



**WE HOLDINGS LTD**

(Company Registration No.: 198600445D)

(Incorporated in the Republic of Singapore)

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**NOTICE OF EXPIRY OF WARRANTS – W150827**

**(THE “W150827 WARRANTS”)**

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**TO: ALL HOLDERS OF THE W150827 WARRANTS TO SUBSCRIBE FOR NEW ORDINARY SHARES IN THE CAPITAL OF WE HOLDINGS LTD (THE “COMPANY”)**

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Holders of the W150827 Warrants (“Warrant Holders”) who have sold their W150827 Warrants should immediately upon receipt of a copy of this Notice, send it to the purchaser or the bank, stockbroker or agent through whom the sale was effected for onward transmission to the purchaser.

In this notice, the term “Warrants” refer to all W150827 Warrants issued by the Company, the terms of which are constituted in the deed poll executed by the Company on 25 July 2013 (the “Deed Poll”).

**EXPIRY OF WARRANTS ON THURSDAY, 27 AUGUST 2015 AT 5.00 P.M.**

Warrant Holders are reminded that in accordance with the terms and conditions of the Warrants, the rights to subscribe for new ordinary shares in the capital of the Company (the “New Shares”) comprised in the Warrants **will expire at 5:00 p.m. on Thursday, 27 August 2015**, after which time, any subscription rights comprised in the Warrants which have not been exercised will lapse and the Warrants will cease to be valid for any purpose whatsoever.

**EXERCISE PRICE**

The exercise price for each Warrant is S\$0.03000 for each New Share (the “Exercise Price”).

**PROCEDURE TO EXERCISE YOUR WARRANTS**

Warrant holders who wish to exercise their subscription rights must do so in accordance with the terms and conditions of the Warrants. In order to exercise the Warrants, a Warrant holder must complete and sign the exercise notice in the prescribed form (“Exercise Notice”). Copies of the Exercise Notice are available from the Warrant Agent, Tricor Barbinder Share Registration Services (the “Warrant Agent”). The address, telephone number and business hours of the Warrant Agent are as follows:

Tricor Barbinder Share Registration Services

80 Robinson Road #11-02

Singapore 068898

Telephone No. : (65) 6236 3555 or (65) 6236 3550

Facsimile No. : (65) 6236 3405

Business Hours : Monday to Friday

8.30 a.m. to 5.30 p.m.

(Closed on Saturdays, Sundays and Public Holidays)

Completed Exercise Notices must be delivered to the Warrant Agent not later than 5.00 p.m. on Thursday, 27 August 2015 accompanied by the following:

1. Lodgement of Warrant Certificates and Exercise Notice

Lodgement of the relevant Warrant Certificate registered in the name of the exercising Warrant holder for exercise at the specified office of the Warrant Agent together with the Exercise Notice in respect of the Warrants represented thereby in the form (for the time being current) obtainable from the Warrant Agent, duly completed and signed by or on behalf of the exercising Warrant holder and duly stamped in accordance with any law for the time being in force relating to stamp duty, provided always that the Warrant Agent may dispense or defer with the production of the relevant Warrant Certificate where such Warrant Certificate is registered in the name of the Central Depository (Pte) Limited ("CDP");

2. Further Evidence

The furnishing of such evidence (if any, including evidence of nationality) as the Warrant Agent may require to determine or verify the due execution of the Exercise Notice by or on behalf of the exercising Warrant holder (including every joint Warrant holder, if any) or otherwise ensure the due exercise of the Warrants and such other evidence as the Company may require to verify due compliance for the purposes of administering and implementing the provisions set out in the terms and conditions of the Warrants;

3. Payment of Exercise Price

Payment of the Exercise Price shall be made to the specified office of the Warrant Agent by way of a remittance (in Singapore currency) by banker's draft or cashiers' order drawn on a bank operating in Singapore, and/or by debiting the CPF Investment Account with the specified CPF Approved Bank, for the credit of the Special Account for the full amount of the Exercise Price payable in respect of the Warrants exercised, provided that any such remittance shall be accompanied by the delivery to the Warrant Agent of the payment advice referred to in the terms and conditions of the Warrants. The name of the exercising Warrant holder, the number of Warrants being exercised and the securities account number of the exercising Warrant holder from which the number of Warrants being exercised is to be debited should be clearly written on the reverse side of the banker's draft or cashier's order, as the case may be;

4. Fees and Expenses

The payment of expenses or other fees payable to CDP, if any, or any stamp issue, registration or other similar taxes or duties arising from the exercise of the relevant Warrants as the Warrant Agent may require; and

5. Other Requirements

If applicable, the payment of any fees for certificates for the New Shares to be issued and the expenses of, and the submission of any necessary documents required in order to effect the delivery of certificates for the New Shares, upon exercise of the relevant Warrants to the place specified by the exercising Warrant holder in the Exercise Notice or to CDP (as the case may be).

As the Warrants are registered in the name of CDP, Warrant holders should note that the exercise of their Warrants is conditional upon, *inter alia*, the number of Warrants which they wish to exercise standing to the credit of the "Free Balance" of their securities accounts with CDP.

Any New Shares arising from such exercise of the Warrants will rank *pari passu* with the then existing Shares of the Company for dividends, rights, allotments and other distributions that may be declared or paid, the record date of which is on or after the relevant exercise date of the Warrants. Record date in this context means, in relation to any dividends, rights, allotments or other distributions, the date at the close of business (or such other times as may be notified by the Company) on which members must be registered in order to participate in such dividends, rights, allotments or other distributions.

Copies of the Exercise Notice will be posted out to all Warrant Holders whose names appear in the Register of Warrant Holders and in the Depository Register as at 20 July 2015.

**LAST DAY FOR TRADING IN WARRANTS**

The last day for trading in the Warrants on the Singapore Exchange Securities Trading Limited ("SGX-ST") will be 20 August 2015 and trading will cease with effect from 9.00 A.M. on 21 August 2015. The Warrants will then be delisted from the Catalist Board with effect from 9.00 A.M. on 28 August 2015.

**AFTER THE CLOSE OF BUSINESS AT 5.00 P.M. ON THURSDAY, 27 AUGUST 2015, ANY SUBSCRIPTION RIGHTS UNDER THE WARRANTS WHICH HAVE NOT BEEN EXERCISED AS AFORESAID WILL LAPSE AND EVERY WARRANT WILL THEREAFTER CEASE TO BE VALID FOR ANY PURPOSE WHATSOEVER.**

**By Order of the Board**

Terence Tea Yeok Kian  
Executive Chairman  
01 July 2015

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), RHT Capital Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Company's Sponsor has not independently verified the contents of this Notice including the correctness of any of the figures used, statements or opinions made.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Amanda Chen, Registered Professional, RHT Capital Pte Ltd, 6 Battery Road #10-01, Singapore 049909, telephone (65) 6381 6757.