

AZEUS SYSTEMS HOLDINGS LTD.
(Reg. No. 35312)
(Incorporated in Bermuda)

PROPOSED CONSOLIDATION OF EVERY TEN (10) ORDINARY SHARES WITH A PAR VALUE OF US\$0.02 EACH IN THE AUTHORISED AND ISSUED CAPITAL OF THE COMPANY INTO ONE (1) ORDINARY SHARE WITH A PAR VALUE OF US\$0.20, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED – NOTICE OF BOOKS CLOSURE DATE

Unless otherwise defined, all capitalised terms used herein shall have the meaning ascribed to them in the Circular (as defined hereinafter).

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Azeus Systems Holdings Ltd. (the “**Company**”) refers to the Company’s previous announcements dated 5 June 2015 and 15 June 2015 and the circular accompanying the Notice of Special General Meeting dated 24 June 2015 (the “**Circular**”) in relation to the proposed share consolidation of every ten (10) Existing Shares held by the Shareholders into one (1) ordinary share in the capital of the Company, fractional entitlements to be disregarded.

The Share Consolidation was approved by the Shareholders at the Special General Meeting held on 9 July 2015.

2. NOTICE OF SHARE CONSOLIDATION BOOKS CLOSURE DATE

NOTICE IS HEREBY GIVEN that the Register of Members and the share transfer books of the Company will be closed at 5.00 p.m. on 24 July 2015 (“**Books Closure Date**”) in order to determine the shareholdings of the Shareholders for purposes of the Share Consolidation.

On the Books Closure Date, every ten (10) Existing Shares registered in the name of each Shareholder will be consolidated into one (1) Consolidated Share with no entitlement to holders of Existing Shares of any fraction of a Consolidated Share.

The Share Consolidation shall be effective from 9.00 a.m. on 27 July 2015, being the Market Day immediately following the 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 him as at the Books Closure Date.

Shareholders should note that the number of Consolidated Shares which Shareholders will be entitled pursuant to the Share Consolidation, based on their shareholdings as at the Books Closure Date will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Share Consolidation will be disregarded.

Fractions of a Consolidated Share will be aggregated and, if possible, sold for the benefit of the Company by the Company, at the discretion of the Board.

Each Consolidated Share will rank *pari passu* in all respects with each other and will be traded in board lots of 100 Consolidated Shares.

3. SHARE CERTIFICATES

3.1. Deposit of Share Certificates with The Central Depository (Pte) Limited (“CDP”)

Shareholders who hold physical share certificates for the Existing Shares in their own names (“**Old Share Certificates**”) 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 twelve (12) Market Days prior to the Books Closure Date.

After the Books Closure Date, CDP will only accept the deposit of share certificates for Consolidated Shares (“**New Share Certificates**”). Shareholders who wish to deposit their share certificates with CDP after the Books Closure Date must first deliver their Old Share Certificates to the Company’s Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, for cancellation and issuance of New Share Certificates in replacement thereof as described below.

3.2. Issue of New Share Certificates

Shareholders who have deposited their Old Share Certificates with CDP at least twelve (12) Market Days prior to the Books Closure Date need not take any action. The Company will make arrangements with CDP to effect the exchange for New Share Certificates pursuant to the Proposed Share Consolidation.

Shareholders who have not deposited their Old Share Certificates as aforesaid or who do not wish to deposit their Old Share Certificates with CDP are advised to forward all their Old Share Certificates to the Company’s Share Transfer Agent as soon as possible after they have been notified of the Books Closure Date, for cancellation and exchange for New Share Certificates. No receipt will be issued by the Share Transfer Agent upon receipt of any Old Share Certificates. The New Share Certificates will be sent by ordinary mail to the registered addresses of Shareholders at their own risk within ten (10) Market Days from the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is later.

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have already been tendered to the Company’s Share Transfer Agent for cancellation.

Shareholders should notify the Company’s Share Transfer Agent if they have lost any of their existing Old Share Certificates or if there is any change in their respective addresses from that reflected in the Register of Members of the Company.

3.3. Share Certificates Not Valid for Settlement of Trades on the Mainboard of the SGX-ST

Shareholders are reminded that their Old Share Certificates are no longer good for settlement of trading in the Shares on the Mainboard of the SGX-ST, as the Company is under a book-entry (scripless) settlement system, but will continue to be accepted by the Share Transfer Agent for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period. The New Share Certificates will not be valid for delivery for trades done on the Mainboard of the SGX-ST although they will continue to be prima facie evidence of legal

title.

4. TRADING ARRANGEMENTS FOR CONSOLIDATED SHARES AND ODD LOTS

4.1 Trading Arrangements for Consolidated Shares

The Shares will be trading in board lots of 100 Consolidated Shares with effect from 9.00 a.m. on 22 July 2015 (“**Effective Trading Date**”) on the Mainboard of the SGX-ST. Accordingly, ten (10) Existing Shares as at 5.00 p.m. on 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 the Market Day immediately preceding the Effective Trading Date.

To illustrate, a Shareholder holding 1,000 Existing Shares on 21 July 2015 shall, with effect from 22 July 2015, hold 100 Consolidated Shares. If he attempts to sell 1,000 Shares on 22 July 2015 (Wednesday), he will be short-selling as he is not able to deliver the additional 900 Shares on the date of settlement of such trade, being 27 July 2015 (Monday), the effective date of the Share Consolidation.

4.2 Trading Arrangements for Odd Lots

The Existing Shares are currently traded in board lots of 100 Shares in the ready market. Following the completion of the Share Consolidation, the Securities Accounts of Shareholders (being Depositors) maintained with CDP may be credited with odd lots of the Consolidated Shares (that is, lots other than board lots of 100 Consolidated Shares)

Depositors who receive odd lots of Consolidated Shares pursuant to the Share Consolidation and who wish to trade in odd lots on the Mainboard of the SGX-ST can trade with a minimum size of one (1) Consolidated Share on the SGX-ST’s unit share market. The unit share market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying Consolidated Shares in the ready market. The market for trading of such odd lots of Consolidated Shares may be illiquid.

5. INDICATIVE TIMETABLE

The table sets out the indicative timetable for the Share Consolidation.

<u>Time and Date</u>	<u>Event</u>
9 July 2015	Announcement of Notice of Books Closure Date
5.00 p.m. on 21 July 2015	Last day for trading the Existing Shares
9.00 a.m. on 22 July 2015	Effective Trading Date
5.00 p.m. on 24 July 2015	Books Closure Date
9.00 a.m. on 27 July 2015	Effective date of the Share Consolidation (Share Consolidation becomes effective)

6. DIVIDEND ENTITLEMENT

Notice was given on 9 July 2015 that the Register of Members and the share transfer books

of the Company will be closed at 5.00 p.m. on the Books Closure Date after 5.00 p.m. for the purpose of determining Member entitlements to the Proposed First & Final Dividend of 1.23 HK cents per ordinary share for the financial year ended 31 March 2015 (the “**Dividend**”).

On the Books Closure Date, (i) every Existing Share registered in the name of each Shareholder will be entitled to the Dividend, and (ii) every ten (10) Existing Shares registered in the name of each Shareholder will be consolidated into one (1) Consolidated Share with no entitlement to holder of Existing Shares of any fraction of a Consolidated Share.

7. CONTACT INFORMATION

The address of the Company’s Share Transfer Agent is as follows:

Boardroom Corporate & Advisory Services Pte. Ltd.

50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

The address of CDP is as follows:

The Central Depository (Pte) Limited

9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588

BY ORDER OF THE BOARD

Lee Wan Lik
Managing Director

9 July 2015