

JARDINE CYCLE & CARRIAGE LIMITED

(Co. Reg. No.: 196900092R)

(Incorporated in the Republic of Singapore)

PROPOSED RENOUNCEABLE UNDERWRITTEN RIGHTS ISSUE – LODGEMENT AND DESPATCH OF OFFER INFORMATION STATEMENT AND TIMETABLE OF KEY EVENTS

1. INTRODUCTION

Rights Issue. Jardine Cycle & Carriage Limited (the “**Company**”) refers to the announcements dated 18 June 2015 made by the Company in relation to the Rights Issue (the “**Rights Issue Announcements**”).

All capitalised terms used and not defined herein shall have the same meanings given to them in the Rights Issue Announcements and the Offer Information Statement (as defined below).

2. LODGEMENT AND DESPATCH OF OFFER INFORMATION STATEMENT

The Company wishes to announce that the offer information statement dated 29 June 2015 in relation to the Rights Issue (the “**Offer Information Statement**”) has today been lodged with the Monetary Authority of Singapore, and will be despatched to Entitled Shareholders (together with a copy of the provisional allotment letter (the “**PAL**”) and/or the application form for Rights Shares and excess Rights Shares (the “**ARE**”) (as the case may be)), on or around 1 July 2015. A copy of the Offer Information Statement is attached hereto.

The making of the Rights Issue may be prohibited or restricted in certain jurisdictions under their relevant securities laws. Subject to certain limited exceptions, for practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, the Rights Shares will not be offered to Shareholders with registered addresses outside of Singapore as at the Books Closure Date and who have not, at least three (3) market days prior to the Books Closure Date, provided The Central Depository (Pte) Limited (“**CDP**”) or the Company’s Share Registrar, as the case may be, with addresses in Singapore for the service of notices and documents.

3. ACCEPTANCES OF NIL-PAID RIGHTS AND APPLICATIONS FOR EXCESS RIGHTS SHARES

Acceptances of Nil-Paid Rights and (if applicable) applications for excess Rights Shares may be made by Entitled Shareholders comprising Entitled Depositors and Entitled Scripholders (both as defined below):

- (a) in the case of Shareholders with Shares standing to the credit of their securities accounts maintained with CDP (“**Securities Accounts**”) and whose registered addresses with CDP are in Singapore as at the Books Closure Date or who have, at least three (3) market days prior to the Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents (“**Entitled Depositors**”), by way of the ARE and/or made through an automated teller machine of DBS Bank Ltd. (including POSB), Oversea-Chinese Banking Corporation Limited and/or United Overseas Bank Limited and its subsidiary, Far Eastern Bank Limited (the “**Participating Banks**”), in accordance with the terms and conditions of the Offer Information Statement (an “**Electronic Application**”); and

- (b) in the case of Shareholders whose share certificates have not been deposited with CDP and who have tendered to the Company's Share Registrar valid transfers of their Shares and the certificates relating thereto for registration up to the Books Closure Date and whose registered addresses with the Company are in Singapore as at the Books Closure Date or who have, at least three (3) market days prior to the Books Closure Date, provided the Company's Share Registrar with addresses in Singapore for the service of notices and documents ("**Entitled Scripholders**"), by way of the PAL.

Investors who hold Shares under the Supplementary Retirement Scheme ("**SRS**"), Shareholders who have previously purchased Shares using their CPF account savings ("**CPF Funds**") under the CPFIS - Ordinary Account ("**CPFIS Members**") and/or investors who hold Shares through finance companies and/or Depository Agents (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore) can only accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares by instructing the relevant approved banks in which they hold their SRS accounts, their respective CPF agent banks, finance companies and/or Depository Agents, to do so on their behalf. Any acceptance and/or application made directly by the abovementioned investors through CDP, the Company's Share Registrar or the Company, or through Electronic Applications, will be rejected. For the avoidance of doubt, CPF Funds may not be used for the purchase of the Nil-Paid Rights directly from the market.

More information on the procedures for acceptance of, payment and excess application for the Rights Shares by Entitled Shareholders may be found in the Offer Information Statement, the ARE and the PAL.

Entitled Depositors or Purchasers (as defined below) who wish to accept their Nil-Paid Rights and (if applicable) apply for excess Rights Shares by way of an Electronic Application must note that Electronic Applications through ATMs of Participating Banks may not be made between 7.00 a.m. and 9.30 p.m. on Saturday, 4 July 2015, due to system maintenance.

4. TRADING PERIOD FOR NIL-PAID RIGHTS

The trading period for the Nil-Paid Rights on the Mainboard of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") will commence at **9.00 a.m. on 1 July 2015** and will end at **5.00 p.m. on 9 July 2015**.

Entitled Depositors who sell their Nil-Paid Rights during the Nil-Paid Rights trading period need not forward the ARE to a purchaser of Nil-Paid Rights traded on the Mainboard of the SGX-ST under the book-entry (scripless) settlement system during the Nil-Paid Rights trading period (a "**Purchaser**") as arrangements will be made by CDP for separate application forms for Rights Shares to be issued to Purchasers (the "**ARS**"). Purchasers should note that CDP will, on behalf of the Company, send the ARS, accompanied by the Offer Information Statement, by ordinary post and at the Purchaser's own risk, to their respective Singapore addresses as maintained in the records of CDP. For the avoidance of doubt, only Entitled Shareholders (and not Purchasers or renounees of Entitled Shareholders) shall be entitled to apply for additional Rights Shares in excess of their Nil-Paid Rights.

