

**SEE HUP SENG LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 197502208Z)

---

**PROPOSED SUBSCRIPTION OF 144,500,000 SHARES IN SEE HUP SENG LIMITED**

---

**1. Introduction**

- 1.1 The Board of Directors of See Hup Seng Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that it has on 12 September 2013 entered into a conditional subscription agreement (the “**Subscription Agreement**”) with 15 subscribers (collectively the “**Subscribers**” and each a “**Subscriber**”) and Mr Tan Ong Huat (the “**Introducer**”) in relation to the subscription of an aggregate number of 144,500,000 new ordinary shares (collectively the “**New Shares**” and each a “**New Share**”) in the capital of the Company at S\$0.2493 per New Share (“**Subscription Price**”) (the “**Subscription**”). The New Shares when issued and fully paid will rank *pari passu* in all respects with the existing ordinary shares (the “**Shares**”) in the capital of the Company, except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the date of completion of the Subscription (the “**Completion**”).
- 1.2 The Subscription Price represents a discount of 10.0% to the volume-weighted average price of S\$0.2769 for trades done on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 6 September 2013, which is the preceding full market day of trading of the Shares up to the time the Subscription Agreement was entered into, and on 9 September 2013<sup>1</sup>.
- 1.3 The Subscription is subject to, *inter alia*, the approval of the Company’s shareholders (the “**Shareholders**”) at an extraordinary general meeting to be convened and the approval in-principle of the SGX-ST for the listing and quotation of the New Shares on the Main Board of the SGX-ST.
- 1.4 The Subscription will be undertaken pursuant to Section 272B of the Securities and Futures Act (Chapter 289) of Singapore. As such, no prospectus or offer information statements will be issued by the Company in connection with the Subscription.

**2. Information on the Subscribers**

The names and background of the Subscribers, and the number of New Shares to be issued and allotted to each of them pursuant to the Subscription are set out below.

---

<sup>1</sup> The Company halted trading of its shares on 9 September 2013 at 10:45 am.

<b>Subscriber</b>	<b>Background of Subscriber</b>	<b>No. of New Shares</b>
Tommie Goh Thiam Poh	Chairman of private investment company, 2G Capital Pte Ltd	4,000,000
Jeremy Lee Sheng Poh	Executive director of private investment company, 2G Capital Pte Ltd	4,000,000
Khua Kian Keong	Chief executive officer of Freights Links Express Holdings Ltd	4,000,000
Lee Yong Miang	Executive Chairman of Expand Group of Companies.	4,000,000
Tan Dah Ching	Investor with more than 10 years investment experience	4,000,000
Daniel Lye Tze Loong	Private banker with more than 5 years of investment experience	1,600,000
Tay Sia Puan	Investor with more than 10 years of investment experience.	20,000,000
Tan Eng Lee	Mr Tan is an investor with more than 10 years of investment experience. Business owner of Venta Electrical Contractor.	18,000,000
Loke Chee Choong	Mr Loke is an investor with more than 15 years of investment experience. He is the managing director of BASF (China), Co, Ltd.	10,000,000
Goh King Hiong	Mr Goh is an investor with more than 20 years of investment experience. He is a director of Musa Holdings Pte Ltd & Canopus Holdings Pte Ltd.	14,000,000
Cheng Roland	Mr Cheng is an investor with more than 10 years of investment experience. He is a director of Golden Ocean Seafood (S) PL.	6,000,000
Lee Cheng Peck	Mr Lee is an investor with for more 20 years of investment experience. He is the founder and director of PSL Holdings Ltd.	19,000,000
Kang Yee Yin	Mr Kang is an investor with more than 10 years of investing experience. He is the managing director of Lockson Hydraulics & Engineering Pte Ltd.	15,900,000

Ho Tat Toh	Mr Ho is a high net worth investor with more than 10 years of investing experience.	15,000,000
Richill Industries Pte Ltd	Richill Industries Pte Ltd is a company that deals with speciality and industrial chemicals. It is an existing shareholder of the Company and is owned by Mr Charles Ler Lin Huue and Ms Tan Sok Moey.	5,000,000

All of the Subscribers were introduced to the Company by the Introducer, and intend to subscribe for the New Shares for investment purposes.

The Company will pay a fee of S\$792,525 to the Introducer in consideration of him introducing the Subscribers to the Company.

### 3. Use of Proceeds

3.1 The gross proceeds from the Subscription is expected to be S\$36,023,850 (the “**Subscription Sum**”). The net proceeds from the Subscription (after deducting expenses relating thereto) is expected to be approximately S\$35,171,000 (the “**Proceeds**”). The Subscription Price shall be paid in full on the date of Completion.

3.2 The Company has decided to place the New Shares to the Subscribers to finance (i) the proposed acquisition of Hetat Holdings Pte. Ltd. (the “**Acquisition**”) (please refer to the Company’s announcement dated today, 12 September 2013, in relation to the Acquisition) and (ii) the Group’s working capital needs. The Company intends to utilise the Proceeds in the following estimated proportions:

Use of Proceeds	Percentage Allocation (%)
Acquisition (including related expenses)	97
Working Capital	3

3.3 Pending utilisation, the Proceeds may be deposited with banks and/or financial institutions or invested in short-term money markets and/or marketable securities, as the Directors may deem appropriate in the interests of the Company in their sole discretion.

