

VOLUNTARY CONDITIONAL CASH OFFER

by



CIMB BANK BERHAD (13491-P)
Singapore Branch

(Incorporated in Malaysia)

for and on behalf of

TORRINGTON PLACE PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 201405291N)

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

of

CHINA YONGSHENG LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 197302032R)

OFFER ANNOUNCEMENT

1. INTRODUCTION

CIMB Bank Berhad, Singapore Branch ("**CIMB**") wishes to announce, for and on behalf of Torrington Place Pte. Ltd. (the "**Offeror**"), that the Offeror intends to make a voluntary conditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of China Yongsheng Limited (the "**Company**"), conditional upon an acceptance level of 90% of the Offer Shares (as defined hereinafter).

2. THE OFFER

2.1 Terms of the Offer

The Offer will be made for all the Shares other than those already owned, controlled or agreed to be acquired by the Offeror (the "**Offer Shares**"), in accordance with Section 139 of the Securities and Futures Act, Chapter 289 of Singapore and the Singapore Code on Take-overs and Mergers (the "**Code**") and subject to the terms and conditions set out in the formal document in relation to the Offer to be issued by CIMB, for and on behalf of the Offeror (the "**Offer Document**").

The Offer, when made, will be on the following basis:

- (a) **Offer Price** : S\$0.032 (the “**Offer Price**”) in cash for each Offer Share.

The Offeror shall pay the Offer Price in cash for the Offer Shares which are validly tendered in acceptance of the Offer, save for the Undertaking Shares (as defined hereinafter) and, if applicable, the Additional Undertaking Shares (as defined hereinafter) held by Ever Universe Investments Limited (“**Ever Universe**”) for which consideration shall be satisfied by way of the Set Off (as defined hereinafter).

- (b) **Offer Shares** : The Offer will be extended to all Shares, other than treasury shares and those shares already owned, controlled or agreed to be acquired by the Offeror.

For the avoidance of doubt, the Offer will also be extended to Shares owned, controlled, or agreed to be acquired by parties acting or presumed to be acting in concert with the Offeror. For the purpose of the Offer, the expression “**Offer Shares**” shall include such Shares.

- (c) **No Encumbrances** : The Offer Shares are to be acquired (i) fully paid-up, (ii) free from all liens, equities, claims, charges, mortgages, pledges, title retention, rights of first refusal, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever, and (iii) together with all rights, benefits and entitlements attached thereto as at the date of this Announcement (the “**Offer Announcement Date**”) and hereafter attaching thereto, including but not limited to all voting rights and the right to receive and retain all dividends, rights, distributions, returns of capital and other entitlements (if any) which may be announced, declared, paid or made thereon by the Company on or after the Offer Announcement Date together with all interest accrued thereon.

If any dividend, right, distribution, return of capital or any other entitlement is announced, declared, paid or made on or after the Offer Announcement Date, the Offeror reserves the right to reduce the Offer Price correspondingly by the amount of such dividend, right, distribution, return of capital or any other entitlement.

2.2 Condition to the Offer

The Offer will be conditional upon the Offeror having received, by the close of the Offer (the “**Closing Date**”), valid acceptances in respect of such number of Offer Shares which will result in the Offeror holding **not less than 90% of the Offer Shares** (excluding any Shares held in treasury) as at the Closing Date (the “**Acceptance Condition**”).

The Offeror reserves the right to reduce the Acceptance Condition to a lower minimum acceptance level, provided that such revision be made after obtaining the consent of the Securities Industry Council of Singapore (the “**SIC**”). In the event that the Acceptance Condition is revised, the revised Offer shall remain open for another 14 days following such revision and Shareholders who have accepted the Offer will be permitted to withdraw their acceptances within eight (8) days of notification of such revision.

Save as provided above, the Offer is unconditional in all other respects.

