

DAPAI INTERNATIONAL HOLDINGS CO. LTD.
(Company Registration No. 41211)
(Incorporated in Bermuda)

SUPPLEMENTAL DEED TO THE PLACEMENT AGREEMENTS

Supplemental Deed

The Board of Directors of Dapai International Holdings Co. Ltd. ("**Company**" and together with its subsidiaries, "**Group**") refers to the Company's announcement made on 16 February 2016 ("**Announcement**") in respect of, *inter alia*, the Proposed Placement and the MOU. Capitalised terms used herein shall, unless otherwise defined, have the meanings ascribed to them in the Announcement.

The Company and each of the Placees had on 24 March 2016 entered into a supplemental deed to the Placement Agreements ("**Supplemental Deed**"). Pursuant to the Supplemental Deed, each of the Placees agreed to the following variation in relation to his/her respective Placement Agreement:

- (a) 80% of the placement consideration shall be applied solely for the purpose of paying for the costs and expenses (including professional fees) to be incurred in connection with the Proposed Acquisition;
- (b) the balance 20% of the placement consideration shall be applied for due diligence purposes relating to the Group to be confirmed as required by the Placees and/or any regulatory authorities in connection with the Proposed Acquisition; and
- (c) application of the placement consideration shall be made in accordance with the escrow agreement entered into between the Company, the Placees and Rajah & Tann Singapore LLP (as escrow agent). Pursuant to the escrow agreement, the placement consideration will be deposited with the escrow agent and disbursed only upon written notifications by the Company and the Placees (or their authorised representatives) to the escrow agent supported by relevant invoices.

Save as disclosed above, the terms of the Placement Agreements remain unchanged.

Document Available for Inspection

A copy of the Supplemental Deed is available for inspection at 143 Cecil Street, #17-00 GB Building, Singapore 069542 during normal business hours for a period of three (3) months commencing from the date of this announcement.

Further Announcements

The Company will make further announcement(s) to update shareholders as and when appropriate.

In the meantime, shareholders of the Company and potential investors should exercise caution when trading in the shares, and where in doubt as to the action they should take, they should consult their financial, tax, legal or other professional advisers.

By Order of the Board

Chen Xizhong
Executive Chairman

28 March 2016