



Ezion Holdings Limited

EZION HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No 199904364E)

PROPOSED BONUS ISSUE ON THE BASIS OF ONE BONUS SHARE FOR EVERY FIVE EXISTING ORDINARY SHARES – RECEIPT OF APPROVAL IN-PRINCIPLE FOR UP TO 263,689,329 BONUS SHARES AND 3,297,972 ADJUSTMENT SHARES

1. INTRODUCTION

The Board of Directors (the “**Directors**”) of Ezion Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the earlier announcement dated 31 July 2014 (the “**Earlier Announcement**”) in relation to the proposed bonus issue of new ordinary shares in the capital of the Company on the basis of one (1) new ordinary share (“**Bonus Share**”) for every five (5) existing ordinary shares held by shareholders of the Company (the “**Proposed Bonus Issue**”) as at a book closure date (the “**Book Closure Date**”) to be determined by the Directors for the purpose of determining the entitlements of shareholders.

Unless otherwise defined, all capitalized terms used in this announcement shall bear the same meanings and construction as ascribed to them in the Earlier Announcement.

2. RECEIPT OF APPROVAL IN-PRINCIPLE

Further to the Earlier Announcement, the Board wishes to announce that the Company has today received the approval in-principle of the SGX-ST for the admission to the Mainboard of the SGX-ST and the listing and quotation of up to 263,689,329 Bonus Shares and 3,297,972 Adjustment Shares (as defined below). The approval in-principle of the SGX-ST is subject to the following conditions:

- (a) compliance with the SGX-ST’s listing requirements; and
- (b) submission of a written confirmation from the Company that the Proposed Bonus Issue is in compliance with the relevant provisions of the Companies Act (Chapter 50) of Singapore.

Please note that the SGX-ST’s in-principle approval is not to be taken as an indication of the merits of the Proposed Bonus Issue, the Bonus Shares, the Adjustment Shares, the Company and/or its subsidiaries.

The Books Closure Date will be announced in due course.

3. ADJUSTMENT SHARES

In connection with the Bonus Issue, adjustments will be made to (i) the employee share options issued pursuant to the Ezion Employee Share Option Scheme; and (ii) the redeemable exchangeable preference shares of Teras Investments Pte. Ltd. (“**Teras REPS**”).

Employee Share Option

An additional 3,696,920 employee share options will be issued pursuant to the adjustments arising from the Bonus Issue. The listing and quotation notice in respect of the shares arising from these options was obtained on 12 November 2009.

Teras REPS

As a result of the Bonus Issue and pursuant to the terms and conditions of the Teras REPS, the Company will be making adjustments to the exchange price of the 300 outstanding Teras REPS, which will be adjusted from S\$1.8193 to S\$1.5161. Accordingly, the number of Shares to be issued upon full exchange of the Teras REPS will increase by 3,297,972 Shares (the "**Adjustment Shares**") from 16,489,858 Shares to 19,787,830 Shares.

Accordingly, the Company has applied for, and received the approval in-principle of the SGX-ST for the admission to the Mainboard of the SGX-ST and the listing and quotation of the 3,297,972 Adjustment Shares.

BY ORDER OF THE BOARD

Lim Ka Bee
Company Secretary

29 August 2014