

SHANGHAI TURBO ENTERPRISES LTD
(Incorporated in the Cayman Islands)
(Company Registration Number CT-151624)

THE PROPOSED CONSOLIDATION OF EVERY TEN (10) EXISTING ORDINARY SHARES OF PAR VALUE US\$0.025 EACH IN THE CAPITAL OF THE COMPANY AS AT THE BOOKS CLOSURE DATE, INTO ONE (1) ORDINARY SHARE OF PAR VALUE US\$0.25 IN THE CAPITAL OF THE COMPANY, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

1. INTRODUCTION

The Board of Directors (the “**Directors**”) of Shanghai Turbo Enterprises Ltd (the “**Company**”, and together with its subsidiaries, the “**Group**”) would like to announce that the Company proposes to seek the approval of shareholders of the Company (“**Shareholders**”) to undertake a share consolidation (the “**Proposed Share Consolidation**”) of every ten (10) existing ordinary shares of par value US\$0.025 each (each an “**Existing Share**”) as at a books closure date to be determined by the Directors as they deem fit their absolute discretion (“**Books Closure Date**”) into one (1) ordinary share of par value US\$0.25 (the “**Consolidated Share**”), fractional entitlements to be disregarded and dealt with in such manner and on such terms as the Directors may, in their discretion, deem fit in the best interests of the Company (including, but not limited to, aggregating all or any of the fractional Consolidated Shares and selling aggregated fractions of the Consolidated Shares and the proceeds thereof paid to the Company for the Company’s benefit and/or a purchase by the Company of any or all of the fractions of Consolidated Shares and the proceeds thereof retained by the Company for the Company’s benefit).

2. DETAILS OF THE PROPOSED SHARE CONSOLIDATION

Under the Proposed Share Consolidation, every ten (10) Existing Shares in the issued and authorised share capital of the Company (including treasury shares) as at the Books Closure Date will be consolidated into one (1) Consolidated Share, with effect from a date to be determined by the Directors as the date at and on which the Consolidated Shares will trade on the Mainboard of the Singapore Exchange Securities Trading Limited in board lots of 100 Consolidated Shares (the “**Effective Trading Date**”). Each Consolidated Share will rank *pari passu* in all aspects with each other. The Consolidated Shares will be traded in board lots of 100 Consolidated Shares.

Shareholders should note that, upon completion of the Proposed Share Consolidation, the number of Consolidated Shares to which Shareholders will be entitled, based on their holdings of Existing Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractional entitlements to Consolidated Shares arising from the Proposed Share Consolidation shall be disregarded. All fractions of Consolidated Shares arising upon the implementation of the Proposed Share Consolidation will be dealt with in such manner and on such terms as the Directors may, in their discretion, deem fit in the best interests of the Company (including, but not limited to, aggregating all or any of the fractional Consolidated Shares and selling aggregated fractions of the Consolidated Shares and the proceeds thereof paid to the Company for the Company’s benefit and/or a purchase by the Company of any or all of the fractions of Consolidated Shares and the proceeds thereof be retained by the Company for the Company’s benefit).

As at the date of this announcement, the Company has an issued share capital of USD 6,867,119 divided into 274,684,760 Existing Shares. On the assumption that there will be no new shares issued by the Company up to the Books Closure Date, following the completion of the Proposed Share Consolidation, the Company will have an issued share capital of USD 6,867,119 divided into approximately 27,468,476 Consolidated Shares. **Shareholders who hold less than ten (10) Existing Shares as at the Books Closure Date will not be entitled to any Consolidated Shares and will no longer be Shareholders upon completion of the Proposed Share Consolidation. Such Shareholders who wish to remain as Shareholders upon completion of the Proposed Share Consolidation are advised to purchase additional Existing Shares so as to increase the number of Existing Shares held to a multiple of ten (10) Existing Shares prior to the Books Closure Date.** The Proposed Share Consolidation will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company,

and has no effect on the Shareholders' funds of the Group. Shareholders are not required to make any payment to the Company in respect of the Proposed Share Consolidation.

3. RATIONALE FOR THE PROPOSED SHARE CONSOLIDATION

With effect from 02 March 2015, the Singapore Exchange Securities Trading Limited ("**SGX-ST**") implemented a minimum trading price requirement of S\$0.20 per share for shares of issuers listed on the Mainboard of the SGX-ST as a continuing listing requirement. A one-time transition period of 12 months from 02 March 2015 (i.e. 01 March 2016) will be given to affected issuers to undertake corporate actions to meet the new requirement, and such issuers will only be placed on the watch-list if they are unable to meet the minimum trading price requirement after this 12-month transition period. Issuers which are unable to take steps to raise its minimum trading price and exit the watch-list will be delisted after a 36-month cure period.

The Directors believe that the Proposed Share Consolidation will generally be beneficial to the Company and its Shareholders as the Proposed Share Consolidation would facilitate the Company's ability to satisfy the continuing listing requirement imposed by the SGX-ST for issuers listed on the Mainboard of the SGX-ST to have a minimum trading price per share of S\$0.20.

However, Shareholders should note that there is no assurance that the Proposed Share Consolidation will achieve the desired results, nor is there assurance that such results (if achieved) can be sustained in the longer term.

4. APPROVALS AND CONDITIONS

The Proposed Share Consolidation is subject to, *inter alia*, the following:

- (a) the approval of Shareholders for the Proposed Share Consolidation at an extraordinary general meeting ("**EGM**") to be convened; and
- (b) the in-principle approval of the SGX-ST for the dealing in, listing of and quotation for the Consolidated Shares on the Mainboard of the SGX-ST.

An application will be made by the Company to obtain the SGX-ST's approval for the dealing in, listing of and quotation for the Consolidated Shares pursuant to the Proposed Share Consolidation on the Mainboard of the SGX-ST. The Company will release an announcement on the outcome of the application in due course.

5. DESPATCH OF CIRCULAR

Subject to the receipt of the in-principle approval from the SGX-ST, a circular containing, *inter alia*, notice of the EGM and further information on the Proposed Share Consolidation will be despatched to Shareholders in due course. **Meanwhile, Shareholders are advised to exercise caution when dealing in the Company's securities. When in doubt, Shareholders and potential investors are advised to seek independent advice from their bankers, stockbrokers, solicitors or other professional advisers.**

By Order of the Board

Mr. Huang Wooi Teik
Chairman
27 March 2015