

MANHATTAN RESOURCES LIMITED

(Incorporated In the Republic of Singapore)

(Company Registration No. 199006289K)

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 568,765,975 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY

1. INTRODUCTION

- 1.1. The Board of Directors ("**Board**" or "**Directors**") of Manhattan Resources Limited ("**Company**") and its subsidiaries (together the "**Group**") wishes to announce that the Company is proposing to undertake a renounceable non-underwritten rights issue of up to 568,765,975 new ordinary shares ("**Rights Shares**") in the capital of the Company at an issue price of S\$0.0245 for each Rights Share ("**Issue Price**"), on the basis of one (1) Rights Share for every one (1) ordinary share in the capital of the Company ("**Share**") held by the shareholders of the Company ("**Shareholders**") as at the date and time to be determined by the Directors for the purposes of determining Shareholders' entitlements under the Rights Issue ("**Books Closure Date**"), fractional entitlements to be disregarded ("**Rights Issue**").
- 1.2. The Company will be seeking specific approval from Shareholders at an extraordinary general meeting ("**EGM**") in relation to the Rights Issue and the Proposed Whitewash Resolution (as defined below). A circular to Shareholders containing further information on the Rights Issue and the Proposed Whitewash Resolution, together with the notice of the EGM, will be despatched to Shareholders in due course.
- 1.3. Shareholder should note that the ordinary resolutions in respect of the Rights Issue and the Proposed Whitewash Resolution are inter-conditional on each other. If any one of these two ordinary resolutions is not approved, the other ordinary resolution will not proceed.
- 1.4. The Company has appointed Crowe Horwath Capital Pte Ltd as the manager of the Rights Issue ("**Manager**").

2. PRINCIPAL TERMS OF THE RIGHTS ISSUE

- 2.1. **Basis of provisional allotment.** The Company is proposing the Rights Issue to be offered on a renounceable non-underwritten basis to Entitled Shareholders (as defined below) on the basis of one (1) Rights Share for every one (1) existing Share held by Entitled Shareholders (as defined below) as at the Books Closure Date, fractional entitlements to be disregarded.
- 2.2. **Non-underwritten.** The Rights Issue will not be underwritten. In view of the Irrevocable Undertaking (as defined below) to be provided by Dato' Dr Low Tuck Kwong ("**Dato Low**"), further details of which are set out in Section 4 of this announcement, and the savings in costs by the Company in respect of underwriting fees and commission, the Company has decided to proceed with the Rights Issue on a non-underwritten basis. The Rights Issue will not be withdrawn after commencement of the ex-rights trading of the Shares pursuant to Rule 820(1) of the Listing Manual.

- 2.3. **Number of Rights Shares.** As at the date of this announcement, the Company has an existing issued and paid-up share capital comprising 568,490,975 Shares (excluding treasury shares) (“**Existing Share Capital**”), as well as 275,000 outstanding share options which are exercisable into 275,000 Shares (“**Share Options**”). Save for the 275,000 outstanding Share Options, the Company does not have any outstanding warrants or convertible securities.

