

XPRESS HOLDINGS LTD
(Incorporated in the Republic of Singapore)
(Company Registration Number 199902058Z)

**PROPOSED SUBSCRIPTION OF SHARES IN THE CAPITAL OF XPRESS HOLDINGS LTD AND
PROPOSED ISSUE OF DETACHABLE FREE WARRANTS – APPROVAL IN-PRINCIPLE**

1. INTRODUCTION

The board of directors (the “**Board**”) of Xpress Holdings Ltd (the “**Company**”) refers to the announcements by the Company dated 6 January 2015 and 29 April 2015 in relation to the proposed subscription by Mr. Ma Wei Dong (the “**Investor**”) of new ordinary shares in the capital of the Company and proposed issue by the Company of unlisted and detachable free warrants to the Investor (the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

2. RECEIPT OF APPROVAL IN-PRINCIPLE

2.1 Further to the Announcements, the Board is pleased to announce that the SGX-ST has today given its approval in-principle (the “**AIP**”) for the listing and quotation of 1,100,000,000 Placement Shares and up to 2,200,000,000 New Shares, on the Official List of the SGX-ST.

2.2 The AIP is subject to the following:

2.2.1 compliance with the listing requirements of the SGX-ST;

2.2.2 approval of shareholders of the Company (the “**Shareholders**”) being obtained for the Proposed Subscription and the proposed issue of the Warrants (the “**Proposed Warrants Issue**”) at the EGM to be convened;

2.2.3 submission of:

- (i) a written undertaking from the Company that it will comply with Rule 704(3) and Rule 1207(20) of the Listing Manual in relation to the use of proceeds from the Proposed Subscription and the Proposed Warrants Issue and where the proceeds are to be used for working capital purposes, that it will disclose a breakdown with specific details on the use of proceeds for working capital in its announcements on the use of proceeds and in its annual report;
- (ii) a written undertaking from the Company that it will not allot and issue any of the Placement Shares so as to transfer a controlling interest in the Company without the prior approval of the Shareholders in a general meeting in compliance with Rule 803 of the Listing Manual;
- (iii) a written confirmation from the Company that the terms of the Proposed Warrants Issue comply with Rule 829(1) of the Listing Manual;

- (iv) a written undertaking from the Company that it will announce any adjustments made to the terms and conditions of the Warrants pursuant to Rule 829(1) of the Listing Manual;
- (v) a written undertaking from the Company that it will comply with Rule 831 of the Listing Manual; and
- (vi) a written confirmation from the Company that the Company will not issue the Placement Shares to persons prohibited under Rule 812(1) of the Listing Manual; and

2.2.4 the Placement Shares having to be placed out within seven market days from the date of the EGM to be convened.

2.3 The Company has, by way of a letter to the SGX-ST dated 24 April 2015, complied with items 2.2.3(i), 2.2.3(ii) and 2.2.3(vi) above.

2.4 The AIP is not an indication of the merits of any of the Proposed Subscription, the Placement Shares, the Proposed Warrants Issue, the Warrants, the New Shares, the Company and/or its subsidiaries.

3. EXTRAORDINARY GENERAL MEETING

The Company will convene an EGM to seek the approval of the Shareholders by way of ordinary resolutions for, *inter alia*, Proposed Subscription and the Proposed Warrants Issue. The circular containing, *inter alia*, details of the Proposed Subscription, the Proposed Warrants Issue and the notice of the EGM will be despatched to the Shareholders in due course.

4. CAUTIONARY STATEMENT

The Board would like to advise Shareholders that, although the AIP has been obtained, completion of the Proposed Subscription and the Proposed Warrants Issue is subject to conditions precedent under the Placement Agreement to be fulfilled and there is no assurance that completion of the Proposed Subscription and the Proposed Warrants Issue will take place. Accordingly, Shareholders are advised to exercise caution when dealing in the securities of the Company. In the event of any doubt, they should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

By Order of the Board
XPRESS HOLDINGS LTD

Fong Kah Kuen
Non-Executive Director
11 June 2015