HAO CORP PTE. LTD.

(Incorporated in Singapore)
Company Registration Number: 201625980R

ADVANCED INTEGRATED MANUFACTURING CORP. LTD.
(Incorporated in Singapore)
Company Registration Number: 200405216C

JOINT ANNOUNCEMENT

PROPOSED VOLUNTARY DELISTING OF ADVANCED INTEGRATED MANUFACTURING CORP. LTD.

1 INTRODUCTION

1.1 Advanced Integrated Manufacturing Corp. Ltd. (the "**Company**") and HAO Corp Pte. Ltd. (the "**Offeror**") wish to jointly announce that the Offeror has presented to the directors of the Company (the "**Directors**") a formal proposal (the "**Delisting Proposal**") to seek the voluntary delisting of the Company (the "**Delisting**") from the Official List of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") pursuant to Rules 1307 and 1309 of the listing manual of the SGX-ST (the "**Listing Manual**").

1.2 Under the Delisting Proposal, Tata Capital Markets Pte. Ltd. ("**TCMPL**") as the financial adviser to the Offeror, will make, for and on behalf of the Offeror, a cash offer (the "**Exit Offer**") to purchase all the issued ordinary shares (excluding treasury shares) in the capital of the Company ("**Shares**"), other than those Shares already owned, controlled or agreed to be acquired by the Offeror as at the date of the Exit Offer (the "**Offer Shares**"), on the terms and subject to the conditions set out in this joint announcement (the "**Joint Announcement**") and the Exit Offer Letter (as defined in paragraph 5.4 below), in accordance with Section 139 of the Securities and Futures Act (Cap. 289) of Singapore and the Singapore Code on Take-overs and Mergers (the "**Code**").

1.3 The Delisting and the Exit Offer will be conditional on the Delisting Proposal Conditions (as defined in paragraph 5.5 below) being satisfied.

1.4 The Directors have reviewed the Delisting Proposal and have resolved to seek an application to the SGX-ST for the Delisting and convene an extraordinary general meeting of the Company ("**EGM**") to seek the approval of the shareholders of the Company (the "**Shareholders**") for the Delisting (the "**Delisting Resolution**").

2 INFORMATION ON THE COMPANY

2.1 The Company was incorporated in Singapore on 29 April 2004 and was listed on the Main Board of the SGX-ST on 26 May 2005.

2.2 The Company and its subsidiaries (the "**Group**") is an electronics manufacturing services provider, with more than 21 years of experience specialising in medium to high-end performance-critical applications. The Group provides services to original equipment manufacturers/multinational corporations in the aerospace-avionics, medical/life and analytical science, metal and automotives industries. The Company has also diversified into land banking, property investment and development, and the minimart business.

2.3 The Company has in place an employee share option scheme ("**ESOS**") and a share performance plan ("**SPP**"). The ESOS was designed to provide an opportunity for selected employees of the Group who have contributed significantly to the growth and performance of the

Group (including Executive Directors) to participate in the equity of the Company and the SPP was designed to increase the Company's flexibility and effectiveness in its continuing efforts to reward, retain and motivate key employees to achieve superior performance. Options and awards may be granted to eligible participants pursuant to the ESOS and the SPP respectively.

2.4 As at the date of this Joint Announcement ("**Joint Announcement Date**"), the Company's issued and paid-up share capital comprises 131,740,474 ordinary Shares and 57,477 treasury shares.

2.5 As at the Joint Announcement Date, (i) the Company has not granted any options under the ESOS and (ii) there are no outstanding awards granted under the SPP which may be vested into and be settled by the issue of new Shares in the Company.

2.6 As at the Joint Announcement Date, the Company has not issued any outstanding instruments convertible into, rights to subscribe for, nor options in respect of, securities which carry voting rights of the Company.

2.7 As at the Joint Announcement Date, the board of Directors comprises the following:

(a) Dr Tan Kim Yong (Group Chairman and Chief Executive Officer);

(b) Mr Tan Gim Seng (Executive Director);

(c) Mr Lim Yeow Hua (Independent Director); and

(d) Mr Lee Teck Leng (Independent Director).

