

**ANNOUNCEMENT IN RELATION TO THE MANDATORY CONDITIONAL CASH OFFER BY
SANJURO UNITED PTE. LTD.**

CLOSE OF OFFER, COMPULSORY ACQUISITION AND LOSS OF FREE FLOAT

1. Introduction

The board of directors (the "**Board**") of Hwa Hong Corporation Limited (the "**Company**" or "**Hwa Hong**") refers to:

- (a) the announcement made on 17 May 2022 by Oversea Chinese-Banking Corporation Limited ("**OCBC**") for and on behalf of Sanjuro United Pte. Ltd. (the "**Offeror**"), in relation to the voluntary conditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of the Company, other than any Shares held in treasury and those Shares held, directly or indirectly, by the Offeror as at the date of the Offer (the "**Offer Shares**");
- (b) the offer document dated 31 May 2022 which contains, *inter alia*, the details of the Offer (the "**Offer Document**");
- (c) the announcement made on 7 June 2022 by OCBC for and on behalf of the Offeror in relation to, *inter alia*, the revision of the Offer Price (the "**Revised Offer Announcement**");
- (d) the offeree circular dated 14 June 2022 ("**Offeree Circular**") issued by the Company in connection with the Offer;
- (e) the announcement made on 5 July 2022 by OCBC for and on behalf of the Offeror in relation to, *inter alia*, the conversion of the Offer to a mandatory conditional cash offer ("**MGO Announcement**"), as supplemented by the corrigendum to the MGO Announcement issued by OCBC for and on behalf of the Offeror on 14 July 2022;
- (f) the announcement made on 27 July 2022 by OCBC for and on behalf of the Offeror in relation to, *inter alia*, the Offer becoming unconditional as to acceptances and being declared unconditional in all respects; and
- (g) the announcement made on 1 August 2022 ("**Close of Offer Announcement**") by OCBC for and on behalf of the Offeror in relation to, *inter alia*, the close of the Offer.

Capitalised terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the Offeree Circular.

2. Close of the Offer

- 2.1 The Board wishes to inform Shareholders that on 1 August 2022, OCBC announced, for and on behalf of the Offeror, that the Offer has closed at 5.30 p.m. (Singapore time) on 1 August 2022 (the "**Closing Date**"). Accordingly, the Offer is no longer open for acceptance and any acceptances received after 5.30 p.m. on the Closing Date will be rejected.
- 2.2 A copy of the Close of Offer Announcement is available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

3. Final Level of Acceptances for the Offer and Resultant Shareholdings

As stated in the Close of Offer Announcement, as at 5.30 p.m. (Singapore time) on the Closing Date, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and the Offeror's Concert Parties; and (b) valid acceptances of the Offer, amount to an aggregate of 602,346,716 Shares, representing approximately 92.29% of the total number of Shares.

4. Loss of Free Float, Trading Suspension and Listing Status

- 4.1 Under Rule 723 of the Listing Manual, the Company must ensure that at least 10% of the total number of Shares is at all times held in public hands ("**Free Float Requirement**").
- 4.2 Pursuant to Rule 1105 of the Listing Manual, upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror and the Offeror's Concert Parties to above 90% of the total number of Shares (excluding any Shares held in treasury), the SGX-ST may suspend the trading of the Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total number of Shares (excluding any Shares held in treasury) are held by at least 500 Shareholders who are members of the public.
- 4.3 Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of Shares (excluding any Shares held in treasury), thus causing the percentage of the total number of Shares (excluding any Shares held in treasury) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.
- 4.4 Under Rule 724(1) of the Listing Manual, if the Free Float Requirement is not satisfied, the Company must, as soon as practicable, announce that fact and the SGX-ST may suspend the trading of all the Shares. Rule 724(2) of the Listing Manual provides that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of the Shares (excluding any Shares held in treasury) held in public hands to at least 10%, failing which the Company may be removed from the Official List of the SGX-ST.
- 4.5 In accordance with Rule 724(1) of the Listing Manual, the Company wishes to announce that:
- (a) the Offeror has received valid acceptances pursuant to the Offer that bring the holdings owned, controlled or agreed to be acquired by the Offeror and the Offeror's Concert Parties to above 90% of the total number of issued Shares (excluding treasury shares); and
 - (b) the percentage of Shares held by the public as at 5.30 p.m. (Singapore time) on 1 August 2022 is approximately 7.71% and is therefore less than the requisite 10% under the Free Float Requirement.
- 4.6 As stated in the Offer Document and the Close of Offer Announcement, the Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company. Accordingly, the Offeror, if and when entitled, intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act and does not intend to support or take any step (including the placing out of Shares by the Offeror) for the public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted

in the event that, *inter alia*, less than 10% of the total number of issued Shares (excluding any Shares held in treasury) are held in public hands.

- 4.7 As stated in the Close of Offer Announcement, as at 5.30 p.m. (Singapore time) on 1 August 2022, the Offeror has received valid acceptances pursuant to the Offer and has acquired Shares from the date of the Offer otherwise than through valid acceptances of the Offer for not less than 90% of the total number of Shares as at the date of the Offer (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding, for the avoidance of doubt, any Shares held in treasury). **Accordingly, the Offeror is entitled to, and will in due course, exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all Shares of Shareholders who have not accepted the Offer at a price equal to the final offer price of S\$0.40 per Share.** Please refer to the Close of Offer Announcement for more information on the Offeror's rights of compulsory acquisition under Section 215 of the Companies Act.
- 4.8 **As the Offer has closed at 5.30 p.m. (Singapore time) on the Closing Date, the Company will accordingly request that the SGX-ST suspend the trading of the Shares before 9.00 a.m. (Singapore time) on 2 August 2022, being the market day after the Closing Date.**

5. Directors' Responsibility Statement

The Directors of the Company (including those 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 (other than those relating to the Offeror and the Offer) are fair and accurate, 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, the Offer Announcement, the Offer Document, and any other announcements made by or on behalf of the Offeror), the sole responsibility of the Directors of the Company has been to ensure through reasonable enquiries that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

By Order of the Board

Mr Ong Eng Yaw
Group Managing Director
2 August 2022