3. INFORMATION ON THE OFFEROR

The Offeror is a special purpose vehicle incorporated in Singapore on 25 February 2014 as a limited exempt private company and is set up for the purpose of making the Offer. The Offeror has not carried on any business since its incorporation, except in relation to matters in connection with the making of the Offer. As at the Offer Announcement Date, the Offeror has an issued and paid-up share capital of S\$2.00 divided into two (2) ordinary shares held by each of Messrs Sun Jinnan and Zhao Lei. The directors of the Offeror are Messrs Sun Jinnan, Zhao Lei and Cao Xiaping.

As at the Offer Announcement Date, Messrs Sun Jinnan and Zhao Lei, together with Messrs Sun Jianming, Sun Liping and Zhao Deming control the Company through Ever Universe, which holds 1,132,476,078 Shares (the “**Undertaking Shares**”), representing approximately 68.06% of the total number of issued Shares¹ (excluding treasury shares). Messrs Sun Jinnan, Sun Jianming, Sun Liping, Zhao Deming and Zhao Lei (collectively, the “**Ever Universe Shareholders**”) own 16.96%, 17.26%, 16.88%, 32.02% and 16.88% of the issued share capital of Ever Universe, respectively. The Ever Universe Shareholders are also the directors of Ever Universe.

Mr Sun Jianming is the Executive Chairman of the Company, Mr Zhao Deming is the Chief Executive Officer and Managing Director of the Company and Messrs Sun Jinnan and Zhao Lei are the Executive Directors of the Company. Mr Sun Jinnan is the father of Mr Sun Jianming and Ms Sun Liping. Mr Zhao Lei is the son of Mr Zhao Deming. Mr Zhao Deming is the nephew of Mr Sun Jinnan, and Mr Zhao Deming, Mr Sun Jianming and Ms Sun Liping are cousins.

As at the Offer Announcement Date, the Offeror does not hold any Shares.

¹ Unless otherwise stated, references in this Announcement to the total number of issued Shares are based on 1,663,900,000 issued Shares (based on a search conducted at the Accounting and Corporate Regulatory Authority of Singapore (“**ACRA**”) on 24 February 2016).

4. INFORMATION ON THE COMPANY

The Company is incorporated in Singapore and listed on the Catalist Board of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

The Company and its subsidiaries (the "**Group**") are principally engaged in the production and supply of concrete and related products in Suzhou, Jiangsu province, the People's Republic of China.

As at the Offer Announcement Date:

- (a) The Company has an issued and paid-up share capital of 1,663,900,000 Shares and does not have any outstanding options, rights, warrants or other instruments convertible into, exercisable for or redeemable with, any Shares;
- (b) The Company does not have any treasury shares; and
- (c) The directors of the Company are Messrs Sun Jianming (Executive Chairman), Zhao Deming (Chief Executive Officer and Managing Director), Sun Jinnan (Executive Director), Zhao Lei (Executive Director), Low Beng Tin (Lead Independent Director), Bernard Tay Ah Kong (Independent Director), Frank Liu (Independent Director) and Tan Gim Soo (Independent Director).

5. IRREVOCABLE UNDERTAKING

As at the Offer Announcement Date, the Offeror has received an irrevocable undertaking (the "**Irrevocable Undertaking**") from Ever Universe pursuant to which Ever Universe has undertaken *inter alia*:

- (a) not to, from the date of the Irrevocable Undertaking and until such time that the Offer (including any revised Offer that may be made by or on behalf of the Offeror) closes, lapses or is withdrawn, directly or indirectly, (i) offer, (ii) sell, transfer, give or otherwise dispose of, (iii) grant any option, right or warrant to purchase in respect of, (iv) charge, mortgage, pledge or otherwise encumber, or (v) enter into any swap or other arrangement that transfers to another in whole or in part, any of the legal, beneficial or economic consequences of ownership of, all or any of the Undertaking Shares or any interest therein (or enter into any agreement with a view to effecting any of the foregoing) except pursuant to the acceptance of the Offer by way of the Set Off;
- (b) to tender or procure the tendering of all (and not some only of) the Undertaking Shares and any Shares derived from the Undertaking Shares (whether pursuant to any bonus issue, rights issue or distribution of Shares or otherwise by the Company) as well as any Shares which may be acquired by Ever Universe or which may be conditionally or unconditionally issued to Ever Universe subsequent to the date of the Irrevocable Undertaking (the "**Additional Undertaking Shares**") in full acceptance of the Offer by way of the Set Off and not for cash consideration ("**Ever Universe Acceptance**") after the date of despatch of the Offer Document and in any event not later than the Closing Date; and

