OFFER DOCUMENT DATED 11 JANUARY 2016

THIS OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt about this Offer (as defined herein) or the action you should take, you should consult your stockbroker, bank manager, solicitor or other professional adviser immediately.

Provenance Capital Pte. Ltd. is acting for and on behalf of Precious Joy Management Limited ("**Offeror**"), and does not purport to advise the shareholders ("**Shareholders**") of Li Heng Chemical Fibre Technologies Limited ("**Company**"). In preparing its letter to Shareholders on behalf of the Offeror, Provenance Capital Pte. Ltd. has not had any regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any individual Shareholder.

The contents of this Offer Document have not been reviewed by any regulatory authority in any jurisdiction. You are advised to exercise caution in relation to the Offer. If you are in any doubt about any of the contents of this Offer Document, you should obtain independent professional advice. The recommendations of the Independent Directors (as defined herein) and the advice of the independent financial adviser to the Independent Directors on the Offer will be made available to you in due course. You may wish to consider their views before taking any action in relation to the Offer.

If you have sold or transferred all your issued and paid-up ordinary shares in the capital of the Company ("**Shares**") held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward this Offer Document and the accompanying Form of Acceptance and Authorisation for Offer Shares ("**FAA**") to the purchaser or transferee as CDP will arrange for a separate Offer Document and FAA to be sent to the purchaser or transferee. If you have sold or transferred all your Shares which are not deposited with CDP, you should immediately hand this Offer Document and the accompanying Form of Acceptance and Transfer for Offer Shares ("**FAT**") to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted to any jurisdiction outside of Singapore.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Offer Document.

VOLUNTARY UNCONDITIONAL GENERAL OFFER

by



PROVENANCE CAPITAL PTE. LTD.

(Company Registration Number: 200309056E)
(Incorporated in Republic of Singapore)

for and on behalf of

PRECIOUS JOY MANAGEMENT LIMITED

(Company Registration Number: 1409526)
(Incorporated in the British Virgin Islands)

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



LI HENG CHEMICAL FIBRE TECHNOLOGIES LIMITED

(Company Registration Number: 40635)
(Incorporated in Bermuda)

other than those already owned or controlled by the Offeror and the parties acting in concert with it

ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER AT 5.30 P.M. (SINGAPORE TIME) ON 15 FEBRUARY 2016, OR SUCH LATER DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME, BY OR ON BEHALF OF THE OFFEROR. PLEASE REFER TO PARAGRAPH 2.6 OF THIS OFFER DOCUMENT FOR FURTHER DETAILS.

The procedures for acceptance are set out in Appendix 5 to this Offer Document, and in the accompanying FAA and/or FAT.

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HIGHLIGHTS OF THE OFFER FOR LI HENG CHEMICAL FIBRE TECHNOLOGIES LIMITED

All capitalized terms used below shall bear the same meaning as ascribed to them in this Offer Document.

1 A cash offer of S$1.00 per Offer Share (as defined herein)

The Offeror is making a voluntary unconditional general offer for all the issued and paid-up ordinary shares in the capital of the Company, other than those Shares held, directly, or indirectly, by the Offeror and parties acting in concert with it, as at the Offer Announcement Date (as defined herein).

2 The Offer allows you to realize your investment in the Shares at a premia of:

(a) 115.1% over the last transacted price per Share on the SGX-ST as at 21 December 2015, being the market day when the Shares were last transacted prior to the release of the Offer Announcement; and

(b) 100.8%, 104.5%, 60.3% and 58.7% over the one (1)-month, three (3)-month, six (6)-month and 12-month volume weighted average price ("**VWAP**") per Share, up to the date prior to the Offer Announcement Date.

By accepting the Offer, you will receive the entire proceeds in cash and will **NOT** incur any brokerage or trading costs.

3 The Offer is unconditional in all respects

Shareholders who accept the Offer before the close of the Offer will be paid the Offer Price (as defined herein) in cash **within ten (10) days** after the receipt by the Offeror of valid and complete acceptances of the Offer.

4 The Offeror intends to privatize the Company

The Offeror does not intend to preserve the listing status of the Company, and the Offeror intends to make the Offer with a view to delist the Company from the SGX-ST.

HOW TO ACCEPT THE OFFER

If you wish to accept the Offer:

1 Locate the relevant Acceptance Form

- Look for the relevant Acceptance Form in this package.
- Electronic copies are also available from the website of the SGX-ST at www.sgx.com

2 Fill in your details and return the relevant Acceptance Form to accept the Offer

- Check your personal particulars and Securities Account Number.
- Under Part A, fill in the number of Offer Shares in the "Free" Balance of your Securities Account that you wish to sell. You can choose to sell all, part or none of your Offer Shares.

SECTION A – ACCEPTANCE THROUGH FAA

I/We hereby irrevocably authorise CDP to effect the transfer from my/our Securities Account with CDP of the following number of Offer Shares to the Securities Account maintained with CDP of the Offeror or the Transferee:

		Please indicate the number of Offer Shares you wish to tender in acceptance of the Offer
Part A	Number of Offer Shares now standing to the credit of the "Free" Balance of my/our Securities Account in respect of which the Offer is accepted	

NOTE: Please refer to paragraphs 2 and 3 of page 2 of this FAA for instructions on inserting the number of Offer Shares above.

- Fill in the applicable date and proceed to sign off on the bottom right hand corner of the Acceptance Form

PLEASE SIGN HERE

Date

Signature(s)/Thumbprint(s) of Depositor(s)/Joint Depositors.
For corporations, please sign as per your signing mandate and where appropriate, the Common Seal to be affixed in accordance with your Memorandum and Articles of Association or relevant constitutive documents.

- Return the completed Acceptance Form in the enclosed pre-addressed envelope so as to arrive **NOT LATER THAN 5.30 p.m. (Singapore time) on 15 February 2016** (or such later date(s) as may be announced from time to time by or on behalf of the Offeror).

IMPORTANT DATES

Despatch of Offer Document	:	**11 January 2016**
Last date for despatch of Company's circular to Shareholders in relation to the Offer	:	**25 January 2016**
Closing Date	:	**15 February 2016** (subject to Rule 22.6 of the Code (as defined herein) as described in paragraph 2.6 of this Offer Document) or such later date(s) as may be announced from time to time by or on behalf of the Offeror

NEED HELP?

Any enquiries relating to this Offer and/or this Offer Document, including any help required to complete the forms, should be directed, during normal business hours for the period for which the Offer remains open for acceptances, to officers of Provenance Capital at (65) 6227 1580 or at projectliheng@provenancecapital.com.

IMPORTANT NOTICE

The information in this paragraph is a summary of the Offer and is qualified by, and should be read in conjunction with, the full information contained in the rest of this Offer Document.

Nothing in this paragraph is intended to be, or shall be taken as, advice, recommendation or solicitation to the Shareholders or any other party. Provenance Capital is acting for and on behalf of the Offeror and does not purport to advise Shareholders.

Shareholders should read the Company's circular in relation to the Offer after it is despatched and carefully consider the information and advice contained in that circular.

