

SWISSCO INTERNATIONAL LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 200401051D)

PROPOSED ACQUISITION OF SWISSCO SHARES BY C20 HOLDINGS LIMITED
4TH UPDATE ANNOUNCEMENT

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Swissco International Limited (“**Swissco**” or the “**Company**”) refers to the announcement made by C2O Holdings Limited (“**C2O**”) on 28 October 2009, in relation to its intention to acquire all the issued shares of the Company (the “**Proposed Acquisition**”) by way of a scheme of arrangement under section 210 of the Companies Act, Chapter 50 of Singapore, as well as to the Company’s subsequent update announcements made on 26 November 2009 and 24 December 2009.

2. PROPOSAL LETTER

2.1 The Board wishes to announce that on 15 January 2010 the Company’s solicitors received a letter from C2O (“**Proposal Letter**”) setting out a summary of the main terms of the Proposed Acquisition.

2.2 In summary, the main terms of the Proposal Letter are as follows:-

2.2.1 The scheme consideration to the shareholders of the Company for each Company share will be made on the following basis:

- (a) for each Company share, at S\$0.89 payable in cash (“**Cash Consideration**”); or
- (b) for each Company share, at 1.7917 shares in C2O (“**Share Consideration**”).

2.2.2 A shareholder of the Company who accepts the offer shall have, in relation to each Company share, the right to elect to receive any of the following:-

- (a) the Cash Consideration;
- (b) the Share Consideration; or
- (c) a partial Cash Consideration and a partial Share Consideration in the proportion elected.

2.2.3 A proposal ("**Option Proposal**") will also be made to the holders of outstanding options ("**Optionholders**") issued under the Swissco International Limited Employee Share Option Scheme ("**Options**"). In consideration for the surrender of the Options, C2O will pay to the Optionholders, who have accepted the Option Proposal, the difference between the Cash Consideration and the exercise price of each Option (if it is less than the Cash Consideration).

3. UNDERTAKING FROM MAJOR SHAREHOLDERS

- 3.1 On 26 January 2009, the Board was shown a copy of an irrevocable undertaking executed by Yeo Holdings Private Limited (the "Major Shareholders") in favour of C2O to vote in favour of the Proposed Acquisition at the extraordinary general meeting of the Company. As at today's date the Major Shareholders own 107,976,797 shares, amounting to 54.75% of the shares of the Company.
- 3.2 The Major Shareholders have also irrevocably undertaken to elect for the Cash Consideration in respect of 94,172,187 shares held by them, and for the Share Consideration in respect of 13,804,610 shares (amounting to approximately 7% of the issued shares of the Company).

4. BANKS' LETTER

- 4.1 Accompanying the Proposal Letter, C2O enclosed a bankers' commitment letter dated 14 January 2010 ("**Banks' Letter**") to C2O confirming that:
- (a) the Banks have agreed to make available to C2O a credit facility for an amount of up to S\$108,000,000, which is to be used by C2O for the purpose of settlement of the payment obligations of C2O in respect of the Proposed Acquisition; and
 - (b) C2O has cash deposits of S\$60,000,000 which will also be applied towards settlement of the payment obligations of C2O in respect of the Proposed Acquisition.
- 4.2 The Banks' Letter does not constitute an unconditional confirmation of availability of sufficient financial resources to C2O to complete the Proposed Acquisition as required under Rules 3.5 and 23.8 of the Singapore Code on Take-overs and Mergers. It is a conditional credit facility which is subject to formal documentation. The Board has not received an unconditional financial confirmation from the financial adviser to C2O or an appropriate third party that C2O has sufficient resources available to it to complete the Proposed Acquisition.

5. MERGER AGREEMENT STILL UNDER NEGOTIATION

As of the date of this announcement, the merger agreement to be entered into between the Company and C2O in connection with the Proposed Acquisition is still under negotiation.

6. CAUTION

As the Proposed Acquisition may or may not take place, shareholders and investors are reminded to exercise caution when dealing with the shares of the Company and C2O and to refrain from taking any action in respect of their shares in the Company which may be prejudicial to their interests.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company (including any 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, where appropriate, no material facts have been omitted and they jointly and severally accept responsibility accordingly.

Where any information in this announcement has been obtained from C2O, the sole responsibility of the Directors of the Company has been to ensure that such information has been accurately and correctly reproduced in this announcement.

BY ORDER OF THE BOARD
Alex Yeo Kian Teong
Chief Executive Officer
Swissco International Limited

Singapore,
27 January 2010