

TEXCHEM-PACK HOLDINGS (S) LTD.
(Company Registration No. 200308296H)
(Incorporated in the Republic of Singapore)

TEXCHEM RESOURCES BHD.
(Company Registration No. 16318-K)
(Incorporated in Malaysia)

JOINT ANNOUNCEMENT

DIRECTED DELISTING OF AND PROPOSED EXIT OFFER FOR TEXCHEM-PACK HOLDINGS (S) LTD. – DESPATCH OF EXIT OFFER LETTER AND ACCEPTANCE FORMS

1. INTRODUCTION

- 1.1. Texchem Resources Bhd. (the **“Offeror”**) and Texchem-Pack Holdings (S) Ltd. (the **“Company”**) refer to the announcement (the **“Exit Offer Announcement”**) jointly made by the Offeror and the Company on 5 August 2015 in relation to:
- (a) the Singapore Exchange Securities Trading Limited (the **“SGX-ST”**) directing the delisting of the Company pursuant to Rule 1315 of the Listing Manual of the SGX-ST (the **“Listing Manual”**) and directing the Company or its controlling shareholder(s) to comply with Rules 1306 and 1309 of the Listing Manual to provide a reasonable exit offer to the shareholders of the Company (the **“Shareholders”**); and
 - (b) the exit cash offer (the **“Exit Offer”**) by the Offeror to acquire all the issued ordinary shares in the capital of the Company (the **“Shares”**), other than those already owned, controlled or agreed to be acquired by the Offeror as at the date of the Exit Offer (the **“Offer Shares”**).
- 1.2. Unless otherwise defined or the context otherwise requires, capitalised terms used in this Announcement shall have the same meaning as defined in the Exit Offer Announcement.

2. DESPATCH OF EXIT OFFER LETTER AND ACCEPTANCE FORMS

- 2.1. The Offeror and the Company wish to announce that the exit offer letter dated 28 January 2016 (the **“Exit Offer Letter”**) containing the terms of the Exit Offer and including therein the letter from the Company to the Shareholders dated 28 January 2016 set out as Appendix 4 to the Exit Offer Letter (the **“Company Letter to Shareholders”**), together with the Form of Acceptance and Authorisation (the **“FAA”**) and/or the Form of Acceptance and Transfer (the **“FAT”**), as the case may be (collectively, the FAA and FAT shall be referred to as the **“Acceptance Forms”**), have been despatched today to the Shareholders.
- 2.2. If Shareholders hold Offer Shares that are deposited with The Central Depository (Pte) Limited (the **“CDP”**), they should receive a FAA together with the Exit Offer Letter. If any Shareholder has not received a FAA, that Shareholder may obtain a copy of the FAA during normal business hours from CDP, at 9 North Buona Vista Drive, #01-19/20, The

Metropolis, Singapore 138588, upon production of satisfactory evidence that he is a Shareholder.

- 2.3. If Shareholders hold Offer Shares that are represented by share certificate(s) and are not deposited with CDP, they should receive a FAT together with the Exit Offer Letter. If any Shareholder has not received a FAT, that Shareholder may request and obtain a copy of the FAT from the office of the Offeror's processing and receiving agent, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902, upon production of satisfactory evidence that he is a Shareholder.
- 2.4. A copy of the Exit Offer Letter including, as Appendix 4, the Company Letter to Shareholders in relation to the Exit Offer, is available on the website of the SGX-ST at www.sgx.com.
- 2.5. Shareholders are advised to read and consider the Exit Offer Letter carefully and in its entirety, including, but not limited to, the Company Letter to Shareholders setting out, *inter alia*,
 - (a) the advice of Asian Corporate Advisors Pte. Ltd., the independent financial adviser to the directors of the Company who are considered independent for the purposes of making the recommendation to the Shareholders in relation to the Exit Offer, namely Ang Cheng Gian, Eric and Kim Seah Teck Kim (the "Independent Directors"); and
 - (b) the recommendation of the Independent Directors on the Exit Offer.
- 2.6. **If any Shareholder is in doubt as to any of the matters referred to in the Exit Offer Letter and/or the course of action he should take, he should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.**

3. CLOSING DATE

- 3.1. The Exit Offer will be open for acceptance by Shareholders from the date of despatch of the Exit Offer Letter up to and including the date falling 28 days after the date of despatch of the Exit Offer Letter. Accordingly, the Exit Offer will close at 5.30 p.m. on 25 February 2016 or such later date(s) as may be announced from time to time by the Offeror (the "Closing Date").
- 3.2. Although no extension of the Exit Offer is currently contemplated, if the Exit Offer is extended, an announcement will be made of such extension, and the Exit Offer will remain open for acceptance for such period as may be announced, subject to the requirements of the Code. If the Exit Offer is extended, Shareholders who have validly accepted the Exit Offer in respect of part of their Shares will be entitled to tender additional Offer Shares in acceptance of the Exit Offer.