Purchasers whose registered addresses with CDP are outside Singapore ("**Foreign Purchasers**") are advised that their participation in the Rights Issue may be restricted or prohibited by the laws of the jurisdiction in which they are located or resident. The Offer Information Statement and its accompanying documents will not be despatched to Foreign Purchasers. Subject to compliance with applicable laws, Foreign Purchasers who wish to accept the Nil-Paid Rights credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

5. COLLECTION OF OFFER INFORMATION STATEMENT

Entitled Shareholders who do not receive the Offer Information Statement and its accompanying documents on or around 1 July 2015 may obtain copies of the documents from CDP or the Company's Share Registrar, as the case may be, at their respective addresses as follows:

<u>CDP</u>	<u>Share Registrar</u>
The Central Depository (Pte) Limited #01-19/20 The Metropolis 9 North Buona Vista Drive Singapore 138588	M & C Services Private Limited 112 Robinson Road #05-01 Singapore 068902

CPFIS Members who do not receive the Offer Information Statement from their respective approved CPF agent banks may obtain copies of the Offer Information Statement from the Company's Share Registrar (at the address stated above).

Purchasers who do not receive the ARS and/or the Offer Information Statement may also obtain copies of the same from CDP (at the address stated above).

6. IMPORTANT DATES AND TIMES

Entitled Shareholders and Purchasers should take note of the following important dates and times in respect of the Rights Issue:

Lodgement of the Offer Information Statement with MAS	: 29 June 2015
Despatch of Offer Information Statement, the AREs and the PALs (as the case may be) to Entitled Shareholders	: 1 July 2015
Commencement of acceptance of and payment for Rights Shares	: 1 July 2015 at 9.00 a.m.
Commencement of trading of Nil-Paid Rights	: 1 July 2015 at 9.00 a.m.
Last date and time for splitting and trading of Nil-Paid Rights	: 9 July 2015 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares ⁽¹⁾	: 15 July 2015 at 5.00 p.m. for CDP (Entitled Depositors) and Share Registrar (Entitled Shareholders) 15 July 2015 at 9.30 p.m. for Electronic Applications through ATMs of Participating Banks
Last date and time for renunciation of and payment for Rights Shares	: 15 July 2015 at 5.00 p.m.
Last date and time for application and payment for excess Rights Shares ⁽¹⁾	: 15 July 2015 at 5.00 p.m. for CDP (Entitled Depositors) and Share Registrar (Entitled

Shareholders)

15 July 2015 at 9.30 p.m. for Electronic Applications through ATMs of Participating Banks

Expected date for issuance of the Rights Shares	:	23 July 2015
Expected date when the Securities Accounts of Entitled Depositors are credited with Rights Shares	:	23 July 2015
Expected date for refund of unsuccessful applications (if made through CDP)	:	24 July 2015
Expected date and time for the listing and commencement of trading of Rights Shares	:	24 July 2015 from 9.00 a.m.

Note:

- (1) For investors who hold Shares under the SRS, or through finance companies or Depository Agents, such investors will receive notification letter(s) from their respective approved banks in which they hold their SRS Accounts, respective finance companies or Depository Agents and/or CPF agent banks (for investors who had bought Shares under the CPF Investment Scheme – Ordinary Account). Such investors should refer to these notification letter(s) for details of the last date and time to submit applications for the Nil-Paid Rights to their respective approved banks, finance companies, Depository Agents and/or CPF agent banks. Any acceptance and/or application for the Nil-Paid Rights made directly by these investors to CDP, the Share Registrar or the Company or through Electronic Applications at ATMs of Participating Banks, will be rejected.

The above timetable is indicative only and is subject to change. The Company may, upon consultation with the Joint Underwriters of the Rights Issue and with the approval of the SGX-ST, modify the above timetable subject to any limitations under any applicable laws. In such an event, the Company will publicly announce the same through a SGXNET announcement to be posted on the website of the SGX-ST at <http://www.sgx.com>.

Approval in-principle has been obtained from the SGX-ST for the dealing in, listing of and quotation of the Rights Shares on the Mainboard of the SGX-ST, subject to certain conditions which have been disclosed in the Rights Issue Announcements dated 18 June 2015. The approval in-principle granted by the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Nil-Paid Rights, the Company and/or its subsidiaries.

7. GENERAL

Further announcements. Where appropriate, further details will be disclosed in subsequent announcements.

By Order of the Board

Ho Yeng Tat
Group Company Secretary

Singapore, 29 June 2015

IMPORTANT NOTICE

This Announcement is for information only and does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, any Rights Shares or to take up any entitlements to Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful. No person should acquire any Rights Shares except on the basis of the information contained in the Offer Information Statement. The information contained in this Announcement is not for release, publication or distribution to persons in the United States and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations. The issue, exercise or sale of Rights Shares and the acquisition or purchase of the Rights Shares are subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

The distribution of this Announcement, the Offer Information Statement, the provisional allotment letters and/or the application forms for Rights Shares and excess Rights Shares into jurisdictions other than Singapore may be restricted by law. Persons into whose possession this Announcement and such other documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this Announcement.

This release is not an offer for sale of securities in the United States or elsewhere. The Nil-Paid Rights, the Rights Shares, the provisional allotment letters and/or the application forms for Rights Shares and excess Rights Shares have not been and will not be registered under the United States Securities Act of 1933 (the "Securities Act"), and may not be offered or sold in the United States unless registered under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, registration under the Securities Act. There will be no public offering of securities in the United States.