

VOLUNTARY CONDITIONAL CASH OFFER

by



OVERSEA-CHINESE BANKING CORPORATION LIMITED

(Company Registration No.: 193200032W)

(Incorporated in Singapore)

for and on behalf of

HERCULES PTE. LTD.

(Company Registration No.: 201913578M)

(Incorporated in Singapore)

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

HUPSTEEL LIMITED

(Company Registration No.: 197301452D)

(Incorporated in Singapore)

OFFER ANNOUNCEMENT

1. INTRODUCTION

Oversea-Chinese Banking Corporation Limited ("**OCBC Bank**") wishes to announce, for and on behalf of Hercules Pte. Ltd. (the "**Offeror**"), that the Offeror intends to make a voluntary conditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of Hupsteel Limited (the "**Company**"), other than any Shares held in treasury and those Shares held, directly or indirectly, by the Offeror as at the date of the Offer (the "**Offer Shares**").

The Offeror is the bid vehicle for the Consortium Members (as defined below) who have agreed to undertake the Offer through the Offeror. Further details of the Offeror and the Consortium Members are set out in **paragraph 4** of this Announcement.

2. THE OFFER

2.1 **Offer Terms**

In accordance with Rule 15 of The Singapore Code on Take-overs and Mergers (the "**Code**") and subject to the terms and conditions set out in the formal offer document to be issued by OCBC Bank, for and on behalf of the Offeror (the "**Offer Document**"), the Offeror will make the Offer for the Offer Shares on the following basis:

For each Offer Share: S\$1.20 in cash (the "Offer Price**").**

The Offer Price is final and the Offeror does not intend to revise the Offer Price.

2.2 No Encumbrances

The Offer Shares are to be acquired (a) fully paid, (b) free from all liens, equities, mortgages, claims, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever, and (c) together with all rights, benefits and entitlements attached thereto as at the date of this Announcement (the "**Offer Announcement Date**") and hereafter attaching thereto (including the right to receive and retain all dividends, other distributions and return of capital ("**Distributions**") which may be announced, declared, paid or made thereon by the Company on or after the Offer Announcement Date).

2.3 Adjustment for Distributions

Without prejudice to the foregoing, the Offer Price has been determined on the basis that the Offer Shares will be acquired with the right to receive any Distribution that may be declared, paid or made by the Company on or after the Offer Announcement Date.

In the event any Distribution is or has been declared, paid or made by the Company on or after the Offer Announcement Date to a shareholder of the Company ("**Shareholder**") who validly accepts or has validly accepted the Offer, the Offer Price payable to such accepting Shareholder shall be reduced by an amount which is equal to the amount of such Distribution depending on when the settlement date in respect of the Offer Shares tendered in acceptance by Shareholders pursuant to the Offer falls, as follows:

- (a) if such settlement date falls on or before the books closure date for the determination of entitlements to the Distribution (the "**Books Closure Date**"), the Offeror shall pay the relevant accepting Shareholders the unadjusted Offer Price for each Offer Share, as the Offeror will receive the Distribution in respect of such Offer Shares from the Company; or
- (b) if such settlement date falls after the Books Closure Date, the Offer Price shall be reduced by an amount which is equal to the amount of the Distribution in respect of each Offer Share, as the Offeror will not receive the Distribution in respect of such Offer Shares from the Company.

2.4 Conditional Offer

The Offer will be conditional upon the Offeror having received, by the close of the Offer, valid acceptances (which have not been withdrawn) in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror holding such number of Shares carrying more than 90% of the voting rights attributable to the Shares (excluding any Shares held in treasury) as at the close of the Offer (the "**Acceptance Condition**").

Accordingly, the Offer will not become or be capable of being declared unconditional as to acceptances until the close of the Offer, unless at any time prior to the close of the Offer, the Offeror has received valid acceptances (which have not been withdrawn) in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror meeting the Acceptance Condition.

Save for the Acceptance Condition, the Offer will be unconditional in all other respects.

2.5 No Options

As of the Offer Announcement Date, based on publicly available information, there are no outstanding options exercisable in respect of the Shares.

2.6 Further Information

Further information on the Offer and the terms and conditions upon which the Offer will be made shall be set out in the Offer Document to be issued.

3. INFORMATION ON THE COMPANY

3.1 Based on publicly available information, the Company was incorporated under the laws of Singapore on 31 July 1973 and was listed on the Main Board of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 4 February 1994. The principal activities of the Company and its subsidiaries consist of trading in industrial steel products and investment holding.

