

# TRANSCU GROUP LIMITED

(Company Registration No.: 196800320E)

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- I. PROPOSED CONSOLIDATION OF EVERY SIXTY FIVE (65) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY SHAREHOLDERS AS AT THE SHARE CONSOLIDATION BOOKS CLOSURE DATE INTO ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY (THE “CONSOLIDATED SHARE”), FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE “PROPOSED SHARE CONSOLIDATION”);
  - II. PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 824,318,595 CONSOLIDATED SHARES FOLLOWING THE COMPLETION OF THE PROPOSED SHARE CONSOLIDATION (THE “RIGHTS SHARES”) AT AN ISSUE PRICE OF S\$0.008 FOR EACH RIGHTS SHARE, AND UP TO 824,318,595 FREE DETACHABLE WARRANTS (THE “WARRANTS”), WITH EACH WARRANT CARRYING THE RIGHT TO SUBSCRIBE FOR ONE CONSOLIDATED SHARE (THE “WARRANT SHARE”) AT AN EXERCISE PRICE OF S\$0.009 FOR EACH WARRANT SHARE, ON THE BASIS OF FIVE (5) RIGHTS SHARES WITH FIVE (5) WARRANTS FOR EVERY ONE (1) CONSOLIDATED SHARE HELD BY SHAREHOLDERS AS AT THE RIGHTS BOOKS CLOSURE DATE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE “RIGHTS CUM WARRANTS ISSUE”); AND
  - III. PROPOSED CHANGE OF NAME OF THE COMPANY TO OLS ENTERPRISE LTD. (THE “PROPOSED CHANGE OF NAME”).
- NOTICE OF BOOKS CLOSURE DATES

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*Unless otherwise defined in this announcement, all capitalised terms used in this announcement shall have the meanings ascribed to them in the Circular of the Company dated 17 June 2014..*

## 1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**”) of Transcu Group Limited (the “**Company**”) refers to its circular dated 17 June 2014 (the “**Circular**”) in relation to, *inter alia*, the Proposed Share Consolidation, the Rights cum Warrants Issue and the Proposed Change of Name.

## 2. PROPOSED SHARE CONSOLIDATION

### 2.1 Notice of Books Closure Date for the Proposed Share Consolidation

**NOTICE IS HEREBY GIVEN** that, subject to the approval of Shareholders for the Proposed Share Consolidation being obtained at the EGM, the Register of Members and the Share Transfer Books of the Company will be closed at **5.00 p.m. on 24 July 2014** (the “**Share Consolidation Books Closure Date**”) for the purpose of determining the entitlements of Shareholders under the Proposed Share Consolidation. On the Share Consolidation Books Closure Date, every sixty five (65) existing Shares registered in the name, or standing to the credit of the Securities Account (as the case may be), of each Shareholder will be consolidated to constitute one (1) Consolidated Share, fractional entitlements to be disregarded.

Shareholders should note that the number of Consolidated Shares which Shareholders will be entitled to, based on their holdings of the number of Shares as at the Share Consolidation Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Proposed Share Consolidation will be disregarded. Any Shareholder holding less than sixty five (65) existing Shares as at the Share Consolidation Books Closure Date will not be entitled to participate in the Proposed Share Consolidation. No allotment of the Consolidated Shares will be made to such Shareholders.

Each Consolidated Share will rank *pari passu* in all respects with each other, and will be traded in board lots of 1,000 Consolidated Shares.

## 2.2 **Effective Trading Date**

The Shares will begin trading in board lots of 1,000 Consolidated Shares at 9.00 a.m. on 22 July 2014 (the “**Effective Trading Date**”). Accordingly, every sixty five (65) existing Shares as at 5.00 p.m. on 21 July 2014 (the Market Day immediately preceding the Effective Trading Date) will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the existing Shares will cease after 5.00 p.m. on 21 July 2014 (the Market Day immediately preceding the Effective Trading Date).

The Proposed Share Consolidation shall be effective from 9.00 a.m. on 25 July 2014 (the Market Day immediately following the Share Consolidation Books Closure Date), whereupon the Register of Members of the Company and the Depository Register will be updated to reflect the number of Consolidated Shares held by each Shareholder based on the number of Shares held by them as at the Share Consolidation Books Closure Date.

