



Ezion Holdings Limited

EZION HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No 199904364E)

THE PROPOSED PROFESSIONAL FEES SHARES ISSUE - COMPLETION

1. INTRODUCTION

- 1.1. The Board of Directors of Ezion Holdings Limited (“**Ezion**” or the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the announcement on 7 February 2018, 12 March 2018, 6 April 2018, 7 April 2018 and 13 April 2018 (the “**Announcements**”) and the circular dated 12 March 2018 (the “**Circular**”) in relation to the Proposed Bonds Issue, the Proposed Warrants (2018-Shareholders) Issue, the Proposed Warrants (2018-Securityholders) Issue, the Proposed Series 008 Securities Conversion Shares Issue, the Proposed Interest Shares Issue, the Proposed Securityholders Consent Shares Issue, the Proposed Warrants (2018-Secured Lenders) Issue, the Proposed TLF Consent Shares Issue, the Proposed Warrants (2018-Unsecured Lenders) Issue, the Proposed Professional Fees Shares Issue, the Proposed Private Subscriber Option Shares Issue, and the notice of redemption of the Securities.
- 1.2. Unless otherwise defined, all capitalised terms and references used herein shall bear the same meaning ascribed to them in the Circular.

2. COMPLETION OF THE PROPOSED PROFESSIONAL FEES SHARES ISSUE

- 2.1. The Company would like to update Shareholders that the Proposed Professional Fees Shares Issue has been completed on 24 April 2018. The remaining 57,000,000 Professional Fees Shares have been issued by the Company to RSM Corporate Advisory Pte Ltd on 24 April 2018, for payment of the professional fees, including relevant disbursements, incidental costs and applicable taxes in connection with the Refinancing Exercise at the issue price of S\$0.2763 per Professional Fees Share. As stated in the announcement on 13 April 2018, RSM Corporate Advisory Pte Ltd will be acting as payment agent for the Group, and shall be selling the Professional Fee Shares on a pre-determined basis by an independent committee. The Professional Fees Shares shall, when issued and allotted, be duly authorised, validly issued and credited as fully paid-up, be free from any and all encumbrance, be fully transferable and shall rank for any dividends, rights, allocations or other distributions, the Record Date for which is on or after the date of the issue and allotment of the Professional Fees Shares and, subject as aforesaid, shall rank *pari passu* in all respects with the existing Shares.

3. LISTING AND QUOTATION

- 3.1. The 57,000,000 Professional Fees Shares will be listed on the Main Board of the SGX-ST on or around 25 April 2018.

- 3.2. The approval-in principle granted by the SGX-ST for the listing of and quotation for the Series A Non-Convertible Bonds, the Series B Convertible Bonds, the Series B Conversion Shares, the Series C Non-Convertible Bonds, the Series 008 Securities Conversion Shares, the Warrant (2018-Shareholders) Shares, the Warrant (2018-Securityholders) Shares, the Securityholders Consent Shares, the Warrant (2018-Secured Lenders) Shares, the TLF Consent Shares, the Warrant (2018-Unsecured Lenders) Shares, the Interest Shares, the Private Subscriber Option Shares and the Professional Fees Shares on the Main Board of the SGX-ST is not an indication of the merits of the Series A Non-Convertible Bonds, the Proposed Bonds Issue, the Series B Convertible Bonds, the Series B Conversion Shares, the Series C Non-Convertible Bonds, the Proposed Warrants (2018-Shareholders) Issue, the Warrants (2018-Shareholders), the Warrant (2018-Shareholders) Shares, the Proposed Warrants (2018-Securityholders) Issue, the Warrants (2018-Securityholders), the Warrant (2018-Securityholders) Shares, the Proposed Series 008 Securities Conversion Shares Issue, the Series 008 Securities Conversion Shares, the Proposed Interest Shares Issue, the Interest Shares, the Proposed Securityholders Consent Shares Issue, the Securityholders Consent Shares, the Proposed Warrants (2018-Secured Lenders) Issue, the Warrants (2018-Secured Lenders), the Warrant (2018-Secured Lenders) Shares, the Proposed TLF Consent Shares Issue, the TLF Consent Shares, the Proposed Warrants (2018-Unsecured Lenders) Issue, the Warrants (2018-Unsecured Lenders), the Warrant (2018-Unsecured Lenders) Shares, the Proposed Professional Fees Shares Issue, the Professional Fees Shares, the Proposed Private Subscriber Option Shares Issue, the Private Subscriber Option Shares, the Company and/or its subsidiaries.

4. CAUTION ADVISED

- 4.1. Shareholders, Securityholders, and investors are advised to read this Announcement, the Circular, and any past and future announcements by the Company carefully when dealing with the shares and securities of the Company. Shareholders, Securityholders, and investors should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take or when dealing with their shares and securities of the Company.

By Order of the Board

Goon Fook Wye Paul
Company Secretary
24 April 2018