PRE-CONDITIONAL VOLUNTARY GENERAL OFFER

By

HNA BELT AND ROAD INVESTMENTS (SINGAPORE) PTE. LTD.
(Company Registration Number: 201709856C)
(Incorporated in the Republic of Singapore)

a wholly-owned subsidiary of

海航實業集團股份有限公司
HNA HOLDING GROUP CO. LIMITED
(Incorporated in Hong Kong with limited liability)
(Hong Kong Stock Code: 521)

to acquire all the issued and paid up ordinary shares in the capital of

CWT LIMITED
(Company Registration Number: 197000498M)
(Incorporated in the Republic of Singapore)

other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations, and their respective nominees

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1. INTRODUCTION

1.1 **Pre-Conditional Voluntary General Offer.** HNA Belt and Road Investments (Singapore) Pte. Ltd. (the "**Offeror**"), a wholly-owned subsidiary of HNA Holding Group Co. Limited ("**HK ListCo**"), wishes to announce that, subject to the fulfilment or waiver (as applicable) of the Pre-Conditions (as defined in paragraph 2.1 below), it will make a voluntary conditional offer (the "**CWT VGO**") for all the issued and paid-up ordinary shares (the "**CWT Shares**") in the capital of CWT Limited (the "**Company**" or "**CWT**"), other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations, and their respective nominees (the "**Offer Shares**") in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the "**Code**").

The CWT VGO will not be made unless and until the Pre-Conditions are fulfilled or waived by the Offeror (as applicable) on or before the date falling 5 months after the date of this Announcement, being 9 September 2017, or such other date (the "Long-Stop Date") as the Offeror and the Company may determine in consultation with the Securities Industry Council (the "SIC"). Accordingly, all references to the CWT VGO in this Announcement refer to a possible voluntary general offer which will only be made if and when such Pre-Conditions are fulfilled or waived by the Offeror (as applicable). Nothing herein shall constitute an offer to sell or a solicitation of an offer to subscribe for the securities of HK ListCo and/or CWT.

Shareholders of the Company (the "CWT Shareholders") should exercise caution and seek appropriate independent advice when dealing in the CWT Shares.

1.2 **No Holding.** As at the date of this Announcement, the Offeror does not own or control, directly or indirectly, any CWT Shares.

2. PRE-CONDITIONS TO THE MAKING OF THE CWT VGO

2.1 **Pre-Conditions.** The making of the CWT VGO and posting of the formal offer document setting out the definitive terms and conditions of the CWT VGO (the "**CWT VGO Offer Document**") are subject to the fulfilment (or waiver, as applicable) of the following pre-conditions (collectively, the "**Pre-Conditions**") on or before the Long-Stop Date:-

2.1.1 The following anti-trust pre-conditions:-

2.1.1.1 insofar as the consummation of the CWT VGO triggers a mandatory merger control filing requirement under the Anti-Monopoly Law of the People's Republic of China (the "**Anti-Monopoly Law**"), a filing having been made to and accepted by the Anti-Monopoly Bureau of the Ministry of Commerce of the People's Republic of China ("**MOFCOM**") pursuant to the Anti-Monopoly Law and MOFCOM having issued a decision confirming that it will not conduct further review of the CWT VGO or allowing the consummation of the CWT VGO without conditions or on conditions reasonably satisfactory to the Offeror, or all applicable waiting periods under the Anti-Monopoly Law in respect of the review of the CWT VGO having expired;

2.1.1.2 insofar as the consummation of the CWT VGO triggers a mandatory merger control filing requirement under Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings of the European Union (the "**EUMR**"), a filing having been made to and accepted by the European Commission pursuant to the EUMR and the European Commission having issued a decision confirming that it will not conduct further review of the CWT VGO or allowing the consummation of the CWT VGO without conditions or on conditions reasonably satisfactory to the Offeror, or all applicable waiting periods under the EUMR in respect of the review of the CWT VGO having expired;

2.1.1.3 insofar as the consummation of the CWT VGO triggers a mandatory merger control filing requirement under the Act on Prohibition of Private Monopolisation and Maintenance of Fair Trade of Japan (the "**Antimonopoly Act**"), a filing having been made to and accepted by the Japanese Fair Trade Commission ("**JFTC**") pursuant to the Antimonopoly Act and the JFTC having issued a decision or notice confirming that it will not conduct further review of the CWT VGO or allowing the consummation of the CWT VGO without conditions or on conditions reasonably satisfactory to the Offeror, or all applicable waiting periods under the Antimonopoly Act in respect of the review of the CWT VGO having expired;

2.1.1.4 insofar as the consummation of the CWT VGO triggers a mandatory merger control filing requirement under the Competition Act 89 of South Africa (the "**Competition Act**"), a filing having been made to and accepted by the Competition Commission pursuant to the Competition Act and the Competition Commission having issued a decision confirming that it will not conduct further review of the CWT VGO or allowing the consummation of the CWT VGO without conditions or on conditions reasonably satisfactory to the Offeror, or all applicable waiting periods under the Competition Act in respect of the review of the CWT VGO having expired;

2.1.1.5 insofar as the consummation of the CWT VGO triggers a mandatory merger control filing requirement under the Act on the Protection of Competition of Turkey (the "**Competition Law**"), a filing having been made to and accepted by the Turkish Competition Authority ("**TCA**") pursuant to the Competition Law and the TCA having issued a decision confirming that it will not conduct further review of the CWT VGO or allowing the consummation of the CWT VGO without conditions or on conditions reasonably satisfactory to the Offeror, or all applicable waiting periods under the Competition Law in respect of the review of the CWT VGO having expired; and

2.1.1.6 insofar as the consummation of the CWT VGO triggers a mandatory merger control filing requirement under the Taiwan Fair Trade Act (the "**FTA**"), a filing having been made to and accepted by the Taiwanese Fair Trade Commission ("**TFTC**") pursuant to the FTA and the TFTC having issued a decision confirming that it will not conduct further review of the CWT VGO or allowing the consummation of the CWT VGO without conditions or on conditions reasonably satisfactory to the Offeror, or all applicable waiting periods under the FTA in respect of the review of the CWT VGO having expired.

