JASON HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201119167Z)

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE

1. INTRODUCTION

1.1 The Rights Issue

The board of directors (the "**Directors**" or the "**Board**") of Jason Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company is proposing to undertake a renounceable non-underwritten rights issue of up to 108,421,052 new ordinary shares in the capital of the Company (the "**Rights Shares**") at an issue price of S$0.30 for each Rights Share (the "**Issue Price**"), on the basis of one (1) Rights Share for every two (2) existing ordinary shares in the capital of the Company ("**Shares**") held by Entitled Shareholders (as defined below) as at a time and date to be determined by the Directors for the purpose of determining the entitlements of Entitled Shareholders (the "**Books Closure Date**"), fractional entitlements to be disregarded (the "**Rights Issue**").

As announced by the Company on 29 June 2015, pursuant to the sale and purchase agreement dated 29 June 2015 entered into between the Company and Chia David ("**Vendor**") in relation to the purchase of 150,000 ordinary shares representing 40% of the issued share capital of White Cubic Pte. Ltd. ("**WC**"), 842,105 new Shares (the "**Consideration Shares**") will be allotted and issued to the Vendor in full satisfaction of the purchase consideration (the "**WC Acquisition**").

The Books Closure Date is expected to take place after the allotment and issuance of the Consideration Shares pursuant to the WC Acquisition.

1.2 Share Issue Mandate

The Rights Shares are to be issued pursuant to the general share issue mandate granted by shareholders of the Company ("**Shareholders**") by way of ordinary resolution at the annual general meeting of the Company held on 30 April 2015 ("**2015 AGM**") (the "**2015 Share Issue Mandate**"). Pursuant to the 2015 Share Issue Mandate, the Directors are authorised, *inter alia*, to issue new Shares by way of a rights issue on a *pro rata* basis to Shareholders at any time and upon such terms and conditions, and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of Shares in the Company to be issued pursuant to such authority does not exceed 100% of the total number of issued Shares of the Company (excluding treasury shares) at the date of the 2015 Share Issue Mandate.

As at the date of this announcement, the Company has not issued any Shares pursuant to the 2015 Share Issue Mandate. Pursuant to the WC Acquisition, the Company will issue the Consideration Shares should the WC Acquisition proceed to completion. The Rights Shares will represent approximately 50.2% of the total number of issued Shares of 216,000,000 at the time the approval for the 2015 Share

Issue Mandate was granted. Accordingly, the Company will not be seeking specific approval from Shareholders for the Rights Issue as the proposed allotment and issuance of the Rights Shares falls within the limit of the 2015 Share Issue Mandate.

2. PRINCIPAL TERMS OF THE RIGHTS ISSUE

2.1 Entitled Shareholders

The Rights Issue is made on a renounceable basis to Entitled Shareholders, on the basis of one (1) Rights Share for every two (2) existing Shares held by, or standing to the credit of the securities accounts with The Central Depository (Pte) Limited (the "**CDP**") of Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded.

2.2 Number of Rights Shares to be issued

Based on the existing issued share capital of the Company of 216,000,000 Shares as at the date of this announcement and assuming that (i) save for the Consideration Shares to be issued pursuant to the WC Acquisition, no additional new Shares are issued by the Company up to the Books Closure Date; and (ii) the Rights Issue is fully subscribed, 108,421,052 Rights Shares will be issued pursuant to the Rights Issue ("**Maximum Subscription Scenario**"). Accordingly, the issued share capital of the Company will increase from 216,000,000 Shares as at the date of this announcement, to 325,263,157 Shares upon the completion of the WC Acquisition and the Rights Issue.

2.3 Status of the Rights Shares

The Rights Shares are payable in full upon acceptance and/or application by Entitled Shareholders, and when allotted and issued, will rank *pari passu* in all respects with the then existing Shares, save for any dividends, rights, allotments or other distributions, the record date for which falls before the date of issue of the Rights Shares. For this purpose, "**record date**" means, in relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which Shareholders must be registered with the Company or the CDP, as the case may be, in order to participate in such dividends, rights, allotments or other distributions.

