

EXIT OFFER

in connection with

THE DIRECTED DELISTING OF CHINA POWERPLUS LIMITED FROM THE OFFICIAL LIST OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

by

APPLE COVE LIMITED

(Incorporated in the British Virgin Islands)
(Company Number 1788613)

to acquire all the issued ordinary shares in the capital of

CHINA POWERPLUS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200208614Z)

EXIT OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS LEVEL OF ACCEPTANCES EXTENSION OF CLOSING DATE COMPULSORY ACQUISITION

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning in the announcements dated 9 May 2014 and 25 June 2014 (the “Announcements”).

1. INTRODUCTION

Exit Offer. Apple Cove Limited (the “**Offeror**”) refers to the exit offer letter (“**Exit Offer Letter**”) dated 20 June 2014 in connection with the exit offer (the “**Exit Offer**”) by the Offeror to acquire all the issued ordinary shares (“**Shares**”) of China Powerplus Limited (the “**Company**”).

2. SATISFACTION OF MINIMUM ACCEPTANCE CONDITION

The Offeror has on 22 July 2014 received valid acceptances of the Exit Offer which together with the Shares already owned, controlled or agreed to be acquired by the Offeror, result in the Offeror holding such number of Shares carrying more than 50% of the voting rights attributable to the issued share capital of the Company. **Accordingly, the Exit Offer has become unconditional as to acceptances and the Minimum Acceptance Condition has been met.**

3. EXIT OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS

The Offeror wishes to announce that the conditions to the Exit Offer have been satisfied and that **the Exit Offer has become and is hereby declared unconditional in all respects.**

4. LEVEL OF ACCEPTANCES AND AGGREGATE SHAREHOLDING

The Offeror hereby wishes to announce as follows:

- 4.1. **Acceptances of the Exit Offer.** As at 5.00 p.m. (Singapore time) on 22 July 2014 (the “**Reference Date**”), the Offeror has received valid acceptances in respect of an aggregate of 389,024,464 Shares, representing approximately 91.58 per cent. of the Shares in issue as at the Reference Date.
- 4.2. **Shares held before the Initial Joint Announcement Date.** The Offeror has not owned or controlled any Shares prior to the Initial Joint Announcement Date and ending on the Reference Date.
- 4.3. **Shares acquired or agreed to be acquired between the Initial Joint Announcement Date and up to 5.00 p.m. (Singapore time) on the Reference Date.** Between the Initial Joint Announcement Date and as at 5.00 p.m. (Singapore time) on the Reference Date, excluding the Irrevocable Undertakings and the acceptances which have been received in respect of the Exit Offer, the Offeror has not acquired and has not agreed to acquire any Shares.
- 4.4. **Aggregate holdings of the Offeror.** Accordingly, as at 5.00 p.m. (Singapore time) on the Reference Date, the Offeror owned, controlled, acquired or have agreed to acquire (including by way of valid acceptances of the Exit Offer), an aggregate of 389,024,464 Shares, representing approximately 91.58 per cent. of the Shares in issue as at the Reference Date.

5. EXTENSION OF CLOSING DATE

The Offeror wishes to announce that the Closing Date for the Exit Offer will be extended from 5.30 p.m. on Wednesday, 23 July 2014 to **5.30 p.m. on 25 July 2014** (“**Extended Closing Date**”) (or such later date(s) as may be announced from time to time by the Offeror).

6. COMPULSORY ACQUISITION

As the Offeror has now received valid acceptances pursuant to the Exit Offer of 90% or more of the Offer Shares, the Offeror is entitled to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”) to acquire all the remaining Offer Shares of the Shareholders who have not accepted the Exit Offer prior to the Extended Closing Date (“**Dissenting Shareholders**”) on the same terms as those offered under the Exit Offer.

As stated in the Exit Offer Letter, the Offeror intends to exercise its right of compulsory acquisition to acquire the Shares of the Dissenting Shareholders. The Offeror will in due course despatch to the Dissenting Shareholders the relevant documentation together with the prescribed notice under the Companies Act in relation to the exercise of its right of compulsory acquisition.

It should be noted that Shareholders who do not accept the Exit Offer would have a corresponding right, under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares at the Exit Offer Price by serving notice requiring the Offeror to do so, in the event that the Shares acquired by the Offeror pursuant to the Exit Offer, together

with any other Shares held by the Offeror, its related corporations and their respective nominees, comprise 90% or more of the total Shares (excluding treasury shares). Shareholders who do not accept the Exit Offer and who wish to exercise their rights under Section 215(3) of the Companies Act are advised to seek their own independent professional advice.

7. PROCEDURES FOR ACCEPTANCE

Shareholders who wish to accept the Exit Offer but have not done so should complete, sign and forward their FAA and all other relevant documents as soon as possible so as to reach Apple Cove Limited c/o The Central Depository (Pte) Limited ("**CDP**") at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 or by post (in the enclosed pre-addressed envelope) at your own risk, to Apple Cove Limited c/o CDP at Robinson Road Post Office, P.O. Box 1984, Singapore 903934 no later than 5.30 p.m. on the Extended Closing Date or such later date(s) as may be announced from time to time by or on behalf of the Offeror. All FAAs and other relevant documents received after 5.30 p.m. on the Extended Closing Date or such later date(s) as may be announced from time to time by or on behalf of the Offeror, will not be accepted.

Shareholders who are in any doubt about the Exit Offer and/or the course of action they should take should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

Shareholders who have not received or who have misplaced the Exit Offer Letter and/or the FAA should contact CDP without delay.

Copies of the FAA may be obtained by Shareholders who are depositors from CDP upon production of satisfactory evidence that they are Shareholders.

8. RESPONSIBILITY STATEMENT

The Offeror accepts full responsibility for the accuracy of the information given in this announcement (other than those relating to the Company) and confirms after making all reasonable enquiries that, to the best of his knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Exit Offer, and the Offeror is not aware of any facts, the omission of which would make any statement in this announcement misleading. The Offeror accepts responsibility accordingly. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Offeror has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

APPLE COVE LIMITED

Guo Dianshan
Director
22 July 2014