

JOINT ANNOUNCEMENT

PROPOSED VOLUNTARY DELISTING OF SUNMART HOLDINGS LIMITED

1. INTRODUCTION

- 1.1 The board of directors ("**Board**") of Sunmart Holdings Limited ("**Company**") and Sun Bingzhong ("**Offeror**") wish to jointly announce that the Offeror has presented to the directors of the Company ("**Directors**", a proposal ("**Delisting Proposal**") to seek the voluntary delisting of the Company ("**Delisting**") from the Official List of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") pursuant to Rules 1307 and 1309 of the Listing Manual of the SGX-ST ("**Listing Manual**").
- 1.2 Under the Delisting Proposal, the Offeror will make an exit offer ("**Exit Offer**") in cash, to acquire all the issued ordinary shares in the capital of the Company ("**Shares**", other than those Shares already owned, controlled or agreed to be acquired by the Offeror and its concert parties (collectively, "**Offeror Concert Group**") ("**Offer Shares**") as at the date of the Exit Offer, on the terms and conditions set out in this Joint Announcement and the formal offer document to be issued by the Offeror ("**Exit Offer Letter**") to shareholders of the Company ("**Shareholders**") containing, *inter alia*, the terms of the Exit Offer and the relevant acceptance forms.
- 1.3 The Directors have noted the Exit Offer and reviewed the Delisting Proposal, and resolved to seek an application to the SGX-ST for the Delisting, and subject to the approval of the SGX-ST, to convene an extraordinary general meeting of the Company ("**EGM**") in due course to seek the approval of Shareholders for the Delisting.

2. INFORMATION ON THE COMPANY

- 2.1 The Company is incorporated in Singapore and is listed on the Mainboard of the SGX-ST. The Company and its subsidiaries ("**Group**") are principally engaged in the production and sale of a wide range of spray products comprising primarily of spray pumps, aluminium cans and plastic bottles that are used in the packaging of fast-moving consumer goods, pharmaceutical products and health supplements.
- 2.2 As at the date of this Joint Announcement ("**Joint Announcement Date**", the Board consists of:
- (a) Sun Bingzhong (Executive Chairman and Chief Executive Officer);
 - (b) Wu Guoxing (Executive Director);
 - (c) Tang Teck Choon (Lead Independent Director);
 - (d) Zhou Jianxin (Independent Director); and

(e) Zhu Ping (Independent Director).

2.3 As at the Joint Announcement Date, the issued and paid-up share capital of the Company consists of 402,000,000 Shares.

2.4 As at the Joint Announcement Date, the Company does not hold any treasury shares and has not issued any 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.

3. INFORMATION ON THE OFFEROR AND THE PARTIES ACTING IN CONCERT WITH IT

3.1 The Offeror

The Offeror is the Executive Chairman and Chief Executive Officer of the Group. He is founder of the Group and is in charge of the overall business operations of the Group. He has accumulated over 20 years of management experience in the spray products business and has received various awards in recognition of his achievements and contributions, including the China Top CIO Award 2005 and the China Outstanding Packaging Entrepreneur award.

As at the Joint Announcement Date, the Offeror holds 4,068,000 Shares.

3.2 Parties acting in concert with the Offeror

As at the Joint Announcement Date, the following persons are deemed to be acting in concert with the Offeror ("**Concert Parties**"):

(a) Top Items Assets Ltd. ("**Top Items**"), which is 88.89% held by the Offeror and 11.11% held by Wu Guoxing, a director of the Company; and

(b) Chen Wentao, being the Offeror's son-in-law.

As at the Joint Announcement Date, the shareholdings of the Offeror Concert Group in the Company are as follows:

Name of Shareholder	Number of Shares held	Shareholding Percentage (%) ⁽¹⁾
Sun Bingzhong	4,068,000	1.01
Top Items	280,129,543	69.68
Chen Wentao	6,419,000	1.60
Total	290,616,543	72.29

Note:

(1) Calculated based on the 402,000,000 Shares of the Company in issue.

4. GENERAL TERMS AND CONDITIONS OF THE DELISTING PROPOSAL

In connection with the Delisting Proposal, the Offeror will make an exit offer in cash to acquire all the Offer Shares on the following terms and conditions.