3 INFORMATION ON THE OFFEROR AND THE CONSORTIUM

3.1 The Offeror is an investment holding company incorporated in Singapore on 22 September 2016 for the purpose of making the Exit Offer and having its registered address at 23 Ubi Crescent Singapore 408579. The directors of the Offeror are Dr Tan Kim Yong, Mr Tan Gim Seng and Mr Tan Kim Wah (the "**Offeror Directors**").

3.2 The shareholders of the Offeror are Dr Tan Kim Yong, Mr Tan Gim Seng, Mr Tan Kim Wah and Ms Chng Sock Cheng (the "**Relevant Shareholders**"). As at the Joint Announcement Date, the shareholding structure in the Offeror is as follows:

Name	**Number of Shares held**	**Shareholding Percentage (%)**
Tan Kim Yong	9,278	92.78%
Tan Gim Seng	329	3.29%
Tan Kim Wah	229	2.29%
Chng Sock Cheng	164	1.64%
Total	**10,000**	**100%**

3.3 The relationships between the Relevant Shareholders are as follows:

(i) the Offeror Directors are brothers; and

(ii) Ms Chng Sock Cheng is the wife of Mr Tan Kim Wah.

The Relevant Shareholders are persons acting in concert with the Offeror.

3.4 As at the Joint Announcement Date, the Relevant Shareholders have agreed to form a consortium through the Offeror to undertake the Exit Offer and entered into a shareholders' agreement (the "**Shareholders' Agreement**") with each other to, *inter alia*, regulate their relationship as members of the consortium and in the conduct of the business and affairs of the Offeror and the Enlarged Group (being the Offeror and the acquired business of the Company after the close of the Exit Offer). The principal terms of the Shareholders' Agreement are as follows:

3.4.1 the Offeror Directors are entitled to vote as directors of the Offeror board. All board decisions in connection with the Offeror and the Enlarged Group after the Delisting must be unanimously agreed by each of the Offeror Directors;

3.4.2 the Relevant Shareholders are entitled to vote as shareholders in accordance with their shareholding in the Offeror. All shareholders' decisions in connection with the Offeror and the Enlarged Group must be unanimously agreed by each of the Relevant Shareholders;

3.4.3 the Relevant Shareholders will not dispose of their shares in the Offeror within 12 months from the Delisting; and

3.4.4 no shareholder of the Offeror has any put option in respect of their shares in the Offeror to the other shareholders of the Offeror.

3.5 As at the Joint Announcement Date, the Offeror does not hold any Shares.

3.6 As at the Joint Announcement Date, the Relevant Shareholders directly or indirectly hold and/or control in aggregate 116,251,679 Shares, representing approximately 88.24% of the total issued Shares (excluding treasury shares). A breakdown of the Shares held and/or controlled by them is provided in paragraph 10.2 below.

3.7 As at the Joint Announcement Date, the Offeror has obtained irrevocable undertakings (each an "**Irrevocable Undertaking**" and collectively, the "**Irrevocable Undertakings**") from the Relevant Shareholders in respect of Shares that are directly or indirectly held and/or controlled by the Relevant Shareholders and any new Shares which the Relevant Shareholders may, directly or indirectly, acquire on or after the date of their Irrevocable Undertakings (the "**Undertaking Shares**"). Each of the holders of the Undertaking Shares has separately acknowledged, accepted and agreed to abide by, the terms of the Irrevocable Undertakings. Further details of the Irrevocable Undertakings are set out in paragraph 6 below.

3.8 As at the Joint Announcement Date, Dr Tan Kim Yong is the Group Chairman and Chief Executive Officer and a substantial shareholder (as defined under the Companies Act (Chapter 50) of Singapore (the "**Companies Act**") of the Company. Mr Tan Gim Seng is an Executive Director of the Company.

4 LISTING MANUAL PROVISIONS PERTAINING TO THE DELISTING

4.1 As stated above, the Company will apply to the SGX-ST for the Delisting. 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:

4.1.1 the Company convenes the EGM to obtain Shareholders' approval for the Delisting;

4.1.2 the Delisting Resolution has been approved by a majority of at least 75% of the total number of issued Shares (excluding treasury shares) held by the 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

4.1.3 the Delisting Resolution has not been voted against by 10% or more of the total number of issued Shares (excluding treasury shares) held by Shareholders present and voting, on a poll, either in person or by proxy at the EGM,

(collectively, the "**Delisting Resolution Conditions**").

