

ANNICA HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 198304025N)

**2.0% REDEEMABLE CONVERTIBLE BONDS DUE 2018 WITH AN AGGREGATE PRINCIPAL
AMOUNT OF UP TO S\$60,000,000**

- ALLOTMENT AND ISSUANCE OF 625,000,000 CONVERSION SHARES

1. The board of directors (the “**Board**”) of Annica Holdings Limited (the “**Company**”) refers to:
- i. the Company’s Circular dated 11 December 2015 (the “**Circular**”) in relation to: (a) the issuance of up to S\$60,000,000 redeemable convertible bonds (the “**RCBs**”) to Premier Equity Fund Sub Fund F (the “**Subscriber**”) and the allotment and issuance of up to 24,000,000,000 conversion shares pursuant to the conversion of the RCBs (the “**Conversion Shares**”); (b) possible transfer of controlling interest; and (c) the allotment and issuance of up to 400,000,000 consideration shares; and
 - ii. the Company’s announcement dated 25 November 2015 (the “**Previous Announcement**”) on the receipt of the listing and quotation notice from the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for the listing and quotation of the Conversion Shares on the Catalist board of the SGX-ST (“**Catalist**”).

Unless otherwise defined, all capitalised terms herein shall bear the same meaning ascribed to them in the Circular and Previous Announcement.

2. The Board wishes to announce that in accordance with the terms and conditions of the Subscription Agreement, the Subscriber has exercised its right to convert ten (10) RCBs (Certificate Numbers A0001 to A0010) with an aggregate principal value of S\$500,000 on 15 January 2016.
3. The RCBs will be converted into 625,000,000 Conversion Shares at the Conversion Price of S\$0.0008 per Conversion Share.
4. The Conversion Price of S\$0.0008 was determined by taking 85.0% of the average of the traded volume weighted average price (the “**VWAP**”) per share of the Company (the “**Share**”) for any three (3) consecutive Trading Days determined at the sole and absolute discretion of the Bondholder, during the thirty (30) Trading Days immediately preceding the relevant Conversion Date, being 15 January 2016. The three (3) consecutive Trading Days and their average of the traded VWAP per Share are as follows:

	VWAP	Trading Day
“X”	S\$0.0011	12 January 2016
“Y”	S\$0.0010	13 January 2016
“Z”	S\$0.0010	14 January 2016

5. As such, the Conversion Price is determined by the following calculation:

$$\text{Conversion Price} = \frac{X + Y + Z}{3} \times 85.0\% = \text{S\$0.0008}$$

6. The Conversion Shares are issued free from all claims, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to the existing Shares, except that the Conversion Shares will not be entitled to any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of allotment and issuance of the Conversion Shares.
7. Following the allotment and issuance of the Conversion Shares, the number of issued and paid-up ordinary shares of the Company has increased from 1,576,985,206 to 2,201,985,206.
8. The Conversion Shares will be listed on and quoted for trading on the Catalist at 9.00 a.m. on 18 January 2016.

By Order Of the Board

Sandra Liz Hon Ai Ling
Executive Director and CEO

15 January 2016

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's Continuing Sponsor, Stamford Corporate Services Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the SGX-ST Listing Manual Section B: Rules of Catalist.*

The Sponsor has not independently verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

*The contact person for the Sponsor is Mr Bernard Lui:
Telephone number: (65) 6389 3000
Email address: bernard.lui@morganlewis.com*