



**RYOBI KISO HOLDINGS LTD.**

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

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## **PROPOSED SHARE CONSOLIDATION – NOTICE OF BOOKS CLOSURE DATE**

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### **1. INTRODUCTION**

The Board of Directors ("**Board**") of Ryobi Kiso Holdings Ltd. (the "**Company**") refers to its announcements made on 8 May 2015 and 12 June 2015 ("**Announcements**") and the circular to shareholders dated 14 July 2015 ("**Circular**") in relation to the proposed share consolidation of every five (5) existing ordinary issued shares in the capital of the Company ("**Existing Shares**") held by the shareholders of the Company ("**Shareholders**") into two (2) consolidated shares ("**Consolidated Shares**") fractional entitlements to be disregarded (the "**Proposed Share Consolidation**").

The Proposed Share Consolidation was approved by the Shareholders at the extraordinary general meeting of the Company held on 30 July 2015.

*Unless otherwise defined, capitalised terms used herein shall have the meanings ascribed to it in the Announcements and the Circular.*

### **2. NOTICE OF BOOKS CLOSURE DATE**

NOTICE IS HEREBY GIVEN that the Register of Members and the share transfer books of the Company will be closed at 5.00 p.m. on 12 August 2015 ("**Books Closure Date**") in order to determine the entitlements of Shareholders to the Consolidated Shares pursuant to the Proposed Share Consolidation.

On the Books Closure Date, every five (5) Existing Shares registered in the name, or standing to the credit of the Securities Account, of each Shareholder (as the case may be) will be consolidated into two (2) Consolidated Shares, fractional entitlements to be disregarded.

The Shares will begin trading in board lots of 100 Consolidated Shares with effect from 9.00 a.m. on 6 August 2015 (the "**Effective Trading Date**") on the Mainboard of the SGX-ST. Accordingly, five (5) Existing Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent two (2) Consolidated Shares with effect from 9.00 a.m. on the Effective Trading Date. Trading in the Existing Shares shall cease after 5.00 p.m. on 5 August 2015, being the Market Day immediately preceding the Effective Trading Date. For illustrative purposes only, a Shareholder who holds 500 existing Shares as at 5.00 p.m. on 5 August 2015 will hold 200 Consolidated Shares with effect from 9.00 a.m. on 6 August 2015.

The Proposed Share Consolidation shall be effective from 9.00 a.m. on 13 August 2015, being the Market Day immediately following the Books Closure Date, whereupon the Register of Members and the Depository Register will be updated to reflect the number of Consolidated Shares held by each Shareholder based on the number of Shares held by them as at the Books Closure Date.

Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of Existing Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of a Consolidated Share arising from the Proposed Share Consolidation shall be disregarded without compensation to the affected Shareholders. All fractional entitlements arising from the implementation of the Proposed Share Consolidation will be aggregated and dealt with in such manner (including the cancellation thereof) as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

Each Consolidated Share will rank *pari passu* in all respects with each other and will be traded in board lots of 100 Consolidated Shares.

### **3. SHARE CERTIFICATES**

#### **3.1 Deposit of Share Certificates with the Central Depository (Pte) Limited (“CDP”)**

Shareholders who hold physical share certificates for the Existing Shares in their own names (“**Old Share Certificates**”) and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts must deposit their Old Share Certificates, together with the duly executed instruments of transfer in favour of CDP, no later than twelve Market Days prior to the Books Closure Date.

After the Books Closure Date, CDP will only accept the deposit of share certificates for the Consolidated Shares (“**New Share Certificates**”). Shareholders who wish to deposit their Old Share Certificates with CDP after the Books Closure Date must first deliver their Old Share Certificates to the Company’s Share Registrar, B.A.C.S Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544 for cancellation and issuance of New Share Certificates in replacement thereof as described below.

#### **3.2 Issue of New Share Certificates**

Shareholders who have deposited their Old Share Certificates with CDP at least twelve Market Days prior to the Books Closure Date need not take any action. The Company will make arrangements with CDP to facilitate the exchange for New Share Certificates pursuant to the Proposed Share Consolidation.