For illustrative purposes only, based on the Existing Share Capital and

- (a) assuming (i) all of the outstanding Share Options are exercised on or prior to the Books Closure Date; and (ii) all the Entitled Shareholders subscribe for their pro-rata entitlements of Rights Shares, the Company will issue up to 568,765,975 Rights Shares (“**Maximum Subscription Scenario**”) and the resultant enlarged issued and paid-up share capital of the Company in the Maximum Subscription Scenario will be 1,137,531,950 Shares (excluding treasury shares); and
- (b) assuming (i) none of the outstanding Share Options are exercised on or prior to the Books Closure Date; (ii) Dato Low subscribes for his entitlement of Rights Shares and such number of excess Rights Shares pursuant to the Irrevocable Undertaking; and (ii) none of the other Entitled Shareholders subscribe for their pro-rata entitlements of Rights Shares, the Company will issue up to 568,490,975 Rights Shares (“**Minimum Subscription Scenario**”) and the resultant enlarged issued and paid-up share capital of the Company in the Minimum Subscription Scenario will be 1,136,981,950 Shares (excluding treasury shares).
- 2.4. **Right Shares Issue Price.** The Issue Price per Rights Share is S\$0.0245 and represents a discount of approximately (a) 69.38% to the closing price of S\$0.08 per Share for trades done on the Mainboard of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 10 August 2018 (being the last trading day immediately before the date of this announcement); or (b) 53.11% to the theoretical ex-rights price¹ of S\$0.05225 per Share.
- 2.5. **Status of Right Shares.** The Rights Shares are payable in full upon acceptance and/or application and will, upon allotment and issue, rank *pari passu* in all respects with the then existing Shares, save for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls before the date of issue of the Rights Shares.
- 2.6. **Option to scale down.** Depending on the level of subscription for the Rights Shares, the Company will, if necessary, and upon the approval of the SGX-ST, scale down a Shareholder’s application to subscribe for the Rights Issue to avoid placing the relevant Shareholder and parties acting in concert with it in the position of incurring a mandatory bid obligation under the Code (as defined below) as a result of other Shareholders not taking up their Rights Shares entitlements fully. For the avoidance of doubt, the option to scale down shall not apply to Dato Low’s application to subscribe for the Rights Shares and excess Rights Shares pursuant to the Irrevocable Undertaking. The Company will also not make any allotment and issue of any Excess

¹ The theoretical ex-rights price is calculated using the following formula: $T = (A + B) / C$
where:

A = the Company’s market capitalisation based on the closing price of S\$0.08 per Share on the SGX-ST on 10 August 2018, being the last trading day immediately prior to the date of this announcement

B = the gross proceeds from the Rights Issue assuming the completion of the Rights Issue under the Minimum Subscription Scenario based on the Existing Share Capital of 568,490,975 Shares

C = the enlarged issued share capital of the Company under the Minimum Subscription Scenario of 1,136,981,950 Shares

Rights Shares that will result in a transfer of controlling interests in the Company unless otherwise approved by Shareholders in a general meeting.

- 2.7. The terms and conditions of the Rights Issue may be subject to such changes as the Directors may deem fit. The final terms and conditions of the Rights Issue including procedures, acceptances and renunciations of applications for the Rights Shares will be contained in an offer information statement ("**Offer Information Statement**") and its accompanying documents to be lodged with the Monetary Authority of Singapore ("**Authority**"). The Offer Information Statement will be despatched by the Company to Entitled Shareholders in due course.

3. CONDITIONS FOR THE RIGHTS ISSUE:

- 3.1. Shareholders should note that the Rights Issue is subject to, *inter alia*, the following conditions:

- (a) the grant of the Whitewash Waiver (as defined below) by the Securities Industry Council ("**SIC**");
- (b) the approval of Shareholders for the Rights Issue being obtained at the EGM to be convened;
- (c) the approval of Independent Shareholders (as defined below) for the Whitewash Resolution being obtained at the EGM to be convened;
- (d) the receipt of the approval in-principle from the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on the Mainboard of the SGX-ST and such approval not having been withdrawn or revoked on or prior to the completion of the Rights Issue, and if such approval is granted subject to conditions, such conditions being acceptable to and fulfilled by the Company; and
- (e) the lodgement of the Offer Information Statement together with all other accompanying documents (if applicable) pursuant to the SFA with the Authority.

- 3.2. An application will be made by the Company to the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on the Mainboard of the SGX-ST. The Company will release an announcement on the outcome of the application in due course.

4. IRREVOCABLE UNDERTAKING FOR THE RIGHTS ISSUE

- 4.1. As at the date of this announcement, Dato Low is directly interested in 373,637 Shares and 117,344,000 Shares which are registered in the name of Raffles Nominees (Pte) Limited (collectively "**Existing Dato Low Shares**"), representing in aggregate approximately 20.71% of the Existing Share Capital.

