

# MANDATORY UNCONDITIONAL CASH OFFER

by



**STIRLING COLEMAN**

施霖高诚

[www.stirlingcoleman.com](http://www.stirlingcoleman.com)

**STIRLING COLEMAN CAPITAL LIMITED**

(Company Registration Number: 200105040N)

(Incorporated in the Republic of Singapore)

for and on behalf of

**THB AUTO ELECTRONICS LIMITED**

(Company Registration Number: 1909352)

(Incorporated in the British Virgin Islands)

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

**CHINA AUTO ELECTRONICS GROUP LIMITED**

(Company Registration Number: 34300)

(Incorporated in Bermuda)

other than those already owned, controlled or agreed to be acquired by  
THB Auto Electronics Limited

## **CLOSE OF THE OFFER AND FINAL LEVEL OF ACCEPTANCES AS AT THE CLOSING DATE**

### **1. INTRODUCTION**

Stirling Coleman Capital Limited ("**Stirling Coleman**") refers to the offer document dated 8 November 2016 (the "**Offer Document**") issued by Stirling Coleman, for and on behalf of THB Auto Electronics Limited (the "**Offeror**"), in relation to the mandatory unconditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of China Auto Electronics Group Limited (the "**Company**"), other than those already owned, controlled or agreed to be acquired by the Offeror (the "**Offer Shares**") and the announcement made by Stirling Coleman, for and on behalf of the Offeror, on 24 October 2016 in relation to the Offer (the "**Offer Announcement**").

All capitalised terms used but not defined herein shall have the same meanings given to them in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

There are 1,348,266,667 Shares in issue as at the date of this Announcement. Unless otherwise stated, all references to the total issued Shares shall be to the said 1,348,266,667 Shares.

### **2. CLOSE OF OFFER**

Stirling Coleman wishes to announce, for and on behalf of the Offeror, that the Offer has closed at 5.30 p.m. (Singapore time) on 20 December 2016 (the "**Closing Date**"). **Accordingly, the Offer is no longer open for acceptance and any acceptances received thereafter will be rejected.**

### 3. FINAL LEVEL OF ACCEPTANCES

Pursuant to Rule 28.1 of the Code, Stirling Coleman wishes to announce, for and on behalf of the Offeror, that as at 5.30 p.m. (Singapore time) on the Closing Date, the Offeror has received valid acceptances (which have not been withdrawn) amounting to 211,964,218 Shares, representing approximately 15.72% of the total issued Shares.

### 4. RESULTANT SHAREHOLDINGS

Taking into account the above valid acceptances of the Offer, as at 5.30 p.m. (Singapore time) on the date of this Announcement, the breakdown of the number of Shares owned, controlled or agreed to be acquired by the Offer and parties acting in concert with it are as follows:

	Number of Shares	Percentage of total issued Shares <sup>(1)</sup>
Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it as at the date of the Offer Announcement	1,003,666,667	74.44%
Shares acquired or agreed to be acquired by the Offeror and parties acting in concert with it between the date of the Offer Announcement and the day preceding the date of this Announcement (other than pursuant to valid acceptances of the Offer)	54,170,300	4.02%
Shares acquired or agreed to be acquired by the Offeror on the Closing Date (other than pursuant to valid acceptances of the Offer)	29,600	0.01%
Acceptances of the Offer as at 5.30 p.m. (Singapore time) on the Closing Date	211,964,218	15.72%
<b>Total</b>	<b>1,269,830,785</b>	<b>94.18%</b>

**Note:**

(1) Any discrepancies in the percentages listed and the totals thereof are due to rounding.

Accordingly, as at 5.30 p.m. (Singapore time), on the Closing Date, the Offeror and parties acting in concert with it, own, control or have agreed to acquire an aggregate of **1,269,830,785 Shares, representing approximately 94.18% of the total issued Shares.**

### 5. COMPULSORY ACQUISITION

As at the date of this Announcement, the Offeror has received valid acceptances of the Offer and/or acquired such number of Offer Shares from the Offer Announcement Date otherwise than through valid acceptances of the Offer in respect of not less than 90% of the total number of issued Shares (other than those already held as at the date of the Offer by the Offeror, its subsidiaries and their respective nominees, and excluding any Shares held by the Company as treasury shares).

Accordingly, pursuant to section 102 of the Bermuda Companies Act, the Offeror is entitled to and will in due course exercise its right of compulsory acquisition. It will, within two (2) months from the date on which such threshold is achieved, give notice under Section 102(1) of the Bermuda Companies Act ("**Acquisition Notice**") to any shareholders who have not accepted the Offer ("**Dissenting Shareholders**") that it wishes to acquire the shares of such Dissenting

Shareholder at the Offer Price and on the same terms as the Offer. (“**Compulsory Acquisition**”).

Dissenting Shareholders will receive the Acquisition Notice from the Offeror on the Compulsory Acquisition of their Shares in due course.

Further, as at the date of this Announcement, the Offeror has received valid acceptances of the Offer and/or acquired 1,269,830,785 Offer Shares which comprise or include not less than nine-tenths in value of the total issued Shares. Pursuant to Section 102(2) of the Bermuda Companies Act, the Offeror has one (1) month within which it must notify the Dissenting Shareholders of such 90.0% holding (“**Ownership Notice**”). Once the Ownership Notice is given, the Dissenting Shareholders have three (3) months within which they may give the Offeror a notice (an “**Offeree Notice**”) requiring the Offeror to acquire the Dissenting Shareholders’ Shares and where a Dissenting Shareholder gives an Offeree Notice with respect to any Shares, the Offeror shall be entitled and bound to acquire those Shares at the Offer Price and on the same terms as the Offer or such other terms as may be agreed or as the Court, on application of either the Dissenting Shareholder or the Offeror, thinks fit to order.

As the Offeror will be proceeding to compulsorily acquire the Shares of the Dissenting Shareholders, the Dissenting Shareholders need not take any action in relation to their rights under Section 102(2) set out above. Dissenting Shareholders who are in any doubt as to their position are advised to seek their own independent legal advice.

## **6. SGX PUBLIC FLOAT REQUIREMENT, SUSPENSION OF TRADING AND DELISTING**

Under Rule 1303(1) of the Listing Manual, as the Offeror and parties acting in concert with the Offeror have, through valid acceptances of the Offer or otherwise, succeeded in holding more than 90% of the Shares in issue, the SGX-ST will suspend trading of the Shares on the SGX-ST at the close of the Offer.

As stated in the Offer Document, the Offeror does not intend to preserve the listing status of the Company and does not intend to take any step for the public float to be restored and/or for any trading suspension of the Shares by the SGX-ST to be lifted.

## **7. RESPONSIBILITY STATEMENT**

The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading, and they jointly and severally accept full responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors 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, reflected or reproduced in this Announcement.

Issued by  
**Stirling Coleman Capital Limited**  
For and on behalf of  
**THB Auto Electronics Limited**

20 December 2016

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

**Stirling Coleman Capital Limited**

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