

UNCONDITIONAL EXIT CASH OFFER

by

SANSUI ELECTRIC (CHINA) COMPANY LIMITED

(Company Registration No.:1837323)
(Incorporated in British Virgin Islands)

to acquire all the Offer Shares of

LAFE CORPORATION LIMITED

(Company Registration No.: 26304)
(Incorporated in Bermuda)

IN CONNECTION WITH THE DIRECTED DELISTING OF LAFE CORPORATION LIMITED

CLOSE OF EXIT OFFER AND LEVEL OF ACCEPTANCES

1. INTRODUCTION

Sansui Electric (China) Company Limited (the "**Offeror**") refers to:

- (a) the exit offer letter dated 10 June 2020 ("**Exit Offer Letter**") in relation to the conditional exit cash offer ("**Exit Offer**") by the Offeror for all the issued and paid-up ordinary shares ("**Shares**") in the capital of Lafe Corporation Limited (the "**Company**"), other than those already owned, controlled or agreed to be acquired by the Offeror as at the date of the Exit Offer ("**Offer Shares**") in accordance with the Singapore Code on Take-overs and Mergers (the "**Code**");
- (b) the announcement dated 12 June 2020 in relation to, *inter alia*, the Exit Offer being declared unconditional in all respects; and
- (c) the announcement dated 7 July 2020 in relation to, *inter alia*, the right of the Offeror under Section 102(1) of the Companies Act of Bermuda 1981 (the "**Bermuda Companies Act**") to compulsorily acquire all the Shares of Shareholders who have not accepted the Exit Offer by the Closing Date at a price equal to the Exit Offer Price of S\$0.60 for each Offer Share and on the same terms and conditions as the Exit Offer.

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

2. CLOSE OF THE EXIT OFFER

The Offeror wishes to announce that the Exit Offer has closed at 5.30 p.m. (Singapore time) on 8 July 2020 (the "**Closing Date**").

Accordingly, the Exit Offer is no longer open for acceptances and any acceptances received after 5.30 p.m. (Singapore time) on the Closing Date will be rejected.

3. FINAL LEVEL OF ACCEPTANCES AND AGGREGATE HOLDINGS

Pursuant to Rule 28.1 of the Code, the Offeror wishes to announce that:

3.1 Acceptances of the Exit Offer

Based on information provided to the Offeror, as at 5.30 p.m. (Singapore time) on 8 July 2020, the Offeror has received, pursuant to the Exit Offer, valid acceptances in respect of 23,597,007 Offer Shares, representing approximately 93.15% of the total number of issued Shares¹.

Based on information available to the Offeror, the above-mentioned acceptances include 19,264,561 Offer Shares, representing approximately 76.04% of the total number of issued Shares, tendered by Sino Capital Resources Limited ("**SCRL**"), who is a Concert Party of the Offeror, pursuant to its Irrevocable Undertaking².

3.2 Shares held before the Offer Period

As at 27 May 2020, being the Joint Announcement Date, (a) the Offeror did not hold any Shares; and (b) Concert Parties of the Offeror collectively owned or controlled an aggregate of 19,264,561 Shares, representing approximately 76.04% of the total number of issued Shares.

3.3 Shares acquired or agreed to be acquired during the Offer Period

From the Joint Announcement Date and up to 5.30 p.m. (Singapore time) on 8 July 2020, save for the acceptances received pursuant to the Exit Offer stated in paragraph 3.1 above, neither the Offeror nor any of its Concert Parties (based on information available to the Offeror as at 5.30 p.m. (Singapore time) on 8 July 2020) has acquired or agreed to acquire any further Shares.

3.4 Aggregate Holdings

Accordingly, based on information available to the Offeror, as at 5.30 p.m. (Singapore time) on 8 July 2020, the Offeror and its Concert Parties owned, controlled or have agreed to acquire (including by way of valid acceptances of the Exit Offer) an aggregate of 23,597,007 Shares, representing approximately 93.15% of the total number of issued Shares.

4. COMPULSORY ACQUISITION, TRADING SUSPENSION AND LISTING STATUS

4.1 Compulsory Acquisition

As announced by the Offeror on 7 July 2020, the Offeror has received valid acceptances pursuant to the Exit Offer representing 92.93% in value of the Offer Shares (other than those already owned by the Offeror or its subsidiaries or their nominees at the date of the Exit Offer). Accordingly, the Offeror is entitled to, and will within two (2) months, exercise its right under Section 102(1) of the Bermuda Companies Act to compulsorily acquire all the Shares of Shareholders who have not accepted the Exit Offer by the Closing Date (the "**Dissenting Shareholders**"), at a price equal to the Exit Offer Price of S\$0.60 for each Offer Share and on the same terms and conditions as the Exit Offer. The Offeror will, in due course, despatch to the Dissenting Shareholders the relevant documentation in relation to the exercise of its right of compulsory acquisition under Section 102(1) of the Bermuda Companies Act.

As the Offeror has received valid acceptances pursuant to the Exit Offer which, together with the Shares held by the Offeror or its subsidiaries or their nominees, comprise or include 90% in value of the total number of issued Shares, the Offeror must notify the Dissenting Shareholders of the same in accordance with Section 102(2) of the Bermuda Companies Act and the Dissenting Shareholders will have the right, under and subject to Section 102(2) of the

¹ All references in this Announcement to the total number of issued Shares are based on 25,333,333 Shares in issue as at the date of this Announcement. The Company does not have any treasury shares.

² The 19,264,561 Shares owned or controlled by SCRL comprise (1) 14,469,185 Shares held in scrip form by SCRL and (2) 4,795,376 held in the securities account in the name of SCRL's nominee, Phillip Securities Pte Ltd.

Bermuda Companies Act, to require the Offeror to acquire their Shares on the terms of the Exit Offer.

As the Offeror will be proceeding to compulsorily acquire the Shares of the Dissenting Shareholders, the Dissenting Shareholders need not take any action in relation to their right under Section 102(2) of the Bermuda Companies Act. The Dissenting Shareholders who wish to exercise such right or who are in any doubt as to their position are advised to seek their own independent legal advice.

4.2 Trading Suspension and Listing Status

As stated in the Exit Offer Letter, pursuant to the Delisting Notification, trading in the Company's securities has been suspended from 9:00 a.m. on 4 July 2019, and will remain suspended until completion of an exit offer. Subsequent to the close of the Exit Offer, the Company will be mandatorily delisted from the Official List of the SGX-ST pursuant to Rule 1315 of the Listing Manual. The date and time of such delisting is expected to be announced by the Company in due course.

5. RESPONSIBILITY STATEMENT

The sole director of the Offeror (including where he has delegated detailed supervision of this Announcement) has taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement (other than those relating to the Group) are fair and accurate and that no material facts have been omitted therefrom, the omission of which would make any statement in this Announcement misleading. Where any information in this Announcement has been extracted or reproduced from published or publicly available sources or obtained from the Company, the sole responsibility of the sole director 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. The sole director of the Offeror accepts responsibility accordingly.

BY ORDER OF THE BOARD

SANSUI ELECTRIC (CHINA) COMPANY LIMITED

Christopher Ho Wing-On
Director

8 July 2020