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DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Offer Document, the FAA and the FAT:

"CDP"	:	The Central Depository (Pte) Limited
"Closing Date"	:	15 February 2016 (subject to Rule 22.6 of the Code (as defined herein) as described in paragraph 2.6 of this Offer Document) or such later date(s) as may be announced from time to time by or on behalf of the Offeror, being the last day for the lodgement of acceptances for the Offer
"Code"	:	The Singapore Code on Take-overs and Mergers
"Companies Act"	:	The Companies Act (Chapter 50 of Singapore)
"Company"	:	Li Heng Chemical Fibre Technologies Limited
"Company Securities"	:	Shall have the meaning ascribed to it in paragraph 1.1(a) of Appendix 3 to this Offer Document
"Court"	:	Supreme Court of Bermuda
"Date of Receipt"	:	Shall have the meaning ascribed to it in paragraph 1(a) of Appendix 5 to this Offer Document
"Director"	:	Chen Jianlong, being the sole director of the Offeror
"Electronic Acceptance"	:	Shall have the meaning ascribed to it in paragraph 1(a) of Appendix 5 to this Offer Document
"Encumbrances"	:	Shall have the meaning ascribed to it in paragraph 2.3(b) of this Offer Document
"FAA"	:	Form of Acceptance and Authorisation for Offer Shares which forms part of this Offer Document and which is issued to Shareholders whose Shares are deposited with CDP
"FAT"	:	Form of Acceptance and Transfer for Offer Shares which forms part of this Offer Document and which is issued to Shareholders whose Shares are not deposited with CDP
"FY"	:	Financial year ended or ending (as the case may be) 31 December of a particular year as stated
"Group"	:	The Company and its subsidiaries
"Independent Directors"	:	The directors of the Company who are considered to be independent for the purposes of the Offer

"Irrevocable Undertakings"	:	Shall have the meaning ascribed to it in paragraph 3.1 of this Offer Document
"Latest Practicable Date"	:	31 December 2015, being the latest practicable date prior to the printing of this Offer Document
"Listing Manual"	:	The listing manual of the Main Board of the SGX-ST in force as at the Latest Practicable Date
"Market Day"	:	A day on which the SGX-ST is open for trading of securities
"Offer"	:	The voluntary unconditional general offer by Provenance Capital, for and on behalf of the Offeror, to acquire all the Offer Shares on the terms and subject to the conditions set out in this Offer Document, the FAA and the FAT
"Offer Announcement"	:	Announcement issued by Provenance Capital on the Offer Announcement Date, for and on behalf of the Offeror, in relation to the Offer
"Offer Announcement Date"	:	22 December 2015
"Offer Document"	:	This document issued by Provenance Capital, for and on behalf of the Offeror, in respect of the Offer
"Offer Period"	:	The period from the Offer Announcement Date until the date the Offer is declared to have closed
"Offer Price"	:	Shall have the meaning ascribed to it in paragraph 2.1 of this Offer Document
"Offer Shares"	:	The Shares other than those Shares held, directly or indirectly, by the Offeror and parties acting in concert with it, as at the Offer Announcement Date
"Offeror"	:	Precious Joy Management Limited
"Overseas Shareholder"	:	Shall have the meaning ascribed to it in paragraph 11.1 of this Offer Document
"Provenance Capital"	:	Provenance Capital Pte. Ltd.
"Relevant Day"	:	Shall have the meaning ascribed to it in paragraph 2 of Appendix 4 to this Offer Document
"Restricted Jurisdiction"	:	Shall have the meaning ascribed to it in paragraph 11.2 of this Offer Document
"S$" and "cents"	:	Singapore dollars and cents, being the lawful currency of Singapore

"Securities Account"	:	A securities account maintained by a depositor with CDP but does not include a securities sub-account
"Securities and Futures Act"	:	Securities and Futures Act (Chapter 289 of Singapore)
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Shareholders"	:	Holders of Shares (including persons whose Shares are deposited with CDP or who have purchased Shares on the SGX-ST)
"Shares"	:	Issued and paid-up ordinary shares of par value S$0.50 each in the capital of the Company
"SIC"	:	Securities Industry Council of Singapore
"Undertaking Shareholders"	:	Shall have the meaning ascribed to it in paragraph 3.1 of this Offer Document
"%"	:	Per centum or percentage

The expression "**acting in concert**" shall have the meaning ascribed to it in the Code.

The terms "**depositor**" and "**depository agent**" shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter gender and *vice versa*. References to persons shall, where applicable, include corporations.

The headings in this Offer Document are inserted for convenience only and shall be ignored in construing this Offer Document.

Any discrepancies in figures included in this Offer Document between amounts shown and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Offer Document may not be arithmetic aggregations of the figures that precede them.

References to "**you**", "**your**" and "**yours**" in this Offer Document are, as the context so determines, to Shareholders (including persons whose Offer Shares are deposited with CDP or who have purchased Offer Shares on the SGX-ST).

Any reference in this Offer Document to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined in the Companies Act, the Listing Manual or the Code or any modification thereof and used in this Offer Document shall, where applicable, have the meaning assigned to it under the Companies Act, the Listing Manual or the Code, or any modification thereof, as the case may be, unless the context otherwise requires.

Any reference to a time of the day and date in this Offer Document shall be a reference to Singapore time and date, respectively, unless otherwise stated.

Any reference in this Offer Document to the total number of issued Shares is a reference to a total of 339,999,993 Shares in issue as at the Latest Practicable Date.

FORWARD-LOOKING STATEMENTS

All statements other than statements of historical facts included in this Offer Document are or may be forward-looking statements. Forward-looking statements include but are not limited to 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", "should", "could", "may" and "might". These statements reflect the Offeror'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 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 none of the Offeror or Provenance Capital undertakes any obligation to update or revise any forward-looking statements publicly.

PROVENANCE CAPITAL PTE. LTD.

(Company Registration Number: 200309056E)
(Incorporated in Republic of Singapore)
96 Robinson Road #13-01 SIF Building
Singapore 068899

11 January 2016

To: The Shareholders of Li Heng Chemical Fibre Technologies Limited

Dear Sir/Madam,

VOLUNTARY UNCONDITIONAL GENERAL OFFER BY PROVENANCE CAPITAL PTE. LTD., FOR AND ON BEHALF OF PRECIOUS JOY MANAGEMENT LIMITED, TO ACQUIRE ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF LI HENG CHEMICAL FIBRE TECHNOLOGIES LIMITED, OTHER THAN THOSE ALREADY OWNED OR CONTROLLED BY THE OFFEROR AND THE PARTIES ACTING IN CONCERT WITH IT

1. INTRODUCTION

On 22 December 2015, Provenance Capital announced, for and on behalf of the Offeror, that the Offeror intends to make the Offer for the Offer Shares in accordance with Section 139 of the Securities and Futures Act (Chapter 289 of Singapore) and Rule 15 of the Code.

A copy of the Offer Announcement is available on the website of the SGX-ST at www.sgx.com.

Provenance Capital is pleased to make, for and on behalf of the Offeror, the Offer for your Offer Shares on the terms set out below.

This Offer Document contains the formal offer by Provenance Capital, for and on behalf of the Offeror, for the Offer Shares. We urge you to read this document carefully and properly consider this Offer.

2. THE OFFER

2.1 Offer Price

The consideration for each Offer Share is as follows:

For each Offer Share: S$1.00 in cash ("Offer Price").

The Offeror does not intend to revise the Offer Price, save that the Offeror reserves the right to do so in a competitive situation.

2.2 Offer Shares

The Offer is extended, on the same terms and conditions, to all the Offer Shares.

Based on publicly available information, the Company had on 22 May 2015 completed its share consolidation exercise, pursuant to which the Company consolidated every five (5) ordinary shares of par value S$0.10 each into one (1) ordinary share of par value S$0.50

each ("**Consolidated Share**"), fractional entitlements were disregarded. For the purpose of the Offer, the term "**Shares**" shall be taken to refer to the Consolidated Shares and the term "**Offer Shares**" shall be construed accordingly.

Based on publicly available information, the Company does not have any Shares held in treasury and does not have any outstanding instruments convertible into, rights to subscribe for, nor options (whether pursuant to an employee share option scheme or otherwise) in respect of, securities which carry voting rights of the Company.

2.3 Rights and Encumbrances

The Offer Shares are to be acquired:

(a) fully paid;

(b) free from all liens, equities, mortgages, charges, pledges, claims, encumbrances, rights of pre-emption and any other third party rights or interests of any nature whatsoever ("**Encumbrances**") and;

(c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights, returns of capital and other distributions ("**Distributions**") (if any) which may be announced, declared, paid or made by the Company, on or after the Offer Announcement Date.

