

XPRESS HOLDINGS LTD
(Incorporated in the Republic of Singapore)
(Company Registration No. 199902058Z)

PROPOSED CONSOLIDATION OF EVERY FORTY (40) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY INTO ONE (1) ORDINARY SHARE

— NOTICE OF BOOKS CLOSURE DATE

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**”) of Xpress Holdings Ltd (the “**Company**”) refers to the announcements released by the Company on 22 December 2015 and 4 January 2016, and the circular to shareholders of the Company (“**Shareholders**”) dated 7 January 2016 (“**Circular**”), in relation to the proposed share consolidation of every forty (40) existing ordinary shares (“**Existing Shares**”) in the capital of the Company into one (1) ordinary share (“**Consolidated Share**”), fractional entitlements to be disregarded (“**Share Consolidation**”). The Share Consolidation was approved by Shareholders at the Extraordinary General Meeting held on 22 January 2016.
- 1.2 Unless otherwise defined, all terms and references used herein shall bear the same meaning ascribed to them in the Circular.

2. NOTICE OF BOOKS CLOSURE DATE

- 2.1 NOTICE IS HEREBY GIVEN that the Register of Members and the share transfer books of the Company will be closed at 5.00 p.m. on 1 February 2016 (“**Books Closure Date**”) in order to determine the entitlements of Shareholders to the Consolidated Shares under the Share Consolidation.
- 2.2 The Share Consolidation shall be effective from 9.00 a.m. on the Market Day immediately following the Books Closure Date, being 2 February 2016 (“**Share Consolidation Effective Trading Date**”), whereupon the Register of Members and the Depository Register will be updated to reflect the number of Consolidated Shares held by Shareholders based on the number of Existing Shares held by them as at the Books Closure Date.
- 2.3 Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the 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 of a Consolidated Share arising from the Share Consolidation will be disregarded. All fractional entitlements arising from the implementation of the Share Consolidation will be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding the fractional entitlements, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company. **Shareholders who hold less than forty (40) Existing Shares as at the Books Closure Date will not be entitled to any Consolidated Shares and will no longer be Shareholders upon completion of the Share Consolidation. Such Shareholders who wish to remain as Shareholders upon completion of the Share Consolidation are advised to purchase additional Existing Shares so as to increase the number of Existing Shares held to a multiple of forty (40) Existing Shares prior to the Books Closure Date.**
- 2.4 Each Consolidated Share will rank *pari passu* in all respects with each other. The Consolidated Shares will be traded in board lots of 100 Consolidated Shares.

3. SHARE CERTIFICATES

3.1 Deposit of Share Certificates with CDP

- (a) Shareholders who hold physical share certificates for the Existing Shares in their own names ("**Old Share Certificates**") 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 with CDP, together with duly executed instruments of transfer in favour of CDP, no later than 12 Market Days prior to the Books Closure Date.
- (b) After the Books Closure Date, CDP will only accept the deposit of share certificates for Consolidated Shares ("**New Share Certificates**"). Shareholders who wish to deposit their share certificates with CDP after the Books Closure Date must first deliver their Old Share Certificates to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, for cancellation and issuance of New Share Certificates in replacement thereof as described below. Upon receipt of the New Share Certificates in their own names, Shareholders may then proceed to deposit these New Share Certificates in their own names with CDP.

3.2 Issue of New Share Certificates

- (a) Depositors and Shareholders who have deposited their Old Share Certificates with CDP at least 12 Market Days prior to the Books Closure Date need not take any action. The Company will make arrangements with CDP to effect the exchange for New Share Certificates pursuant to the Share Consolidation.
- (b) 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, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, as soon as possible after they have been notified of the Books Closure Date for cancellation and exchange for New Share Certificates, and preferably, not later than five Market Days after the Books Closure Date for cancellation and exchange for New Share Certificates. No receipt will be issued by the Share Registrar upon receipt of any Old Share Certificates. The New Share Certificates will be sent by ordinary mail to the registered addresses of Shareholders at their own risk within 10 Market Days from the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is later.
- (c) Shareholders are to deliver their respective Old Share Certificates to the Company's Share Registrar or CDP in accordance with the provisions set out above.
- (d) Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have already been tendered to the Share Registrar for cancellation.
- (e) Shareholders should notify the Share Registrar 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.

3.3 Share Certificates Not Valid for Settlement of Trades on the Mainboard of the SGX-ST

Shareholders are reminded that their Old Share Certificates are not valid for settlement of trading in the 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 ARRANGEMENT FOR THE SHARES AND ODD LOTS

4.1 Trading Arrangements for the Shares

With effect from 9.00 a.m. on 28 January 2016 (“**Effective Trading Date**”), trading in the Shares will be in board lots of 100 Consolidated Shares. Accordingly, forty (40) Existing 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 Existing Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

4.2 Trading Arrangements for Odd Lots of Consolidated Shares

The Shares are currently traded in board lots of 100 Shares in the ready market. Following the Share Consolidation, the Securities Accounts of Shareholders (being 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. Shareholders (being Depositors) who receive odd lots of Consolidated Shares pursuant to the 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 Share Consolidation, would allow trading in odd lots with a minimum size of one Consolidated Share. As odd lots of Consolidated Shares can be traded on the unit share market, no separate arrangements will be made for the trading of such odd lots.

5. INDICATIVE TIMETABLE

The table below sets out the indicative timetable for the Share Consolidation.

Time and Date	Event
22 January 2016 (Friday)	Announcement of the Notice of Books Closure Date for the Share Consolidation
5.00 p.m. on 27 January 2016 (Wednesday)	Last day for the Existing Shares to trade on a pre-Share Consolidation basis
9.00 a.m. on 28 January 2016 (Thursday)	Effective Trading Date
5.00 p.m. on 1 February 2016 (Monday)	Books Closure Date
9.00 a.m. on 2 February 2016 (Tuesday)	Share Consolidation Effective Trading Date

6. CONTACT INFORMATION

- 6.1 The address of the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., is as follows:-

Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

- 6.2 The address of CDP is as follows:-

The Central Depository (Pte) Limited
9 North Buona Vista Drive
#01-19/20
The Metropolis
Singapore 138588

By Order of the Board

Lim Huan Chiang
Executive Director and Chief Executive Officer
22 January 2016