

AA GROUP HOLDINGS LTD.

(Company Registration No: 200412064D)

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF TOKO CONSTRUCTION PTE LTD

The Board of Directors (the “**Board**” or “**Directors**”) of AA Group Holdings Ltd. (the “**Company**”) refer to the Company’s announcements dated 18 December 2015 and 17 February 2016 (the “**Previous Announcements**”) in relation to the proposed acquisition of Toko Construction Pte Ltd (the “**Target Company**”) from Chew Liang Kwang and Chew Mee Seng by A2A Management Pte Ltd (“**A2A**”), a wholly owned subsidiary of the Company (the “**Proposed Acquisition**”). The Proposed Acquisition was approved by the shareholders of the Company at the extraordinary general meeting held on 10 March 2016.

Unless otherwise defined, all capitalised terms and references used herein shall bear the same meaning ascribed to them in the Previous Announcements.

The Company wishes to update that the Proposed Acquisition was completed on 16 March 2016 (the “**Completion Date**”) and the Target Company has become a wholly owned subsidiary of A2A, which is in turn a wholly owned subsidiary of the Company.

The Shareholder’s Loan as at the Completion Date was S\$236,235. As such, the consideration for the assignment and transfer of the Shareholder’s Loan was S\$236,235 and the consideration for the sale and purchase of the Sale Shares was S\$1,060,456. The Company and Chew Liang Kwang have entered into a supplemental letter on 16 March 2016 whereby both parties agreed that the consideration for his Sale Shares of S\$954,410.40 shall be satisfied by way of (i) S\$237,719.40 in cash (which was paid to Chew Liang Kwang on the Completion Date) and (ii) the remaining S\$719,691 by way of an interest-free promissory note issued by A2A in favour of Chew Liang Kwang which shall be repayable on demand.

By order of the Board

AA Group Holdings Ltd.
Feng, Tzu-Ju @ Julie Feng
Managing Director

16 March 2016

This announcement has been prepared by the Company and its contents have been reviewed by the company's Sponsor, Stamford Corporate Services Pte Ltd, for compliance with the relevant rules of the SGX-ST. The Company's 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 document, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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