If any Distributions are announced, declared, paid or made by the Company on or after the Offer Announcement Date, and the Offeror is not entitled to receive such Distributions in full in respect of any Offer Share tendered in acceptance of the Offer, the Offeror reserves the right to reduce the Offer Price payable in respect of such Offer Share by the amount of such Distributions.

2.4 Unconditional General Offer

The Offer is unconditional in all respects.

Shareholders who accept the Offer before the close of the Offer will be paid the Offer Price in cash within ten (10) days after the receipt by the Offeror of valid and complete acceptances of the Offer.

2.5 Warranty

Acceptance of the Offer will be deemed to constitute an unconditional and irrevocable warranty by the accepting Shareholder that each Offer Share tendered in acceptance of the Offer is sold by the accepting Shareholder, as or on behalf of the beneficial owner(s) thereof, (a) fully paid, (b) free from Encumbrances, and (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto (including the right to receive and retain all Distributions (if any) which may be announced, declared, paid or made thereon by the Company on or after the Offer Announcement Date).

2.6 Duration of the Offer

(a) Closing Date

Except insofar as the Offer may be withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder, the Offer will remain open for acceptances by Shareholders for a period of at least 28 days from the date of posting of this Offer Document.

The Offer will close at 5.30 p.m. (Singapore time) on 15 February 2016 (subject to Rule 22.6 of the Code as described in sub-paragraph (b) below) or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

(b) Offer to Remain Open for 14 Days thereafter

Pursuant to Rule 22.6 of the Code, as the Offer is unconditional in all respects (including as to acceptances), unless the Offeror has stated in this Offer Document that the Offer will not be extended beyond the first closing date, being 15 February 2016 (as described in sub-paragraph (a) above), the Offer must remain open for acceptance for not less than 14 days after the date on which it would otherwise have closed, in order to give those Shareholders who have not accepted the Offer the opportunity to do so.

As the Offeror has not stated in this Offer Document that the Offer will not be extended beyond the first closing date, pursuant to Rule 22.6 of the Code, the Offer will remain open for a period of not less than 14 days after the date on which the Offer would otherwise have closed.

The final closing date of the Offer will be announced by Provenance Capital, for and on behalf of the Offeror, at the appropriate time in accordance with Rule 22.6 of the Code.

(c) Final Day Rule

Pursuant to Rule 22.9 of the Code, the Offer (whether revised or not) will not be capable of becoming or being declared to be unconditional as to acceptances after 5.30 p.m. (Singapore time) on the 60th day after the date of posting of this Offer Document or of being kept open after the expiry of such period, unless it has previously become or been declared to be unconditional as to acceptances, except with the prior approval of the SIC. The SIC will consider granting such permission in circumstances including but not limited to where a competing offer has been announced.

Please note that the Offer is unconditional in all respects.

(d) Subsequent Closing Date

If there is an extension of the Offer, pursuant to Rule 22.4 of the Code, any announcement of an extension of the Offer will state the next closing date or if the Offer is unconditional as to acceptances, a statement may be made that the Offer will remain open until further notice. In the latter case, those Shareholders who have not accepted the Offer will be notified in writing at least 14 days before the Offer is closed.

2.7 Details of the Offer

Appendix 4 to this Offer Document sets out further details on (a) the settlement of the consideration for the Offer, (b) the requirements relating to the announcement of the level of acceptances of the Offer, and (c) the right of withdrawal of acceptances of the Offer.

3. IRREVOCABLE UNDERTAKINGS

3.1 Irrevocable Undertakings

Each of the following Shareholders in paragraph 3.2 of this Offer Document (collectively, "**Undertaking Shareholders**") have each acknowledged that they are acting in concert with the Offeror, and have provided the Offeror with irrevocable undertakings ("**Irrevocable Undertakings**") stating that they shall, *inter alia*: (a) waive their rights to receive the Offer; and (b) not transfer or otherwise dispose of any of their Shares as set out below during the period commencing from the date of the Irrevocable Undertakings and ending on the closing date of the Offer (as may be extended from time to time by or on behalf of the Offeror) or the abortion of the Offer, whichever is applicable.

3.2 Shareholdings of the Undertaking Shareholders

The shareholdings of the Undertaking Shareholders in the Company are as follows:

Name of Undertaking Shareholder	No. of Shares	Percentage shareholding in the Company (%)
Upperwin Investments Limited[(1)] ("**Upperwin**")	144,033,600	42.363
Proud City Management Limited[(2)] ("**Proud City**")	35,066,400	10.314
Chen Jianlong[(3)]	1,760,000	0.518
Mingwin Technology Limited[(4)] ("**Mingwin**")	19,040,000	5.600
Wang Lili	16,985,200	4.996
Li Yi	16,395,600	4.822
Li Zhaoxin	14,900,000	4.382
Pan Debiao	13,415,720	3.946
Li Jia	12,328,800	3.626
Chen Eryuan	248,000	0.073
Lin Xueyou	248,000	0.073
Chen Chuanfei	248,000	0.073
Gao Tijiang	246,000	0.072
Chen Yidong	246,000	0.072
Gao Jinzhi	240,000	0.071
Total	**275,401,320**	**81.000**

Notes:

(1) Upperwin is an investment holding company incorporated in the British Virgin Islands. It is owned by Chen Jianlong (37.50%), Liu Qiguan (21.88%), Chen Siren (20.31%) and Chen Zengfu (20.31%);

(2) Proud City is an investment holding company incorporated in the British Virgin Islands. It is wholly-owned by Chen Feng;

(3) Chen Jianlong also owns 37.50% of Upperwin. As such, by virtue of Section 4 of the Securities and Futures Act, he is deemed to be interested in the Shares held by Upperwin; and

(4) Mingwin is an investment holding company incorporated in the British Virgin Islands. It is wholly-owned by Pan Zhuangzhi.

3.3 Save for the Irrevocable Undertakings, as at the date of this Offer Announcement, neither the Offeror nor any party acting in concert with the Offeror has received any irrevocable undertakings from any other party to accept or reject the Offer.

4. INFORMATION ON THE OFFEROR

4.1 The Offeror is an investment holding company incorporated in the British Virgin Islands on 6 June 2007. The present issued share capital of the Offeror is US$11,000 comprising 11,000 ordinary shares with a par value of US$1.00 each.

4.2 The Offeror has been dormant and had not carried on any substantive business since its incorporation other than to enter into arrangements in connection with the Offer including financing arrangements for the purpose of the Offer.

4.3 Chen Jianlong is the sole director and the largest shareholder of the Offeror. Chen Jianlong and the other shareholders of the Offeror are the co-founders of the Group and executive directors of the Group.

4.4 The shareholders of the Offeror and their percentage shareholdings in the Offeror are as follows:

Name of shareholder of the Offeror	No. of shares in the Offeror	Percentage shareholding in the Offeror (%)
(a) Chen Jianlong	3,392	30.84
(b) Chen Feng	2,133	19.39
(c) Liu Qiguan	1,917	17.43
(d) Chen Siren	1,779	16.17
(e) Chen Zengfu	1,779	16.17
Total	**11,000**	**100.00**

Chen Jianlong and Chen Feng are maternal cousins. Liu Qiguan is the husband of Chen Meifang, a paternal cousin of Chen Jianlong. Chen Siren and Chen Zengfu are not related to each other or to Chen Jianlong, Chen Feng and Liu Qiguan.

4.5 As at the Latest Practicable Date, the Offeror does not hold any Shares. However, parties acting in concert with the Offeror own, in aggregate, 81.0% of the total issued Shares as set out in paragraph 3.2 of this Offer Document.

Appendix 1 to this Offer Document sets out certain additional information on the Offeror.

5. INFORMATION ON THE COMPANY

5.1 Based on publicly available information, the Company was incorporated in Bermuda on 7 September 2007 and was listed on the Main Board of the SGX-ST on 12 March 2008.

