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Any inquiries relating to this Announcement or the Offer should be directed during office hours to Oversea-Chinese Banking Corporation Limited at telephone number + (65) 6530 1275.

MANDATORY UNCONDITIONAL CASH OFFER

by



OVERSEA-CHINESE BANKING CORPORATION LIMITED

(Incorporated in Singapore)
(Company Registration No.: 193200032W)

for and on behalf of

GRAND SLAM RF18 INVESTMENTS PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 201707885R)

for all the issued ordinary shares in the capital of



NOBEL DESIGN HOLDINGS LTD

(Incorporated in the Republic of Singapore)
(Company Registration No.: 198104591E)

other than those held in treasury and those already owned, controlled or agreed to be acquired by
Grand Slam RF18 Investments Pte. Ltd.

DESPATCH OF NOTICES PURSUANT TO SECTION 215(1) AND SECTION 215(3) OF THE COMPANIES ACT, CHAPTER 50 OF SINGAPORE (THE "COMPANIES ACT")

1. INTRODUCTION

Oversea-Chinese Banking Corporation Limited ("**OCBC Bank**") refers to:

- (a) the mandatory unconditional cash offer (the "**Offer**") announced on 2 May 2017 (the "**Offer Announcement Date**") by OCBC Bank, for and on behalf of Grand Slam RF18 Investments Pte. Ltd. (the "**Offeror**"), for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of Nobel Design Holdings Ltd (the "**Company**"), other than those already owned, controlled or agreed to be acquired by the Offeror as at the Offer Announcement Date, but including Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror ("**Concert Parties**");
- (b) the formal document dated 23 May 2017 containing the terms and conditions of the Offer issued by OCBC Bank, for and on behalf of the Offeror (the "**Offer Document**"),

which was despatched to the shareholders of the Company ("**Shareholders**") on 23 May 2017;

- (c) the announcement released on 19 June 2017 by OCBC Bank, for and on behalf of the Offeror, in relation to the extension of the offer period and the final Closing Date of the Offer to 11 July 2017;
- (d) the announcement released on 5 July 2017 by OCBC Bank, for and on behalf of the Offeror, in relation to, *inter alia*, the loss of public float of the Company;
- (e) the announcement released on 6 July 2017 by OCBC Bank, for and on behalf of the Offeror, in relation to, *inter alia*, the Offeror's intention to compulsorily acquire the Shares of the Dissenting Shareholders (as defined below); and
- (f) the announcement released on 11 July 2017 by OCBC Bank, for and on behalf of the Offeror, in relation to, *inter alia*, the close of the Offer.

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

2. COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT AND RIGHTS UNDER SECTION 215(3) OF THE COMPANIES ACT

2.1 Compulsory Acquisition. As announced by OCBC Bank, for and on behalf of the Offeror, on 6 July 2017, as the Offeror has received valid acceptances pursuant to the Offer and/or acquired Shares from the Commencement Date otherwise than through valid acceptances of the Offer in respect of not less than 90 per cent. of the total number of Shares in issue (other than those already held by the Offeror, its related corporations or their respective nominees as at the Commencement Date), the Offeror is entitled to, and intends to, exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer (the "**Dissenting Shareholders**") as at the close of the Offer at the Adjusted Offer Price of S\$0.5048 for each Share (the "**Offer Consideration**").

2.2 Notice. In connection therewith, OCBC Bank wishes to announce, for and on behalf of the Offeror, that the Offeror has today given notice in the form prescribed under the Companies Act ("**Form 57**") pursuant to Section 215(1) of the Companies Act, together with a cover letter (the "**Letter**"), to the Dissenting Shareholders.

The Offeror has also despatched, together with the Letter, a Notice to Non-Assenting Shareholder in the form prescribed under the Companies Act ("**Form 58**") pursuant to Section 215(3) of the Companies Act, whereby the Dissenting Shareholders may, within three months from the date of Form 58 (that is, by 18 October 2017), require the Offeror to acquire their Shares and the Offeror shall be entitled and bound to acquire those Shares at the Adjusted Offer Price of S\$0.5048 per Share.

For the avoidance of doubt, Shareholders who have already tendered their shares in acceptance of the Offer may disregard the Letter, Form 57 and Form 58.

As the Offeror is proceeding to compulsorily acquire the Shares of the Dissenting Shareholders, the Dissenting Shareholders need not take any action in relation to their rights under Section 215(3) of the Companies Act. Dissenting Shareholders who

nevertheless wish to exercise such rights or who are in any doubt as to their position are advised to seek their own independent legal advice.

Electronic copies of the Letter, Form 57 and Form 58 are available on the website of the SGX-ST at www.sgx.com.

- 2.3 Exercise of Compulsory Acquisition.** The Offeror intends to exercise its right of compulsory acquisition pursuant to Section 215(1) of the Companies Act to acquire all the Shares held by the Dissenting Shareholders on or after 21 August 2017 (the “**Transfer Date**”), subject to and on the terms set out in Form 57.
- 2.4 Registration of Transfer.** Upon the settlement of the Offer Consideration to the Company by the Offeror, the Company will cause to be transferred to the Offeror all such Shares held by the Dissenting Shareholders and register the Offeror as the holder of all those Shares as soon as practicable.
- 2.5 Settlement.** Subject to and in accordance with Section 215(1) of the Companies Act and the terms set out in Form 57, remittances in the form of S\$ cheques for the appropriate amounts in respect of the Dissenting Shareholders’ Shares will be despatched (or, in the case of Dissenting Shareholders who are Depositors, by such other manner as they may have agreed with CDP for the payment of any cash distribution) to the Dissenting Shareholders (or, in the case of Dissenting Shareholders who are not Depositors, their designated agents, as they may direct) by ordinary post, at the risk of the Dissenting Shareholders, as soon as practicable and in any case within seven Business Days of the Transfer Date.
- 2.6 Completion of Compulsory Acquisition.** Following the completion of the compulsory acquisition, the Company will become a wholly-owned subsidiary of the Offeror and will be delisted from the SGX-ST. The date and time of the delisting of the Company from the SGX-ST is expected to be announced by the Company in due course.

3. TRADING SUSPENSION AND DELISTING

- 3.1 Listing Status of the Company.** Rule 723 of the Listing Manual requires the Company to ensure that at least 10 per cent. of the total number of Shares (excluding treasury shares) is at all times held by the public (the “**Shareholding Requirement**”). As announced by the Company on 6 July 2017, the Shareholding Requirement is no longer satisfied and as stated in the Offer Document, the Offeror do not intend to maintain the present listing status of the Company and do not intend to take any steps for any trading suspension in the securities of the Company to be lifted.
- 3.2 Application for Delisting.** An application has been made to the SGX-ST for the delisting of the Company, subject to the completion of the compulsory acquisition by us under Section 215(1) of the Companies Act (the “**Delisting Application**”). The result of the Delisting Application will be announced in due course.

4. RESPONSIBILITY STATEMENT

The Directors (including any Director who has 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. The Directors jointly and severally accept responsibility accordingly.

Where any information 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 is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by
Oversea-Chinese Banking Corporation Limited

For and on behalf of
Grand Slam RF18 Investments Pte. Ltd.

18 July 2017

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