4.1 Exit Offer Price

The offer price for each Offer Share will be **S\$0.07** in cash ("**Exit Offer Price**").

The Offeror does not intend to revise the Exit Offer Price.

The Exit Offer Price shall be applicable to any number of Offer Shares that are tendered in acceptance of the Exit Offer.

Shareholders may choose to accept the Exit Offer in respect of all or part of their holdings of Offer Shares. Each Shareholder who accepts the Exit Offer will receive S\$7.00 for every 100 Offer Shares tendered for acceptance under the Exit Offer.

The Offer Shares will be acquired fully paid and free from all liens, equities, mortgages, debentures, pledges, title retention, security interests, options, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever ("**Encumbrances**"), and together with all rights, benefits and entitlements attached thereto as at the Joint Announcement Date and thereafter attaching thereto (including but not limited to the right to receive and retain all dividends, rights and other distributions, if any, which may be declared, paid or made thereon by the Company on or after the Joint Announcement Date). If any dividend, other distribution or return of capital is declared, made or paid by the Company on or after the Joint Announcement Date, the Offeror reserves the right to reduce the Exit Offer Price by the amount of such dividend, distribution or return of capital.

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

Further details on the Exit Offer will be set out in the Exit Offer Letter.

4.2 Conditions

The Delisting Proposal and Exit Offer will be conditional on, *inter alia*:

- (a) the receipt of the requisite approval of the SGX-ST for the Delisting;
- (b) the resolution to approve the Delisting ("**Delisting Resolution**") being approved by at least 75% of the total number of issued Shares held by Shareholders present and voting, on a poll, either in person or by proxy at the EGM to be convened for Shareholders to vote on the Delisting Resolution (the Offeror Concert Group, Directors and controlling Shareholders need not abstain from voting on the Delisting Resolution);
- (c) the Delisting Resolution not being voted against by 10% or more of the total number of issued Shares held by Shareholders present and voting, on a poll, either in person or by proxy at the EGM; and

- (d) the SIC Rulings as further described in paragraph 5 being obtained from the Securities Industry Council (“**SIC**”) and such SIC Rulings not being revoked, rescinded or cancelled prior to the close of the Exit Offer

(collectively, “**Delisting Proposal Conditions**”).

If the Delisting Proposal Conditions are not fulfilled, the Exit Offer will lapse and the Company will remain listed on the SGX-ST.

4.3 Acceptances

The Exit Offer will not be conditional upon a minimum number of acceptances being received.

Shareholders may choose to accept the Exit Offer in respect of all or part of their holdings of Offer Shares. However, such acceptances would be conditional upon the Delisting Proposal Conditions being satisfied. If the Delisting Proposal Conditions are not satisfied, the conditions to the Exit Offer will not be fulfilled and the Exit Offer will lapse.

As stated above, Shareholders are to note that if the Delisting Proposal Conditions are not fulfilled, the Delisting will not proceed and the Company will remain listed on the SGX-ST. The Exit Offer will also lapse and all acceptances of the Exit Offer will be returned.

4.4 Warranty

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

4.5 Duration

It is currently envisaged that the Exit Offer Letter to be issued by the Offeror to the Shareholders and the relevant acceptance form(s) be despatched to Shareholders on the same day as the Company’s circular to Shareholders to be despatched for the purpose of convening the EGM, which will contain, *inter alia*, information pertaining to the Delisting Resolution and the terms and conditions of the Exit Offer (the “**Circular**”). The Exit Offer will be opened for acceptance by Shareholders for a period of at least:

- (a) 21 days after the date of despatch of the Exit Offer Letter if the Exit Offer Letter is despatched after Shareholders’ approval for the Delisting has been obtained at the EGM; or
- (b) 14 days after the date of the announcement of Shareholders’ approval of the Delisting if the Exit Offer Letter is despatched on the same date as the Circular.