5.2 As at the Latest Practicable Date, the issued and paid-up share capital of the Company comprises 339,999,993 Shares. Based on publicly available information, the Company does not have any Shares held in treasury and does not have any outstanding instruments convertible into, rights to subscribe for, nor options (whether pursuant to an employee share option scheme or otherwise) in respect of, securities which carry voting rights of the Company.

5.3 The principal activity of the Company is that of investment holding while the Group is principally engaged in the manufacture and sale of high-end nylon yarn products in the People's Republic of China ("**PRC**").

5.4 As at the Latest Practicable Date, the directors of the Company are:

(a) Chen Jianlong (Executive Chairman);

(b) Chen Feng (Executive Director and Chief Executive Officer);

(c) Chen Siren (Executive Director);

(d) Chen Zengfu (Executive Director);

(e) Li Qiguan (Executive Director);

(f) Tan Siok Sing (Lead Independent Non-Executive Director);

(g) Ko Wai Lun Warren (Independent Non-Executive Director); and

(h) Ho Teck Cheong (Independent Non-Executive Director).

6. FINANCIAL ASPECTS OF THE OFFER

The Offer Price represents a premium above the historical market prices of the Shares prior to the Offer Announcement Date:

Description	Share Price[(1)] (S$)	Premium of Offer Price over the Share Price (%)
Last transacted Share price on the SGX-ST on 21 December 2015, being the market day when the Shares were last transacted prior to the release of the Offer Announcement	0.465	115.1
Volume weighted average price ("**VWAP**")[(2)] for the one (1)-month period up to the date prior to the Offer Announcement Date	0.498	100.8
VWAP for the three (3)-month period up to the date prior to the Offer Announcement Date	0.489	104.5
VWAP for the six (6)-month period up to the date prior to the Offer Announcement Date	0.624	60.3
VWAP for the 12-month period up to the date prior to the Offer Announcement Date	0.630	58.7

Source: *Bloomberg L.P.*

Notes:

(1) rounded to the nearest three decimal places; and

(2) the VWAP is calculated based on the daily VWAP turnover divided by VWAP volume of the Shares as extracted from Bloomberg L.P.. Off market transactions are excluded from the calculation.

7. RATIONALE FOR THE OFFER

7.1 Intention to delist and privatise the Company

The Offeror intends to make the Offer with a view to delist the Company from the SGX-ST and if entitled to under the Companies Act 1981 of Bermuda (as amended) ("**Bermuda Companies Act**"), the Offeror (together with the parties acting in concert with it where appropriate) intends to compulsorily acquire all the Offer Shares, as further elaborated in paragraph 9 of this Offer Document.

7.2 Opportunity for minority Shareholders to realise their investment in the Shares at a premium

The Offer Price is at a significant premium above the historical market prices of the Shares over the last 12-month period up to the date prior to the Offer Announcement Date. When compared to the historical market prices of the Shares over the 12-month period, the Offer Price represents a premium of approximately 100.8%, 104.5%, 60.3% and 58.7% above the VWAP per Share for the corresponding one (1)-month, three (3)-month, six (6)-month and 12-month periods respectively.

Through the Offer, accepting Shareholders will have an opportunity to realise their investments in the Company for a cash consideration at a significant premium above the historical market share prices, without incurring any brokerage and other trading costs.

7.3 Low trading liquidity of the Shares

The trading liquidity of the Shares has been low as shown in the table below:

Reference period prior to the Offer Announcement Date	No. of Traded Days[1]	No. of Market Days	Average daily trading volume[2] ('000)	Average daily trading volume as a percentage of total number of issued Shares[3] (%)
12-month	182	248	49	0.014
Six (6)-month	66	125	24	0.007
Three (3)-month	15	63	4	0.001
One (1)-month	6	21	2	0.001

Notes:

(1) traded days refer to the number of days on which the Shares were traded on the SGX-ST during the period;

(2) the average daily trading volume of the Shares is computed based on the total volume of Shares traded on the SGX-ST (excluding off market transactions) during the relevant periods, divided by the number of days when the SGX-ST was open for trading (excluding days with full day trading halts on the Shares) during that period; and

(3) based on the total number of issued Shares of 339,999,993 Shares.

The Offer therefore represents a cash exit opportunity for Shareholders who wish to realise their entire investment in the Shares but find it difficult to do so in the open market due to the low trading liquidity of the Shares.

7.4 Greater management flexibility

The Offeror believes that the privatisation of the Company will provide the Offeror with greater management flexibility to manage and develop the Group's businesses, optimise the use of its resources, and facilitate the implementation of any strategic initiatives and/or operational changes.

7.5 Eliminate compliance costs of listing

As a listed entity, the Company incurs listing, compliance and other related costs associated with the continued listing requirements under the Listing Manual. The privatisation of the Company will eliminate listing related expenses which can be channelled towards its business operations.

8. LISTING STATUS AND COMPULSORY ACQUISITION

8.1 Listing Status

(a) *Suspension of Trading*

Under Rule 1105 of the Listing Manual, upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that brings the Shares held by the Offeror and parties acting or deemed to be acting in concert with him to above 90.0% of the Shares excluding treasury shares, the SGX-ST may suspend the listing of the Shares on the SGX-ST until such time when the SGX-ST is satisfied that at least 10.0% of the Shares excluding treasury shares are held by at least 500 shareholders who are members of the public. Under Rule 1303(1) of the Listing Manual, where the

Offeror succeeds in garnering acceptances exceeding 90.0% of the Shares excluding treasury shares, thus causing the percentage of Shares excluding treasury shares held in public hands to fall below 10.0%, the SGX-ST will suspend the trading of the Shares only at the close of the Offer.

(b) *Free Float*

In addition, under Rule 724(1) of the Listing Manual, if the percentage of the total Shares held in public hands falls below 10.0%, the Company must as soon as practicable, announce the fact and the SGX-ST may suspend trading of all the Shares. Rule 724(2) of the Listing Manual states that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares in public hands to at least 10.0%, failing which the Company may be delisted.

In the event that the trading of the Shares on the SGX-ST is suspended pursuant to Rule 724(1), Rule 1105 or Rule 1303(1) of the Listing Manual, the Offeror does not intend to undertake or support any action for any such trading suspension by the SGX-ST to be lifted. It is the intention of the Offeror to privatise the Company and to delist the Company from the SGX-ST, should the option be available to the Offeror.

8.2 Compulsory Acquisition

Under Section 103 of the Bermuda Companies Act, holders of not less than 95.0% of the shares in a target Bermuda company (herein referred to as "**Purchasers**") may give notice ("**s103 Acquisition Notice**") to the remaining shareholders of their intention to acquire the remaining shareholders' shares on the terms set out in the s103 Acquisition Notice. When such s103 Acquisition Notice is given, the Purchasers shall be entitled and bound to acquire the shares of the remaining shareholders on the terms set out in the s103 Acquisition Notice unless a remaining shareholder applies to the Court to have the Court appraise the value of such shares.

Shareholders who are in doubt of their position under the Bermuda Companies Act are advised to seek their own independent legal advice.

9. THE OFFEROR'S INTENTIONS FOR THE COMPANY

9.1 The Offeror does not intend to preserve the listing status of the Company, and the Offeror (together with the parties acting in concert with it where appropriate) when entitled, intends to exercise its (or their) rights of compulsory acquisition under the Bermuda Companies Act and does not intend to take steps for any trading suspension of the Shares by the SGX-ST to be lifted in the event that, *inter alia*, less than 10.0% of the Shares are held in public hands. In addition, the Offeror will submit an application to the SGX-ST to seek a voluntary delisting of the Company from the SGX-ST pursuant to the Listing Manual.

