

OFFER DOCUMENT DATED 22 MAY 2017

THIS OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, accountant, solicitor, tax adviser or other professional adviser immediately.

The Offeror does not purport to advise the shareholders of the Company or any other person. In preparing its letter to the shareholders of the Company, the Offeror has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any shareholder of the Company.

The views of the independent directors of the Company and the independent financial adviser of the Company on the Offer will be made available to you in due course. You may wish to consider their views before taking any action in relation to the Offer.

If you have sold or transferred all your Shares held through CDP, you need not forward this Offer Document and the accompanying FAA to the purchaser or transferee as arrangements will be made by CDP for a separate Offer Document and FAA to be issued to the purchaser or transferee. If you have sold or transferred all of your Shares which are not deposited with CDP, you should immediately forward this Offer Document and the accompanying FAT to the purchaser of the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee. However, such documents should not be forwarded or transmitted to any jurisdiction outside of Singapore.

SGX-ST assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Offer Document.

MANDATORY UNCONDITIONAL CASH OFFER

by

YINDA PTE. LTD.

(Company Registration Number: 201617623D)
(Incorporated in the Republic of Singapore)

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

CMC INFOCOMM LIMITED

(Company Registration No.: 201506891C)
(Incorporated in the Republic of Singapore)

other than those already owned, controlled or agreed to be acquired by the Offeror Concert Group

SHUT OFF NOTICE: ACCEPTANCES MUST BE RECEIVED BY THE CLOSE OF THE OFFER AT 5.30 P.M. (SINGAPORE TIME) ON 20 JUNE 2017 ("CLOSING DATE"). THE OFFEROR WILL NOT EXTEND THE OFFER BEYOND 5.30 P.M. ON THE CLOSING DATE. THE TERMS OF THE OFFER WILL ALSO NOT BE REVISED BY THE OFFEROR.

The procedures for acceptance of the Offer are set out in **Appendix 2** to this Offer Document, and in the accompanying FAA and/or FAT.

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DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Offer Document, the FAA and the FAT:

“Act”	:	The Companies Act, Chapter 50 of Singapore, as may be amended, modified or supplemented from time to time
“Acquisition”	:	The acquisition of 113,104,000 Shares, representing approximately 74.41% of the capital of the Company by the Offeror under the Share Purchase Agreement
“Books Closure Date”	:	Books closure date for determination of entitlements to any Distribution
“Business Day”	:	A day (other than a Saturday, a Sunday or a gazetted public holiday in Singapore) when banks in Singapore are open for business and “Business Days” shall be construed accordingly
“Catalist”	:	The sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	:	Listing Manual Section B: Rules of Catalist of the SGX-ST, as may be amended, modified or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Closing Date”	:	5.30 p.m. (Singapore time) on 20 June 2017, being the closing time and date for the lodgement of acceptances of the Offer
“Code”	:	The Singapore Code on Take-overs and Mergers
“Company”	:	CMC Infocomm Limited
“Company Securities”	:	Convertible securities, warrants, options or derivatives in respect of Shares or securities which carry voting rights in the Company
“CPF”	:	The Central Provident Fund
“CPF Agent Banks”	:	Agent banks included under the CPFIS
“CPFIS”	:	Central Provident Fund Investment Scheme
“CPFIS Investors”	:	Investors who have purchased Shares using their CPF contributions pursuant to the CPFIS
“Despatch Date”	:	22 May 2017
“Distribution”	:	Any dividend, right and/or distribution

DEFINITIONS

“Encumbrances”	:	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
“FAA”	:	Form of Acceptance and Authorisation for the Offer Shares, which forms part of this Offer Document and which is issued to Shareholders whose Shares are deposited with the CDP
“FAT”	:	Form of Acceptance and Transfer for Offer Shares, which forms part of this Offer Document and which is issued to Shareholders whose Shares are not deposited with CDP and are registered in such Shareholder’s name in the Register
“FY”	:	The financial year ended, or as the case may be, ending 31 December
“Group”	:	The Company and its subsidiaries
“Last Trading Day”	:	5 May 2017
“Last Practicable Date”	:	15 May 2017, being the latest practicable date prior to the printing of this Offer Document
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“Offer”	:	The mandatory unconditional cash offer to acquire the Offer Shares on the terms and subject to the conditions set out in this Offer Document, the FAA and/or the FAT
“Offer Announcement”	:	The Offer announcement made by the Offeror on the Offer Announcement Date
“Offer Announcement Date”	:	7 May 2017
“Offer Period”	:	The period from the Offer Announcement Date until the Closing Date
“Offer Price”	:	S\$0.095 in cash per Offer Share
“Offer Shares”	:	All the issued and paid-up Shares other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it
“Offeror”	:	Yinda Pte. Ltd.

DEFINITIONS

“Offeror Concert Group”	:	The Offeror and parties acting or presumed to be acting in concert with the Offeror
“Overseas Shareholders”	:	Shareholders whose addresses are outside Singapore as shown on the Register, or as the case may be, in the records of CDP
“Register”	:	The register of Shareholders as maintained by the Registrar
“Registrar”	:	B.A.C.S. Private Limited
“Relevant Day”	:	The dealing day immediately after the day on which the Offer is due to expire, or is revised or extended (if applicable)
“Restricted Jurisdiction”	:	Any jurisdiction where the making of or the acceptance of the Offer would violate the laws and regulations of that jurisdiction
“RMB”	:	Renminbi
“Securities Account”	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account
“SFA”	:	The Securities and Futures Act, Chapter 289 of Singapore, as may be amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shanghai Yinda”	:	Shanghai Yinda Science and Technology Industrial Co Ltd
“Shanghai Yinda Group”	:	Shanghai Yinda Technology Group Co Ltd
“Share Purchase Agreement”	:	The sale and purchase agreement dated 5 May 2017 entered into between the Vendors and the Offeror for the Acquisition
“Shareholders”	:	Persons who are registered as holders of Shares in the Register and Depositors who have Shares entered against their names in the Depository Register
“Shares”	:	Issued and paid-up ordinary shares in the capital of the Company
“SIC”	:	The Securities Industry Council of Singapore

DEFINITIONS

“S\$” and “cents”	:	Singapore dollars and cents respectively, being the lawful currency of Singapore
“Vendors”	:	TEE International Limited and CMC Engineering Sdn. Bhd.
VWAP”	:	Volume weighted average price
“%” or “per cent”	:	Percentage or per centum

In this Offer Document:

