

**CNA GROUP LIMITED**  
(Company Registration No 199000449K)  
(Incorporated in the Republic of Singapore)

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**PROPOSED ISSUE OF UP TO \$120 MILLION IN AGGREGATE PRINCIPAL AMOUNT OF REDEEMABLE ZERO COUPON CONVERTIBLE BONDS CONSISTING OF: (A) 2 SEPARATE SUCCESSIVE TRANCHES OF INITIAL BONDS; AND (B) 58 SEPARATE SUCCESSIVE TRANCHES OF SUBSEQUENT BONDS, EACH HAVING A PRINCIPAL AMOUNT OF S\$2,000,000, TO PACIFIC ALLIANCE ASIA OPPORTUNITY FUND L.P. AND/OR ITS AFFILIATES**

- **RECEIPT OF AN IN-PRINCIPLE APPROVAL FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED ("SGX-ST")**

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*Where capitalised terms are used in this announcement and not otherwise defined, such capitalised terms used herein shall bear the same meaning as ascribed to them in the Company's announcement dated 30 April 2014 relating to the Bond Issue.*

The Company refers to the announcement made on 30 April 2014 where it had announced a proposed bond issue (the "**Bond Issue**") of up to S\$120 million in aggregate principal amount of redeemable zero coupon convertible bonds (the "**Bonds**") to Pacific Alliance Asia Opportunity Fund L.P. ("**Subscriber**") and/or its affiliates.

The board of directors of CNA Group Limited ("**Company**") is pleased to announce that the SGX-ST has on 8 August 2014 granted approval-in-principle ("**AIP**") for the listing and quotation of up to (i) 2,400,000,000 New Shares to be issued upon conversion of the Bonds and (ii) 10,285,714 new Shares ("**Fee Shares**") to be issued to the Subscriber as a fee for the first tranche of the Bond Issue ("**Fee Share Issue**").

The listing and quotation of the New Shares and Fee Shares is subject to the following conditions:

- (a) Compliance with the SGX-ST's listing requirements;
- (b) Shareholders' approval for the Bond Issue and Fee Share Issue;
- (c) Announcement of the conditions under which the price of the New Shares may be adjusted and the conditions under which the Bonds may be redeemed;
- (d) Submission of the following:
  - (i) A written confirmation from the Company that the terms of the Bond Issue comply with Listing Rule 829(1);
  - (ii) A written undertaking from the Company that it will comply with Listing Rule 704(30) and Listing Rule 1207(20) in relation to the use of the proceeds from the Bonds and conversion of the Bonds and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on use of proceeds and in the annual report;
  - (iii) A written undertaking from the Company that it will comply with Listing Rule 803;
  - (iv) A written undertaking from the Company that it will not place the Bonds and Fee Shares to persons prohibited under Rule 812(1); and

- (v) A written undertaking from the Company to announce any adjustment made pursuant to Listing Rule 829(1).

The AIP granted by the SGX-ST for the listing and quotation of the New Shares and Fee Shares is not an indication of the merits of the Bond Issue, the New Shares, the Fee Shares, the Fee Share Issue, the Company and/or its subsidiaries.

A circular to shareholders to convene an Extraordinary General Meeting seeking shareholders' approval for the Bond Issue will be dispatched in due course.

**By Order of the Board of CNA Group Ltd**

Joint Company Secretary  
Michael Lee Thiam Chye  
**8 August 2014**