- 4.2. To show support for the Rights Issue and to demonstrate his commitment to and confidence in the Company, Dato Low has given an irrevocable undertaking pursuant to which he has unconditionally and irrevocably undertaken to the Company and the Manager ("**Irrevocable Undertaking**"), *inter alia*:

- (a) that he will not sell, transfer or otherwise deal with any of the Existing Dato Low Shares prior to the Books Closure Date;

- (b) to fully subscribe and/or procure subscription for all of his entitlement of 117,717,637 Rights Shares based on the Existing Dato Low Shares as at the Books Closure Date under the Rights Issue;
- (c) to fully subscribe and/or procure subscription for up to 451,048,338 Rights Shares which are not subscribed for or otherwise taken up and/or applied for by the other Entitled Shareholders ("**Excess Rights Shares**"), on the basis that he will rank last in priority for the allotment of the Excess Rights Shares which are not taken up by the other Entitled Shareholders; and
- (d) to vote and/or procure the voting of, all of his shareholding, whether held directly or indirectly, in favour of the Rights Issue in order to procure the passing of the resolution for the Rights Issue to be tabled at the EGM.

4.3. The Irrevocable Undertaking is subject to and conditional upon the following:

- (a) the grant of the Whitewash Waiver by the SIC to Dato Low and persons acting in concert with him, and such approval not having been withdrawn or revoked prior to the completion of the Rights Issue;
- (b) the receipt of the approval in-principle of the SGX-ST for the dealing in, listing of and quotation of the Rights Shares under the Rights Issue on the Mainboard of the SGX-ST and such approval not being withdrawn or revoked as at the completion of the Rights Issue, and if such approval is granted to such conditions, such conditions being acceptable to the Company;
- (c) the Rights Issue being approved by the Shareholders at the EGM to be convened;
- (d) the Proposed Whitewash Resolution being approved by independent Shareholders (being Shareholders other than Dato Low and his concert parties) ("**Independent Shareholders**") at the EGM; and
- (e) the lodgement of the Offer Information Statement, together with all other accompanying documents (if applicable), by the Company in respect of the Rights Issue with the Authority,

(collectively, the "**Undertaking Conditions**").

4.4. If any of the Undertaking Conditions is not fulfilled by 31 January 2019, the Irrevocable Undertaking shall terminate.

4.5. Dato Low has furnished a confirmation from a financial institution that he has sufficient financial resources to fulfil his obligations under the Irrevocable Undertaking.

5. PROPOSED WHITEWASH RESOLUTION

5.1. As at the date of this announcement, pursuant to the Singapore Code on Take-overs and Mergers ("**Code**"), the shareholding interests of Dato Low and his deemed concert parties in relation to the Company are as follows:

Name	Relationship with Dato Low	Interest held in the Company	
		No. of Shares	% ⁽¹⁾
Dato Low ⁽²⁾	–	117,717,637	20.71
Wong Kai Lai ⁽³⁾	Spouse	1,690,000	0.30
Low Yi Ngo	Son	3,300,200	0.58
Manhattan Investments Pte Ltd	Company controlled by Dato Low and his immediate family	88,701,764	15.60

Notes:

- (1) Based on a total issued share capital of the Company as at the date of this announcement of 568,490,975 Shares (excluding treasury shares).
- (2) 117,344,000 Shares are registered in the name of Raffles Nominees (Pte) Limited.
- (3) Wong Kai Lai's Shares are registered in the name of Citibank Nominees Singapore Pte Ltd.
- 5.2. Accordingly, as at the date of this announcement, Dato Low and his concert parties are interested in an aggregate of 211,409,601 Shares representing approximately 37.19% of the Existing Share Capital.
- 5.3. For illustrative purposes only, based on the terms of the Rights Issue and the Irrevocable Undertaking:
- (a) assuming (i) only Dato Low subscribes for his pro-rata entitlement of the Rights Shares; and (ii) no other person subscribes for the Rights Shares such that Dato Low subscribes for such number of Excess Rights Shares pursuant to the Irrevocable Undertaking, and further assuming that:
- (A) no outstanding Share Options are exercised before the Books Closure Date, Dato Low and his concert parties will have an interest in approximately 68.59% of the enlarged issued share capital of the Company immediately upon completion of the Rights Issue; and
- (B) all outstanding Share Options are exercised before the Books Closure Date, Dato Low and his concert parties will have an interest in approximately 68.58% of the enlarged issued share capital of the Company immediately upon completion of the Rights Issue; and
- (b) assuming that all the Entitled Shareholders subscribe for their pro-rata entitlements of Rights Shares, and further assuming that:
- (A) no outstanding Share Options are exercised before the Books Closure Date, Dato Low and his concert parties will have an interest in approximately 37.19% of the enlarged issued share capital of the Company immediately upon completion of the Rights Issue; and

- (B) all outstanding Share Options are exercised before the Books Closure Date, Dato Low and his concert parties will have an interest in approximately 37.17% of the enlarged issued share capital of the Company immediately upon completion of the Rights Issue.

