

VOLUNTARY CONDITIONAL CASH OFFER

by



PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 200207389D)

for and on behalf of

BEST GRACE HOLDINGS PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 201825433Z)

to acquire all the issued and paid-up ordinary shares in the capital of



DELONG HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199705215G)

other than those already held by Best Grace Holdings Pte. Ltd., its related corporations and their nominees

Dealings Disclosure

1 Introduction

PrimePartners Corporate Finance Pte. Ltd. ("**PPCF**") refers to the offer announcement dated 27 September 2018 ("**Offer Announcement**") in connection with the voluntary conditional cash offer (the "**Offer**") by PPCF, for and on behalf of Best Grace Holdings Pte. Ltd. (the "**Offeror**"), for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of Delong Holdings Limited (the "**Offeree**") other than Shares already held by the Offeror, its related corporations and their nominees at the date of the Offer Announcement (the "**Offer Shares**").

All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Announcement, unless otherwise expressly stated or the context otherwise requires.

2 Dealings Disclosure

Pursuant to Rule 12.1 of the Singapore Code on Take-overs and Mergers (the "**Code**"), PPCF wishes to announce, for and on behalf of the Offeror, that Best Decade Holdings Limited ("**Best Decade**"), an associate and concert party of the Offeror, and who has provided the Best Decade Undertaking, has acquired the following Shares on 1 October 2018 (the

“Acquired Shares”) via open market purchases on the SGX-ST, the details of which are set out below:

S/N	Description	
1.	Total number of Acquired Shares	774,800
2.	Percentage of the total number of Shares ⁽¹⁾ constituted by the Acquired Shares	0.70% ⁽²⁾
3.	Consideration paid per Share for the Acquired Shares, excluding brokerage fee, clearing fee and applicable tax	S\$6.94 / S\$6.95 / S\$6.96 / S\$6.97 / S\$6.98 ⁽³⁾
4.	Resultant total number of Shares owned or controlled by Best Decade ⁽⁴⁾	84,647,099
5.	Resultant total number of Shares owned or controlled by Best Decade as a percentage of the total number of Shares ⁽¹⁾	76.82% ⁽²⁾

Notes:

- (1) References to the total number of Shares in this Announcement is based on 110,182,709 Shares (with no Shares held in treasury) as at the date of this Announcement.
- (2) Rounded to the nearest two (2) decimal places.
- (3) A total of 774,800 Shares were acquired throughout the day – 25,900 Shares were acquired at the price of S\$6.94 per Share, 47,300 Shares were acquired at the price of S\$6.95 per Share, 183,200 Shares were acquired at the price of S\$6.96 per Share, 318,400 Shares were acquired at the price of S\$6.97 per Share, and 200,000 Shares were acquired at the price of S\$6.98 per Share.
- (4) The Relevant Shares which are subject to the Best Decade Undertaking includes the 83,255,199 Best Decade Shares originally held by Best Decade as at the date of the Offer Announcement and such additional Offer Shares as Best Decade may acquire after the Announcement Date and before the Offer closes.

3 Resultant Shareholding

As at 5.00 p.m. (Singapore time) on 1 October 2018, the total number of Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it is 84,647,099 Shares, representing approximately 76.82% of the total number of Shares.

4 Responsibility Statement

The sole director of the Offeror has taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement 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. Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, information relating to the Offeree), the sole responsibility of the Offeror’s director 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 reflected or reproduced in this Announcement.

Issued by

PrimePartners Corporate Finance Pte. Ltd.

For and on behalf of

Best Grace Holdings Pte. Ltd.

1 October 2018

Any inquiries relating to this Announcement, the Offer Announcement or the Offer should be directed during office hours to PrimePartners Corporate Finance Pte. Ltd. at +65 6229 8088.

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and none of the Offeror and PPCF undertakes any obligation to update publicly or revise any forward-looking statements.