

**CORDLIFE GROUP LIMITED**  
(Company Registration No.: 200102883E)  
(Incorporated in the Republic of Singapore)

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**VOLUNTARY TAKE-OVER OFFER TO ACQUIRE ALL THE REMAINING ORDINARY SHARES IN  
STEMLIFE BERHAD NOT ALREADY OWNED BY CORDLIFE GROUP LIMITED**

**- CLOSE OF OFFER**

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The Board of Directors ("**Board**") of Cordlife Group Limited (the "**Company**") refers to the Company's announcements on 10 November 2016 and 17 November 2016 (collectively, the "**VGO Announcements**") that the Company had, through Maybank Investment Bank Berhad ("**Maybank IB**"), served a notice and supplemental notice respectively on the board of directors of StemLife Berhad ("**StemLife**"), to notify it of the Company's intention to acquire all the remaining ordinary shares in the capital of StemLife not already owned by the Company (the "**Offer Shares**") (the "**VGO**").

As at 5.00 p.m. today, the Company has received valid acceptances in respect of 132,150 Offer Shares (the "**Acceptances**").

The Board wishes to announce that the VGO closed at 5.00 p.m. (Malaysian time) today ("**Closing Date**").

Further to the Company's announcement on 14 December 2016 regarding the Notice (as defined therein), the Company is required to acquire 27,650 Offer Shares, pursuant to Subsection 223(1) of the Capital Markets and Services Act, 2007 of Malaysia (the "**Compulsory Acquisition**").

Prior to the date of this Announcement, the Company held and had previously acquired an aggregate of 244,150,929 StemLife shares. As a result of the Acceptances and the Compulsory Acquisition, as at the Closing Date, the Company owns or has agreed to acquire an aggregate of 244,310,729 StemLife shares, representing approximately 98.71% of the issued and paid-up capital of StemLife.

The Company had on 21 December 2015 announced that as at even date, StemLife does not meet the requirement of the ACE Market Listing Requirements of Bursa Securities ("**Listing Requirements**") to ensure that at least 25% of its total listed shares (excluding treasury shares) are in the hands of public shareholders (the "**Public Spread Requirement**").

As previously notified in the VGO Announcements, the Company does not intend to maintain the listing status of StemLife, and accordingly, does not intend to take any steps to address StemLife's shortfall in the Public Spread Requirement and will procure StemLife to take the necessary procedures to withdraw its listing status from the Official List of Bursa Securities. Bursa Securities shall suspend the trading in StemLife shares immediately upon the expiry of five (5) market days from the Closing Date in accordance with Rule 16.02 of the Listing Requirements.

A copy of the press notice dated 31 January 2017 in relation to the close of the VGO issued by Maybank IB on behalf of the Company is annexed to this Announcement.

The Company will make further announcements as and when appropriate.

By Order of the Board  
**CORDLIFE GROUP LIMITED**

Dr. Wong Chiang Yin  
Executive Director and Group Chief Executive Officer  
31 January 2017

## ANNEX



Maybank Investment Bank Berhad (15938-H)  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

**FOR IMMEDIATE RELEASE**

Date: 31 January 2017

To:	Attention:	Fax No.:
Securities Commission	YBhg. Tan Sri Dato' Seri Ranjit Ajit Singh	03- 6201 5158
Bursa Malaysia Securities Berhad	Mr. Inderjit Singh	03- 2732 3267
StemLife Berhad	Mr. Sophian Bin Abdul Rahman	03- 2164 9808
Berita Harian	En. Ahmad Zaini Kamarulzaman	03- 2056 7081 / 2056 7082
Utusan Malaysia & Utusan Melayu	En. Mowardi Mahmud	03- 9222 7876 / 9223 0911
The Star	Mr. P. Gunasegaram	03- 7957 0694
Bernamea	Pn. Salbiah Said	03- 2694 9636
The New Straits Time Press (M) Bhd	En. Mustapha Kamil	03- 2056 7148
The Edge Financial Daily	Mr. M Shanmugam	03- 7721 8038 / 7721 8018
The Malaysian Reserve	En. Halim Wahab	03- 6211 1852
The Sun	Mr. Toh Lye Huat	03- 7785 2624 / 7785 2625
Nanyang Siang Pau Sdn Bhd	Ms. Tong Siok Ching	03- 7872 6993
Sin Chew Jit Poh (Malaysia)	Ms. Low Sow Wan	03- 7955 8379 / 7955 6881
China Press	Ms. Loh Yee Wei	03- 2282 7125