4.6 Irrevocable Undertakings

The Offeror has obtained irrevocable undertakings from each of Stone Robert Alexander, Toe Teow Teck, Toe Teow Heng and Phillip Ventures Enterprise Fund Ltd (collectively, "**Undertaking Shareholders**") ("**Irrevocable Undertakings**") to, *inter alia*, (a) vote in favour of the Delisting Resolution; (b) accept the Exit Offer in respect of all Shares held by each of them; and (c) not to transfer, sell or otherwise dispose of any of their Shares during the period of their respective Irrevocable Undertakings.

As at the Joint Announcement Date, the shareholdings of the Undertaking Shareholders in the Company are as follows:

Name of Shareholder	Number of Shares held	Shareholding Percentage (%) ⁽¹⁾
Stone Robert Alexander	27,200,000	6.77
Toe Teow Teck	2,000,000	0.50
Toe Teow Heng	1,100,000	0.27
Phillip Ventures Enterprise Fund Ltd (in members' voluntary liquidation)	11,770,457	2.93
Total	42,070,457	10.47

Note:

(1) Calculated based on the 402,000,000 Shares of the Company in issue.

Each of the Irrevocable Undertakings shall expire if the Exit Offer is not announced on SGXNET by 30 November 2016, or the Exit Offer Price exceeds S\$0.07 per Share. As both conditions have been satisfied, each of the Irrevocable Undertakings is irrevocable and will continue to be binding.

Save as disclosed in this Joint Announcement, as at the Joint Announcement Date, none of the Offeror and its Concert Parties has received any irrevocable undertaking from any party to vote for or against the Delisting Resolution and/or to accept or reject the Exit Offer.

5. **RULINGS FROM THE SECURITIES INDUSTRY COUNCIL**

Pursuant to an application made by the Offeror to the SIC to seek clarification regarding the extent to which the provisions of The Singapore Code on Take-overs and Mergers ("**Code**") applied to the Exit Offer, the SIC has on 30 November 2016 ruled as follows:

- (a) the Exit Offer is exempted from compliance with the following provisions of the Code:
- (i) Rule 20.1 on keeping the Exit Offer open for 14 days after it is revised;
 - (ii) Rule 22 on the offer timetable;
 - (iii) Rule 28 on acceptances; and
 - (iv) Rule 29 on the right of acceptors to withdraw their acceptances,

subject to the following conditions:

- (I) disclosure in the Circular of:
 - (A) the consolidated net tangible assets per Share of the Group based on the latest published accounts prior to the date of the Circular ("**Consolidated Group NTA per Share**"); and
 - (B) particulars of all known material changes as of the latest practicable date which may affect the Consolidated Group NTA per Share; and
 - (II) the Exit Offer remaining open for at least:
 - (A) 21 days after the date of despatch of the Exit Offer Letter if the Exit Offer Letter is despatched after Shareholders' approval for the Delisting has been obtained; or
 - (B) 14 days after the date of announcement of Shareholders' approval for the Delisting if the Exit Offer Letter is despatched together with the Circular.
 - (b) the Offeror and Wu Guoxing ("**Affected Directors**") are exempted from the requirement to make a recommendation on the Exit Offer as they face irreconcilable conflicts of interest being concert parties of the Offeror. Nonetheless, the Affected Directors must still assume responsibility for the accuracy of facts stated or opinions expressed in documents and advertisements issued by, or on behalf of, the Company in connection with the Exit Offer; and
 - (c) the Undertaking Shareholders will not be regarded as a party acting in concert with the Offeror Concert Group by virtue of their providing the Irrevocable Undertakings
- (collectively, "**SIC Rulings**").

6. LISTING MANUAL PROVISIONS PERTAINING TO A VOLUNTARY DELISTING

- 6.1 Under Rule 1307 of the Listing Manual, the SGX-ST may agree to an application by the Company to delist from the Official List of the SGX-ST if:
- (a) the Company convenes an EGM to obtain Shareholders' approval for the Delisting;
 - (b) the Delisting Resolution has been approved by a majority of at least 75% of the total number of issued Shares held by Shareholders present and voting, on a poll, either in person or by proxy at the EGM (the Directors and controlling Shareholders need not abstain from voting on the Delisting Resolution); and
 - (c) the Delisting Resolution has not been voted against by 10% or more of the total number of issued Shares held by Shareholders present and voting, on a poll, either in person or by proxy at the EGM.

