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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.

EXERCISE OF RIGHT OF COMPULSORY ACQUISITION UNDER SECTION 215(1) 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;
- (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 letter to Shareholders dated 18 July 2017 ("**CA Letter**") in relation to the right and intention of the Offeror to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares held by the Shareholders who have not accepted the Offer (the "**Dissenting Shareholders**") at the Adjusted Offer Price for each Share, enclosing the Notice to Dissenting Shareholder ("**Form 57**") and the Notice to Non-Assenting Shareholder ("**Form 58**"), in each case in the form prescribed under the Companies Act; and
- (d) the announcement released by OCBC Bank on 18 July 2017, for and on behalf of the Offeror, in relation to, *inter alia*, the despatch of the CA Letter, Form 57 and Form 58.

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

2. EXERCISE OF RIGHT OF COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT

- 2.1** OCBC Bank wishes to announce, for and on behalf of the Offeror, that the Offeror has today exercised its right of compulsory acquisition to acquire all the Shares held by the Dissenting Shareholders (the "**Remaining Shares**") at the Adjusted Offer Price of S\$0.5048 for each Remaining Share. The Offeror has given instructions for a sum representing the aggregate amount payable for the Remaining Shares (the "**Offer Consideration**") to be acquired from all the Dissenting Shareholders to be paid to the Company. The Offer Consideration will be held by the Company on trust for the Dissenting Shareholders in a separate bank account established by the Company.
- 2.2** The Company will, as soon as practicable, cause all the Remaining Shares to be transferred to the Offeror and register the Offeror as the holder of all the Remaining Shares.
- 2.3** The Company will, as soon as practicable, arrange for remittances in the form of S\$ cheques for the Offer Consideration in respect of the Remaining Shares to 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 their own risk.
- 2.4** The date and time of the delisting of the Company from the Official List of the SGX-ST is expected to be announced by the Company in due course.

3. 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.

21 August 2017

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