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LEE HING DEVELOPMENT LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 68)

**(1) VERY SUBSTANTIAL DISPOSAL AND VERY SUBSTANTIAL ACQUISITION
IN RELATION TO
CASH ACQUISITION OF PURECIRCLE LIMITED BY INGREDION
SRSS HOLDINGS LIMITED TO BE EFFECTED BY MEANS OF A
SCHEME OF ARRANGEMENT UNDER
SECTION 99 OF BERMUDA COMPANIES ACT 1981**

**(2) VERY SUBSTANTIAL DISPOSAL
IN RELATION TO
EXIT ARRANGEMENTS, PUT OPTION AND CALL OPTION IN RESPECT OF
BIDCO SHARES**

**(3) DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO
PROPOSED DISPOSAL OF BIDCO SHARES TO CONNECTED PERSONS**

THE SCHEME AND THE ACQUISITION

On 9 April 2020 (London time), the Ingredion Board and the PureCircle Board announced that they had reached an agreement on the terms of a recommended cash acquisition of the entire issued and to be issued share capital of PureCircle by Bidco (a newly incorporated company registered in England and Wales formed for the purposes of the Acquisition that is wholly owned by Ingredion). The Acquisition is proposed to be effected by means of a Court-sanctioned Scheme of Arrangement under section 99 of the Bermuda Companies Act.

On 18 May 2020 (London time), PureCircle issued the Scheme Document which contains, among others, details of the Scheme and the Acquisition.

As at the date of this announcement, Wang Tak, a wholly owned subsidiary of the Company, holds 45,392,610 PureCircle Shares (representing approximately 24.6% of the issued share capital of PureCircle as at the date of the Scheme Document) and has given the Irrevocable Undertaking to Bidco, among others, to vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting and to elect for the Share Alternative in respect of its entire holding of PureCircle Shares.

Structure and conditions to the Acquisition

The transaction is proposed to be implemented by means of the Acquisition of PureCircle by Bidco. Bidco will make a voluntary Cash Offer for the entire issued share capital of PureCircle so that Bidco will be the new holding company of the PureCircle Group. Alternatively, eligible PureCircle Shareholders may elect for the Share Alternative in lieu of the Cash Offer up to a maximum of 111,874,671 Bidco Shares so that, following the Bidco Equity Injection and subject to the amount of the Bidco Equity Injection that will occur immediately after the Scheme becomes effective, the PureCircle Shareholders who validly accept the Share Alternative will hold up to a maximum of 25% of the Bidco Shares in issue, with Ingredion holding the remainder.

It is intended that the Acquisition will be effected by means of a Court-approved Scheme of Arrangement between PureCircle and the PureCircle Shareholders under section 99 of the Bermuda Companies Act. Bidco has reserved the right to elect for the Acquisition to be implemented by way of a Takeover Offer for the entire existing issued and to be issued ordinary share capital of PureCircle as an alternative to the Scheme. In such an event, a Takeover Offer will be implemented on the same terms, so far as applicable, as those which would apply to the Scheme (subject to appropriate amendments, including, an acceptance condition set at up to 90% of the shares to which such offer relates, or such lesser percentage, being more than 50%, as Bidco may decide). If Bidco does elect to implement the Acquisition by way of a Takeover Offer, and if sufficient acceptances of such Takeover Offer are received and/or sufficient PureCircle Shares are otherwise acquired, it is the intention of Bidco to apply the provisions of sections 102 or 103 of the Bermuda Companies Act to acquire compulsorily any outstanding PureCircle Shares to which such offer relates.

The purpose of the Scheme is to provide for Bidco to become the holder of the entire issued share capital of PureCircle by cancelling the existing PureCircle Shares in exchange for either cash pursuant to the Cash Offer or the issue of Bidco Shares pursuant to the Share Alternative. Under the Scheme, the Acquisition is to be principally achieved by, simultaneously on the Effective Date: (a) all Scheme Shares being cancelled; and (b) PureCircle issuing new PureCircle Shares to Bidco equal to the number of Scheme Shares cancelled, with PureCircle applying the credit arising in its books of account as a result of the cancellation of the Scheme Shares in paying up in full at par such new PureCircle Shares.

The Acquisition is subject to the Conditions and further terms set out in the Scheme Document and shall only become effective if the Conditions are fulfilled (or, to the extent capable of being waived, waived) on or before the Long Stop Date.

Upon completion of the Acquisition, the Bidco Equity Injection and the PureCircle Equity Injection, among others:

- PureCircle will be wholly owned by Bidco;
- Bidco will be controlled by Ingredion, which will hold approximately 75% of the Bidco Shares in issue;
- PureCircle Shareholders electing for the Share Alternative will hold the remaining Bidco Shares as a minority investment, having been diluted from a holding of approximately 60% in Bidco to a holding of approximately 25% in Bidco;
- the Bidco Shares will not be admitted to trading on any stock exchange; and
- Ingredion and the minority shareholders of Bidco will be parties to the Bidco Shareholders' Agreement.

Irrevocable undertakings

Bidco has received irrevocable undertakings from certain PureCircle Shareholders and certain PureCircle Directors, together holding, in aggregate, 125,646,276 PureCircle Shares representing approximately 68.1% of the existing issued share capital of PureCircle in issue on the SD Latest Practicable Date, containing irrevocable commitments to vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting. From the total irrevocable undertakings received, the Share Alternative has been elected with respect to 125,106,255 PureCircle Shares representing approximately 67.8% of the existing issued share capital of PureCircle in issue on the SD Latest Practicable Date. As a result, this allows the remaining PureCircle Shareholders to elect for, at their sole option, either the Cash Offer or the Share Alternative (subject to pro rating of the Share Alternative).

Wang Tak and Mr. BS Tan are among the PureCircle Shareholders who have given the above irrevocable undertakings and elected for the Share Alternative in respect of their respective entire holding of PureCircle Shares. As at the date of this announcement, Wang Tak and Mr. BS Tan hold 45,392,610 PureCircle Shares (representing approximately 24.6% of the issued share capital of PureCircle as at the date of the Scheme Document) and 5,237,502 PureCircle Shares (representing approximately 2.8% of the issued share capital of PureCircle as at the date of the Scheme Document), respectively.

The Bidco Shareholders' Agreement

Bidco, Ingredion and the Minority Investors (including Wang Tak and Mr. BS Tan) have entered into the Bidco Shareholders' Agreement. Those PureCircle Shareholders who elect for the Share Alternative will be required to also agree to be bound by the Bidco Shareholders' Agreement and will, by virtue of their executed acceptance form, grant Bidco a power of attorney to execute the deed of adherence to the Bidco Shareholders' Agreement on his, her or its behalf and, if relevant, to appoint an agent for service.

Exit Arrangements

According to the Exit Arrangements, annually with effect from 1 January 2022 and for three consecutive years thereafter (namely in total for a period of four years starting from 1 January 2022 and expiring on 31 December 2025), Ingredion will notify the Minority Investors of the number of the Bidco Shares it is willing to purchase that year, which will be equal to at least 6.25% of the total issued Bidco Shares (as at the Effective Date). Ingredion will (unless such number of Bidco B Shares has, in the same year (in respect of each of the three consecutive years commencing from 1 January 2022 and expiring on 31 December 2024), been put on Ingredion in accordance with the Put Option) be obliged to offer to buy such Bidco Shares in accordance with the fair price mechanism set out in the Bidco Shareholders' Agreement. Each Minority Investor will have the right to sell its pro-rata percentage of this number of Bidco Shares to Ingredion at the fair price. If a Minority Investor declines Ingredion's offer, such Minority Investor will be entitled to sell, within 6 weeks, their pro-rata percentage of the number of Bidco Shares that Ingredion offered to buy to a bona fide third party purchaser for not less than the fair price.

Put and Call Rights

The Put Option is exercisable during a period of four years starting from 1 January 2022 and expiring on 31 December 2025. During such period: (a) in each of the three consecutive years commencing on 1 January 2022 and expiring on 31 December 2024, the Minority Investors may exercise the Put Option to require Ingredion to purchase, in aggregate, 6.25% of the issued Bidco Shares (as at the Effective Date); and (b) in the year commencing on 1 January 2025 and expiring on 31 December 2025, the Minority Investors may exercise the Put Option to require Ingredion to purchase any remaining Bidco B Shares.

After the fifth anniversary of the Effective Date (being 1 July 2025, subject to change to the expected timetable of the Scheme), Ingredion will be able to exercise the Call Option to require each Minority Investor to sell any Bidco Shares that the Minority Investor still owns.

The Minority Investor's Bidco Shares shall be acquired under the Put Option and/or the Call Option in accordance with the fair price mechanism set out in the Bidco Shareholders' Agreement.

Transactions under the Listing Rules

Subject to the Acquisition becoming unconditional, Wang Tak will pursuant to the terms of the Acquisition:

- (a) dispose of all 45,392,610 PureCircle Shares it holds for cancellation;
- (b) receive Bidco B Shares and cash on the basis of 100 pence for each Scheme Share not satisfied by Bidco B Shares; and
- (c) be able to dispose of the Bidco B Shares to be held by it to Ingredion pursuant to the Exit Arrangements, the Put Option and the Call Option.

For the purposes of Chapter 14 of the Listing Rules:

- (a) the PureCircle Share Disposal constitutes a disposal for the Company;
- (b) the Bidco Share Acquisition constitutes an acquisition for the Company; and
- (c) the sale of Bidco B Shares by Wang Tak to Ingredion which may occur under the Exit Arrangements, the Put Option and the Call Option, on an aggregated basis, constitutes a disposal for the Company.

THE SP AGREEMENT

On 9 June 2020 (after trading hours), Wang Tak and the Purchasers entered into the SP Agreement whereby Wang Tak has conditionally agreed to sell, and the Purchasers have conditionally agreed to purchase, the Sale Shares at the SP Consideration.

The SP Consideration is 100 pence per Sale Share, totalling £2,500,000, which shall be paid in cash by the Purchasers to Wang Tak at SP Completion.

SP Completion is conditional upon the satisfaction (or, where applicable, waiver) in full of the conditions set out in the paragraph headed “(2) The SP Agreement – Conditions precedent” in this announcement.

IMPLICATIONS UNDER THE LISTING RULES

PureCircle Share Disposal

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the PureCircle Share Disposal is above 75%, the PureCircle Share Disposal constitutes a very substantial disposal for the Company and is therefore subject to the notification, announcement and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

Bidco Share Acquisition

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the Bidco Share Acquisition is above 100%, the Bidco Share Acquisition constitutes a very substantial acquisition for the Company and is therefore subject to the notification, announcement and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

Possible disposal of Bidco B Shares pursuant to the Exit Arrangements, the Put Option and the Call Option

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the possible disposal of Bidco B Shares pursuant to the Exit Arrangements, the Put Option and the Call Option is above 75%, such possible disposal constitutes a very substantial disposal for the Company and is therefore subject to the notification, announcement and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

Proposed disposal of the Sale Shares pursuant to the SP Agreement

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the proposed disposal of the Sale Shares pursuant to the SP Agreement is above 5% but all such applicable percentage ratios are less than 25%, such disposal constitutes a discloseable transaction for the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

Further, given that (a) Mr. BS Tan is the chairman, the managing Director and a controlling shareholder of the Company, (b) Mr. BL Tan is the younger brother of Mr. BS Tan and (c) Ms. LC Tan is the younger sister of Mr. BS Tan, all the Purchasers are connected persons of the Company. Therefore, the proposed disposal of the Sale Shares pursuant to the SP Agreement constitutes a connected transaction for the Company. As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the proposed disposal of the Sale Shares pursuant to the SP Agreement is above 5% and the SP Consideration exceeds HK\$10,000,000, such disposal is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

General

The Group has been conducting trading of available-for-sale investments in its ordinary and usual course of business, which is of a revenue nature. The Company was able to apply the exemption under Rule 14.04(1)(g) of the Listing Rules in the past such that neither the acquisition of such investments nor the disposal thereof was subject to the requirements of Chapter 14 of the Listing Rules. When Wang Tak executed the Irrevocable Undertaking and the Bidco Shareholders' Agreement on 9 April 2020 after discussions with Ingredion about the proposed Acquisition, the Company was in dialogue with the Stock Exchange as to whether the Group's trading in securities as part of its ordinary and usual course of business would continue to be exempted under Rule 14.04(1)(g) of the Listing Rules and not regarded as a transaction falling under Rule 14.04(1) of the Listing Rules. Nevertheless, the Company published an announcement on 15 April 2020 disclosing, among others, the execution of the Irrevocable Undertaking and the major aspects of the proposed Scheme and Acquisition and the Irrevocable Undertaking in order to keep the market informed. On 24 April 2020, the Stock Exchange confirmed in writing that based on the amendments to Note 2 to Rule 14.04(1)(g) of the Listing Rules which took effect on 1 October 2019, the exemption under such Rule no longer applied to such trading activities of the Group. Therefore, the Company is only able to seek the approval and ratification of the Shareholders for the PureCircle Share Disposal and the Bidco Share Acquisition as required under Rule 14.49 of the Listing Rules at this point of time. As disclosed in the paragraph headed "(1) The Scheme and the Acquisition – Reasons for and benefits of the PureCircle Share Disposal, the Bidco Share Acquisition, the Exit Arrangements, the Put Option and the Call Option" in this announcement, it was impracticable to impose any condition (including the Shareholders' approval requirement) on the Irrevocable Undertaking as it would defeat the purpose of gathering the written commitments from the PureCircle Shareholders under the circumstances.

