

Attn: **The Central Depository (Pte) Limited**  
11 North Buona Vista Drive  
#06-07 The Metropolis Tower 2  
Singapore 138589

19 September 2017

Dear Sir / Madam,

**Re: Notice of intention to compulsorily acquire shares in accordance with section 103 of the Companies Act 1981 of Bermuda, as amended, modified or supplemented from time to time ("Act")**

**Registered holder of shares**

1. Reference is made to the issued and paid-up ordinary shares of a par value of S\$0.50 each ("**Shares**") in the capital of **CHANGTIAN PLASTIC & CHEMICAL LIMITED** ("**Company**"), an exempted company incorporated in Bermuda with limited liability. You are a registered holder of Shares as indicated by the register of members ("**Register**") maintained by Estera Management (Bermuda) Limited ("**Bermuda Share Registrar**").
2. United Tech Industries Limited 聯科實業有限公司, a company incorporated in the British Virgin Islands ("**United Tech**"), together with the following entities and persons (collectively, "**Purchasers**"), are holders of 64,659,153 Shares in the Company, which represent approximately 97.97% of all the issued Shares in the Company:
  - (a) Eastline Investments Holding Limited
  - (b) Goodwise Investments Limited
  - (c) Chen Chuanzhong
  - (d) Zhu Chong Dong
  - (e) Zhou Xianhui
  - (f) Zhou Xin
  - (g) Tang Jiang

**Section 103 notice**

3. Section 103(1) of the Act permits the holders of not less than 95% of the shares or any class of shares in a Bermuda company to give notice to the remaining shareholders or class of shareholders of the intention to acquire their shares on the terms set out in the notice. When such a notice is given, and the same terms are offered to all the remaining shareholders, the purchasers shall be entitled and bound to acquire the shares of the remaining shareholders on the terms set out in the notice, unless a remaining shareholder applies to the Supreme Court of Bermuda ("**Court**") as described below.

4. Any remaining shareholder to whom a notice under section 103(1) of the Act has been given may apply to the Court within one (1) month of receiving the notice, to appraise the value of the shares to be purchased from him, and within one (1) month of the Court appraising the value of the shares, the purchasers shall be entitled either to acquire all the shares involved at the price fixed by the Court, or cancel the notice.
5. Pursuant to an offer document dated 19 June 2017 ("**Offer Document**"), United Tech made an offer to acquire all of the issued and paid-up Shares of the Company at the price of S\$1.30 in cash for each Share other than those Shares already owned, controlled or agreed to be acquired, directly or indirectly, by United Tech and the other Purchasers, subject to the terms and conditions set out in the Offer Document ("**Offer**"). Following the acquisition of Shares pursuant to the Offer, as at the date hereof, United Tech and the other Purchasers, collectively, are the holders of not less than 95% of all the issued Shares of the Company.
6. Accordingly, this letter ("**Notice**") is given by United Tech (for itself and on behalf of the other Purchasers) to you, The Central Depository (Pte) Limited ("**CDP**"), as a person named as the sole remaining member ("**Remaining Member**") on the Register (other than United Tech and the other Purchasers), and constitutes notice pursuant to section 103(1) of the Act from United Tech, for itself and on behalf of the other Purchasers, of their intention to acquire all the Shares held by the Remaining Member ("**Minority Shares**") on the terms set out herein. This Notice contains important information relating to the holding by the Purchasers of Shares and the consequences thereof under section 103 of the Act.
7. The Remaining Member will be deemed to have received this Notice on 23 September 2017, being four (4) days following the date upon which this Notice was couriered to the Remaining Member.

#### **Purchase price**

8. In the absence of any application to the Court for appraisal by the Remaining Member, United Tech, for itself and on behalf of the other Purchasers, intends to acquire the Minority Shares of the Remaining Member on or around 27 October 2017 ("**Acquisition Date**"), at a purchase price of **S\$1.30 per Minority Share ("Purchase Price")** and on the same terms and conditions as the Offer. Please refer to the Offer Document (a copy of which is available from the website of the Singapore Exchange Securities Trading Limited at [www.sgx.com](http://www.sgx.com)) for the terms and conditions of the Offer. The Purchase Price, which is identical to the price paid pursuant to the Offer, is at a significant premium above the historical market prices of the Shares over the last 12-month period up to the date prior to 29 May 2017, being the date of announcement of the Offer ("**Offer Announcement Date**").
9. Payment will be made for the Minority Shares, and United Tech (for itself and on behalf of the other Purchasers) shall acquire the Minority Shares of the Remaining Member, on the Acquisition Date, (a) fully paid; (b) free from all liens, equities, mortgages, charges, pledges, claims, encumbrances, rights of pre-emption and any other third party rights or interests of any nature whatsoever; and (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto. United Tech (for itself and on behalf of the other Purchasers) is offering the same terms as the Offer to the Remaining Member.

