

MANDATORY UNCONDITIONAL CASH OFFER

by



DBS BANK LTD.

(Company Registration No.: 196800306E)
(Incorporated in the Republic of Singapore)

for and on behalf of

HONG WEI HOLDINGS LTD

(Company Registration No.: 1932045)
(Incorporated in the British Virgin Islands)

to acquire all the issued and paid-up ordinary shares in the capital of



SPINDEX INDUSTRIES LIMITED

(Company Registration No.: 198701451M)
(Incorporated in the Republic of Singapore)

OFFER WILL BE UNCONDITIONAL IN ALL RESPECTS

DEALINGS DISCLOSURE

1. INTRODUCTION

DBS Bank Ltd. ("**DBS Bank**"), for and on behalf of Hong Wei Holdings Ltd (the "**Offeror**"), refers to:

- (a) the announcement jointly released by the Offeror and Spindex Industries Limited (the "**Company**") on 9 February 2017 (the "**Joint Announcement Date**") in relation to the proposed acquisition by the Offeror of all the issued and paid-up ordinary shares in the capital of the Company (the "**Shares**") by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act (Chapter 50 of Singapore) and the Singapore Code on Take-overs and Mergers (the "**Code**"); and
- (b) the announcement (the "**Offer Announcement**") released by DBS Bank, for and on behalf of the Offeror, on 3 March 2017 (the "**Offer Announcement Date**") in relation to, *inter alia*, the termination of the Scheme and the requirement to make a mandatory conditional cash offer (the "**Offer**") for all the remaining Shares, other than those Shares held, directly or indirectly, by the Offeror as at the date of the Offer pursuant to Rule 14 of the Code.

All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Announcement, unless otherwise expressly stated or the context otherwise requires.

2. **OFFER WILL BE UNCONDITIONAL IN ALL RESPECTS**

On the Offer Announcement Date, Mr Tan Choo Pie @ Tan Chang Chai, a director and shareholder of the Offeror, agreed to acquire an aggregate of 16,950,100 Shares, representing approximately 14.69%^{1,2} of the total number of issued Shares, from certain shareholders of the Company (the "**3 March Transactions**").

On 5 March 2017, Mr Tan Choo Pie @ Tan Chang Chai agreed to further acquire an aggregate of 6,488,112 Shares, representing approximately 5.62% of the total number of issued Shares, from certain shareholders of the Company (together with the 3 March Transactions, the "**Transactions**").

DBS Bank wishes to announce, for and on behalf of the Offeror, that as at 5.00 p.m. (Singapore time) on 9 March 2017, the Transactions have been fully completed and settled such that the Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (either before or during the Offer and pursuant to the Offer or otherwise) result in the Offeror and parties acting in concert with it holding such number of Shares carrying more than 50% of the voting rights attributable to the total number of issued Shares (the "**Minimum Acceptance Condition**").

ACCORDINGLY, THE MINIMUM ACCEPTANCE CONDITION HAS BEEN SATISFIED AND THE OFFER, WHEN MADE, WILL BE UNCONDITIONAL IN ALL RESPECTS.

3. **DEALINGS**

Pursuant to Rule 12.1 of the Code, DBS Bank wishes to announce, for and on behalf of the Offeror, that the following dealings in Shares on the Singapore Exchange Securities Trading Limited were made by Mr Tan Choo Pie @ Tan Chang Chai on 9 March 2017:

(a)	Total number of Shares acquired	238,400
(b)	Percentage of issued share capital of the Company	0.21%
(c)	Price paid per Share (excluding brokerage commission, clearing fees, stamp duties and Goods and Services Tax)	S\$0.850
(d)	Resultant total number of Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it	58,266,282 ³
(e)	Resultant total percentage of issued share capital of the Company owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it	50.51%

¹ In this Announcement, all references to the percentage shareholding of the issued share capital of the Company are based on the total number of issued Shares being 115,365,000 Shares.

² In this Announcement, all percentage figures are rounded up to the nearest two (2) decimal places.

³ This figure includes an aggregate of 29,389,670 Shares held by parties acting in concert with the Offeror as at the Joint Announcement Date, namely: (a) 28,175,670 Shares held by Mr Tan Choo Pie @ Tan Chang Chai; and (b) 1,214,000 Shares held by Mr Tan Heok Ting.

4. RESULTANT SHAREHOLDING

Accordingly, as at 5.00 p.m. (Singapore time) on 9 March 2017, the total number of Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it amount to an aggregate of 58,266,282 Shares, representing approximately 50.51% of the total number of issued Shares, comprising:

- (a) **Shares held on or before the Joint Announcement Date.** As at the Joint Announcement Date:
- (i) the Offeror did not hold any Shares; and
 - (ii) the parties acting in concert with the Offeror collectively owned, controlled or agreed to acquire an aggregate of 29,389,670⁴ Shares, representing approximately 25.48% of the total number of issued Shares in the Company; and
- (b) **Shares acquired or agreed to be acquired after the Joint Announcement Date and up to 5.00 p.m. (Singapore time) on 9 March 2017.** Following the Joint Announcement Date and up to 5.00 p.m. (Singapore time) on 9 March 2017, save for the acquisition by Mr Tan Choo Pie @ Tan Chang Chai of an aggregate of 28,876,612 Shares, representing approximately 25.03% of the total number of issued Shares of the Company, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any Shares.

5. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any who may have delegated detailed supervision of the preparation 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, where appropriate, no material facts in relation thereto have been omitted from this Announcement, and the directors of the Offeror 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 of the Offeror has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by
DBS Bank Ltd.

For and on behalf of
HONG WEI HOLDINGS LTD
10 March 2017

Any queries relating to this Announcement or the Offer should be directed during normal business hours to:

DBS Bank Ltd.
Tel: +65 6878 2150

⁴ This figure comprises (a) 28,175,670 Shares held by Mr Tan Choo Pie @ Tan Chang Chai, and (b) 1,214,000 Shares held by Mr Tan Heok Ting.

For media queries, please contact:

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Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast", "target" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those expressed or implied in such forward-looking statements. Given the risks and uncertainties that may cause actual results or outcomes to differ materially from those expressed or implied in such forward-looking statements, Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor DBS Bank guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.