GENERAL

The EGM will be convened for the Shareholders or the Independent Shareholders (as the case may be) to consider and, if thought fit, approve the PureCircle Share Disposal (whether pursuant to the Scheme or (if subsequently Bidco so elects) the Takeover Offer), the Bidco Share Acquisition (whether pursuant to the Scheme or (if subsequently Bidco so elects) the Takeover Offer), the Bidco Shareholders' Agreement, the SP Agreement and the transactions contemplated thereunder (including but not limited to the Exit Arrangements, the Put Option and the Call Option).

A circular containing, among others, (i) further details of the Scheme and the Acquisition, the Irrevocable Undertaking, the Bidco Shareholders' Agreement, the SP Agreement and the transactions contemplated thereunder (including but not limited to the Exit Arrangements, the Put Option and the Call Option); (ii) the recommendation of the Independent Board Committee to the Independent Shareholders regarding the SP Agreement and the transactions contemplated thereunder; (iii) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders regarding the SP Agreement and the transactions contemplated thereunder; (iv) the notice of the EGM; and (v) further information required to be disclosed under the Listing Rules, is expected to be despatched to the Shareholders on or before 2 July 2020.

The Independent Board Committee has been established to advise the Independent Shareholders as to the SP Agreement and the transactions contemplated thereunder.

The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the SP Agreement and the transactions contemplated thereunder.

To the best knowledge, information and belief of the Directors, as at the date of this announcement, none of Bidco, Ingredion and their respective close associates hold any Shares and therefore no Shareholder is required to abstain from voting on the ordinary resolutions to be proposed at the EGM approving the PureCircle Share Disposal (whether pursuant to the Scheme or (if subsequently Bidco so elects) the Takeover Offer), the Bidco Share Acquisition (whether pursuant to the Scheme or (if subsequently Bidco so elects) the Takeover Offer), the Bidco Shareholders' Agreement and the transactions contemplated thereunder (including but not limited to the Exit Arrangements, the Put Option and the Call Option).

As at the date of this announcement, Mr. BS Tan, Ms. Connie Cheng Wai Ka (his wife), Ms. Tan Mei Sian (his daughter), Mr. Tan Yee Seng (his son), Wah Seong Enterprises Sdn Bhd., Zali International Limited and Zali Capital Limited hold respectively 1,469,000, 10,000, 1,490,500, 1,490,500, 2,100,000, 14,386,000 and 35,854,000 Shares, representing approximately 1.00%, 0.01%, 1.01%, 1.01%, 1.43%, 9.80% and 24.43% of the total number of Shares in issue, respectively. Wah Seong Enterprises Sdn Bhd., Zali International Limited and Zali Capital Limited are beneficially owned by Mr. SB Tan. Further, Ms. LC Tan holds 50,000 Shares as at the date of this announcement, representing approximately 0.03% of the total number of Shares in issue. Mr. BS Tan, Ms. Connie Cheng Wai Ka, Ms. Tan Mei Sian, Mr. Tan Yee Seng, Wah Seong Enterprises Sdn Bhd., Zali International Limited, Zali Capital Limited, Ms. LC Tan and the respective associates of the Purchasers will abstain from voting on the ordinary resolution to be proposed at the EGM in respect of the SP Agreement.

The PureCircle Share Disposal, the Bidco Share Acquisition, the Exit Arrangements, the Put Option, the Call Option and SP Completion are subject to the Acquisition becoming unconditional. As the PureCircle Share Disposal, the Bidco Share Acquisition, the Exit Arrangements, the Put Option, the Call Option and SP Completion may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

(1) THE SCHEME AND THE ACQUISITION

Reference is made to the announcement of the Company dated 15 April 2020 in relation to, among other matters, the proposed cash acquisition, with the Share Alternative, by Bidco to acquire the entire issued and to be issued share capital of PureCircle not already directly or indirectly owned by Bidco to be effected by means of the Scheme.

On 9 April 2020 (London time), the Ingredion Board and the PureCircle Board announced that they had reached an agreement on the terms of a recommended cash acquisition of the entire issued and to be issued share capital of PureCircle by Bidco (a newly incorporated company registered in England and Wales formed for the purposes of the Acquisition that is wholly owned by Ingredion). The Acquisition is proposed to be effected by means of a Court-sanctioned Scheme of Arrangement under section 99 of the Bermuda Companies Act.

On 18 May 2020 (London time), PureCircle issued the Scheme Document which contains, among others, details of the Scheme and the Acquisition.

As at the date of this announcement, Wang Tak, a wholly owned subsidiary of the Company, holds 45,392,610 PureCircle Shares (representing approximately 24.6% of the issued share capital of PureCircle as at the date of the Scheme Document) and has given the Irrevocable Undertaking to Bidco, among others, to vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting and to elect for the Share Alternative in respect of its entire holding of PureCircle Shares.

Set out below is a summary of the terms of the Scheme and the Acquisition based on the Scheme Document:

Structure and conditions to the Acquisition

The transaction is proposed to be implemented by means of the Acquisition of PureCircle by Bidco. Bidco will make a voluntary Cash Offer for the entire issued share capital of PureCircle so that Bidco will be the new holding company of the PureCircle Group. Alternatively, eligible PureCircle Shareholders may elect for the Share Alternative in lieu of the Cash Offer up to a maximum of 111,874,671 Bidco Shares so that, following the Bidco Equity Injection and subject to the amount of the Bidco Equity Injection that will occur immediately after the Scheme becomes effective, the PureCircle Shareholders who validly accept the Share Alternative will hold up to a maximum of 25% of the Bidco Shares in issue, with Ingredion holding the remainder.

It is intended that the Acquisition will be effected by means of a Court-approved Scheme of Arrangement between PureCircle and the PureCircle Shareholders under section 99 of the Bermuda Companies Act. Bidco has reserved the right to elect for the Acquisition to be implemented by way of a Takeover Offer for the entire existing issued and to be issued ordinary share capital of PureCircle as an alternative to the Scheme. In such an event, a Takeover Offer will be implemented on the same terms, so far as applicable, as those which would apply to the Scheme (subject to appropriate amendments, including, an acceptance condition set at up to 90% of the shares to which such offer relates, or such lesser percentage, being more than 50%, as Bidco may decide). If Bidco does elect to implement the Acquisition by way of a Takeover Offer, and if sufficient acceptances of such Takeover Offer are received and/or sufficient PureCircle Shares are otherwise acquired, it is the intention of Bidco to apply the provisions of sections 102 or 103 of the Bermuda Companies Act to acquire compulsorily any outstanding PureCircle Shares to which such offer relates.

The purpose of the Scheme is to provide for Bidco to become the holder of the entire issued share capital of PureCircle by cancelling the existing PureCircle Shares in exchange for either cash pursuant to the Cash Offer or the issue of Bidco Shares pursuant to the Share Alternative. Under the Scheme, the Acquisition is to be principally achieved by, simultaneously on the Effective Date: (a) all Scheme Shares being cancelled; and (b) PureCircle issuing new PureCircle Shares to Bidco equal to the number of Scheme Shares cancelled, with PureCircle applying the credit arising in its books of account as a result of the cancellation of the Scheme Shares in paying up in full at par such new PureCircle Shares.

The Acquisition is subject to the Conditions and further terms set out in the Scheme Document and shall only become effective if, among other things, the following events occur on or before the Long Stop Date:

- (a) the approval of the Scheme by a majority in number of the Scheme Shareholders who are on the register of members of PureCircle at the Voting Record Time and who are present and vote, whether in person or by proxy, at the Court Meeting (and at any separate class meeting which may be required by the Court) and who represent 75% in nominal value of the Scheme Shares voted by those Scheme Shareholders on or before the 22nd day after the expected date of the Court Meeting set out in the Scheme Document (or such later date, if any, as Ingredion and PureCircle may agree and the Court may allow);

- (b) the passing of the resolutions^(Note) by the requisite majority at the General Meeting to be held on or before the 22nd day after the expected date of the General Meeting set out in the Scheme Document (or such later date, if any, as Ingredion and PureCircle may agree and the Court may allow);
- (c) the sanction of the Scheme by the Court (with or without modification but subject to any modification being on terms acceptable to Ingredion and PureCircle) on or before the 22nd day after the expected date of the Court Hearing set out in the Scheme Document (or such later date, if any, as Ingredion and PureCircle may agree and the Court may allow);
- (d) the Scheme becoming effective by no later than the Long Stop Date;
- (e) the necessary compliance with the procedural requirements and conditions, if any, of the Bermuda Companies Act in relation to any reduction of the issued share capital of PureCircle associated with the cancellation of the Scheme Shares; and
- (f) delivery of a copy of the Court Order to the Registrar of Companies in Bermuda.

Note: Such resolutions cover the following:

- (1) special resolutions (which require votes in favour representing at least 75 per cent. of the votes cast) to:
 - approve certain amendments to the bye-laws of PureCircle in connection with the Scheme;
 - approve the new bye-laws of PureCircle that will take effect on the Effective Date; and
 - authorise the PureCircle Directors to take all such actions as are necessary for implementing the Scheme;
 - approve any allotment authority required pursuant to bye-law 2.4(d) of the bye-laws of PureCircle to allot PureCircle Shares to Bidco pursuant to the PureCircle Equity Injection;
 - authorise the PureCircle Directors to issue and allot an equal number of new PureCircle Shares to Bidco, as the number of Scheme Shares cancelled pursuant to the Scheme; and
- (2) an ordinary resolution (which require votes in favour representing more than 50 per cent. of the votes cast) to approve any capital reduction in connection with the Scheme.

Note should be taken of the Conditions of material significance (the “**Conditions of Material Significance**”) set out in sub-paragraphs (i) to (iii) below. The effect of each Condition of Material Significance is that, Bidco may be entitled to withdraw the Acquisition if:

- (i) except as disclosed by PureCircle (which excludes the unaudited interim accounts of PureCircle for the six month period ended 31 December 2019), Bidco becomes aware that the PureCircle Group, was not, on the date of the Joint Announcement, or, if it thereafter ceases to be, the owner, free of Encumbrances (save for those Encumbrances created in the ordinary course of business or pursuant to third party financing documents that were disclosed by PureCircle prior to the Joint Announcement) of its material Supply Assets in China and/or in Malaysia and/or of its material registered patent assets, where “**Supply Assets**” means all freehold land, plant, product, equipment and supply chain facilities and assets (but does not include those assets which are discarded or replaced in the ordinary course of business);
- (ii) a UK regulatory authority has imposed, announced or confirmed in writing that it will impose, a fine, or other financial penalty, on any member(s) of the PureCircle Group in an amount of more than an amount which PureCircle and Bidco have agreed is material (individually and/or in aggregate), in connection with the matters relating to the classification and valuation of inventory and/or PureCircle’s accounting records, as referred to in certain announcements released by PureCircle (and in determining such amount for these purposes, then any penalties imposed on individuals in connection with such matters shall not be included); or
- (iii) during the six month period which commenced on 1 January 2020, the PureCircle Group (in its internal monthly accounting records produced in a manner consistent with the PureCircle accounts for the financial year ended 30 June 2019) shall have recorded revenue of less than US\$40 million, but excluding any decline in revenue to the extent arising out of, resulting from, or attributable to: (x) any adverse changes in exchange rates; (y) any adverse changes in applicable laws, regulations or accounting standards or practices affecting the PureCircle Group; and (z) any import or export prohibition or restriction imposed by any governmental or regulatory authority, except where such prohibition or restriction is specific to PureCircle and has been imposed as a result of PureCircle’s breach of applicable law.

