800 SUPER HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company registration no. 201108701K)

RECEIPT OF APPROVAL-IN-PRINCIPLE FOR (1) THE DELISTING OF THE COMPANY, (2) WAIVER FROM COMPLIANCE WITH CATALIST RULE 1307 AND (3) CONFIRMATION OF NON-APPLICABILITY OF CATALIST RULE 1308

---

1. INTRODUCTION

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

(a) the announcement released on 6 May 2019 by RHB Securities Singapore Pte. Ltd., for and on behalf of 8S Capital Holdings Pte. Ltd. (the "**Offeror**"), regarding the a voluntary conditional cash offer (the "**Offer**") for all the issued 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;

(b) the offer document dated 27 May 2019 ("**Offer Document**") containing, *inter alia*, the terms and conditions of Offer;

(c) the circular dated 10 June 2019 ("**Circular**"), containing, *inter alia*, the advice of the independent financial adviser to the Directors of the Company who are considered independent for the purposes of the Offer (the "**Independent Directors**") and the recommendation of the Independent Directors to shareholders of the Company ("**Shareholders**") was issued by the Company in relation to the Offer;

(d) the announcement released on 17 June 2019 ("**Compulsory Acquisition Announcement**") by RHB Securities Singapore Pte. Ltd., for and on behalf of the Offeror, in relation to, *inter alia*, that the Offer was declared unconditional in all respects, as at 5.00 p.m. (Singapore time) on 17 June 2019, the Offeror owns, controls or has agreed to acquire not less than 90% of the total number of issued Shares as at the date of the Offer (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer) and that accordingly, the Offeror is thereby entitled to, and will, compulsorily acquire all the Shares held by Shareholders who had not accepted the Offer pursuant to Section 215(1) of the Companies Act (Chapter 50 of Singapore) ("**Companies Act**") at the offer price of S$0.90 for each remaining Shares; and

(e) the announcement released on 17 June 2019 ("**Loss of Free Float Announcement**") by the Company that it no longer met the free float requirement prescribed by Rule 723 of the Catalist Rules Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**").

All capitalized terms used and not defined herein shall have the same meanings ascribed to them in the Offer Document, the Circular, the Compulsory Acquisition Announcement or the Loss of Free Float Announcement (as the case may be).

2. BACKGROUND TO AND GROUNDS FOR THE SGX APPLICATION

Further to the Compulsory Acquisition Announcement and Loss of Free Float Announcement, the Company had submitted an application to the SGX-ST (the "**SGX Application**") to seek approval for:

(a) the delisting of the Company from the SGX-ST ("**Delisting**");

(b) a waiver of the requirement under Rule 1307 of the Catalist Rules that the Delisting be approved by Shareholders in a general meeting ("**Rule 1307 Waiver**"); and

(c) a confirmation that Rule 1308 of the Catalist Rules is not applicable ("**Rule 1308 Confirmation**").

3. THE DELISTING, RULE 1307 WAIVER AND RULE 1308 CONFIRMATION

(a) Catalist Rules Requirements

Pursuant to Rule 1307 of the Catalist Rules, the SGX-ST may agree to an application by an issuer to delist from the SGX-ST if:

(1) the issuer convenes a general meeting to obtain shareholder approval for the delisting;

(2) the resolution to delist the issuer has been approved by a majority of at least 75% of the total number of issued shares excluding treasury shares and subsidiary holdings held by the shareholders present and voting, on a poll, either in person or by proxy at the meeting (the issuer's directors and controlling shareholder need not abstain from voting on the resolution); and

(3) the resolution has not been voted against by 10% or more of the total number of issued shares excluding treasury shares and subsidiary holdings held by the shareholders present and voting, on a poll, either in person or by proxy at the meeting.

Pursuant to Rule 1308 of the Catalist Rules, if an issuer is seeking to delist from the SGX-ST:

(1) a reasonable exit alternative, which should normally be in cash, should be offered to (a) the issuer's shareholders and (b) holders of any other classes of listed securities to be delisted; and

(2) the issuer should normally appoint an independent financial adviser to advise on the exit offer.

(b) Grounds for SGX Application

The Rule 1307 Waiver is sought based on the following grounds:

(1) The Compulsory Acquisition Announcement states that, *inter alia*, as at 5:00 p.m. (Singapore time) on 17 June 2019, the Offeror has received valid acceptances amounting to 162,389,999 Shares, representing approximately 90.82% of the total number of Shares.

(2) If the Delisting of the Company were to be put to a vote by the shareholders of the Company ("**Delisting EGM**"), the Offeror will upon the completion of the compulsory acquisition, be able to unilaterally determine the outcome of the

resolution to approve the Delisting ("**Delisting Resolution**") proposed to be passed at the Delisting EGM, if such meeting is convened pursuant to Rule 1307 of the Catalist Rules. As stated in the public disclosures previously made by the Offeror concerning the listing status of the Company, including but not limited to the Offer Document and the Compulsory Acquisition Announcement, the Offeror intends to delist and privatise the Company.

(3) In view of the above, it is a certainty that any Delisting Resolution will be approved, and the Company considers that it would be neither meaningful nor justifiable to incur the unnecessary expenditure of time and costs if the Company were to be required to call a Delisting EGM for the purposes of approving the Delisting Resolution.

The Rule 1308 Confirmation is sought based on the following grounds:

(1) The Company submits that Rule 1308 is inapplicable, as the Offeror is entitled to, and will, exercise the right to compulsorily acquire the remaining Shares held pursuant to Section 215(1) of the Companies Act, as announced in the Compulsory Acquisition Announcement. Upon the completion of the exercise of the right of compulsory acquisition, there will be no remaining shareholders in the Company other than the Offeror to whom an exit offer can be made.

4. NO OBJECTION AND CONFIRMATION FROM THE SGX-ST TO THE SGX APPLICATION

The Board wishes to announce that the SGX-ST had on 1 July 2019, informed the Company that based on the Company's submission and representations to the SGX-ST, the SGX-ST:

(a) has no objection to the Delisting of the Company from the SGX-ST;

(b) has no objection to grant wavier from compliance with Rule 1307 of the Catalist Rules; and

(c) confirms that Rule 1308 of the Catalist Rules is non-applicable,

subject to:-

(1) an announcement via SGXNET of the SGX-ST no objection to the Company's proposed Delisting and waiver from Rule 1307 of the Catalist Rules and the reasons for seeking these waives and conditions as required under Rule 106 of the Catalist Rules;

(2) submission of a written confirmation from the Company that the waivers do not contravene any laws and regulations governing the Company and the Constitution of the Company; and

(3) submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Company.

The Company has submitted the confirmations referred to in the above paragraphs (2) and (3) to the SGX-ST.

The SGX-ST's decision is not an indication of the merits of the Delisting.

The date and time of the Delisting will be announced in due course, following the completion of the compulsory acquisition.

By Order of the Board

NG TIAK SOON
Lead Independent Director
2 July 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).