3.2 As at the Offer Announcement Date, based on publicly available information:

- (a) the issued and paid-up share capital of the Company comprises 122,045,014 Shares (excluding 3,429,100 Shares held by the Company as treasury shares); and
- (b) the board of directors of the Company comprises:
 - (i) Mr. Lim Chee San (Non-Executive Chairman and Independent Director);
 - (ii) Mr. Lim Boh Chuan (Chief Executive Officer and Managing Director);
 - (iii) Mr. Lim Kim Thor (Executive Director);
 - (iv) Mr. Lim Beo Peng (Deputy Managing Director);
 - (v) Mr. Philip Chan Kam Loon (Independent and Non-Executive Director);
 - (vi) Mr. Lim Puay Koon (Non-Executive Director); and
 - (vii) Mr. Lim Eng Chong (Non-Executive Director).

4. INFORMATION ON THE CONSORTIUM AND THE OFFEROR

4.1 The Lim Family Consortium

The consortium comprises the persons named in **Schedule 1** to this Announcement, who are members of the founding Lim family and their respective family holding companies (each, a "**Consortium Member**", and collectively, the "**Consortium Members**").¹ As at the Offer Announcement Date, the Consortium Members own or control an aggregate of 66,100,020 Shares, representing approximately 54.16% of the total number of issued Shares (excluding any Shares held in treasury), details of which are set out in **Schedule 2** to this Announcement.

¹ The relationships between each Consortium Member are set out in **Schedule 1** to this Announcement.

4.2 The Offeror

The Offeror is a special purpose vehicle incorporated in Singapore for the purposes of the Offer. The Offeror is the bid vehicle for the Consortium Members which comprises members of the Lim family. As at the Offer Announcement Date, the Offeror has an issued and paid-up share capital of S\$4.00, consisting of four (4) ordinary shares (the "**Offeror Shares**"), which are held by the shareholders as follows:

Shareholders of the Offeror	Shareholding Percentage
Mr. Lim Beo Peng	25.00%
Mr. Lim Boh Chuan	25.00%
Mr. Lim Kim Thor	25.00%
Mr. Lim Yee Kim	25.00%
Total	100.00%

The board of directors of the Offeror comprises Mr. Lim Beo Peng, Mr. Lim Boh Chuan, Mr. Lim Kim Thor and Ms. Tan Yee Peng.

4.3 Consortium Arrangements

The Consortium Members have agreed to form a consortium through the Offeror to undertake the Offer and have on the Offer Announcement Date, entered into the following arrangements (collectively, the "**Consortium Arrangements**"):

- (a) Hennfa Investments Pte Ltd ("**Hennfa**") has provided an irrevocable undertaking in favour of the Offeror (the "**Hennfa Irrevocable Undertaking**"), pursuant to which Hennfa undertook and/or agreed to, *inter alia*, the following:
- (i) to accept the Offer in respect of all the Shares held by it;
 - (ii) to waive its right under Rule 30 of the Code to receive any cash settlement or payment for acceptance of the Offer; and
 - (iii) that the total cash consideration that would be payable by the Offeror to Hennfa for such acceptance (the "**Hennfa Proceeds**") will be regarded as an interest-free loan extended by Hennfa to the Offeror, and Hennfa shall assign to each of the shareholders of Hennfa (namely, Yee Kim Holdings Pte. Ltd., Pit Hong Holdings Pte. Ltd., Lim Puay Koon, Lim Boh Chuan, Lim Kim Thor, Lim Eng Chong and Lim Kim Hock) (the "**Hennfa Shareholders**") its rights to receive (and the benefit of receiving) the Hennfa Proceeds, in accordance with the terms of the Consortium Agreement (as defined below);
- (b) each Consortium Member who holds Shares directly in the Company (namely, Lim Puay Koon, Lim Boh Chuan, Lim Kim Thor, Lim Eng Chong, Lim Beo Peng, Lim Kim Hock, Lim Yee Kim, Lim Kok Seng, Lim Han Leong, Tan Lean Choo, Lim Lay Tin, Lim Kok Wah, Tan Yee Peng, Stanley Lim Beo Loon and Lim Boh Wee) (the "**Relevant Consortium Members**") has provided an irrevocable undertaking in favour of the Offeror (collectively, the "**Individual Irrevocable Undertakings**"), pursuant to which the Relevant Consortium Members undertook and/or agreed to, *inter alia*, the following:

- (i) to accept or procure the acceptance of the Offer in respect of all the Shares owned by them;
 - (ii) to waive their rights under Rule 30 of the Code to receive any cash settlement or payment for acceptance of the Offer in respect of all their Shares (excluding those Shares owned by the Relevant Consortium Members, which were purchased using their Central Provident Fund ("**CPF**") contributions pursuant to the CPF Investment Scheme (the "**Relevant CPFIS Shares**"));² and
 - (iii) that the total cash consideration that would be payable by the Offeror to the Relevant Consortium Members for accepting the Offer in respect of all their Shares excluding the Relevant CPFIS Shares (the "**Relevant Consortium Members Proceeds**", together with the Hennfa Proceeds, the "**Consortium Amount**") will be regarded as interest-free shareholders' loans extended by the Relevant Consortium Members to the Offeror in accordance with the terms of the Consortium Agreement (as defined below); and
- (c) a consortium agreement (the "**Consortium Agreement**"), pursuant to which the Consortium Members agreed to, *inter alia*, the following:
- (i) the formation of a consortium to make the Offer through the Offeror and to privatise the Company by way of compulsory acquisition (if invoked) (the "**Transaction**");
 - (ii) that all matters relating to the Offer shall require the unanimous approval of the Consortium Members; and
 - (iii) following the completion of the Transaction:
 - (A) in relation to the Shares held directly by Hennfa:
 - (1) the Consortium Members will determine the amount of the Hennfa Proceeds to be capitalised into new Offeror Shares to be allotted and issued to the Hennfa Shareholders; and
 - (2) the consideration payable by the Hennfa Shareholders for the subscription of such new Offeror Shares shall be set-off against the amount of Hennfa Proceeds to be capitalised, and the balance amount of Hennfa Proceeds (if any) shall remain as interest-free shareholders' loans extended by the Hennfa Shareholders to the Offeror; and
 - (B) in relation to the Shares held directly by the Relevant Consortium Members:
 - (1) the Consortium Members will determine the amount of the Relevant Consortium Members Proceeds to be capitalised into new Offeror Shares to be allotted and issued to the Relevant Consortium Members; and

² Mr. Lim Kim Thor owns 36,000 Shares, which were purchased using his CPF contributions pursuant to the CPF Investment Scheme. Accordingly, Mr. Lim Kim Thor will not waive his rights under Rule 30 of the Code in respect of these 36,000 Relevant CPFIS Shares and these 36,000 Relevant CPFIS Shares will not form part of the Relevant Consortium Members Proceeds.

- (2) the consideration payable by the Relevant Consortium Members for the subscription of such new Offeror Shares shall be set-off against the amount of Relevant Consortium Members Proceeds to be capitalised, and the balance amount of Relevant Consortium Members Proceeds (if any) shall remain as interest-free shareholders' loans extended by the Relevant Consortium Members to the Offeror.

Further details on the Consortium Arrangements will be disclosed in the Offer Document.

Pursuant to an application made by the Offeror to the Securities Industry Council of Singapore to seek certain rulings in relation to the Offer, the Securities Industry Council of Singapore has confirmed that the Consortium Arrangements do not constitute special deals for the purpose of Rule 10 of the Code.

4.4 Resultant Position

Following completion of the Transaction (assuming that the Company is a wholly-owned subsidiary of the Offeror) and the capitalisation of the Consortium Amount, it is envisaged that the resultant shareholding in the Offeror will be as set out in **Schedule 3** to this Announcement.

5. IRREVOCABLE UNDERTAKINGS

- 5.1 Pursuant to the Hennfa Irrevocable Undertaking and the Individual Irrevocable Undertakings (collectively, the "**Irrevocable Undertakings**"), the Offeror has received irrevocable undertakings to accept the Offer in respect of 66,100,020 Shares, representing approximately 54.16% of the total number of issued Shares (excluding any Shares held in treasury). Details of the Shares owned by the Consortium Members are set out in **Schedule 2** of this Announcement.
- 5.2 Each Irrevocable Undertaking will terminate or lapse if the Offer is withdrawn or lapses or fails to become or be declared to be unconditional in all respects for whatever reason.
- 5.3 Save for the Irrevocable Undertakings, as at the Offer Announcement Date, neither the Offeror nor any party acting in concert with the Offeror has received any irrevocable undertaking from any other party to accept or reject the Offer.