- (a) The expressions **“acting in concert”** and **“associates”** shall have the meanings ascribed to them respectively in the Code.
- (b) The expressions **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the same meanings as ascribed to them respectively in Section 81SF of the SFA.
- (c) Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.
- (d) The headings in this Offer Document are inserted for convenience only and shall be ignored in construing this Offer Document.
- (e) Any discrepancies in the figures included in this Offer Document between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown in the totals of the figures in this Offer Document may not be an arithmetic aggregation of the figures that precede them.
- (f) References to **“you”**, **“your”** and **“yours”** in this Offer Document are, as the context so determines, to the Shareholders.
- (g) Any reference in this Offer Document to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act, the SFA, the Code, the Catalist Rules or any modification thereof and used in this Offer Document shall, where applicable, have the meaning assigned to that word under the Act, the SFA, the Code, the Catalist Rules or that modification, as the case may be, unless the context otherwise requires.
- (h) The expressions **“subsidiary”** and **“associated company”** shall have the meanings ascribed to them in Section 5 of the Act and the Code, respectively.
- (i) Any reference to a time of day and date in this Offer Document shall be a reference to Singapore time and date, respectively, unless otherwise specified.
- (j) Any reference in this Offer Document to the total number of Shares is a reference to a total of 152,000,000 Shares in issue as at the Latest Practicable Date based on the results of the electronic instant information search on the Company from the Accounting and Corporate Regulatory Authority of Singapore as at the Latest Practicable Date, unless the context otherwise requires.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

All statements other than statements of historical fact included in this Offer Document are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “**aim**”, “**seek**”, “**expect**”, “**anticipate**”, “**estimate**”, “**believe**”, “**intend**”, “**project**”, “**plan**”, “**potential**”, “**strategy**”, “**forecast**”, “**possible**”, “**probable**” and similar expressions or future or conditional verbs such as “**if**”, “**will**”, “**would**”, “**should**”, “**could**”, “**may**” or “**might**”. These statements reflect the Offeror’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future results, performance, events or achievements and involve known and unknown risks and uncertainties. Accordingly, actual future results, performance, events or achievements may differ materially from those described in such forward-looking statements. Given the risks and uncertainties involved, Shareholders and investors should not place undue reliance on such forward-looking statements and information. The Offeror Concert Group undertakes no obligation to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

LETTER TO SHAREHOLDERS

YINDA PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201617623D)

22 May 2017

To: The Shareholders of the Company

Dear Sir/Madam,

MANDATORY UNCONDITIONAL CASH OFFER

1. INTRODUCTION

Reference is made to the Offer Announcement.

This Offer Document contains the formal offer by the Offeror for the Offer Shares. **Shareholders are urged to read this Offer Document carefully.**

2. TERMS OF THE OFFER

2.1 Terms of the Offer

The Offer will be made for all the Offer Shares, subject to the terms and conditions set out in this Offer Document. The terms of the Offer will not be revised.

2.2 Offer Price

The consideration for each Offer Share will be as follows:

For each Offer Share: S\$0.095 in cash

The Offeror will not revise the Offer Price.

2.3 No Encumbrances

The Offer Shares will be acquired:

- (a) fully paid-up;
- (b) free from any Encumbrance whatsoever; and
- (c) together with all rights, benefits and entitlements attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including the right to receive and retain all Distributions declared, paid or made by the Company on or after the Offer Announcement Date.

Accordingly, if any Distribution is declared, paid or made by the Company on or after the Offer Announcement Date, and:

- (i) **if the settlement date in respect of the Offer Shares accepted pursuant to the Offer falls on or before the Books Closure Date, the Offeror will pay the relevant accepting Shareholders the Offer Price for each Offer Share, as the Offeror will receive the Distribution in respect of those Offer Shares from the Company; and**

LETTER TO SHAREHOLDERS

- (ii) if the settlement date in respect of the Offer Shares accepted pursuant to the Offer falls after the Books Closure Date, the amount of the Distribution in respect of such Offer Shares will be deducted from the Offer Price payable for such Offer Shares, as the Offeror will not receive the Distribution in respect of those Offer Shares from the Company.

3. UNDERTAKING FROM VENDORS NOT TO ACCEPT THE OFFER

Under the Share Purchase Agreement, each Vendor has irrevocably and unconditionally undertaken to the Offeror not to accept the Offer in respect of the remaining 7,448,000 Shares held by each of them after completion of the Acquisition, and that they shall not transfer, sell or otherwise dispose of, or encumber such Shares for a period of six months from the date of completion of the Acquisition.

4. WARRANTY

A Shareholder who tenders his Offer Shares in acceptance of the Offer will be deemed to have unconditionally and irrevocably warranted that he sells such Offer Shares, as or on behalf of, the beneficial owner(s) thereof, (a) fully paid, (b) free from all Encumbrances whatsoever and (c) transferred together with all rights, benefits and entitlements attached to them as at the Offer Announcement Date and thereafter attaching thereto, including but not limited to the right to receive and retain all Distributions declared, paid or made by the Company on or after the Offer Announcement Date.

5. DURATION OF THE OFFER

The Offer is open for acceptance by Shareholders for at least 28 days after the Despatch Date, unless the Offer is withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder.

Shut Off Notice

The Offer will close at 5:30 p.m. (Singapore time) on 20 June 2017, being the Closing Date. The Offeror will not extend the Offer beyond 5:30 p.m. on the Closing Date and the Offer will not be open for acceptance beyond 5:30 p.m. on the Closing Date.

6. DETAILS OF THE OFFER

Appendix 1 sets out further details on:

- (a) settlement of the consideration for the Offer;
- (b) requirements relating to the announcements of level of acceptances of the Offer; and
- (c) right of withdrawal of acceptances of the Offer.

7. PROCEDURES FOR ACCEPTANCE

The procedures for acceptance of the Offer are set out in **Appendix 2** and the accompanying FAA and/or FAT (as the case may be).

LETTER TO SHAREHOLDERS

8. INFORMATION ON THE OFFEROR

Information on the Offeror is set out in **Appendix 3**.

9. INFORMATION ON THE COMPANY

Information on the Company is set out in **Appendix 4**.

10. RATIONALE FOR THE OFFER

The Offer is made by the Offeror to comply with Rule 14.1 of the Code.

11. INTENTION OF THE OFFEROR

The Offeror presently has no intention to (a) introduce any major changes to the business of the Company; (b) redeploy the fixed assets of the Company; or (c) discontinue the employment of the employees of the Company, other than in the ordinary course of business. However, the Offeror retains the flexibility at any time to consider any options or opportunities in relation to the Company which may present themselves.

