

MANDATORY UNCONDITIONAL CASH OFFER

by



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

DEALINGS DISCLOSURE

LEVEL OF ACCEPTANCES – RIGHT OF COMPULSORY ACQUISITION

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**"), 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**") and the announcement on 12 December 2016 on the level of acceptances in relation to the Offer and the Closing Date for the Offer shall be 5.30 p.m. (Singapore time) on 20 December 2016 (the "**Final Closing Date**").

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. DEALINGS

Pursuant to Rule 12.1 of the Singapore Code on Take-overs and Mergers, Stirling Coleman wishes to announce, for and on behalf of the Offeror, the following acquisition of Shares made by the Offeror:

Date of acquisition	Number of Shares	Price paid per Share (excluding brokerage commission, clearing fees and applicable tax and stamp duties)	Percentage of total issued Shares
19 December 2016	310,100	S\$0.16	0.02%

3. LEVEL OF ACCEPTANCES OF THE OFFER

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. on the date of this Announcement, the Offeror has received valid acceptances (which have not been withdrawn) amounting to 171,270,518 Shares, representing approximately 12.70% of the total issued Shares.

4. RESULTANT SHAREHOLDINGS

Taking into account the above valid acceptances of the Offer, as at 5.00 p.m. on the date of this Announcement, the breakdown of the number of Shares owned by the Offer and parties acting in concert with it are as follows:

	Number of Shares	Percentage of total issued Shares ⁽¹⁾
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 ⁽²⁾	74.44%
Shares 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)	53,860,200	3.99%
Shares acquired or agreed to be acquired by the Offeror on 19 December 2016 (other than pursuant to valid acceptances of the Offer)	310,100	0.02%
Acceptances of the Offer as at 5.00 p.m. on 19 December 2016	171,270,518	12.70%
Total	1,229,107,485	91.16%

Notes:

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

(2) All 1,003,666,667 Shares has been transferred to the Offeror as at the date of this Announcement.

Accordingly, as at 5.00 p.m., on the date of this Announcement, the Offeror and parties acting in concert with it, own, control or have agreed to acquire an aggregate of 1,229,107,485 Shares, representing approximately 91.16% of the total issued Shares.

5. COMPULSORY ACQUISITION

As at 5.30 p.m. (Singapore time) on 12 December 2016, 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 as stated in the Offer Document, will in due course, exercise its right of compulsory acquisition to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer at the Offer Price of S\$0.16 in cash for each Offer Share after the Final Closing Date.

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

19 December 2016

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

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