

**CHINA NEW TOWN DEVELOPMENT COMPANY LIMITED**  
**(THE "COMPANY")**  
(Incorporated in the British Virgin Islands with limited liability)  
(Company Registration No. 103373)

**PURCHASE OF SENIOR NOTES**

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*Unless otherwise defined, all capitalised terms shall bear the same meanings as in the Company's announcement in relation to the purchase of Senior Notes dated 29 June 2009 (the "Announcement")*

Further to the Announcement, the Directors wish to announce that the Company has today also entered into separate purchase agreements (the "Purchase Agreements") with each of (i) OZ Master Fund, Ltd., OZ Asia Master Fund, Ltd. and OZ Global Special Investments Master Fund, L.P. (the "OZ Entities") and (ii) Forum Asian Realty Income II, L.P. ("Forum") and, together with the OZ Entities, the "Noteholders"), for the repurchase of an aggregate RMB382,810,000 in principal amount of Senior Notes, together with all accrued and unpaid interests thereunder up to 31 July 2009 (the "Purchase").

Pursuant to the terms and subject to the conditions in the Purchase Agreements, the Company will, as consideration for the Purchase:

- (i) allot and issue to the Noteholders an aggregate of 229,586,468 new ordinary shares in the capital of the Company (the "New Shares") by way of a private placement (the "Share Placement"); and
- (ii) pay the Noteholders in cash an aggregate amount of the US\$ equivalent of RMB229,686,000 (the "Cash Payment").

The number of New Shares and the amount of Cash Payment to be allotted and issued or paid to each of the Noteholders will be determined on a *pro rata* basis (i.e. based on the principal amount of Senior Notes to be repurchased from each of the Noteholders by the Company).

Upon completion of the Purchase, the Company will present the RMB382,810,000 in principal amount of Senior Notes to the trustee of the Senior Notes for cancellation.

In accordance with the terms and subject to the conditions of the respective Purchase Agreements with each of the Noteholders, the Company will be required to, subject to the Company not obtaining the approval from its shareholders for the Share Placement, either:

- (i) settle the entire consideration due to each of the Noteholders under the Purchase, entirely in cash; or
- (ii) repurchase from the Noteholders up to an aggregate RMB270,690,000 in principal amount of Senior Notes, together with all accrued and unpaid interests thereunder up to the Completion Date (as defined below), entirely in cash,

(the "OZF Cash Settlement Options" and, together with the HB Cash Settlement Option (as defined in the Announcement), the "Cash Settlement Options").

Concurrent and simultaneously with the Purchase, the Company has also today entered into (i) a share subscription agreement (the "Share Subscription Agreement") with Sinopower Investment

Limited and (ii) a convertible bond subscription agreement (the "**CB Subscription Agreement**") with Sankou International Limited.

Pursuant to the terms and subject to the conditions in the Share Subscription Agreement, the Company will allot and issue to Sinopower Investment Limited, up to 293,795,512 new ordinary shares in the capital of the Company (the "**Subscription Shares**") at an issue price of S\$0.07872 per Subscription Share (the "**Share Subscription**"). Additionally, under the terms and subject to the conditions of the CB Subscription Agreement, the Company will issue to Sankou International Limited 2% convertible bonds in aggregate principal amount of up to RMB300,000,000 due 2016 (the "**Convertible Bonds**").

The Company will be utilising all of the net proceeds from the Share Subscription and the subscription of the Convertible Bonds by Sankou International Limited (the "**Convertible Bond Subscription**") for the Cash Payment and (if applicable) the repayment of the Loan (as defined in the Announcement). As such, the completion of each of the Purchase, the Share Subscription and the Convertible Bond Subscription will take place simultaneously on the date of completion of the Purchase (the "**Completion Date**").

## **THE PURCHASE**

As part consideration for the Purchase, the Company will allot and issue an aggregate of 229,586,468 New Shares to the Noteholders on the Completion Date. The number of New Shares which will be issued and allotted to each Noteholders is set out against their respective names as follows:

<b><u>Noteholder</u></b>	<b><u>Number of New Shares</u></b>
OZ Master Fund, Ltd.	79,867,376
OZ Asia Master Fund, Ltd.	77,198,532
OZ Global Special Investments Master Fund, L.P.	20,127,274
Forum Asian Realty Income II, L.P.	52,393,286
<b>Total</b>	<b>229,586,468</b>

Assuming that none of the Cash Settlement Options are exercised by the Company, the New Shares will represent approximately 8.54% of the existing issued share capital of the Company (excluding treasury shares) as at the date of this announcement and approximately 6.99% of the enlarged issued share capital of the Company (excluding treasury shares) immediately following the completion of the HB Purchase, the Purchase, the Share Subscription and the Convertible Bond Subscription (assuming that none of the Convertible Bonds are converted). Additionally, assuming that none of the Cash Settlement Options are exercised by the Company and the Convertible Bonds are fully converted after the Completion Date, the New Shares will represent approximately 5.59% of the resultant enlarged issued share capital of the Company (excluding treasury shares).