12. LISTING STATUS AND COMPULSORY ACQUISITION

Pursuant to Rule 1104 of the Catalist Rules, upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror Concert Group to above 90% of the total number of issued Shares (excluding any Shares held in treasury), the SGX-ST may suspend the trading of the Shares in the Ready and Unit Share markets until it is satisfied that at least 10% of the total number of issued Shares (excluding any Shares held in treasury) are held by at least 200 Shareholders who are members of the public. Rule 1303(1) of the Catalist Rules provides that if the Offeror succeeds in receiving acceptances exceeding 90% of the total number of issued Shares (excluding any Shares held in treasury), thus causing the percentage of the total number of issued Shares (excluding any Shares held in treasury) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Shares only at the close of the Offer.

Under Rule 724(1) of the Catalist Rules, if the percentage of the Shares held in public hands falls below 10%, the Company must, as soon as possible, announce that fact and the SGX-ST may suspend trading of all the Shares on the SGX-ST. Rule 724(2) of the Catalist Rules states that the SGX-ST may allow the Company a period of three months, or such longer period as the SGX-ST may agree, to raise the percentage of the Shares held in public hands to at least 10%, failing which the Company may be delisted.

The Offeror's present intention is to maintain the listing status of the Company. However, in the event the free float requirement is not satisfied at the close of the Offer, the Offeror will assess the options available at that time.

Pursuant to Section 215(1) of the Act, in the event that the Offeror acquires not less than 90% of the total number of issued Shares as at the close of the Offer (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding any Shares held in treasury), the Offeror would be entitled to exercise the right to compulsorily acquiring all the Shares from Shareholders who have not accepted the Offer at a price equal to the Offer Price.

LETTER TO SHAREHOLDERS

In addition, pursuant to Section 215(3) of the Act, if the Offeror acquires such number of Shares which, together with the Shares held by it, its related corporations or their respective nominees, comprise 90% or more of the total number of issued Shares as at the close of the Offer, the Shareholders who have not accepted the Offer have a right to require the Offeror to acquire their Shares at the Offer Price. Such Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.

As stated above, the Offeror's present intention is to maintain the listing status of the Company. However, if the Offeror receives acceptances pursuant to the Offer in respect of not less than 90% of the total number of Offer Shares in issue as at the close of the Offer (other than those already held by the Offeror, its related companies and their respective nominees as at the Offer Announcement Date), the Offeror will consider whether or not to exercise its rights of compulsory acquisition under Section 215(1) of the Act to acquire those Offer Shares not acquired by the Offeror pursuant to the Offer.

13. FINANCIAL EVALUATION OF THE OFFER

The Offer Price represents the following premium over the benchmark prices of the Shares as set out below:

	Benchmark Price⁽¹⁾⁽²⁾ (S\$)	Premium over Benchmark Price⁽³⁾ (%)
Last transacted price per Share on the Last Trading Day	0.0800	18.8
VWAP per Share for the one month period up to and including the Last Trading Day	0.0706	34.6
VWAP per Share for the three month period up to and including the Last Trading Day	0.0728	30.5

Source: Data extracted from Reuters as at the Last Trading Day.

Note(s):

- (1) Excludes off-market share transactions.
- (2) Rounded to the nearest four decimal places.
- (3) Rounded to the nearest one decimal place.

14. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

14.1 Shareholdings

As at the Latest Practicable Date, the Offeror Concert Group own, control and have agreed to acquire an aggregate of 113,104,000 Shares, comprising approximately 74.41% of the total number of issued and paid-up Shares.

As at the Latest Practicable Date, none of the directors of the Offeror Concert Group has any direct or indirect interests in any Company Securities (save via the Offeror).

LETTER TO SHAREHOLDERS

As at the Latest Practicable Date, none of the Offeror Concert Group has (a) granted a security interest over any Company Securities to another person, whether through a charge, pledge or otherwise; (b) borrowed from another person any Company Securities (excluding borrowed Company Securities which have been on-lent or sold); or (c) lent any Company Securities to another person.

14.2 No Dealings

Save for the Acquisition, as at the Latest Practicable Date, none of the Offeror Concert Group owns, controls or has agreed to acquire or have dealt for value in any (a) Shares, (b) securities which carry voting rights in the Company, or (c) Company Securities during the six-month period immediately preceding the Offer Announcement Date and ending on the Latest Practicable Date.

14.3 Irrevocable Undertakings

As at the Latest Practicable Date, save for the undertakings in Section 3 of the Letter to Shareholders, none of the Offeror Concert Group has received any irrevocable undertaking from any party to accept or reject the Offer.

15. CONFIRMATION OF FINANCIAL RESOURCES

UOB Kay Hian Private Limited has confirmed that sufficient financial resources are available to the Offeror to satisfy in full all acceptances of the Offer on the basis of the Offer Price.

16. OVERSEAS SHAREHOLDERS

16.1 Overseas Shareholders

The availability of the Offer to Overseas Shareholders may be affected by laws and regulations of the relevant overseas jurisdictions. Accordingly, all Overseas Shareholders should inform themselves about and observe any applicable legal requirements. Where there are potential restrictions on sending this Offer Document, the FAA and/or the FAT to any overseas jurisdiction, the Offeror reserves the right not to send these documents to any overseas jurisdiction. For the avoidance of doubt, the Offer is made to all Shareholders holding Offer Shares, including to those to whom this Offer Document, the FAA and/or the FAT have not been or will not be sent.

Copies of this Offer Document and any other formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any 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.

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

LETTER TO SHAREHOLDERS

16.2 Overseas Jurisdiction

It is the responsibility of any Overseas Shareholder who wishes to accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities and legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable, and the Offeror and any person acting on its behalf (including CDP and the Registrar) shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments that may be required to be paid. In accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities and legal requirements.

The Offeror reserves the right not to treat any acceptance of the Offer in or from any overseas jurisdiction and/or in respect of an Overseas Shareholder as valid. Overseas Shareholders accepting the Offer should note that if they have, in the FAT, provided addresses in overseas jurisdictions for the receipt of remittances of payment by the Offeror, such acceptance may be rejected.

Any Overseas Shareholder who is in doubt about his position should consult his professional advisers in the relevant jurisdictions.

