



**NOTICE TO HOLDERS OF NOTES ISSUED UNDER THE S\$500,000,000
MULTICURRENCY MEDIUM TERM NOTE PROGRAMME OF THE COMPANY**

Reference is made to:

- (a) the Medium Term Notes Series 002 of S\$50 million at 7 per cent maturing on 27 April 2017 (the **"MTN Series 2"**), and the Medium Term Notes Series 001 of S\$50 million at 6 per cent maturing on 6 February 2018 (the **"MTN Series 1"**) (collectively the **"MTNs"**);
- (b) the Company's announcement on 17 February 2017 in relation to the occurrence of a change of shareholding event entitling the noteholders of the MTNs to redeem the notes held by them (**"Redemption Event"**);
- (c) the Company's announcements on 8 February 2017 (**"8 Feb Announcement"**) and 22 February 2017 (collectively, the **"Claims Announcements"**) in relation to, amongst other things, the claims made against the Company and/or its subsidiaries (the **"Group"**); and
- (d) the Company's announcements on:
 - (i) 16 February 2017, in relation to the mandatory unconditional cash offer made by Standard Chartered Bank and Credit Suisse (Singapore) Limited for and on behalf of Treasure International Holdings Pte. Ltd. (**"Offeror"**), a direct wholly-owned subsidiary of OUE Limited, to acquire all of the issued and paid up ordinary shares in the capital of the Company not already owned, controlled or agreed to be acquired by the Offeror and parties acting or deemed to be acting in concert with it; and
 - (ii) 21 February 2017, in relation to the comfort letter issued by OUE Limited setting out its long-term intention, subject to the review of the Company's business and financial situation, to work towards stabilising the Company's business and financial position, with the understanding that the Company is expected to operate as a going concern in view of its listing status on the Catalist Board of the Singapore Exchange Securities Trading Limited.

As set out in the Claims Announcements, the Group has received various claims which has affected its cash flow and impacted its liquidity position. Whilst the Group has substantially met its obligations as they fall due to date, including the payment of the interest due on the MTN Series 1 on 3 February 2017, the Board of Directors had serious concerns as to the ability of the Group to continue meeting its immediate obligations indefinitely. The Board of Directors had engaged FTI Consulting (Singapore) Pte Ltd to assist them in ascertaining the interim financial position of the Group (as mentioned in the 8 Feb Announcement). The Board of Directors will continue to engage experienced professional advisers to continue the exercise with a view to sustaining the Group's operations in the long run.

The Board of Directors wish to engage the noteholders to discuss, amongst other things, the potential options with respect to the MTNs in light of the Redemption Event, the Company's liquidity position and the comfort letter issued by OUE Limited. To ease communications with the noteholders, the Company intends to establish an informal steering committee of noteholders comprising approximately 3 to 5 substantial noteholders (the "**Steering Committee**") with a view to discussing the above, in particular at the Creditors' Meeting scheduled on 10 March 2017 at 2.30 p.m. at 9 Battery Road, MYP Centre, #25-01, Singapore 049910 (details have been provided in the Company's announcement on 22 February 2017).

Noteholders who are interested in joining the Steering Committee are encouraged to register their interest with the Company as soon as possible and no later than 6 March 2017 by providing their details to:

- (a) Name : Hau Jie
- (b) Contact no : (65) 6578 9188
- (c) Email address : mtn@ihc.sg

In order to maintain the efficacy of the Steering Committee, please note that all interested noteholders will be required to disclose the amount of Notes held by each of them for the Company to ensure that the Steering Committee comprises only substantial noteholders. In the event that the response from interested noteholders is overwhelming, a maximum of 5 of the substantial noteholders holding or representing the most number of notes will be appointed to the Steering Committee, save that such Steering Committee must comprise at least one substantial noteholder each from MTN Series 1 and MTN Series 2 as far as practicable.

Other noteholders who wish to receive updates on the progress in relation to the Steering Committee and engage in more detailed discussions with the Company are also encouraged to contact the Company at the contact details given above.

Any discussion or other communications between the Company and the noteholders will be without prejudice to their, other noteholders or the Trustee's rights and will not bind the Trustee or any other non-participating holder unless and until the requisite level of noteholder consent in relation to any particular relevant matter has been obtained in accordance with the Trust Deed.

In accordance with normal practice, none of the Trustee or any of its officers, employees or affiliates expresses any opinion on the information set out in this announcement. Noteholders who are unsure about the impact of such information should seek their own independent financial and legal advice.

The Company will update shareholders and noteholders via SGXNET on any further development of the abovementioned matters as and when appropriate. Shareholders and potential investors should exercise caution when trading in the shares of the Company.

By Order of the Board

Tay Eng Kiat Jackson
Director
27 February 2017

*This announcement has been prepared by the Company and its contents have been reviewed by PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"), for compliance with the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Ms Gillian Goh, Head of Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.