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This announcement is not an offer for sale of securities into the United States or elsewhere. The Rights and the Rights Shares have not been and will not be registered under the Securities Act or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, resold, allotted, taken up, exercised, renounced, pledged, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The Rights and the Rights Shares may only be offered, sold, pledged, taken up, exercised, resold, renounced, transferred or delivered (as applicable), directly or indirectly in the United States in transactions exempt from the registration requirements of the Securities Act, to qualified institutional buyers (as defined in Rule 144A under the Securities Act) who have each provided to the Company, a signed investor representation letter in the form as attached to the Offer Information Statement. The Rights Shares are being offered and sold outside the United States to non-U.S. persons in offshore transaction in reliance on Regulation S under the Securities Act.



# EZRA HOLDINGS LIMITED

(Incorporated in Singapore) (UEN/Company Registration Number: 199901411N)

# RENOUNCEABLE UNDERWRITTEN RIGHTS ISSUE – LODGEMENT AND DESPATCH OF THE OFFER INFORMATION STATEMENT

Unless otherwise defined, all terms used herein shall bear the same meaning as in the announcements dated 30 May 2015, 4 June 2015, 22 June 2015 and 23 June 2015 (the "**Announcements**").

The Company refers to the Announcements in relation to the Rights Issue of up to 1,925,526,236 Rights Shares at the Issue Price of S\$0.105 for each Rights Share, on the basis of 190 Rights Shares for every 100 Shares held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded.

### 1. LODGEMENT AND DESPATCH OF OFFER INFORMATION STATEMENT

The Company wishes to announce that the offer information statement dated 30 June 2015 (the "Offer Information Statement") in relation to the Rights Issue has today been lodged with the Monetary Authority of Singapore ("MAS") and will be despatched to Entitled Shareholders (together with a copy of the Provisional Allotment Letter (the "PAL") or the application and acceptance form for Rights Shares and excess Rights Shares (the "ARE"), as the case may be), on or around 3 July 2015. A copy of the Offer Information Statement is attached hereto.

For practical reasons and in order to avoid any violation of securities legislation applicable in countries other than Singapore, the Offer Information Statement and its accompanying documents will not be despatched to Foreign Shareholders, subject to certain limited exceptions. Foreign Shareholders will not be allowed to participate in the Rights Issue.

## 2. ACCEPTANCES OF PROVISIONAL ALLOTMENTS OF RIGHTS SHARES AND APPLICATIONS FOR EXCESS RIGHTS SHARES

Acceptances of provisional allotments of Rights Shares and (if applicable) applications for excess Rights Shares ("excess applications for the Rights Shares") may be made by Entitled Shareholders.

- (a) in the case of Entitled Depositors, by way of the ARE and/or by way of an Electronic Application through an ATM of a Participating Bank; and
- (b) in the case of Entitled Scripholders, by way of the PAL.

Investors who hold Shares under the SRS, CPFIS Members who had bought Shares under the CPFISOA and/or investors who hold Shares through finance companies or Depository Agents can only accept their provisional allotments of Rights Shares and (if applicable) apply for excess Rights Shares by instructing the relevant approved banks in which they hold their SRS Accounts, their respective approved CPF agent banks, finance companies and/or Depository Agents to do so on their behalf. Any acceptance and (if applicable) application made directly by the abovementioned persons through CDP, Electronic Applications at ATMs of the Participating Banks, the Share Registrar and/or the Company will be rejected.

Entitled Shareholders are to note that the aggregate Issue Price payable pursuant to an application (i) submitted for the acceptance of the provisional allotments of Rights Shares; and/or (ii) for Excess Rights Shares, will be rounded up to the nearest whole cent.

More information on the procedures for acceptance, payment and excess application for the Rights Shares by Entitled Shareholders may be found in the Offer Information Statement, the ARE and the PAL.

# 3. TRADING PERIOD FOR "NIL-PAID" RIGHTS

The trading period for the provisional allotments of Rights Shares (or "nil-paid" Rights) on the Singapore Exchange Securities Trading Limited (the "SGX-ST") will commence at 9.00 a.m. on 3 July 2015 and will end at 5.00 p.m. on 13 July 2015.

Entitled Depositors who sell their "nil-paid" Rights during the period need not forward the ARE to the Purchasers as CDP will make arrangements for separate Application Forms for Rights Shares (the "**ARS**") to be issued to Purchasers. Purchasers should note that CDP will, on behalf of the Company, send the ARS, accompanied by the Offer Information Statement, by ordinary post and AT THE PURCHASER'S OWN RISK, to their respective Singapore addresses as registered with CDP. For the avoidance of doubt, only Entitled Shareholders (and not Purchasers or the renouncees of Entitled Shareholders) shall be entitled to apply for additional Rights Shares in excess of their provisional allotments of Rights Shares.