6. RATIONALE FOR THE OFFER

6.1 Low Trading Liquidity of Shares

The trading volume of the Shares has been low, with an average daily trading volume³ of approximately 113,814 Shares, 71,921 Shares, 41,867 Shares and 29,318 Shares during the respective one (1)-month period, three (3)-month period, six (6)-month period and 12-month period up to and including 27 June 2019, being the last full Market Day⁴ immediately prior to the Offer Announcement Date (the "**Last Trading Day**"). Each of these represents less than 0.10% of the total number of issued Shares for any of the aforementioned relevant periods.

³ Calculated by using the total volume of Shares traded divided by the number of Market Days with respect to the one (1)-month period, three (3)-month period, six (6)-month period and 12-month period respectively up to and including 27 June 2019.

⁴ For the purposes of this Announcement, "**Market Day**" means a day on which the SGX-ST is open for the trading of securities.

The Offer therefore provides Shareholders who find it difficult to exit the Company as a result of the low trading volume in Shares with a compelling cash exit opportunity to liquidate and realise their investment in the Shares at a premium to the prevailing market prices which would otherwise not be available given the low trading liquidity.

6.2 **Opportunity for shareholders to exit their investment at a compelling premium**

The Shares have not been transacted on the SGX-ST at or above the Offer Price since May 2013. The Offer Price represents a premium of approximately 51.90% over the last transacted price per Share of S\$0.790 on 27 June 2019, being the last Market Day on which the Shares were transacted prior to the Offer Announcement Date.

When compared to the benchmark prices of the Shares up to and including the Last Trading Day, the Offer Price also represents a premium of approximately 58.33%, 58.60%, 58.56% and 54.32% over the volume weighted average price ("VWAP") per Share for the one (1)-month, three (3)-month, six (6)-month and 12-month periods, respectively.

The Offer presents Shareholders with an attractive cash exit opportunity to realise their entire investment in Shares at a premium over the prevailing trading prices of the Shares without incurring brokerage and other trading costs.

6.3 **No Necessity for Access to Equity Capital Markets.** Since 2008, the Company has not carried out any exercise to raise equity capital on the SGX-ST. The Company is unlikely to require access to Singapore equity capital markets to finance its operations in the foreseeable future as the Company has various other available funding sources such as bank borrowing facilities. Accordingly, it is not necessary for the Company to maintain a listing on the SGX-ST.

6.4 **Greater Management Flexibility**

The Offeror is making the Offer with a view to delisting the Company from the SGX-ST and exercising any rights of compulsory acquisition that may arise under Section 215(1) of the Companies Act (Chapter 50 of Singapore) (the "Companies Act"). The Offeror believes that privatising the Company will give the Offeror and the management of the Company more flexibility to manage the business of the Company, optimise the use of its management and capital resources and facilitate the implementation of any operational change.

6.5 **Compliance Costs of Maintaining Listing**

In maintaining its listed status, the Company incurs compliance and associated costs. In the event that the Company is delisted from the SGX-ST, the Company will be able to save on expenses relating to the maintenance of a listed status and focus its resources on its business operations.

7. FINANCIAL EVALUATION OF THE OFFER

The Offer Price represents the following premia over the historical traded prices of the Shares:

	Description	Share Price (S\$) ⁽¹⁾⁽²⁾	Premium over Share Price ⁽³⁾ (%) ⁽⁴⁾
(a)	Last transacted price per Share on 27 June 2019 (being the Last Trading Day)	0.7900	51.90%
(b)	VWAP of the Shares traded on the SGX-ST for the one (1)-month period prior to and including the Last Trading Day	0.7579	58.33%
(c)	VWAP of the Shares traded on the SGX-ST for the three (3)-month period prior to and including the Last Trading Day	0.7566	58.60%
(d)	VWAP of the Shares traded on the SGX-ST for the six (6)-month period prior to and including the Last Trading Day	0.7568	58.56%
(e)	VWAP of the Shares traded on the SGX-ST for the 12-month period prior to and including the Last Trading Day	0.7776	54.32%

Note:

- (1) Source: Bloomberg L.P.
- (2) The VWAP is calculated based on the daily VWAP turnover divided by VWAP volume of the Shares as extracted from Bloomberg L.P.
- (3) Computed based on the Share prices which were rounded to the nearest four (4) decimal places.
- (4) Percentages rounded to the nearest two (2) decimal places.

