

THE ACQUISITION BY THE COMPANY OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF REGAL INTERNATIONAL HOLDINGS PTE. LTD. – ENTRY INTO PLACEMENT AGREEMENT AND LODGEMENT OF OFFER INFORMATION STATEMENT IN RELATION TO COMPLIANCE PLACEMENT

CIMB Bank Berhad, Singapore Branch was the financial adviser to the Company for the acquisition of the entire issued and paid up share capital of Regal International Holdings Pte. Ltd..

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Hisaka Holdings Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the announcement dated 29 October 2014 (the “**Announcement**”) in relation to, *inter alia*, Completion of the Proposed Acquisition and the Compliance Placement. Unless otherwise defined herein or the context requires otherwise, the capitalised terms used in this announcement shall have the same meaning ascribed to them in the Announcement.

2. ENTRY INTO PLACEMENT AGREEMENT

The Board wishes to announce that it had, on 30 October 2014, and for the purpose of the Compliance Placement, entered into a placement agreement (the “**Placement Agreement**”) with CIMB Securities (Singapore) Pte. Ltd. and the Vendors (namely, Mr Su Chung Jye, Mr Wong Pak Kiong, Mr Low Yew Shen and Ikram Mahawangsa Sdn Bhd), pursuant to which CIMB Securities (Singapore) Pte. Ltd. has been appointed as the placement agent (the “**Placement Agent**”) to place out up to an aggregate of 13,375,636 Consolidated Shares (the “**Placement Shares**”) at the placement price of S\$0.825 (the “**Placement Price**”).

Pursuant to the Placement Agreement, the Placement Agent will, on a reasonable efforts basis, procure purchasers for the Placement Shares at the Placement Price. The Compliance Placement is not underwritten by the Placement Agent.

The Compliance Placement only involves the placing out of the Consideration Shares by the Vendors and no new Shares in the share capital of the Company will be issued by the Company under the Compliance Placement. Accordingly, there will be no proceeds from the Compliance Placement received by the Company.

The Compliance Placement will be undertaken in accordance with Section 277 of the Securities and Futures Act (Cap. 289) of Singapore (“**SFA**”). The performance of the obligations of the Placement Agent under the Placement Agreement are subject to, *inter alia*, the following conditions:

- (a) an offer information statement having been lodged with the Monetary Authority of Singapore (the “**Authority**”) in accordance with the SFA (an “**Offer Information Statement**”);
- (b) the exemption under Section 277 of the SFA being applicable to the Compliance Placement;
- (c) the compliance by the Company and the Vendors to the satisfaction of the SGX-ST with all the conditions imposed by the SGX-ST in granting the in-principle approval for the listing and

quotation of the Consideration Shares, where such conditions are required to be complied with by the closing date of the Placement;

- (d) the SGX-ST not having withdrawn or changed the terms and conditions of its in-principle approval for the listing and quotation of the Consideration Shares and the Company having complied with any conditions contained therein required to be complied with prior to the such listing and quotation of the Consideration Shares;
- (e) the Placement Agreement not being terminated or rescinded pursuant to the provisions of the Placement Agreement; and
- (f) there not having occurred, in the opinion of the Placement Agent, any material adverse change, or any development likely to involve a prospective material adverse change, whether or not arising from transactions in the ordinary course of business, subsequent to the date of this Agreement which, in the opinion of the Placement Agent, is or is likely to be materially adverse in the context of the Compliance Placement or is likely to prejudice materially the success of the Compliance Placement or dealings in the Placement Shares in the secondary market.

3. LODGEMENT OF OFFER INFORMATION STATEMENT

The Board wishes to inform Shareholders that the Offer Information Statement in relation to the Compliance Placement has been lodged with the Authority on 30 October 2014. A copy of the Offer Information Statement may be found on the website of the Authority at <https://opera.mas.gov.sg>.

The Company will make such announcement(s) as may be necessary and/or appropriate in relation to the Compliance Placement, including but not limited to the completion of the Compliance Placement, in due course.

4. COMMENCEMENT OF COMPLIANCE PLACEMENT AND SUSPENSION OF TRADING FOR THE PURPOSE OF EFFECTING THE COMPLIANCE PLACEMENT

The Company refers to its announcements dated 10 October 2014 and 16 October 2014 in relation to, among others, the indicative dates relating to the Compliance Placement, in which it had been stated that the indicative date for the commencement of the Compliance Placement was 4 November 2014.

The Company wishes to update Shareholders that the Compliance Placement has commenced on 30 October 2014 at the time that the Offer Information Statement was lodged with the Authority. The Company will, after the close of market on 3 November 2014, request for the suspension of the trading in its Shares, including those trading in odd lots on the SGX-ST's unit share market, commencing from 9.00 a.m. on 4 November 2014 for the purpose of effecting the Compliance Placement.

The SGX-ST has permitted the Company a period of one (1) month to complete the Compliance Placement for the purposes of, *inter alia*, raising the percentage of the Company's Shares held in the hands of the public to at least 25% of the Company's issued share capital. Shareholders are reminded that the trading in the Shares of the Company, including those trading in odd lots on the SGX-ST's unit share market, will be suspended from 9.00 a.m. on 4 November 2014 until such time when the shareholding distribution requirements under Rule 210(1)(a) of the Listing Manual are met.

Awarded to HISAKA (Singapore) Pte. Ltd.



If the Compliance Placement is completed earlier, and the percentage of the Company's Shares held in the hands of the public is at least 25% of the Company's issued share capital, an application to the SGX-ST to lift the suspension will be made at that earlier time. The Company will make such announcement(s) as may be necessary and/or appropriate on the resumption of trading of the Company's Shares on the SGX-ST or otherwise in due course.

By Order of the Board
HISAKA HOLDINGS LTD.

Su Chung Jye
Executive Chairman and Chief Executive Officer
31 October 2014