The New Shares shall be issued credited as fully paid up and free from amongst others, all charges, pledges, liens and other encumbrances whatsoever and not be subject to any lock-ups or other restrictions on trading, and shall rank *pari passu* in all respects with the existing issued and fully paid ordinary shares in the capital of the Company including without limitation, any entitlements, distributions, dividends or rights, the record date in respect of which falls on or after the Completion Date. In the event that any entitlements, distributions, dividends or rights arise for a record date falling after the date of the Purchase Agreements but before the Completion Date, the Company shall pay

such amounts to compensate the Noteholders for any entitlements, distributions, dividends or rights which would have accrued had such New Shares been in issue on the relevant record date.

Each New Share will be issued at a price of S\$0.07872 (the "**Issue Price**") which represents a discount of approximately 34.02% to the volume weighted average price of the Shares of S\$0.11930 on 1 July 2009 (being the full market day prior to which the Purchase Agreements were signed). Accordingly, the Purchase is subject to specific approval from the Company's shareholders pursuant to Rule 811 of the Listing Manual issued by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). Additionally, as each of the Noteholders are substantial shareholders of the Company, the allotment and issue of the New Shares to each of them is also subject to specific approval from the Company's shareholders pursuant to Rule 812(2) of the Listing Manual issued by the SGX-ST. The Issue Price was determined on the basis of a discount of approximately 20% to the volume weighted average price of the Shares of approximately S\$0.0984 for the 30-business-day period of 15 May 2009 to 25 June 2009 representing approximately the period during which the Company had approached the Noteholders in relation to the Purchase and which the parties agreed the main terms of the Purchase.

The aggregate Issue Price for all of the New Shares will be set-off against the corresponding amount payable by the Company to the Noteholders pursuant to the Purchase. Accordingly, the Company will not receive any proceeds from the Share Placement.

In addition to the Share Placement, as part consideration for the Purchase, the Company will pay each of the Noteholders in cash on the Completion Date, the US\$ equivalent of the following amounts set out against their respective names:

<b><u>Noteholder</u></b>	<b><u>Cash Payment Amount (RMB)</u></b>
OZ Master Fund, Ltd.	79,902,000
OZ Asia Master Fund, Ltd.	77,232,000
OZ Global Special Investments Master Fund, L.P.	20,136,000
Forum Asian Realty Income II, L.P.	52,416,000
<b>Total</b>	<b>229,686,000</b>

In the event that the Completion Date is after 31 July 2009, in accordance with the terms and subject to the conditions of the respective Purchase Agreements with each of the Noteholders, the Company will also be required as consideration for the Purchase, to pay to the Noteholders, such interests which accrues from 1 August 2009 to the Completion Date in respect of the aggregate RMB382,810,000 in principal amount of Senior Notes which are the subject of the Purchase.

OZ Master Fund, Ltd., OZ Asia Master Fund, Ltd. and OZ Global Special Investments Master Fund, L.P. are funds which are managed by Och-Ziff Capital Management Group LLC, a leading global institutional alternative asset management firm. It is one of the largest alternative asset managers in the world, with approximately US\$21.5 billion of assets under management for approximately 600 fund investors as at 1 June 2009.

Forum Asian Realty Income II, L.P is a fund managed by Forum Partners Investment Management LLC, a global real estate investment management firm with approximately US\$2 billion in assets under management on behalf of institutional investors and family offices.

## **THE SHARE SUBSCRIPTION**

Pursuant to the Share Subscription Agreement, the Company has agreed to allot and issue to Sinopower Investment Limited up to 293,795,512 Subscription Shares at an issue price of S\$0.07872 per Subscription Share (the "**Subscription Price**"). The Subscription Price represents a discount of approximately 34.02% to the volume weighted average price of the Shares of S\$0.11930 on 1 July 2009 (being the full market day prior to which the Share Subscription Agreement was signed). Accordingly, the Share Subscription is subject to specific approval from the Company's shareholders pursuant to Rule 811 of the Listing Manual issued by the SGX-ST.