8. LISTING STATUS AND COMPULSORY ACQUISITION

8.1 Listing Status

Under Rule 723 of the listing manual of the SGX-ST (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**"). Pursuant to Rule 1105 of the Listing Manual, upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror and parties acting in concert with it to above 90% of the total number of issued Shares (excluding any Shares held in treasury), the SGX-ST may suspend the trading of the Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total number of issued Shares (excluding any Shares held in treasury) are held by at least 500 Shareholders who are members of the public.

Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued Shares (excluding any Shares held in treasury), thus causing the percentage of the total number of issued Shares (excluding any

Shares held in treasury) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.

Under Rule 724(1) of the Listing Manual, if the Free Float Requirement is not satisfied, the Company must, as soon as possible, announce that fact and the SGX-ST may suspend trading of all the Shares. Rule 724(2) of the Listing Manual states that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of the Shares held in public hands to at least 10%, failing which the Company may be removed from the Official List of the SGX-ST.

8.2 **Compulsory Acquisition**

Pursuant to Section 215(1) of the Companies Act, in the event that the Offeror receives valid acceptances pursuant to the Offer and/or acquires Shares 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 and excluding any Shares held in treasury), the Offeror will be entitled to exercise the right to compulsorily acquire all the Shares from Shareholders who have not accepted the Offer (the "**Dissenting Shareholders**") at a price equal to the Offer Price.

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 and their respective nominees, comprise 90% or more of the total number of issued Shares, the Dissenting Shareholders will have a right to require the Offeror to acquire their Shares at the Offer Price. Such Dissenting Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.

8.3 **Offeror's Intentions**

The Offeror does not intend to preserve the listing status of the Company. In the event that, *inter alia*, 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. Furthermore, the Offeror, if and when entitled, intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act. In addition, the Offeror intends to, and hereby reserves its right, to take steps at an appropriate time, whether during or after the Offer, to seek a voluntary delisting of the Company from the SGX-ST, where permitted by, and in accordance with, the relevant requirements of the Listing Manual and the Code.

The Offeror has no current intentions to (a) introduce any major changes to the existing business of the Company, (b) re-deploy the fixed assets of the Company, or (c) discontinue the employment of the existing employees of the Company or its subsidiaries, in each case, other than in the ordinary and usual course of business. However, the Offeror retains the flexibility at any time to further consider any options or opportunities in relation to the Company which may present themselves and which the Offeror may regard to be in the interest of the Company.

9. **DISCLOSURE OF SHAREHOLDINGS**

9.1 **Shareholdings**

As at the Offer Announcement Date, (a) the Offeror and its directors; (b) each of the Consortium Members; and (c) OCBC Bank (collectively, the "**Relevant Persons**") collectively own, control

or have agreed to acquire an aggregate of 66,100,020 Shares, representing approximately 54.16% of the total number of issued Shares (excluding any Shares held in treasury).

9.2 **No Other Holdings, Dealings or Other Arrangements**

Save as disclosed in this Announcement, as at the Offer Announcement Date, none of the Relevant Persons:

- (a) owns, controls or has agreed to acquire any (i) Shares; (ii) securities which carry voting rights in the Company; or (iii) convertible securities, warrants, options or derivatives in respect of such Shares or securities (collectively, the "**Company Securities**");
- (b) has received any irrevocable undertaking (other than the Irrevocable Undertakings) from any party to accept or reject the Offer; or
- (c) has:
 - (i) granted a security interest over any Company Securities to another person, whether through a charge, pledge or otherwise;
 - (ii) borrowed from another person any Company Securities (excluding borrowed Company Securities which have been on-lent or sold); or
 - (iii) lent any Company Securities to another person.

9.3 **Further Enquiries**

In the interest of confidentiality, 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 Offer. Further enquiries will be made of such persons by the Offeror after the Offer Announcement Date and the relevant disclosures, if any, will be made in the Offer Document. For the same reason, OCBC Bank has also not made enquiries in respect of certain other parties who are or may be deemed to be acting in concert with OCBC Bank in connection with the Offer and further enquiries will be made of such persons by OCBC Bank after the Offer Announcement Date and the relevant disclosures, if any, will be made in the Offer Document.

