



## **Ezion Holdings Limited**

### **EZION HOLDINGS LIMITED**

(Incorporated in the Republic of Singapore)

(Company Registration No. 199904364E)

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## **INFORMAL SESSIONS FOR NOTEHOLDERS ON THE PROPOSED TRANSACTIONS AND PROPOSED SCHEME OF ARRANGEMENT**

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### **1. INTRODUCTION**

- 1.1. The board of directors (the “**Board**”) of Ezion Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the prior announcements made on 28 February 2020 and 4 March 2020 in relation to the Proposed Transactions and the Proposed Scheme of Arrangement (collectively, the “**Previous Announcements**”).

*Unless otherwise defined, all capitalised terms and references used herein shall bear the meanings ascribed to them in the Previous Announcements.*

### **2. INFORMAL SESSIONS FOR NOTEHOLDERS**

- 2.1. The Company will be holding a series of informal sessions to update and brief the holders of the following series of securities (the “**Noteholders**”) via its advisor RSM Corporate Advisory Pte Ltd (“**RSM**”) on the Proposed Transactions and the Proposed Scheme of Arrangement (the “**Informal Sessions**”):

- (a) Refinancing Series A 0.25 per cent. non-convertible bonds due 2024 (ISIN: SG7OG1000000);
- (b) Refinancing Series B 0.25 per cent. convertible bonds due 2023 (ISIN: SG38F9000006); and
- (c) Refinancing Series C 0.25 per cent. non-convertible bonds due 2027 (ISIN: SG7OG2000009),

(collectively, the “**Securities**”).

- 2.2. In light of the COVID-19 outbreak and the advisory by the Ministry of Health Singapore for businesses to avoid large-scale events, these Informal Sessions will be limited to two (2) to three (3) separate sessions per day for up to ten (10) individuals per session. The Informal Sessions will be held on each day, starting from **Wednesday, 11 March 2020** and ending on **Wednesday, 18 March 2020** (excluding weekends) at 8 Wilkie Road, #03-08 Wilkie Edge, Singapore 228095.

The timing for the abovementioned Informal Sessions will be as follows:

- (a) Wednesday, 11 March 2020 to Monday, 16 March 2020 (excluding weekends), starting at 6.00 p.m. or 8.00 p.m.;
- (b) Tuesday, 17 March 2020, starting at 4.00 p.m. or 6.00 p.m. or 8.00 p.m.; and
- (c) Wednesday, 18 March 2020, starting at 2.00 p.m. or 6.00 p.m. or 8.00 p.m..

- 2.3. Please note that:
- (a) the Informal Sessions are not intended to and do not amount to a meeting under or in connection with the Trust Deed relating to the Securities;
  - (b) the Informal Sessions have been called solely for the dissemination of information and no decisions or voting will be made at the Informal Sessions;
  - (c) the Informal Sessions are private and confidential and will be held on an entirely without prejudice basis; and
  - (d) in addition to Noteholders on the records of The Central Depository (Pte) Limited who presently are recognised as Noteholders under the terms of the Trust Deed and the Securities, there may be persons holding the underlying beneficial interest who may also attend the Informal Sessions, and the reason why these persons have been allowed to attend is not in recognition of their status as Noteholders but solely as a practical measure to facilitate the dissemination of information to such persons whom nominee Noteholders having rights may take instructions from.
- 2.4. **All Noteholders are encouraged to attend the Informal Sessions. A Noteholder who is an individual may attend in person or appoint one (1) proxy to attend on his behalf. A Noteholder who is a corporation may appoint one (1) representative to attend on its behalf. To facilitate an open discussion with Noteholders, only Noteholders (or their proxy or representative) will be permitted to attend the Informal Sessions and professional advisors such as accountants, stockbrokers, lawyers and other agents will not be permitted.**
- 2.5. **A Noteholder who holds its Securities through nominees (including, if such Noteholder is a corporation, its appointed representative) must present its proof of holdings or letter of verification in order to gain entry to the Informal Sessions.**
- 2.6. **A representative of a Noteholder who is a corporation must present an authorisation letter issued and endorsed by such corporation in order to gain entry to the Informal Sessions.**
- 2.7. Noteholders who wish to attend the Informal Sessions or who wish to appoint a proxy (the “**Session Proxy**”, and together with such attending Noteholders, the “**Session Attendee**”) to attend on their behalf (the “**Session Appointing Noteholders**”) are requested to RSVP by registering at <http://bit.ly/ezionholdings>, at least 48 hours prior to the respective time appointed for such Informal Session. A Noteholder who is a corporation should provide, additionally, the same information in respect of the representative appointed to attend on its behalf. Any Noteholders who have any questions or require further assistance with respect to the Informal Sessions should contact RSM at [ezion\\_scheme@RSMSingapore.sg](mailto:ezion_scheme@RSMSingapore.sg) or +65 6715 1398.
- 2.8. A Session Attendee must present a copy of the following documents in order to gain entry to the Informal Session:
- (a) the Session Attendee’s identification document;
  - (b) (if applicable) a letter of authorisation from the Session Appointing Noteholder indicating the full name, NRIC/passport number and contact particulars of the Session Proxy; and
  - (c) (if the Noteholder or a Session Proxy’s Session Appointing Securityholder holds his Securities through a nominee) such Noteholder’s proof of holdings or letter of verification from the nominee.
- 2.9. By contacting RSM and providing such details, such Noteholder represents, warrants and agrees that any personal data of any individual provided by or on behalf of such Noteholder has been obtained with such individual’s consent and such individual has consented to the