- 5.4. Under Rule 14.1 of the Code, except with the consent of the SIC, where:
- (a) any person acquires whether by a series of transactions over a period of time or not, Shares which (taken together with Shares held or acquired by persons acting in concert with him) carry 30% or more of the voting rights of the Company; or
 - (b) any person who, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights and such person, or any person acting in concert with him, acquires in any period of six months additional Shares carrying more than 1% of the voting rights of the Company,

such person must extend a mandatory take-over offer ("**Mandatory Offer**") immediately to the holders of any class of share capital of the Company which carries votes and in which such person, or persons acting in concert with him, hold Shares in accordance with the provisions of the Code. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

- 5.5. As set out in Sections 5.2 to 5.3(a) of this announcement, the fulfilment by Dato Low of his obligations pursuant to the Irrevocable Undertakings may result in the aggregate shareholding interests of Dato Low and his concert parties in the Company increasing by more than 1% within a period of six months. Accordingly, Dato Low and his concert parties will incur an obligation to make a Mandatory Offer pursuant to Rule 14.1 of the Code, unless Independent Shareholders approve at the EGM a resolution to waive their rights to receive a Mandatory Offer from the Dato Low and his concert parties (the "**Proposed Whitewash Resolution**").
- 5.6. The Company has submitted an application to the SIC to seek a waiver of the obligations of Dato Low and his concert parties to make a Mandatory Offer as a result of Dato Low's obligations pursuant to the Irrevocable Undertakings (the "**Whitewash Waiver**").
- 5.7. The Company has also appointed MS Corporate Finance Pte Ltd as the independent financial adviser ("**Independent Financial Advisor**") to advise the Directors who are considered to be independent for the purpose of making recommendations to the Independent Shareholders in respect of the Proposed Whitewash Resolution. The advice of the Independent Financial Adviser shall be included in the circular to Shareholders to be despatched in due course

6. RATIONALE OF THE RIGHTS ISSUE AND USE OF PROCEEDS

- 6.1. The Directors believe that the Rights Issue will provide Shareholders with the opportunity to obtain further equity participation in the Company by subscribing for the Rights Shares. In addition, the proceeds from the Rights Issue will enable the Company to finance the working capital requirements of the Company and its subsidiaries, including expenses which have been, or may be, incurred in connection the development of the real estate project by Manhattan Resources (Ningbo) Property Limited in the PRC ("**Ningbo Project**").
- 6.2. The estimated net proceeds ("**Net Proceeds**") arising from the Rights issue, after deducting estimated expenses of approximately S\$0.20 million, are expected to be approximately S\$13.73 million in both the Maximum Subscription Scenario and the Minimum Subscription Scenario. The Company intends to fund all the expenses in relation to the Rights Issue by internal resources.

- 6.3. For illustrative purposes only, the table below sets out the proposed use of Net Proceeds by the Company based on the Maximum Subscription Scenario and the Minimum Subscription Scenario:

Purpose	Maximum Subscription Scenario and Minimum Subscription Scenario	
	% of Net Proceeds	S\$ (million)
1) Capital investment in the Ningbo Project	72.8	10.00
2) General working capital	27.2	3.73
Total	100	13.73

