

# VOLUNTARY UNCONDITIONAL CASH OFFER

by



## **PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 200207389D)

for and on behalf of

## **RSP TOPCO PTE. LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 201838939E)

to acquire all the issued and paid-up ordinary shares in the capital of

## **RSP HOLDINGS LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 201616770M)

## **DESPATCH OF DOCUMENTS RELATING TO COMPULSORY ACQUISITION**

### **1. INTRODUCTION**

PrimePartners Corporate Finance Pte. Ltd. ("**PPCF**") refers to the (a) offer document dated 14 February 2019 (the "**Offer Document**") issued by PPCF for and on behalf of RSP TopCo Pte. Ltd. (the "**Offeror**") in connection with the voluntary unconditional cash offer for all the issued and paid-up ordinary shares (the "**Shares**" or the "**Offer Shares**") in the capital of RSP Holdings Limited (the "**Company**"), and (b) announcement dated 22 February 2019 (the "**Compulsory Acquisition Announcement**") made by PPCF, for and on behalf of the Offeror, on *inter alia*, the Offeror's entitlement to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act (Chapter 50 of Singapore) (the "**Companies Act**").

Unless otherwise defined, capitalised terms used and not defined in this announcement (the "**Announcement**") shall have the same meanings given to them in the Offer Document.

### **2. DESPATCH OF DOCUMENTS RELATING TO COMPULSORY ACQUISITION**

As stated in the Compulsory Acquisition Announcement, the Offeror is entitled to and intends to exercise its right to compulsorily acquire all the remaining Shares of Shareholders who have not accepted the Offer (the "**Dissenting Shareholders**") pursuant to Section 215(1) of the Companies Act, at the Offer Price. In accordance with the terms of the Offer, payment of the aggregate Offer Price pursuant to Section 215(1) of the Companies Act will be rounded down to the nearest Singapore cent.

Accordingly, the Offeror has today despatched to the Dissenting Shareholders the following documents:

- (a) a letter (the "**Letter**") with regard to, *inter alia*, the Offeror's exercise of its right of compulsory acquisition under Section 215(1) of the Companies Act and the right of the Dissenting Shareholders under Section 215(3) of the Companies Act to require the Offeror to acquire the Offer Shares held by them; and
- (b) the relevant forms prescribed under the Companies Act in relation to Sections 215(1) and 215(3) of the Companies Act, namely, Form 57 ("**Form 57**") and Form 58 ("**Form 58**").

Copies of the Letter, Form 57 and Form 58 can be found in separate announcements released today.

**As the Offeror would be proceeding to compulsorily acquire all the remaining Offer Shares of the Dissenting Shareholders pursuant to Section 215(1) of the Companies Act, the Dissenting Shareholders need not take any action in relation to Form 58.**

**Dissenting Shareholders who wish to exercise their rights under Section 215(3) of the Companies Act are advised to seek their own independent legal and financial advice.**

### **3. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors of the Offeror (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 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, and they jointly and severally accept full responsibility accordingly.

Where any information in this Announcement has been extracted or reproduced from published or publicly available sources or obtained from the Company, 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, accurately reflected or reproduced in this Announcement.

Issued by

**PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.**

for and on behalf of

**RSP TOPCO PTE. LTD.**

28 February 2019

Any inquiries relating to this Announcement or the compulsory acquisition described herein should be directed during office hours to:

PrimePartners Corporate Finance Pte. Ltd.

Tel: +65 6229 8088

Cautionary Note Regarding Forward-Looking Statements

*All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor PPCF guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.*