



**SHC CAPITAL ASIA LIMITED**

(Incorporated in the Republic of Singapore)

(Company Registration Number: 201201631D)

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**PROPOSED SHARE CONSOLIDATION OF EVERY SEVEN (7) ORDINARY SHARES INTO ONE (1)  
CONSOLIDATED SHARE – NOTICE OF BOOKS CLOSURE DATE**

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Unless otherwise defined, capitalised terms used herein shall bear the meanings ascribed to them in the circular to shareholders of the Company (“**Shareholders**”) dated 20 November 2017 (the “**Circular**”).

**1. INTRODUCTION**

The Board of Directors of SHC Capital Asia Limited (“**Company**”) refers to the announcements dated 24 October 2016, 14 December 2016, 22 December 2016, 24 December 2016, 21 June 2017, 17 August 2017, 26 September 2017, 29 September, 17 November 2017 and 20 November 2017 in relation to the Proposed Acquisition (“**Announcements**”) and the Circular.

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

- 2.1 **NOTICE IS HEREBY GIVEN** that subject to the approval of the Shareholders for, *inter alia*, the Proposed Share Consolidation to be obtained at the EGM, the Register of Members and share transfer books of the Company will be closed at 5.00 p.m. on 22 December 2017 (“**Books Closure Date**”) for the purposes of determining the entitlements of Shareholders to the Consolidated Shares pursuant to the Proposed Share Consolidation, whereupon the Register of Members and the Depository Register will be updated to reflect the number of Consolidated Shares held by Shareholders (or depositors, as the case may be) based on their shareholdings as at the Books Closure Date.
- 2.2 Pursuant to the Proposed Share Consolidation, every seven (7) 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 26 December 2017 (“**Proposed Share Consolidation Effective Date**”). Notwithstanding that the Proposed Share Consolidation will become effective on the Proposed Share Consolidation Effective Date, the Consolidated Shares will begin trading in board lots of 100 Consolidated Shares with effect from 9.00 a.m. on 20 December 2017 (the “**Effective Trading Date**”), being the day falling three (3) Market Days before the Proposed Share Consolidation Effective Date, due to the fact that trades on the SGX-ST are settled on a “T+3” settlement cycle, that is, a purchase or sale of existing Shares on day T will be settled at T plus three (3) Market Days later.

Accordingly, seven (7) Pre-Consolidated 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 Pre-Consolidated Shares shall cease after 5.00 p.m. on 19 December 2017, being the Market Day immediately preceding the Effective Trading 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 shareholdings as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Proposed Share Consolidation will be disregarded without compensation to the affected Shareholders. Fractions of a Consolidated Share arising from the Proposed Share Consolidation may be dealt with in such manner as the Board may, in their absolute discretion, deem fit in the interests of the Company including aggregating and selling the same and retaining the net proceeds for the benefit of the Company and/or purchasing of any or all of the fractional Consolidated Shares and retaining the net proceeds of the share purchase for the benefit of the Company.
- 2.5 Each Consolidated Share will rank *pari passu* 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 who hold physical share certificates for the existing Shares in their own names ("**Existing 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 Existing Share Certificates, together with duly executed instruments of transfer in favour of CDP, no later than 12 Market Days prior to the Books Closure Date.

After the Books Closure Date, CDP will only accept deposit of new share certificates for Consolidated Shares ("**New Share Certificates**"). Shareholders who wish to deposit their Existing Share Certificates with CDP after the Books Closure Date must first deliver their Existing Share Certificates to the Company's Share Registrar and Share Transfer Agent, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road, #11-02, 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 the CDP.

#### **3.2 Issue of New Share Certificates**

Shareholders who have deposited their Existing Share Certificates with CDP at least 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 Existing Share Certificates as aforesaid or who do not wish to deposit their Existing Share Certificates with CDP are advised to forward all their Existing Share Certificates to the Company's Share Registrar and Share Transfer Agent, as soon as possible after they have been notified of the Books Closure Date, 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 Company's Share Registrar and Share Transfer Agent for the receipt of the physical Existing Share Certificates. The New Share Certificates will be sent by ordinary mail to the registered addresses of the Shareholders at their own risk within 10 Market Days from the Books Closure Date or the date of receipt of the Existing Share Certificates, whichever is later.