2.1.2 There being no Material Adverse Effect.

2.1.3 The shareholders of HK ListCo having approved the CWT VGO at a general meeting pursuant to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Pre-Conditions set out in paragraph 2.1.1 and 2.1.3 above cannot be waived by the Offeror.

For the purposes of paragraph 2.1.2, "**Material Adverse Effect**" means, in relation to CWT and its subsidiaries (the "**CWT Group**"), any event or occurrence that results or is likely to result in a diminution by more than 15% in the consolidated net asset value of the CWT Group as at 31 December 2016 (which is S$874,241,000 based on the unaudited consolidated financial statements of the CWT Group for the financial year ended 31 December 2016), as reflected in the latest publicly released consolidated financial results of the CWT Group prior to the date that the last of the Pre-Conditions (other than the Pre-Condition in paragraph 2.1.2 above) is fulfilled or waived (as applicable), provided that any diminution in value of any item of the assets or increase in value of any item of the liabilities of the CWT Group arising from currency translation shall not be taken into account and the following shall also not be considered in determining whether a Material Adverse Effect has occurred: (i) any change or effect resulting from events, facts, circumstances or conditions affecting the economy in general, the foreign exchange market, or the shipping industry or other industries in which the CWT Group engages its business, (ii) any change or effect resulting from changes in legal or regulatory requirements that affect in general the businesses in which the CWT Group is engaged; or (iii) any change or effect arising from the payment of the FY2016 Proposed Final Dividend (as defined below).

In connection with the Pre-Condition set out in paragraph 2.1.3 above, Hong Kong HNA Holding Group Co. Limited ("**Hong Kong HNA**") and HNA Group (International) Company Limited ("**HNAGI**"), which collectively own approximately 66.84% of the total issued shares in HK ListCo, have given undertakings to HK ListCo, CWT and the Vendors (as defined in paragraph 4 below) that, amongst others:-

(a) they shall not dispose of or create any third party rights, rights of pre-emption or other encumbrances over any of the issued shares of HK ListCo carrying voting rights at general meetings of HK ListCo held by HNAGI and Hong Kong HNA (the "**Relevant Shares**", which term shall include all other such shares acquired by HNAGI and Hong Kong HNA at any time prior to the general meeting (or any adjournment thereof) of the HK ListCo to be convened for the purpose of considering, and if thought fit, approving the CWT VGO and the transactions contemplated thereunder (the "**HK ListCo General Meeting**")) or enter into any agreements or arrangements with any person to do any of the foregoing until after the HK ListCo General Meeting, save as expressly permitted under the terms of such undertakings;

(b) they shall attend (whether in person or by proxy or corporate representative) the HK ListCo General Meeting and cast all their respective voting entitlements in respect of all the Relevant Shares and vote in favour of all the relevant resolutions which are necessary to give effect to the CWT VGO and the transactions contemplated thereunder at such HK ListCo General Meeting and shall not amend or revoke their respective votes and approvals thereof; and

(c) they have sufficient financial resources and shall provide the required funds to HK ListCo for HK ListCo or the Offeror to satisfy full acceptance of the CWT VGO by the CWT Shareholders and payments to be made to the CWT Shareholders pursuant to any compulsory acquisition of CWT Shares, in time for HK ListCo or the Offeror to satisfy the acceptances of the CWT VGO by the CWT Shareholders and payments to be made to the CWT Shareholders pursuant to any compulsory acquisition of CWT Shares in accordance with the terms of the CWT VGO and the Code, the Listing Manual (as defined in paragraph 8.3.1 below) and the Companies Act (as defined in paragraph 8.3.2 below).

They have also guaranteed the due and punctual performance by HK ListCo and/or the Offeror of all undertakings, covenants, agreements and obligations under any agreement executed in favour of any of CWT and/or the Vendors in connection with the CWT VGO and the transactions contemplated thereunder.

In accordance with the Code, the Pre-Conditions shall not be relied upon to cause the CWT VGO to lapse unless (i) the Offeror has demonstrated reasonable efforts to fulfil the Pre-Conditions within the time period specified and (ii) the circumstances that give rise to the right to rely upon the Pre-Conditions are material in the context of the proposed transaction.

The SIC has on 5 April 2017 confirmed that it has no objections to the CWT VGO being subject to the Pre-Conditions.

2.2 **Formal Offer Announcement.** If and when all the Pre-Conditions have been fulfilled or waived by the Offeror (as applicable), the Offeror will make an announcement of its firm intention to undertake the CWT VGO (the "**Formal Offer Announcement**"). The CWT VGO Offer Document and the appropriate form(s) of acceptance for the CWT VGO will be despatched to the CWT Shareholders not earlier than 14 days and not later than 21 days from the date of the Formal Offer Announcement or such other date permitted under the Code.

However, if any of the Pre-Conditions are not fulfilled or waived by the Offeror (as applicable) on or before the Long-Stop Date, the CWT VGO will not be made and the Offeror will issue an announcement confirming that fact as soon as reasonably practicable.

3. INFORMATION ON THE OFFEROR, HK LISTCO, AND THE COMPANY

(*Information relating to the Company has been extracted from publicly available sources.*)

3.1 The Offeror

3.1.1 The Offeror is a company incorporated in Singapore for the purpose of making the CWT VGO and is a wholly-owned subsidiary of HK ListCo. Its principal business activity is investment holding. As at the date of this Announcement, the directors of the Offeror are Xu Haohao, Guo Qifei, Zhao Yongzhi, and Yeoh Kar Choo Sharon. HK ListCo is a company incorporated in Hong Kong with limited liability whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

3.1.2 HK ListCo and its subsidiaries (the "**HK Group**") are currently engaged in the businesses of Recreational/Tourism Business and Property Investment Business. It is the intention of the HK Group to continue to strengthen its existing businesses, and at the same time explore opportunities to further develop into a leading diversified international investment company to enhance the growth prospects of the HK Group and create value for HK ListCo's shareholders.