## Appraisal rights

10. United Tech has received Bermuda legal advice and notes that the Remaining Member is entitled under section 103(2) of the Act to apply to the Court to appraise the value of the Minority Shares to be acquired by United Tech, for itself and on behalf of the other Purchasers, from the Remaining Member, and United Tech, for itself and on behalf of the other Purchasers, shall be entitled to acquire such Minority Shares at the price so fixed by the Court. Such application must be made within one (1) month of the date the Remaining Member receives this Notice ("**Notice Period**").
11. In the event that the Remaining Member makes such an application to the Court for appraisal, within one (1) month of the Court appraising the value of the Shares, United Tech, for itself and on behalf of the other Purchasers, shall either: (a) acquire all the Minority Shares at the price fixed by the Court; or (b) cancel this Notice.
12. United Tech, for itself and on behalf of the other Purchasers, further notes that: (a) no appeal shall lie from an appraisal by the Court; and (b) the costs of the making of any application for appraisal shall be in the discretion of the Court.

## Completion of the acquisition

13. If United Tech, for itself and on behalf of the other Purchasers, (a) is entitled and bound to acquire the Minority Shares of the Remaining Member pursuant to section 103(1) of the Act; or (b) has determined in accordance with section 103(3)(a) of the Act to proceed to buy the Minority Shares at the price fixed by the Court, then United Tech, for itself and on behalf of the other Purchasers, shall procure that all the Minority Shares of the Remaining Member are transferred to United Tech pursuant to section 103 of the Act, and the acquisition will be completed by entry on the Register on either (a) if no application has been made to the Court for the appraisal, the Acquisition Date; or (b) if an application is made to the Court to appraise the value of the Minority Shares, on the expiration of one (1) month from the date that the application has been disposed of. The aggregate Purchase Price (together with any additional consideration due as a result of the Minority Shares' appraised value) will be paid and deposited by United Tech with the Company which will pay over the consideration to CDP for distribution to the depositors ("**Remaining Depositors**") on the depository register maintained by CDP in respect of the Company ("**Depository Register**") who are shown in CDP's records to have Shares credited to their respective securities accounts. Please note that interest will not be payable, under any circumstances, on amounts representing the Purchase Price for any Minority Shares. All share certificates evidencing the Minority Shares will be cancelled.
14. Payment will be made by CDP to all the Remaining Depositors by way of (a) a cheque drawn on a bank in Singapore and sent by ordinary post at their own risk to their respective addresses as recorded on the Depository Register or, in the case of joint holders, at the address appearing in the Depository Register of the joint holder whose name stands first in the Depository Register in respect of the relevant joint holding; or (b) such other manner as the Remaining Depositors may have agreed with CDP for the payment of any cash distributions.
15. Cheques which are returned or which are unclaimed will be held by the Company in a separate non-interest-bearing bank account for the benefit of the Remaining Member. Any cheques or consideration due to the Remaining Depositors which are returned or which are unclaimed will be held by CDP for a period of six (6) months after the date the Company is delisted and thereafter they shall be returned to the Company to be held in a separate non-interest-bearing bank account for the benefit of the relevant Remaining Depositors. Any consideration unclaimed after a period of six (6) years from the Acquisition Date shall be forfeited and shall belong to the Company absolutely.

16. Please contact the following person for any questions regarding this Notice or the acquisition:

Mr. Yang Qingjin of United Tech Industries Limited 聯科實業有限公司

No. 18 Xinsheng Road, Xinyang Industrial Zone,  
Haicang District, Xiamen, Fujian Province, China

Tel: +86 592 6883587

Email: youyong0597@126.com

17. If you are in any doubt as to any of the matters referred to in this Notice, you should consult an appropriate professional advisor immediately.

Yours faithfully

Yang Qingjin

Director and Authorised Signatory

For and on behalf of

**United Tech Industries Limited 聯科實業有限公司**

For itself and on behalf of the other Purchasers