

# VOLUNTARY CONDITIONAL CASH OFFER

The Offer Document, the Form of Acceptance and Authorisation ("FAA") and the Form of Acceptance and Transfer ("FAT") were despatched on 8 April 2016

Unless otherwise defined, all capitalised terms used below shall bear the same meanings as ascribed to them in the Offer Document dated 8 April 2016.

Cash Offer  
**\$S0.515<sup>1</sup>**  
For each Offer Share



- The Offer has been declared **unconditional in all respects** on 8 April 2016.
- International Culinary Management Ltd (the "Offeror") **does not intend to increase the Offer Price.**
- As at 5.00 p.m. (Singapore time) on 12 May 2016, 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 of the Offer, amount to approximately **70.75% of the total number of Shares of the Company**<sup>2</sup>.
- As at 5.00 p.m. (Singapore time) on 12 May 2016, only approximately **5.43%<sup>3</sup> of the total number of Shares** are held in **public hands.**
- As less than 10% of the total number of Shares are held in public hands, if the Substantial Shareholder remains a substantial shareholder of the Company and the Offeror holds less than 90% of the total number of Shares of the Company as at the close of the Offer:
  - i. the Offeror **will not be entitled to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act;**
  - ii. Shareholders who have not accepted the Offer **will not be entitled to exercise their right under Section 215(3) of the Companies Act to require the Offeror to acquire their Shares;** and
  - iii. the **SGX-ST may suspend trading in the Shares and Shareholders who have not accepted the Offer will not be able to trade their Shares until trading suspension of the Shares by the SGX-ST is lifted. The Offeror does not intend to take any steps for the public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted.**

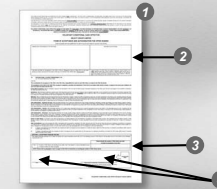
1. After adjustment for FY2015 Dividend of S\$0.01 per Share as set out in paragraph 2.1 of the Offer Document.
2. Please refer to the announcement made by DBS Bank for and on behalf of the Offeror released on SGXNet on 12 May 2016.
3. Based on publicly available information as at 12 May 2016, there is a substantial shareholder (the "Substantial Shareholder") holding approximately 23.82% of the total number of Shares. The Substantial Shareholder is not a party acting in concert with the Offeror.

Shareholders should consider the Offer Document, the Company's circular to Shareholders dated 22 April 2016 (the "Circular"), the recommendation of the Recommending Directors (as defined in the Circular) and the advice of the independent financial adviser to the Recommending Directors on the Offer as set out in the Circular before taking any action in relation to the Offer.

## IF YOU WISH TO ACCEPT THE OFFER:

- 1 Look for the FAA appended to the Offer Document.
- 2 Check or fill in your personal particulars and Securities Account Number.
- 3 Under **Part A**, fill in the number of Select Group Limited Shares in the "Free Balance" of your CDP Securities Account that you wish to sell.
- 4 Fill in the applicable date and proceed to sign off on the bottom right hand corner of the FAA.

## Form of Acceptance and Authorisation



## PAYMENT OF CASH OFFER

If you tender your Shares for acceptance, payment will be despatched to you within **7 business days** after receipt of such acceptance provided such acceptance is complete and valid in all respects and received not later than 5.30 p.m. (Singapore time) on Friday, 20 May 2016 or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

## IF YOU MISPLACE THE ACCEPTANCE FORM(S)

Electronic copies of the FAA and the FAT are available from the website of the SGX-ST at [www.sgx.com](http://www.sgx.com). The FAA and the FAT are appended to the announcement dated 8 April 2016 relating to the Offer Document.

**ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER  
AT 5.30 P.M. (SINGAPORE TIME) ON FRIDAY, 20 MAY 2016  
(or such later date(s) as may be announced from time to time by or on behalf of the Offeror)**

**If you have any enquiries, please call DBS Bank's HELPLINE during office hours  
+65 6878 4223**

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

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION. THIS NOTICE SHALL NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO SUBSCRIBE FOR OR BUY SECURITIES IN ANY JURISDICTION.