For the purposes of this Announcement, "**Recreational/Tourism Business**" means the business of the provision of recreational and tourism services (including the operation of golf club and provision of hotel and leisure services); and "**Property Investment Business**" means the business of property investment, management and development.

3.1.3 As part of its development strategy, the HK Group mainly focuses on merger and acquisition opportunities in international markets. In particular, the HK Group seeks merger and acquisition targets in sectors including logistics real estate, logistic warehousing, bulk commodity trading, logistics finance and logistics transport facilities while closely monitoring the economic and trade development situation in the "One Belt, One Road" initiative, Southeast Asia, and other regions.

3.1.4 A diagrammatic representation of the shareholding structure of the Offeror is annexed hereto as **Annex A (*Shareholding Structure*)**.

3.2 **The Company**

3.2.1 CWT was incorporated in 1970 as a private arm of the Port of Singapore Authority to provide warehousing and container trucking services in support of the onset of container terminal operations. CWT is a company incorporated in Singapore whose shares have been quoted and traded on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") since 12 April 1993. It is a leading provider of integrated logistics solutions with interests in logistics services, commodity marketing, financial services and engineering services.

3.2.2 As at the date hereof and based on publicly available information, CWT has 600,304,650 issued and paid-up shares. As at the end of the financial year ended 31 December 2016, there were no unissued shares of CWT under option granted by CWT.

3.2.3 According to CWT's unaudited consolidated financial statement for the year ended 31 December 2016, the CWT Group has four operating business segments: (i) Logistics Services; (ii) Commodity Marketing; (iii) Financial Services; and (iv) Engineering Services.

3.2.3.1 **Logistics Services** includes warehousing, transportation, freight forwarding and cargo consolidation, supply chain management services such as procurement, inventory management, packaging, packing and other value added services and delivery to end customers and container management services. The CWT Group, being a one-stop logistics provider, views all logistics services as total logistics solutions provided to customers. These logistics services are aggregated into a single operating segment since all the services are interrelated and are integral to the CWT Group's total logistics solutions to customers.

3.2.3.2 **Commodity Marketing** includes physical trading, structured trade services and supply chain management of base metal non-ferrous concentrates with a predominant focus on copper, lead, zinc and other minor metals and energy products like naphtha and distillates.

3.2.3.3 **Financial Services** includes financial brokerage services, structured trade services and asset management services.

3.2.3.4 **Engineering Services** includes management and maintenance of facilities, vehicles and equipment, supply, installation of engineering products, property management, and design-and-build solutions for logistics properties.

3.2.4 Based on CWT's unaudited consolidated financial statement for the year ended 31 December 2016, the reportable segment revenue and the reportable segment profit before tax of each business segment for the year ended 31 December 2016 were as follows:-

Segment	Reportable segment revenue (excluding inter-segment revenue)	%	Reportable segment profit before tax	%
Logistics Services	S$831,800,000	8.99	S$61,135,000	47.31
Financial Services	S$128,972,000	1.40	S$34,203,000	26.47
Commodity Marketing	S$8,161,343,000	88.21	S$18,264,000	14.13
Engineering Services	S$129,739,000	1.40	S$15,626,000	12.09
Total	**S$9,251,854,000**		**S$129,228,000**	

3.2.5 The CWT Group operates in more than 90 countries through its regional offices and network of service partners. Its Logistics Services and Commodity Marketing segments are managed on a worldwide basis and operate principally in Singapore, China, Taiwan, Malaysia, other parts of Asia Pacific, Europe, Africa and South America. Its Financial Services segment operates mainly in China, Singapore and North America. Its Engineering Services segment operates primarily in Singapore.

3.2.6 **Financial Information on the CWT Group**

Set out below is a summary of certain consolidated financial information of the CWT Group for the two years ended 31 December 2015 and 2016, respectively, which has been prepared in accordance with the Singapore Financial Reporting Standards, as extracted from the published financial results of CWT Group:-

	Year ended 31 December 2015 (audited)	Year ended 31 December 2016 (unaudited)
Net profit before taxation and extraordinary items (if any)	S$131,720,000	S$104,801,000
Net profit after taxation and extraordinary items (if any)	S$113,919,000	S$79,020,000

The unaudited consolidated net asset value of CWT Group as at 31 December 2016 was approximately S$874,241,000.

Following the close of the CWT VGO, CWT and its subsidiaries will become subsidiaries of the HK Group, and the financial results, assets and liabilities of CWT Group will be consolidated into the accounts of the HK Group. After consultation with the HK ListCo's auditor, HK ListCo is of the view that there will be no material difference in the previous financial information of CWT Group if it had adopted the accounting standards and policies of the HK Group.

4. VENDOR UNDERTAKINGS

4.1 As at the date of this Announcement, the CWT Shareholders set out in paragraph 4.2 below (the "**Vendors**") have given the Offeror their irrevocable written undertakings (the "**Vendor Undertakings**") to, amongst other things:-

4.1.1 except as prohibited in writing by the SIC or by an order of a court of competent jurisdiction, accept, or procure the acceptance of, the CWT VGO in relation to all the CWT Shares respectively owned by them as of the date of their respective Vendor Undertakings (the "**Undertaken CWT Shares**"), within such number of Market Days (being a day on which the SGX-ST is open for trading of securities) as agreed with the Offeror under the respective Vendor Undertakings after the CWT VGO is open for acceptance, and that the Undertaken CWT Shares shall be sold to the Offeror in accordance with the terms of the CWT VGO, and that notwithstanding any rights of withdrawal which they may have under the Code or the terms of the CWT VGO, to not withdraw such acceptance of the CWT VGO tendered in respect of any of the Undertaken CWT Shares;

4.1.2 during the period commencing on the date of their respective Vendor Undertakings until the date on which their respective Vendor Undertakings cease to have any effect, not directly or indirectly:-