Each of the Conditions of Material Significance is deemed material by Bidco in making the Acquisition at the price of the Cash Offer and ratio of the Share Alternative.

The Scheme shall lapse if, among others:

- (a) the Court Meeting and the General Meeting are not held on or before the 22nd day after the expected date of such Court Meeting and General Meeting set out in the Scheme Document (or such later date (if any) as may be agreed by Bidco and PureCircle and, if required, the Court may allow);

- (b) the Court Hearing is not held on or before the 22nd day after the expected date of the Court Hearing set out in the Scheme Document (or such later date (if any) as may be agreed by Bidco and PureCircle and, if required, the Court may allow); or
- (c) the Scheme does not become effective by the Long Stop Date,

provided, however, that the deadlines for the timing of the Court Meeting, the General Meeting and the Court Hearing as set out above may be waived by Bidco, and the deadline for the Scheme to become effective may be extended by agreement between PureCircle and Bidco.

Upon the Scheme becoming effective, it shall be binding on all Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the General Meeting.

Upon completion of the Acquisition, the Bidco Equity Injection and the PureCircle Equity Injection, among others:

- PureCircle will be wholly owned by Bidco;
- Bidco will be controlled by Ingredion, which will hold approximately 75% of the Bidco Shares in issue;
- PureCircle Shareholders electing for the Share Alternative will hold the remaining Bidco Shares as a minority investment, having been diluted from a holding of approximately 60% in Bidco to a holding of approximately 25% in Bidco;
- the Bidco Shares will not be admitted to trading on any stock exchange; and
- Ingredion and the minority shareholders of Bidco will be parties to the Bidco Shareholders' Agreement.

The Scheme contains a provision for PureCircle and Bidco to jointly consent (on behalf of all concerned) to any modifications, additions or conditions to the Scheme which the Court may think fit to approve or impose. The Court is unlikely to approve or impose any modifications, additions or conditions to the Scheme which might be material to the interests of Scheme Shareholders unless Scheme Shareholders were informed of any such modification, addition or condition. It would be a matter for the Court to decide, in its discretion, whether or not a further meeting of Scheme Shareholders should be held. Similarly, if a modification, addition or condition is put forward which, in the opinion of the PureCircle Directors, is of such a nature or importance as to require the consent of Scheme Shareholders at a further meeting, the PureCircle Directors will not take the necessary steps to enable the Scheme to become Effective unless and until such consent is obtained.

Any modifications or revisions to the Scheme shall be notified to PureCircle Shareholders through a regulatory information service (as set out in Appendix I to the listing rules made by the Financial Conduct Authority of the UK in accordance with

section 73(2) of Part VI of the Financial Services and Markets Act 2000, as amended, of the UK) prior to the date of the Meetings (or any later dates to which such Meetings are adjourned).

A switch to a Takeover Offer is not a modification or revision for the above purposes.

The UK Takeover Code does not apply to PureCircle, and although PureCircle has incorporated certain takeover-related provisions into its bye-laws, these do not provide PureCircle Shareholders with the full protections offered by the UK Takeover Code and enforcement of such provisions is the responsibility of PureCircle, not the UK Panel on Takeovers and Mergers. PureCircle and Ingredion have agreed certain matters regarding the application of the UK Takeover Code to the Acquisition, and the terms of that agreement are summarised in the Scheme Document.

Cash Offer

Under the terms of the Acquisition, which shall be subject to the Conditions and the further terms set out in the Scheme Document, Scheme Shareholders will be entitled to receive under the Cash Offer 100 pence in cash for each Scheme Share. The basis of 100 pence for each Scheme Share under the Cash Offer was determined and proposed by Bidco and it was not disclosed in the Scheme Document. The Directors do not know, and are not in a position to speculate, how it was arrived at.

If any dividend or other distribution in respect of the Scheme Shares is declared, paid or made on or after the date of the Joint Announcement, Bidco shall be entitled to reduce the consideration payable for each Scheme Share by an amount per Scheme Share of such dividend or distribution.

The Cash Offer values the entire existing issued and to be issued ordinary share capital of PureCircle at approximately £186.0 million, on the basis of the issued and to be issued ordinary share capital of 185,956,438 PureCircle Shares, and represents an opportunity for PureCircle Shareholders to realise a cash sum for their PureCircle Shares as at the date of the Scheme Document.

Share Alternative

As an alternative to the Cash Offer, eligible PureCircle Shareholders can elect to receive one Bidco B Share for each Scheme Share, in lieu of the full cash consideration to which they would otherwise be entitled under the Acquisition (subject to scaling back in accordance with the terms of the Share Alternative) and subject to the terms and conditions of the Share Alternative.

- The Bidco B Shares have been independently valued by Citigroup Global Markets Limited and its estimate of the value of an unlisted Bidco B Share (together with, among others, the assumptions, qualifications and caveats forming the basis of its estimate of value) is included in the Scheme Document in the form of a letter to Bidco dated 12 May 2020. Extracted below is the estimate of value of a Bidco B Share from the said letter:

“Estimate of Value

On the basis of and subject to the foregoing, it is our view that if the Bidco B Shares had been in issue as at the SD Latest Practicable Date, the estimated value of each Bidco B Share would be within a range of 65 and 90 pence.

Any assessment of the value of the Share Alternative and the Bidco B Shares needs to take into account an individual PureCircle Shareholder’s assessment of an appropriate discount given the factors outlined above. The estimate of value does not incorporate a discount for other structural features and risk factors pertaining to the Bidco B Shares nor any potential upside from acquisitions; each PureCircle Shareholder should individually take these factors into account.”

Please refer to the Scheme Document for the full text of the letter from Citigroup Global Markets Limited mentioned above.

- The Share Alternative is limited to a maximum of 111,874,671 Bidco Shares, which will be available for eligible PureCircle Shareholders holding a maximum of approximately 60% of the PureCircle Shares. To the extent that the elections for the Share Alternative cannot be satisfied in full, they will be scaled back pro rata to the size of such elections (subject to any rounding adjustments as Ingredion, in its absolute discretion, considers practicable) and the balance of the consideration due to PureCircle Shareholders who have made such elections will be satisfied in cash in accordance with the terms of the Acquisition.
- Upon completion of the Acquisition, the Bidco Shares received by PureCircle Shareholders electing for the Share Alternative will represent a minority investment in Bidco, which will be controlled by Ingredion.
- The Bidco Shares will be unlisted, that is, not admitted to trading on any stock exchange, and will be subject to, among other things, restrictions on transfer. There are no plans to seek a public quotation on any recognised investment exchange or other public market for the Bidco Shares to be issued to PureCircle Shareholders under the Share Alternative.
- Immediately after the Scheme becomes effective, Bidco will issue 261,643,939 additional Bidco A Shares to Ingredion for a total subscription price of US\$130 million in connection with the Bidco Equity Injection, thereby diluting the shareholding of PureCircle Shareholders who validly accept the Share Alternative by approximately 58%. This represents an issue price per new Bidco Share of US\$0.4969 equivalent to £0.4047 at an exchange rate of 1.2277 US\$:GBP on the SD Latest Practicable Date. The proceeds of the subsequent PureCircle Equity Injection, that is due to take place shortly after the Bidco Equity Injection, will be used (together with PureCircle’s then existing cash resources) to repay the Outstanding PureCircle Debt (as defined and particularized in the Scheme Document, which amounted to approximately US\$137.9 million as at the SD Last Practicable Date), with any remaining balance to be used for general working capital purposes. Following the Bidco Equity Injection, Ingredion shall hold

approximately 75% of the total number of Bidco Shares in issue, with PureCircle Shareholders who validly accept the Share Alternative holding the remainder. The effect of the Bidco Equity Injection will be that each Scheme Shareholder who has elected for the Share Alternative will suffer an immediate dilution of their shareholding in Bidco of approximately 59% and the overall percentage of Bidco Shares which the Scheme Shareholders hold in Bidco will decrease from approximately 60% to approximately 25%.

- The Bidco B Shares issued to eligible PureCircle Shareholders who elect for the Share Alternative will be credited as fully paid and rank equally with the Bidco A Shares issued to Ingredion upon incorporation (and to be issued to Ingredion following the Bidco Equity Injection) with respect to any distributions, dividends, buy-back, any other capital redemption or other returns of income or capital made by Bidco.

Irrevocable undertakings

Bidco has received irrevocable undertakings from certain PureCircle Shareholders and certain PureCircle Directors, together holding, in aggregate, 125,646,276 PureCircle Shares representing approximately 68.1% of the existing issued share capital of PureCircle in issue on the SD Latest Practicable Date, containing irrevocable commitments to vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting. From the total irrevocable undertakings received, the Share Alternative has been elected with respect to 125,106,255 PureCircle Shares representing approximately 67.8% of the existing issued share capital of PureCircle in issue on the SD Latest Practicable Date. As a result, this allows the remaining PureCircle Shareholders to elect for, at their sole option, either the Cash Offer or the Share Alternative (subject to pro rating of the Share Alternative).

Wang Tak and Mr. BS Tan are among the PureCircle Shareholders who have given the above irrevocable undertakings and elected for the Share Alternative in respect of their respective entire holding of PureCircle Shares. As at the date of this announcement, Wang Tak and Mr. BS Tan hold 45,392,610 PureCircle Shares (representing approximately 24.6% of the issued share capital of PureCircle as at the date of the Scheme Document) and 5,237,502 PureCircle Shares (representing approximately 2.8% of the issued share capital of PureCircle as at the date of the Scheme Document), respectively.

Expected timetable of principal events

Below is an abridged version of the expected timetable contained in the Scheme Document. The dates given are based on PureCircle's current expectations and may be subject to change. All times shown below are London times unless otherwise stated.

Event	Time and/or date
Announcement of the Acquisition	9 April 2020
Publication of the Scheme Document	18 May 2020
Voting Record Time for the Court Meeting and General Meeting	6.00 p.m. (London time)/2.00 p.m. (Bermuda time) on 15 June 2020 <i>(Note 1)</i>
Court Meeting	9.00 a.m. (London time)/5.00 a.m. (Bermuda time)/4.00 p.m. (Malaysia time) on 18 June 2020
General Meeting	9.15 a.m. (London time)/5.15 a.m. (Bermuda time)/4.15 p.m. (Malaysia time) on 18 June 2020 <i>(Note 2)</i>
<i>The following dates are indicative only and subject to change; please see the notes below</i>	
Court Hearing (to sanction the Scheme)	26 June 2020
Scheme Record Time	6.00 p.m. (London time)/2.00 p.m. (Bermuda time) on 30 June 2020
Suspension of trading on the Main Market of, and dealings, settlements and transfers in, PureCircle Shares	7.30 a.m. (London time)/3.30 a.m. (Bermuda time) on 1 July 2020
Expected Effective Date	1 July 2020 <i>(Note 3)</i>
Cancellation of admission to trading on the Main Market of, and cessation of dealings in, PureCircle Shares	8.00 a.m. (London time)/4.00 a.m. (Bermuda time) on 2 July 2020

Latest date of despatch of cheques in respect of
Scheme Shares held in certificated form and the
cash consideration payable to Scheme Shares
held in uncertificated form 14 July 2020 *(Note 4)*

Latest date of allotment of fully paid-up
Bidco B Shares and despatch of share certificates
of the same, in consideration for the Scheme
Shares for which the Share Alternative
has been validly elected 14 July 2020 *(Note 5)*

Long Stop Date, being the latest date by
which the Scheme must be implemented 5.00 pm (London time)/1.00 p.m.
(Bermuda time) on 30 November 2020
or such later date (if any) as may be agreed
in writing by Bidco and PureCircle
(as the Court may approve
(if such approval(s) are required))

Notes:

- 1) If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the adjourned meeting will be 6.00 p.m. (London time)/2.00 p.m. (Bermuda time) on the date which is three Business Days before the date fixed for the adjourned meeting.
- 2) The General Meeting will commence at 9.15 a.m. (London time)/5.15 a.m. (Bermuda time)/4.15 p.m. (Malaysia time) on 18 June 2020 or, if later, as soon thereafter as the Court Meeting has been concluded or adjourned.
- 3) The Scheme Effective Time is the date and time at which the Scheme becomes effective pursuant to its terms and will be on delivery of the Court Order to the Registrar of Companies in Bermuda. The Court Order is expected to be delivered to the Registrar of Companies in Bermuda following the Scheme Record Time on the date on which the Court makes the Court Order, at which the Scheme will become effective. The events which are stated as occurring on subsequent dates are conditional on the Scheme Effective Time and operate by reference to this time.
- 4) In any event, within 14 days of the Effective Date.
- 5) In any event, within 14 days of the Effective Date.

