

XINREN ALUMINUM HOLDINGS LIMITED

(Company Registration No.: 200612545H)
(Incorporated in Singapore on 29 August 2006)

VOLUNTARY CONDITIONAL CASH OFFER BY DBS BANK LTD. FOR AND ON BEHALF OF MERIT STAND INC. FOR XINREN ALUMINUM HOLDINGS LIMITED

- LOSS OF FREE FLOAT

1. INTRODUCTION

The Board of Directors (the “**Board**”) of XinRen Aluminum Holdings Limited (the “**Company**”) refers to the announcement dated 25 February 2016 made by DBS Bank Ltd., for and on behalf of Merit Stand Inc. (the “**Offeror**”), in relation to the voluntary conditional cash offer (the “**Offer**”) made by the Offeror for all the issued and paid-up ordinary shares (the “**Shares**”) in the share capital of the Company, other than those already owned, controlled or agreed to be acquired by the Offeror as at the date of the Offer (the “**Offer Announcement**”).

Reference is also made to the announcement dated 4 March 2016 made by DBS Bank Ltd., for and on behalf of the Offeror, disclosing *inter alia* the dealings in Shares made by the Offeror on 4 March 2016 (the “**Dealings Disclosure Announcement**”).

2. LOSS OF FREE FLOAT

As stated in the Dealings Disclosure Announcement, as at 5.00 p.m. (Singapore time) on 4 March 2016, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror; and (b) Shares in respect of which the Offeror has received irrevocable undertakings to accept the Offer as disclosed in the Offer Announcement, amount to an aggregate of 1,210,151,532 Shares, representing approximately 92.83% of the total number of issued Shares of the Company.

In view of the foregoing, the Board wishes to inform shareholders of the Company (“**Shareholders**”) that, as at 5.00 p.m. (Singapore time) on 4 March 2016, the percentage of the total number of Shares which are held in public hands is approximately 7.17%¹ and, accordingly, the Company no longer meets the free float requirement prescribed by Rule 723 of the Listing Manual.

3. SUSPENSION OF TRADING

Pursuant to Rule 723 of the Listing Manual, the Company is required to ensure that at least 10% of the total number of Shares (excluding treasury shares) is at all times held by the public. Further, pursuant to Rule 724(1) of the Listing Manual, if the percentage of Shares held in public hands falls below 10%, the SGX-ST may suspend trading of the Shares of the Company.

¹ Unless stated otherwise, all references to percentage shareholding of the issued share capital of the Company are based on the total number of issued Shares being 1,303,567,528 Shares (excluding 6,980,000 treasury Shares) as at 4 March 2016.

Pursuant to Rule 1303(1) of the Listing Manual, in a take-over situation, where the Offeror succeeds in garnering acceptances exceeding 90% of the Company's total number of issued Shares (excluding treasury shares), thus causing the percentage of the Company's total number of issued Shares (excluding treasury shares) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the take-over offer.

As the Company no longer meets the free float requirement prescribed by Rule 723 of the Listing Manual, Shareholders should note that the SGX-ST may suspend trading of the Shares pursuant to Rule 724(1), and in the alternative, will suspend trading of the Shares at the close of the Offer pursuant to Rule 1303(1). Appropriate announcements will be made by the Company to update Shareholders in due course.

In the meantime, Shareholders are advised to refrain from taking any action in relation to their Shares which may be prejudicial to their interests and to exercise caution when dealing in the Shares, until they or their advisers have considered the information and the recommendation of the directors of the Company regarded as independent for the purposes of the Offer under the Singapore Code on Take-overs and Mergers ("Independent Directors"), as well as the advice of the independent financial adviser to be appointed in due course, which will be set out in the circular to be issued by the Company in due course. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Company (including any who may have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement (excluding those relating to the Offeror) are fair and accurate, and that no material facts have been omitted from this announcement, the omission of which would make any statement in this announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information in this announcement has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, announcements made by or on behalf of the Offeror), the sole responsibility of the directors of the Company has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately and correctly reflected or reproduced in this announcement in its proper form and context.

BY ORDER OF THE BOARD

Chen Timothy Teck Leng
Lead Independent Director

6 March 2016