**Great Group Holdings Limited**
Company Registration No. 200804077W
(Incorporated in the Republic of Singapore)

**(1) NOTICE OF BOOKS CLOSURE DATE FOR THE RIGHTS ISSUE**
**(2) NOTICE OF BOOKS CLOSURE DATE FOR THE ADJUSTMENT WARRANTS ISSUE**

## 1. INTRODUCTION

The Board of Directors (the "**Directors**") of Great Group Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") refer to its following earlier announcements:

(a) its earlier announcement entitled "*Proposed Renounceable Non-Underwritten Rights Issue In The Capital Of The Company*" dated 31 December 2014;

(b) its earlier announcement entitled "*Proposed Renounceable Non-Underwritten Rights Issue In The Capital Of The Company – Receipt of Funds from Investor*" dated 30 January 2015;

(c) its earlier announcement entitled "(1) *Proposed Adjustment to Warrants issued to SAPO Investment Pte. Ltd. (2) Receipt of Whitewash Waiver from the Securities Industry Council of Singapore (3) Receipt of Approval in-Principle from the Singapore Exchange Securities Trading Limited for the Proposed Renounceable Non-Underwritten Rights Issue*" dated 12 June 2015; and

(d) its circular dated 29 June 2015 (the "**Circular**") in relation to, *inter alia*, the Rights Issue and the Adjustment Warrants Issue.

Unless otherwise defined herein, capitalised forms shall have the same meanings as ascribed to them in the Circular.

## 2. NOTICE OF BOOKS CLOSURE DATE FOR THE RIGHTS ISSUE

**NOTICE IS HEREBY GIVEN** that, subject to the Shareholders' approval being obtained for, *inter alia*, the Proposed Rights Issue at the EGM, the Register of Members and Share Transfer Books of the Company will be closed at 5.00 p.m. on 22 July 2015 (the "**Books Closure Date**") for the purposes of determining the provisional allotments of Rights Shares to Entitled Shareholders under the Rights Issue.

Entitled Depositors

Shareholders whose securities accounts with CDP are credited with Shares as at 5.00 p.m. (Singapore time) and whose registered addresses with CDP are in Singapore as at the Books Closure Date ("**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. on the Books Closure Date.

To be "Entitled Depositors", 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 a registered address 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.

Entitled Scripholders

Shareholders whose Shares are not registered in the name of CDP but whose names appear in the Register of Members of the Company with registered addresses in Singapore as at the Books Closure Date (the "**Entitled Scripholders**") will be provisionally allotted

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Rights Shares on the basis of the number of Shares held by them as stated in the Register of Members of the Company as at the Books Closure Date.

To be "Entitled Scripholders", 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 Company's share registrar, Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, with addresses in Singapore for the service of notices and documents no 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.

Duly completed and stamped transfers in respect of Shares not registered in the name of CDP, together with all relevant documents of title received by the Company's share registrar, Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, up to 5.00 p.m. (Singapore Time) on the Books Closure Date will, subject to the Articles of Association of the Company, be registered to determine the transferee's provisional allotments of Rights Shares entitlements.

Foreign Shareholders

For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, the Rights Issue is only made in Singapore and 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 the CDP or the Share Registrar, as the case may be, with addresses in Singapore for the service of notices and documents (the "**Foreign Shareholders**"), and the Offer Information Statement 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 will be valid.

If it is practicable to do so, arrangements may, at the 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 the SGX-ST as soon as practicable after dealings in the provisional allotments of Rights Shares commence. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account the expenses expected to be incurred. The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed to the Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares entered against their names in the Depository Register as at the Books Closure Date and sent to them at their own risk by ordinary post to their mailing address as maintained with CDP, or in such manner as they may have agreed with CDP for the payment of any cash distributions, provided that where the amount of net proceeds to be distributed to any single Foreign Shareholder is less than S$10.00, the Company shall be entitled to retain or deal with such net proceeds as the Directors may, in their absolute discretion, deem fit and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, the Sponsor, the Share Registrar, CDP or their respective officers in connection therewith. Where such provisional allotments of Rights Shares are sold "nil-paid" on the SGX-ST, they will be sold at such price or prices as the Company may, in its absolute discretion, decide and no Foreign Shareholder shall have any claim

whatsoever against the Company, the Directors, the Manager, the Share Registrar, CDP or their respective officers in respect of such sales or the proceeds thereof, the provisional allotments of Rights Shares or the Rights Shares represented by such provisional allotments.

To this end, Foreign Shareholders are encouraged to provide a registered address to CDP or the Share Registrar, as the case may be, in Singapore at least three (3) Market Days prior to the Books Closure Date, in order to be able to participate in the Rights Issue.

## 3. NOTICE OF BOOKS CLOSURE DATE FOR THE ADJUSTMENT WARRANTS ISSUE

**NOTICE IS HEREBY GIVEN** that, subject to the Shareholders' approval being obtained for, *inter alia*, the Proposed Rights Issue and the Proposed Adjustment Warrants Issue at the EGM, the Register of Members and Share Transfer Books of the Company will be closed at 5.00 p.m. on 22 July 2015 (the "**Books Closure Date**") for the purposes of determining the entitlements of SAPO Investment Pte.Ltd., being the holder of the Warrants, pursuant to the Adjustment Warrants Issue.

Pursuant to the Warrants Conditions, such adjustments will be effective from the Market Day following the Closing Date (i.e. the last time and date for acceptance of and/or excess application and payment of the Rights Shares under the Rights Issue.

**BY ORDER OF THE BOARD**

Weng Wenwei
Chief Executive Officer
13 July 2015