6.2 In addition, under Rule 1309 of the Listing Manual, if the Company is seeking to delist from the SGX-ST:

- (a) a reasonable exit alternative, which should normally be in cash, should be offered to all Shareholders; and
- (b) the Company should normally appoint an independent financial adviser to advise on the Exit Offer.

7. RATIONALE FOR DELISTING

The Offeror had stated in the Delisting Proposal that the rationale for the Delisting and its intentions with respect to the Company are as follows:

7.1 Opportunity to realise investments

Through this Delisting Proposal and Exit Offer, the accepting Shareholders will have an opportunity to realise their investments in the Company for a cash consideration, without incurring any brokerage and other trading costs, an option which may not otherwise be readily available due to the suspension of trading of the Shares since 9 April 2012 ("**Suspension**").

The following table benchmarks the Exit Offer Price against the market prices of the Shares on the SGX-ST before the Suspension:

Description ⁽¹⁾	Share Price (S\$)	Premium / (Discount) over/ (to) Share Price ⁽²⁾ (%)
Last transacted price per Share on 2 April 2012, being the last full day of trading in the Shares on the SGX-ST prior to the Joint Announcement Date (" Last Trading Day ")	0.115	(39.13)
Volume weighted average price (" VWAP ") for the one (1)-month period prior to and including the Last Trading Day	0.115	(39.13)
VWAP for the three (3)-month period prior to and including the Last Trading Day	0.112	(37.50)
VWAP for the six (6)-month period prior to and including the Last Trading Day	0.106	(33.96)
VWAP for the twelve (12)-month period prior to and including the Last Trading Day	0.153	(54.25)

Source: Bloomberg L.P.

Notes:

- (1) The VWAP is calculated based on the total value of transactions divided by the total volume transacted for the respective periods.
- (2) Computed based on the Share prices which were rounded to the nearest three (3) decimal places.

7.2 Low trading liquidity of the Shares prior to the Suspension

The trading liquidity of the Shares on the SGX-ST prior to the Suspension has been generally thin. The average daily trading volume of the Shares for the one (1)-month, three (3)-month, six (6)-month and twelve (12)-month periods prior to and including the Last Trading Day are as follows:

Period prior to and including the Last Trading Day	Average Daily Trading Volume ⁽¹⁾	Approximate percentage of total number of Shares ⁽²⁾
1-month	5,905	0.001%
3-month	32,381	0.008%
6-month	62,408	0.016%
12-month	279,864	0.070%

Source: Bloomberg L.P.

Notes:

- (1) The average daily trading volume is computed based on the total trading volume of the Shares for all market days (including market days when no Shares were traded, excluding off-market transactions) on which the SGX-ST is open for the trading of securities ("**Market Day**") for the relevant periods immediately prior to and including the Last Trading Day, divided by the total number of Market Days during the respective periods.
- (2) Based on 402,000,000 Shares, being the total number of issued Shares.

7.3 Greater management flexibility

The Offeror believes that the Delisting would provide the management of the Company with greater flexibility to manage and develop the existing businesses of the Group while exploring opportunities without the attendant cost, regulatory restrictions and compliance issues associated with its listed status on the SGX-ST.

7.4 Compliance costs of maintaining listing

The Company incurs additional compliance and associated costs in maintaining the Company's listing status. As a non-listed entity, the Group will be able to (a) achieve cost-savings by dispensing with costs associated with complying with SGX-ST listing requirements and other regulatory requirements as well as human resources that have to be committed for such compliance; and (b) focus its resources on its business operations.

7.5 No present need for access to Singapore capital markets

The Company has not carried out any exercise to raise cash funding on the SGX-ST in the past five (5) years and it is unlikely that the Company will require access to the Singapore capital markets to finance its operations in the foreseeable future. Accordingly, it is not necessary for the Company to maintain a listing on the SGX-ST.

7.6 Offeror's Intention

The Offeror has no current intention of (a) making material changes to the Company's existing business; (b) re-deploying the Company'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.