As stated above, for practical reasons and in order to avoid any violation of securities legislation applicable in countries other than Singapore, the Offer Information Statement and its accompanying documents will not be despatched to Foreign Shareholders. Foreign Purchasers are advised that their participation in the Rights Issue may be restricted or prohibited by laws of the jurisdiction in which they are located or resident. Subject to compliance with applicable laws, Foreign Purchasers

who wish to accept the provisional allotments of Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

### 4. COLLECTION OF OFFER INFORMATION STATEMENT

Entitled Shareholders who do not receive the Offer Information Statement and its accompanying documents on or around 3 July 2015 may obtain copies of the documents from CDP or the Share Registrar, as the case may be, at their respective addresses as follows:

<u>CDP</u>

Share Registrar

| 11 North Buona Vista DriveLtd.#06-07 The Metropolis Tower 250 FSingapore 138589#32-Singapore 138589Singapore | rdroom Corporate & Advisory Services Pte.<br>Raffles Place<br>-01<br>gapore Land Tower<br>gapore 048623 |
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CPFIS Members who do not receive the Offer Information Statement from their respective approved CPF agent banks may obtain copies of the Offer Information Statement from the Share Registrar (at the address stated above).

Purchasers who do not receive the ARS and the Offer Information Statement may also obtain copies of the same from CDP (at the address stated above).

### 5. <u>ELECTRONIC APPLICATIONS THROUGH ATMS OF PARTICIPATING BANKS ON THE 4TH</u> AND 18TH OF JULY 2015

Shareholders should note that there will be system maintenance on the 4th and 18th of July 2015, Saturday, between 7.00 a.m. to 9.30 p.m. As such, Electronic Applications will not be available for all three Participating Banks during the aforesaid period and time.

### 6. **IMPORTANT DATES AND TIMES**

Entitled Shareholders and Purchasers should take note of the following important dates and times:

| Lodgment of the Offer Information Statement and accompanying application forms with the Monetary Authority of Singapore           | : | Tuesday, 30 June 2015   |
|---|---|---|
| Despatch of the Offer Information Statement<br>(together with the ARE or the PAL, as the case<br>may be) to Entitled Shareholders | : | Friday, 3 July 2015   |
| Commencement of trading of the Rights   | : | Friday, 3 July 2015 (9.00 a.m.)   |
| First date and time for acceptance of and payment for the Rights Shares   | : | Friday, 3 July 2015 (7.00 a.m. for Electronic Applications through ATMs of Participating Banks) |
| First date and time for application and payment for the excess Rights Shares  | : | Friday, 3 July 2015 (7.00 a.m. for Electronic Applications through ATMs of Participating Banks) |

| Last date and time for splitting and trading of the Rights                           | : | Monday, 13 July 2015 (5.00 p.m.)  |
|--|---|---|
| Last date and time for acceptance of and payment for the Rights Shares               | : | Monday, 20 July 2015 (5.00 p.m. for the ARE / the PAL and 9.30 p.m. for Electronic Applications through ATMs of Participating Banks) <sup>(1)</sup> |
| Last date and time for acceptance of and payment for the Rights Shares by renouncees | : | Monday 20 July 2015 (5.00 p.m. for the ARE / the PAL and 9.30 p.m. for Electronic Applications through ATMs of Participating Banks) <sup>(1)</sup>  |
| Last date and time for application and payment for the excess Rights Shares          | : | Monday, 20 July 2015 (5.00 p.m. for the ARE / the PAL and 9.30 p.m. for Electronic Applications through ATMs of Participating Banks) <sup>(1)</sup> |
| Expected date for issuance of the Rights Shares                                      | : | Tuesday, 28 July 2015   |
| Expected date for commencement of trading of the Rights Shares on the SGX-ST         | : | Wednesday, 29 July 2015   |

Note:

(1) Shareholders should note that there will be system maintenance on the 4th and 18th of July 2015, Saturday, between 7.00 a.m. to 9.30 p.m. As such, Electronic Applications will not be available for all three Participating Banks during the aforesaid period and time.

The above timetable is indicative only and is subject to change and the Company may, in consultation with the Joint Underwriters and with the approval of the SGX-ST, modify the above timetable subject to any limitation under any applicable laws. In such an event, the Company will publicly announce the same through a SGXNET announcement to be posted on the SGX-ST's website (http://www.sgx.com).

In-principle approval has been obtained from the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on the Main Board of the SGX-ST, subject to certain conditions which have been disclosed in the Announcement dated 4 June 2015.

SGX-ST's in-principle approval for the listing and quotation of the Rights Shares is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company and/or its subsidiaries.

By Order of the Board

Yeo Keng Nien Company Secretary 30 June 2015