SINGAPORE eDEVELOPMENT LIMITED
(Incorporated in Singapore)
(Company Registration No. 200916763W)

UPDATES TO PROPOSED RIGHTS CUM WARRANTS ISSUE

---

*Unless otherwise defined, capitalised terms herein shall have the same meaning as ascribed to them in the Company's announcement dated 27 July 2015 (the "**Announcement**").*

1. INTRODUCTION

The Board of Directors refers to the Announcement and wishes to update shareholders on the Proposed Rights cum Warrants Issue.

2. SIC WAIVER FROM MAKING A MANDATORY GENERAL OFFER

In participating in the proposed Rights cum Warrants Issue, the new Rights Shares and Exercised Shares to be issued to Mr Chan Heng Fai and Hengfai Business Development Pte. Ltd., may result in an obligation of their part to make a mandatory general offer under Rule 14 of the Code.

The Company had sought the approval of the SIC to grant a waiver to Mr Chan Heng Fai and Hengfai Business Development Pte. Ltd. from the obligation to make a mandatory general offer for all the remaining Shares not owned or controlled by Mr Chan Heng Fai and Hengfai Business Development Pte. Ltd.

The SIC had on 5 October 2015 granted a waiver to Mr Chan Heng Fai and Hengfai Business Development Pte. Ltd. from the requirement to make a general offer for the Company under Rule 14 of the Code in the event Mr Chan Heng Fai and Hengfai Business Development Pte. Ltd. increase their aggregate shareholding in the Company to 30% or more based on the Company's enlarged issued capital as a result of Mr Chan Heng Fai and Hengfai Business Development Pte. Ltd. subscribing for 245,000,000 Rights Shares with 2015 Warrants, 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, a resolution (the "**Whitewash Resolution**") by way of a poll to waive their right to receive a general offer from Mr Chan Heng Fai and Hengfai Business Development Pte. Ltd.;

(ii) the Whitewash Resolution is separate from other resolutions;

(iii) Mr Chan Heng Fai, Hengfai Business Development Pte. Ltd. and their concert parties, as well as parties not independent of them, abstain from voting on the Whitewash Resolution;

(iv) Mr Chan Heng Fai, Hengfai Business Development Pte. Ltd. and their concert parties 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 date of the Announcement and the date shareholders' approval is obtained for the Whitewash Resolution; and

B. in the 6 months prior to the date of the Announcement, but subsequent to negotiations, discussions or the reaching of understandings or agreements with the directors of the Company in relation to the Proposed 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 Proposed Rights cum Warrants Issue;

B. the possible dilution effect to existing holders of voting rights of the Company upon the subscription of the Rights Shares by Mr Chan Heng Fai and Hengfai Business Development Pte. Ltd.;

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 Mr Chan Heng Fai, Hengfai Business Development Pte. Ltd. and their concert parties as at the latest practicable date;

D. the number and percentage of voting rights to be issued to Mr Chan Heng Fai and Hengfai Business Development Pte. Ltd. as a result of their subscription for the Rights Shares;

E. specific and prominent reference to the fact that the subscription by Mr Chan Heng Fai and Hengfai Business Development Pte. Ltd. of the Rights Shares might result in the Mr Chan Heng Fai, Hengfai Business Development Pte. Ltd. and their concert parties holding shares carrying over 49% of the voting rights of the Company based on its enlarged issued share capital, and the fact that Mr Chan Heng Fai, Hengfai Business Development Pte. Ltd. and their concert parties would thereafter be free to acquire further shares in the Company without incurring any obligation under Rule 14 to make a general offer;

F. that shareholders, by voting for the Whitewash Resolution, are waiving their rights to a general offer from Mr Chan Heng Fai, Hengfai Business Development Pte. Ltd. and their concert parties at the highest price paid by Mr Chan Heng Fai, Hengfai Business Development Pte. Ltd. and their concert parties for the Company's shares in the past 6 months preceding the commencement of the offer;

(vii) the circular by the Company to its shareholders states that the waiver granted by the SIC to Mr Chan Heng Fai and Hengfai Business Development Pte. Ltd. from the requirement to make a general offer under Rule 14 is subject to the conditions stated in sub-paragraphs (i) to (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 by Mr Chan Heng Fai and Hengfai Business Development Pte. Ltd. must be completed within 3 months of the approval of the Whitewash Resolution.

3. EXTENSION TO THE EXERCISE PERIOD OF THE 2015 WARRANTS

In the Announcement, the Company had announced that the 2015 Warrants shall be exerciseable for a period of one year from the date of their issue.

The Company wishes to update that the exercise period (the "**Warrants Exercise Period**") shall be extended from one year to five years.

The Issue Price of S$0.03 for each Rights Share represents a premium of approximately 3.4% to the last transacted price of S$0.029 per Share on the Catalist of the SGX-ST on 7 October 2015 (being the market day immediately preceding the date of this announcement) (the "**Last Transacted Price**"). The proposed Exercise Price of S$0.03 for each Exercised Share represents a premium of approximately 3.4% to the Last Transacted Price.

Taking into consideration that the Issue Price of each Rights Share, together with the Exercise Price of each 2015 Warrant, is presently higher than Last Transacted Price, the Company believes that the extended Warrants Exercise Period will make the Proposed Rights cum Warrants Issue more attractive and in the interests of the Shareholders.

4. CAUTIONARY STATEMENT

The Board would like to advise the Shareholders that although the waiver from the SIC has been obtained, completion of the Proposed Rights cum Warrants Issue is subject to certain conditions being fulfilled and there is no assurance that the Proposed 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.

5. FURTHER INFORMATION

The Circular, containing further information on the Proposed Rights cum Warrants Issue, will be despatched to Shareholders in due course. Appropriate announcements in relation to the Proposed Rights cum Warrants Issue will also be made in due course.

BY ORDER OF THE BOARD
SINGAPORE EDEVELOPMENT LIMITED

Chan Heng Fai
Executive Director and Chief Executive Officer

8 October 2015

This announcement has been prepared by the Company and its contents have been reviewed by Hong Leong Finance Limited (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). 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 Tang Yeng Yuen, VP, Head of Corporate Finance, Hong Leong Finance Limited, at 16 Raffles Quay, #40-01A Hong Leong Building, Singapore 048581, telephone: +65 6415-9886.