8. COMPULSORY ACQUISITION

8.1 Pursuant to Section 215(1) of the Companies Act (Chapter 50) of Singapore ("**Companies Act**"), in the event that the Offeror acquires 90% or more of the total issued Shares (other than those already held by the Offeror, its related corporations and their respective nominees as at the date of the Exit Offer), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares of Shareholders who have not accepted the Exit Offer at a price equal to the Exit Offer Price.

8.2 **In the event that the Offeror becomes entitled to exercise its right of compulsory acquisition pursuant to Section 215(1) of the Companies Act, it is the intention of the Offeror to exercise such right and proceed to privatise and delist the Company from the SGX-ST.**

8.3 In addition, Shareholders who have not accepted the Exit Offer have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares in the event that the Offeror, its related corporations and/or their respective nominees acquire, pursuant to the Exit Offer, such number of Shares which, together with the Shares held by the Offeror, its related corporations and/or their respective nominees, comprise 90% or more of the total issued Shares.

8.4 **Shareholders who are in doubt of their position under Section 215(1) and (3) of the Companies Act are advised to seek their own independent legal advice.**

9. CONFIRMATION OF FINANCIAL RESOURCES

UOB Kay Hian Private Limited has confirmed that the Offeror has sufficient financial resources to satisfy full acceptance of the Exit Offer for the Offer Shares at the Exit Offer Price.

10. APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Company has appointed Provenance Capital Pte. Ltd. as the independent financial adviser ("IFA") to advise the Directors who are considered independent for the purposes of the Delisting and Exit Offer ("**Independent Directors**") on the Exit Offer. The advice of the IFA and the recommendation of the Independent Directors regarding the Exit Offer will be set out in the Circular which will be despatched by the Company to Shareholders in due course.

11. DISCLOSURES OF SHAREHOLDINGS AND DEALINGS IN THE COMPANY

- 11.1 As at the Joint Announcement Date, and subject always to the matters in this Joint Announcement, the interests (whether through ownership or control) in the Relevant Securities (as defined herein) held by the Offeror Concert Group are set out in the Appendix to this Joint Announcement.
- 11.2 Save as disclosed in this Joint Announcement (including the Appendix to this Joint Announcement) and subject always to the matters in this Joint Announcement, as at the Joint Announcement Date, none of the parties of the Offeror Concert Group:
- (a) owns, controls or has agreed to acquire any Shares, securities which carry voting rights in the Company, or convertible securities, warranties, options and derivatives in respect of such Shares or securities (collectively, "**Relevant Securities**");
 - (b) has received any irrevocable commitment from any party to vote for or against the Delisting Resolution and/or to accept or reject the Exit Offer;
 - (c) has entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to Shares of the Company which might be material to the Exit Offer; and
 - (d) has:
 - (i) granted a security interest over any Relevant Securities to another person, whether through a charge, pledge or otherwise;
 - (ii) borrowed from another person any Relevant Securities (excluding borrowed securities which have been on-lent or sold); or
 - (iii) lent any Relevant Securities to another person.
- 11.3 None of the parties of the Offeror Concert Group has dealt for value in any Shares during the three (3)-month period immediately preceding the Joint Announcement Date.
- 11.4 In the interests of confidentiality, the Offeror has not made enquiries in respect of certain other parties who are or may be deemed to be acting in concert with it in connection with the Exit Offer. Further enquiries will be made in respect of such parties and the relevant disclosures, if any, will be made in the Exit Offer Letter and/or Circular.

12. OVERSEAS SHAREHOLDERS

- 12.1 This Joint 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 Joint Announcement in any jurisdiction in contravention of applicable law and regulation. The Exit Offer will be made solely by the Exit Offer Letter and the relevant acceptance forms accompanying the Exit Offer Letter, which contain the full terms and conditions of the Exit Offer, including details of how the Exit Offer may be accepted.
- 12.2 The release, publication or distribution of this Joint Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Joint Announcement is released, published or distributed should inform themselves about and observe such restrictions.
- 12.3 Copies of this Joint Announcement and any formal documentation relating to the Exit 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 Exit Offer would violate the applicable law of that jurisdiction ("**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. For the avoidance of doubt, the Exit Offer shall be made to all Shareholders including those to whom the Exit Offer Letter and the relevant acceptance forms will not be sent.
- 12.4 The Exit 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 of 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 Exit Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.
- 12.5 The ability of Shareholders who are not resident in Singapore to accept the Exit Offer 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. Overseas Shareholders who are in doubt about their positions should consult their own professional advisers in the relevant jurisdictions.