9.2 Although the Offeror has no current intention of (a) making material changes to the Group's existing business, (b) re-deploying the Group's fixed assets, or (c) discontinuing the employment of the employees of the Group, other than in the ordinary course of business, nonetheless, the Offeror retains the flexibility at any time to consider options or opportunities which may present themselves, and which it regards to be in the interests of the Offeror and/or the Company. Following the close of the Offer, the Offeror will conduct a comprehensive review of the operations, management and financial position of the Group, and will evaluate various strategic options following the delisting.

10. CONFIRMATION OF FINANCIAL RESOURCES

Provenance Capital, as the financial adviser to the Offeror, confirms that sufficient financial resources are available to the Offeror to satisfy in full all acceptances of the Offer for the 64,598,673 Offer Shares at the Offer Price.

11. OVERSEAS SHAREHOLDERS

11.1 The availability of the Offer to Shareholders whose addresses are outside Singapore, as shown on the register of members of the Company or, as the case may be, in the records of CDP (each, an "**Overseas Shareholder**") may be affected by the laws of the relevant overseas jurisdictions. Accordingly, any Overseas Shareholder should inform himself about and observe any applicable legal requirements, and exercise caution in relation to the Offer, as this Offer Document, the FAA and the FAT have not been reviewed by any regulatory authority in any overseas jurisdiction. **Where there are potential restrictions on sending this Offer Document, the FAA and/or the FAT to any overseas jurisdiction, the Offeror, Provenance Capital and CDP each reserves the right not to send these documents to Shareholders in such overseas jurisdictions. For the avoidance of doubt, the Offer is open to all Shareholders, including those to whom this Offer Document, the FAA and/or the FAT have not been, or may not be, sent.**

11.2 Copies of this Offer Document and any other formal documentation relating to the Offer 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 Offer 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.

11.3 The Offer (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 Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

11.4 Overseas Shareholders may, nonetheless, obtain copies of this Offer Document, the FAA and/or the FAT and any related documents, during normal business hours and up to the Closing Date, from the Offeror through its share transfer agent, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623. Alternatively, an Overseas Shareholder may write to the Offeror through Boardroom Corporate & Advisory Services Pte Ltd at the address listed above to request for this Offer Document, the FAA and/or the FAT and any related documents to be sent to an address in Singapore by ordinary post at the Overseas Shareholder's own risk, no later than five (5) business days prior to the Closing Date.

11.5 It is the responsibility of any Overseas Shareholder who wishes to (a) request for this Offer Document, the FAA and/or the FAT and/or any related documents, or (b) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on its behalf (including

Provenance Capital) shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments as the Offeror and/or any person acting on its behalf (including Provenance Capital) may be required to pay. In (i) requesting for this Offer Document, the FAA and/or the FAT and any related documents and/or (ii) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror and Provenance Capital that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements. Any Overseas Shareholder who is in any doubt about his position should consult his professional adviser in the relevant jurisdiction.

11.6 The Offeror and Provenance Capital each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Overseas Shareholders by announcement to the SGX-ST and if necessary, paid advertisement in a daily newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement or advertisement.

12. DIRECTORS' RESPONSIBILITY STATEMENT

12.1 The Director of the Offeror has taken all reasonable care to ensure that the facts stated and all opinions expressed in this Offer Document are fair and accurate and that no material facts have been omitted from this Offer Document, the omission of which would make any statement in this Offer Document misleading, and the Director of the Offeror accepts responsibility accordingly.

12.2 Where any information has been extracted from published or otherwise publicly available sources or obtained from the Company, the responsibility of the Director of the Offeror has been to ensure through reasonable enquiries, that such information has been accurately and correctly extracted from those sources or, as the case may be, accurately reflected or reproduced in this Offer Document in its proper form and context.

13. GENERAL

13.1 Valid Acceptances

The Offeror reserves the right to treat acceptances of the Offer as valid if received by or on behalf of the Offeror at such place or places determined by the Offeror otherwise than as stated herein or in the FAA and/or FAT, as the case may be, or if made otherwise than in accordance with the provisions herein and in the Circular and instructions printed on the FAA and/or FAT.

13.2 Announcement/Notice

In this Offer Document, references to the making of any announcement or the giving of notice by the Offeror include the release of an announcement by Provenance Capital or the Offeror's investor relations or advertising agents, for and on behalf of the Offeror, to the press or the delivery of or transmission by telephone or facsimile or through the website of the SGX-ST at www.sgx.com or otherwise of an announcement to the SGX-ST. An announcement made otherwise than to the SGX-ST shall be notified simultaneously to the SGX-ST.

13.3 Governing Law and Jurisdiction

The Offer, this Offer Document, the FAA and/or FAT and all acceptances of the Offer and all contracts made pursuant thereto and actions taken or made or deemed to be taken or made thereunder shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Offeror and each accepting Shareholder submit to the non-exclusive jurisdiction of the Singapore courts.

13.4 No Third Party Rights

Unless expressly provided to the contrary in this Offer Document and/or the FAA and/or the FAT, a person who is not a party to any contracts made pursuant to the Exit Offer, this Offer Document and/or the FAA and/or FAT has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore to enforce any term of such contracts. Notwithstanding any term herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

13.5 Accidental Omission

Accidental omission to despatch this Offer Document, the FAA and/or FAT or any notice or announcement required to be given under the terms of the Exit Offer or any failure to receive the same by any person to whom the Exit Offer is made or should be made, shall not invalidate the Exit Offer in any way.

13.6 Independent Advice

The recommendations of the Independent Directors and the advice of the independent financial adviser to the Independent Directors on the Offer will be made available to Shareholders in due course and in any event, the Independent Directors are required under the Code to despatch their views within 14 days of the posting of this Offer Document. Shareholders may wish to consider their advice before taking any action in relation to the Offer.

Appendix 3 to this Offer Document sets out additional general information relating to the Offer. Your attention is drawn to all the Appendices which form part of this Offer Document.

Yours faithfully,
PROVENANCE CAPITAL PTE. LTD.

For and on behalf of
PRECIOUS JOY MANAGEMENT LIMITED

11 January 2016

APPENDIX 1

ADDITIONAL INFORMATION ON THE OFFEROR

1. DIRECTOR OF THE OFFEROR

The name, address and description of the sole director of the Offeror as at the Latest Practicable Date is as follows:

Name	Address	Description
Chen Jianlong	No. 6 Shuang Zhu Xia, Hua Yang Village, Jin Feng Town, Changle, Fujian Province, People's Republic of China	Director

2. REGISTERED OFFICE OF THE OFFEROR

The registered office of the Offeror is at P. O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands.

3. PRINCIPAL ACTIVITIES OF THE OFFEROR

The Offeror is an investment holding company incorporated in the British Virgin Islands.

The Offeror has been dormant and had not carried on any substantive business since its incorporation other than to enter into arrangements in connection with the Offer including financing arrangements for the purpose of the Offer.

4. FINANCIAL INFORMATION OF THE OFFEROR

As the Offeror is an entity incorporated in the British Virgin Islands, there is no requirement to prepare audited financial statements, and accordingly, no audited financial statements of the Offeror have been prepared. The present issued share capital of the Offeror is US$11,000 comprising 11,000 ordinary shares with a par value of US$1.00 each.

5. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, save (a) as disclosed above, (b) as a result of the making and financing of the Offer, and (c) for publicly available information on the Offeror, there has been no known material change in the financial position of the Offeror.

APPENDIX 2

ADDITIONAL INFORMATION ON THE COMPANY

1. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, save (a) as disclosed in this Offer Document, and (b) for information on the Company which is publicly available (including the unaudited consolidated financial statements of the Company for the third quarter ended 30 September 2015 which was released by the Company on the SGXNET on 10 November 2015), there has not been, within the knowledge of the Offeror, any material change in the financial position or prospects of the Company since 31 December 2014, being the date of the last balance sheet of the Company laid before Shareholders in a general meeting.