Information relating to PureCircle

PureCircle is a leading producer and innovator of stevia sweeteners for the global food and beverage industry. PureCircle collaborates with farmers who grow the stevia plants and with food beverage companies which seek to improve their low-and no-calorie formulations using a sweetener from plants. PureCircle combines advanced research and development with full vertical integration from farm to high-quality, great-tasting innovative stevia sweeteners. It has been granted over 214 stevia-related patents with more than 300 applied for patents pending. Regulatory approvals in the Philippines for both versions of PureCircle's Reb M stevia leaf sweetener in September 2019 were followed by approvals in Australia, New Zealand, Indonesia, Thailand, Vietnam and Taiwan.

PureCircle has offices in Europe, Asia and other locations globally. PureCircle's registered office is located in Bermuda. PureCircle employs approximately 1,000 people globally.

Founded in 2002, PureCircle was incorporated in Bermuda and is listed on the Main Market. On 28 October 2019, PureCircle's Shares were suspended from trading on the Main Market, pending publication of PureCircle's audited financial statements for the financial year ended 30 June 2019. PureCircle announced its final audited results for the financial year ended 30 June 2019 on 31 March 2020, and its unaudited results for the six month period ended 31 December 2019 on 9 April 2020. Both the audited results and the interim results can be found on PureCircle's website at <https://purecircle.com/reportsannouncements/>. Following these announcements, PureCircle's Shares were restored to trading on 15 April 2020.

PureCircle generated revenue of approximately US\$124.0 million, gross profit of US\$1.2 million and a loss before taxation of US\$72.2 million for the financial year ended 30 June 2019. PureCircle's operating loss was primarily due to inventory net realisable value write down of US\$19.7 million and a provision of slow-moving inventory of US\$14.8 million, offsetting against other income of US\$5.5 million received from a R&D supplier on termination of R&D agreement.

Based on the information available on the website of PureCircle, persons holding 10% or more of the total PureCircle Shares in issue as at 17 May 2020 were Wang Tak (approximately 24.6%) and Olam International Limited (16.6%), whose ordinary shares are listed on the Singapore Exchange Securities Trading Limited.

Information relating to Ingredion

Ingredion is headquartered in the Chicago, Illinois metropolitan area and is a leading global ingredient solutions provider serving customers in more than 120 countries. With annual net sales of over US\$6 billion for the year ended 31 December 2019, Ingredion makes sweeteners, starches, nutrition ingredients and biomaterials that are used by customers in everyday products from foods and beverages to paper and pharmaceuticals. Ingredion employs approximately 11,000 people and has a market capitalisation of over US\$5 billion. Ingredion's common stock is listed on the New York Stock Exchange.

To the best knowledge, information and belief of the Directors after making reasonable enquiries, Ingredion is an Independent Third Party.

Information relating to Bidco

Bidco, a private limited liability company, was incorporated on 1 April 2020 under the laws of England and Wales and will acquire the PureCircle Shares pursuant to the Acquisition. Bidco has not traded since the date of its incorporation nor entered into any obligations, other than in connection with the Acquisition. Bidco is wholly owned by Ingredion.

To the best knowledge, information and belief of the Directors after making reasonable enquiries, Bidco and its controlling shareholder(s) are Independent Third Parties.

Background to and reasons for the Acquisition

Sugar reduction is one of Ingredion's five specialities growth platforms and Ingredion is committed to invest in its growth. Stevia is a core product for the sugar reduction portfolio.

Ingredion has followed the development of PureCircle for several years and believes that it is a fundamentally strong and attractive business that will be a great fit with Ingredion's long-term strategy, given PureCircle's leadership position in this space. Beyond its leadership in the market, PureCircle brings unrivalled innovation and manufacturing expertise related to stevia. The Ingredion Directors further believe that the Acquisition will allow it to build on these strengths and that leveraging Ingredion's global go to market network, as well as its formulation expertise and broad product portfolio will drive both growth synergies, as well as significant savings.

Finally, both Ingredion and PureCircle have a proud legacy and share a similar culture.

Background to and reasons for the recommendation

Background

In September 2019, PureCircle announced a postponement of publication of its results for the year ended 30 June 2019. During the course of the audit of the PureCircle Group's financial statements for the year ended 30 June 2019, PureCircle's auditors made the PureCircle Board aware that they were unable to reconcile the value of the PureCircle Group's inventory between two internal systems which were used to account for and manage inventory cost allocation. The auditors also identified a number of non-commercial transactions, and certain sales that appeared not to have been recorded in the appropriate accounting period.

The PureCircle Board appointed professional advisers to carry out an investigation, which resulted in a delay of the publication of the results for the year ended 30 June 2019, during which it was identified that historical inventory was overstated and historical costs of sales was understated, which resulted in a restatement of the results for the year ended 30 June 2018, and opening retained earnings based on prior period adjustments identified during the course of the 30 June 2019 audit, which were announced together on 31 March 2020.

Those results presented revenue of US\$124.0 million and Adjusted EBITDA of US\$(29.6) million for the year ended 30 June 2019, and revenue of US\$126.6 million and Adjusted EBITDA of US\$14.7 million for the year ended 30 June 2018 (restated). Net debt as at 30 June 2019 was US\$68.6 million, and as at 30 June 2018 was US\$98.1 million.

The Closing Price of PureCircle's Shares upon suspension on 28 October 2019 was 131.2 pence. The FTSE All-Share Index has reduced by approximately 18% over the period between the date of the suspension and the SD Latest Practicable Date.

Trading and liquidity position

Since the last financial year end, PureCircle has suffered from severe cash flow constraints which have significantly hindered PureCircle in its day-to-day operations. During this period, PureCircle, together with PureCircle Trading Sdn. Bhd., approached senior lenders under the Senior Facilities Agreement (as defined in the Scheme Document), and received support through a waiver and amendment to the Senior Facilities Agreement in February 2020. This waiver and amendment to the Senior Facilities Agreement also provided US\$8.6 million in additional senior revolving credit facility commitments by PureCircle's senior lenders. At the same time, an additional US\$8.6 million of unsecured subordinated loans was provided by certain shareholders.

PureCircle had been actively exploring alternative financing options to refinance its existing term loan before it matures, but had not identified an option which it believed to be deliverable in the near term and likely to be more attractive to PureCircle Shareholders than the Acquisition.

The supply of stevia is vital for the success of PureCircle, and developing better, more productive cultivars has been a key focus for PureCircle, which is beginning to show progress. In the financial year ending 30 June 2020, about 25% of leaf grown in China will be of a variety developed by PureCircle that has some 40% more steviol glycosides than previous stevia varieties. This hardy variety grows well and promises significant unit cost reductions (and gross margin improvements) for PureCircle's products going forwards. In the financial year ending 30 June 2021, PureCircle is planning that nearly all of the leaf grown for PureCircle by its contracted farmers will be of this new, highly

productive variety. Balanced against this, however, trading by PureCircle during the current financial year has been impacted by a number of key factors, including the impact of COVID-19 on production and supply, and the challenges associated with the suspension of PureCircle's shares and investigation in 2019, which have impacted negatively on both revenue generation and gross margin achievement during the financial year to date.

On 9 April 2020, PureCircle announced its unaudited interim results for the six month period ending 31 December 2019. PureCircle generated revenue in the period of approximately US\$46.8 million, gross profit of US\$10.7 million and loss before taxation of US\$13.8 million. Adjusted EBITDA for the period was US\$(3.1) million. Net debt was US\$82.6 million at 31 December 2019.

As part of its unaudited interim results announcement, PureCircle provided an update on trading in January and February 2020, noting that performance was sluggish as a result of the global COVID-19 pandemic, generating revenue of approximately US\$17.0 million. The PureCircle Directors noted at that point that, while they expected the business to generate positive cash flows, they believed PureCircle may face difficulty in sustaining profit margins in the short term. The PureCircle Directors also set out that there was a risk, particularly in relation to COVID-19, that the PureCircle Group may not have sufficient liquidity up until the financing arrangements under the Senior Facilities Agreement are required to be repaid in November 2020.

Following the date of the Joint Announcement, PureCircle agreed and accepted the 2020 PureCircle Revolving Loan Facility (as defined in the Scheme Document) with a limit of US\$33 million with The Hongkong and Shanghai Banking Corporation Limited, Offshore Banking Unit Labuan. The proceeds of this facility will provide the PureCircle Group with additional liquidity to meet general operational and working capital requirements in the months leading up to completion of the Acquisition. The 2020 PureCircle Revolving Credit Facility (as defined in the Scheme Document) is secured by a standby letter of credit issued by HSBC Bank USA, N.A. on behalf of Ingredion. Interest will be payable on amounts drawdown at a rate of 3% above 3-months USD LIBOR. The 2020 PureCircle Revolving Credit Facility is scheduled to terminate on 28 December 2020.

While the 2020 PureCircle Revolving Credit Facility has provided much needed short term liquidity to support PureCircle in the months leading up to completion of the Acquisition, PureCircle is, however, still facing material uncertainties related to its financing arrangements under the Senior Facilities Agreement, which matures on 30 November 2020.

Ingredion approach

In late 2019, the PureCircle Board received an approach from Ingredion. The PureCircle Board believes that Ingredion represents a natural partner for PureCircle, as a result of Ingredion's commitment to significant investment in sugar reduction, which represents one of Ingredion's five specialties growth platforms, combined with Ingredion's access to innovation and manufacturing expertise in stevia. A combination is expected to drive significant growth synergies and cost savings.

The PureCircle Board has carefully considered, and progressed, a number of alternative options for PureCircle, including the potential for debt refinancing or equity raising, but believe that the Cash Offer represents an attractive opportunity for PureCircle Shareholders to receive the certainty of cash today – against the backdrop of material uncertainty in relation to the ability of PureCircle to refinance its Debt Facilities (as defined in the Scheme Document) before they mature – while still providing PureCircle Shareholders with the option of retaining a reduced equity interest in a deleveraged PureCircle through the Share Alternative.

As part of its proposal to the PureCircle Board, Ingredion placed an upper limit on the amount of cash it was willing to invest as part of the Acquisition, combined with a required level of ongoing equity ownership in Bidco, and therefore held discussions with a number of the larger PureCircle Shareholders to ask them to elect for the Share Alternative. In considering their recommendation, the PureCircle Board has therefore noted that a material proportion of PureCircle's Shareholders have provided irrevocable undertakings to vote in favour of the various resolutions required to effect the Acquisition. The PureCircle Shareholders providing irrevocable undertakings to elect for the Share Alternative have done so in the knowledge that this provides all other PureCircle Shareholders with the ability to choose either, at their option, to accept the Cash Offer for their entire holding, or to elect for the Share Alternative on exactly the same terms (including in relation to pro-rating) as those PureCircle Shareholders providing irrevocable undertakings. Given the limit on the Share Alternative, the PureCircle Shareholders providing irrevocables will receive a mix of cash and Bidco B Shares under the Acquisition, with the split dependent on the level of elections from other PureCircle Shareholders for the Share Alternative.