- 6.4. The above allocations are based on the Maximum Subscription Scenario and the Minimum Subscription Scenario only and subject to certain assumptions. In the event that the Net Proceeds falls in between the Maximum Subscription Scenario and the Minimum Subscription Scenario, the Company will make the necessary announcements on the revised allocations once the final Net Proceeds have been determined. It is anticipated that the allocations will not deviate significantly from the above illustrations.
- 6.5. Pending deployment of the Net Proceeds, such Net Proceeds may be deposited with banks and/or financial institutions, invested in short-term money markets or marketable securities or used for any other purposes on a short-term basis as the Directors may, in their absolute discretion, deem fit in the interest of the Company.
- 6.6. The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed, and provide a status report on the use of the Net Proceeds in the annual report of the Company. Where there is a material deviation in the use of Net Proceeds, the Company will state the reason(s) for such deviation.
- 6.7. In relation to the Net Proceeds which are set aside for general working capital purposes, the Company will disclose a breakdown with specific details on the use of the Net Proceeds for working capital in announcements and annual reports.
- 6.8. As at the date of this announcement, the Directors are of the opinion that, after taking into account the internal sources of funds available to the Group, the Net Proceeds (based on the Minimum Subscription Scenario), the cash generated from the Group's business operations and the Group's present banking facilities, the working capital available to the Group is sufficient to meet the Group's present requirements.

7. ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

- 7.1. **Entitled Depositors.** Entitled Depositors are Shareholders with Shares standing to the credit of their securities accounts maintained with The Central Depository (Pte) Limited ("**CDP**") (excluding securities sub-accounts maintained with a Depository Agent) ("**Securities Account**") and whose registered addresses with CDP are in Singapore as at the Books Closure Date or who have, at least three (3) Market Days prior to the Books Closure Date, provided the CDP with addresses in Singapore for the service of notices and documents.
- 7.2. **Entitled Scripholders.** Entitled Scripholders are Shareholders whose (i) share certificates are not deposited with CDP; (ii) Shares are registered in their own names; and (iii) registered addresses are in Singapore as at the Books Closure Date or who have, at least three (3) Market

Days prior to the Books Closure Date, provided B.A.C.S Private Limited ("**Share Registrar**") with addresses in Singapore for the service of notices and documents.

- 7.3. **Entitled Shareholders.** Entitled shareholders (comprising Entitled Depositors and Entitled Scripholders) ("**Entitled Shareholders**") will be eligible to participate in the Rights Issue and to receive the Offer Information Statement together with the application forms for rights shares and excess rights shares ("**ARE**") or the provisional allotment letters ("**PAL**"), as the case may be, and other accompanying documents at their respective Singapore addresses. Entitled Depositors who do not receive the Offer Information Statement and the ARE may obtain them from CDP during the period from the date the Rights Issue commences up to a date and time, to be determined by the Directors, being the last date and time for acceptance and/or excess application and payment, and renunciation and payment of the Rights Shares under the Rights Issue ("**Closing Date**"). Entitled Scripholders who do not receive the Offer Information Statement and the PAL may obtain them from the Share Registrar during the period from the date the Rights Issue commences up to the Closing Date.

Entitled Shareholders will be provisionally allotted the Rights Shares under the Rights Issue on the basis of their shareholdings as at the Books Closure Date. They are at liberty to accept (in full or in part), or decline or otherwise renounce or, in the case of Entitled Depositors only, trade their provisional allotments of the Rights Shares on the SGX-ST (during the provisional allotment trading period prescribed by the SGX-ST), and are eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue. For the avoidance of doubt, only Entitled Shareholders (and not purchasers of the provisional allotment of Rights Shares traded on the SGX-ST during the Rights trading period or the renounees of Entitled Shareholders) shall be entitled to apply for additional Rights Shares.

All fractional entitlements to the Rights Shares will be disregarded in arriving at the entitlements of the Entitled Shareholders and will, together with the entitlements not allotted or taken up for any reason, be aggregated and issued to satisfy applications, if any, for Excess Rights Shares, or dealt with in such manner as the Directors in their absolute discretion deem fit. In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots and the Directors and the substantial shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board, including Dato Low, will rank last in priority for the rounding of odd lots and the allotment of Excess Rights Shares.

All dealings in and transactions of the Rights through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs for the Rights Issue which are issued to Entitled Scripholders will not be valid for delivery pursuant to trades done on the SGX-ST.