In the event that (i) the Company elects to exercise any of the Cash Settlement Options or (ii) any but not all of the Purchase Agreements are terminated in accordance with their respective terms and conditions, the number of New Shares which the Company will allot and issue and Sinopower Investment Limited will subscribe and pay for at the Issue Price, will be adjusted such that immediately following completion of the Share Subscription and the completion of the Purchase, Sinopower Investment Limited's interests in the resultant enlarged share capital of the Company (excluding treasury shares) will be equal to the Current Shareholding (as defined below).

Assuming that none of the Cash Settlement Options are exercised by the Company, the Subscription Shares will represent approximately 10.93% of the existing issued share capital of the Company (excluding treasury shares) as at the date of this announcement and approximately 8.94% of the enlarged issued share capital of the Company (excluding treasury shares) immediately following the completion of the HB Purchase, the Purchase, the Share Subscription and the Convertible Bond Subscription (assuming that none of the Convertible Bonds are converted). Assuming that none of the Cash Settlement Options are exercised by the Company and the Convertible Bonds are fully converted after the Completion Date, the Subscription Shares will represent approximately 7.16% of the resultant enlarged issued share capital of the Company (excluding treasury shares).

The Subscription Shares shall be issued free from all claims, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to the existing issued ordinary shares in the capital of the Company except that they will not rank for any dividend, right, allotment or other distributions the record date for which falls before the Completion Date.

Sinopower Investment Limited, a company incorporated in the British Virgin Islands, is a wholly-owned subsidiary of SRE Group Limited, a company listed on the Hong Kong Stock Exchange. As at the date of this announcement, Sinopower Investment Limited has a direct interest in approximately 49.19% of the Company's issued share capital (excluding treasury shares) (the "**Current Shareholding**"). As Sinopower Investment Limited is a controlling shareholder of the Company, pursuant to Rule 812 of the Listing Manual issued by the SGX-ST, the Share Subscription is subject to specific approval from the Company's shareholders.

## **CONVERTIBLE BOND SUBSCRIPTION**

The Convertible Bonds will be issued at 100% of the principal amount of the Convertible Bonds. Unless previously redeemed, converted or purchased and cancelled in accordance with the terms and conditions of the Convertible Bonds, on the maturity date, the Issuer shall redeem the Convertible Bonds at their principal amount together with unpaid accrued interest to (but excluding) the maturity date of the Convertible Bonds.

Pursuant to the terms and conditions of the Convertible Bonds, the Convertible Bonds will be convertible at the option of the holder, from the issue date up to the maturity date of the Convertible Bonds, into new ordinary shares in the capital of the Company (the "**Conversion Shares**") at a conversion price of S\$0.07872, subject to certain adjustment events (the "**Conversion Price**"). The Conversion Price represents a discount of approximately 34.02% to the volume weighted average

price of the Shares of S\$0.11930 on 1 July 2009 (being the full market day prior to which the CB Subscription Agreement was signed). Accordingly, the Convertible Bond Subscription is subject to specific approval from the Company's shareholders pursuant to Rule 811 of the Listing Manual issued by the SGX-ST.

Assuming that none of the Cash Settlement Options are exercised by the Company and the Convertible Bonds are fully converted at the Conversion Price of S\$0.07872, the Company will allot and issue an aggregate of up to 819,740,936 Conversion Shares, representing approximately 30.49% of the existing issued share capital of the Company (excluding treasury shares) as at the date of this announcement and approximately 19.97% of the enlarged issued share capital of the Company (excluding treasury shares) immediately following the completion of the HB Purchase, the Purchase, the Share Subscription and the Convertible Bond Subscription.

The Conversion Shares shall be issued free from all claims, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to the existing issued ordinary shares in the capital of the Company except that they will not rank for any dividend, right, allotment or other distributions the record date for which falls before the relevant date of issue.

Sankou Investment Limited, a company incorporated in the British Virgin Islands, is the personal investment vehicle of Mr. Shi Jian, the executive chairman and director of the Company, and is wholly owned by him. As at the date of this announcement, Sankou Investment Limited does not have any direct interest in the Company. As Sankou Investment Limited is an associate of Mr Shi Jian, the allotment and issue of the Convertible Bonds to Sankou Investment Limited is also subject to specific approval from the Company's shareholders pursuant to Rule 812(2) of the Listing Manual issued by the SGX-ST.