4.1.2.1 sell, dispose of, transfer or otherwise deal in, or create any encumbrance over (or permit the sale, disposal of, transfer, dealing in, or creation of any encumbrance over), any of their rights or interests in the Undertaken CWT Shares;

4.1.2.2 accept (or permit the acceptance on their behalf of) any other offer from any other party for all or any of the Undertaken CWT Shares, whether or not such other offer is at a higher price and/or on more favourable terms than the CWT VGO;

4.1.2.3 approve, endorse, recommend, vote or agree to vote for any other offer from any other party for all or any of the Undertaken CWT Shares, whether or not such other offer is at a higher price and/or on more favourable terms than the CWT VGO; and

4.1.2.4 authorise any of their representatives or advisers to, directly or indirectly, solicit, encourage, initiate or entertain any offers or proposals or hold discussions with any third party about any arrangement, agreement or commitment in connection with the acquisition of (i) all or any Undertaken CWT Shares or (ii) all or substantially all the business/assets of CWT, save that the restrictions in this sub-paragraph shall not apply to (A) the making of normal presentations, for and on behalf of CWT, to brokers, portfolio investors and analysts in the ordinary and usual course of business; or (B) the provision of information for or on behalf of CWT to the SGX-ST or the SIC; and

4.1.3 not exercise any voting rights in the Undertaken CWT Shares or take any action that will frustrate the CWT VGO.

4.2 The Vendors and their respective Undertaken CWT Shares are set out in the table below:-

Vendor	**Number of Undertaken CWT Shares**	**Number of Undertaken CWT Shares as an approximate percentage of the total number of issued CWT Shares as at the date of this Announcement (%)**
C & P Holdings Pte Ltd[(1)]	191,680,000	31.93
Loi Kai Meng	70,000,000	11.66
Loi Kai Meng (Pte.) Limited[(1)]	37,356,900	6.22
Stanley Liao Private Limited[(1)]	19,581,000	3.26
Liao Chung Lik	16,301,000	2.72
Loi Pok Yen[(2)]	31,000,000	5.16
Stanley K K Liao	10,397,000	1.73
Loi Win Yen	7,930,000	1.32
Lim Soo Seng (Pte.) Limited[(1)]	2,624,000	0.44
Lim Lay Khia (alias Lim Lay Choo)	1,950,000	0.32
Tong Siow Oon Sylvia	1,100,000	0.18
Loi Yan Yi	1,050,000	0.17
Total	**390,969,900**	**65.13**

[(1)] C & P Holdings Pte Ltd is majority-owned by Loi Kai Meng (Pte.) Limited, Stanley Liao Private Limited and Lim Soo Seng (Pte.) Limited, each of whom owns more than 20% of its issued share capital.

[(2)] Loi Pok Yen holds 16,000,000 CWT Shares directly and 15,000,000 CWT Shares through his wholly-owned company, Penjuru Capital Pte. Ltd.

4.3 The Vendor Undertakings will terminate, lapse and cease to have any effect if:-

4.3.1 the Pre-Conditions are not fulfilled or, if applicable, waived by the Offeror on or before 5.00 p.m. (Singapore time) on 9 September 2017, being the date falling five (5) months after the date of the respective Vendor Undertaking;

4.3.2 the Formal Offer Announcement is not released on SGXNET before 7.00 a.m. (Singapore time) on the Market Day immediately after the Offeror is aware that all the Pre-Conditions are fulfilled or, if applicable, waived in writing. For the avoidance of doubt, in the event any Pre-Condition is fulfilled after the expiration of the applicable waiting period(s), the Offeror is deemed to be aware that such Pre-Condition is fulfilled on the expiration of the applicable waiting period(s) in question;

4.3.3 the CWT VGO Offer Document is not posted to CWT Shareholders within the time prescribed under the Code; or

4.3.4 the CWT VGO lapses or is withdrawn without having become unconditional in all respects in accordance with its terms through no breach by any of the Vendors of their obligations under their respective Vendor Undertakings.

5. OFFER TERMS

5.1 Subject to and contingent upon the fulfilment (or waiver) of the applicable Pre-Conditions on or before the Long-Stop Date, the Offeror will make the CWT VGO for all the Offer Shares subject to and upon the following principal terms and conditions:-

5.1.1 **Offer Shares.** The CWT VGO will be made for all the Offer Shares in accordance with Rule 15 of the Code and subject to the terms and conditions to be set out in the Formal Offer Announcement and the CWT VGO Offer Document to be issued by the Offeror to the CWT Shareholders in connection with the CWT VGO.

5.1.2 **Offer Consideration.** The consideration for each Offer Share will be satisfied by the payment of S$2.33 in cash (the "**Offer Consideration**").

5.1.3 **No Encumbrances.** The Offer Shares will be acquired:-

5.1.3.1 properly and validly issued and fully paid-up;

5.1.3.2 free from any mortgage, assignment, debenture, lien, hypothecation, charge, pledge, adverse claim, rent-charge, title retention, claim, equity, option, pre-emption right, right to acquire, security agreement and security interest or other right of whatever nature; and

5.1.3.3 together with all rights, benefits and entitlements attached thereto as at the date of this Announcement (including the right to receive and retain all dividends, rights and other distributions or return of capital, if any which may be announced, declared, paid or made thereon by CWT on or after the date of this Announcement), other than the FY2016 Proposed Final Dividend (as defined below).

As stated in the unaudited financial statements for the financial year ended 31 December 2016 announced by CWT dated 24 February 2017, the directors of CWT have proposed a final one-tier cash dividend of 3 cents per CWT Share for the financial year ended 31 December 2016 ("**FY2016 Proposed Final Dividend**"). According to the announcement of CWT dated 13 March 2017, the FY2016 Proposed Final Dividend will be payable on 17 May 2017 and the books closure date will be 9 May 2016.

For the avoidance of doubt, CWT Shareholders who accept the CWT VGO, if and when made, will be entitled to retain the FY2016 Proposed Final Dividend.