**CORDLIFE GROUP LIMITED ("OFFEROR")**

**UNCONDITIONAL TAKE-OVER OFFER BY THE OFFEROR, THROUGH MAYBANK INVESTMENT BANK BERHAD ("MAYBANK IB"), TO ACQUIRE ALL THE REMAINING ORDINARY SHARES OF RM0.10 EACH IN STEMLIFE BERHAD NOT ALREADY OWNED BY THE OFFEROR ("OFFER SHARES") FOR A CASH OFFER PRICE OF RM0.575 PER OFFER SHARE ("OFFER")**

*(Unless otherwise stated, the words and abbreviations used herein shall have the same meaning as defined in the offer document in relation to the Offer dated 1 December 2016 ("Offer Document"))*

We refer to the Offer Document and press notices dated 5 December 2016, 14 December 2016, 19 December 2016, 30 December 2016, 4 January 2017 and 16 January 2017 in relation to the Offer.

On behalf of the Offeror, Maybank IB wishes to announce that the Offer has closed at 5.00 p.m. (Malaysian time) on 31 January 2017 ("**Final Closing Date**").

As stated in Section 5 of the Offer Document, the Offeror **does not intend to maintain the listing status of StemLife**. In this respect, pursuant to Rule 9.19(48) of the Listing Requirements, StemLife had on 16 November 2016 announced that since the Offeror holds more than 90% of the total StemLife Shares and the Offeror does not intend to maintain the listing status of StemLife, **the trading of StemLife Shares will be suspended immediately upon the expiry of five (5) Market Days from 31 January 2017**. Accordingly, the Offeror will procure StemLife to take the necessary procedures to withdraw its listing status from the Official List in accordance with Rule 16 of the Listing Requirements.

In accordance with Paragraph 13.01 of the Rules, the level of acceptances of the Offer as at 5.00 p.m. (Malaysian time) on the Final Closing Date is set out in Appendix of this press notice.

Yours faithfully  
For and on behalf of  
**MAYBANK INVESTMENT BANK BERHAD**



**Hidayah Hassan**  
Head, Director  
Corporate Finance



**Suren Raj Nadarajah**  
Director  
Corporate Finance

*c.c.: Cordlife Group Limited*

## APPENDIX

	No. of StemLife Shares	% of total issued and paid-up share capital of StemLife
StemLife Shares held by the Offeror as at the despatch of the Offer Document on 1 December 2016 (“ <b>Despatch Date</b> ”)	222,947,629	90.08
Offer Shares for which acceptances of the Offer (which are complete and valid in all respects) have been received by the Offeror after the Despatch Date and up to 5.00 p.m. (Malaysian time) on the Final Closing Date	19,971,100	8.07
Offer Shares agreed to be acquired by the Offeror (other than by way of acceptances of the Offer) after the Despatch Date up to 5.00 p.m. (Malaysian time) on the Final Closing Date	-	-
Offer Shares acquired by the Offeror (other than by way of acceptances of the Offer) after the Despatch Date up to 5.00 p.m. (Malaysian time) on the Final Closing Date	1,392,000	0.56
	<b>244,310,729</b>	<b>98.71</b>
Offer Shares for which acceptances of the Offer have been received by the Offeror (which are subject to verification) after the Despatch Date up to 5.00 p.m. (Malaysian time) on the Final Closing Date	66,250	0.02
	<b>244,376,979</b>	<b>98.73</b>

**Note:**

- \* The Offeror is required to acquire an aggregate of 172,400 Offer Shares pursuant to Subsection 223(1) of the CMSA.

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