

E2-CAPITAL HOLDINGS LIMITED
(Company Registration No.: 200814792H)
(Incorporated in the Republic of Singapore on 28 July 2008)

**PROPOSED SHARE CONSOLIDATION AND PROPOSED CAPITAL REDUCTION
– NOTICE OF BOOKS CLOSURE DATE**

1. INTRODUCTION

The board of directors (the “**Board**”) of **E2-CAPITAL HOLDINGS LIMITED** (the “**Company**”) refers to the Company’s announcements made on 17 September 2014, 19 January 2015, 6 May 2015, 22 July 2015, 28 July 2015, 21 August 2015, 18 September 2015, 25 September 2015 and 26 October 2015 (the “**Earlier Announcements**”), and the circular to shareholders of the Company (the “**Shareholders**”) dated 18 September 2015 (the “**Circular**”), in relation to, *inter alia*, the Proposed Acquisition, Proposed Share Consolidation and Proposed Capital Reduction.

The Proposed Acquisition, Proposed Share Consolidation and Proposed Capital Reduction was approved by Shareholders at the extraordinary general meeting held on 26 October 2015.

All capitalised terms, unless otherwise defined herein or as the context otherwise requires, shall have the same meanings given to them in the Circular.

2. NOTICE OF BOOKS CLOSURE DATE FOR THE PROPOSED SHARE CONSOLIDATION EXERCISE

- 2.1 **NOTICE IS HEREBY GIVEN** that the Register of Members and share transfer books of the Company will be closed at 5.00 p.m. on 17 November 2015 (the “**Books Closure Date**”) for the purposes of determining the entitlements of Shareholders to the Consolidated Shares under the Proposed Share Consolidation.
- 2.2 Under the Proposed Share Consolidation, every three (3) Shares registered in the name or standing to the credit of the Securities Account (as the case may be) of each Shareholder or depositor as at the Books Closure Date will be consolidated into one (1) Consolidated Share, fractional entitlements to be disregarded.
- 2.3 The Proposed Share Consolidation shall be effective from 9.00 a.m. on the Market Day immediately following the Books Closure Date, being 18 November 2015 (the “**Effective Date**”), whereupon the Register of Members and the Depository Register will be updated to reflect the number of Consolidated Shares held by Shareholders and depositors based on their shareholdings in the Company as at the Books Closure Date.
- 2.4 Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of the existing Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions thereof arising from the Proposed Share Consolidation will be disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation will be dealt with in such manner and on such terms as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i)

aggregating and selling the same and retaining the net proceeds for the benefit of the Company, and (ii) purchasing and cancelling the same or holding the same as treasury shares. Shareholders should note that where fractions of shares are dealt with in the manner set out above, they will not be entitled to any proceeds derived from any such dealings or to any interest or share of revenue or other benefit arising therefrom.

- 2.5 The Consolidated Shares in issue will rank *pari passu* in all respects with each other and will be traded in board lots of 100 Consolidated Shares.

3. SHARE CERTIFICATES

3.1 Deposit of Share Certificates with CDP

Shareholders (other than CDP) who hold old physical share certificates for existing Shares ("**Old Share Certificates**") in their own names and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts maintained with CDP must deposit their Old Share Certificates, together with the duly executed instruments of transfer in favour of CDP, no later than twelve (12) Market Days prior to the Books Closure Date.

After the Books Closure Date, CDP will only accept for deposit share certificates for Consolidated Shares ("**New Share Certificates**"). Shareholders who wish to deposit their Old Share Certificates with CDP after the Books Closure Date must first deliver their Old Share Certificates to the Singapore Share Registrar of the Company, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-00, Singapore 068898, for cancellation and issue of New Share Certificates in replacement thereof as described below. Upon receipt of the New Share Certificates in their own names, Shareholders may proceed to deposit these New Share Certificates with CDP.

3.2 Issue of New Share Certificates

Shareholders who have deposited their Old Share Certificates with CDP at least twelve (12) Market Days prior to the Books Closure Date need not take any action. The Company will arrange with CDP to facilitate the exchange of New Share Certificates pursuant to the Proposed Share Consolidation.

Shareholders who have not deposited their Old Share Certificates as aforesaid or who do not wish to deposit their Old Share Certificates with CDP are advised to forward all their Old Share Certificates to the Share Registrar of the Company, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-00, Singapore 068898, as soon as possible after the date of this announcement, and preferably, not later than five (5) Market Days after the Books Closure Date, for cancellation and exchange for New Share Certificates.

No receipt will be issued by the Share Registrar for the receipt of the Old Share Certificates tendered. The New Share Certificates will be sent by ordinary mail to the registered addresses of the Shareholders at their own risk within ten (10) Market Days from the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is later.

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have been tendered to the Share Registrar for cancellation.

Shareholders should notify the Share Registrar of the Company, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-00, Singapore 068898, if they have lost any of their existing Old Share Certificates or if there is any change in their respective addresses from that reflected in the Register of Members of the Company.

3.3 **Share Certificates not valid for settlement of trades on the SGX-ST**

Shareholders who hold physical share certificates are reminded that their Old Share Certificates will not be valid for settlement of trading in Consolidated Shares on the SGX-ST (as the Company is under a book-entry (scripless) settlement system) but will continue to be accepted by the Share Registrar for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period. The New Share Certificates will not be valid for delivery for trades done on the SGX-ST although they will continue to be *prima facie* evidence of legal title.

