

# SUNNINGDALE TECH LTD.

(Company Registration No.: 199508621R)  
(Incorporated in the Republic of Singapore)  
(the "**Company**")

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- (A) **RESULTS OF EXTRAORDINARY GENERAL MEETING**
- (B) **THE PROPOSED CONSOLIDATION OF EVERY FIVE (5) ORDINARY SHARES IN THE CAPITAL OF THE COMPANY INTO ONE (1) CONSOLIDATED ORDINARY SHARE IN THE CAPITAL OF THE COMPANY – NOTICE OF BOOKS CLOSURE DATE**
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*All capitalised terms used and not defined herein shall have the same meanings given to them in the circular dated 7 September 2015.*

## 1. **INTRODUCTION**

The Board of Directors (the "**Board**" or the "**Directors**") of the Company refers to its announcements on 29 July 2015, 18 August 2015 and 7 September 2015 (the "**Announcements**") in relation to the proposed share consolidation (the "**Share Consolidation**") of every five (5) ordinary shares in the capital of the Company (the "**Shares**") existing as at a books closure date to be determined by the Board into one (1) ordinary share in the capital of the Company (a "**Consolidated Share**").

## 2. **RESULTS OF EXTRAORDINARY GENERAL MEETING**

Further to the Announcements, the Board wishes to announce that the Share Consolidation has been approved. All the resolutions set out in the notice of the extraordinary general meeting of the Company (the "**EGM**") dated 7 September 2015 were duly passed by the shareholders of the Company ("**Shareholders**") at the EGM held on 22 September 2015.

The following ordinary resolution was voted by way of poll and the results are as follows:

No.	Resolution relating to:	For		Against	
		Number of Shares	%	Number of Shares	%
1.	To approve the Share Consolidation and fix the books closure date in relation to the Share Consolidation	445,727,794	98.13	8,510,290	1.87

## 3. **NOTICE OF BOOKS CLOSURE DATE**

**NOTICE IS HEREBY GIVEN** that the Register of Members and the Share Transfer Books of the Company will be closed at 5.00 p.m. on 1 October 2015 (the "**Books Closure Date**") for the purpose of determining the entitlements of Shareholders to the Consolidated Shares pursuant to the Share Consolidation.

On the Books Closure Date every five (5) Shares registered in the name or standing to the credit of the Securities Account (as the case may be) of each Shareholder will be consolidated into one (1) Consolidated Share, fractional entitlements to be disregarded.

#### 4. **SHARE CONSOLIDATION**

The Share Consolidation shall be effective from 9.00 a.m. on 2 October 2015, being the market day immediately following the Books Closure Date, whereupon the Register of Members of the Company and the Depository Register will be updated to reflect the number of Consolidated Shares held by each Shareholder respectively based on the number of Shares held by him or her as at the Books Closure Date.

Shareholders should note that the number of Consolidated Shares which they will be entitled to as a result of the Share Consolidation, based on their holdings of Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Share Consolidation will be disregarded. All fractional entitlements arising from the implementation of the Share Consolidation will be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interest of the Company, including aggregating and selling the fractional entitlement and retaining the net proceeds for the benefit of the Company. Shareholders should also note that in the event the Directors, in their absolute discretion, decide to cancel the aggregated fractions of Consolidated Shares arising from the Proposed Share Consolidation, affected Shareholders will not be paid for such fractional shares cancelled and not issued.

Each Consolidated Share will rank *pari passu* in all respects with each other.

#### 5. **EFFECTIVE TRADING DATE FOR CONSOLIDATED SHARES**

Notwithstanding that the Share Consolidation will only become effective from 9.00 a.m. on 2 October 2015], with effect from 9.00 a.m. on 29 September 2015 (the "**Effective Trading Date**"), trading in the Shares will be in board lots of 100 Consolidated Shares. The Effective Trading Date is on account of the fact that trades on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") are settled on a "T+3" settlement cycle, that is, a purchase or sale of Shares on day "T" will be settled at "T" plus three (3) market days later. Accordingly, five (5) Shares as at 5.00 p.m. on the day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share, with effect from 9.00 a.m. on the Effective Trading Date. Trading in the Shares (on a pre-Share Consolidation basis) will cease after 5.00 p.m. on 28 September 2015, being the market day immediately preceding the Effective Trading Date.

