

**PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS CUM WARRANTS ISSUE**  
**- RECEIPT OF SIC WAIVERS**

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1. The board of directors (the “**Board**”) of F J Benjamin Holdings Ltd (the “**Company**”) refers to the announcement made by the Company on 23 October 2017 (the “**Rights Issue Announcement**”), relating to the Rights cum Warrants Issue. Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings as ascribed to them in the Rights Issue Announcement.
2. As set out in the Rights Issue Announcement, the fulfilment by the Benjamin Family and Lim Eng Hock of their obligations under the Irrevocable Undertakings and subscription for the Rights Shares with Warrants and Excess Rights Shares with Warrants, if applicable, in connection with the Rights cum Warrants Issue may result in the Benjamin Family and/or Lim Eng Hock acquiring 30% or more of the voting rights of the Company. In such event, the Benjamin Family and/or Lim Eng Hock, as the case may be, and parties acting in concert with it/them would incur an obligation to make a mandatory general offer for the Company under Rule 14.1 of the Singapore Code on Take-overs and Mergers (“**Code**”), unless such obligation to make a mandatory general offer is waived by the Securities Industry Council (“**SIC**”).
3. Accordingly, on 7 November 2017, an application was made to the SIC (“**SIC Application**”) to seek a waiver of the obligations of the Benjamin Family and Lim Eng Hock, and the parties acting in concert with them (the Benjamin Family and the parties acting in concert with them, the “**Benjamin Group**”, Lim Eng Hock and the parties acting in concert with him, the “**Peter Lim Group**”), to make a mandatory general offer as a result of the subscription of Rights Shares with Warrants pursuant to the Rights cum Warrants Issue and the Irrevocable Undertakings.
4. Further to the SIC Application, on 15 November 2017, the Benjamin Family informed the Company that pursuant to their Irrevocable Undertakings, they intend for Frank J Benjamin to, for and on behalf of the Benjamin Family, subscribe and pay in full, for the Benjamin Family’s entire *pro rata* entitlement to the Rights Shares with Warrants in relation to the Shares held by the Benjamin Family as at the Books Closure Date, as well as for all Excess Rights Shares with Warrants that the Benjamin Family will be taking up pursuant to their Irrevocable Undertakings.
5. As marked out clearly in the table set out in Appendix A, in fulfilling the Benjamin Family’s obligations under the Irrevocable Undertakings in the manner as detailed in paragraph 4 of this announcement, the aggregate interest (direct and deemed) of Frank J Benjamin may, under certain scenarios, cross the mandatory offer threshold of 30% as set out in Rule 14.1 of the Code.
6. A further application was made to the SIC on 27 November 2017, to seek a ruling from the SIC that a mandatory general offer for the Company under Rule 14.1 of the Code need not be made by any of the Benjamin Group or Frank J Benjamin, as a result of the Rights cum Warrants Issue and by reason of the Benjamin Family fulfilling their obligations under the Irrevocable Undertakings under the Rights cum Warrants Issue, and Frank J Benjamin fulfilling the Benjamin Family’s obligations under the Irrevocable Undertakings in the manner as detailed in paragraph 4 of this announcement.

7. The Board is pleased to announce that the SIC has on 15 January 2018:
- (a) waived the requirement for Frank J Benjamin to make a general offer for the Company under Rule 14.1 of the Code in the event he incurs an obligation to do so as a result of acquiring the Rights Shares and the Warrant Shares upon exercise of the Warrants (the "**Benjamin Family Waiver**"), subject to the following conditions:
    - (i) a majority of holders of voting rights of the Company approve at a general meeting, before the issue of the Rights Shares cum Warrants, a resolution (the "**Whitewash Resolution**") by way of a poll to waive their right to receive a general offer from Frank J Benjamin;
    - (ii) the Whitewash Resolution is separate from other resolutions;
    - (iii) the Benjamin Group, as well as parties not independent of them abstain from voting on the Whitewash Resolution;
    - (iv) the Benjamin Group did not acquire and are not to acquire any shares in the Company or instruments convertible into and options in respect of shares in the Company (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new shares in the Company which have been disclosed in the circular):-
      - (A) during the period between the announcement of the Rights cum Warrants Issue and the date shareholders' approval is obtained for the Whitewash Resolution; and
      - (B) in the six (6) months prior to the announcement of the Rights cum Warrants Issue but subsequent to negotiations, discussions or the reaching of understandings or agreements with the directors of the Company in relation to the Rights cum Warrants Issue;
    - (v) the Company appoints an independent financial adviser to advise its independent shareholders on the Whitewash Resolution;
    - (vi) the Company sets out clearly in its circular to shareholders:-
      - (A) details of the Rights cum Warrants Issue, including the Irrevocable Undertakings;
      - (B) the possible dilution effect to existing holders of voting rights of the Company upon the issue of the Rights Shares and Warrant Shares to Frank J Benjamin;
      - (C) the number and percentage of voting rights in the Company as well as the number of instruments convertible into, rights to subscribe for and options in respect of shares in the Company held by the Benjamin Group as at the latest practicable date;
      - (D) the number and percentage of voting rights to be issued to Frank J Benjamin upon the acquisition of the Rights Shares and the exercise of the Warrants;
      - (E) specific and prominent reference to the fact that the issue of the Rights Shares and Warrant Shares to Frank J Benjamin might result in the Benjamin Group holding shares carrying over 49% of the voting rights of the Company based on its enlarged issued share capital, and the fact that the Benjamin Group would thereafter be free to acquire further shares in the Company without incurring any obligation under Rule 14 of the Code to make a general offer;