The PureCircle Directors also note Bidco's stated intentions concerning PureCircle's management and employees, locations of business and strategic plans. In particular, the PureCircle Directors are pleased that Bidco intends to develop PureCircle's business through organic initiatives and by acquisitions. The PureCircle Directors also welcome Bidco's confirmation that, following completion of the Acquisition the existing contractual and statutory employment rights and pension entitlements of all PureCircle's management and employees will be fully safeguarded.

Irrespective of the Acquisition, in the light of the current global economic slowdown caused by COVID-19, the PureCircle Directors have commenced a review of PureCircle's cost base in order to manage PureCircle's cost structure more efficiently. While this process has only just commenced, the PureCircle Directors anticipate that this may result in a reduction in headcount across the PureCircle Group.

Recommendation

Cash Offer

The PureCircle Directors, who have been so advised by KPMG as to the financial terms of the Cash Offer, consider the terms of the Cash Offer to be fair and reasonable. In providing their advice to the PureCircle Directors, KPMG has taken into account the commercial assessments of the PureCircle Directors. KPMG is providing independent financial advice to the PureCircle Directors for the purposes of the Cash Offer.

Accordingly, the PureCircle Directors recommend unanimously that PureCircle Shareholders vote in favour of the Scheme at the Court Meeting and the resolutions at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer) as the PureCircle Directors (and their UK connected persons) who hold PureCircle Shares have each irrevocably undertaken to do in respect of their own beneficial holdings of 921,714 PureCircle Shares representing, in aggregate, approximately 0.5% of the share capital of PureCircle in issue on the SD Latest Practicable Date.

Share Alternative

In considering the terms of the Share Alternative, the PureCircle Directors note that, while the Bidco Shares provide the option for a continued equity ownership in PureCircle with a much reduced debt level, the Bidco Shares will be unlisted and will represent a minority investment in a company controlled by Ingredient, following a material dilution of the relative holding of PureCircle Shareholders who elect for the Share Alternative. Subject to the amount of the Bidco Equity Injection that will occur immediately after the Scheme becomes effective, the PureCircle Shareholders who validly accept the Share Alternative will hold approximately 25% of the Bidco Shares in issue, with Ingredient holding the remainder. The Bidco Shares will not be admitted to trading on any stock exchange or other public market and, with the exception of a number of mechanisms set out in the Bidco Shareholders' Agreement, will therefore be illiquid. As a result of the lack of trading market for the Bidco Shares, their value will be uncertain and there may be more limited opportunities to sell the Bidco Shares other than the exit provisions agreed in the Bidco Shareholders' Agreement. Bidco has put in place a specific dividend policy which allows, subject to certain restrictions, for the distribution of a proportion of free cashflow to Bidco Shareholders. In addition, the Bidco Shareholders' Agreement amongst Ingredient and the minority shareholders in Bidco (including Wang Tak and Mr. BS Tan) will impose significant restrictions on transfers of the Bidco Shares.

For the reasons set out above, together with the risk factors and other investment considerations set out in the Scheme Document, the PureCircle Directors are not making any recommendation to PureCircle Shareholders as to whether or not they should elect for the Share Alternative. However, the PureCircle Directors recommend that PureCircle Shareholders ensure that they are fully cognisant of, and are prepared

to accept, the risks and other investment considerations attaching to ownership of unlisted securities and have taken independent professional advice appropriate to their own financial circumstances and investment objectives before making any election for the Share Alternative. Any decision to elect for the Share Alternative should be based on independent financial, tax and legal advice and full consideration of the Scheme Document.

Cancellation of admission to trading of PureCircle Shares

Prior to the Scheme becoming effective, an application will be made to the London Stock Exchange for admission of the PureCircle Shares to trading on the Main Market to be cancelled from or shortly after the Effective Date.

The Bidco Shareholders' Agreement

Bidco, Ingredion and certain PureCircle Shareholders (including Wang Tak and Mr. BS Tan) (the “**Minority Investors**”) have entered into the Bidco Shareholders' Agreement. Those PureCircle Shareholders who elect for the Share Alternative will be required to also agree to be bound by the Bidco Shareholders' Agreement and will, by virtue of their executed acceptance form, grant Bidco a power of attorney to execute the deed of adherence to the Bidco Shareholders' Agreement on his, her or its behalf and, if relevant, to appoint an agent for service.

The key terms of the Bidco Shareholders' Agreement are set out below:

Transfers of Bidco Shares

Bidco Shareholders will be permitted to freely transfer shares to a member of their group, or in the case of individuals, certain family members.

Should a Minority Investor wish to transfer some or all of its Bidco Shares to a third party buyer, it will be able to do so subject to: (i) Ingredion having a right of pre-emption to purchase the Bidco Shares on offer; and (ii) thereafter, each other Minority Investor having a right to purchase, pro rata, their proportion of the remaining Bidco Shares on offer. If both Ingredion and the other Minority Investors decline their rights of pre-emption, the seller may sell their shares to the third party buyer, subject to the third party buyer executing a deed of adherence to the Bidco Shareholders' Agreement.

Ingredion will have the right to sell its Bidco Shares to a third party, subject to the tag-along rights of the Minority Investors as described below.

Issue of securities by Bidco

Any change in the issued share capital of Bidco is a shareholder reserved matter.

If Bidco proposes to allot new shares, it may only do so if provided for in the business plan that has been approved by the Bidco Board, and Bidco shall be required to give each Bidco Shareholder the opportunity to subscribe, on the same terms, for their pro rata proportion of the securities to be allotted. Any excess securities which have been declined by any Bidco Shareholder will be offered to any other Shareholders who have committed to subscribe for the full amount of their entitlement to Bidco securities.

Board Representation

Ingredion will have the right to appoint up to four directors to the Bidco Board (each a “**Majority Investor Director**” and collectively the “**Majority Investor Directors**”). The appointment of a Majority Investor Director will be subject to the Minority Investors’ right (acting through the minority investor representative) to object, on a single occasion, to a proposed Majority Investor Director. The Minority Investors will have no further right of objection to an alternative nominee proposed by Ingredion, so long as that person meets certain minimum criteria.

For so long as the Minority Investors own, in aggregate, 15% or more of the Bidco Shares, they will have the right to appoint and maintain in office one director (the “**Minority Investor Director**”). The appointment of a Minority Investor Director will be subject to the same right for Ingredion to object to a proposed Minority Investor Director. Should the Minority Investors’ share, in aggregate, of the Bidco Shares fall below 15%, the Minority Investors shall effect the removal of the Minority Investor Director within ten business days (with the right to then appoint an observer to the Bidco Board for so long as the Minority Investors own, in aggregate, at least 10% of the Bidco Shares).

Reserved matters

For so long as the Minority Investors own, in aggregate, 15% or more of the Bidco Shares, certain matters are reserved matters which, unless otherwise provided for in the Bidco Shareholders’ Agreement or an approved business plan, will only take place if not vetoed by Minority Investors holding, in aggregate, at least 75% of the Bidco B Shares in issue at such time. These decisions include those: (i) relating to amendments to the articles of association of Bidco which would adversely impact upon the rights and obligations of the Minority Investors, or amendments to Bidco’s share capital; (ii) relating to Bidco entering into certain material transactions which are financially in excess of those material transactions reserved for board approval; (iii) relating to incentive or benefit schemes for Bidco’s employees; and, (iv) relating to any insolvency proceedings.

Exit Arrangements

According to the Exit Arrangements, annually with effect from 1 January 2022 and for three consecutive years thereafter (namely in total for a period of four years starting from 1 January 2022 and expiring on 31 December 2025), Ingredion will notify the Minority Investors of the number of the Bidco Shares it is willing to purchase that year, which will be equal to at least 6.25% of the total issued Bidco Shares (as at the Effective Date). Ingredion will (unless such number of Bidco B Shares has, in the same year (in respect of each of the three consecutive years commencing from 1 January 2022 and expiring on 31 December 2024), been put on Ingredion in accordance with the Put Option described further below) be obliged to offer to buy such Bidco Shares in accordance with the fair price mechanism set out in the Bidco Shareholders' Agreement (which shall be the fair price as assessed by Ingredion unless a Minority Investor refers determination of the fair price to an independent valuer who will be required to apply the valuation methodology as mentioned below). Each Minority Investor will have the right to sell its pro-rata percentage of this number of Bidco Shares to Ingredion at the fair price.

If a Minority Investor declines Ingredion's offer, such Minority Investor will be entitled to sell, within 6 weeks, their pro-rata percentage of the number of Bidco Shares that Ingredion offered to buy to a bona fide third party purchaser for not less than the fair price. The Minority Investor will be required to procure that any such third party purchaser signs a deed of adherence to the Bidco Shareholders' Agreement.

Bidco will not be permitted to undertake an initial public offering without Ingredion's consent. However, so long as the Minority Investors own, in aggregate, 15% or more of the Bidco Shares, the Minority Investors will have the right to be consulted on any proposed initial public offering.

If a Minority Investor suffers a change of control that results in it becoming controlled by a competitor of Bidco, the relevant Minority Investor shall be deemed to have served a transfer notice in favour of Ingredion to sell such Minority Investor's Bidco B Shares at their fair price (as determined by an independent valuer applying the valuation methodology as mentioned below).

The valuation methodology specified in the Bidco Shareholders' Agreement to be applied by the independent valuer as mentioned above is that the "fair price" following referral to the independent valuer shall be the price in US\$ determined on discounted cash flows based on recent (by reference to the date of the relevant notice served by Ingredion or a Minority Investor (as the case may be)) past performance of Bidco and projected five year cash flows of Bidco which the independent valuer determines to be the fair value of the Bidco Shares (on a per Bidco Share basis) as at the date of the relevant notice on a sale as between a willing seller and a willing purchaser (taking no account of whether the Bidco Shares do or do not carry control of Bidco or results in Ingredion having a greater level of control as a result of the acquisition of the Bidco Shares) and, if Bidco is then carrying on business as a going concern, on the assumption that it will continue to do so.

Drag-Along and Tag-Along

If Ingredion agrees to sell its entire holding of Bidco Shares (save in the case of a permitted transfer to another member of its group), it will notify the Minority Investors. The Minority Investors will have a right to tag-along their Bidco B Shares to any such sale. If the Minority Investors exercise their tag-along rights, Ingredion must not complete the sale unless it ensures that the buyer offers to buy all the Bidco B Shares held by each of the Minority Investors on the same terms as it is acquiring Ingredion's Bidco A Shares (save that only customary warranties as to unencumbered ownership and authority and capacity will be required to be given by a Minority Investor).

If Ingredion notifies the Minority Investors of its intention to sell its entire holding of Bidco Shares, and the Minority Investors decline, or are deemed to have declined, to exercise their tag-along right, then Ingredion will be entitled to exercise a drag-along right to require the Minority Investors sell their Bidco Shares to the buyer on the same terms as Ingredion (save in respect of warranties to be given).

Put and Call Rights

The Put Option is exercisable during a period of four years starting from 1 January 2022 and expiring on 31 December 2025. During such period: (a) in each of the three consecutive years commencing on 1 January 2022 and expiring on 31 December 2024, the Minority Investors may exercise the Put Option to require Ingredion to purchase, in aggregate, 6.25% of the issued Bidco Shares (as at the Effective Date); and (b) in the year commencing on 1 January 2025 and expiring on 31 December 2025, the Minority Investors may exercise the Put Option to require Ingredion to purchase any remaining Bidco B Shares.

After the fifth anniversary of the Effective Date (being 1 July 2025, subject to change to the expected timetable of the Scheme), Ingredion will be able to exercise the Call Option to require each Minority Investor to sell any Bidco Shares that the Minority Investor still owns.

The Minority Investor's Bidco Shares shall be acquired under the Put Option and/or the Call Option in accordance with the fair price mechanism set out in the Bidco Shareholders' Agreement (which shall be the fair price as assessed by Ingredion unless a Minority Investor refers determination of the fair price to an independent valuer who will be required to apply the same valuation methodology as mentioned in the subparagraph headed "Exit Arrangements" above).

