

ADVANCE TECHNOLOGY HOLDING LTD
(Company Number: 1863143)
(Incorporated in the British Virgin Islands)

11 March 2016

To: The shareholders of **Sinotel Technologies Ltd.**

Dear Sir/Madam

RIGHTS OF SHAREHOLDERS OF SINOTEL TECHNOLOGIES LTD. UNDER SECTION 215(3) OF THE COMPANIES ACT (CHAPTER 50 OF SINGAPORE) (THE "ACT")

1. INTRODUCTION

- 1.1 **Exit Offer.** We, Advance Technology Holding Ltd (the "**Offeror**"), refer to the exit offer letter dated 28 January 2016 (the "**Exit Offer Letter**") issued by Deloitte & Touche Corporate Finance Pte Ltd ("**Deloitte**"), for and on behalf of the Offeror, to the shareholders of Sinotel Technologies Ltd. (the "**Company**") in relation to the voluntary delisting of the Company from the Official List of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") pursuant to Rules 1307 and 1309 of the listing manual of the SGX-ST and the exit offer in cash (the "**Exit Offer**") by Deloitte, for and on behalf of the Offeror, to acquire all the issued ordinary shares in the capital of the Company (the "**Shares**"), other than those Shares held, directly or indirectly, by the Offeror as at the date of the Exit Offer (the "**Offer Shares**").

All capitalised terms used and not defined herein shall have the same meanings given to them in the Exit Offer Letter.

- 1.2 **Non-Acceptance of the Exit Offer.** According to the records maintained by the CDP and/or the Company's share registrar, B.A.C.S. Private Limited, as the case may be, you have not accepted the Exit Offer in respect of your Shares.
- 1.3 **Closing Date.** As announced by Deloitte, for and on behalf of the Offeror, on 4 March 2016, the Exit Offer has closed at 5.30 p.m. on 4 March 2016.

2. SHAREHOLDERS' RIGHTS UNDER SECTION 215(3) OF THE ACT

- 2.1 **Aggregate Holdings of Shares.** As at 4 March 2016, pursuant to the Exit Offer, the Offeror held, or have acquired, an aggregate of 407,489,507 Shares (the "**Relevant Shares**"), representing approximately 96.35% of the total number of issued Shares.
- 2.2 **Section 215(3) of the Act.** As the Relevant Shares comprise not less than 90% of the total number of issued Shares, Shareholders who have not accepted the Exit Offer have the right under Section 215(3) of the Act, to require the Offeror to acquire their Shares, **on the same terms as those set out in the Exit Offer Letter (the "Section 215(3) Right")**. **Shareholders who wish to exercise their Section 215(3) Right are advised to seek their own independent legal advice.**
- 2.3 **Form 58.** In connection with the foregoing, a Notice to Non-Assenting Shareholder in the form prescribed under the Act ("**Form 58**") addressed to you is enclosed with this Letter. You may, within three (3) months from the date of the Form 58 (that is, on or before 11 June 2016 (the "**Expiry Date**")), send your notification to **Advance Technology Holding Ltd, c/o B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544** to require the Offeror to acquire your Shares. Where you have given such notice with respect to your Shares, the Offeror

shall be entitled and bound to acquire those Shares on the same terms as those set out in the Exit Offer Letter.

- 2.4 **Consultation.** If you are in any doubt about any of the matters referred to in this Letter or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

3. TERMS OF THE OFFER

As you have the right to require the Offeror to acquire your Shares on the same terms as those set out in the Offer Document, we wish to draw your attention to the following salient terms of the Offer as set out in the Offer Document which will be similarly applicable to your exercise of the Section 215(3) Right:

(a) **Exit Offer Price**

As mentioned in the Exit Offer Letter, the consideration for each Offer Share is S\$0.128 in cash (the “**Exit Offer Price**”).

(b) **No Encumbrances**

The Offer Shares will be acquired (a) fully paid; (b) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and any other third party rights and interests of any nature whatsoever (the “**Encumbrances**”); and (c) together with all rights, benefits and entitlements attached thereto as at 30 November 2015, being the date of the joint announcement by the Offeror and the Company of the Delisting (the “**Joint Announcement Date**”) and thereafter attaching thereto (including the right to receive all dividends and other distributions, if any, which may be announced, declared, paid or made thereon by the Company on or after the Joint Announcement Date).

In the event that the record or books closure date for determining the entitlement to any dividends, rights or other distributions announced or declared by the Company falls on or after the Joint Announcement Date, the Offeror reserves the right to reduce the Exit Offer Price by the amount of such dividends, rights or other distributions.

(c) **Warranty**

The exercise of the Section 215(3) Right will be deemed to constitute an unconditional and irrevocable warranty by the Shareholder that each Share in respect of which such Shareholder has exercised the Section 215(3) Right is sold by the Shareholder, as or on behalf of the beneficial owner(s) thereof, fully paid, free from all Encumbrances, and together with all rights, benefits and entitlements attached thereto as at the Joint Announcement Date and thereafter attaching thereto (including the right to receive all dividends and other distributions, if any, which may be announced, declared, paid or made thereon by the Company on or after the Joint Announcement Date).

4. OTHERS

If you have any other queries in relation to this Letter, please contact B.A.C.S. Private Limited at +65 6593 4848 via telephone or main@bacs.com.sg via email.

Yours faithfully,
For and on behalf of
Advance Technology Holding Ltd

A handwritten signature in black ink, appearing to be the Chinese characters '张榕' (Zhang Rong), written over a horizontal line.

Zhang Rong
Director