

**UPDATE ON THE PRE-CONDITIONAL MANDATORY CASH OFFER TO ACQUIRE ALL THE ISSUED AND PAID UP ORDINARY SHARES IN THE CAPITAL OF OCEAN SKY INTERNATIONAL LIMITED**

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**1. INTRODUCTION**

The board of directors of Ezion Holdings Limited (the “**Offeror**”) refers to the pre-conditional mandatory cash offer announcement dated 30 September 2013 (the “**Pre-Conditional Announcement**”) in relation to a pre-conditional mandatory cash offer by the Offeror for all the issued and paid up ordinary shares in the capital of Ocean Sky International Limited (the “**Company**”), other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it, the announcement dated 3 October 2014, and the update announcements to the Pre-conditional Announcement dated 30 October 2013, 30 November 2013, 30 December 2013 and 30 January 2014.

Capitalised terms not otherwise defined in this announcement (the “**Announcement**”) shall bear the meanings given to them in the Pre-Conditional Announcement.

**2. TERMINATION OF THE TRANSACTIONS AND LAPSE OF THE OFFER**

The board of directors of the Offeror wishes to announce that the SGX-ST has informed the Company that the transactions amount to a reverse takeover, pursuant to Rule 1015 of the Listing Manual.

As this will result in protracted timings, the parties do not wish to extend the transactions and have decided not to proceed. Accordingly, the agreements relating to the transactions have been terminated.

As disclosed in the Pre-Conditional Offer Announcement, the Offer and the ESOS Options Proposal will not be made unless and until the Conditions Precedents are satisfied and/or waived and Completion occurs in accordance with the terms of the Subscription Agreement. As the Conditions Precedents have not been fulfilled in accordance with the terms of the Subscription Agreement, the Offer has lapsed.

**Shareholders are advised to exercise caution when dealing or trading in the shares of the Offeror, and should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.**

### **3. RESPONSIBILITY STATEMENT**

The directors of the Offeror (the “**Directors**”) (who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from the Pre-Conditional Announcement or any published or otherwise publicly available sources (including, without limitation, in relation to the Company or its subsidiaries), the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

#### **BY ORDER OF THE BOARD**

Lim Ka Bee  
Company Secretary  
12 February 2014