

EXIT OFFER

in connection with

THE DISPOSAL OF THE EXISTING BUSINESS OF ST. JAMES HOLDINGS LIMITED TO CITYBAR HOLDINGS LIMITED (THE "COMPANY") AND DISTRIBUTION OF SHARES IN THE COMPANY TO SHAREHOLDERS OF ST. JAMES HOLDINGS LIMITED

by

FBO PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 201426470Z)

for and on behalf of

DENNON ENTERTAINMENT PTE LTD

(Incorporated in the Republic of Singapore)
(Company Registration No. 200104546R)

EK CAPITAL PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 200408831H)

and

F J BENJAMIN CONCEPTS PTE LTD

(Incorporated in Singapore)
(Company Registration No. 199905687D)

to acquire all the issued ordinary shares in the capital of

CITYBAR HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201415054E)

other than those already owned, controlled or agreed to be acquired by the Offerors (as defined herein) as at the date the Exit Offer is open for acceptances

EXIT OFFER OPEN FOR ACCEPTANCES

*Unless otherwise defined, all capitalised terms used in this Announcement shall bear the same meaning as defined in the letter from Dennon Entertainment Pte Ltd, EK Capital Pte. Ltd. and F J Benjamin Concepts Pte Ltd (collectively, the "**Offerors**") to the shareholders of the Company (the "**Shareholders**") on the Exit Offer (as defined herein) dated 18 September 2014 (the "**Exit Offer Letter**").*

1. INTRODUCTION

- 1.1 The board of Directors (the "**Board**") and FBO Pte. Ltd. ("**FBO**") refer to **Appendix B to the circular to shareholders issued by St. James Holdings Limited on 18 September 2014** (the "**EGM Circular**"), which contains (i) the Exit Offer Letter; (ii) the circular to the Shareholders dated 18 September 2014 (the "**Circular**"); and (iii) the Form of Acceptance and Transfer ("**FAT**") to the Shareholders. As set out in the Exit Offer Letter, the Exit Offer will only be open for acceptances upon satisfaction of the Conditions, which includes, *inter alia*, the completion of the Distribution.
- 1.2 The Distribution has been completed on 27 October 2014. As at the date hereof, the shareholders of St. James Holdings Limited hold an equivalent number of shares in the Company (the "**Shares**") as the number of shares held by them in St. James Holdings Limited as at 24 October 2014, at 5.00 p.m..
- 1.3 Accordingly, FBO is pleased to announce, for and on behalf of the Offerors, that the cash offer to the Shareholders to acquire all the issued Shares, other than those Shares that are owned, controlled or agreed to be acquired by the Offerors as at the date hereof (the "**Offer Shares**"), on the terms and subject to the conditions set out in the Exit Offer Letter (the "**Exit Offer**") is now open for acceptances. As at the date hereof, the Offerors and parties acting or deemed to be acting in concert with the Offerors held in aggregate 218,301,020 Shares, representing approximately 57.02 per cent. of the total number of issued Shares.

2. KEY TERMS OF EXIT OFFER

- 2.1 The offer price for each Offer Share is **S\$0.006 in cash** (the "**Exit Offer Price**").
- 2.2 The Exit Offer is extended, on the same terms and conditions, to all Offer Shares. Shareholders may choose to accept the Exit Offer in respect of all or part of their holdings of the Offer Shares. Each Shareholder who accepts the Exit Offer will receive S\$0.006 for each Offer Share tendered for acceptance under the Exit Offer.
- 2.3 The Offer Shares are to be acquired:-
- 2.3.1 fully paid;
 - 2.3.2 free from any mortgage, debenture, lien, charge, pledge, title retention, right to acquire, security interest, option, pre-emptive or similar right, right of first refusal and any other encumbrance or condition whatsoever; and
 - 2.3.3 together with all rights, benefits and entitlements attached thereto as at the date hereof and thereafter attaching thereto (including all voting rights and the right to receive and retain all dividends and other distributions (if any) which may be announced, declared, paid or made thereon by the Company on or after the date of this Announcement together with all interest accrued thereon).

3. EXIT OFFER OPEN FOR ACCEPTANCES

The Board and FBO, for and on behalf of the Offerors, wish to announce that the Conditions have been fulfilled and the Exit Offer is open for acceptance as at the date hereof. **The Exit Offer is not conditional upon a minimum number of acceptances being received by the Offerors.**

4. COPIES OF EGM CIRCULAR, CIRCULAR, EXIT OFFER LETTER AND ACCEPTANCE FORM

- 4.1 The EGM Circular, which contains the Exit Offer Letter, the Circular and the FAT (the **"Exit Offer Documents"**), has been despatched to the Shareholders on 18 September 2014. Electronic copies of the Exit Offer Documents set out in Appendix B to the EGM Circular (which, for the avoidance of doubt, is issued by St. James Holdings Limited) are also available on the website of SGX-ST at www.sgx.com.
- 4.2 The advice and recommendation of SAC Capital Private Limited, the independent financial adviser to the independent directors of St. James Holdings Limited (as at the Latest Practicable Date) (the **"SJHL Independent Directors"**) on the Exit Offer and the recommendation of the SJHL Independent Directors on the Exit Offer are set out in the EGM Circular. Shareholders may wish to consider their views before taking any action in relation to the Exit Offer. Please read the Exit Offer Letter, the Circular and the EGM Circular carefully in their entirety.

