by Shareholders other than MBT, amounting to 14,469,731 Offer Shares, representing approximately 9.65%% of the total issued Shares of the Company;

(b) **Shares held before the Offer Period, commencing on 22 September 2015 ("Joint Announcement Date")**. Prior to the Joint Announcement Date:

(i) the Offeror did not hold any Shares; and

(ii) MBT being a party acting in concert with the Offeror, owned or controlled an aggregate of 126,004,762 Shares, representing approximately 84.00% of the total issued Shares of the Company; and

(c) **Shares acquired or agreed to be acquired after the Joint Announcement Date and up to the Close of Offer**. Following the Joint Announcement Date and up to the Close of Offer, other than pursuant to valid acceptances of the Exit Offer set out in paragraph 3(a)(i)A and 3a(ii) above:

(i) the Offeror has, by way of market purchases, acquired or agreed to acquire 224,000 Shares, representing approximately 0.15% of the total issued Shares of the Company; and

(ii) MBT (being a party acting in concert with the Offeror) has, by way of market purchases, acquired or agreed to acquire 4,778,000 Shares, representing approximately 3.19% of the total issued Shares of the Company;

(d) **Aggregate Shareholding**. Accordingly, as at the Close of Offer, the total number of:

(i) Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it; and

(ii) Shares comprised within valid acceptances to the Exit Offer,

amount to 145,476,493 Shares, representing approximately 96.98%% of the total issued Shares of the Company.

4. RIGHTS OF COMPULSORY ACQUISITION UNDER SECTION 215 OF THE COMPANIES ACT

4.1 Pursuant to Section 215(1) of the Companies Act, Chapter 50, of Singapore ("**Companies Act**"), in the event that the Offeror acquires not less than 90% of the total 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 by the Company as treasury shares) ("**Compulsory Acquisition Threshold**"), the Offeror will be entitled to exercise the right to compulsorily acquire all of the Shares held by Shareholders who have not accepted the Offer ("**Non-Assenting Shareholders**"), at a price equal to the Offer Price ("**Compulsory Acquisition**").

4.2 As stated above, as at the Close of Offer, the Offeror has received acceptances in excess of the Compulsory Acquisition Threshold.

4.3 **Accordingly, the Offeror is entitled to and will be proceeding to exercise its right of Compulsory Acquisition, i.e. to compulsorily acquire all the Shares of the Non-Assenting Shareholders at the Offer Price of S$0.425 per Share.**

4.4 The Offeror will, in due course, despatch to the Non-Assenting Shareholders the relevant documentation, together with the prescribed notice under the Companies Act, in relation to the exercise of its rights of Compulsory Acquisition.

5. RIGHTS OF NON-ASSENTING SHAREHOLDERS UNDER SECTION 215(3) OF THE COMPANIES ACT

5.1 As the Offeror has received acceptances in excess of the Compulsory Acquisition Threshold, the Non-Assenting Shareholders have rights under and subject to Section 215(3) of the Companies Act, including the right to require the Offeror to acquire their Shares at the Exit Offer Price of S$0.425 per Share, in cash, by serving notice requiring the Offeror to do so.

5.2 **As the Offeror will be proceeding to compulsorily acquire Shares of the Non-Assenting Shareholders pursuant to Section 215(1) of the Companies Act, Non-Assenting Shareholders need NOT take any action in relation to their rights under section 215(3) of the Companies Act. Non-Assenting Shareholders who, nonetheless, wish to exercise their rights under Section 215(3) of the Companies Act are advised to seek their own independent legal advice.**

6. RESPONSIBILITY STATEMENT

6.1 The directors of the Offeror ("**Offeror Directors**") (including any Offeror Director who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed herein (other than those relating to the Company) are fair and accurate and that no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading. Where any information in this Announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the Offeror Directors has been to ensure that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement. The Offeror Directors jointly and severally accept responsibility accordingly.

Yours faithfully
CIMB BANK BERHAD, SINGAPORE BRANCH

For and on behalf of
MBT ENTERPRISES PTE. LTD.
22 January 2016

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

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Director, Investment Banking

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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 "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 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 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 CIMB undertakes any obligation to update publicly or revise any forward-looking statements.