SECURITIES AND FUTURES ACT (CAP. 289) SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

NOTIFICATION FORM FOR DIRECTOR/CHIEF EXECUTIVE OFFICER IN RESPECT OF INTERESTS IN SECURITIES

FORM

1
(Electronic Format)

Explanatory Notes

- 1. Please read the explanatory notes carefully before completing this notification form.
- 2. This form is for a Director/Chief Executive Officer ("CEO") to give notice of his interests in the securities of the Listed Issuer under section 133, 137N or 137Y of the Securities and Futures Act (Cap. 289) (the "SFA"). Please note that the requirement to disclose interests in participatory interests applies **only** to a director and where the Listed Issuer is a Singapore-incorporated company.
- 3. This electronic Form 1 and a separate Form C, containing the particulars and contact details of the Director/CEO, must be completed by the Director/CEO or a person duly authorised by him to do so. The person so authorised should maintain records of information furnished to him by the Director/CEO.
- 4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
- 5. A single form may be used by a Director/CEO for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of/of becoming aware of, the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
- 6. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking on the paper clip icon on the bottom left-hand corner or in item 3 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 7. Except for item 4 of Part III, please select only one option from the relevant check boxes.
- 8. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
- 9. In this form, the term "Listed Issuer" refers to -
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;
 - (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
 - (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
 - (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estaterelated assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
- 10. For further instructions and guidance on how to complete this notification form, please refer to section 6 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at http://www.mas.gov.sg (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General Name of Listed Issuer: China Hongcheng Holdings Limited 2. Type of Listed Issuer: ✓ Company/Corporation Registered/Recognised Business Trust Real Estate Investment Trust 3. Name of Director/CEO: Liu Ming 4. Is the Director/CEO also a substantial shareholder/unitholder of the Listed Issuer? ✓ Yes ☐ No 5. Is the Director/CEO notifying in respect of his interests in securities of, or made available by, the Listed Issuer at the time of his appointment? Yes (Please proceed to complete Part II) (Please proceed to complete Part III) ✓ No Date of notification to Listed Issuer: 6. 30-Aug-2016

Part III - For an incumbent Director/CEO giving notice of an acquisition of, or a change in his interest in, securities of or made available by the Listed Issuer

<u>ans</u>	action A ①
D	ate of acquisition of or change in interest:
30)-Aug-2016
	ate on which Director/CEO became aware of the acquisition of, or change in, interest f different from item 1 above, please specify the date):
30)-Aug-2016
	xplanation (if the date of becoming aware is different from the date of acquisition of, or change , interest):
-	ype of securities which are the subject of the transaction (more than one option may be hosen): Ordinary voting shares/units of Listed Issuer
	Other types of shares/units (excluding ordinary voting shares/units) of Listed Issuer
	Rights/Options/Warrants over shares/units of Listed Issuer
	Debentures of Listed Issuer
	Rights/Options over debentures of Listed Issuer
	Contracts over shares of the Listed Issuer which Director/CEO is a party to, or under which he is entitled to a benefit, being contracts under which any person has a right to call for or to make delivery of shares in the Listed Issuer
	Participatory interests made available by Listed Issuer
	Others (please specify):
	umber of shares, units, rights, options, warrants, participatory interests and/or principal mount/value of debentures or contracts acquired or disposed of by Director/CEO:
45	5,020,000 ordinary shares (in Liu Ming's name) and 89,060,000 ordinary shares (in York Worth Limited's name)
Δι	mount of consideration paid or received by Director/CEO (excluding brokerage and stamp
	nies).

7.	Circumstance giving rise to the interest or change in interest:
	Acquisition of:
	Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
	Securities via physical settlement of derivatives or other securities
	Securities pursuant to rights issue
	Securities via a placement
	Securities following conversion/exercise of rights, options, warrants or other convertibles
	Disposal of:
	Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
	Other circumstances :
	Acceptance of employee share options/share awards
	☐ Vesting of share awards
	Exercise of employee share options
	✓ Acceptance of take-over offer for Listed Issuer
	Corporate action by Listed Issuer (please specify):
	Others (please specify):
8.	Quantum of interests in securities held by Director/CEO before and after the transaction.

8. Quantum of interests in securities held by Director/CEO before and after the transaction. Please complete relevant table(s) below (for example, Table 1 should be completed if the change relates to ordinary voting shares of the Listed Issuer; Table 4 should be completed if the change relates to debentures):

Table 1. Change in respect of ordinary voting shares/units of Listed Issuer

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of ordinary voting shares/units held:	45,020,000	89,060,000	134,080,000
As a percentage of total no. of ordinary voting shares/units:	16.8	33.23	50.03
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of ordinary voting shares/units held:	0	0	0

