

SELECT GROUP LIMITED

Registration No. 199500697Z

(Incorporated in Singapore)

**VOLUNTARY CONDITIONAL CASH OFFER BY DBS BANK LTD. FOR AND ON BEHALF OF
INTERNATIONAL CULINARY MANAGEMENT LTD FOR SELECT GROUP LIMITED****LOSS OF PUBLIC FLOAT**

1. Introduction

- 1.1** The Board of Directors (the “**Board**”) of Select Group Limited (the “**Company**”) refers to the voluntary conditional cash offer (the “**Offer**”) by DBS Bank Ltd. (“**DBS**”), for and on behalf of International Culinary Management Ltd (the “**Offeror**”), to acquire all the issued and paid-up ordinary shares (“**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.

The Board further refers to:

- (a) the offer document dated 8 April 2016 issued by the Offeror in connection with the Offer (the “**Offer Document**”); and
- (b) the announcement dated 26 April 2016 (the “**Level of Acceptances Announcement**”) by DBS for and on behalf of the Offeror in relation to, *inter alia*, the number of valid acceptances of the Offer which has been received by the Offeror as at 26 April 2016 and the loss of public float.

2. Loss of Public Float and Suspension in Trading

As stated in the Level of Acceptances Announcement, as at 5.00 p.m. (Singapore time) on 26 April 2016, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it; and (b) valid acceptances of the Offer, amount to an aggregate of 95,355,600 Shares, representing approximately 66.97% of the total number of issued Shares of the Company.

As a result of the increase in the Offeror's shareholding interest in the Company, the percentage shareholding of the Company in the hands of public shareholders (after excluding (i) the shareholding interest of 66.97% held by the Offeror and (ii) a substantial shareholder's interest of approximately 23.82% held by Madam Goh Gaik Choo (the “**Substantial Shareholder**”)) has fallen to below 10 per cent..

The Board wishes to highlight that as the percentage shareholding of the Company in the hands of public shareholders has fallen to below 10 per cent., Singapore Exchange Securities

Trading Limited (the “**SGX-ST**”) may suspend trading of the Shares pursuant to Rules 724, 1104 and 1303(1) of the SGX-ST Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”).

In particular, Rule 1303(1) of the Catalist Rules states that in a take-over situation where the offeror succeeds in garnering acceptance exceeding 90% of the issuer's total number of issued shares excluding treasury shares, causing the percentage of the issuer's total number of issued shares excluding treasury shares held in public hands to fall below 10% (the “**90% Threshold**”), the SGX-ST will suspend trading in the Shares only at the close of the Offer. Accordingly, if the Offeror succeeds in garnering acceptance exceeding the 90% Threshold, the SGX-ST will suspend trading in the Shares only at the close of the Offer.

3. Listing Status and Compulsory Acquisition

The Offer Document 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. Accordingly, the Offeror, if and when entitled, intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act and 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 (excluding any Shares held in treasury) are held in public hands. In addition, the Offeror also reserves the right to seek a voluntary delisting of the Company from the SGX-ST pursuant to Rules 1307 and 1308 of the Catalist Rules.

The Level of Acceptances Announcement further states that as less than 10% of the total number of issued Shares are held in public hands, if the Substantial Shareholder remains a substantial shareholder of the Company and the Offeror holds less than 90% of the total number of issued Shares of the Company as at the close of the Offer, neither the Section 215(1) Threshold (as defined in the Level of Acceptances Announcement) nor the Section 215(3) Threshold (as defined in the Level of Acceptances Announcement) would have been met, but the SGX-ST may suspend trading in the Shares. In such event:

- (i) the Offeror will not be entitled to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act;
- (ii) Shareholders who have not accepted the Offer will not be entitled to exercise their right under Section 215(3) of the Companies Act to require the Offeror to acquire their Shares; and

- (iii) Shareholders who have not accepted the Offer will not be able to trade their Shares until trading suspension of the Shares by the SGX-ST is lifted.

Shareholders should refer to the Offer Document and Level of Acceptances Announcement for more information.

4. Directors' Responsibility Statement

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

Where any information in this announcement has been extracted or reproduced from published or otherwise publicly available sources (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.

By Order of the Board

Kwok Chi Bui
Company Secretary
27 April 2016

*This Announcement was prepared by the Company and its contents have been reviewed by the Company's Sponsor, Stamford Corporate Services Pte Ltd (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**Exchange**"). The Sponsor has not independently verified the contents of this Announcement.*

This Announcement has not been examined or approved by the Exchange and the Exchange 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.

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