**VOLUNTARY UNCONDITIONAL CASH OFFER**

by

**UNITED OVERSEAS BANK LIMITED**
(Company Registration No. 193500026Z)
(Incorporated in Singapore)

for and on behalf of

**CHINA MERCHANTS INDUSTRY INVESTMENT LIMITED**
(Company Registration No. 2200879)
(Incorporated in Hong Kong SAR)

a wholly-owned subsidiary of

**CHINA MERCHANTS INDUSTRY HOLDINGS CO., LTD.**
(Company Registration No. 630843)
(Incorporated in Hong Kong SAR)

to acquire all of the issued and paid-up ordinary shares in the capital of

**AVIC INTERNATIONAL MARITIME HOLDINGS LIMITED**
(Company Registration No.: 201024137N)
(Incorporated in Singapore)

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

**EXERCISE OF RIGHT OF COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT, CHAPTER 50 OF SINGAPORE ("COMPANIES ACT")**

## 1. INTRODUCTION

**1.1** United Overseas Bank Limited ("**UOB**") refers to:

(a) the announcement (the "**Offer Announcement**") released on 11 November 2019 for and on behalf of China Merchants Industry Investment Limited (the "**Offeror**") in relation

to the voluntary conditional cash offer (the "**Offer**") for all the issued and paid up ordinary shares (the "**Shares**") in the capital of AVIC International Maritime Holdings Limited (the "**Company**"), other than those already owned, controlled or agreed to be acquired by the Offeror as at the date of the Offer;

(b) the formal offer document (the "**Offer Document**") dated 25 November 2019 containing the terms and conditions of the Offer issued by the Offeror and which was despatched to the shareholders of the Company ("**Shareholders**") on 25 November 2019;

(c) the announcement (the "**Unconditional Announcement**") released on 26 November 2019 announcing that the Offer has been declared unconditional in all respects;

(d) the announcement ("**Loss of Free Float and Compulsory Acquisition Announcement**") released on 3 January 2020 announcing that less than 10 per cent. of the total number of Shares is held by the public and that the Offeror intends to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer;

(e) the announcement ("**Close of Offer Announcement**") released on 6 January 2020 in relation to the close of the Offer; and

(f) the announcement released on 14 January 2020 (the "**Despatch of Notices Announcement**") in relation to the despatch of a letter to Shareholders (the "**Letter to Shareholders**") enclosing two notices, each in the forms prescribed under the Companies Act pursuant to Section 215(1) of the Companies Act (the "**Form 57**") and Section 215(3) of the Companies Act (the "**Form 58**") respectively.

**1.2** Electronic copies of the Offer Announcement, the Offer Document, the Unconditional Announcement, the Loss of Free Float and Compulsory Acquisition Announcement, the Close of Offer Announcement, the Despatch of Notices Announcement, the Letter to Shareholders, the Form 57 and the Form 58 are available on the website of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") at www.sgx.com.

**1.3** Capitalised terms that are not defined in this Announcement shall have the meanings set out in the Offer Document.

## 2. EXERCISE OF RIGHT OF COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT

**2.1** **Compulsory Acquisition Exercise.** UOB wishes to announce, for and on behalf of the Offeror, that the Offeror has today exercised its right of compulsory acquisition under Section 215(1) of the Companies Act ("**Compulsory Acquisition Exercise**") to compulsorily acquire all the Shares of the Dissenting Shareholders at the Offer Price of S$0.15 for each Share and on the same terms and conditions of the Offer (the "**Consideration**"). The aggregate amount of the Consideration will be held by the Company on trust for the Dissenting Shareholders in a separate bank account established by the Company.

**2.2** **Registration of Transfer.** Upon the settlement of the aggregate amount of the Consideration payable to the Company by the Offeror, the Company will cause to be transferred to the Offeror all such Shares held by the Dissenting Shareholders and register the Offeror as the holder of all those Shares as soon as practicable.

**2.3** **Settlement.** Subject to and in accordance with Section 215(1) of the Companies Act and the terms set out in Form 57:

(a) in respect of the Shares held by the Dissenting Shareholders which are held through Securities Accounts maintained with The Central Depository (Pte) Limited ("**CDP**"), CDP will, on behalf of the Offeror, despatch remittances in the form of S$ crossed cheques for the appropriate aggregate amount of the Consideration payable in respect of such Shares to such Dissenting Shareholders (or, if such Dissenting Shareholder hold Shares which are not deposited with CDP, its designated agent(s), as it may direct) by ordinary post, at the risk of such Dissenting Shareholders, to their address as it appears in the records of CDP, or by such other manner as the Dissenting Shareholder may have agreed with CDP for the payment of any cash distributions; and

(b) in respect of the Shares held by the Dissenting Shareholders which are held in scrip form, Boardroom Corporate & Advisory Services Pte. Ltd. (the "**Registrar**") will, on behalf of the Offeror, despatch a cheque for the appropriate aggregate amount of the Consideration payable in respect of such Shares to such Dissenting Shareholders by ordinary post, at the risk of such Dissenting Shareholders, to their address as it appears in the register of members of the Company, as maintained by the Registrar,

as soon as practicable after the Transfer Date.

**2.4** As stated in the Offer Document and announced in the Loss of Free Float and Compulsory Acquisition Announcement, the Company will be delisted from the SGX-ST upon the completion of the Compulsory Acquisition Exercise. The date and time on which the Company will be delisted from the SGX-ST will be announced by the Company in due course.

## 3. RESPONSIBILITY STATEMENT

The Offeror Directors and the CMIH Directors (including any director who may have delegated detailed supervision 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 herein misleading, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, in relation to the Company and its subsidiaries), the sole responsibility of the Offeror Directors and the CMIH 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, reflected or reproduced in this Announcement.

Issued by

**UNITED OVERSEAS BANK LIMITED**

For and on behalf of

**CHINA MERCHANTS INDUSTRY INVESTMENT LIMITED**

20 February 2020

Any inquiries relating to this Announcement or the Offer should be directed during office hours to the UOB hotline at (65) 6539 7066.

*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 "aim", "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future and conditional verbs such as "will", "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. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors of the Company should not place undue reliance on such forward-looking statements. None of the Offeror, CMIH nor UOB guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.*