DUKANG DISTILLERS HOLDINGS LIMITED
(Incorporated in Bermuda)
(Company Registration No. 41457)

COMPLETION OF THE ACQUISITION OF GREAT RESOLUTE LIMITED AND THE DISPOSAL OF SEA WILL INTERNATIONAL LIMITED

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1. INTRODUCTION

The Board of Directors ("**Board**") of Dukang Distillers Holdings Limited ("**Company**" and collectively with its subsidiaries and associated company, "**Current Group**") refers to (a) its previous announcements dated 17 November 2018, 15 November 2019, 8 June 2020, 30 June 2020, 9 December 2020, 30 March 2021,1 April 2021, 4 May 2021, 6 May 2021,15 June 2021 and 24 June 2021; and (b) the Company's circular to shareholders lodged with the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 31 March 2021 ("**Circular**"), in relation to, *inter alia*, the proposed acquisition of Great Resolute Limited as a very substantial acquisition and an interested person transaction, and the proposed disposal of Sea Will International Limited as a major transaction and an interested person transaction (collectively, the "**Proposed Transactions**").

Capitalised terms not defined herein shall bear the same meaning ascribed to them in the Circular.

2. COMPLETION

2.1. The Board wishes to announce that all the conditions precedent for the Completion of the Proposed Transactions have been fulfilled and/or waived in accordance with the terms of the Agreement and the Proposed Transactions have been completed today.

2.2. Pursuant to Completion, the Company has:

(a) acquired all the issued and fully-paid shares in Great Resolute held by Keen Wind; and

(b) disposed of all the issued and fully-paid shares in Sea Will held by the Company to Keen Wind.

Accordingly, the Company has entirely disposed of its Current Business (through the Dukang Disposal) and its business now comprises wholly of the business carried out by the Xingnong Group (through the Xingnong Acquisition).

3. RETIREMENT AND APPOINTMENT OF DIRECTORS

3.1. The Company has received letters from the following Directors in relation to their resignation from the Board with effect from 3 July 2021:

(a) Zhou Tao who is currently the Executive Chairman and CEO of the Company; and

(b) Jia Guobiao who is currently a Non-Executive Director.

The Board records its appreciation to Zhou Tao and Jia Guobiao for their contributions to the Company.

3.2. In connection with the Proposed Transactions, with effect on and from 3 July 2021, being the Completion Date:

(a) Tan Siok Sing (Calvin), who is currently the Lead Independent Non-Executive Director, is re-designated as the Non-Executive Chairman and Independent Director;

(b) Huo Lei, who is currently an Executive Director, is re-designated as a Non-Executive Director;

(c) Hu Chao is appointed as an Executive Director;[1] and

(d) Zhao Chichun (David) is appointed as an Executive Director.

3.3. In view of the foregoing changes, the Board of Directors will comprise of the following with effect from 3 July 2021:

Board of Directors
Tan Siok Sing (Calvin) (*Non-Executive Chairman and Independent Director*)
Hu Chao (*Executive Director*)
Zhao Chichun (David) (*Executive Director*)
Huo Lei (*Non-Executive and Non-Independent Director*)
Ho Teck Cheong (*Independent Non-Executive Director*)
Jack Chia (*Independent Non-Executive Director*)

3.4. As mentioned in the Circular, the composition of each Board committee remains unchanged upon Completion and they are set out below:

Audit Committee
Ho Teck Cheong (*Chairman*)
Tan Siok Sing (Calvin) (*Member*)
Jack Chia (*Member*)

Nominating Committee
Jack Chia (*Chairman*)
Tan Siok Sing (Calvin) (*Member*)
Ho Teck Cheong (*Member*)

Remuneration Committee
Jack Chia (*Chairman*)
Tan Siok Sing (Calvin) (*Member*)
Ho Teck Cheong (*Member*)

4. APPOINTMENT OF COMPLIANCE ADVISERS

4.1. In accordance with the conditions set out in the SGX-ST's approval-in-principle dated 31 March 2021 ("**AIP**"), as the resolution for the Proposed Listing Transfer was not carried at the SGM, the Company has duly appointed the financial adviser, ZICO Capital Pte Ltd, as its compliance adviser for a period of three (3) years post-Completion.

[1] As at Completion, Hu Chao is also the Chief Executive Officer of the Company and Legal Representative of Xingnong Agriculture.

4.2. The AIP is not to be taken as an indication of the merits of the Proposed Acquisition, the Company and/or its subsidiaries.

5. COMPANY TO REMAIN ON WATCH-LIST

5.1. The Board wishes to highlight that as the Company did not proceed with the proposed transfer of its listing status to the Catalist following Completion, it continues to remain on the watch-list pursuant to Rule 1311 of the Main Board Rules.

5.2. Pursuant to Rule 1314 of the Main Board Rules, the Company will be assessed by the SGX-ST for removal from the watch-list if it records a consolidated pre-tax profit for the most recently completed financial year (based on the audited full year consolidated accounts) and an average daily market capitalisation of S$40 million or more over the last six (6) months, within 36 months from 4 December 2019, failing which the SGX-ST would either delist the Company or suspend trading of the Company's shares with a view to delisting the Company.

5.3. The Company and the Board intend to take active steps to satisfy the abovementioned requirements. **However, the Board wishes to highlight that there is no assurance that the Company will be successful in exiting the watch-list of the SGX-ST within the prescribed time period.**

5.4. Please refer to Section 3.6 entitled "Rule 1015(2) of the Main Board Rules" and Section 14.2(a) entitled "Watch-List Requirements" of the Circular for further information.

6. POSSIBLE DELISTING OF TDRs

6.1. As stated in the Circular, it was a condition precedent to Completion for the Company to obtain TWSE Concurrence that all the outstanding TDRs representing Shares in the Company may remain listed on the Taiwan Stock Exchange following Completion. A decision to waive the TWSE Concurrence shall be subject to the unanimous approval by all of the Independent Directors.

6.2. As stated in the Company's announcement dated 15 June 2021, TWSE informed the Company that the requirements under Article 53.30 of the TWSE Operating Rules for the maintenance of listing status of the TDRs on the TWSE will not be satisfied following Completion, and accordingly, the TDRs will be required to be delisted.

6.3. As the Independent Directors had given their unanimous approval for the Company to waive the condition precedent in relation to the TWSE Concurrence, the Company had accordingly done so and proceeded with Completion.

6.4. The Board wishes to update the Shareholders that with Completion, it is envisaged that the TWSE will direct the Company to effect a TDR delisting process. The Board intends to continue engaging the TWSE in discussions with regard to the TWSE Application and the specific requirements in respect of the delisting of the TDRs, and will keep shareholders informed on any material developments.

6.5. Please refer to Section 9.3(f) entitled "Risk Factors relating to the Restructured Group – Risks relating to the Company's listing on the Taiwan Stock Exchange" of the Circular for further information.

7. CHANGE OF NAME

Following the approval by shareholders of the Company at the special general meeting of the Company held on 6 May 2021, the Completion having taken place on 3 July 2021, the Company will arrange for the relevant filings to be made with the Registrar of Companies in Bermuda for:

(a) the change of name of the Company from "Dukang Distillers Holdings Limited" to "China Shenshan Orchard Holdings Co. Ltd."; and

(b) the adoption of the Chinese name "中国神山果农控股有限公司" as the secondary name of the Company.

The Company will also make arrangements with the SGX-ST to change its trading counter name on the Mainboard.

The Company will keep shareholders informed on any material developments in this regard.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Transactions, the Company, the Current Group and the Dukang Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

By Order of the Board

Huo Lei
Non-Executive and Non-Independent Director
3 July 2021