Minority Investor Representative

Consents or approvals to be given by the Minority Investors under the Bidco Shareholders' Agreement are to be given by the Minority Investors representative. Such representative will be appointed, and replaced, by decision taken by the Minority Investors representing two-thirds of the Bidco B Shares.

Further information

To the best knowledge, information and belief of the Directors, Bidco being a private company newly incorporated for the purposes of the Acquisition has not prepared any accounts as at the date of this announcement. Set out below is the summary of key consolidated financial information of PureCircle for each of the two years ended 30 June 2019 and the six months ended 31 December 2019, as extracted from PureCircle's published accounts:

	For the year ended 30 June		For the six months ended
	2018	2019	31 December
	(restated)		2019
	(audited)	(audited)	(unaudited)
	US\$'000	US\$'000	US\$'000
(Loss) before taxation	(3,446)	(72,243)	(13,310)
(Net loss) after taxation	(1,662)	(79,673)	(13,795)
Net assets value	210,167	159,477	146,055

The book value of the PureCircle Shares held by Wang Tak as at 31 December 2019 was approximately £59,555,000 based on the Closing Price of the PureCircle Shares upon suspension on 28 October 2019. It is approximately £41,579,630 based on the Closing Price of the PureCircle Shares on the date of this announcement.

For further details of the Scheme and the Acquisition, please refer to the Scheme Document which is made available on PureCircle's website at www.purecircle.com/aboutpurecircle/offer-for-purecircle/ and on Bidco's website at www.ingredioncompany.co.uk.

Transactions under the Listing Rules

Subject to the Acquisition becoming unconditional, Wang Tak will pursuant to the terms of the Acquisition:

- (a) dispose of all 45,392,610 PureCircle Shares it holds for cancellation;
- (b) receive Bidco B Shares and cash on the basis of 100 pence for each Scheme Share not satisfied by Bidco B Shares; and
- (c) be able to dispose of the Bidco B Shares to be held by it to Ingredion pursuant to the Exit Arrangements, the Put Option and the Call Option.

For the purposes of Chapter 14 of the Listing Rules:

- (a) the PureCircle Share Disposal constitutes a disposal for the Company;
- (b) the Bidco Share Acquisition constitutes an acquisition for the Company; and
- (c) the sale of Bidco B Shares by Wang Tak to Ingredion which may occur under the Exit Arrangements, the Put Option and the Call Option, on an aggregated basis, constitutes a disposal for the Company.

Reasons for and benefits of the PureCircle Share Disposal, the Bidco Share Acquisition, the Exit Arrangements, the Put Option and the Call Option

According to the published final audited results of PureCircle for the year ended 30 June 2019, PureCircle recorded a net loss after tax continuously for the two years ended 30 June 2018 and 30 June 2019 of US\$1.7 million (restated) and US\$79.7 million respectively, and loss per share of 0.95 US cent (restated) and 45.32 US cents respectively for the two years ended 30 June 2018 and 30 June 2019. As published by PureCircle, for the six months ended 31 December 2019, it recorded unaudited net loss of US\$13.8 million and unaudited loss per share of 7.48 US cents.

Moreover, as mentioned in the Scheme Document, PureCircle has suffered severe cash flow constraints since the last financial year end which have significantly hindered PureCircle in its day-to-day operations. Although these constraints have to a certain degree been alleviated in the short term with funds obtained under, among others, banking facilities, PureCircle is still facing material uncertainties related to its financing arrangements under the Senior Facilities Agreement, which matures on 30 November 2020. In addition, the PureCircle Directors noted when providing an update on trading in January and February 2020 that, while they expected the business to generate positive cash flows, they believed PureCircle may face difficulty in sustaining profit margins in the short term. The PureCircle Directors also set out that there was a risk, particularly in relation to COVID-19, that the PureCircle Group may not have sufficient liquidity up until the financing arrangements under the Senior Facilities Agreement are required to be repaid in November 2020. PureCircle had been actively exploring alternative financing options to refinance its existing term loan before it matures, but had not identified an option which it believed to be deliverable in the near term and likely to be more attractive to PureCircle Shareholders than the Acquisition.

While whether and when to formally propose and proceed with the Scheme and the Acquisition rested entirely with Bidco, its decision to proceed with the Scheme and the Acquisition was premised upon, as a fundamental prerequisite, Bidco being able to secure from the PureCircle Shareholders (including Wang Tak) sufficient level of unconditional support for the Scheme and the Acquisition in the terms of the irrevocable undertakings. It was impracticable to impose any condition on the undertakings as it would defeat the purpose of gathering the written commitments from the PureCircle

Shareholders under the circumstances. Further, to the understanding of the Directors, without having obtained such undertakings PureCircle would not have been able to secure short-term finances to support its operation for the period before completion of the Acquisition.

As explained above, PureCircle has been recording net loss after tax continuously for the two years ended 30 June 2019 and the six months ended 31 December 2019 according to its published accounts and it has suffered severe cash flow constraints. When deciding to support the Scheme and the Acquisition through Wang Tak executing the Irrevocable Undertaking and the Bidco Shareholders' Agreement, the Directors were aware that should the Group decline to do so, PureCircle would unlikely be able to sustain its business very soon and the Company would suffer significant loss in its investment in PureCircle Shares. It was after prudent and careful consideration and in the belief that it was in the best interests of the Company and the Shareholders as a whole that the Directors reached the decision to support the Scheme and the Acquisition in the prospect that with the introduction of Ingredion as the majority shareholder, PureCircle's operations and performance would likely improve over time.

The Directors believe that the Acquisition will bring about an enhancement of the business operations and financial performance of PureCircle from the present position. In light of Ingredion's proposed privatization of PureCircle through the Acquisition which will result in the incorporation of PureCircle's stevia business into Ingredion's growth platforms, coupled with Ingredion's commitment to significant investment in sugar reduction, combined with its access to innovation and manufacturing expertise in stevia, the Directors concur with the PureCircle Board's view that such combination is expected to drive significant growth synergies and cost savings. For the above reasons, the Directors are optimistic that the Acquisition would over time result in an enhanced value of the Group's investment in PureCircle.

The Directors further believe that the giving of the Irrevocable Undertaking by Wang Tak to elect for the Share Alternative would incentivize the other minority PureCircle Shareholders who have not given irrevocable undertakings to Bidco to approve the Scheme in order to participate in the Cash Offer. Under the terms of the Acquisition, a PureCircle Shareholder may only elect either fully for the Cash Offer or fully for the Share Alternative in respect of all its Scheme Shares. Given that Ingredion has placed an upper limit on the amount of cash it is willing to invest as part of the Acquisition, if Wang Tak chose to elect for the Cash Offer (which would probably terminate Ingredion's interest in investing in PureCircle through the Acquisition), the cash made available by Ingredion for the Cash Offer would be significantly reduced (if not depleted) which would deter (rather than encourage) those minority PureCircle Shareholders who have not given the irrevocable undertakings from supporting the Scheme and the Acquisition, bearing in mind that their support is essential for attaining the 75% approval level of all the Scheme Shareholders present and voting at the Court Meeting for approving the Scheme. The Directors made the decision to elect for the Share Alternative based on reasons other than the comparison between the amount of 100 pence per Scheme Share payable under the Cash Offer and the estimated value of each Bidco B Share to be issued under the Share Alternative.

The Directors also consider that the Exit Arrangements, the Put Option and the Call Option provide a way for the Group by which its investment in Bidco can be realized at a fair price to be determined on the basis as described in the sub-paragraph headed “Exit Arrangements” above should the Group decide to do so.

Based on the foregoing, the Directors (including the independent non-executive Directors) consider that the terms of the PureCircle Share Disposal, the Bidco Share Acquisition, the Exit Arrangements, the Put Option and the Call Option in the context of the Acquisition as a whole are fair and reasonable, and the transactions contemplated thereunder are on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

Accordingly, Wang Tak will vote in favour of the Scheme and the resolutions to be put forward at the Court Meeting and the General Meeting to fulfil its obligations under the Irrevocable Undertaking.

Financial implications and use of proceeds

The PureCircle Share Disposal

The Company expects to recognise an unaudited estimated disposal loss from the PureCircle Share Disposal of approximately £14,292,000, which is calculated with reference to (i) the carrying value of each Scheme Share as at 31 December 2019 (being the date to which the latest published consolidated audited financial statements of the Company was made up) of 131.2 pence, being the Closing Price of the PureCircle Shares upon suspension on 28 October 2019; (ii) 100 pence to be received by Wang Tak for each Scheme Share by way of a Bidco B Share or in cash under the Acquisition; (iii) a total of 45,392,610 Scheme Shares to be disposed of by Wang Tak under the Acquisition; and (iv) the estimated transaction expenses attributable to such disposal of approximately £130,000 payable by the Group.

The net proceeds, which are expected to be within the range of approximately £5,370,000 (assuming all Scheme Shareholders who had not given the irrevocable undertaking to elect for the Share Alternative as at the SD Latest Practicable Date will elect for the Cash Offer) to £17,937,000 (assuming all Scheme Shareholders who had not given the irrevocable undertaking to elect for the Share Alternative as at the SD Latest Practicable Date will elect for the Share Alternative), from the PureCircle Share Disposal cannot be ascertained until the amount of cash which Wang Tak will receive for the balance of its Scheme Shares not satisfied by Bidco B Shares is determined after the Acquisition has become unconditional. However, the Company intends to use such net proceeds to repay bank loans which are secured by the PureCircle Shares presently held by Wang Tak.

Disposal pursuant to the Exit Arrangements, the Put Option and the Call Option, on an aggregated basis

The disposal gain or loss to be recognised by the Company from the Exit Arrangements, the Put Option and the Call Option will be calculated with reference to (i) the carrying value of the Bidco B Shares disposed by Wang Tak as at the end of the relevant financial year of the Company immediately preceding such disposal based on the carrying value of each Bidco B Share as recorded in the then latest available financial statements of Ingredion; (ii) the fair price at which the Bidco Shares will be sold as determined on the basis set out in the sub-paragraphs headed “Exit Arrangements” and “Put and Call Rights” above; (iii) the number of Bidco B Shares to be disposed by Wang Tak; and (iv) the estimated transaction expenses attributable to such disposal payable by the Group. As the actual number of Bidco B Shares which Wang Tak will receive under the Acquisition cannot be ascertained until after the Acquisition has become unconditional, it is impracticable for the Company to speculate the number (or the maximum) of Bidco B Shares which may be disposed pursuant to the Exit Arrangements, the Put Option and the Call Option. For this reason, the Company is presently unable to arrive at the amount (or an estimate with sufficient degree of certainty) of such disposal gain or loss.

For the same reason, the net proceeds from the disposal of Bidco B Shares pursuant to the Exit Arrangements, the Put Option and the Call Option cannot be ascertained. However, the Company intends to use such net proceeds as general working capital of the Group.

(2) THE SP AGREEMENT

On 9 June 2020 (after trading hours), Wang Tak and the Purchasers entered into the SP Agreement whereby Wang Tak has conditionally agreed to sell, and the Purchasers have conditionally agreed to purchase, the Sale Shares at the SP Consideration.

The major terms of the SP Agreement are set out below:

Date: 9 June 2020 (after trading hours)

Parties: (i) Wang Tak, as vendor
(ii) the Purchasers comprising Mr. BS Tan, Mr. BL Tan and Ms. LC Tan, as purchasers

Mr. BS Tan is the chairman, the managing Director and a controlling shareholder of the Company. Mr. BL Tan is the younger brother of Mr. BS Tan. Ms. LC Tan is the younger sister of Mr. BS Tan. Therefore, the Purchasers are connected persons of the Company.

Subject matter: the Sale Shares, to be purchased in such numbers as set opposite the names of the Purchasers below.

Name of Purchaser	Number of Sale Shares
Mr. BS Tan	1,500,000
Mr. BL Tan	500,000
Ms. LC Tan	500,000

The Sale Shares are to be sold free from any encumbrances and together with all rights attaching thereto at SP Completion including but not limited to all dividends or distributions which may be paid, declared or made in respect thereof the date of entitlement of which falls on or after the SP Completion Date.

