

 [Print this page](#)
Miscellaneous

* Asterisks denote mandatory information

Name of Announcer *	ELEC & ELTEK INT CO LTD
Company Registration No.	199300005H
Announcement submitted on behalf of	ELEC & ELTEK INT CO LTD
Announcement is submitted with respect to *	ELEC & ELTEK INT CO LTD
Announcement is submitted by *	Claudia Heng
Designation *	Company Secretary
Date & Time of Broadcast	21-Aug-2009 17:17:12
Announcement No.	00079


>> Announcement Details

The details of the announcement start here ...

Announcement Title * **JOINT ANNOUNCEMENT - PROPOSED VOLUNTARY DELISTING OF ELEC & ELTEK INTERNATIONAL COMPANY LIMITED - THE SGX-ST'S DECISION ON THE DELISTING PROPOSAL & WITHDRAWAL OF EXIT OFFER**

Description **Please refer to attachment.**

Attachments

 [Joint_Announcement-Withdrawal_of_Exit_Offer_21.8.2009.pdf](#)
 Total size = **36K**
 (2048K size limit recommended)

[Close Window](#)

Elec & Eltek International Company Limited

(Company Registration No.: 199300005H)
(Incorporated in the Republic of Singapore)

Kingboard Chemical Holdings Limited

(Company Registration No.: CA-45375)
(Incorporated in the Cayman Islands with limited liability)

JOINT ANNOUNCEMENT

**PROPOSED VOLUNTARY DELISTING OF ELEC & ELTEK INTERNATIONAL COMPANY LIMITED
THE SGX-ST'S DECISION ON THE DELISTING PROPOSAL
WITHDRAWAL OF EXIT OFFER**

1. INTRODUCTION

Elec & Eltek International Company Limited (the "**Company**") and Kingboard Chemical Holdings Limited ("**Kingboard Chemical**") jointly refer to the joint announcement dated 22 May 2009 (the "**Joint Announcement**") made by the Company and Kingboard Chemical in relation to the proposed voluntary delisting of the Company from the Official List of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") under Rules 1307 and 1309 of the SGX-ST Listing Manual ("**Delisting**") and the proposed exit offer by DBS Bank Ltd., for and on behalf of Kingboard Chemical, (the "**Exit Offer**") for all the issued ordinary shares in the capital of the Company, other than those already owned, controlled or agreed to be acquired by Kingboard Chemical and its subsidiaries (the Delisting and the Exit Offer collectively, the "**Delisting Proposal**").

2. THE SGX-ST'S DECISION ON THE DELISTING

- 2.1 The Company and Kingboard Chemical jointly submitted an application to the SGX-ST on 10 July 2009 to seek the SGX-ST's approval to delist the Company from the Official List of the SGX-ST.
- 2.2 On 20 August 2009, the SGX-ST informed the Company and Kingboard Chemical that the SGX-ST had noted the opinion of DMG & Partners Securities Pte Ltd, being the independent financial adviser to the independent directors of the Company, that the financial terms of the Exit Offer, on balance, are neither fair nor reasonable under current market conditions. Based on this opinion, the SGX-ST considers the Delisting Proposal to be not in compliance with Rule 1309(1) of the SGX-ST Listing Manual, which requires an issuer seeking to delist from the SGX-ST to offer a reasonable exit alternative to the issuer's shareholders. Accordingly, the SGX-ST is unable to agree to the Company's delisting application (the "**SGX-ST Decision**").

3. CONDITION TO THE DELISTING AND THE EXIT OFFER NOT MET

- 3.1 Rule 4 of the Singapore Code on Take-overs and Mergers provides that an offeror, which has announced a firm intention to make an offer, cannot withdraw the offer without the consent of the Securities Industry Council ("**SIC**"), unless the posting of the offer was expressed as being subject to the prior fulfillment of a specific condition that has not been met.
- 3.2 Paragraph 4.9 of the Joint Announcement states that the Delisting and the Exit Offer are conditional upon:
- (a) the SGX-ST agreeing to the application by the Company to delist from the Official List of the SGX-ST; and

- (b) the Delisting Proposal being approved at an extraordinary general meeting of the Company.

In view of the SGX-ST Decision (as set out in Paragraph 2.2 above), the condition set out in Paragraph 3.2(a) above is accordingly, not fulfilled.

- 3.3 Kingboard Chemical has consulted with the SIC and the SIC has confirmed that Kingboard Chemical may withdraw the Exit Offer.

4. WITHDRAWAL OF EXIT OFFER

On the basis set out in Paragraphs 2 and 3 above, Kingboard Chemical wishes to announce that it hereby withdraws the Exit Offer. **Accordingly, the Exit Offer will not be made.**

5. RESPONSIBILITY STATEMENT

- 5.1 **The Company.** The directors of the Company (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed herein are fair and accurate and that no material facts have been omitted from this announcement, the omission of which would make any statement in this announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information which relates to the Company has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement. The directors of the Company do not accept any responsibility for any information relating to or opinions expressed by Kingboard Chemical.

- 5.2 **Kingboard Chemical.** The directors of Kingboard Chemical (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed herein are fair and accurate and that no material facts have been omitted from this announcement, the omission of which would make any statement in this announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information which does not relate to the Company has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of Kingboard Chemical has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement. The directors of Kingboard Chemical do not accept any responsibility for any information relating to or opinions expressed by the Company.

21 August 2009

By order of the Board of Directors

By order of the Board of Directors

Elec & Eltek International Company Limited

Kingboard Chemical Holdings Limited