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## **VOLUNTARY CONDITIONAL GENERAL OFFER**

by



### **DBS Bank Ltd.**

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

for and on behalf of



### **Singapore Airlines Limited**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 197200078R)

for



### **Tiger Airways Holdings Limited**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200701866W)

## **LEVEL OF ACCEPTANCES FOR 28 DECEMBER 2015**

**SINGAPORE AIRLINES LIMITED (“SIA”) AND ITS CONCERT PARTIES OWN, AND  
SIA HAS RECEIVED ACCEPTANCES IN RESPECT OF,  
IN AGGREGATE, 74.50% OF TIGER AIRWAYS HOLDINGS LIMITED**

### **1. Introduction**

DBS Bank Ltd. (“DBS”) refers to:

- (i) the announcement released on 6 November 2015 (the “**Offer Announcement Date**”), for and on behalf of Singapore Airlines Limited (the “**Offeror**”), in relation to:
  - (a) the voluntary conditional general offer (the “**Offer**”) for all the issued ordinary shares (the “**Shares**”) in the capital of Tiger Airways Holdings Limited (“**Tiger Airways**” or the “**Company**”), other than those already owned or agreed to be acquired by the Offeror as at the Commencement Date; and
  - (b) pursuant to Rule 19 of the Singapore Code on Take-overs and Mergers, an appropriate offer (the “**PCCS Offer**”) to the holders of the outstanding perpetual convertible capital securities (the “**PCCS**”) issued by Tiger Airways, other than those already owned or agreed to be acquired by the Offeror as at the Commencement Date; and
- (ii) the formal offer document dated 26 November 2015 (the “**Offer Document**”) containing the terms and conditions of the Offer and the PCCS Offer despatched to the holders of Shares (“**Shareholders**”) and the holders of PCCS (“**PCCS Holders**”) on 26 November 2015.

*All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document.*

## **2. Level of Acceptances of the Offer and Aggregate Shareholdings**

DBS wishes to announce, for and on behalf of the Offeror, that the number of Shares (i) owned, controlled, acquired or agreed to be acquired by the Offeror and parties acting in concert with the Offeror (“**Concert Parties**”) (either before or during the Offer) and (ii) validly tendered pursuant to valid acceptances of the Offer received by the Offeror as at 5.00 p.m. (Singapore time) on 28 December 2015 are as follows:

	Number of Shares	Approximate percentage of the total issued share capital of the Company (%) <sup>1</sup>	Approximate percentage of the maximum potential issued share capital of the Company (%) <sup>2</sup>
Shares owned, controlled or agreed to be acquired as at the Offer Announcement Date by:			
(i) Offeror	1,393,456,041	55.73	55.03
(ii) Concert Parties	650,116	0.03	0.03
Shares acquired or agreed to be acquired between the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 28 December 2015 (other than pursuant to valid acceptances of the Offer) by:			
(i) Offeror	-	-	-
(ii) Concert Parties	-	-	-
Valid acceptances (which have not been withdrawn) of the Offer as at 5.00 p.m. (Singapore time) on 28 December 2015 received from:	469,097,238	18.76	18.53
(i) Shareholders (other than Concert Parties)	468,698,122	18.74	18.51
(ii) Concert Parties <sup>3</sup>	399,116	0.02	0.02
<b>Total number of (i) Shares owned, controlled or agreed to be acquired by <u>the Offeror</u> and (ii) Shares validly tendered in acceptance of the Offer as at 5.00 p.m. (Singapore time) on 28 December 2015</b>	1,862,553,279	74.49	73.56
<b>Total number of (i) Shares owned, controlled or agreed to be acquired by <u>the Offeror and its Concert Parties</u> and (ii) Shares validly tendered in acceptance of the Offer as at 5.00 p.m. (Singapore time) on 28 December 2015<sup>4</sup></b>	1,862,804,279	74.50	73.57

<sup>1</sup> In this Announcement, for purposes of computation, the total number of issued and paid-up Shares is 2,500,461,741 as at 28 December 2015.

<sup>2</sup> In this Announcement, for purposes of computation, the total number of issued and paid-up Shares in the “**maximum potential issued share capital of the Company**” is 2,532,139,259. For the purposes of this Announcement, the “**maximum potential issued share capital of the Company**” means the total number of Shares which would be in issue had all Shares (i) under the PCCS and the Options been issued and (ii) under the Awards been issued and/or delivered, as at 28 December 2015. For the avoidance of doubt, (a) the 12,231,048 Shares under the 6,458,451 PCCS validly tendered in acceptance of the PCCS Offer and (b) the 805 Shares under the 805 Options in respect of which the Optionholders have validly accepted the Options Proposal have been excluded from computation of the maximum potential issued share capital of the Company as such PCCS and Options are not capable of being converted or exercised into Shares.

