

AA GROUP HOLDINGS LTD.
(Company Registration Number: 200412064D)
(Incorporated in the Republic of Singapore)
(the “**Company**”)

THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS CUM WARRANTS ISSUE OF UP TO 962,762,010 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY WITH UP TO 962,762,010 FREE DETACHABLE UNLISTED WARRANTS, ON THE BASIS OF TEN (10) RIGHTS SHARES FOR EVERY ONE (1) EXISTING ORDINARY SHARE IN THE CAPITAL OF THE COMPANY HELD AS AT THE BOOKS CLOSURE DATE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED, AND ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED

The Board of Directors (the “**Board**”) of AA Group Holdings Ltd. (the “**Company**”) refers to the announcements made by the Company on 28 June 2016 and 4 October 2016 (the “**Previous Announcements**”) in relation to the Company’s proposed issuance renounceable non-underwritten rights cum warrants issue of up to 962,762,010 new ordinary shares in the capital of the Company (“**Rights Shares**”) with up to 962,762,010 free detachable unlisted warrants (“**Warrants**”), on the basis of ten (10) Rights Shares for every one (1) existing ordinary share in the capital of the Company held as at the books closure date to be determined, fractional entitlements to be disregarded, and one (1) Warrant for every one (1) Rights Share subscribed (“**Proposed Rights Cum Warrants Issue**”). All capitalized terms in this announcement which are not defined shall have the same meaning ascribed to them in the Previous Announcements.

The Board wishes to announce that the Company has today despatched, the circular dated 31 October 2016 (“**Circular**”) in respect of the Proposed Rights Cum Warrants Issue, to the Company’s shareholders (“**Shareholders**”). The electronic copy of the Circular will be made available on the website of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) at www.sgx.com.

The Circular contains details of the Proposed Rights Cum Warrants Issue, the recommendations of the Board and the notice of the extraordinary general meeting of the Company (“**EGM**”). Shareholders are advised to read the Circular carefully.

Shareholders are requested to note the following important dates and times in respect of the EGM :

Last date and time for lodgement of Proxy Form	: 13 November 2016 at 10:30 am
Date and time of Extraordinary General Meeting	: 15 November 2016 at 10:30 am
Place of Extraordinary General Meeting	: 308 Tanglin Road, Level 2 Phoenix Park, Singapore 247974

Shareholders who do not receive the Circular within a week from the date hereof should contact the Company’s share registrar, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623. Further announcements in relation to the Proposed Rights Cum Warrants Issue will be made by the Company as and when appropriate.

Shareholders are advised to exercise caution in trading their ordinary shares in the capital of the Company. There is no certainty or assurance as at the date of this announcement that the Proposed Rights Cum Warrants Issue will be completed or that no further changes will be made to the terms thereof. The Company will make further announcements on the Proposed Rights

Cum Warrants Issue as appropriate or when there are further developments on the same. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

The in-principle approval from the SGX-ST for the listing and quotation of the Rights Shares and the Warrants Shares is not to be taken as an indication of the merits of the Proposed Rights Cum Warrants Issue, the Rights Shares, the Warrant Shares, the Company, its subsidiaries and their securities.

The Directors (including any Director who may have delegated detailed supervision of the preparation of this announcement) collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries that to the best of their knowledge and belief, the facts stated and opinions expressed herein are fair and accurate in all material respects as at the date hereof, and that there are no material facts the omission of which would make this announcement misleading. Where information has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the 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
AA GROUP HOLDINGS LTD.

Yau Woon Foong
Executive Director

31 October 2016

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement. The contact person for the Sponsor is Mr. Bernard Lui, Telephone : +65 63893000, Email : bernard.lui@morganlewis.com.