If any dividend, right or other distribution or return of capital, other than the FY2016 Proposed Final Dividend, is announced, declared, paid or made by the Company on or after the date of this Announcement, the Offeror reserves the right to reduce the Offer Consideration payable to the accepting CWT Shareholder(s) by an amount equivalent to such dividend, right, other distribution or return of capital.

5.1.4 **Minimum Acceptance Condition.** The CWT VGO (if and when made) will be conditional upon the Offeror receiving valid acceptances in respect of such number of Offer Shares which, when taken together with the CWT Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (either before or during the CWT VGO and pursuant to the CWT VGO or otherwise), will result in the Offeror and the parties acting in concert with it holding such number of CWT Shares carrying more than 50% of the voting rights attributable to the CWT Shares (excluding treasury shares), by the closing date of the CWT VGO (the "**Closing Date**"). Pursuant to the Vendor Undertakings, the CWT VGO (if and when made), will become unconditional as to acceptances upon the Vendors tendering their CWT Shares (representing approximately 65.13% of the total issued share capital of CWT) in acceptance of the CWT VGO.

Further information on the CWT VGO (if and when made) and the terms and conditions upon which the CWT VGO will be made, shall be set out in the CWT VGO Offer Document to be issued.

6. DEPOSIT ARRANGEMENT

6.1 **Deposit paid to CWT.** Pursuant to an agreement entered into between HK ListCo and CWT (the "**Deposit Agreement**"), HK ListCo has agreed to pay a sum of S$15 million to CWT (the "**Deposit**") to be held in escrow by DBS Trustee Limited (the "**Escrow Agent**") in an escrow account (the "**Escrow Account**") on the terms and subject to the conditions set out in the Deposit Agreement.

6.2 If the Offeror announces a firm intention to make the CWT VGO and the CWT VGO is declared unconditional in all respects in accordance with the Code, the Deposit shall be released from the Escrow Account and paid into a bank account to be designated and notified in writing to the Escrow Agent and CWT by the Offeror for the purposes of making payments pursuant to the CWT VGO.

6.3 If, (a) the Pre-Conditions having been fulfilled or waived (as applicable), the Offeror fails to make the Formal Offer Announcement for any reason whatsoever; or (b) the Formal Offer Announcement having been made, the CWT VGO Offer Document is not posted to CWT Shareholders within the time prescribed under the Code, the Deposit shall be released and paid in full to CWT.

6.4 In the event that:-

6.4.1 any of the Pre-Conditions in paragraph 2.1.1 above is not satisfied on or before the Long-Stop Date; and/or

6.4.2 the Pre-Condition relating to Material Adverse Effect in paragraph 2.1.2 above is not satisfied or waived on or before the Long-Stop Date; and/or

6.4.3 any party to certain Vendor Undertakings specified in the Deposit Agreement fails to comply with its obligations thereunder to accept the CWT VGO and consequently the CWT VGO does not become unconditional as to acceptances,

the Deposit shall be refunded in full to HK ListCo.

6.5 In the event that the Pre-Condition relating to HK ListCo's shareholders' approval in paragraph 2.1.3 above is not satisfied on or before the date falling five (5) months after the date of this Announcement, being 9 September 2017 (or, in certain agreed circumstances set out in the Deposit Agreement, such later date as the SIC may approve), the sum of S$5 million of the Deposit shall be released to CWT and the balance S$10 million refunded to HK ListCo.

7. FINANCIAL EVALUATION OF THE CWT VGO

The Offer Consideration of S$2.33 for each Offer Share represents the following premium over the historical transacted prices of the CWT Shares on the SGX-ST:-

Period	**CWT Share Price (S$)**	**Premium over CWT Share Price (%)**
Last transacted price per CWT Share on 5 April 2017 being the last full trading day prior to the trading halt on CWT Shares, preceding the date of this Announcement (the "**Last Full Trading Day**")	2.06	13.11
Volume weighted average price ("**VWAP**") per CWT Share for the one (1) month period up to and including the Last Full Trading Day	2.00	16.55
VWAP per CWT Share for the three (3) month period up to and including the Last Full Trading Day	2.03	14.64
VWAP per CWT Share for the six (6) month period up to and including the Last Full Trading Day	2.02	15.30
VWAP per CWT Share for the twelve (12) month period up to and including the Last Full Trading Day	2.05	13.48

Source: Bloomberg L.P.

8. RATIONALE FOR THE CWT VGO AND OFFEROR'S INTENTIONS FOR THE COMPANY

8.1 Rationale for the CWT VGO

8.1.1 The HK Group has been actively assessing the global market for attractive investment opportunities to complement its existing businesses, namely the Property Investment Business and the Recreational/Tourism Business, to further develop into a leading diversified international investment company.

8.1.2 CWT Group has a strong market position in its Logistics Services division and is well diversified through revenues from its Engineering Services, Financial Services and Commodity Marketing divisions, as further described in paragraph 3.2 above.

8.1.3 The CWT VGO is in line with the HK Group's investment principle of prudence and justifiable investments. As part of its development strategy, the HK Group mainly focuses on merger and acquisition opportunities in international markets. In particular, the HK Group seeks merger and acquisition targets in sectors including logistics real estate, logistic warehousing, bulk commodity trading, logistics finance and logistics transport facilities while closely monitoring the economic and trade development situation in the "One Belt, One Road" initiative, Southeast Asia, and other regions.

8.1.4 The HK Group believes that the CWT VGO is strategically beneficial for the following reasons:-

8.1.4.1 **Leverage an established international business platform and management team to identify and develop new business opportunities**

Over more than 45 years, CWT Group has established diversified global operations in Logistics Services, Engineering Services, Financial Services and Commodity Marketing. Each of CWT Group's business units enjoy strong positions in their respective markets and are led by an experienced and knowledgeable management team.