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

4.2.1 a reasonable exit alternative, which should normally be in cash, should be offered to the Shareholders; and

4.2.2 the Company should normally appoint an independent financial adviser to advise on the Exit Offer.

5 THE DELISTING PROPOSAL

5.1 The Offeror will make the Exit Offer in cash for all the Offer Shares. The offer price for each Offer Share is S$0.210 (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. The Offeror does not intend to revise or increase the Exit Offer Price. Accordingly, the Exit Offer Price will not be revised or increased under any circumstances.

5.2 The Exit Offer will be extended to all Shares (excluding treasury shares), other than those Shares already owned, controlled or agreed to be acquired by the Offeror as at the date of the Exit Offer. As disclosed in paragraph 2.5 above, as at the Joint Announcement Date, (i) the Company has not granted any options under the ESOS and (ii) there are no outstanding awards granted under the SPP which may be vested into and be settled by the issue of new Shares in the Company. The Company does not intend to grant any employee share options under the ESOS and awards under the SPP on or prior to the close of the Exit Offer.

5.3 The Offer Shares will be acquired:

5.3.1 fully paid;

5.3.2 free from any mortgage, debenture, lien, charge, pledge, title retention, right to acquire, security interest, option, pre-emptive or similar right, right of first refusal and any other encumbrance or condition whatsoever ("**Encumbrance**"); and

5.3.3 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) declared, paid or made 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.

5.4 Further details of the Exit Offer will be set out in the exit offer letter (the "**Exit Offer Letter**") to be issued by the Offeror to Shareholders containing, *inter alia*, the terms of the Exit Offer and the relevant acceptance form(s).

5.5 The Delisting and Exit Offer will be conditional on:

(i) the approval of the SGX-ST for the Delisting;

(ii) the Delisting Resolution Conditions becoming satisfied at the EGM to be convened; and

(iii) the receipt by the Offeror, by close of the Exit Offer, valid acceptances in respect of such number of Offer Shares which will result in the Offeror holding more than 50% of the Shares (excluding any Shares held by the Company as treasury shares) as at the close of the Exit Offer ("**Minimum Acceptance Condition**"),

(collectively, the "**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.

Save for the Delisting Proposal Conditions, the Delisting and Exit Offer will each be unconditional in all respects.

5.6 Shareholders should note that, the Relevant Shareholders are not required to abstain from voting on the Delisting Resolution. The Relevant Shareholders have, pursuant to the Irrevocable Undertakings, undertaken to exercise or procure the exercise of the votes attaching to the Undertaking Shares in favour of the Delisting Resolution at the EGM. As at the Joint Announcement Date, the Relevant Shareholders directly or indirectly hold and/or control an aggregate of 116,251,679 Shares, representing approximately 88.24% of the total issued Shares (excluding treasury shares). In view of the Irrevocable Undertakings, the aggregate shareholding percentage which will vote in favour of the Delisting Resolution at the EGM will be at least 88.24% of the total issued Shares.

5.7 As at the Joint Announcement Date, the Offeror has obtained irrevocable undertakings from the Relevant Shareholders in respect the Undertaking Shares to accept the Exit Offer. In view of the Irrevocable Undertakings, the Offeror would be able to receive acceptances of at least 88.24% of the Offer Shares. As such, once the Offeror receives acceptances from the Relevant Shareholders in respect of the Undertaking Shares, the Minimum Acceptance Condition will be satisfied.

5.8 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 thereon by the Company on or after the Joint Announcement Date).

6 IRREVOCABLE UNDERTAKINGS

6.1 The Offeror has obtained Irrevocable Undertakings from each of the Relevant Shareholders, who collectively, as at the Joint Announcement Date, directly or indirectly hold and/or control an aggregate of 116,251,679 Shares representing approximately 88.24% of the total issued Shares (excluding treasury shares).