### **ACCOUNTING IMPACT**

Following the completion of the Purchase and the HB Purchase, the annual interest expenses incurred by the Company will be reduced from approximately RMB105 million (arising from the Senior Notes) to approximately RMB20.5 million (arising from the Convertible Bonds and the remaining Senior Notes held by Forum).

The Purchase and the HB Purchase is expected give rise to some exceptional gain, the amount of which is being ascertained and confirmed with the Company's auditors. Shareholders should note that the amount of the gain will depend on the discount of the Issue Price and the Conversion Price from the volume weighted average price of the Shares on the Completion Date. The gain resulting from the Purchase and the HB Purchase will be reflected in the Company's results for the nine-month financial period ending 30 September 2009.

### **INTERESTED PERSON TRANSACTIONS**

The Share Subscription and the Convertible Bond Subscription are interested person transactions for the purposes of Chapter 9 of the Listing Manual issued by the SGX-ST as Sinopower Investment Limited holds a direct interest in approximately 49.19% of the Company's issued share capital (excluding treasury shares) as at the date of this announcement and Sankou International Limited is the investment vehicle of Mr Shi Jian, the executive chairman and director of the Company. Additionally, Mr. Shi Jian, is a controlling shareholder of SRE Group Limited, which wholly-owns the Sinopower Investment Limited and is therefore deemed to be interested in Sinopower Investment Limited's entire shareholding in the Company. Based on the foregoing disclosure, Sinopower Investment Limited and Sankou Investment Limited are associates of Mr. Shi Jian.

The Subscription Price and the Conversion Price were agreed upon following negotiations by the Company with each of Sinopower Investment Limited and Sankou International Limited taking into consideration the terms of the Purchase which were agreed between the Company and the

Noteholders. The Subscription Price and the Conversion Price are fixed at the same price as the Issue Price, and represent a discount of approximately 20% to the volume weighted average price of the Shares of approximately S\$0.0984 for the 30- business-day period of 15 May 2009 to 25 June 2009.

Additionally, as the values of the Share Subscription (assuming that none of the Cash Settlement Options are exercised by the Company) and the Convertible Bonds Subscription are RMB107,520,132 and RMB196,043,868 respectively (representing approximately 6.77% and 12.35% respectively of the Group's latest audited NTA of approximately S\$338.4 million (based on the exchange rate of S\$1:RMB4.69 as at 26 June 2009) as at 31 December 2008, the Share Subscription and the Convertible Bond Subscription are interested person transactions subject to shareholders' approval under Rule 906(1) of the Listing Manual.

The current total of all interested person transactions between Mr Shi Jian and his associates (which includes Sinopower Investment Limited and Sankou International Limited) and the Company for the current financial year, including the Share Subscription, the Loan and the Convertible Bond Subscription (assuming that none of the Cash Settlement Options are exercised by the Company and excluding transactions which have been approved by shareholders of the Company), is approximately S\$64.73 million (based on the exchange rate of S\$1:RMB4.69 as at 26 June 2009).

Pursuant to Rule 921(4) of the Listing Manual issued by the SGX-ST, the Company has appointed SAC Capital Private Limited as the independent financial adviser in respect of the Share Subscription and the Convertible Bond Subscription.

The Audit Committee of the Company is currently awaiting the opinion from SAC Capital Private Limited (the independent financial adviser in respect of the Share Subscription and the Convertible Bond Subscription) before forming its view on the Share Subscription and the Convertible Bond Subscription. A separate announcement will be made once the Audit Committee of the Company has formed its view on the aforementioned transactions.

### **CASH SETTLEMENT OPTIONS**

In the event that the Company is required to exercise any of the Cash Settlement Options, the Company intends to obtain a loan of an aggregate amount of up to RMB332,167,969 (the "**Sankou Loan**") from Sankou International Limited. Based on the foregoing disclosure, Sankou International Limited is an interested person and the Sankou Loan will accordingly be an interested person transaction for the purposes of Chapter 9 of the Listing Manual. As the Sankou Loan is intended to be unsecured, interest-free and repayable on demand, pursuant to Rule 909 of the Listing Manual, the aggregate value of the Sankou Loan and the Loan as well as all transactions (excluding transactions which have been approved by shareholders of the Company) between the Company and its subsidiaries and Mr Shi Jian and his associates for the current financial year as at the date of this announcement will be zero.