16.3 Copies of this Offer Document, the FAA and/or the FAT

Overseas Shareholders may obtain copies of the Offer Document, the FAA and/or the FAT and any related documents, during normal business hours and up to 5.30 p.m. (Singapore time) on the Closing Date from, as the case may be, (a) the Registrar, B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544 or (b) CDP at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588. Electronic copies of the Offer Document, the FAA and/or the FAT may also be obtained from the website of the SGX-ST at www.sgx.com. Alternatively, an Overseas Shareholder may, subject to compliance with applicable laws, write in to the Registrar at the aforementioned address to request for the Offer Document, the FAA and/or the FAT and any related documents to be sent to an address in Singapore by ordinary post at his own risk, provided always that the last date for despatch in respect of such request shall be a date falling three Market Days prior to the Closing Date. It is the responsibility of the Overseas Shareholder who wishes to request for the Offer Document, the FAA and/or the FAT and any related documents to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities and legal requirements. In requesting for this Offer Document, the FAA and/or the FAT and any related documents, the Overseas Shareholder represents and warrants to the Offeror that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities and legal requirements.

16.4 Notice

The Offeror reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published or circulated in

LETTER TO SHAREHOLDERS

Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement or advertisement.

17. GENERAL INFORMATION

17.1 Valid Acceptances

The Offeror reserves the right to treat acceptances of the Offer as valid if received by or on behalf of them at any place or places determined by them otherwise than as stated herein or in the FAA and/or the FAT, as the case may be, or if made otherwise than in accordance with the provisions herein and instructions printed on the FAA and/or the FAT, as the case may be.

17.2 Information Pertaining to CPFIS Investors

CPFIS Investors will receive further information on how to accept the Offer from their respective CPF Agent Banks directly. CPFIS Investors are advised to consult their respective CPF Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors should seek independent professional advice. CPFIS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks. CPFIS Investors who accept the Offer will receive the Offer Price payable in respect of their Offer Shares in their CPF investment accounts.

17.3 Governing Law and Jurisdiction

The Offer, this Offer Document, the FAA and/or the FAT, and all acceptances of the Offer and all contracts made pursuant thereto and action taken or made or deemed to be taken or made thereunder shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Offeror and each Shareholder who has accepted the Offer agree to submit to the non-exclusive jurisdiction of the Singapore courts.

17.4 No Third Party Rights

Unless expressly provided to the contrary in this Offer Document, the FAA and/or in the FAT, a person who is not a party to any contracts made pursuant to the Offer, this Offer Document, the FAA and/or the FAT has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore, to enforce any terms of such contracts. Notwithstanding any term herein and in the FAA and/or the FAT, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

LETTER TO SHAREHOLDERS

17.5 Independent Advice

The views and recommendation(s) of the directors of the Company who are considered independent for the purpose of the Offer and the independent financial adviser to such directors on the Offer will be made available to Shareholders in due course and in any event, they are required under the Code to despatch their views within 14 days of the despatch of this Offer Document. Shareholders may wish to consider their views before taking any action in relation to the Offer.

17.6 Accidental Omission

Accidental omission to despatch this Offer Document, the FAA and/or the FAT or any notice or announcement required to be given under the terms of the Offer, or any failure to receive the same by any person to whom the Offer is made or should be made, shall not invalidate the Offer in any way.

17.7 General Information

Appendix 5 sets out certain additional general information relating to the Offer. Your attention is drawn to all the Appendices which form part of this Offer Document.

18. RESPONSIBILITY STATEMENT

The directors of the Offeror, Shanghai Yinda and Shanghai Yinda Group (including any who may have delegated detailed supervision of this Offer Document) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Offer Document are fair and accurate and that no material facts have been omitted from this Offer Document, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted from published or publicly available sources (including, without limitation, information in relation to the Group), the sole responsibility of the directors of the Offeror 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 reflected or reproduced in this Offer Document in its proper form and context.

Issued by

Yinda Pte. Ltd.

22 May 2017

APPENDIX 1 – DETAILS OF THE OFFER

1. DURATION OF THE OFFER

The Offer is open for acceptance by Shareholders for at least 28 days after the Despatch Date, unless the Offer is withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder.

The Offer will close at 5:30 p.m. (Singapore time) on 20 June 2017, being the Closing Date. The Offeror will not extend the Offer beyond 5:30 p.m. on the Closing Date and the Offer will not be open for acceptance beyond 5:30 p.m. on the Closing Date. The terms of the Offer will also not be revised by the Offeror.

2. SETTLEMENT

Subject to the receipt by the Offeror from the accepting Shareholders of all relevant documents required by the Offeror which are complete in all respects and in accordance with the instructions given in this Offer Document and in the FAA and/or the FAT, as the case may be, and in the case of a Depositor, the receipt by the Offeror of confirmation satisfactory to it that the relevant number of Offer Shares tendered by the accepting Shareholders in acceptance of the Offer are standing to the credit of the “Free Balance” of their respective Securities Account at the relevant time(s), remittances in the form of S\$ cheques for the appropriate amounts will be dispatched, to the accepting Shareholders (or in the case of an accepting Shareholder holding share certificate(s) which is not deposited with CDP or his designated agent (if any)) by ordinary post and at the risk of the accepting Shareholders or by such other manner as the accepting Shareholders may have agreed with CDP for payment of any cash distributions as soon as practicable but in any event before the Offer closes, within seven Business Days after the date of receipt of such valid acceptances, pursuant to Rule 30 of the Code.

3. ANNOUNCEMENTS

3.1. Timing and Contents

Pursuant to Rule 28.1 of the Code, by 8.00 a.m. on the Relevant Day, the Offeror will announce and simultaneously inform the SGX-ST of the total number of Offer Shares (as nearly as practicable):

- (a) for which valid acceptances of the Offer have been received;
- (b) held by the Offeror Concert Group before the Offer Period; and
- (c) acquired or agreed to be acquired by the Offeror Concert Group during the Offer Period,

and will specify the percentages of the total number of issued Shares represented by such numbers.

3.2. Suspension

If the Offeror is unable, within the time limit, to comply with any of the requirements of Section 3.1 of this **Appendix 1**, SIC will consider requesting the SGX-ST to suspend dealings in the Shares until the relevant information is given.

APPENDIX 1 – DETAILS OF THE OFFER

3.3. Valid Acceptances of Shares

Subject to Section 17.1 of this Offer Document, in computing the number of Offer Shares represented by acceptances, the Offeror will, at the time of making an announcement, take into account acceptances which are valid in all respects. Acceptances of the Offer will only be treated as valid for the purposes of the acceptance condition if the relevant requirements of Note 2 on Rule 28.1 of the Code are met.

4. RIGHTS OF WITHDRAWAL

Except as expressly provided in this Offer Document, acceptances of the Offer shall be irrevocable.

