

SPINDEX INDUSTRIES LIMITED
(Registration No.: 198701451M)

- A. MANDATORY CONDITIONAL CASH OFFER BY DBS BANK LTD. FOR AND ON BEHALF OF HONG WEI HOLDINGS LTD**
- B. ANNOUNCEMENT BY STAR ENGINEERING LIMITED**
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A. MANDATORY CONDITIONAL CASH OFFER BY DBS BANK LTD. FOR AND ON BEHALF OF HONG WEI HOLDINGS LTD

1. Mandatory Conditional Cash Offer

The board of directors (the “**Board**”) of Spindex Industries Limited (the “**Company**”) refer to:

- (i) the announcement by the Company made on 3 March 2017 in relation to the termination of the proposed acquisition (the “**Acquisition**”) by Hong Wei Holdings Ltd (the “**Offeror**”) of all the issued and paid-up ordinary shares in the capital of the Company (“**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 (“**Code**”) and the implementation of the Acquisition by way of a mandatory general offer instead; and
- (ii) the announcement (the “**Offer Announcement**”) made on 3 March 2017 (“**Offer Announcement Date**”) in relation to the mandatory conditional cash offer (the “**Offer**”) by DBS Bank Ltd. (the “**Financial Adviser**”) for and on behalf of the Offeror for all the Shares other than those Shares held, directly or indirectly, by the Offeror as at the date of the Offer (“**Offer Shares**”) pursuant to Rule 14 of the Code, at the offer price of S\$0.85 in cash for each Offer Share.

2. Further Details of the Offer

Further details of the Offer are set out in the Offer Announcement, a copy of which is available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

The Board advises shareholders of the Company (“**Shareholders**”) to carefully review the Offer Announcement in its entirety as it contains important information, including information on the Offeror and the Offer, the rationale for the Offer and the Offeror’s intentions for the Company.

3. Offer Timetable and Document

According to the Offer Announcement, in view of the time that has elapsed since Joint Announcement (as defined in the Offer Announcement), the SIC has ruled that the offer timetable for the Offer will commence from the Offer Announcement Date in accordance with Rule 22 of the Code, save that the formal offer document to be issued by the Financial Adviser for and on behalf of the Offeror (“**Offer Document**”) setting out the terms and conditions of the Offer and enclosing the relevant form(s) of acceptance should be despatched to Shareholders **not later than 14 days** from the Offer Announcement Date.

4. Circular to Shareholders

Asian Corporate Advisors Pte. Ltd. (the “**IFA**”), who was appointed as the independent financial adviser to advise the directors of the Company who are considered independent for the purposes of the Scheme, will continue to advise the directors of the Company who are considered independent for the purposes of the Offer (the “**Independent Directors**”).

A circular (“**Offeree Circular**”) containing, *inter alia*, the advice of the IFA and the recommendation of the Independent Directors will be sent to Shareholders within 14 days from the date of despatch of the Offer Document to be issued by the Offeror.

In the meantime, Shareholders are advised to refrain from taking any action in relation to their Shares which may be prejudicial to their interests until they or their advisers have considered the information and the recommendation of the Independent Directors on the Offer as well as the advice of the IFA set out in the Offeree Circular.

Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

B. ANNOUNCEMENT BY STAR ENGINEERING LIMITED

The Board also refers to the announcement dated 3 March 2017 (“**Star Announcement**”) made by Star Engineering Limited (“**Star**”), a subsidiary of Northstar Equity Partners IV Limited, an investment fund advised and managed by Northstar Advisors Pte. Ltd, that Star is “considering all options with respect to [the Company], including potentially making a conditional offer for the shares in [the Company], at higher than the offer price of S\$0.85 per share that is reflected in the [Offer Announcement]”.

Notwithstanding the above, Shareholders should note that there is no certainty or assurance that an offer for the Company will materialise and/or that a firm intention to make any offer will be announced by or on behalf of Star.

A copy of the Star Announcement is available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

Shareholders are advised to refrain from taking any action in relation to their Shares which may be prejudicial to their interests. Shareholders should also carefully consider the Star Announcement and any further developments on the matter before making any decision with respect to their own Shares in relation to the Offer.

Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

C. DIRECTORS’ RESPONSIBILITY STATEMENT

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

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement and the Star Announcement), the sole responsibility of the directors of the Company 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.

BY ORDER OF THE BOARD

Chew Heng Ching

Lead Independent Director

4 March 2017