

VOLUNTARY CONDITIONAL CASH PARTIAL OFFER

by

NG HOCK CHING

To acquire 70,000,000 issued ordinary and paid up shares in the capital of

FU YU CORPORATION LIMITED
(Company Registration No. 198004601C)
(Incorporated in the Republic of Singapore)

other than those held in treasury
and those already owned, controlled or agreed to be acquired by
Ng Hock Ching or any party acting in concert with him

DESPATCH OF OFFER DOCUMENT

1. INTRODUCTION

Reference is made to the announcement dated 3 March 2014 issued by Mr Ng Hock Ching (the “**Offeror**”) in connection with his intention to make a voluntary conditional cash partial offer to acquire 70,000,000 issued ordinary and paid up shares in the capital of the Company, other than shares held in treasury and shares already owned, controlled or agreed to be acquired by him or any party acting in concert with him (“**Partial Offer Announcement**”).

Unless otherwise defined herein, all capitalised terms used in this Announcement shall have the meaning ascribed thereto in the Partial Offer Announcement.

2. DESPATCH OF OFFER DOCUMENT, FAA AND FAT

On 21 March 2014, the Offeror has despatched to the shareholders of the Company the formal offer document (“**Offer Document**”), setting out the terms of the Partial Offer and enclosing:

- (a) in the case of shareholders whose Shares are deposited with The Central Depository (Pte) Limited (“**CDP**”) (“**Depositor**”), a Form of Acceptance and Authorisation (“**FAA**”); and
- (b) in the case of shareholders whose Shares are not deposited with CDP and are registered in their own names (“**Scrip Shareholders**”), a Form of Acceptance and Transfer (“**FAT**”).

3. KEY DATES

The Partial Offer will close at 5.30 p.m. (Singapore time) on **21 April 2014** (“**First Closing Date**”) or such later date(s), if any, as may be announced from time to time by or on behalf of the Offeror (“**Closing Date**”).

Shareholders of the Company who wish to accept the Partial Offer should do so before the Closing Date. Detailed instructions on how to accept the Partial Offer are set out in the Offer Document (see section 5 (*Acceptances*) and Appendix B of the Offer Document) and on the FAA and the FAT.

The Register of Members and Depository Register of the Company will be closed at 5.00 p.m. (Singapore time) on 7 April 2014 (“**Record Date**”) to determine the entitlements of the shareholders to the Partial Offer. An entitlement notification letter (“**Entitlement Notification Letter**”) will be despatched to shareholders of the Company shortly after the Record Date to or notify them of the number of Shares held by them as at the Record Date and their Relevant Percentage Offer Shares. **For the avoidance of doubt, if you are unsure about the number of Shares you hold as at the Record Date, you may wait until you receive the Entitlement Notification Letter after the**

Record Date which will notify you of your Relevant Percentage Offer Shares as at the Record Date, before completing the FAA and/or FAT.

4. HOW TO OBTAIN OFFER DOCUMENT, FAA AND FAT

4.1 Electronic copies of the Offer Document, the FAA and the FAT may be found at the SGX-ST's website www.sgx.com.

If you are a shareholder of the Company and have not received a copy of the Offer Document, the FAA or the FAT within a week from the date of this Announcement, you may attend in person at:

- (i) in the case of Depositor, CDP at 4 Shenton Way, #02-01 SGX Centre 2, Singapore 068807 on or prior to 11 April 2014, and at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 on or after 14 April 2014; and
- (ii) in the case of Scrip Shareholders, the share registrar of the Company, Boardroom Corporate & Advisory Services Pte Ltd ("**Share Registrar**"), at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, to obtain a copy of the Offer Document, the FAA or, as applicable, the FAT.

4.2 The availability of the Partial Offer to a Relevant Shareholder whose address is outside Singapore (as shown on the Register of Members or the records of CDP) ("**Overseas Shareholder**") may be affected by the laws of the relevant jurisdictions. For the avoidance of doubt, the Partial Offer is made to all shareholders including those to whom the Offer Document and the related forms of acceptance have not been, or will not be, sent, provided that this Offer Document and the related forms of acceptance do not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful and the Partial Offer is not being made into any jurisdiction in which the making or acceptance of the Partial Offer would not be in compliance with the laws of such jurisdiction. The Offeror may, in his sole discretion, take such action as he may deem necessary to extend the Partial Offer to Relevant Shareholders in any such jurisdiction.

Overseas Shareholders may alternatively, subject to compliance with applicable laws, write to CDP (in the case of Depositor) or the Share Registrar (in the case of Scrip Shareholders), in either case at the address stated above, to request for a copy of the Offer Document, the FAA or, as applicable, the FAT to be sent to an address in Singapore by ordinary post at your own risk, up to three market days prior to the Closing Date. It is the responsibility of an Overseas Shareholder who wishes to accept the Partial Offer to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements. If any shareholder is in doubt about his position, he should consult his professional adviser in the relevant jurisdiction. **All Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.**

5. INDEPENDENT ADVICE

As announced by the Company on 6 March 2014, a circular containing the recommendation of the directors of the Company who are considered independent in relation to the Partial Offer under the Singapore Takeovers Code ("**Independent Directors**"), and the opinion of Partners Capital (Singapore) Pte Ltd, the independent financial advisers ("**IFA**") appointed by the board of directors of the Company in relation to the Partial Offer, will be sent to shareholders of the Company within 14 days from the date of despatch of the Offer Document. Shareholders may wish to consider their advice before taking any action in relation to the Partial Offer.

6. RESPONSIBILITY STATEMENT

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, and the Offeror accepts responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, information relating to the Company), the sole responsibility of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

Issued by

NG HOCK CHING

21 March 2014