Shareholders who have not deposited their Old Share Certificates as aforesaid or who do not wish to deposit their Old Share Certificates with CDP are advised to forward all their Old Share Certificates to the Share Registrar, B.A.C.S Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, as soon as possible after they have been notified of the Books Closure Date and preferably not later than five (5) Market Days after the Books Closure Date, for cancellation and exchange for New Share Certificates. No receipt will be issued by the Share Registrar upon receipt of any Old Share Certificates. The New Share Certificates will be sent by ordinary mail to the registered addresses of Shareholders at their own risk within ten Market Days from the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is later.

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have been tendered to the Share Registrar for cancellation.

Shareholders should notify the Share Registrar if they have lost any of their Old Share Certificates or if there is any change in their respective addresses from that reflected in the Register of Members of the Company.

### 3.3 Share Certificates Not Valid for Settlement of Trades on Mainboard

Shareholders who hold physical share certificates are reminded that their Old Share Certificates will no longer be valid for settlement of trading in the Consolidated Shares on the SGX-ST (as the Company is under a book-entry (scripless) settlement system) but will continue to be accepted for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Share Registrar of the Company. Notwithstanding the above, the New Share Certificates will not be valid for delivery for trades done on the SGX-ST although they will continue to be *prima facie* evidence of legal title.

## 4. TRADING ARRANGEMENTS FOR CONSOLIDATED SHARES AND ODD LOTS

### 4.1 Trading Arrangements for Consolidated Shares

The Shares will be trading in board lots of 100 Consolidated Shares with effect from 9.00 a.m. on the Effective Trading Date on the Mainboard of the SGX-ST. Accordingly, five (5) Existing Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent two (2) Consolidated Shares with effect from 9.00 a.m. on the Effective Trading Date. Trading in the Existing Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

### 4.2 Trading Arrangements for Odd Lots of Consolidated Shares

The Shares are currently traded in board lots of 100 Shares in the ready market. Following completion of the Proposed Share Consolidation, the Securities Accounts maintained with CDP of Shareholders (being Depositors) may be credited with odd lots of the Consolidated Shares (i.e., lots other than board lots of 100 Consolidated Shares).

Shareholders who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade in odd lots on the SGX-ST should note that the unit share market has been set up to allow trading in odd lots with a minimum size of one (1) Consolidated Share on the SGX-ST. The Unit Share Market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying Consolidated Shares in the ready market. The market for trading of such odd lots of Consolidated Shares may be illiquid.

The Company has obtained approval from the SGX-ST for the setting up of a temporary odd lot counter to allow Shareholders to trade in board lots of one (1) Consolidated Share ("**Temporary Odd Lot Counter**"). The Temporary Odd Lot Counter will be maintained for a period of two (2) months from the Effective Trading Date ("**Concessionary Period**"). Thereafter, Shareholders can trade in odd lots of Shares on the SGX-ST's unit share market.

**The set-up of the Temporary Odd Lot Counter is strictly of a provisional nature. Shareholders who continue to hold odd lots of less than 100 Shares after the Concessionary Period may find difficulty and/or have to bear disproportionate transaction costs in realising the fair market price of such Shares.**

## 5. INDICATIVE TIMETABLE

The table below sets out the indicative timetable for the Proposed Share Consolidation

Time and Date	Event
31 July 2015 (Friday)	Announcement of Notice of Books Closure Date
5.00 p.m. on 5 August 2015 (Wednesday)	Last day for the Company shares to trade on pre-share consolidation basis
9.00 a.m. on 6 August 2015 (Thursday)	Effective Trading Date (Company shares start trading on post-share consolidation basis)  Commencement of trading at the Temporary Odd-lot Counter
5.00 p.m. on 12 August 2015 (Wednesday)	Books Closure Date for the Proposed Share Consolidation
9.00 a.m. on 13 August 2015 (Thursday)	Date on which the Proposed Share Consolidation becomes effective
5.00 p.m. on 5 October 2015 (Monday)	Cessation of Temporary Odd-lot Counter

## 6. CONTACT INFORMATION

The address of the Share Registrar of the Company is as follows:

**B.A.C.S Private Limited**  
8 Robinson Road  
#03-00 ASO Building  
Singapore 048544

The address of the CDP is as follows:

**The Central Depository (Pte) Limited**  
9 North Buona Vista Drive  
#01-19/20 The Metropolis  
Singapore 138588

### By Order of the Board

Ong Tiong Siew  
Chief Executive Officer and Executive Director  
31 July 2015