

KOH BROTHERS ECO ENGINEERING LIMITED
(Company Registration No. 197500111H)
(Incorporated in Singapore)

**PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS CUM WARRANTS ISSUE –
RECEIPT OF LISTING AND QUOTATION NOTICE**

Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meaning as ascribed to them in the Company's announcements dated 15 May 2017 and 13 June 2017 ("Announcements") in relation to the Proposed Rights cum Warrants Issue.

Receipt of Listing and Quotation Notice from the Singapore Exchange Securities Trading Limited ("SGX-ST")

Further to the Company's announcements on 15 May 2017 and 13 June 2017, the Directors are pleased to announce that the SGX-ST has, by way of a listing and quotation notice dated 5 October 2017 (the "**Notice**"), granted its approval for the listing of and quotation for up to 299,021,682 Rights Shares, up to 299,021,682 Warrants, and up to 299,021,682 New Shares on Catalist.

The Notice granted by the SGX-ST is subject to the following conditions:

- (a) compliance with the SGX-ST's listing requirements;
- (b) submission of a confirmation that a sufficient spread in the Warrants as required under Rule 826 of the Listing Manual is complied with;
- (c) making announcements to inform the market on the change in exercise price of the Warrants at least one (1) month before the expiry of the 1st Tranche Exercise Period and the 2nd Tranche Exercise Period; and
- (d) announcing the terms of the Warrants in every of the Company's financial results pursuant to Catalist Rules 705 and 707 till expiration of the Warrants.

The issue of the Notice by the SGX-ST is not to be taken as an indication of the merits of the Proposed Rights cum Warrants Issue, the Rights Shares, the Warrants, the New Shares, the Company and/or its subsidiaries and their securities.

Irrevocable Undertaking

As at 5 October 2017, the Undertaking Shareholder has a direct interest in 482,814,148 Shares ("**Current Shareholding**"), representing approximately 64.59% of the existing issued and paid-up share capital (excluding treasury shares) of the Company. The Undertaking Shareholder has provided the Irrevocable Undertaking to the Company on 5 October 2017, *inter alia*:

- (a) not to, directly or indirectly, transfer, sell or dispose of or otherwise reduce any of its interests in the Current Shareholding from the date thereof up to and including the Books Closure Date; and
- (b) to subscribe and pay for and/or procure subscriptions and payment in full for such number of Rights Shares representing all of the Rights Shares under the Proposed Rights cum Warrants

Issue in respect of its interests (direct and indirect) in the Shares as at the Books Closure Date in accordance with the terms and conditions of the Proposed Rights cum Warrants Issue.

The Undertaking Shareholder has on 5 October 2017 procured a confirmation from a financial institution that it has sufficient financial resources to fulfill its obligations under the Irrevocable Undertaking.

The Irrevocable Undertaking is conditional upon the following:

- a) receipt of the Notice issued by the SGX-ST for the listing of and quotation for the Rights Shares, Warrants and the New Shares on the Catalist; and
- b) the lodgment of the OIS with the SGX-ST acting as agent on behalf of the Authority.

Assuming the Maximum Subscription Scenario, the voting rights of the Undertaking Shareholder after the close of the Proposed Rights cum Warrants Issue will be approximately 64.59% of the Company's aggregate voting rights (based on the enlarged share capital of the Company after the Proposed Rights cum Warrants Issue).

However, assuming the Minimum Subscription Scenario, the voting rights of the Undertaking Shareholder after the close of the Proposed Rights cum Warrants Issue will increase from approximately 64.59% of the Company's aggregate voting rights as at the date of this Announcement to approximately 71.86% (assuming none of the Warrants are exercised) or approximately 76.65% (assuming all the Warrants are exercised) of the Company's aggregate voting rights following the completion of the Proposed Rights cum Warrants Issue.

As the Undertaking Shareholder holds a direct interest exceeding 50% of the existing issued and paid-up share capital of the Company as at the date of this Announcement, the Undertaking Shareholder will not trigger an obligation under the Singapore Code on Take-overs and Mergers to make a mandatory general offer for the Shares as a result of it fulfilling its obligations under the Irrevocable Undertaking.

Notice of Books Closure Date

Notice is hereby given that the register of members and the share transfer books of the Company will be closed at 5.00 p.m. (Singapore time) on 19 October 2017 (the "**Books Closure Date**") for the purpose of determining the provisional allotments of Rights Shares of Entitled Shareholders (being Entitled Depositors and Entitled Scripholders) under the Proposed Rights Issue.

(A) Entitled Depositors

Entitled Depositors, being Shareholders whose securities account with The Central Depository (Pte) Ltd ("**CDP**") are credited with Shares and whose registered addresses with CDP are in Singapore as at the Books Closure Date or who have, at least three (3) days on which the SGX-ST is open for trading ("**Market Days**"), provided CDP with addresses in Singapore for the service of notices and documents, will be provisionally allotted the Right Shares on the basis of the number of Shares standing to the credit of their securities account with CDP as at the Books Closure Date.

(B) Entitled Scripholders

Entitled Scripholders, being Shareholders whose share certificates are not deposited with CDP and persons who have tendered to the 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 Share Registrar are in Singapore as at the Books Closure Date or who have,

at least three (3) Market Days before the Books Closure Date, provided the Share Registrar with addresses in Singapore for the service of notices and documents, will be provisionally allotted the Right Shares on the basis of the number of Shares held by them as stated in the register of members of the Company as at the Books Closure Date.

(C) **Foreign Shareholders**

For practical reasons and in order to avoid any violation of the relevant securities legislation applicable in countries other than Singapore, the Rights Shares with Warrants will not be offered, and the Offer Information Statement and its accompanying documents will not be despatched to Foreign Shareholders, being Shareholders with registered addresses outside Singapore as at the Books Closure Date and who have not, at least three (3) Market Days prior thereto, provided to the Share Registrar or CDP, as the case may be, addresses in Singapore for the service of notices and documents.

Foreign Shareholders may provide CDP (at 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 139589) or the Company's Share Registrar, B.A.C.S. Private Limited (at 8 Robinson Road #03-00, ASO Building, Singapore 048544), as the case may be, with addresses in Singapore for the service of notices and documents at least three (3) market days prior to the Books Closure Date.

BY ORDER OF THE BOARD

KOH KENG SIANG

Non-Executive and Non-Independent Chairman

5 October 2017

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

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