

JOINT ANNOUNCEMENT

by

China Energy Limited

(Company Registration No.: 200510060K)
(Incorporated in the Republic of Singapore)

and

Lianguo International Limited

(Company Registration No.: 1426420)
(Incorporated in the British Virgin Islands)

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- (A) **NO INTENTION TO REVISE THE EXIT OFFER PRICE;**
 - (B) **DELISTING OF THE COMPANY; AND**
 - (C) **LEVEL OF ACCEPTANCES OF THE EXIT OFFER**
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1. INTRODUCTION

- 1.1 The board of directors (the “**Board**” or the “**CEL Directors**”) of China Energy Limited (the “**Company**”) and the sole director (the “**Sole Director**”) of Lianguo International Limited (the “**Offeror**”) refer to:
- (a) the circular issued by the Company to its shareholders (“**Shareholders**”) dated 13 August 2014 (the “**Circular**”);
 - (b) the exit offer letter dated 15 September 2014 in relation to the exit offer by the Offeror to acquire all the issued ordinary shares in the capital of the Company (the “**Shares**”) held by all the Shareholders (the “**Exit Offer**”);
 - (c) the announcement made by the Company on 23 September 2014; and
 - (d) the joint announcements made by the Company and the Offeror on 11 November 2013, 15 September 2014 and 26 September 2014.
- 1.2 All capitalised terms used and not defined herein shall have the same meanings given to them in the Circular, unless otherwise expressly stated or where the context otherwise requires.

2. NO INTENTION TO REVISE THE EXIT OFFER PRICE

2.1 Exit Offer Price

The Exit Offer is made on the following basis:

For each Share: S\$0.052 in cash (the “Exit Offer Price”)

The Board wishes to remind its Shareholders that as stated in the Circular, the Exit Offer Price is applicable to any number of Shares that are tendered in acceptance of the Exit Offer.

2.2 No Revision to the Exit Offer Price

The Offeror does not intend to revise the Exit Offer Price under any circumstances.

3. DELISTING OF THE COMPANY

The Board wishes to remind its Shareholders that as stated in the joint announcement made by the Company and the Offeror on 26 September 2014, Shareholders have approved the Delisting Resolution in accordance with Rules 1307 and 1309 of the Listing Manual of SGX-ST at the Extraordinary General Meeting of the Company held on 5 September 2014. Hence, regardless of the final level of acceptances on the Closing Date, the Company will be delisted from the Official List of SGX-ST.

4. LEVEL OF ACCEPTANCES OF THE EXIT OFFER

- 4.1 The Offeror wishes to announce that, as at 5:00 p.m. on 2 October 2014, the total number of Shares (a) for which valid acceptances have been received (from Shareholders other than parties acting or presumed to be acting in concert with the Offeror), (b) held by the Offeror and the parties acting or presumed to be acting in concert with it as at the Announcement Date, and (c) acquired or agreed to be acquired between the Announcement Date and up to 5:00 p.m. on 2 October 2014, by the Offeror and the parties acting or presumed to be acting in concert with it are as follows:

	Number of Shares	Percentage of total number of issued Shares ¹ (%)
(a) Valid acceptances of the Offer received (from Shareholders other than parties acting or presumed to be acting in concert with the Offeror) as at 5:00 p.m. on 2 October 2014	443,739,987	35.42
(b) Valid acceptances of the Offer received (from parties acting or presumed to be acting in concert with the Offeror) as at 5:00 p.m. on 2 October 2014	654,351,400	52.23
(c) Shares held by the Offeror and its Concert Parties as at 11 November 2013, being the Announcement Date	654,351,400	52.23
(d) Shares acquired or agreed to be acquired by the Offeror and the parties acting or presumed to be acting in concert with it (other than pursuant to valid acceptances of the Offer) between the Announcement Date and up to 5:00 p.m. on 2 October 2014	-	-

¹ References in this announcement to the total number of issued Shares are based on 1,252,885,000 Shares in issue as at 2 October 2014.

- 4.2 Accordingly, based on information available to the Offeror, as at 5:00 p.m. on 2 October 2014, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and parties acting or presumed to be acting in concert with it, and (b) valid acceptances of the Exit Offer, amount to an aggregate of 1,098,091,387 Shares, representing approximately 87.65 per cent. of the issued Shares.

5. RESPONSIBILITY STATEMENTS

The CEL Directors (including those who may have delegated detailed supervision of this joint announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this joint announcement which relate to CEL are fair and accurate and that no material facts in relation thereto have been omitted from this joint announcement, and they jointly and severally accept responsibility accordingly.

The Sole Director of the Offeror (who may have delegated detailed supervision of this joint announcement) has taken all reasonable care to ensure that the facts stated and all opinions expressed in this joint announcement (other than those relating to CEL and its subsidiaries) are fair and accurate and that no material facts in relation thereto have been omitted from this joint announcement, and accepts responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the CEL Directors and the Sole Director 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 joint announcement.

By Order of the Board of CEL

Ong Kian Min
Lead Independent Director

CHINA ENERGY LIMITED

By Order of the Sole Director of the Offeror

Cui Lianguo
Director

LIANGUO INTERNATIONAL LIMITED

3 October 2014