	As a percentage of total no. of ordinary voting shares/units:	0	0	0		
9.	Circumstances giving rise to deemed interests (if the interest is such): [You may attach a chart(s) in item 10 to illustrate how the Director/CEO's deemed interest, as set out in item 8 tables 1 to 8, arises]					
	Liu Ming is the sole shareholder and directed ordinary shares held by York Worth Limited a trust deed dated 27 June 2007. None of the Worth Limited consumerable on the date.	l in trust for 573 em nese employees are	oloyees of the Cl related to Liu M	hina Hongcheng grou ing.	p pursuant to	
	York Worth Limited concurrently on the da Pte Limited in respect of all its 89,060,000 o				tai vantage	
10.	Attachments (if any):					
	(The total file size for all attachment(s)					
11.	If this is a replacement of an earlier (a) SGXNet announcement referen	•	•		on SCVNot	
	(a) SGXNet announcement reference (the "Initial Announcement"):	nce of the <u>nirst</u> h	ouncation which	ch was announced	on SGANE	
	(b) Date of the Initial Announceme	nt:				
	(c) 15-digit transaction reference	number of the re	Jevant transa	ction in the Form 1	I which was	
	attached in the Initial Announce		ievani transa	Cuon in the Folin	i willcii was	
12.	Remarks (if any):					
	Liu Ming has waived his rights under Rule 30 of the Singapore Code on Take-overs and Mergers to receive any cash settlement or payment for his acceptance of the exit offer by Capital Vantage Pte Limited in respect of all the ordinary shares in China Hongcheng Holdings Limited held directly by him.					
	The percentage of shareholding is calculate of 268,000,000 ordinary shares as at 1 Augus		ıl issued and pai	d-up share capital of tl	he Listed Issuer	
Tra	ansaction Reference Number (auto-ge	nerated):				
7		4				

3	30-Aug-2016
	Date on which Director/CEO became aware of the acquisition of, or change in, interest (if different from item 1 above, please specify the date):
3	30-Aug-2016
	Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):
(Type of securities which are the subject of the transaction (more than one option may be chosen): Ordinary voting shares/units of Listed Issuer
	Other types of shares/units (excluding ordinary voting shares/units) of Listed Issuer
L	Rights/Options/Warrants over shares/units of Listed Issuer Debentures of Listed Issuer
Г	Rights/Options over debentures of Listed Issuer
	Contracts over shares of the Listed Issuer which Director/CEO is a party to, or under which he is entitled to a benefit, being contracts under which any person has a right to call for or to make delivery of shares in the Listed Issuer
	Participatory interests made available by Listed Issuer
	Others (please specify):
	Number of shares, units, rights, options, warrants, participatory interests and/or principa amount/value of debentures or contracts acquired or disposed of by Director/CEO:
2	226,084,700 ordinary shares (in the name of the offeror Capital Vantage Pte Limited)
	Amount of consideration paid or received by Director/CEO (excluding brokerage and stamp duties):
S	\$\$977,749.38 (being the total exit offer price paid by the offeror Capital Vantage Pte Limited)

7.	Circumstance giving rise to the interest or change in interest: Acquisition of: Securities via market transaction Securities via off-market transaction (e.g. married deals) Securities via physical settlement of derivatives or other securities Securities pursuant to rights issue Securities via a placement
	 Securities following conversion/exercise of rights, options, warrants or other convertibles Disposal of: Securities via market transaction Securities via off-market transaction (e.g. married deals)
	Other circumstances: ☐ Acceptance of employee share options/share awards ☐ Vesting of share awards ☐ Exercise of employee share options ☐ Acceptance of take-over offer for Listed Issuer ☐ Corporate action by Listed Issuer (please specify):
	☐ Others (please specify):
8.	Quantum of interests in securities held by Director/CEO before and after the transaction. Please complete relevant table(s) below (for example, Table 1 should be completed if the change relates to

ordinary voting shares of the Listed Issuer; Table 4 should be completed if the change relates to debentures):

Table 1. Change in respect of ordinary voting shares/units of Listed Issuer

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of ordinary voting shares/units held:	0	0	0
As a percentage of total no. of ordinary voting shares/units:	0	0	0
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of ordinary voting shares/units held:	0	226,084,700	226,084,700

	As a	a percentage of total no. of ordinary ng shares/units:	0	84.36	84.36
9.	[Υοι	umstances giving rise to deemed I may attach a chart(s) in item 10 Dut in item 8 tables 1 to 8, arises]	•	,	deemed interest, as
	has re the e	ling is the sole director and shareholde eceived valid acceptances representing xit offer by Capital Vantage Pte Limited ings Limited held by all shareholders.	226,084,700 ordinary s	shares in China Ho	ngcheng Holdings Limited for
0.	Atta	chments (if any): 1	should not exceed 1MB)	
1.	If thi	s is a replacement of an earlier r	notification, please p	rovide:	
	(a)	SGXNet announcement referen	ice of the <u>first</u> notifi	cation which wa	s announced on SGXNet
		(the "Initial Announcement"):			
	(b)	Date of the Initial Announcemen			
	(6)	Date of the fillial / tillouricemen			
	(c)	15-digit transaction reference r	 number of the releva	ant transaction	in the Form 1 which was
	()	attached in the Initial Announce			
2.	Pom	arks (<i>if any</i>):			
۷.		ercentage of shareholding is calculate	d based on the total iss	ued and paid-up s	hare capital of the Listed Issue
		8,000,000 ordinary shares as at 1 Augus			
T		tion Defending Months of automotion			
	ansac	tion Reference Number (auto-ger	nerated):		
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8	ansac 2 4			on form on behal	f of the Director/CEO.
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(b)	Designation (if applicable):
	Chief Financial Officer
(c)	Name of entity (if applicable):
	China Hongcheng Holdings Limited