

EXIT OFFER
in connection with
THE PROPOSED VOLUNTARY DELISTING OF CHINA DAIRY GROUP LTD.

By

UOB KAY HIAN PRIVATE LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 197000447W)

for and on behalf of
WINNER INTERNATIONAL INVESTMENTS LIMITED
(Incorporated in Hong Kong)
(Company Registration No.: 0822594)
to acquire all the issued and paid-up ordinary shares in the capital of



CHINA DAIRY GROUP LTD.
(Company Registration No. 199703080Z)
(Incorporated in the Republic of Singapore)

other than those already owned, controlled or agreed to be acquired by the Offeror

**OFFER DECLARED UNCONDITIONAL AS TO ACCEPTANCES AND
LEVEL OF ACCEPTANCES**

1. INTRODUCTION

UOB Kay Hian Private Limited (“**UOBKH**”) refers to the exit offer letter dated 12 April 2016 (the “**Exit Offer Letter**”) in relation to the exit offer (the “**Exit Offer**”) by UOBKH, for and on behalf of Winner International Investments Limited (the “**Offeror**”) to acquire all the issued ordinary shares in the capital of the Company (the “**Shares**”) held by shareholders of the Company (the “**Shareholders**”), other than those Shares already owned, controlled or agreed to be acquired by the Offeror (the “**Offer Shares**”), in connection with the proposed voluntary delisting of China Dairy Group Ltd. (the “**Company**”) from the Official List of the Main Board 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 “**Listing Manual**”).

All capitalised terms used and not defined herein shall have the same meanings given to them in the Exit Offer Letter.

2. EXIT OFFER DECLARED UNCONDITIONAL AS TO ACCEPTANCES

2.1 Conditions to the Exit Offer. As stated in the Exit Offer Letter, the Proposed Delisting and Exit Offer are conditional on:

- (a) the Delisting Resolution (i) being approved by a majority of at least 75% of the total number of issued Shares held by the Shareholders present and voting, on a poll, either in person or by proxy at the EGM to be convened for the Shareholders

to vote on the Delisting Resolution (the Directors and controlling Shareholders need not abstain from voting on the Delisting Resolution) and (ii) not being voted against by 10% or more of the total number of issued Shares held by the Shareholders present and voting, on a poll, either in person or by proxy at the EGM (collectively, the “**Delisting Resolution Approval Condition**”);

- (b) confirmation by the SGX-ST that it has no objection to the Proposed Delisting subject to the satisfaction of the Delisting Resolution Approval Condition; and
- (c) the Offeror having received, by the close of the Exit Offer, valid acceptances in respect of such number of Offer Shares which, together with Shares owned, controlled or agreed to be acquired by the Offeror either before or during the Exit Offer, pursuant to the Exit Offer or otherwise, will result in the Offeror and persons acting in concert with it holding such number of Shares carrying **more than 50%** of the voting rights attributable to the issued share capital of the Company as at the close of the Exit Offer (the “**Minimum Acceptance Condition**”).

2.2 **Exit Offer becomes unconditional as to acceptances.** The Minimum Acceptance Condition has been satisfied as at 5.00 p.m. (Singapore time) on 20 April 2016 pursuant to the level of acceptances set out in paragraph 3 below.

2.3 **Other Conditions to the Exit Offer.** As stated in the Exit Offer Letter, the SGX-ST has in its letter dated 31 March 2016, informed the Company that it has no objection to the Proposed Delisting of the Shares from the Official List of the SGX-ST, subject to the approval by Shareholders in compliance with the requirements of Rule 1307 of the Listing Manual and fulfilment of all other conditions precedent to the Proposed Delisting. However, the SGX-ST’s decision is not to be taken as an indication of the merits of the Proposed Delisting.

As the Delisting Resolution Approval Condition has not been satisfied as at the date of this Announcement, the Exit Offer remains subject to the satisfaction of the Delisting Resolution Approval Condition. Accordingly, the Exit Offer has **not** become unconditional in all respects as at the date of this Announcement.

