



**SHC CAPITAL ASIA LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 201201631D)

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**DEED OF TERMINATION IN RESPECT OF THE CALL OPTION AGREEMENT RELATING TO THE SHARES IN SHC CAPITAL ASIA LIMITED**

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The board of directors ("**Board**") of SHC Capital Asia Limited (the "**Company**") refers to (i) the Notice of Substantial Shareholder's Interest released by SHC Capital Limited ("**SCL**") on 9 November 2007; (ii) the announcements of SCL titled "Amendment to a term of the Call Option Agreement relating to the Shares in SHC Capital Limited" dated 10 October 2008 and 7 December 2010; and (iii) the announcement of SCL titled "Amendment to the terms of the Call Option Agreement relating to the Shares in SHC Capital Limited" dated 24 April 2012, in respect of a call option agreement dated 9 November 2007 (which was further amended on 9 October 2008 and 29 October 2010 and supplemented on 24 April 2012) ("**Call Option Agreement**") entered into between (i) SHC Capital Holdings Pte Ltd and Allcare Investment Holdings Pte Ltd (the "**Vendors**") and (ii) ACR Capital Holdings Pte. Ltd. (the "**Purchaser**").

The Board wishes to announce that the Company had on 20 June 2014 received a notice from the company secretary of the Vendors informing the Company that the Vendors and the Purchaser had on 20 June 2014 entered into a conditional termination deed (the "**Termination Deed**") pursuant to which, *inter alia*, (i) the Call Option Agreement shall, subject to completion of the proposed sale by the Company of the entire issued and paid-up share capital of SHC Insurance Pte. Ltd. (the "**Proposed Disposal**"), be terminated in its entirety and be of no further force and effect as from the date of completion of the Proposed Disposal ("**Completion Date**"); (ii) in the event the Proposed Disposal is not completed by the date falling twelve (12) months of the date of the Termination Deed (the "**Cut-Off Date**"), the Call Option Agreement shall not be terminated and (iii) from the date of the Termination Deed until the earlier of the Completion Date or the Cut-Off Date, the Vendors and the Purchaser shall not exercise any of their rights in and relating to the Call Option Agreement.

**By Order of the Board**

Claire Choy Sock Yu  
Group Financial Controller / Joint Company Secretary  
20 June 2014

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*This announcement has been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch ("**Sponsor**"), for compliance with the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist. The Sponsor has not independently 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 correctness of any of the statements or opinions made or reports contained in this announcement. The contact person for the Sponsor is Ms Tan Cher Ting, Director, Corporate Finance, CIMB Bank Berhad, Singapore Branch, at 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, Telephone: +65 6337 5115.*