- (c) to subscribe (the “**Subscription**”) for 100,000 new ordinary shares in the capital of the Offeror and notwithstanding the Offer being a cash-only offer, to pay for such Subscription by setting off in full against the Offeror’s obligation to pay to Ever Universe the cash consideration that would otherwise be payable as consideration for the Undertaking Shares and, if applicable, the Additional Undertaking Shares pursuant to the Ever Universe Acceptance (the “**Set Off**”).

The Irrevocable Undertaking shall terminate and cease to have any effect upon, *inter alia*, the Offer being withdrawn, lapsing or closing for any reason (other than as a result of breach by Ever Universe of its obligations under the Irrevocable Undertaking).

Each of the Ever Universe Shareholders has also undertaken to the Offeror, *inter alia*, that they shall not sell, transfer or dispose their respective interests in the issued share capital of Ever Universe and to promptly and expeditiously do all such acts and things and execute all such documents as may be required to give effect to the Irrevocable Undertaking.

On 8 December 2015, the Offeror obtained a ruling from the SIC whereby the SIC ruled, *inter alia*, that the Irrevocable Undertaking, the Subscription and the Set Off do not constitute a special deal under Rule 10 of the Code.

6. FINANCIAL ASPECTS OF THE OFFER

The Offer Price represents the following premia over the historical market prices of the Shares over various periods:

	Share Price ⁽¹⁾	Premium of Offer Price over Share Price
Last transacted price of the Shares on the SGX-ST on 23 February 2016 (being the last market day on which the Shares were traded prior to the Offer Announcement Date)	S\$0.0210	52.4%
Volume-weighted average price (“ VWAP ”) of the Shares for the one-month period prior to the Offer Announcement Date	S\$0.0191	67.5%
VWAP of the Shares for the three-month period prior to the Offer Announcement Date	S\$0.0197	62.4%
VWAP of the Shares for the six-month period prior to the Offer Announcement Date	S\$0.0204	56.9%
VWAP of the Shares for the one-year period prior to the Offer Announcement Date	S\$0.0238	34.5%

Note:

- (1) The figures set out in the table above are based on data extracted from Bloomberg L.P. and rounded to the nearest four (4) decimal places.

7. RATIONALE FOR THE OFFER

The intention of the Offeror, and the purpose of the Offer, is to delist and privatise the Company. The Offeror intends to rely on the compulsory acquisition provisions under Section 215(1) of the Companies Act (Chapter 50) of Singapore ("**Companies Act**"). Section 215(1) of the Companies Act provides in effect that in the event the Offeror receives valid acceptances pursuant to the Offer in respect of not less than 90% of the total number of issued Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding treasury shares), the Offeror will be entitled to exercise the right to compulsorily acquire all the Offer Shares held by the shareholders of the Company ("**Shareholders**") who have not accepted the Offer ("**Dissenting Shareholders**") at a price equal to the Offer Price.

The Shares have been trading at a substantial discount to the consolidated net asset value ("**NAV**") per Share of the Group. The VWAP of the Shares on the SGX-ST during the one-year period prior to the Offer Announcement Date was approximately S\$0.0238 representing a significant discount of approximately 49.5% to the Group's unaudited consolidated NAV per Share of S\$0.0471 as at 31 December 2015 (based on an exchange rate of S\$1.00: RMB4.5780 as at 31 December 2015 as extracted from Bloomberg L.P.). The Offer will provide an exit opportunity for Shareholders who wish to realise their investment in the Shares at a premium over prevailing market prices without incurring brokerage and other trading cost.