The EGM to be convened by the Company to seek the approval of Shareholders to the Delisting Resolution Approval Condition pursuant to Rule 1307 of the Listing Manual will be held at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095 on 4 May 2016 at 10.30 a.m. (Singapore time).

3. LEVEL OF ACCEPTANCES OF THE EXIT OFFER

UOBKH wishes to announce, for and on behalf of the Offeror, that as at 5.00 p.m. (Singapore time) on 20 April 2016, the total number of Shares (i) held before the offer period, (ii) acquired or agreed to be acquired during the offer period and (iii) for which valid acceptances of the Exit Offer have been received, are as follows:

	Number of Shares	Percentage of the issued Shares (%) ⁽¹⁾
Shares held by the Offeror and its Concert Parties as at 30 December 2015, being the Joint Announcement Date	212,424,000	48.32
Shares acquired or agreed to be acquired by the Offeror and its Concert Parties (other than pursuant to valid acceptances of the Exit Offer) between 30 December 2015 up to 5.00 p.m. (Singapore time)	-	-

	Number of Shares	Percentage of the issued Shares (%) ⁽¹⁾
on 20 April 2016, both dates inclusive		
Valid acceptances of the Exit Offer as at 5.00 p.m. (Singapore time) on 20 April 2016 received from Concert Parties of the Offeror	-	-
Valid acceptances of the Exit Offer as at 5.00 p.m. (Singapore time) on 20 April 2016 received from Shareholders other than Concert Parties of the Offeror	7,604,470	1.73
Total	220,028,470	50.05

(1) All references to percentage shareholding of the issued share capital of the Company in this Announcement are based on 439,627,300 Shares in issue as at the date of this Announcement and are rounded to the nearest two decimal places

Shareholders should note that all acceptances of the Exit Offer are subject to the satisfaction of the Delisting Resolution Approval Condition.

4. RESULTANT SHAREHOLDING

As at 5.00 p.m. on 20 April 2016, the total number of (A) Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties, and (B) valid acceptances to the Exit Offer, amount to an aggregate of 220,028,470 Shares, representing approximately 50.05% of the total number of issued Shares.

5. CLOSING DATE

The Exit Offer will remain open for acceptance until 5.30 p.m. (Singapore time) on 18 May 2016 or such later date(s) as may be announced from time to time by or on behalf of the Offeror, being the last day for lodgement of acceptances of the Exit Offer.

6. RESPONSIBILITY STATEMENT

The Offeror Directors (including any Offeror Director who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement (excluding information relating to the Group) are fair and accurate and that, where appropriate, no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information in this Announcement relating to the Offeror has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the Offeror Directors have been to ensure, through reasonable enquiries, that such information has been accurately extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement. The Offeror Directors jointly and severally accept responsibility accordingly.

Issued by

UOB Kay Hian Private Limited

For and on behalf of

Winner International Investments Limited

20 April 2016

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to, those using words such as “expect”, “seek”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “if”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information as at the Latest Practicable Date. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and none of the Company, the Offeror and/or UOBKH undertakes any obligation to update publicly or revise any forward-looking statements.

Disclosure of Dealings

The associates (as defined under the Code, and which includes all substantial shareholders) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company in accordance with Rule 12 of the Code

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other than those already owned, controlled or agreed to be acquired by the Offeror

**OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS AND
LEVEL OF ACCEPTANCES**

1. INTRODUCTION

UOB Kay Hian Private Limited ("**UOBKH**") refers to (a) the exit offer letter dated 12 April 2016 (the "**Exit Offer Letter**") in relation to the exit offer (the "**Exit Offer**") by UOBKH, for and on behalf of Winner International Investments Limited (the "**Offeror**") to acquire all the issued ordinary shares in the capital of the Company (the "**Shares**") held by shareholders of the Company (the "**Shareholders**"), other than those Shares already owned, controlled or agreed to be acquired by the Offeror as at the date of the Exit Offer (the "**Offer Shares**"), in connection with the proposed voluntary delisting of China Dairy Group Ltd. (the "**Company**") from the Official List of the Main Board 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 "**Listing Manual**"); and (b) the announcement by the Company dated 4 May 2016 of the results of the extraordinary general meeting of the Company (the "**EGM**") held on 4 May 2016.

