

MACQUARIE BANK LIMITED
(ABN 46 008 583 542)
(Incorporated under the laws of Australia)

ANNOUNCEMENT

Proposed adjustments to the terms and conditions of:

80,000,000 European Style Cash Settled Call Warrants expiring on 01 July 2016 relating to the ordinary shares of par value HK\$0.25 each of Noble Group Limited (NOBLE GROUP MB ECW160701)

(collectively, the “Warrants”).

Introduction

In the announcements dated 3 June 2016, 6 June 2016, 8 June 2016 and 22 June 2016 (the “Announcements”), Noble Group Limited (the “Company”) announced a proposed renounceable underwritten rights issue of up to 6,535,409,562 new ordinary shares of HK\$0.25 each in the capital of the Company (the “Rights Shares”) at an issue price of S\$0.11 for each Rights Share (the “Issue Price”), on the basis of one (1) Rights Share for every one (1) existing ordinary share of HK\$0.25 each in the capital of the Company (“Shares”) held by shareholders of the Company (“Shareholders”) as at 5:00 p.m. (Singapore time) on 30 June 2016 (the “Books Closure Date”), fractional entitlements to be disregarded. Please refer to the Announcements for further details.

In relation to the rights issue, the Issuer wishes to make the following adjustments to the terms and conditions of the Warrants.

Warrants Affected

The details of the Warrants subject to adjustment are as follows:

SGX counter full name	Current Exercise Price	Current Conversion Ratio	Expiry Date
NOBLE GROUP MB ECW160701	SGD 0.900	0.400000 (every 2.5 Warrants relates to 1 Share)	01-Jul-16

The Adjustments

(a) Adjustment Factor

$$\text{Adjustment Factor (AF)} = \frac{1 + (R/S) \times M}{1 + M}$$

Where:

S : SGD 0.215, being the cum-Rights Share price determined by the closing price on the Singapore Exchange Securities Trading Limited (“SGX-ST”) on the

last Business Day on which Shares are traded on a cum-Rights basis (the "**Last Cum Date**", which is 27 June 2016)

R : subscription price per Share as specified in the Rights Issue plus an amount equal to any dividends or other benefits forgone to exercise the Right

M : number of new Share(s) (whether a whole or a fraction) per existing Share each holder thereof is entitled to subscribe

(b) Exercise Price

The Exercise Price for each Share will be adjusted to be equal to the amount (rounded to the nearest three decimal places) determined by the following formula:

$$\text{Adjusted Exercise Price} = \text{Old Exercise Price} \times \text{AF}$$

where:

SGX counter full name	Old Exercise Price	Date of Supplemental Listing Document
NOBLE GROUP MB ECW160701	SGD 0.900	09-Jun-15

Based on the above adjustment, the Exercise Price for each Share will be adjusted (rounded to the nearest three decimal places) as below:

SGX counter full name	Old Exercise Price	Adjusted Exercise Price
NOBLE GROUP MB ECW160701	SGD 0.900	SGD 0.680

(c) Conversion Ratio

The Conversion Ratio for each Warrant will be adjusted (and rounded to the nearest six decimal places) as determined by the following formula:

$$\text{Adjusted Conversion Ratio} = \text{Old Conversion Ratio} / \text{AF}$$

The number of Warrants relating to each Share will be adjusted (and rounded to the nearest six decimal places) as determined by the following formula:

$$\begin{array}{l} \text{Adjusted number of Warrants} \\ \text{relating to each Share} \end{array} = \text{Old number of Warrants relating to each Share} \times \text{AF}$$

where:

SGX counter full name	Old Conversion Ratio	Date of Supplemental Listing Document
NOBLE GROUP MB ECW160701	0.400000 (every 2.5 Warrants relates to 1 Share)	09-Jun-15

Based on the above adjustment, the Conversion Ratio for each Warrant will be adjusted (rounded to the nearest six decimal places) as below:

SGX counter full name	Old Conversion Ratio	Adjusted Conversion Ratio
NOBLE GROUP MB ECW160701	0.400000 (every 2.5 Warrants relates to 1 Share)	0.529231 (every 1.889535 Warrants relates to 1 Share)

(d) Cash Settlement Amount

Based on the above adjustments, the Cash Settlement Amount in respect of each Warrant will be equal to the following (rounded to the nearest three decimal places):

SGX counter full name	Cash Settlement Amount
NOBLE GROUP MB ECW160701	The amount (if positive) equal to: (A) (i) the arithmetic mean of the closing prices of one Share (as derived from the daily publications of the SGX-ST, subject to any adjustments to such closing prices determined by the Issuer to be necessary to reflect any capitalisation, rights issue, distribution or the like) for each Valuation Date LESS (ii) the adjusted Exercise Price of SGD 0.680 MULTIPLIED by (B) the adjusted Conversion Ratio of 0.529231

The above adjustments will take effect on 28 June 2016.

Issued by
MACQUARIE BANK LIMITED

27 June 2016

Macquarie Bank Limited ("Macquarie") is regulated as an Authorised Deposit-taking institution by the Australian Prudential Regulation Authority. Macquarie, acting through its Singapore branch, is authorised and licensed by the Monetary Authority of Singapore to carry on wholesale banking business in Singapore pursuant to the Banking Act, Chapter 19 of Singapore and therefore is subject to the supervision of the Monetary Authority of Singapore.