The procedures for, and the terms and conditions applicable to, acceptances, splitting and/or renunciation of the Rights Shares and sales of the Rights and for the applications for excess Rights Shares, including the different modes of acceptance or application and payment, will be set out in the Offer Information Statement to be despatched by the Company to the Entitled Shareholders in due course.

Entitled Shareholders with registered addresses outside Singapore who wish to participate in the Rights Issue should provide CDP or the Share Registrar, as the case may be, with addresses in Singapore for the service of notices and documents, at least three (3) Market Days prior to the Books Closure Date.

- 7.4. **Foreign Shareholders.** The Offer Information Statement and its accompanying documents have not been and will not be lodged, registered or filed in any jurisdiction other than Singapore. The distribution of the Offer Information Statement and its accompanying documents may be prohibited or restricted (either absolutely or subject to various relevant securities requirements,

whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. For practical reasons and in order to avoid any violation of the securities legislation applicable in jurisdictions other than Singapore, the Offer Information Statement and the accompanying documents will not be despatched to Shareholders with registered addresses outside Singapore as at the Books Closure Date and who have not, at least three (3) Market Days prior thereto, provided the Share Registrar or CDP, as the case may be, with addresses in Singapore for the service of notices and documents ("**Foreign Shareholders**").

Foreign Shareholders will not be allowed to participate in the Rights Issue. Accordingly, no provisional allotment of Rights Shares will be made to Foreign Shareholders and no purported acceptance or application for Rights Shares by Foreign Shareholders will be valid.

The Offer Information Statement and its accompanying documents will also not be despatched to persons purchasing the provisional allotments of Rights Shares through the book-entry (scripless) settlement system if their registered addresses with CDP are outside Singapore ("**Foreign Purchasers**"). Foreign Purchasers who wish to accept the provisional allotments of the Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

If it is practicable to do so, the Company may, at its absolute discretion, arrange for the rights to subscribe for the Rights Shares ("**Rights**"), which would otherwise have been provisionally allotted to Foreign Shareholders to be sold "nil-paid" on the Mainboard of SGX-ST as soon as practicable after commencement of trading in "nil-paid" Rights. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account the expenses expected to be incurred in relation thereto. The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed to Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares entered against their names in the Depository Register maintained by CDP as at the Books Closure Date and sent to them at their own risk by ordinary post, **provided that** where the amount of net proceeds to be distributed to any single Foreign Shareholder is less than S\$10.00, the Company shall be entitled to retain or deal with such net proceeds as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Manager, CDP or the Share Registrar and their respective officers in connection therewith.

If such provisional allotments cannot be or are not sold on the Mainboard of SGX-ST as aforesaid for any reason by such time as the SGX-ST shall have declared to be the last day for trading in the provisional allotments of Rights Shares, the Rights Shares represented by such provisional allotments will be issued to satisfy excess applications or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Manager, CDP or the Share Registrar and their respective officers in connection therewith.

For the avoidance of doubt, even if a Foreign Shareholder has provided a Singapore address as aforesaid, the offer of Rights and/or Rights Shares to him will be subject to compliance with applicable securities laws outside Singapore.

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- 8.1. Save for Dato Low who has provided the Irrevocable Undertaking, none of the Directors or Substantial Shareholders of the Company has any direct or indirect interest in the Rights Issue (other than through their respective shareholdings in the Company).

- 8.2. Save as set out in Section 5.1 of this announcement, none of the Directors or Substantial Shareholders of the Company have any direct or indirect interest in the Whitewash Resolution (other than through their respective shareholdings in the Company).

9. CIRCULAR TO SHAREHOLDERS

Further details of the Rights Issue will be announced and/or included in the circular to be despatched to Shareholders. The circular will also enclose the notice of the EGM for, *inter alia*, the Rights Issue and the Proposed Whitewash Resolution.

10. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Rights Issue, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

11. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when dealing or trading in the Shares as there is no certainty or assurance that the Rights Issue will be completed or that no changes will be made to the terms thereof. Shareholders and potential investors are also advised to read this announcement and any further announcements by the Company carefully, and where in doubt as to the action that they should take, they should consult their financial, tax or other professional adviser immediately.

BY ORDER OF THE BOARD

Low Yi Ngo
Chief Executive Officer and Managing Director
5 September 2018