2.4 Issue Price

The Issue Price of S$0.30 for each Rights Share represents a discount of approximately:

(a) 52.8% to the last transacted price of S$0.635 per Share on the Catalist Board of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") ("**Catalist**") on 29 June 2015, being the last trading day preceding the date of this announcement; and

(b) 42.6% to the theoretical ex-rights price of S$0.523 per Share, assuming the Maximum Subscription Scenario.

2.5 Provisional Allotments and Excess Applications

Entitled Shareholders will be at liberty to accept (in full or in part), decline or otherwise renounce or in the case of Entitled Depositors (as defined below), trade their provisional allotments of the Rights Shares on the SGX-ST during the provisional allotment trading period prescribed by the SGX-ST and will be eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue ("**Excess Applications**").

Fractional entitlements to the Rights Shares will be disregarded in arriving at the Entitled Shareholders' provisional allotments of Rights Shares and will, together with the provisional allotments of Rights Shares which are not taken up or allotted for any reason, be aggregated and allotted to satisfy Excess Applications (if any), or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company.

In the allotment of the excess Rights Shares, preference will be given to the rounding of odd lots, and Directors and substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company, or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board will rank last in priority for the rounding of odd lots and allotment of the excess Rights Shares.

The Company will also not make any allotment and issuance of any excess Rights Shares that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

2.6 Non-Underwritten Rights Issue

The Rights Issue will not be underwritten. The Directors have decided to undertake the Rights Issue on a non-underwritten basis due to the following reasons:

(i) the Directors believe that the Issue Price of S$0.30 is sufficiently attractive;

(ii) the Directors are of the reasonable opinion that there is no minimum amount which must be raised from the Rights Issue. Please refer to paragraph 3.3 below for further details; and

(iii) the savings enjoyed by the Company for not having to bear underwriting fees.

2.7 Other terms

The terms and conditions of the Rights Issue are subject to such changes as the Directors, after consultation with the manager of the Rights Issue to be appointed ("**Manager**"), may deem fit. The final terms and conditions of the Rights Issue will be contained in the Offer Information Statement ("**OIS**") (including the accompanying application forms) to be despatched by the Company to Entitled Shareholders in due course and to be lodged with the SGX-ST (acting as agent on behalf of the Monetary Authority of Singapore ("**MAS**")).

3. RATIONALE FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

3.1 The Company is undertaking the Rights Issue to raise funds:

(i) to repay the shareholder's loan of S$1.39 million granted by Radwell Pte. Ltd. ("**Radwell**") to the Group ("**Shareholder Loan**");

(ii) to fund the cash portion of the proposed acquisition of the entire issued and paid-up share capital of Top Creation Investment (HK) Limited (the "**Top Acquisition**") of RMB30,000,000 (equivalent to S$6,250,000, based on the agreed exchange rate of S$1:RMB4.8), as announced by the Company on 3 December 2014, 31 March 2015 and 29 June 2015;

(iii) to repay existing bank loans of the Group;

(iv) to fund other possible acquisitions, joint ventures and/or strategic alliances which are complementary to its business or are in line with its growth strategy; and

(v) for the Group's general working capital purposes. In this regard, part of the net proceeds from the Rights Issue after deducting estimated expenses to be incurred in connection with the Rights Issue of approximately S$0.21 million ("**Net Proceeds**") will also serve to strengthen the Group's financial position to meet its present requirements and thereby provide the Group with more flexibility and enhance its ability to formulate, strategize and execute its business plans.

3.2 Assuming the Maximum Subscription Scenario, the Net Proceeds is expected to be approximately S$32.32 million.

The following table is an estimate of the proportions of how the Company intends to use the Net Proceeds (assuming Maximum Subscription Scenario):

Use of Net Proceeds	**Amount (S$' million)**	**Percentage Allocation (%)**	**Priority of Use**
To repay the Shareholder Loan	1.39	4.3	1st
To fund the cash portion of the Top Acquisition	6.25	19.3	2nd
To repay existing bank loans of the Group	7.00	21.7	3rd
To fund other possible acquisitions, joint ventures and/or strategic alliances which are complementary to its business or are in line with its growth strategy	11.75	36.4	4th
For the Group's general working capital purposes	5.93	18.3	5th
Total	32.32	100.0	

Should the amounts raised fall below the Maximum Subscription Scenario, the use of proceeds would be allocated in the order of the priority of use as stated above.

