

MANDATORY CONDITIONAL CASH OFFER

by

UOBKayHian

UOB KAY HIAN PRIVATE LIMITED
(Company Registration No.: 197000447W)
(Incorporated in the Republic of Singapore)
(the “Offer”)

for and on behalf of

WANG ZHI
(the “Offeror”)

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

DARCO WATER TECHNOLOGIES LIMITED
(Company Registration No.: 200106732C)
(Incorporated in the Republic of Singapore)

excluding treasury shares and other than shares already owned, controlled or
agreed to be acquired by the Offeror

CLOSE OF OFFER

1. INTRODUCTION

UOB Kay Hian Private Limited (“**UOBKH**”) refers to:

- (a) the offer announcement dated 5 May 2020 in connection with the mandatory conditional cash offer issued by UOBKH for and on behalf of the Offeror (the “**Offer Announcement**”); and
- (b) the offer document dated 26 May 2020 containing the terms and conditions of the Offer (the “**Offer Document**”).

Unless otherwise defined herein or if the context otherwise requires, all capitalized terms not defined in this announcement (“**Announcement**”) shall have the meanings ascribed to them in the Offer Document.

2. CLOSE OF THE OFFER

UOBKH wishes to announce, for and on behalf of the Offeror, that the Offer has closed at 5.30 p.m. (Singapore time) on 23 June 2020 (“**Closing Date**”).

Accordingly, the Offer is no longer open for acceptance and any acceptances received after 5.30 p.m. (Singapore time) on the Closing Date will be rejected.

3. FINAL LEVEL OF ACCEPTANCES

Pursuant to Rule 28.1 of the Code, UOBKH wishes to announce, for and on behalf of the Offeror, that:

- (a) **Acceptances of the Offer.** As at 5.30 p.m. (Singapore time) on the Closing Date, the Offeror has received valid acceptances (which have not been withdrawn) amounting to 3,664,745 Shares, representing approximately 3.91 % of the total number of Shares¹ (excluding treasury shares). No acceptances have been received from the parties acting in concert with the Offeror (the “**Concert Parties**”);
- (b) **Shares held on or before the Offer Announcement Date.** As at the Offer Announcement Date:
 - (i) the Offeror owned, controlled or had agreed to acquire 41,067,118 Shares, representing approximately 43.77 % of the total number of Shares; and
 - (ii) the Offeror’s Concert Parties did not hold any Shares; and
- (c) **Shares acquired or agreed to be acquired after the Offer Announcement Date and up to 5.30 p.m. (Singapore time) on the Closing Date (other than pursuant to valid acceptances of the Offer).** Following the Offer Announcement Date and up to 5.30 p.m. (Singapore time) on the Closing Date, save for the on-market purchases transacted through the Singapore Exchange Securities Trading Limited’s trading system by the Offeror, of an aggregate of 626,700 Shares, representing approximately 0.67% of the total number of Shares, the Offeror and his Concert Parties have not acquired or agreed to acquire any Shares (other than pursuant to valid acceptances of the Offer).

4. RESULTANT SHAREHOLDINGS

Accordingly, 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 his Concert Parties; and (b) valid acceptances to the Offer, amount to an aggregate of 45,358,563 Shares, representing approximately 48.34% of the total number of issued Shares of the Company.

5. LAPSE OF OFFER

5.1 Offer Conditional

As stated in the Offer Document, the Offer is conditional upon the Offeror having received, by the Closing Date of the Offer, valid acceptances in respect of such number of Offer Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and his Concert Parties (either before or during the Offer and pursuant to the Offer or

¹ In this Announcement, unless otherwise stated, all references to the percentage shareholding of the issued share capital of the Company are based on 93,831,492 Shares (the Company does not hold any treasury shares).

otherwise), would result in the Offeror and his Concert Parties holding such number of Shares carrying more than 50% of the total voting rights attributable to the issued Shares (excluding treasury shares).

5.2 Lapse of Offer

Based on the information set out in paragraphs 3 and 4 above, the Offer has not become unconditional as to acceptances. **Accordingly, the Offer has lapsed as at 5.30 p.m. (Singapore time) on the Closing Date.**

6. RETURN OF ACCEPTANCES

6.1 For Depositors

CDP will return the aggregate number of Offer Shares in respect of which a Shareholder has accepted the Offer and tendered for acceptance to the "Free Balance" of his or her Securities Account as soon as possible but in any event not later than 14 days from the lapse of the Offer.

6.2 For Scrip Holders

The FAT, share certificate(s) and any other accompanying document(s) will be returned to Shareholders who hold Shares in scrip form and who have accepted the Offer by ordinary post at their own risk as soon as possible but in any event not later than 14 days from the lapse of the Offer.

7. RESPONSIBILITY STATEMENT

The Offeror (who may have delegated detailed supervision of this Announcement) has taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that there are no material facts that have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading, and accepts responsibility accordingly.

Where any information has been extracted or reproduced from published or publicly available sources or obtained from the Company (including without limitation, information relating to the Company or the Group), the sole responsibility of the Offeror 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
UOB KAY HIAN PRIVATE LIMITED

For and on behalf of
MR. WANG ZHI
23 June 2020

Any enquiries relating to this Announcement or the Offer should be directed during office hours to:

UOB Kay Hian Private Limited

Mr Ding Hock Chai
Senior Director
Tel: (65) 6590 6881

Mr Alvin Soh Eng San
Senior Vice President
Tel: (65) 6590 6881

Forward-Looking Statements

All statements other than statements of historical fact included in the Offer Document are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “aim”, “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “potential”, “strategy”, “forecast”, “possible”, “probable” and similar expressions or future or conditional verbs such as “if”, “will”, “would”, “should”, “could”, “may” or “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 results, performance, events or achievements and involve known and unknown risks and uncertainties. Accordingly, actual future results, performance, events or achievements may differ materially from those described in such forward-looking statements. Given the risks and uncertainties involved, Shareholders and investors should not place undue reliance on such forward-looking statements and information. Neither the Offeror nor UOBKH undertakes any obligation to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.