6.2 Pursuant to the Irrevocable Undertakings, each of the Relevant Shareholders has made, *inter alia,* the following undertaking:

6.2.1 unless and until the Exit Offer lapses or is withdrawn, each Relevant Shareholder will not and shall procure that any registered holder of the Undertaking Shares will not, without the prior written consent of the Offeror sell, transfer, charge, encumber, grant any option over or otherwise dispose of or permit the sale, transfer, charging or other disposition or creation or grant of any other encumbrance or option of or over all or any of the Undertaking Shares (save for the BOS Shares and CS Shares which are defined in paragraph 10.4 below in respect of Dr Tan Kim Yong) or interest in any Undertaking Shares (save for the BOS Shares and CS Shares in respect of Dr Tan Kim Yong) except to the Offeror pursuant to the Exit Offer from the date of each Irrevocable Undertaking and ending on the closing date of the Exit Offer (as may be extended from time to time by or on behalf of the Offeror);

6.2.2 in respect of Dr Tan Kim Yong's Irrevocable Undertaking, unless and until the Exit Offer lapses or is withdrawn, Dr Tan Kim Yong will not and shall procure that any registered holder of the BOS Shares and the CS Shares will not, without the prior written consent of the Offeror sell, transfer, charge, encumber, grant any option over or otherwise dispose of or permit the sale, transfer, charging or other disposition or creation or grant of any other encumbrance or option of or over all or any of the BOS Shares and the CS Shares or interest in any of the BOS Shares and the CS Shares except to the Offeror pursuant to the Exit Offer from the date of release of the security interests granted over the BOS Shares and the CS Shares and ending on the closing date of the Exit Offer (as may be extended from time to time by or on behalf of the Offeror);

6.2.3 each Relevant Shareholder will accept and/or procure the acceptance of the Exit Offer in respect of all the Undertaking Shares and shall tender and/or procure that the registered holders of the Undertaking Shares shall tender the acceptances no later than 3.00 p.m. on the third business day after the despatch of the Exit Offer Letter, or such other time (no later than the close of the Exit Offer) as may be agreed between the Offeror and each Relevant Shareholder, in accordance with the procedures to be prescribed in the Exit Offer Letter and the relevant accompanying form(s) of acceptance and letter of acceptances;

6.2.4 each Relevant Shareholder shall waive receipt of payment of the consideration by the Offeror in respect of all the Undertaking Shares tendered in acceptance of the Exit Offer; and

6.2.5 each Relevant Shareholder shall exercise, or procure the exercise of all votes attaching to the Undertaking Shares in favour of any such resolution approving the Delisting.

6.3 The Irrevocable Undertakings shall lapse and shall cease to have any effect upon the following: (i) the Delisting Resolution is not approved at the EGM; and (ii) the Exit Offer is withdrawn or lapses.

6.4 Save as set out above, the Offeror has not received any irrevocable undertaking from any party to (i) vote for or against the Delisting Resolution and/or (ii) accept or reject the Exit Offer.

7 RULINGS OF THE SECURITIES INDUSTRY COUNCIL

7.1 An application was made by the Offeror to the Securities Industry Council (the "**SIC**") to seek clarification regarding the extent to which the provisions of the Code applied to the Exit Offer. The SIC ruled on 25 October 2016, *inter alia*, that:

7.1.1 the Exit Offer is exempted from compliance with the following provisions of the Code:

(i) Rule 20.1 of the Code to keep offer open for 14 days after it is revised;

(ii) Rule 22 of the Code on offer timetable;

(iii) Rule 28 of the Code on acceptances; and

(iv) Rule 29 of the Code on the right of acceptors to withdraw their acceptances.

subject to the following conditions:

(a) disclosure in the Delisting Circular (as defined in paragraph 14.2 below) of:

(i) the consolidated net tangible asset per share of the group comprising the Company, its subsidiaries and associated companies based on the latest published accounts prior to the date of the Delisting Circular; and

(ii) particulars of all known material changes as at the latest practicable date which may affect the consolidated net tangible asset per share referred to in paragraph 7.1.1(a)(i) above or a statement that there are no such known material changes; and

(b) the Exit Offer remaining open for at least:

(i) 21 days after the date of the despatch of the Exit Offer Letter if the Exit Offer Letter is despatched after Shareholders' approval for the delisting of the Company has been obtained; or

(ii) 14 days after the date of the announcement of Shareholders' approval of the delisting of the Company if the Exit Offer Letter is despatched on the same date as the Delisting Circular;

7.1.2 the Offeror is exempted from the requirement to disclose the information required under Rule 23.4 (c) to (h) of the Code in the Exit Offer Letter, subject to the Offeror disclosing the fact that it is an exempt private company and as a result, does not have any published audited accounts;

7.1.3 the Irrevocable Undertakings provided by the Relevant Shareholders do not constitute "special deals" under Rule 10 of the Code;