SP Consideration

The SP Consideration is 100 pence per Sale Share, totalling £2,500,000, which shall be paid in cash by the Purchasers to Wang Tak at SP Completion.

The SP Consideration was determined after arm's length negotiations between Wang Tak and the Purchasers with reference to the value attributable to a Bidco B Share on the basis of 100 pence to be received by Wang Tak for each Scheme Share not satisfied by Bidco B Shares under the Share Alternative.

The Directors (excluding Mr. BS Tan, and the independent non-executive Directors whose view will be set out in the circular to be issued by the Company after taking into consideration the advice from the Independent Financial Adviser) consider that the SP Consideration is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

Conditions precedent

SP Completion is conditional upon the satisfaction (or, where applicable, waiver) in full of the following:

- (a) Wang Tak having been allotted and issued with the Sale Shares under the Acquisition;
- (b) the Independent Shareholders having approved the SP Agreement and the transactions contemplated thereunder by way of resolution(s) to be proposed and voted on by poll at an extraordinary general meeting of the Company;

- (c) Wang Tak having obtained the written consent from Ingredion to Wang Tak's entering into the SP Agreement and disposing of the Sale Shares pursuant thereto, as required under the Bidco Shareholders' Agreement;
- (d) (if required in addition to the consent referred to in paragraph (c) above) all requisite waivers, consents and approvals from any relevant governments or regulatory authorities or other relevant third parties in connection with the transactions contemplated by the SP Agreement having been obtained; and
- (e) the representations and warranties of Wang Tak given in the SP Agreement remaining true and accurate in all material respects.

Wang Tak shall use its best endeavours to procure the fulfilment of the conditions set out in paragraphs (b), (c), (d) (so far as it is concerned) and (e) above. Each Purchaser shall use his/her best endeavours to procure the fulfilment of the condition set out in paragraph (d) (so far as he/she is concerned) above.

The Purchasers may, at their absolute discretion, waive the condition set out in paragraph (e) above. Save as aforesaid, none of the parties shall be entitled to waive any of the conditions set out above. If any of the conditions set out above is not satisfied (or, where applicable, waived) in full at or before 5:00 p.m. on 31 December 2020 (or such other date as the parties may from time to time agree in writing), the SP Agreement shall immediately cease and determine (save and except for provisions concerning, among others, confidentiality, miscellaneous matters, notices, costs and stamp duty, governing law and forum which shall continue to have full force and effect), and none of the parties shall have any further obligations and liabilities under the SP Agreement and none of the parties shall take any action to claim damages or to enforce specific performance or any other rights and remedies, save for any antecedent breaches of the terms of the SP Agreement.

SP Completion

SP Completion will take place on the seventh Business Day after the date on which all the conditions precedent set out in the sub-paragraph headed "Conditions precedent" above have been fulfilled (or, where applicable, waived) in full or such later date as may be agreed by the parties in writing.

Reasons and benefits of entering into the SP Agreement

As at 31 December 2019, being the date to which the latest published consolidated audited financial statements of the Company was made up, the Group's cash and cash equivalents amounted to approximately HK\$7,200,000. As at the date of this announcement, out of such amount, only approximately HK\$1,800,000 is readily

available to be used for general working capital purposes. The Group is facing difficulty in obtaining further financing by way of bank borrowings in the short term as banks would not accept shares in private companies (including the Bidco B Shares to be allotted and issued to Wang Tak pursuant to the Acquisition) as security for the borrowings. In the Directors' view, the proposed disposal under the SP Agreement provides an appropriate opportunity for the Group to raise funds. The Directors believe that the proposed disposal of the Sale Shares will generate net cash to the Group of approximately £2,400,000, which will strengthen the Group's ability to meet its cash out-flow requirements for its ordinary course of business.

The Directors (excluding Mr. BS Tan, and the independent non-executive Directors whose view will be set out in the circular to be issued by the Company after taking into consideration the advice from the Independent Financial Adviser) are of the view that the terms of the SP Agreement are fair and reasonable and the transactions contemplated thereunder are on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

Financial implications and use of proceeds

Upon SP Completion, the Company expects to recognise an unaudited estimated disposal loss of approximately £100,000 calculated with reference to (i) the total SP Consideration of £2,500,000 to be received by Wang Tak; and (ii) the estimated transaction expenses attributable to such disposal of approximately £100,000 payable by the Group.

The net proceeds from the disposal (after deducting transaction costs, tax and professional expenses) are expected to be approximately £2,400,000. The Group intends to use such net proceeds as general working capital of the Group.

(3) IMPLICATIONS UNDER THE LISTING RULES

PureCircle Share Disposal

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the PureCircle Share Disposal is above 75%, the PureCircle Share Disposal constitutes a very substantial disposal for the Company and is therefore subject to the notification, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Bidco Share Acquisition

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the Bidco Share Acquisition is above 100%, the Bidco Share Acquisition constitutes a very substantial acquisition for the Company and is therefore subject to the notification, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Possible disposal of Bidco B Shares pursuant to the Exit Arrangements, the Put Option and the Call Option

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the possible disposal of Bidco B Shares pursuant to the Exit Arrangements, the Put Option and the Call Option is above 75%, such possible disposal constitutes a very substantial disposal for the Company and is therefore subject to the notification, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Proposed disposal of the Sale Shares pursuant to the SP Agreement

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the proposed disposal of the Sale Shares pursuant to the SP Agreement is above 5% but all such applicable percentage ratios are less than 25%, such disposal constitutes a discloseable transaction for the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

Further, given that (a) Mr. BS Tan is the chairman, the managing Director and a controlling shareholder of the Company, (b) Mr. BL Tan is the younger brother of Mr. BS Tan and (c) Ms. LC Tan is the younger sister of Mr. BS Tan, all the Purchasers are connected persons of the Company. Therefore, the proposed disposal of the Sale Shares pursuant to the SP Agreement constitutes a connected transaction for the Company. As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the proposed disposal of the Sale Shares pursuant to the SP Agreement is above 5% and the SP Consideration exceeds HK\$10,000,000, such disposal is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

General

The Group has been conducting trading of available-for-sale investments in its ordinary and usual course of business, which is of a revenue nature. The Company was able to apply the exemption under Rule 14.04(1)(g) of the Listing Rules in the past such that neither the acquisition of such investments nor the disposal thereof was subject to the requirements of Chapter 14 of the Listing Rules. When Wang Tak executed the Irrevocable Undertaking and the Bidco Shareholders' Agreement on 9 April 2020 after discussions with Ingredion about the proposed Acquisition, the Company was in dialogue with the Stock Exchange as to whether the Group's trading in securities as part of its ordinary and usual course of business would continue to be exempted under Rule 14.04(1)(g) of the Listing Rules and not regarded as a transaction falling under Rule 14.04(1) of the Listing Rules. Nevertheless, the Company published an announcement on 15 April 2020 disclosing, among others, the execution of the Irrevocable Undertaking and the major aspects of the proposed Scheme and Acquisition and the Irrevocable Undertaking in order to keep the market informed. On 24 April 2020, the Stock

Exchange confirmed in writing that based on the amendments to Note 2 to Rule 14.04(1) (g) of the Listing Rules which took effect on 1 October 2019, the exemption under such Rule no longer applied to such trading activities of the Group. Therefore, the Company is only able to seek the approval and ratification of the Shareholders for the PureCircle Share Disposal and the Bidco Share Acquisition as required under Rule 14.49 of the Listing Rules at this point of time. As disclosed in the paragraph headed “(1) The Scheme and the Acquisition – Reasons for and benefits of the PureCircle Share Disposal, the Bidco Share Acquisition, the Exit Arrangements, the Put Option and the Call Option” above in this announcement, it was impracticable to impose any condition (including the Shareholders’ approval requirement) on the Irrevocable Undertaking as it would defeat the purpose of gathering the written commitments from the PureCircle Shareholders under the circumstances.

(5) GENERAL

The principal business activities of the Company and its subsidiaries are property investment and investment holding, sales and purchases of available-for-sale investments and held for trading investments. Wang Tak is a company incorporated in Hong Kong, whose principal activities are property investment, investment holding, and sales and purchases of securities.

The EGM will be convened for the Shareholders or the Independent Shareholders (as the case may be) to consider and, if thought fit, approve the PureCircle Share Disposal (whether pursuant to the Scheme or (if subsequently Bidco so elects) the Takeover Offer), the Bidco Share Acquisition (whether pursuant to the Scheme or (if subsequently Bidco so elects) the Takeover Offer), the Bidco Shareholders’ Agreement, the SP Agreement and the transactions contemplated thereunder (including but not limited to the Exit Arrangements, the Put Option and the Call Option).

A circular containing, among others, (i) further details of the Scheme and the Acquisition, the Irrevocable Undertaking, the Bidco Shareholders’ Agreement, the SP Agreement and the transactions contemplated thereunder (including but not limited to the Exit Arrangements, the Put Option and the Call Option); (ii) the recommendation of the Independent Board Committee to the Independent Shareholders regarding the SP Agreement and the transactions contemplated thereunder; (iii) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders regarding the SP Agreement and the transactions contemplated thereunder; (iv) the notice of the EGM; and (v) further information required to be disclosed under the Listing Rules, is expected to be despatched to the Shareholders on or before 2 July 2020.

The Independent Board Committee has been established to advise the Independent Shareholders as to the SP Agreement and the transactions contemplated thereunder.

The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the SP Agreement and the transactions contemplated thereunder.

To the best knowledge, information and belief of the Directors, as at the date of this announcement, none of Bidco, Ingredion and their respective close associates hold any Shares and therefore no Shareholder is required to abstain from voting on the ordinary resolutions to be proposed at the EGM approving the PureCircle Share Disposal (whether pursuant to the Scheme or (if subsequently Bidco so elects) the Takeover Offer), the Bidco Share Acquisition (whether pursuant to the Scheme or (if subsequently Bidco so elects) the Takeover Offer), the Bidco Shareholders' Agreement and the transactions contemplated thereunder (including but not limited to the Exit Arrangements, the Put Option and the Call Option).

As at the date of this announcement, Mr. BS Tan, Ms. Connie Cheng Wai Ka (his wife), Ms. Tan Mei Sian (his daughter), Mr. Tan Yee Seng (his son), Wah Seong Enterprises Sdn Bhd., Zali International Limited and Zali Capital Limited hold respectively 1,469,000, 10,000, 1,490,500, 1,490,500, 2,100,000, 14,386,000 and 35,854,000 Shares, representing approximately 1.00%, 0.01%, 1.01%, 1.01%, 1.43%, 9.80% and 24.43% of the total number of Shares in issue, respectively. Wah Seong Enterprises Sdn Bhd., Zali International Limited and Zali Capital Limited are beneficially owned by Mr. BS Tan. Further, Ms. LC Tan holds 50,000 Shares as at the date of this announcement, representing approximately 0.03% of the total number of Shares in issue. Mr. BS Tan, Ms. Connie Cheng Wai Ka, Ms. Tan Mei Sian, Mr. Tan Yee Seng, Wah Seong Enterprises Sdn Bhd., Zali International Limited, Zali Capital Limited, Ms. LC Tan and the respective associates of the Purchasers will abstain from voting on the ordinary resolution to be proposed at the EGM in respect of the SP Agreement.

