

VOLUNTARY CONDITIONAL CASH OFFER

by



PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 200207389D)

for and on behalf of

PROFIT SEA HOLDINGS LIMITED

(Incorporated in the British Virgin Islands)
(Company Registration No. 1672243)

an indirect wholly-owned subsidiary of



BOER POWER HOLDINGS LIMITED

(Incorporated in the Cayman Islands)
(Company Registration No. HL-237152)

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

SMB UNITED LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199506364D)

other than those already owned, controlled or agreed to be acquired by

PROFIT SEA HOLDINGS LIMITED

WITHDRAWAL OF THE BOER OFFER

1. INTRODUCTION

- 1.1 PrimePartners Corporate Finance Pte. Ltd. ("**PPCF**") refers to the offer document (the "**Offer Document**") dated 21 November 2011 and the letter to Shareholders dated 30 November 2011 despatched by PPCF, for and on behalf of Profit Sea Holdings Limited (the "**Offeror**"), an indirect wholly-owned subsidiary of Boer Power Holdings Limited ("**Boer**"), in relation to the voluntary conditional cash offer for all the issued ordinary shares (the "**Shares**") in the capital of SMB United Limited ("the **Offeree**"), other than those Shares already owned, controlled or agreed to be acquired by the Offeror at the price of S\$0.32 in cash for each Share (the "**Boer Offer**").
- 1.2 Unless otherwise defined herein, all capitalised terms used in this Announcement shall have the same meanings as defined in the Offer Document.

2. WITHDRAWAL OF THE BOER OFFER

2.1 Competing Offer

On 28 December 2011, Daiwa Capital Markets Singapore Limited (“**Daiwa**”) had announced, for and on behalf of Osaki Electric Co., Ltd. (“**Osaki**”) that Osaki intends to make a voluntary conditional cash offer (the “**Osaki Offer**”) for all the Shares including any and all Shares owned, controlled or agreed to be acquired by any person acting or deemed to be acting in concert with Osaki, at S\$0.40 in cash for each Share (the “**Osaki Offer Price**”).

On 16 January 2012, Daiwa announced, for and on behalf of Osaki, that the formal offer document dated 16 January 2012 containing the terms and conditions of the Osaki Offer (the “**Osaki Offer Document**”) has been despatched to Shareholders on 16 January 2012.

2.2 Withdrawal of the Boer Offer

PPCF wishes to announce, for and on behalf of the Offeror, that it is hereby withdrawing the Boer Offer with immediate effect. The Offeror has obtained the consent of the Securities Industry Council of Singapore for the withdrawal of the Boer Offer.

Any acceptances of the Boer Offer made prior to or on the date of this Announcement will be deemed not to have been made. Any acceptances of the Boer Offer received after the date of this Announcement will be rejected.

2.3 Reasons for Withdrawal of the Boer Offer

The Offeror notes that the Osaki Offer has been announced in competition with the Boer Offer. The Osaki Offer Document states that the Osaki Offer Price of S\$0.40 per Share represents a premium of 25% over the offer price in respect of the Boer Offer, being S\$0.32 per Share.

In view of the Osaki Offer Price, the Offeror is of the view that the Boer Offer will, as a consequence, not be able to meet its Acceptance Condition as stated in paragraph 2.6.2 of the Offer Document.

Having considered the options available to it, the volatile market conditions and in view of the fact that the Boer Offer will not meet its Acceptance Condition as a consequence of the Osaki Offer, the Offeror and Boer do not believe that it is in the interest of their shareholders to continue with the Boer Offer.

2.4 Return of acceptances

Depositors who have earlier accepted the Boer Offer should note that their Form(s) of Acceptance and Authorisation will be deemed null and void with effect from the date of this Announcement. The relevant number of Shares in respect of which Depositors have accepted the Boer Offer will be transferred to the “Free Balance” of their Securities Account as soon as possible. The Offeror will make arrangements with CDP for such transfer to be made not later than three business days from the date of this Announcement.

Shareholders of the Offeree who hold Shares represented by share certificate(s) in their own names and who have accepted the Boer Offer will have their Form(s) of Acceptance and Transfer and other documents (including share certificate(s)) returned at the risk of such shareholders of the Offeree by ordinary post to their addresses as they appear on the Register of Members of the Offeree as soon as

possible but in any event not later than three business days from the date of this Announcement.

3 RESPONSIBILITY STATEMENT

- 3.1 The directors of the Offeror and Boer (including those who may have delegated supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.
- 3.2 Where any information has been extracted from published or publicly available sources (including, without limitation, information in relation to Offeree Group), or obtained from the Offeree Group, the sole responsibility of the directors of the Offeror and Boer 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 Announcement.

Issued by

PrimePartners Corporate Finance Pte. Ltd.

For and on behalf of

Profit Sea Holdings Limited

17 January 2012