

**No offer or invitation to acquire or exchange any securities is being made pursuant to this press release.**



**THETA CAPITAL PTE. LTD.**

*(incorporated in the Republic of Singapore with limited liability)*

**Expiration Time Results**

**US\$417,030,000 6.75% Senior Notes due 2026 (ISIN: XS1506085114)**

**FOR IMMEDIATE RELEASE**

SINGAPORE, February 3, 2023 – Reference is made to the announcements of Theta Capital Pte. Ltd. (the “**Issuer**”) dated January 11, 2023 and January 24, 2023 in relation to its tender offer and consent solicitation and concurrent consent solicitation (the “**Announcements**”). Capitalised terms used herein but not defined shall have the respective meanings set forth in the Announcements.

**Tender Offer**

The Issuer confirms the expiration of the Offer at 4:00 pm London time on February 1, 2023 (the “**Expiration Time**”) and has decided to accept for purchase all Notes validly tendered, being US\$108,466,000 in aggregate principal amount of the Notes. Following the settlement of the Offer, Notes in an aggregate principal amount of US\$308,564,000 (73.99% of the principal amount of the Notes outstanding as of the Expiration Time) will remain outstanding. The Offer Settlement Date is expected to be February 10, 2023.

The consideration for each US\$1,000 principal amount of Notes validly tendered at or prior to the Early Offer and Consent Deadline and accepted for purchase pursuant to the Offer shall be a price equal to the amount of US\$770 per US\$1,000 principal amount of Notes plus accrued and unpaid interest from, and including, the last interest payment date to, but not including, the Offer Settlement Date (the “**Accrued Interest**”) (the “**Early Tender Consideration**”). The consideration for each US\$1,000 principal amount of Notes validly tendered after the Early Offer and Consent Deadline and at or prior to the Expiration Time and accepted for purchase pursuant to the Offer shall be a price equal to the amount of US\$740 per US\$1,000 principal amount of Notes plus Accrued Interest (the “**Late Tender Consideration**”).

The Early Tender Consideration or the Late Tender Consideration, as applicable, payable to Eligible Holders for such Notes in each Clearing Systems will be paid, in immediately available funds, on the Offer Settlement Date to such Clearing Systems for payment to the cash accounts of the relevant Eligible Holders in such Clearing System. The payment of such aggregate amounts to the Clearing Systems will discharge the obligation of the Issuer to all such Eligible Holders in respect of the payment of the Early Tender Consideration or the Late Tender Consideration, as applicable.

Provided the Issuer makes, or has made on its behalf, full payment of the Early Tender Consideration or the Late Tender Consideration, as applicable, for all Notes accepted for purchase pursuant to the Offer to the Clearing Systems on or before the Offer Settlement Date, under no circumstances will any additional interest be payable to an Eligible Holder because of any delay in the transmission of funds from the relevant Clearing System or any other intermediary with respect to such Notes of that Eligible Holder.

Since the aggregate principal amount of Notes validly tendered by Eligible Holders is less than the Maximum Acceptance Amount, the Issuer expects to accept for purchase all Notes validly tendered after the Early Offer and Consent Deadline (as defined below) and at or prior to the Expiration Time without proration

### **Consent Solicitation**

The Issuer confirms the expiration of the Consent Solicitation and the Concurrent Consent Solicitation and confirms that the Extraordinary Resolutions approving the Proposed Waivers and Amendments were duly passed at the Meeting of Holders held on February 2, 2023. At the Meeting of Holders, two or more persons who acted as representatives of Holders and together holding or representing in the aggregate more than 66⅔% principal amount of the Notes presently outstanding were present, and of those an aggregate principal amount representing more than 66⅔% of the votes cast, voted in favour of the Extraordinary Resolutions. Accordingly, the Extraordinary Resolutions have been duly passed. Holders who validly delivered their voting instructions in favour of the Extraordinary Resolutions (i) at or prior to 4:00 pm London time on January 20, 2023 (the “**Early Offer and Consent Deadline**”) will receive a cash payment equal to US\$5.00 per US\$1,000 principal amount of Notes or (ii) after the Early Offer and Consent Deadline and at or prior to the Expiration Time will receive a cash payment equal to US\$1.00 per US\$1,000 principal amount of Notes, in each case, which will be paid on or about February 6, 2023 (the “**Consent Settlement Date**”).

### **General**

The joint dealer managers and solicitation agents for the Offer, the Consent Solicitation and the Concurrent Consent Solicitation are BNI Securities Pte. Ltd., CIMB Investment Bank Berhad and Deutsche Bank AG, Singapore Branch (the “**Dealer Managers**”). The tabulation, information and tender agent for the Offer is Morrow Sodali Limited (the “**Tabulation, Information and Tender Agent**”). The information and tabulation agent for the Consent Solicitation and the Concurrent Consent Solicitation is Morrow Sodali Limited (the “**Information and Tabulation Agent**”). All documentation relating to the Offer, together with any updates, can be found on the Offer and Consent Website at <https://projects.morrowsodali.com/lippotender>. All documentation relating to the Consent Solicitation and the Concurrent Consent Solicitation, together with any updates, can be found on the Consent Website at <https://projects.morrowsodali.com/lippoconsent>.

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Consent Website:

<https://projects.morrowsodali.com/lippoconsent>

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