The CWT VGO will enable the HK Group to simultaneously enter into logistics, engineering, financial services and commodity trading businesses and have a presence across approximately 90 countries globally. After completion of the CWT VGO, the HK Group believes that the HK Group as enlarged by the CWT Group upon completion of the CWT VGO (the "**Enlarged Group**") can leverage CWT Group's international operating platform and the HK Group's relationships to source and develop new business opportunities in different parts of the world and provide a solid foundation for the Enlarged Group's future business development.

8.1.4.2 **Become a leading logistics player with a global reach**

CWT Group provides integrated logistics solutions in Singapore and internationally, with a niche market focus in the commodity, chemical, marine, F&B and wine and industrial sectors. CWT Group operates and manages warehouses that are strategically located near key transport hubs and ports in Singapore and around the world and as of 31 December 2016 had a global freight forwarding network with connectivity to around 200 direct ports and 1,600 inland destinations supported by an extensive network of more than 100 offices and agents globally.

After completion of the CWT VGO, the HK Group believes that the Enlarged Group could seek to leverage CWT Group's experience and capabilities and the HK Group's relationships to enhance its position as a leading provider of integrated logistics solutions for worldwide customers in the commodity, marine, chemical, F&B and wine and industrial sectors.

8.1.4.3 **Further diversify the Property Investment Business with a large, high quality real estate portfolio and enhance services and capabilities**

CWT Group is one of the largest owners and managers of warehouse and logistics real estate assets in Singapore. As of 31 December 2016, CWT Group managed approximately 10.3 million sq. ft. of owned and leased warehousing space in Singapore, which includes 2.4 million sq. ft. of the under-construction mega integrated logistics hub in Singapore that is expected to be completed in the first half of 2017. CWT Group also managed approximately 6.1 million sq. ft. of warehouse space outside of Singapore. In addition, through its engineering subsidiary, Indeco Engineers (Pte) Ltd, CWT Group provides a range of management and maintenance services for facilities, vehicles and equipment fleets, as well as "Design and Build" solutions for logistics facilities.

After completion of the CWT VGO, the HK Group believes that the Enlarged Group's Property Investment Business will benefit from CWT Group's high quality real estate portfolio while providing opportunities to further enhance its property and facilities management services and property development capabilities.

8.1.4.4 **Capitalise on a well-established commodity trading and financial services platform**

CWT Group's Commodity Marketing division, through MRI Group Pte Ltd and its subsidiaries, is a large independent trader of non-ferrous concentrates and energy products with offices in 10 countries worldwide. CWT Group, through its Financial Services division, offers financial brokerage, structured trade and asset management services. CWT Group also has a 40% ownership of ARA-CWT Trust Management (Cache) Limited, the REIT manager of the Singapore-listed Cache REIT.

After completion of the CWT VGO, the HK Group believes that the Enlarged Group will be well positioned to capitalise on CWT Group's existing capabilities in commodities marketing and financial services to explore and develop new business opportunities in the areas of supply chain financing, financial services and financial technology.

8.1.4.5 **Better positioned to take advantage of China's "Belt and Road Initiative"**

In 2013, the PRC Government formulated the "Belt and Road Initiative", which consists of two main components, the land-based "Silk Road Economic Belt" and oceangoing "Maritime Silk Road". Under the "Belt and Road Initiative", which is supported by China's Silk Road Infrastructure Fund of US$40 billion and the Asian Infrastructure Investment Bank with its registered capital of US$100 billion, significant infrastructure investments across Europe, Central Asia, South Asia, the Middle East and Africa are expected. It is anticipated that these infrastructure investment initiatives will be a key driver of future demand for commodities and logistics in those regions.

After completion of the CWT VGO, the HK Group believes that the Enlarged Group through its well-established logistics and commodity trading businesses, which have significant brand equity, geographical reach and strong relationships, will be well positioned to benefit from these attractive industry dynamics. In addition, CWT Group currently only has a moderate presence in mainland China and some other global locations and the HK Group believes that it has the potential to further enhance CWT Group's business in these locations, creating business synergies and enhanced economies of scales for the Enlarged Group.

8.2 **Offeror's intentions in relation to the Company**

8.2.1 Subject to normal business considerations, the Offeror does not intend to make major changes to the management team of the Company.

8.2.2 In order to ensure continuity in the management, business and operations of CWT Group, the Offeror wishes to have the senior management team of CWT Group's key business units remain in the CWT Group's employment. Accordingly, the Offeror intends to implement the following arrangements that will come into effect upon the CWT VGO turning unconditional:-

8.2.2.1 The Group Chief Executive Officer ("**GCEO**"), Mr Loi Pok Yen, and the Deputy Group Chief Executive Officer cum Group Chief Financial Officer ("**GCFO**"), Mrs Lynda Goh, of CWT will each agree to a fixed employment term of three (3) years. In return for such agreement each of them will be paid a yearly remuneration package that comprises a monthly salary and a variable annual bonus. The variable bonus will be linked to a percentage of the operating earnings before interest, tax, depreciation and amortization of the CWT Group. In addition, upon the completion of three (3) years' service, they will each be paid an additional retention bonus equal to the average bonus of the said three (3)-year period.

8.2.2.2 Other senior management personnel identified by CWT and the Offeror (the "**Senior Management Personnel**") will, in addition to their current remuneration packages and upon the completion of three (3) years' service, be paid an additional retention bonus equal to the average bonus of the said 3-year period.

The SIC has ruled that the above intended management retention arrangements with (i) the GCEO and GCFO and (ii) the Senior Management Personnel who are CWT Shareholders, will not constitute special deals for the purpose of Rule 10 of the Code subject to the independent financial adviser to CWT publicly stating in its opinion that the terms of such arrangements are fair and reasonable.

8.2.3 The Offeror currently has no present intention to introduce any major changes to the existing business of the Company, employment of the employees of the Company and/or its subsidiaries, or to re-deploy any of the fixed assets of the Company and/or its subsidiaries, other than in the ordinary course of business.