3.4 The Company will make periodic announcements on the use of the Proceeds as and when the proceeds are materially disbursed, and provide a status report on the use of the Proceeds in the Company’s annual report.

#### **4. Conditions Precedent**

4.1. Completion is conditional, *inter alia*, upon:-

- (a) the approval in-principle for the listing and quotation of the New Shares on the Official List of the SGX-ST being obtained from the SGX-ST and not revoked or amended as at the date of Completion and, where such approval is subject to conditions, such conditions being reasonably acceptable to the Subscribers;
- (b) the Company having obtained specific approval from the Shareholders for the issuance of the New Shares and the Acquisition at a general meeting of the Company to be convened;
- (c) the issue and subscription of the New Shares not being prohibited by any statute, order, rule or regulation promulgated by any applicable legislative, executive or regulatory body or authority of Singapore; and
- (d) the completion of the Acquisition.

#### **5. Financial Effects of the Subscription**

The pro forma financial effects of the Subscription set out below are computed based on the audited financial statements of the Group for the financial year ended 31 December 2012 and the following assumptions:

- (a) For the purpose of the consolidated statement of comprehensive income, the Subscription had been completed on 1 January 2012; and
- (b) For the purpose of the consolidated balance sheet, the Subscription had been completed on 31 December 2012.

The pro forma financial effects of the Subscription are presented for illustration purposes only, and are neither indicative of the actual financial effects of the Subscription on the consolidated net tangible asset (“NTA”) per Share and consolidated earnings per Share (“EPS”) of the Company nor reflective of the future financial position and performance of the Group.

##### **5.1 Share Capital**

As at 31 December 2012, the issued and paid up capital of the Company comprised 421,442,125 Shares (excluding treasury shares). Upon Completion, the existing issued and paid-up share capital of the Company will comprise 565,942,125 Shares (excluding treasury shares).

## 5.2 NTA

The Subscription would have increased the NTA per Share of the Company from 17.45 Singapore cents to 19.21 Singapore cents, an increase of approximately 1.76 Singapore cents per Share of the Company as illustrated below:

	<b>Before the Subscription (S\$'000)</b>	<b>After the Subscription (S\$'000)</b>
NTA of the Group as at 31 December 2012	<u>73,551</u>	<u>108,722</u>
NTA per Share of the Company as at 31 December 2012 (Singapore cents) <sup>(1)</sup>	<u>17.45</u>	<u>19.21</u>

**Note:**

- (1) Calculated based on issued share capital of 421,442,125 Shares of the Company (excluding treasury shares) as at 31 December 2012 before Completion and 565,942,125 Shares of the Company as at 31 December 2012 after Completion.

## 5.3 EPS

The Subscription would have decreased the EPS of the Company from 1.22 Singapore cents to 0.91 Singapore cents, a decrease of approximately 0.31 Singapore cents per Share of the Company as illustrated below:

	<b>Before the Subscription (S\$'000)</b>	<b>After the Subscription (S\$'000)</b>
Profit of the Group (after tax and minority interests) attributable to equity holders of the Company	<u>5,206</u>	<u>5,206</u>
EPS of the Company (Singapore cents) <sup>(1)</sup>	<u>1.22</u>	<u>0.91</u>

**Note:**

- (1) Calculated based on the 427,197,229 Shares, being the weighted average number of Shares of the Company outstanding during the year ended 31 December 2012 before Completion and 571,697,229 Shares, being the weighted average number of Shares of the Company outstanding during the year ended 31 December 2012 after Completion.

## **6. General**

- 6.1 None of the New Shares will be placed with any person or groups of persons as set out under Rule 812(1) the Listing Manual of the SGX-ST.
- 6.2 None of the Directors of the Company have (i) any interest, direct or indirect in the Subscription; and (ii) any connection (including any business relationship) with any of the Subscribers.
- 6.3 Save as disclosed in this announcement, the Directors are not aware of any substantial shareholder of the Company having (i) any interest, direct or indirect, in the Subscription; and (ii) any connection (including any business relationship) with any of the Subscribers, and has not received any notification of (i) any interest in this transaction; or (ii) any such connection to any of the Subscribers from any substantial shareholder.
- 6.4 The Subscription would not result in any transfer of controlling interest in the Company.
- 6.5 A circular containing information in connection with, *inter alia*, the Subscription and the Acquisition, will be despatched to the Shareholders in due course. The Company will make further announcements in relation to the Subscription as and when necessary. As there is no assurance that the Subscription will be completed, Shareholders are advised to refrain from taking any action which may be prejudicial to their interests before seeking advice from their stockbrokers, bank managers, solicitors, accountants or other professional advisers (as appropriate).
- 6.6 A copy of the Subscription Agreement is available for inspection during normal business hours at the Company's registered office for a period of three (3) months from the date of this announcement.

## **7. Directors' Responsibility Statement**

- 7.1 The Directors (including those who may have been delegated detailed supervision of the Subscription) have individually and collectively reviewed and approved the issue of this announcement, and have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate in all material aspects and that no material facts have been omitted from this announcement which would make any statement in this announcement misleading, and they jointly and severally accept responsibility accordingly.
- 7.2 Where any information contained in this announcement has been extracted from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources.

**By order of the Board**

Goh Koon Seng  
Executive Director  
12 September 2013