

VOLUNTARY UNCONDITIONAL CASH OFFER

by



Oversea-Chinese Banking Corporation Limited

(Incorporated in Singapore)

(Company Registration No.: 193200032W)

for and on behalf of

M-Universe Investments Pte. Ltd.

(Incorporated in Singapore)

(Company Registration No.: 201912256E)

to acquire all of the issued ordinary shares
in the capital of

Memtech International Ltd.

(Incorporated in Singapore)

(Company Registration No.: 200312032Z)

other than those already owned, controlled or agreed to be acquired by
M-Universe Investments Pte. Ltd., its related corporations or their respective nominees

1. INTRODUCTION

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

- (i) the announcement dated 14 May 2019 released by OCBC Bank, for and on behalf of M-Universe Investments Pte. Ltd. (the "**Offeror**"), in relation to the voluntary conditional cash offer (the "**Offer**") made by the Offeror for all of the issued ordinary shares ("**Shares**") in the capital of Memtech International Ltd. (the "**Company**"), other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations or their respective nominees (the "**Offer Announcement**");
- (ii) the formal offer document dated 31 May 2019 containing the terms and conditions of the Offer (the "**Offer Document**");
- (iii) the extension of closing date announcement dated 27 June 2019; and
- (iv) the offer declared unconditional, extension of closing date and level of acceptances announcement dated 28 June 2019 (the "**Offer Unconditional Announcement**").

All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document.

2. ANNOUNCEMENT BY UNIVERSAL SCIENTIFIC INDUSTRIAL (SHANGHAI) CO., LTD

2.1 The Offeror is a wholly owned subsidiary of Universal Scientific Industrial (Shanghai) Co., Ltd. (“**USI**”), a company listed on the Shanghai Stock Exchange (SSE: 601231).

2.2 In compliance with the applicable requirements of the Shanghai Stock Exchange on which USI is listed, USI has today released an announcement in relation to the Offer on the Shanghai Stock Exchange (based on the information set out in the Offer Announcement, the Offer Document and the Offer Unconditional Announcement). A copy of the announcement is annexed.

3. RESPONSIBILITY STATEMENT

The directors of the Offeror (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 they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, in relation to the Company), the sole responsibility of the directors of the Offeror has been to ensure through reasonable enquiries that such information has been 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

M-Universe Investments Pte. Ltd.

10 July 2019

Any enquiries relating to this Announcement or the Offer should be directed during office hours to Oversea-Chinese Banking Corporation Limited at telephone number +(65) 6530 8462.

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 “aim”, “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future and 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 described in such forward-looking statements. Shareholders and other investors of the Company should not place undue reliance on such forward-looking statements. Neither the Offeror nor OCBC Bank guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.

ANNEX

ANNOUNCEMENT

环旭电子股份有限公司关于全资子公司参与 要约收购 Memtech International Ltd.的进展公告

本公司董事会及全体董事保证本公告内容不存在任何虚假记载、误导性陈述或者重大遗漏，并对其内容的真实性、准确性和完整性承担个别及连带责任。

一、本次交易概述

环旭电子股份有限公司（以下简称“公司”）的全资子公司环鸿电子股份有限公司（Universal Global Technology Co., Limited，以下简称“UGT”）与新加坡交易所上市公司 Memtech International Ltd.（以下简称“Memtech”）的控股股东 Keytech Investment Pte. Ltd.（以下简称“Keytech”）、Keytech 全体董事及庄氏家族，共同发起对 Memtech 的要约收购。要约方为 UGT 在新加坡设立的特殊目的公司 M-Universe Investments Pte. Ltd.（以下简称“M 公司”），以要约方式收购全部 Memtech 已发行普通股（要约方、其关联公司及他们各自的代持人已经拥有或控制的、或已经同意被要约方、其关联公司及他们各自的代持人收购的股份除外，下同），若要约方在要约截止时成功收购全部 Memtech 已发行普通股，其后将完成 Memtech 私有化及从新加坡证券交易所退市（以下简称“本次收购”）。本次收购因截至 2019 年 6 月 28 日要约方、其关联公司及他们各自的代持人可持有的 Memtech 已发行普通股的比例超过 90%，已成为无条件要约收购。

具体详见公司分别于 2019 年 5 月 15 日、7 月 2 日在上海证券交易所网站（www.sse.com.cn）披露的《关于全资子公司环鸿电子股份有限公司参与要约收购 Memtech International Ltd.的公告》（临 2019-044）和《关于全资子公司参与要约收购 Memtech International Ltd.的进展公告》（临 2019-052）

二、本次交易进展

Keytech 和 UGT 于 2019 年 7 月 9 日根据 Keytech、UGT 和 M 公司于 2019

年 5 月 14 日签订的《认购与股东协议》，按照每股 1.35 新加坡元认购 M 公司增发的新股份。认购完成后，Keytech 持有 M 公司 57.77%的股份比例，UGT 持有 M 公司 42.23%的股份比例。

公司将根据《上海证券交易所股票上市规则》等有关要求及时披露对外投资事项进展情况，敬请投资者注意投资风险。

特此公告

环旭电子股份有限公司董事会

2019 年 7 月 10 日