3.3 Based on the reasonable opinion of the Directors as at the date of this announcement, there is no minimum amount which must be raised from the Rights Issue. In the event the Company is unable to raise sufficient funds for the repayment of the Shareholder Loan and the Top Acquisition, the Company will source for alternative sources of funding, including but not limited to bank borrowings.

3.4 Pending the deployment of the Net Proceeds, such proceeds may be deposited with banks and/or financial institutions, used for investment in short-term money market instruments and/or marketable securities and/or for any other purposes on a short-term basis, as the Directors may, in their absolute discretion, deem appropriate in the interest of the Company.

3.5 The Company will make periodic announcements on the use of the Net Proceeds as and when such proceeds are materially disbursed and will provide a status report on the use of the Net Proceeds in the annual report of the Company, until such proceeds have been fully utilised.

4. DIRECTORS' OPINION

The Directors are of the reasonable opinion that, barring unforeseen circumstances:

(a) after taking into consideration the internal resources, the operating cash flows and the present bank facilities of the Group, the working capital available to the Group is sufficient to meet its present requirements. Notwithstanding the present sufficiency of working capital, the Company undertakes the Rights Issue towards providing the Group with additional funds to fund the Top Acquisition and other possible acquisitions, joint ventures and/or strategic alliances which are complementary to its business or are in line with its growth strategy as well as improving the working capital position of the Group and strengthening the capital base of the Company; and

(b) after taking into consideration the internal resources, the operating cash flows and the present bank facilities of the Group, as well as the Net Proceeds (assuming Maximum Subscription Scenario), the working capital available to the Group is sufficient to meet its present requirements.

5. ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

5.1 Entitled Shareholders

The Company proposes to provisionally allot the Rights Shares to all Shareholders who are eligible to participate in the Rights Issue (the "**Entitled Shareholders**"). Entitled Shareholders comprise Entitled Depositors and Entitled Scripholders (both as defined below).

Entitled Shareholders will be entitled to participate in the Rights Issue and receive the OIS to be issued by the Company in connection with the Rights Issue together with the appropriate application forms and accompanying documents at their respective Singapore addresses.

5.2 **Entitled Depositors**

Entitled Depositors are Shareholders with Shares standing to the credit of their securities accounts and whose registered addresses with CDP are in Singapore as at the Books Closure Date or who have, at least three (3) market days prior to the Books Closure Date, provided the CDP with addresses in Singapore for the service of notices and documents ("**Entitled Depositors**").

Entitled Depositors will be provisionally allotted the Rights Shares on the basis of the number of Shares standing to the credit of their securities accounts with CDP as at 5.00 p.m. (Singapore time) on the Books Closure Date.

Entitled Depositors must have registered addresses in Singapore with CDP as at the Books Closure Date, or if they have registered addresses outside Singapore, they must provide CDP at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588, with addresses in Singapore for the service of notices and documents, not later than 5.00 p.m. (Singapore time) on the date being three (3) market days prior to the Books Closure Date, in order to receive their provisional allotments of Rights Shares entitlements.

5.3 **Entitled Scripholders**

Entitled Scripholders are Shareholders whose share certificates are not deposited with CDP and persons who have tendered to the Company's share registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) (the "**Share Registrar**") valid transfers of their shares and the certificates relating thereto for registration up to the Books Closure Date and whose registered addresses with the Share Registrar are in Singapore as at the Books Closure Date or who have, at least three (3) market days prior to the Books Closure Date, provided the Share Registrar with addresses in Singapore for the services of notices and documents ("**Entitled Scripholders**").

Entitled Scripholders will have to submit duly completed and stamped transfers in respect of Shares not registered in the name of CDP, together with all relevant documents of title, so as to be received up to 5.00 p.m. (Singapore time) on the Books Closure Date by the Share Registrar, in order to be registered to determine the transferee's provisional allotments of Rights Shares entitlements.

