

SUNVIC CHEMICAL HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200406502E)

RESPONSE TO SGX QUERIES ON ANNOUNCEMENT ON VOLUNTARY CONDITIONAL CASH OFFER BY W CAPITAL MARKETS PTE. LTD. FOR AND ON BEHALF OF HARRIER GROUP PTE. LTD. TO ACQUIRE ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF SUNVIC CHEMICAL HOLDINGS LIMITED

On 2 December 2020, Sunvic Chemical Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) received queries from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) in relation to the Company’s previous announcement on 20 November 2020 regarding the voluntary conditional cash offer by W Capital Markets Pte. Ltd. for and on behalf of Harrier Group Pte. Ltd. to acquire all the issued and paid-up ordinary shares in the capital of the Company (the “**Offer**”). The Company’s responses to the SGX-ST’s queries are set out below:

1. On 20 November 2020, the Company announced the receipt of a voluntary offer by W Capital Markets Pte. Ltd., for and on behalf of Harrier Group Pte. Ltd. (the “**Offeror**”). The Offeror is an investment holding company incorporated in Singapore on 21 September 2020. In the Offeror Announcement on 20 November 2020 (the “**Offer Announcement**”), in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the “**Take-over Code**”), it was stated that “The sole director and sole shareholder of the Offeror is Mr Song Wuying. The Offeror does not hold any Shares as at the Offer Announcement Date. Mr Song Wuying is a private investor and is not related to any director or substantial shareholder of the Company.” In respect of this statement, please disclose:
 - (a) Whether there are any arrangements or understanding, directly or indirectly, between Whitefield Capital Inc., Ms Hu Yanping, the controlling shareholder(s) of the Company (and her respective associates, including Sun Xiao and Sun Li Hua), the Company’s directors or legal representatives and the Offeror, Mr Song Wu Ying (“**Mr Song**”), to compensate Mr Song for the Offer or acquiring over any of the assets of the Group. If so, please provide information on these arrangements; and
 - (b) To opine whether any of the Group’s directors or legal representatives or the Sun family and their associates are concert party(ies) to the Offeror. Please provide basis to substantiate your responses.

The Company’s response:

- (a) The Board of Directors of the Company, comprising Mr Sun Li Hua, Mr Koh Poh Beng and Mr Lua Poh Huat (the “**Board**” or “**Directors**”), has verified the responses to the SGX-ST’s queries in this announcement with the following persons:
 - (i) Ms Hu Yanping;
 - (ii) Mr Sun Xiao;
 - (iii) Whitefield Capital Inc.;
 - (iv) The respective legal representatives of the Group’s entities in the People’s Republic of China; and
 - (v) The Directors,

(collectively, the “**Relevant Persons**”).

Based on the responses and confirmations received from the Relevant Persons, there are no arrangements or understanding, directly or indirectly, between each of the Relevant Persons with the Offeror, Mr Song Wu Ying, to compensate Mr Song for the Offer or acquiring over any of the assets of the Group.

- (b) Based on the responses and confirmations received from the Relevant Persons, none of the Group’s directors or legal representatives or the Sun family and their associates are concert party(ies) to the Offeror pursuant to the Take-over Code.
2. The Group has extended significant corporate guarantees totaling RMB1,398,000,000 to private entities owned by Ms Hu Yanping and her associates, the Sun family. These guarantees to their privately owned entities include corporate guarantees in favour of Yixing Danson - RMB375,000,000, corporate guarantees in favour of Taixing Jinyan - RMB743,000,000, corporate guarantees in favour of Taixing Cangchu - RMB260,000,000, corporate guarantees in favour of Jiaying Jinyan - RMB20,000,000. To disclose if there were any negotiations between Ms Hu Yanping/ the Sun family with the Offeror with regard to these corporate guarantees. To disclose if there are any arrangements or negotiations for Mr Song to dispose of the Group entities to Ms Hu Yanping or the Sun family in relation to the Offer by the Offeror. Please provide details.

The Company’s response:

Based on the responses and confirmations received from Ms Hu Yanping, Mr Sun Xiao and Mr Sun Li Hua:

- (a) there are no negotiations between Ms Hu Yanping/ the Sun family with the Offeror with regard to the corporate guarantees set out in Query 2 above; and
- (b) there are no arrangements or negotiations for Mr Song to dispose of the Group entities to Ms Hu Yanping or the Sun family in relation to the Offer by the Offeror.

Directors’ Responsibility Statement

The Directors (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this announcement (other than those relating to the Offeror and the Offer) are fair and accurate, and that no material facts have been omitted from this announcement, the omission of which would make any statement in this announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation, the Offer Announcement), the sole responsibility of the Directors 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, accurately reflected or reproduced in this announcement in its proper form and context.

The Directors jointly and severally accept full responsibility accordingly.

BY ORDER OF THE BOARD

Sun Li Hua
Executive Director and Chief Executive Officer
4 December 2020