All capitalised terms used and not defined herein shall have the same meanings given to them in the Exit Offer Letter, unless otherwise expressly stated or the context otherwise requires.

2. EXIT OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS

2.1 Conditions to the Exit Offer

As stated in the Exit Offer Letter, the Proposed Delisting and Exit Offer are conditional on:

- (a) the Delisting Resolution (i) being approved by a majority of at least 75% of the total number of issued Shares held by the Shareholders present and voting, on a poll, either in person or by proxy at the EGM to be convened for the Shareholders to vote on the Delisting Resolution (the Directors and controlling Shareholders need not abstain from voting on the Delisting Resolution) and (ii) not being voted against by 10% or more of the total number of issued Shares held by the Shareholders present and voting, on a poll, either in person or by proxy at the EGM (collectively, the **"Delisting Resolution Approval Condition"**);
- (b) confirmation by the SGX-ST that it has no objection to the Proposed Delisting subject to the satisfaction of the Delisting Resolution Approval Condition; and
- (c) the Offeror having received, by the close of the Exit Offer, valid acceptances in respect of such number of Offer Shares which, together with Shares owned, controlled or agreed to be acquired by the Offeror either before or during the Exit Offer, pursuant to the Exit Offer or otherwise, will result in the Offeror and persons acting in concert with it holding such number of Shares carrying **more than 50%** of the voting rights attributable to the issued share capital of the Company as at the close of the Exit Offer (the **"Minimum Acceptance Condition"**).

2.2 Exit Offer becomes unconditional in all respects

As stated in the Exit Offer Letter, the SGX-ST has in its letter dated 31 March 2016, informed the Company that it has no objection to the Proposed Delisting of the Shares from the Official List of the SGX-ST, subject to the approval by Shareholders in compliance with the requirements of Rule 1307 of the Listing Manual and fulfilment of all other conditions precedent to the Proposed Delisting. However, the SGX-ST's decision is not to be taken as an indication of the merits of the Proposed Delisting.

As announced by UOBKH for and on behalf of the Offeror on 20 April 2016, the Minimum Acceptance Condition has been satisfied as at 5.00 p.m. (Singapore time) on 20 April 2016 pursuant to the level of acceptances as set out in the said announcement.

Further, as announced by the Company on 4 May 2016, the Company has convened the EGM on 4 May 2016 and obtained the approval of the Shareholders for the Delisting Resolution in accordance with Rule 1307 of the Listing Manual.

The conditions to the Exit Offer have therefore been satisfied and UOBKH wishes to announce, for and on behalf of the Offeror, that the Exit Offer is hereby declared unconditional in all respects on 4 May 2016.

Please be advised that voting in favour of the Delisting Resolution does not constitute an acceptance of the Exit Offer and Shareholders who wish to accept the Exit Offer must tender their acceptances in accordance with the procedures set out in Section 6 of this Announcement and Appendix 1 of the Exit Offer Letter.