# 自愿附带条件现金要约

要约文件，授权接受表格 (“FAA”) 和接受转让表格 (“FAT”) 已于 2016 年 4 月 8 日寄发

除非另有定义，此通知中所用词汇的释义与2016年4月8日寄发的要约文件中所表述的含义保持一致

每股要约价格  
**S\$0.515<sup>1</sup>**  
现金



- 该要约已于2016年4月8日成为**全面无条件要约**。
- **International Culinary Management Ltd (“要约方”)** 没有意向提高要约价格。
- 截至2016年5月12日下午5时(新加坡时间)，(a)由要约方及其一致行动方所持有、控制或者同意收购的公司股票数量，以及(b)要约方收到对该要约的有效接受，共计约占公司已发行股票总数的**70.75%**<sup>2</sup>。
- 截至2016年5月12日下午5时(新加坡时间)，公众持股比例估计约占公司已发行股票总数的**5.43%**<sup>3</sup>。
- 由于公众持股比例已不足已发行股票总数的10%，当要约截止时，如果该主要股东<sup>3</sup>仍是公司的主要股东，并且要约方持股比例不足公司已发行股票总数的90%：
  - i. 要约方将**不具备**依照公司法第215(1)条行使强制收购的权利；
  - ii. 尚未接受该要约的股东将**不具备**依照公司法第215(3)条要求要约方收购其股票的权利；
  - iii. **SGX-ST**有可能对股票交易进行停牌，且尚未接受要约的股东将无法通过**SGX-ST**交易其股票直至公司复牌。对此，要约方没有意向采取任何措施恢复公众持股量和/或解除停牌。

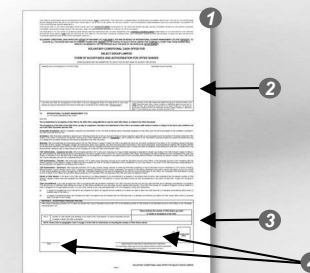
1. 根据要约文件第2.1条，该要约价格不包含2015年末期股息每股S\$0.01。
2. 参见星展银行于2016年5月12日代表要约方上截至SGXNET的公告。
3. 根据公开信息，截至2016年5月12日，有一名主要股东(“主要股东”)所持股票占公司已发行股票总数的23.82%。该主要股东不是要约方的一致行动人。

在股东对该要约采取任何行动之前，股东应该参考要约文件、公司于2016年4月22日向股东发出的通函(“通函”)、推荐董事(定义见通函)的推荐以及独立财务顾问针对该要约为推荐董事出具的意见，该意见请参见公司签发的通函。

## 如果您希望接受该要约:

- 1 请找出随要约文件附带的FAA。
- 2 检查或填写您的个人资料和股票账户号码。
- 3 请在**Part A**填写您在CDP证券账户上的“自由结余”项下打算出售的要约股票数目。
- 4 请在表格中填写适用日期并在FAA表格右下角签名。

授权接受表格



## 现金要约的支付

如果接受该要约，您将于接受表格被收到后的**7个工作日内**收到付款，前提是接受表格必须填写完整和全面有效，并且在不晚于2016年5月20日，星期五(或者要约方或要约方代表可能随时公告的更迟日期)下午5时30分(新加坡时间)到达指定地址。

## 如果您遗失了要约接受表格

FAA和FAT的电子副本也可以从新交所网站[www.sgx.com](http://www.sgx.com)下载。进入相关页面后，请选择2016年4月8日上载的有关该要约文件寄发的公告，FAA和FAT的电子副本为该公告的附件，点击即可下载。

要约接受必须在不迟于**2016年5月20日，星期五** (或要约方或要约方代表可能随时公告的更迟日期)  
**当日下午5时30分 (新加坡时间)** 送达指定地址

如果您有任何疑问，欢迎在办公时间致电星展银行的帮助热线  
**+65 6878 4223**

此通知中文译本与英文原文不一致时，以英文文本为准

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