The delisting and privatisation of the Company will allow the Offeror to exercise greater control and management flexibility in utilising and deploying the resources of the Group and to dispense with compliance cost associated with the Company's listing status. The delisting and privatisation of the Company will also afford the Offeror flexibility to rationalise the management structure, internal resources and cost structure of the Group's businesses for greater efficiency and competitiveness.

8. THE OFFEROR'S INTENTIONS FOR THE COMPANY

The Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company. Accordingly, when entitled, the Offeror intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act and does not intend to take steps for the lifting of any trading suspension of the Shares by the SGX-ST in the event that, *inter alia*, less than 10% of the total issued Shares (excluding any treasury shares) are held in public hands. In addition, the Offeror also reserves the right to seek a voluntary delisting of the Company from the SGX-ST pursuant to Rules 1307 and 1308 of the SGX-ST Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**").

The Offeror currently has no intention to (a) make any major changes to the businesses of the Group, (b) redeploy the fixed assets of the Group, or (c) discontinue the employment of the employees of the Group, other than in the ordinary course of business. After the delisting and privatisation of the Company, the Offeror may conduct a review of the operations and management of the Group, restructure its shareholdings or the shareholdings of the Company and may also evaluate various strategic options with a view to optimise and/or unlock value in the Offeror and/or the Group at an opportune time in the future. Nonetheless, the Offeror retains the flexibility at any time to consider any options or opportunities in relation to the Group which may present themselves and which it may regard to be in the best interests of the Offeror and/or the Group.

9. COMPULSORY ACQUISITION

Pursuant to Section 215(1) of the Companies Act, if the Offeror receives valid acceptances of the Offer or acquires Offer Shares during the Offer period otherwise than through valid acceptances of the Offer in respect of not less than 90% of the total number of issued Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the Offer Announcement Date), the Offeror will be entitled to exercise the right to compulsorily acquire all the Shares of Dissenting Shareholders on the same terms as those offered under the Offer.

In such an event, the Offeror intends to exercise its right of compulsory acquisition and the Company will become a wholly-owned subsidiary of the Offeror upon the completion of such compulsory acquisition.

Shareholders have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares at the Offer Price in the event that the Offeror, its related corporations or their respective nominees acquire, pursuant to the Offer, such number of Shares which, together with the Shares held by the Offeror, its related corporations or their respective nominees, comprise 90% or more of the total number of issued Shares (excluding any Shares held by the Company as treasury shares). Shareholders who wish to exercise such right are advised to seek their own independent legal advice.

10. LISTING STATUS OF THE COMPANY

Pursuant to Rule 1104 of the Catalist Rules, upon the announcement by the Offeror that valid acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror and parties acting in concert with the Offeror to above 90% of the total number of issued Shares (excluding any treasury shares), the SGX-ST may suspend the trading of the Shares on the SGX-ST until it is satisfied that at least 10% of the total number of issued Shares (excluding treasury shares) are held by at least 200 Shareholders who are members of the public.

In addition, under Rule 724(1) of the Catalist Rules, if the percentage of the total number of issued Shares (excluding treasury shares) held in public hands falls below 10%, the Company must, as soon as practicable, notify its sponsor of that fact and announce that fact and the SGX-ST may suspend the trading of all the Shares. Rule 724(2) of the Catalist Rules states that the SGX-ST may allow the Company a period of three months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares in public hands to at least 10%, failing which the Company may be delisted.

Rule 1303(1) of the Catalist Rules provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued Shares (excluding treasury shares), thus causing the percentage of the total number of issued Shares (excluding treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.

It is the intention of the Offeror to make the Company its wholly-owned subsidiary and to delist the Company from the SGX-ST. It is therefore not the intention of the Offeror to preserve the listing status of the Company and in the event that the trading of Shares on the SGX-ST is suspended pursuant to Rule 724, Rule 1104 or Rule 1303(1) of the Catalist Rules, the Offeror does not intend to undertake or support any action for any such trading suspension to be lifted by the SGX-ST.

11. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

11.1 Past Consultancy Agreement entered into with a Director of the Company

Messrs Zhao Deming and Zhao Lei (the “**Zhao Family**”) had previously appointed Chelmsford International Ltd (全福国际投资有限公司) (“**Chelmsford International**”) as their consultant in connection with the proposed delisting of the Company pursuant to a consultancy agreement dated 18 July 2013 (the “**Consultancy Agreement**”). Under the Consultancy Agreement, Chelmsford International was to be paid (i) after successful completion of the proposed delisting of the Company, an amount in Singapore dollars equivalent to 2% of the total purchase consideration for the Shares, and (ii) during the term of its appointment, reimbursement for communication, travelling, lodging and other expenses.

The Zhao Family and Chelmsford International subsequently entered into a termination agreement dated 1 November 2015 pursuant to which the Consultancy Agreement was terminated with immediate effect and Chelmsford International was paid a sum of S\$50,000 as compensation.

As at the Offer Announcement Date, Mr Frank Liu owns the entire issued share capital of Chelmsford International and he is also the sole director of Chelmsford International. As at the Offer Announcement Date, Mr Frank Liu is also an Independent Director of the Company.

Save as disclosed in this Announcement, as at the Offer Announcement Date, there is no agreement, arrangement or understanding between the Offeror and any of the Company's directors.

11.2 Shareholdings and Dealings

- (a) As at the Offer Announcement Date, (i) the Offeror, (ii) Ever Universe, (iii) each of the Ever Universe Shareholders, (iv) Mr Cao Xiaping; (v) Mr Frank Liu and (vi) CIMB (together, the “**Relevant Persons**” and each a “**Relevant Person**”) own, control or have agreed to acquire an aggregate of 1,133,143,078 Shares, representing approximately 68.10% of all the issued Shares, details of which are set out in the Appendix to this Announcement.
- (b) The dealings in the Shares by the Relevant Persons during the period commencing three months prior to the Offer Announcement Date and ending on the Offer Announcement Date (the “**Reference Period**”) are also set out in the Appendix to this Announcement.
- (c) Save as disclosed in this Announcement (including the Appendix hereto) and based on the latest information available to the Offeror, none of the Relevant Persons (aa) owns, controls or has agreed to acquire any (i) Shares, (ii) other securities which carry voting rights in the Company or (iii) convertible securities, warrants, options or derivatives in respect of such Shares or securities (collectively, the “**Company Securities**”) as at the Offer Announcement Date; (bb) has dealt for value in any Company Securities during the Reference Period; or (cc) has received any irrevocable undertaking from any party to accept or reject the Offer as at the Offer Announcement Date.

11.3 Other Arrangements

Save as disclosed in this Announcement, as at the Offer Announcement Date and based on the latest information available to the Offeror, none of the Relevant Persons has (a) granted a security interest relating to any Company Securities to another person, whether through a charge, pledge or otherwise; (b) borrowed any Company Securities from another person (excluding borrowed Company Securities which have been on-lent or sold); or (c) lent any Company Securities to another person.

11.4 Confidentiality

In the interests of confidentiality, the Offeror has not made any enquiries in respect of certain other persons who are or may be presumed to be acting in concert with the Offeror in connection with the Offer. Further enquiries will be made of such persons and the relevant disclosures (if any) will be made in due course subsequently in the Offer Document.

12. CONFIRMATION OF FINANCIAL RESOURCES

CIMB, as financial adviser to the Offeror in connection with the Offer, confirms that save in respect of the 1,132,476,078 Undertaking Shares representing approximately 68.06% of the total number of issued Shares (excluding treasury shares) which are the subject of the Irrevocable Undertaking, sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer.

13. OFFER DOCUMENT

The Offer Document setting out the terms and conditions of the Offer and enclosing the relevant form(s) of acceptance of the Offer will be despatched to the holders of the Offer Shares not earlier than 14 days and not later than 21 days from the Offer Announcement Date.

14. OVERSEAS SHAREHOLDERS

This Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or purchase any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Announcement in any jurisdiction in contravention of applicable law. The Offer, if made, will be made solely by the Offer Document and the forms of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted.

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and persons in such jurisdictions in which this Announcement is released, published or distributed should inform themselves about and observe such restrictions.

