



ROWSLEY LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 199908381D)

**PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF
ARIVA PTE. LTD. (THE "PROPOSED ACQUISITION")
– APPROVAL IN-PRINCIPLE FROM SINGAPORE EXCHANGE SECURITIES TRADING
LIMITED ("SGX-ST")**

The Board of Directors (the "**Board**") of Rowsley Ltd. (the "**Company**") refers to the announcement made on 7 September 2016 in connection with the Proposed Acquisition.

The Board wishes to announce that the SGX-ST has on 27 September 2016 granted its approval in-principle for the listing and quotation of 53,333,333 new ordinary shares in the capital of the Company (the "**Consideration Shares**") to be issued at S\$0.15 per Consideration Share in connection with the Proposed Acquisition, subject to:-

- (a) disclosure of the earn-out details, the moratorium and the vesting of the Consideration Shares;
- (b) disclosure of the financial effects of the Proposed Acquisition on the unaudited 1HFY2016 financial results; and
- (c) compliance with the SGX-ST's listing requirements.

The Company will be making a separate announcement in relation to the disclosures to be made in (a) and (b) in due course.

The approval in-principle of the SGX-ST is not to be taken as an indication of the merits of the Proposed Acquisition, the Consideration Shares, the Company and/or its subsidiaries.

BY ORDER OF THE BOARD

KANNAN MALINI
Company Secretary

28 September 2016

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