5. OVERSEAS SHAREHOLDERS

5.1 Overseas Shareholders

The availability of the Exit Offer to Shareholders whose addresses are outside Singapore as shown in the Register of Members of the Company (**"Overseas Shareholders"**) and each, an **"Overseas Shareholder"**) may be affected by the laws of the relevant overseas jurisdictions. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable legal requirements, and exercise caution in relation to the Exit Offer.

As noted in the EGM Circular, the Shares will not be distributed to Overseas Shareholders who have not, at least three (3) Business Days prior to the proposed distribution books closure date (as determined in the EGM Circular), provided the Share Registrar (as defined in the EGM Circular) with addresses in Singapore for the service of notices or documents in accordance with the foregoing. Such Overseas Shareholders' Shares shall be tendered in acceptance of the Exit Offer and the aggregate amount of the net proceeds, after deducting all dealing and other expenses in connection therewith, shall be distributed proportionately among such Overseas Shareholders according to their respective entitlements to the Shares as at the proposed distribution books closure date in full satisfaction of their rights to the Shares to which they would otherwise have become entitled under the Distribution, provided that where the net proceeds to which any particular Overseas Shareholder is entitled shall be less than S\$10, such net proceeds shall be retained, and no Overseas Shareholders shall have any claim whatsoever against the Central Depository (Pte) Limited and any party in connection therewith.

Overseas Shareholders are reminded to note and observe the provisions and instructions relating to acceptance of the Exit Offer set out in the Exit Offer Letter.

It is the responsibility of Overseas Shareholders who wish to accept the Exit Offer to satisfy themselves as to the full observance of the laws of the relevant jurisdiction, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offerors, their related corporations, and any person acting on their behalf shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments as the Offerors, their related corporations, and/or any person acting on their behalf may be required to pay. In accepting the Exit Offer, each Overseas Shareholder represents and warrants to the Offerors that he is in full observance of the laws of the relevant jurisdiction in that connection and that he is in full compliance with all necessary formalities or legal requirements.

Copies of the Exit Offer Letter and any other formal documentation relating to the Exit Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Exit Offer would violate the applicable law of that jurisdiction (“**Restricted Jurisdiction**”) and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Exit Offer (unless otherwise determined by the Offerors and permitted by applicable law and regulation) is not being made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Exit Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

If you are in doubt about your position, you should consult your professional adviser in the relevant jurisdiction.

The Offerors reserve the right not to treat an acceptance or purported acceptance of the Exit Offer in or from any overseas jurisdiction and/or in respect of an Overseas Shareholder as valid. Overseas Shareholders accepting the Exit Offer should note that if they have, in the FAT, provided addresses in overseas jurisdictions for the receipt of remittances of payment by the Offerors, such acceptances may be rejected.

5.2 Copies of Exit Offer Letter

Where there are potential restrictions on sending the Exit Offer Letter to any overseas jurisdiction, the Offerors reserve the right not to send the Exit Offer Letter to such overseas jurisdictions. Subject to compliance with applicable laws, any affected Overseas Shareholder may, nonetheless, attend in person and obtain copies of the Exit Offer Letter and any related documents during normal business hours and up to the Closing Date, from:-

FBO Pte. Ltd.
c/o TSMP Law Corporation
6 Battery Road Level 41
Singapore 049909

Alternatively, an Overseas Shareholder may, subject to compliance with applicable laws, write in to FBO Pte. Ltd. at the above-stated address to request that the Exit Offer Letter, and any related documents be sent to an address in Singapore by ordinary post at his own risk (up to three (3) Business Days prior to the Closing Date). For the avoidance of doubt, the Exit Offer is made to all Shareholders (for all Offer Shares) including those to whom the Exit Offer Letter may not be despatched.

The Offerors reserve the right to notify any matter, including the fact that the Exit Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published or circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement or advertisement.

6. PROCEDURES FOR ACCEPTANCES

Full details of the procedures for acceptance of the Exit Offer are set out in paragraph 14 of the Exit Offer Letter and in the FAT. Shareholders are advised to read the aforementioned paragraph and the FAT in their entirety.

7. CLOSING DATE

The Exit Offer will be open for acceptance by the Shareholders for 28 days after the date of this Announcement. Accordingly, the Exit Offer will close at **5:30 p.m. on 24 November 2014**, being the last day for the lodgment of acceptances of the Exit Offer (the “Closing Date”). **The Offerors will not extend the Exit Offer beyond 5.30 p.m. on the Closing Date and accordingly the Exit Offer will not be open for acceptances after 5.30 p.m. on the Closing Date.**

8. RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and the opinions expressed herein (other than those relating to the Offerors) are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

The Offeror Directors (including any Offeror Directors who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and the opinions expressed herein (other than those relating to the Company) are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

Where information in this Announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors and the Offeror Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Announcement in its proper form and context.

By Order of the Board of
CITYBAR HOLDINGS LIMITED

Foo Chuan Wei Gordon
Director

Issued by
FBO PTE. LTD.

for and on behalf of
**DENNON ENTERTAINMENT PTE LTD,
EK CAPITAL PTE. LTD., AND
F J BENJAMIN CONCEPTS PTE LTD**

27 October 2014