2. REGISTERED OFFICE

The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

APPENDIX 3

ADDITIONAL GENERAL INFORMATION

1. DISCLOSURE OF INTERESTS

1.1 As at the Latest Practicable Date, save as disclosed below, none of (a) the Offeror, (b) the Director, (c) Undertaking Shareholders and (d) Provenance Capital (as financial adviser to the Offeror in connection with the Offer) (each, a "**Relevant Person**"):

(a) owns, controls or has agreed to acquire or has dealt for value in any (A) Shares, (B) securities which carry voting rights in the Company, (C) convertible securities, warrants, options or derivatives in respect of, such Shares or securities (collectively, "**Company Securities**") during the three (3)-month period immediately preceding the Offer Announcement Date, other than the dealing by Pan Debiao of a purchase of 24,000 Shares at a price of S$0.600 on 15 October 2015;

(b) has received any irrevocable commitment or undertakings from any party to accept or reject the Offer, other than the Irrevocable Undertakings from the Undertaking Shareholders;

(c) has entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to shares of the Offeror or the Company which might be material to the Offer other than the Irrevocable Undertakings; and

(d) has (A) granted a security interest over any Company Securities to another person, whether through a charge, pledge or otherwise, (B) borrowed from another person any Company Securities (excluding borrowed Company Securities which have been on-lent or sold) or (C) lent any Company Securities to another person.

All references to "**derivative**" include any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security or securities.

Name	Deemed Interest		Direct Interest	
	No. of Shares	Shareholding Percentage[1] (%)	No. of Shares	Shareholding Percentage[1] (%)
Offeror				
Precious Joy Management Limited	–	–	–	–
Undertaking Shareholders				
Chen Jianlong[2]	144,033,600	42.363	1,760,000	0.518
Liu Qiguan[2]	144,033,600	42.363	–	–
Chen Siren[2]	144,033,600	42.363	–	–
Chen Zengfu[2]	144,033,600	42.363	–	–
Upperwin Investments Limited	–	–	144,033,600	42.363
Chen Feng[3]	35,066,400	10.314	–	–
Proud City Management Limited	–	–	35,066,400	10.314
Pan Zhuangzhi[4]	19,040,000	5.600	–	–
Mingwin Technology Limited	–	–	19,040,000	5.600
Wang Lili	–	–	16,985,200	4.996
Li Yi	–	–	16,395,600	4.822
Li Zhaoxin	–	–	14,900,000	4.382
Pan Debiao	–	–	13,415,720	3.946
Li Jia	–	–	12,328,800	3.626
Chen Eryuan	–	–	248,000	0.073
Lin Xueyou	–	–	248,000	0.073
Chen Chuanfei	–	–	248,000	0.073
Gao Tijiang	–	–	246,000	0.072
Chen Yidong	–	–	246,000	0.072
Gao Jinzhi	–	–	240,000	0.071
Financial Adviser				
Provenance Capital Pte. Ltd.	–	–	–	–
Total			**275,401,320**	**81.000**

Notes:

(1) Based on the total number of issued Shares of 339,999,993 Shares;

(2) The shareholders of Upperwin Investments Limited are Chen Jianlong (37.50%), Liu Qiguan (21.88%), Chen Siren (20.31%) and Chen Zengfu (20.31%). They are each deemed to have an interest in the 144,033,600 Shares held by Upperwin Investments Limited;

(3) Chen Feng is the owner of the entire issued share capital of Proud City Management Limited. He is deemed to have an interest in all the Shares held by Proud City Management Limited; and

(4) Pan Zhuangzhi is the owner of the entire issued share capital of Mingwin Technology Limited. He is deemed to have an interest in all the Shares held by Mingwin Technology Limited.

1.2 As at the Offer Announcement Date, Pan Debiao who is one of the Undertaking Shareholders and holds 13,415,720 Shares, representing 3.946% shareholding interest in the Company, has dealt in the Shares during the three (3)-month period immediately preceding the Offer Announcement Date. The details of his dealings are as follows:

Transaction Date	Nature of Transaction (Buy / Sell / Accepting of Grant / Exercise, etc)	Type and quantity of Securities	Transaction Price per share or unit of securities (S$)
15 Oct 2015	Buy	24,000 Shares	0.600

Save as disclosed above, (i) none of the Offeror, the Director or any of the parties acting or deemed to be acting in concert with the Offeror; and (ii) to the Offeror's knowledge after making reasonable enquiries, none of the Undertaking Shareholders, has dealt for value in the Company Securities during the period commencing three (3) months prior to 22 December 2015 (being the Offer Announcement Date) and ending on the Latest Practicable Date.

1.3 As at the Latest Practicable Date, save for the Irrevocable Undertakings, there is no agreement, arrangement or understanding between (i) the Offeror or any party acting in concert with it, and (ii) any of the present or recent directors of the Company, or any of the present or recent Shareholders or any other person that is conditional upon, or has any connection with or dependence upon, the Offer.

1.4 The Offeror reserves the right to direct or transfer any of the Offer Shares to any of its related corporations. Save as disclosed above, as at the Latest Practicable Date, there is no agreement, arrangement or understanding whereby any of the Offer Shares acquired by the Offeror pursuant to the Offer will or may be transferred to any other person.

1.5 As at the Latest Practicable Date, there is no agreement, arrangement or understanding for payment or other benefit being made or given to any director of the Company or to any director of any corporation which is by virtue of Section 6 of the Companies Act deemed to be related to the Company, as compensation for loss of office or as consideration for, or in connection with, his retirement from office or otherwise in connection with the Offer.

1.6 Save as disclosed in this Offer Document and save for information relating to the Offeror and the Offer that is publicly available, there has been no material change in any information previously published by or on behalf of the Offeror during the period commencing from the Offer Announcement Date and ending on the Latest Practicable Date.

2. GENERAL

2.1 Cost and Expenses

All costs and expenses of or incidental to the Offer including the preparation and circulation of this Offer Document, the FAA and the FAT (other than professional fees and other costs relating to the Offer incurred or to be incurred by the Company) and stamp duty and transfer fees resulting from acceptances of the Offer will be paid by the Offeror.

3. MARKET QUOTATIONS

3.1 Closing prices of the Shares

The closing prices of the Shares on the SGX-ST, as reported by Bloomberg L.P., on:

(i) 31 December 2015, being the Latest Practicable Date, is **S$0.990**;

(ii) 22 December 2015, being the last market day when the Shares were last transacted prior to the release of the Offer Announcement, is **S$0.465**; and

(iii) the end of each of the six calendar months prior to the Offer Announcement Date are as follows:

Date	Last closing price of the month (S$)
June 2015	0.650
July 2015	0.640
August 2015	0.630
September 2015	0.640
October 2015	0.530
November 2015	0.500

Source: *Bloomberg L.P.*

3.2 Highest and lowest closing prices of the Shares

During the period commencing six months preceding the Offer Announcement Date and ending on the Latest Practicable Date (both dates inclusive), the highest and lowest closing prices of the Shares on the SGX-ST, as reported by Bloomberg L.P., are as follows:

	Price (S$)	Date(s)
Highest closing price	0.990	29, 30, 31 December 2015
Lowest closing price	0.465	17, 18 November 2015; and 18, 21 December 2015

Source: *Bloomberg L.P.*

4. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected at the office of Virtus Law LLP at 1 Raffles Place, #18-61, Singapore 048616 during normal business hours, while the Offer remains open for acceptance:

(a) the memorandum and articles of association of the Offeror;

(b) the Offer Announcement; and

(c) the Irrevocable Undertakings as referred to in paragraph 3 of this Offer Document.