The PureCircle Share Disposal, the Bidco Share Acquisition, the Exit Arrangements, the Put Option, the Call Option and SP Completion are subject to the Acquisition becoming unconditional. As the PureCircle Share Disposal, the Bidco Share Acquisition, the Exit Arrangements, the Put Option, the Call Option and SP Completion may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

(6) DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Acquisition”	the recommended cash acquisition, with one alternative offer (the Share Alternative), being made by Bidco to acquire the entire issued and to be issued share capital of PureCircle not already directly or indirectly owned by Bidco to be effected by means of the Scheme and, where the context admits, any subsequent revision, variation, extension or renewal thereof
“Adjusted EBITDA”	earnings before interest, taxation, depreciation, amortisation and exceptional items
“associate(s)”	has the meaning ascribed thereto under Rule 1.01 of the Listing Rules
“Bermuda Companies Act”	the Bermuda Companies Act 1981, as amended
“Bidco”	Ingredion SRSS Holdings Limited, a company incorporated in England and Wales and wholly owned by Ingredion
“Bidco A Share(s)”	ordinary A share(s) in the capital of Bidco from time to time
“Bidco B Share(s)”	ordinary B share(s) in the capital of Bidco from time to time
“Bidco Board”	the board of Bidco Directors
“Bidco Director(s)”	the director(s) of Bidco from time to time
“Bidco Equity Injection”	the subscription by Ingredion for additional Bidco A Shares to take place immediately after the Scheme becomes effective
“Bidco Group”	Bidco and its subsidiary undertakings and, where the context permits, each of them including, following completion of the Acquisition, the PureCircle Group
“Bidco Share(s)”	Bidco A Share(s) and/or Bidco B Share(s)
“Bidco Share Acquisition”	the acquisition by Wang Tak of Bidco B Shares pursuant to the Acquisition

“Bidco Shareholder(s)”	holder(s) of share(s) in Bidco from time to time
“Bidco Shareholders’ Agreement”	the shareholders’ agreement dated 9 April 2020 and entered into between Ingredion, the Minority Investors and Bidco relating to Bidco
“Board”	the board of Directors
“Business Day”	<p>(a) in the context of the Scheme and the Acquisition, a day (other than Saturdays, Sundays and UK public holidays) on which banks are open for business in London; or</p> <p>(b) in the context of the SP Agreement, a day (excluding Saturday, Sunday, public holiday and, in respect of Hong Kong, any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 5:00 p.m. and is not lowered at or before 5:00 p.m. or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 5:00 p.m. and is not discontinued at or before 5:00 p.m.) on which licensed banks in Hong Kong and London are generally open for business throughout their normal business hours</p>
“Call Option”	the call option of Ingredion granted under the Bidco Shareholders’ Agreement which allows it to require the Minority Investors to sell to it Bidco B Shares to be held by the Minority Investors, particulars of which are set out in the paragraph headed “(1) The Scheme and the Acquisition – The Bidco Shareholders’ Agreement – Put and Call Rights” in this announcement
“Cash Offer”	100 pence in cash per Scheme Share
“close associate(s)”	has the meaning ascribed thereto under Rule 1.01 of the Listing Rules
“Closing Price”	the closing middle market price of a PureCircle Share on a particular trading day as derived from the Daily Official List published by the London Stock Exchange
“Company”	Lee Hing Development Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange

“Conditions”	the conditions to the implementation of the Acquisition, as set out in the Scheme Document
“connected person(s)”	has the meaning ascribed thereto under Rule 1.01 of the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed thereto under Rule 1.01 of the Listing Rules
“Court”	the Supreme Court of Bermuda
“Court Hearing”	the hearing of the Court to sanction the Scheme under section 99 of the Bermuda Companies Act and, if such hearing is adjourned, references to commencement of any such hearing shall mean the commencement of the final adjournment thereof
“Court Meeting”	the meeting of PureCircle Shareholders to be convened pursuant to an order of the Court under section 99(1) of the Bermuda Companies Act and the bye-laws of PureCircle for the purpose of considering and, if thought fit, approving the Scheme (with or without amendment), including any adjournment thereof
“Court Order”	the order of the Court sanctioning the Scheme
“COVID-19”	the global coronavirus pandemic in 2019 and 2020
“Director(s)”	the director(s) of the Company from time to time
“Effective Date”	the date on which the Scheme becomes effective in accordance with its terms
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, to approve, among others, the PureCircle Share Disposal (whether pursuant to the Scheme or (if subsequently Bidco so elects) the Takeover Offer), the Bidco Share Acquisition (whether pursuant to the Scheme or (if subsequently Bidco so elects) the Takeover Offer), the Bidco Shareholders’ Agreement, the SP Agreement and the transactions contemplated thereunder (including but not limited to the Exit Arrangements, the Put Option and the Call Option)

“Encumbrance(s)”	a charge, debenture, mortgage, pledge, lien, security interest, title retention, assignment, restriction, right of first refusal, option, right of pre-emption or other third party right or interest of any kind, whether granted for the purpose of security or not
“Exit Arrangements”	the exit arrangements allowing the Minority Investors to dispose of their Bidco B Shares to Ingredion on the terms as set out in the Bidco Shareholders’ Agreement, particulars of which are set out in the paragraph headed “(1) The Scheme and the Acquisition – The Bidco Shareholders’ Agreement – Exit Arrangements” in this announcement
“FTSE All – Share Index”	the aggregation of the FTSE 100, FTSE 250 and FTSE Small Cap Indexes
“General Meeting”	the special general meeting of PureCircle Shareholders (including any adjournment thereof) to be convened in connection with the Scheme for the purpose of approving the resolutions to be proposed by PureCircle in connection with, amongst other things, the approval of the Scheme, the amendment of the bye-laws of PureCircle and the Bidco Equity Injection and such other matters as may be necessary to implement the Scheme
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent committee of the Board, comprising all the independent non-executive Directors
“Independent Financial Adviser”	Incu Corporate Finance Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), which has been appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the SP Agreement and the transactions contemplated thereunder
“Independent Shareholders”	Shareholders, other than the Purchasers and their respective associates

“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons
“Ingredion”	Ingredion Incorporated
“Ingredion Board”	the board of Ingredion Directors
“Ingredion Director(s)”	the director(s) of Ingredion from time to time
“Irrevocable Undertaking”	the deed of irrevocable undertaking dated 9 April 2020 by Wang Tak to Bidco containing, among others, undertakings regarding voting at the Court Meeting and the General Meeting and election for the Share Alternative in respect of Wang Tak’s entire holding of PureCircle Shares
“Joint Announcement”	the announcement of PureCircle and Ingredion dated 9 April 2020 in relation to, among others, the proposed Scheme and Acquisition
“KPMG”	KPMG LLP, a limited liability partnership registered in England and Wales
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“London Stock Exchange”	London Stock Exchange plc
“Long Stop Date”	5.00 pm on 30 November 2020 or such later date (if any) as may be agreed in writing by Bidco and PureCircle (as the Court may approve (if such approval(s) are required))
“Main Market”	the main market of the London Stock Exchange
“Meetings”	the Court Meeting and the General Meeting
“Minority Investors”	has the meaning defined under the paragraph headed “(1) The Scheme and the Acquisition – the Bidco Shareholders’ Agreement” in this announcement
“Mr. BL Tan”	Mr. Tan Boon Lee, the younger brother of Mr. BS Tan
“Mr. BS Tan”	Mr. Tan Boon Seng, the chairman, the managing Director and a controlling shareholder of the Company
“Ms. LC Tan”	Ms. Tan Lei Cheng, the younger sister of Mr. BS Tan
“Purchasers”	Mr. BS Tan, Mr. BL Tan and Ms. LC Tan

“PureCircle”	PureCircle Limited, a company incorporated in Bermuda with limited liability and whose shares are listed on the Main Market as at the date of this announcement
“PureCircle Board”	the board of PureCircle Directors
“PureCircle Director(s)”	the director(s) of PureCircle from time to time
“PureCircle Equity Injection”	the consequential subscription by Bidco for additional PureCircle Shares to take place immediately following the Bidco Equity Injection, which is up to 1,000 new ordinary shares of US\$130,000 each in the share capital of PureCircle
“PureCircle Group”	PureCircle and its subsidiary undertakings and, where the context permits, each of them
“PureCircle Share(s)”	the existing unconditionally allotted or issued and fully paid ordinary share(s) of US\$0.10 each in the capital of PureCircle and any further such ordinary share(s) as are unconditionally allotted or issued before the Acquisition becomes effective
“PureCircle Share Disposal”	the disposal by Wang Tak of all its PureCircle Shares pursuant to the Acquisition
“PureCircle Shareholder(s)”	holder(s) of PureCircle Share(s) from time to time
“Put Option”	the put option of the Minority Investors granted under the Bidco Shareholders’ Agreement which allows them to require Ingredion to acquire the Bidco B Shares to be held by them, particulars of which are set out in the paragraph headed “(1) The Scheme and the Acquisition – The Bidco Shareholders’ Agreement – Put and Call Rights” in this announcement
“Sale Shares”	2,500,000 Bidco B Shares to be allotted and issued to Wang Tak pursuant to the Acquisition
“Scheme” or “Scheme of Arrangement”	the proposed scheme of arrangement under section 99 of the Bermuda Companies Act between PureCircle and the PureCircle Shareholders in connection with the Acquisition, with or subject to any modification, addition or condition approved or imposed by the Court (where applicable) and agreed by PureCircle and Bidco

“Scheme Document”	the document sent to PureCircle Shareholders on 18 May 2020 containing, amongst other things, the Scheme, including the explanatory statement required by section 100(1)(a) of the Bermuda Companies Act and the notices convening the Court Meeting and the General Meeting
“Scheme Record Time”	6.00 p.m. (London time)/2.00 p.m. (Bermuda time) on 30 June 2020, being the scheme record time specified in the Scheme Document
“Scheme Shareholder(s)”	holder(s) of Scheme Share(s) whose name appears in the register of members of PureCircle at the Scheme Record Time
“Scheme Shares”	<p>all PureCircle Shares which are:</p> <ul style="list-style-type: none"> (a) in issue at the date of the Scheme Document; (b) (if any) issued after the date of the Scheme Document but before the Voting Record Time; and (c) (if any) issued on or after the Voting Record Time but at or prior to the Scheme Record Time, on terms that the holder shall be bound by the Scheme, or in respect of which the original or any subsequent holder agrees in writing to be bound by the Scheme, in each case which remain in issue at the Scheme Record Time, <p>but in each case other than any PureCircle Shares which are either registered in the name of or beneficially owned by any member of the Bidco Group or directly or indirectly by Ingredion or held by PureCircle in treasury at any relevant date or time</p>
“SD Latest Practicable Date”	12 May 2020 (being the last practicable date prior to the publication of the Scheme Document)
“Share(s)”	issued share(s) of the Company
“Share Alternative”	the arrangements set out in the Scheme Document pursuant to which eligible PureCircle Shareholders may elect to receive one Bidco B Share for each Scheme Share
“Shareholder(s)”	holder(s) of Share(s)

“SP Agreement”	the conditional sale and purchase agreement dated 9 June 2020 and entered into between Wang Tak as vendor and the Purchasers as purchasers in relation to the sale and purchase of the Sale Shares
“SP Completion”	completion of the sale and purchase of the Sale Shares in accordance with the terms of the SP Agreement
“SP Consideration”	the consideration of 100 pence per Sale Share, totalling £2,500,000, payable by the Purchasers to Wang Tak for purchase of the Sale Shares pursuant to the SP Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto under Rule 1.01 of the Listing Rules
“Takeover Offer”	should the Acquisition be implemented by way of an offer in accordance with the provisions of section 102 of the Bermuda Companies Act, the offer to be made by or on behalf of Bidco to acquire the entire issued and to be issued share capital of PureCircle and, where the context admits, any subsequent revision, variation, extension or renewal of such takeover offer (including an offer not in accordance with the provisions of section 102 of the Bermuda Companies Act) and including any election available thereunder
“UK connected person(s)”	has the meaning given to it in the Companies Act 2006, as amended, of the UK
“UK Takeover Code”	the UK City Code of Takeovers and Mergers
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “US”	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia and all other areas subject to its jurisdiction and any political sub-division thereof
“Voting Record Time”	the date and time specified in the Scheme Document by reference to which entitlements to vote on the Scheme will be determined, expected to be 6.00 p.m. on the day which is two days before the Court Meeting or, if the Court Meeting is adjourned, 6.00 pm on the second day before the date of such adjourned meeting

“Wang Tak”	Wang Tak Company Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of the Company
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“US\$”	US dollars, the lawful currency of the United States
“£” or “GBP” and “pence”	pound sterling and pence, the lawful currency of the United Kingdom
“%”	per cent.

By order of the Board
Lee Hing Development Limited
Tan Boon Seng
Chairman and Managing Director

Hong Kong, 9 June 2020

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Tan Boon Seng and Mr. Chan Kai Kwok; and three independent non-executive Directors, namely Mr. Ho Hau Chong, Norman, Mr. Fung Ka Pun and Mr. Lim Lay Leng.