

VOLUNTARY UNCONDITIONAL CASH OFFER

by



Oversea-Chinese Banking Corporation Limited

(Incorporated in Singapore)

(Company Registration No.: 193200032W)

for and on behalf of

M-Universe Investments Pte. Ltd.

(Incorporated in Singapore)

(Company Registration No.: 201912256E)

to acquire all of the issued ordinary shares
in the capital of

Memtech International Ltd.

(Incorporated in Singapore)

(Company Registration No.: 200312032Z)

other than those already owned, controlled or agreed to be acquired by
M-Universe Investments Pte. Ltd., its related corporations or their respective nominees

CLOSE OF OFFER AND FINAL LEVEL OF ACCEPTANCES ANNOUNCEMENT

1. INTRODUCTION

1.1 Oversea-Chinese Banking Corporation Limited ("**OCBC Bank**") refers to:

- (i) the announcement dated 14 May 2019 released by OCBC Bank, for and on behalf of M-Universe Investments Pte. Ltd. (the "**Offeror**"), in relation to the voluntary conditional cash offer (the "**Offer**") made by the Offeror for all of the issued ordinary shares ("**Shares**") in the capital of Memtech International Ltd. (the "**Company**"), other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations or their respective nominees;
- (ii) the formal offer document dated 31 May 2019 containing the terms and conditions of the Offer (the "**Offer Document**"); and
- (iii) the announcement dated 28 June 2019 released by OCBC Bank, for and on behalf of the Offeror, in relation to, *inter alia*, the Offer being declared unconditional in all respects, the extension of the closing date for the Offer and the Offeror being entitled to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act.

1.2 All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document.

2. CLOSE OF THE OFFER

OCBC Bank wishes to announce, for and on behalf of the Offeror, that the Offer has closed as at 5.30 p.m. (Singapore time) on 26 July 2019.

Accordingly, the Offer is no longer open for acceptance and any acceptances received after 5.30 p.m. (Singapore time) on 26 July 2019 will be rejected.

3. FINAL LEVEL OF ACCEPTANCES OF THE OFFER AND AGGREGATE SHAREHOLDING

Pursuant to Rule 28.1 of the Code, OCBC Bank wishes to announce, for and on behalf of the Offeror, that as at 5.30 p.m. (Singapore time) on 26 July 2019, the total number of Shares (i) held before the Offer period, (ii) acquired or agreed to be acquired during the Offer period, and (iii) for which valid acceptances of the Offer have been received, are as follows:

	Number of Shares	Percentage of the total number of Shares (%) ^{1,2}
Shares held as at 14 May 2019, being the Offer Announcement Date, by:		
(i) the Offeror	NIL	NIL
(ii) parties acting or deemed to be acting in concert with the Offeror (" Offeror's Concert Parties ")	85,443,280	61.00
Shares acquired or agreed to be acquired between 14 May 2019 up to 5.30 p.m. (Singapore time) on 26 July 2019 (other than pursuant to valid acceptances of the Offer) by:		
(i) the Offeror	NIL	NIL
(ii) the Offeror's Concert Parties	NIL	NIL
Valid acceptances of the Offer as at 5.30 p.m. (Singapore time) on 26 July 2019 received from:		
(i) the Offeror's Concert Parties	85,443,280	61.00
(ii) Shareholders other than the Offeror's Concert Parties	51,728,956	36.93
Total number of Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties (including valid acceptances of the Offer) as at 5.30 p.m. (Singapore time) on 26 July 2019	137,172,236	97.92

¹ Rounded to the nearest two decimal places.

² Calculated based on a total of 140,080,878 Shares as at the date of this Announcement. Any discrepancies in this table between the listed figure and the totals thereof are due to rounding. Figures shown are not arithmetic aggregations of the relevant figures that precede them as valid acceptances of the Offer received from the Offeror's Concert Parties have been excluded to avoid double counting.

4. RESULTANT SHAREHOLDING

As at 5.30 p.m. (Singapore time) on 26 July 2019, the total number of Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties (including valid acceptances of the Offer) amount to an aggregate of 137,172,236 Shares, representing approximately 97.92 per cent. of the total number of Shares.

5. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any 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 (including, without limitation, in relation to the Company), the sole responsibility of the directors of the Offeror has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by

Oversea-Chinese Banking Corporation Limited

For and on behalf of

M-Universe Investments Pte. Ltd.

26 July 2019

Any enquiries relating to this Announcement or the Offer should be directed during office hours to Oversea-Chinese Banking Corporation Limited at telephone number +(65) 6530 8462.

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” and similar expressions or future and conditional verbs such as “will”, “would”, “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 other investors of the Company should not place undue reliance on such forward-looking statements. Neither the Offeror nor OCBC Bank guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.