



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

**UPDATE ON RESTRUCTURING PROCEEDINGS COMMENCED IN THE UNITED STATES:
ENTERING INTO BINDING AGREEMENT IN RELATION THE RESTRUCTURING PROPOSAL**

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Ezra Holdings Limited (the “**Company**”) refers to its announcement dated 19 March 2017. The Company, together with its wholly owned subsidiaries, EMAS IT Solutions Pte Ltd and Ezra Marine Services Pte Ltd (collectively, the “**Ezra Chapter 11 Entities**”) had on 18 March 2017 filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code (the “**Ezra Chapter 11 Filing**”) in order to facilitate the financial restructuring of the Ezra Chapter 11 Entities, and consequently, the Company and its subsidiaries. On 23 February 2018, the Company entered into a binding proposal, subject to court (bankruptcy and Singapore) approval, with Asia Fund Space (HK) Limited (the “**Investor**”, together with the Company, the “**Parties**”) in relation to its proposed investment as part of the restructuring of the Company (the “**Proposal**”).

As part of the Proposal, the following transactions will be implemented:

- (a) the New Ezra Transaction (as defined below); and
- (b) the Proposed Listing (as defined below),

upon the key terms and subject to the conditions of the Proposal.

2. NEW EZRA TRANSACTION

Subject to all requisite shareholder, creditor, court and other necessary approvals being obtained, the Company, pursuant to a Chapter 11 plan under the United States Bankruptcy Code (the “**Chapter 11 Plan**”) and a scheme of arrangement pursuant to Section 210 of the Singapore Companies Act, Chapter 50 of Singapore (the “**Scheme**”, together with the Chapter 11 Plan, the “**Restructuring Plan**”) shall:

- (i) dispose of all of its existing assets for the benefit of creditors

The Company shall transfer all of its existing assets, including interests in all of its subsidiaries and associated companies (collectively, the “**Ezra Assets**”) to a trust or other newly formed entity (the “**Creditor Trust**”) for the benefit of existing creditors of the Company (the “**Creditors**”).

- (ii) issue new shares in the Company

The Company shall also issue new ordinary shares in its capital ("**Ezra Shares**") to Creditors, which shall amount to 4% of the resultant enlarged share capital of the Company, and to the Investor, which shall amount to 92% of the resultant enlarged share capital of the Company. The existing shareholders of the Company ("**Shareholders**") shall hold the remaining balance (4%) of the resultant enlarged share capital of the Company.

The Ezra Shares will be issued to the Creditors pursuant to the Restructuring Plan in consideration of their existing claims. Such claims against Ezra will be released pursuant to the Restructuring Plan. No proceeds will be raised from the issuance of Ezra Shares to the Creditors.

The Investor will pay S\$1,000,000 to the Company upon completion of the Restructuring Plan against the issuance of the Ezra Shares by the Company to the Investor.

- (iii) acquire one or more new businesses

Following the transfer of the Ezra Assets to the Creditor Trust and the issue of Ezra Shares, the Investor shall use reasonable commercial efforts, as soon as reasonably practicable, to procure the acquisition of one or more new businesses (the "**RTO Business**") into the Company in consideration of new Ezra Shares by no later than 31 December 2018 or such other date as the parties may agree in writing to enable the resumption of trading of the Ezra Shares on the Singapore Securities Exchange Trading Limited (the "**SGX-ST**"). The completion of the acquisition of the RTO Business is subject to certain conditions precedent and on such terms and conditions as may be agreed between the Company and the vendors of the RTO Business, including any issue of new Ezra Shares as consideration to the vendors of the RTO Business.

Following the issue of new Ezra Shares to the vendors of the RTO Business, the shareholding held by Shareholders and Creditors will be adjusted, such that the market value of their shareholding, post the acquisition of the RTO Business, shall be between S\$2,000,000 and S\$2,500,000 for Creditors and between S\$2,000,000 and S\$2,500,000 for Shareholders.

3. PROPOSED LISTING

The Investor shall use all reasonable commercial efforts to procure owners of a Myanmar company in the business of real estate property development (the "**Myanmar Property Business**") to incorporate a holding company (the "**Holding Company**") to acquire the Myanmar Property Business ("**Business Acquisition**") immediately prior to, or following the receipt of the "eligibility-to-list- letter" from the SGX-ST and the listing of the Holding Company on the Catalist Board of the SGX-ST. The completion of the Proposed Listing is subject to the necessary approvals being obtained and certain other terms and conditions, including the issue of new shares by the Holding Company representing not more than 20% of the share capital of the Holding Company to unrelated investors in exchange for new money investment of an aggregate subscription amount of approximately US\$25 million.

