



ACMA LTD.
(formerly known as China Auto Corporation Ltd)
(Company Registration No. 196500233E)
(Incorporated in the Republic of Singapore)

PROPOSED ACQUISITION OF 30% SHAREHOLDING INTEREST IN LLC CC AVANGUARD 500

SUBSCRIPTION OF 86,802,721 NEW ORDINARY SHARES IN THE CAPITAL OF ACMA LTD.

– APPROVAL IN-PRINCIPLE FROM THE SGX-ST OF THE LISTING AND QUOTATION OF SHARES

The Board of Directors of Acma Ltd. refers to the Company's announcement dated 3 September 2013 ("**Announcement**") in relation to, *inter alia*:

- (a) 123,086,817 new Shares to be issued and allotted by the Company as consideration for the Proposed Acquisition at an issue price of S\$0.0311 per ordinary share pursuant to the conditional sale and purchase agreement entered into by the Company with the Vendor on 3 September 2013 to acquire 30% of the issued and paid-up capital of LLC CC Avanguard 500 ("**Sale Agreement**");
- (b) Up to 98,406,170 new Shares to be issued by the Company pursuant to the exercise of the Vendor Option granted under the Sale Agreement at an exercise price of S\$0.0389 per Share;
- (c) 86,802,721 Subscription Shares at an issue price of S\$0.0295 per ordinary share pursuant to the Subscription Agreement; and
- (d) Up to 69,536,785 new Shares to be issued by the Company pursuant to the exercise of the MP Option granted under the Subscription Agreement at an exercise price of S\$0.0367 per Share.

(Collectively the "**Four Issuances**" or the "**New Shares**")

Unless otherwise defined, all capitalised terms used herein shall have the meanings ascribed to them in the Announcement.

Further to the Announcement, the Board is pleased to announce that it has on 17 April 2014, received the approval in-principle from the SGX-ST for the dealing with, listing of and quotation of the New Shares on the Official List of the SGX-ST ("**Approval In-Principle**").

The Approval In-Principle is subject to the following conditions:

- (a) compliance with the SGX-ST's listing requirements;
- (b) the issue of the Consideration Shares and the Subscription Shares prior to the expiry of the current share issue mandate approved by shareholders on 30 April 2013; if the Consideration Shares and Subscription Shares are to be issued after the expiry of the current share issue mandate approved by shareholders on 30

April 2013, submission of confirmation by the Company that a new share issue mandate is available at the time of issue of these shares; and

- (c) submission of:
 - (i) a written undertaking from the Company that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual in relation to the use of the proceeds from the Four Issuances and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on use of proceeds and in the annual report;
 - (ii) a written undertaking from the Company that it will comply with Rule 803 of the Listing Manual;
 - (iii) a written undertaking from the Company that it will not issue the shares under the Four Issuances to persons prohibited under Rule 812(1) of the Listing Manual; and
 - (iv) a written undertaking from the Company to comply with Rule 830 of the Listing Manual to announce any adjustment made pursuant to Rule 829(1) of the Listing Manual; and
- (d) the Company disclosing via SGXNET the relationship between Mr Mikhail Polyakov (“MP”) and Mr Victor Levin (“VL”). Pursuant to this, VL has disclosed to the Company that he and MP are common shareholders in a few companies which are either dormant or have little activities. Save the forgoing, the Company is not aware of any other connection between them.

The Approval-in-Principle is not to be taken as an indication of the merits of the Four Issuances, the shares to be issued under the Four Issuances, the Company Shares and/or its subsidiaries.

By Order of the Board

**Quek Sim Pin
Executive Chairman**

17 April 2014