

CITYNEON HOLDINGS LIMITED
(Registration Number: 199903628E)

PROPOSED PLACEMENT OF UP TO 40,000,000 ORDINARY SHARES IN THE CAPITAL OF CITYNEON HOLDINGS LIMITED AT A PLACEMENT PRICE OF S\$0.55 PER SHARE

The Board of Directors (the "**Board**") of Cityneon Holdings Limited (the "**Company**") refers to the Company's announcement dated 5 May 2016 (the "**Announcement**") relating to the placement of up to 40,000,000 ordinary shares in the capital of the Company. *Unless otherwise defined, all capitalised terms used herein bear the same meanings as in the Announcement.*

(A) IN-PRINCIPLE APPROVAL FROM THE SGX-ST

The Board is pleased to announce that the SGX-ST has on 17 May 2016 granted its in-principle approval for the listing of and quotation for up to 20,000,000 Placement Shares on the Official List of the SGX-ST, subject to the following conditions:-

- (a) Compliance with the SGX-ST's listing requirements;
- (b) Submission of the following documents:
 - (i) A written undertaking from the Company that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual in relation to the use of the proceeds from the Placement and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on use of proceeds and in the annual report;
 - (ii) A written undertaking from the Company that it will comply with Rule 803 of the Listing Manual;
 - (iii) A written undertaking from the Placement Agent that it will ensure that the Company will comply with Rule 803 of the Listing Manual;
 - (iv) A written confirmation from the Company that it will not issue the Placement Shares to persons prohibited under Rule 812(1) of the Listing Manual; and
 - (v) A written confirmation from the Placement Agent that Placement Shares will not be placed out to persons under Rule 812(1) of the Listing Manual.

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

(B) MORATORIUM UNDERTAKING FROM THE VENDORS

The Board also wishes to announce that Laviani Pte Ltd and IGV33 Investments Ltd have each undertaken not to, directly or indirectly, sell, contract to sell, offer, realise, transfer, grant any option to purchase, or otherwise dispose of, any part of their respective remaining shareholding in the share capital of the Company immediately after the Placement for a period of six months commencing from the date of completion of the Placement.

BY ORDER OF THE BOARD

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Company Secretary
17 May 2016