On completion of the Proposed Listing, the Holding Company will issue to the Investor 16% of the issued share capital of the Holding Company as at completion of the Proposed Listing ("**Enlarged Holding Company Share Capital**"), of which 4%, 1% and 2% of the Enlarged Holding Company Share Capital shall be issued or transferred at no consideration, and be held by the Creditors, Shareholders and Management (as defined below), respectively.

4. **RELEASE AND DISCHARGE OF CLAIMS**

Following transfer of the Ezra Assets to the Creditor Trust for the benefits of Creditors and the issue of new Ezra Shares to the Creditors as set out above, the Creditors will, pursuant to the Restructuring Plan, fully release and discharge of all claims against the Company.

5. **CONDITIONS PRECEDENT**

The completion of the Proposal is conditional upon, among others, the following being fulfilled:

- (i) the approval of the Restructuring Plan by the courts in United States and Singapore in connection with the confirmation of the Chapter 11 Plan and the sanction of the Scheme, respectively;
- (ii) the Chapter 11 Plan and the Scheme becoming effective;
- (iii) the approval of the Shareholders being obtained at an extraordinary generally meeting as well as the approval of the Board;
- (iv) the Company having no liabilities or being involved in any litigation or arbitration proceedings (whether actual, contingent or potential) related to or in connection with the subject matter of the contemplated transactions under the Proposal;
- (v) the receipt and non-withdrawal of the grant of all necessary consents, approvals, waivers, exemptions or other acts from any governmental agency as reasonably required to implement the Restructuring Plan, the issuance of New Ezra Shares and the Proposed Listing, including the waiver of any obligation by the Investors or their designees to make a general offer under Rule 14 of the Singapore Code on Takeovers and Mergers for Ezra Shares not owned or controlled by the Investors and their designees as a result of the allotment and issuance of the Ezra Shares to the Investors and their designees, and such consents and approvals having being duly authorised or obtained or otherwise completed and being in full force and effect on the date the Chapter 11 Plan and the Scheme becoming effective ("**Effective Date**");
- (vi) each of the Group General Counsel to the Company and advisor to the Board of the Company ("**Management**") to perform certain obligations in relation to the transactions contemplated under the Proposal and to continue to provide services to the Company on terms reasonably acceptable to both the Investors and the Management following the investment into the Company by the Investors;
- (vii) the Restructuring Plan not being prohibited by any statute, or injunction or other order being issued by any court of competent jurisdiction or other legal restraint, rule,

regulation, direction or request promulgated or condition imposed by any applicable legislative, executive or prohibition or regulatory body or authority;

- (viii) no event, development or state of facts which has had a material adverse effect between the date of the Proposal and the Effective Date;
- (ix) completion of the Business Acquisition by the Holding Company; and
- (x) the admission, listing and quotation of the shares in the Holding Company on the Catalist Board of the SGX-ST on or before 31 December 2018 or such other date as the Parties may agree in writing.

6. TERMINATION

The Proposal shall terminate, unless otherwise extended by the Parties in writing, on or before 31 December 2018.

Further announcements on the Proposal, including the financial effects and the despatch of the circular to Shareholders, will be made by the Company and the Board via SGXNET at a later date.

Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders are also advised to refrain from taking any action in respect of their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company as there is no certainty or assurance as at the date of this announcement that the Proposal, including the acquisition of the RTO Business or the Listing Proposal, will be completed at all.

There is also no assurance that the Chapter 11 Plan or the Scheme will be approved. The Chapter 11 Plan and the Scheme are subject to (i) a vote of the Company's Creditors and Shareholders (ii) various conditions specified in the Chapter 11 Plan and the Scheme; and (iii) Court approval.

This announcement is not intended to be a solicitation of the Company's Creditors regarding the Chapter 11 Plan.

When in doubt as to the action they should take, stakeholders and potential investors should consult their financial, tax or other advisers.

By Order of the Board

Shannon Ong
Company Secretary
1 March 2018