

**PROPOSED VOLUNTARY DELISTING OF
ADVANCED INTEGRATED MANUFACTURING CORP. LTD.
EXIT OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS**

1 INTRODUCTION

Tata Capital Markets Pte. Ltd. (“**TCMPL**”) refers to the following:

- (a) the exit offer letter (“**Exit Offer Letter**”) issued by TCMPL, for and on behalf of the Offeror, and the circular (“**Circular**”) issued by the Company to its shareholders (“**Shareholders**”), both dated 7 April 2017, in relation to the proposed voluntary delisting of the Company from the Official List of the Singapore Exchange Securities Trading Limited pursuant to Rule 1307 and 1309 of the Listing Manual;
- (b) the announcement issued by TCMPL, for and on behalf of the Offeror, on 28 April 2017 relating to the fulfillment of the Minimum Acceptance Condition (the “**Acceptance Level Announcement**”); and
- (c) the announcement issued by the Company on 2 May 2017 on the results of the extraordinary general meeting (“**EGM**”) held by the Company on the same day (the “**EGM Results Announcement**”).

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

2 EXIT OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS

As stated in the Exit Offer Letter, the Exit Offer is conditional on (i) the Delisting Resolution Conditions becoming satisfied at the EGM; and (ii) the fulfillment of the Minimum Acceptance Condition.

As stated in the EGM Results Announcement, the Delisting Resolution as set out in the Notice of EGM dated 7 April 2017 was duly passed by the Shareholders in accordance with the requirements of Rule 1307 of the Listing Manual.

As stated in the Acceptance Level Announcement, the Offeror had as at 5.00 p.m. on 28 April 2017 received valid acceptances in respect of such number of Offer Shares which, together with the Shares already owned, controlled or agreed to be acquired by the Offeror as at the date of the Exit Offer, has resulted in the Offeror holding more than 50% of the Shares (excluding any Shares held by the Company as treasury shares).

Accordingly, both the Delisting Resolution Conditions and the Minimum Acceptance Condition in respect of the Exit Offer have been fulfilled and TCMPL wishes to announce, for and on behalf of the Offeror, **that all the conditions to the Exit Offer have been satisfied and that the Exit Offer has become and is hereby declared to be UNCONDITIONAL in all respects as at the date of this Announcement.**

3 LEVEL OF ACCEPTANCE OF THE EXIT OFFER

TCMPL wishes to announce, for and on behalf of the Offeror, that:

- (a) **Acceptances of the Exit Offer.** As at 5.00 p.m. on 2 May 2017, the Offeror has received valid acceptances amounting to 121,648,471 Shares, representing approximately 92.34% of the total number of issued Shares¹.
- (b) **Shares held before the offer period.** As at 24 November 2016, being the Joint Announcement Date:
 - (i) the Offeror did not hold any Shares; and
 - (ii) parties acting in concert with it owned or controlled an aggregate of 116,800,799² Shares (the “**Offeror Concert Parties Shares**”), representing approximately 88.66% of the total number of issued Shares.
- (c) **Shares acquired or agreed to be acquired after the Joint Announcement Date and up to 5.00 p.m. on 2 May 2017 (other than pursuant to valid acceptances of the Exit Offer).** Following the Joint Announcement Date and up to 5.00 p.m. on 2 May 2017, other than pursuant to valid acceptances of the Exit Offer, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any Shares.
- (d) **Offeror Concert Parties Shares.** As at 5.00 p.m. on 2 May 2017, the Offeror has:
 - (i) received valid acceptances in respect of 116,756,199 Offeror Concert Parties Shares, representing approximately 88.63% of the issued share capital of the Company; and
 - (ii) not received valid acceptances in respect of 44,600 Offeror Concert Parties Shares representing approximately 0.03% of the issued share capital of the Company.

Accordingly, as at 5.00 p.m. on 2 May 2017, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it; and (b) valid acceptances of the Exit Offer, amount to an aggregate of 121,693,071 Shares, representing approximately 92.37% of the total number of issued Shares.