<sup>3</sup> Based on the latest information available to the Offeror and to the best of the Offeror’s knowledge, valid acceptances of 399,116 Offer Shares have been received from the Concert Parties, of which the acceptances in respect of 379,116 Offer Shares are pending confirmation from The Central Depository (Pte) Limited (“**CDP**”). A table setting out (i) the names of the Concert Parties who have validly accepted the Offer and (ii) the number and percentage of the Offer Shares in respect of which they have validly accepted the Offer is set out in **Appendix 1** to this Announcement.

<sup>4</sup> Figures shown are not arithmetic aggregations of the relevant figures that precede them as valid acceptances of the Offer received from the Concert Parties have been excluded to avoid double counting.

### 3. Level of Acceptances of the PCCS Offer and Aggregate PCCS Holdings

DBS wishes to announce, for and on behalf of the Offeror, that the number of PCCS (i) owned, controlled, acquired or agreed to be acquired by the Offeror and its Concert Parties (either before or during the PCCS Offer) and (ii) validly tendered pursuant to valid acceptances of the PCCS Offer received by the Offeror as at 5.00 p.m. (Singapore time) on 28 December 2015 are as follows:

	Number of PCCS	Approximate percentage of the total number of outstanding PCCS (%) <sup>5</sup>
PCCS owned, controlled or agreed to be acquired as at the Offer Announcement Date by:		
(i) Offeror	-	-
(ii) Concert Parties	-	-
PCCS acquired or agreed to be acquired between the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 28 December 2015 (other than pursuant to valid acceptances of the PCCS Offer) by:		
(i) Offeror	-	-
(ii) Concert Parties	-	-
Valid acceptances (which have not been withdrawn) of the PCCS Offer as at 5.00 p.m. (Singapore time) on 28 December 2015 received from:	6,458,451	49.11
(i) PCCS Holders (other than Concert Parties)	6,458,451	49.11
(ii) Concert Parties	-	-
<b>Total number of (i) PCCS owned, controlled or agreed to be acquired by <u>the Offeror</u> and (ii) PCCS validly tendered in acceptance of the PCCS Offer as at 5.00 p.m. (Singapore time) on 28 December 2015</b>	6,458,451	49.11
<b>Total number of (i) PCCS owned, controlled or agreed to be acquired by <u>the Offeror and its Concert Parties</u> and (ii) PCCS validly tendered in acceptance of the PCCS Offer as at 5.00 p.m. (Singapore time) on 28 December 2015</b>	6,458,451	49.11

<sup>5</sup> In this Announcement, for purposes of computation, the total number of the outstanding PCCS is 13,150,091 as at 28 December 2015.

#### 4. Responsibility Statement

The directors of the Offeror (including any director who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement. The directors of the Offeror jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, in relation to Tiger Airways and its subsidiaries), the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by

**DBS Bank Ltd.**

For and on behalf of

**Singapore Airlines Limited**

29 December 2015

Singapore

**Any inquiries relating to this Announcement, the Offer or the PCCS Offer should be directed during office hours to the following:**

DBS Bank Ltd.  
Strategic Advisory

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#### 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 “aim”, “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future and conditional verbs such as “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. Shareholders, PCCS Holders and other investors of Tiger Airways and shareholders and other investors of the Offeror should not place undue reliance on such forward-looking statements. Neither the Offeror nor DBS guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.*

## APPENDIX 1

### Offer Shares Validly Tendered in Acceptance of the Offer by Concert Parties

Based on the latest information available to the Offeror and to the best of the Offeror's knowledge, the following Concert Parties have validly tendered in acceptance of the Offer. The names of the Concert Parties and the respective number and the percentage of Offer Shares in respect of which such Concert Parties have validly tendered in acceptance of the Offer are set out below:

Name	No. of Offer Shares			
	Direct Interest		Deemed Interest	
	No. of Offer Shares	% <sup>(1)</sup>	No. of Offer Shares	% <sup>(1)</sup>
<b>Concert Parties</b>				
Daniel Wong Chee Chung <sup>(2)</sup>	279,116	0.01	-	-
Ivan Neo Seok Kok	15,000	n.m. <sup>(3)</sup>	-	-
Ng Chin Hwee <sup>(4)</sup>	100,000	n.m.	-	-
Wang Wei Jun (George) <sup>(5)</sup>	-	-	5,000	n.m.

**Notes:**

- (1) The shareholding percentage is calculated based on 2,500,461,741 Shares in issue as at 28 December 2015 and rounded to the nearest two decimal places.
- (2) Daniel Wong Chee Chung's acceptance of 279,116 Offer Shares is pending confirmation from CDP.
- (3) "n.m." means not meaningful.
- (4) Ng Chin Hwee's acceptance of 100,000 Offer Shares is pending confirmation from CDP.
- (5) Wang Wei Jun (George) is deemed to be interested in the 5,000 Offer Shares held by his spouse, who has validly tendered all such 5,000 Offer Shares in acceptance of the Offer.