- (F) that shareholders, by voting for the Whitewash Resolution, are waiving their rights to a general offer from Frank J Benjamin at the highest price paid by the Benjamin Group for the Company's shares in the past six (6) months preceding the commencement of the offer;
  - (G) that shareholders by voting for the Whitewash Resolution, could be forgoing the opportunity to receive a general offer from another person who may be discouraged from making a general offer in view of the potential dilution effect of the Warrants;
- (vii) the circular by the Company to its shareholders states that the waiver granted by the SIC to Frank J Benjamin from the requirement to make a general offer under Rule 14 of the Code is subject to the conditions stated at paragraphs 7(a)(i) to 7(a)(vi) above;
  - (viii) the Company obtains the SIC's approval in advance for those parts of the circular that refer to the Whitewash Resolution; and
  - (ix) to rely on the Whitewash Resolution, the acquisition of the Rights Shares and Warrants by Frank J Benjamin must be completed within three (3) months of approval of the Whitewash Resolution, and the acquisition of Warrant Shares by Frank J Benjamin upon the exercise of the Warrants must be completed within five (5) years of the date of issue of the Warrants; and
- (b) waived the requirement for Lim Eng Hock to make a general offer for the Company under Rule 14.1 of the Code in the event he incurs an obligation to do so as a result of acquiring the Rights Shares and the Warrant Shares upon exercise of the Warrants (the "**Peter Lim Waiver**"), subject to the conditions set out in paragraphs 7(a)(i) to 7(a)(ix) (other than paragraph 7(a)(vi)(E)) above. In this connection, references to "Frank J Benjamin" and the "Benjamin Group" should refer to "Lim Eng Hock" and the "Peter Lim Group".
8. The Board would like to advise the Shareholders that although the Benjamin Family Waiver and the Peter Lim Waiver have been obtained, completion of the Rights cum Warrants Issue is subject to certain conditions being fulfilled and there is no assurance that the Rights cum Warrants Issue would be completed. Accordingly, Shareholders are advised to exercise caution before making any decision in respect of their dealings in the Company's shares. Shareholders who are in any doubt about this announcement should consult their stockbroker, bank manager, solicitor or other professional adviser.

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

Karen Chong Mee Keng  
Company Secretary  
17 January 2018

**Appendix A**

Name	As at the date of this Letter		1		2		3		4		5		6	
			After Rights cum Warrants Issue but before exercise of Warrants		After Rights cum Warrants Issue and the exercise of all the Warrants		After Rights cum Warrants Issue and the exercise of all the Warrants (except for the Warrants of the Benjamin Group)		After Rights cum Warrants Issue and the exercise of all the Warrants (except for the Warrants of Raffles and its Concert Parties)		After Rights cum Warrants Issue and the exercise of all the Warrants (except for the Warrants of the Benjamin Group and the Peter Lim Group)		After Rights cum Warrants Issue and the exercise of all the Warrants (except for the Warrants of the Peter Lim Group and Raffles and its concert parties)	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Benjamin Group	155,747,950	27.39	340,336,630	<u>37.40</u>	709,513,990	<u>44.56</u>	340,336,630	27.82	709,513,990	<u>46.75</u>	340,336,630	<u>34.56</u>	709,513,990	<u>55.47</u>
• Frank Benjamin J	39,191,000	6.89	223,779,680	24.59	592,957,040	<u>37.24</u>	223,779,680	18.29	592,957,040	<u>39.07</u>	223,779,680	22.73	592,957,040	<u>46.36</u>
• The rest of the Benjamin Group	116,556,950	20.50	116,556,950	12.81	116,556,950	7.32	116,556,950	9.53	116,556,950	7.68	116,556,950	11.83	116,556,950	9.11
Peter Lim Group	100,641,000	17.70	219,910,234	24.17	458,448,702	28.79	458,448,702	<u>37.48</u>	458,448,702	<u>30.21</u>	219,910,234	22.33	219,910,234	17.19
Raffles and its Concert Parties	62,280,000	10.95	99,648,000	10.95	174,384,000	10.95	174,384,000	14.26	99,648,000	6.57	174,384,000	17.71	99,648,000	7.79
Other shareholders	250,040,907	43.96	250,040,907	27.48	250,040,907	15.70	250,040,907	20.44	250,040,907	16.47	250,040,907	25.40	250,040,907	19.55