4 CLOSING DATE

The Exit Offer will remain open for acceptance until **5.30 p.m. on 17 May 2017**, being the last day for the lodgment of acceptances of the Exit Offer (the “**Closing Date**”).

Notice is hereby given that the Exit Offer will not be open for acceptances beyond 5.30 p.m. on the Closing Date. Acceptances of the Exit Offer received after 5.30 p.m. on the Closing Date will be rejected.

¹ In this Announcement, unless otherwise stated, all references to the total number of issued Shares shall be to 131,740,474 Shares (excluding treasury Shares).

² This includes the aggregate of (i) 116,251,679 Shares held by the Relevant Shareholders who have accepted / will accept the Exit Offer pursuant to their respective Irrevocable Undertakings as described in paragraphs 4.1 and 4.2 of the Exit Offer Letter and (ii) the Shares held by the other parties acting or deemed to be acting in concert with the Offeror in connection with the Exit Offer as set out in paragraph 3.1 of Appendix 2 of the Exit Offer Letter.

5 PROCEDURE FOR ACCEPTANCE

Full details of the procedures for acceptance and other details of the Exit Offer are set out in Appendix I of the Exit Offer Letter and in the relevant Acceptance Forms, and Shareholders are advised to read the Exit Offer Letter and the respective Acceptance Forms in their entirety.

6 SETTLEMENT

As the Exit Offer is declared unconditional in all respects, remittances for the appropriate amounts will be despatched to accepting Shareholders as soon as practicable but in any event:

- (a) in respect of acceptances of the Exit Offer which are valid and complete in all respects and are received on or before the date on which the Exit Offer becomes or is declared unconditional in all respects, within seven (7) business days of that date; or
- (b) in respect of acceptances of the Exit Offer which are valid and complete in all respects and are received after the Exit Offer becomes or is declared unconditional in all respects, but on or before the Closing Date, within seven (7) business days of that date of such receipt.

7 COMPULSORY ACQUISITION

As stated in the Exit Offer Letter, in the event that the Offeror receives valid acceptances pursuant to the Exit Offer in respect of not less than 90% of the total Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Exit Offer and excluding any treasury Shares), the Offeror intends to exercise the right to compulsorily acquire all the Shares of Shareholders who have not accepted the Exit Offer (the “**Dissenting Shareholders**”) at a price equal to the Exit Offer Price.

As at the date of this Announcement, the Offeror has acquired Shares, by virtue of valid acceptances of the Exit Offer, in respect of not less than 90% of all the issued Shares. Accordingly, the Offeror is entitled to, and will in due course, exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to acquire all the Shares held by the Dissenting Shareholders.

A notice will be sent to Dissenting Shareholders in the form prescribed under the Companies Act. The Offeror will exercise its right of compulsory acquisition to acquire all the Shares held by the Dissenting Shareholders after the expiry of one (1) month from the date on which the notice is given. Thereafter, remittances for the appropriate amount payable will be despatched to the Dissenting Shareholders to the address as it appears in the records of CDP and/or as it appears in the register as maintained by the Registrar.

8 RESPONSIBILITY STATEMENT

The Offeror Directors (including any Offeror Director who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed herein (other than those relating to the Company) are fair and accurate and where appropriate, no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading. Where any information in this Announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the Offeror Directors has been to ensure 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. The Offeror Directors jointly and severally accept responsibility accordingly.

Issued by
TATA CAPITAL MARKETS PTE. LTD.

For and on behalf of
HAO CORP PTE. LTD.

2 May 2017

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", "potential", "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 should not place undue reliance on such forward-looking statements, and neither the Company, the Offeror, the Relevant Shareholders nor TCMPL undertakes any obligation to update publicly or revise any forward-looking statements.

Disclosure of Dealings

The associates (as defined under the Code, and which includes all substantial shareholders) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company in accordance with Rule 12 of the Code.