9.4 **Disclosure of Dealings**

In accordance with the Code, the associates (as defined under the Code, and which includes all substantial shareholders) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company and the Offeror under Rule 12 of the Code.

10. **OVERSEAS SHAREHOLDERS**

This Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for 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 this Announcement in any jurisdiction in contravention of applicable law. The Offer will be made solely by the Offer Document and the relevant form(s) of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. **For the avoidance of doubt, the Offer shall be open to all Shareholders, including those to whom the Offer Document and relevant form(s) of acceptance may not be sent.**

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Announcement is released, published or distributed should inform themselves about and observe such restrictions.

Copies of this Announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the register of members of the Company or in the records of The Central Depository (Pte) Limited (as the case may be) (each, an "**Overseas Shareholder**") may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable requirements in the relevant overseas jurisdictions. Further details in relation to Overseas Shareholders will be contained in the Offer Document.

The Offeror and OCBC Bank each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders who are not resident in Singapore by announcement to the SGX-ST or notice and if necessary, by paid advertisement in a newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement, notice or advertisement.

11. CONFIRMATION OF FINANCIAL RESOURCES

OCBC Bank, as financial adviser to the Offeror in connection with the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer by the holders of the Offer Shares on the basis of the Offer Price, excluding the Consortium Amount.

12. OFFER DOCUMENT

The Offer Document setting out the terms and conditions of the Offer and enclosing the relevant form(s) of acceptance will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the Offer Announcement Date.

Shareholders should exercise caution and seek appropriate independent professional advice when dealing in the Shares.

13. **DIRECTORS' 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

OVERSEA-CHINESE BANKING CORPORATION LIMITED

For and on behalf of

HERCULES PTE. LTD.

28 June 2019

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

OVERSEA-CHINESE BANKING CORPORATION LIMITED

Tel: +65 6530 1275

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", "shall", "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 OCBC Bank undertakes any obligation to update publicly or revise any forward-looking statements.

SCHEDULE 1

CONSORTIUM MEMBERS

Family Relationship of the Consortium Members

Consortium Members	Family Relationships
Hennfa Investments Pte Ltd (" Hennfa ")	Investment holding company for certain members of the Lim family
Shareholders of Hennfa	
Yee Kim Holdings Pte. Ltd. (" Yee Kim ")	Family holding company for LYK and PC
Pit Hong Holdings Pte. Ltd. (" Pit Hong ")	Family holding company for LBP, LKS, LHL, LLT and TLC
Lim Puay Koon (" LPK ")	LPK and LBC are brothers; LPK and LBC are nephews of LKT, LKH, LEC and LYK
Lim Boh Chuan (" LBC ")	LPK and LBC are brothers; LPK and LBC are nephews of LKT, LKH, LEC and LYK
Lim Kim Thor (" LKT ")	LKT, LKH and LEC are brothers; LKT is the cousin of LYK
Lim Kim Hock (" LKH ")	LKT, LKH and LEC are brothers; LKH is the cousin of LYK
Lim Eng Chong (" LEC ")	LKT, LKH and LEC are brothers; LEC is the cousin of LYK
Shareholders of Yee Kim	
Lim Yee Kim (" LYK ")	LYK is the cousin of LKT, LKH and LEC
Pey Choi (" PC ")	PC is the spouse of LYK
Shareholders of Pit Hong	
Lim Beo Peng (" LBP ")	LBP, LKS, LHL and LLT are siblings; LBP, LKS and LHL are nephews of LKT, LKH, LEC and LYK; LLT is the niece of LKT, LKH, LEC and LYK
Lim Kok Seng (" LKS ")	LBP, LKS, LHL and LLT are siblings; LBP, LKS and LHL are nephews of LKT, LKH, LEC and LYK; LLT is the niece of LKT, LKH, LEC and LYK
Lim Han Leong (" LHL ")	LBP, LKS, LHL and LLT are siblings; LBP, LKS and LHL are nephews of LKT, LKH, LEC and LYK; LLT is the niece of LKT, LKH, LEC and LYK
Lim Lay Tin (" LLT ")	LBP, LKS, LHL and LLT are siblings; LBP, LKS and LHL are nephews of LKT, LKH, LEC and LYK; LLT is the niece of LKT, LKH, LEC and LYK
Tan Lean Choo (" TLC ")	TLC is the mother of LBP, LKS, LHL and LLT
Other Lim Family Relatives	
Lim Kok Wah (" LKW ")	LKW is the son of LYK; LKW is the nephew of LKT, LKH and LEC
Tan Yee Peng (" TYP ")	TYP is the daughter-in-law of LYK and the spouse of LKW
Stanley Lim Beo Loon (" LBL ")	LBL is the son of LKH; LBL is the nephew of LKT, LEC and LYK
Lim Boh Wee (" LBW ")	LBW is the son of LKT; LBW is the nephew of LKH, LEC and LYK

