

## VOLUNTARY CONDITIONAL OFFER

by



**DBS BANK LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 196800306E)

for and on behalf of

**FRENCKEN GROUP LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration No: 199905084D)

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

**JUKEN TECHNOLOGY LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 199200539Z)

other than those already owned, controlled or agreed to be acquired by the Offeror

### **CLOSE OF THE OFFER LEVEL OF ACCEPTANCES TEMPORARY TRADING COUNTER FOR THE TRADING OF ODD LOTS**

#### **1. INTRODUCTION**

DBS Bank Ltd. ("**DBS Bank**") refers to the offer document dated 7 September 2012 (the "**Offer Document**") despatched by DBS Bank, for and on behalf of Frencken Group Limited (the "**Offeror**"), to the shareholders of Juken Technology Limited ("**Juken**") in relation to the voluntary conditional offer (the "**Offer**") for all the issued and paid up ordinary shares in the capital of Juken Technology Limited ("**Juken**") (excluding issued and paid up ordinary shares held by Juken as treasury shares) (the "**Juken Shares**"), other than those already owned, controlled or agreed to be acquired by the Offeror in accordance with Rule 15 of the Singapore Code on Takeovers and Mergers (the "**Code**").

All capitalised terms used in this Announcement shall have the same meanings given to them in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

#### **2. CLOSE OF THE OFFER**

DBS Bank wishes to announce, for and on behalf of the Offeror that the Offer has closed at 5.30 p.m. on 19 October 2012. **Accordingly, the Offer is no longer open for acceptance and any acceptances received thereafter will be rejected.**

### 3. FINAL LEVEL OF ACCEPTANCES

In accordance with Rule 28.1 of the Code, DBS Bank wishes to announce, for and on behalf of the Offeror, that:

- (a) **Acceptances of the Offer.** As at 5.30 p.m. on 19 October 2012, the Offeror had received valid acceptances amounting to 239,704,974 Juken Shares, representing approximately 95.80% of the total number of issued Juken Shares<sup>1</sup> (the "**Acceptances**").
- (b) **Juken Shares held before the Formal Offer Announcement Date.** Prior to the Formal Offer Announcement Date, the Offeror did not hold any Juken Shares. The number of Juken Shares held by parties acting in concert with the Offeror before the Formal Offer Announcement Date amounts to an aggregate of 50,000 Juken Shares, representing approximately 0.02% of the issued share capital of Juken<sup>2</sup>.
- (c) **Juken Shares acquired or agreed to be acquired after the Formal Offer Announcement Date and up to 5.30 p.m. on 19 October 2012 (other than pursuant to valid acceptances of the Offer).** Following the Formal Offer Announcement Date and up to 5.30 p.m. on 19 October 2012:
  - (i) the Offeror has acquired or agreed to acquire (other than pursuant to valid acceptances of the Offer) an aggregate of 1,492,000 Juken Shares, representing approximately 0.60% of the issued Juken Shares; and
  - (ii) the parties acting in concert with the Offeror have not acquired or agreed to acquire any Juken Shares.

### 4. RESULTANT SHAREHOLDING IN JUKEN

Accordingly, as at 5.30 p.m. on 19 October 2012, the total number of (a) Juken Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it and (b) valid acceptances to the Offer, amount to an aggregate of 241,246,974 Juken Shares, representing approximately 96.42% of the total number of issued Juken Shares.

### 5. COMPULSORY ACQUISITION

As mentioned in the announcement dated 4 October 2012 by DBS Bank, for and on behalf of the Offeror, the Offeror is entitled to, and will in due course, exercise its right of compulsory acquisition under Section 215(1) of the Companies Act, to acquire all the remaining Juken Shares of Juken Shareholders who have not accepted the Offer, at the Cash Consideration for each remaining Juken Share. The Offeror will, in due course, despatch, inter alia, formal notices (as prescribed under the Companies Act) with regard to the Offeror's exercise of its right of compulsory acquisition under Section 215(1) of the Companies Act.

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<sup>1</sup> In this Announcement, unless otherwise stated, all references to the total number of Juken Shares shall be to 250,216,017 Juken Shares (excluding 299,000 Juken Shares held by Juken as treasury shares).

<sup>2</sup> 50,000 Juken Shares are held directly by Mr. Ho Chin Pang, a director of the Offeror's subsidiary, ETLA Technology (Wuxi) Co., Ltd.

## 6. TEMPORARY TRADING COUNTER FOR THE TRADING OF ODD LOTS

A temporary counter to facilitate the trading of New Offeror Shares in a board lot size of one (1) New Offeror Share per board lot has been set up for the period of one (1) month commencing 9.00 a.m. on 29 October 2012 and ending on 29 November 2012, or such date as may be announced from time to time by or on behalf of the Offeror. This is for the convenience of the Juken Shareholders who receive odd lots of New Offeror Shares pursuant to the Offer and who wish to trade such odd lots on the SGX-ST.

The temporary trading counter is strictly of a provisional nature. The holders of the New Offeror Shares who continue to hold odd lots of less than 1,000 New Offeror Shares after 5.00 p.m. on 29 November 2012 may face difficulty and/or have to bear disproportionate transactional costs in realising the fair market price of such New Offeror Shares.

## 7. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any director who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement (other than those relating to Juken) are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from Juken, the sole responsibility of the directors of the Offeror has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by  
**DBS Bank Ltd.**

For and on behalf of  
**Frencken Group Limited**  
19 October 2012

### *Forward-Looking Statements*

*All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "if", "will", "would", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Juken Shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor DBS Bank undertakes any obligation to update publicly or revise any forward-looking statements.*

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

Mr. Keng Kok Sing  
Senior Vice President

Mr. Law Seng Keat  
Vice President

Telephone: (65) 6878 8658