

UPDATE ON SUSPENSION OF TRADING – POSSIBLE VOLUNTARY DELISTING OF THE COMPANY

1. INTRODUCTION

The board of directors (the “**Board**”) of Sunmart Holdings Limited (the “**Company**”) wishes to announce that the Company is in the early stages of considering a possible voluntary delisting of its shares (the “**Shares**”) from the Official List of the SGX-ST (“**Possible Delisting**”) pursuant to Rules 1307 and 1309 of the SGX-ST Listing Manual.

2. NO CERTAINTY OR ASSURANCE OF THE POSSIBLE DELISTING

The Company emphasises that the Possible Delisting remains subject to, among other things:

- (a) the finalisation of financing and other arrangements and execution of definitive documentation;
- (b) approval of all relevant authorities, including the SGX-ST and the Singapore Securities Industry Council, as well as satisfaction of any conditions imposed thereby;
- (c) approval of Shareholders;
- (d) compliance with all applicable laws and regulations, including the Companies Act (Cap. 50), the SGX-ST Listing Manual (in particular, Listing Rules 1307 and 1309), and the Singapore Code on Takeovers and Mergers; and
- (e) no governmental authority or court of competent jurisdiction having enacted, issued, promulgated, enforced or entered any law, rule, regulation, judgment, decree, executive order or award having the effect of making any of the contemplated transactions illegal or otherwise prohibiting consummation thereof.

Shareholders and any other investors should note that there is no certainty or assurance that the Possible Delisting will eventually be carried out. However, if the Possible Delisting is carried out, the Company shall ensure that the Possible Delisting is in compliance with Rules 1307 and 1309 of the SGX-ST Listing Manual.

Shareholders and other investors in the Company should exercise caution when dealing in the Shares, pending any definitive announcement(s) from the Company. In the event of any doubt, they should consult their stockbrokers, bank managers, solicitors, accountants and other professional advisers.

3. SINGAPORE CODE ON TAKEOVERS AND MERGERS

This Announcement does not amount to a firm intention to make an offer under Rule 3.5 of the Singapore Code on Takeovers and Mergers.

Further announcement(s) to update Shareholders in relation to the Possible Delisting and will be made as and when appropriate or necessary and in any event on a monthly basis by way of progress announcement(s) under Note 5 to Rule 3.3 of the Singapore Code on Takeovers and Mergers until an announcement of a firm intention to make the exit offer or of a decision not to proceed with an exit offer is made.

4. 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 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, 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, 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
SUNMART HOLDINGS LIMITED

Sun Bingzhong
Executive Chairman
20 April 2016