JOINT ANNOUNCEMENT

KOH BROTHERS GROUP LIMITED
(Unique Entity No. 199400775D)
(Incorporated in the Republic of Singapore)

KOH BROTHERS ECO ENGINEERING LIMITED
(Unique Entity No. 197500111H)
(Incorporated in the Republic of Singapore)

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF KOH BROTHERS BUILDING & CIVIL ENGINEERING CONTRACTOR (PTE.) LTD. FROM CONSTRUCTION CONSORTIUM PTE. LTD. (A WHOLLY-OWNED SUBSIDIARY OF KOH BROTHERS GROUP LIMITED) BY KOH BROTHERS ECO ENGINEERING LIMITED -

RECEIPT OF THE WHITEWASH WAIVER FROM THE SECURITIES INDUSTRY COUNCIL

---

1. INTRODUCTION

The board of directors of Koh Brothers Group Limited ("**KBG**" and together with its subsidiaries, the "**KBG Group**") and the board of directors of Koh Brothers Eco Engineering Limited ("**KB Eco**" and together with its subsidiaries, the "**KB Eco Group**") refer to their joint announcement on 7 January 2016 (the "**Previous Announcement**") in relation to the proposed acquisition of 19,000,000 ordinary shares representing the entire issued and paid-up share capital of Koh Brothers Building & Civil Engineering Contractor (Pte.) Ltd. from Construction Consortium Pte. Ltd. (a wholly-owned subsidiary of KBG) by KB Eco (the "**Proposed Acquisition**").

All capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings ascribed to them in the Previous Announcement.

2. RECEIPT OF WHITEWASH WAIVER

Further to the Previous Announcement, KBG and KB Eco wish to announce that the SIC has granted the Whitewash Waiver in respect of the obligation of KBG to make a mandatory general offer under Rule 14 of the Code as a result of the issue of the Consideration Shares to KBG under the Proposed Acquisition, subject to the following conditions:

(a) a majority of holders of voting rights of KB Eco present and voting at a general meeting, held before the issue of the Consideration Shares under the Proposed Acquisition, approve by way of a poll, a resolution (the "**Whitewash Resolution**") to waive their rights to receive a general offer from KBG;

(b) the Whitewash Resolution is separate from other resolutions;

(c) KBG, its concert parties and parties not independent of them abstain from voting on the Whitewash Resolution;

(d) KBG did not acquire or are not to acquire any KB Eco Shares or instruments convertible into and options in respect of KB Eco Shares (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new KB Eco Shares which have been disclosed in the circular):

(i) during the period between the date of the Previous Announcement and the date shareholders' approval is obtained for the Whitewash Resolution; and

(ii) in the 6 months prior to the date of the Previous Announcement, but subsequent to negotiations, discussions or the reaching of understandings or agreements with the directors of KB Eco in relation to the Proposed Acquisition;

(e) KB Eco appoints an independent financial adviser to advise the independent shareholders on the Whitewash Resolution;

(f) KB Eco sets out clearly in its circular to shareholders:

(i) details of the Proposed Acquisition;

(ii) the possible dilution effect to existing holders of voting rights as a result of KBG acquiring the Consideration Shares;

(iii) the number and percentage of voting rights in KB Eco as well as the number of instruments convertible into, rights to subscribe for and options in respect of KB Eco Shares held by KBG and its concert parties as at the latest practicable date;

(iv) the number and percentage of voting rights to be issued to KBG under the Proposed Acquisition;

(v) that shareholders, by voting for the Whitewash Resolution, are waiving their rights to a general offer from KBG at the highest price paid by KBG and its concert parties for KB Eco Shares in the past 6 months preceding the commencement of the offer. In this regard, specific and prominent reference should be made to this; and

(vi) the fact that the issue of the Consideration Shares to KBG under the Proposed Acquisition would result in KBG and its concert parties holding shares carrying over 49% of the voting rights of KB Eco and the fact that KBG and its concert parties would then be free to acquire further KB Eco Shares without incurring any obligation under Rule 14 to make a general offer. In this regard, specific and prominent reference should be made to these facts;

(g) the circular by KB Eco to its shareholders states that the waiver granted by the SIC to KBG from the requirement to make a general offer under Rule 14 is subject to the conditions stated at paragraphs 2(a) to 2(f) above;

(h) KB Eco obtains the SIC's approval in advance for those parts of the circular that refer to the Whitewash Resolution; and

(i) to rely on the Whitewash Resolution, the acquisition by KBG of the Consideration Shares must be completed within 3 months of the date of approval of the Whitewash Resolution.

3. CAUTION IN TRADING

The KB Eco Circular containing further details on, *inter alia*, the Proposed Acquisition and the Whitewash Resolution, together with the notice of the KB Eco EGM, will be despatched to KB Eco Shareholders in due course.

Shareholders and investors of KBG and KB Eco are advised to exercise caution in trading their shares in KBG and KB Eco, respectively. Although the Whitewash Waiver has been granted, the Proposed Acquisition is subject to certain conditions and there is no certainty or assurance

as at the date of this announcement that the Proposed Acquisition will be completed, or that no changes will be made to the terms thereof. KBG and KB Eco will make the necessary announcement(s) when there are further developments on the Proposed Acquisition.

Shareholders and investors of KBG and KB Eco are advised to read this announcement in conjunction with the Previous Announcement and any further announcement(s) by KBG and KB Eco carefully. Shareholders and investors of KBG and KB Eco should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

12 February 2016

By Order of the Board

KOH BROTHERS GROUP LIMITED	**KOH BROTHERS ECO ENGINEERING LIMITED**
Koh Keng Siang Managing Director & Group CEO	Koh Choon Leng Director

KB Eco Sponsor's Statement

This announcement has been prepared by KB Eco and its contents have been reviewed by the KB Eco Sponsor, Stamford Corporate Services Pte Ltd, for compliance with the relevant rules of the SGX-ST. The KB Eco 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 document, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the KB Eco Sponsor is Mr. Ng Joo Khin.
(Tel: 6389 3000 or email: jookhin.ng@morganlewis.com)