## 2.3 **Share Certificates**

Shareholders who hold physical share certificates for the Shares in their own names and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts maintained with CDP must deposit their old share certificates, together with duly executed instruments of transfer in favour of CDP, no later than 12 Market Days prior to the Share Consolidation Books Closure Date.

Shareholders who have deposited their old share certificates with CDP at least 12 Market Days prior to the Share Consolidation Books Closure date need not take any action. The Company will make arrangements with CDP to facilitate the exchange of new share certificates pursuant to the Proposed Share Consolidation.

Shareholders who wish to deposit their old share certificates with CDP after the Share Consolidation Books Closure Date must first deliver such share certificates to the Share Registrar, B.A.C.S. Private Limited, located at 63 Cantonment Road, Singapore 089758, for cancellation and exchange for new share certificates. No receipt will be issued by the Share Registrar for the receipt of the old share certificates. The new share certificates will be sent by ordinary mail to the registered addresses of Shareholders, at their own risk, within 10 Market Days from the Share Consolidation Books Closure Date or the date of receipt of the old share certificates, whichever is later.

Shareholders should note that the new share certificates will not be issued to Shareholders unless their old share certificates have been tendered to the Share Registrar for cancellation.

Shareholders should notify the Share Registrar if they have lost any of their existing old certificates or if there is any change in their respective addresses from that reflected in the Register of Members of the Company.

## 3. **RIGHTS CUM WARRANTS ISSUE**

### 3.1 **Notice of Books Closure Date for the Rights cum Warrants Issue**

**NOTICE IS HEREBY GIVEN** that, subject to the approval of Shareholders for the Proposed Share Consolidation and the Rights cum Warrants Issue being obtained at the EGM, the Register of Members and the Share Transfer Books of the Company will be closed at **5.00 p.m. on 4 August 2014** (the “**Rights Books Closure Date**”) for the purpose of determining the provisional entitlements of Rights Shares with Warrants under the Rights cum Warrants Issue to the Shareholders whose registered addresses with CDP or the Share Registrar, as the case may be, as at the Rights Books Closure Date, are in Singapore or who have at least five (5) Market Days prior to the Rights Books Closure Date, provided CDP or the Share

Registrar, as the case may be, addresses in Singapore for the services of notices and documents ("**Entitled Shareholders**").

### 3.2 **Eligibility of Shareholders to participate in the Rights cum Warrants Issue**

#### 3.2.1 Entitled Depositors

Entitled Shareholders (being depositors) whose Shares are entered against their names in the Depository Register maintained with CDP as at 5.00 p.m. on the Rights Books Closure Date will be provisionally allotted Rights Shares with Warrants under the Rights cum Warrants Issue on the basis of the number of Shares entered against their names in the Depository Register maintained with CDP as at 5.00 p.m. on the Rights Books Closure Date.

Shareholders (being depositors) whose Shares are entered against their names in the Depository Register maintained with CDP and having registered addresses outside Singapore, may provide CDP at 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 138589, with an address in Singapore for the service of notices and documents no later than 24 July 2014, being five (5) Market Days prior to the Rights Books Closure Date.

#### 3.2.2 Entitled Scripholders

Entitled Shareholders (being scripholders) whose names appear in the Register of Members of the Company as at 5.00 p.m. on the Rights Books Closure Date, will be provisionally allotted Rights Shares with Warrants under the Rights cum Warrants Issue on the basis of the number of Shares held by them as stated in the Register of Members of the Company as at 5.00 p.m. on the Rights Books Closure Date.

Shareholders (being scripholders) having registered addresses outside Singapore, may provide the Share Registrar, B.A.C.S. Private Limited, located at 63 Cantonment Road, Singapore 089758, with an address in Singapore for the service of notices and documents no later than 24 July 2014, being five (5) Market Days prior to the Rights Books Closure Date.

For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, the Rights cum Warrants Issue is only made in Singapore and the Offer Information Statement and its accompanying documents will not be dispatched into any jurisdictions outside Singapore, or to Shareholders with registered addresses outside Singapore as at the Rights Books Closure Date and who have not at least five (5) Market Days prior to the Rights Books Closure Date provided CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents.

## 4. **RESPONSIBILITY STATEMENT**

The Directors (including any Director who may have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.

By Order of the Board  
**Transcu Group Limited**

Alan D Gordon  
Chief Financial Officer  
4 July 2014