

CHINA JISHAN HOLDINGS LIMITED
(Company Registration No. 200310591E)
(Incorporated in the Republic of Singapore)

VOLUNTARY CONDITIONAL CASH OFFER BY STIRLING COLEMAN CAPITAL LIMITED FOR AND ON BEHALF OF TIANLAN HOLDING PTE. LTD.

– DESPATCH OF OFFEREE CIRCULAR

1. INTRODUCTION

The Board of Directors (“**Board**”) of China Jishan Holdings Limited (“**Company**”) refers to:

- (a) the announcement (the “**Offer Announcement**”) dated 20 August 2020 in relation to the voluntary conditional cash offer (the “**Offer**”) made by Stirling Coleman Capital Limited (“**SCCL**”), for and on behalf of Tianlan Holding Pte. Ltd. (the “**Offeror**”), for all the issued ordinary shares in the capital of the Company;
- (b) the announcement dated 20 August 2020 made by the Company in response to the Offer Announcement;
- (c) the announcement dated 28 August 2020 made by the Company in relation to the appointment of Novus Corporate Finance Pte. Ltd. as the independent financial adviser (the “**IFA**”) to advise the directors of the Company (the “**Directors**”) who are considered independent for the purpose of the Offer (the “**Independent Directors**”); and
- (d) the announcement dated 3 September 2020 made by SCCL, for and on behalf of the Offeror, in relation to the despatch of the formal offer document dated 3 September 2020 (the “**Offer Document**”) containing, *inter alia*, the terms and conditions the Offer, together with the accompanying relevant acceptance forms for the Offer.

2. DESPATCH OF OFFEREE CIRCULAR

The Board wishes to inform the shareholders of the Company (the “**Shareholders**”) that a circular dated 17 September 2020 (the “**Offeree Circular**”) containing, *inter alia*, the advice of the IFA to the Independent Directors and the recommendation of the Independent Directors in respect of the Offer has been or will be despatched by the Company to the Shareholders today.

The Offeree Circular requires the immediate attention of the Shareholders. Shareholders should read the Offer Document, the Offeree Circular and the letter from the IFA as set out in the Offeree Circular carefully and consider the recommendation of the Independent Directors and the advice of the IFA to the Independent Directors in respect of the Offer before deciding whether or not to accept the Offer. If you are in any doubt in relation to the Offer or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

3. CLOSING DATE

Shareholders should note that, as stated in the Offer Document, acceptances should be received by **5.30 p.m. (Singapore time) on 1 October 2020**, or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the “**Closing Date**”).

4. REQUEST FOR OFFEREE CIRCULAR

Shareholders who do not receive the Offeree Circular within two (2) business days from the date hereof may obtain a copy of the same from M & C Services Private Limited, the share registrar of the Company (the “**Share Registrar**”), during normal business hours on any day (other than a public holiday, Saturday or Sunday), up to 5.30 p.m. (Singapore time) on the Closing Date, at the following address:

M & C Services Private Limited
112 Robinson Road
#05-01
Singapore 068902

An electronic copy of the Offeree Circular is also available on the website of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) at www.sgx.com.

5. OVERSEAS SHAREHOLDERS

The Offeree Circular may not be sent to certain Shareholders whose addresses are outside Singapore (“**Overseas Shareholders**”) due to the potential restrictions on sending such documents to overseas jurisdictions. Any affected Overseas Shareholder may, nonetheless (subject to compliance with applicable laws), obtain a copy of the same during normal business hours on any day (other than a public holiday, Saturday or Sunday), up to 5.30 p.m. (Singapore time) on the Closing Date, from the office of the Share Registrar as mentioned above, download a copy of the Offeree Circular from the website of the SGX-ST at www.sgx.com, or write to the Share Registrar at the aforementioned address to request for the Offeree Circular to be sent to an address in Singapore by ordinary post at his own risk (the last date for despatch in respect of such request shall be a date falling five (5) market days prior to the Closing Date).

6. DIRECTORS’ RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement (excluding those relating to the Offer, the Offeror and parties acting in concert with it) are fair and accurate, and that no material facts have been omitted from this announcement, the omission of which would make any statement in this announcement misleading, and they jointly and severally accept full responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement, the Offer Document, and any other announcements made by or on behalf of the Offeror), the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

BY ORDER OF THE BOARD

Xiao Ziliang
Executive Director/ Chief Executive Officer

17 September 2020