SCHEDULE 2

CONSORTIUM MEMBERS' SHAREHOLDING IN THE COMPANY

Details of the number of Shares to be tendered in acceptance of the Offer by each Consortium Member who is also a Shareholder pursuant to their respective Irrevocable Undertakings are as follows:

Consortium Member	Number of Shares to be tendered in acceptance of the Offer	Percentage of the total number of issued Shares^{(1) (2)}
Hennfa Investments Pte Ltd	18,603,000 ⁽³⁾	15.242%
Lim Puay Koon	7,240,500	5.933%
Lim Boh Chuan	7,240,050	5.932%
Lim Kim Thor	6,916,980 ⁽⁴⁾	5.668%
Lim Yee Kim	6,475,950	5.306%
Lim Kim Hock	6,409,530	5.252%
Lim Eng Chong	4,520,430	3.704%
Lim Beo Peng	2,680,710	2.196%
Lim Kok Seng	1,664,835	1.364%
Lim Han Leong	1,654,335	1.356%
Tan Lean Choo	1,460,565	1.197%
Stanley Lim Beo Loon	733,680	0.601%
Lim Lay Tin	464,355	0.380%
Lim Kok Wah	24,050	0.020%
Lim Boh Wee	7,300	0.006%
Tan Yee Peng	3,750	0.003%
Total	66,100,020	54.160%

Note:

- (1) Based on the Company's issued capital of 122,045,014 Shares as at the Offer Announcement Date.
- (2) In this Announcement, any discrepancies between the listed percentages and the totals shown thereof are due to rounding. Accordingly, figures shown as totals in this Announcement may not be an arithmetic aggregation of the figures that precede them.

- (3) Hennfa is an investment holding company, and its 4,125,000 shares ("**Hennfa Shares**") are held by the following Consortium Members:
- (a) Yee Kim Holdings Pte. Ltd., holding 971,197 Hennfa Shares;
 - (b) Pit Hong Holdings Pte. Ltd., holding 399,550 Hennfa Shares;
 - (c) Mr. Lim Kim Thor, holding 565,420 Hennfa Shares;
 - (d) Mr. Lim Kim Hock, holding 521,898 Hennfa Shares;
 - (e) Mr. Lim Eng Chong, holding 491,326 Hennfa Shares;
 - (f) Mr. Lim Boh Chuan, holding 587,835 Hennfa Shares; and
 - (g) Mr. Lim Puay Koon, holding 587,774 Hennfa Shares.
- (4) Mr. Lim Kim Thor owns 36,000 Shares, which were purchased using his CPF contributions pursuant to the CPF Investment Scheme. Accordingly, Mr. Lim Kim Thor will not waive his rights under Rule 30 of the Code in respect of these 36,000 Relevant CPFIS Shares and these 36,000 Relevant CPFIS Shares will not form part of the Relevant Consortium Members Proceeds.

SCHEDULE 3

RESULTANT SHAREHOLDING STRUCTURE OF THE OFFEROR (AFTER THE CLOSE OF THE OFFER AND COMPULSORY ACQUISITION)

Shareholder	Aggregate Resultant Percentage Shareholding in the Offeror
Lim Puay Koon	14.972%
Lim Boh Chuan	14.972%
Lim Kim Thor	14.275%
Lim Kim Hock	13.265%
Lim Eng Chong	10.197%
Lim Yee Kim	9.803%
Yee Kim Holdings Pte. Ltd.	6.630%
Lim Beo Peng	4.058%
Pit Hong Holdings Pte. Ltd.	2.728%
Lim Kok Seng	2.520%
Lim Han Leong	2.504%
Tan Lean Choo	2.211%
Stanley Lim Beo Loon	1.111%
Lim Lay Tin	0.703%
Lim Kok Wah	0.036%
Lim Boh Wee	0.011%
Tan Yee Peng	0.006%
Total	100.000%