



EUROPTRONIC GROUP LTD

(Company Registration Number 200009775K)

(Incorporated in the Republic of Singapore on 18 November 2000)

DIRECTED DELISTING OF EUROPTRONIC GROUP LTD

– CLOSE OF EXIT OFFER, LAPSE OF EXIT OFFER AND DELISTING OF EUROPTRONIC GROUP LTD FROM THE OFFICIAL LIST OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

1. INTRODUCTION

The Board of Directors (the “**Directors**”) of Europtronic Group Ltd (the “**Company**”) refers to the following:

- (a) the joint announcement released by the Company and Project Goodwill Pte. Ltd. (the “**Offeror**”) on 7 November 2017 in relation to the Delisting Proposal presented by the Offeror to the Directors of the Company to make an exit cash offer (the “**Exit Offer**”) to the Shareholders in connection with the directed delisting of the Company by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) in accordance with Rule 1315 of the Listing Manual and the Delisting Notification;
- (b) the exit offer letter dated 8 August 2018 (the “**Exit Offer Letter**”) which includes the letter issued by the Company to the Shareholders dated 8 August 2018 set out in Appendix IV to the Exit Offer Letter; and
- (c) the announcement released by the Offeror on 30 August 2018 in relation to *inter alia* the level of acceptances of the Exit Offer as at 30 August 2018 and the closing date of the Exit Offer (being 5 September 2018) (the “**Closing Date**”).

All capitalised terms not defined herein shall have the same meanings given to them in the Exit Offer Letter, unless otherwise expressly stated or the context otherwise requires.

2. CLOSE OF EXIT OFFER

The Company wishes to announce that the Exit Offer has closed at 5.30 p.m. (Singapore time) on the Closing Date. **Accordingly, the Exit Offer is no longer open for acceptance and any acceptance of the Exit Offer received after 5.30 p.m. (Singapore time) on the Closing Date will not be accepted.**

3. LAPSE OF EXIT OFFER

As stated in the Exit Offer Letter, the Exit Offer is subject to the Offeror having received, by the close of the Exit Offer, valid acceptances 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 and parties acting in concert with it (either before or during the Exit Offer and pursuant to the Exit Offer or otherwise), will result in the Offeror and parties acting in concert with it holding such number of Shares carrying more than 50% of the total voting rights attributable to the issued share capital of the Company as at the close of the Exit Offer (the “**Acceptance Condition**”).

Based on the information set out in the Offeror’s announcement dated 5 September 2018 (the “Offeror’s Announcement”), the Acceptance Condition has not been fulfilled. As a result, the Exit Offer has not become unconditional in all respects as at 5.30 p.m. (Singapore time) on the Closing Date and has therefore lapsed.

With the closing and lapsing of the Exit Offer, Shareholders who have previously accepted the Exit Offer will have their Offer Shares returned to them in the manner set out in the Offeror’s Announcement.

4. DELISTING

Following the close of the Exit Offer, the Company will consult the SGX-ST on the date of delisting of the Company from the Official List of the SGX-ST. The Company will provide a further update in due course.

5. RESPONSIBILITY STATEMENT

The Directors (including any 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 (excluding information relating to the Offeror and the Exit Offer) are fair and accurate and that no material facts which relate to the Company and its subsidiaries have been omitted from this announcement, the omission of which would make any statement in this announcement misleading in any material respect. Where any information in this announcement has been extracted or reproduced from published or publicly available sources, the sole responsibility of the 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 Directors jointly and severally accept responsibility accordingly. The Directors do not accept any responsibility for any information relating to the Offeror and the Exit Offer, or any opinion expressed by the Offeror.

By Order of the Board
Europtronic Group Ltd

Anthony Ang Meng Huat
Non-Executive Lead Independent Director
5 September 2018