7.1.4 TCMPL will only be required to confirm the resources available to the Offeror as are sufficient to satisfy full acceptances of the Exit Offer, save for the Shares to be tendered pursuant to the Irrevocable Undertakings by the Relevant Shareholders for which payment will be waived, subject to the Irrevocable Undertakings from each of the Relevant Shareholders not being revoked at any time before the completion of the Exit Offer;

7.1.5 Dr Tan Kim Yong and Mr Tan Gim Seng (the "**Relevant Directors**") are exempted from the requirement to make a recommendation to the Shareholders on the Exit Offer. The Relevant Directors, however, must still assume responsibility for the accuracy of facts stated in documents and advertisements issued by, or on behalf of, the Company in connection with the Exit Offer; and

7.1.6 in order to maintain secrecy, the Offeror is permitted to limit disclosure of dealings and/or holdings of Shares in this Joint Announcement to the Offeror, the Relevant Shareholders and TCMPL, subject to the Offeror promptly making enquiries subsequent to this Joint Announcement of all other persons acting or presumed to be acting in concert with the

Offeror on the number of Shares owned, controlled or agreed to be acquired by them. If the aggregate number of Shares owned, controlled or agreed to be acquired by such other parties acting or presumed to be acting in concert with the Offeror represents 0.5% or more of the total issued Shares, the Offeror must promptly announce such holdings to the public.

8 COMPULSORY ACQUISITION

8.1 If the Offeror receives valid acceptances pursuant to the Exit Offer in respect of not less than 90% of the total Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Exit Offer and excluding any treasury shares), the Offeror will be entitled to exercise its right in accordance with Section 215(1) of the Companies Act to compulsorily acquire, at the Exit Offer Price, all the Shares of Shareholders who have not accepted the Exit Offer. In addition, in accordance with Section 215(11) of the Companies Act, any Shares which the Offeror acquires or contracts to acquire, other than through valid acceptances of the Exit Offer, for a consideration that does not exceed that under the Exit Offer, shall be deemed to be acquired by virtue of valid acceptances of the Exit Offer.

8.2 **The Offeror intends to make the Company its wholly-owned subsidiary and does not intend to preserve the listing status of the Company. Accordingly, the Offeror when entitled, intends to exercise its rights to compulsorily acquire all the Shares from Shareholders who have not accepted the Exit Offer on the same terms as those offered under the Exit Offer.**

8.3 If the Offeror acquires such number of Shares which, together with Shares held by it, its related corporations and their respective nominees, comprise 90% or more of the total Shares (excluding treasury shares), Shareholders who have not accepted the Exit Offer have a right to require the Offeror to acquire their Shares on the same terms as those offered under the Exit Offer in accordance with Section 215(3) of the Companies Act. **Shareholders who have not accepted the Exit Offer and who wish to exercise such right are advised to seek their own independent advice if in doubt.**

9 RATIONALE FOR DELISTING PROPOSAL

9.1 **Opportunity to Realise Investments with an Upfront Premium.** The Exit Offer Price represents a premium above the historical market prices of the Shares in respect of:

Period prior to the Joint Announcement Date	**Share Price (S$)[(1)]**	**Premium above Share Price[(2)] (%)**
Last transacted price on the SGX-ST on 16 November 2016, being the last trading day on which the Shares were traded prior to trading halt for the Joint Announcement (the "**Last Trading Day**")	0.171	22.8
Volume weighted average price ("**VWAP**")[(3)] for the 1-month period prior to and including the Last Trading Day	0.174	20.7
VWAP[(3)] for the 3-month period prior to and including the Last Trading Day	0.174	20.7

VWAP(3) for the 6-month period prior to and including the Last Trading Day	0.179	17.3
VWAP(3) for the 12-month period prior to and including the Last Trading Day	0.198	6.1

Notes:

(1) Source: Bloomberg L.P.
(2) Computed based on the share prices which are rounded to the nearest 3 decimal places.
(3) The VWAP is calculated based on the daily VWAP turnover divided by VWAP volume as extracted from Bloomberg L.P. Off market transactions are excluded from the calculation.

Through the Delisting Proposal, the accepting Shareholders will have an opportunity to realise their investments in the Company, without incurring brokerage and other trading costs, for a cash consideration at a premium above the last transacted price of the Offer Shares on the Last Trading Day and the volume weighted average price of the Shares (in respect of the relevant periods set out above), an option which may not otherwise be readily available due to the low trading liquidity of the Shares.