collection, use and disclosure of his/her personal data by the Company and RSM (and any of their respective officers and advisors) for the purposes of the Informal Sessions and any additional meetings of Noteholders whether formal or informal (including the preparation and compilation of the attendance lists and other documents relating to the Informal Sessions) and to the receipt of communications from the Company and RSM (and any of their respective officers and advisors) in connection with matters relating to the Securities, including but not limited to electronic mail, in accordance with the provisions of the Singapore Personal Data Protection Act 2012 (No. 26 of 2012) (“**PDPA**”). Any consent given in relation to personal data shall survive death, incapacity, bankruptcy or insolvency of the Noteholder or the individual whose personal data was provided and the termination or conclusion of the Informal Sessions. For the purposes of this paragraph, “personal data” has the meaning ascribed to it in the PDPA.

### **3. ANNOUNCEMENTS**

Further announcements on the Informal Sessions will be made in due course as and when appropriate.

### **4. CAUTIONARY STATEMENTS**

- 4.1. The Company's continued operations as a going concern status is dependent on the Proposed Transactions and the Proposed Scheme of Arrangement.
- 4.2. In view of the above and given the dynamic situation that the Company is in, the Company believes that the continued trading suspension will avoid any irregular movement in share price and prevent any irregular trading activities that may result from the leakage of any information which the Company has no control over. The continued trading suspension will allow for market certainty and avoid market confusion as the Company continues to focus on engaging its stakeholders with an intent on completing the Proposed Transactions and/or the Proposed Scheme of Arrangement to strengthen the Group's financial position, improve cash flow position of the Group and preserve value for its stakeholders.
- 4.3. Shareholders, noteholders and potential investors of the Company are advised to read this announcement and any further announcements by the Company carefully. Shareholders and noteholders of the Company are advised to refrain from taking any action in respect of their securities in the Company which may be prejudicial to their interests and to exercise caution when dealing in the securities of the Company. The completion of the Proposed Transactions and Proposed Scheme of Arrangement is subject to numerous conditions. **THERE IS NO CERTAINTY OR ASSURANCE AS AT THE DATE OF THIS ANNOUNCEMENT THAT CONDITIONS TO THE PROPOSED TRANSACTIONS OR THE PROPOSED SCHEME OF ARRANGEMENT WILL BE MET OR THAT THE PROPOSED TRANSACTIONS OR THE PROPOSED SCHEME OF ARRANGEMENT WILL BE APPROVED AND/OR COMPLETED.** The Company will make the necessary announcements when there are further developments. Shareholders, noteholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisors they have any doubt about the actions they should take.

By Order of the Board

Goon Fook Wye Paul  
Company Secretary  
4 March 2020