Entitled Scripholders must have registered addresses in Singapore with the Company as at the Books Closure Date, or if they have registered addresses outside Singapore, must provide the Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road #02-00, Singapore 068898 with addresses in Singapore for the service of notices and documents, not later than 5.00 p.m. (Singapore time) on the date being three (3) market days prior to the Books Closure Date, in order to receive their provisional allotments of Rights Shares entitlements.

5.4 **Foreign Shareholders**

For practical reasons and in order to avoid any violation of securities legislation applicable in countries other than Singapore, the Rights Shares will **NOT** be offered to Shareholders with registered addresses outside Singapore as at the Books Closure Date and who have not, at least three (3) market days prior to the Books Closure Date, provided to the Share Registrar or CDP, as the case may be, addresses in Singapore for the service of notices and documents (the "**Foreign**

Shareholders") and the OIS and its accompanying documents will not be despatched to Foreign Shareholders. Accordingly, no provisional allotments of the Rights Shares will be made to Foreign Shareholders and no purported acceptance thereof or application thereof by Foreign Shareholders will be valid.

If it is practicable to do so, arrangements may, at the absolute discretion of the Company, be made for the provisional allotments of Rights Shares which would otherwise have been provisionally allotted to Foreign Shareholders, to be sold "nil-paid" on Catalist as soon as practicable after dealings in the provisional allotment of Rights Shares commence, or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, and no Foreign Shareholder or persons acting for the account or benefit of any such persons shall have any claim whatsoever against the Company, the Manager, the Share Registrar or CDP and their respective officers in connection therewith.

6. APPROVALS FOR THE RIGHTS ISSUE

6.1 The Rights Issue is subject to, *inter alia*, the following:

(a) the receipt of a listing and quotation notice from the SGX-ST for the listing of and quotation for the Rights Shares on Catalist and, if such approval is granted subject to conditions, such conditions being acceptable to the Company, and such approval not having been withdrawn or revoked on or prior to the closing date of the Rights Issue; and

(b) the lodgement of the OIS with the SGX-ST (acting as agent on behalf of the MAS).

6.2 The Company will, through the Sponsor, apply to the SGX-ST for the listing of and quotation for the Rights Shares on Catalist. An appropriate announcement on the outcome of the application will be made in due course.

6.3 The OIS containing, *inter alia*, the final terms and conditions of the Rights Issue will be lodged with the SGX-ST (acting as agent on behalf of the MAS) and despatched to Entitled Shareholders in due course.

6.4 Appropriate announcements in relation to the above application, lodgement and despatch will be made in due course.

7. OPTION TO SCALE DOWN SUBSCRIPTION

Depending on the level of subscription for the Rights Shares, the Company may, if necessary, scale down the subscription for the Rights Shares and/or excess applications for the excess Rights Shares by any of the Shareholders to avoid placing him/her and parties acting in concert (as defined in the Singapore Code on Take-overs and Mergers (the "**Take-over Code**")) with him/her in a position of incurring a mandatory general offer obligation under the Take-over Code, as a result of other Shareholders not taking up their subscription entitlements fully.

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in this announcement, none of the Directors or substantial Shareholders has any interest, direct or indirect, in the Rights Issue (other than through their respective shareholdings in the Company, if any).

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors 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, this announcement constitutes full and true disclosure of all material facts about the Rights Issue and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. 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 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.

10. FURTHER ANNOUNCEMENTS

Further announcements on the Rights Issue will be made as appropriate on variations or amendments to the terms of the Rights Issue.

11. CAUTION IN TRADING

Shareholders and potential investors are advised to exercise caution when trading in the Shares of the Company. Persons who are in doubt as to the action they should take should consult their legal, financial, tax or other professional advisers.

BY ORDER OF THE BOARD
JASON HOLDINGS LIMITED

Jason Sim Chon Ang
Executive Chairman and CEO

29 June 2015

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), Canaccord Genuity Singapore Pte. Ltd., 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 and 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 Ms Goh Mei Xian, Deputy Head of Continuing Sponsorship, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.