If the Offeror fails to comply with any of the requirements of Rule 28.1 of the Code by 3:30 p.m. on the Relevant Day, then immediately thereafter:

- (a) Shareholders holding Offer Shares which are deposited with CDP and accepting the Offer will be entitled to withdraw their acceptance by written notice to Yinda Pte. Ltd., c/o The Central Depository (Pte) Limited, 9 North Buona Vista Drive, #01-19/20, The Metropolis, Singapore 138588; and
- (b) Shareholders holding Offer Shares which are not deposited with CDP and accepting the Offer will be entitled to withdraw their acceptance by written notice to Yinda Pte. Ltd., c/o B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544. Such notice of withdrawal shall be effective only when actually received by the Offeror.

Subject to Rule 22.9 of the Code, this right of withdrawal may be terminated not less than eight days after the Relevant Day by the Offeror confirming (if that be the case) that the Offer is still unconditional and complying with Rule 28.1 of the Code.

APPENDIX 2 – PROCEDURES FOR ACCEPTANCE OF THE OFFER

1. DEPOSITORS

1.1. Depositors whose Securities Accounts are credited with Offer Shares

If you have Offer Shares standing to the credit of the “Free Balance” of your Securities Account, you should receive this Offer Document together with an FAA.

If you wish to accept the Offer, you should:

- (a) complete the FAA in accordance with the provisions in this Offer Document and the instructions printed on the FAA. Please note that you must insert the number of Offer Shares you wish to accept in the FAA and that if you:
 - (i) do not specify such number; or
 - (ii) specify a number which exceeds the number of Offer Shares standing to the credit of the “Free Balance” of your Securities Account as at 5:00 p.m. (Singapore time) on the date of receipt of the FAA by CDP (“**Date of Receipt**”), or in the case where the Date of Receipt is on the Closing Date, as at 5:30 p.m. (Singapore time) on the Closing Date (provided always that the Date of Receipt must fall on or before the Closing Date),

you shall be deemed to have accepted the Offer in respect of all the Offer Shares already standing to the credit of the “Free Balance” of your Securities Account as at 5:00 p.m. (Singapore time) on the Date of Receipt or, in the case where the Date of Receipt is on the Closing Date, as at 5:30 p.m. (Singapore time) on the Closing Date;

- (b) sign the FAA in accordance with the provisions of this Offer Document and the instructions printed on the FAA; and
- (c) deliver the completed and signed FAA (no part may be detached or otherwise mutilated):
 - (i) **by hand** to Yinda Pte. Ltd. c/o The Central Depository (Pte) Limited, 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588; or
 - (ii) **by post**, in the enclosed pre-addressed envelope at your own risk, to Yinda Pte. Ltd. c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934,

so as in either case to arrive not later than 5:30 p.m. (Singapore time) on the Closing Date. It is your responsibility to affix adequate postage on the enclosed pre-addressed envelope.

If you have sold or transferred all your Offer Shares held through CDP, you need not forward this Offer Document and the FAA to the purchaser or transferee, as CDP will arrange for a separate Offer Document and FAA to be sent to the purchaser or transferee by ordinary post to their mailing address as recorded with CDP.

APPENDIX 2 – PROCEDURES FOR ACCEPTANCE OF THE OFFER

1.2. Depositors whose Securities Accounts will be credited with Offer Shares

If you have purchased Offer Shares on the SGX-ST after the Despatch Date and such Offer Shares are in the process of being credited to the “Free Balance” of your Securities Account, you should also receive this Offer Document together with an FAA.

If you wish to accept the Offer, you should, **after** the “Free Balance” of your Securities Account has been credited with such number of Offer Shares:

- (a) complete and sign the FAA in accordance with the provisions in this Offer Document and the instructions printed on the FAA; and
- (b) deliver the completed and signed FAA (no part may be detached or otherwise mutilated):
 - (i) **by hand** to Yinda Pte. Ltd. c/o The Central Depository (Pte) Limited, 9 North Buona Vista Drive, #01/19-20 The Metropolis, Singapore 138588; or
 - (ii) **by post**, in the enclosed pre-addressed envelope at your own risk, to Yinda Pte. Ltd. c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934,

so as in either case to arrive not later than 5:30 p.m. (Singapore time) on the Closing Date. It is your responsibility to affix adequate postage on the enclosed pre-addressed envelope.

1.3. Rejection

If upon receipt by CDP of the FAA, it is established that such Offer Shares have not been, or will not be, credited to the “Free Balance” of your Securities Account (for example, where you sell or have sold such Offer Shares), your acceptance is liable to be rejected and none of CDP and the Offeror (for the avoidance of doubt, any of the Offeror’s related entities) accepts any responsibility or liability for the consequences of such a rejection.

If you purchase Offer Shares on the SGX-ST on a date close to the Closing Date, your acceptance in respect of such Offer Shares is liable to be rejected if the “Free Balance” of your Securities Account is not credited with such Offer Shares by 5:00 p.m. (Singapore time) on the Date of Receipt or 5:30 p.m. (Singapore time) on the Closing Date (if the Date of Receipt falls on the Closing Date). None of CDP and the Offeror (for the avoidance of doubt, any of the Offeror’s related entities) accepts any responsibility or liability for the consequences of such a rejection.

1.4. Depositors whose Securities Account are and will be credited with Offer Shares

If you have Offer Shares credited to your Securities Account, and have purchased additional Offer Shares on the SGX-ST which are in the process of being credited to your Securities Account, you may accept the Offer in respect of the Offer Shares standing to the credit of the “Free Balance” of your Securities Account and may accept the Offer in respect of the additional Offer Shares purchased which are in the process of being credited to your Securities Account only **after** the “Free Balance” of your Securities Account has been credited with such number of Offer Shares.

APPENDIX 2 – PROCEDURES FOR ACCEPTANCE OF THE OFFER

1.5. Acceptance via SGX-SSH service

Depository Agents may accept the Offer via the SGX-SSH service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents. CDP has been authorised by the Offeror to receive acceptances on its behalf. Such acceptances will be deemed irrevocable and subject to each of the terms and conditions contained in the Offer Document and the FAA as if the FAA had been properly completed in all respects, originally signed and delivered to CDP.

1.6. General

All communications, notices, documents and remittances to be delivered or sent to you will be sent by ordinary post to your address as it appears in the records of CDP, at your own risk. No acknowledgements will be given for all submissions made. For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Offer Shares credited to your Securities Account. You can verify such number (a) online if you have registered for the CDP Internet Access Service or (b) CDP Phone Service if you have a T-PIN.

1.7. Suspense Account

Upon receipt of the FAA which is complete and valid in all respects, CDP will transfer the Offer Shares in respect of which you have accepted the Offer from the “Free Balance” of your Securities Account to a “Suspense Account”. Such Offer Shares will be held in the “Suspense Account” until the consideration for such Offer Shares has been despatched to you.