9.2 **Low Trading Liquidity.** The trading volume of the Shares has been low, with an average daily trading volume[1] of approximately 4,209 Shares, 4,850 Shares, 5,346 Shares and 3,889 Shares during the one-month period, three-month period, six-month period and 12-month period respectively up to the Last Trading Day. This represents only approximately 0.003%, 0.004%, 0.004% and 0.003% of the total number of issued Shares (excluding any Shares held in treasury) respectively.

The Exit Offer will provide an exit option for Shareholders who wish to realise their entire investment in the Shares but find it difficult to do so as a result of the low trading liquidity of the Shares.

9.3 **Compliance Costs of Maintaining Listing.** In maintaining the Company's listing status, the Company incurs additional compliance and associated costs. The Company will be able to gain cost savings as a non-listed entity by dispensing with costs associated with complying with the SGX-ST listing requirements and other regulatory requirements as well as human resources that have to be committed for such compliance. The Delisting, if approved, will eliminate the costs of compliance with the SGX-ST listing rules and regulations, thereby allowing the Company to focus its resources on its business operations.

9.4 **No Need for Access to Capital Markets.** In the last 8 years, the Company has not carried out any exercise to raise cash funding from the Singapore capital markets. The Company is unlikely to 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.

9.5 **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 Company and its subsidiaries, 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 Exit Offer, the Offeror will conduct a

[1] The average daily trading volume is computed based on the total trading volume of the Shares on the SGX-ST for the relevant periods immediately prior to and including the Last Trading Day and divided by the total number of days on which the SGX-ST is open for trading during the relevant periods, as extracted from Bloomberg L.P.

comprehensive review of the operations, management and financial position of the Company and its subsidiaries, and will evaluate various strategic options following the privatisation of the Company.

10 DISCLOSURES ON SHAREHOLDINGS AND DEALINGS

10.1 Save as disclosed in paragraphs 3.5, 3.6, 5.6, 5.7, 6 and 10.2 and based on the latest information available to the Offeror, neither the Offeror, the Relevant Shareholders nor TCMPL in its role as financial adviser to the Offeror:

(i) owns or controls any Shares, convertible securities, warrants, options or derivatives in respect of Shares or securities which carry voting rights in the Company (the "**Relevant Securities**");

(ii) has received an irrevocable commitment to accept the Exit Offer, as at the Joint Announcement Date; or

(iii) 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 Exit Offer.

10.2 As at the Joint Announcement Date and based on the latest information available to the Offeror, the shareholdings of the Offeror, the Relevant Shareholders and TCMPL are as follows:

Name	**Number of Shares held/controlled[(1)]**	**Shareholding Percentage (%)[(2)]**
Dr Tan Kim Yong	106,747,905[(3)]	81.03%
Tan Gim Seng	4,334,974	3.29%
Tan Kim Wah	3,012,400	2.29%
Chng Sock Cheng	2,156,400	1.64%
Offeror	-	-
TCMPL	-	-

Notes:

(1) Includes both direct and deemed interest.

(2) Calculated based on the total issued Shares (excluding treasury shares) of 131,740,474 Shares.

(3) Includes deemed interest comprising of 1,850,000 Shares held by his wife, Mdm Teo Siew Ling, and 95,495,000 Shares held in the name of nominees.

10.3 As at the Joint Announcement Date, based on the latest information available to the Offeror, neither the Offeror, the Relevant Shareholders nor TCMPL has:

(i) save for the CS Shares (as defined in paragraph 10.4 below) and BOS Shares (as defined in paragraph 10.4 below), 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 Relevant Securities which have been on-lent or sold);

(iii) lent any Relevant Securities to another person; or

(iv) dealt for value any Shares during the three (3) month period immediately preceding the Joint Announcement Date.

10.4 As at the Joint Announcement Date,

(i) Dr Tan Kim Yong's 15,495,000 Shares in the Company have been charged to the Bank of Singapore as security for his private banking account (the "**BOS Shares**") and the Bank of Singapore holds the BOS Shares as a nominee of Dr Tan Kim Yong; and

(ii) Dr Tan Kim Yong's 80,000,000 Shares in the Company have been charged to Credit Suisse AG as security for a property loan (the "**CS Shares**") and Credit Suisse AG holds the CS Shares as a nominee of Dr Tan Kim Yong.