4. PROCEDURES FOR ACCEPTANCE

Full details of the procedures for acceptance of the Exit Offer are set out in Appendix 1 of the Exit Offer Letter and the Acceptance Forms. Shareholders are advised to read them in their entirety.

5. OVERSEAS SHAREHOLDERS

- 5.1. The availability of the Exit Offer to Shareholders whose addresses are outside Singapore, as shown on the Register of Members of the Company or in the records of CDP, as the case may be (each, an “**Overseas Shareholder**”) may be affected by the laws of the relevant overseas jurisdictions. Accordingly, all Overseas Shareholders should inform themselves about and observe any applicable legal requirements in their own jurisdictions. **Where there are potential restrictions on sending the Exit Offer Letter, the Acceptance Forms and any other formal documentation relating to the Exit Offer (each a “Delisting Document” and collectively, the “Delisting Documents”) to any overseas jurisdiction, the Offeror reserves the right not to send such documents to the Overseas Shareholders in such jurisdictions.** For the avoidance of doubt, the Exit Offer is made to all Shareholders holding Offer Shares, including those to whom the Delisting Document(s) have not been, or will not be, sent, provided that the Delisting Document(s) shall not be construed as, may not be used for the purpose of, and do not constitute a notice or proposal or advertisement or an offer or invitation or solicitation in any jurisdiction or in any circumstances in which such notice or proposal or advertisement or an offer or invitation or solicitation is unlawful or unauthorised, or to any person to whom it is unlawful to make such a notice or proposal or advertisement or an offer or invitation or solicitation.
- 5.2. Copies of the Delisting Document(s) 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 Exit Offer would violate the law of that jurisdiction (the “**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.
- 5.3. The Exit 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 Exit Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.
- 5.4. Overseas Shareholders may, nonetheless, obtain copies of the Delisting Document(s), during normal business hours, from the date of the Exit Offer Letter and up to the Closing Date, from the Offeror through its processing and receiving agent, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902. Alternatively, an Overseas Shareholder may write in to the Offeror through M & C Services Private Limited at the address listed above to request for any of the Delisting Documents to be sent to an address in Singapore by ordinary post at the Overseas Shareholder's own risk (the last day for despatch in respect of such request shall be a date falling three (3) market days prior to the Closing Date).
- 5.5. It is the responsibility of an Overseas Shareholder who wishes (i) to request for any of the Delisting Documents and/or (ii) to accept the Exit Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consents which may be required, or compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas

Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable, and the Offeror and any person acting on its behalf shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments as the Offeror and/or any person acting on its behalf may be required to pay. In (i) requesting for the Delisting Document(s) and/or (ii) accepting the Exit Offer, each Overseas Shareholder represents and warrants to the Offeror that he is in full compliance with all necessary formalities or legal requirements. **Overseas Shareholders who are in doubt about their position should consult their professional advisers in the relevant jurisdictions.**

- 5.6. The Offeror reserves the right to (i) reject any acceptance of the Exit Offer where it believes, or has reason to believe, that such acceptance may violate the applicable laws of any jurisdiction; and (ii) notify any matter, including the despatch of any formal documentation relating to the Exit Offer and the fact that the Exit Offer has been made, to any or all Shareholders (including the Overseas Shareholders) by announcement to the SGX-ST (via SGXNET or otherwise) and if necessary, by paid advertisement in a daily 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 or advertisement.

6. RESPONSIBILITY STATEMENT

- 6.1. The Offeror 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 (other than those relating to the Company for which the Directors have taken responsibility) are fair and accurate and that no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading in any material respect. The Offeror Directors 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 Company and its subsidiaries), the sole responsibility of the Offeror Directors 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, accurately reflected or reproduced in this Announcement.
- 6.2. 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 which relate to the Company and its subsidiaries 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. The Directors jointly and severally accept responsibility accordingly. Where any information in this Announcement has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Directors 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, accurately reflected or reproduced in this Announcement. The Directors do not accept any responsibility for any information relating to the Proposal, the Exit Offer, the Offeror and its related corporations, or any opinion expressed by the Offeror.

By Order of the Board of Directors
TEXCHEM-PACK HOLDINGS (S) LTD.

Kim Seah Teck Kim
Director
28 January 2016

By Order of the Board of Directors
TEXCHEM RESOURCES BHD.

Brian Tan Guan Hooi
Director
28 January 2016