APPENDIX 4

DETAILS OF THE OFFER

1. SETTLEMENT

Subject to the receipt by the Offeror of valid acceptances, complete in all respects and in accordance with the instructions given in this Offer Document, the FAA, the FAT and/or the terms and conditions for Electronic Acceptance (as the case may be) and in the case of a depositor, the receipt by the Offeror of confirmation satisfactory to it that the relevant number of Offer Shares are standing to the credit of the "Free" Balance of the depositor's Securities Account at the relevant time(s), remittances in the form of cheques drawn on a bank in Singapore for the appropriate amounts will be despatched, pursuant to Rule 30 of the Code, to the accepting Shareholder (or, in the case of a Shareholder holding share certificate(s) which is not deposited with CDP, his designated agent (if any)) by ordinary post and at the risk of the accepting Shareholder or in such manner as he may have agreed with CDP for payment of any cash distribution as soon as practicable but in any event within ten (10) days of the date of such receipt.

2. ANNOUNCEMENTS

(a) Pursuant to Rule 28.1 of the Code, by 8.00 a.m. on the dealing day ("**Relevant Day**") immediately after the day on which the Offer is due to expire, or is revised or extended (if applicable), the Offeror will announce and simultaneously inform the SGX-ST of the total number of Offer Shares (as nearly as practicable):

(i) in respect of which valid acceptances of the Offer have been received;

(ii) held by the Offeror and any party acting in concert with it before the Offer Period; and

(iii) acquired or agreed to be acquired by the Offeror and any party acting in concert with it during the Offer Period,

and will specify the percentages of the issued share capital of the Company represented by such numbers.

(b) Under Rule 28.2 of the Code, if the Offeror is unable, within the time limit, to comply with paragraph 2(a) above, the SIC will consider requesting the SGX-ST to suspend dealings in the Shares until the relevant information is given.

(c) In this Offer Document, references to the making of any announcement or the giving of notice by the Offeror include the release of an announcement by Provenance Capital or advertising agents, for and on behalf of the Offeror, to the press or the delivery of or transmission by telephone or facsimile or through SGXNET or otherwise of an announcement to the SGX-ST. An announcement made otherwise than to the SGX-ST shall be notified simultaneously to the SGX-ST.

(d) In computing the number of Offer Shares represented by acceptances, the Offeror will at the time of making an announcement take into account acceptances which are valid in all respects.

3. RIGHT OF WITHDRAWAL

(a) Except as expressly provided in this Offer Document and the Code, acceptances of the Offer shall be irrevocable.

(b) If the Offeror fails to comply with any of the requirements of Rule 28.1 of the Code by 3.30 p.m. on the Relevant Day, then immediately thereafter:

(i) any Shareholder holding Offer Shares which are deposited with CDP and accepting the Offer will be entitled to withdraw his acceptance by written notice to Precious Joy Management Limited c/o The Central Depository (Pte) Limited, 9 North Buona Vista Drive, #01-19/20, The Metropolis, Singapore 138588; and

(ii) any Shareholder holding Offer Shares which are not deposited with CDP and accepting the Offer will be entitled to withdraw his acceptance by written notice to Precious Joy Management Limited c/o Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 (such notice of withdrawal shall be effective only when actually received by the Offeror).

(c) Subject to Rule 22.9 of the Code, this right of withdrawal may be terminated not less than eight (8) days after the Relevant Day by the Offeror confirming (if that be the case) that the Offer is still unconditional and complying with Rule 28.1 of the Code. For the purpose of the 14-day period referred to in Rule 22.6 of the Code (referred to in paragraph 2.6(b) of this Offer Document), such period will run from the date of such confirmation (if given), or the date on which the Offer would otherwise have expired, whichever is later.

APPENDIX 5

PROCEDURES FOR ACCEPTANCE

1. PROCEDURES FOR ACCEPTANCE OF THE OFFER BY DEPOSITORS WHOSE SECURITIES ACCOUNTS ARE AND/OR WILL BE CREDITED WITH OFFER SHARES

(a) Depositors whose Securities Accounts are credited with Offer Shares

If you have Offer Shares standing to the credit of your Securities Account, you are entitled to receive this Offer Document together with the FAA. If you wish to accept the Offer, you should complete and sign the accompanying FAA in accordance with the provisions and instructions in this Offer Document and the provisions and instructions printed on the FAA (which provisions and instructions shall be deemed to form part of the terms of the Offer) and submit the duly completed and signed FAA, either by hand to:

PRECIOUS JOY MANAGEMENT LIMITED
c/o The Central Depository (Pte) Limited
9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588

or **by post** in the enclosed pre-addressed envelope at your own risk, to:

PRECIOUS JOY MANAGEMENT LIMITED
c/o The Central Depository (Pte) Limited
Robinson Road Post Office
P.O. Box 1984
Singapore 903934

so as in either case to arrive **not later than 5.30 p.m. (Singapore time)** on the Closing Date.

If you have sold or transferred all your Offer Shares, you need not forward this Offer Document and/or the FAA to the purchaser or the transferee ("**Purchaser**") as arrangements will be made by CDP for a separate Offer Document and FAA to be sent to the Purchaser. Purchasers should note that CDP will, on behalf of the Offeror, send a copy of this Offer Document and the FAA by ordinary post at the Purchasers' own risk to their respective addresses as they appear in the records of CDP.

If you wish to accept the Offer, you must insert in Part A of the FAA the number of Offer Shares already standing to the credit of the "Free" Balance of your Securities Account in respect of which the Offer is accepted.

If you are a depository agent as defined under Section 130A of the Companies Act, you may accept the Offer via the SGX-SSH Service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents ("**Electronic Acceptance**"). Such Electronic Acceptances must be submitted not later than 5.30 p.m. (Singapore time) on the Closing Date. CDP has been authorised by the Offeror to receive Electronic Acceptances on its behalf. Such Electronic Acceptances submitted will be deemed irrevocable and subject to each of the terms and conditions contained in the FAA and this Offer Document as if the FAA has been duly completed, signed in its originality and submitted to CDP.

Subject to paragraph 1(b) below, if the number of Offer Shares inserted in Part A of the FAA or submitted through Electronic Acceptance exceeds the number of Offer Shares standing to the credit of the "Free" Balance of your Securities Account as at 5.00 p.m. on the date of receipt of the FAA by CDP ("**Date of Receipt**") or, in the case where the Date of Receipt is on the Closing Date, as at 5.30 p.m. (Singapore time) on the Closing Date (provided always that the Date of Receipt is on or before the Closing Date) or, if no such number of Offer Shares is inserted in Part A, then you are deemed to have accepted the Offer in respect of all the Offer Shares already standing to the credit of the "Free" Balance of your Securities Account as at 5.00 p.m. on the Date of Receipt or as at 5.30 p.m. (Singapore time) on the Closing Date (if the FAA is received by CDP on the Closing Date).

(b) Depositors whose Securities Accounts will be credited with Offer Shares

If you purchase Offer Shares on the SGX-ST and such Offer Shares are in the process of being credited to the "Free" Balance of your Securities Account, you should also receive this Offer Document together with a FAA. If you wish to accept the Offer in respect of such Offer Shares, you should, after the "Free" Balance of your Securities Account has been credited with such number of Offer Shares, complete, sign and submit the duly completed and signed original of the accompanying FAA in accordance with the provisions and instructions in this Offer Document and the provisions and instructions printed on the FAA (which provisions and instructions shall be deemed to form part of the terms of the Offer) and return the duly completed and signed FAA, either by hand to:

PRECIOUS JOY MANAGEMENT LIMITED
c/o The Central Depository (Pte) Limited
9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588

or **by post** in the enclosed pre-addressed envelope at your own risk, to:

PRECIOUS JOY MANAGEMENT LIMITED
c/o The Central Depository (Pte) Limited
Robinson Road Post Office
P.O. Box 1984
Singapore 903934

so as in either case to arrive **not later than 5.30 p.m. (Singapore time)** on the Closing Date.

If you purchase Offer Shares on the SGX-ST, your acceptance in respect of such Offer Shares will be rejected if the "Free" Balance of your Securities Account is not credited with such Offer Shares by 5.00 p.m. on the Date of Receipt (if the FAA is received by CDP prior to the Closing Date) or 5.30 p.m. (Singapore time) on the Closing Date (if the FAA is received by CDP on the Closing Date).