Notwithstanding the abovementioned, the security interests granted over the BOS Shares and the CS Shares will be duly released before the despatch of the Exit Offer Letter.

10.5 In the interests of confidentiality, apart from the Relevant Shareholders and TCMPL, 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. Similarly, TCMPL has not made enquiries in respect of certain parties who are or may be deemed to be acting in concert with TCMPL 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 the Delisting Circular.

11 CONFIRMATION OF FINANCIAL RESOURCES

TCMPL, the financial adviser to the Offeror in respect of the Exit Offer, has confirmed that, sufficient financial resources are available to the Offeror to satisfy full acceptance of the Exit Offer for the Offer Shares at the Exit Offer Price for the maximum potential issued Shares (excluding the Undertaking Shares in view of the Irrevocable Undertakings).

12 INDEPENDENT FINANCIAL ADVISER

The Company has appointed Stirling Coleman Capital Limited (the "**IFA**") as the independent financial adviser to advise the directors of the Company who are considered independent for the purposes of the Delisting Proposal and the Exit Offer (the **"Independent Directors**").

The Delisting Circular shall contain, *inter alia*, the advice of the IFA and the recommendations of the Independent Directors in relation to the Exit Offer.

13 OVERSEAS SHAREHOLDERS

13.1 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. The Exit Offer will be made solely by the Exit Offer Letter and the relevant acceptance forms accompanying the Exit Offer Letter, which will contain the full terms and conditions of the Exit Offer, including details of how the Exit Offer may be accepted.

13.2 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.

13.3 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 form(s) will not be sent.

13.4 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 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 Exit Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

13.5 The ability of the 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.

14 FURTHER INFORMATION

14.1 No immediate action is required of the Shareholders on their part in respect of the Delisting Proposal and the Exit Offer.

14.2 The circular in connection with the Delisting (the "**Delisting Circular**") will be despatched by the Company to Shareholders in due course. The Delisting Circular shall include, *inter alia*, further information regarding the Delisting Proposal, the terms and conditions of the Exit Offer, the advice of the independent financial adviser and the recommendation of the Independent Directors regarding the Exit Offer, and a notice of the EGM. The Exit Offer Letter, together with the relevant forms of acceptance, are expected to be despatched by or on behalf of the Offeror to the Shareholders on the same day as the Delisting Circular. Accordingly, if the Delisting Resolution is approved by Shareholders at the EGM, the Exit Offer will be open for acceptance by Shareholders for a period of at least 14 days after the date of the announcement of the Shareholders' approval of the Delisting Resolution.

14.3 In the meantime, the Shareholders are advised to exercise caution in their dealings in the Shares and to refrain from taking any action in relation to their Shares which may be prejudicial to their interests until they have considered the information and the recommendations of the Independent Directors as well as the advice of the IFA set out in the Delisting Circular to be issued in due course. **Persons who are in doubt as to any of the matters referred in this Joint Announcement and/or the course of action they should take should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers.**

15 RESPONSIBILITY STATEMENTS

15.1 The Offeror Directors (including any Offeror 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 Company) are fair and accurate and where appropriate, no material facts have been omitted from 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 otherwise publicly available sources or obtained from the Company, the sole responsibility of the Offeror Directors has been to ensure that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Joint Announcement. The Offeror Directors jointly and severally accept responsibility accordingly.

15.2 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, the Relevant Shareholders and TCMPL) are fair and accurate and where appropriate, no material facts have been omitted from 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 otherwise publicly available sources or obtained from the Offeror, the Relevant Shareholders and TCMPL, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly 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.

BY ORDER OF THE BOARD OF
HAO CORP PTE. LTD.

Dr Tan Kim Yong
Director
24 November 2016

BY ORDER OF THE BOARD OF
ADVANCED INTEGRATED MANUFACTURING CORP. LTD.

Mr Lim Yeow Hua
Independent Director
24 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", "potential", "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 should not place undue reliance on such forward-looking statements, and neither the Company, the Offeror, the Relevant Shareholders nor TCMPL undertakes any obligation to update publicly or revise any forward-looking statements.

Disclosure of Dealings

The associates (as defined under the Code, and which 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.