

CHINA REAL ESTATE GRP LTD.

(Company Registration No. 200609901H)
(Incorporated in the Republic of Singapore)

NOTICE OF EXPIRY OF WARRANTS – W190506

TO: ALL HOLDERS OF THE W190506 WARRANTS (AS DEFINED BELOW) TO SUBSCRIBE FOR NEW ORDINARY SHARES IN THE CAPITAL OF CHINA REAL ESTATE GRP LTD. (THE “COMPANY”)

In this notice, the term “**W190506 Warrants**” refers to all warrants issued by the Company, the terms of which are constituted in the deed poll executed by the Company on 3 April 2014 (the “**Deed Poll**”). Where capitalised terms are used in this notice and not otherwise defined, such capitalised terms shall bear the same meaning as ascribed to them in the Deed Poll.

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Holders of the W190506 Warrants (the “**Warrantholders**”) who have sold their W190506 Warrants should immediately upon receipt of a copy of this Notice, send it to the purchaser or to the bank, stockbroker or agent through whom the sale was effected for onward transmission to the purchaser.

EXPIRY OF W190506 WARRANTS ON MONDAY, 6 MAY 2019 AT 5.00 P.M.

Warrantholders are reminded that in accordance with the terms and conditions of the W190506 Warrants set out in the Deed Poll, the rights to subscribe for new ordinary shares in the capital of the Company (the “**New Shares**”) comprised in the W190506 Warrants will expire at **5.00 p.m. on Monday, 6 May 2019** after which time, any subscription rights comprised in the W190506 Warrants which have not been exercised will lapse and the W190506 Warrants will cease to be valid for any purpose whatsoever.

EXERCISE PRICE

The exercise price for each W190506 Warrant (the “**Exercise Price**”) is currently S\$0.01 for each New Share.

PROCEDURE FOR EXERCISE OF WARRANTS

Warrantholders who wish to exercise their subscription rights must do so in accordance with the terms and conditions of the W190506 Warrants set out in the Deed Poll. In order to exercise the W190506 Warrants, a Warrantholder must complete and sign the exercise notice relating to the W190506 Warrants in the prescribed form (the “**Exercise Notice**”).

Copies of the Exercise Notice can be obtained from the Warrant Agent, B.A.C.S. Private Limited. The address, telephone number and business hours of the Warrant Agent are as follows:-

B.A.C.S. Private Limited
8 Robinson Road
#03-00 ASO Building
Singapore 048544
Telephone Number: 6593 4848
Business Hours: 9.00 a.m. to 5.00 p.m. from Mondays to Fridays
(closed on Saturdays, Sundays and Public Holidays)

The completed Exercise Notice must be delivered to the Warrant Agent not later than **5.00 p.m. on Monday, 6 May 2019** accompanied by the following:-

1. (a) Where the W190506 Warrants are not registered in the name of The Central Depository (Pte) Limited (“**CDP**”), the Warrantholder must produce the relevant W190506 Warrant certificate(s) registered in the name of the exercising Warrantholder; or
- (b) Where the W190506 Warrants are registered in the name of CDP, Warrantholders should note that the exercise of their W190506 Warrants is conditional upon, *inter alia*, the number of W190506 Warrants so exercised being available in the “Free Balance” of their securities account with CDP.

2. Any such evidence (if any, including evidence of nationality) as the Warrant Agent may require to determine the due execution of the Exercise Notice by or on behalf of the exercising Warrantholder (including every joint Warrantholder, if any) or otherwise ensure the due exercise of the W190506 Warrants and such other evidence as the Company may require to verify due compliance for the purposes of administering and implementing the provisions set out in the Deed Poll;
3. Payment of the Exercise Price in Singapore currency by banker's draft or cashier's order drawn on a bank in Singapore made payable to "**CHINA REAL ESTATE GRP LTD.**" for the full amount of the monies payable in respect of the aggregate number of W190506 Warrants exercised. Any such remittance shall be accompanied by the delivery to the Warrant Agent of the payment advice referred to below and shall comply with any exchange control or other statutory requirement for the time being applicable.

Payment shall be made free of any foreign exchange commissions, remittance charges or other deductions and shall be accompanied by a payment advice containing:-

- (a) the name of the exercising Warrantholder;
 - (b) the number of W190506 Warrants exercised; and
 - (c) if the relevant W190506 Warrant certificate is registered in the name of a person other than CDP, the certificate number(s) of the W190506 Warrant certificate(s), in respect of the W190506 Warrant(s) being exercised or where the W190506 Warrant certificates are registered in the name of CDP, the securities account number(s) of the exercising Warrantholder which is to be debited with the W190506 Warrants being exercised, as the case may be; and
4. Any deposit or other fees for the time being chargeable by and payable to CDP, if any, and any stamp issue, registration or other similar taxes or duties arising from the exercise of the W190506 Warrants as the Warrant Agent may require.

Any New Shares arising from such exercise of the W190506 Warrants shall rank *pari passu* in all respects with the then existing Shares of the Company, save for dividends, rights, allotments or other distributions that may be declared or paid, the Record Date of which is before the date of issue of the New Shares. "Record Date" in this context means, in relation to any dividends, rights, allotments or other distributions, the date on which as at the close of business (or such other time as may have been notified by the Company) shareholders of the Company must be registered with the Company or in the case of shareholders whose shares are registered in the name of CDP, with CDP, in order to participate in such dividends, rights, allotments or other distributions.

LAST DAY FOR TRADING IN WARRANTS

The last day for trading in the W190506 Warrants on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") will be 26 April 2019 and trading will cease with effect from 9.00 a.m. on 29 April 2019. The W190506 Warrants will then be de-listed from the Official List of the SGX-ST with effect from 9.00 a.m. on 7 May 2019.

AFTER THE CLOSE OF BUSINESS AT 5.00 P.M. ON 6 MAY 2019 ANY SUBSCRIPTION RIGHTS UNDER THE W190506 WARRANTS WHICH HAVE NOT BEEN EXERCISED AS AFORESAID WILL LAPSE AND EVERY WARRANT WILL THEREAFTER CEASE TO BE VALID FOR ANY PURPOSE WHATSOEVER.

By Order of the Board
CHINA REAL ESTATE GRP LTD.

Dato' Dr Choo Yeow Ming
Chairman and Chief Executive Officer

5 April 2019

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Sponsor had not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Ng Joo Khin.
Telephone number: 6389 3000. Email: jookhin.ng@morganlewis.com