#### 6. **SHARE CERTIFICATES**

##### (a) **Deposit of Share Certificates with the Central Depository (Pte) Limited**

Shareholders who hold physical share certificates for Shares in their own names (the "**Old Share Certificates**") and who wish to deposit the same with the Central Depository (Pte) Limited (the "**CDP**") and have their Consolidated Shares credited to their Securities Accounts maintained with CDP must have deposited their Old Share Certificates with CDP, together with duly executed instruments of transfer in favour of CDP, no later than 12 market days prior to the Books Closure Date.

After the Books Closure Date, CDP will not accept any Old Share Certificates for deposit and will only accept the deposit of share certificates for the Consolidated Shares (the "**New Share Certificates**"). Shareholders who wish to deposit their Old Share Certificates with CDP after the Books Closure Date must first deliver their Old

Share Certificates to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. for cancellation and issuance of New Share Certificates in replacement thereof as described below.

**(b) Issue of New Share Certificates**

Shareholders who have deposited their Old Share Certificates with CDP at least 12 market days prior to the Books Closure Date need not take any further action. The Company will make arrangements with CDP to effect the exchange for New Share Certificates pursuant to the Share Consolidation.

Shareholders who have not deposited their Old Share Certificates with CDP as aforesaid or who do not wish to deposit their Old Share Certificates with CDP are advised to forward all their Old Share Certificates to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, during normal business hours (9.00 a.m. to 5.00 p.m., Mondays to Fridays) and preferably, not later than five (5) market days after the Books Closure Date for cancellation and exchange for New Share Certificates. No receipt will be issued by the Share Registrar for the receipt of any Old Share Certificates. The New Share Certificates will be sent by ordinary mail or registered mail (at the election of the relevant Shareholder) to the registered addresses of the relevant Shareholders at their own risk within 10 market days after the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is the later.

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have already been tendered to the Share Registrar for cancellation.

Shareholders should notify the Share Registrar if they have lost any of their existing Old Share Certificates or if there is any change in their respective addresses from that reflected in the Register of Members of the Company.

**(c) Share Certificates Not Valid for Settlement of Trades on the SGX-ST**

Shareholders who hold Old Share Certificates are reminded that their Old Share Certificates are not valid for settlement of trading in the Consolidated Shares on the SGX-ST as the Shares are traded under a book-entry (scripless) settlement system, but will continue to be accepted for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Share Registrar. The New Share Certificates will not be valid for delivery for trades done on the SGX-ST although they will continue to be *prima facie* evidence of legal title to Consolidated Shares.

**7. TRADING ARRANGEMENTS FOR ODD LOTS**

All fractional entitlements arising from the implementation of the Share Consolidation will be disregarded.

The Shares are currently traded in board lots of 100 Shares. Following the implementation of the Share Consolidation, the Securities Accounts of Shareholders (being depositors) maintained with CDP may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of 100 Consolidated Shares).

Shareholders who receive odd lots of Consolidated Shares pursuant to the Share Consolidation and who wish to trade in such odd lots on the SGX-ST can trade with a minimum size of one (1) Consolidated Share on the SGX-ST's unit share market. The unit share market will enable trading in odd lots in any quantity less than one (1) board lot of the

underlying shares. The market for trading of such odd lots of Consolidated Shares may be illiquid.

**8. INDICATIVE TIMETABLE**

The table below sets out the indicative timetable for the Proposed Share Consolidation.

<b>Date and Time</b>	<b>Event</b>
22 September 2015 (Tuesday)	Announcement of Notice of Books Closure Date
5.00 p.m. on 28 September 2015 Monday)	Last day and time for trading of Shares (on a pre-Share Consolidation basis)
9.00 a.m. on 29 September 2015 (Tuesday)	Effective Trading Date
5.00 p.m. on 1 October 2015 (Thursday)	Books Closure Date
9.00 a.m. on 2 October 2015 (Friday)	Effective date of Share Consolidation

By Order of the Board  
**SUNNINGDALE TECH LTD.**

Khoo Boo Hor  
Chief Executive Officer and Executive Director  
22 September 2015