LIZHONG WHEEL GROUP LTD
(Registration Number: 200407196C)
(Incorporated in the Republic of Singapore)
(the "**Company**")

VOLUNTARY CONDITIONAL CASH OFFER FOR SHARES IN LIZHONG WHEEL GROUP LTD BY DBS BANK LTD. FOR AND ON BEHALF OF BERKLEY INTERNATIONAL LIMITED

RESULTS OF APPLICATION FOR DELISTING AND WAIVERS FROM RULES 1307 AND 705(2) OF THE LISTING MANUAL

All capitalized terms used and not defined herein shall have the same meanings attributed to them in the Offer Document, the Circular, the Application Announcement and/or the Close of Offer Announcement (as the case may be).

1. INTRODUCTION

The board of directors (the "**Board**") of the Company refers to (i) the offer document (the "**Offer Document**") issued by DBS Bank Ltd. ("**DBS**") for and on behalf of Berkley International Limited (the "**Offeror**") to the shareholders of the Company (the "**Shareholders**") dated 4 September 2015 in relation to the Offer; (ii) the circular (the "**Circular**") issued by the Company to Shareholders dated 18 September 2015 in relation to the Offer; (iii) the announcement issued by the Company dated 30 September 2015 in relation to the application for waiver from Rule 705(2) and Rule 1307 of the Listing Manual (the "**Application Announcement**"); and (iv) the announcement issued by DBS for and on behalf of the Offeror dated 16 October 2015 in relation to the close of the Offer (the "**Close of Offer Announcement**").

2. APPLICATION FOR WAIVERS FROM RULES 1307 AND 705(2) OF THE LISTING MANUAL

2.1 An application was made on 30 September 2015, followed by an updated application on 30 October 2015 upon the request of SGX-ST, to seek waiver from compliance with Rule 1307 of the Listing Manual and to delist the Company from the SGX-ST (the "**Rule 1307 Application**").

2.2 In the same Rule 1307 Application, an application was also made for waiver from compliance with Rule 705(2) of the Listing Manual (the "**Rule 705(2) Application**"), which requires the release of the financial statements of the Company for the third quarter of its financial year ending 30 September 2015 (the "**3Q Results**").

2.3 Both the waivers for Rule 1307 Application and the Rule 705(2) Application shall be referred to as the "**Waivers**".

2.4 On 9 November 2015, the SGX-ST advised that:

(a) in relation to the Rule 1307 Application and the Rule 705(2) Application, it has no objection to the Waivers subject to:

(i) the Company announcing the Waivers granted, the reasons for seeking the Waivers and the conditions as required under Rule 107 of the Listing Manual;

(ii) submission of a written confirmation from the Company that the Waivers do not contravene any laws and regulations governing the Company and the articles of association of the Company; and

(iii) submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Company.

The Company will be providing the written confirmations requested by the SGX-ST in due course.

3. REASONS FOR WAIVER APPLICATIONS

In relation to the Rule 1307 Application

(a) It is stated in the Offer Document that the Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company. Furthermore, the Offeror does not intend to take steps for the public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted in the event that, *inter alia*, less than 10% of the total number of issued Shares (excluding any Shares held in treasury) are held in public hands.

(b) As the Offeror has a shareholding interest of more than 90% in the Company, it will be able to unilaterally determine the outcome of the Extraordinary General Meeting ("**EGM**") by voting in favour of the resolution to approve the Delisting at an EGM, if convened.

(c) In addition, in view of the announcement dated 21 September 2015 in which DBS Bank ("**21st September Announcement**"), for and on behalf of the Offeror, announced that 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 compulsorily acquire all the Shares of the Shareholders who have not accepted the Offer at the Offer Price of S$0.50 for each Share ("**Compulsory Acquisition**"), the Offeror will be the sole shareholder of the Company after the completion of the Compulsory Acquisition.

In relation to the Rule 705(2) Application

(a) In the 21st September Announcement, DBS Bank, for and on behalf of the Offeror, announced that the Offer will remain open for acceptance until 5.30 p.m. (Singapore time) on 16 October 2015 ("**Final Closing Date**") and that the Offeror does not intend to extend the Offer beyond 5.30 p.m. (Singapore time) on the Final Closing Date. Accordingly, the Company had suspended the trading of its Shares with effect from 19 October 2015, pending the delisting of the Shares. Based on the Offeror's stated intentions in the Offer Document, the Offeror does not intend to take any step for the public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted in the event that, *inter alia*, less than 10% of the total number of issued Shares (excluding any Shares held in treasury) are held in public hands. In this regard, Shareholders and investors were not able to deal in the Shares on the SGX-ST with effect from 19 October 2015; and

(b) The Offeror had exercised its right of Compulsory Acquisition and the Offeror will be the sole shareholder of the Company after the completion of the Compulsory Acquisition. The Offeror currently owns 232,690,649 Shares, representing approximately 99.01% of the total number of Shares.

(c) Based on the reasons above, Shareholders and investors are unlikely to be prejudiced by the non-release of the 3Q Results. Accordingly, it will serve little

purpose to require the Company to release the 3Q Results before the anticipated delisting and incur additional compliance costs in connection with the preparation and the release of the 3Q Results.

4. SUSPENSION AND TIMING OF DELISTING

4.1. Pursuant to Rule 1303(1) of the Listing Manual and the close of the Offer on 16 October 2015, the Company had announced that a request for suspension had been made on 19 October 2015. Trading in the Shares on the SGX-ST was suspended with effect from 19 October 2015.

4.2. **The Company intends to be delisted upon the completion of the Compulsory Acquisition and had sought the approval from SGX-ST in the Rule 1307 Application ("Request") and the Request is currently pending. The date on which Company will be delisted from the SGX-ST will be announced as and when the Request had been approved.**

5. 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 opinions expressed in this announcement (other than those relating to the Offeror, parties acting in concert or deemed to be acting in concert with the Offeror and the Offer) are fair and accurate and that there are no other material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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

The Directors jointly and severally accept full responsibility accordingly.

By order of the Board

See Yen Tarn
Lead Independent Director
09 November 2015