

# MEMTECH INTERNATIONAL LTD.

(Incorporated in the Republic of Singapore)

Company Registration Number 200312032Z

---

## VOLUNTARY CONDITIONAL CASH OFFER – DESPATCH OF OFFEREE CIRCULAR

---

### 1. INTRODUCTION

The board of directors (the “**Board**”) of Memtech International Ltd. (the “**Company**”) refers to the announcement dated 31 May 2019 made by Oversea-Chinese Banking Corporation Limited, for and on behalf of M-Universe Investments Pte. Ltd., on the despatch of the formal offer document dated 31 May 2019 setting out the terms of the Offer made by the Offeror and enclosing the relevant form(s) of acceptance for the said Offer.

All capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed in the circular dated 14 June 2019 (the “**Offeree Circular**”) despatched by the Company to Shareholders in relation to the Offer.

### 2. DESPATCH OF THE OFFEREE CIRCULAR

The Board wishes to announce that the Offeree Circular containing *inter alia* the advice of PricewaterhouseCoopers Corporate Finance Pte Ltd (“**IFA**”), the independent financial adviser to the Independent Directors, and the recommendation of the Independent Directors on the Offer, has been despatched to Shareholders today.

A copy of the Offeree Circular can be obtained from [www.sgx.com](http://www.sgx.com), the website of the SGX-ST.

**Shareholders are advised to read and consider the Offeree Circular (in particular, the advice of the IFA to the Independent Directors, as well as the recommendation of the Independent Directors in respect of the Offer) carefully.** Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

### 3. REQUEST FOR OFFEREE CIRCULAR

Shareholders who do not receive the Offeree Circular within one (1) week from the date hereof may obtain a copy of the same from the share registrar of the Company, M & C Services Private Limited (the “**Share Registrar**”), during normal business hours on any day (other than a public holiday, Saturday or Sunday), up to 5:30 p.m. (Singapore time) on the Closing Date (defined below), at the following address:

**M & C Services Private Limited**  
112 Robinson Road  
#05-01  
Singapore 068902

### 4. OVERSEAS SHAREHOLDERS

The Offeree Circular and any related documents may not be sent to certain Shareholders whose addresses are outside Singapore (“**Overseas Shareholders**”) due to the potential restrictions on sending such documents to overseas jurisdictions. Any affected Overseas Shareholder may, nonetheless, obtain a copy of the same during normal business hours on any day (other than a public holiday, Saturday or Sunday), up to 5:30 p.m. (Singapore time) on the Closing Date, from

the office of the Share Registrar as mentioned above. Alternatively, any Overseas Shareholder may write to the Share Registrar at the aforementioned address to request for the Offeree Circular and any related documents to be sent to an address in Singapore by ordinary post at his own risk (the last date for despatch in respect of such request shall be a date falling five (5) Market Days prior to the Closing Date).

## **5. CLOSING DATE**

Shareholders should note that, as stated in the Offer Document, the Offer will close at 5.30 p.m. (Singapore time) on 28 June 2019, or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "**Closing Date**").

## **6. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors (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 are fair and accurate, and that no material facts have been omitted from this announcement, and they jointly and severally accept full 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 has been 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

Chuang Wen Fu  
Executive Chairman  
14 June 2019