

AA GROUP HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200412064D)
(the “**Company**”)

THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS CUM WARRANTS ISSUE OF UP TO 962,762,010 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY WITH UP TO 962,762,010 FREE DETACHABLE UNLISTED WARRANTS, ON THE BASIS OF TEN (10) RIGHTS SHARES FOR EVERY ONE (1) EXISTING ORDINARY SHARE IN THE CAPITAL OF THE COMPANY HELD AS AT THE BOOKS CLOSURE DATE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED, AND ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED WITH EACH WARRANT CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) NEW ORDINARY SHARE IN THE CAPITAL OF THE COMPANY

The Board of Directors (the “**Board**”) of AA Group Holdings Ltd. (the “**Company**”) refers to the Company’s circular dated 31 October 2016 (the “**Circular**”) in relation to the Company’s proposed renounceable non-underwritten rights cum warrants issue of up to 962,762,010 new ordinary shares in the capital of the Company (“**Rights Shares**”) with up to 962,762,010 free detachable unlisted warrants (“**Warrants**”), on the basis of ten (10) Rights Shares for every one (1) existing ordinary share in the capital of the Company held as at the books closure date to be determined, fractional entitlements to be disregarded, and one (1) Warrant for every one (1) Rights Share subscribed with each Warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company (“**Proposed Rights Cum Warrants Issue**”) as well as the Offer Information Statement dated 29 November 2016 (“**Offer Information Statement**”) and the Company’s previous announcements dated 28 June 2016, 4 October 2016, 18 November 2016, 29 November 2016, 13 December 2016 and 21 December 2016 (the “**Previous Announcements**”).

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

Further to the Previous Announcements, the Board wishes to announce that the Company has allotted and issued 962,762,010 Rights Shares today pursuant to the Rights cum Warrants Issue. Following the allotment and issuance of 962,762,010 Rights Shares, the total number of issued Shares (excluding treasury shares) has increased from 96,276,201 Shares to 1,059,038,211 Shares.

The 962,762,010 Rights Shares when issued, will rank *pari passu* in all respects with the then existing Shares, save for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of issue of the 962,762,010 Rights Shares.

The 962,762,010 Rights Shares are expected to be listed and quoted on Catalist with effect from 9.00 a.m. on 28 December 2016.

BY ORDER OF THE BOARD

AA GROUP HOLDINGS LTD.

Yau Woon Foong

Executive Director

23 December 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. (the “**Sponsor**”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). The Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.

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