3. LEVEL OF ACCEPTANCES OF THE EXIT OFFER

UOBKH wishes to announce, for and on behalf of the Offeror, that as at 5.00 p.m. (Singapore time) on 4 May 2016, the total number of Shares (i) held before the offer period, (ii) acquired or agreed to be acquired during the offer period and (iii) for which valid acceptances of the Exit Offer have been received, are as follows:

	Number of Shares	Percentage of the issued Shares (%) ⁽¹⁾
Shares held by the Offeror and its Concert Parties as at 30 December 2015, being the Joint Announcement Date	212,424,000	48.32
Shares acquired or agreed to be acquired by the Offeror and its Concert Parties (other than pursuant to valid acceptances of the Exit Offer) between 30 December 2015 up to 5.00 p.m. (Singapore time) on 4 May 2016, both dates inclusive	-	-
Valid acceptances of the Exit Offer as at 5.00 p.m. (Singapore time) on 4 May 2016 received from Concert Parties of the Offeror	-	-
Valid acceptances of the Exit Offer as at 5.00 p.m. (Singapore time) on 4 May 2016 received from Shareholders other than Concert Parties of the Offeror	31,702,370	7.21
Total	244,126,370	55.53

(1) All references to percentage shareholding of the issued share capital of the Company in this Announcement are based on 439,627,300 Shares in issue as at the date of this Announcement and are rounded to the nearest two decimal places

4. RESULTANT SHAREHOLDINGS

As at 5.00 p.m. on 4 May 2016, the total number of (A) Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties, and (B) valid acceptances of the Exit Offer, amount to an aggregate of 244,126,370 Shares, representing approximately 55.53% of the total number of issued Shares.

5. CLOSING DATE

The Exit Offer will remain open for acceptance until **5.30 p.m. (Singapore time) on 18 May 2016** or such later date(s) as may be announced from time to time by or on behalf of the Offeror, being the last day for lodgement of acceptances of the Exit Offer (the “**Closing Date**”).

6. PROCEDURES FOR ACCEPTANCE OF THE EXIT OFFER

- 6.1 The procedures for acceptance of the Exit Offer are set out in Appendix 1 to the Exit Offer Letter and in the accompanying Form of Acceptance and Authorisation for Offer Shares (the “**FAA**”) and/or the Form of Acceptance and Transfer for Offer Shares (the

“FAT”). Acceptances by Shareholders must be received by 5.30 p.m. (Singapore time) on the Closing Date.

- 6.2 Shareholders who wish to accept the Exit Offer but have not done so may do so by completing and returning the relevant Acceptance Form(s). Shareholders who require assistance to complete the FAA and/or the FAT may call the helpline of UOBKH at +65 6590 6881.
- 6.3 Shareholders who do not have the Circular, the Exit Offer Letter and/or the relevant Acceptance Form(s) should contact The Central Depository (Pte) Limited or M&C Services Private Limited, as the case may be, immediately during normal business hours at the following addresses:

If you are a Depositor, please contact:	If you hold Shares in scrip form, please contact:
The Central Depository (Pte) Limited 9 Buona Vista Drive #01-19/20 The Metropolis Singapore 138588	M&C Services Private Limited, 112 Robinson Road #05-01 Singapore 068902

- 6.4 Shareholders who have accepted the Exit Offer on or before the date of this Announcement are not required to take any action in relation to the Exit Offer and can expect to receive payment within 7 Business Days after the date of this Announcement in respect of the Offer Shares that they have tendered in acceptance of the Exit Offer.
- 6.5 Shareholders who are in any doubt about the Exit Offer should consult their stockbroker, bank manager, solicitor or other professional adviser immediately.

7. RESPONSIBILITY STATEMENT

The Offeror Directors (including any Offeror Director who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement (excluding information relating to the Company and its subsidiaries) are fair and accurate and that, where appropriate, no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information in this Announcement relating to the Offeror has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the Offeror Directors has been to ensure, through reasonable enquiries, that such information has been accurately extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement. The Offeror Directors jointly and severally accept responsibility accordingly.

Issued by

UOB Kay Hian Private Limited

For and on behalf of
Winner International Investments Limited
4 May 2016

Forward-Looking Statements

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Disclosure of Dealings

The associates (as defined under the Code, and which includes all substantial shareholders) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company in accordance with Rule 12 of the Code.