1.8. Notification

CDP will send you a notification letter stating the number of Offer Shares debited from your Securities Account together with payment of the Offer Price by way of a cheque in S\$ drawn on a bank in Singapore for the appropriate amount, by ordinary post to your mailing address as it appears in the records of CDP at your own risk, or in such other manner as you may have agreed with CDP for the payment of any cash distributions.

1.9. No Securities Account

If you do not have any existing Securities Account in your own name at the time of acceptance of the Offer, your acceptance as contained in the FAA will be rejected.

2. SCRIP HOLDERS

2.1. Shareholders whose Offer Shares are not deposited with CDP

If you hold Offer Shares which are not deposited with CDP (“in scrip form”), you should receive this Offer Document together with an FAT.

APPENDIX 2 – PROCEDURES FOR ACCEPTANCE OF THE OFFER

If you wish to accept the Offer, you should:

(a) complete the FAT strictly in accordance with this Offer Document and the instructions printed on the FAT. In particular, you must state in the FAT the number of Offer Shares in respect of which you wish to accept the Offer and the share certificate number(s) of the relevant share certificate(s). If you:

- (i) do not specify a number; or
- (ii) specify a number which exceeds the number of Offer Shares represented by the attached share certificate(s),

you shall be deemed to have accepted the Offer in respect of the total number of Offer Shares represented by the share certificate(s) accompanying the FAT;

(b) sign the FAT in accordance with this Offer Document and the instructions printed on the FAT; and

(c) deliver:

- (i) the completed and signed FAT in its entirety (no part may be detached or otherwise mutilated);
- (ii) the share certificate(s), other document(s) of title and/or other relevant document(s) required by the Offeror relating to the Offer Shares in respect of which you wish to accept the Offer. If you are recorded in the Register as holding Offer Shares but do not have the relevant share certificate(s) relating to such Offer Shares, you, at your own risk, are required to procure the Company to issue such share certificate(s) in accordance with the Constitution of the Company and then deliver such share certificate(s) in accordance with the procedures set out in this Offer Document; and
- (iii) where such Offer Shares are not registered in your name, you may send in, at your own risk, the relevant share certificate(s) and/or other document(s) of title and/or other relevant document(s) required by the Offeror, accompanied by transfer form(s), duly executed by the person in whose name such share certificate(s) is/are registered and stamped, with the particulars of the transferee left blank (to be completed by the Offeror or a person authorised by it),

either **by hand** or **by post**, in the enclosed pre-addressed envelope at your own risk, to Yinda Pte. Ltd. c/o B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544, **in either case so as to arrive not later than 5:30 p.m. (Singapore time) on the Closing Date**. If the completed and signed FAT is delivered by post to the Offeror, please use the pre-addressed envelope which is enclosed with the FAT, which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting from outside of Singapore.

If your share certificate(s), transfer form(s) and/or any other relevant document(s) required by the Offeror, is/are not readily available or is/are lost, please contact B.A.C.S. Private Limited at 8 Robinson Road #03-00, ASO Building, Singapore 048544.

APPENDIX 2 – PROCEDURES FOR ACCEPTANCE OF THE OFFER

3. GENERAL

3.1. Receipt

No acknowledgement of receipt of any FAT, share certificate(s), other document(s) of title, transfer form(s) and/or any other document(s) will be given by the Offeror or the Registrar.

3.2. Disclaimer and Discretion

The Offeror, CDP and/or the Registrar will be entitled to reject any acceptance which is not entirely in order or which does not comply with the provisions and instructions in this Offer Document and in the FAA and/or FAT (as applicable), or which is otherwise incomplete, incorrect, unsigned, non-originally signed or invalid in any respect. If you wish to accept the Offer, it is your responsibility to ensure that the FAA and/or FAT, as the case may be, is/are properly completed in all respects, originally signed and all required supporting documents, where applicable, are provided. Any decision to reject any acceptance will be final and binding and none of the Offeror, CDP or the Registrar accepts any responsibility or liability in relation to such a decision, including the consequences of such a decision.

The Offeror reserves the right to treat acceptances of the Offer as valid if received by or on behalf of them at any place(s) determined by them otherwise than as stated in this Offer Document or in the FAA and/or the FAT, as the case may be, or if made otherwise than in accordance with the provisions of this Offer Document and in the FAA and/or the FAT, as the case may be.

3.3. Scrip and Scripless Offer Shares

If you hold some Offer Shares in scrip form and some Offer Shares with CDP, you should complete and sign the FAT for the former and the FAA for the latter in accordance with the respective procedures set out in this **Appendix 2** if you wish to accept the Offer in respect of all such Offer Shares.

3.4. Deposit Time

If you hold the Offer Shares in scrip form and wish to accept the Offer, you should not deposit the share certificate(s) with CDP on or after the Despatch Date as the Offer Shares may not be credited into your Securities Account in time for you to accept the Offer. If you wish to accept the Offer in respect of such Offer Shares in scrip form, you should complete, sign the FAT and follow the procedures set out in Section 2 of this **Appendix 2**.

3.5. Acceptances received on Saturday, Sunday and public holidays

Acceptances in the form of the FAA and/or the FAT, as the case may be, to CDP and/or the Registrar on a Saturday, Sunday or public holiday will only be processed and validated on the next Business Day.

3.6. Evidence of Title

Delivery of the duly completed and signed FAA and/or FAT, as the case may be, to CDP and/or the Registrar and/or the Offeror, as the case may be, shall be conclusive evidence in favour of CDP and/or the Registrar and/or the Offeror of the right and title of the person signing it to deal with the same and with the Offer Shares to which it relates.

APPENDIX 2 – PROCEDURES FOR ACCEPTANCE OF THE OFFER

3.7. Correspondences

All communications, certificates, notices, documents and remittances to be delivered or sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the Register) will be sent by ordinary post to your respective mailing addresses as maintained with CDP or as they appear in the Register, as the case may be, at the risk of the person entitled thereto (or for the purposes of remittances only, to such different names and addresses as may be specified by you in the FAA and/or FAT (as applicable) at your own risk).

