

AA GROUP HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200412064D)
(the “**Company**”)

THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS CUM WARRANTS ISSUE OF UP TO 962,762,010 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY WITH UP TO 962,762,010 FREE DETACHABLE UNLISTED WARRANTS, ON THE BASIS OF TEN (10) RIGHTS SHARES FOR EVERY ONE (1) EXISTING ORDINARY SHARE IN THE CAPITAL OF THE COMPANY HELD AS AT THE BOOKS CLOSURE DATE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED, AND ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED WITH EACH WARRANT CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) NEW ORDINARY SHARE IN THE CAPITAL OF THE COMPANY

1. INTRODUCTION

The Board of Directors (the “**Board**”) of AA Group Holdings Ltd. (the “**Company**”) refers to the Company’s circular dated 31 October 2016 (the “**Circular**”) in relation to the Company’s proposed renounceable non-underwritten rights cum warrants issue of up to 962,762,010 new ordinary shares in the capital of the Company (“**Rights Shares**”) with up to 962,762,010 free detachable unlisted warrants (“**Warrants**”), on the basis of ten (10) Rights Shares for every one (1) existing ordinary share in the capital of the Company held as at the books closure date to be determined, fractional entitlements to be disregarded, and one (1) Warrant for every one (1) Rights Share subscribed with each Warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company (“**Proposed Rights Cum Warrants Issue**”) as well as the Company’s previous announcements dated 28 June 2016, 4 October 2016 and 18 November 2016 (the “**Previous Announcements**”).

Unless otherwise defined, all capitalised terms and references used herein shall bear the same meaning ascribed to them in the Circular and the Previous Announcements.

2. LODGEMENT AND DESPATCH OF THE OFFER INFORMATION STATEMENT AND ITS ACCOMPANYING DOCUMENTS

The Board wishes to announce that the offer information statement dated 29 November 2016 (the “**Offer Information Statement**”) has been lodged with the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) acting as agent for and on behalf of the Monetary Authority of Singapore (the “**Authority**”) on 29 November 2016.

Copies of the Offer Information Statement, together with a copy of the Application Form for Rights Shares and Excess Rights Shares (the “**ARE**”) and the Provisional Allotment Letter (the “**PAL**”), as the case may be, will be despatched by the Company to the Entitled Shareholders on or around 1 December 2016. For practical reasons and in order to avoid any violation of the securities legislation applicable in jurisdictions other than Singapore, the Rights cum Warrants Issue is only made in Singapore and the Offer Information Statement and its accompanying documents will not be despatched to Foreign Shareholders or into any jurisdiction outside Singapore. Accordingly, Foreign Shareholders will not be entitled to participate in the Rights cum Warrants Issue.

3. ACCEPTANCES OF PROVISIONAL ALLOTMENTS OF RIGHTS SHARES AND (IF APPLICABLE) APPLICATION FOR EXCESS RIGHTS SHARES

Acceptances of provisional allotments of Rights Shares and (if applicable) applications for excess Rights Shares under the Rights cum Warrants Issue may only be made:

- (i) in the case of Entitled Depositors, on the ARE or by way of an Electronic Application through an ATM of the Participating Banks; or
- (ii) in the case of Entitled Scripholders, on the PAL.

More information on the procedures for, and terms and conditions applicable to, acceptance, renunciation, splitting and/or sale of the provisional allotments of Rights Shares and for the

application for excess Rights Shares, including the different modes of acceptances or applications and payments are set out in the Offer Information Statement, the Application Form for Rights Shares (the “**ARS**”), the ARE and the PAL.

4. **TRADING PERIOD FOR THE PROVISIONAL ALLOTMENTS OF RIGHTS SHARES**

The trading period for the provisional allotments of Rights Shares (the “**nil-paid**” rights”) on Catalist commences from 9.00 a.m. on 1 December 2016 and ends at 5.00 p.m. on 9 December 2016. Entitled Depositors who sell their “nil-paid” rights during this period do not need to forward the ARE to the purchasers of the provisional allotments of Rights Shares (the “**Purchasers**”) as arrangements will be made by CDP for separate copies of the Offer Information Statement and the ARS to be issued to the Purchasers. Purchasers should note that CDP will, for and on behalf of the Company, send the Offer Information Statement and the ARS, **BY ORDINARY POST AND AT THE PURCHASERS’ OWN RISK**, to their respective Singapore addresses as maintained in the records of CDP.

The Offer Information Statement and its accompanying documents will not be despatched to Purchasers whose registered addresses with CDP are outside of Singapore (the “**Foreign Purchasers**”). Foreign Purchasers who wish to accept the provisional allotments of Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore. The Company reserves the right to reject any acceptance of the Rights Shares and/or any application for excess Rights Shares where it believes, or has any reason to believe, that such acceptance or application may violate the applicable legislation of any jurisdiction.

5. **COLLECTION OF THE OFFER INFORMATION STATEMENT**

Entitled Shareholders who do not receive the Offer Information Statement and its accompanying documents on or around 1 December 2016 may, for the period up to 5.00 p.m. on 15 December 2016 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), obtain copies of the same from CDP or the Share Registrar, as the case may be, at the following addresses:

CDP (in the case of Entitled Depositors)

The Central Depository (Pte) Limited

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

Share Registrar (in the case of Entitled Shareholders)

Boardroom Corporate & Advisory Services Pte Ltd

50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

Purchasers who do not receive the ARS and the Offer Information Statement may also obtain copies of the same from CDP (at the address stated above) for the period up to 5.00 p.m. on 15 December 2016 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

6. **EXPECTED TIMETABLE OF KEY EVENTS**

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

Lodgement of the Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority:	29 November 2016
Despatch of the Offer Information Statement, ARE and PAL (as the case may be) to Entitled Shareholders :	1 December 2016
Commencement of trading of “nil-paid” rights :	1 December 2016 at 9.00 a.m.

Last date and time for splitting and trading of "nil-paid" rights :	9 December 2016 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares with Warrants :	15 December 2016 at 5.00 p.m. (9.30 p.m. for Electronic Applications via ATM of Participating Banks)
Last date and time for acceptance of and payment for Rights Shares with Warrants by renouncees :	15 December 2016 at 5.00 p.m. (9.30 p.m. for Electronic Applications via ATM of Participating Banks)
Last date and time for application and payment for excess Rights Shares with Warrants :	15 December 2016 at 5.00 p.m. (9.30 p.m. for Electronic Applications via ATM of Participating Banks)
Expected date for issue of Rights Shares with Warrants :	21 December 2016
Expected date for crediting of Rights Shares and Warrants :	22 December 2016
Expected date for the listing and commencement of trading of Rights Shares :	23 December 2016 from 9.00 a.m.
Expected date for refund of unsuccessful or invalid applications (if made through CDP)	Within 3 business days after 23 December 2016

The above timetable is indicative only and is subject to change. As at the date of this announcement, the Company does not expect the timetable to be modified. However, the Company may, with the approval of SGX-ST, the Sponsor and/or CDP, modify the timetable subject to any limitations under any applicable law. In that event, the Company will publicly announce any change to the above timetable through an SGXNET announcement to be posted on the SGX-ST's website at <http://www.sgx.com>.

This announcement is qualified in its entirety by, and should be read in conjunction with, the full text of the Offer Information Statement lodged with the SGX-ST acting as agent on behalf of the Authority.

BY ORDER OF THE BOARD
AA GROUP HOLDINGS LTD.
Yau Woon Foong
Executive Director
29 November 2016

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Stamford Corporate Services Pte. Ltd. (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**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. The Sponsor and the SGX-ST assume 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.

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