### **SHAREHOLDINGS**

The table below sets out the interests (direct and deemed) of the directors and substantial shareholders of the Company as at the date of this announcement and immediately following:

- (i) the completion of the HB Purchase, the Purchase, the Share Subscription and the Convertible Bond Subscription (assuming that none of the Cash Settlement Options are exercised by the Company and none of the Convertible Bonds are converted) ("**Scenario 1**"); and
- (ii) the completion of the HB Purchase, Purchase, the Share Subscription and the Convertible Bond Subscription (assuming that none of the Cash Settlement Options are exercised by the Company and all of the Convertible Bonds are converted) ("**Scenario 2**").

	<u>As at the Date of This Announcement-&gt;</u>		<u>&lt;-Scenario 1-&gt;</u>		<u>&lt;-Scenario 2-&gt;</u>	
	<u>Number Of Shares</u>	<u>%</u>	<u>Number Of Shares</u>	<u>%</u>	<u>Number Of Shares</u>	<u>%</u>
<b>Directors</b>						
Shi Jian <sup>(1)</sup>	1,322,401,000	49.19	1,616,196,512	49.19	2,435,937,448	59.34
Li Yao Min <sup>(2)</sup>	5,925,000	0.22	5,925,000	0.18	5,925,000	0.14
Yue Wai Leung, Stan <sup>(2)</sup>	5,332,500	0.20	5,332,500	0.16	5,332,500	0.13
Cheng Wai Ho <sup>(2)</sup>	3,000,000	0.11	3,000,000	0.09	3,000,000	0.07
Mao Yi Ping <sup>(2)</sup>	2,475,000	0.09	2,475,000	0.08	2,475,000	0.06
Shi Bing	-	-	-	-	-	-
Yang Yong Gong <sup>(2)</sup>	5,100,000	0.19	5,100,000	0.16	5,100,000	0.12
Henry Tan Song Kok	100,000	0.01	100,000	0.01	100,000	0.01
Kong Siu Chee	-	-	-	-	-	-
Lam Bing Lun, Philip	-	-	-	-	-	-
Loh Weng Whye	550,000	0.02	550,000	0.02	550,000	0.01
<b>Substantial Shareholders</b>						
Sinopower Investment Limited	1,322,401,000	49.19	1,616,196,512	49.19	1,616,196,512	39.37
SRE Group Limited <sup>(3)</sup>	1,322,401,000	49.19	1,616,196,512	49.19	1,616,196,512	39.37
SRE Investment Holdings Limited <sup>(4)</sup>	1,322,401,000	49.19	1,616,196,512	49.19	1,616,196,512	39.37
Shi Jian <sup>(1)</sup>	1,322,401,000	49.19	1,616,196,512	49.19	2,435,937,448	59.34
Sankou International Limited	-	-	-	-	819,740,936	19.97
Forum Asian Realty Income II, L.P.	200,216,681	7.45	252,609,967	7.69	252,609,967	6.15
OZ Master Fund, Ltd.	155,370,869	5.78	235,238,245	7.16	235,238,245	5.73
OZ Asia Master Fund, Ltd.	150,158,538	5.59	227,357,070	6.92	227,357,070	5.54
<b>Other Public Shareholders</b>						
OZ Global Special Investments Master Fund, L.P.	39,174,448	1.46	59,301,722	1.81	59,301,722	1.44
Highbridge International	53,421,785	1.99	82,958,867	2.53	82,958,867	2.02

LLC						
Highbridge Asia Opportunities Master Fund, L.P.	80,207,678	2.98	124,516,299	3.79	124,516,299	3.03
<b>Total Number of Shares held by Public</b>	<b>664,794,001</b>	<b>24.73</b>	<b>664,794,001</b>	<b>20.23</b>	<b>664,794,001</b>	<b>16.19</b>

**Notes:**

- (1) Shi Jian is deemed to be interested in 1,322,401,000 Shares held by Sinopower Investment Limited by virtue of the fact that he is a controlling shareholder of SRE Group Limited through SRE Investment Holdings Limited, which is in turn deemed to be interested in Sinopower Investment Limited's entire shareholding in the Company.

Sankou International Limited is the investment vehicle of Shi Jian and is wholly-owned by him. Accordingly, Shi Jian will be deemed interested in any Shares held by Sankou Investment Limited.

