

CHINA BEARING (SINGAPORE) LTD.
(Company Registration No. 200512048E)
(Incorporated in the Republic of Singapore)

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF FE RESOURCES PTE. LTD. – RECEIPT OF LISTING AND QUOTATION NOTICE AND APPROVAL IN-PRINCIPLE

1. INTRODUCTION

The board of directors ("**Board**") of China Bearing (Singapore) Ltd. (the "**Company**") refers to the announcements made by the Company on 24 August 2016, 1 November 2016, 2 December 2016, 11 January 2017, 4 April 2017, 20 June 2017, 7 July 2017, 17 November 2017, 21 November 2017, 20 December 2017, 29 December 2017, 9 January 2018, 24 February 2018, 12 March 2018 and 31 May 2018 ("**Announcements**") and the circular dated 31 May 2018 ("**Circular**") in relation to the proposed acquisition of the entire issued and paid-up share capital of FE Resources Pte. Ltd. ("**Proposed Acquisition**").

Unless otherwise defined herein, capitalised terms used herein shall bear the same meaning ascribed to them in the Announcements and the Circular.

2. RECEIPT OF LISTING AND QUOTATION NOTICE

2.1. In connection with the proposed transactions stated in the Circular, the Company has made an application to the SGX-ST for the listing and quotation of the following ("**New Shares**"):

- (a) 27,600,000 Consolidated Shares pursuant to the Proposed Share Consolidation;
- (b) up to 95,793,103 new Consolidated Shares at an issue price of S\$0.725 each to be issued to the Vendor in satisfaction of the Purchase Consideration for the Proposed Acquisition;
- (c) up to 134,110,345 new Consolidated Shares at an issue price of S\$0.725 each to be issued to the Vendor in satisfaction of the Earn-Out Amount for the Proposed Acquisition;
- (d) 2,772,414 new Consolidated Shares at an issue price of S\$0.725 each to be issued to Strategic Advisory & Capital Pte. Ltd., as the Arranger in connection with the Proposed Acquisition; and
- (e) 937,931 new Consolidated Shares at an issue price of S\$0.725 each to be issued to ZICO Capital Pte. Ltd. as Sponsor and Financial Adviser to the Company.

(collectively, the "**Proposed Share Issuance Transactions**")

2.2. The Board wishes to announce that it has on 31 May 2018 received the listing and quotation notice ("LQN") from the SGX-ST subject to:

- (a) compliance with the Catalist Rules;
- (b) shareholders' approval being obtained for the Proposed Share Issuance Transactions and Proposed Catalist Transfer;
- (c) submission of the section pertaining to the additional listing of securities in Part 1 of the Listing Confirmation under Appendix 10A upon lodgement of the offer information statement in connection with the proposed Vendor Placement;
- (d) Completion of the Proposed Acquisition; and
- (e) written undertaking from each of the Company's directors and executive directors in the form set out in Appendix 7H of the Catalist Rules and an undertaking from the Company in the form set out in Appendix I to procure the same written undertaking from any newly appointed director or executive officer after the Company's listing.

2.3. Please note that the LQN is not an indication of the merits of the Company, its subsidiaries, the Proposed Share Issuance Transactions and the New Shares.

2.4. The LQN is valid for three (3) calendar months from the date of the LQN and is subject to any changes to SGX-ST's policies and/or listing requirements. The SGX-ST reserves the right to (i) impose further terms and conditions; or (ii) withdraw or amend the LQN, at any time, in its sole and absolute discretion without giving any reasons for its decision. The SGX-ST shall not be liable for any damages or losses howsoever arising as a result of such withdrawal or amendment.

3. APPROVAL IN-PRINCIPLE

3.1. In connection with and as a condition precedent to the completion of the Proposed Acquisition, the Company will be seeking Shareholders' approval for the Proposed Catalist Transfer. The Board wishes to announce that it has on 31 May 2018 received the approval in-principle for the Proposed Catalist Transfer subject to:

- (a) compliance with the SGX-ST's listing requirements;
- (b) an immediate announcement via SGXNET of the Proposed Catalist Transfer;
- (c) shareholders' approval being obtained for the Proposed Catalist Transfer via a special resolution under Rule 410(4) of the Catalist Rules;
- (d) submission of:
 - (i) a written undertaking from the Company in the format set out in Appendix 4E of the Listing Manual of the SGX-ST to comply with all of the SGX-ST's requirements and policies applicable to the issuers listed on the Catalist;

- (ii) a written undertaking by the Company that it is not aware of any material information which has not been previously announced via SGXNET which will affect the Company's suitability for the transfer to Catalist; and
- (iii) a written confirmation from the Company that it is in compliance with all applicable SGX Mainboard Rules.

3.2. Please note that the SGX-ST's approval in-principle is not to be taken as an indication of the merits of the Proposed Catalist Transfer, the Company, its subsidiaries or its securities.

BY ORDER OF THE BOARD

LIM KEAN TIN

Non-Executive Chairman

1 June 2018