13. FURTHER INFORMATION

- 13.1 No immediate action is required of Shareholders on their part in respect of the Delisting Proposal and the Exit Offer. Shareholders will be advised on the procedure for accepting the Exit Offer when the Circular and the Exit Offer Letter are despatched.
- 13.2 As mentioned above, the Circular which includes, *inter alia*, further information regarding the Delisting Proposal, the terms and conditions of the Exit Offer, the advice of the IFA and the recommendation of the Independent Directors regarding the Exit Offer, and a notice of the EGM, will be despatched by the Company to Shareholders in due course. The Exit Offer Letter, together with the relevant forms of acceptance, is expected to be despatched by or on behalf of the Offeror to Shareholders on the same day as the Circular.

- 13.3 In the meantime, Shareholders are advised to exercise caution in their dealings in Shares and to refrain from taking any action in relation to their Shares which may be prejudicial to their interests. **Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

14. RESPONSIBILITY STATEMENTS

- 14.1 The Offeror has taken all reasonable care to ensure that the facts stated and opinions expressed in this Joint Announcement (other than those relating to the Company) are fair and accurate and that there are no other material facts not contained in this Joint Announcement, the omission of which would make any statement in this Joint Announcement misleading. Where any information in this Joint Announcement has been extracted or reproduced from published or publicly available sources or obtained from the Company, the sole responsibility of the Offeror has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced in this Joint Announcement. The Offeror accepts responsibility accordingly.
- 14.2 The Directors (including any Director who may have delegated detailed supervision of this Joint Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed herein (other than those relating to the Offeror and parties acting in concert with it) are fair and accurate and that there are no other material facts not contained in this Joint Announcement, the omission of which would make any statement in this Joint Announcement misleading. Where any information in this Joint Announcement has been extracted or reproduced from published or publicly available sources or obtained from the Offeror, the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced in this Joint Announcement. The Directors jointly and severally accept responsibility accordingly.

SUN BINGZHONG
30 November 2016

BY ORDER OF THE BOARD
SUNMART HOLDINGS LIMITED

Sun Bingzhong
Executive Chairman
30 November 2016

Forward-Looking Statements

All statements other than statements of historical facts included in this Joint 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", "should", "could", "may" and "might". These statements reflect the current expectations, beliefs, hopes, intentions or strategies of the party making the statements 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 of the Company and/or the Offeror should not place undue reliance on such forward-looking statements, and neither the Company nor the Offeror undertakes any obligation to update publicly or revise any forward-looking statements.

Disclosure of Dealings

The associates (as defined under the Code, and which, where applicable, includes all substantial shareholders) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company in accordance with Rule 12 of the Code.

APPENDIX

DISCLOSURE OF SHAREHOLDINGS IN THE COMPANY

<u>Name</u>	<u>Shareholding Interest</u>		Total Interest (%)⁽¹⁾
	Number of Shares	Number of Shares	
	Direct Interest	Deemed Interest	
The Offeror			
Sun Bingzhong	4,068,000	280,129,543 ⁽²⁾	70.70
Concert Parties			
Top Items ⁽³⁾	280,129,543	-	69.68
Chen Wentao ⁽⁴⁾	6,419,000	-	1.60
Total Shareholding Interest	290,616,543		72.29

Notes:

- (1) Calculated based on the 402,000,000 Shares of the Company in issue. There are no other classes of shares issued by the Company and there are no outstanding options or warrants for Shares granted by the Company.
- (2) Sun Bingzhong is deemed to be interested in the Shares held by Top Items by virtue of his equity interest in Top Items pursuant to Section 4 of the Securities and Futures Act (Chapter 289 of Singapore).
- (3) Top Items is a company effectively controlled by the Offeror and is therefore a party deemed to be acting in concert with the Offeror.
- (4) Chen Wentao is the son-in-law of the Offeror and is acting in concert with the Offeror.