

XINREN ALUMINUM HOLDINGS LIMITED

(Company Registration No.: 200612545H)
(Incorporated in Singapore on 29 August 2006)

VOLUNTARY CONDITIONAL CASH OFFER BY DBS BANK LTD. FOR AND ON BEHALF OF MERIT STAND INC. FOR XINREN ALUMINUM HOLDINGS LIMITED

- CLOSE OF OFFER AND SUSPENSION OF TRADING

1. INTRODUCTION

Reference is made to the voluntary conditional cash offer (the “**Offer**”) made by the Offeror for all the issued and paid-up ordinary shares (“**Shares**”) in the share capital of XinRen Aluminum Holdings Limited (the “**Company**”), other than those already owned, controlled or agreed to be acquired by the Offeror as at the date of the Offer.

*All capitalised terms used and not defined herein shall have the same meanings ascribed to them in the circular dated 24 March 2016 (the “**Offeree Circular**”) despatched by the Company to Shareholders in relation to the Offer.*

2. CLOSE OF OFFER

As stated in the announcement dated 7 April 2016 made by DBS Bank, for and on behalf of the Offeror (the “**Close of Offer Announcement**”):

- (a) the Offer has closed at 5.30 p.m. on 7 April 2016. **Accordingly, the Offer is no longer open for acceptance and any acceptances received thereafter will be rejected;** and
- (b) as at 5.30 p.m. on 7 April 2016, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it; and (b) valid acceptances of the Offer, amount to an aggregate of 1,299,419,446 Shares, representing approximately 99.68% of the total number of issued Shares¹.

3. SUSPENSION OF TRADING OF SHARES

As stated in the announcement dated 6 March 2016 made by the Company (the “**Free Float Announcement**”), as at 5.00 p.m. on 4 March 2016, the percentage of the total number of Shares which are held in public hands has fallen below 10% and, accordingly, the Company no longer meets the free float requirement prescribed by Rule 723 of the Listing Manual of the SGX-ST. The Company has further announced in the Free Float Announcement that as the Company no longer meets the free float requirement, the SGX-ST would suspend trading of the Shares on the close of the Offer.

¹ In this Announcement, unless otherwise stated, all references to percentage shareholding of the issued share capital of the Company are based on the total number of issued Shares being 1,303,567,528 Shares (excluding 6,980,000 treasury Shares).

As the Offer has closed at 5.30 p.m. on 7 April 2016, the Company will accordingly request that the SGX-ST suspend the trading of the Shares with effect from 9.00 a.m. on 8 April 2016.

4. LISTING STATUS

As stated by the Offeror in the Offer Document, the Offeror does not intend to preserve the listing status of the Company.

The Company is in the process of seeking a confirmation from the SGX-ST that it has no objections to the delisting of the Shares from the SGX-ST, and will announce the outcome of the same in due course.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement (excluding those relating to the Offeror, parties acting in concert or deemed to be acting in concert with the Offeror and the Offer) 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 (excluding those relating to the Offeror, parties acting in concert or deemed to be acting in concert with the Offeror and the Offer) misleading, and they jointly and severally accept responsibility accordingly.

Where any information in this announcement has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Document, the Close of Offer Announcement, and such other announcements made by or on behalf of the Offeror), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately and correctly reflected or reproduced in this announcement in its proper form and context.

BY ORDER OF THE BOARD

Chen Timothy Teck Leng
Lead Independent Director

7 April 2016