



BIOSENSORS INTERNATIONAL GROUP, LTD.

(Incorporated in Bermuda as an exempted company limited by shares)
(Company Registration Number: 24983)

PROPOSED AMALGAMATION BETWEEN BIOSENSORS INTERNATIONAL GROUP, LTD. AND CB MEDICAL HOLDINGS LIMITED AND VOLUNTARY DELISTING OF BIOSENSORS INTERNATIONAL GROUP, LTD.

- (1) **NOTICE OF BOOKS CLOSURE DATE AND LAST TRADING DAY;**
- (2) **UPDATE ON IMPORTANT INDICATIVE DATES AND EVENTS; AND**
- (3) **UPDATE ON STATUS OF AMALGAMATION CONDITIONS.**

1. INTRODUCTION

Biosensors International Group, Ltd. (the "**Company**") refers to (a) the joint announcement jointly issued by the Company and CB Medical Holdings Limited ("**CBMHL**") dated 4 November 2015 in respect of the proposed amalgamation (the "**Amalgamation**") between the Company and CBMHL, a substantial shareholder of the Company, under the laws of Bermuda, the update joint announcement jointly issued by the Company and CBMHL on 10 February 2016 in connection with the Amalgamation, and the announcement issued by the Company on 3 March 2016 on the despatch of the Amalgamation Document (as defined below) and update on status of Amalgamation Conditions (collectively, the "**Announcements**"); and (b) the amalgamation document dated 3 March 2016 ("**Amalgamation Document**") issued by the Company in relation to the Amalgamation and voluntary delisting of the Company from the Official List of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") pursuant to Rules 1307 and 1309 of the listing manual of the SGX-ST (the "**Delisting**").

Unless otherwise defined herein, all terms used but not defined in this announcement shall have the same meanings ascribed to them in the Amalgamation Document.

2. LAST DAY OF TRADING AND DATE OF SUSPENSION OF TRADING

Further to the Announcements, the Company wishes to announce that, subject to the approval by Shareholders of both the Delisting Resolution and the Amalgamation Resolution at the 2016 SGM ("**Shareholders' Approval**"), the last day of trading in the Shares on the SGX-ST will be 4 April 2016. Accordingly, trading of the Shares on SGX-ST will be suspended with effect from 9.00 a.m. on 5 April 2016 and will only be resumed in the event that Shareholders' Approval is not obtained.

In the event that Shareholders' Approval is obtained at the 2016 SGM, Shareholders should note the important dates and events set out in Section 4 of this announcement.

3. NOTICE OF BOOKS CLOSURE DATE

NOTICE IS HEREBY GIVEN that, subject to Shareholders' Approval being obtained at the 2016 SGM, the Transfer Books and Register of Members of the Company will be closed from **5.00 p.m. on 7 April 2016** for the purpose of determining the entitlements of the Entitled Shareholders under the Amalgamation.

Duly completed registrable transfers received by the Company's Share Registrar, M & C Services Private Limited (the "**Share Registrar**") at 112 Robinson Road #05-01, Singapore 068902, before **5.00 p.m. on 7 April 2016** will be registered before entitlements of Shareholders are determined. Shareholders whose securities accounts with CDP are credited with Shares as at **5.00 p.m. on 7 April 2016** will be Entitled Shareholders under the Amalgamation.

4. IMPORTANT DATES AND EVENTS

Shareholders should take note of the following important dates and events. All references to dates and times below are made by reference to Singapore dates and times. In the event of a change, the Company will publicly announce such change through the SGXNET.

Event	Indicative times and dates
2016 SGM Record Date	10.00 a.m. on 2 April 2016
Latest time and date for the lodgement of the Proxy Form (or Depositor Proxy Form, as the case may be) ^{1,2}	10.00 a.m. on 3 April 2016
Latest time and date for lodgement of Election Forms	5.30 p.m. on 7 April 2016
Time and date of 2016 SGM	10.00 a.m. on 5 April 2016
Last day of trading in Shares	4 April 2016
Books Closure Date	5.00 p.m. on 7 April 2016
Expected Record Date ³	7 April 2016
Expected Effective Date ⁴	8 April 2016
Expected Date of payment of the Cash Consideration	Within seven (7) business days after the Effective Date
Expected date of Delisting	After settlement of the Amalgamation Consideration

¹ Shareholders (or Depositors, as the case may be) are requested to lodge the Proxy Forms (or Depositor Proxy Forms, as the case may be) for the 2016 SGM in accordance with the instructions contained therein not less than forty-eight (48) hours before the time appointed for the 2016 SGM.

² All duly completed Proxy Forms (or Depositor Proxy Forms, as the case may be) for the 2016 SGM must be deposited at the office of the Company's Singapore Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902. Completion and lodgment of a Proxy Form will not preclude a Shareholder (or Depositor, as the case may be) from attending and voting in person or as CDP's proxy, as the case may be at the 2016 SGM in place of his proxy (or nominee, as the case may be). In such an event, the relevant proxy forms will be deemed to be revoked.

³ Assuming that the Effective Date is on 8 April 2016.

⁴ The Amalgamation becoming effective and binding is dependent upon the satisfaction or waiver of all the Amalgamation Conditions on or prior to the Record Date.

Shareholders should note that, save for the dates above not described as “expected”, the above timetable is indicative only and may be subject to change. For events listed above which are described as “expected”, please refer to future announcement(s) by the Company for the exact time and date of these events. In particular, Shareholders should regularly check the website of the SGX-ST at www.sgx.com after the 2016 SGM to ensure that they receive timely information on the remaining dates.

5. UPDATE ON STATUS OF AMALGAMATION CONDITIONS

The information set out in the Letter to Shareholders in the Amalgamation Document was based on the information available as at 25 February 2016, being the latest practicable date prior to the printing of the Amalgamation Document (the “**Latest Practicable Date**”). Paragraph 7.1.2 of the Letter to Shareholders in the Amalgamation Document and the announcement issued by the Company on 3 March 2016 on the despatch of the Amalgamation Document and update on status of Amalgamation Conditions set out updates on the status of the Amalgamation Conditions.

The Company wishes to update Shareholders that subsequent to the Latest Practicable Date, JPMorgan Chase Bank, N.A., Singapore Branch (“**JPMorgan**”) had on 3 March 2016 confirmed that it has agreed to:

- (a) Waive the potential event of default under Clause 19.8 (De-listing or Suspension) of the facility agreements dated 4 March 2013 and 2 March 2015 entered into between JPMorgan as lender and the Company as Borrower, as amended from time to time pursuant to the terms thereof (together, the “**Facility Agreement**”) which shall occur upon de-listing of the Company from the SGX-ST in April 2016 by reason of the Amalgamation;
- (b) Waive the potential breach of Clause 18.3 (Disposals) of the Facility Agreement by reason of the Amalgamation; and
- (c) Waive the potential event of default under only the “reorganisation” limb of Clause 19.6(a)(i) (Insolvency Proceedings) of the Facility Agreement by reason of the Amalgamation.

6. DIRECTORS’ RESPONSIBILITY STATEMENT

The directors of the Company (including any 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 which relate to the Company (excluding information relating to CBMHL) are fair and accurate and that, where appropriate, no material facts which relate to the Company have been omitted from this Announcement, and the directors of the Company jointly and severally accept responsibility accordingly.

Where any information which relates to the Company has been extracted or reproduced from published or otherwise publicly available sources or obtained from CBMHL, the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement. The directors of the Company do not accept any responsibility for any information relating to CBMHL or any opinion expressed by CBMHL.

BY ORDER OF THE BOARD

Yoh-Chie Lu
Chairman

24 March 2016