- (2) Deemed interested in such number of Shares to be allotted and issued to him pursuant to the CNTD Management Grant.
- (3) SRE Group Limited is deemed to be interested in 1,322,401,000 Shares by virtue of the fact that Sinopower Investment Limited is a wholly-owned subsidiary of SRE Group Limited.
- (4) SRE Investment Holdings Limited is deemed to be interested in 1,322,401,000 Shares by virtue of the fact that it is a controlling shareholder of SRE Group Limited, which is in turn deemed to be interested in Sinopower Investment Limited's entire shareholding in the Company.

Assuming that none of the Cash Settlement Options are exercised by the Company and the Convertible Bonds are fully converted after the Completion Date, the New Shares, Subscription Shares and Conversion Shares will represent approximately 32.72% of the resultant enlarged issued share capital of the Company (excluding treasury shares).

**RATIONALE FOR THE PURCHASE, THE SHARE SUBSCRIPTION AND THE CONVERTIBLE BOND SUBSCRIPTION**

The Company is undertaking the Purchase, Share Subscription and Convertible Bond Subscription for the following reasons:

- (i) the Company's annual coupon interest expense for the Senior Notes is approximately RMB105 million. Replacing the Senior Notes with the Convertible Bonds would provide the Company cost savings of approximately RMB84.8 million per annum. Additionally, following the full conversion of the Convertible Bonds, the Company's annual coupon interest expense as a result of the remaining RMB87,360,000 outstanding in principal amount of Senior Notes would be further reduced to approximately RMB15.5 million;
- (ii) following the completion of the Purchase and the HB Purchase, and assuming that the Convertible Bonds are fully converted, the Company's total leverage will be reduced from 61% to 51%. This will provide the Company with flexibility to seek re-leveraging of its balance sheet by borrowing much less expensive on-shore project financing. (e.g. the current project financing for the Shanghai Luodian is at 5.94% for a seven year period);
- (iii) any refinancing of the Senior Notes through bank borrowings and/or issuances of bond securities to the market remain prohibitively expensive as the current bond yields and/or costs of borrowing for companies similar to the size of the Company is approximately 20%;
- (iv) the Company is not able to obtain financing from rights issues as the four largest institutional shareholders of the Company, which in aggregate hold approximately 35% of total issued share capital of the Company, have recently indicated that they would not be in favour of

participating in a rights issue of the Company and would exercise their respective voting rights at any extraordinary general meeting in relation to such a rights issue to defend their positions against dilution; and

- (v) based on recent discussions with various potential investors, the Company's management is of the view that under the current global market and economic conditions, the Company would not be able to obtain the necessary funding needed for the Purchase on more favourable terms than that in the Share Subscription and Convertible Bond Subscription.

### **APPROVALS**

The Purchase, Share Subscription and Convertible Bond Subscription are each conditional upon, *inter-alia*, the approval of the listing and quotation of the New Shares, the Subscription Shares and the Conversion Shares respectively on the Main Board of the SGX-ST and the specific approval from shareholders of the Company in respect of the allotment and issue of each of the New Shares to the Noteholders, the Subscription Shares, the Conversion Shares and the issue of the Convertible Bonds being obtained at an extraordinary general meeting to be convened.

The Company will be making an application to the SGX-ST for the listing and quotation of the New Shares, the Subscription Shares and the Conversion Shares on the Main Board of the SGX-ST. An appropriate announcement on the outcome of the application will be made in due course.

Subject to the receipt of all necessary approvals and unless otherwise agreed by the Company and the Noteholders, completion of the Purchase is expected to occur on or around late July 2009.

Save as disclosed above, none of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Purchase, the Share Subscription or the Convertible Bond Subscription (other than through their shareholdings in the Company).

### **GENERAL**

The Company will be seeking specific shareholders' approval for the Share Placement, the Share Subscription and the Convertible Bond Subscription at an extraordinary general meeting to be convened. A circular containing further details of the Share Placement, the Share Subscription and the Convertible Bond Subscription, and enclosing a notice of extraordinary general meeting in connection therewith, will be sent out at the appropriate time to shareholders.

The initial public offering of the Company's shares was jointly sponsored by Citigroup Global Markets Singapore Pte. Ltd. and Deutsche Bank AG, Singapore Branch.

BY ORDER OF THE BOARD

Tam Sau Fung  
Company Secretary  
2 July 2009