4. **TRADING ARRANGEMENTS FOR THE CONSOLIDATED SHARES AND ODD LOTS**

4.1 **Trading Arrangements for the Consolidated Shares**

With effect from 9.00 a.m. on 13 November 2015 (the “**Effective Trading Date**”), trading in the Shares will be in board lots of 100 Consolidated Shares. Accordingly, every three (3) Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

As an update to the section entitled “Indicative Timetable” in the Circular, the Company wishes to inform Shareholders that the suspension of trading of Shares (including the Consolidated Shares on the Effective Trading Date) is expected to occur at 5.00 p.m. on 12 November 2015.

4.2 **Trading Arrangements for Odd Lots**

The Shares are currently traded in board lots of 100 Shares in the ready market. Following the Proposed Share Consolidation, the Securities Accounts of Depositors may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of 100 Consolidated Shares).

The market for trading of such odd lots of Consolidated Shares may be illiquid. Depositors who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade such odd lots of Consolidated Shares on the SGX-ST should note that odd lots of Consolidated Shares can be traded on the unit share market which, following the Proposed Share Consolidation, would allow trading in odd lots with a minimum size of one (1) Consolidated Share.

5. **NOTICE OF BOOKS CLOSURE DATE FOR THE PROPOSED CAPITAL REDUCTION EXERCISE**

5.1 **NOTICE IS HEREBY GIVEN** that, subject to the Proposed Capital Reduction being effective⁽¹⁾⁽²⁾, the Register of Members and share transfer books of the Company will be closed as at 5.00 p.m. on 17 November 2015 (the “**Cash Distribution Books Closure Date**”)

for the purpose of determining shareholders' entitlements to the Proposed Cash Distribution pursuant to the Proposed Capital Reduction.

- 5.2 Duly completed transfers of Shares received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #02-00, Singapore 068898, up to 5.00 p.m. on 17 November 2015 will be registered to determine Shareholders' entitlements to the Proposed Cash Distribution.
- 5.3 Shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 17 November 2015 will be entitled to the Proposed Cash Distribution.

6. ADMINISTRATIVE PROCEDURES FOR THE PROPOSED CAPITAL REDUCTION EXERCISE

6.1 Cash Distribution Books Closure Date

- (a) Persons registered in the register of members of the Company and Depositors whose Securities Accounts are credited with Shares as at the Cash Distribution Books Closure Date will be considered for purposes of the Proposed Capital Reduction on the basis of the number of such Shares registered in their names or standing to the credit of their Securities Accounts as at the Cash Distribution Books Closure Date (the "**Entitled Shareholders**"). Accordingly, the Entitled Shareholders will receive a sum of HK\$0.035 for each Share held by them as at the Cash Distribution Books Closure Date.

6.2 Payment of the Proposed Cash Distribution

Payment pursuant to the Proposed Cash Distribution will be made in the following manner:

- (a) Shareholders holding scrip Shares

Shareholders whose Shares are registered in the register of members of the Company as at the Cash Distribution Books Closure Date will have the cheques for payment of their entitlements to the Proposed Cash Distribution under the Proposed Capital Reduction despatched to them by ordinary post at their own risk addressed to their respective addresses in the register of members. The Company shall not be liable for any loss in transmission.

- (b) Depositors

Shareholders who are Depositors and who have Shares standing to the credit of their Securities Accounts will have the cheques for payment of their respective entitlements to the Proposed Cash Distribution under the Proposed Capital Reduction despatched to them by CDP by ordinary post at their own risk. Neither the Company nor CDP shall be responsible or liable for any loss in transmission. Alternatively, such Depositors will have payment of their respective entitlements to the Proposed Cash Distribution under the Proposed Capital Reduction made in such other manner as they may have agreed with CDP for the payment of dividends or other distributions on the Expected Payment Date. Shareholders who hold Shares registered in their own names in the Register of Members and who wish to deposit their Shares with CDP prior to the Cash Distribution Books Closure Date must deliver their existing share certificates in respect of their Shares, together with the duly executed instruments of transfer in favour of CDP, at least twelve (12) Market Days prior to the Cash

Distribution Books Closure Date in order for their Securities Accounts to be credited with the relevant Shares by the Cash Distribution Books Closure Date.

7. INDICATIVE TIMETABLE

The table below sets out the indicative timetable for the Proposed Share Consolidation and Proposed Capital Reduction.

Time and Date	Event
17 November 2015 at 5.00 p.m.	Books Closure Date for the Proposed Share Consolidation and Proposed Capital Reduction
18 November 2015 at 9.00 a.m.	Effective date of the Proposed Share Consolidation
9 December 2015 ⁽¹⁾	Effective date of the Proposed Capital Reduction
11 January 2016	Expected payment date for the Proposed Cash Distribution pursuant to the Proposed Capital Reduction

The Company will be making an announcement on the confirmation of the Proposed Capital Reduction after it has complied with all the requirements under Section 78E of the Companies Act with respect to the Proposed Capital Reduction.

8. CONTACT INFORMATION

The address of the Company's Share Registrar, Tricor Barbinder Share Registration Services, is as follows:

80 Robinson Road
#02-00
Singapore 068898

The address of CDP is as follows:

9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588

BY ORDER OF THE BOARD

Lee Gee Aik
Executive Vice Chairman

6 November 2015

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, 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 Catalyst. 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 assumes 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 Mr. Thomas Lam, Associate Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (+65) 6229 8020.

Notes:

1. The Proposed Capital Reduction is effective only after the expiry of the six week period from the Resolution Date for creditors to apply to court for the cancellation of the Special Resolution and provided that no such application was made to court during the six week period, which will expire on 8 December 2015; and
2. The Special Resolution was duly passed by the Shareholders at the EGM held on 26 October 2015.