8.2.4 Nevertheless, the Offeror retains the flexibility at any time to consider any options or opportunities which may present themselves and which it regards to be in the interests of the Offeror and/or the Company.

8.3 **Listing Status and Compulsory Acquisition**

8.3.1 **Listing Status.** Pursuant to Rule 1105 of the listing manual of the SGX-ST ("**Listing Manual**"), upon an announcement by the Offeror that acceptances have been received pursuant to the CWT VGO that bring the holdings owned by the Offeror and parties acting in concert with it to above 90% of the total number of issued CWT Shares (excluding treasury shares), the SGX-ST may suspend the trading of the CWT Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total number of issued CWT Shares (excluding treasury shares) are held by at least 500 CWT Shareholders who are members of the public. Rule 1303(1) of the Listing Manual provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued CWT Shares (excluding treasury shares), thus causing the percentage of the total number of issued CWT Shares (excluding treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the CWT Shares only at the Closing Date.

In addition, under Rule 724(1) of the Listing Manual, if the percentage of the total number of issued CWT Shares (excluding treasury shares) held in public hands falls below 10%, the Company must, as soon as practicable, announce that fact and the SGX-ST may suspend the trading of all the CWT Shares. Rule 724(2) of the Listing Manual states that the SGX-ST may allow the Company a period of three months, or such longer period as the SGX-ST may agree, to raise the percentage of CWT Shares (excluding treasury shares) in public hands to at least 10%, failing which the Company may be removed from the official list of the SGX-ST.

8.3.2 **Compulsory Acquisition.** Pursuant to Section 215(1) of the Companies Act, Chapter 50 of Singapore ("**Companies Act**"), in the event that the Offeror receives valid acceptances pursuant to the CWT VGO (or otherwise acquires CWT Shares during the period when the CWT VGO is open for acceptance) in respect of not less than 90% of the total number of issued CWT Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the CWT VGO and excluding any CWT Shares held by the Company as treasury shares), the Offeror would be entitled to exercise the right to compulsorily acquire all the CWT Shares of the CWT Shareholders who have not accepted the CWT VGO (the "**Dissenting Shareholders**") at a price equal to the Offer Consideration.

In addition, Dissenting Shareholders have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their CWT Shares at a price equal to the Offer Consideration in the event that the Offeror, its related corporations or their respective nominees acquire, pursuant to the CWT VGO, such number of CWT Shares which, together with the CWT Shares held by the Offeror, its related corporations or their respective nominees, comprise 90% or more of the total number of issued CWT Shares (excluding any CWT Shares held by the Company as treasury shares). Dissenting Shareholders who wish to exercise such rights are advised to seek their own independent legal advice.

8.3.3 **Offeror's Intentions.** In the event the Offeror receives acceptances for the CWT VGO such that less than 10% of the total number of issued CWT Shares (excluding any shares held by the Company as treasury shares) are held in public hands, the Offeror presently has no intention to support any action or take any steps to maintain the listing status of CWT on the SGX-ST, and reserves its right to seek a voluntary delisting of the Company from the SGX-ST pursuant to Rules 1307 and 1309 of the Listing Manual. The Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company. Accordingly, if and when entitled, the Offeror intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act. In the event that the Offeror receives acceptances for the CWT VGO such that more than 10% of the total number of issued CWT Shares (excluding any CWT Shares held by CWT as treasury shares) are held in public hands, CWT will remain listed on the SGX-ST and the Offeror will continue to review and evaluate CWT's position.

9. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

9.1 **Holdings of Company Securities.** As at the date of this Announcement, and based on the latest information available to the Offeror, none of HK ListCo, the Offeror, the wholly-owned subsidiaries of HK ListCo, or the directors of HK Listco and the Offeror (the "**Relevant Persons**") owns, controls or has agreed (other than pursuant to the Vendor Undertakings) to acquire any:-

(a) CWT Shares;
(b) securities which carry voting rights in CWT; or
(c) convertible securities, warrants, options or derivatives in respect of the CWT Shares or securities which carry voting rights in CWT,

(collectively, the "**Company Securities**").

9.2 **Dealings in Company Securities.** None of the Relevant Persons has dealt for value in any Company Securities during the three (3)-month period immediately preceding the date of this Announcement and up to the date of this Announcement.

9.3 **Irrevocable Undertakings**. Save for the Vendor Undertakings, none of the Relevant Persons has received any irrevocable undertaking from any party to accept or reject the CWT VGO as at the date of this Announcement.

9.4 **Other Arrangements.** Save as disclosed in this Announcement, as at the date of this Announcement and based on the latest information available to the Offeror, none of the Relevant Persons has:-

(a) granted any security interest relating to any Company Securities to another person, whether through a charge, pledge or otherwise;

(b) borrowed any Company Securities from another person (excluding borrowed Company Securities which have been on-lent or sold); or

(c) lent any Company Securities to another person.

9.5 **Confidentiality.** In the interests of confidentiality, the Offeror has not made enquiries in respect of certain other parties who are or may be presumed to be acting in concert with the Offeror in connection with the CWT VGO (if and when made). Further enquires will be made of such persons and the relevant disclosures will be made in due course and in the CWT VGO Offer Document.

10. CWT VGO OFFER DOCUMENT

Full details of the CWT VGO (if and when made) will be contained in the CWT VGO Offer Document containing the terms and conditions of the CWT VGO and enclosing the relevant form(s) of acceptance to be despatched to the CWT Shareholders not earlier than 14 days and not later than 21 days from the date of the Formal Offer Announcement or such other date permitted under the Code, if made.

11. OVERSEAS SHAREHOLDERS

This Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Announcement in any jurisdiction in contravention of applicable law. The CWT VGO (if and when made) will be made solely by the CWT VGO Offer Document and the relevant form(s) of acceptance accompanying the same, which will contain the full terms and conditions of the CWT VGO, including details of how it may be accepted. For the avoidance of doubt, the CWT VGO (if and when made) will be open to all CWT Shareholders holding CWT Shares, including those to whom the CWT VGO Offer Document and relevant form(s) of acceptance may not be sent.