APPENDIX 3 – INFORMATION ON THE OFFEROR

1. DIRECTORS

The names, addresses and descriptions of the directors of the Offeror as at the Latest Practicable Date are set out below:

Name	Address	Description
Qian Zhongcheng	c/o 120 Lower Delta Road #12-01 Cendex Centre Singapore 169208	Director
Qian Zimin	c/o 120 Lower Delta Road #12-01 Cendex Centre Singapore 169208	Director
Song Xingyi	c/o 120 Lower Delta Road #12-01 Cendex Centre Singapore 169208	Director

2. PRINCIPAL ACTIVITIES AND SHARE CAPITAL

The Offeror is a private limited company incorporated in Singapore, and is a wholly-owned subsidiary of Shanghai Yinda. As at the date of this announcement, the Offeror has an issued share capital of S\$1,722,451.00 comprising 1,722,451 issued ordinary shares and the directors of the Offeror are Qian Zhongcheng, Qian Zimin and Song Xingyi.

The directors of Shanghai Yinda are Song Xingyi and Qian Zhongcheng. Shanghai Yinda is held by Shanghai Yinda Group (60%), Song Xingyi (20%) and Qian Zhongcheng (20%). Shanghai Yinda Group is in turn held by Song Xingyi (47.8%), Wang Hua (37.0%) and Wang Zhijun (15.2%) and its directors are Song Xingyi, Wang Hua and Wang Zhijun.

Shanghai Yinda Group is engaged in the information technology, telecommunications and related businesses.

3. SUMMARY OF FINANCIAL PERFORMANCE

A summary of the consolidated income statements of Shanghai Yinda Group for FY2014, FY2015 and FY2016 is set out in the table below.

RMB (in thousands)	FY2014 ⁽¹⁾	FY2015 (Audited)	FY2016 (Audited)
Revenue	352,965	491,075	549,432
Cost of goods sold	218,772	336,032	388,087
Gross profit	134,194	155,043	161,345
Operating expenses	115,281	133,445	133,517
Operating profit	18,913	21,599	27,828
Non-operating income	806	1,865	2,994
Non-operating expenses	101	42	174
Earnings before interest and tax	19,618	23,422	30,648
Finance cost – net	6,784	5,566	4,181
Profit before income tax	12,834	17,856	26,468
Income tax expense	2,561	4,436	7,687
Net profit after tax	10,272	13,420	18,781

APPENDIX 3 – INFORMATION ON THE OFFEROR

RMB (in thousands)	FY2014 ⁽¹⁾	FY2015 (Audited)	FY2016 (Audited)
Profit attributable to: Shareholders of the company	19,475	12,650	3,301
Non-controlling interest	64,953	83,921	96,303

Note:

(1) The figures presented above for FY2014 are unaudited as Shanghai Yinda Group was not required under the laws of its jurisdiction of incorporation to audit its financial statements for FY2014.

4. STATEMENT OF ASSETS AND LIABILITIES

A summary of the consolidated balance sheets of Shanghai Yinda Group for FY2014, FY2015 and FY2016 is set out in the table below.

RMB (in thousands)	31/12/2014 ⁽¹⁾	31/12/2015 (Audited)	31/12/2016 (Audited)
Cash and cash equivalents	8,692	23,035	49,595
Inventories	140,833	194,755	137,223
Other current assets	157,065	110,433	100,355
Total current assets	306,589	328,223	287,173
Property, plant and equipment	50,390	50,141	49,490
Long-term equity investments	–	–	8,115
Intangibles	2,794	2,731	2,667
Other non-current assets	–	1,154	580
Total non-current assets	53,184	54,026	60,852
TOTAL ASSETS	359,774	382,250	348,025
Borrowings	97,495	34,820	44,000
Other current liabilities	64,350	112,859	66,421
Total current liabilities	161,845	147,679	110,421
Borrowings	–	–	–
Other non-current liabilities	–	–	–
Total non-current liabilities	–	–	–
TOTAL LIABILITIES	161,845	147,679	110,421
Share capital	113,500	138,000	138,000
Retained earnings	19,475	12,650	3,301
Shareholders' equity	132,975	150,650	141,301
Minority Interest	64,953	83,921	96,303
TOTAL LIABILITIES AND EQUITY	359,774	382,250	348,025

Note:

(1) The figures presented above for FY2014 are unaudited as Shanghai Yinda Group was not required under the laws of its jurisdiction of incorporation to audit its financial statements for FY2014.

APPENDIX 3 – INFORMATION ON THE OFFEROR

5. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, other than for making of the Offer and save as disclosed in this Offer Document and for information on Shanghai Yinda Group which is publicly available, there has not been, to the knowledge of Shanghai Yinda Group, any material change in the financial position of Shanghai Yinda Group since 31 December 2016, being the date of the last audited consolidated financial statements of Shanghai Yinda Group laid before its shareholders in general meeting.

6. SIGNIFICANT ACCOUNTING POLICIES

The audited consolidated financial statements of Shanghai Yinda Group have been prepared in accordance with China Accounting Standards issued by the Ministry of Finance. The significant accounting policies of Shanghai Yinda Group are set out in the notes of the financial statements of the audited consolidated financial statements of Shanghai Yinda Group for FY2016, and the significant accounting policies are set out below:

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments, which are measured at fair values.

The consolidated financial statements incorporate the financial statements of Shanghai Yinda Group and entities controlled by Shanghai Yinda Group and its subsidiaries. Control is achieved when Shanghai Yinda Group:

- (a) has power over the investees:
- (b) is exposed, or has rights, to variable returns from its involvement with the investees; and
- (c) has the ability to use its power to affect its returns.

7. CHANGES IN ACCOUNTING POLICIES

As at the Latest Practicable Date, there has been no change in the accounting policies of Shanghai Yinda Group since the date of its audited consolidated financial statements for FY2016 which will cause the figures set out in paragraphs 3 and 4 above to be not comparable to a material extent.

8. REGISTERED OFFICE

The registered office of the Offeror is at 120 Lower Delta Road, #12-01 Cendex Centre, Singapore 169208.

