



RYOBI KISO HOLDINGS LTD.

(Company Registration No. 200803985D)
(Incorporated in the Republic of Singapore)

UPDATE ON RESTRUCTURING

The board of directors ("**Board**") of Ryobi Kiso Holdings Ltd. (the "**Company**", together with its subsidiaries, the "**Group**") refers to the following:

- (a) the Company's announcement made on 27 July 2018 ("**27 July 2018 Announcement**") concerning the receipt of letters of demand, notices of enforcement of security, winding up petitions filed against the Company's subsidiary, Ryobi Kiso (S) Pte. Ltd. ("**RKS**"), and a winding up order filed against RKS' subsidiary;
- (b) the Company's announcement made on 31 July 2018 concerning the applications to the High Court of the Republic of Singapore ("**Court**") by the Company, and its subsidiaries, RKS, Star Piling Pte. Ltd. and Ryobi Machinery Pte Ltd (the "**Applicants**") to commence a court supervised reorganisation process; and
- (c) the Company's announcement made on 27 August 2018 ("**27 August 2018 Announcement**") concerning the grant of the Moratorium (as defined in the 27 August Announcement) by the Court.

As stated in the 27 August 2018 Announcement, the Moratorium was intended to allow the Applicants breathing space to work with their creditors to develop a scheme of arrangement for the reorganisation of the Group's liabilities and business.

The Company and RKS were also required to apply to Court for leave to convene a meeting of their creditors, in order to obtain the creditors' approval of a proposed scheme of arrangement. Alternatively, the Company and RKS may apply to Court for an order approving the proposed scheme of arrangement, without a meeting of the creditors being convened, provided that the relevant statutory requirements under the Companies Act (Cap. 50, 2006 Rev Ed) are satisfied.

The Board wishes to announce that after extensive negotiations and discussions, the Company and its creditors have been unable to reach an agreement on the commercial terms of the proposed schemes of arrangement for the reorganisation of the Group's liabilities and business. Creditors with sufficient voting rights to block the approval of any proposed scheme of arrangement have informed the Company that they do not support the Company's scheme proposals.

In these circumstances, the Board wishes to announce that the Company and RKS will not be filing an application to court under Section 210(1) or Section 211 of the Companies Act for leave to convene a meeting of creditors. For completeness, the Applicants will also not be making an application to court for an extension of the Moratorium. Accordingly, the last effective date of the Moratorium is 27 February 2019.

As previously stated in the 27 July 2018 Announcement, two creditors had filed winding up petitions in the High Court of the Republic of Singapore against RKS, pursuant to Section 254(1)(e) of the Companies Act in respect of a sum totalling S\$2,733,204. The Board wishes to announce that these winding up petitions are set to be heard on 1 March 2019.

The Company will make further announcements in relation to the above as appropriate in due course and on any other material developments as and when necessary.

Holders of the Company's securities ("**Holders**") as well as potential investors are advised to read this announcement and any further announcements by the Company carefully. Holders are also advised to refrain from taking any action in respect of their securities (as the case may be) in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company.

In the event of any doubt, Holders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

BY ORDER OF THE BOARD

Ong Tiong Siew
Chief Executive Officer and Executive Director

25 February 2019