



800 SUPER HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 201108701K)

VOLUNTARY CONDITIONAL CASH OFFER FOR 800 SUPER HOLDINGS LIMITED
LOSS OF FREE FLOAT

1. INTRODUCTION

The board of directors (the "**Board**") of 800 Super Holdings Limited (the "**Company**") refers to:

- (a) the announcement released on 27 May 2019 by RHB Securities Singapore Pte. Ltd. ("**RHBSEC**"), for and on behalf of 8S Capital Holdings Pte. Ltd. (the "**Offeror**"), regarding the despatch of the formal offer document dated 27 May 2019 (the "**Offer Document**") containing, *inter alia*, the terms and conditions of the voluntary conditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of the Company, other than those Shares held, directly or indirectly, by the Offeror as at the date of the Offer, in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the "**Code**"); and
- (b) the announcement released on 17 June 2019 ("**Announcement Date**") by RHBSEC, for and on behalf of the Offeror, regarding, *inter alia*, the Offer being declared unconditional in all respects, the number of valid acceptances of the Offer which has been received by the Offeror, the final closing date and the Offeror's intentions in relation to the compulsory acquisition of the Shares and the trading suspension and listing status of the Company (the "**Level of Acceptances Announcement**").

2. LOSS OF FREE FLOAT

The Level of Acceptances Announcement states, *inter alia*, that as at 5:00 p.m. (Singapore time) on the Announcement Date, the Offeror has received valid acceptances amounting to 162,389,999 Shares, representing approximately 90.82%¹ of the total number of Shares.

The Company wishes to announce that based on the information in the Level of Acceptances Announcement, the percentage of Shares held by the public as at the date hereof is approximately 9.18% and is therefore less than the requisite 10% of the total number of issued Shares (excluding treasury shares) as required under Rule 723 of the Listing Manual Section B: Rules of Catalist of the SGX-ST ("**Catalist Rules**").

Under Rule 724(1) of the Catalist Rules, if the percentage of Shares held in public hands falls below 10%, the Company must, as soon as practicable, notify its sponsor of that fact and announce that fact, and the SGX-ST may suspend trading of all the Shares. In addition, Rule 724(2) of the Catalist Rules provides that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares in public hands to at least 10%, failing which the Company may be removed from the official list of the SGX-ST.

Shareholders should also note that pursuant to Rule 1303(1) of the Catalist Rules, in a takeover situation, where the offeror succeeds in garnering acceptances exceeding 90% of the issuer's total number of issued shares (excluding treasury shares), thus causing the percentage of an

¹ Based on the total number of issued shares of the Company being 178,800,000 Shares with no treasury shares.

issuer's total number of issued shares (excluding treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the listed securities of the issuer only at the close of the take-over offer.

As the Company no longer meets the free float requirement prescribed by Rule 723 of the Catalist Rules, Shareholders should note that the SGX-ST will suspend trading of the Shares at the close of the Offer pursuant to Rule 1303(1) of the Catalist Rules. Appropriate announcements will be made by the Company to update Shareholders in due course.

The Offeror has in the Offer Document and the Level of Acceptances Announcement states that the Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company. The Offeror does not intend to take any step for the public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted in the event that, *inter alia*, less than 10% of the total number of issued Shares are held in public hands.

3. FINAL CLOSING DATE

Shareholders should note that the Level of Acceptances Announcement states that the Closing Date for the Offer has been extended from 5.30 p.m. (Singapore time) on 24 June 2019 to 5.30 p.m. (Singapore time) on 8 July 2019 and the Offeror does not intend to extend the Offer beyond 5.30 p.m. (Singapore time) on 8 July 2019.

4. RESPONSIBILITY STATEMENT

The directors of the Company (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation, the Offer Document and the Level of Acceptances Announcement), the sole responsibility of the directors of the Company has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

The directors of the Company jointly and severally accept full responsibility accordingly.

By Order of the Board

NG TIAK SOON
Lead Independent Director
17 June 2019

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist.

This announcement has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Joseph Au, Associate Director, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, and E-mail: sponsorship@ppcf.com.sg).