APPENDIX 4 – INFORMATION ON THE COMPANY

1. DIRECTORS

The names, addresses and descriptions of the directors of the Company as at the Latest Practicable Date are set out below:

Name	Address	Description
Dato' Abdul Rahman Yusof	c/o 5008 Ang Mo Kio Avenue 5 #04-07 Techplace II Singapore 569874	Non-Executive Chairman
Liu Kwee Choy	c/o 5008 Ang Mo Kio Avenue 5 #04-07 Techplace II Singapore 569874	Alternate Director to Non-Executive Chairman
Phua Cher Chuan	c/o 5008 Ang Mo Kio Avenue 5 #04-07 Techplace II Singapore 569874	Executive Director
Hazwan Alif Bin Abdul Rahman	c/o 5008 Ang Mo Kio Avenue 5 #04-07 Techplace II Singapore 569874	Non-Executive Director
Sim Geok Soon	c/o 5008 Ang Mo Kio Avenue 5 #04-07 Techplace II Singapore 569874	Non-Executive Director
Yee Kit Hong	c/o 5008 Ang Mo Kio Avenue 5 #04-07 Techplace II Singapore 569874	Lead Independent Director
Yong Kee Tong	c/o 5008 Ang Mo Kio Avenue 5 #04-07 Techplace II Singapore 569874	Independent Director
Siow Yuen Khong Alex	c/o 5008 Ang Mo Kio Avenue 5 #04-07 Techplace II Singapore 569874	Independent Director
Hans Jakob Hinrichsen	c/o 5008 Ang Mo Kio Avenue 5 #04-07 Techplace II Singapore 569874	Independent Director

2. PRINCIPAL ACTIVITIES AND SHARE CAPITAL

Based on publicly available information, the Company is incorporated in Singapore and listed on the Catalist. The Group provides integrated communication solutions and services to communications network operators and communication network equipment vendors in Singapore, Malaysia, Thailand and Philippines. The Group's business is divided into four main segments, namely in-building coverage, outdoor construction, telecommunications implementation and maintenance services.

Based on a search conducted at the Accounting and Corporate Regulatory Authority of Singapore on the Latest Practicable Date, the Company has an issued and paid-up share capital of S\$14,965,218 comprising 152,000,000 Shares.

APPENDIX 4 – INFORMATION ON THE COMPANY

Additional information on the Company can be found at its corporate website at <http://www.cmcinfocomm.com/>.

There is no restriction in the Constitution of the Company on the right to transfer any Shares, which has the effect of requiring Shareholders, before transferring them, to first offer them for purchase to other Shareholders or to any other person.

3. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, save as disclosed in this Offer Document and for information on the Company which is publicly available, there has not been, to the knowledge of the Offeror, any material change in the financial position or prospects of the Company since the date of the last audited consolidated financial statements of the Company laid before the Company in general meeting.

4. REGISTERED OFFICE

The registered office of the Company is at 5008 Ang Mo Kio Avenue 5, #04-07 Techplace II, Singapore 569874.

APPENDIX 5 – GENERAL INFORMATION

1. DISCLOSURE OF INTERESTS

1.1. No Agreement having any Connection with or Dependence upon the Offer

As at the Latest Practicable Date, save as disclosed in this Offer Document, there is no agreement, arrangement or understanding between (a) the Offeror Concert Group and (b) any of the present or recent directors of the Company, or the present or recent Shareholders, having any connection with or dependence upon the Offer.

1.2. Transfer of Offer Shares

As at the Latest Practicable Date, there is no agreement, arrangement or understanding whereby any of the Offer Shares acquired pursuant to the Offer will or may be transferred to any other persons. The Offeror reserves the right to transfer any of the Offer Shares to any of its related companies (as defined in the Act) or to any party acting in concert with the Offeror or for the purpose of granting security in favour of financial institutions and/or persons which have extended credit facilities and/or financing to it.

1.3. No Payment or Benefit to Directors of the Company

As at the Latest Practicable Date, to the knowledge of the Offeror, there is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any director of the Company or its related corporations (as defined in the Act) as compensation for loss of office or otherwise in connection with the Offer.

1.4. No Agreement Conditional upon Outcome of Offer

As at the Latest Practicable Date, there is no agreement, arrangement or understanding made between (a) the Offeror Concert Group and (b) any of the directors of the Company or any other person, in connection with or conditional upon the outcome of the Offer or otherwise connected with the Offer.

1.5. No Indemnity and other Arrangements

As at the Latest Practicable Date, save as publicly disclosed, to the best knowledge of the Offeror, none of the Offeror Concert Group has entered into any arrangement of the kind referred to in Note 7 on Rule 12 of the Code, including indemnity or option arrangements and any agreement or understanding, formal or informal, of whatever nature, relating to the Shares which may be an inducement to deal or refrain from dealing in the Shares.

2. MATERIAL CHANGE IN INFORMATION

Save as disclosed in this Offer Document or otherwise publicly disclosed, there has been no material change in any information previously published by or on behalf of the Offeror during the period commencing from the Offer Announcement Date and ending on the Latest Practicable Date.

APPENDIX 5 – GENERAL INFORMATION

3. GENERAL

3.1. Costs and Expenses

All costs and expenses of or incidental to the Offer including the preparation and circulation of this Offer Document, the FAA and the FAT (other than professional fees and other costs relating to the Offer or any revision thereof incurred by the Company) and stamp duty and transfer fees resulting from acceptances of the Offer, will be paid by the Offeror.

4. MARKET QUOTATIONS

4.1. Closing Prices

The following table sets out the closing prices of the Shares on the SGX-ST (as reported by Reuters), as well as the corresponding premium represented by the Offer Price, on:

- (a) 15 May 2017 (being the Latest Practicable Date);
- (b) 5 May 2017 (being the Last Trading Day); and
- (c) on a monthly basis from November 2016 to April 2017 (being the end of each of the six calendar months preceding the Offer Announcement Date or the last date on which the Shares were traded prior to the end of the relevant calendar month).

	Closing Price⁽¹⁾⁽²⁾ (S\$)	Premium/ (Discount) represented by the Offer Price⁽³⁾ (%)
15 May 2017 (being the Latest Practicable Date)	– ⁽⁴⁾	–
5 May 2017 (being the Last Trading Day)	0.080	18.8
April 2017	0.070	35.7
March 2017	0.070	35.7
February 2017	0.063	50.8
January 2017	0.056	69.6
December 2016	0.057	66.7
November 2016	0.160	(40.6)

Notes:

- (1) Based on data extracted from Reuters.
- (2) The figures are rounded to the nearest three decimal places.
- (3) The figures are rounded to the nearest one decimal place.
- (4) No trades in the Shares were done on the SGX-ST on the Latest Practicable Date.

APPENDIX 5 – GENERAL INFORMATION

4.2. Highest and Lowest Closing Prices

The highest and lowest closing prices of the Shares on the SGX-ST (as reported by Reuters) during the period commencing six months prior to the Offer Announcement Date and ending on the Latest Practicable Date are S\$0.160 and S\$0.056 respectively.

The highest closing price was first transacted on 15 November 2016 and the lowest closing price was first transacted on 12 January 2017.

5. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Offeror during normal business hours on any Business Day while the Offer remains open for acceptance:

- (a) the Offer Announcement;
- (b) the Constitution of the Offeror;
- (c) the consolidated financial statements of Shanghai Yinda Group for FY2014, FY2015 and FY2016; and
- (d) the Share Purchase Agreement.

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