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CW GROUP HOLDINGS LIMITED

創達科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1322)

INVITATION BY CW ADVANCED TECHNOLOGIES PTE. LTD. (THE “ISSUER”) TO NOTEHOLDERS TO OFFER TO SELL FOR CASH UP TO AN AGGREGATE PRINCIPAL AMOUNT OF S\$17,000,000 TO THE ISSUER, ANY AND ALL OF THE OUTSTANDING NOTES HELD BY SUCH NOTEHOLDERS WHERE PRIORITY IS INTENDED TO BE GIVEN ON A “FIRST IN TIME” BASIS TO ANY NOTES VALIDLY OFFERED FOR SALE

Reference is made to the announcements of CW Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 2 June 2015 and 16 June 2015 (the “**Announcements**”) in relation to the S\$75,000,000 7.00 per cent notes due 2018 comprised in Series 001 (ISIN: SG6YB8000005) (the “**Notes**”) issued by the Issuer, an indirect wholly-owned subsidiary of the Company, under the S\$500,000,000 multi-currency debt issuance programme established by the Company, CW Advanced Technologies Limited and the Issuer and (in the case of securities issued by CW Advanced Technologies Limited and the Issuer) guaranteed by the Company (the “**Programme**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as given to them in the Announcements and the invitation memorandum dated 12 September 2017 (the “**Invitation Memorandum**”).

This announcement is made by the Company pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

THE INVITATION

The board of directors (the “**Board**”) of the Company wishes to announce that the Issuer has today commenced an invitation to the holders of the Notes (the “**Noteholders**”) to offer to sell for cash to the Issuer up to an aggregate principal amount of S\$17,000,000 (the “**Maximum Acceptance Amount**”) any and all of the outstanding Notes held by them, in each case, where priority is intended to be given on a “first in time” basis to any Notes validly offered for sale, subject to the terms and conditions of the Invitation Memorandum (the “**Invitation**”). The Issuer may, in its sole and absolute discretion, increase the Maximum Acceptance Amount. The Issuer is under no obligation to accept offers of sale of the Notes pursuant to the Invitation, and accordingly such offers may be accepted or rejected by the Issuer in its sole discretion and for any reason.

The Issuer intends to give priority on a “first in time” basis to any Notes validly offered for sale. The priority that may be accorded to the Noteholders offering to sell Notes on a “first in time” basis will be determined by the Issuer in its sole discretion and based on, inter alia, the time at which the Tender Agent receives the Tender Application Form (as defined below) from the relevant Noteholder (the “**Order of Priority**”). For further details on the Order of Priority, please refer to the Invitation Memorandum or the link provided in “*Further Details*” below.

Dealer Manager and Tender Agent

DBS Bank Ltd. has been appointed as the dealer manager for the Invitation (the “**Dealer Manager**”). Tricor Singapore Pte. Ltd. (trading as Tricor Barbinder Share Registration Services) (the “**Tender Agent**”) has been appointed as the tender agent for the Invitation.

Commencement and Expiry of The Invitation

The Invitation will commence at 9:00 a.m. (Singapore time) on 12 September 2017 (the “**Commencement Time**”) and will expire at 5:30 p.m. (Singapore time) on 3 October 2017, or such later date as the Issuer may, in its sole and absolute discretion, amend or extend for any purpose (the “**Expiration Deadline**”) unless the Issuer accepts for purchase Notes with an aggregate principal amount equal to the Maximum Acceptance Amount prior to the Expiration Deadline (such time of acceptance being the “**Maximum Acceptance Time**”), in which case offers to sell will not be accepted after the Maximum Acceptance Time.

Purchase Price

The purchase price payable by the Issuer for the Notes accepted by the Issuer for purchase pursuant to an offer to sell (the “**Purchase Price**”) is 95 per cent of the principal amount of the Notes, being S\$237,500 for each S\$250,000 in principal amount of the Notes and payment of the Purchase Price, together with the Accrued Interest (as defined below), will be made by or on behalf of the Issuer for the account of the relevant Noteholder on 6 October 2017 (the “**Settlement Date**”).

Settlement Date

On the Settlement Date, the Issuer will purchase, or procure the purchase of, Notes validly offered for sale (the “**Offered Notes**”) at the Purchase Price together with accrued and unpaid interest on the Notes from (and including) the last preceding interest payment date (that is, 25 June 2017) up to (but excluding) the Settlement Date (the “**Accrued Interest**”).

Further Details

Further details relating to the Invitation are set out in the announcement of the Issuer available for download at the following website: http://www.sgx.com/wps/portal/sgxweb/home/company_disclosure/company_announcements.

Invitation Memorandum

A copy of the Invitation Memorandum, with the appended prescribed tender application form (the “**Tender Application Form**”), will be mailed to the Noteholders with an address in Singapore. The Noteholders are advised to read carefully the Invitation Memorandum for the full details of and information on the procedures for participating in the Invitation. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own legal, tax, accounting and financial advice, including as to any tax consequences, immediately from its stockbroker, bank manager, attorney, accountant or other independent financial or legal adviser. None of the Company, the Issuer, the Dealer Manager, the Tender Agent and any person who controls, or is a director, officer, employee or agent of such persons, or any affiliate of such persons, makes any recommendation as to whether the Noteholders should participate in the Invitation.

REASONS FOR AND BENEFITS OF THE INVITATION

The purpose of the Invitation is to reduce the amount of the Group’s short term outstanding indebtedness and enhance the Group’s outstanding indebtedness structure. The Issuer has sufficient resources of funding to finance the aggregate Purchase Price and Accrued Interest for the Offered Notes in the Invitation and accepted for purchase by the Issuer. The Board considered that there will be no material financial impact on the Company as a result of the Invitation.

FURTHER ANNOUNCEMENTS

The Company may from time to time issue further announcements to inform the shareholders of the Company, the Noteholders and potential investors in respect of the progress of the Invitation offer as and when necessary pursuant to the Listing Rules and other relevant rules and regulations.

Important Notice

This announcement is for information only and is not an offer to sell or the solicitation of an offer to buy securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. An offer may only be made pursuant to the terms of the Invitation Memorandum. The Invitation is not being made to, and any offers to tender Notes pursuant to the Invitation will not be accepted from, or on behalf of, the Noteholders in any jurisdiction in which the making of such Invitation would not be in compliance with the laws or regulations of such jurisdiction.

BY ORDER OF THE BOARD
CW GROUP HOLDINGS LIMITED
Wong Koon Lup
Chairman

Hong Kong, 12 September 2017

As at the date of this announcement, the executive Directors of the Company are Mr. WONG Koon Lup, Mr. WONG Mun Sum, Mr. LEE Tiang Soon; the non-executive Director of the Company is Mr. ZHANG Bing Cheng; and the independent non-executive Directors of the Company are Mr. KUAN Cheng Tuck, Mr. ONG Su Aun, Jeffrey (alias Mr. WANG Ci’An, Jeffrey) and Mr. LIU Ji.