

## VOLUNTARY UNCONDITIONAL OFFER

by

**UOBKayHian**

**UOB KAY HIAN PRIVATE LIMITED**  
(Company Registration No.: 197000447W)  
(Incorporated in the Republic of Singapore)

for and on behalf of

**ZHCC INVESTMENT HOLDINGS LIMITED**  
(Company Registration No.: 202035309G)  
(Incorporated in the Republic of Singapore)

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

**INTERNATIONAL PRESS SOFTCOM LIMITED**  
(Company Registration No.: 197201169E)  
(Incorporated in the Republic of Singapore)

### EXERCISE OF RIGHT OF COMPULSORY ACQUISITION OF SHARES IN INTERNATIONAL PRESS SOFTCOM LIMITED

#### 1. INTRODUCTION

UOB Kay Hian Private Limited ("**Financial Adviser**") refers to:

- (i) the offer document dated 17 February 2021 (the "**Offer Document**") in relation to the voluntary conditional offer (the "**Offer**") by the Financial Adviser, for and on behalf of ZHCC Investment Holdings Pte. Ltd. (the "**Offeror**"), to acquire all the issued and paid-up ordinary shares (the "**Shares**") in the capital of International Press Softcom Limited (the "**Company**") other than those already held by the Offeror as at the date of the Offer in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers;
- (ii) the announcement dated 24 February 2021 by the Financial Adviser, for and on behalf of the Offeror, in relation to the Offeror's entitlement to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**") to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer; and
- (iii) the letter dated 5 March 2021 from the Offeror to the Shareholders (the "**Letter**") in relation to the intention of the Offeror to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act, to compulsorily acquire all the Shares held by Shareholders who have not validly accepted the Offer (the "**Dissenting Shareholders**") at a consideration of S\$0.045 in cash for each Share (the "**Compulsory Acquisition**") and the relevant notices in the prescribed forms in relation to Section 215(1) and Section 215(3) of the Companies Act.

Unless otherwise defined, capitalised terms in this Announcement shall bear the same meaning as set out in the Offer Document.

## **2. EXERCISE OF RIGHT OF COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT**

- 2.1 The Financial Adviser wishes to announce, for and on behalf of the Offeror, that the Offeror has exercised its right of Compulsory Acquisition today to acquire the Shares of the Dissenting Shareholders at a consideration of S\$0.045 in cash for each Share.
- 2.2 Upon the payment by the Offeror of the aggregate amount payable for the Shares (the "**Consideration**") to be acquired from the Dissenting Shareholders, the Company will take steps to cause all the Shares held by the Dissenting Shareholders to be transferred to the Offeror and will register the Offeror as the holder of all those Shares as soon as practicable.
- 2.3 In respect of the Shares held by each of the Dissenting Shareholders which are held through a Securities Account maintained with The Central Depository (Pte) Limited ("**CDP**"), subject to and in accordance with the provisions of Section 215(1) of the Companies Act and the terms set out in Form 57, as soon as practicable after the date of this Announcement, CDP will, on behalf of the Offeror, despatch remittance via CDP's Direct Crediting Service (DCS) to credit such Dissenting Shareholders' cash distributions directly into such Dissenting Shareholders' designated bank account for the appropriate amount of the Consideration payable in respect of such Shares, or by such other manner as such Dissenting Shareholders may have agreed with CDP for the payment of any cash distributions.
- 2.4 Following the completion of the Compulsory Acquisition, the Offeror will own all the Shares of the Company. The Company will be delisted from the SGX-ST at a date and time to be announced by the Company in due course.

## **3. 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 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 in this Announcement has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, information relating to the Group), the sole responsibility of the Directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

Issued by  
**UOB Kay Hian Private Limited**

For and on behalf of  
**ZHCC Investment Holdings Limited**  
6 April 2021

Any inquiries relating to this Announcement or the Offer should be directed during office hours to UOB Kay Hian Private Limited at telephone number (65) 6590 6881.

### **IMPORTANT NOTICE**

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 "expect", "anticipate", "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 or outcomes 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 the Financial Adviser undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.