

Voluntary Conditional Cash Offer by CEL Impetus Corporate Finance Pte. Ltd. for and on behalf of Singapore San Teh Real Estate Pte. Ltd., for San Teh Ltd

- **Loss of Free Float**

1. INTRODUCTION

The board of directors ("**Board**") of San Teh Ltd ("**Company**") refers to its announcements dated 5 September 2019, 16 September 2019 and 10 October 2019 and the announcement dated 24 October 2019 made by CEL Impetus Corporate Finance Pte. Ltd. for and on behalf of Singapore San Teh Real Estate Pte. Ltd. ("**Offeror**") in relation to, *inter alia*, the Offer being declared unconditional in all respects, the level of acceptances of the Offer, the extension of the closing date and the Offeror's rights of compulsory acquisition ("**Unconditional Announcement**").

All capitalized terms used herein, unless otherwise defined, shall have the meanings ascribed in the Offeree Circular.

2. LOSS OF FREE FLOAT AND SUSPENSION IN TRADING

As stated in the Unconditional Announcement, as at 5.00 p.m. (Singapore time) on 24 October 2019, the total number of Shares (a) held by the Offeror and parties acting in concert with it ("**Concert Parties**") before the Offer Announcement Date, (b) acquired or agreed to be acquired by the Offeror and its Concert Parties after the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 24 October 2019 (other than pursuant to valid acceptances of the Offer), and (c) for which valid acceptances of the Offer have been received, amounted to an aggregate of 315,745,638 Shares, representing approximately 92.32% of the total number of Shares of the Company.

The Company wishes to announce that based on the information in the Unconditional Announcement, the percentage of Shares held by the public as at the date hereof is less than the requisite 10% of the total number of issued Shares (excluding treasury shares) as required under Rule 723 of the Listing Manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Free Float Requirement**").

Under Rule 724(1) of the Listing Manual, if the percentage of Shares held in public hands falls below 10%, the Company must, as soon as practicable, announce that fact, and the SGX-ST may suspend the trading of the Shares. In addition, Rule 724(2) of the Listing Manual provides that the SGX-ST may allow the Company a period of 3 months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares in public hands to at least 10%, failing which the Company may be removed from the official list of the SGX-ST.

Shareholders of the Company should note that pursuant to Rule 1303(1) of the Listing Manual, in a take-over situation, where the offeror succeeds in garnering acceptances exceeding 90% of the issuer's total number of issued shares (excluding treasury shares), thus causing the percentage of an issuer's total number of issued shares (excluding treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the listed securities of the issuer only at the close of the take-over offer.

The Offeror has stated in the Offer Document that if the Free Float Requirement is not satisfied at the close of the Offer, the trading of the Shares on the SGX-ST is suspended at the close of the Offer, and the Offeror is entitled to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act, subject to the requirements of the Listing Manual, the Offeror does not intend to support any action or take any steps to maintain the listing status of the Company or to restore the free float of the Shares.

3. OFFER REMAINS OPEN FOR ACCEPTANCES

The Offer remains open for acceptances until **5.30 p.m. (Singapore time) on 21 November 2019 (Thursday)** (or such later date(s) as may be announced from time to time by or on behalf of the Offeror).

4. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Company (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate, and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the Company has been to ensure that such information has been accurately and correctly extracted from such sources and/or reproduced in this announcement in its proper form and context.

BY ORDER OF THE BOARD

Lim Wee Tziang
Company Secretary
24 October 2019