



EZRA HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199901411N)

THE PROPOSED CONSOLIDATION OF EVERY EIGHT EXISTING SHARES IN THE SHARE CAPITAL OF THE COMPANY HELD BY SHAREHOLDERS OF THE COMPANY AS AT THE BOOKS CLOSURE DATE TO BE DETERMINED, INTO ONE CONSOLIDATED SHARE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

1. INTRODUCTION

The Board of Directors (the "**Board**" or the "**Directors**") of the Ezra Holdings Limited (the "**Company**") wishes to announce that the Company proposes to undertake a share consolidation (the "**Proposed Share Consolidation**") of every eight existing ordinary shares in the capital of the Company (the "**Existing Shares**") as at a books closure date to be determined by the Directors as they deem fit in their absolute discretion (the "**Books Closure Date**") into one consolidated ordinary share in the capital of the Company (each a "**Consolidated Share**"), fractional entitlements to be disregarded.

2. DETAILS OF THE PROPOSED SHARE CONSOLIDATION

- 2.1. Under the Proposed Share Consolidation, every eight Existing Shares registered in the name of each shareholder of the Company ("**Shareholder**") as at the Books Closure Date will be consolidated to constitute one Consolidated Share.
- 2.2. Shareholders should note that, upon completion of the Proposed Share Consolidation, the number of Consolidated Shares which Shareholders will be entitled to, based on their holdings of Existing Shares 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 Proposed Share Consolidation will be disregarded. Fractional entitlements arising from the implementation of the Proposed Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, whether by sale, cancellation or otherwise. Affected shareholders will not be paid for any fractional shares which are disregarded.
- 2.3. Each Consolidated Share will rank *pari passu* with each other, and will be traded in board lots of 100 Consolidated Shares.
- 2.4. The Existing Shares are currently traded in board lots of 100 shares in the ready market. Following the completion of the Proposed Share Consolidation, the securities accounts maintained with The Central Depository (Pte) Limited (the "**CDP**") of Shareholders (being depositors) may be credited with odd lots of the Consolidated Shares i.e. lots other than board lots of 100 Consolidated Shares. Shareholders who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade in odd lots on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") should note that odd lots can be traded in the SGX-ST's unit share market with a minimum size of one Consolidated Share on the SGX-ST.

- 2.5. The Proposed Share Consolidation will not involve any diminishing of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the Shareholders' funds of the Group. Shareholders will not be required to make any payment to the Company in respect of the Proposed Share Consolidation.
- 2.6. As at the date of this announcement (the "**Announcement**"), the Company has an issued and paid-up share capital of US\$634,736,000 divided into 2,942,400,977 Existing Shares (including 3,439,880 treasury shares). On the assumption that there will be no new shares issued by the Company up to the Books Closure Date and no fractions of Consolidated Shares will arise from the Proposed Share Consolidation, the Company will have an issued and paid-up capital of US\$634,736,000 comprising 367,800,122 Consolidated Shares (including 429,985 treasury shares) upon completion of the Proposed Share Consolidation.

3. RATIONALE FOR THE PROPOSED SHARE CONSOLIDATION

- 3.1. The Monetary Authority of Singapore and the SGX-ST have introduced a minimum trading price for Mainboard-listed stocks of S\$0.20 as a continuing listing requirement (the "**MTP Requirement**") with effect from 2 March 2015. A one-time transition period of 12 months from the date of introduction of the MTP Requirement will be given to affected issuers to undertake corporate actions to meet the new requirement. Pursuant to the new MTP requirement, issuers which are not able to record a 6-month volume weighted average price ("**VWAP**") of S\$0.20 on 1 March 2016 and at any of the subsequent quarterly review dates will be placed on the watch-list. Affected issuers which have consolidated their shares before 1 March 2016 in order to comply with the MTP Requirement will only be assessed for compliance with the MTP requirement on 1 September 2016. Issuers which are unable to take steps to raise its minimum trading price and exit the watch-list will be delisted after a 36-month cure period.
- 3.2. As at the date of this Announcement, the 6-month VWAP of the Company's shares is S\$0.117, which is below the MTP Requirement of S\$0.20.
- 3.3. The Company proposes to undertake the Proposed Share Consolidation in order to comply with the MTP Requirement.
- 3.4. **However, Shareholders should note that there is no assurance that the Share Consolidation will achieve the desired results, nor is there assurance that such results (if achieved) can be sustained in the longer term.**

4. APPROVALS AND CONDITIONS

- 4.1. The Proposed Share Consolidation is subject to:
 - 4.1.1. the approval of the SGX-ST for the dealing in, listing of and quotation for the Consolidated Shares on the SGX-ST; and
 - 4.1.2. the approval of Shareholders for the Proposed Share Consolidation at an extraordinary general meeting (the "**EGM**") of the Company to be convened.
- 4.2. An application will be made to the SGX-ST for permission to deal in and for the listing of and quotation for the Consolidated Shares on the SGX-ST. An announcement on the outcome of the application will be made in due course.

4.3. A circular containing, inter alia, the notice of EGM and the details of the Proposed Share Consolidation will be despatched to Shareholders in due course.

5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Proposed Share Consolidation (other than through their respective shareholdings in the Company).

BY ORDER OF THE BOARD

Yeo Keng Nien
Company Secretary
19 January 2016