None of the Offeror, Provenance Capital or CDP accepts any responsibility or liability in relation to such rejection, including the consequences thereof.

(c) General

For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Offer Shares in your Securities Account. You can verify the number of Offer Shares in your Securities Account (i) through CDP Online if you have registered for CDP Internet Access Service or (ii) through CDP Phone Service if you have a T-Pin. Alternatively, you may proceed to CDP in person with your identity card or passport to verify the number of Offer Shares credited to your Securities Account.

CDP will, upon receipt on behalf of the Offeror of the duly completed and signed original of the FAA or Electronic Acceptance, and all other relevant documents (if any), transfer the Offer Shares in respect of which you have accepted the Offer from the "Free" Balance of your Securities Account to a "Suspense Account" until the consideration for the Offer Shares has been despatched to you.

Except as specifically provided for in this Offer Document and the Code, acceptance of the Offer is irrevocable.

No acknowledgement will be given for submissions made. All communications, notices, documents and payments will be sent by ordinary post at the risk of the person(s) entitled thereto to the mailing address appearing in the records of CDP. Settlement of the consideration under the Offer will be subject to the receipt of confirmation satisfactory to the Offeror that the Offer Shares to which the FAA relates are credited to the "Free" Balance of your Securities Account and such settlement cannot be made until all relevant documents have been properly completed and lodged either by hand with:

PRECIOUS JOY MANAGEMENT LIMITED
c/o The Central Depository (Pte) Limited
9 North Buona Vista Drive
#01-19/20, The Metropolis
Singapore 138588

or **by post** in the enclosed pre-addressed envelope at your own risk, to:

PRECIOUS JOY MANAGEMENT LIMITED
c/o The Central Depository (Pte) Limited
Robinson Road Post Office
P.O. Box 1984
Singapore 903934

so as in either case to arrive **not later than 5.30 p.m. (Singapore time)** on the Closing Date.

CDP will send you a notification letter stating the number of Offer Shares debited from your Securities Account together with payment of the Offer Price by way of a cheque drawn on a bank in Singapore for the appropriate amount, or in such other manner as you may have agreed with CDP for the payment of any cash distributions.

If you do not have any existing Securities Account in your own name at the time of acceptance of the Offer, your acceptance as contained in the FAA will be rejected.

If you are a depositor whose Securities Account is or will be credited with Offer Shares but you do not receive the FAA, you may obtain such a FAA upon production of satisfactory evidence that you are a Shareholder or have purchased the Offer Shares on the SGX-ST (as the case may be), from The Central Depository (Pte) Limited, at 9 North Buona Vista Drive, #01-19/20, The Metropolis, Singapore 138588.

2. PROCEDURES FOR ACCEPTANCE OF THE OFFER BY SHAREHOLDERS WHO HOLD OFFER SHARES WHICH ARE NOT DEPOSITED WITH CDP

If you hold Offer Shares which are not deposited with CDP, you are entitled to receive this Offer Document together with the FAT. If you wish to accept the Offer, you should complete and sign the FAT (which is available upon request from Precious Joy Management Limited c/o Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623) in accordance with the provisions and instructions in this Offer Document including the provisions and instructions printed on the FAT (which provisions and instructions shall be deemed to form part of the terms of the Offer) and forward with the relevant share certificate(s) and/or other document(s) of title and/or any other relevant document(s) required by the Offeror **by hand or by post** to:

Precious Joy Management Limited
c/o Boardroom Corporate & Advisory Services Pte Ltd
50 Raffles Place, Singapore Land Tower #32-01
Singapore 048623

so as to arrive **not later than 5.30 p.m. (Singapore time)** on the Closing Date.

If the number of Offer Shares in respect of acceptances for the Offer as inserted by you in the FAT exceeds the number of Offer Shares represented by the share certificate(s) and/or other document(s) of title accompanying the FAT, or if no such number of Offer Shares is inserted by you, then you shall be deemed to have accepted the Offer in respect of all the Offer Shares as represented by the share certificate(s) and/or other document(s) of title accompanying the FAT.

General

If your Offer Shares are represented by share certificate(s) which are not registered with the Company in your own name, you must send in, at your own risk, the relevant share certificate(s), other document(s) of title and/or other relevant documents required by the Offeror together with a duly completed and signed original FAT accompanied by transfer form(s), duly completed and executed by the person(s) registered with the Company as the holder of the Offer Shares and stamped, with the particulars of the transferee left blank (to be completed by the Offeror or a person authorised by it).

It is your responsibility to ensure that the FAT is properly completed in all respects. The Offeror, Provenance Capital and/or Boardroom Corporate & Advisory Services Pte Ltd will be entitled to reject any acceptance which does not comply with the provisions and instructions contained herein and in the FAT, or (subject to the preceding paragraph) which is not accompanied by the relevant share certificate(s), other document(s) of title and/or any other relevant document(s) required by the Offeror, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject the FAT on the grounds that it has been incompletely, incorrectly or invalidly signed, completed or submitted, unsigned or signed but not in its originality will be final and binding, and none of the Offeror, Provenance Capital or Boardroom Corporate & Advisory Services Pte Ltd accepts any responsibility or liability for the consequences of such a decision.

Except as specifically provided for in this Offer Document and the Code, acceptance of the Offer is irrevocable.

No acknowledgement of receipt of any FAT, share certificate(s), other document(s) of title, transfer form(s) and/or any other relevant document(s) required by the Offeror will be given.

All communications, notices, certificates, documents and remittances will be sent by ordinary post at the risk of the person(s) entitled thereto.

Payment will be sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the register of members of the Company) by ordinary post at your address as it appears in the register of members of the Company at your own risk (or to such different name and address as may be specified by you in the FAT and at your own risk), by way of a cheque drawn on a bank in Singapore for the appropriate amount.

If you are a Shareholder who holds Offer Shares which are not deposited with CDP but you do not receive the FAT, you may obtain such a FAT upon production of satisfactory evidence that you are a Shareholder, from **Precious Joy Management Limited c/o Boardroom Corporate & Advisory Services Pte Ltd** at its office located at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623.

3. OTHER RELEVANT INFORMATION IN RESPECT OF THE PROCEDURES FOR ACCEPTANCE

If you hold share certificate(s) of some of the Offer Shares beneficially owned by you and if you have deposited the rest of the Offer Shares beneficially owned by you with CDP, you are required to complete the FAT in respect of the Offer Shares represented by share certificate(s) and the FAA in respect of the Offer Shares which are deposited with CDP, if you wish to accept the Offer in respect of all such Offer Shares. Both the FAT and the FAA must be completed, signed and accompanied by the relevant documents and sent to the Offeror in accordance with the respective procedures for acceptance set out in paragraphs 1 and 2 of this Appendix 5.

If you hold share certificate(s) of the Offer Shares beneficially owned by you and you wish to accept the Offer in respect of such Offer Shares, you should not deposit the share certificate(s) with CDP during the period commencing on the date of this Offer Document and ending on the Closing Date (both dates inclusive) as your Securities Account may not be credited with the relevant number of Offer Shares in time for you to accept the Offer.

If you wish to accept the Offer, it is your responsibility to ensure that the FAA and/or FAT, as the case may be, is properly completed in all respects, submitted with original signature(s) and all required documents are provided. The Offeror, Provenance Capital, CDP and/or Boardroom Corporate & Advisory Services Pte Ltd will be entitled, at their sole and absolute discretion, to reject any acceptance which does not comply with the provisions and instructions contained herein and in the FAA and/or FAT, as the case may be, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject any acceptance will be final and binding, and none of the Offeror, Provenance Capital, CDP or Boardroom Corporate & Advisory Services Pte Ltd accepts any responsibility or liability for the consequences of such a decision.