Copies of this Announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer

would violate the law of that jurisdiction (the "**Restricted Jurisdiction**"), and the Offer will not be made to, nor will the Offer be capable of acceptance by, any person within any Restricted Jurisdiction if the offer to and/or acceptance by such person will violate the laws of the Restricted Jurisdiction. Persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the register of the Company or, as the case may be, in the records of The Central Depository (Pte) Limited ("**Overseas Shareholders**") may be affected by laws of the relevant jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable requirements. Further details in relation to the Overseas Shareholders will be contained in the Offer Document.

Where there are potential restrictions on sending the Offer Document and the relevant form(s) of acceptance accompanying the Offer Document to any overseas jurisdictions, the Offeror and CIMB each reserves the right not to send these documents to Overseas Shareholders in such overseas jurisdictions. **For the avoidance of doubt, the Offer is open to all Shareholders holding the Offer Shares, including those to whom the Offer Document and relevant form(s) of acceptance may not be sent.**

15. RESPONSIBILITY STATEMENT

The directors of the Offeror 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, 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, information in relation to the Company or the Group), the sole responsibility of the Offeror's directors has been to ensure through reasonable enquiries that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement in its proper form and context.

Issued by

CIMB BANK BERHAD, SINGAPORE BRANCH

For and on behalf of

TORRINGTON PLACE PTE. LTD.

24 February 2016

Any enquiries relating to this Announcement or the Offer should be directed during office hours to:

CIMB Bank Berhad, Singapore Branch
Investment Banking
Tel: (65) 6210 8956

Mr Mah Kah Loon
Managing Director and Head

Ms Tan Cher Ting
Director

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 "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the current expectations, beliefs, hopes, intentions or strategies of the party making the statements 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 and/or any other person should not place undue reliance on such forward-looking statements, and neither the Offeror nor CIMB undertakes any obligation to update publicly or revise any forward-looking statements.

APPENDIX

DISCLOSURES OF SHAREHOLDINGS AND DEALINGS

1. Holdings of Shares of the Relevant Persons

The holdings of Shares of the Relevant Persons as at the Offer Announcement Date are set out below:

Name	Direct Interests		Deemed Interests		Total Interests	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Offeror	-	-	-	-	-	-
Ever Universe ⁽¹⁾	-	-	1,132,476,078	68.06	1,132,476,078	68.06
<u>Ever Universe Shareholders⁽²⁾</u>						
Mr Sun Jinnan ⁽³⁾	-	-	-	-	-	-
Mr Sun Jianming	-	-	-	-	-	-
Ms Sun Liping	-	-	-	-	-	-
Mr Zhao Deming ⁽⁴⁾	-	-	1,132,476,078	68.06	1,132,476,078	68.06
Mr Zhao Lei ⁽³⁾	-	-	-	-	-	-
Mr Cao Xiaping ⁽³⁾	667,000	0.04	-	-	667,000	0.04
Mr Frank Liu ⁽⁵⁾	-	-	-	-	-	-
CIMB	-	-	-	-	-	-

Notes:

- (1) Ever Universe holds all 1,132,476,078 Shares through DB Nominees (Singapore) Pte Ltd.
- (2) Messrs Sun Jinnan, Sun Jianming, Sun Liping, Zhao Deming and Zhao Lei own 16.96%, 17.26%, 16.88%, 32.02% and 16.88% of the issued share capital of Ever Universe, respectively.
- (3) The directors of the Offeror are Messrs Sun Jinnan, Zhao Lei and Cao Xiaping.
- (4) Mr Zhao Deming holds 32.02% of the total issued share capital in Ever Universe and is therefore deemed interested in the 1,132,476,078 Shares which Ever Universe is indirectly interested in, pursuant to Section 7 of the Companies Act.
- (5) Mr Frank Liu is an Independent Director of the Company who had previously entered into the Consultancy Agreement with the Offeror (as described under Paragraph 11.1 of this Announcement).

2. Dealings in Shares by the Relevant Persons

The Relevant Persons have not dealt for value in the Shares during the Reference Period.