

XPRESS HOLDINGS LTD
(Incorporated in the Republic of Singapore)
(Company Registration Number 199902058Z)

**PROPOSED SUBSCRIPTION OF SHARES IN THE CAPITAL OF XPRESS HOLDINGS LTD AND
PROPOSED ISSUE OF DETACHABLE FREE WARRANTS – APPROVAL IN-PRINCIPLE**

1. INTRODUCTION

The board of directors (the “**Board**”) of Xpress Holdings Ltd (the “**Company**”) refers to the announcement by the Company dated 11 June 2015 in relation to the approval in-principle (the “**AIP**”) granted by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 11 June 2015 for the listing and quotation of 1,100,000,000 new ordinary shares in the capital of the Company (the “**Placement Shares**”) to be issued by the Company (the “**Placement**”) to Mr Ma Wei Dong (the “**Investor**”) and up to 2,200,000,000 new ordinary shares in the capital of the Company (the “**New Shares**”) to be allotted and issued by the Company upon the exercise of the 2,200,000,000 unlisted and detachable free warrants in registered form to be issued by the Company together with the Placement Shares (the “**Proposed Warrants Issue**”) to the Investor, on the Official List of the SGX-ST (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

2. APPROVAL IN-PRINCIPLE

2.1 The Company wishes to clarify that the AIP is subject to the following:

- 2.1.1** compliance with the SGX-ST's listing requirements;
- 2.1.2** Shareholders' approval for the Placement, the Proposed Warrants Issue and the New Shares to be issued pursuant to the Proposed Warrants Issue;
- 2.1.3** submission of the following documents:
 - (i) a written undertaking from the Company that it will comply with Rule 704(3) and Rule 1207(20) of the Listing Manual of the SGX-ST (the “**Listing Manual**”) in relation to the use of the proceeds from the proposed placement of shares 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;
 - (ii) a written undertaking from the Company that it will comply with Rule 803 of the Listing Manual;
 - (iii) a written confirmation from the Company that the terms of the Proposed Warrants Issue comply with Rule 829(1) of the Listing Manual;
 - (iv) a written undertaking from the Company to announce any adjustments made pursuant to Rule 829(1) of the Listing Manual;

- (v) a written undertaking from the Company that it will comply with Rule 831 of the Listing Manual;
- (vi) a written confirmation from the Company that it will not issue the Placement Shares or New Shares to persons prohibited under Rule 812(1) of the Listing Manual; and

2.1.4 the Placement Shares having to be placed out within seven market days from the Shareholders' meeting to be convened.

2.2 The Company will be submitting the required documents to comply with the AIP.

2.3 The AIP is not an indication of the merits of any of the Proposed Subscription, the Placement Shares, the Proposed Warrants Issue, the Warrants, the New Shares, the Company and/or its subsidiaries.

3. EXTRAORDINARY GENERAL MEETING

The Company will convene an extraordinary general meeting ("**EGM**") to seek the approval of the Shareholders by way of ordinary resolutions for, *inter alia*, Proposed Subscription and the Proposed Warrants Issue. Further details of the Proposed Subscription, the Proposed Warrants Issue and the notice of the EGM will be despatched in a circular to the Shareholders in due course.

By Order of the Board
XPRESS HOLDINGS LTD

Fong Kah Kuen
Non-Executive Director
22 June 2015