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Announcement is released, published or distributed should inform themselves about and observe such restrictions.

Copies of this Announcement and any formal documentation relating to the CWT VGO are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the CWT VGO would violate the law of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The CWT VGO (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the CWT VGO will not be capable of acceptance by any such use, means, instrumentality or facilities.

The ability of CWT Shareholders who are not resident in Singapore to accept the CWT VGO may be affected by the laws of the relevant jurisdictions in which they are located. Persons who are not resident in Singapore should inform themselves of, and observe, any applicable requirements.

12. CAUTIONARY STATEMENT

CWT Shareholders and potential investors should exercise caution when trading in the CWT Shares, and where in doubt as to the action they should take, they should consult their stockbroker, bank manager, accountant, solicitor, tax adviser or other professional advisers.

13. RESPONSIBILITY STATEMENT OF THE DIRECTORS

The directors of the Offeror and HK ListCo (the "**Directors**") (including any who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed therein are fair and accurate and, where appropriate, no material facts have been omitted and they jointly and severally accept responsibility accordingly.

Where information in this Announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Announcement in its proper form and context.

Issued by
HNA BELT AND ROAD INVESTMENTS (SINGAPORE) PTE. LTD.

9 April 2017

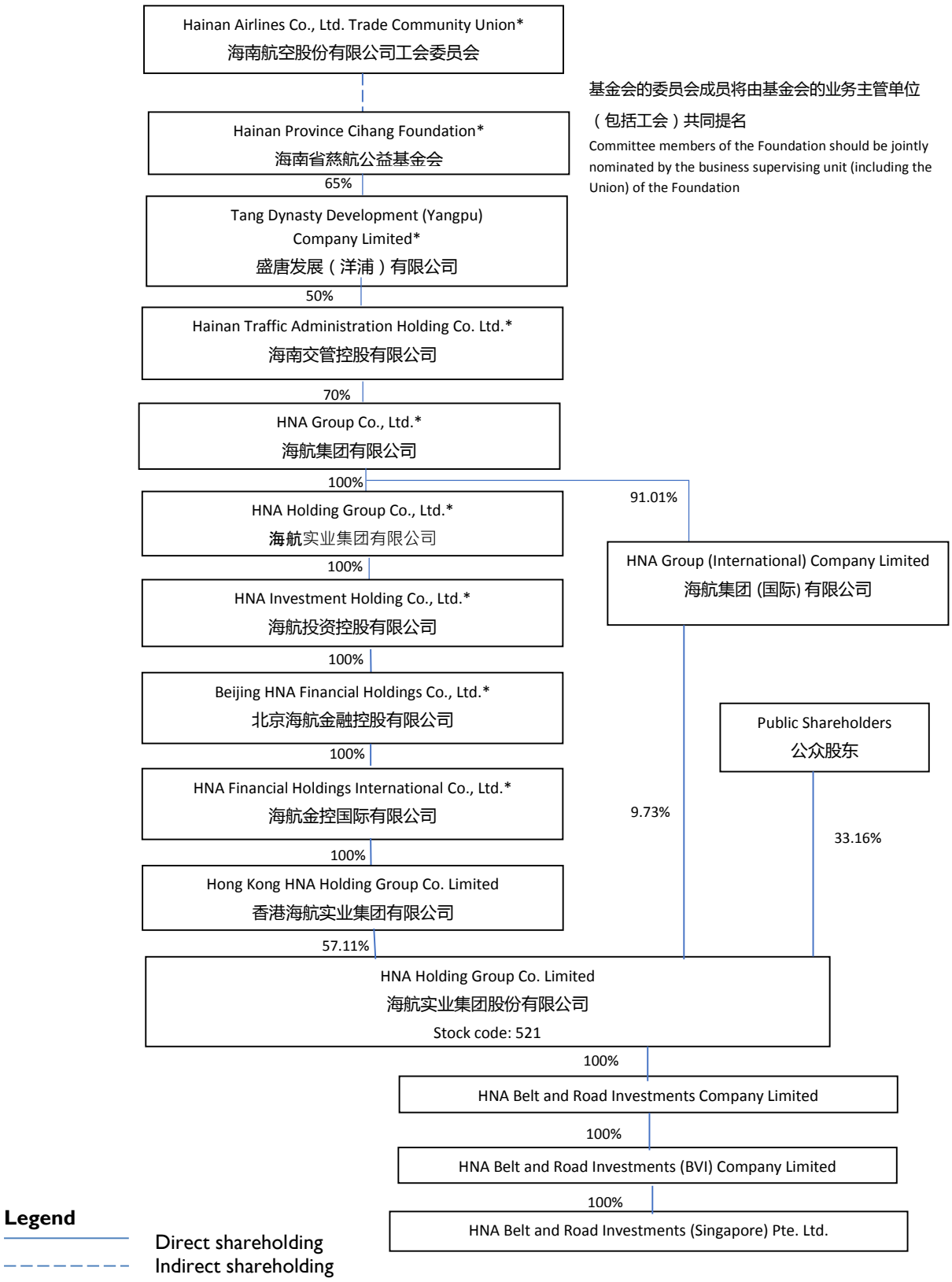
Forward-Looking Statements
All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "shall", "should", "could", "may" and "might". These statements reflect the Offeror and HK ListCo's current expectations, beliefs, hopes, intentions or strategies 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 or outcomes may differ materially from those described in such forward-looking statements. CWT Shareholders and investors should not place undue reliance on such forward-looking statements, and the Offeror and HK ListCo do not undertake any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

Any enquiries relating to this Announcement or the CWT VGO should be directed during office hours to:

TSMP Law Corporation
6 Battery Road, Level 41
Singapore 049909
Tel: 6534 4877

Attention: Ms Stefanie Yuen Thio
Joint Managing Director

ANNEX A - SHAREHOLDING STRUCTURE



*English names are for translation purposes only and not to be taken as the official name of the company.