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Existing Share Certificates have been tendered to the Company's Share Registrar and Share Transfer Agent for cancellation.

Shareholders should notify the Company's Share Registrar and Share Transfer Agent if they have lost any of their Existing Share Certificates or if there is any change in their address from that reflected in the Register of Members of the Company.

### **3.3 Share Certificates not valid for settlement of trades on the Catalist**

Shareholders who hold physical share certificates are reminded that their Existing Share Certificates will not be valid for settlement of trading in the Consolidated Shares on the Catalist (as the Company is under a book-entry (scripless) settlement system) but will continue to be accepted for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Company's Share Registrar and Share Transfer Agent. The New Share Certificates will not be valid for delivery for trades done on the Catalist 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**

Subject to, *inter alia*, the approval for the Proposed Share Consolidation by the Shareholders at the EGM, with effect from 9.00 a.m. on the Effective Trading Date, trading in the Consolidated Shares will be in board lots of 100 Consolidated Shares. Trading in the Pre-Consolidated Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

All fractional entitlements arising upon the implementation of the Proposed Share Consolidation will be aggregated and dealt with in such manner as the Directors (as the case may be) may, in their absolute discretion, deem fit in the interest of the Company.

### **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 maintained with CDP 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 Board would like to update Shareholders that the Company will not be making an application to the SGX-ST to set up a temporary counter to allow Shareholders to trade in odd lots of Consolidated Shares as set out in the Circular as the SGX-ST has a unit share market which allows for trading of odd lots in quantity less than the board lot size of 100 shares. Accordingly, Shareholders who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade in odd lots can trade with a minimum size of one (1) Consolidated Share on the unit share market of the SGX-ST. The SGX-ST's unit share market will

enable trading in odd lots in any quantity less than one (1) board lot of the underlying Consolidated Shares in the ready market. As odd lots of Consolidated Shares can be traded on the unit share market of the SGX-ST, no separate arrangement will be made for the trading of such odd lots.

## 5 INDICATIVE TIMETABLE

The table below sets out the indicative timetable for the Proposed Share Consolidation:

| Time and date                             | Event  |
|---|--|
| 13 December 2017 (Wednesday)              | Notice of Books Closure Date   |
| 5.00 p.m. on 19 December 2017 (Tuesday)   | Last date and time for trading of existing Shares (on pre-consolidated basis)                |
| 9.00 a.m. on 20 December 2017 (Wednesday) | Effective Trading Date (commencement of trading of the Consolidated Shares on the SGX-ST)    |
| 5.00 p.m. on 22 December 2017 (Friday)    | Books Closure Date   |
| 9.00 a.m. on 26 December 2017 (Tuesday)   | Proposed Share Consolidation Effective Date (Proposed Share Consolidation becomes effective) |

## 6 CONTACT INFORMATION

The address of the Company's Share Registrar and Share Transfer Agent is as follows:

### **Tricor Barbinder Share Registration Services**

(A division of Tricor Singapore Pte. Ltd.)  
80 Robinson Road  
#11-02  
Singapore 068898

The address of CDP is as follows:

### **The Central Depository (Pte) Limited**

9 North Buona Vista Drive #01-19/20  
The Metropolis Tower 2  
Singapore 138588

## BY ORDER OF THE BOARD

Teo Yiam Beng Steven  
Interim Chief Financial Officer

13 December 2017

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This announcement has been prepared by the Company and its contents have been reviewed by the sponsor, PrimePartners Corporate Finance Pte. Ltd. ("**Sponsor**") for compliance with the Singapore Exchange Securities Trading Limited ("**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 assume 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 Ms Gillian Goh, Director, Head of Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg)).